

Rev. 06/15/98 (Pink)
Rev. 07/01/98 (Yellow)
Rev. 08/28/98 (Green)
Rev. 09/03/98 (Goldenrod)
Rev. 10/07/98 (Buff)
Rev. 04/09/99 (Salmon)

WILD WILD WEST

Story by

Jim Thomas & John Thomas

Screenplay by

S.S. Wilson & Brent Maddock

and Jeffrey Price & Peter S. Seaman

Based on the Television Series
"Wild Wild West"

REVISED FINAL DRAFT

WARNER BROS.
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THE WILD WILD WEST

FADE IN:

A1 EXT. ALFALFA FIELD - NIGHT

A1

A slight breeze gently sways the green and purple crop. The CHIRP of CICADA is the only sound.

SUPERIMPOSE: 1868 - ST. TAMMANY PARISH, LOUISIANA

But suddenly the CHIRPING GETS LOUDER and LOUDER -- BZZZZZ! -- until we realize it's not the cicadas, but a --

SWOOSH! A lethal, razor-sharp DISC BUZZES up over the horizon, swoops TOWARD the CAMERA and OUT OF FRAME!

The CAMERA SPINS AROUND to see the disc flying away, chasing a man, THADDEUS MORTON, wearing a strange metallic collar -- exhausted, horrified, about to die.

NEW ANGLE - MORTON

He looks over his shoulder, panting -- he's been running forever.

MORTON

(mumbling)

Madman... Hideous spider... Run...
Run! Warn the President...

Morton zig-zags through a grove of trees, a desperate attempt to avoid the horrible serrated disc. But the ruse is futile. The disc goes straight through the trees, slicing a path straight as the crow flies.

NEW ANGLE - OLD WAGON

dilapidated, broken down, weathering away in the field. Morton runs around the wagon -- but the DISC BUZZES straight through the sideboards! Wood shavings spit everywhere! There's no stopping this thing.

NEW ANGLE - MORTON

running for his life -- stops, turns. He turns, incomprehensibly mumbling, pleading for his life, cowering.

MORTON

Nooooooooo!!!!

(CONTINUED)

A1

CONTINUED:

A1

And the DISC SWOOSHES TOWARD the CAMERA -- BZZZZZZZ!

CUT TO:

BLACK

DISSOLVE TO:

NIGHT SKY FULL OF STARS - LOW ANGLE

A man leans INTO FRAME. This is GENERAL McGRATH. And he's there to collect the silver death disc.

McGRATH
(to the unseen,
dead Morton)
And they says you scientists are
supposed to be smart.

1 EXT. DUSTY ROAD - LOW ANGLE - NIGHT 1

HOOVES THUNDER by. Then bouncing, skidding wagon wheels. Up on the empty buckboard is a pair of murderous ex-Rebs. As the Rebs pass a pint of whisky, lash the six-horse team on, PAN WITH the wagon to see it's headed for...

2 EXT. WATER TOWER - NIGHT 2

SALOON GIRL (O.S.)
The legendary Captain James West
and I finally got him all to
myself.

3 INT. WATER TOWER - NIGHT 3

WEST is bathing with the beautiful SALOON GIRL.

WEST
That's right, sugar, and you
should feel free to treat him
just bad.

She moves in and kisses him, long and hard. West hears the CLATTER of the APPROACHING WAGONS. He stops the kiss and peeks out the knothole.

4 EXT. WAREHOUSE - WEST'S POV THROUGH KNOTHOLE - NIGHT

Down below, West sees the wagon with the Rebs.

5 INT. WATER TOWER - NIGHT

5

WEST
 (to himself)
 General McGrath's boys. I thought
 y'all was never gonna show up.

SALOON GIRL
 Mister West, you wouldn't be here
 workin' tonight, now would you?

WEST
 No, no. 'Course not. Not tonight.
 Would you be working if you were up
 here with you?

SALOON GIRL
 Good.

They start kissing again. He surreptitiously peeks out
 the knothole, while continuing his kiss.

6 INT. FAT-CAN CANDY'S - NIGHT

6

This two-story, Victorian building across town is a
 "gentlemen's sporting house" in name only. Drunken
 roughnecks and ex-Confederate soldiers goose and maul
 the rouged-up tarts.

AT BAR - WOMAN

shrinks back from the moronic ribaldry. The Toulouse
 Lautrec lighting only accentuates her garish hair and
 makeup, identifying her as a SOILED DOVE. A whore -- not
 to put too fine a point on it. She's trying not to make
 eye contact with two men seated at a table across the
 parlor.

SOILED DOVE'S POV - GEN. McGRATH AND HUDSON

HUDSON is a fearsome-looking Indian in a well-tailored
 suit. Long black braids descend incongruously from under
 a homburg hat. As for his companion...

McGRATH is a mountain of drunken pus. Six foot, sweating
 like a Devonshire hog with his tattered, undersized
 Confederate dress jacket buttoned all the way to the top.
 His ear has been hacked off and replaced by what looks to
 be a miniature leather Victrola horn. McGrath smiles at
 our Soiled Dove and makes a little kissing gesture.

(CONTINUED)

6 CONTINUED:

6

ANGLE ON SOILED DOVE

Eyes widened in revulsion. What evil abides in this Godforsaken place? Now a drunkenly EYE-CROSSED REB licks Dora's ear, then whispers something in it. Something unspeakably vile, by Dora's expression.

DORA

I'm sorry. That won't be possible. I have... tonsillitis.

7 EXT. WAREHOUSE - WEST'S POV THROUGH KNOTHOLE - NIGHT

7

The Rebs load the boxes onto the wagon. We see the wheel of the wagon up against the rotted leg of the water tower.

BIG REB

Pack'er up good, Virgil. Next stop N'Orleans.

8 INT. WATER TOWER - NIGHT

8

West is unaware that she's watching him, not watching her.

SALOON GIRL

(admonishing)

Jim!

WEST

Ah, this hole is a safety issue. I'm thinking, what if it starts to rain and the water level goes up. It could suck you right up. I'm protecting you. (variations)

Saloon Girl frustrated, has grabbed West's boxer shorts (with little horses on them) and plugs the hole with them.

SALOON GIRL

Problem solved.

WEST

Belle, you don't just ram a man's underbritches into a knothole. You wanna plug the hole, you ram your own britches in there.

West is at a loss. She moves in for another kiss.

9 EXT. WAREHOUSE - NIGHT 9

The HORSES SPOOK as a crate is dropped onto the wagon.

CLOSE - AXLE

caught on the WATER TOWER LEG. It CREAKS.

10 INT. WATER TOWER - NIGHT 10

West hears the CREAK. He breaks the kiss.

SALOON GIRL

Oh, Jim.

WEST

(serious)

Much as I'd like to take credit
for that you might need to hand
me my gun...

The tower starts to topple.

WEST

... Hand me my gun.

It CRASHES...

CUT TO:

11 EXT. WAREHOUSE SKYLIGHT - NIGHT 11

West crashes down into the tarp covering the boxes. The only people more shocked than he is are the guards and the Rebs he just dropped in on. West picks himself up, smiles coolly at the drenched slack-jaws.

WEST

Okay, who just made a wish?
Was it you?

He looks up at the freaked-out Saloon Girl, still in the tank. She hangs on with one hand, the other hand clutches his clothes.

WEST

I could sure use those clothes
now.

She responds by Frisbee-ing his hat down. West picks it up, with a look... uses it to cover his genitals.

(CONTINUED)

11

CONTINUED:

11

BIG REB

Well, we got us a shy nig...

But he never gets that word out. Bang! West lashes a lightning martial arts kick to the Reb's jaw.

WEST

Fought five long years with the Union Army not to hear that word again. And you boys lost, remember?

As the other Reb comes at him, he spins, still holding the hat in front of him... and whap! Down that one goes. West looks up at the none-too-bright water tank woman.

WEST

How 'bout some pants!?

As she throws the rest of his clothes down in a heap...

12 INT. FAT-CAN'S - NIGHT (SAME TIME) 12

General McGrath checks a pocket watch, looks up impatiently at the Indian, Hudson. His eyes drift upwards... to the balcony where...

ANGLE ON UPSTAIRS BALCONY - TWO MORE EX-REBS

have come up back stairs lugging a heavy steamer trunk.

McGRATH

I'm still waiting on my guns and ammo, but I see my men have brought your merchandise.

McGrath subtly gestures with his eyes to the balcony for Hudson to confirm. Hudson nods.

McGRATH

I had expected to be delivering it personally to Mr...

Hudson quickly cuts him off before he can say the name. The Indian speaks in a very precise King's English.

HUDSON

My employer, here in a brothel?
(a small ironic smile)

That would be quite... redundant.

13 EXT. STREET - ON CARRIAGE - NIGHT 13

MOVE IN ON an elegant brougham driven by a very large, very striking woman in livery.

As the carriage passes under the gas lamp, we can make out the top-hatted silhouette of McGrath's "employer," DR. ARLISS LOVELESS. Clustered around him inside the cab are three more beautiful women. As he strokes the cheek of the ORIENTAL one with the back of his hand like a cat...

14 INT. FAT-CAN'S - McGRATH AND HUDSON - NIGHT 14

HUDSON

You'll meet him when the time -- and place -- are appropriate. Now...

(stands)

... shall we go upstairs to check the 'merchandise'?

(CONTINUED)

McGRATH

Frankly, Mr. Hudson, I wasn't planning to walk those oaken stairs with you. Direct me to the poot, sir. Something young and creamy. A gamer that takes to the crop and spur.

McGrath looks to the singer (Rita), who beats a hasty retreat from him after her song. So, once again, McGrath lays his rheumy eyes on...

ANGLE ON SOILED DOVE

She's oblivious, more intrigued by the ex-Rebs on the balcony with the trunk. As she starts for the stairs... a man's hand grabs her. It's the Eye-Crossed Reb again.

EYE-CROSSED REB

You drive a hard bargain, lady. All right, fifty cents to take them big juicy lips and...

DORA

Still not interested.

She tries to pull away. But the Reb won't let go.

EYE-CROSSED REB

But you gotta be interested. You're a whore.

Suddenly the coquettishness in the eyes becomes rage. The falsetto becomes a baritone growl.

DORA

(baritone)

That doesn't mean a girl can't have high standards.

Just as the Reb registers the odd new voice... wham! Her corsage springs out and whacks him right in the jaw. The Reb's eyes roll back... and he slumps to the ground.

Whoaa, hoss... the Soiled Dove is a man! He's ARTEMUS GORDON and his true profession will be revealed to us shortly. But now, as he/she stashes the unconscious Reb behind the bar, straightens bosom and wig...

West is trying to get dressed.

(CONTINUED)

15 CONTINUED:

15

As he pulls on one leg of his pants, a guard lunges at him with a knife. West hops up on one leg, smacks the guy with a mule kick.

Now he puts his arm through his shirt sleeve. When the hand emerges out of the cuff, it's balled in a fist -- which coldcocks the other guard.

WEST

Could I have a little privacy here?

As if in response, the water tower, still hovering above, now crashes to the floor -- obliterating his opponents.

WEST

Thank you.

He calmly looks up in time to catch the falling, naked, screaming Saloon Girl in his arms.

WEST

You'll have to excuse me, darlin'... but my evidence is getting away.

West gallantly puts her down, jumps up, grabs the overhead block and tackle system and slides through the warehouse. As the HORSE TEAM, which has spooked, THUNDERS past...

CLOSEUP - WEST

sails onto the runaway wagon. As he pulls himself into the back, he gives the shivering Saloon Girl a tip of his hat -- now on his head.

WEST

Sorry about there not being any towels.

16 INT. FAT-CAN'S - NIGHT (SAME TIME)

16

General McGrath leers down a line-up of Fat-Can's girls. Just as he gets to the beautiful singer, who looks sick at the thought, suddenly Gordon intrudes. He/she blocks out the singer, poses coquettishly -- sucking a lollypop.

MCGRATH

What's your name, missy?

(CONTINUED)

GORDON/DORA
 (demurely; back to
 his falsetto)
 Dora. Would you like to go
 upstairs?

McGRATH
 Oh, indeedy I would.

Gordon/Dora starts to go as the Eye-Crossed Reb wakes up.
 He grabs him/her, very pissed.

EYE-CROSSED REB
 Hey, c'mere! Who the hell are you
 anyway?!

McGRATH
 She's... mine!

Blam! McGrath emphasizes his claim by gut-shooting the
 Reb. The shot makes Dora/Gordon jump and the room go
 quiet. As the Reb crumples, McGrath turns back to
 Gordon/Dora, oddly inspired.

McGRATH
 I feel like... a ditty!

GORDON/DORA
 A ditty? But General...
 (trying to be
 coquettish again)
 ... my talents really lay
 elsewhere.

McGRATH
 Nothing stokes the fire in my
 loins like a ditty.

McGrath hauls him/her over to the piano player.

McGRATH
 You've got some pretty fair lungs
 on ya, girl, now use 'em!

He punctuates with a slap to Gordon/Dora's rump. The
 other singer (Rita) watches too.

Gordon/Dora is sweating. Reluctantly, he/she whispers
 something to the piano player. He clears his throat and
 begins singing.

(CONTINUED)

17 CONTINUED: 17

GORDON/DORA

(weakly)

'Buy a drink for the boys
In the backroom for me...'

18 EXT. COUNTRY ROAD - WILD WAGON RIDE - NIGHT 18

West spots the contents of an open box. Eyes widen.

CLOSE - BOX - DOZEN GLASS VIALS

stuck in sand. But clinking together ominously as the wagon races over the cobblestones.

WEST

Backwards-ass bumpkins got a wagon
full of nitro...!

West tries to steady the glass vials with his hands... but it's no use. He quickly climbs over the boxes, onto the buckboard seat. But the reins are dragging on the ground beneath the frothing horses.

West leaps onto the horses as the wagon careens down the street. He pulls himself over the first one's neck... onto the next horse. And as he tries for the lead horse, he falls between them!

19 INT. FAT-CAN'S - NIGHT 19

Gordon/Dora singing. He/she struggles through the song in a very tough room.

GORDON/DORA

'And tell them I tried...'
And tell them I cried...'

Just when it looks like the stone-faced rowdies might rip him/her apart, McGrath starts tapping a mud-caked toe. Encouraged, Gordon/Dora belts out the next verses OVER...

20 EXT. COUNTRY ROAD - WILD WAGON RIDE - NIGHT 20

West's custom boots drag in the dirt as he's about to be trampled under the hooves of the freaked-out horses. And if he hasn't got enough problems, the lynch pin attaching the team to the wagon has almost worked its way out.

CLOSE - BACK OF WAGON - NITRO VIALS

(CONTINUED)

20 CONTINUED:

20

CLANKING together like chimes...

CLOSE - WEST

Straining with every ounce of strength in his body, he pulls himself up by the harness onto...

CLOSE - WILD-EYED LEAD HORSE

West grabs for the halter.

WEST

Whoa now...!

But it doesn't whoa. The wagon goes around a corner up on two wheels! It's about to tilt over when West grabs both the horses' ears, yanks them back -- screaming into them.

WEST

I said, whoa!!!

This approach seems to work.

21 EXT. RISE ABOVE FAT-CAN'S - NIGHT

21

The team comes to an abrupt stop... and with it the wagon hanging over the edge of a steep drop.

Jim carefully climbs off. He slaps the dust on his jacket, straightens the crease in his trousers. When he looks up, a bitter smile.

WEST

Well, well, this is workin' out to be a perfect day. My man...

HIS POV - VICTORIAN BUILDING - ACROSS STREET

The tasteful sign under the red light reads: "FAT-CAN CANDY'S." And framed in the window, General McGrath with his singing soiled dove.

WEST (O.S.)

... General Bloodbath McGrath.

22 INT. FAT-CAN'S - CLOSE - McGRATH 22

McGrath is clapping with the crowd of misfits who are now singing along with Gordon/Dora. He/she's won over the room.

GORDON/CROWD
(rousing finish)
And tell them I tried just the
same...!

He/she curtsies to rousing applause. McGrath beams like a man with the fire in his loins roaring. He grabs his little songbird and up the stairs they go.

Out the WINDOWS, we see West tracking them. Simultaneously going up outside steps.

23 INT. FAT-CAN'S - UPSTAIRS - GORDON/DORA 23

leads the sweating, leering General down the hall. He/she quickly opens and closes boudoir doors -- ostensibly to find a free room for their assignation. The real agenda is to find the mysterious trunk.

ANGLE ON DOORWAY #1

Quick peek. He/she registers a mild reaction of shock. Closes that door and moves on to...

ANGLE ON DOORWAY #2

Quick peek. The two rebs sitting on the trunk. At their feet is a wriggling burlap sack. The "merchandise" is alive.

Gordon/Dora giggles like a schoolgirl.

GORDON/DORA
Well, that's a new one.

McGrath slams the door, drags Gordon/Dora roughly...

24 INT. BOUDOIR - CONTINUOUS ACTION 24

Our soiled dove has her back to the door as if steeling herself for the task at hand. McGrath beckons her over to the bed.

McGRATH
Don't let the ear scare you. I
lost it at Chickamauga.

Gordon/Dora squints at the jerry-rigged ear.

(CONTINUED)

GORDON/DORA

Oh really. One can hardly notice...

(fiddles with her
belt buckle)

Would you mind...? I... I...
can't seem to release the clasp of
my belt.

Say no more. McGrath is on her like a flash, fidgeting with it. But it pops open, revealing a spiraling screen courtesy of Dr. Mesmer. His eyes lock onto it.

McGRATH

Wha... what's this?

GORDON/DORA

It's a deep, deep pool. Maybe
your old swimmin' hole. Getting
sleepy, General?

McGRATH

(ga-ga)

Yes, I'm sleepy.

McGrath sits on the floor. Gordon smiles... this is gonna be easy.

GORDON

(normal voice)

Good. You're going to be my
little doggy. And when I say
'speak,' you tell me everything I
want to know. Understood?

McGRATH

(barks)

Woof!

GORDON

All right, little doggy. Sit up.
(as he does)

Now tell me who's in the sack next
door. Is it the scientist, Dr.
Escobar? Speak!

McGRATH

Woof! Woof!

GORDON

Speak words, dumb doggy! Tell me
the name of the man you kidnapped
him for...

(CONTINUED)

24 CONTINUED: (2)

24

But McGrath doesn't answer. Gordon's Mesmer spiral slows to a stop. McGrath is coming out of the trance. McGrath starts to growl, rip at his/her petticoats.

GORDON

Watch the swirling spiral! Lie
down, bad dog!

As Gordon notices that his contraption's failed...

25 OMITTED

25

26 INT. FAT-CAN'S - BOUDOIR - GORDON/DORA

26

is busy trying to get the spiral going again, doesn't see McGrath reach for his boot knife. Just as the deranged general's about to plunge it into Gordon/Dora...

... the WINDOW EXPLODES. Jim West comes tumbling into the room, kicks the knife out of McGrath's hand in one smooth move. West rolls to his feet, fixes a gallant smile on Gordon/Dora.

WEST

Didn't mean to startle you, ma'am.
Looked like you could use some
help.

It takes Gordon a moment to recover. He stares at this black Samaritan, obviously having no clue who he is.

GORDON

(clears throat to
recover falsetto)
Looks can be deceivin'... dark
stranger. I am perfectly fine.

West quickly pats McGrath down, removes a revolver and his bag of gold coins.

WEST

I can see that, darlin'. Woman of
your caliber probably gets top
dollar, too. So here you go.
(flips her McGrath's
coin bag)
You can run along. I'll take care
of McGrath.

As West sticks the barrel of his gun in McGrath's gramophone ear, Gordon's eyes pop.

(CONTINUED)

26 CONTINUED:

26

GORDON/DORA

No! I need him!

WEST

C'mon, lady. You got the money.
Have a little dignity.

Gordon jerks West's gun hand away from McGrath's head just as the dog-soldier comes around. McGrath suddenly lunges at him.

McGRATH

(bellows ferociously)

West...!!!

He drives his full weight into Jim's back, pushing him out into...

27 INT. FAT-CAN'S - UPSTAIRS HALL

27

McGrath's rebel yell brings help from all directions. DOORS BANG open all along the hallway. Not just McGrath's men, but Hudson and his crew. A melee will ensue.

West pushes the monster off of him, rolls as a BULLET SPLINTERS the WOOD where he just was. The SHOT STARTS...

ANGLE - STAMPEDE OF SEMI-CLAD WHORES

all screaming hysterically and heading for the exits. The beautiful young singer, who'd been coming up the stairs alone, is now swept back down them.

Gordon, still in character, pushes his way upstream to the room where the scientist is held.

28 INT. FAT-CAN'S - ADJACENT ROOM - NIGHT

28

Hudson, his back turned, barking orders at his henchmen.

HUDSON

Get Escobar out of here!

The henchmen heft the wriggling sack, when:

GORDON (O.S.)

Leave him right there.

(CONTINUED)

Hudson whirls to see the gruff-talking Gordon/Dora holding the perfume bottle on him like it's a Colt 45. Now Gordon shakes one of the heavy bracelets off his wrist, CLICKS a LOCK, snapping it open. He's accessorized with custom handcuffs.

GORDON

Let's go, Hudson... hands!

Hudson gives a sick little smile, reaches for his gun when... WSSSSHT!

Gordon sprays him in the eyes with the second bulb of the atomizer. (The first Mace!) Hudson howls in pain, drops the gun, rubs his eyes madly with both hands.

GORDON

Thank... you.

Gordon starts to snap the cuffs on the perfectly presented wrists when...

brawling a dozen attackers. West spots McGrath trying to escape down the stairs. He uncorks a lethal kick, sending a thug flying through the doorway and into the back of Gordon.

Gordon staggers, drops the perfume/mace BOTTLE which SHATTERS. Hudson recovers his vision enough to send a fist into Gordon's mascaraed face, pile-driving him back into the hall. While Hudson and his men make their escape down the back stairs with the scientist sack...

CLOSE - WEST AND GORDON

West is blocked from chasing McGrath, Gordon from going after Hudson. West tries to push her aside.

WEST

U.S. Army... Now get outta my way, lady!

GORDON

(the baritone growl)

I'm no lady! I'm a U.S. Marshal!
You get out of my way!

Gordon whip off his wig, reaches inside it for something. West blinks at the weirdness, reflexively draws his Colt. As Gordon withdraws not a gun, but a badge, from his wig...

30 EXT. RISE ABOVE FAT CAN'S - CARRIAGE - NIGHT (SAME TIME) 30

is waiting at the top of the hill beside the nitro wagon. Dr. Loveless is beside it, face still shadowed.

INSIDE CARRIAGE - FAIR-SKINNED BEAUTY

has opera glasses trained on the second story of Fat-Can's. Her name is LIPPENREIDER. And now we'll see why.

LIPPENREIDER

(in a monotone)

Get out of my way... get out of my way... U.S. Army... U.S. Marshal.

LOVELESS

Oh, dear...

The lip-reading is interrupted by the arrival of...

ANGLE - TOP OF INCLINE - HUDSON AND HIS HENCHMEN

who come racing up with the scientist-in-the-sack.

HUDSON

Federal agents inside, sir!

LOVELESS

So Miss Lippenreider informs me.

(sighs)

Still, I believe good manners dictate we should send out...

His cane telescopes out and Loveless pokes the lynch pin out of the harness on the nitro wagon. Then he gives the wagon the slightest push.

LOVELESS

... the welcome wagon.

Once started, the wagon rolls downhill, toward the back door of Fat-Can Candy's, picking up speed...

Then, as his female coterie pulls the burlap sack into the carriage, Loveless steps in behind. And they're off.

31 INT. FAT CAN'S - UPSTAIRS HALL - NIGHT 31

West and Gordon, oblivious to the impending disaster...

WEST

So now what...?

(CONTINUED)

31 CONTINUED: 31

The answer is provided as the NITRO WAGON hits downstairs.

KABOOOOOOM!!! THEME MUSIC UP... as we roll...

32 MAIN TITLES 32

The titles are the familiar animated freeze frames from the TV show. In the two corners are our heroes -- Upper left shows West with his gun levelled toward... upper right -- Gordon with his wig in one hand and his badge in the other, pointed across toward West.

The cowboy/agent in the middle square fights and defeats the various bad guys. Then as he exits, QUICK ZOOM ON main title: "THE WILD WILD WEST."

PAN DOWN TO a sketch of a train caboose as TITLES END...

33 EXT. WASHINGTON, D.C. - DAY (1869) 33

West rides his magnificent black stallion down Pennsylvania Avenue.

Besides horse-drawn carriages, West shares the dusty road with people on bicycles -- the latest craze. He finally pulls his steed up at his destination...

EXT. WHITE HOUSE - DAY

West dismounts, ties his horse to a hitching post and winces as he puts his weight on a sore leg.

34 INT. WHITE HOUSE - DAY 34

West limps past black floor scrubbers. They stop working to marvel at this handsome black man dressed in custom cowboy duds walking in there like he owns the place.

But not everybody's so impressed. As West heads toward the Oval Office, four self-important house detectives block his way.

HOUSE DETECTIVE

Whoa there, 'pardner.'

(as West stops)

Winning the war may have got you forty acres and a mule, but you can't just traipse into the President's office. Now gimme that gun.

(CONTINUED)

34 CONTINUED:

34

He nods at the six gun on West's hip. West coolly flexes his hand above it, like he's about to draw...

WEST

This gun?

Then like lightning, with his other hand, he whips out a sawed-off shotgun hidden by his jacket. He pokes the 12-gauge barrels up against Pinkerton's surprised crotch.

WEST

Or this one?

A voice stops the situation from escalating further.

PRESIDENT GRANT (O.S.)

Gentlemen!

The detective's head swivels around to see...

ANGLE - OVAL OFFICE DOOR - PRESIDENT GRANT

stands in the doorway.

PRESIDENT GRANT

Don't make Captain West any later
for his appointment than he
already is!

The detectives back away from the hair-trigger cowboy as fast as they can. West reholsters the gun and continues...

35 INT. WHITE HOUSE - OVAL OFFICE

35

President Grant goes over to his desk, lights a cigar. Backlit in the haze, the portly bearded figure lives up to the myth.

PRESIDENT GRANT

Been a lot of death threats lately
... Cabinet made me hire some damn
detectives.

(by way of apology)

Drink, cigar?

WEST

Thank you, sir.

West limps across the room to the bar, pours himself a glass of whiskey, takes a cigar out of the humidor.

(CONTINUED)

PRESIDENT GRANT

I hear you let General McGrath
get away?

Now West's blood is up.

WEST

Sir, I had him right in my hands
when some half-a-sissy wearin' a
dress ruined...

PRESIDENT GRANT

(cuts him off)

Artemus Gordon.

WEST

You... know him?

PRESIDENT GRANT

Of course I know him, he's the
best marshal I've got! He's a
genius.

(off West's
incredulous look)

Gordon has proven himself time and
again as a very cunning operator
with a rapacious intellect.
Nothing will stop him from
completing a mission for his
President... except the impulsive
actions of a headstrong cowboy!

West just looks at him soberly. Draws his gun and
places it against the President's head. Grant's eyes
widen.

WEST

Who are you?

PRESIDENT GRANT

I am the President of the United
States!

West points the GUN to the ceiling and pulls the trigger.
BLAM!!! As Grant jumps a foot and plaster rains down...

WEST

Wrong answer. Who are you?

PRESIDENT GRANT

I am the President of...
(as West cocks gun)
... I'm Artemus Gordon.

(CONTINUED)

35 CONTINUED: (2)

35

West lowers his gun, nods at Gordon's class ring.

WEST

The President went to West Point
... not Harvard.

PRESIDENT GRANT (O.S.)

Will somebody tell me what the
hell this stunt is all about!?!

36 INT. WHITE HOUSE - OVAL OFFICE - SIDE DOORWAY -
PRESIDENT GRANT - DAY

36

(the real one) stands in the doorway, hands on hips, surrounded by his house detectives -- their guns drawn. West nudges the fake Grant in the fake belly with his gun barrel -- go ahead. Sheepishly, Gordon starts peeling off his primitive, but effective, facial prosthetics.

GORDON

Sir, in perilous times like these,
I was simply illustrating how
someone impersonating you could
actually walk right into the very
bowels of the White House...

Just as Gordon makes his intestinal allusion, West takes a ceremonial bayonet off Grant's desk and pokes a hole in the inflated bladder that was his fake paunch. The AIR HISSES out, finishes deflating with a flatulent R-R-RIP. (Hey, the first whoopee cushion?)

Gordon scowls at him.

PRESIDENT GRANT

You're clever, Gordon. One day
it'll get you killed.

West smirks as Grant looks up at the bullet hole in the ceiling, then fixes West with a disapproving eye.

PRESIDENT GRANT

... And you, West -- not every
situation calls for your patented
approach of shoot first, shoot
later, shoot again -- then when
they're all dead, try to ask a
question or two.

(shakes his head)

Working together will be good for
both of you.

(CONTINUED)

36 CONTINUED:

36

WEST AND GORDON

But, sir, I work...

PRESIDENT GRANT

You work the way your Commander In Chief tells you to work.

Grant turns and EXITS FRAME.

37 INT. WHITE HOUSE - WAR ROOM - CONTINUOUS ACTION - DAY

37

The place is a buzzing intelligence operations center -- state-of-the-art for the 1860's. Maps of the U.S. and the world are on the wall. Various staff and military people work CLACKING TELEGRAPHS, PRINTING MACHINES that GRIND out reports, etc.

Grant stops at a display of daguerreotype photos, all depicting distinguished bewhiskered men.

PRESIDENT GRANT

Ten of our country's best scientists... all kidnapped in the last year. By General McGrath, it now seems.

(turns to them)

The fact is, gentlemen, you've both been working on the same case all along. Why did it take you so long to realize it?

WEST

Well, sir, one of us was still trying to figure out if he was a man or a woman.

The detectives snicker over that one. Grant's had enough.

PRESIDENT GRANT

I don't have time for this bickering! One week, if we're to believe this...

Grant holds out a letter to Gordon and West. Gordon snatches it, reads:

PRESIDENT GRANT

(reading)

'General Grant, the scientists that you seek are in my employ --

(MORE)

(CONTINUED)

37

CONTINUED: (A1)

37

PRESIDENT GRANT (CONT'D)

-- Creating a weapons system
beyond the pale of contemporary
imagination. History and justice
are on my side. I suggest you put
your affairs in order. You have
one week before you will surrender
the U.S. Government.'

(CONTINUED)

PRESIDENT GRANT

This letter was delivered inside
this.

An aide presents a glass case. Inside is a cake in the
shape of the White House.

GORDON

(reaching inside)
Marzipan, isn't it?

PRESIDENT GRANT

(grabs his hand)
Wait!

Suddenly dozens of deadly-looking spiders swarm out from
inside the cake. Gordon jerks his hand back.

WEST

It's McGrath, sir. The South is
rising again. I'm gonna stop it.

GORDON

Sir, West's obsession aside,
McGrath may be a vicious killer,
but a mastermind he is not. So
whom do we seek? After consulting
with Intelligence...

WEST

(cuts him off)
McGrath's headed for New Orleans.
The longer we stand here talkin',
the farther away he gets. I don't
need 'Intelligence' to tell me
that.

GORDON

Ah, so that would mean you rely on
... Stupidity?

Grant's had enough.

PRESIDENT GRANT

Gentlemen! I'm leaving today for
Utah where the transcontinental
railroads will be joined at
Promontory Point.

Grant points to a map of the United States. The railroad
lines have been drawn in... still a gap between them.

(CONTINUED)

37 CONTINUED: (2)

37

PRESIDENT GRANT

For the first time the United States will truly be united.

(turns, holds up letter)

Someone wants us divided. Now look, you two are the best I've got. Put aside your differences and stop this madman... whoever he is. If you fail, well... we may never know how great this country could've been.

(snaps off a salute)

You have a week. Dismissed!

They both return Grant's salute as the President stomps off. His AIDE now approaches.

AIDE

The President has put a private train at your disposal. Engine number five, track six.

(holds out a wrapped box)

Mr. Gordon, the item you requested.

Gordon takes the box, hurries to catch up with West.

38 EXT. WHITE HOUSE - DAY

38

West and Gordon, walking toward the hitching post. West is so beside himself he can barely untie his high-voltage stud. He glowers at Gordon who goes over to where...

ANGLE - STRANGE-LOOKING BICYCLE

Is parked on the other side of a bush. It has the customary big wheel in the front, little wheel in the back. (Hidden from sight is a motor on the front tire. Dual manifolds that sling under the rider's legs.)

West shakes his head in disgust.

WEST

Figures.

GORDON

I call it the Bi-axle Nitro-Combust...

(CONTINUED)

38 CONTINUED:

38

WEST

Save it. I've gotta train to catch.

West swings into the saddle. He looks at the SNORTING wild HORSE under him, then down at Gordon attaching the box onto the seat of his Nitro-whatever.

WEST

(snaps off a smug salute)

Yee-haaa!!

West spurs his horse and leaves Gordon in the proverbial cloud of dust.

Although West's intentions are clear, for some reason, Gordon's in no particular hurry. He sighs, climbs on the bike, takes out a hankie and cleans a pair of goggles. Then, finally ready...

GORDON

Avant!!!

VROOOM! An ENGINE KICKS IN and Gordon rockets forward. (Yep, Artemus has invented the first motorcycle!) Fiery exhaust blasts out of the manifolds as the bike propels him down the street at about 60 mph right past...

ANGLE ON WEST AND HIS STALLION

who both look over in wide-eyed shock. The horse rears as Gordon SCREAMS by -- leaving them in a cloud of internal combustion.

39 EXT. C STREET TRAIN STATION - TRAIN ENGINE - DAY

39

From in front, as it CHUGS TOWARDS us. Sitting up in the spanking new steam engine (No. 5) is a white-haired Coleman. The Wanderer is his pride and joy. Coleman pushes the throttle forward and the ENGINE ROARS PAST us... followed by a tender, and two gleaming passenger cars.

Then comes West THUNDERING past in a desperate effort to catch up.

(CONTINUED)

39 CONTINUED:

39

ANGLE - WITH WEST

riding like hell. Getting the last ounce of speed out of his well-lathered steed, he finally pulls alongside the rear passenger car. He looks up... In the window, we see Gordon engrossed in what he's doing... which appears to be sewing.

WEST

Stop this train!! You hear me!?!

If Gordon hears him, he pretends not to. He just casually makes the next stitch.

West's horse has had it. They're losing ground to the train. At the last second, West leans over at full gallop and grabs a handle on the side of the train. He swings out of the saddle, hanging on for dear life, blowing in the breeze like laundry.

Finally, his boot finds a small metal plate to put its weight on. Just as West stands safely on it... whoosh! He flies up in the air and drops through a sliding partition in the roof.

40 INT. WANDERER - PARLOR CAR - DAY

40

The car is like a classy Victorian men's club. Bar stocked with crystal decanters, a pool table, decorative pistols on the wall, books, etc. Gordon, seated in a club chair, looks over as West falls from the ceiling into a seat. He's hot, dusty and very pissed off. He glowers at Gordon murderously.

GORDON

(calmly)

Thanks for dropping in.

WEST

Forget the bikes, the beards, the fake boobies. Put down the needlepoint and let's settle this like men!

He takes off jacket, starts rolling up his sleeves. Gordon remains remarkably cool, continues sewing.

GORDON

As a matter of clarification, this isn't needlepoint. This is.

He shows him some real needlepoint.

(CONTINUED)

GORDON

Right now, I'm putting the final touches on a new invention of my creation. I call it... The Impermeable. It's a vest that, when worn under the clothing, can stop any modern bullet fired even at close range.

West draws his gun, aims it at Gordon's stomach and cocks the trigger.

WEST

Really?

Gordon quickly pulls the vest away from his stomach.

GORDON

But it hasn't been really tested empirically yet.

WEST

Get up!

West takes off his guns and puts them on the table.

GORDON

(yawn, yawn)

Guns. I find them so primitive and unnecessary... if one has done one's proper planning.

WEST

Yeah? How do you feel about a fist?

Gordon puts down The Impermeable, stands with a weary sigh.

GORDON

I must tell you, Mr. West, I've always felt that allowing a situation to degenerate into physical violence is a failure on my part.

WEST

Well then, 'Mr.' Gordon, you failed.

Whap! West unleashes a lightning punch that drives Gordon across the train car. He dabs at his bloody lip.

(CONTINUED)

40 CONTINUED: (2)

40

GORDON

I'm sorry, Mr. West, you brought
this on yourself.

Then to West's utter amazement, Gordon puts his hands together as if praying while at the same time, crooking his right leg stork-like. Is this some kind of martial art? Then, he bends at the waist, and like a ballet dancer, extends his leg out to the wall and flips a switch.

It immediately triggers a leather hammer to swing down from the ceiling. It whacks West on the side of the head, and sends him spinning back onto the pool table.

ANGLE ON POOL TABLE - WEST

shakes it off and is about to attack again. Gordon calmly pokes a hidden button. Suddenly the pool table revolves. West is gone.

GORDON

I love this train!

41 EXT. UNDERNEATH WANDERER - DAY

41

West, eyes wide, is clinging on for dear life, staring at the ties racing by, inches from his face.

42 INT. WANDERER - PARLOR CAR - GORDON

42

Gordon pours a fine Bordeaux, speaks loudly toward floor.

GORDON

The President asked for my
suggestions on how to make the
Wanderer both comfortable and
functional...

As he swishes the wine in his mouth...

43 EXT. UNDER WANDERER - DAY (SAME TIME)

43

West reaches up to get a handhold in the myriad of tubes and wires on the underside of the car. As he rips one tube out of the undercarriage...

44 INT. WANDERER - PARLOR CAR - DAY

44

Gordon has just settled into the club chair, puts his wine down on the table.

GORDON

And while you're down there,
you may want to avail yourself
of my Sub-carriage Inter-rail
Egressor...

Suddenly SHACKLES SNAP out of the arms of the chair, pinning Gordon's wrists. Before he knows what hit him, the floor opens and the club chair disappears.

45 EXT. UNDER WANDERER - DAY

45

Gordon appears upside down in the chair, chagrined at his predicament. West looks from the escape trolley Gordon was talking about back to his partner.

WEST

Only one doin' any 'egressin'
is gonna be you.

GORDON

(wide-eyed)

Perhaps the President was right
about us putting aside our petty
differences.

(recites above the
CLATTER)

'The opposite is beneficial, from
things that differ comes the
fairest attunement.' Aristotle.

Suddenly they flip OUT OF FRAME and back into the car, shocked to find themselves facing...

46 INT. WANDERER - PARLOR CAR - DAY

46

Coleman's a scowling, grizzled old man in a coal-stained suit. He's got a fire in his eye, brown spittle in the corner of his mouth where a cigarette butt lives permanently, and a large copper pot in his hand.

COLEMAN

Knock each other about all ya
please, but harm my train and
I'll douse ya like dogs.

He threatens them with the pot of steaming liquid. Now, for the first time, Gordon really looks troubled.

(CONTINUED)

46 CONTINUED:

46

GORDON

That's my veal reduction sauce!

COLEMAN

Well then, let's get on about our business, shall we, gentlemen?
Now, where to?

WEST

New Orleans.

GORDON

Shall we let Professor Morton decide?

WEST

Who?

47 INT. WANDERER LAB CAR - DUSK

47

A severed human head is in a vise.

GORDON

Meet Professor Thaddeus Morton, expert in the field of metallurgy ... discovered in a field of alfalfa. Kidnapped from M.I.T. six months ago.

West looks from the head to the open box.

WEST

That's a man's head!

Gordon holds up a strange, circular metallic object.

GORDON

... And this magnetic collar was around it when his body was discovered. Haven't figured that one out yet...

But West is still staring in disbelief at the head.

WEST

That's a man's head.

Gordon starts fiddling with a lantern positioned behind the head.

(CONTINUED)

GORDON

According to the Retinal Terminus Theory... a dying person's last conscious image is burned into the back of the eyeball like a photograph. Perhaps there's a clue there...

Excited, Gordon turns on the lantern attached to the back of his head. Beams of light are coming through his eyeballs, creating a blurry color image on the wall.

GORDON

Morton's last image!

WEST

That's a man's head!

West turns his head sideways to try to view the inverted image projected on the wall. Gordon realizes the problem.

GORDON

Ah. The refraction of the lenses causes the image to appear upside down. We simply...

He turns Morton's head in the vise. It's right side up, but still blurry.

ANGLE ON WALL - FUZZY IMAGE

appears. It's a man who has a tiny Victrola horn for an ear. He's holding a bloody metal boomerang.

WEST

It's McGrath. I was right all along.

Gordon sees something in McGrath's pocket.

GORDON

He seems to have something in his pocket... too fuzzy to read, though...

Gordon drums his fingers on his great frontal lobe, stymied.

GORDON

Mortification of the aqueous humor seems to have led to the loss of...

(CONTINUED)

47 CONTINUED: (2)

47

WEST

... glasses.

West takes the bifocals out of the box, casually puts them on Morton's nose. West now gestures to the wall.

CLOSE - IMAGE ON WALL

The white blur in the man's pocket is now focused. We can see that it's the top of a piece of paper. He reads the writing on it.

WEST

'Friends of the South! Come to a Surprise Costume Ball. April 14, eight-thirty. 346 Garden Street... '

(lowers glasses,
looks up)

Like I said.... New Orleans.

48 EXT. NEW ORLEANS TRAIN SIDING - NIGHT

48

We see the Wanderer parked on the siding as we hear voices over.

GORDON (V.O.)

How about this? You could come as my man servant?

49 INT. WANDERER - LAB CAR - NIGHT

49

Gordon has his wardrobe open. Selected from his vast array of costumes and disguises is a full livery outfit.

GORDON

How about this? You could come as my man servant.

WEST

(slave voice)

Oh yes, Massa Gordon, dats what I'll do. And I'll jus' smile and do as I's tole so those people won' ever know that I would rather shoot myself in the head than play your god damned man servant!

West is right in Gordon's face.

(CONTINUED)

GORDON

I have a horse costume.
(then, cheery)
You could be the head.

WEST

The only thing I need to wear is
this.

West straps on his holster.

GORDON

Okay, if you insist on carrying a
firearm, I have something I think
you'll find intriguing...

Gordon displays a belt with a silver buckle. He taps the
buckle... a Derringer pops out. West stares, impressed.

GORDON

And it would go nicely with this...

Gordon takes out a sequined dress, holds the Derringer up
against it.

WEST

Jim West does not wear a dress.

GORDON

Then what's your plan?

WEST

How 'bout this: I'll go as a
government agent who's gonna
kill McGrath.

GORDON

An armed, Negro cowboy costume,
how creative. In a room full of
white Southerners, you oughtta
fit right in. You might even win
first prize!

West starts to walk away. Gordon grabs him.

GORDON

Listen to me. The art of disguise
is what's going to get us into
that party, thus allowing us to
find these kidnapped scientists
before they're forced to create
something that will destroy this
great country.

(MORE)

(CONTINUED)

GORDON (CONT'D)

Now you and I are the chosen ones, Jim. We're under direct orders from the President himself. And our mission is clear: Save our country. Our freedom is at stake and this is our duty as men. Now, you go as a riverboat captain and I'll be a saloon girl.

WEST

Let me tell you a little something about beloved 'art of disguise'... That night at Fat-Can's, I knew you weren't a woman.

GORDON

But I was propositioned by three men.

WEST

Gordon, you looked nasty. Your breasts were all hard and stiff, and were sticking straight out like two rusty cannons on a sunken ship.

Gordon grabs his fake breasts off the rack. He puts them on.

GORDON

These are a work of art. Scientifically and aesthetically perfect.

WEST

They look like shit.

GORDON

Touch them.

WEST

I don't wanna touch 'em. I can see I don't like 'em.

GORDON

What, are you afraid you're wrong? Touch my breasts.

West touches Gordon's fake breasts.

(CONTINUED)

49

CONTINUED: (3)

49

ANGLE - COLEMAN

walking through the next car, carrying a tray of tea. Gordon's last line got his attention. What the...? Coleman peeks around the corner to see West eyeing Gordon's "chest."

COLEMAN

(to himself)

I knew it. Well, I'll have no part of it!

Coleman shakes his head and walks off.

ANGLE - WEST AND GORDON

West is thwapping Gordon's breasts.

WEST

There, Gordon, you happy? I'm touching your breasts.

GORDON

Not so rough. The buckwheat'll come out.

WEST

Buckwheat? That's your problem.

West takes one of the cow udders out of Gordon's bodice and dumps the buckwheat onto the ground.

GORDON

What are you doing?

West goes over to a wash basin, picks up a water pitcher and fills the cow bladder. West squeezes the cow bladder shut and holds it up to his chest.

WEST

Now, squeeze this. This is what a breast should feel like.

ANGLE - COLEMAN

Passing back through the next car. When he hears that last line, he can't believe it. He peeks in again to see...

GORDON

Whoa...

(CONTINUED)

49

CONTINUED: (4)

49

WEST

Isn't that nice?

GORDON

Very nice.

Coleman's mouth drops. He's sweating.

WEST

Now touch yourself.

GORDON

You win. I'm hard.

COLEMAN

(disgusted)

Federal officers, bah!

Coleman walks off, shaking his head.

BACK TO SCENE

Suddenly, Gordon shoots the cuffs off his jacket. Out of one sleeve comes a pen. Out the other, a small pad of paper. They are both connected to a spring-loaded metal gizmo up his sleeve. West reacts, drawing his pistol up into Gordon's face.

GORDON

I was just going to jot down a thought.

WEST

You know something, that's a good place to put a gun.

GORDON

But then, where would I keep my notepad.

WEST

You know, Artemus, I think you underestimate the convenience of a pocket.

50

EXT. LOVELESS MANSION (NEW ORLEANS) - CARRIAGE - NIGHT

50

carrying some costumed swells pass through wrought-iron gates guarded by some of McGrath's ex-Rebs. FOLLOW it up a Spanish moss-draped drive to a huge Garden District mansion. As the carriage pulls to a stop in front...

51 EXT. LOVELESS MANSION - CARRIAGE - NIGHT

51

Jim West drops to the ground from where he'd hitched a ride underneath. He rolls into the shadows of the house. When he stands, he's face to face with a huge GUARD with a gun.

GUARD

You got about as much chance of havin' an invitation as him.

He smirks at a lawn jockey. West reaches into his coat.

WEST

Matter of fact, got it right here.

He withdraws his hand. While the Guard squints at his empty palm, West grabs his head with his other hand and smacks it into the lawn jockey's fist... clang! West leans the cold-cocked Guard against the house, uses his shoulder as a step, boosting him up to...

52 EXT. LOVELESS MANSION - BALCONY - NIGHT 52

West grabs the ironwork underneath and acrobatically swings himself over the rail. As he BREAKS the PANE on the French door with his gun butt...

53 INT. LOVELESS MANSION - UPSTAIRS ROOM - NIGHT 53

West lets himself in. Then just as he's about to part the heavy drapes... he hears women's voices approaching.

WOMAN (O.S.)
(in a Spanish
accent)

Hey... get your hands off me!

Now Miss Lippenreider, Amazonia and Munitia (bewigged and wearing costumes) wrangle a beautiful and defiant Latina into the room. When she turns we recognize she's the singer from Fat-Can's. Rita is in her early 20s, wearing a 19th-Century camisole so scanty, it makes it hard to concentrate on what she's saying.

RITA
Put me in the dungeon with all
those smelly, dirty bearded men
... but I am not goin' in there.

AMAZONIA
You applied for the position.

RITA
Yeah, a standing up position. I'm
an entertainer, not a...

Amazonia grabs her by the throat, choking the word off.

MISS LIPPENREIDER
Do not be selfish and stupid. He
always spoils his new girl.

RITA
Yeah. Well gimme a simple diamond
bracelet instead of that...

POV - THROUGH DOOR - INTO BEDROOM

A ramp leads to a large bed. A leather and steel prosthesis is hanging from pulleys attached to the ceiling.

MUNITIA
It is not so bad... once the metal
warms up.

(CONTINUED)

53 CONTINUED: 53

Amazonia just picks her up and drags the hapless Rita into the room. West emerges from behind the curtains, shakes his head. Weird. He eases out the door and into...

54 INT. LOVELESS MANSION - UPSTAIRS HALLWAY - NIGHT 54

West hears the PARTY DIN coming from down below. He goes to the balcony.

WEST'S POV - OVER STAIR LANDING - DOWNSTAIRS

The scene below is hallucinogenically surreal. A Babel of foreign languages is the first thing that strikes us. Avant garde MUSIC is coming from two 10x10 quartet boxes on either side of the room to create stereo.

SULTRY WOMAN (O.S.)

An authentic cowboy outfit...
complete with six-guns!

West turns to see who busted him. Coming his way is a ravishing Chinese girl dressed up as a DRAGON LADY.

DRAGON LADY

What a terribly clever costume,
Mr...?

WEST

... West. Jim West.

DRAGON LADY

Well... West meets East. Mae Lee
East.

(holds out
delicate hand)

Are you here alone, Mr. West?

WEST

Actually I'm, uh trying to
surprise an old friend -- General
McGrath. Seen him around
anywhere?

MISS EAST (DRAGON LADY)

I don't believe that name was on
our guest list. And I would know.
I'm Dr. Loveless's personal
assistant.

The name means something to West.

(CONTINUED)

54 CONTINUED:

54

WEST

Dr. Arliss Loveless...? One of
the great founders of the
Confederacy with Jefferson Davis.
Funny how most people think he's
dead.

MISS EAST

Tonight's his coming-out party.

We FOLLOW them as she takes his arm and leads him down
the stairs, into the party.

55 INT. LOVELESS MANSION - DOWNSTAIRS - PARTY - NIGHT

55

West surveys the crowd.

MISS EAST

See anybody that looks familiar?

West scans the room. Stops.

WEST

Matter of fact, I do.

WEST'S POV - WOMAN WITH BIG HAIR

She's got the mole, too. Gordon has apparently encored
his Soiled Dove get-up.

Miss East sees who he's looking at. She makes a pouty
face as there's a flourish from the STEREO QUARTET.

MISS EAST

I'm... jealous.
(blows a little
kiss at him)
Meet me later... in the foyer.

West watches as she joins...

56 INT. LOVELESS MANSION - DOWNSTAIRS - PARTY - REST OF
LOVELESS' WOMEN - NIGHT

56

Miss East leads them in a sober rendition of "The Battle
Hymn of the Republic" in front of a large doorway.

DISTAFF CORPS

(singing)

'Mine eyes have seen the glory
Of the coming of the Lord...'

(CONTINUED)

56 CONTINUED:

56

From behind the doors we hear the WHIR of an ELEVATOR. It stops with a CLUNK. Suddenly...

NEW ANGLE - DOORWAY

bursts open and Abraham Lincoln in a mini-float appears. It's decked out like Lincoln's box at Ford's theater. On its own power, it moves past the laughing party-goers in the foyer. Now the women throw grapes on the floor.

DISTAFF CORPS

(singing)

'He has trampled down the vintage
Where the grapes of wrath are
stored!'

WEST'S POV - ANGLE ON WHEELS OF WHEELCHAIR

are what's trampling down the vintage. West takes in the whole man. Very curious. Then suddenly... KABOOM!

ANGLE ON ABE'S HEAD

It explodes like a pinata. Up from the hole in his neck peeps... DR. ARLISS LOVELESS.

LOVELESS

(impishly)

Don't you just hate that song?

The Southern crowd gasps at Loveless's dramatic appearance.

LOVELESS

Why, y'all look like you've seen a ghost! It's me, dear friends, alive and kicking! Well, alive, anyway...

As he giggles, the distaff corps surround him and remove the Lincoln paraphernalia. Then step aside, revealing...

NEW ANGLE - DR. LOVELESS

is half a man. Literally. Cut off at the waist and mounted on a wheelchair platform that is powered by an engine, he is a man bereft of tuchus, kishkes and everything else in that vicinity that makes life interesting.

(CONTINUED)

LOVELESS

(chuckles)

We may've lost the war, but heaven knows... we haven't lost our sense of humor!

Dr. Loveless looks down at himself, smooths half of his Fritz Lang Metropolis-style suit. His face turns dark as he surveys the crowd.

LOVELESS

Not even when we've lost a lung... a spleen... a bladder... two legs... thirty-five feet of small intestine and our ability to reproduce...

(like a preacher)

All in the name of the South...

(then quietly)

... do we lose our sense of humor.

You can hear a pin drop. Loveless turns to the foreign dignitaries.

LOVELESS

I owe a deep debt of gratitude to my friends across the sea for their comfort and... succor.

He suddenly seems distracted by the comely beauties that surround him. Then abruptly, manically...

LOVELESS

So...! Mi casa es su casa! Ma maison est a vous! Let the party begin!!!

Loveless signals to the quartets to resume playing. Miss East leans down and whispers in his ear. Loveless looks in West's direction.

Now Loveless wheels over to West. West isn't hiding. He's cocky in the face of rolling danger.

LOVELESS

Mr. West, how nice of you to join us tonight... and add color to these monochromatic proceedings.

West keeps a lid on his temper. Two can play at this game.

(CONTINUED)

56 CONTINUED: (3)

56

WEST

Well, when a man comes back from the dead, it's an occasion to stand and be counted.

Loveless smiles slightly.

LOVELESS

Miss East informs me that you were expecting to meet General McGrath here. I knew him years ago... but haven't seen him in a coon's age.

WEST

I bet a man like yourself would find it difficult to keep in touch with even half the people you know.

Danger flickers in Loveless's eyes. He looks to Miss East.

LOVELESS

Perhaps the lovely Miss East will keep you from being a slave to your disappointment.

WEST

Well, you know beautiful women... they encourage you one second, cut the legs out from under you the next.

Loveless's face drops. He is no longer amused. Miss East winks at West, then accompanies Loveless in the direction of the study where...

57 INT. LOVELESS MANSION - OUTSIDE STUDY - NIGHT

57

General McGrath waits impatiently. He takes two champagnes off a passing tray, guzzles them, then wipes his mouth on Dolly Madison's bustle. As his eyes sweep the room...

ANGLE - WEST

He ducks behind a mountain man carrying the French tricolor. When Loveless and General McGrath disappear into the study and close the door, West eases after them. He pauses as he passes the "Soiled Dove," leans into her big bouffant. He regards a stained-glass window patterned with a spider over her shoulder.

(CONTINUED)

57 CONTINUED:

57

WEST

Hey, honey... I see a big ole spider up on the wall. Hope it doesn't drop down your pretty dress.

As the Soiled Dove jumps a little, West continues over to the study door. Now the Soiled Dove turns, and we see the scared/confused expression. Maybe it's because she is not Artemus.

ANGLE - GORDON - ACROSS ROOM

He's the mountain man in the fringe jacket. And right now he's shaking his head as he watches West resort to a decidedly low-tech surveillance method of Loveless's study.

GORDON

Peeking through the keyhole...?
So 18th Century.

58 INT. LOVELESS MANSION - STUDY - WEST'S POV THROUGH KEYHOLE - NIGHT

58

McGrath paces in front of Loveless's desk.

MCGRATH

Dr. Loveless, my men are ready to go to war with no weapons to fight. Ever since the nitro and the guns were destroyed at Fat-Can's, lice and demoralization have set in!

LOVELESS

Your men will have their weapons tonight. And my promise that they will be part of the greatest military victory of this century!

McGrath's face relaxes into a pyorrhic grin.

MCGRATH

Oh, you're a pip, sir! I'd follow you into the maw of Cerberus himself!

Loveless takes pencil in hand and draws a map on the desk.

(CONTINUED)

58 CONTINUED:

58

LOVELESS

And so you shall.

(makes an X)

Have your men here at... 10
o'clock tonight.

Loveless wheels his chair toward the door with McGrath behind him folding up the map...

59 INT. LOVELESS MANSION - OUTSIDE STUDY - WEST - NIGHT

59

ducks out of the way as Loveless and McGrath emerge from the study. As they disappear into the throng of well-wishers, West takes a thin lock-pick out of his hat band. It takes him a moment or two, but the LOCK finally CLICKS. Then West slips inside, apparently undetected -- except by an unimpressed Gordon.

60 INT. LOVELESS MANSION - STUDY - WEST - NIGHT

60

moves quickly to the desk past walls filled with oil portraits of various Loveless relatives. The one behind the desk is in the style of Gainsborough. A Loveless uncle is standing on a windswept grouse moor, two English setters by his side, a Holland and Holland double held in the crook of his arm.

West turns his attention to the desk blotter. There's a faint imprint where Loveless drew the map. West takes his penknife and a pencil -- grates some graphite into the depressions. He's just about to do a rubbing on a piece of paper when... someone swipes it out of his hand.

ANGLE ON MISS EAST

Hands on hips, she gives him a "naughty, naughty" look.

MISS EAST

I said to meet me in the foyer.

WEST

Oh, the foy-aay. Sorry, I've never been much good at French.

But instead of scolding him further, Miss East plants an over-heated kiss on him. Tongues are involved. As they break, she gives a little nod of approval.

MISS EAST

Au contraire...

(CONTINUED)

60 CONTINUED:

60

She pushes him down into Dr. Loveless's chair.

MISS EAST

So let's see, Mr. West... are you a dangerous spy of some sort? Or just a handsome cowboy who likes to... poke around.

WEST

Um... that second one.

She starts to undo the buttons of his trousers. But West has a job to do. Well, maybe he can do two jobs at once...

61 INT. LOVELESS MANSION - PARTY - GORDON - SAME TIME - NIGHT 61

is being the perfect party guest, moving through the crowd chit-chatting with this person and that (in French, Spanish, German) when he sees something of interest.

Munitia and Lippenreider come out of an upstairs bedroom, lock it behind them. Hmmm. What's in there? As he starts upstairs, Amazonia appears, blocking his way.

GORDON

Howdy there... big sturdy gal.
Yer dance card full?

Amazonia stares at him, then spouts off a couple lines in a foreign language that makes Gordon's eyes widen. He understands what she said and it's not flattering. Gordon moves off in a shock.

62 INT. LOVELESS MANSION - STUDY - WEST AND EAST - NIGHT 62

are locked in a passionate embrace. West manages to position her nearly-naked rear end over the graphite powder. Very carefully, he stands, pushing her buttocks onto the desk and then rolling her off. The imprint on her left cheek is perfect. But unfortunately, it's backwards!

CLOSE - WEST

Damn. He lets Miss East concentrate on what she's doing, which from the SOUNDS O.S., doesn't appear to be a demonstration of the correct way to butter corn.

(CONTINUED)

62 CONTINUED:

62

West spies a mirror on the other side of the room and raises her ass up into position so he can see the corrected reflection.

ANGLE ON MIRROR - MAP

COMES INTO VIEW. It clearly shows the meeting place to be Malheureux Point, northeast of New Orleans. But the mirror reflects something else of interest...

63 INT. LOVELESS MANSION - STUDY - PAINTING - NIGHT

63

The painting behind him has come to life. The Loveless in the painting swings a real shotgun around and is pointing it at the back of West's head.

CLOSE - WEST

suddenly contorts his upper torso just as an EXPLOSION rips the back of the chair where his head would have been.

He draws and SHOOTS the would-be assassin, who falls out of the painting, dead. West turns to see...

ANGLE ON MISS EAST

A surprised look on her face. A hole in her forehead. He lowers her head gently to the ground, regards her map-imprinted rear end.

WEST

Thanks for helpin' me get to the bottom of this case.

64 EXT. LOVELESS MANSION - OUTSIDE STUDY - WEST - NIGHT

64

emerges just as a Kentucky reel starts up. He weaves his way through the dance floor and spots the Soiled Dove look-alike out on the floor. West reluctantly straightens his shoulders and cuts in. This bold move gets some looks of disapproval from the pecan pie crowd.

ANGLE ON WEST AND SOILED DOVE RINGER

dancing. Both look straight ahead, not at each other. West so as not to attract any more attention. His partner because she's scared shitless of this strange Negro who keeps hounding her.

(CONTINUED)

WEST

Real impressed the way you got the dance floor staked out. Maybe one of your missin' scientists'll cut in.

(dip)

Thought you should know that while you were trying to decide what shoes to wear tonight...

(twirl)

I found that our host, Dr. Loveless...

West looks over to where Loveless is leading a contingent of foreigners out a side exit.

WEST

... is meeting McGrath and his troops at Malheureux Point in an hour.

(bends her back)

So you enjoy the party. I'm gonna go save the Republic.

The Soiled Dove look-alike is speechless. Before he goes, West leans in, smirks.

WEST

But I will say, good work on your bladders tonight... they're damn perky.

And just to dig the grave deeper, West lays hands on them and gives them a little squeeze. This immediately elicits a scream and a slap in the face that shocks the bejesus out of the black cowboy. And he's not the only one.

ANGLE ON CROWD

staring at him. We know what they're thinking, but the Mountain Man behind West says it for everyone.

GORDON/MOUNTAIN MAN

Hang him!

And with that, Gordon opens his deerskin jacket to reveal his own rope, which he throws to the mob. West looks back at the character in amazement. That's Gordon?! Before West can say or do anything, guns are at his temple, and he's swept out of the room.

(CONTINUED)

64 CONTINUED: (2)

64

Gordon calmly straightens his coonskin cap, seemingly uninterested in West's imminent hanging. In the hubbub of everyone rushing out for the hanging, Gordon heads up the unguarded stairs to the locked room.

As he pulls out his high tech auto-wind lock-pick and quickly gains entrance to the door...

65 EXT. LOVELESS MANSION - COURTYARD - NIGHT

65

Hand-held torches illuminate. The rope is tossed over a lamp post. PAN DOWN TO where one of the mob, dressed as GEORGE WASHINGTON, is binding West's hands behind his back.

GEORGE WASHINGTON

Looks like we're gonna have to teach y'all a little lesson on how to behave in polite society.

WEST

Don't grab a white lady's boobies at the big redneck dance. Is that the lesson? Well, I learned it. Don't scratch your head with the shrimp fork. I got that one too. So whaddaya say we call this off?

66 INT. LOVELESS MANSION - UPSTAIRS BEDROOM - GORDON - NIGHT

66

eases in, stops at what he sees. And it sure ain't scientists. Beside the bed, locked in an iron disco-like cage, is Rita, still wearing her scanty outfit. Gordon squints at her, gives a charming smile.

GORDON

I feel as if we know each other from someplace...?

RITA

Try again, buster...!

She takes a breath as if she's going to start screaming. Gordon quickly holds up a hand.

(CONTINUED)

66

CONTINUED:

66

GORDON

Ma'am, please! While I realize I look like something straight out of James Fenimore Cooper... I mean you no harm. My name is Artemus Gordon. And you look like you're in trouble.

RITA

(dryly)

Really?

To Rita's amazement, Gordon opens his jacket and unbuttons his vest to reveal... a complete miniature tool shop. Quickly he pulls out a thin cable and attaches it to a tiny wheel on the spur of one of his boots.

RITA

I'm Rita. I was hired here as an entertainer. Not that I'm complaining, but what are you doin' in here?

GORDON

(looking up miles
of leg)

Looking for some missing scientists... not that I'm complaining.

Gordon unsnaps the sole of his shoe. It becomes a pedal that operates the wheels' rotation. Now he removes a bit and handle from his vest and attaches the cable. Starts to pump his foot. It's a foot-powered drill.

GORDON

I'm a special U.S. Marshal on assignment from the President.

RITA

(almost impressed)

If you're so special, how come you're lookin' up here when Loveless has 'em all workin' down in the dungeon?

(rattles bars
impatiently)

Get me out of here and I'll take you down there.

(CONTINUED)

66

CONTINUED: (2)

66

GORDON

Too late. The 'dungeon' is cleaned out. It was the first place I checked, right after I sampled the gumbo. Bit heavy on the okra.

But Rita isn't listening to the food review. Her mind's racing. Finally, the LOCK CLICKS and the cage door swings open. Gordon takes the distressed damsel in his arms, lifts her out.

RITA

(suddenly a coquettish smile)

Thank you... Artemus, was it?

GORDON

One doesn't forget a smile like that. Now where in the world was it...? Have you ever played the Empire Room... the Bijou Cafe perhaps...?

67

EXT. LOVELESS MANSION - COURTYARD - NIGHT (SAME TIME)

67

West is lifted onto the back of a wagon. With the noose dangling in front of his nose, West addresses the crowd.

WEST

Can I have everyone's attention please. I think we've had a series of major misunderstandings and I'd like to take a moment to clear them up. First, the whole drumming on the boobies thing. In my native land, Africa, my ancestors used drums to communicate between villages. I'm sure y'all can see that this young girl here can communicate all the way down to Baton Rouge. Hell, on a clear day, we might even get Galveston. All I was saying was, 'How're you doing,' 'My name's Jim,' 'How's your mama?'

(MORE)

(CONTINUED)

WEST (CONT'D)

Second misunderstanding. That redneck comment. I'm getting the sense that some of you took that negatively. You know, some of my best friends are whiskey-guzzling, pot-bellied rednecks just like y'all here.

(then)

That slavery thing, I don't see what the big deal was. Hell, who wouldn't want somebody to run around for them doing chores. Are you going to get your big, fat, lazy ass out of bed every morning and pick your own damn cotton. I don't think so.

(then)

Let's head on inside and knock back some shine. Come on, back inside. No. Okay.

(to Soiled Dove)

I stand before you as a man who realizes he has done something wrong and I am prepared to do the right thing. Will you marry me?

Soiled Dove gasps.

WEST

I'll take that as a no. Darling, would it help at all if I said I thought you were a man?

The CAMERA FINDS the Soiled Dove. She faints.

BACK TO SCENE

WEST

Guess not.

As West searches desperately for signs of rescue by his "partner," suddenly the wagon lurches forward...

GEORGE WASHINGTON

Hang him!

(CONTINUED)

67 CONTINUED:

67

NEW ANGLE - WEST'S FEET

As they plummet toward the ground.

CLOSE - WEST'S NECK

The rope catches... and stretches!

CLOSE - WEST'S FEET

As they slowly touch the ground.

Nobody is more confused than West.

ANGLE ON CROWD

How the fuck did that happen? But before anybody can figure out Gordon's trick rope, speak of the devil...

GORDON (O.S.)

Hey-yaa!!!

The crowd turns with alarm to see...

ANGLE ON TEAM OF CHARGING HORSES

Nostrils flared and wild-eyed, are having their rumps snapped by Gordon's reins. Rita holds on for dear life as the mad Mountain Man drives the carriage at full speed right into the crowd -- scattering them.

ANGLE ON WEST

He sees his opportunity for rescue, puts a foot into the back of George Washington, grabs his gun, and somersaults into the air...

ANGLE ON GORDON AND CARRIAGE - WEST

lands squarely in the back. And just as the rope starts to stretch around his neck again, Gordon whirls around with a Bowie knife and cuts it.

68 EXT. NEW ORLEANS STREET NEAR MANSION - MOVING WAGON - NIGHT

68

West leans into Gordon's ear.

(CONTINUED)

68

CONTINUED:

68

WEST

Hang 'm...!

Suddenly, there's a VOLLEY of SHOTS from some cracker sharpshooters. West responds with an amazing display of RAPID-FIRE marksmanship, picking off half a dozen of Loveless's shooters, even while the carriage bumps wildly on its getaway. BLAMBLAMBLAMBLAM!!!

WEST

(still pissed,
to Gordon)

Hang'm!?!

GORDON

(to Rita)

Meet my trigger-happy partner, James West... who doesn't seem to realize that my carefully planned diversion gave me the opportunity to search for the missing scientists.

Now West notices the half-dressed bombshell in the carriage.

WEST

Scientist, huh.

GORDON

This is Rita. I found her locked in a cage in Loveless's bedroom. She's an entertainer.

RITA

Um, maybe I haven't been quite honest about that... My name is Rita Escobar. I came to find Guillermo Escobar, the scientist, my... father.

Gordon's eyes pop.

GORDON

Professor Escobar?! He was the one I almost rescued that night when...

(lightbulb)

That's where I know you from! Fat-Can Candy's... you sang before I did.

RITA

Excuse me?

(CONTINUED)

68

CONTINUED: (2)

68

GORDON

That was me. Burgundy dress with
the bustle...

Gordon starts singing the song... West rolls his eyes,
cuts off the chit-chat.

WEST

Look, Rita, I'm sorry you had the
wrong agent working on your case.
When I find your father I promise
I'll send him back safely...

And with that... West suddenly leaps over Rita -- lands
on the back of one of the horses. He grabs a handful of
mane, leans over and unclips the harness. And with a
kick in the ribs, West is off at a gallop -- leaving
Gordon, one remaining horse and an awed Rita behind to
chew his dust.

RITA

He's impulsive, James.

69

EXT. OFFSHORE - LOVELESS BOAT - NIGHT

69

Dr. Loveless and his visiting foreign dignitaries are
sipping champagne. One of them is holding a little DOG
in his arms, BARKING at something in the dark. General
McGrath stands at the railing, uncharacteristically
pensive. Loveless rolls over, hands him a glass of
champagne.

LOVELESS

Well, General, it's been a long
journey from New Liberty.

McGrath visibly winces at the sound of it.

MCGRATH

Sir, there isn't a day that passes
that I don't contemplate it.

LOVELESS

Yes, and so do I. So do I.
(reflexively reaches
for missing legs)
If I'd only had the scientific
understanding of gunpowder and
primers that I have today...

(CONTINUED)

69 CONTINUED:

69

McGRATH

That's not what I meant.

Loveless looks at him, puzzled, then gets it.

LOVELESS

Oh, you mean the stomach-churning
carnage that earned you your
unfortunate nom de guerre...

Loveless speaks for the benefit of the others.

LOVELESS

What was that nickname again?

McGRATH

(reluctantly)

'Bloodbath' McGrath... the Butcher
of New Liberty.'

70 EXT. MALHEUREUX POINT - MARSH - NIGHT

70

A reb battalion waits in a foggy meadow that slopes down to marsh. Beyond that is the Gulf of Mexico. We recognize one of the REBS from the cathouse. He opens his pocket watch.

REB #1

They oughta be here by now.

REB #2

Maybe we're in the wrong place.

REB #1

(rechecks map)

No, we're supposed to wait 'xactly
on this here spot.

Suddenly they hear a CLANKING and SCREECHING coming from the marsh. They ready their arms and get in defensive positions. What they can't see through the fog is...

ANGLE - MARSH - ARMORED TANK

amphibiously sludges up through the mud and reeds, passing by the dumbstruck soldiers as it heads to the center of the field. The contraption has a large cannon and Gatling guns bristling from several ports. The Rebs cheer their new weapon.

71 EXT. MALHEUREUX POINT - BATTLEFIELD - NIGHT

71

Now a MORTAR appears through the turret and FIRES a ROCKET that EXPLODES over the Reb soldiers, illuminating the field. As soldiers shield their eyes from the blinding light...

ANGLE - AERIAL SHOT - LOOKING DOWN ON FIELD

Unbeknownst to the Rebs, Loveless has mowed and stained the field with concentric lines to give it a giant dart board appearance.

Suddenly the TANK TURRET OPENS FIRE on them. Once over their initial shock, the Rebs FIRE BACK with their Springfield RIFLES. But the BULLETS PING off the tank's impenetrable skin like goober peas.

72 EXT. OFFSHORE - LOVELESS BOAT - NIGHT

72

Lippenreider is viewing the carnage through large binoculars on a stand.

General McGrath turns from the rail and faces Loveless, outraged.

MCGRATH

Why you sawed-off sadistic
bastard! You've betrayed us!

Loveless turns to him, cocks his head.

LOVELESS

My dear General, after donating
half my physical being creating a
weapon capable of doing this...
how did you and General Lee repay
my loyalty? You surrendered at
Appomattox! So, who betrayed whom?

Loveless turns to Munitia holding a steno pad.

LOVELESS

Munitia, make note. Turret speed
needs to be accelerated!

MUNITIA

(to Amazonia)
Change gear ratio from 2.2 to 2.8!

Amazonia pushes a sick dignitary away from the rail so she can get a sight line to the tank with her lantern semaphore. She begins flashing the new gear ratio.

(CONTINUED)

AMAZONIA

A bucket for the minister, please!

Now in the b.g., we hear the GATLINGS OPEN UP.
Lippenreider is reading the lips of the tank's victims.

LIPPENREIDER

Scream. Scream. My head. I'm
dying. Scream. Moan. Scream.

MCGRATH

Loveless, I demand you give the
order to stop this slaughter now!

LOVELESS

(ignores him)

... We're going to need more
loading drills! I'm hearing too
much time between screams.

As Munitia scribbles dutifully, McGrath shoves her aside.
He pulls his pistol.

MCGRATH

For the last time, give them the
order to desist!

Loveless, his back to him, is seemingly unconcerned at
having a gun barrel pressed against his skull.

LOVELESS

General, I understand your
distress. But believe me, those
men are not dying senselessly. It
is for a far greater cause than
you can imagine.

As Loveless's right index finger finds a black button on
the arm of his wheelchair...

CLOSE ANGLE - LOVELESS'S WHEELCHAIR ARM

The steel tubes that comprise the armrests are actually
shotgun barrels facing fore and aft. McGrath's finger
tightens on the trigger.

WIDER

MCGRATH

Go straight to hell, sir!

(CONTINUED)

72

CONTINUED: (2)

72

LOVELESS

After you... sir.

BOOOM!!! McGrath has a very startled expression as he looks down at the aftereffects of DOUBLE-UGHT BUCKSHOT. As he crumples to the deck, Loveless sniffs.

LOVELESS

Bloodbath McGrath indeed.

The dignitary's DOG starts BARKING, jumps to the deck. It sits next to the fallen General's gramophone ear and cocks his head. With the RCA logo invented we MOVE BACK TO...

ANGLE ON LOVELESS

He sighs at his pale guests. They don't seem to appreciate the efficiency of his slaughter.

LOVELESS

Well, that concludes the festivities. Ladies, feed him to the crabs.

Munitia and Amazonia unceremoniously dump McGrath's BODY overboard. SPLOOSH... Loveless addresses the dignitaries...

LOVELESS

But, my friends, that tank is just a little ol' toy compared to what this country's greatest scientists are cooking up for me next. So if I've piqued your interest, bring 1000 kilograms of your country's gold to Spider Canyon four days from now.

(starts to roll
off boat)

Now if you'll excuse me, I've got a tank to catch.

CUT TO:

73

EXT. TRAIN SIDING (NEAR MALHEUREUX POINT) - NIGHT

73

A black waits ominously on the tracks. It's less a traditional train car than a riveted, armored, turreted fortress on wheels. Also, it currently lacks an engine.

Loveless, over his shoulder to the foreign contingent...

(CONTINUED)

73 CONTINUED:

73

LOVELESS

My destination is both the future... and the past! Forget Paul Revere, this will be the most revolutionary ride in the history of America!!

He looks dotingly at the TANK, which CLATTERS up from the battlefield on its treads... then drives onto the tracks. Wheels drop down out of the chassis, the treads retract up, and the TANK BACKS INTO the rest of the TRAIN. CLANK. It's a neat modular fit. Black death on rails.

The foreigners watch with awe as...

ANGLE - LOVELESS

wheels up onto the tank/train. He drops the expansiveness, fixes them with a viper's eye.

LOVELESS

If you don't want to miss the ride, have the last payment of 1000 kilograms of your country's gold in my hands no later than Friday. That's when I make our little proposal to President Grant. One I'm ever so confident he's gonna accept.

(now a jaunty wave
of his hat)

Au revoir, adios, and ta-ta!

74 EXT. MALHEUREUX POINT - BATTLEFIELD - STRAIGHT-DOWN ANGLE - NIGHT

74

It's quiet. The dead men are all in the #9 or #10 ring.

Now a rider ENTERS FRAME...

75 EXT. MALHEUREUX POINT - BATTLEFIELD - NIGHT

75

West slowly dismounts, transfixed by the slaughter on the pre-fab battlefield. There's something hauntingly familiar about all this for him -- the mangled bodies, the tread marks... But we'll find out about that later.

West draws his weapon and begins walking through the victims. The pace of his search quickens when he isn't finding what he's looking for -- General McGrath.

(CONTINUED)

NEW ANGLE - GORDON AND RITA

have arrived in the one-horse carriage. Gordon is trying to recreate the crime scene. Rita trails behind him, his coat thrown over her shoulders, trying not to gag as she passes the mangled corpses.

GORDON

It came up out of the lake...
from the way these corpses are
positioned, laid down a 360-degree
pattern of cannon fire... then
disappeared in moments.

(puts a foot on a body,
scratches his chin)

My God, what kind of weapon is it?

Rita can't handle Gordon's clinical posturing.

RITA

Excuse me, I think I'm going to be
sick.

As she walks quickly away, West comes over, a haunted look on his face.

WEST

It just rolls on and on. Makes a
screeching sound -- like a wounded
animal. Got a 'cabin' on top with
a cannon... swivels 'round like an
eagle's head.

GORDON

You saw it?

WEST

Heard about it. Thought it was
crazy survivors' stories.

GORDON

What survivors? There aren't any
here.

WEST

New Liberty, Illinois -- the free
slave town just over the border.
Just one week before the War ended
in '65. I was in the 9th Cavalry
that discovered it. Old men,
women, children... they used them
for target practice...

(CONTINUED)

75 CONTINUED: (2)

75

He looks out at the battlefield as if reliving it. Gordon is sympathetic to his obvious pain -- just shuts up. West's grim reverie is interrupted by MOANING coming from the shoreline. They all follow the sound to find...

76 EXT. MALHEUREUX POINT - MARSH - NIGHT

76

General McGrath, washed up on the shore. West looks down at him. Now Rita, still looking green around the gills, rejoins the party.

WEST

That's when I vowed to follow
McGrath to the end of the earth.

As grey as four-day-old mullet, McGrath manages a smile for his relentless pursuer.

MCGRATH

(barely audible)

What's the matter, West? Thought
you'd be happy to find me... like
this.

WEST

I was hoping to kill you myself.

RITA

That's a nice way to talk to
people.

MCGRATH

You'll have to live with it... As
I've lived with the blame for New
Liberty.

McGrath fades out. West grabs him and shakes him.

WEST

What do you mean?

MCGRATH

(opens eyes)

It was Loveless... his plan. He
operated the killing machine
there. Smarter now... left it to
others here.

With the meaning of it all sinking in, West grabs McGrath by the collar and pulls him toward him.

WEST

Where is he? Where did he go?!

(CONTINUED)

76

CONTINUED:

76

The General tries to speak. West puts his ear to the General's mouth. But before he can say it, McGrath closes his eyes for the last time.

West's shoulders sag. Then from behind...

RITA (O.S.)

Well, I know that.

West turns to her... well?

RITA

I'll tell you if you take me along.

WEST

(in no mood)

Just tell me.

RITA

The girls at the mansion. They talk.

(imitating a la
Lippenreider)

'I vonder if my hair vill get frissy in ze desert...? Where is diss Ooo-tah anyvay?'

As West and Gordon turn to one another in alarm...

WEST/GORDON

Ooo-tah?!

77

EXT. TRAIN SIDING (NEW ORLEANS) - NIGHT

77

West and Gordon climb up onto the Wanderer and enter...

78

INT. WANDERER - PARLOR CAR - ENGINE STOPPED - NIGHT

78

West and Gordon burst in, surprising Coleman, who's got his feet up, perusing the Playboy of the day -- a mail order catalogue.

WEST

Coleman... let's go! Full speed ahead!

West snatches the catalogue out of his hands, does a take at the pictures of chunky models in bloomers.

COLEMAN

Aye, sir!

(CONTINUED)

78 CONTINUED:

78

As Coleman quickly exits, Gordon looks out the window, onto the platform.

GORDON

(wistful)

I don't see why we couldn't have given her a ride back home to Texas. It is on the way...

WEST

On the way to Utah where our President happens to be. Maybe we oughta be worryin' about that little coincidence!

As the ENGINE ROARS to life...

79 EXT. TRAIN SIDING (NEW ORLEANS) - POV SHOT FROM
WANDERER - NIGHT

79

Rita gives a forlorn little wave as the TRAIN CHUGS away.

80 INT. WANDERER - ENGINE CAR - NIGHT

80

GORDON

We wouldn't have known where Loveless was going if it wasn't for her. Seems a bit ungracious. Possibly perilous.

WEST

Look, all that would happen would be she'd get in our way and I'd probably wind up gettin' in the saddle with her.

GORDON

Funny that you say that. Because I thought she was more interested in me.

81 EXT. TRAIN SIDING (NEW ORLEANS) - NIGHT

81

Rita disappears from view in a cloud of steam...

82 INT. WANDERER - PARLOR CAR - NIGHT

82

West has every weapon on the train out for cleaning and loading. Gordon is in the galley where he continues his conversation with West while preparing dinner.

(CONTINUED)

GORDON (O.S.)

(from gallery)

You know, I've been trying to place myself in Loveless's shoes...

WEST

Good luck on that one.

GORDON

(weakly)

Ha, ha, ha... You know, I can't imagine what Loveless -- a man without any reproductive organs could possibly want with Rita.

Suddenly there's a WHOOSH and Rita falls through the ceiling and plops in the chair just like West did earlier. He instinctively pulls his gun. Puts it away as Gordon muses about her anatomy.

GORDON (O.S.)

(not realizing she's there)

Not that Rita doesn't have a figure that would inspire a Botticelli... or a Raphael.

Rita raises an eyebrow, looks to the galley as Gordon comes out with a platter of food. He still doesn't see her there.

GORDON

... especially her breasts. Did you notice the way one of them...

(cups his hands)

Both of them actually... to say nothing of her buttocks...

Gordon turns and looks into the car. Finally sees her. Changes gears without missing a beat.

GORDON

... and the group of foreign ministers at Loveless's party... What were they doing there?

Gordon gestures for West to join him at the pool table. Rita immediately goes for the food.

(CONTINUED)

82 CONTINUED: (2)

82

GORDON
 (using pool balls)
 Here's France, Spain and
 Britain...
 (sotto voce)
 How long has she been here?

WEST
 Since the first breast.

Gordon turns to her, exasperated with himself.

GORDON
 I am so embarrassed.

WEST
 I'll spare you.
 (to Rita)
 Make yourself a sandwich to take
 with you. You're getting off.

83 OMITTED

83

&
 84

&
 84

85 INT. WANDERER - PARLOR CAR - NIGHT

85

Rita hasn't even waited for anyone's approval to start eating. West shakes his head at her chutzpa.

RITA
 But... I can help you.

WEST
 How could you possibly help us?

RITA
 Well, I heard you talking about
 why all those foreign guys were
 at Loveless's party...? You
 want me to tell you?

GORDON
 By all means.

She uses the time to get another bite into her mouth.

RITA
 (to Gordon, chewing)
 This is fantastic. You can cut it
 with a fork! How'd you cook it?

(CONTINUED)

GORDON

(someone appreciates
him)

Well, in a daubiere... a clay pot.
A French method which...

West cuts off the chit-chat.

WEST

What about the foreign guys?!

RITA

They were mad about something,
you know? Something about a
real bad deal in Louisiana on
purpose.

GORDON

The Louisiana Purchase?

RITA

And Queen somebody-somebody of
France got swindled.

GORDON

Queen Isabella of Spain.

West rolls his eyes.

WEST

Gordon, this is crazy. She
doesn't know what she's talking
about!

West picks up the speaker horn and calls Coleman.

WEST

(into speaker horn)
Coleman, stop the train! Miss
Escobar's getting off.

COLEMAN (V.O.)

(over pipe)
Who the hell's Miss Escobar?

RITA

(grabs horn)
I'm a frightened, starving, half-
naked young woman who only wants
to find her father!

COLEMAN (V.O.)

(over pipe)
Half-naked?

(CONTINUED)

WEST

(grabs it back)

Coleman... stop the train.

COLEMAN (V.O.)

(over pipe)

We're not puttin' anybody off.
Not out here in the middle of
nowhere.

West looks out the window. Nothing but sagebrush and animal skulls out there. Rita comes up close to Jim, fire in her big, brown eyes.

RITA

Please, Jim. My father's the only family I've got. What am I supposed to do? Sit home and wait for news he's been killed? Or go do something! What would you do, Jim?!

That gets the man of action where he lives.

WEST

Look, I got nothing against you, Rita. It's just that... What's going to happen when we catch up to Loveless... with you on the train?

She grabs West's hand.

RITA

I know you'd never let him take me back. I've seen you shoot.

West kinda melts a little. This girl does have her charms. Gordon, a little jealous, puffs his chest out.

GORDON

I assure you, Rita, an attack by Loveless would be an exercise in futility.

(stands for tour)

... Allow me to demonstrate how my design suggestions have made the Wanderer impervious to attack.

West draws his guns, twirls them and reholsters.

WEST

I'm the impervious part.

(CONTINUED)

GORDON

Hardly. Completely armor-plated...

Artemus raps his knuckles on the wall making a METALLIC sound. Then he smugly demonstrates that the light fixture is actually a Gatling gun.

GORDON

An attacker would find the lighting inside extremely... unflattering.

Finally he moves to the billiard table, while Rita nods ... and keeps eating.

GORDON

And if, by some inconceivable fluke, they did manage to gain entrance...

(rolls billiard ball into bumper)

An innocent billiard ball this way.

(picks it up, presses the number)

But depress the number... a sleeping gas bomb. Effective in under three seconds.

Gordon unclicks it, triumphantly rolls it into a pocket.

GORDON

So rest assured, Rita... you are completely safe within these walls.

West snorts at his obvious play for Rita's attentions.

WEST

I don't know about you, ma'am, but I know I'll be sleeping a whole lot better tonight...

(yawns)

... assuming Loveless barges in here and feels like a game of pool.

RITA

Speaking of sleeping, I'm pretty tired. Artemus, do you think I could borrow something to wear?

West jumps in before Gordon can answer.

(CONTINUED)

85 CONTINUED: (4)

85

WEST

I've got somethin' you might use.
It ain't stylish, but it's
practical...

86 INT. WANDERER - PARLOR CAR - NIGHT

86

West and Gordon have bunked down on opposite couches,
both deep in thought.

WEST

Loveless kidnapped two chemists,
that means there's gonna be
explosives. He's got a metallurgist,
so there's gonna be heavy armor.
And he's got Rita's father, who --
according to you -- is the world's
foremost specialist in hydraulics.
Which means, whatever it is... it's
gonna move.

West sits up.

WEST

So what, is he building that's
gonna make the President fall to
his knees and surrender the country?

GORDON

A bedside heater.

WEST

What?

GORDON

Rita. She needs a bedside heater.
I mean, it gets cold in there, you
know, with the stained glass window
right over the --

ANGLE - COLEMAN

opens and Rita emerges from the state room...

(INSERT RITA'S BUTT HERE)

Rita leaves...

GORDON

Such a pleasant girl. A real
breath of fresh ass.

(CONTINUED)

86 CONTINUED:

86

WEST
You said ass.

GORDON
Did I? No...

CUT TO:

87 OMITTED

87

88 INT. WANDERER - PARLOR CAR - DAY

88

Gordon and West react as Coleman's voice booms out of the pipe.

COLEMAN (V.O.)
(over pipe)
We have Loveless, gentlemen!
Seven hundred yards and closing!

As they scramble for boots, weapons, Rita comes out of her room.

RITA
What's going on?

Gordon ushers her to the back.

GORDON
Stay back here, take cover!

Meanwhile, West pulls on his boot. When he stands on it, a three-inch STILETTO SNAPS out of the toe.

WEST
What the hell is this?

GORDON
I took the liberty of installing it while you were sleeping.

West looks at him incredulously.

WEST
Leave my stuff alone!

89 EXT. MOUNTAIN TUNNEL - TRACKS - TRAIN CHASE - DAY 89

Loveless's TANK/TRAIN CHUGS into a mountain tunnel. The Wanderer is just behind it... and goes into the tunnel seconds later.

90 EXT. OTHER SIDE OF TUNNEL - TRACKS - TRAIN CHASE - DAY 90

The Wanderer BLASTS out of the tunnel. (In the f.g. we might notice a metal post that extends up OUT OF FRAME.)

91 INT. WANDERER - ENGINE - DAY 91

Coleman squints ahead. He sees the tracks up ahead are empty. No Loveless.

COLEMAN

Am I missin' somethin' here...?

92 EXT. TRACKS - LOVELESS'S TRAIN - TRAIN CHASE - DAY 92

Up on metal stilts. It lets the Wanderer pass underneath it. Then it lowers itself back down onto the tracks. The legs fold to the side, and the tank/train pursues its pursuers.

93 INT. LOVELESS'S TRAIN - DAY 93

Loveless turns to his three distaff warriors.

LOVELESS

Amazonia, shall we disabuse our friends of the notion that one's problems are solved when we see the light at the end of the tunnel!

As Munitia swivels the cannon barrel...

94 OMITTED 94
thru thru
97 97

98 INT. WANDERER - PARLOR CAR - DAY 98

West and Gordon are about to head forward when Gordon glances out the back, grabs West.

(CONTINUED)

98

CONTINUED:

98

GORDON

Jim, we're the ones chasing
Loveless, correct?
(as West shoots
him a look)
Then perhaps you could explain
what they're doing behind us.

As West looks out the back too... KA-BOOM!! A SHELL
EXPLODES just to the right of them. Now ANOTHER
EXPLOSION to the left of them. The Wanderer rocks
precariously from wheel to wheel, throwing a screaming
Rita back and forth between West and Gordon.

WEST

They couldn't fire the cannon at
us from in front. Any other
questions?

99

OMITTED

99

100

INT. WANDERER - PARLOR CAR - DAY

100

West jumps up on the pool table.

WEST

Would it put you out too much to
throw me a rope and hit your
little secret button?

With a shrug, Gordon tosses West a rope and hits the
same hidden button he had during their fight. Whoosh!
West is gone as the pool table flips over. As Rita
covers her mouth in amazement...

GORDON

I taught him how it worked.

101

EXT. UNDER WANDERER - DAY

101

West hanging upside-down. He hand-over-hands himself
back to the escape trolley. He slides his back on top of
it -- then lowers it onto the track.

Little wheels fit on the inside of the track. Once
coupled, West releases the cable and he shoots backwards
-- OUT OF FRAME.

102

INT. WANDERER - PARLOR CAR - DAY

102

Gordon opens a panel in the floor and snaps up a winch
with a large handle. He starts to crank it, slowly
letting out cable.

- 103 EXT. TRACKS - TRAIN CHASE - POV FROM BACK OF MOVING
WANDERER - DAY 103
- Out the back door, we see West emerge from under the Wanderer heading for Loveless's tank/train.
- 104 INSERT 104
- Suddenly there's a PING! BONG! PING! POP! The TEETH of the GEARS can't take the pressure and they're flying off the WINCH.
- 105 INT. WANDERER - PARLOR CAR - DAY 105
- Gordon, realizing another invention of his needs some tweaking, snaps out his pen and pad. As he scribbles a note, Rita considers the exotic pen holder.
- RITA
- You know you could put a gun on that thing.
- Gordon looks up at her disapprovingly... not you too? Meanwhile, on the tracks...
- 106 EXT. TRACKS - TRAIN CHASE - WEST ON TROLLEY - DAY 106
- Off his wire tether, he flies backwards at 80 mph.
- 107 EXT. TRACKS - TRAIN CHASE - POV FROM BACK OF MOVING
WANDERER - DAY 107
- It looks like his head's about to be smashed by Loveless's tank/train.
- 108 INT. WANDERER - PARLOR CAR - DAY 108
- Rita turns away, buries her head in Gordon's shoulder just as...
- 109 EXT. TRACKS - TRAIN CHASE - DAY 109
- West slides under the train! He lies flat as the death MACHINE ROARS over him. At the last second, he lassos the rope around the rear axle. It slows him for a beat... then stretches. He's gotten Gordon's trick rope. We see his silent scream -- "Artemus!" He slides way behind the tank/train, then springs back... past the tank/train. Finally, West slides back underneath and manages to grab hold of their caboose. He swings his legs up, pulls himself around onto the step.

110 EXT. LOVELESS'S TRAIN - ROOF - MOVING - DAY 110

West makes his way forward to the smokestack. He tries to flip the flue closed, steam scalding his hands. He doesn't see Hudson come at him from behind. He wraps a garrote around West's neck, pulls it tight -- practically crushing his larynx...

111 INT. LOVELESS'S TRAIN - ENGINE - DAY 111

Munitia is bent over, has her eye to the cannon sight. As she squints through the smoke at the Wanderer up ahead, Loveless, sitting behind her, has his full attention focused on her tuchus.

MUNITIA

I have them square in my sights,
sire.

LOVELESS

(distracted)
As do I, Munitia... as do I.
(looks up, wry smile)
Fire away!

But it's a little difficult with him stroking her buttocks. BOOM! The CANNON FIRES...

112 OMITTED 112

113 INT. WANDERER - PARLOR CAR - DAY 113

Gordon and Rita are looking out the back when they see the latest missile headed their way. Gordon pulls Rita down at the last second as a huge steel arrow shoots through the door, past their heads... and into the parlor wall.

As metal barbs flick out, locking the tip in, and the steel chain it's attached to draws tight...

114 EXT. LOVELESS'S TRAIN - ROOF - MOVING - DAY 114

West and Hudson roll around precariously. West claws desperately at the garrote. It looks grim for our hero until he knocks his boot heels together. CLICK... his STILETTO BLADE appears.

Summoning his last ounce of strength, he mule-kicks... sinking the blade into Hudson's leg. West grabs him and shoves him head first into the smokestack. The big Indian plugs it up like a cork in a bottle.

115 INT. LOVELESS'S TRAIN - ENGINE - DAY 115

Loveless has only a moment to gloat over his marksmanship before the compartment begins filling with smoke. Choking clouds that send Loveless et al into coughing fits.

LOVELESS

Close the fire door!

Just in time, Amazonia swings it shut as the unvented BOILER EXPLODES, sending a FIREBALL ripping through the back of the train, destroying it. Up ahead...

116 INT. WANDERER - PARLOR CAR - DAY 116

Gordon and Rita are thrown across the car, along with everything else inside, as Loveless's train's sudden stop... jerks them with it. The SCREECH of STEEL WHEELS SCRAPING on IRON RAILS is sickening. They clutch onto one another... as the Wanderer skids to a stop.

As they pick themselves up, Gordon looks to Rita who's shaken up and scared. Now FOOTSTEPS coming up the stairs.

RITA

I won't let Loveless take me again! I'd rather be dead!

GORDON

(recalling West's words)

That's not a good one to wish for.

To defend herself, Rita grabs one of the sleeping-gas pool balls rolling around on the ground. Gordon leads her into the stateroom to lock her in, but she grabs his hand.

RITA

Please, Artemus, don't leave me alone!

Rita closes the door behind him and locks it.

117 INT. WANDERER - PARLOR CAR - STATEROOM - DAY 117

Gordon and Rita on the bed. FOOTSTEPS APPROACH. Gordon gestures to be still. The door handle jiggles. Rita gets ready to arm the POOL BALL.

(CONTINUED)

117 CONTINUED:

117

WEST (O.S.)
 (hoarsely, not
 sounding like him)
 It's me, Jim. Open up!

RITA
 It's a trick, I know Loveless.

CLICK, she pushes the number. Gordon makes a grab for it.

GORDON
 Rita, no! It's just...

CLUNK... she drops it to the floor.

ANGLE - WEST

standing in the doorway. He rubs a raw welt on his neck from the garrote, smirks when he sees Gordon on the bed with Rita. But his smirk drops when he sees the pool ball roll between his feet -- spewing a purple cloud of sleeping gas.

West gives Gordon a Wile E. Coyote look, croaks...

WEST
 Too damn late, is what it is.

118 EXT. CORNFIELD - DAY

118

A sea of corn tassels waving in the wind. Loveless's destroyed train is in the b.g. The CAMERA TILTS DOWN to find...

ANGLE ON WEST AND GORDON

lying on the ground with their BACKS TO us. They stir. West props himself up, looks over at Gordon, who has just regained consciousness.

WEST
 (mimicking him)
 An innocent billiard ball this way, but depress the number and on impact... a sleeping-gas bomb.

West shakes his head disparagingly and stands. He feels the metal band around his neck and surveys the 18-inch wire fence which has been laid around them in a circle. West is about to step over it. Gordon grabs his leg.

(CONTINUED)

118 CONTINUED: 118

GORDON

Don't move!

119 EXT. WANDERER - BACK PLATFORM - DAY 119

Loveless is sitting in his wheelchair, fifty yards from West and Gordon. On Loveless's elbow sits Miss Lippenreider. She looks through binoculars and lip reads West and Gordon.

LOVELESS

Continue, Miss Lippenreider...

MISS LIPPENREIDER

(doing both voices
in a monotone)

West. Let go of my leg! Gordon.
Listen to me. Loveless collared
us with the same metal device we
found on Morton.

Loveless turns to Munitia, who is loading two 36-inch-diameter metal discs into what looks like a CD changer/clay-pigeon-thrower.

LOVELESS

Oh, Munitia... I hope we're not
going to leave evidence behind
like we did last time.

MUNITIA

Nitro this time, sire.

As she arms the device, and a red light comes on...

LOVELESS

(through megaphone)

Good morning, gentlemen! I trust
you slept well.

120 EXT. CORNFIELD - PERIMETER - DAY 120

West and Gordon squint through the corn, see Loveless on their train.

GORDON

What have you done with Rita?

(CONTINUED)

120 CONTINUED:

120

LOVELESS

Rita, is it? How familiar! Rita is sleeping off the after-effects in the stateroom.

(looks toward bedroom)

Quite lovely, isn't she? Who knows... I might even become 'familiar' with her myself.

Gordon takes a step. West stops him.

WEST

And that would become one more reason why I'm going to kill you.

LOVELESS

Yes, Mr. West, I'm sure a well-endowed blackamoor like yourself must find it absolutely impossible... that a freak like me could fully enjoy the pleasure of a woman. But having witnessed my use of mechinology so far... wouldn't you think I could provide myself with something for the lower half of my body that was hard-pumping and indefatigably steely?

Loveless looks O.S.

LOVELESS

... And speaking of 'hard pumping...' Mr. Coleman, full steam ahead!

121 EXT. WANDERER - ENGINE ROOM - COLEMAN - DAY

121

In the engine room. Amazonia has a gun to his head.

122 EXT. WANDERER (STARTING TO MOVE) - DAY

122

Loveless takes his last shot at them from the back.

LOVELESS

What a marvelous train! You don't mind if I borrow it, do you, gentlemen?

(MORE)

(CONTINUED)

122 CONTINUED:

122

LOVELESS (CONT'D)

Other than a lack of wheelchair access, I find it a most comfortable way to pass the long miles from here to my laboratory in Spider Canyon...

(louder, as they
move off)

I'll be seeing President Grant soon at Promontory Point. What shall I tell him for you? I'm afraid it can't be that you're alive and well...

And as his maniacal giggle hangs in the air...

123 EXT. CORNFIELD - PERIMETER - GORDON AND WEST - DAY

123

frustrated, as the train pulls away from them. West tugs at the metal collar around his neck.

WEST

Gordon, get out your little tool kit and get this damn thing off of me!

Gordon unbuttons his shirt to reveal his leather tool kit... empty except for a note. Gordon opens it and reads.

GORDON

'Gentlemen, welcome to the Loveless Experimental Camp for Political Dissidents. There are no guards. No barbed wire. As long as you stay within the designated perimeter, you will stay alive.'

124 EXT. CORNFIELD - WANDERER - MOVING - BACK PLATFORM - DAY

124

Miss Lippenreider is still eavesdropping for Loveless, through binos.

MISS LIPPENREIDER

West. How do you know it's not just bullshit? Gordon. Step over the fence and find out. Rita and I will put flowers on your grave every year.

125 EXT. CORNFIELD - PERIMETER - WEST - DAY

125

stands next to the little fence, watching Loveless escape.

WEST

I don't have time for this.

GORDON

Wait, I have an auxiliary tool kit!

Gordon peels back the top of his boot revealing it. But it's too late. West has jumped over the fence. Then he hops back inside it. He holds his hands out to Gordon.

WEST

See? Nothing happened.

West grabs Gordon by the back of his vest and yanks him over the fence. Now they hear a slight BUZZING in the air and it's not a bee.

NEW ANGLE - DISC

comes whipping over the corn straight for West's head. In a split second, he ducks and the disc cuts the tops of the corn off and banks around for a new attack.

GORDON

Oh, really...?

Now both of them step over the fenced perimeter and start running like hell through the cornfield.

WEST

Is it too late to take it off of me now?

126 EXT. CORNFIELD - DISC LAUNCHER - DAY

126

The second disc machine light turns green and the second disc is launched.

127 EXT. CORNFIELD - WANDERER BACK PLATFORM - MOVING - DAY

127

Loveless is laughing his head off. Certain of Gordon's and West's impending death, he rolls his wheelchair inside.

A128 INT. WANDERER - RITA

A128

is awakening from the effects of the billiard ball gas and tries to control her sense of dread and loathing. She smiles nervously at Loveless, who's being fawned-over by his women.

MUNITIA

Caviar...?

LIPPENREIDER

Blini...?

LOVELESS

(opening champagne
bottle)

Rita, my dear, not that I'm
ungrateful to Providence for
bringing you back to me...

Rita jumps as the champagne CORK POPS.

LOVELESS

... I'm just a wee bit curious as
to how you managed to wind up with
them.

RITA

(scrambling)

Well, they uh... seemed so... sure
that they could find you... and I
thought if I stayed with them...
they'd lead me back to... all my
friends...

Munitia shoots a look at Lippenreider.

RITA

And not to give you a big head
but...

(wrinkles her nose
to Loveless)

I kinda missed you.

LOVELESS

(not buying it)

Isn't that a coincidence? I miss
me, too.

128 EXT. CORNFIELD - WEST AND GORDON - DAY

128

come running TOWARD us. Behind and above are two discs
about to make a dive at them.

(CONTINUED)

128 CONTINUED: 128

The discs, like giant razors, are mowing off the tops of the corn stalks, heading straight for their heads!

West and Gordon dive to the ground... the discs just missing them. West stands to run again. We see the back of his head's been buzzed.

129 EXT. CORNFIELD - AERIAL SHOT - WEST AND GORDON - DAY 129

running a zigzag pattern toward the end of the cornfield. West sees a gully fifty yards ahead of them.

GORDON

Head for that gully!

West zigs out of the cornfield one way. Gordon zags out the other. They're both beat-up and exhausted from running and flopping on the ground.

130 EXT. RIVER CANYON NEAR CORNFIELD - GORDON - DAY 130

breathlessly reaches the edge. And looks down.

131 EXT. RIVER CANYON - GORDON'S POV - DAY 131

It's no gully. It's a canyon that drops 100 feet down to a ribbon of brown water. And that's not the worst of it...

132 EXT. RIVER CANYON NEAR CORNFIELD - DAY 132

West is on the other side of the precipice. They're separated by about 15 feet of air.

They both see the discs closing in. Think fast.

WEST

When I give the signal. Jump off the cliff into my arms.

GORDON

Are you crazy?! Do you see what's down there?

WEST

(watching the discs approach)

Five, four, three, two...

West holds out his arms.

(CONTINUED)

132 CONTINUED:

132

GORDON

Forget it. I'm not doing it...

WEST

One...

West takes a leap of faith... and finally, so does Gordon.

GORDON

Oh shit!

CLOSE - PARTNERS

meeting mid-air. They drop OUT OF FRAME, just as... the two discs collide with a MIGHTY EXPLOSION that is heard by...

133 INT. WANDERER - PARLOR CAR - DAY

133

Loveless raises his glass to Rita, makes a little kissing gesture. She looks like she'd like to kill herself.

134 OMITTED

134

135 EXT. RIVER CANYON NEAR CORNFIELD - WEST AND GORDON - DAY

135

are still in mid-air, both looking down.

GORDON

I just remembered... I can't swim!

WEST

You won't have to!

They drop OUT OF FRAME and we hear a LOUD THUK THUK.

136 EXT. BOTTOM OF RIVER CANYON - WEST AND GORDON - DAY

136

stuck up to their necks in red riverbed mud. As they slowly begin to extricate themselves...

WEST

Maybe I should have stayed inside that fence another moment or two.

CUT TO:

A137 EXT. STREAM - DUSK

A137

West and Gordon, caked in mud, are coming up a ridge, below which is a stream.

WEST

All right, Gordon, what's your plan? How are you gonna get this damn thing off my neck?

Gordon turns to West, simmering, controlling himself.

GORDON

Excuse me?

WEST

Isn't that why you're here? 'Cause you're the master of, you know, mechanical stuff?

GORDON

(smiles)

Oh. Oh, I see. Now I'm the master of... 'mechanical stuff.' As opposed to five minutes ago, when I was trying to collect my thoughts and figure out a way to get us out of these contraptions! But no!

Gordon starts moving towards West, who is forced to back up -- looking a tad nervous for the first time in the movie.

GORDON

-- That wouldn't have been any fun for a certain somebody, and I won't mention any names -- Jim West! -- who decided to take me on a bracing romp through a cornfield and play a fanciful game of hide and seek with serrated, spinning death discs, while our only mode of transportation is in the hands of a sadistic madman with weapons of mass destruction, who kidnapped Rita, and is on his way to kill our President and take over the country!

WEST

Hey, calm down, Gordon...

(CONTINUED)

A137 CONTINUED:

A137

GORDON
(he's completely
lost it)

No! Because I'm the 'Master of
Mechanical Stuff!' And I have to
help YOU! Because you're the
'Master of Stupid Stuff!'

WEST

Gordon...

GORDON

You want to get that collar off?
Fine! Let's do it the fun, Jim
West way!

(picks up a rock)
Let's bash it with a rock!

WEST

Gordon, you don't want to do that.

GORDON

(crazy)
Oh, but I do.

Gordon grabs a rock and smashes West's collar.
Suddenly --

ZIIIIINNG! West's collar emits a LOW HUM. Suddenly,
West is thrown into Gordon, their collars locking.
CLANG!

GORDON

(suddenly calm)
That's odd. What did you do?

WEST

I didn't do shit!

GORDON

No, you must've reversed the
polarity of the magnets.

WEST

I did not do shit!
(he's had enough)
That's it --

West lifts his leg to Gordon's collar to push him
away, but then -- CLANG! The stiletto in his shoe
dislodges and instantly sticks to Gordon's magnetic
collar.

(CONTINUED)

A137 CONTINUED: (2)

A137

For a mega-millisecond, West -- his foot stuck to his partner's neck -- is stunned. But before he knows what even happened, West flips upside down onto his shoulders.

GORDON

Are you all right?

WEST

Oh, I'm peachey. Now help me get my boot off!

First, Gordon -- trying to get some leverage -- puts his foot in West's crotch and pulls the boot.

WEST

Ahhhh!

GORDON

Apologies, apologies.

Gordon struggles to free the writhing West from the boot (attached to Gordon's collar).

Finally, West's foot comes free. But when he sits up -- THWAP! His collar is sucked into Gordon's belt buckle. West is face to face with his partner's crotch.

WEST

Do me a favor. When you're telling this story to your grandkids, leave this part out.

GORDON

Don't worry.

West starts unbuttoning Gordon's belt.

WEST

Now, when I undo your belt, I'm going to run as fast as I can that way, and you run as fast as you can the other way. Understand?

GORDON

You're going to run as fast as you can one way and I'm going to run as fast as I can the other...? Ingenious.

WEST

One... two...
(undos belt)
Three!

(CONTINUED)

A137 CONTINUED: (3)

A137

The men run in opposite directions. (Gordon's belt on West's collar, West's boot on Gordon's). They get about thirty, forty yards. Then --

They're yanked backwards into each other.

SPLASH! They fall in the water -- back to back. Every time one rolls up and catches his breath, the other is under water.

WEST

(rolling face up)

Get off me, you steaming pile of
(GURGLE)!

GORDON

(rolling face up)

I'm trying, you son of a (GURGLE)!

WEST

(rolling face upGURGLE) you!

GORDON

(rolling face upGURGLE) yourself!

Finally they roll out of the stream and onto dry land. They sit up, out of breath, stuck together, back to back.

WEST

I do not want to spend the rest
of my life looking like a meatball
on a plate.

GORDON

We're going to have to discuss
bathroom etiquette soon. Very
soon.

ANGLE ON TOOL KIT

bobbing in the stream. Gordon grabs it out of the water.

GORDON

Aha. My auxiliary tool kit.
I forgot all about it. It must've
slipped out of my pocket.

WEST

Your pocket? Why wasn't it
attached to some spring-loaded
something-or-other that shoots
out of your ass?

(CONTINUED)

A137 CONTINUED: (4)

A137

GORDON

Because that, my friend, would be
uncomfortable.

CUT TO:

137 EXT. DESERT - NIGHT

137

Gordon, lips parched, clothes tattered, peers impatiently
over the metal collar as West works on it with some lock
picks. West's collar is already off.

(CONTINUED)

137 CONTINUED:

137

WEST

Why didn't you tell me you had an
'auxiliary' tool kit?

GORDON

I did tell you, but in your zeal
to run and leap off a two-hundred-
foot cliff, I don't think you
heard me.

West eats the grilled Gila monster voraciously. And
eats. And enjoys it more. And eats. He notices Gordon
watching him.

WEST

What?!

Gordon looks to the heavens and recites.

GORDON

'... Take physic, pomp; Expose
thyself to feel what wretches
feel, That thou mayst shake the
superflux to them, And show the
heavens more just.'

Gordon's quote has gone on. And on. And on. He notices
West watching him.

GORDON

What?!

WEST

You know, Gordon, you can be quite
annoying -- flaunting that fancy
education.

GORDON

Well, truth be told, I never had a
fancy education -- not a formal
one, anyway.

WEST

(looks at Gordon's
ring)

The Harvard thing seems pretty
formal to me.

GORDON

This ring? This ring isn't real.
Do you want it?

(MORE)

(CONTINUED)

137 CONTINUED: (2)

137

GORDON (CONT'D)

(takes ring off and
tosses it into fire)

A prop. I'm an actor. Or was. I gave it up. I went by the name of Arthur Gordon. Ever hear of me?

WEST

No. How did you wind up in this line of work?

GORDON

The pinnacle of my life in the theater came in a production of Our American Cousin -- a light comedy -- at Ford's Theater in Washington. There was this one line I had... always got the biggest laugh in the show. One night, it drowned out the gunshot that killed President Lincoln.

(beat)

I decided to devote my talents to making sure that never happened again.

CLOSE - TARANTULA

walks slowly across West's outstretched hand.

GORDON

Uh... There's a spider on your hand. Doesn't that bother you?

WEST

She doesn't want any trouble. She's just trying to get warm.

He puts the spider down into the sand.

GORDON

How come you know so much about the desert, anyway?

WEST

The Indians taught me. I lived out here when I was a boy.

Gordon starts to ask West something but West doesn't want him to pry further.

(CONTINUED)

137 CONTINUED: (3)

137

WEST

Hey -- watch --

He points toward a small black wasp flying from above.

WEST

The desert wasp... one of the world's great hunters. She'll kill the tarantula -- and lay her eggs on it, so her babies can have something to eat.

GORDON

Now I'm really hungry.

(beat)

How did your parents, who I assume were Negroes, feel about you being raised by Indians?

WEST

They didn't have much to say about it. I was sent to another plantation when I was little. Ran away as soon as my legs were strong enough to take me.

West can see the effect his story has had on Gordon.

GORDON

Did you ever see your family again?

(CONTINUED)

137 CONTINUED: (4)

137

WEST

Yeah...

(stands, kicks
out fire)They were at the camp at New
Liberty.

Now they both stare into the fire. Finally Gordon speaks.

GORDON

I'll help you get him, Jim.

138 EXT. UTAH - DESERT - MORNING

138

West and Gordon trudge through an endless sand dune, side by side, chests out, jaws set. They're partners, goddammit!

GORDON

You have no idea where you're
going, do you?

WEST

I know exactly where I'm goin'
... Spider Canyon.

Gordon stops to catch his breath.

WEST

(stops, looks back)

But I'm never gonna get there
with you draggin' that damn
thing around!

Now we see Gordon's got the heavy metal collar in his hand. West grabs him and they start to walk away -- Gordon listing noticeably.

GORDON

While a magneto of this power
may not inspire your scientific
curiosity, it does mine. Besides,
you never know when it might come
in handy.

Gordon suddenly disappears OUT OF FRAME. West stops to see what's happened to his partner now...

(CONTINUED)

138

CONTINUED:

138

ANGLE - GORDON

He's on his back, arm holding the metal doughnut straight out over his head, being dragged across the desert floor by some unseen force.

Gordon snowplows backwards through the sand for 40 feet, finally coming to an abrupt stop with a metallic klang!

West deadpans this bit of insanity, walks over, and with the toe of his boot, uncovers the explanation -- iron railroad tracks covered by drifting sand.

WEST

Arte... when you're right, you're right.

GORDON

Well I think our partnership is taking a big step forward. You finally admitted I was right about something.

West helps him up. Then, as or two heroes follow the tracks into the distance... towards Spider Canyon...

GORDON

Now... how about admitting you were lost?

WEST

Don't push it.

139

EXT. SPIDER CANYON RIM - DAY (LATER)

139

West and Gordon trudge past the Wanderer. It's parked at the end of the line, looks deserted.

GORDON

Jim, I know I've hallucinated it several times before, so is that really the Wanderer?

WEST

That's the Wanderer.

Gordon seems relieved to know his beloved train is not another mirage. They continue on to the rim of the canyon, peer over the edge. Reacting to what they see...

GORDON

And would it be too much to hope that I'm simply seeing a World's Fair down there... ?

(CONTINUED)

139 CONTINUED: 139

WEST

Yeah, it would. That's Loveless'
Lair.

140 EXT. SPIDER CANYON - POV FROM RIM - DAY 140

A natural bowl that appears to have been made by a meteor, is gouged out of the desert floor. In the bowl are several spectacular Victorian-style buildings made almost entirely of glass, plus a huge silo. Ant-sized figures are moving around.

141 OMITTED 141

142 EXT. SPIDER CANYON - DAY 142

Now they hear a strange sound. To modern ears, a WHINE as from a jet engine. Loveless appears in the f.g. He's rising on a steel platform as if on some unseen elevator. Up, up, up he goes... as now more of the contraption comes INTO VIEW. Alloy girders, multi-levels, control boards... all open in an Eiffel Tower-like effect.

West and Gordon scramble for cover behind a rock as a giant metal Tarantula steps over the rim in full terrifying glory. Eight legs, five stories high.

The thorax of the giant spider bristles with Gatling guns and all manner of weaponry. As the shadow of the monster passes over their faces...

GORDON

Now that's impressive.

WEST

Nice to see an invention that
actually works.

143 EXT. TARANTULA - BRIDGE - DAY 143

Loveless is sitting in a captain's seat 60 feet in the air. He's surrounded by his adoring crew Amazonia, Munitia and Lippenreider. He spreads his arms wide, world at his feet.

144 EXT. SPIDER CANYON RIM - ANGLE - GORDON AND WEST - DAY 144

They watch the Tarantula head toward a narrow opening between two red-rock outcroppings.

GORDON

(dismissive)

We'll see about that. The fool doesn't even realize he's trapped.

145 EXT. MESAS NEAR SPIDER CANYON RIM - DAY 145

Suddenly... a VOLLEY OF CANNON FIRE EXPLODES the impediment to dust. The Tarantula marches on.

146 OMITTED 146

& &

147 147

148 INT. WANDERER - PARLOR CAR (STOPPED) - DAY 148

West is dressing for battle. He straps his six guns on his hips, flips the pool table over, grabs a coach gun, tucks that behind his chaps.

He belts on his shotgun shell bandolero. An extra six gun gets tucked in the belt. Another in his boot. Pocketfuls of shells. The man's ready for war.

WEST

Gordon, let's ride!

(pause)

You do know how to ride...?

He sticks his head through the door to...

149 INT. WANDERER - LAB CAR (STOPPED) - DAY 149

Gordon's Nitro-cycle is out. Gordon fusses with it and some canvas.

WEST

... A horse, I mean.

GORDON

(distracted)

Yes... I know how to ride a horse. When the situation calls for something primitive.

(CONTINUED)

WEST

How about now? There's a big spider stompin' towards our President!

But Gordon won't be hurried. He has a big book out, studies it, then looks back to his Nitro-cycle.

GORDON

I was just thinking about another spider. Remember in the desert, when that little wasp killed the tarantula...?

West rolls his eyes impatiently.

WEST

Yeah. Well, the wasp had a small advantage. It could fly.

GORDON

Exactly!

Gordon excitedly shows the book to West. Pictured is an archaic sepia diagram of a weird aircraft. West looks at it in disbelief as Gordon prattles on manically.

GORDON

In 1540, Leonardo Da Vinci invented a flying machine called the 'Ornithopter.' Though he never actually flew it...

West's heard enough. He grabs Gordon, shakes him.

WEST

Artemus! There's no time for plans or half-cocked inventions! They don't work. We gotta stick to what we're each good at!

As West drags Gordon to the wardrobe...

Two riders galloping TOWARD CAMERA. As they THUNDER PAST, we see West is in the lead, jaw set. And right behind him comes... President Grant...?! (It's Artemus in disguise, of course. And he actually can ride a horse.)

151 EXT. PROMONTORY POINT - CLOSE ON GOLDEN SPIKE - DAY 151

being held in the stubby fingers of Ulysses S. Grant.
He's reading an inscription on it.

PRESIDENT GRANT (O.S.)
May God continue the unity of our
country...

CAMERA PULLS BACK to reveal a crowd present to watch
President Grant knock in the famous spike. Behind him,
two train engines are facing each other. The detectives
scan the crowd for possible trouble.

PRESIDENT GRANT
... as this railroad unites the
two great oceans of this world.

Now he swings back the sledgehammer... but at the top of
his swing...

CLOSE - SPIKE

starts to shake, wiggle, and actually pop out of its
hole. Very curious. As it begins to hop on the ground,
bounced by a RESOUNDING THUMPING...

ANGLE ON GRANT AND CROWD

look across the desert to see...

152 EXT. PROMONTORY POINT - LONG SHOT - DAY 152

The Tarantula in full view. People start screaming
in terror as it appears over a ridge, huge even at
this distance. The metal beast closes the 200-yard
distance in seconds.

The citizens flee. The detectives are not far behind
them. The soldiers take cover and ready their weapons.
Grant stands his ground... even as a huge FOOT CLOMPS
down in front of him, VIBRATING the CAMERA.

153 EXT. TARANTULA - BRIDGE - DAY 153

Loveless talks into a microphone which BOOMS his
voice out through AMPLIFIED SPEAKERS.

(CONTINUED)

153 CONTINUED:

153

LOVELESS

Well, isn't this a coincidence!
 I'm out for a little mornin' ride,
 and right in the middle of
 nowhere, I bump into General
 Ulysses S. Grant himself!
 (leans over edge,
 mocking salute)
 We've never been properly
 introduced. I'm Dr. Arliss
 Loveless, formerly with the
 Confederate Army.

154 EXT. PROMONTORY POINT - DAY (INTERCUT WITH TARANTULA BRIDGE)

154

Cool and collected, Grant lights a cigar.

PRESIDENT GRANT

Yes, Dr. Loveless, what can I do
 for you today?
 (to his military aides)
 Flank him, left and right.

LOVELESS

I have a humble abode nearby, and
 I hope you'll accept my
 hospitality. I have a little
 proposition to make.

PRESIDENT GRANT

What proposition is that?

LOVELESS

The unconditional and immediate
 surrender of the United States of
 America to the Loveless Alliance.

PRESIDENT GRANT

I didn't realize we were at war.

Loveless gives the nod to Munitia.

155 EXT. PROMONTORY POINT - DAY

155

KABOOM! The CANNON blows the President's train to
 smithereens.

156 EXT. TARANTULA BRIDGE - DAY

156

Loveless giggles.

(CONTINUED)

156 CONTINUED:

156

LOVELESS

How about now...?

157 EXT. PROMONTORY POINT - BEHIND OBLITERATED TRAIN - DAY

157

The crowd who'd taken refuge behind it runs away in panic. All but one of them. A second President Grant (Artemus Gordon). He calmly lights a cigar on the flaming train, strides up to the other Grant, and shouts up at Loveless.

GORDON/GRANT

In matters of war, the person to talk to would be me.

If there's anyone more surprised than the President himself it's...

158 EXT. TARANTULA BRIDGE - DAY (INTERCUT WITH PROMONTORY POINT)

158

Loveless, squinting down at the two Grants. This new wrinkle has also attracted the attention of the Love-lettes and everyone else aboard.

LOVELESS

Now just who are you?

GORDON/GRANT

The President.

(turns to President,
snorts)

He's just an actor hired to stand in for me on public occasions. A very bad actor, I must say... a little puffy and overweight.

As the President eyes him, puffs on his cigar, Gordon/Grant apes his every move, bigger, mockingly.

PRESIDENT GRANT

(aside)

Gordon, you've got a lot of brass.
Where's West?

GORDON

You know him, sir...

Gordon/Grant shifts his eyes toward...

159 OMITTED

159

160 EXT. PROMONTORY POINT - REAR OF TARANTULA - DAY 160

West running undetected to the rear leg. As the lone cowboy starts to climb up toward the belly of the beast...

161 EXT. PROMONTORY POINT - TWO GRANTS - DAY 161

Gordon/Grant turns to an Army officer, standing behind.

GORDON/GRANT

(loudly)

Captain, get this man out of my sight! And next time get me a real actor!

As the bewildered captain starts to lead the President away...

162 EXT. TARANTULA - BRIDGE - DAY 162

Loveless has had enough.

LOVELESS

Take them both!!!

Munitia, manning a sort of cannon, takes a bead on the two Grants. She pulls the trigger...

163 EXT. PROMONTORY POINT - TWO GRANTS - DAY 163

... and a sticky white silk shoots out covering both Grants with spider web material.

PRESIDENT GRANT

Well, Gordon... was this part of your plan?

GORDON

I'm by your side, sir. That's what's important.

Now Munitia hits a lever and they're hoisted up off the ground. They only get a couple of feet when... BLAM! West shoots the mechanism and it jerks to a stop.

All eyes turn to the source of the sharpshooting...

164 EXT. PROMONTORY POINT - TARANTULA LEG - DAY 164

West has almost reached the lowest deck. Now all the firepower of the Tarantula is trained on him.

- 165 EXT. TARANTULA - VARIOUS SHOTS - DAY 165
 Amazonia's on the Gatling gun. Munitia and several other goons on lower decks OPEN UP on West, too.
- 166 EXT. PROMONTORY POINT - TARANTULA LEG - DAY 166
 West takes cover behind the steel girders, SIX-GUNS BLAZING. All his GUNS BLAZING.
- 167 EXT. PROMONTORY POINT - DAY 167
 But West's bullets, as well as the Union soldiers' covering FIRE, PING harmlessly against the Tarantula's ALLOY SKIN.
- A168 ANGLE ON BRIDGE - LOVELESS A168
 grows impatient with the gun battle. He pulls a lever.
- 168 OMITTED 168
 & &
 169 169
- 170 ANGLE - WEST 170
 Down below, nozzles on the Tarantula's legs suddenly ERUPT in clouds of skin-scalding STEAM. West screams in pain and falls... 30 feet...
- 171 EXT. PROMONTORY POINT - DAY 171
 ... to the ground, his head hitting a rock. As the two Grants witness it THROUGH the sticky spider ball...

DISSOLVE TO:

- 172 EXT. LOVELESS'S LAIR - AMPHITHEATER - DUSK 172
 Loveless, wearing a black tunic festooned with medals and a Prussian-style helmet with a horse hair plume, raises his arms Nixon-like as a band plays a flourish.

LOVELESS

Bonjour, buenas tardes and good day! Great glorious day! A day of healing for the wrongs that have been done to us all!

(CONTINUED)

172 CONTINUED:

172

Framed by a large flag featuring the spider emblem, he looks out from center stage of a Greek theater at the crowd of foreign dignitaries seated around him.

LOVELESS

... Oh, how long have we waited!

ANGLE - AMAZONIA, MUNITIA AND LIPPENREIDER

dressed in tight Fascist-brown tankwear, rise from their seats and applaud. The only people not applauding are a row of haggard, bearded scientists and the manacled prisoners Gordon (sans disguise), Rita, Grant and Coleman.

LOVELESS

(looks to
Englishman)

... 1776, wasn't it, old bean?
Most expensive cup o' tea in
history...!

As the Englishman dignitary nods soberly...

173 EXT. PROMONTORY POINT - DUSK

173

West's body hasn't moved. The only change is that now a line of ants crawls across his face. We watch, hoping for a twitch, something... But there is none. The ants march over lifeless eyes, swarm onto the bloody cut on his head. If we're not convinced he's dead...

ANGLE - VULTURE

circles lower, finally landing right by West's head. As the hideous carrion-eater leans over West's face...

EXTREME CLOSEUP - WEST'S EYES

A shadow falls across them. But instead of the pecking red beak, a human hand appears IN the FRAME. Brushes the ants away. We hear an INDIAN INCANTATION over. Then finally... West's eyelids flutter open.

WEST'S POV - NAVAJO SHAMAN

standing over him. BLURRY, back-lit by the sun, the face of West's Indian friend. The healer who can turn himself into a bird.

(CONTINUED)

173 CONTINUED:

173

As West sits up groggily, feels his head. Hey, it's okay. As he makes a mental note to always be kind to animals...

174 INT. LOVELESS'S LAIR - AMPHITHEATER - DUSK (SAME TIME)

174

Loveless continues his speech to the foreign contingent.

LOVELESS

(looks to Hudson
the indian)

Manhattan for a handful of beads?

(raises his hand;
injun-style)

How?

(to the Mexicans)

Remember the Alamo indeed!

(humbly to crowd)

Today I'm proud to be able to sit
before you and tell you the wrongs
will be righted... the past made
present... the United, divided!

To thunderous applause. Loveless signals for the flag to be pulled down, revealing...

ANGLE ON MAP OF "THE DE-UNITED STATES"

There have been some significant internal changes which Loveless now describes. The delegation from each country stands when they hear their name.

LOVELESS

Great Britain gets back the
thirteen original colonies...
minus Manhattan.

(off applause)

Florida and the Fountain of Youth
go back to Spain!

(off applause)

Texas, New Mexico, California,
Arizona revolve a Mexico!

(off applause)

And the Louisiana Purchase reverts
back to the King of France!

In the front row Rita leans over to Gordon.

RITA

Queen of Spain. King of France.
I was close.

(CONTINUED)

174 CONTINUED:

174

MUNITIA
 (jostles her)
 Shut up and listen to a real
 genius!

Finally Loveless taps Colorado, Kansas, Utah and Nevada
 -- now labelled as "Loveless Land." Smiles impishly.

LOVELESS
 And a tiny piece for me to retire
 on.

There's appreciative laughter.

175 INT. WANDERER - PARLOR CAR - WEST - SAME TIME

175

stumbles in and looks around discouraged.

The place has been ransacked. The gun cabinets are
 empty, the Gatling lamp removed. All that's left is
 Gordon's Nitro-cycle and his wardrobe full of dresses.

West tries every secret hiding place. Nothing. Finally
 he finds Gordon's belt buckle/derringer. He opens the
 breech. Only one dinky bullet. He throws down the belt
 in disgust.

176 INT. LOVELESS'S LAIR - AMPHITHEATER - LOVELESS - DUSK

176

sits behind a desk that has been brought to center stage.
 Loveless unrolls a document, signs his half of it.

LOVELESS
 My partner nations insist that we
 make this as legal as possible.
 Personally, I like the symmetry of
 it. After all wasn't it you who
 made us sign a surrender at
 Appomattox?

Loveless snaps his fingers. Amazonia drags Grant out of
 his seat and sticks a pen in his manacled hands.

PRESIDENT GRANT
 Never will I sign that paper,
 never will the United States ever
 surrender!

(CONTINUED)

LOVELESS

Well, sir, we're at loggerheads then, aren't we? And I suppose the threat of death to someone with your valorous war record, would mean nothing.

Grant sets his jaw intractably. He's right about that.

LOVELESS

... so, if you still refuse to sign this surrender... we'll start by shooting your man, Gordon.

Loveless whirls, nods to Amazonia who drags the President back to his seat, pulls Gordon out of his. Rita can't help her outburst.

RITA

Artemus!

Artemus smiles at her, extremely brave under the circumstances. He whispers to Rita and the President.

GORDON

(tugs at his vest)
Don't worry, I'm wearing the Impermeable.

Rita turns to Grant. What the hell is that? Gordon has no time to explain as Amazonia hauls him up on the stage. As Munitia aims her rifle... Gordon holds up a finger.

GORDON

If I may have one request... it's that she aim at my heart... which has loved this great country so much!

LOVELESS

(considers for a moment)
Shoot him in the head.

GORDON

Great.

Munitia cocks her rifle, then just as Loveless holds his hands up for the signal to fire... the lights dim...

177 INT. LOVELESS'S LAIR - AMPHITHEATER - DUSK

177

A candle-powered spotlight swings across the stage and illuminates... a deep-throated, bluesy black CHANTEUSE who starts singing the popular cathouse song, "Hangtown Gals."

CHANTEUSE

(singing)

'Ohhh... Hangtown gals are plump
and rosy...'

Loveless wheels his chair around to take a gander and forgets Gordon's execution instantly. And why not? She's young and beautiful in a RuPaul sort of way. About six feet tall, wearing the blue sequined number Gordon had in his dressing room.

Accessorized with black mesh stockings, big feather boa, silver-buckled belt, lots of frilly petticoats for those can-can moves.

CHANTEUSE

(singing)

'Hair in ringlets, mighty cozy...'

She winds her finger around her ringlets and sticks out her derriere to the crowd. They stare, mouths agape at this piece of ass worthy of Othello.

CLOSE - LOVELESS

Intrigued. Well, maybe more than intrigued.

LOVELESS

A new girl! What a nice surprise!

He motions to hold up Gordon's execution, rolls to her.

CHANTEUSE

'Painted cheeks and frilly
corsets.'

(bends over showing
her undergarment)

Touch them...'

Loveless hears this as an invitation, reaches out with his hand and whap! She slaps him right in the face.

CHANTEUSE

'... And they'll sting like
hornets!'

(CONTINUED)

There's a hush in the crowd. Loveless, a red handprint on his face, is a little nonplussed. Amazonia moves in threateningly, but Loveless stops her, starts to laugh.

LOVELESS

(making her name up
on the spot)

Ebonia! Why are you so cruel to
me?

Ebonia has escaped a head-cutting neck bracelet. But she probably shouldn't be teasing a man who's having "ghost aches" in certain amputated places.

ANGLE - GORDON

waiting to be executed. Something's not quite kosher about her for Gordon.

GORDON

(musing to himself)

I have a dress like that.

ANGLE - CHANTEUSE

Now with the crowd singing along, she pulls out all the stops. Her gestures and dance moves become more exaggerated, she's in the thrall of her audience.

CHANTEUSE

(singing)

'Hangtown gals are lovely
creatures
Think they'll marry Mormon
preachers.'

She sashays over to the French dignitary, pulls his monocle out of his eye and blows hot breath on it, steaming it up. As she pops it back on his face...

CHANTEUSE

(singing)

'Heads thrown back to show their
features...'

Now she puts her cheek next to Rita as if matching their relative beauty while picking the pocket of Lippenreider.

Rita pushes her away disgustedly but not before Ebonia hands Coleman the keys to the cuffs. Coleman looks from the keys to Ebonia. He just caught on.

(CONTINUED)

COLEMAN

Go, Ebonia, go.

Then Ebonia prances on stage to Gordon, cuddles up to him. Gordon looks at the big beautiful black woman with a mixture of amusement and relief. Of course, it's his "I'd rather be dead" partner, Jim West.

WEST

(singing)

Ha... Ha... Hangtown girls...

GORDON

Not to sound ungrateful, but you're a little over the top.

WEST

(sings)

Ha... Ha... Ha...

West/Ebonia wraps the feather boa around Gordon's neck -- hiding the derringer in the palm of his hand. Gordon looks worried. What's he going to do with a gun? As he tucks it up his sleeve...

GORDON

Let me warn you about that dress...

WEST

Gotta go. Big finish...

(belts it out)

'Ha, ha, ha! Hangtown gals!!!'

An immediate standing ovation. The diversion allows Coleman to unlock both Grant's and Rita's shackles. Grant looks at the keys.

PRESIDENT GRANT

Where'd those come from...?

COLEMAN

(nods to Ebonia)

Captain West.

Their eyes practically pop out of their heads.

RITA

She's... no...!

ANGLE - EBONIA/WEST

One more time.

(CONTINUED)

177 CONTINUED: (3)

177

WEST

(singing)

'Ha, ha, ha... Hang... Town...
Girls!!!'

Suddenly the tassels on his bosoms are spinning to the
delight of the crowd.

WEST

(suddenly blinks)

Wait a minute. What the hell
is this?

He stops, but his tassels are still spinning on their
own.

178 INT. LOVELESS'S LAIR - AMPHITHEATER - DUSK

178

Immediately two FLAME THROWERS EXPLODE from his cone-like
bosoms.

Maybe he should've listened about the dress. He turns to
Gordon questioningly, and inadvertently incinerates one of
Loveless's goons. He howls in pain, runs panicked...
right into Rita.

RITA

Serves you right for staring at
them.

As she relieves the charred goon of his keys... Loveless
turns to the rest of his goons.

LOVELESS

Kill him!

(off their confused
looks, points)

Him! Him! The girl!

Finally getting it, they rush Ebonia. Even his 4th of
July breasts aren't a match for them. Desperate, West
reaches way down in his undergarments to retrieve one of
Gordon's billiard balls. He depresses the number and
rolls it at the guards.

GORDON

Was that the eight ball?

WEST

Mmm-hmm.

Gordon grabs West and Rita, pulls them behind the bar.

(CONTINUED)

178 CONTINUED:

178

GORDON

That one's an incendiary bomb.

KA-BOOOOM! An EXPLOSION rips the place and a Santa Ana-sized fire starts immediately.

Rita jumps up and makes her way through the smoke to a bearded SCIENTIST.

WEST/GORDON

Rita!

She unlocks his neck collar, turns to them and smiles.

RITA

(disappearing into
the chaos)

Meet me after the show!

Both West and Gordon look after her with yearning as three goons charge them. Coleman, amazed at their torpor, quickly grabs a RIFLE from the incinerated goon and OPENS FIRE. BLAM! BLAM! BLAM!

Three goons drop. Gordon and West exchange looks. Not bad for an emphysemic old engineer.

COLEMAN

Special Marshal... President
thought you needed some lookin'
after.

Speaking of the President... he's grabbed a dead goon's RIFLE, and is LAYING DOWN a pretty good field of FIRE himself. Suddenly, he gets a tap on the shoulder from behind. It's Amazonia. Whap, she sends a right to his chin knocking him out. She throws him over her shoulder and carries him away.

179 INT. LOVELESS'S LAIR - AMPHITHEATER - BEHIND STAGE -
DUSK

179

As fire engulfs the place, Loveless has no choice but to retreat... for now. Surrounded by a cadre of his women, who carry the unconscious President Grant, Loveless heads through a round STEEL VAULT DOOR. As Amazonia swings the door closed, the foreign dignitaries BANG on the door begging for admittance.

(CONTINUED)

179 CONTINUED:

179

FRENCH MINISTER

Monsieur, we are your partners!
You can't let us die in this
fire!!

LOVELESS

It's not the first time y'all have
been burned in America.

He chuckles, nods to Amazonia, who SLAMS the DOOR closed.

180 EXT. LOVELESS'S LAIR - AMPHITHEATER - WEST, GORDON AND
COLEMAN - DUSK

180

emerge from the smoking lair, coughing and gasping for
breath. They watch helplessly as...

181 EXT. AMPHITHEATER - TARANTULA - DUSK

181

CLAMBERS out of the bowl -- with Grant captive on the
bridge.

A182 EXT. AMPHITHEATER - DUSK

A182

COLEMAN

This is diabolical! They've got
the President and I've still got
that silly song in my head!

GORDON

(freaking out)

C'mon we gotta go! We gotta ride
horse! Something!

West is watching the Tarantula, turns to calm him.

WEST

No, Arte. Right now, we need
a plan.

Gordon tries to compose himself.

WEST

That flyin' machine idea of
yours... were you just acting like
you knew what you were talking
about... or could you build it?

182 OMITTED

182

&

&

183

183

PANNING an expanse of canvas comprising a 20-foot wing span. In the b.g., we hear Gordon SCRIBBLING.

GORDON (O.S.)

Now Bernoulli's Principle states that the air flowing over a bird's wings... is moving at a lower pressure than the pressure below the wing... that's called 'lift.' Course, it's just a theory... it's never been tested.

NEW ANGLE - GORDON'S DRAWING

It depicts a wing cutting through the air. Arrows indicating airflow. Circular lines indicating "life." Only one problem, it's upside down. Gordon remedies that. Looks sheepishly to West who, like him, is wearing a leather flight jacket and goggles.

WEST

You're not makin' me feel any better.

Now they attach the wing to the frame -- which is connected to the Nitro-cycle.

Coleman, his ever-present cigarette dangling from his mouth, readies bombs from the gunpowder of cartridges and Gordon's design. They look like Flash Gordon's spaceship. He passes them out.

COLEMAN

Here's a coupla bon voyage presents.

GORDON

Coleman! Must you smoke when handling explosives!

Gordon grabs them away from him and sits in the saddle of the Nitro-cycle. West looks at Coleman apologetically as he stuffs the bombs into his jacket.

WEST

He's just a little nervous 'cause no one's ever flown before.

West is barely on the back when Gordon kicks it over and they BLAST OUT OF FRAME.

185 EXT. DESERT AND CLIFF - NITRO-CYCLE - DUSK

185

builds ground speed. Gordon is nervous at the wheel. West gives him an encouraging pat.

WEST

Avant...! Avant!!!

But their speed is not enough to get them airborne.

GORDON

We're not getting enough lift!
We need more speed!

Then in an uncharacteristic move by Gordon, he turns the machine around and heads for the cliff.

WEST

Hey, uh... that's the cliff over there, you know?

He guns the accelerator.

GORDON

Yes, I do know.

And with that, the Nitro-cycle goes off the cliff! It disappears for the count of five. Then suddenly it swoops up and PAST CAMERA. They're flying!

186 EXT. SKY - DESERT WASP - IN FLIGHT - DUSK

186

GORDON

(amazed)
It worked...? It worked!!

WEST

(looking down)
If you had to get one right, I'm real glad it was this one.

GORDON

(exhilarated, with West-like abandon)
Yeee-haaa!

And with that, they bank the Desert Wasp around and fly off to save the Republic.

187 EXT. SILVERADO - TARANTULA - DUSK

187

is entering the town.

188 EXT. BRIDGE - TARANTULA - DUSK

188

Loveless turns to Grant, his face beaten and bruised.

LOVELESS

Mr. President, I'll ask you once again. Sign the surrender or I decimate this town!

PRESIDENT GRANT

You've had my answer.

Loveless's face darkens as Amazonia hands him a tray of cotton balls.

LOVELESS

(as he puts in earplugs)
I find the sound of people screaming while they get blown to smithereens, ruins the ear for music. Don't you?

He offers them to the President. Grant swats them away.

LOVELESS

Commence firing!

And with that the Tarantula OPENS FIRE on the town. There's a lot of stomping and smashing, too.

189 EXT. SKY - DESERT WASP (IN FLIGHT) - DUSK

189

high above the Tarantula. Gordon, lost in the joy of flight, turns to West who is more of a white-knuckler.

GORDON

I think I'll call it...

WEST

Lemme guess... an Elevation Enhancer?

GORDON

(why would you call it that?)
No, Air... Gordon.

Now West points to the Tarantula and chaos below.

WEST

Go down, down there!

(CONTINUED)

189 CONTINUED:

189

GORDON

(as if to a child)

You can't just 'go down there.'
Flight depends on lift, which must
be calibrated to the angle of
descent...

WEST

Shut up and go down there, will
ya?

West reaches up, shoves the make-shift joystick forward.
As the wasp plummets toward the bridge of the Tarantula
and Gordon strains to keep control...

190 EXT. TARANTULA - BRIDGE - DUSK

190

Loveless and Grant are oblivious to our heroes above. He
unlocks one of Grant's handcuffs, presents him with a
pen.

LOVELESS

Well, Mr. President. Have you had
enough yet? Would you like to
sign the surrender or shall we set
a course for Denver? Wichita?
Washington, perhaps?

Suddenly there's a LOUD WHOOSH and...

191 EXT. SKY - DESERT WASP (IN FLIGHT) - ABOVE SILVERADO -
DUSK

191

West and Gordon swooping down low. West unfastens
BOMBS from his vest, waits for the right moment. As
they swing past the Tarantula cannon, he drops them.
BOOM! BOOM! The big gun falls limp.

192 EXT. TARANTULA - BRIDGE - DUSK

192

The dumbfounded Tarantula crew, which has been whittled
down to Miss Lippenreider, Amazonia and Munitia. They
never counted on having to shoot something in the air,
and can't raise their weapons any higher than 90 degrees.

193 EXT. SKY - DESERT WASP (IN FLIGHT) - ABOVE SILVERADO -
DUSK

193

West and Gordon banking around for another sortie.

194 EXT. TARANTULA - BRIDGE - DUSK 194

Loveless wheels his chair amid the smoke and chaos, shocked. WARNING HORNS are GOING OFF.

PRESIDENT GRANT
Well, I'll be damned... it's West
and Gordon... flying!

Grant chuckles at the dauntless pair's pluck.

PRESIDENT GRANT
Keep that surrender handy. I
think you're going to need it!

LOVELESS
Don't be too sure...

Loveless thinks for a moment, pushes Grant out of the way, and rolls over to the controls. He pushes a lever and the Tarantula bends down on its knees. He barks to Munitia.

LOVELESS
I'm through with diplomacy... Take
him away and kill him!

195 EXT. DESERT - TARANTULA - DUSK 195

On its front knees...

196 EXT. TARANTULA - BRIDGE - DUSK 196

Now its rear end is tilted up in the air giving Amazonia at the Gatling gun a shot at...

197 EXT. SKY - DESERT WASP (IN FLIGHT) - ABOVE SILVERADO - 197
DUSK

The BULLETS PERFORATE the Desert's Wasp's wings and BLAST through its STRUTS. They're going down!

WEST
What does your boy da Vinci say
about puttin' this bird down?

GORDON
I don't think he thought it would
ever work, so he didn't get that
far. I'm open to suggestions.

(CONTINUED)

197 CONTINUED:

197

WEST

Take out as many bad guys out as
you can.

Gordon aims wasp at the Tarantula kamikaze-like just
as...

198 EXT. TARANTULA - LOWER DECK - MUNITIA - DUSK

198

Munitia cocks back the hammer of her pistol and aims
it at the President... The WASP CRASHES into her.
The SHOT GOES OFF wildly and Munitia falls off the
deck, to her death.

As Grant and the wasp hang over the edge...

199 EXT. TARANTULA - BRIDGE - DUSK

199

Loveless at the controls.

LOVELESS

Munitia! Munitia!!!

200 EXT. TARANTULA - LOWER DECK - DUSK

200

West and Gordon, bruised but alive, climb off the wasp
and onto the lower deck. They pick up the President
and dust him off.

GORDON

Sorry about that, sir. Nose up,
flaps down. Have to remember that
next time.

PRESIDENT GRANT

Son, never apologize for saving a
President's life.

As Gordon realizes that he's finally made amends for that
night long ago in Ford's Theater...

AMAZONIA (O.S.)

Soon you all can fly again. This
time with little angel wings.

West, Gordon and Grant turn to see Amazonia and
Lippenreider with the drop on them.

201 EXT. TARANTULA - BRIDGE - DUSK

201

West, Gordon, and Grant are now under Loveless's control.

LOVELESS

Gentlemen, I am truly impressed by your effort and ingenuity. Why not swear an oath of loyalty to me... and forego your executions.

WEST

Why not? Well, I guess maybe I'd rather see what happens when I stuff your ass into that cannon up there and fertilize the landscape.

GORDON

Uh, Jim, I think a polite 'no' would suffice...

Loveless taps a button on his chair and the floor opens up beneath West. He goes crashing down a story.

Loveless sics Amazonia on Gordon and Grant and proceeds down the ramp to the level below.

LOVELESS

Lippenreider, take over the controls.

(looks down at West)

We may not have a woodshed on board, but that boy is gonna get a whoopin' anyway!

202 INT. BELLY OF THE BEAST - DAY

202

West plunges down into the metal chamber. Oiled pistons, thrusting. Steam, billowing. Struggles to his feet.

There, out of the shadows, steps...

KNIFE GUY

He's a mess... no hands, just brass collars where they used to be. They lock eyes.

WEST

So, I guess you're the one who's gonna give me my whoopin'.

They square off. A beat. Then, a long steely blade shoots out from where his left hand used to be.

(CONTINUED)

202

CONTINUED:

202

WEST

Pfft. I got one a' those.

West reveals the less impressive four inch stiletto in his boot. Knife Guy responds by producing another blade from his other cuff.

WEST

But you've got two of those.

(beat)

Okay, lemme talk to Gordon, I'll see if he can...

No time for talk. Knife Guy does a bad-ass series of moves. The blades criss-crossing one another at blinding speed. West, unimpressed, retorts with a lame shake of his stiletto and boot.

And the fight begins...

Knife Guy attacks! West narrowly escapes each thrust of the knife, and attempts a kick to the groin... but comes up short -- The stiletto collides with one of the blades and snaps like a carrot. His only weapon... gone.

WEST

Damn.

West rolls onto the railing to avoid the attack. Sparks fly as the Knife Guy tries to slice and dice West but misses each time, hitting the metal railing instead.

West rolls to the floor, sucking air. Knife Guy lands a kick to West's ribs. And to make matters worse...

WRENCH GUY

just showed up. He swings his wrench at West's head. West ducks but gets kicked in the back. He sails across the room, lands flat on his back. Now...

SHOVEL GUY

makes an appearance. He hammers his shovel at West's groin, over and over. (West is in a crab position and backs up to avoid this.) West finally gets a kick in -- it does a moderate amount of damage.

Wrench Guy appears and swings his huge wrench at West's head. West escapes it, barely...

Knife Guy thrusts a side-kick at West's chest, but West catches his foot, holds on for dear life.

(CONTINUED)

202 CONTINUED: (2)

202

Wrench Guy is inbound, with wrench in hand. He swings on West, but West blocks it with Knife Guy's leg... OUCH! West punches both of them. Wrench Guy tumbles OUT OF FRAME.

West stands. Looking for a way out, but... no luck... Shovel Guy attacks. West ducks and the shovel connects squarely with Knife Guy's blades. West crouches and throws two simultaneous punches, each connecting with a set of jewels.

West stands, follows it up with a right cross and left hook and these two jokers wind up OUT OF FRAME.

Now... the Wrench Guy is on his feet and he's pissed! He attacks West, lands a solid kick to the chest and West flies backward toward a...

HANGING CHAIN

which he grabs. He scales the gears, gets a solid grip, then swings, a huge arc across the room, gaining momentum, and kicks Shovel Guy and Wrench Guy at the same time! Off their feet they go, slamming onto the metal floor.

West lands. Knife Guy attacks. West uses the chain to block the blades which are flying at him, left and right. Sparks fly. West manages to wrap the chain around one of the knives, locks it down, and heaves it into the gears... the blade snaps.

WEST

No more Mister Knife guy!

West drops a stiff right-cross on the chin of the Knife Guy... wobbles his legs a bit. But before West can follow up...

ANOTHER BLADE SHOOTS OUT

to replace the broken one. It stops about a half-an-inch from West's nose.

A struggle ensues, but West manages to wrap the chain around Knife Guy's neck and string him up.

West throws a kick to his back... Knife Guy, hanging by his neck, flies through the belly... (the chain is on a track)... and out of the mouth of the beast, down into the abyss, chain and all.

Shovel Guy springs to his feet and swings on West. West grabs the shovel and they struggle for possession...

(CONTINUED)

202 CONTINUED: (3)

202

Wrench Guy comes out of nowhere and wants a piece of the action. But West uses the shovel to deflect the swinging wrench... sparks fly.

West gains sole possession of the shovel and mule-kicks Shovel Guy OUT OF FRAME. West spins just in time to land a crippling blow to Wrench Guy's back.

Shovel Guy grabs the shovel. He and West tug-o'-war again. West ducks under the shovel and moves back-to-front with him. West elbows him in the ribs. He responds by putting West in a choke hold. West swings the shovel wildly but hits his target -- shovel Guy's head!

West steps back, gets his footing and, for good measure, whacks him in the back.

Wrench Guy attacks. West defends himself with the shovel and lands a stiff kick to his stomach. Wrench Guy goes down...

West turns, hits Shovel Guy in the chest with the shovel and he goes down...

Wrench Guy sneaks up on West from behind and swings at his head. West, on instinct, lifts the shovel and blocks the deadly blow at the last second.

West has now found his rhythm...

He swings and shovel and connects with... first, the foot, then the chin, and last but not least, the head -- BOINK! West drops the shovel and, World Wrestling Federation style, picks him up and hurls him into the space between the gears. We won't see him anymore!

West pivots and WHACK!... Shovel Guy plants a neat little roundhouse kick squarely on West's jaw. West backs up and catches another in the stomach. Then...

Shovel Guy really shows what he's made of...

He does a series of jump-kicks, round-houses and fan-kicks into the air. All perfectly timed, all deadly.

SHOVEL GUY

I learned that from a Chinaman.

West, without missing a beat, steps on the shovel, which flips into his hand and -- WHACK! -- lands a clean one right on the top of Shovel Guy's melon.

WEST

I just made that up.

(CONTINUED)

202 CONTINUED: (4)

202

Shovel Guy reels back and tumbles over the railing, through the hole and he's gone...

WEST

Don't forget your shovel!

West casts the shovel out into the abyss.

WEST

(upward)

Is that all you got for me,
Loveless?!

West, exhausted, turns and sees...

METAL HEAD

all seven feet of him. The top of his head is a metal plate. Extending downward, encircling his eyes. West soaks him in, sighs.

WEST

Uh, I just threw my shovel out.
So this really isn't fair. If
you don't mind, I'd like to...

West, at lightning speed, throws a sucker-punch/spinning back-fist to Metal Head's jaw... PING! That one really hurt... West's hand, that is. Metal Head isn't fazed a bit. West throws another shot, this time to the gut... PING! Then a kick to the groin... PING!!!

WEST

(incredulous)

Noooo.

Metal Head has had enough. He effortlessly picks West up by his lapels and flings him across the room. West tumbles, and lands right next to...

WRENCH

He picks it up and starts swinging! A shot to the body ... PING! Then another... PING! Then another... PINGGGG! Metal Head lurches forward, absorbing each blow with not so much as a twitch of the eye. West furries... PING! PING! PING!... nothing! He goes for the head... PINNNNNNGGGG!... nothing! West is out of time. He's been backed up as far as he can go. His heels are dangling over the mouth of the beast, a thousand feet above the rocky cliff.

WEST

Sorry.

(CONTINUED)

202 CONTINUED: (5)

202

Metal head grunts, grimaces and pitches forward, toward West, slowly but menacingly... West braces himself.

METAL HEAD

Urrrrrrrrrrrgggggghhh!!!

West side-steps and Metal Head falls face first into the open air.

WEST

(downward)

You guys just don't get out enough.

CUT TO:

202A INT. TARANTULA - BELOW DECK - DUSK

202A

West slowly gets up. Loveless is about to roll over him. He jumps up in the air, grabs onto an overhead strut, reverses and shoves the wheelchair off the ramp jamming the wheels.

A smile comes to West's face as he watches Loveless's frustrated attempts at going forward and backward.

WEST

When you get right down to it, Loveless, you just can't beat a good pair of legs.

LOVELESS

(thin smile)

You're obviously not a poker player, Mr. West...

Loveless presses a button, the sound of MECHANICAL GEARS ENGAGING. Suddenly four metal legs appear from underneath the wheelchair, raising his body to a height of six foot ten.

LOVELESS

Two pair always beats a pair.

West stares up at him slack-jawed. Loveless rolls up his sleeves, steps away from the wheelchair ready to fight.

LOVELESS

Now... Was it someone particularly close to you who perished in that military action?

West responds with a roundhouse kick to the chin that makes Loveless spin around on the platform of his chair.

(CONTINUED)

202A CONTINUED:

202A

LOVELESS

(stunned)

Hmmm. Well, that hit a nerve.

Loveless imitates West by kicking with a lightning flash of an alloy leg. It's a rib cracker that sends West sprawling.

LOVELESS

A mother, perhaps? A father?

CLOSE - WEST'S HAND

He's just trying to get up when a cleated metal foot stomps down with hundreds of foot pounds per square inch. As West screams in pain...

203 EXT. TARANTULA - BRIDGE - DUSK

203

Gordon tries to come to West's aid, but Amazonia points a gun barrel at his temple. Gordon can only watch helplessly as...

204 INT. TARANTULA - BELOW DECK - DUSK

204

Loveless begins a metallic-flamenco, hands on his hips, his piston-like legs kicking West's body and head.

LOVELESS

It feels so good to stretch my legs.

(CONTINUED)

204 CONTINUED:

204

West can't take much more of this, he's about to pass out. Loveless lowers his alloy foot over West's head and begins to crush it like a grape.

LOVELESS

I likes to beat my feet on the Mississippi mud!

205 EXT. TARANTULA - BRIDGE - DUSK

205

Gordon watches in a tortured sweat as his partner tries to hold off the metal foot. But he's slowly losing. Gordon turns to his female captors, throws his arms out beseechingly. When he does, the derringer comes snapping out of his sleeve in the device which normally holds his pen.

GORDON

Stop this violence!

Gordon blinks at the gun. So do Lippenreider and Amazonia. Grant knows what to say, if Gordon doesn't.

PRESIDENT GRANT

Drop 'em.

They obey, chucking their guns overboard.

206 INT. TARANTULA - BELOW DECK - DUSK

206

West's eyes are popping out of his head, the mechanical pressure of Loveless's leg.

GORDON (O.S.)

Stop or I'll shoot!

If possible, West's eyes pop even further. Gordon shoot?

NEW ANGLE - LOVELESS

looks up to see Gordon holding the derringer on him from up above.

LOVELESS

You expect to kill me with that little pea shooter?

GORDON

If I have to. Yes.

(CONTINUED)

206

CONTINUED:

206

LOVELESS

Why is it, that I'm unafraid?
(chuckles)

I believe you gentlemen are the polar opposites of a moral dilemma and I'm stuck in the middle. On one end, we have Mr. West, a man of primitive vigours uncomplicated by intellect. And on the other, there's Mr. Gordon. A man of ideas, but unlike myself, lacks the passion to kill for them. He'd like to be able to act his way out of it. And for some reason when he's actin', someone always seems to get killed.

Loveless puts more pressure on West's head, he groans. Gordon aims.

WEST

(gasps)
Shoot him, Gordon...!

LOVELESS

I'm right about you, aren't I, Gordon? And that's why I'm gonna kill your friend here. Then I'm going to kill you.

POP! The SHOT startles Loveless, West and even Gordon. But when Loveless realizes that he's not hit, he laughs.

LOVELESS

After all that, you missed.

GORDON

Not exactly.

He gestures down Loveless's legs to a punctured metal tube that's spraying a stream of hydraulic fluid all over the deck -- rendering the foot on West's head, powerless. West gets out from under, rubs his neck to regain circulation.

WEST

Better than a fountain pen, don't you think.
(nods behind Gordon)
By the way, your chivalry's about to be tested.

Gordon turns to see...

(CONTINUED)

206 CONTINUED: (2)

206

ANGLE - AMAZONIA AND LIPPENREIDER

Charging him. They smash into him, driving him to the rail. As they pummel him, trying to throw him over, Gordon realizes this is no time for passivity. He retaliates with a series of chops and kicks that would make West proud. Over the rail, goes Lippenreider. In that split-second before she drops, Gordon mouths "bye-bye."

Before he can savor the moment further, Amazonia clubs him from behind. Gordon whirls and hits her so hard it surprises them both. Over the railing she goes! As Amazonia hovers there, President Grant gives her the kick in the pants she needs to go sailing.

PRESIDENT GRANT
(to Gordon, impressed)
We'll be joining them in a moment
if you can't stop that thing!

207 EXT. TARANTULA - BRIDGE - DUSK

207

Gordon turns to see Grant gesturing at the horizon. His eyes widen when he sees the flat mesa they are travelling comes to a sudden halt at a 1000 foot cliff.

PRESIDENT GRANT
Let's see how clever you really
are...

Gordon frantically starts pulling this lever and that. Meanwhile...

208 OMITTED

208

209 INT. TARANTULA - BELOW DECK - DUSK

209

West approaches Loveless. There's going to be some payback.

WEST
For almost four long years I've
been trackin' the animal
responsible for the Massacre at
New Liberty. And I hear that's you...

But with the hydraulic fluid, the fight has gone out of Loveless. His mechanical legs shrivel before our eyes, and Loveless sinks helplessly to the deck like the Wicked Witch.

(CONTINUED)

209 CONTINUED:

209

Whimpering pathetically, he uncouples his body from the useless contraption and slowly backs up to his wheelchair that's stuck against the railing.

LOVELESS

Please, West... show a little mercy to a poor defenseless cripple...

WEST

(imitating his accent)

Now, now, Doctor... let's not cloud this otherwise sunny day with that poor-ol'-me-cripple-talk. Just buck up and say to yourself, 'I am indefatigably hard-pumpin' and steely!'

Loveless gets to his wheelchair and collapses in it.

LOVELESS

After I kill ya, I swear I'm gonna boil you down to axle grease!

WEST

Now that's the ol' doctor I know!

But the smile fades from West's face when he sees Loveless's shotgun armrests pop out leveled at his waist.

West has nowhere to go but up as he leaps to grab the I-beam over his head just as Loveless pulls the triggers on both BARRELS... BOOM! BOOM!

The SHOTS almost blow the heels off West's boots. They PUNCTURE a PIPE behind him. Steam spews out. This is going to have an effect on something.

210 EXT. TARANTULA BRIDGE - DUSK

210

Gordon and Grant are trying different combinations to stop the thing. Finally, Gordon throws up his hands. He doesn't know what else to try when suddenly the Tarantula seizes up as if it just had a heart attack and tilts forward.

211 EXT. CLIFF - EDGE - DUSK

211

The Tarantula lurches forward drastically and teeter-totters on the brink.

212 INT. TARANTULA - BELOW DECK - DUSK 212

The sudden stopping jerks Loveless' wheelchair free. Despite his frantic efforts, he's rolling toward the opposite railing. When the wheelchair hits a pool of hydraulic fluid on the deck, it spins him around 180 degrees.

West jumps up, grabs a girder. The wheelchair spins under West's legs and then -- CLANK -- it slams into the railing and wedges there.

213 EXT. CLIFF EDGE - DUSK 213

The impact makes the mighty beast jerk forward, inches away from toppling over.

214 INT. TARANTULA - BELOW DECK - DUSK 214

The jolt shoots West off the girder. He free-falls through the belly and out into the open air. Thinking quickly, he grabs onto the back of Loveless' wheelchair. His arms nearly torn from their sockets. His weight causes the wheelchair to shift, now leaving it hanging on by a thread. West reaches out, grabs the wheel of the chair and hangs there.

LOVELESS

Well, I'll be a monkey's uncle.
How did we arrive in this dark
situation?

WEST

I don't know. Guess I'm stumped!

LOVELESS

And I'm so cotton-pickin' afraid
of heights. They just give me the
spooks!

WEST

Ah, don't be afraid, Loveless.
With this being the last leg of
our journey and all, you should
soak in the view, you're really
missing something.

LOVELESS

Mister West, I'm gonna cut this
conversation short...

WEST

Good one, Loveless. I didn't think
of that one.

(CONTINUED)

214 CONTINUED:

214

LOVELESS

(furious)

Mister West!!! I am faced with a difficult decision here. On one hand, there is the overwhelming love that I have for myself, and on the other, the raw, seething hatred I have for you! Now, I could kill you very easily, just by pulling this lever...

He moves the joystick. The chair jerks back.

LOVELESS

But, of course, I would die along with you. I guess the only thing that I can take comfort in is the hope that you would hit those rocks a second before me and I could enjoy immeasurable bliss before I vanish.

(moving joystick
back and forth)

What to do, what to do...

West grabs the joystick.

WEST

Allow me to make that decision easy on you, Loveless. Because I want to see you dead a hell of a lot more than I want to live.

LOVELESS

Why is it that I have a sneaking suspicion, that although you are as black as the night on the outside... inside, you are yellow?!

They lock eyes. A beat.

LOVELESS

You don't have it in you, do you... boy?!

WEST

You were right. Let's cut this conversation short!

West yanks the joystick back.

(CONTINUED)

214 CONTINUED:

214

ANGLE - LOVELESS

his eyes widen. The wheels spin for a second, finally catch, and in a flash, Loveless and West free-fall into space.

LOVELESS

Weeeeeeeeeest!!!!

A beat, then...

ANGLE - CHAIN

which is dangling from the belly of the beast. At the bottom of the chain is the Knife Guy from the fight scene. West is hanging on to his ankles, enjoying a vindictive, belly laugh.

WEST

(downward)

Now that looked like it hurt.

CUT TO:

215 OMITTED

215

216 EXT. PROMONTORY POINT - CLOSE ON GOLDEN SPIKE - DAY

216

It's driven finally into place to a rousing cheer. PULL BACK to reveal that President Grant, his sleeves rolled up, has delivered the blow.

Hats in the air, handshakes, pictures. The specter of Loveless and his evil plot a fading memory.

Grant turns to West and Gordon.

PRESIDENT GRANT

Gentlemen, I now strongly believe the United States is going to be truly united. Not because of this railroad... but because of you.

(CONTINUED)

216 CONTINUED:

216

Grant scans the crowd, every race seems present at this momentous event. He reaches into his pocket, takes out two silver shields.

PRESIDENT GRANT

I've signed into law the creation
of an agency whose sole duty is to
protect the President and the
country from lunatics like
Loveless.

(pins badges on
their vests)

Welcome to the Secret Service,
Agents No. 1 and No. 2.

(CONTINUED)

The President shakes both their hands. Gordon resists looking down.

GORDON

Uh, just out of curiosity, sir...
who's Agent No. 1?

Grant just shakes his head, some things never change.

PRESIDENT GRANT

I don't think that matters very
much, do you? Gordon? Besides,
you'll have plenty of time to
discuss it on your new assignment.
(hands them piece
of paper)
See you back in Washington.

He snaps off a salute, starts to go as they read it.
Gordon looks up, very troubled.

GORDON

But, sir... what about our train?

PRESIDENT GRANT

(over shoulder)
Well, I'm taking it of course.
Hell, you let Loveless blow up
mine.

As they look at one another in dismay...

RITA (O.S.)

Jim... Arte...?

They turn to see Rita approaching them from a crowd of
scientists. She's looking extraordinarily fetching
in a print dress and parasol.

West and Gordon sit up like dogs.

WEST

Rita! You look great.

GORDON

Ravishing, a vision.

She hugs West, she hugs Gordon. Who's it gonna be?

RITA

I just wanted to thank you for
everything you've done for me...
before I went back home to Texas.

(CONTINUED)

WEST

Texas? Why're you going back there? Why don't you come with me back to Washington?

GORDON

Or better still, come with me to Washington. I could introduce you to people I still know in the theater...

WEST

She's not really an entertainer, remember?

RITA

(intercedes)

I can't go with either of you.

She looks from one crestfallen suitor to the other.

RITA

It's not that you both don't have your attributes.

(to Gordon)

You're so sophisticated and such a wonderful cook.

(to West)

Jim, you're good with a gun... and have great legs.

(to both)

And you're both so brave. But... I'm afraid I haven't been completely honest with you.

WEST AND GORDON

Uh-oh...

RITA

Professor Escobar's not my father. He's my husband.

She gestures to a handsome goateed Latino waiting for her. Shaved and cleaned up, he's not the old man we thought.

WEST

Rita... why didn't you just tell us that in the first place?

(CONTINUED)

216 CONTINUED: (3)

216

RITA

Well, I was going to... but would you have really brought me along if I said I was married? Honestly.

Neither West nor Gordon knows what to say.

RITA

I didn't think so.

She turns and starts to walk away. Stops and smiles.

RITA

At least you still have each other.

As West and Gordon look at one another...

217 EXT. MONUMENT VALLEY - SUNSET

217

We gaze out over one of those achingly beautiful John Ford vistas as we hear our heroes voices.

WEST (O.S.)

You know, Arte...

GORDON (O.S.)

What's that, Jim?

WEST (O.S.)

Maybe Rita's right...

Suddenly intruding into the f.g. is a huge metal leg. Then another LEG CLOMPS down... and the Tarantula comes INTO FULL VIEW. As our heroes ride slowly into the sunset.

WEST

Besides... there's a lot of other women in the world.

GORDON

That's easy for you to say. She didn't walk off with your best dress.

FADE OUT.

THE END