

HANNIBAL BARCA

Written by

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SUPER READS: 254 B.C.

EXT. MEDITERRANEAN SEA - EVENING

We FADE IN on a naval war between the ROMANS and CARTHAGINIANS. Many ships are sinking as each army boards others killing each other in massive sword battles.

HANNIBAL BARCA V.O.

For 23 years Carthage would battle with Rome for supremacy in the western Mediterranean Sea. With Rome gaining power, our centuries of merchant trade were in danger, and we were not going to give up ground that easily.

We see ROMANS and CARTHAGINIANS die in battle. As more board the other's ships for battle.

HANNIBAL BARCA V.O. (CONT'D)

I am the son of Hamilcar Barca. My father hated Rome. And made it his life's mission to destroy their rapid growing dynasty. Over 400 thousand men would meet their deaths in this war.

Bodies and broken ship parts float in the water.

EXT. GAUL - DAY

HANNIBAL, 9 fights side-by-side with his father HAMILCAR who is ruthless on the battlefield.

Even a young HANNIBAL is quite the killer.

HANNIBAL BARCA V.O.

The First Punic War would end in a draw, but the peace treaty would be costly for Carthage.

CREDITS

EXT. CARTHAGE - DAY

Various MERCENARIES train with HANNIBAL'S father HAMILCAR BARCA. He is a fierce warrior. His son, HANNIBAL watches and follows the movements with his own sword.

HAMILCAR BARCA

Again!

The men follow the movement.

HAMILCAR BARCA (CONT'D)

Very good, Hannibal. Very good.

HAMILCAR has three sons. HANNIBAL, MAGO and HASDRUBAL. They are all young, and training. HAMILCAR'S brother, HASDRUBAL THE FAIR approaches with a scroll in hand.

HASDRUBAL THE FAIR

Hamilcar, the Romans sent the treaty.

HAMILCAR stops what he is doing. The brothers make eye contact. HAMILCAR knows it's not a good deal.

After a few steps, HAMILCAR turns to the training men.

HAMILCAR BARCA

Hannibal! Come!

A young HANNIBAL trots to catch up with his father. His younger brothers continue to train.

INT. COUNCIL CHAMBERS - DAY

HAMILCAR, HASDRUBAL THE FAIR and other LEADERS meet about the treaty. They are not pleased.

HANNIBAL BARCA V.O.

The treaty limited Carthage to 100 ships. This would be devastating to an empire that was once a massive commercial and trading power.

EXT. CARTHAGE - DAY

More training. The MERCENARIES have tripled. The men are distinctive in appearance, armor and weaponry.

LYBIAN light infantry with small round shields and short swords. The heavy infantry from GAUL who wear only loin cloths and swing massive two-handed broad swords. Heavy Calvary from Carthage and SPAIN wielding Falcata and long swords.

They are trained by HAMILCAR and HASDRUBAL THE FAIR who leads the CALVARY.

HANNIBAL BARCA V.O.
With our trade and commerce nearly
depleted, my father chose to march
on Spain to seize control of the
silver mines.

EXT. SPAIN - DAY

HAMILCAR BARCA leads his massive army to Spain. They are
ruthless on the Spaniards. A young HANNIBAL, now 12, is by
his side in battle.

EXT. SILVER MINES - EVENING

Thousands of CARTHAGINIAN soldiers cart SILVER on horses and
elephants.

HANNIBAL BARCA V.O.
We would use our new wealth to
build a massive army on land.

EXT. CARTHAGE - DAY

The city is growing. The wealth is apparent as CARTHAGE
grows.

The training army is growing. Thousands of men are in
training from many cities that border Carthage. HANNIBAL is
now 14. The army is massive and fearless.

INT. ALTAR OF BA'AL - EVENING

HAMILCAR and a 12-year-old HANNIBAL are at the ALTAR OF
BA'AL. HAMILCAR grabs his son by both shoulders, holds him
over the flame, and stares in his eyes.

HAMILCAR BARCA
Hannibal. My son. Swear to me you
will never be a friend to Rome!

HANNIBAL BARCA
On this I swear, father. As soon as
age permits, I will use fire and
steel to arrest the destiny of
Rome.

HAMILCAR embraces his son. We see the fiery hatred for Rome
in HANNIBAL's young eyes.

EXT. FUNERAL - DAY

The city is out in masse as HAMILCAR is laid to rest. Hannibal stands over his father who is on a bed adorned with silver.

HANNIBAL BARCA V.O.
My father would never live to see
Rome fall. On his conquest of
Hispania, he was killed in battle.
My brother-in-law Hasdrubal the
Fair would lead our army for the
next 6 years.

EXT. CARTHAGINIAN GOVERNMENT - DAY

HASDRUBAL THE FAIR is appointed leader as Hannibal watches.

INT. CARTHAGINIAN GOVERNMENT - DAY

HASDRUBAL The FAIR signs a treaty. ROMAN MESSENGERS wait for him to seal it with his crest.

HANNIBAL BARCA V.O.
Hasdrubal the Fair would sign a
treaty with Rome, whereby Carthage
would not expand past the Erbo
river, as long as Rome didn't
expand south of it..

EXT. MAP OF AREA - DAY

A map of the territory is shown with each countries boarders near the Erbo River.

HANNIBAL BARCA V.O.
This treaty would only last so
long. My brother-in-law lead
Carthage for the next 6 years, as I
grew as a captain under him.

EXT. CARTHAGE TRAINING AREA - DAY

Hannibal, now 21, is leading the training. He works with the elephant trainers as well.

INT. CARTHAGE COURT - DAY

Hannibal is dressed in regal Carthaginian garb. The soldiers are all dressed in their best uniforms, with the CARTHAGE CIVIC COUNCIL all dressed in theirs ceremonial robes. It is Hannibal's wedding day. His bride is the princess of Spain, IMILCE, a beautiful young woman wearing the most stunning dress of the times.

HANNIBAL BARCA V.O.

To strengthen our relationship with Spain, my uncle arranged a marriage between me and the princess of Spain, the very beautiful and fearless Imilce.

SPANISH AMBASSADORS are also present, as well as several commanders from the SPANISH GUARD.

HANNIBAL stares in the eyes of his wife-to-be as if no one else is in the massive room.

He is wed. He kisses his bride as all cheer and rejoice.

INT. WEDDING RECEPTION - DAY

Hannibal and his bride sit in majestic thrones as DANCERS and musicians entertain them. Everyone is happy.

HAMILCAR, Hannibal's father is present. He shakes hands with the leader of the SPANISH COUNCIL.

INT. WEDDING RECEPTION - DAY

Hannibal and his wife are presented with lavish gifts. Military leaders, SPANISH COUNCIL and GUARD, MAGO, his brother-on-law HASDRUBAL THE FAIR as well as a younger HASDRUBAL (brother). They bring silver and gold and other worldly trinkets. His uncle brings him and his wife crowns adorned with diamonds on a purple felt pillow. He bows to his nephew.

HASDRUBAL THE FAIR

For my nephew and his beautiful wife. The prince of Carthage and the princess of Spain!

HANNIBAL BARCA

Thank you uncle.

HASDRUBAL THE FAIR

I only wish your father was here to
see how fine a man you have become!
He would be proud.

HANNIBAL BARCA

(Raising goblet)
To Hamilcar Barca!

ALL

To Hamilcar Barca!

They all drink up.

HASDRUBAL THE FAIR

Behold! We are looking at the
future general of the armies of
Carthage! The bond between Spain
and Carthage has just grown
stronger!

All cheer. Hannibal is in awe of the massive outpouring of
love and gifts. Soldiers, dignitaries, and leaders from Spain
and Carthage line up with expensive gifts. The couple appears
happy.

The cheering gets louder and louder.

HANNIBAL BARCA V.O.

But all good things come to an end.
A year later, my uncle Hasdrubal
The Fair was murdered in the very
city he helped to build, New
Carthage.

EXT. BATTLEFIELD - EVENING

HASDRUBAL THE FAIR walking in the courtyard. He is struck by
a poisoned dart shot from a CELTIC ASSASSIN. The CELTIC
ASSASSIN tries to escape as HASDRUBAL the FAIR drops holding
his neck. CARTHAGINIAN SOLDIERS rush to him, looking up to
see the CELTIC ASSASSIN making a run for it. He is chased
down and slaughtered.

Soldiers try to revive HASDRUBAL the FAIR. It is too late.

EXT. HASDRUBAL THE FAIR FUNERAL - DAY

The massive army carries HASDRUBAL THE FAIR to his burial
ground in a silver and gold carriage carried by 12
CARTHAGINIAN SOLDIERS. Hannibal, MAGO and his brother
HASDRUBAL are three of the pall bearers.

HANNIBAL BARCA V.O.

After 6 years of progressive politics, working within our treaty set with Rome, we had lost another great leader. I had now lost both my father and my uncle.

EXT. CARTHAGE - DAY

SUPER READS: 221 BC

The army of 50 thousand stand awaiting their leader. HANNIBAL BARCA emerges from the meeting hall. He raises his hand and his men respond with rebel, war-like screams. HANNIBAL is now 26 years old. His body is well defined and muscular. His presence is intimidating. The men see him as the second coming of his father, HAMILCAR BARCA. HANNIBAL overlooks his massive army.

EXT. SAGUNTUM - DAY

The ROMAN army is present in the city. They form an alliance with the city of SAGUNTUM.

HANNIBAL BARCA V.O.

The arrogance of Rome. Seeing our territory expand, they broke the treaty made by Hasdrubal the Fair, forming an alliance with Saguntum, a city quite far south of the Ebro River.

EXT. SAGUNTUM - NIGHT

Hannibal and his massive army lay siege on SAGUNTUM. Flaming arrows light up the sky. They burn the walls and breach the city. Hannibal and his men butcher the army of Saguntum. Fear reads on the SAGUNTUM soldiers' faces.

INT. SAGUNTUM - NIGHT

With the city burning, HANNIBAL and his men destroy everything. They intimidate the citizens while finishing off the army. His army kills cattle and burn down trees and shrubbery. They gather all the women and children as they burn down their houses and belongings.

EXT. SAGUNTUM - DAY

Women and children are sold into slavery.

INT. REPUBLIC OF ROME - DAY

The ROMAN leaders meet to discuss the burning of the allied state of SAGUNTUM. The army leader, PUBLIUS CORNELIUS SCIPIO stands.

GENERAL SCIPIO

The Carthaginians are proposing war. I move that we honor them with it.

ROMAN AMBASSATOR

Carthage has violated our treaty with their siege on our allies in the city of Saguntum.

ROMAN PRAETOR

Hannibal should be captured and crucified. But we should not move in haste. We need to study our enemy.

GENERAL SCIPIO

We are Rome. Our bordering allies will see this as a sign of weakness. Why would they align with Rome if we will not support and defend them against a common enemy?

OFFICERS chatter.

ROMAN AMBASSATOR

Silence! We have dispatched messengers to Saguntum. Hannibal and Carthage have been told to cease their breach of our treaty.

GENERAL SCIPIO

Hence he should be captured, beaten and crucified!

ROMAN AMBASSATOR

To all that oppose Rome. You can have peace, or you can have war. It matters not to Rome.

GENERAL SCIPIO

When the time comes, I will be prepared to lead us into victory.

GENERAL SCIPIO exits with his GUARD following. Other leaders watch as he leaves.

EXT. SAGUNTUM - DAY

With an army of 50 thousand men, HANNIBAL speaks.

HANNIBAL BARCA

It has begun. Saguntum has seen our
might and force. Rome has expanded
past our borders! They have
violated the treaty signed by
Hasdrubal the Fair! For this, they
shall perish! Now I see clearer why
my father never trusted Rome!

His ARMY wails and cheers, waving their weapons and shields
in the air.

HANNIBAL BARCA (CONT'D)

Today, drink and eat well. Sleep
your best sleep, for tomorrow we
march on Rome!

The ARMY yells louder. The hatred for Rome is seen in
everyone's eyes. HANNIBAL surveys his massive army.

EXT. MAP OF AREA - DAY

The path HANNIBAL takes on the Mediterranean Sea is shown on
a map.

EXT. MEDITERRANEAN COAST - DAY

HANNIBAL and his forces march along the coast. His 50
thousand troops, 10 thousand cavalry and 37 Elephants stretch
out for almost 8 miles.

HANNIBAL BARCA V.O.

We marched for two and a half
months to reach the Rhone river.
Most of our delays were due to
small battles with the Gauls, who's
land we would travel on our
journey. The Gauls were a fickle
race. Sometimes they would side
with you and others they would
attack you. Having a few hundred
Gauls in our army worked in some
areas and didn't in others.

(MORE)

HANNIBAL BARCA V.O. (CONT'D)
My men were tired, and battle
weary, but their hearts determined.
The Rhone river would provide our
first surprise.

INT. MACILIA - DAY

MACILIA is a Roman allied city. A ROMAN army of 10 thousand
are led by CONSUL PUBLIS SCIPIO are lodged there. The leaders
discuss strategy.

CONSUL SCIPIO
Deploy a small calvary to scout the
river. He should be near the city
by now.

ROMAN CAPTAIN
Yes, my lord.

He exits. CONSUL SCIPIO sits in his lavish chair as he is fed
grapes by a SERVANT GIRL.

EXT. RHONE RIVER - EVENING

Hannibal and his troops cross the RHONE RIVER. The weary men
march on.

EXT. RHONE RIVER - MORNING

300 ROMAN CALVARY search the river line for signs of
Hannibal. One of them spots tracks in the dirt. Thousands.

ROMAN LEADER
Look, there!

The Calvary stops. The ROMAN LEADER gets off his horse. He
touches the ground. Then looks around.

ROMAN LEADER (CONT'D)
They were here.

Just then, they hear the distant sound of horses thundering.
The ROMAN LEADER hops back on his mount, and they turn to the
sound of the thundering horses.

ROMAN LEADER (CONT'D)
For Rome!

The ROMANS let out a battle cry and charge toward the sound.

EXT. RHONE RIVER - MORNING

WIDE AERIAL SHOT

We see 500 Carthaginian Calvary charging toward 300 Roman Calvary. The two sides collide.

The ROMAN unit gets the best of Hannibal's Calvary, after suffering too many losses, they retreat. The Romans begin to give chase.

ROMAN LEADER

Halt! We know where they are. We
must report back to Consul Scipio!

He rides back toward the city of MACILIA and the surviving ROMANS follow.

EXT. CAMP - MORNING

Hannibal stands with his brothers MAGO and HASDRUBAL as his wounded calvary returns. AGRON, the GAUL Calvarly leader, dismounts.

AGRON

My lord Hannibal. They were there
as you said. At least 300 horses!
They we skilled in battle!

Hannibal stands in thought. His army awaits his word in complete silence.

HANNIBAL BARCA

Scipio will ride into the night to
find us.

He looks around the landscape.

HANNIBAL BARCA (CONT'D)

For now we march.

HASDRUBAL

Brother, the men are weary, we
should make camp, take a stand.

HANNIBAL BARCA

Because the men are weary, we need
an advantage. Scipio's troops are
well fed and rested. We march. We
find terrain that allows us that
advantage.

He turns to the army.

HASDRUBAL

Mercenaries of Carthage! Our enemy is approaching. Let us prepare for war! Agron lost in battle. Let us leave the Romans a marker to find us.

AGRON

My lord....no...no!

MAGO and HASDRUBAL approach AGRON who begs for his life.

AGRON (CONT'D)

Hannibal! My calvary was weary from our long travels! They were malnourished! Please!

Hannibal stares at him, then nods to his brothers.

A few MERCENARIES assist as others stare at Hannibal who walks off to look about the land.

EXT. MEDITERRANEAN COAST - EVENING

CONSUL SCIPIO and his massive army march along the MEDITERRANEAN COAST looking for Hannibal's army.

EXT. MEDITERRANEAN COAST - NIGHT

The ROMANS march though the night, carrying torches to guide them. In front of them, darkness. SCIPIO and his men look well fed and rested, even regal in their uniform armor.

EXT. SPAIN - DAY

Hannibal leaves some of his army in Spain, led by HASDRUBAL.

HANNIBAL BARCA

Hasdrubal, you guard the gates here, in case we need reinforcements.

HASDRUBAL

As you wish, brother.

They shake each others forearms. Hannibal and the rest of the army press on, leaving HASDRUBAL and a small force behind.

EXT. THE ALPS - NIGHT

SUPER READS: AUTUMN, 218 BC

Hannibal's army marches though the night. It is starting to get cold, but no snow just yet. Hannibal is unfazed. We see the men huddling close with steam emitting from them each time they exhale.

MAGO

Hannibal. This road way will be treacherous. The Alps are unforgiving.

HANNIBAL BARCA

Understood. Scipio is a great strategic leader. If he is near Macilia, he will cut us off following the coastline.

KHUFU, the LYBIAN infantry leader rides up on his horse.

KHUFU

Hannibal, our men are starving, we have to stop soon.

HANNIBAL BARCA

We shall.

MAGO

Do you know what we face in this season of the Alps, brother?

HANNIBAL BARCA

I am aware.

MAGO

Then I will trust your leadership.

He drops back to encourage his men.

KHUFU

I still believe we could have bested his army.

HANNIBAL BARCA

Perhaps. Perhaps not. We have no record of his army size, but he does know of our travels. It is better to confuse an opponent and keep your objective.

KHUFU

And this is why you were chosen
leader, my lord.

The men trek on. In the far distance, we see snow capped mountains. The troops are already blowing steam with every breath.

EXT. MEDITERRANEAN COAST - DAY

The ROMAN ARMY marches on. In the distance, they see something. CONSUL SCIPIO raises his hand to halt them.

CONSUL SCIPIO

There. In the distance.

Two of his CAVALRY LEADERS ride up. They are CAELIUS and BALBUS.

CONSUL SCIPIO (CONT'D)

Caelius, send a scouting party to
see if that is a trap.

CAELIUS

As you wish, general.

He rides to his troops and picks 50 horses. They follow him to the object they see in the distance. SCIPIO and BALBUS watch for an ambush as CAELIUS and his horsemen get further and further away.

EXT. MEDITERRANEAN COAST - DAY

CAELIUS and his calvary ride closer to the object in the sand. As they approach, it is AGRON, crucified on a cross. The ROMANS ride around looking for signs of Hannibal's forces. Nothing in sight.

AGRON is barely breathing, beaten, bloody and being picked on by birds.

CAELIUS

(To AGRON)

Were are they?

AGRON

(Weak)

I know not of what you speak.

CAELIUS

Hannibal. This is his work. The
works of a barbarian!

(MORE)

CAELIUS (CONT'D)
If you wish you life spared, you
will tell me where he is marching!

AGRON
(Spits)
I rather die a Gaul than aide a
Roman.

CAELIUS
(Wiping)
So be it, Gaul.

He nods. A ROMAN SOLDIER lifts a spear and hurls it. It enters AGRON'S heart and exits out his back. Wide-eyed, he dies.

The Romans ride back to Scipio.

EXT. MEDITERRANEAN COAST - DAY

CONSUL SCIPIO sits atop his steed as the men ride near him.

CAELIUS
Consul Scipio! They were here. They
can't be but a day away.

CONSUL SCIPIO
Who was he?

CAELIUS
A Gaul. Beaten and crucified. Yet
still loyal to Hannibal.

CONSUL SCIPIO
Barbarians. We are close. I can
smell his stench. March!

He moves forward down the MEDITERRANEAN COAST. His massive calvary and army follow.

As they get near AGRON'S corpse, we see more vultures descend upon it. The Romans all see the spectacle of Hannibal's works as they march forward down the coastline.

EXT. CAMP - NIGHT

Hannibal and his men huddle over fires, cooking whatever wildlife they captured for sustenance. Many of the men are curled up in animal furs sleeping. Hannibal is roasting his kill.

MAGO

This rest was much needed brother.

HANNIBAL BARCA

Our men will need it for the long journey through the Alps.

MAGO

Father's fire burns brightly in your eyes, brother.

Hannibal eats.

HANNIBAL BARCA

The Republic of Rome will fall at my hands. Our father's work will be finished. Eat. You will need your strength.

His brothers dig in. Hannibal seems unaffected by the frigid temperature.

EXT. ROMAN CAMP - NIGHT

CAELIUS

Consul Scipio. We must meet within a day of his army.

CONSUL SCIPIO

We will press forward at sunrise. Hannibal will pay for burning down Saguntum and breaking our treaty. Make sure the ranks are well fed and rested. We move at daybreak.

CAELIUS

Your wish is my command, General.

He exits as CONSUL SCIPIO stares in the distance, pondering.

EXT. ALPS - DAY

Hannibal and his massive force march on, now in the snow. Hannibal is atop a elephant named SIRIUS. A few MERCENARIES pass out from starvation and cold. Others try to help them up. Some are just dead.

HANNIBAL BARCA

Put the weary on horses, leave the dead.

The men follow his instructions.

HANNIBAL BARCA (CONT'D)

Onward!

They all follow.

EXT. MEDITERRANEAN COAST - EVENING

The Romans stop.

CONSUL SCIPIO

We should have caught up by now. He must have taken a different route.

CAELIUS

I will send scouts to our allied cities to obtain word of his movement.

CONSUL SCIPIO

Make it so. Our men are weary. We shall return to Rome to await further orders.

CAELIUS

As you wish, General.

CAELIUS rides off. CONSUL SCIPIO dismounts.

CONSUL SCIPIO

We will set up camp here for the evening. Tomorrow, we march back to Rome.

The men break formation and begin setting up camp. SCIPIO looks in the distance wondering where Hannibal could have gone.

EXT. ALPS - NIGHT

The army is moving across a thin mountain passage. One of the elephants loses footing and falls 200 feet to it's death, crushing the two RIDERS with it. They scream as they fall, then silence. The army pauses, and marches more cautiously.

More men pass out and die, as the frigid temperature is getting the best of the army.

MAGO

Brother, we must find food and supplies. The men are weary, many are sick and dying from the freezing cold.

HANNIBAL BARCA

Understood. We have come too far to turn back now. We will invade the next city we come across.

Hannibal sees something in the distance.

HANNIBAL BARCA (CONT'D)

Caves. We will make camp there. Put together a hunting team.

MAGO

As you wish, brother.

MAGO rides off. HANNIBAL rides his elephant focused on the caves.

INT. CAVES - NIGHT

Many soldiers huddle by fires near the cave opening. They have several caves in the area, so the massive army is spread out, with some using furs and fire outside the caves.

Teams of soldiers cook the remaining food as others build fires and tents.

EXT. CAVES - NIGHT

YAROA, a CARTHAGINIAN captain, surveys the dead.

He closed the eyes of a dead soldier.

YAROA

Another one gone.

(To foot soldiers)

Bury this warrior. As well as the other 35 that didn't make it.

HANNIBAL BARCA

The snow is too thick. Burn them.

YAROA

As you wish.

(To foot soldier)

You! Grab this man! Take him and the others away from our camp and burn them.

(He stops the soldier)

Pray over them first.

The SOLDIER nods. He beckons help, and they start moving bodies.

YAROAH (CONT'D)

We are losing alot of lives on this path, Mago. We are low on supplies. Our men are weak, not battle ready.

MAGO

Understood, Yaroah. Look around. We have no choice but to press forward.

As far as the eye can see, thick snow and mountains.

MAGO (CONT'D)

Come, you must eat. We need our leaders strong and fit for battle.

Several CALVARY is seen coming in the distance with dead animals on their horses.

INT. CAVES - NIGHT

HANNIBAL eats old meat with his men. His soldiers admire how he eats and sleeps where they are. He sees the approaching cavalry.

HANNIBAL BARCA

Looks like more food. Start more fires for cooking. Philosir, get some Gauls to help skin those animals.

PHILOSIR

Yes, general.

PHILOSIR taps a few GAULS on the leg, they grab their knives and head out to help the Calvary unload and skin the animals. ABDESHMUN, a calvary captain with 2 dead wolves on his horse, speaks.

ABDESHMUN

Tonight, we will feast on wolf!

The men in Hannibal's cave cheer.

GAUL SOLDIER

The skins are ours!

ABDESHMUN

So be it! Skin is never good armor in the Alps.

GAUL SOLDIER 2
We are from Gaul. We are used to
the cold.

ABDESHMUN
Yet you want the furs?
(Chuckles)
Hannibal!

Hannibal walks out to greet ABDESHMUN.

HANNIBAL BARCA
Abdesmun! Appears your hunting is
better than your swordsmanship!

ABDESMUN dismounts his horse as the GAULS remove the animals
and begin skinning them, using the fur for clothing.

ABDESHMUN
I promise to fair better in our
next battle. For respect for your
mercy, I deliver to you enough meat
to feed the entire army.

HANNIBAL BARCA
I respect your skills, Abdesmun.
Be careful not to fail me again.

ABDESHMUN
Understood, my Lord.

He bows and goes to help his soldiers remove dead meat from
their steeds.

HANNIBAL BARCA
Mago!

His brother approaches.

HANNIBAL BARCA (CONT'D)
Look over there. What do you see?

MAGO
Appears to be another cave.

HANNIBAL BARCA
Send a scout team to see how many
it fits. Our men need more shelter.
If it has space, we now have food,
we will camp here for two days.

MAGO
The opening looks wide. I will
scout it.

MAGO heads to a horse, waving to a group of Calvary to follow. They grab their weapons and follow quickly behind MAGO. They all get on horses and head to the cave in the distance.

PHILOSIR
Where is Mago going?

HANNIBAL BARCA
It appears another cave is there,
to the East.

PHILOSIR
That would be a blessing from the
Gods. Our men can use more shelter.

HANNIBAL BARCA
We will camp here for two days.
Allow our men to rest, regain their
strength. Abdesmun and his hunters
brought a hefty bounty of food.

PHILOSIR
Abdesmun. He lost alot of calvary
at the Rhone river.

HANNIBAL BARCA
Agron was punished for that crime.
We made the right choice. Abdesmun
is the better hunter.

In the distance we see ABDESHMUN helping the GAULS cut the carcasses into portions. Other GAULS toss more wolves on the pile of un-skinned wolves. A few AFRICAN soldiers assist in the skinning of the wolves.

EXT. CAVES - NIGHT

The GAULS have a system where one will toss the dead skin to a area where other GAULS clean off the blood using the snow. Other GAULS and CARTHAGINIANS use crude needles as they cut strips of leather skin from the animals, sewing pieces of fur together to cover the body.

Whole skinned wolves are on sticks roasting above a few fires. Men huddle around for warmth and to be first in line to eat.

MAGO and his Calvary come thundering back.

MAGO
Hannibal!

HANNIBAL BARCA

Mago!

MAGO

The cave is grand and deep! At least 3 thousand can occupy it. It has tunnels and crevices even some of the horses can find warmth!

HASDRUBAL

Did you scout the tunnels?

MAGO

Rode through them on our horses! The cave is that wide and deep!

HANNIBAL BARCA

The Gods are smiling upon us. Eat! Then gather the men still in the snow and take them to the cave.

MAGO and his men dismount. They see all the food and they salivate.

MAGO

Abdeshmun! Quite the hunter you are!

ABDESHMUN

For Carthage! All is possible! Come! Have some of the finest wolf in the Alps!

ABDESHMUN tries to keep spirits up.

HANNIBAL BARCA

Our father would be proud.

MAGO

The men. They see his fire in your eyes. His hatred for Rome. They will follow you to the gates of hell if requested, brother.

HANNIBAL BARCA

I need them only to follow me to bring hell to Rome. I will not sleep until I see their wall burn down as I did Saguntum.

MAGO

We will take their allied cities one by one.

HANNIBAL BARCA

As is the way of Carthage. We are close to a Gaul city. We will find refuge there. We rest here, as I will need our warriors battle ready. The Gauls are not always loyal.

MAGO

Yet their hate for Rome is only paralleled by ours.

HANNIBAL BARCA

They are a tricky lot. One never knows which side they will attack or defend.

He is looking at the GAUL soldier cooking and skinning the animals.

MAGO

Always wise in your strategy, brother. I will be sure the men are well rested and fed.

HANNIBAL BARCA

In the morning, we train.

MAGO

As you wish.

Men line up for food as the first round is finished. Hannibal heads back to his cave, walking past hundreds of men lining up to eat.

YAROA

General Hannibal! Your food is prepared.

HANNIBAL BARCA

(Turning)

Feed my army first. Bring me what is left.

His starving men watch him walk past them in awe. He goes inside the cave and sits with his back against the cave wall. Hannibal stares at the fire inside the cave, as a few SOLDIERS hover around it for warmth. As he stares, we see the fire in his eyes, flickering as Hannibal is in deep thought.

EXT. SILVER MINES (FLASHBACK) - DAY

Hannibal sees himself as a teen, fighting side by side with his father against Roman Guard at one of the silver mines.

HAMILCAR BARCA is impressed with his son's sword work and focus. His brother-in-law, HASDRUBAL THE FAIR is also seen in battle.

INT. ALTAR OF BA'AL - EVENING

HAMILCAR holds his 12 year old son over flames making him swear to never be a friend to Rome. Hannibal complies.

CUT TO:

INT. CAVES - NIGHT

Hannibal is staring at the fire. His focus is interrupted when MAGO enters with a leg of wolf.

MAGO

Your men are all eating. Eat,
brother.

Hannibal takes a beat before his focus is broken. He has his father on his mind.

HANNIBAL BARCA

My men are all fed?

MAGO

Most have tasted some wolf and fox
yes. The Gauls are still cooking so
this will go on for a while. Eat!
We need our leader to be strong and
of clear mind!

Hannibal takes the charred leg and bites it.

MAGO (CONT'D)

I see your mind is working. A great
strategist is always working his
strategy.

HANNIBAL BARCA

I learned from the best. Our
father, Hamilcar, was a fierce
warrior and stoic leader. I have
yet to fill his sandals.

MAGO

Do you realize no one would ever cross to Rome this way, in this season? Though the journey is treacherous and we are losing men, Rome will not suspect our travels.

HANNIBAL BARCA

When your wish is to destroy an enemy, you must understand how he thinks, moves, plans. General Scipio would never follow us on this path. It would be too risky for his army.

MAGO

They don't have the heart or fortitude of Carthage!

(Passing a crude cup)

Now drink! I have troops marching to the cave to the East. You eat and rest. Hasdrubal will post guards at each cave.

HANNIBAL BARCA

Rotate 100 calvary to keep watch for the enemy.

MAGO

As you wish, my Lord.

He exits. Hannibal eats.

EXT. EAST CAVE - NIGHT

Almost three thousand men and horses head to the East cave. It appears to be about 9000 yards away from the main camp. A couple of ELEPHANTS are in the small army heading to the cave. The snow begins to fall in almost blizzard form. The men slosh through the snow as the horses and Elephants leave deep prints in the rising snow.

INT. EAST CAVE - NIGHT

Mercenaries approach the opening with torches. The opening is wide and high. An elephant can fit into it, but it gets smaller as it goes toward the tunnels. The Mercenaries are in awe of the size of the structure as they light more torches to light up the dark caves. This cave appears lived in. KANMI, a young Carthage soldier, hears something in the caves.

KANMI
Halt! Listen!

They all get as quiet as possible. Movement is heard in the tunnels. KANMI raises his torch and moves slowly toward the sound. Several soldiers take arms as others light more torches. Two GAULS have large spears. They follow KANMI with infantry behind them, swords drawn.

As they get closer they see three tunnels. The soldiers hear movement again. It's coming from the right tunnel. They slowly head into that tunnel.

INT. EAST CAVE TUNNEL - NIGHT

The torches light the area as they head into the tunnel. It winds a bit and they follow. The sound is heard again, this time closer. The men creep as quietly as they can to catch whatever or whoever it is off guard.

CUT TO:

INT. EAST CAVE - NIGHT

MAGO rides up to the entrance. He makes his way through the mass of men in the opening. Most are standing waiting on the possible threat. As MAGO works his way to the front...

MAGO
What goes here?

SHAFAT
There is something in the tunnels!

MAGO takes out his sword. Nods to a few soldiers who follow him with fire and arms into the tunnel.

CUT TO:

INT. EAST CAVE TUNNEL - NIGHT

KANMI and his soldiers move forward in the dark tunnel. They turn to see another opening. They enter it, lighting up the area. As they can see the space better, the movement is heard again. Less than 15 feet from KANMI, a SOLDIER with a torch turns to find himself face to face with a POLAR BEAR. The SOLDIER screams for dear life as the POLAR BEAR stands and bites him, slashing his chest with his claws. The others react; some afraid, others spring into action, making noise to get it to let go of a screaming KANMI.

The POLAR BEAR snaps his neck and turns to attack the nearest soldier slashing half his face off. The polar bear is massive as he stands and roars. A GAUL stabs it in the back, leaving his sword halfway in a now aggravated POLAR BEAR. As the GAUL backs away, the bear turns, hops in the air and pounces on him, pinning him to the ground. The POLAR BEAR roars in the GAUL's face, then takes a bite of it. Other troops jab at it, but they can't get it off the GAUL soldier.

MAGO and his men enter.

MAGO
Not what I expected.

SHAFAT
Nor I my lord.

They all prepare for battle.

MAGO
Flank him!

The POLAR BEAR is focused on his meal. As the men flank the animal, MAGO runs, jumps up and comes down on the POLAR BEAR'S back, forcing the sword the GAUL left half in the bear to the hilt in the bear's back. The bear rears up in pain, swatting MAGO into the cave wall with a thud. As his men come to aide him he pushes them away and staggers up.

MAGO (CONT'D)
Your spear!

The SOLDIER hands it to MAGO. MAGO tosses it into the back of the bear. He rears up in pain again. Two SOLDIERS rush the bear, who rears up and swats hard at them both, cutting their chests open as they fly across the room slamming against the cave wall. MAGO takes another spear and goads the bear.

MAGO (CONT'D)
Come on! COME ON!!!!

The bear turns and charges MAGO. He jumps up. Just then, MAGO lays flat on his back with the spear up, aiming for the bears heart, the bear comes down on it, as it's weight forces the spear out through it's back. SOLDIERS rush up rapidly, stabbing the POLAR BEAR with swords, knives and spears. As it screams in pain, it's saliva drips on the face of MAGO who is holding the spear firm. As the bear loses life, he slides a bit on the spear putting his face close enough to MAGO to kiss him. MAGO pushes his spear to the left as soldiers force the bear over and off of MAGO.

MAGO get up. The men cheer.

MAGO (CONT'D)

Before we occupy, search the other
two tunnels.

CARTHAGE SOLDIER

As you wish, my lord.

They take torches and weapons to explore the other tunnels.
MAGO tries to catch his breath.

SHAFAT

You are an amazing warrior, Mago!
We have more meat!

The men rejoice.

CUT TO:

INT. CAVES - NIGHT

ABDESHMUN sharpens his sword near a campfire. The GUARDS are on patrol as well as CALVARY doing their rounds. MAGO is on an ELEPHANT pulling the dead corpses of the slain POLAR BEAR and 3 smaller ones, her offspring she was protecting.

MAGO

Abdeshmun!

ABDESHMUN

Mago!

He sees the blood trail in the snow behind the elephant.

ABDESHMUN (CONT'D)

Did you encounter Romans? Gauls?

MAGO

Polar bears. They were in the
caves.

ABDESHMUN

How many men lost?

MAGO

Four. Kanmi is one of them. The
cave has massive space, we can send
more soldiers to refuge there.

SHAFAT

Lord Hannibal! Lord MAGO killed the
massive one with a spear to the
heart!

KHUFU

Is this so, you bested such a large
beast alone?

MAGO

She was protecting her young. I did
plunge a spear into the beasts
heart, then our army assisted. I
want the fur made for Hannibal.

KHUFU looks back into the cave. Hannibal is fast asleep.

KHUFU

I will have it skinned and cleaned.
We will present it to him tomorrow.

INT. CAVES - NIGHT

We follow HASDRUBAL'S eyes to a sleeping HANNIBAL. As the
camera slow ZOOMS in for a close-up....

CUT TO:

INT. HANNIBAL'S HOME (CARTHAGE) - DAY

Hannibal is being fed by his beautiful wife, IMILCE, a
beautiful olive-toned woman of Spanish decent. HANNIBAL walks
to his balcony overlooking the busy and growing city.

ELEPHANTS are being trained by trainers. Townspeople fret
around with products they sell on the streets.

IMILCE walks up behind HANNIBAL. She embraces him from
behind. He turns, they kiss.

TWO SOLDIERS enter his home calling his name. He ignores them
and stays in his dream, kisses his wife.

MAGO

Hannibal!

CUT TO:

INT. CAVES - DAY

Hannibal is fast asleep. His brother MAGO, stands over him
calling his name. He nudges him with his foot.

MAGO

Hannibal!

HANNIBAL stirs. Eyes crack open to see sunlight and his brother's shadow blocking it.

MAGO (CONT'D)

It is morning. The snow has stopped
for now. The men are training.

HANNIBAL gets up, grabs his weapons and rushes to the cave opening.

He sees his men all practicing they technique. HANNIBAL smiles.

HANNIBAL BARCA

Good leadership, Mago. I commend
you. Did the men take to the larger
cave?

MAGO

Slept like infants. We slayed a
family of Polar Bears and made you
this.

He hands HANNIBAL the fur of the POLAR BEAR, with the head attached as a shoulder shielding.

HANNIBAL admires the cape. He embraces his brother.

MAGO (CONT'D)

You are more than welcome, brother.
a great cape for a greater warrior.

HANNIBAL BARCA

A personal gift from my brother. I
will be honored to wear it.

A small group of GAULS are seen coming their way on horseback.

SHAFAT

Take arms!!!

His troops all fall into formation. The GAULS continue to approach. They are led by LIBORIUS, a bearded long haired man who shows no fear.

LIBORIUS

Hol!!!!

The horses stop.

LIBORIUS (CONT'D)

I am Liborius. It seems your army
can use refuge.

(MORE)

LIBORIUS (CONT'D)

We have a small city near here.
Food, shelter. Your men can get out
of the cold.

HANNIBAL BARCA

We will consider your offer.

LIBORIUS

We saw your camp fires last night,
but didn't want to approach.

He looks at Hannibal's men at the ready.

HANNIBAL BARCA

Stand down.

The men go to at ease.

LIBORIUS

Amazing command of your troops. You
must be the one they call Hannibal.

HANNIBAL BARCA

I am he.

LIBORIUS

Well, our offer stands. We are not
far past that ridge. Come whenever
you and your men see fit.

He turns to leave. His men follow.

MAGO

We could use the aide.

HANNIBAL BARCA

They have been watching us. I'm not
sure I trust these Gauls. Continue
training.

The troops follow his command.

MAGO

I sense you don't trust Liborius.

HANNIBAL BARCA

Your senses are correct, Mago. The
Gauls are a interesting lot, with
fleeting loyalty.

ABDESHMUN

Hannibal! Have you ever had Polar
Bear? It's not that bad. Gamey, but
good meat.

They both take a bite.

MAGO

You wish for us to trail them?

HANNIBAL BARCA

No. Lead the training. Make sure the men are fed. We will camp here one more night. See if they change their minds.

Hannibal walks back into the cave. MAGO goes to lead the training.

MAGO

Again!

EXT. CAVES - NIGHT

Hannibal and his troops rest. A small group of MERCENARIES stand watch.

EXT. EAST CAVE - NIGHT

One of the ELEPHANTS falls against the wall near the entrance. The rumble causes snow to landslide covering the entrance. Snow falls by the ton.

The soldiers are trapped. They try to dig a way out.

SHAFAT

We are trapped!

GAUL SOLDIER

We dig our way out!

The men begin to dig through the massive snow.

SHAFAT

We need as many hands as we can use! Come on!

Over 200 troops start helping hand shovel snow.

EXT. CAVES - NIGHT

Hannibal is asleep. He is dreaming about better times.

INT. FIELD (CARTHAGE) - DAY

Hannibal and his wife are holding hands walking in a local forrest. They talk and laugh. Imilce jumps on Hannibal's back playfully as he spins her around running with her on his back. They are laughing.

CUT TO:

INT. CAVES - NIGHT

Hannibal is awoken by his men stirring. The roving guard is back to get help for those trapped in the East Cave.

PHILOSIR

Hannibal! Our soldiers are trapped
in the East cave!

Hannibal gets up. Focuses a second, then springs into action.

As he grabs his weapons, he sees many of his troops running or taking horses to the East Cave.

HANNIBAL BARCA V.O.

Mago! Are we under attack?

MAGO

No! The cave! The entrance
collapsed!

Hannibal runs to the nearest horse. His brother MAGO follows. They both mount and thunder off into the snow passing soldiers on foot heading in the same direction.

EXT. EAST CAVE - NIGHT

A few hundred men rip away at the snow. Hannibal and Mago arrive and dismount.

HANNIBAL BARCA

What happened here?

LYBIAN SOLDIER

The cave collapsed, my lord! We can
hear the soldiers on the other
side, they are digging their way
out!

HANNIBAL BARCA

We need more hands!

Hannibal starts to dig as many follow. He sees a ARM in the snow and pulls a LYBIAN SOLDIER out of the snow. He is still alive.

HANNIBAL BARCA (CONT'D)
Take him to our cave!

He digs more, frantically. Mago takes the LYBIAN SOLDIER and puts him on his horse. He mounts and rides off as more soldiers run up to help.

Hannibal and his men dig frantically to move the snow.

CUT TO:

INT. EAST CAVE - NIGHT

The men are working on the other side just as fast. They are starting to make a dent in the snow wall.

PHILOSIR
I can hear them on the other side!
Keep digging!

The men keep hand-shoveling snow. They make a hole...

CUT TO:

EXT. EAST CAVE - NIGHT

A HAND shoots out through the snow.

HANNIBAL BARCA
Keep digging!

He digs around the hand and pulls PHILOSIR out. The hole is wider now, and troops widen it more as they start to exit the cave.

The men outside cheer as they move more snow. KUSH, a CARTHAGE soldier, steps up.

KUSH
My lord, we cannot use this cave.
It is not safe.

HANNIBAL BARCA
We may have to take the Gauls up on
their offer.

EXT. GAUL CITY - DAY

Hannibal and his massive army march into the quaint Gaul city. They are met by several warriors led by LIBORIUS.

LIBORIUS

Welcome Hannibal. Make yourself at home. We will have food set up in the square. We have barns and housing for your troops.

HANNIBAL BARCA

Carthage thanks you in advance.

They dismount. The two men approach each other, shake forearms.

EXT. GAUL CITY SQUARE - DAY

It is a massive area where the Gauls have set up tables and seating to feed their guests. The GAUL WOMEN and CHILDREN serve the food to the hungry and battle weary army.

The men are happy being out of the snow and caves.

EXT. GAUL CITY - DAY

Hannibal, MAGO, LIBORIUS and several of his GUARD walk the square seeing the graciousness of the Gaul city.

LIBORIUS

You can stay as long as you like.
An enemy of Rome is an friend of
ours.

HANNIBAL BARCA

We share the same passion. Carthage
will repay your grace and favor.

LIBORIUS

The Roman Republic has secured many
Gaul cities, but they will never
own here. We are a self-contained
lot, with no need of Roman
assistance.

HANNIBAL BARCA

Who is leading the Roman army? Is
Scipio still in command?

LIBORIUS

I haven't heard otherwise.

HANNIBAL BARCA

Good to know. We will rest here for tonight. Tomorrow we must continue our journey.

LIBORIUS

You are welcome to stay as long as you like. Rome isn't going anywhere.

Hannibal looks at LIBORIUS. He ponders his words, but says nothing.

MAGO

Our men could use the rest.

LIBORIUS

I agree. Do consider. However, when you are ready to march, we can show you a faster, less traveled route.

HANNIBAL BARCA

We would be interested in such a route.

LIBORIUS

Well, for now, eat and rest. When you are ready, we will lead you to it.

HANNIBAL BARCA

Your hospitality is honorable.

LIBORIUS

It is us who are honored to have host of the very army that will defeat the progress of Rome!

Hannibal looks at him again. They walk toward the servers as LIBORIUS stops and observes the size of his army.

MAGO

What is wrong, brother?

HANNIBAL BARCA

I don't trust him. Keep your eyes open. Keep all leaders on alert. We cannot be too relaxed behind these walls.

MAGO

As you wish.

MAGO heads to gather leaders. Hannibal watches him men laugh for the first time in months. They are warm, well fed and optimistic.

INT. GAUL CITY - NIGHT

The men rest in large barns as well as outside of them. Hannibal, MAGO, KUSH, PHILOSIR, ABDESHMUN and other captains gather around the fire.

PHILOSIR

I agree, general. There is something foul about this city.

HANNIBAL BARCA

Have your men rest. We will resume our march when the sun rises.

ABDESHMUN

I say we use them for their food and quarters until our men are healed and rested.

HANNIBAL BARCA

The men are weary, but we have eaten well the last three days. We do not know this city, or it's alliance to Rome. Double the soldiers on watch.

PHILOSIR and ABDESHMUN leave to carry out orders.

MAGO

We will let you rest, my lord. You will have 20 infantry outside your door.

The leaders leave. Hannibal lays across the bed, staring at the ceiling. He slowly drifts off to sleep.

CUT TO:

INT. WEDDING RECEPTION - EVENING

Hannibal shows a more refined side at his reception. He uses utensils to eat, and refuses refills on his drinks. His new bride, slightly intimidated, takes notice. Hannibal feeds her, cutting her food into small portions. She warms up to him a bit.

CUT TO:

INT. BEDROOM - EVENING

Hannibal enters his massive chambers. The room is filled with WOMEN there to assist IMILCE with preparation for her wifely duties. Hannibal speaks to them softly and they all exit.

Hannibal pours a drink for his bride. He takes it, sips. He walks out on his balcony looking at the stars.

HANNIBAL BARCA
Imilce. Come.

She joins him.

HANNIBAL BARCA (CONT'D)
This is your land now. Everything
as far as the eye can see. Both
Spain and Carthage have expanded
our territories.
(To wife)
What do you require?

IMILCE
Your love. Your respect. Your
kindness.

HANNIBAL BARCA
You will have that and more.

He turns to her, they lock eyes. He embraces his wife and kisses her. Slow at first, until she wraps her arms around his muscular frame and he lifts her up, carrying her to the bed. She undresses slowly for him, as he admires her curves.

Hannibal undresses and gets in the bed. They make passionate love.

CUT TO:

EXT. OUTSIDE GAUL CITY - DAY

The massive army is on the move again. They are led by LIBORIUS and a scout team.

LIBORIUS
This will be the quickest, most
discrete route.

Hannibal follows the 7 men with his army in tow. The GAUL CITY looks small in the distance. The army moves with Calvary and pachyderms through the thick snow.

HANNIBAL BARCA
(To MAGO)
Keep our men alert.

WIDE SHOT of the miles of men moving forward.

EXT. ROME - DAY

The ROMAN SOLDIERS are training.

INT. ROME - DAY

The ROMAN COUNCIL meet to discuss the order of Hannibal.
CONSUL SCIPIO and other leaders go over maps to figure out
where Hannibal may plan to attack.

EXT. GAUL VALLEY - EVENING

Evening is starting to set in. The army has been led down a
narrow road, with mountains bordering both sides. Hannibal is
cautious.

HANNIBAL BARCA
Something is not right.

LIBORIUS
Not far now, once we get out of
this passage, your path to Rome
will be clear.

Hannibal falls back a bit, MAGO catches up.

HANNIBAL BARCA
Ready your men.

MAGO falls back to his troops. As most of the CARTHAGE ARMY
gets into the narrow passage.....

GAULS appear on both sides above them on the mountains. They
begin hurling huge stones and spears downward at Hannibal's
army. LIBORIUS and his men ride off leaving Hannibal and his
men to battle.

HANNIBAL BARCA (CONT'D)
Ambush!!!!!!!!!!!!

Some of Hannibal's men are killed by the heavy stones. GAULS
appear from behind and in front of Hannibal.

Hannibal and his army begin to fight. The Gauls are trying to box them in, but Hannibal and his troops are very skilled fighters.

Mago and KUSH are hacking away at Gauls. Elephants crush every Gaul in their way. Hannibal beheads an attacking Gaul then turns to quickly stab two rushing Gaul soldiers. Hannibal sees LIBORIUS in the distance and hacks troops to get closer to him.

A GAUL INFANTRY of Carthage kills an attacking GAUL. PHILOSIR and ABDESHMUN are fierce in battle, slashing attacking GAULS.

African warriors cut a path of bodies at the front of the passage, opening room for them to progress forward. LYBIAN INFANTRY is making quick work of the wild, unorganized GAUL WARRIORS attacking from behind.

Hannibal cuts down several more warriors as LIBORIUS kills one of his men, HANNIBAL jumps in the air, coming down hard on the top of LIBORIUS' head, splitting it like a cantaloupe as blood flies everywhere. The mighty warrior KUSH is at his side, defending Hannibal's back.

In the distance, SHAFAT pulls his sword out of a dead GAUL WARRIOR, kicking another to the ground, then plunging his sword into the fallen's chest. KHUFU kills a GAUL gaining on SHAFAT'S rear.

MAGO rides past a group of WARRIORS hacking them all as his horse steps over several others.

Hannibal is hacking down WARRIORS with both hands wielding two bloody swords.

HANNIBAL BARCA (CONT'D)

Forward!!!!

He leads his men cutting a hole in the charging GAUL WARRIORS. Hannibal's men get the best of them, and the rest limp off and flee.

Hannibal and his men stand bloody as they kill off the wounded WARRIORS they pass on their march out. Their elephants scatter the remaining wounded GAULS.

MAGO

Your insight never fails, brother.

HANNIBAL BARCA

I know a snake when I see one. I beheaded that snake with my own hands.

MAGO knows his brother is serious. He is silent. The army puts a bit of distance between them and the ambushing Gauls who lay on the ground behind them in a sea of blood and limp bodies.

EXT. ALPS - NIGHT

The army marches on, huddled closer together in the freezing cold. A few men pass out and die.

HANNIBAL BARCA V.O.

We would march day and night,
resting only when needed, as we
were starting to lose not only men,
but Calvary.

A HORSE keels over, injuring it's rider. The MERCENARIES help get the horse off the rider. They lift him to another horse with his fractured leg.

EXT. ALPS CAMP - NIGHT

The MERCENARIES burn the dead. Their are at least 20 men visible in the flames. Hannibal and his men look on.

EXT. MEDITERRANEAN SEA - NIGHT

Roman Consul PUBLIUS CORNELIUS SCIPIO and his army are on the ship.

SHIP CAPTAIN

Consul Scipio. We will make it to
the shores of Italy in four days.

CONSUL SCIPIO

Splendid. Consul Sempronius Longus
and his army will meet us by land.

FOUR SHIPS transport the army.

EXT. PO VALLEY - DAY

Hannibal's army presses on. They pass through a thin trail flanked by snow capped mountains. Rumbling is heard as the ground shakes. MAGO looks upward.

MAGO

Avalanche!

Just then, tons of snow roll off the mountain, covering some of his troops and blocking their path.

MAGO (CONT'D)

There is no other way around,
brother.

HANNIBAL BARCA

So we dig. Quickly! We have men
under there!

Hannibal jumps off his steed and begins to help. His men follow. Together, they dig a few dozen men out alive. The men move like a well-oiled machine, assisting each other in moving the massive snow blockage.

EXT. PO VALLEY - NIGHT

The men move past the avalanche, with more dead burning behind them.

EXT. PORT OF ITALY - DAY

Consul Scipio and his troops hit land in Italy. A Roman Army await them in formation.

INT. CITY OF TAURINI - DAY

Hannibal and his army is greeted at the gates of a Gaul city by a renegade Gaul army. The leader, MARCEL, carries a huge axe.

HANNIBAL BARCA

I am Hannibal Barca of Carthage!
Your city is under Roman control.
We wish to liberate your city.

MARCEL

Hannibal of Carthage! Your
reputation has spread far and wide.
Rome has been a great ally. Why
should we betray them for Carthage?

HANNIBAL BARCA

Because unlike me, they won't kill
you.

MARCEL laughs. His men follow.

MARCEL

You are true to your reputation.

HANNIBAL BARCA

I propose a challenge. I will fight
your best warrior. If I win, you
join Carthage. If I lose, my men
will all join your army.

MARCEL looks over the massive army that can be his in
minutes.

MARCEL

I like those odds.
(To biggest soldier)
GALLIUS! Humble this great general!

Out of the ranks steps a Nephilim sized GAUL, lifting a two-
handed axe.

MAGO

Hannibal....

Hannibal ignores his brother and meets the warrior as both
armies form a huge circle. GALLIUS lifts his heavy axe and
swings. An agile Hannibal jumps and rolls out of the way as
the axe cracks open the ground.

GALLIUS lifts the heavy axe again. Hannibal studies how long
it takes him to lift it over his head to strike. As it comes
down, Hannibal flips out of the way again, this time slicing
GALLIUS across his right thigh. He reacts to the gash.
GALLIUS lifts his axe again, this time swinging it
horizontally, as Hannibal leans back Matrix-style with the
huge blade inches from his nose. Hannibal, tucks and rolls,
cutting the achilles tendon on GALLIUS, who collapses mid
lift of the axe.

MARCEL

Gallius! No!!!

Just then, Hannibal, jumps up, ramming his sword into
GALLIUS' chest as blood splatters out. He climbs off the
beast of a man.

MARCEL is dumbfounded.

HANNIBAL BARCA

I asked for your best.

MARCEL and his men all bow to Hannibal as if he is a God.
They join his army, increasing it's size.

INT. CITY OF TAURINI - EVENING

Hannibal and his troops are well fed and treated like they are in an allied city. Marcel and Mago share an laugh. SENONES, a scout, approaches for council.

SENONES

Commander Marcel! Our scouts report the Romans are amassing forces near Trebia.

Hannibal hear and walks closer.

MARCEL

We have 8 thousand men coming from nearby cities to support your cause, general Hannibal. Your display of leadership and strength is motivating.

HANNIBAL BARCA

My army appreciates your alliance. Rome must never become an empire.

MARCEL

Our warriors will arrive by tomorrow. For now, enjoy all that Taurini has to offer.

He nods to several town WHORES. The MERCENARIES whistle and fawn over the women. Hannibal waves them off.

HANNIBAL BARCA

Give them to my men.

MARCEL

You don't wish to partake?

(Pause)

You are in love! The most ruthless warrior of our time is in love!

He nods for the WHORES to cater to the others.

MARCEL (CONT'D)

There is so much to know about you, Hannibal Barca. Layers are what makes a man complex.

HANNIBAL BARCA

For now, I rest. Tomorrow, we employ strategy.

Hannibal heads to his quarters. He is escorted by his own guard. MARCEL smiles as he exits.

He is fascinated by Hannibal. The others party and enjoy the seductive WHORES, wine and music.

INT. HANNIBAL'S QUARTERS - NIGHT

Hannibal is given a room fit for a king. Silk sheets and bedding, with tons of space. He hasn't been this comfortable in years.

TAURINI SOLDIER
Do you find these quarters
suitable, my lord?

HANNIBAL BARCA
Beyond suitable. You are dismissed.

As the TAURINI SOLDIER exits. We see HANNIBAL'S PERSONAL GUARD standing at the door.

Hannibal takes in the room. He then lays across the bed, falling fast asleep.

CUT TO:

INT. IMILCE QUARTERS (SPAIN FLASHBACK) - DAY

A younger Hannibal embraces his beautiful wife. Her SERVANTS pack her belongings. She appears slightly stressed.

IMILCE
Must you go into battle with Rome
now?

HANNIBAL BARCA
If not now, when? Carthage is
expanding it's territory. You won't
be safe here.

IMILCE
I fear for your safety.

HANNIBAL BARCA
Fear not. This is my destiny.

SERVANT GIRL
Your majesty, your caravan awaits
for travel to Gades.

HANNIBAL BARCA
It is time.

She embraces her husband. They kiss.

EXT. CARAVAN TO GADES - DAY

Hannibal and his wife take in the scenery on the journey to Gades. Neither says a word. The caravan is heavily guarded with over 10 thousand troops and calvary.

EXT. GADES - EVENING

Many board the ships at the port.

HANNIBAL BARCA
Go with them. You will be safer in Carthage.

IMILCE
I once trembled at the thought of your touch. Now it pains me to let you go.

HANNIBAL BARCA
I shall return victorious.

They embrace.

IMILCE
I love you, Hannibal Barca.

HANNIBAL BARCA
I love you as well, Imilce Barca.

They embrace again. Neither wants to let go. He kisses his wife again.

IMILCE
I will cherish our two years until I see you again. Be safe. Godspeed!

She holds his hand as long as she can.

HANNIBAL BARCA
Go. I will return for you.

They stare at each other as she boards the ship with her guard.

Hannibal sheds a tear, but his facial expression never changes.

CUT TO:

INT. HANNIBAL'S QUARTERS - NIGHT

Hannibal is sound asleep. A tear is present on his sleeping face.

EXT. TAURINI COURTYARD - DAY

5 thousand infantry and calvary enter the gates. Hannibal walks out with MARCEL to greet the troops.

MARCEL

This is just the beginning. We will pick up more on the way to Italy.

The leader, LOUIS, dismounts his horse.

LOUIS

Marcel! Good to see you again!

(Bowing)

My lord. We are five thousand strong. We pledge our allegiance to Carthage!

Hannibal looks at Marcel who wears a smile bigger than a Cheshire cat.

EXT. BATTLE AT TICINUS - DAY

SUPER READS: BATTLE AT TICINUS

Hannibal and his army engage in a small skirmish with Consul Cipio and his army. Hannibal's men attack and back off, then attack again. This confuses the Roman Army, creating another bloody war.

Hannibal's superior calvary uses maneuvers to best the Roman army.

The Romans begin to retreat, as CONSUL SCIPIO is sliced across the chest by MAGO. MAGO turns to fight other ROMANS.

CONSUL SCIPIO is assisted by his son, SIPIO AFRICANUS and other Romans as he is carried to safety with the retreating Romans.

HANNIBAL BARCA V.O.

Our victory at Ticinus would impress the neighboring Gaul cities allied with Rome. They would become our allies impressed with our destruction of the Roman army near the Ticinus river.

Hannibal's men cheer the victory. A few kill slower retreating Romans.

SUPER READS: BATTLE OF TICINUS 2,000 ROMANS lost

INT. CLASTIDIUM (GAUL CITY) - DAY

Hannibal and his army capture the city of CLASTIDIUM. GAUL and other former Roman allies join Hannibal's army. Those who do not join are executed in the public square.

His ranks are swelling again. The men train led by MAGO and KUSH. Hannibal and MARCEL watch the men train. They move about the city as if they own it.

INT. CLASTIDIUM WAR ROOM - NIGHT

Hannibal and his leaders discuss strategy. Maps are rolled out on large oak tables.

MARCEL

We have more Gaul support waiting here and here. Word is spreading of your objective against Rome, and many of Rome's allies are prepared to fight by your side.

HANNIBAL BARCA V.O.

It is a just war. Rome has become a tyrant that needs to be stopped.

A GAUL MESSENGER enters.

MAGO

Hannibal.

Hannibal sees the GAUL MESSENGER. He waves for him to approach.

GAUL MESSENGER

The Romans have appointed Sempronius Longus to lead their armies. Consul Scipio is under guard in Placentia.

HANNIBAL BARCA

Longus. He is of short temper. Perfect adversary.

Hannibal reaches into a POUCH and gives the GAUL MESSENGER a few SLIVER COINS. He bows and exits as fast as he entered.

MAGO

New soldiers are arriving by the day to take up cause with us.

HANNIBAL BARCA

(At map)

Be sure they are well trained in our strategies. We will cross the Trebia river here, near Placentia. By then, we should see Consul Longus and his armies. Longus is a harsh, determined general. He won't shy away from a fight. We will use the frozen river Trebia to our advantage.

Hannibal stabs his knife in the MAP where they intend to march. The map appears to burn as we

FADE IN

EXT. TREBIA RIVER - DAY

SUPER READS: BATTLE AT TREBIA

It is a cold, grey November day. Snow is falling in droves. The river appears almost frozen.

Hannibal and his army of 40 thousand camp 70 yards from the Trebia River. On the other side, SEMPRONIUS LONGUS and his army camp also about 70 yards from the river. The leaders look out at each other's camps.

EXT. TREBIA RIVER - EVENING

The frame of activity speeds up to show the change of day to night. We see both camps at the ready, eating, guarding, and as the day wears on, taking shifts to sleep. As evening comes, we see less men at the ready, but more standing guard trying to keep warm.

EXT. TREBIA RIVER - NIGHT

Both camps are resting. The air is chilled with a fog rolling in.

EXT. TREBIA RIVER - EARLY DAWN

Just before sunrise, we PAN UP from hundreds of horses legs to see a Calvary of three thousand, crossing through the high grass and fog through the freezing cold river. They are as quiet as possible.

EXT. TREBIA RIVER (ROMAN CAMP) - EARLY DAWN

The ROMANS are caught off guard as Hannibal's Cavlary rushes in slaughtering dozens of men before they can wake and arm themselves. The army is scattering about as they are hacked to pieces by the calvary of Hannibal Barca.

As the ROMANS start to find their footing, the Calvary flees back across the river. CONSUL LONGUS and his guard come from the rear as he sees the devastation of his front ranks. LONGUS is furious, and gives his command.

CONSUL LONGUS

To arms! Today is the day we defeat
this tyrant called Hannibal Barca!
For ROME!

ALL

FOR ROME!!!!

They let out a battle cry and charge the river. As they enter it, they slow down, as the waters are almost frozen, this not only hinders their movement, it alters their attention to a painful level of discomfort. They press forward, sloshing through the freezing water. We see 40 thousand Calvary and Infantry take the cold plunge, including CONSUL LONGUS and his GUARD.

They get across the river and set up their standard legion formation, transforming to a checkerboard formation, while trying to clench chattering teeth and shaky legs. This formation is designed to move forward with force. They begin their attack.

CONSUL LONGUS

For Rome!

ALL

For ROME!

They march forward to attack Hannibal and his army. Hannibal sends his Elephants, the tanks of the Carthaginian army, at the Roman Calvary of horses. The ground shakes as the ROMAN CAVALRY hurls spears and arrows at the charging pachyderms. The elephants are unaffected. Hannibal's calvary is 10 thousand strong.

They plow through the Roman calvary, killing many causing the rest to scatter from formation. They are followed by KUSH's Calvary, who hacks fleeing Roman Calvary in their backs. KUSH'S calvary are mostly Celtic and Numidian, and his elephant is crushing slower Roman calvary. They appear to be all over the battlefield, causing chaos in the normally focused Roman legion.

Hannibal's men charge in a bow shape line. Hannibal leads the charge. As they two forces meet, blood spatters everywhere as bodies drop to the ground. Just then, KUSH'S Calvary turn inward, smashing the flanks of the Roman army. He has the Romans surrounded on three sides, pushing them inward against each other as they continue to press forward, thinning their lines.

CUT TO:

EXT. TALL GRASS (TREBIA RIVER) - MORNING

On MAGO's whistle, Two Thousand specially trained CALVARY crouching in the tall grass near the swampy, cold lake stand and attack from behind the Roman legion. Chaos and mass hysteria. They begin to attack the Romans from the rear, boxing them in from all sides.

The Romans are pushed back toward the river, being fed to the calvary behind them. MAGO's calvary widens out, allowing the army to push the Roman troops back into the cold river as they begin to retreat. The retreating fall over dead bodies, as Hannibal and his army slay them moving forward. The remainder of the Romans flee across the river, bypassing their camp heading to Placentia. CONSUL LONGUS is one of the skilled fighters who survives as he crosses the cold waters with his remaining Guard. The Carthaginians cheer the victory.

EXT. TREBIA RIVER (HANNIBAL'S CAMP) - EVENING

Hannibal and his men survey the massive Roman body count. His soldiers collect gold rings from the hands of the Roman dead.

SUPER READS: Battle of Trebia. 30 thousand Romans defeated by Hannibal and the armies of Carthage.

EXT. TREBIA RIVER - DAY

Hannibal has lost alot of men and all of his elephants. They assess their army as Hannibal boards the last elephant, SIRIUS, and they cross the freezing river continuing their progress toward Rome.

INT. ROMAN SENATE - DAY

The ROMAN SENATE meets. Consul Scipio is in the meeting bandaged.

ROMAN PRAETOR

Our losses at Trebia were
legendary. But Rome is resilient.
We have raised four new legions of
Roman soldiers and will appoint two
Consul Generals to lead our armies.
Our new joint Consul will be Gaius
Flaminius and Gnaeus Servilius
Geminus.

FLAMINIUS and GEMINUS stand stoic. Two very different
generals. FLAMINIUS a hot headed war monger and GEMINUS more
a tactician.

COUNCIL LEADER

It is time to present you to the
people of Rome. And the new legions
you will co-consul.

They follow the SENATE LEADER to the balcony overlooking the
city. The ROMAN ARMY is in formation with townspeople
awaiting word.

EXT. ROMAN COUNCIL - DAY

The COUNCIL LEADER walks out on the balcony.

COUNCIL LEADER

Today is a glorious day in the
expansion of the Roman Republic!
Our armies will be led by joint
Consul. Generals Gaius Flaminius
and Gnaeus Servilius Geminus!

The two decadent generals step onto the balcony. They are met
with a roar of support. They both stand stoic, unaffected.
The Roman people cheer.

INT. CLASTIDIUM - EVENING

Hannibal and his army are quartered at Clastidium. They eat,
drink and relax. Fun that is long overdue. Hannibal watches
as EXOTIC DANCERS entertain his drunk men.

PHILOSIR

One but longs for the aroma of the female flesh. We have been away from Carthage for many moons.

HANNIBAL BARCA

The nectar of all of these women would be sweeter more even than the taste of Roman blood on my sword. But I am saving myself for my queen. I await word to know that she is still safe in Carthage.

PHILOSIR

And a beautiful queen she is, my lord. Certainly, any of these wenches are of no comparison.

HANNIBAL BARCA

None of them are my queen, Imilce. None will do.

PHILOSIR

Understood my lord. But don't mind if I partake in the festivities?

Hannibal nods. PHILOSIR gets up and dances with one of the DANCERS. He is very touchy-feely. She has no issue with it.

PHILOSIR (CONT'D)

Come! You shall dance in my quarters!

He picks her up and exits the room. A few SOLDIERS cheer then go back to the entertainment. MARCEL leans in.

MARCEL

You miss her.

HANNIBAL BARCA

Her spirit lives in me. Here.

He touches his heart.

MARCEL

I have 7 wives. And none of them touch me in that way. I envy you, lord Hannibal.

HANNIBAL BARCA

Imilce is my breath. I wish my father were there to see us wed. Our union has strengthened our alliance with Spain.

(MORE)

HANNIBAL BARCA (CONT'D)

But there is more, it is more than just a political alliance. She loves me. I love her. I have never loved anyone other.

MAGO

Your life is on the battlefield, brother. It is understood. Let not your feelings cloud your judgement in our movement.

HANNIBAL BARCA

I am of clear mind. I made father a promise, and I intend to keep it. Imilce. She is in my dreams. My heart. I will return to her, with Rome at my feet.

MAGO

And I will stand beside you as we watch the walls of the Roman Republic burn to the ground.

HANNIBAL BARCA

Mago have been excellent in battle. It is an honor to fight side by side with my brothers. You and Hasdrubal are both worthy leaders.

MAGO

The honor is mine, brother. I only wish Hasdrubal was here with us on this journey.

HANNIBAL BARCA

His presence is better served in Spain. Our march puts Spain in peril.

The two look at each other for a beat. LOUIS, the GAUL captain, approaches.

LOUIS

Our messenger reports the Romans have appointed two Consul. Gaeus Flaminius Nepos and Gnaus Survilius Geminus.

MARCEL

You have the Romans in disarray, Hannibal. They now have 2 joint consul.

MAGO

I think they are trying to confuse you on who is leading the Roman armies, brother.

HANNIBAL BARCA

That is exactly what they are doing. These two Consuls are very different in tactics.

LOUIS

Our spies say each day the two Consul trade leadership.

HANNIBAL BARCA

Daily?

LOUIS

Yes, my lord, daily.

HANNIBAL BARCA

They are trying to test us. Not only in strategy but in information. Employ new spies. They are probably hunting anyone giving us information.

LOUIS

As you wish.

LOUIS exits. Hannibal, MARCEL and MAGO sit silent enjoying the show. Hannibal is in deep thought, oblivious to the dancing around him.

EXT. ROAD TO ARRETIUM - DAY

The ROMAN armies are marching to ARRETIUM. CONSUL GEMINUS splits his forces and head to the costal city ARIMINUS while CONSUL FLAMINIUS heads north west to ARRETIUM.

SUPER READS: SPRING 217 BC

HANNIBAL BARCA V.O.

My messengers were many. In the Spring of 217 BC, the two Roman Consul would lead their respective armies to ARIMINUS and ARRETIUM to block our passage toward Rome.

We see the armies split up, heading in opposite directions. Both armies are massive.

INT. CLASTIDIUM - DAY

Hannibal is training his army. MAGO approaches with a ROMAN MESSENGER.

INT. CLASTIDIUM WAR ROOM - DAY

The ROMAN MESSENGER shows Hannibal on a map where the two Consul forces have travelled. He pays the messenger who exits.

INT. CLASTIDIUM WAR ROOM - NIGHT

Hannibal and his leaders plan their attack.

MARCEL

There is no other path but the marshes.

KUSH

The Arno River is dangerous, Hannibal. Moreso than our cross of the Alps. They left this pass because it is not crossable.

MAGO

We know where the Roman forces are garrisoned. Why not just attack Arretium then Ariminus? Burn down both allied cities.

HANNIBAL BARCA

Our focus is marching on Rome. This is the shortest path to enter central Italy.

PHILOSIR

The marshes are filled with snakes and other poisonous threats, lord Hannibal.

HANNIBAL BARCA

Our troops have survived worse. Our journey should take less than one week. We will then regroup, and attack. This will put us here, at Tuscany. We will burn it down for all of Arretium to see. This will force Flaminius from behind allied walls into the battle we desire.

MARCEL

The Romans left this path as they don't think anyone would navigate it. They know it's dangers.

HANNIBAL BARCA

I am not just anyone. The element of surprise always lends to an advantage on the battle field.

LOUIS

I like your thinking, my lord. My men will follow.

MAGO

You have led us this far, brother. We will follow you to the gates of Rome!

HANNIBAL BARCA

Eat, drink and rest. We will begin our march at sunrise.

The leaders all agree. Hannibal studies the map.

INT. ARRETIIUM - DAY

ROMAN SOLDIERS stand guard of the city. CONSUL FLAMINIUS stands on a balcony overlooking the grand city.

CONSUL FLAMINIUS

Double our guard. Hannibal has yet to pass Ariminus. He must be moving this way.

ROMAN TRIBUNE

As you wish, CONSUL Flaminius.

He exits.

FLAMINIUS looks out over the city. Nothing as far as the eye can see.

INT. IMILCE QUARTERS (SPAIN FLASHBACK) - DAY

IMILCE is being pampered by her SERVANTS. Hannibal enters behind IMILCE. The SERVANTS pick up their supplies and quietly exit. IMILCE is confused.

IMILCE

Where are you going?

HANNIBAL BARCA
They are allowing your husband to
enjoy your beauty alone.

Slightly startled, she turns to see Hannibal.

IMILCE
Hannibal? When did you arrive?

HANNIBAL BARCA
Moments ago.

IMILCE
I didn't expect you for two more
days.

HANNIBAL BARCA
When you have something worth
seeing you move a bit faster.

She is flattered.

HANNIBAL BARCA (CONT'D)
You look at beautiful as you did on
our wedding day.

IMILCE
Flattery will get you everywhere my
king.

She runs to him and embraces her husband, followed with a
passionate kiss.

IMILCE (CONT'D)
I hate when you are away.

HANNIBAL BARCA
As I hate to be apart from you.

IMILCE
What brings you to Spain, Hannibal?

HANNIBAL BARCA
My concern for your safety.

IMILCE
I'm always safe behind the walls of
Spain.

HANNIBAL BARCA
For now. We plan to invade Rome. I
have prepared safe passage for you
to Carthage, so you will be safe.

IMILCE

I am safe here.

HANNIBAL BARCA

For now. When Rome is attacked, they will attack our allies. They will never make it to Carthage, but here, too close. Please, go for me.

IMILCE

I will do whatever you ask, my king. When do we travel?

HANNIBAL BARCA

At sunrise. We have a caravan to take us both to Gaides. We will have that time to spend together.

IMILCE

This is so sudden.

HANNIBAL BARCA

I know. But the time to strike is now.

IMILCE

I do not question your tactics or logic, my king. Just your safety.

HANNIBAL BARCA

I will return to you. And Rome will no longer be a threat to Spain or Carthage.

IMILCE

I cannot breathe at the thought of losing you.

They embrace. She kisses her husband again. Imilce begins to disrobe. Once her dress is off, Hannibal takes her to the bedroom, lays her on her majestic bed, kissing her passionately, undressing as if he has missed her for years.

They make love.

CUT TO:

INT. HANNIBAL'S QUARTERS (CLASTIDIUM) - DAY

Hannibal is fast asleep dreaming. He is awoken by KUSH and Mago.

KUSH

Lord Hannibal! The troops are
assembling in the square. They
await their leader!

Hannibal stirs, losing his amazing dream.

MAGO

Here is your armor and gear. We
will wait for you outside.

HANNIBAL BARCA

Thank you, Mago, Kush. I was
dreaming I was home with Imilce.

MAGO

You are far from Carthage, brother.
We are still at Clastidium.

HANNIBAL BARCA

So we are.

He is slightly disappointed. Hannibal gets up, and begins to
don his battle gear as his brothers exit for his privacy.

EXT. CLASTIDIUM SQUARE - AFTERNOON

The massive army is in formation awaiting their majestic
leader. Hannibal exits his quarters to see his troops at the
ready. He is impressed.

HANNIBAL BARCA

Today we continue our march on
Rome! Our enemy has flanked the two
routes available, so we will re-
route through the Arno marsh land.
When we emerge, we will lay siege
on Tuscany, forcing Flaminius to
come from behind the walls of
Arretium to battle our army!

He mounts his last elephant, SIRIUS.

HANNIBAL BARCA (CONT'D)

For now, we march!

He leads and the army follows.

EXT. ARNO MARSHES - DAY

It is a murky, swamp like massive area. Mosquitos and flies and various other bugs fly about, as the soldiers slosh through thick, nasty waters fanning them off.

EXT. ARNO MARSHES - DAY

As the army plods through the thick marshes, a SNAKE lunges forward from the muck, jumping on a soldier's neck, biting down hard. The soldier fights for his life as others try to help. Another snake bites another soldier on the leg. He falls under the thick marsh.

EXT. ARNO MARSHES - DAY/NIGHT

Time is sped up for 24 hours as the army marches through this rough terrain. Men are passing out dying, but they press forward.

EXT. ARNO MARSHES - EVENING

The army stops. MAGO rides up to see what the delay is. Hannibal is favoring his right eye.

MAGO

Hannibal! We can't camp here, why are we stopping?

HANNIBAL BARCA

Something flew in my eye.

Mago looks. Hannibal's eye is swollen, infected. Pus leaks out the corners.

MAGO

Brother, your eye...

HANNIBAL BARCA

I cannot see from it.

MAGO

These marshes are too filthy. We can't clean it here. We must press on. I will lead if need be.

HANNIBAL BARCA

No. I will lead us. Tell no one of my ailment but Kush.

MAGO

As you wish. I will be back to the front to check on you often.

HANNIBAL BARCA

Very well.

Hannibal begins to move again. MAGO rides past KUSH. They make eye contact. KUSH breaks rank and follows Mago away from troops.

MAGO

It's Hannibal. His eye is infected.

KUSH

How bad is it?

MAGO

It is swollen shut. He cannot see.

KUSH

We must be his eyes then.

MAGO

We must keep moving. The men are tired, dying of sickness and snake bites.

KUSH

I wish we had travelled to Arretium. If we are to lose men, they should die in battle.

MAGO

Speak not your reservations within Hannibal's ear shot. Or any of the soldiers.

KUSH

I am speaking only to you, Mago. I am loyal to your brother. To survive this march, we must look after him.

MAGO

Agreed. Speak nothing of his ailment.

KUSH

I will go to hear it from him myself. I will take the front with him.

MAGO

I will move the men about the rear.

The two ride to the front and back of the army respectively.

KUSH rides near Hannibal on his right side. He sees the swollen eye. Hannibal looks over to him.

KUSH

I am here, brethren.

Hannibal says nothing. He looks ahead and rides, swatting away bugs.

The army behind him does the same as one slashes downward splitting a snake in half.

The sun begins to set as they march through the marshes.

EXT. TUSCANY - DAY

HANNIBAL BARCA V.O.

We we arrived at Tuscany, we would
rain fire on the city for all of
the neighboring cities to see.

Hannibal and his army rain flaming arrows on the walls of Tuscany, a Roman ally.

Arrows pummel the Tuscany Army as the wall begin to burn. Hannibal and his army lay siege on Tuscany, burning down trees, killing the townspeople and mauling the Tuscany forces.

Hannibal and his leaders are prominent in battle, leading their men to a quick and sure victory.

They begin to set the entire town on fire. They slaughter livestock and pillage the city. The flames can be seen for miles.

CUT TO:

EXT. ARRETIIUM - DAY

CONSUL FLAMINIUS and his army look across the landscape and see a great fire in the distance. It is Tuscany.

CONSUL FLAMINIUS

Tuscany is under siege! Hannibal must have traveled through the marshes. A dangerous route. Touche, general. Most clever.

ROMAN TRIBUNE

How should we respond, Consul Flaminius?

CONSUL FLAMINIUS

We wait. We must know his next move. I shall confer with Senate.

CONSUL FLAMINIUS stares at the flames, we slowly ZOOM IN to see the fire reflecting in his angry eyes.

CONSUL FLAMINIUS (CONT'D)

Send spies to Tuscany. Be discreet. Have our army at the ready. Who knows what this barbarian will do next.

ROMAN TRIBUNE

As you wish.

The ROMAN TRIBUNE exits as anger reads on FLAMINIUS' face. He crushes the goblet in his hand and throws it against the wall.

EXT. TUSCANY - EVENING

Hannibal and his guard stand outside the walls of Tuscany looking toward Arretium. They see no movement in the distance.

HASDRUBAL

They city is destroyed. What do we do now, my lord?

HANNIBAL BARCA

We wait.

He and his brothers look on with the flames of Tuscany behind them. Their men are seen behind them still pillaging the city. His last elephant, Sirius, lay next to him dying.

HANNIBAL BARCA (CONT'D)

You have served me well, Sirius. Rest. You were a fierce warrior in battle. You will be missed.

He strokes the elephant as it takes it's last breath.

INT. ARRETIIUM COUNCIL CHAMBERS - EVENING

CONSUL FLAMINIUS meets with the ROMAN SENATE. The PRAETOR conducts the meetings.

PRAETOR

Our allies can see what we see.
They will begin to fear Rome is
losing power, and join sides with
Carthage.

CONSUL FLAMINIUS

I am aware, Praetor. But I know the
enemy well. He is taunting us.
Forcing us out of the walls for his
advantage.

PRAETOR

His men are far from home. They are
sick, weary. We are well fed and
rested. Well trained. Why don't we
give this barbarian the fight he
desires?

CONSUL FLAMINIUS

You just answered your own
question, Praetor. Because he wants
it. I suggest we wait. Learn of his
next move, then intercept.

PRAETOR

I can only pray this wait is not
long, Consul Flaminius. Your charge
is near it's end. You must make
your mark on Roman history. The
Carthaginians are trying to start
the second Punic war. I suggest
Rome stops them before it gets out
of hand.

CONSUL FLAMINIUS

And I agree. But we can't allow
Hannibal to dictate the battles.

PRAETOR

However he is. We have lost two
allied cities in the days of his
siege of Tuscany. His army is
growing using OUR allies! This is a
sign of Roman weakness! He must be
destroyed! Now!

CONSUL FLAMINIUS

War is not solely about pitting man against man, Praetor. He is employing strategy. We must counter, but on our own terms.

ROMAN TRIBUNE

I am inclined to agree with my commander, Praetor. Hannibal is taunting us.

CONSUL FLAMINIUS

This is why we wait.

PRAETOR

And while we wait, he is sending a message to all of our neighboring allies. If you side with Rome, we will burn you down! Many of our allies are not well fortified!

FLAMINIUS is growing angry.

CONSUL FLAMINIUS

Which makes them of no use to us! Whatever soldiers he does not slaughter will join him. None of those soldiers are worthy to wear the uniform of the Roman army!

PRAETOR

Temper yourself, Flaminius. Save it for the battlefield.

CONSUL FLAMINIUS

For now, we wait. Messengers have been dispatched to Ariminus to coordinate war efforts with Consul Geminus. Hannibal will make a move soon. When he does, he will suffer at my sword personally!

A tempered CONSUL FLAMINIUS storms out. His TRIBUNE and GUARD follow.

INT. ARRETIIUM DINING HALL - DAY

CONSUL FLAMINIUS eats in the grand dining room. His GUARD, TRIBUNE and his PREFECT (3rd in charge) dine while CENTURIONS guard the area. They are adorned in the best of armor with long sharp spears and rectangular metal shields.

PREFECT

Our messengers are three days out.
Tuscany is still burning.

ROMAN TRIBUNE

We have lost another allied city.
Our allies are beginning to fear
Hannibal.

CONSUL FLAMINIUS

His days are numbered.

He eats. The others are quiet for a few beats.

ROMAN TRIBUNE

He can't last forever on the land.
The closer he gets to Rome, the
further he is from home.

A CENTURION enters.

CENTURION LEADER

Consul! Hannibal's army is
marching!

The men stop eating.

CONSUL FLAMINIUS

Are they attacking the city?

CENTURION LEADER

On the contrary. They are marching
past it. Taunting us!

The LEADERS get up and rush out following the guard to a
balcony vantage point.

EXT. ARRETIUM BALCONY - DAY

The leaders rush the balcony. In the distance they see
Hannibal's massive army marching past their walls just far
enough to be seen from the walls. The ROMAN ARCHERS observe
from the castle walls.

CUT TO:

EXT. OUTSIDE ARRETIUM - DAY

Hannibal and his army march in unison, their cadence loud and
heard echoing across the mountains.

Hannibal leads the army, goading the Romans to come from behind their protective walls. Hannibal now sports a leather patch over his infected eye.

MAGO
They are cowards.

HANNIBAL BARCA
Coward. That is Latin for Roman.

Mago and KUSH laugh.

KUSH
Mighty Rome is afraid of our might.
What say we wager if they will come
out or not?

HANNIBAL BARCA
I wager they won't. Flaminius is
waiting on reinforcements. We will
march to Passignano. He will
follow. We will find a place to
wage war there.

They march on with the walls of Arretium in their sights.

CUT TO:

EXT. ARRETIIUM BALCONY - DAY

CONSUL FLAMINIUS is in rage. He dons his helmet and walks back into the great hall. His leaders follow.

EXT. ARRETIIUM - NIGHT

CONSUL FLAMINIUS leads his Roman army out of the gates of Arretium in pursuit of Hannibal.

EXT. CAMP NEAR PASSIGNANO - NIGHT

Hannibal and his men set up camp. A MESSENGER rides up on a house.

MESSENGER
My lord! Flaminius and his army are
a day behind us. They are in fast
pursuit.

HANNIBAL BARCA
We move in morning.
(To Mago)
Triple our guard.

MAGO exits. Hannibal takes a swig of water and pours in on his infected eye.

MARCEL
How is the eye, my lord?

HANNIBAL BARCA
It has seen better days. But it won't deter my mission.

MARCEL
You were right about Flaminius.

HANNIBAL BARCA
One must know their adversary if they wish to defeat them. He is marching on borrowed time.

Marcel gives Hannibal some roots.

MARCEL
Chew on these. It will take the swelling down.

Hannibal takes the bark, chews on one.

HANNIBAL BARCA
Get some rest. We move at dawn.

MARCEL pats Hannibal on the back and nods. He gets up to go near the camp fire. Hannibal rolls out a map and surveys it.

EXT. ROMAN CAMP - MORNING

The Romans are packing up to move.

CONSUL LONGUS
(To Tribune)
Hannibal can't be more than two days ahead. We march double time.

ROMAN TRIBUNE
As you wish.

The Tribune runs off to the other leaders.

CUT TO:

EXT. CAMP NEAR PASSIGNANO - MORNING

Hannibal and his men put out camp fires and prepare to march. Hannibal shows their destination to his leaders on the map.

HANNIBAL BARCA

We will pass through here. There is a defile here. If it works, this will be where we stage our first battle. It will take almost a day to get there, so prepare the army to march.

LOUIS

Yes, my lord.

The leaders move as Hannibal rolls up and packs his map.

EXT. ROMAN CAMP - DAY

The Romans are in formation marching double time.

EXT. FORREST OF PASSIGNANO - EVENING

Hannibal and his men march to a defile. A mountainous area with a narrow passage bordered by a lake. Hannibal observes the landscape and stops his army.

HANNIBAL BARCA

Halt!

Hannibal sees the fog over the mountains.

HANNIBAL BARCA (CONT'D)

We will engage them here at Lake Trasimene. I need a team of scouts on that mountain. Start camp fires, make it appear we are camped there. The fog will provide us with cover up there. When the Romans pass the defile, they will not have room to set up attack formations. We will then come from the fog over the hills, and destroy Flaminius and his army.

MAGO

Do you not think he will send his army up the mountain to attack?

HANNIBAL BARCA

He will. But I will guess Calvary
not the entire army. The passage is
too narrow. We will ambush the army
as his calvary is lead to a larger
force hiding in the woods. He is
less than a day away, so let's
move!

The men gather and begin taking positions.

EXT. FORREST OF PASSIGNANO - NIGHT

The Roman army marches near the defile. They see the camp
fires in the distance past it.

ROMAN TRIBUNE

Consul Flaminius! There on the
mountain top.

CONSUL FLAMINIUS

Camp fires. Send a small scout team
to scout the area. Once we know the
landscape will shall attack.

The TRIBUNE rides off. A few beats later, he and 100 horses
pass Flaminius riding toward the defile.

EXT. DEFILE - NIGHT

The Romans survey the area. They can see the camp fires
clearly from here, and they appear to be a distance away.
They survey the narrow area and head back to Flaminius.

EXT. FORREST OF PASSIGNANO - NIGHT

The TRIBUNE and his scouts ride up.

ROMAN TRIBUNE

The area is too narrow. His armies
are in the distance atop the hills
just past the defile. You can see
the camp fires clearly from there.

CONSUL FLAMINIUS

Very well. We will move through the
defile at day break. Set up camp,
but no camp fires. We want to wake
them up in the morning ourselves.

ROMAN TRIBUNE
As you wish, my lord.

As the Tribune rides off to give orders, Flaminius stares at the camp fires in the distance.

EXT. DEFILE - MORNING

The Roman army moves through the defile. The morning fog rolls in, providing a murky fog over the mountains as well as in the defile. Visibility is challenged, but the Romans move forward. Flaminius can see the fires burning in the distance through the fog. He gallops his horse to the front of the army. They move through the defile until most of the army is present.

CONSUL FLAMINIUS
(To Tribune)
We are close. Go stir their camp.

TRIBUNE
As you wish, commander. Calvary!
Double time!

About 6 thousand horses follow the TRIBUNE up the mountain in the thick fog.

EXT. HANNIBAL'S CAMP - MORNING

Out of the fog thunders 6 thousand Roman legion calvary. Hannibal's scout team is prepared and they spring into battle. The Romans outnumber his forces, so they are getting the best of this skirmish. Hannibal's army begins to retreat, as the Romans advance harder. They chase down Hannibal's scouts, hacking away as they run. The Romans are in hot pursuit. As they close the gap between them and the fleeing Carthaginians, Hannibal and thousands of his soldiers spring out of the fog and ambush the Roman calvary. It is a massive blood bath. The fleeing Carthaginians turn to fight, helping the army make quick work of the Roman Calvary.

CUT TO:

EXT. LAKE TRASIMENE - MORNING

The Romans are in the defile awaiting the return of their Calvary. Suddenly, they are attacked from the mountains. Out of the morning fog, AFRICAN and SPANISH heavy infantry attack the Roman front, while CELTIC TRIBESMAN hit the center and NOMIDIAN light calvary attack the rear.

The Romans are caught off guard, most have no time to get their weapons out. They are still in line of march, and cannot get into a battle formation as they are pushed into Lake Trasimene, dying one by one. The Romans are in total disarray, and the losses are mounting rapidly.

Hannibal and his army join the battle, having killed off the 6 thousand cavalry on the mountain.

Blood flies everywhere as Romans are falling by the second. Flaminius and a few dozen Roman soldier put up a decent battle, killing a few of Hannibal's men, but the numbers are falling rapidly as they fight in the thick fog.

MAGO engages Flaminius in a sword battle, killing two guards in the process. Flaminius knocks him to the ground. As he goes in for the kill, KUSH rushes up and shoves a spear straight through his throat. Blood spatters as it exits the other side.

MAGO
Great timing, brother!

He helps his comrade up.

KUSH
Come on!

They both return to battle, slashing the throats of Roman soldiers. Hannibal can be seen not far away fighting like a mad man. The Romans are dying in masse.

FADE OUT

FADE IN

EXT. LAKE TRASIMENE - EVENING

Hannibal and his men survey the dead, and kill those who are still alive. Hannibal stands over the body of Flaminius. Kicks him to see if he is dead. They begin removing the gold rings of the dead Roman soldiers.

SUPER READS: BATTLE OF TRASIMENE 15 Thousand Roman Soldiers died. 1500 Carthage soldiers died. A kill ratio of 10 to 1.

EXT. FORREST OF PASSIGNANO - NIGHT

Hannibal and his forces march on.

EXT. ROME - DAY

We see the majestic city of Rome. Grand and well protected.

INT. ROMAN SENATE - DAY

The Roman Council gathers. Consul Sicipio is present, still nursing war wounds. A ROMAN MESSENGER brings news of the battle of Trasimene.

ROMAN PRAETOR

(Reading)

Flaminius has been defeated at Lake Trasimene. We have lost 15 thousand of our legion.

CONSUL SCIPIO

Hannibal is getting closer to Rome. Consul Flaminius was a great leader. Put me back on the battlefield. I know the enemy well.

ROMAN PRAETOR

The Senate has decided to appoint a dictator.

The room mumbles. This is not a favored idea.

CONSUL SCIPIO

A dictator? The people will not stand for it!

ROMAN PRAETOR

This is about the future of Rome! Hannibal and his forces are gaining our allies and moving closer to our region. Understanding the citizens desires we have decided to elect a dictator for a period of six months. This will strengthen our alliances as Hannibal tries to sway them in his travels.

CONSUL SCIPIO

I for one am against it. I say we build more armies, and crush Hannibal and his battle weary Carthaginian army!

ROMAN PRAETOR

It has been decided. Tomorrow we will announce our decision to the citizens of Rome.

CONSUL SCIPIO
I must ask, who have you chosen to
be this said dictator?

As the ROMAN PRAETOR speaks, a man stands.

ROMAN PRAETOR
We have elected Quintus Fabius
Maximus to lead as Dictator.

CONSUL SCIPIO stands silent. DICTATOR MAXIMUS is a very
feared man.

EXT. ROME COURTYARD - DAY

The SENATE leaders are all on the grand balcony overlooking
Rome. They present the new dictator to the people.

ROMAN PRAETOR
We present to you, the citizens of
Rome, our newly appointed Dictator,
Quintus Fabius Maximus!

The crowd is mumbling, until DICTATOR MAXIMUS steps forward.
Then silence. He raises his arms. The crowd and army cheer.

CONSUL SCIPIO stands with his arm in a sling. He does not
approve.

DICTATOR MAXIMUS
I will only reign for 6 months.
Consul Flaminius was defeated at
Lake Trasimene. With him, 15
thousand Roman soldiers perished. I
was appointed to defeat this threat
to Rome. Hannibal Barca of
Carthage.

The Romans cheer.

DICTATOR MAXIMUS (CONT'D)
Who will join me in my quest to
expand the borders of Rome while
defeating a threat to our Republic?

The men roar. The ROMAN PRAETOR smiles and looks toward
CONSUL SCIPIO. He is still not happy.

DICTATOR MAXIMUS basks in the glow of his reception. He is
playing to what the people desire.

INT. ROMAN SENATE - EVENING

The SENATE gathers to discuss latest information.

ROMAN PRAETOR

Our armies have grown to 90 thousand in less than a month, Dictator Maximus. How do we proceed now that we have such a large force?

DICTATOR MAXIMUS

In comparison, our armies are well trained, rested and fed. His army is far from home, living off our land. We have a navy, while he has none. While we surely can march and destroy his forces, we have no desire to lose men in an all out battle. He is a great tactician. It is better to harass him, make living on Roman soil difficult.

CONSUL SCIPIO

How do you propose to do this without war, Dictator Maximus?

DICTATOR MAXIMUS

We have already begun our maneuvers. When he sends out scouts to find food, we kill them. Any ally that gives him refuge, we burn them down. Our objective is to wear him down in the field. Make survival difficult.

ROMAN PRAETOR

We shall call it the Fabian strategy. Hannibal hasn't attacked any ally in over a month. We are amassing troops while keeping the barbarian at bay.

CONSUL SCIPIO

Effective strategy, but how long will it last?

DICTATOR MAXIMUS

As long as it works, Consul Scipio.

The two men stare at each other. No love here.

EXT. HANNIBAL SCOUTING PARTY - EVENING

30 scouts hunt for food. They creep up on deer grazing in the tall grass. An arrow kills a deer as the others scatter. Hannibal's hunters are talented as they chase down and kill four more.

The SCOUTING PARTY gathers their prey and march back. They are ambushed by 200 Roman soldiers and slaughtered.

EXT. ALLIED TOWN - NIGHT

The ROMAN torch a town that helped Hannibal. They kill the males in the town.

ROMAN CENTURIAN

All traitors to Rome must die!

He stabs the Captain of the town's small army. People scatter in fear of the Roman soldiers.

CUT TO:

EXT. HANNIBAL'S CAMP - NIGHT

Hannibal and his men camp in the forrest of Italy. LOUIS approaches.

LOUIS

Hannibal. Our scouts haven't returned in days. Food is running low. The men are getting agitated.

HANNIBAL BARCA

Send out another team. Double the hunters. He is taunting us. We will ambush those sent to ambush us. Better yet, send a normal search party. But behind each party, send 200 soldiers or calvary to watch over them from a distance.

SHAFAT, bandaged from the last war, approaches with some food for Hannibal.

SHAFAT

My lord, your food has been prepared.

HANNIBAL BARCA

Give it to my men.

SHAFAT

For now there is enough to go
around. You must eat.

HANNIBAL BARCA

I will dine with my men.

He takes the food and goes to where his troops are eating.
They all greet their leader and are happy he sits among them
to eat. This is one of the qualities that make him a leader
of men.

EXT. HANNIBAL'S HUNTING PARTY - MORNING

His small team is out hunting. They catch some wild game. as
they wrap them up, Romans approach them. 100 deep. They flee
as the Romans charge them. Suddenly, out of the grass 200
trained horses rise up, startling the approaching horses
causing them to rear back and halt, dropping a few of the
Roman soldiers to the ground.

The fleeing HUNTING TEAM turns around, and begin charging the
Roman Calvary. The Carthaginians make easy yet bloody work of
the Roman Calvary.

EXT. HANNIBAL'S CAMP - NIGHT

The HUNTING PARTY returns to camp with plenty of meat.

MAGO

I see we got food. Why won't they
attack us?

HANNIBAL BARCA

Maximus is a cunning dictator. He
is wise. He is trying to starve us
out. We are far from home. They are
burning down cities who have helped
us, creating the same fear we have.

MAGO

The Roman Senate won't allow his
reign to be long. It is not the
Roman way.

HANNIBAL BARCA

And THAT my brother, is what we are
counting on. We are survivors. We
wait.

MARCEL

He has been in office for months now. His tactics are working. We are roaming from place to place. The men want a fight. They all long to return home.

HANNIBAL BARCA

Understood. Maximus can't be in power much longer. I am more concerned about the forces he is amassing.

KUSH

How is your eye? Can you see anything?

Hannibal removes the patch. The swelling is gone, but his eye is visibly blind.

HANNIBAL BARCA

I see nothing just Rome burning in my head.

KUSH is saddened for his leader and friend. He pats his shoulder.

KUSH

You are most incredible, Hannibal. I envy your heart.

HANNIBAL BARCA

You are quite the field general yourself, Kush. It has been an honor to fight side by side with you and Mago.

MAGO

For Carthage.

HANNIBAL BARCA

For Carthage!

They shake each others forearms. Hannibal looks up to the stars. He lays back on the ground near the camp fire.

INT. ROMAN SENATE - DAY

The SENATE is debating ending the dictatorship of Maximus.

ROMAN PRAETOR

The term of dictatorship has come to fruition. The people demand we return to our Roman Republic ways.

DICTATOR MAXIMUS

But my strategies are working. Hannibal has been on the move for months. He hasn't attacked any of our cites.

CONSUL SCIPIO

I agree, the Fabian strategy is effective, but we can accomplish it without the need of a dictator.

DICTATOR MAXIMUS

Everything I have done is effective. Our armies have swelled to 90 thousand. Our allies are strong and Hannibal has been rendered useless. Why change what is working?

CONSUL SCIPIO

You have amassed a massive army. What good is it, if they are not put to use?

ROMAN PRAETOR

You are to step down effective immediately. The people are becoming uncomfortable with our dictator system, and your six month term has ended.

DICTATOR MAXIMUS

Though I don't agree, I will respect the Senate's wishes. Who will you be appointing Consul?

ROMAN PRAETOR

We will announce it our selections in the morning.

MAXIMUS bows and steps back. He turns and exits. His GUARD follows.

EXT. ROME COURTYARD - DAY

The city is present as well as the massive army. The SENATE steps out to balcony.

ROMAN PRAETOR

Today, Rome will return to it's normal form of government. The six month reign of dictatorship has come to an end. We applaud Maximus for his remarkable service. Under his dictatorship, our navy and land army forces have swelled by thousands. With respect to the wishes of the Roman Republic, we have chosen our new Consul. Paulus and Varro. They will command our armies alternating leadership daily.

The two men step forward in their regal Roman attire. The crowd rejoices as Maximus steps back.

EXT. HANNIBAL'S CAMP - DAY

Hannibal's men train to keep battle sharp. A ITALIAN MESSENGER rides up.

MAGO

Halt!

ITALIAN MESSENGER

I have word from Rome. They have appointed new Consul.

HANNIBAL BARCA

Who is supreme commander?

ITALIAN MESSENGER

Paulus and Varro. They switch command daily.

Hannibal pays the ITALIAN MESSENGER in silver. He rides off.

HANNIBAL BARCA

Good work. Bring me more.

MAGO

They are switching command daily? What manner of leadership is this?

HANNIBAL BARCA

Confusion.

MARCEL

The dictatorship has ended. How do we proceed?

HANNIBAL BARCA
We must strike when Varro is
supreme commander. He will bring us
the battle we desire.

EXT. HANNIBAL'S CAMP - NIGHT

Hannibal and his leaders look at maps. The ITALIAN MESSENGER approaches with information. Hannibal listens, he pays.

HANNIBAL BARCA V.O.
We had messengers from almost every
city and region in Gaul and Italy.
Our recon

EXT. ROMAN CAMP - DAY

A small group of Romans are at camp. Hannibal's strike force rushes upon them killing all but one. They allow him to flee to warn CONSUL VARRO.

INT. ROMAN SENATE - DAY

The Roman Senate gathers to discuss strategy. Consuls Varro, Paulus, Geminus, Scipio, and MARCUS ATILIUS REGULUS as well as Dictator Maximus and his young son, FABIVS MAXIMVS.

CONSUL VARRO
So the barbarian wants war. We
shall give him war.

ROMAN PRAETOR
It is time. Our allies have grown
tired of him scourging the lands.

CONSUL PAULUS
If the Senate will allow me to
speak.

ROMAN PRAETOR
What say you, Consul Paulus?

CONSUL PAULUS
I think this is giving the enemy
exactly the battle he desires. He
knew on Varro's command he would
choose war. We are playing into his
strategies.

ROMAN PRAETOR

On the contrary. The Fabian
strategy of containment has worn
him down. It is time to strike.

Maximus frowns at the statement. But remains silent.

CONSUL VARRO

We were commissioned to destroy the
tyrant. Our former dictator here
built us a massive army, one the
likes of Rome has never seen. What
good is such an army, if we never
use it?

CONSUL PAULUS

I understand your desire to make a
mark on Roman history, Varro.
However, if you approach with haste
and anger, you are abandoning
strategy, which is the reason we
lost so many of our armies at
Trasimene and Trebia. Hannibal is
clever. Remember that.

CONSUL VARRO

I am not threatened by this wild
barbarian with delusional hopes of
destroying the Roman Republic! Our
charge is to kill this so called
warrior. That is what we shall do.
I am in command. I choose war.

CONSUL PAULUS

So be it.

He steps back in line.

CONSUL VARRO

So. Who shall face this worthless
barbarian with me? Who will carry
the honor of Rome into battle?

Consuls GEMINUS and REGULUS step forward first. Maximus is
surprised to see his son so valiant.

CONSUL PAULUS

Young Fabius Maximus. Impressive.
You have more heart than hardened
war generals.

Consuls SCIPIO and REGULUS step forward.

CONSUL VARRO
Scipio. Regulus. Honored to have
you.

After a few beats. Consul PAULUS steps forward.

CONSUL PAULUS
I will join your army.

CONSUL VARRO
Very well. You will lead your own
men. Glad to have you. Ready your
men. We march on Cannae at dawn.

The SENATE is impressed. The soldiers all exit. Focused.
Maximus nods to his son in approval.

EXT. CANNAE - NIGHT

Hannibal and his men have set up camp at CANNAE. Patrols
watch for enemy soldiers.

Hannibal and his men are planning. Numidian Calvary leader,
MAHARBAL, is present.

HANNIBAL BARCA
This attack is about formation. The
Romans will line up like this.

He sketches the plan on the map with a a crude clay like
pencil.

HANNIBAL BARCA (CONT'D)
The purpose is to push forward with
great force. If we line up like
this, as they push the center, our
flanks will envelop them. Once
pinned on 3 sides, we allow the
middle to give way, letting them
advance. They will commit more men
to the center, then we push the
center from both sides. Maharbal,
your Numidian Calvary will strike
their calvary as we envelop the
foot soldiers, eliminating that
outside threat.

MAHARBAL
Understood, my lord.

HANNIBAL BARCA

Mago, your cavalry will assist.
 Once their cavalry is eliminated,
 on my signal you will rush the back
 of the Roman flanks, thinning out
 the ranks as they won't be able to
 turn around. We will force them to
 the center, where most of them
 won't have arm room to fight. After
 we hack the Roman swine to pieces,
 Mago and Maharbal will open the
 back end and join the flanks.
 Allowing the remaining Romans to
 retreat. Our armies will then cut
 the hamstrings of fleeing forces
 and come back to slay them later.

MAGO

We will kill more troops that way.
 Kill the hobbled later.

The men laugh.

HANNIBAL BARCA

This plan will work. Everyone must
 execute and kill every Roman in
 your path.

EXT. CARTHAGE COURTYARD - DAY

Imilce sits picking petals off a rose. A MESSENGER
 approaches. She is given a scroll. She pays the MESSENGER who
 exits. She opens the scroll and reads. We hear Hannibal's
 voice.

HANNIBAL BARCA V.O.

My beautiful Imilce. I am alive and
 well. I am near Cannae, about to
 engage Varro in battle. We have
 slain over 60 thousand of our enemy
 in our quest. We are fearless.
 Imilce, I dream of you every night
 I sleep. I await the day we are
 back in each others arms. I have so
 much to share. I will return to you
 soon. I love you, more than I love
 Carthage. Be well, be safe until I
 return. - Hannibal

Imilce tears up. She clutches the letter. Her SERVANTS come
 to assist, she waves them off. She looks at the words again.
 She misses her husband.

EXT. CANNAE - DAY

SUPER READS: BATTLE OF CANNAE (Battle of Annihilation) 216 BC

CONSUL VARRO and his massive army are setting up battle formation at CANNAE. He has over 80 Thousand foot soldiers and 6 thousand Calvary. They line up in a standard Roman formation, except this time he packs his men closer together.

EXT. CANNAE (ROMAN CAMP) - DAY

The Romans line up, then tighten formation.

CONSUL VARRO

Today we will end Hannibal's attacks on Rome! Today, we will fight to the death for ROME!

His men cheer. They are getting the adrenaline going. The Consuls all don their headgear.

CONSUL VARRO (CONT'D)

Look at their unorganized brood. We are a magnificent fighting force. We are fighting barbarian rebels.

CONSUL PAULUS

Be mindful this barbarian has slain over 60 thousand Roman soldiers. I believe he is more formidable than you think, Consul Varro.

CONSUL VARRO

I shall kill him myself.

CONSUL SCIPIO

Now is not the time for internal wars, Consul. Our enemy is taking formation.

CONSUL GEMINUS

Today shall be a victory for Rome! On your command, Consul Varro.

Consul Varro looks over his army. They are ready. He dons his war helmet.

CUT TO:

EXT. CANNAE (HANNIBAL'S CAMP) - DAY

Hannibal and his army from many lands assemble in a bow versus a straight line. They begin pounding their weapons against their shields in a rhythmic fashion. The cadence gets louder and louder as Hannibal speaks.

HANNIBAL BARCA

Across for you is the enemy! He has taunted us for half a year, afraid to fight! His army has swelled in size, but not in heart! They are no match for our forces! Maharbal! Is your calvary ready!?

MAHARBAL

Yes, my lord!

HANNIBAL BARCA

Mago, is your calvary ready?

MAGO

Yes, my lord. We are ready to follow your lead into battle!

HANNIBAL BARCA

Captains? Do you all know your strategies?

CAPTAINS

Yes, MY LORD!

HANNIBAL BARCA

Do not waver from them. No matter how hard the Romans press, stay in formation! We will envelop them, and destroy them all!

His army yells and screams. They are far more tribal than the Romans.

HANNIBAL BARCA (CONT'D)

For Carthage!

ALL

For Carthage!!!!!!

300 yards away Hannibal is sending his own line but it is deployed like a bow, with the middle rushing first, and the flanks slightly behind. Hannibal sends 35 thousand men in this formation. Hannibal leads the charge. The Battle of Annihilation begins. The two armies rush into each other with blood and bodies dropping rapidly.

The ROMANS charge clashing into the massive Carthaginian force. Consul Paulus is hit by a slingshot in the face, dazed, Hannibal hacks Consul Paulus in the helmet, cracking it open, he falls but is not dead, he is however, trampled on in battle. Dead bodies fall on him, as the war wages on.

CONSUL GEMINUS

Attack!!!

CONSUL GEMINUS kills several GAULS. His men follow, taking massive hits. The Carthaginians are hacking off limbs, arms, wrists, heads. Blood flies everywhere.

PHILOSIR is engaged in a sword battle with a skilled CENTURIAN. As he avoids a lance and advances, another CENTURIAN shoves a lance through his back, as it cracks his rib cage exiting his chest. PHILOSIR dies, wide-eyed. KUSH slices the Roman soldier who lanced him, as Hannibal stabs the other Centurian, swinging around slicing the Adam's apple of the Roman soldier. Hannibal is covered in Roman blood.

KUSH fights near him, both men stepping on dead Romans for leverage.

CUT TO:

EXT. CANNAE - DAY

The tide is turned when Hannibal's Numidian Light Calvary rushes the flanks of Varro's Calvary. They destroy the 6 thousand Calvary, stepping over dead horses and bodies chasing down and slaughtering the fleeing calvary as they run. It is a massive blood bath of Roman bodies.

Mago's calvary helps the Numidian Light Calvary take out the Roman Calvary. They chase down fleeing Calvary and hack them to their deaths. Mago and MAHARBAL'S calvaries trample, slash and slaughter horses and Romans as the flee in fear.

HANNIBAL BARCA

Retreat!!!!

The center of the Roman infantry starts to drive Hannibal back, the Romans feel they are advancing, so they rush the center. Hannibal's infantry flexes inward, as Hannibal's bow shaped alignment turns to a V shape, trapping the Romans on three sides. The force was so great, the Romans in the middle can't raise their arms to fight. Hannibal's troops push the Romans toward the center, making it hard for them to swing their swords. The more they advance the tighter they are pushed together.

HANNIBAL BARCA (CONT'D)
 Maharbal!!! NOW!!!!!!!

Romans are dying, with Hannibal's troops stepping over bodies as they force the Romans so close to each other they can't fight. Hannibal leans backward avoiding the sword of young FABIVS MAXIMVS, then kneels to stab him in the gut. The young Roman folds over grabbing the sword. Hannibal yanks it out, cutting MAXIMVS' hands. He swings around and slashes the kid across the face.

CONSUL GEMINVS
 Maximus!

Consul Geminus fights to get closer to Hannibal, killing several GAUL forces. As he gets with swords distance to Hannibal, he is attacked by SHAFAT. SHAFAT puts up a worthy battle, but he is already bleeding from his sword arm. Consul Geminus knocks him down, and stabs him in the heart. As he pulls out his sword, Hannibal swings at him. He avoids the sword, but his eyes widen as MAGO's sword cracks his spine. When he falls, Hannibal sees his brother.

HANNIBAL BARCA
 Get down!

Hannibal hurls one of his swords as his brother ducks. It splits the forehead of a ROMAN CENTURION. Mago resumes battle. Standing on a mound of dead Romans, Hannibal continues to draw blood from Roman soldiers.

HANNIBAL BARCA (CONT'D)
 Kill them all!

His men shove the Romans to the point they can barely move in any direction. Mago and MAHARBAL'S Calvary hack away at the defenseless Romans from the back of their flanks.

CONSUL REGULVS
 They are forcing us inward! Fight
 the flanks!!!

The Romans are trying to fight their way out, but they are blocked in. The death toll is mounting. As the Romans are compacted into the center, they are picked off with slingshots, javelins and arrows, rarely missing their mark.

CONSUL REGULVS stabs a LYBIAN SOLDIER. He screams as he dies. REGULVS turns to see MAGO, and slices his way to him. Mago kills a ROMAN TRIBUNE.

LOUIS
 Mago!

Mago turns around swinging, cutting REGULUS across the nose. The two men square off as men fight around them. They engage in a sword battle both men could be proud of. As the ROMAN TRIBUNE advance, MAGO trips on a dead Roman soldier, falling down. LOUIS slashes the Tribunes hamstring. He collapses. Mago gets up and finishes him off, turning to battle more Romans.

EXT. CANNAE - EVENING

The battle is raging on. Romans are dead all over CANNAE. Hannibal's forces are pushing Varro's army backward into MAHARBAL'S calvary. Most can't turn around to defend themselves. Consul PAULUS climbs from under dead bodies. He kills two LYBIAN soldiers, taking their swords. Injured, he takes the lead!

CONSUL PAULUS

For ROME!!!!!!

His men let out a battle yell. This raises moral a bit, giving the Romans a bit of leverage. But it is short lived. Hannibal beheads a ROMAN CENTURION.

HANNIBAL BARCA

Cut them down! Mago! Maharbal!
NOW!!!!

MAGO

Let no Roman escape!

MAHARBAL and Mago's calvary open up to let the remaining Romans retreat, killing any of them within sword length. Archers pummel them with arrows as the Calvary clears out of range. A wounded COUNCIL VARRO is in the rear fleeing for his life. Several men follow, as Hannibal's army follows, slicing at the hamstrings and achilles tendons of the fleeing Romans, hobbling them to kill later.

ROMAN CENTURIAN

Consul Varro!

CONSUL VARRO

Flee! Run for your lives!!!!

ROMAN CENTURION

Coward!!!!

The ROMAN CENTURION is disgusted, he turns to fight and is attacked by three LYBIAN infantry and sliced to his death.

Romans are dying all over Lake Cannae. Hannibal is in hand to hand combat with CONSUL PAULUS.

CONSUL PAULUS

So you are the barbarian! You will
die at my hand!

The two fight each other without weapons, with Hannibal getting the best of the fight. Hannibal uppercuts PAULUS knocking him down. He picks up a Roman sword, and slashes upward toward Hannibal. Agile, he moves just in time as MAGO tosses him a sword.

MAGO

Hannibal!

Hannibal catches it, and in one fast motion, hacks at Paulus. Paulus jumps back, picks up a shield and they joust. Hannibal hacks at the huge rectangular shield, as Paulus blocks, striking between blocks. Hannibal kicks the shield, pushing Paulus to the ground. Hannibal pounces, hacking away at the shield as he stands over Paulus. Hannibal stabs Paulus in the knee. Paulus reacts dropping the heavy shield. Hannibal slits his throat and continues in battle.

CENTURION LEADER

Paulus has fallen!

He and a small group of CENTURIONS rush toward Hannibal. Hannibal retreats, running past 100 GAULS and LYBIAN Infantry. They make quick work of Hannibal's attackers as he hacks away at wounded Romans trying to stand to their feet.

Hannibal is swinging his sword like a mad man, as blood flies off his blade.

HANNIBAL BARCA

DIE!!!!!!!!!!

EXT. CANNAE - MORNING

The amount of dead bodies is staggering. We see a WIDE ANGLE of the massive blood bath. More Romans are dead than Carthaginians, but both took a death toll.

Hannibal and his men tie up thousands of wounded Romans as MAGO, KUSH, MARCEL and MAHARBAL kick bodies to see who is still alive. If they are too injured, they finish them off. If they can stand, they are tied up and captured. Hannibal's men collect gold rings from the deceased Roman soldiers and put them in pouches. Wounded Romans scream as they are stabbed to death. The body count is massive in such a small space.

SUPER READS: BATTLE AT CANNAE 70,000 dead. Carthaginian Army 6,700. It is known as the Battle of Annihilation.

EXT. CANNAE - EVENING

Hannibal and his men collect the rest of the rings and kill the last wounded Romans. Hannibal stands before the prisoners.

HANNIBAL BARCA

Behold what we can do to the Roman Army! He who is not of Rome, step forward.

A few hundred hesitant men step forward.

HANNIBAL BARCA (CONT'D)

You have two choices. Join us, or go home. Release them.

Hannibal's men follow orders. Dozens on the men flee, while a few hundred shed their armor and join Hannibal.

HANNIBAL BARCA (CONT'D)

As for you Romans, put your rings in that sack.

MAGO and MARCEL go down the line from each end as the Roman prisoners remove gold rings.

LOUIS

What shall we do with them?

HANNIBAL BARCA

We we break them until they serve us. Or kill them. Depends on how I feel when I wake.

Hannibal surveys the massive patch of dead bodies bearing Roman uniforms. Over seventy thousand bodies paint the grass red with blood.

ROMAN TRIBUNE

You are a barbarian! I will never bow to you!

HANNIBAL BARCA

Then you shall bow to my sword.

Hannibal steps up and pushes his sword through the stomach of the ROMAN TRIBUNE. As he spits up blood, he collapses. The other Romans are in fear.

HANNIBAL BARCA (CONT'D)

Anyone else wish to call me a barbarian?

Silence. MAHARBAL approaches.

MAHARBAL

My lord. We should use this victory
to lay siege on Rome.

Hannibal looks out to his army. They are wounded, exhausted.
Spent.

HANNIBAL BARCA

We must first see how the Romans
respond.

MAHARBAL

But why? You have destroyed most of
their Army! The time to strike is
now!

HANNIBAL BARCA

To save their walls they may be
ready to amend the treaty.

MAHARBAL

Politics! We are warriors! They are
there for the taking!

HANNIBAL BARCA

In due time. Our men need rest. We
need siege weapons.

MAHARBAL

We can send for them. This battle
will have every city from here to
Rome in alliance with Carthage!

HANNIBAL BARCA

Rome is still yet 250 miles away.
We have no navy. We travel by foot.
We need to amass a larger army as
Rome will rebuild quickly.

MAGO

Maharbal, let us relish in this
victory. This is the greatest
defeat in Roman history!

MAHARBAL

Yes! So why not take advantage?
They are trembling behind the walls
of Rome. Why wait?

HANNIBAL BARCA

Look around. Our men are exhausted. The travel is long, the need food, rest, medical care. We need siege weapons to take the walls. They could take months to arrive. So we will build our armies and send for them. Perhaps now Carthage will send reinforcements.

MAHARBAL

Hannibal. You are a great conqueror, but you do not know how to use your victories.

He walks off. KUSH goes to stop him for his disrespect, but Hannibal stops him.

HANNIBAL BARCA

He is speaking his mind. Let him be.

ABDESHMUN approaches with two sacks of Roman rings.

ABDESHMUN

We have collect all of their rings, my lord.

Hannibal turns to take one last glance at the massacre of Roman soldiers.

HANNIBAL BARCA

Well done, Abdesmun. In the morning, we march.

ABDESHMUN

Where are we going?

HASDRUBAL

Toward Rome. To the first allied city we find. Lead the prisoners.

ABDESHMUN

As you wish.

(To prisoners)

Move! Or die where you stand!

ABDESHMUN cracks the whip. Mago and a few soldiers are killing a few barely alive Romans.

EXT. CAPUA - DAY

Hannibal and his weary army arrive at Capua, Italy. The Italians open their gates and applaud Hannibal and their men, giving them a hero's welcome. The city makes the army feel at home.

INT. CAPUA (HANNIBAL'S QUARTERS) - NIGHT

Hannibal is sleeping. He dreams of his wife.

CUT TO:

EXT. SPAIN - DAY

Hannibal is outside having a picnic with his wife. His GUARD is seen in the distance. She is tickling Hannibal who belts out a hearty laugh.

IMILCE

Who would every think the most
feared warrior in the land would be
ticklish!

HANNIBAL BARCA

Alright! That's enough...

He rolls her over and kisses her.

HANNIBAL BARCA (CONT'D)

Isn't this better? Or do you prefer
this?

He starts to tickle Imilce. She is now laughing.

HANNIBAL BARCA (CONT'D)

Now, how would it look to see the
princess of Spain laughing like a
wild animal?

IMILCE

(Laughing)

They would say she is ALIVE!!!

She rolls him over, and kisses him.

IMILCE (CONT'D)

I love you more than I love the air
I breathe, Hannibal Barca.

HANNIBAL BARCA

I love you too, Imilce.

Suddenly he is awoken by a voice...

CUT TO:

INT. CAPUA (HANNIBAL'S QUARTERS) - DAY

Mago stands over Hannibal.

MAGO

Hannibal! Your messenger has
arrived from Carthage!

Hannibal wipes his eye and jumps up. He follows Mago.

INT. CAPUA GREAT HALL - DAY

Hannibal and Mago enter the hall where the messenger awaits.

CARTHAGE MESSENGER

(Bows)

My lord, I bring news from Hanno II
the Great.

HANNIBAL BARCA

What says he?

CARTHAGE MESSENGER

He congratulates you on your many
victories, but he cannot send
reinforcements at this time.

HANNIBAL BARCA

Why not?

CARTHAGE MESSENGER

He did not say, my lord.

HANNIBAL BARCA

We have defeated massive Roman
armies and only once did they send
us help from Carthage! We have done
all of this, in the name of
Carthage!

The MESSENGER is getting nervous.

MAGO

Brother, temper yourself.

HANNIBAL BARCA

No Mago! We have build armies from neighboring cities, with little help from our own! We have marched and fought for years! With no support of Carthage!

MAGO

Perhaps we should send for Hasdrubal.

HANNIBAL BARCA

Great idea, brother. He is closer. You will make an excellent commander.

Hannibal pays the CARTHAGE MESSENGER.

HANNIBAL BARCA (CONT'D)

Tell Hanno II the Great we are not pleased with Carthage's lack of military support. Many have died for Carthage. Their memories deserve more respect.

The CARTHAGE MESSENGER bows.

HANNIBAL BARCA (CONT'D)

Wait! Take this letter to Princess Imilce, my wife.

He gives a rolls up scroll and more silver to the messenger. The messenger bows and exits.

MAGO

I will send scouts out to retrieve Hasdrubal.

HANNIBAL BARCA

Excellent. The armies here are not as skilled. Send word we need siege weapons to breach the walls of Rome.

MAGO

Consider it done, my lord.

Mago exits. Hannibal walks out to the window, overlooks the armies training. KUSH leads the training. The Italians are amateurs and not battle tested. Hannibal takes a deep breath shaking his head.

EXT. ALPS - DAY/NIGHT

SUPER READS: HASDRUBAL CROSSES THE ALPS 201 B.C.

HASDRUBAL leads an army of 30 thousand, 8 thousand calvary and 15 trained elephants. They march the same path Hannibal did over a decade earlier. His elephants pull siege weapons.

HANNIBAL BARCA

Without trained soldiers, we would wait for three years for Hasdrubal to arrive with siege weapons and reinforcements. Rome began gaining ground. We would fight small skirmishes over the years, most of the ending in a draw. Without reinforcements and a strong calvary, our plight was becoming difficult. Many years had passed. I wondered if Imilce would even remember me. The Romans were now led by Consuls Marcus Livius and Gaius Claudius Nero.

EXT. ROME COURTYARD - DAY

We see the two Consuls appointed. NERO and LIVIUS stand before the Roman people.

EXT. ALPS - NIGHT

HASDRUBAL

Take this to my brother. We need him to redirect his armies to the location on this map.

HASDRUBAL'S MESSENGER

Your wish is my command, commander.

The messenger takes the scroll, puts in in his bag and mounts his horse. 7 other scouts ride along with him.

EXT. ALPS - NIGHT

We see the MESSENGERS ride into the cold night.

EXT. ALPS - DAY

We see the MESSENGERS surrounded by Roman soldiers led by NERO. The MESSENGERS are tortured and pockets fleeced. NERO reads the scroll. He knows where Hasdrubal is.

EXT. SENA (CONSUL LIVIUS CAMP) - DAY

CONSUL NERO and his seven thousand soldiers, including 1000 calvary, march into the camp. CONSUL LIVIUS comes out of a tent to greet him.

HANNIBAL BARCA V.O.

My brother would soon learn his messengers were compromised, as his scouts found the camp of Consul Livius and were preparing an attack. What he didn't know, was Consul Nero had joined the battle. As the two armies lined up near the Metaurus River, my brother knew he was in for a fight.

EXT. METAURUS RIVER - DAY

The two armies line up for battle. The Calvary of the Roman army is twice the size of Hasdrubal's. The Romans charge. Early on the elephants help Hasdrubal to slow down the Roman Calvary. Hasdrubal and his army are putting up a gallant fight.

HANNIBAL BARCA V.O.

My brother was outnumbered by a massive Roman calvary. Once his heavy calvary went down, the army was in chaos.

The GAULS and LYBIANS in Hasdrubal's army begin to flee for their lives.

HASDRUBAL

Stand and fight!

Hasdrubal hacks a few Romans. With the calvary down to a few horses, the Romans come from behind and box in Hasdrubal's troops. TRIBUNE PORCIUS leads the front attack for Rome, while Livius leads against the right flank and Nero from behind.

HASDRUBAL (CONT'D)

Fight to the death!!!!

Some of his men go down swinging. Many are fleeing. Hasdrubal turns and charges a massive group of Romans as most of his troops retreat. 500 loyal soldiers charge into the mass with him, swords swinging.

HASDRUBAL (CONT'D)
For Carthage!!!!!!

HASDRUBAL'S ARMY
FOR CARTHAGE!!!!!!

They let out a battle yell and rush the Romans. They all take out one or two, as they fall rapidly. Hasdrubal kills a few more as he battles with TRIBUNE PORCIUS. His men are dying around him. CONSUL NERO joins in, slashing Hasdrubal in the back. Hasdrubal turns cutting NERO'S arm as TRIBUNE PORCIUS hacks him in the back. Hasdrubal turns again, missing as he swings. NERO slashes his back again as he swings hitting the TRIBUNE'S shield. NERO slashes again as Hasdrubal falls to his knees. Both Roman leaders hack him to death.

CONSUL NERO
Behead him.

He tosses the TRIBUNE a sack to put it in.

HANNIBAL BARCA V.O.
My brother would meet his death at Metaurus. Time was working against us. Allies were changing sides depending on who raided them. We needed a port to get reinforcements faster.

EXT. BRUTTIUM (HANNIBAL'S CAMP) - EVENING

Hannibal is in his camp. Mago waves to him to see what MESSENGERS have brought.

ROMAN MESSENGER
We have a message from Consul Nero.
It is for the eyes of Hannibal Barca.

Hannibal waves for them to open the sack. Hasdrubal's head rolls out. Mago is nauseous. Hannibal stares.

HANNIBAL BARCA
Yet they call me the barbarian.
Rome will now be the mistress of the world.

MAHARBAL
What of the messengers?

HANNIBAL BARCA
Kill all but one.

The ROMAN MESSENGERS turn on their horses to flee, as archers pick them off of them, allowing one lucky Roman to return with the message.

EXT. ROAD TO ZAMA - NIGHT

Hannibal's army marches to

HANNIBAL BARCA V.O.
By 203 B.C., we would obtain a port
and sail back to Carthage. After 16
years of fighting Rome, we were
finally going home.

EXT. SHIPS TO CARTHAGE - DAY

Hannibal's 15 thousand men board the ships.

EXT. MEDITERRANEAN SEA - EVENING

Hannibal looks out over the ship's bow, longing to see home.

INT. CARTHAGE - EVENING

Hannibal and his army enter the gates of Carthage. Alot has changed in the last 16 years. Carthage has grown in both size and wealth.

INT. CARTHAGE - EVENING

Hannibal rides to the town square. He sees who he has longed to see for over a decade, Imilce. She has aged, but is still stunning. He dismounts his horse and rushes to his love who meets him halfway. They embrace and kiss.

INT. CARTHAGE WAR ROOM - DAY

Hannibal is informed of the current state of Rome. HANNO II and the leaders are all present. Hannibal and his leaders dump sacks of ROMAN GOLD RINGS at the King's feet.

HANNO II and his cabinet look as the thousands of gold rings cover the floors.

HANNO II

Unbelievable. Each represents a Roman life?

HANNIBAL BARCA

Yes, my lord. I would have more had you sent reinforcements. We had Rome at their weakest.

HANNO II

At the time, Carthage needed it's military. Rome was threatening while you were out slaying them.

HANNIBAL BARCA

This is a show of what my armies can do.

HANNO II

Those skills in battle will be required again. Scipio Africanus is declaring war. Your armies will meet near Zama.

HANNIBAL BARCA

We will need more time. I prefer trained armies. Trained calvary.

HANNO II

Expedite your training. You will travel soon. Scipio Africanus won't bring the war to our walls. He has instead seized control of Bagrada Valley, and our main food supply.

HANNIBAL BARCA

Untrained calvary can work as a disadvantage.

HANNO II

Rome is cutting off our supplies. We must respond. You can take my best soldiers.

HANNIBAL BARCA

As you wish.

Hannibal exits. His wife awaits outside.

IMILCE

Hannibal.

HANNIBAL BARCA
This will be my final battle.

IMILCE
Hannibal! You are older, you have
done all you can for Carthage!

HANNIBAL BARCA
This is my calling! My destiny! The
Romans have killed my father
Hamilcar, my uncle Hasdrubal the
Fair my younger brother Hasdrubal.
I must do this for them!

IMILCE
This is madness!

HANNIBAL BARCA
This is a promise I made to my
father. I must train my soldiers.

He leaves her standing there. She begins to cry.

EXT. CARTHAGE TRAINING AREA - DAY

Hannibal trains his troops. They are not very experienced and
he is growing frustrated.

HANNIBAL BARCA
NO! Again!

The men repeat the moves. Imilce is seen in the distance
watching her husband work.

INT. HANNIBAL'S HOME (CARTHAGE) - NIGHT

Hannibal is in bed with his wife.

IMILCE
Hannibal, we are growing old. You
cannot spend all your days at war
with Rome. Their are new leaders,
it is their time.

HANNIBAL BARCA
You don't understand. I swore on
the Altar of Ba'al. Rome would fall
to my hands.

IMILCE
And you have damaged the Roman
progress for many moons, Hannibal.
(MORE)

IMILCE (CONT'D)

You are not young. It is time to retire from war.

HANNIBAL BARCA

I shall. When I return from Zama. And I promise you, I will return to you from Zama.

IMILCE

I love you, Hannibal.

HANNIBAL BARCA

I love you more than you will ever know.

They kiss and roll around in the bed.

EXT. ZAMA - MORNING

Hannibal and his army march to Zama.

HANNIBAL BARCA

We would march to Zama days later. My army untrained, but eager. We sent scouts who were captured by Scipio Africanus. He didn't kill them, instead, he showed them his camp, and how many men he had to fight with.

EXT. SCIPIO AFRICANUS CAMP - DAY

The ROMANS show Hannibal's scouts his base. Moreso, his lack of calvary. SCIPIO gives them their horses, and let's them go. The scouts gallop off expecting to be shot by arrows. They are spared.

EXT. ZAMA (HANNIBAL'S CAMP) - NIGHT

The SCOUTS report back to Hannibal. Hannibal meets with a map and his leaders.

HANNIBAL BARCA V.O.

Our scouts returned to report Scipio Africanus' army was of average size with very little calvary. We had 80 elephants, though poorly trained, formidable.

EXT. ZAMA (HANNIBAL'S CAMP) - DAY

Hannibal is supervising the training of his calvary and elephants.

EXT. MARGARON (SCIPIO'S CAMP) - EVENING

Scipio reads terms sent by Hannibal.

SCIPIO AFRICANUS

Now the barbarian wants to call for
a treaty.

ROMAN TRIBUNE

How say we respond, Consul?

SCIPIO AFRICANUS

We delay. Hannibal thinks we have a
small calvary. Tomorrow, our new
alliance will bring us
reinforcements of Numidian
horsemen. A calvary Hannibal knows
all too well. Stall our response.
Buy us time.

ROMAN TRIBUNE

As you wish, Consul.

He exits.

EXT. ROAD TO MARGARON - NIGHT

Hannibal and his armies march toward Margaron for battle.

EXT. MARGARON (SCIPIO'S CAMP) - MORNING

Scipio exits his tent. He sees the Numidian calvary
approaching lead by PRINCE MASINISSA. They are 4 thousand
Calvary and 6 thousand infantry.

PRINCE MASINISSA

(To horse)

Whoa!!

(To Scipio)

Consul Scipio Africanus! We are
excited to join your battle!

SCIPIO AFRICANUS

Your army will help us finally
defeat Hannibal and his armies.

PRINCE MASINISSA
Our men are ready.

SCIPIO AFRICANUS
Hannibal is marching our way. He should arrive in a few hours. He has scouted our camp, thinks we have but 3 thousand horses.

PRINCE MASINISSA
The master tactician is about to get a taste of his own medicine.

SCIPIO AFRICANUS
Come. Let's eat. Plan.

He dismounts.

PRINCE MASINISSA
Let's.
(To his men)
Calvary! Dismount!

They all follow and tie up horses.

EXT. ROAD TO MARGARON - DAY

SUPER READS: BATTLE OF ZAMA - OCTOBER 19, 202 B.C.

Hannibal's army can see the Roman camp in the distance.

HANNIBAL BARCA V.O.
The battle of Zama actually took place near the Roman base of Margaron. We arrived as the Romans were beginning war formation. To our surprise, his forces had doubled!

Hannibal looks at the extra 6 thousand calvary. Marcel rides to him.

MARCEL
Seems my people have turned to the Roman side.

HANNIBAL BARCA
Where do you stand?

MARCEL
Where I have stood for the past decade. We live by the sword, we die by the sword.

Hannibal shakes Marcel's forearm. They are brothers in war. He nods to LOUIS who nods back. Then to his brother Mago, who nods back.

HANNIBAL BARCA
(To army)
Assume formations!!!!

Across from the a few hundred yards away, the ROMANS line up in their usual configuration, with open rows dividing the troops.

HANNIBAL BARCA (CONT'D)
I want all of my veteran soldiers to be on the second tier. Await my command! Mago! You will lead our veterans!

MAGO
As you wish, my lord!

Mago goes to the 24 thousand veteran fighters taking his place in front. They are about 200 yards behind the main battle lines.

Hannibal lines up his 80 untrained elephants in the front of his formation.

The Romans begin to advance. Hannibal calls out....

HANNIBAL BARCA
For Carthage!!!!

ALL
For Carthage!!!!

They charge. As the elephants thunder forward, the ROMANS begin blowing loud trumpets, causing the untrained elephants to turn and crush the flanks for Hannibal's Numidian Calvary. The others run down the open lines of the Roman flanks.

The infantry of both units clash in the middle. The war of Zama is on. Hannibal and his army gain ground, but a more experience and armored Roman unit begin pushing them back.

HANNIBAL BARCA
Take their horses!

Hannibal hacks a Numidian Calvary rider off his horse and mounts it. Marcel and his light calvary recover and join Hannibal in fighting the Roman Calvary. Marcel and Hannibal are leading the charge.

Hannibal rides to get his 24,000 veterans. Within a minute, they all charge, led by MAGO on a horse. Hannibal, LOUIS and KUSH are in the numbers.

The veteran army is more aggressive and skilled. They begin to push back the Roman Army. KUSH fights near Hannibal, watching his flank.

SCIPIO AFRICANUS
Calvary! Charge!

Similar to Hannibal's tactics at Cannae, on Scipio Africanus' signal, the Numidian Calvary circles and comes from behind Hannibal's veteran army. They turn to fight the charging horses, killing both horse and man. The Romans start to get the best of Hannibal's army, as many begin to fall to their deaths.

Marcel engages in combat with two Numidian calvary.

MARCEL
Traitors!

NUMIDIAN CALVARY
You are a fool to defy Rome!

MARCEL
Yet I will die a warrior!

Marcel kills the soldier. He is cut by the other, and turns to fight him. His horse rears up, and he is kicked off. Marcel fights infantry, killing several as the Numidian rider hacks Marcel in the back.

Hannibal rides over and kills the Numidian rider, calling for the remaining troops to retreat as he slashes his way out of danger. Mago is wounded, he falls. Hannibal turns and gallops toward him, holding out his hand. Mago reaches out, as Hannibal lifts him up to the moving horse. MARCEL and LOUIS follows clearing a path

HANNIBAL BARCA
Carthage! Retreat!!!!

Hannibal and his men fight their way to a retreat. The Romans beat their shields in victory.

EXT. MARGARON - EVENING

Thousand of Hannibal's troops lay in pools of blood with Roman soldiers spattered about.

SUPER READS: BATTLE OF ZAMA - CARTHAGE ARMY loses 15,000 men. Roman Army losses 1,500 Hannibal receives his first major loss in battle.

EXT. MARGARON - DAY

The Romans gather Carthaginian prisoners. They kill wounded Carthaginians and help their own wounded troops.

HANNIBAL BARCA V.O.
Zama would be my last battle. We would enter into a treaty which would be worse than the first Rome offered. The people of Carthage grew tired of war. Wanted to return to trade. My brother, Mago, was mortally wounded.

EXT. MEDITERRANEAN SEA - NIGHT

Hannibal and his remaining troops sail back to Carthage.

Mago is surrounded by Hannibal, a wounded Marcel, Louis, Abdeshmun and Kush. Hannibal holds his hand.

MAGO
We will be home in a few days. I will get you help! You must hold on, Mago!

MAGO (CONT'D)
I am doing the best I can brother.

KUSH checks his temperature.

KUSH
He is running a fever.

MARCEL
Try these roots.

He gives them to Hannibal, who puts one in his brother's mouth.

MAGO
Hannibal. It has been an honor to fight by your side. I will never forget your bravery.

HANNIBAL BARCA
We will get you home safe. You will survive this.

Mago begins to cough. Blood comes up. Hannibal speaks to the room.

HANNIBAL BARCA (CONT'D)
I would like to be alone with my
brother.

The leaders all touch Mago, say prayer or good byes. They then exit, leaving the two brothers alone.

Hannibal clutches his younger brothers hand. He begins to cry. Mago is dead. Eyes wide open.

HANNIBAL BARCA (CONT'D)
The honor has been all mine,
brother. I will never forget your
heart and fortitude. Sleep well
mighty warrior.

Hannibal softly closes his eyes, laying his head on his brothers chest.

INT. CARTHAGE - DAY

Hannibal and his army arrive. He is not greeted by his wife, Imilce. Hannibal dismounts.

HANNIBAL BARCA
Hanno! Where is Imilce?

HANNO II
Have some wine, Hannibal.

HANNIBAL BARCA
I don't want wine. Where is Imilce?

HANNO II
She is no longer. She became ill
almost a year ago. We sent
messengers. None returned.

Hannibal's legs buckle. Hanno has to catch his fall. For the first time, we see the warrior, the conqueror, the barbarian; cry.

HANNIBAL BARCA
Take me to where she is.

EXT. CARTHAGE GRAVEYARD - DAY

A massive tombstone with IMILCE BARCA with a statue in her image is seen. Hannibal walks up to it. HANNO pats his back, and allows him his privacy.

HANNIBAL BARCA

Imilce. I'm so sorry. I have failed you. I have failed my father. I have failed Carthage.

INT. EPHEBUS - DAY

Hannibal, now older, is in exile in Ephesus. He holds strategy meetings with Seleucid king ANTIOCHUS III.

HANNIBAL BARCA V.O.

Rome was expanding from a Republic to an Empire. Roman leaders wanted my head. I was exiled from Carthage. I took refuge at Ephesus, and gave war advice to King Antiochus III. He struggled with my strategies, due to lesser armies and no heavy calvary.

EXT. THERMOPYLAE - EVENING

King Antiochus army is being beaten back by the Romans. His army is no match for the well trained Roman Army.

EXT. BITHYNIA - DAY

Hannibal, now over 60, rides with a small guard to Bithynia. He is welcomed like a hero.

HANNIBAL BARCA V.O.

King Antiochus III would blame his poor army performance on my planning, so I was exiled again. This time, to Bithynia. Without my brothers, or my beautiful wife, I would live out my days enjoying the simple things. Until I assisted Bithynia in a skirmish against Roman ally Pergamum.

EXT. PERGAMUM - EVENING

Hannibal is engaged in a small skirmish helping the small army of Bithynia. They win easily and handily following the old general.

EXT. BITHYNIA - EVENING

Hannibal is in his chambers. He hear army footsteps and chatter. Out his window, he sees the ROMAN GUARD enter the gates. He rubs a ring on his finger which bears a big stone.

Hannibal sits to have his last meal. He takes his time, unfolding a cloth napkin and sitting it on his lap. Hannibal is more cultured than he is said to be, as he eats with utensils, chewing his food enjoying every bite as if it was his last.

He looks to his left, seeing the old, battle worn POLAR BEAR cape given to him many years ago. He looks at his battle tested swords. He eats.

Hannibal thinks back on his life...

INT. MONTAGE - DAY/NIGHT

Hannibal marries Imilce....

The cave in in the Alps....

Mago fighting by his side in battle...

Fighting with his father as young as 9 years old...

The war at Trebia.....

The war at Trasimene....

The war at Cannae....he sees the mass grave of dead Romans.

Imilce's grave....

Closing Mago's eyes.....

Hannibal eats. He takes a drink out of his goblet.

We hear marching getting closer.

Hannibal takes his final bite. His final drink. He gets up and goes to his POLAR BEAR cape. He strokes it.

HANNIBAL BARCA
(ref cape)
Thank you, Mago.

Hannibal picks up his swords. Sheaths them and straps them on. He goes to the window and looks over the city on last time.

HANNIBAL BARCA (CONT'D)
I will always love Carthage. I will
always love you, Imilce.

He toys with the stone on his ring. Just then the ROMAN burst into his room. He never turns around.

ROMAN TRIBUNE
Hannibal Barca. You are under
arrest for crimes against the Roman
Empire. You are ordered to come
quietly, or meet your death at my
sword.

Hannibal moves his robe showing his swords. The ROMANS draw their weapons.

Hannibal laughs a bit. Hannibal moves the stone in his ring, revealing a pill. He calmly takes it out, swallows, and turns to face the nervous Romans.

HANNIBAL BARCA
Let us relieve the Romans from the
anxiety they have so long
experienced, since they think it
tries their patience. Too much to
wait for an old man's death.

He holds out his arms. As the Romans approach, Hannibal passes out and dies.

ROMAN TRIBUNE
No!!! You are to be brought to
justice!!!!

They try to revive him. The man we knew as Hannibal Barca, Hannibal the Annihilator, has fallen to his death.

FADE OUT

FADE IN

CREDITS

Footage from the three epic battles are shown as credits roll.