

3:10 to Yuma

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FINAL SHOOTING SCRIPT

*based upon the film "3:10 to Yuma"
written by Halsted Welles*

*from the short story by
Elmore Leonard*

A dark room in a small ranch house.
A desert wind blows in gusts.

WILLIAM EVANS (14), lies awake. Not a boy and not a man, there's a restlessness in his eyes. He lights a match, watching it blow out in his fingers.

His brother, MARK (7), lies beside him, his breathing labored, asthmatic. A medicine bottle and spoon sit on the table beside a folded tearsheet for the 'Colt Peacemaker'.

William stares at the engraving of a gunslinger, brandishing the fancy weapon, a smile of confidence on his face.

Suddenly William turns, alert. There is a faint sound.
...a gate creak... a latch clink.

CUT TO:

2 IN ANOTHER DARK ROOM-- CONTINUOUS--

ALICE EVANS, 32, beautiful but care-worn, opens her eyes. Groggy, she reaches reflexively for--

DAN EVANS, 36, her husband. But he isn't against the pillow where her hand expects him. He is upright on the edge of the bed, tense, sweaty, eyes on a window as he LOADS HIS PISTOL.

ALICE

Dan...

He signals silence. Alice holds her breath, listening to the air... nothing... The clock on the dresser reads 3:45...

ALICE (CONT'D)

...maybe it's the wind...

Dan shakes his head. He glances to WILLIAM, who arrives in the bedroom door, in his longjohns, holding AN OLD RIFLE.

The snort of a horse outside. Men whisper. Hooves.

DAN BOLTS FROM THE BED, crossing to the window on one leg, using the beamed roof for support. He pushes back the drape with his pistol.

3 A HORSEMAN ENCIRCLES THE BARN OF THIS HOMESTEAD, UNHOOKING A CORRAL, LETTING LOOSE A HERD OF CATTLE.

Then Dan notices--

ANOTHER HORSEMAN at the corner of the barn, LIGHTING A FIRE.

(CONTINUED)

3 CONTINUED:

DAN

No!--

4 EXT. EVANS RANCH-- CONTINUOUS

Wearing longjohns and boots, DAN BUSTS OUT THE DOOR, moving toward the man fanning fire at the barn--

DAN

No-- Please-- stop!--

A RIFLE BUTT SMASHES DAN'S HEAD. He tumbles off the porch to the dirt, losing his gun, one boot coming off, revealing--

A MISSING LEFT FOOT.

William runs past Alice and Mark on the porch and his father on the ground as--

THE BARN EXPLODES IN FLAMES. Dan jerks back on his rigged boot, gets upright and lunges toward the barn.

THE FIRST HORSEMAN, bears down on him.

HORSEMAN (TUCKER)

-- You have a week, Evans. Then we burn the house.

THE HORSEMEN RIDE AWAY AS WILLIAM ENTERS THE FLAMING BARN.

DAN

William!

5 INT./EXT. BARN-- CONTINUOUS--

FLAMES LICK THE RAFTERS. SMOKE.

FOUR HORSES tied in stalls, crazy with fear.

William frees two of them, Dan untangles the others and leads them out, grabbing equipment, tossing saddles out the door...

Then Dan notices WILLIAM HAS TURNED BACK INSIDE.

William struggles to drag A HUGE SACK OF FEED and some tools-- We see above him, the burning roof sags, flaming pieces of wood raining-- it's about to collapse--

DAN LEAPS AND GRABS HIS BOY and drags him toward the door, fists swinging.

(CONTINUED)

5 CONTINUED:

WILLIAM

--Let go! It's the last we got!

They fall to the ground as THE BARN COLLAPSES in a fiery mass, sparks showering down. Alice and Mark run toward them.

DAN

...You alright?

Will turns from his father to see- THE TWO HORSEMEN riding away. Dawn light beginning to touch the sky.

WILLIAM LUNGES FOR THE REMINGTON on the ground--
--but Dan is faster and puts his hand on the weapon.

DAN (CONT'D)

I'll take care of this.

WILLIAM

No you won't. ...You don't take
care of nothing.

Tears stand in William's eyes.
Dan takes the gun and starts walking back toward the house.
He passes Alice and Mark, avoiding their eyes.

DAN

The herd is over the ridge by now.
Get cleaned up.

6 INT./EXT. FOLLOWING DAN -- EVANS RANCH -- DAYBREAK

Dan yanks open a drawer and grabs a shirt. His arms and chest streaked in SOOT... Out the bedroom window the sun is creeping over the rocky horizon.

His eyes fall upon a beautiful ANTIQUE BROOCH in a drawer. He examines it. It is gold. And he pockets it and turns, finding himself looking at William, watching him.

William turns away, and crosses to his bedroom.
Dan moves to a basin at the back of the house.

ALICE

You lied to me, Dan.

Dan turns to face Alice.

ALICE (CONT'D)

You told me we made payments to
Hollander.

(CONTINUED)

CONTINUED:

DAN

We did. Some.

(off look, heading inside)

How do you think we bought feed,
Alice? Three months water. Medicine
for Mark. I had a choice between
our family and paying it down.

ALICE

We're supposed to make decisions
together.

DAN

Would you have made it different?

ALICE

Dan.

DAN

We can't make it rain together. Or
turn dust into grass. And we can't
hold back winter. It's too bad the
doctors at Essex saved so much of
my leg. I read the pension act
pays by the pound now.

Dan leans against the wall, pulling on his boots.
Tears come to Alice's eyes.

DAN

Stop looking at me like that.

Mark appears in the hall. Dan crosses back to his bedroom,
pulling on a clean shirt.

MARK

(as Dan passes)

...You gonna tell the Marshal what
those men did?

WILLIAM

(from his bedroom)

Marshal ain't doing shit.

ALICE

William.

DAN

First thing I'm gonna do, Mark, is
take you boys and round up the
herd. ...Then I'm going to town.

(CONTINUED)

6 CONTINUED: (2)

CLOSE ON-- WILLIAM in his room, getting dressed, listening with jaundice as his father reassures Mark. He pockets a deck of cards and his dime novel.

MARK

What you gonna do in town?

DAN

I'm gonna tell Hollander to make this right. I'm gonna tell him he needs to pay for a new barn.

MARK

Maybe we should just shoot him, like Will says.

Alice meets eyes with Dan who grabs HIS SPENCER RIFLE and brushes past William on his way to the door.

DAN

....Let's go. We got cattle to get.

7 CLOSE ON: BEN WADE (38)

--atop a magnificent BLACK MARE, staring at something. Ben has a ruggedly handsome face, but what strikes you first is his focus. He's very still, eyes on fire, low to the horse.

The horse inches forward. Hooves hardly make a sound.

REVERSE TO REVEAL-- A RED-TAILED HAWK, perched only fifteen feet away on the limb of a dead tree.

WE ARE: EXT. BOULDER CLUSTER, DESERT VALLEY-- CONTINUOUS

ANGLE ON-- WADE makes a low 's' sound and his horse halts.

Wade sketches the bird on A SMALL LEDGER PAD with a PENCIL, capturing its form with quick gestures. Suddenly: A noise.

The hawk FLIES OFF. Wade watches it shrink into the sky. A darkness fills his eyes.

PULL BACK TO REVEAL: CHARLIE PRINCE (31), a pale eyed outlaw, coming up behind Wade. A PAIR OF SCHOFIELDS on his legs. ...he stops his horse respectfully, a few yards back.

CHARLIE PRINCE (CONT'D)

Coach is headed for Bisbee, Boss.
Girded with iron. Pinks on top.
Double shotguns and a Gatlin--

(CONTINUED)

7 CONTINUED:

Charlie trails off as Wade rides to the tree, tears his SKETCH and pins it to a BRANCH where the hawk had been perched. His eyes flick to--

A DISTANT STAGECOACH, a speck in the valley, kicking dust. Wade turns his horse and trots past Charlie...

Charlie Prince glances at the drawing. HOLD ON: THE SKETCH FLUTTERING IN THE BREEZE as Prince follows down the hill.

8,9 OMITTED

10 EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

Charlie Prince follows as-- Ben Wade rides down past a CLUSTER OF BOULDERS where his outfit awaits him:

JORGENSEN (45): Massive arms and legs. A bear of a man.

CAMPOS (38): The marksman. Loads a cradled MONSTER RIFLE.

KINTER (34): A soulless butcher with deadened eyes.

SUTHERLAND (42): An explosives expert. He supervises as--

TIGHE (28): his protege, loading TNT in a saddle bag.

JACKSON (35): Powerful and dangerous. A friend and former cellmate of --

TOMMY DARDEN (28): Battle-scarred handsome face. A BOWIE KNIFE in his hand. He is looking to replace Wade and lead the gang someday, soon. But in the meantime, he amuses himself making trouble with--

NEZ (32): An Apache renegade. He speaks little English and uses it rarely. But he is a great shot, a brilliant rider and a merciless fighter. He's been with Wade since the beginning.

Darden taunts Nez with his long knife, oblivious to Wade's approach-- He and Jackson trade a chuckle.

Nez looks at Wade. And Wade looks at Darden hard.

DARDEN

Ben.

Darden slips the knife back in the sheaf.

Wade turns his eyes to the road below.

...and here comes the STAGECOACH, GETTING CLOSER.

(CONTINUED)

10 CONTINUED:

Wade turns to Charlie and gives a nod...

...and the gang surges behind Charlie Prince. As everyone rides past him, Campos the marksman looks back to Wade. Wade nods to a CLUSTER OF BOULDERS nearby.

Campos climbs off his horse and scales the rocks.

10A EXT. STAGECOACH, DESERT VALLEY - DAY

CLOSE ON: GALLOPING HOOVES thundering down a desert road. A team of FOUR HORSES pulling an ARMORED STAGECOACH through a barren stretch of land.

We see a fancy EYE LOGO stamped upon the door with the famous Pinkerton slogan printed below: *The Eye That Never Sleeps...*

There are SIX PINKERTONS riding. Two in front, two on a mounted "tailgun" platform and two inside, peering out slits.

THE VETERAN DRIVER pushes the horses. Sitting beside him is the sixth man and the group's leader--

BYRON McELROY (55). McElroy is clearly not a Pinkerton, and hardly dressed or groomed like one. He's got snake-like eyes. He holds a mean-looking, twelve-gauge HAMMER SHOTGUN.

10B EXT. FOOTHILLS, DESERT VALLEY - DAY

Dan's crouched next to his horse, gazing at one of his cows which has collapsed upon the arid earth, gasping...

Dan glances up at the sky, then he pulls out the BROOCH in his grimy hands.

Twenty feet away, William sits on his horse behind Dan, shuffling HIS DECK OF CARDS.

WILLIAM
You gonna hock that?

Dan pockets it.

DAN
Someday, William. You walk in my shoes, you might understand.

WILLIAM
I'm never walking in your shoes.

(CONTINUED)

10B CONTINUED:

Mark calls out from a nearby ridge:

MARK
Tracks over here!

Dan takes the SPENCER RIFLE from his saddle. Standing over the dying creature. Looking in its eyes as he FIRES...

10C CLOSE ON-- WADE, WATCHING COACH FROM HILLTOP

The SHOT ECHOES faintly through the foothills. Wade peers around behind him. He shrugs it off, focusing back on his outfit below.

11 EXT. STAGECOACH, DESERT VALLEY - DAY

McElroy stiffens as-- WADE'S GANG appears suddenly on the road ahead coming straight at the coach, head on. McElroy sees them and grimaces. Cocking both pins on his SHOTGUN.

MCELROY
Here we go.

With proficiency, the other Pinkertons flip down or slide across several ARMORED STEEL PLATES in front of them...

...and in the next second, the outlaws and the Pinkertons clash in a violent FUSILLADE OF BULLETS.

TWO PINKERTONS MAN THE GATLIN mounted at the rear. Unfortunately it is exactly where the gang isn't (they're coming from the front) and they have no shot.

The Pinkertons fire as Wade's gang rides straight at them, a game of chicken.

Bullets exploding around him, McELROY AIMS AT ONE OF THE OUTLAWS RIDING IN FRONT.

-- BANG! -- With one shot he blows the outlaw off his horse.

As the gang swarms around them -- RATATATAT. PINKERTONS FIRE THE GATLIN, spraying the gang, mowing down another outlaw.

Suddenly, one of the Pinkertons on the gatlin falls back, shot by-- CAMPOS, at his sniper's perch-- rifle smoking.

The remaining Pinkerton cradles the ammo and swings the big brass gun at Campos, twisting the crank.

(CONTINUED)

11 CONTINUED:

Campos dives for cover amid a hail of bullets.

Like fighter pilots, the gang wheels in unison back around to catch the coach on another pass.

CHARLIE PRINCE GALLOPS from the other side of the coach and takes out the remaining Gatlin operator with two shots.

12 OMITTED

13 EXT. STAGECOACH-- CONTINUED

McElroy and the Pinkertons defend the coach valiantly. Taking cover behind their ARMORED PLATES as the coach rattles along the road. Another Pinkerton climbs from a hatch and re-mans the Gatlin. He sends a spray of bullets toward the oncoming gang-- another man falls.

The last Pinkerton (MOONS) inside the stagecoach takes aim through the gun slit. He manages to HIT JORGENSEN.

The big man snaps backwards, falling to the ground, while clutching HIS EAR...

CLOSE ON -- MCELROY'S EYES watching Sutherland and Tighe approach from the driver's side.

MCELROY
(to driver)
Get. Down. Now!

McElroy swings his shotgun over the driver, who ducks, and aims at Tighe but then aims lower, at his saddle bag--

He fires and-- BOOM!-- TIGHE AND HORSE EXPLODE IN MID-STRIDE.

THE COACH LURCHES INTO A NARROW PASS, making it hard for the gang to follow.

13A EXT. BOULDER CLUSTER, DESERT VALLEY - DAY

Wade watches, amused, his eyes on McElroy as he directs the coach to make a run for a narrow pass.

Wade smiles. These two have history. Then, he notices-- A SCRAWNY HERD OF CATTLE on the other side of an outcropping. Forty cows and bulls nibbling on what little they can find.

A thought flickers across Wade's mind.
And he abruptly wheels his horse towards the animals.

14 EXT. FOOTHILLS, DESERT VALLEY - DAY

Dan and his sons have stopped their horses over the ridge, listening to the GUNSHOTS. *Sounds like a warzone.*

Dan pulls out his SPENCER RIFLE, riding in front.

DAN
Stay behind me.

15 OMITTED

16 EXT. STAGECOACH, DESERT VALLEY - DAY

THE STAGECOACH RACES through the narrow pass, A PLUME OF DUST rising. McElroy squints, seeing--

A HERD OF CATTLE stampeding toward him. And Ben Wade driving them unflinchingly with a stock whip.

MCELROY
Pull up, kid. Pull up!

The driver stares at the cattle, frozen. Imagine the bull run in Pamplona, *only you're driving into it.* McElroy lunges for the reins pulling hard as HOOVES and HORNS collide.

The STAGECOACH lists to one side, you can feel the weight of this iron carriage. The FRONT AXLE SNAPS. Horses break free--

The STAGECOACH NOSES INTO AN EMBANKMENT AND FLIPS, rolling end over end like a semi on the turnpike. McElroy, the driver, and injured Pinkertons catapult to the air.

16A ANGLE ON: THE OUTLAWS hounding unfortunate survivors.

Darden touches his BOWIE KNIFE to the chest of A PINKERTON.

PINKERTON
Oh God, Mr. Wade. Please. I got a wife and three kids. Please don't--

DARDEN
What did you call me, boy? I ain't Ben Wade. My name is Tommy Darden. Legend with a blade. Soon to run this outfit. Say my name. Say it.

PINKERTON
...I can't remember it...

(CONTINUED)

16A CONTINUED:

Darden twists the knife as the driver howls.

Charlie Prince wields his TWO SCHOFIELDS like the Reaper, singing and doing a soft shoe as he puts two Pinkertons out of their misery.

17 CLOSE ON-- BEN WADE

moves slowly, confidently toward the coach, unimpressed by the carnage. Most of the coach horses have run off. A couple are on the ground. A few cattle wander about dazed.

18 EXT. STAGECOACH, DESERT VALLEY - DAY

As the dust settles. The outlaws find McElroy pulling himself in the dirt, holding his leg, reaching with his other hand for his HAMMER SHOTGUN.

CHARLIE PRINCE
Morning, Pinkerton. Name's Charlie Prince. I expect you heard of me.

MCELROY
I heard of a balled-up whore named Charlie Princess. That you, missy.

Darden and Jackson get a chuckle out of this -- Charlie Prince smiles, then fires a SHOT into McElroy's gut...

...and McElroy just GRUNTS.

CHARLIE PRINCE
I hate Pinkertons.

ANGLE ON: BEN WADE riding up now, the gang clearing a path. He stops before McElroy and they share a look...

WADE
When'd your hair turn all gray,
Byron.

McElroy says nothing. Wade gives a nod to Sutherland who rushes up to the PADLOCKED STEEL DOOR on the stagecoach, a SATCHEL OF EXPLOSIVES under his arm.

(CONTINUED)

18

CONTINUED:

WADE (CONT'D)

I heard, Byron, that your boss, Al Pinkerton, president of the most feared protection agency in all the world, home of the eye that never sleeps, well, I heard he got an infection from biting his own tongue ...and died last month. That true?

(turns)

Makes you think, don't it Charlie?

(CONTINUED)

18

CONTINUED: (2)

Some of the gang laughs. As Sutherland sets EXPLOSIVES, Wade circles the toppled coach, admiring the ARMORED PLATES.

WADE (CONT'D)

Al spared no expense on this one,
Byron. Probably cheaper just to let
me rob the damned thing.

MCELROY

If you're gonna kill me, I'd just
as soon get to it.

WADE

(dismounts)
I'm not gonna kill you.
Not like this.

MCELROY

You let me live, it won't change a
thing. I'll come for you.

WADE

Be disappointed if you didn't.

BOOM! THE EXPLOSIVES blow the STEEL DOOR off its hinges.
Moons lies, groggy and bloody on the floor.

Darden jumps past Sutherland and inside the stagecoach
(stepping over Moons, who plays dead). He reappears with a
STRONG BOX. He shoots off the PADLOCK and OPENS the box...

...to reveal DOZENS OF CASH ROLLS inside. *Railroad money*. He
whoops with joy, tossing the CASH ROLLS to Jackson who puts
the CASH ROLLS into SADDLE BAGS.

Wade watches the pair closely.

19

EXT. RIDGE, DESERT VALLEY - DAY

...From the crest of the ridge, Mark waves to Dan and
William. Mark sees the HERD and the STAGECOACH WRECKAGE,
OUTLAWS swarming around it.

Coming up the rise, Dan goes still at the sight of this.
He signals silence to Mark. Mark's horse fidgets.
Some rocks tumble down the ridge.

20 EXT. STAGECOACH, DESERT VALLEY - DAY

...the robbery is almost over now. Darden emptying out the last of the STRONG BOX. Nez packing the CASH in SADDLE BAGS.

Wade glances at the wounded Jorgensen who's tied a BANDANNA around his ear. He gives the boss a nod, *he's okay*.

All of a sudden ...CLICK! Darden freezes, hearing a PISTOL from behind. The rest of the gang goes still, guns ready. As Moons climbs out from inside the coach, grabbing Darden, hostage-style. He is a blood drenched mess.

MOONS

I'll ask you to put down the money.

DARDEN

'not a good play, friend.

MOONS

...Step back now. All of you.
Hands up. Or he dies.

No one in the gang moves a muscle. Darden tries to free himself but Moons holds tight, cocking his weapon to Darden's temple. Darden looks at Wade.

DARDEN

...Shit.

-- Wade quick-draws his COLT "PEACEMAKER" -- BANG! -- AND SHOTS DARDEN who spins violently-- grabbing his NECK and falling to the ground, mortally wounded.

BANG! ANOTHER SHOT snaps Moons' head back.
He falls to the ground, dead.

21 EXT. RIDGE, DESERT VALLEY - DAY

It's obviously the first time the children have ever seen a killing. Mark is shaken... William fascinated...

...and we see that Dan's all too aware of this.

WILLIAM

He is fast...

(CONTINUED)

21 CONTINUED:

DAN
Back up. Quietly. William.

Rocks start to slide as Dan moves them to a less exposed point.

22-25 OMITTED

26 EXT. STAGECOACH, DESERT VALLEY - DAY

BACK AT THE COACH, WADE reloads his smoking pistol as he speaks to Darden struggling for last breaths on the dirt.

WADE
...Well, Tommy. It appears there was a Pink in that coach you didn't see. Now I don't know if Charlie told you, but we got a few rules in this outfit. And this sad outcome, well, this is what happens when you put us all at risk. You were weak.

Some rocks fall in the distance, from where Dan and his sons are making a retreat. A boy coughs. The whole gang hears it.

CLICK! CLICK! CLICK!

Ten guns whip to the ridge. Cocked and leveled at Dan.

Wade leaps on his horse, GALLOPING up to the ridge WITH CHARLIE PRINCE AND CAMPOS RIGHT BEHIND HIM.

Jackson starts to pick up the money... ...but Nez gets there first. Placing the SADDLE BAGS full of cash onto his horse. The other outlaws watch him.

27 EXT. RIDGE, DESERT VALLEY - DAY

Dan rides in front of his two boys as Wade and Charlie Prince approach. Wade and Dan stare at one another.

WADE
Morning.

DAN
Those are my cattle. I want them back.

CHARLIE PRINCE
Careful, rancher. That's Ben Wade you're talking to.

(CONTINUED)

27

CONTINUED:

We see William, awestruck.

DAN

I need them back.
They're all I've got.

WADE

I don't want your herd. But I'm
going to need those horses.

(CONTINUED)

27 CONTINUED: (2)

CHARLIE PRINCE
(moves forward)
So you don't do anything foolish.

Dan sheaths his rifle and gives his boys a look. They dismount and Charlie Prince takes their horses.

WADE
You'll find them on the trail to
Bisbee.

The two outlaws turn, taking the horses, riding down the hill leaving Dan his boys.

28 EXT. STAGECOACH, DESERT VALLEY - DAY

...we FOLLOW Wade, Prince and Campos as they ride away.

CAMPOS
(quietly, to Prince)
What's in Bisbee.

CHARLIE PRINCE
'Aint you thirsty.

Charlie rides past the WRECKAGE and the gang falls in behind. Charging down the road. Jackson lags, circling Darden's body.

29 EXT. STAGECOACH, DESERT VALLEY - DAY

Minutes later. Dan leads his sons through the cattle which are milling about the WRECKAGE. Dan looks for survivors.

DEAD BODIES. A few DEAD STEER.
And one of the HORSES that pulled the coach, also dead.

William spots something by Bill Moons' corpse...

Three SPENT SHELLS from WADE'S PISTOL. William picks up one of the spent shells. *Gazing at it like it's treasure.*

ANGLE ON: DAN as he comes upon McElroy in the dirt, bleeding... trying to get up...

MCELROY
Ahhh Dammit!
(to Dan)
Get me on my feet.

(CONTINUED)

29 CONTINUED:

DAN
I think you're in pretty bad shape,
Mister. Maybe you should--

MCELROY
Get me on my damned feet!

...As Dan tries to lift him, McElroy grunts and gets upright but then his legs give out and he crumbles to the ground.

DAN
Mark, William--
(pointing to the wreck)
Bring me one of them boards.

CUT TO:

30 EXT. BISBEE, SOUTHERN ARIZONA - DAY

Ben Wade rides, shadowed by Charlie Prince on his horse. The rest of the gang is nowhere in sight...

...the two men are approaching a remote town -- A dozen WOODEN STRUCTURES strewn upon a crossroad.

Small flags stuck in the dirt, trace the intended path of a train line from the mountains. A sign says:

ANNOUNCING THE BISBEE-CONTENTION LINE.
A small surveying crew works, laying out the flags.

31 OMITTED

31A EXT. MAIN STREET, BISBEE - DAY

THE OUTLAWS survey the town as they ride through. There's a SALOON ("Hollander's") and around the corner A VETERINARIAN'S OFFICE and a BLACKSMITH. A FEW TOWNSFOLK move along, none paying much attention.

32 EXT. MARSHAL'S OFFICE, BISBEE - DAY

At the end of the street sits the MARSHAL'S OFFICE, several horses tied to the side. Wade dismounts at the corner, noticing a BARMAID emerge from a saloon...

...this is EMMA NELSON (31). She glances at Wade, meeting his eyes, then turns to sweep the porch. A connection.

(CONTINUED)

32 CONTINUED:

Charlie Prince ties his horse further down the block from Wade. He glances at Sutherland across the street, tending to his horse near a Blacksmith's shop.

Off Wade's glance, Charlie starts to the Marshals's office.

FOLLOWING CHARLIE'S BOOTS-- With each step, his gait changes from the stride of an outlaw to the amble of a cowpoke.

33 INT./EXT. MARSHAL'S OFFICE, BISBEE - DAY

In the doorway looking out, GRAYSON BUTTERFIELD (36) stares at the horizon. His face sour with anxiety. He wears the official suit of the Southern Railroad.

Just inside MARSHAL WEATHERS (42) checks his watch. HIS DEPUTY, KANE, rolls a cigarette in the back.

MARSHAL

They're probably just late, Mister Butterfield.

Charlie Prince leans in the doorway.

BUTTERFIELD

Pinkertons don't run late, Marshal. That's why they're paid fourteen dollars a day.

MARSHAL

Can I help you?

CHARLIE PRINCE

...Well ...I think maybe a coach headed for here got itself held up in a canyon ten miles back. By Ben Wade himself, I think.

BUTTERFIELD

God Dammit!...

MARSHAL WEATHERS

How did you know it was Wade?

OUTSIDE-- BEN WADE watches as--
Emma crosses inside the saloon with her dust pan.

Ben pulls his hat low and walks down the plank sidewalk, moving closer to the voices in the Marshal's office...

(CONTINUED)

33 CONTINUED:

CHARLIE PRINCE

'Can't say I know it was him. But I saw a Mexican sharpshooter, and an Apache.

KANE

...Jesus Christ. Did you see the "Hand of God"?

CHARLIE PRINCE

...What's that?

KANE

His pistol.

BUTTERFIELD

Why didn't you do something?

CHARLIE PRINCE

There was a lot of weapons, Mister. And they was shooting bullets.

The Marshal and Kane grab their rifles and move to the door. Butterfield follows.

34 EXT. MARSHAL'S OFFICE-- CONTINUOUS

The Marshal and others blow right by Prince as they mount their horses. Wade watches from up the street.

MARSHAL WEATHERS

(to Prince)

Where you fellas from anyway?

CHARLIE PRINCE

Prairie Cattle Company. Boss purchased ten thousand head in Mexico, hired us to drive them in.

The Marshal nods, satisfied and spurs his horse, galloping off, down the street.

34A INT. HOLLANDER'S MERCANTILE -- CONTINUOUS

Watching out a window, TUCKER (*last seen burning Dan's barn*), watches the Marshal and Butterfield ride off.

TUCKER

Something's going on with the railroad man.

(CONTINUED)

34A CONTINUED:

GLENN HOLLANDER (45), the town's well-groomed saloon owner and entrepreneur looks up from his inventory.

35 EXT. MAIN STREET-- BISBEE-- CONTINUOUS

Seeing the street is clear, Charlie Prince nods to Wade.

Wade crosses, heading toward the saloon doors.

Charlie follows, passing a look to Sutherland.

And Sutherland nods to-- Campos, who's in an alley with Jorgensen, helping the big man hold a bloody rag to his damaged ear.

Sutherland also signals Kinter and Nez behind the saloon. One by one, the outlaws amble toward the saloon.

36 INT. SALOON, BISBEE - DAY

Wade peers over the SALOON DOORS. The place is empty save one old timer. A few tables and chairs, with a bar on one wall.

Emma turns to see Wade. She keeps her eyes on him as he steps inside, his crew following. Most come in from the BACK DOOR. Campos and Jackson escort the old timer out. Wade takes a place at the head of the bar...

WADE

Whiskey.

Emma starts pouring them each a shot of WHISKEY. Gradually working her way up to Wade.

CHARLIE PRINCE

Here's to the boss. He leads us to the loot and to success. We lost three men today and that's too bad.

WADE

Two died fighting. One was weak. We're only as strong as our weakest. Tommy was weak.

Wade downs his shot with the men. He turns and meets eyes with Jackson. Jackson looks away.

With Nez's help, Charlie distributes shares from the day's job. A stack of cash to each man. It is a careful process. Charlie looks at Wade and Emma, then looks to Nez.

(CONTINUED)

36

CONTINUED:

Nez gets up and leads the gang out the back door.

Wade's eyes hold on Emma. Charlie leans beside him.

CHARLIE PRINCE (CONT'D)
That Marshal's only half stupid.
He's gonna be back soon.

Wade just looks at him.

Outside the window, the gang rides off.

CHARLIE PRINCE (CONT'D)
They're going across the border. I
won't be far. I'll wait for you.

WADE
Okay, Charlie.

Charlie exits. Wade finishes his drink. Emma cleans.

WADE
I've seen you someplace before.

EMMA
Have you.

WADE
You ever work for a blind Irishman
in Dodge City.

EMMA
I was a singer. Best time I ever
had, my whole life.

WADE
What made you quit.

Emma turns away, collecting the SHOT GLASSES...
...and Wade follows her around the counter.

EMMA
I got to coughing too much. Doctor
said I should find a drier climate.

WADE
I spent more money in that joint, I
tell you. Remember a girl, her name
was Velvet.

(CONTINUED)

36 CONTINUED: (2)

EMMA
 (her back to him)
 Nobody forgets Velvet.

Wade reaches out and touches the back of her neck...
Emma hasn't been touched like that in a while.

WADE
 You know, you look kind of skinny.

EMMA
 I *feel* skinny.

WADE
 That's all right. I don't mind
 skinny girls, long as they have
 green eyes to make up for it. Do
 you have green eyes.

She turns, showing him her BROWN EYES...

WADE
 That's all right... They don't have
 to be green.

CUT TO:

37 EXT. CATTLE TRAIL, FOOTHILLS - DAY

Dan and William carry McElroy along a trail on a STRETCHER
 made of a stagecoach panel. Dan's in front.

Mark walks alongside, glancing at McElroy's WOUND. McElroy
 clutches a rag to it and glares at the sky, muttering.

MARK
 ...You think they lied? You think
 they stole our horses.

WILLIAM
 Ben Wade don't need our shit
 horses.

DAN
 Watch your mouth.

Cresting a ridge, they come upon--
 Their horses tied to a tree. Dan is surprised.

37A MOMENTS LATER-- AT THE HORSES

William helps his father prop a growling McElroy onto Dan's
 horse. As Mark mounts up. Dan turns to William.

(CONTINUED)

37A CONTINUED:

DAN

...Take your brother and round up the cattle. Don't push them. I can't afford any more dropping.

William spits, looking at something, then mounts his horse.

WILLIAM

...Here comes the Cavalry.

Dan turns to see-- Marshal Weathers riding up with Kane, Crawley and Butterfield. He turns back to his son.

DAN

Do as I said.

William spurs his horse and leads Mark off, looking back as-- Butterfield dismounts, crossing to McElroy.

MARSHAL

He from the coach?

DAN

The only one who made it.
It was Ben Wade.

BUTTERFIELD

Mister McElroy. Can you hear me.
He needs attention.

KANE

Get him on my horse.

MARSHAL

You see which way they rode, Evans?

DAN

Looked like they were headed to
Bisbee...

With dark faces, Butterfield looks to the Marshal and they realize...

38 OMITTED

CUT TO:

39 INT. EMMA'S BEDROOM-- SALOON - DAY

Wade relaxes on a chair, wearing only pants. He sketches Emma who's lounging naked in bed in a small room above the saloon. She watches him work for several moments, grinning.

(CONTINUED)

39

CONTINUED:

His eyes meet hers. There are sparks between these two. She rolls toward him. He reaches out -- touches her ivory skin.

Out a window, Wade glances at-- Butterfield, Dan, the Marshal and his Deputies riding into town, McElroy in tow.

Wade turns away from the window. *It doesn't worry him.*

WADE

...There's a town south of the border... A pretty little pueblucho on the river. Folks would pay good money there to hear a white woman sing.

EMMA

....Yeah, imagine *me* shinning down to Mexico with Ben Wade on my arm.

WADE

I'm not wanted in Mexico.

Emma studies him, wondering if he's sincere. She breaks a smile, like he's pulling her leg. But his eyes are still.

WADE (CONT'D)

Jump out that back window with me.

Emma stares at him, mystified, then laughs.

EMMA

You're crazy.

She smiles and starts to roll out of bed, but he pulls her back to him and into the soft bed.

39A INT. DOC POTTER'S OFFICE, BISBEE - DAY

A loud knocking. DOC POTTER (42) shuffles toward the door and UNLOCKS it. Kane and Dan move in holding McElroy in their arms. Butterfield follows. Dan sets McElroy on a BIG SLAB.

DAN

Coach got held up.

DOC POTTER

What's his name.

BUTTERFIELD

Byron McElroy. He's a bounty hunter under contract with the Pinkertons.

(CONTINUED)

39A CONTINUED:

Butterfield looks about the room. A veterinarian's office. He crosses to the window.

Outside the saloon, the Marshal and Crawley begin to search the village for Wade.

KANE
(crossing to the door)
I best get out there.

DOC POTTER
You've lost a lot of blood, Mister
McElroy. I'm gonna need to do a
little stitching on your--

MCELROY
Shut your mouth and do the same to
my gut.

Doc Potter blinks. He notes the many scarred-over bullet holes and gashes on McElroy's chest.

Dan crosses to the door, watching as--

Kane joins the Marshal and Crawley as they continue moving through the town, guns drawn.

BACK INSIDE--

DOC POTTER (CONT'D)
What I'm about to do is going to
hurt like a sonofabitch...
(to Butterfield)
...Hold him please.

Butterfield moves to pin McElroy, but...

MCELROY
Don't touch me.

Doc Potter dives a LONG PAIR OF TWEEZERS into McElroy's wound. McElroy grunts fiercely, eyes welling, holding his glare with Potter.

Plink. The bullet's out. Doc Potter drops it in a dish.

McElroy turns, noticing the ANIMAL CHARTS on all the walls.

MCELROY
What the fuck kind of Doctor are
you anyway?

(CONTINUED)

39A CONTINUED: (2)

DOC POTTER

Nice to have a conversation with a patient once in a while.

CUT TO:

39B EXT. BISBEE STREET-- CONTINUOUS--

Dan makes his way around the corner from Potter's place, moving toward Hollander's mercantile. He sees--

Hollander talking to a clerk, through an open side door.

Dan steps pick up speed.

39C EXT. BISBEE STREET-- OUTSIDE BOARDING HOUSE

Crawley stops in front of Wade's Horse, runs his hand over the animal. This animal is not from Bisbee

39D INT. SALOON-- CONTINUOUS

The Marshal and Kane stand at the entrance of the saloon. They look about until they hear a whistle from outside.

They turn to see-- Crawley pointing to Wade's horse in front of the Boarding House.

They move quickly to the Boarding House, weapons drawn.

CUT TO:

40 INT. HOLLANDER'S MERCANTILE -- CONTINUOUS

Dan enters. He meets eyes with Tucker, who assists a clerk with inventory. On the other side of the room, Hollander puts a Ledger book in his bag and pulls on his coat, watching out his window.

HOLLANDER

What the hell are they looking for?

DAN

...Ben Wade. He held up the payroll coach. I was there.

TUCKER

Fuck off, cripple.

DAN

I want to talk, Mister Hollander.

(CONTINUED)

40 CONTINUED:

Hollander moves toward the door, his eyes across the street, watching the search. He checks his sidearm.

HOLLANDER
Ben Wade in Bisbee. Shit. We're
moving up.

DAN
Mister Hollander.

HOLLANDER
(to Tucker)
'Going to the saloon...

Dan follows Hollander out the door.

41 EXT. BISBEE-- MOVING TOWARD SALOON-- CONTINUOUS

Dan trails after Hollander along the plank walkway.

DAN
...You got no right to do what you
done. You hear me. That's my land.

HOLLANDER
Come next week, its not, Evans. You
borrowed a good deal of money. And
I got rights to recompense.

Dan grabs Hollander by the collar--

DAN
...You dammed up my creek. You shut
off my water. How am I supposed to--

Tucker come from behind, grabbing Dan, throwing him backward.
Hollander dusts himself off.

HOLLANDER
...Before water touches your land,
Evans, it resides and flows on
mine, and, as such, I can do with
it as I fucking please. Go home and
pack up.

Dan holds out ALICE'S BROOCH.

DAN
...Let me just get to spring. I can
turn the corner.

CLOSE ON -- HOLLANDER, glancing at it. Not enough.

(CONTINUED)

41 CONTINUED:

HOLLANDER

...Sometimes, a man has to be big enough to see how small he is. The railroads coming. Your land is worth more with you off it.

Hollander turns and climbs the steps and moves through the saloon doors, disappearing into an office inside.

Tucker watches Dan until he starts to walk toward his horse in front of Doc Potter's place.

CLOSE ON-- DAN. Fire in his eyes, he adjusts his saddle, waiting for Tucker to head around the corner, Then, he grabs his SPENCER RIFLE and marches for the saloon entrance.

CLOSE ON-- THE MARSHAL, catching sight of Dan.

MARSHAL

What the hell...

42 INT. SALOON, BISBEE - DAY

Ben Wade slips past Emma, out her bedroom door, moving toward the stairs. But his hand moves to his PEACEMAKER when he hears--

DAN (O.S.)

Hollander!

Emma and Wade meet eyes.
Wade proceeds down the spiral stairs to see--

Dan, wild-eyed, holding his rifle, standing at the door that leads to Hollander's office...

Wade approaches Dan. Dan steps toward the bar.

WADE

You look a little bent, Rancher.
You come to wake some snakes?

Emma crosses down the stairs.

EMMA

Dan. Would you like a drink.

DAN

No thanks.

(CONTINUED)

CONTINUED:

Dan looks at Wade. Heart is in his throat. Sweat on his brow.
What is he doing here?

WADE
...You got your horses back, didn't
you? And your herd? Dan?

DAN
You killed two of them.

Wade smiles. He places SIX GOLD COINS on the bar.

WADE
They were thin. But this should
cover it.

Dan doesn't respond. Over Wade's shoulder, he sees Crawley out
the windows, moving toward the back of the saloon.

WADE (CONT'D)
What's a day's work worth to you?

DAN
I get two dollars when I hire out.

WADE
Here's two for half a day.

Wade puts TWO MORE COINS on the bar...

DAN
You took up my boys' time too.

Wade adds another two. Shares a look with Emma.

WADE
Anything else you want to get paid
for, Dan?

Dan fingers the GOLD COINS. His eyes flick, seeing the
Marshal entering from the back door. Leveling a SLIDE-ACTION
REPEATER at Wade's back. Wade is about to turn--

DAN
If it's alright with you, you can
give me five dollars extra.

WADE
For what.

DAN
...For making me nervous.

(CONTINUED)

CONTINUED: (2)

Wade's face changes, *something wrong*.

CLICK-CLACK. Marshal Weathers cocks his REPEATER behind Wade. Digging the muzzle into the his back.

MARSHAL WEATHERS
Hands up, Ben Wade.

Tucker appear in the SALOON DOORS, PISTOL drawn.

TUCKER
Boss. Boss!

Crawley and Kane come in behind the Marshal. Hollander emerges fromn his office. Tucker hoots, thrilled.

TUCKER
Ben Wade captured in Bisbee!

The outlaw glares at Dan who lets out a breath. He keeps his eyes on him as he raises his hands in the air.

WADE
Laugh while you can.

Kane grabs Wade's Peacemaker as Crawley locks a pair of HAND CUFFS on his wrists. the Marshall grabs Crawley--

MARSHAL
Get the wagon and make sure every
weapon we got is shoot ready. I'll
meet you out front of the office.
(to the others)
We got to get him out of here.

TUCKER
We should shoot him right now. Put
a bullet in his noggin.

MCELROY
You do that, every man, woman and
child in this shit-piss town will
be slaughtered by daybreak.

Dan and the others look to--

Byron McElroy in the doorway. Blood seeps from the bandage around his gut. He holds his shotgun. Potter trails after him, trying to finish his dressing.

(CONTINUED)

BUTTERFIELD

(pointing at Wade)

Twenty two robberies. Four hundred thousand in losses, more in delays. The Southern Pacific wants Ben Wade convicted in a Federal Court. Hung in public. An example made. And we will pay to make it happen.

WADE

(to Dan)

You notice he never mentioned the lives I've taken?

MARSHAL

I need three more men.

(grabs Wade)

Let's go.

The Marshal escorts Wade toward the door.

HOLLANDER

You can have Tucker.

MCELROY

I'm coming. So you need only one.

MARSHAL

You're wounded, Mister McElroy.

MCELROY

I can ride a goddam horse as easy as I can sit here.

BUTTERFIELD

He knows Wade. You need him.

MARSHAL

If he goes, Potter's coming.

TUCKER

Doc can't shoot shit.

DAN

I was the best shot in my regiment. I'll come. For two hundred dollars.

Everybody turns to Dan--

BUTTERFIELD

You fight for the North or South?

(CONTINUED)

42 CONTINUED: (4)

Dan looks at the Southern Railroad pin on Butterfield's jacket. Still, he can't lie.

DAN
...North.

BUTTERFIELD
We're Southern in name, but Chicago
owned.
(to the others)
Fine. Two hundred.

DAN
Thank you.

BUTTERFIELD
Thank me when its done.

43-48 OMITTED

49 EXT. MAIN STREET, BISBEE - DAY

Dan watches as the Marshal ushers Wade across the street. Nearby, Crawley and Kane hustle to prepare a stagecoach, tying chain around it to secure the doors.

MARSHAL
Hurry up, Kane.

CRACK! A SHOT RINGS OUT. *It's Charlie Prince*, tearing down the street on his horse, a SMOKING SCHOFIELD PISTOL in his hands. He gallops down main street, townspeople clearing.

CHARLIE PRINCE
This town's gonna burn!

THE OUTLAW GALLOPS PAST. Never slowing.
He fires twice-- BANG, BANG!

The first shot drops DEPUTY KANE right in front of the coach. The second shot takes down A RANDOM BISBEE MAN.

Everyone unloads their weapons-- BANG BANG BANGG-- as Charlie scoots away on his horse, into the hills.

50-51 OMITTED

52 EXT. MARSHAL'S OFFICE, BISBEE - DAY

Marshal Weathers muscles Wade to a waiting CARRIAGE tied with chains and padlocked. Both of them spot --

(CONTINUED)

52 CONTINUED:

Charlie prince-- perched on his horse a half mile out of town, watching what happens to his boss. Wade gives him a nod and Charlie Prince nods back.

The marshal shoves Wade inside the coach, then, as he climbs onto the driver's seat-- Emma comes up to the door.

EMMA

Were you sincere about Mexico?

WADE

(smiles)

...No.

...WE PULL BACK ON: Emma and the rest of the Bisbee townsfolk as they stand back and watch the COACH take Wade away.

53-55 OMITTED

56 EXT. CHAINED COACH, FOOTHILLS --LATE AFTERNOON

Marshal Weathers hauls ass along a CATTLE TRAIL, ever aware that Charlie Prince is following him on the ridge like a dog trailing its master...

57 OMITTED

58 EXT. EVANS RANCH, FOOTHILLS -- LATE AFTERNOON

DAN'S CATTLE are back in the holding yard. Dan stands on the porch with Alice. His two boys inside, pressed against the windows.

WHAT THEY SEE: THE PRISON WAGON is passing their ranch, crossing a CRUDE BRIDGE over a dry creek bed. They also see Charlie Prince crest a nearby bluff, watching the wagon.

59 INT./EXT. PRISON WAGON, EVANS RANCH --LATE AFTERNOON

Inside the wagon, Wade glances at his HAND CUFFS and grins self-assuredly. He notices a tear in the seat.

A PIECE OF COPPER WIRING sticking out.

All of a sudden, the PRISON WAGON LURCHES TO A STOP. One of the wheels has skidded off A CRUDE BRIDGE.

60 EXT. PRISON WAGON, EVANS RANCH --LATE AFTERNOON

Marshal Weathers curses, leaps down and attempts to free the wheel.

Wade glances out through the chained door, watching the marshal's futile struggle...

...finally, Marshal Weathers turns to Dan on the porch.

MARSHAL WEATHERS

Hello, there. Evans. Can you give me a hand with this.

61 EXT. PORCH, EVANS RANCH --LATE AFTERNOON

On cue, Dan walks out. Tucker and Crawley follow.

TUCKER

Whatever your wife is cooking in there smells good, Evans.

Tucker and Crawley laugh.

62 EXT. BLUFF, EVANS RANCH --LATE AFTERNOON

Charlie Prince squints to get a look at what's going on as the men from the ranch disappear behind the listing PRISON WAGON and begin to push it back up onto the bridge.

63 EXT. PRISON WAGON, EVANS RANCH --LATE AFTERNOON

Wade quickly pockets the length of COPPER WIRING as Marshal Weathers discreetly UNLOCKS the prison wagon door and hauls Wade out. Crawley exchanges hats with the outlaw...

...now Marshal Weathers gives Tucker the key to WADE'S HAND CUFFS. We see Tucker placing the key in his shirt pocket.

WADE

Remind me never to play cards in this town.

Crawley now takes Wade's place inside the PRISON WAGON...

...and Marshal Weathers PADLOCKS the door again. Wade watches the men finally push the PRISON WAGON back onto the bridge.

64 EXT. BLUFF, EVANS RANCH --LATE AFTERNOON

The switch has taken just a few fast seconds -- and from his vantage point on the bluff, Charlie Prince is none the wiser.

65 EXT. PRISON WAGON, EVANS RANCH --LATE AFTERNOON

Marshal Weathers resumes his seat on the PRISON WAGON...

MARSHAL

Thanks for your help, Dan.

DAN

You gonna check on my family when you come back, right?

MARSHAL

First thing. Let's go. Ya!

The coach rides off, fast, leaving Wade behind with them. A cloud of dust rises.

66 EXT. BLUFF, EVANS RANCH --LATE AFTERNOON

Thinking Wade's still in the PRISON WAGON, Charlie Prince wheels his horse around, GALLOPING away from the ranch...

67 EXT. PORCH, EVANS RANCH --LATE AFTERNOON

...as Dan and Tucker lead Wade up to the porch. McElroy and Butterfield appear in the doorway. Wade nods to Alice, *but she glares*. McElroy pushes Wade inside...

ALICE

How long's he have to stay.

DAN

An hour. Make sure Wade's outfit takes the bait.

ALICE

What happens if they catch the wagon.

DAN

You saw where his man was. He's still got to fetch the outfit. They should get to the Fort before dawn.

(CONTINUED)

67 CONTINUED:

POTTER

His gang can't do anything in front
of the whole Sixth Cavalry.

68 EXT. EVANS RANCH, FOOTHILLS --DUSK

Doc Potter keeps watch on Dan's porch with Tucker. Both men
cradling RIFLES in their laps.

Doc Potter stares at the smouldering wreck of the old barn.

DOC POTTER

You have something to do with that?
(off Tucker's smirk)
Hope you're proud of yourself.

TUCKER

...Doing my job, Doc.

69 INT. DINING ROOM, EVANS RANCH - DUSK

Inside, Alice prepares dinner. The two boys carry plates to
the table where Butterfield is waiting...

...we see William, starstruck, offering a plate to Wade who's
sitting at the end of the table. He smiles a thanks. McElroy
sits next to the outlaw, his HAMMER SHOTGUN in his hands.

Dan sits at the other end of the table, joining Alice and his
sons. He notices William staring at Wade. Wade nods to
William and digs into his food. Then Wade looks up, no one
else is eating.

MARK

We always wait to say Grace.

ALICE

And we *don't* presume to teach other
people manners.

MARK

Aren't we supposed to say Grace for
murderers, too.

ALICE

Grace is for everybody, dear.

MARK

Well, then why don't we say it.

(CONTINUED)

CONTINUED:

DAN

Mark --

MCELROY

I'd like to hear it.

Everyone looks at McElroy. Wade snorts a laugh.

ALICE

God, our Father, Lord and Savior,
 thank you for your love and favor.
 Please bless this drink and food we
 pray. Bless all who...
 (glancing at Wade)
 ...who *shares* with us today. Amen.

Wade looks up at McElroy who's watched him throughout...

...the others start eating their dinners. William glances at Wade constantly. Mark just stares at the outlaw suspiciously.

MARK

You know, if my pa wants to, he can shoot you dead. He can shoot a jack rabbit at fifty yards.

DAN

Shooting animals is a lot different to shooting a man, son.

WADE

No, it isn't. Not in my opinion.

Silence promptly falls in the room.

WADE (CONT'D)

Ask Byron here. He's killed dozens of people. Men, women and children. Miners. Apache.

MCELROY

There's not a soul I've taken didn't deserve what it got.

Just the answer Wade was hoping for.

WADE

See, when it comes to killing, Byron McElroy doesn't think in terms of man or woman or even child...

(MORE)

(CONTINUED)

69

CONTINUED: (2)

WADE (cont'd)

(pause)

...he thinks of *souls*.

MCELROY

Corrupted souls. Like yours.
I fight the devil on earth.

WADE

As a bounty hunter for the
Pinkerton Detective agency and
eighteen dollars a day plus
expenses.

MCELROY

Yes sir.

WADE

Every way of man is right in his
own eyes, Byron. The Lord pondereth
the heart.

(meets eyes with Alice)

Proverbs... twenty one.

William smiles. Wade glances at the boy and contentedly looks down to his plate. He tries to eat his meat. But its not cut up and, with his hands cuffed, not possible... He meets eyes with Alice.

ALICE

...Dan.

Dan sighs and rises from the table. Takes the plate from Wade's CUFFED HANDS... and cuts the steak.

WADE

Thank you, *Dan*. Would you mind
cutting the fat off too, please...

(off Dan's look)

...I don't like fat.

There is a pause at the table as everyone just watches Dan dicing the meat.

WADE (CONT'D)

...Mind if I ask how you got that
hitch in your step, Dan?

MCELROY

Don't tell him nothing, Evans.

WADE

'Where were you stationed?

(CONTINUED)

69 CONTINUED: (3)

Dan hands the plate to Wade.

DAN
...Second Company Sharpshooters out
of Lynnfield, Massachusetts.

Wade smiles appreciatively. Dan crosses back his seat.

(CONTINUED)

69

CONTINUED: (4)

MARK

My father was defending the United States capitol in the District of Columbia.

WADE

...Is that so.

(beat)

So what happened, Dan. To your leg, I mean.

Dan looks to Alice. William looks to his father. Then--

BANG! BANG!...shots coming from the porch.

Butterfield stands, frightened. McElroy crosses to the window. Dan waves his wife and children to stay where they are. He looks to the door, his rifle in his hands.

MORE SHOTS. Wade, amused, just sits there, chained to his chair and the cast iron stove.

70

EXT. PORCH, EVANS RANCH - NIGHT

Dan busts out the door to find-- Doc Potter, firing his RIFLE into the darkness as Tucker moves to stop him.

TUCKER

Doc... Stop!

DOC POTTER

....There's something moving out there behind the rocks.

...McElroy and Butterfield arrive in the door-- as they all look out, a wind blows a dead tree on a nearby hill. Tucker snatches Doc Potter's rifle.

71

INT. DINING ROOM, EVANS RANCH - NIGHT

Inside, the boys have crossed to windows to watch the men argue outside. Wade looks to Alice.

WADE

Ever been to San Francisco?

(CONTINUED)

71

CONTINUED:

ALICE

If it's all right by you, Mister Wade, I'd rather we *not* talk.

WADE

So you've never been to San Francisco.

ALICE

...no.

WADE

I knew a girl there... Daughter of a sea captain. And she had these beautiful green eyes, the greenest eyes I've ever seen. Like yours. And I would look deep into those eyes and well, they'd just change colors right in front of me. All the colors of the sea.

He stares into Alice's green eyes and she can't look away...

WADE (CONT'D)

What'd you say your name was?

DAN (O.S.)

Alice.

Alice snaps out of his gaze. Wade's satisfaction is clear. He watches Dan cross to the back of the house as Alice follows.

72

EXT. MASTER BEDROOM, EVANS RANCH - NIGHT

Dan slams the BEDROOM DOOR behind Alice. He gives her a look, then begins packing a SADDLE BAG.

DAN

...For God's sake. He's killed more people than the drought.

ALICE

He's not what I expected. He's--

DAN

--dangerous. Dangerous is what he is, Alice-- and you and the boys are not going to talk to him again.

Alice crosses to the dresser. Dan watches her. She's upset.

(CONTINUED)

CONTINUED:

ALICE

You can change your mind.
No one will think less of you.

DAN

No one *can* think less of me.

He looks at her, then looks out the window.

DAN (CONT'D)

Six months from now, everything's gonna be green, Alice. Cattle's gonna be fat. We'll see the steam from the trains over the ridge. We'll be all right. Maybe better. But we won't make it through the next six *days* if I don't do this.

The door opens--

DOC POTTER

Sorry, Dan, ... Mister McElroy says five minutes.

And closes it. Alice looks to Dan.

DAN

You think he's too much for me?

ALICE

He's a killer, Daniel.

DAN

Then someone ought to have the decency to bring him to justice.

ALICE

...What are you thinking.

DAN

I'm not out there alone.
(touches her)
Have a little faith in me.

ALICE

Ben Wade has a gang, Dan. And they are out there tonight. Somewhere.

DAN (CONT'D)

If I don't go, we've got to pack and leave, heading for God-knows-where, dirt poor, without a prayer.
(MORE)

(CONTINUED)

72 CONTINUED: (2)

DAN (CONT'D)

I'm tired of watching the boys go hungry. I'm tired of the way they look at me. I'm tired of the way you don't. I've been standing on one leg for three damned years, waiting for God to do me a favor, Alice. He isn't listening. It's up to me.

...there's a polite KNOCK on the BEDROOM DOOR.

BUTTERFIELD (O.S.)

Mister Evans. We're leaving now.

73 EXT. PORCH, EVANS RANCH - NIGHT

The group is saddling up. Wade moves to his black horse, but Tucker abruptly cuts him off. A smirk across his face...

TUCKER

No, no, no. This's *my* horse now.

...and Wade just stares at him, then mounts another horse.

WADE

(to the group)

So where are we headed?

TUCKER

Ain't none of your business where we're headed. You're a prisoner, Wade. You don't speak, you don't piss, you don't goddamn breathe without our say-so. Understand?

McElroy rides up, firing a look at Tucker.

MCELROY

We're going to Contention. We're putting you on the 3:10 to Yuma, day after tomorrow.

TUCKER

Shouldn't have told him that.

WADE

Relax, friend. Now, if we get separated, I'll know where to meet up.

Tucker glares at McElroy who just rides on.

(CONTINUED)

CONTINUED:

ANGLE ON: DAN emerges onto the porch with Alice. Their sons are waiting for them. Dan looks both of them in the eyes... He can see Will's attention is drawn by Wade.

DAN
Don't be any trouble, Mark.

MARK
Yes, Sir.

DAN
And William--

WILLIAM
I want to come with you.

DAN
Well, You can't.

WILLIAM
--I can help.

DAN
You're fourteen years old.

WILLIAM
I can ride faster and shoot better than any one of them. The Pinkerton is hurt and Potter's no good, that railroad man is dead weight and that other bastard--

ALICE
--William.

DAN
I don't have time to argue. I need you here.

ANGLE ON: WADE, watching the Evans family. William takes a last look his way and storms into the house. Dan embraces Alice and Mark goodbye and climb onto his horse. He moves to embrace her and her eyes flick to Wade, self-conscious.

REVERSE-- CLOSE ON DAN-- as they break apart, Wade trots a loop around Dan past Alice, politely tipping his hat.

WADE
Appreciate your hospitality, mam.
I hope I can send your husband back all right.

(CONTINUED)

73 CONTINUED: (2)

Alice says nothing. Wade grins, then follows the others under McElroy's vigilant eye.

THE GROUP rides away from the ranch...

...as Alice, Will and Mark remain on the porch, watching them disappear into the moonlit hills.

74 INT. BOYS' BEDROOM, EVANS RANCH - NIGHT

Alice is now putting the boys to bed. Mark is coughing hard. It is a deep hacking that clearly isn't normal, although Alice and William don't seem alarmed. Alice gives him a measured spoonful of medicine. It's all very routine.

MARK

What'd Ben Wade mean about sending Pa back all right. Was he saying he was gonna kill him?

WILLIAM

He won't have to lift a finger. His gang will do it. They're the most deadly outfit in the whole frontier.

Alice shoots William a look.

ALICE

Your father can take care of himself, Mark. Ben Wade likes to talk.

Alice turns off a lamp...

...a moment after she closes the door, William sits up in bed, still *dressed*. Mark sits up and watches his brother.

William pulls a PACKED HAVERSACK from under his bed. Checks on the RATIONS he's wedged inside. We see an old SIX SHOOTER PISTOL stuck in there...

...he glances at Mark, then quietly opens his window.

75 EXT. CATTLE TRAIL, SPUR - NIGHT

The group is now following the CATTLE TRAIL up a spur. Stars light the Heavens above for miles around. It's beautiful...

(CONTINUED)

75

CONTINUED:

...but nobody bothers to notice. The lawmen have their eyes on the hills around. Checking every shadow and shape. While Wade just looks bored.

His gaze falls on Tucker riding his BLACK HORSE...

...and a smile creases the outlaw's face. He gives a GENTLE WHISTLE, almost inaudible. And the his horse abruptly stops.

Tucker digs his heels, but the magnificent horse refuses to budge until Wade gives another GENTLE WHISTLE. Tucker glares at Wade and he just does it again...

...and again Wade's horse stops dead. Tucker fights the horse but it's clear Wade has total control. Stopping and starting, amusing himself.

MCELROY

Wade.

Wade whistles once more to get the horse going again, then leaves Tucker alone. There's a smile under McElroy's scowl...

WADE

You really think the Marshal's plan is gonna work, Byron. I gotta confide in you. I don't.

McElroy says nothing.

WADE (CONT'D)

My crew knows all the back roads to Fort Huachuca. They'll catch the marshal by daybreak.

TUCKER

What makes you so sure they'll come for you, Wade. Why should they.

Wade smiles.

MCELROY

They'll be coming. They're lost without him. Like a pack of dogs without a master.

(MORE)

(CONTINUED)

75

CONTINUED: (2)

MCELROY (cont'd)

...Doc Potter is pale with concern.

WADE (CONT'D)
Have another drink, Doc.

DOC POTTER
I gave that up six years ago. I'm a
changed man now. A righteous man.

WADE
Trouble the righteous have is being
able to know right from wrong.

Doc Potter stares at Wade, unable to answer.

All of a sudden, McElroy turns to look back at--

A FIGURE following them on horseback about four hundred yards
back along a ridge...

...the rider seems to be following the group. Disappearing
around bends or behind trees, only to reappear on the trail a
few moments later.

McElroy looks to Butterfield who is alarmed.

BUTTERFIELD
Jesus, no. Not so soon...

Dan looks to McElroy who stops his horse. The group instantly
goes on the alert. Weapons up. Fingers on triggers. The
FIGURE keeps riding towards them.

MCELROY
Off your horses. Move it.

Everyone obediently does as he says...

(CONTINUED)

75

CONTINUED: (3)

...Tucker roughly yanks Wade down to the dirt. Doc Potter helps McElroy. Butterfield gathers the horses by the reins.

Dan, McElroy, and Tucker take up firing positions behind some rocks and hedges. Eyes on the cattle trail. Weapons ready...

...finally, the LONE FIGURE appears around the bend.

ANGLE ON: TUCKER as he goes to shoot. Out of nowhere, Dan clamps a hand down over his rifle.

DAN

It's my son...

WADE

Now is that the quiet one or the one that doesn't shut up.

Dan shoots him a look, then approaches William.

DAN

I told you to stay home.

WILLIAM

I left home. I'm on my own now.

DAN

Goddammit, William. This's no time for games. You turn around. Now.

Dan gathers his horse. The others respectfully keeping their distance and riding on with him. Leaving William behind...

...we HOLD ON: WILLIAM upon his horse, *not* turning around.

76

EXT. CATTLE TRAIL, RIDGE - NIGHT

They're cresting a ridge now. And William's *still* following them a few hundred yards back. Dan brews with frustration...

...not realizing that Wade is riding nearby, watching him.

WADE

It's a difficult age. Between the hay and the grass, my old man used to say.

DAN

He's stubborn.

(CONTINUED)

76

CONTINUED:

WADE

Well, you can't plant a radish and get an onion.

DAN

Don't talk to me like you know me, Wade. We ain't friends.

WADE

Only a stubborn man would keep his family on a dying ranch.

DAN

...He's trying to help. He thinks he's looking out for his old man.

WADE

(smiles)

You know why I'm so hard to lock away, Dan? People *like* me. Farmers give me shelter. Cattlemen give me food. Judges let me off. Jailers let me out. Law-abiding citizens out there feels strangled by their shitty little lives. And me...

(grins)

...well, I'm like the bird that should never be caged.

Wade glances back at William...

WADE (CONT'D)

Your boy isn't *protecting* you. He's *following* me.

...and he rides on. Dan watching him.

77

EXT. WILLIAM'S CAMP, CATTLE TRAIL - NIGHT

William cooks his supper on a CAMPFIRE later that night. His horse is unsaddled nearby. He burrows into his HAVERSACK and pulls out a well-read DIME NOVEL.

INSERT: THE DIME NOVEL featuring a SILHOUETTED OUTLAW on the cover. A smoking pistol in each hand. Rain falling in sheets under the lurid title: "THE OUTLAW'S REVENGE!"

William consumes the pages of the DIME NOVEL with an excited grin, glancing at a FLICKERING LIGHT on the trail ahead...

78 EXT. CAMP #1, CATTLE TRAIL - NIGHT

...it's the group's CAMPFIRE. Everyone's asleep, except for Wade who's staring up at the endless blanket of stars and Dan who's got the watch.

We see Dan remove the ANTIQUE BROOCH from his pocket, gazing at it a moment or two. Rubbing it gently with his fingers.

BUTTERFIELD

...So were you conscripted into Lincoln's army, Mr. Evans? Or a volunteer?

DAN

Neither. Maybe both.

WADE

What's that mean?

DAN

I was a volunteer in the Massachusetts State guard. Then, in '62, the Federal government was running low on men so they called in state militias. To protect Washington.

WADE

And you got hurt.

Dan says nothing.

WADE (CONT'D)

What are you doing out here, Dan? You got a family at home. You're not a lawman. You don't work for the Railroad. Or Pinkerton.

DAN

Maybe I don't like the idea of men like you on the loose.

WADE

It's man's nature to take what he wants. That's how we're born.

DAN

Well. I make an honest living.

(CONTINUED)

CONTINUED:

WADE

Maybe honest. But I don't think it's a living. You must be hurting bad for money if you took this job.

DAN

Go to sleep.

WADE

I have to imagine being in debt puts pressure on a marriage.

DAN

What would you know about marriage. We can't *all* be cut-throats and thieves.

WADE

I know if I was lucky enough to have a wife like Alice, I'd treat her a *whole* lot better than you do, Dan. I'd feed her better. Buy her pretty dresses. I wouldn't make her work so hard...

(beat)

...yeah, I'll bet Alice was a real pretty girl before she married *you*.

...and Dan just explodes, his RIFLE in Wade's face.

DAN

Shut up about my wife. You say one more word about her and I'll cut you down right here. *Right here*.

WADE

I like this side of you, Dan.

DOC POTTER (O.S.)

Mister Evans.

Dan glances aside at Doc Potter...

...he's staring at Dan from under his BLANKET.

After a moment, Dan lowers his rifle. His hands are shaking. His breath calming. Wade watches him cautiously.

Tucker has also woken up, picking up his own rifle.

TUCKER

Okay... It's my watch.

(CONTINUED)

78 CONTINUED: (2)

Dan finds a place to sleep as far from Wade as he can get...

...as he turns away, we see McElroy under his blanket quietly putting the safety on his SHOTGUN. Butterfield sleeps.

79 EXT. CAMP #1, CATTLE TRAIL - NIGHT

Everyone's asleep now except for Tucker who is sitting near Wade, his RIFLE leveled at him as he sings to himself...

TUCKER

...yes, they're gonna hang me in the morning, before this night is done. They're gonna hang me in the morning and I'll never see the sun.

...and Wade just glares at him lethally.

WADE

I suppose it's too much to ask for a little quiet.

TUCKER

I'd be asleep in my bed if it weren't for you. So if I got to be up, you're damn well gonna be up with me, Ben Wade.

(singing)

I wanna warn you fellas, tell you one by one -- what makes a gallows rope to swing is a woman and a gun.

Wade rolls over, simmering. We see him discreetly remove the length of COPPER WIRING from his jacket, twisting it tightly around both his hands like a shiv...

80 EXT. CAMP #1, CATTLE TRAIL - DAWN

...a strange GURGLING NOISE wakes Dan an hour later in the dawn light. He focuses on the noise to see Wade kneeling over Tucker. Dan scrambles.

DAN

Jesus!

In the next moment, McElroy lunges at Wade from out of nowhere with the butt of his shotgun. Wade falls off Tucker. Dropping the COPPER SHIV.

(CONTINUED)

80

CONTINUED:

The others begin to stir now, reacting with shock and horror to what Wade's done. Tucker's throat has been cut. Doc Potter rushes over and searches for a pulse...

...he doesn't find one. His hands close Tucker's eyes.

SMACK! McElroy boots Wade savagely in the face. The outlaw tumbles. And now McElroy starts to beat Wade, his vigorous movements re-opening his own wounds.

Butterfield and Doc Potter hurry to pull McElroy back.

Wade notices Dan deliberately hanging back...

...and a grin creases his bloody, battered face. That spurs Dan forward, pulling McElroy back with sudden force.

DAN (CONT'D)

That's enough, Mister McElroy.

McElroy stops, if only because he's exhausted and weak...

...he returns to Tucker and retrieves the HAND CUFFS KEY as Wade sits up, nursing his wounds and staring at Dan.

DOC POTTER

(re: Tucker)

We have to bury him.

MCELROY

You take the time to dig one grave,
you might as well dig two.

And with that, the group reluctantly saddles up. Wade returns to his horse, whispering to it soothingly. Reclaiming it.

81

EXT. FORT HUACHUCA, ARIZONA - DAWN

An AMERICAN FLAG droops over the sprawling army barracks at Fort Huachuca. The dawn sun glinting over the still sleeping town. About a mile away, we find...

...a SMALL SPECK racing through a canyon towards the town.

82

INT./EXT. PRISON WAGON, CANYON - DAY

It's the prison wagon. Marshal Weathers looks exhausted as he sits on top, whipping his TEAM OF HORSES through the canyon.

(CONTINUED)

CONTINUED:

Crawley keeps a frightened eye out through the PRISON BARS of the wagon. A weary smile creasing his face when he spots Fort Huachuca in the distance.

The marshal reaches for his WATER CAN...
...BANG! The shot almost takes his head off.

Marshal Weathers tumbles from the PRISON WAGON, falling right past Crawley's eyes as he smashes lifelessly into a CACTUS.

ANGLE ON: CAMPOS retracting his SNIPER RIFLE from his perch behind a LARGE BOULDER. Charlie Prince pats him on the back, watching as the PRISON WAGON HORSES slow to a grateful halt.

ANGLE ON: CRAWLEY trapped inside the PRISON WAGON. His PISTOL drawn as he peers out the PRISON BARS either side of him...

...the gang materializes out of the rocks and canyon crevices now (PRINCE, CAMPOS, SUTHERLAND, JACKSON). Swarming around the PRISON WAGON like bees on a hive. It seems they're still unaware of the switch.

CHARLIE PRINCE

Get you outta there in a second,
boss. Don't you worry.

Jackson grabs the PADLOCK KEY off the MARSHAL'S BELT, giving it to Charlie Prince who then goes to open the PADLOCK...

...BANG! Crawley catches Charlie Prince with a taut shot. The outlaw stumbles backwards. Bleeding from his neck. The bullet just scraping him.

The other outlaws spot Crawley inside...

...they draw their guns, ready to finish him.

CHARLIE PRINCE (CONT'D)

Wait.

He gives a nod to Sutherland who quickly frees the horses from the wagon. Now Sutherland sets the PRISON WAGON on fire...

...the smoke and flames swiftly engulf the old wooden WAGON. Charlie Prince stays close. Eyes on Crawley who starts to panic inside.

CRAWLEY

Oh, Jesus... Oh, no.

(CONTINUED)

CONTINUED: (2)

Charlie lunges and grabs Wades' black hat off his head. He dusts it off as the flames rise in the coach.

CHARLIE PRINCE

Where is he.

CRAWLEY

Open the door. Let me out of here, goddammit.

CHARLIE PRINCE

Where'd they take him.

CRAWLEY

I don't know.

CHARLIE PRINCE

Mister, you better tell me where they took him or you will *burn*.

The smoke is choking Crawley now...

...the flames rising higher every second.

CRAWLEY

Contention... All right. They took him to Contention. Gonna catch the 3:10 to Yuma Prison tomorrow.

CHARLIE PRINCE

You ain't lying now.

CRAWLEY

I ain't lying. I swear to God. Now let me out of here.

The gang watches Charlie Prince carefully... He turns his back on Crawley in the burning coach.

JACKSON

Contention's eighty miles back the other way.

SUTHERLAND

We'd have to about kill our horses.

CHARLIE PRINCE

So we'll buy new ones.

(CONTINUED)

82 CONTINUED: (3)

JACKSON

Charlie. It was his own fault he got caught. He made a mistake. He was weak.

Charlie turns red faced toward Crawley, still moaning from the burning coach. BANG-- BANG. He fires two shots, silencing Crawley, then turns back to Jackson.

CHARLIE PRINCE

...You think you could do a better job leading this crew? Do you?

JACKSON

Maybe. Yeah.

Charlie Prince lunges quickly at Jackson, smashing his face with his pistol, knocking him to the ground, straddling him. He levels his two SCHOFIELDS in Jackson's face. Glancing at the others. Nez steps to his side.

CHARLIE PRINCE

You forgotten what you were before Ben Wade come along. You forgotten what he did for us.

(pause)

We're going to Contention.

And with that, Charlie Prince remounts his horse...

...and GALLOPS back the other way. The others follow in ones and twos. Jackson goes last, not liking this.

83 EXT. RACING ACROSS THE RANGE-- DAY

WADE'S GANG RIDES HARD at full gallop. They are headed back toward Bisbee, dust flying in a cloud behind them. We see the town of Bisbee in the distance.

Charlie Prince leads the gang into the mountains.

84 EXT. CAMP #1, CATTLE TRAIL - DAY

William sits on his horse, staring at something in shock...

...it's the body of Tucker. Slumped by the SMOULDERING CAMP FIRE. There's some confusion in William's eyes. It's as if he doesn't quite know how to feel.

(CONTINUED)

84 CONTINUED:

Just now, he notices several SMALL SPECKS riding towards him on the plains below. He spurs his horse onwards up the trail.

85 EXT. PROMONTORY, MOUNTAINS - DAY

BINOCULAR POV: THE BEN WADE GANG riding hard and fast across the endless Arizona plains, perhaps fifty or so miles away.

ANGLE ON: McELROY sitting on his horse on a high promontory. The others grouped around him. McElroy lowers his BINOCULARS, his grim face says it all. Wade smirks.

WADE

Can't say I didn't warn you.

DAN

There's a shortcut we could take.

MCELROY

Shortcut.

DAN

Through the pass. Takes you right through to Contention.

BUTTERFIELD

Why didn't you tell us this before.

DOC POTTER

It's Apache country.

BUTTERFIELD

I thought the government gave them land.

DAN

These are the ones refused to go.

WADE

I wouldn't take that pass.

BUTTERFIELD

You'd rather us take the long way.

WADE

That's right.

BUTTERFIELD

--and let your boys catch us.

(CONTINUED)

85 CONTINUED:

WADE

The Apache are skilled warriors and marksmen. Even worse, these are the stubborn ones who stayed to fight. You won't make it.

McElroy looks through his BINOCULARS again.

MCELROY

We'll take our chances.

86 EXT. CATTLE TRAIL, MOUNTAIN PASS - DAY

CLOSE ON: A PAIR OF DEAD, WHITE MINERS lying by the side of the trail. *Their heads have been scalped.* Their bodies left to rot in the hot sun...

...we find William staring quietly at the corpses as he rides past. About a mile ahead, we can see the rest of the group. They are on the opposite side of a spreading ravine.

87 EXT. CATTLE TRAIL, RAVINE - DAY

The group is now riding above a ravine. The scenery here is spectacular, if a little precarious...

Dan rides up to Wade, looking at him for a moment.

WADE

Something on your mind, Dan.

DAN

Why'd you kill Tucker.
...Why not me. Or Butterfield.

WADE

Tucker took my horse.

(beat)

...Did you like him, Dan?

DAN

No. He was an asshole. But wishing him dead and killing him are two different things.

Wade watches Dan ride ahead.
After a beat, Wade catches up to him.

(CONTINUED)

CONTINUED:

WADE

Your conscience is sensitive, Dan.
I don't think it's my favorite part
of you.

Just now, McElroy falls back beside them.

MCELROY

Shut your mouth, Wade. From here
out, you want to talk to someone,
talk to me.

WADE

I don't like talking to you, Byron.

MCELROY

Not when I have the gun.

WADE

No. It's not that.

(pause)

You're just not very interesting.

Doc snorts a laugh.

MCELROY

That's right, Doc. Laugh it up.
Until he guts you like a fish.

WADE

Byron's like a song with one note.

(turns)

'You ever read a book in your life
besides the bible, Byron?

MCELROY

No need.

WADE

(turns to Dan)

Byron acts pious, but a couple
years back, when he was under
contract to the Central, I seen
him and some Pinks mow down thirty
two Apache, women and children.

MCELROY

Insurgents was cutting down the
railroad men and their families.
Picking them one by one off the
road. Scalping them.

(CONTINUED)

CONTINUED: (2)

WADE

There was little ones running around crying and screaming. No more than three years old. And his boys shot them all and pushed them in a ditch, some still crying. I guess Byron figured that was fine with Jesus, because apparently Jesus don't like the Apache.

The terrain is getting steeper.

MCELROY

Keep talking, Wade. All the way to Yuma. Up them steps. To the rope. And straight to hell.

WADE

The day I die, Byron, I'm getting sprung from hell.

Riding in the rear, Dan senses there is someone following them. Up front, McElroy looks to Butterfield.

MCELROY

...I guess maybe I'd feel the same way if I come from the seed of a drunk grave digger and the rancid womb of a whore.

McElroy grins. Wade is silent. Eyes dark.

MCELROY (CONT'D)

Quiet for once.
(looking back)
What's wrong, Wade? 'Cat got your tongue? Afraid of heights?

WADE

No. I'm afraid the Apache on the ridge might shoot me.

McElroy whirls around, SHOTGUN raised...
...BEHIND HIM, WADE LAUNCHES. LEAPING OFF HIS SADDLE.

CRASH-TACKLING the Pinkerton with a stunning body-blow.

They both fall to the ground. Sliding on the steep rock.

(CONTINUED)

CONTINUED: (3)

Dan leaps for his rifle but both Doc, frozen, and Butterfield fumbling with his pistol, and their spinning horses are in the way. It given Wade the moment he needs-- TO LEVEL MCELROY'S SHOTGUN AT DAN.

WADE (CONT'D)
Drop it, Dan. Drop it!
(to Doc and Butterfield)
Toss yours down.

Wade is fiercely angry, eyes a flame. Dan tosses his rifle down. Doc and Butterfield also comply. Then, Wade turns hits a stirring McElroy brutally with the rifle butt.

McElroy is delirious as Wade loops his hand-cuffs around his boot and drags him to the edge of the ravine.

WADE (CONT'D)
...I always liked you, Byron. But
you've never known when to shut up.

He kneels down to the tough old man's face and pulls him upright. McElroy glares at him.

WADE (CONT'D)
Even bad men love their momma.

And with that, he shoves McElroy off the edge--

Everyone watches as his body flails, flying downward.

Wade turns and points the shotgun at Dan and the others.

WADE (CONT'D)
Okay. ...Now its time for everyone
to go home.

But there is a click of a gun, and, all of a sudden, Wade finds himself feeling the barrel of WILLIAM'S OLD PISTOL to his ear. It is tightly gripped in William's two hands.

WILLIAM
Don't move, mister Wade. And let go
of that shotgun.

DAN
William...

Wade grins at William and the quivering pistol. He doesn't raise his hands. Doesn't even seem to be concerned.

(CONTINUED)

87 CONTINUED: (4)

WADE

You're not gonna shoot a man you
admire in the back of the head,
boy. I'm not sure you even know how
to work that thing.

BANG! The bullet zips past Wade's ear, takes down a tree
branch... *...Ben Wade's grin promptly disappears.*

WADE (CONT'D)

Dan. Tell your son it's over. The
Pinkerton's dead. Let's go our
separate ways. You got spread too
thin. Its nothing to be ashamed of.

DAN

Think you can keep your gun on him,
William.

WILLIAM

I'm doing a damn sight better than
you did.

Dan smiles and crosses to his rifle in the dirt.
He picks it up, cocks it and aims at Wade.

The outlaw sighs, begrudgingly impressed. Butterfield's
pleased. Doc Potter's relieved...

88 OMITTED

89 OMITTED

90 EXT. GRASSY FIELD - CAMP #2 - NIGHT

WADE, WILLIAM, BUTTERFIELD, DAN and DOC POTTER have camped in
the middle of a massive field of TALL BROWN GRASS which sways
softly in the night breeze...

...everybody's hunkered down in a tight circle. Sharing some
PIECES OF BREAD and a WATER CANTEEN as they keep a vigilant
watch through the grass.

(CONTINUED)

CONTINUED:

Wade notices William nervously shuffling his DECK OF CARDS.

WADE

Your Pa ever take you to some of
the towns up north? Breckinridge.
Buena Vista. Leadville?

*
*
*

WILLIAM

No.

*

WADE

I tell you one thing... They know
how to shuffle cards in Leadville.

*
*

DAN

Stop talking to him.

*
*

WADE

I had the best Irish whiskey I ever
tasted there. A dollar a glass.
...There was women in those towns
who could do things you'd never
forget.

*
*
*
*

DOC

Give you a disease you'd never
forget.

WADE

With money in your pocket you could
have whatever a man desired or
needed. I learned everything I know
there. Landed there no older than
you. On my own. And I left with the
start of my gang.

*
*
*
*
*

(CONTINUED)

90

CONTINUED: (2)

A wistful smile washes over the outlaw's face.

WADE (CONT'D)

'Course, its all gone now. Silver
crashed, and then the railroad
changed everything.

*
*
*

BUTTERFIELD

For the better I am sure.

*

The awed look in William's eyes is killing Dan...
..clearly, he doesn't talk with William like this.

*

DAN

...How many men you think you've
killed since you set out with your
gang, Wade? How many families you
think you destroyed. Hundreds?

*
*
*

WADE

Quite a few. I'm a bad man, Dan.

*

DOC POTTER

I heard you dynamited a wagon full
of prospectors last Spring.

*

WADE

Now that's a lie...
(to William)
...it was a *train full*.

William smiles... ...and Dan is crushed.

WADE (CONT'D)

I have to go, Dan.

DAN

You ain't going nowhere.

WADE

(shakes his head)
No. I mean I have to go.

91

EXT. TALL GRASS, FIELD - NIGHT

Dan escorts Wade through the TALL GRASS a short way from the
camp. The SHOTGUN in his hands, alert for threats.

(CONTINUED)

CONTINUED:

DAN *
I'd appreciate it if you wouldn't *
fill his head with stories of death *
and sin.

WADE *
No use hiding the world, Dan. He's *
trying to decide which way to go. *

DAN *
He'll decide better without more *
from you.

WADE *
I thought he was gonna shoot me on *
that ravine. There's wild in his *
eyes. Reminds me of-- *

DAN *
He's nothing like you.

WADE *
The road to corruption is steep and *
slippery, Dan. *

DAN *
The path of decency is just as *
steep. *

Wade steps away and turns his back to Dan, pissing *

WADE *
That's true, Dan. It is. You do one *
good deed and feel all decent. *

(MORE)

(CONTINUED)

91 CONTINUED: (2)

WADE (cont'd)

I imagine it's habit forming. Soon,
 you're a slave to your decency.
 You're not a man no more. You don't
 ever do what you want. Take what
 you want. You don't know what you
 want. You just keep being decent
 and good till your hollow and dead.

*
*
*
*
*
*
*

Dan's disturbed by Wade's words...
 ...he gazes through the TALL GRASS back at his son.

*
*

When Dan turns back around... *...Wade has disappeared.*

*

Dan's horrified. Rushing through the grass.

Suddenly, WADE LEAPS OUT OF THE GRASS AND GRABS DAN, wresting
 him to the ground. Dan manages to lift his SHOTGUN into
 Wade's face...

*

Wade is shushing him. Looking up to the rocks. Sensing
 something out there.

*

BANG! The GUNSHOT comes from nowhere...

...and knocks Dan flat on his back --

92 EXT. CAMP #2, FIELD - NIGHT

-- they hear the shot at the camp. William suddenly runs out
 into the grass with his old PISTOL. The others trying in vain
 to stop him --

93 EXT. TALL GRASS, FIELD - NIGHT

-- more BULLETS fly over Wade's head as William drops down beside him, checking on his father. Dan's wounded. The shot clipped his skull...

...no time to think, Wade and William grab Dan and begin to drag him back towards the campsite. GUNSHOTS ripping through the grass on all sides.

Wade catches glimpses of them in the brush. A flash of BATTLE FEATHERS. A swish of RAWHIDE TROUSERS. A glint of a TOMAHAWK.

94 EXT. CAMP #2, FIELD - NIGHT

The horses are freaking out. BULLETS whizzing past their ears as Butterfield and Doc Potter help pull Dan into their camp.

Dan's starting to regain his bearings, looking about...

...the GUNFIRE is coming from three sides. They can't see the shooters through the grass. But the GUNFIRE is volcanic. Wade keeps his head low, calculating.

WADE

There's three of them.

DAN

Yours.

WADE

If they were mine, you'd be dead.

Dan struggles to cock his SHOTGUN, woozy...

...the blood seeping into his eyes and blinding him.

WADE (CONT'D)

Give me a gun.

DAN

No.

WADE

You want them to scalp your boy.

Dan stares at the outlaw, the GUNFIRE drawing closer...

...the others watch from their firing positions, waiting to see what Dan's going to do. Finally, he gives Wade the HAMMER SHOTGUN...

(CONTINUED)

CONTINUED:

...the outlaw checks the TWO SHELLS inside. Then holds out his hand for more shells. Dan shakes his head, grimacing in pain as Doc Potter tries to staunch the bleeding.

Wade realizes he's not getting any more ammo. He scoffs at Dan, then cocks both barrels of the shotgun. Waiting for a pause in the SHOOTING...

...then he scrambles away and vanishes into the grass. The others keep their eyes on the TALL GRASS. Praying. Hoping.

BOOM! They hear the SHOTGUN roar...

...no more shooting from the left of them.

William dares to lift his head. Glancing around at the TALL GRASS. Heart in his throat. Waiting. Watching. Lying still.

BOOM! Another SHOTGUN BLAST out there...

...no more shooting from the right of them now.

Dan keeps his eyes on the RIFLE SHOTS from ahead...

...and then all of a sudden, the rifle stops shooting.

Everyone in the camp listens now to the SOUNDS OF A STRUGGLE somewhere out in the grass. Men GRAPPLING and WRESTLING with each other...

...there's an ABRUPT GASP. The sound of METAL SLICING FLESH and the fall of a body to the ground. *Then there's silence.*

Everybody stares into the swaying TALL GRASS...

...and then, a FIGURE appears. Walking towards them.

It's Ben Wade. Covered in the blood of others. Looking like death incarnate and furious for having been made to kill the Apache warriors...

...but most alarming is the fact that Wade now has one of the feathered APACHE RIFLES in his MANACLED HANDS. The other two are slung over his shoulder.

Butterfield reaches for his rifle...

...but a look from Wade makes him freeze.

Now he aims at Dan like he's going to kill him.

(CONTINUED)

94 CONTINUED: (2)

WADE (CONT'D)
 I *told* you not to go this way. I
told you there'd be trouble.

DOC POTTER
 It was Mister McElroy's decision.

Wade glances aside at Doc Potter...

...then returns his bitter gaze on Dan.

WADE
 Give me the key.

Dan digs the HAND-CUFFS KEY out of his pocket...

...then *hurls it out into the field of tall grass.*

Everybody watches the key sail through the air, swallowed up first by the darkness, then by the endless field of grass...

...and Wade just can't believe it. He zeroes in on Dan. Lifts his rifle. And ruthlessly wallops Dan across the jaw with the rifle butt. AND DAN BLACKS OUT.

95 EXT. CAMP #2, FIELD - NIGHT

DAN COMES TO SEVERAL MINUTES LATER. Doc Potter sits him up with William's help. Butterfield hovers anxiously behind...

DOC POTTER
 Easy does it. Easy.

DAN
 (weak)
 Where is he.

WILLIAM
 He's gone. Took our horses with him. I found this in the grass.

...it's the HAMMER SHOTGUN. Taking the gun as he pushes himself to his feet. He's wobbly, but otherwise fine.

BUTTERFIELD
 He went that way.

DAN
 It's the fastest way out of the pass. He'll be looking for help getting those cuffs off.

(MORE)

(CONTINUED)

95 CONTINUED:

DAN (cont'd)
(to William)
Find his tracks, son.

DOC POTTER
We're going *after* him.

DAN
There's no reward for getting him
halfway to that train, is there?

BUTTERFIELD
No, sir.

Doc Potter considers this as Dan loads his SHOTGUN...

96 EXT. BLASTING CAMP, MOUNTAINS - DAY

ANGLE ON-- BEN WADE as he cautiously approaches a freshly dug railroad tunnel. BOOM! A LOW RUMBLING EXPLOSION rocks the mountain range and shakes the ground (and vibrates camera). Something big is happening on the other side of the tunnel.

OVER BEN as he emerges from the tunnel to see--

DOZENS OF CHINESE WORKERS moving about, laying track. Tents line the graded earth, sprinkled with woks and bowls.

(CONTINUED)

96 CONTINUED:

A labyrinth of squalid housing. The workers themselves are thin and beat to hell. They wear umbrella-like hats to ward off the SCORCHING SUN.

A cloud from the recent explosion billows in the distance.

Wade rides cautiously through the camp. He betrays no emotion, perhaps he has none... ..he's on a mission, his eyes scanning the workers.

97 INT. TRAIN CAR, BLASTING CAMP - DAY

CLOSE ON: WALTER BOLES (48) sucking a cigar at his desk as he feeds leftover SCRAMBLED EGGS to a PET MONKEY on a leash...

...a sleepy-eyed PROSTITUTE lays on a couch behind him at the head of the train car. The windows have all been curtained. A bookish TELEGRAPH OPERATOR mans the TELEGRAPH CONSOLE nearby.

Three RAILROAD ENFORCERS sit about, including ZEKE (44) who's meticulously filing his nails. A BULLWHIP dangles on his hip.

Boles feeds his PET MONKEY as Zeke speaks long-sufferingly:

ZEKE

Says they want forty dollars each month now. Like them Irish up north. Goddamn Coolies. They'll work fine with my left boot up their asses.

BOLES

If I could teach a monkey to lay track...

ZEKE

What we need's some Negroes brung in here, Mister Boles. Show these Chinamen what real work is.

Just now, Boles sees -- Wade riding outside...
...sifting through the DUSTY HAZE like a ghost.

BOLES

Holy Christ...

ZEKE

What. What is it.

BOLES

(pause)
That's *him*.

98 INT./EXT. WORKER TENT, BLASTING CAMP - DAY

A TENT FLAP abruptly peels back to reveal Wade in the opening of a CHINESE FAMILY's tent. A APACHE RIFLE in his hands...

...there are several people inside. A MATRIARCH. Three YOUNG DAUGHTERS. And a GRANDMOTHER. All of them go still when Wade enters their tent.

Wade scans the tent for threats, noticing a HAMMER and CHISEL lying on a stool. He closes the TENT FLAP and advances on the frightened family...

...pointing to his HAND-CUFFS and the HAMMER and CHISEL.

WADE

You. Break the hand-cuffs. You help me. With the hammer.

Without warning, a VOLLEY OF GUNFIRE rips into the small tent from every direction. Dishes explode and splinters fly...

...the CHINESE FAMILY hits the dirt with Wade. The MATRIARCH pinning her screaming daughters to the ground.

Wade glances at the CHINESE FAMILY who seem unhurt, but terrified, the children screaming in Chinese.

BOLES O.S.

I got five guns on you out here,
Ben Wade. You best come on out

99 EXT. BLASTING CAMP, MOUNTAINS - DAY

Dan leads our dwindling group through the first tunnel and into the blasting camp, staring at the conditions of the CHINESE WORKERS.

...we notice William caught by the haunted eyes of a teenage CHINESE WORKER hauling a basket full of rocks past the group.

BUTTERFIELD

The horses.

He's pointing at the TRAIN CAR where their horses are hitched to a post. THEY HEAR A MAN SCREAM INSIDE...

...the train car is perched on some rails in the middle of the camp. Two TELEGRAPH WIRES connect the car to a chain of TELEGRAPH POLES.

100 EXT. TRAIN CAR, BLASTING CAMP - DAY

CLOSE ON: WADE as Zeke SHOCKS his BARE TORSO with an EXPOSED WIRE that extends from A BLASTING BOX...

...the two other RAILROAD ENFORCERS gather around with Boles and the TELEGRAPH OPERATOR. The PROSTITUTE is in the window.

BUTTERFIELD (O.S.)
What the hell is going on here.

The two RAILROAD ENFORCERS whirl around with their guns...

...and our group stops instantly. Dan lowers his SHOTGUN. He glances at Wade. And the exhausted outlaw just smiles back.

BOLES
Mister Butterfield.

BUTTERFIELD
Mister Boles.

BOLES
All finished in Bisbee.
(no reply)
Better hurry. We making the last
blasts through the mountain this
week.

Butterfield nods, tense. Boles waltzes over to him now...

...the two men face to face, which unsettles Butterfield.

BOLES (CONT'D)
So what're you doing in my neck of
the woods, Mister Butterfield.

BUTTERFIELD
That's our prisoner. We're taking
him to Contention. Putting him on
the prison train to Yuma.

BOLES
What prisoner. I don't see anybody
that's a prisoner.

BUTTERFIELD
Come now, Mister Boles. That's Ben
Wade you have there.

(CONTINUED)

100 CONTINUED:

BOLES

Ben Wade gunned down my kid brother
in front of me. Six years ago in
Abilene.

WADE

Your brother was a lying, bilking
card sharp. That is, if he's the
asshole I remember. He could, of
course, have been another asshole I
killed who I forgot about.

Boles flushes red, glancing at Zeke...

...who SHOCKS Wade again. Wade just glares at Zeke, burying
the pain. And there's a sudden pang of fear in Zeke's eyes.

He stops and Wade finally slumps, held up only by his HAND-
CUFFS which are looped over a hook attached to the train.

Dan glances aside at William...

...wishing he didn't have to see that.

BUTTERFIELD

You can't do this. It's immoral.

WADE

Morals got nothing to do with it.

DAN

(pause)

I was expecting to collect two
hundred dollars reward for that
man.

BOLES

That's too bad, rancher.

DAN

No. Its not. I have to deliver him
to Contention. *I need that money.*

BOLES

You need it bad enough to die.

Dan feels the RAILROAD ENFORCER's guns on him... ...he stares
at Wade, then finally relents.

DAN

At least, let us have our horses.

(CONTINUED)

100 CONTINUED: (2)

BOLES

I've got no problem with that. So long as you ride away.

(pause)

Ride away, rancher.

WADE

Nice knowing you, Dan.

Dan locks eyes with Wade as the others retrieve their horses and ride back up to Dan. Boles doesn't move, watching Dan...

...a last look at Wade and Dan turns to his horse.

Nobody notices Doc Potter pulling a SHOVEL out of a pile of rocks. He hefts the tool and swings it with all his might...

...WHACK! Straight into a RAILROAD ENFORCER's face.

The man tumbles backwards, cradling his BLOODY NOSE.

Dan seizes the moment, spinning around. Catching Boles in the stomach with a powerful right-hand punch. Boles doubles over, gaping for air...

...it's all happening so quick, William doesn't know what's going on. He glimpses Wade using his HAND-CUFFS to lift his legs and kick Zeke in the chest.

The TELEGRAPH OPERATOR drops his pistol and runs...

...while the other RAILROAD ENFORCER fires a shot at Dan. The shot misses. Dan quickly lays a right hook across Boles' jaw.

William spurs his horse forward at the RAILROAD ENFORCER...

...who ducks aside just in time. Butterfield rides up to Wade with his black horse and the outlaw clambers aboard.

101 EXT. BLASTING CAMP, MOUNTAINS - DAY

Dan takes the lead as the group races through the busy camp, heading for the tunnel. CHINESE WORKERS jump aside, clearing a path for them...

102 EXT. TRAIN CAR, BLASTING CAMP - DAY

...meanwhile, Boles and Zeke and the two RAILROAD ENFORCERS regroup fast. Leaping onto their horses and giving chase.

103 EXT. BLASTING CAMP, MOUNTAINS - DAY

Like mice navigating a maze, the two groups weave through the endless rows of tents. BOLES' GROUP shooting at DAN'S GROUP.

104 EXT. TUNNEL, BLASTING CAMP - DAY

CHINESE WORKERS stream in and out of the tunnel, moving rocks in WHEELBARROWS. Some leading PACK MULES with sacks strapped across their backs...

...they scramble out of the way as Dan and his group barrel past into the tunnel. Boles and the RAILROAD ENFORCERS are close behind, GUNS BLAZING.

105 INT. TUNNEL, BLASTING CAMP - DAY

CHINESE WORKERS jump to the sides of the tunnel for safety...

...the GUNSHOTS echoing like cannon blasts within the narrow walls. Oddly, Doc Potter's got a Cheshire grin on his face.

DOC POTTER

You see me get that one with the shovel.

But before Dan can reply, Doc Potter gasps with pain...

...a BULLET striking him between the shoulders.

WILLIAM

Doc.

He begins to fall off his horse...

...but William grabs him, keeping him on.

They emerge from one tunnel and enter another as--

BOLES closes in from one hundred feet behind, lining up for another shot as he rides. Zeke and the other two are only a length behind Boles.

ANGLE ON: WADE spotting A CRATE OF TNT lying before the next tunnel. Hanging low off his horse, WADE SCOOPS A BUNDLE OF DYNAMITE --AND TURNS TO DAN.

WADE

If I throw this, can you shoot it?

(CONTINUED)

105 CONTINUED:

Dan's answer is cock his rifle. He pulls up his horse to let William, Butterfield and Doc rip past. Wade also pulls up, heaving the TNT bundle toward--

A SUPPORT SCAFFOLD ABOVE--

BANG! Dan fires! And they ride like hell as--

KABOOM! IT BLOWS.

Dan and Wade spur their horses and just escape the fiery breath of the explosion and the BOULDERS that fall from above. The tunnel caves in behind them...

...cutting off Boles and his group who's horses buck from the explosion. Boles is singed from the fire and livid, glaring at the impasse.

BOLES

Goddammit!

106 EXT. TUNNEL, CONTENTION - DAY

Dan and his group ride out the other end of the tunnel. Wade collapses on his horse, the effects of his torture catching up with him now...

...before he knows it, Dan snatches the HAMMER SHOTGUN back and loads a pair of shells. He gives it to Butterfield. And helps William ease Doc Potter out of his saddle. They lay him under the shade of a nearby tree.

DOC POTTER

(fading)

Did we do it. Did we get away.

DAN

Yeah, Doc... Thanks to you.

Doc Potter smiles, then his body goes limp...
...and Dan just stares at him. Wade watches this.

William's eyes follow -- The half-built tracks that thread into the valley and finally to THE SPRAWLING LOW CITY OF CONTENTION TEN MILES OFF.

Dan's eyes are heavy. The last forty-eight hours are starting to take their toll. Wade studies him.

CUT TO:

107 EXT. TUNNEL, BLASTING CAMP - DAY

Meanwhile, Boles and the others exit their end of the tunnel. Limping back into the camp. Boles barks orders about getting their horse to the other side. As they emerge from the tunnel, Boles suddenly stops talking.

WHAT THEY SEE: *Charlie Prince and the other outlaws.* Perched upon their exhausted, sweat-stained horses, they circle through the camp and come to a stop at the entrance to the tunnel...

...they look exhausted, been riding all night.

BOLES

...Who are you.

CHARLIE PRINCE

We're looking for a group escorting an outlaw by the name of Ben Wade.

BOLES

...Shit, they just passed through here.

CHARLIE PRINCE

That so.

ZEKE

We were chasing them through the tunnel.

BOLES

We're going after them, 'you want to join us.

JACKSON

What's it to you.

BOLES

Ben Wade shot my brother. In Abilene. Six years ago.

SUTHERLAND

Then your brother must be famous.

This draws some smiles on the outlaws...

CHARLIE PRINCE

You boys some kind of posse, huh.

(CONTINUED)

107 CONTINUED:

BOLES
You could say that.

...and Charlie Prince draws his two SCHOFIELDS.

They roar as one, catapulting Boles off his horse...

...the rest of the gang immediately opens up on Zeke and the two RAILROAD ENFORCERS. Riddling them with DOZENS OF BULLETS which knock them all to the ground.

THE CHINESE WORKERS cease what they're doing, staring at the scene. The entire camp frozen as if time has stopped.

Charlie Prince holsters his guns.

CHARLIE PRINCE
I hate posses.

He glances at Jackson and Jackson nods...

...and the gang rides up towards the mountain.

108 OMITTED

109 EXT. MAIN STREET, CONTENTION - DAY

As the group rides through town, they see nothing but WHORE HOUSES and SALOONS and shops. Stores have IRON BARS on their windows, and there's not a church to be found.

DRUNKS lay about in the shade. A HORSEMAN pukes while holding his horse. Another one takes an endless piss in a back alley.

Wade catches Dan's horrified eyes and just smiles...

...we see that William is just as surprised as his father.

The MARSHAL'S OFFICE is right across the street...
...the door is barred. A sign reads: "CLOSED FOR REPAIRS".

WADE
Congratulations, Dan. You made it.
Contention City. The future of
Bisbee. In all its glory.

Six blocks away, beyond a cattle yard-- THE NEW TRAIN DEPOT.
A clock tower above tells us its quarter to one.

(CONTINUED)

109 CONTINUED:

DAN

We need a place to lay low. Keep him out of sight till the train comes.

BUTTERFIELD

There's a hotel this way. You ride

PAN TO REVEAL-- A fancy hotel sits on Main Street, the tallest building in the town. Butterfield leads them toward it...

BUTTERFIELD

I'll check us in. You keep riding and amble round back.

110-111 OMITTED

112 EXT. HOTEL BACK / ALLEYWAY CONTENTION - DAY

Dan and the others dismount at the back entrance of the hotel. It's quieter here. A few TOWNSMEN walking past at the mouth of the alley. None of them seem to notice Wade.

DAN

(to William)

Keep a watch by the rail head. If you see them coming --

WILLIAM

-- I'll let you know.

DAN

(pause)

William.

The boy looks back at his father...
...but Dan just smiles and William nods and rides off.

Wade sees the pride in Dan's eyes.
They notice a COOL WIND picking up now.

113 EXT. STREETS, CONTENTION - DAY

William does a thorough reconnaissance of the obnoxious town, trotting down ALLEYS and eyeballing SUSPICIOUS CHARACTERS...

...he's taking his job very seriously, clutching his PISTOL.

114 EXT. HOTEL BACK, CONTENTION - DAY

A DANCE HALL ENTRANCE feeds from the alley where a sign broadcasts the times of performances.

WADE

There's a Can-Can at two, if you're interested.

...just now, Butterfield opens a BACK DOOR.

115 INT. LOBBY, CONTENTION HOTEL - DAY

The lobby is quiet. A few men at the bar. The BARTENDER is the only one who seems to notice Wade. Watching Butterfield lead them up the stairs.

116 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Butterfield UNLOCKS the door to a room covered in hearts.

BUTTERFIELD

It's the Bridal Suite. Hope you don't mind, it's all they had.

He gives Dan his golden POCKET WATCH.

BUTTERFIELD (CONT'D)

I'm going to go see if I can find the marshal.

Wade takes a seat on the DOUBLE BED while Dan checks out the room. He peels back the CURTAINS to reveal a huge BAY WINDOW that overlooks the street below.

WHAT DAN SEES: A DARK CLOUD BANK building on the horizon in the distance. *Rain clouds.*

WADE

Well, would you look at that.

...a flicker of confusion crosses Dan's face.

117 EXT. MAIN STREET, CONTENTION - DAY

William also sees THE RAIN CLOUDS down on the street below as he rides towards the entrance to town. He's as shocked as Dan is...

(CONTINUED)

117 CONTINUED:

...he glances back hesitantly at the hotel, then rides on.

118 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan gazes at the clouds, then turns to see Butterfield and Wade looking at him.

WADE

Still need that two hundred, Dan.

DAN

Shut up.

BUTTERFIELD

Mister Evans, you continue to give me great confidence.

DAN

It ain't 3:10 yet.

Butterfield leaves and Dan LOCKS the door behind him.

119 INT. LOBBY, CONTENTION HOTEL - DAY

Butterfield hurries back down the stairs to the lobby. Again, we notice the BARTENDER watching. *Something wrong about him.*

120 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan hangs the POCKET WATCH on a COAT RACK. Wade rests on the DOUBLE BED, feeling its bounce as he surveys the small room.

WADE

So this's the bridal suite, huh. I wonder how many brides...

Dan just looks at him, unamused. He takes a seat in a ROCKING CHAIR by the window. Rests the HAMMER SHOTGUN on his lap, the rifle close...

...and he just stares out the windows at those blessed clouds on the horizon. For the first time in a long time, things are actually looking good.

Wade reclines on the bed, gazing at the ceiling.

WADE (CONT'D)

What are you gonna do with your two hundred now that rain's coming.

(CONTINUED)

120 CONTINUED:

DAN

I owe people money, Wade... The drought left me in the hole.

WADE

Well, think about about doubling that money. Pay your debts and buy a dozen *more* cows. Build new yards.

DAN

How you reckon I'm gonna do that.

WADE

Drop your guns and let me walk out of here. That's worth four hundred dollars to me.

DAN

That what you reckon my price is.

WADE

No... No, I reckon your price is a thousand. *One thousand dollars.*

Dan says nothing.

WADE (CONT'D)

There was at least that much on Butterfield's coach. You want it, Dan. It's yours.

DAN

Isn't that reckless of you, Wade... Seeing as you're so sure your crew is coming to get you.

WADE

Oh, they're coming, Dan. I just like to do things easy. Peaceful.

Wade sits upright on the bed.

WADE (CONT'D)

Imagine what you could do with a thousand, Dan. Hire ranch hands so your boys can go to school, grow up smart. Become leaders. Senators and Congressmen. And what about Alice, huh. She'd be the proud wife of the biggest rancher in Arizona...

(pause)

...all you have to do is say yes.

(CONTINUED)

120 CONTINUED: (2)

For several moments, Dan's clearly tempted...

DAN

Would you send me a bank note. Or maybe you'd be kind enough to make a deposit it for me. Tell me, Wade. How would I account for all that money. What would I say to people when I spend it. You got the jump on me. You escaped. And I somehow got a fortune. How dumb you think people are.

Wade just glares across the room at him.

WADE

Nobody needs to know.

DAN

Do me a favor, will you. Don't talk to me for a while.

WADE

You mean, we're still not friends.

DAN

No. We're not.

WADE

Well, at five minutes to three, Dan, we're gonna be a whole lot *closer* than you think.

And the way he says this gives Dan the chills. Dan glances at the POCKET WATCH on the wall: *It's still only one-thirty.*

121 EXT. HOTEL, CONTENTION - DAY

A STRONG WIND propels the RAIN CLOUDS over the sprawling city of Contention. Shrouding the hotel in a blanket of shadows...

122 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

...it's two-fifteen now. And Dan's sweating, even though the temperature has plummeted in the last forty-five minutes. A sudden KNOCK at the door.

DAN

Who is it.

(CONTINUED)

122 CONTINUED:

BUTTERFIELD (O.S.)
It's me, Dan. I've brought some help.

DAN
You been gone a long time, Mister Butterfield. How do I know somebody ain't got a gun on you out there.

Something appears under the door. It's a TIN STAR.

Dan picks up the TIN STAR then UNLOCKS the door for Butterfield who shows in MARSHAL DOANE (54) and three other stalwart DEPUTIES. All armed with PISTOLS and RIFLES...

...all the men stare at Wade cautiously. He gives them a dark look. Dan's very relieved to see them, shaking their hands.

BUTTERFIELD
Dan, this is Marshal Will Doane.

MARSHAL DOANE
Mister Evans, three of my finest men. Harvey Pell. Sam Fuller. And Herb Baker.

DAN
Sorry about all that, marshal. I really am grateful for the help.

MARSHAL DOANE
Don't mention it.

WADE
You fellas really gonna help put me on this train.

MARSHAL DOANE
It may not look like it, but this town's got law and order just like any other.

Wade just scoffs, unimpressed...

...he glances at Butterfield.

WADE
How much is Butterfield paying you.

BUTTERFIELD
That's none of your business.

(CONTINUED)

122 CONTINUED: (2)

WADE
(smiles)
You gonna come with us, too.

BUTTERFIELD
Oh, I'll be walking with you. Every
step of the way... You have my word
on that, Dan.

DAN
So there's six of us. Six is good.

123 EXT. RAIL HEAD, CONTENTION - DAY

We find William still at his vigil on the edge of town, his
eyes on the mountains. He begins to see something out there.

WHAT WILLIAM SEES: A tell-tale PLUME OF DUST billowing over a
rise. Swirled about by the wind. And then, a HORDE OF HORSES
explodes over the rise...

124 EXT. ENTRANCE TO CONTENTION - DAY

*...it's Charlie Prince and the rest of Wade's gang. They're
riding fast and hard. Down from the mountain. Following the
half complete tracks from the tunnels into Contention.*

Their horses are exhausted. Bloody and sweaty. The outlaws
are on the shoot. Their dark, flinty eyes set on Contention.

125 OMITTED

126 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

An urgent KNOCK on the door in the bridal suite.

WILLIAM (O.S.)
They're coming, I've seen them.

Dan quickly opens the door for his son.

DAN
Where.

(CONTINUED)

126 CONTINUED:

WILLIAM

About a mile out. Same way we come.

MARSHAL DOANE

How many are they.

WILLIAM

Ten or eleven.

MARSHAL DOANE

Which is it, boy. Ten or eleven.

127 EXT. MAIN STREET, CONTENTION - DAY

The Ben Wade gang reaches Contention now, GALLOPING into town like they own it. People move off the streets.

128 INT. LOBBY, CONTENTION HOTEL - DAY

...meanwhile, Marshal Doane positions his deputies in the lobby. The few people here quickly abandon the place, which annoys the BARTENDER.

MARSHAL DOANE

Move along, folks. That's it. Keep the doors clear. Thank you.

The three deputies take up firing positions inside the lobby.

129 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane returns to the Bridal Suite now, joining Dan and William by the window. Eyes on the bend in the road up ahead as the gang finally appears...

130 EXT. HOTEL FRONT, CONTENTION - DAY

...there's a curious crowd outside the hotel now. *And not a decent soul among them.* They're the sort of filth and vermin that often collects in these new railroad towns.

Charlie Prince notices them and stops the rest of the outlaws outside. The BARTENDER sees Charlie Prince through a window.

131 INT. LOBBY, CONTENTION HOTEL - DAY

In the lobby, the three deputies start to get nervous.

(CONTINUED)

131 CONTINUED:

DEPUTY BAKER
Sure are a lot of them.

DEPUTY FULLER
I didn't figure on it being the
whole gang.

132 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane stares down at the gang, confidence faltering.
Dan backs up against the far wall, protectively drawing his
son with him.

133 EXT. HOTEL FRONT, CONTENTION - DAY

Charlie Prince notices the BARTENDER who gives him a look,
directing his eyes up to the second floor BRIDAL SUITE...

134 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

...we see the gang from the Bridal Suite on the street below.

CHARLIE PRINCE
Hey, boss. You in there. Boss!

WADE
What should I tell them?

DAN
Tell them you'll write them a
letter every day from Yuma.

WADE
Charlie. Go buy the boys a drink,
I'll be down soon.

Charlie hurls Ben Wade's hat up to the overhang.
Ben grabs it. Puts it on.

CHARLIE PRINCE
You okay.

WADE
Sure, I'm okay.

And he sits back on the bed...

135 EXT. HOTEL FRONT, CONTENTION - DAY

Below, Charlie Prince turns to the growing CROWD.

CHARLIE PRINCE

Listen up. Listen. That's Ben Wade
they got up in there. The railroad
means to put him on the 3:10 to
Yuma and hang him.

136 INT. LOBBY, CONTENTION HOTEL - DAY

The three deputies in the lobby stare out at Charlie Prince.

DEPUTY FULLER

What's he doing.

137 EXT. HOTEL FRONT, CONTENTION - DAY

Charlie Prince rides over to Nez's SADDLE BAGS and shows the
crowd a HANDFUL OF DOLLARS taken from Butterfield's coach.

CHARLIE PRINCE

We'll give two hundred cash dollars
to any man what shoots any one of
them.

138 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan, Butterfield, William, Marshal Doane watch with dread.

CHARLIE PRINCE

Two hundred dollars guaranteed.

139-140 OMITTED

(CONTINUED)

139-140 CONTINUED:

142 OMITTED

143 INT. LOBBY, CONTENTION HOTEL - DAY

The deputies can see guns out the windows in all directions.

DEPUTY FULLER

...gotta be thirty, forty more guns
out there now.

144 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Marshal Doane watches the army amassing outside. He glances
at Butterfield and Dan, then he turns for the door.

MARSHAL DOANE

Aw, to hell with this.
Let's go, boys.

BUTTERFIELD

Now just a minute, Marshal --

MARSHAL DOANE

Look, if it's a fair fight... Well
sure, I'd stay for that... A fair
fight, that's a man's duty... But
there's only six of us. I'm sorry,
mister. But I am not gonna die
today. And neither are my men.

DAN

Marshal. You forgot this.

Dan tosses the TIN STAR back at the marshal...
...he catches it, glares at Dan, then walks out.

145 INT. LOBBY, CONTENTION HOTEL - DAY

Butterfield pursues Marshal Doane down the stairs. Doane nods
at his deputies and they gratefully follow him out the doors.

BUTTERFIELD

I'll double your money.
(no reply)
(MORE)

(CONTINUED)

145 CONTINUED:

BUTTERFIELD (cont'd)
Please. Do you want to see us shot
down in the street.

MARSHAL DOANE
Look, this thing happened in
Bisbee. Why bring your troubles to
Contention.

DEPUTY PELL
We've got families. Every one of us
is a family man.

BUTTERFIELD
I'm a family man, too.

MARSHAL DOANE
Then you best get out like us.

And out they go. Butterfield looks pale. HE turns, looking
about, mind racing.

146 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Meanwhile, back up in the bridal suite...

WADE
You see, Dan. Everyone wants to
live. And that means Butterfield,
too. He'll walk out on you. He's
gonna come back up here and walk
out on you, Dan. Now what do you
figure you and your son are gonna
die for. Because Butterfield's
railroad lost some money.

...and Dan has no reply. He looks at William.

147 EXT. HOTEL FRONT, CONTENTION - DAY

Charlie watches the marshal and deputies walk out guns down.
GUNSHOTS RING OUT as he murders them. Inside, Butterfield
shudders. Prince turns to the BRIDAL SUITE WINDOW...

CHARLIE PRINCE
(calling)
That all of them?

...after a moment, Wade appears in the window.

WADE
Almost.

148 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Up in the suite, Wade returns to the bed...
...glancing at Dan who grips his HAMMER SHOTGUN tightly.

WADE
Your turn, general.

WILLIAM
What do you expect him to say.

WADE
I expect him to say something that
makes sense. Something that might
save the two of you.
(pause)
Take a look, Dan... What's the
matter, don't you want to see them.

DAN
I'll see them soon enough.

WADE
How about you, kid. You wanna look.

DAN
Stay away from the window, William.

WADE
Go on. Look down there.

William looks at his father and then at Wade...

...venturing to the window and staring at the gang.

WADE (CONT'D)
They're animals. All of them.
They'll kill you and your father,
William, and they'll laugh while
they do it. I think you know that.

William looks at Wade.

WILLIAM
Call them off.

WADE
Why should I.

(CONTINUED)

148 CONTINUED:

WILLIAM
Because you're not all bad.

WADE
Yes I am.

WILLIAM
You saved us from those Indians.

WADE
I saved *myself*.

WILLIAM
You helped us through the tunnels,
you helped us get away.

WADE
If I had a gun in those tunnels, I
would've used it on you.

WILLIAM
...I don't believe you.

Wade smiles.

WADE (CONT'D)
Kid. I wouldn't last five minutes
leading an outfit like that if I
wasn't as rotten as Hell.

149 EXT. HOTEL FRONT, CONTENTION - DAY

Outside, Charlie Prince gives a nod to the gang and they all split up. Disappearing into the streets and back alleys with the dozens of CONTENTION GUNMEN.

Butterfield peeks nervously out the front of the hotel. He sees all the gunmen waiting outside. *And makes a decision.*

Charlie settles into a chair across the street, watching. He checks the watch he stole from the dead Pinkerton.

150 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

The DOOR OPENS suddenly and Butterfield comes inside the Bridal Suite. He looks stricken. Wade instantly reads the look on his face. Butterfield crosses to the window.

WADE
Here it comes...

(CONTINUED)

150 CONTINUED:

BUTTERFIELD

Dan.

(beat)

I can't do it.

WADE

They say discretion is the better part of Valor.

BUTTERFIELD

If you think you have an obligation to me or the railroad, you don't.

I'm releasing you.

WADE

So it's just you now, Dan.

And your boy.

BUTTERFIELD

You have no obligation.

WADE

Listen to what he's saying.

WILLIAM

Maybe he's right, Pa. Maybe we should go home.

DAN

What did Doc Potter give his life for, William. And McElroy.

WADE

They're specks, Dan. Little red ants on a hill.

BUTTERFIELD

I'll pay you the two hundred, Dan.

Right now. And you can walk away.

Dan has to laugh. He looks out the window, knowing this is the decision of his life.

DAN

...You know... this whole ride, it's been nagging on me. That's what the government gave me. For my leg. A hundred ninety eight dollars, thirty six cents.

(MORE)

(CONTINUED)

150 CONTINUED: (2)

DAN (cont'd)

Funny thing is, when you think about it, which I have been lately, they weren't paying me so I could walk away. They were paying me so they could walk away. So they could forget the people that got maimed and killed for their own interests.

Butterfield is stung.

WADE

Don't muddy past and present, Dan.

DAN

I'm seeing the world as it is, Wade. What's two hundred gonna do. By the time I get back, Hollander will want more.

WILLIAM

If you take him to the train, Pa, I'm going with you.

DAN

No. Mr. Butterfield is taking you home.

WILLIAM

I'm not going anywhere with him.

DAN

Yes you are.

BUTTERFIELD

...I'll get him to Bisbee, Mr. Evans. I promise you.

DAN

You're gonna promise more than that, if I put the scourge of the Southern Line on that train. I want a guarantee that Hollander and his boys never set foot on my land again. And that my water's gonna flow. And I expect you to hand my wife one thousand cash dollars when you see her.

Wade smiles, amused.

(CONTINUED)

150 CONTINUED: (3)

DAN (CONT'D)

'You got it to spare, Butterfield.
You were gonna divvy up a thousand
to five for a job I'm doing alone.

BUTTERFIELD

My company will be glad to do all
of those things ...if Wade gets on
the train.

DAN

(to Wade)

You heard him.

Wade nods. Satisfied, Dan turns to William. He pulls out
Alice's ANTIQUE BROOCH... ...and hands it to him.

DAN

Bring this back, William. Tell your
mother... Tell her I had it with me
to the end. That it helped me find
what was right.

WILLIAM

Pa. I can't... just leave you...

DAN

I'll be a day behind you, William.
...Unless something happens,.. And
if it does, I need a man at the
ranch. To keep it running and
protect our family. I know you can
do that because you've become a
fine man. You got all the best
parts of me, William, what few
there are.

Dan embraces his son. Wade watches them, reluctantly moved...

DAN (CONT'D)

Just remember how your old man
walked Ben Wade to the station...

(pause)

...when nobody else would.

Dan gives Butterfield a look.

DAN

You take him and find a room down
the hall.

(CONTINUED)

150 CONTINUED: (4)

WILLIAM

Pa.

DAN

When we make the move, we'll pull
his gang away. And that's when your
ride out of town.

Butterfield crosses to the door. After a look from his
father, William goes with him. Holding his father's eyes as
he leaves the room.

151 OMITTED

152 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY - CONTINUOUS

Dan checks the time: *Five minutes to three.*

DAN
Goddammit...

WADE
You know, squeezing that watch
ain't gonna stop time.

Dan angrily hurls the POCKET WATCH at Wade...

...it misses by an inch, SMASHING against the wall.

WADE (CONT'D)
(smiles)
Now you shouldn't get so scared,
Dan. Might back a bad move.

And Dan just turns away, staring out the window.

153 EXT. STREETS, CONTENTION - VARIOUS - DAY

Every now and then we glimpse one of WADE'S GANG. Hidden in alley ways. Or climbing on roof tops. *Loading their rifles.*

Elsewhere, we see CONTENTION GUNMEN readying to earn a buck.

154 OMITTED

155 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan sits in the *ROCKER*, staring at the rumbling *STORM CLOUDS*. Wade lies on the bed, *DRAWING* something in a *HOTEL BIBLE*...

...we can't quite see what he's drawing. And his eyes never seem to leave the page. His thoughts drifting as he speaks:

WADE

You ever read the Bible, Dan.

(no reply)

I read it one time... I was eight years old. My daddy had just got himself killed over a shot of whiskey. My mother said we were going back east to start over. She gave me a Bible and sat me down at the train station. Told me to read while she went to buy our tickets.

(pause)

Well, I did as she said, read that Bible from cover to cover. Took me three days. She never came back.

Just now, they hear a *CLOCK CHIMING* in the distance...
...it's the *CLOCK TOWER* by the train station: *Three o'clock*.

156 OMITTED

157 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

Dan listens to the chimes, like daggers in his chest. As they finish, he gathers his *HAMMER SHOTGUN* and turns to Wade.

DAN

It's time.

158 INT. CORRIDOR, CONTENTION HOTEL - DAY

The *BRIDAL SUITE DOOR* cracks open and Dan peers out...

...the corridor is empty and quiet. Dan pushes Wade through the doorway with *BUTTERFIELD'S RIFLE*. The *HAMMER SHOTGUN* is slung over Dan's shoulder.

Dan keeps close to Wade as they walk down the corridor, eyes on the *CLOSED DOORS* than line the walls. One of them opens a little suddenly...

(CONTINUED)

158 CONTINUED:

...and Dan lines up on it. But it's just an OLD MAN peeking out. He quickly closes the door. Dan and Wade keep moving.

159 INT. LOBBY, CONTENTION HOTEL - DAY

The hotel lobby is deserted, a contrast to the way we first saw it. Only the BARTENDER's still here...

...he watches Dan come down the stairs with Wade. He takes out a BOTTLE OF WHISKEY and pours two shots on the bar.

BARTENDER
(to Dan)
On the house, mister.

Dan stares at the drinks, then leads Wade to the bar...

Dan and Wade drink the shots. Dan thanks the BARTENDER with a look, then presses on. The BARTENDER watches them go.

ANGLE ON: DAN & WADE reaching the BACK DOOR they came through before. Dan trades a look with Wade as he clutches the BACK DOOR HANDLE.

WADE
There's still time to get out of
this.

Dan looks at the outlaw, a thousand thoughts racing through his head. Then he cocks the SHOTGUN. And turns the handle.

The BACK DOOR swings open... and a BLAST OF WIND rushes in.

Dan grasps Wade by the BACK OF HIS COLLAR, laying the barrel of the SHOTGUN over Wade's shoulder as they creep outside.

160 EXT. HOTEL BACK / ALLEYWAY CONTENTION - DAY

The outlaw scans the ROOFTOPS and ALLEYWAYS as Dan pushes him out the door. Both men quickly realize their horses are gone.

WADE
Didn't expect them to let us *ride*
to the station, did you.

All of a sudden, Campos appears on a rooftop...

(CONTINUED)

160 CONTINUED:

...and Dan hurls Wade behind a STACK OF CRATES as the outlaw shoots his rifle. *BANG!* The round misses Dan by inches.

161 EXT. ROOFTOP, CONTENTION - DAY

Campos keeps his rifle trained on the STACK OF CRATES as he swiftly cocks the LEVER ACTION, chambering a new round as--

DOWN BELOW-- Dan and Wade scurry toward the end of the alley, heading for cover under an overhang.

162 EXT. BACK ALLEY, CONTENTION - DAY

--BANG-- Campos fires again. Dirt sprays up at Dan as he shoves Wade below the overhang.

...under the deck, Dan tries to get a look at Campos. He scans the roofline, considering his options.

Dan turns and follows Wade's glance to a large bullet hole in the top of his boot. If Dan had a foot, his toes would have been blown off. He looks up at Wade. Almost laughs.

Wade nods as a LOCAL GUNMAN lunges from a corner...

WADE

...uh ...behind you.

...AND DAN WHIPS AROUND, FIRING THE SHOTGUN. BOOM!
He drops the Gunman.

WADE (CONT'D)

...Figure I owed you one for getting me out of that camp.

DAN

Thanks...

WADE

Now you're on your own.
...And only five blocks to go.

It's a wide street, no cover. Not good. The depot far in the distance. A clock at the General Store reads Four past three.

Dan studies the roofline... Tries to get a fix on Campos.

DAN

Where's the rest of them.

(CONTINUED)

162 CONTINUED:

WADE

...waiting.

DAN

Tell your rifleman, he shoots at me again, I'll just put a bullet in your head.

WADE

And what do I tell them?

FOUR LOCAL GUNMEN are coming up the wide street that leads to the station. Two of them are shit-faced drunk, SHOOTING in the air, one hooting... Dan's eyes find another, pistol trained on them from across the street.

...and then they begin FIRING.

CUT TO:

162AA INT. HOTEL ROOM / STAIRS-- DAY -- CONTINUOUS

Butterfield and William stand frozen, listening to the shots RING OUT. Unable to stand anymore, William suddenly makes a run for it.

BUTTERFIELD

Son! Stop!

William races down the hall with his pistol.

162A UP THE STREET-- CHARLIE PRINCE--

--watches the gunfire with satisfaction. He glances to Jackson. Sutherland watches from behind.

JACKSON

'Might not ever have to touch your Scofields, Charlie...

CHARLIE PRINCE

That'd be disappointing.

Charlie's grin fade as--

--THE FUSILLADE BECOMES FURIOUS, INSANE. BULLETS SHATTER THE BARRELS and roof around DAN AND WADE. The gunmen fire indiscriminately and Wade seems as likely to get shot as Dan.

(CONTINUED)

162A CONTINUED:

JACKSON
...What happens if they shoot the
boss, Charlie?

CUT TO:

162B BACK ON-- DAN AND WADE-- UNDER THE OVERHANG

AS A WOOD POST BY WADE'S HEAD EXPLODES WITH SHELLFIRE.
Cursing, WADE DIVES FOR COVER WITH DAN.

WADE
...This is bullshit.

UP THE STREET-- CHARLIE PRINCE REACTS.

(CONTINUED)

162B CONTINUED:

CHARLIE PRINCE
Hey! ...Hey! Not the black hat!

Red faced, CHARLIE CHARGES AT THE GUNMEN, firing.

CHARLIE PRINCE (CONT'D)
I said the rancher, you dumb-shits!

CAMPOS HAS FOUND A NEW VANTAGE POINT ON THE ROOFTOP.
He starts picking off the locals.
As does Sutherland from another vantage point.

162C UNDER THE OVERHANG-- DAN AND WADE--

DAN
Let's go. Now.

WADE'S ENTIRE GANG IS FIRING ON THE LOCAL GUNMEN.
It looks and sounds like war.

Dan seizes the moment, grabs Wade and breaks into a sprint
across the wide street. They run through the hail of gunfire.

DAN HITS JACKSON WITH A SHOT, shoves Wade in the door of-

162D INT. MINING SUPPLY SHOP -- DAY

As they enter, a shot clips Wade in the shoulder, knocking
him back. Dan spins, firing at-- *

A LOCAL GUNMAN who drops. *

Lungs clutching for air, Dan glances out the door behind
them, shots still reporting from the street. *

Dan drags Wade toward the back of the store and goes about
reloading his guns. Suddenly-- *

--POW! WADE HITS HIM in the face with cuffed fists and shoves
him against a wall, each with their hands on the shotgun. *

WADE
That's enough, Dan. Its over. *

DAN
We're going to the train. *

WADE
No. We're not. *

(CONTINUED)

162D CONTINUED:

DAN STRUGGGLES to regain control of the gun. As they thrash
A SHELF SPILLS. Suddenly, A LANTERN NEAR DAN'S HEAD EXPLODES
FROM GUNFIRE. *

From the store window, Jorgenson and Kinter try to pick off
Dan. Dan shoves Wade back and spins, taking a shot-- killing
Jorgenson and sending the rest for cover *

DAN
We're going to the train, Wade. *

As Dan grabs at Wade, trying to drag him further, Wade just
stands there, unmoving. Dan pulls at him, as more shots ring. *

Suddenly, Wade kicks out DAN's good leg, sending him down the
steps into A STOCKROOM-- *

(CONTINUED)

162D CONTINUED: (2)

WADES STANDS OVER HIM. *

WADE

Your boy's gone home. No one's
watching. You were a hero once. You
got one good leg to show for it.
Use it to get home. *

Wade turns his back on Dan and faces the door outside--
Shots still ring out. *

WADE

Charlie-- Hold up. ...Charlie!
We're comin' out. *

Suddenly, Dan grabs Wade around the neck and pulls him to the
stockroom floor. They roll, punching at each other. *Hard.* *

Wade ends up with his cuff chain around Dan's neck, pinning
him. Dan looks up at him-- intense. *

DAN

...I never been no hero. Only
battle I ever saw, my company was
in retreat. We was running through
the woods under fire from our own
side. By the time I got to the
river, everyone else had fallen...
and my foot was gone... and still
don't know how. All I know is I
lost it running, scared and blind
and in retreat. You try telling
that story to your little boy,
Wade. And you watch his eyes. *

Wade takes this in. The chain loosens around Dan's neck. *

DAN

I am not afraid to die. Not no
more. Only thing scares me now is
running away. *

A beat. *

WADE

...Okay, Dan. *

Out the cracked stock room door, DAN SPIES A ROOF WORKER'S
LADDER. *

163-167 OMITTED

CUT TO:

168 EXT. ROOFTOPS, CONTENTION - DAY

Dan pulls Wade across the CITY ROOFTOPS dodging WILD GUNFIRE from below. Dan stops before jumping over a narrow alleyway.

WADE

You sure you can take it.

Dan jumps pulling Wade with him. The impact sends a spasm of pain through his bad leg.

They jump a second alleyway. Dan is in agony.

169 EXT. MAIN STREET, CONTENTION - DAY

...as Charlie Prince and the others chase them on the ground, shooting at silhouettes. Attempting to outrun them to the end of the chain of buildings.

170 EXT. ROOFTOPS, CONTENTION - DAY

BANG! BANG! BANG! Splinters fly as Dan and Wade rush towards the last rooftop now. Both of them leaping off the edge...

171 EXT. MARKETS, CONTENTION - DAY

...and CRASHING through a CANVAS AWNING which lands them both on a FOOD STALL. Dan quickly draws his WINCHESTER on Wade...

...the two men finally catching their breath together now.

DAN

Worked alright, didn't it.

WADE

Yeah... Worked real good.

Wade grabs an APPLE from the food stall...

172-173 OMITTED

174 EXT. TENT CITY / MOVING TOWARD THE STATION - DAY

Dan and Wade run in tandem through the CANVAS TENTS in which the railroad workers live. In a spray of gunfire, they move from blazing light to dark. Bullets make silent holes in the dark canvas.

BANG! BANG! BANG! The shots come at him from all sides...

...several of shots clip Dan's arms and legs. One of them even blows his hat right off his head. Dan shoves Wade forwards -- both of them hobbling now.

Ten yards to go. Three more tents.

The outlaws charge after them.

Just five yards now. A HAIL OF GUNFIRE chasing them.

175 INT. TICKET BOOTH, TRAIN STATION - DAY

Dan yanks open the door to the ticket booth. All but throws Wade inside. Bullets CRACK and SPLINTER off the wooden booth as Dan dives inside...

...the TICKET CLERK crouches in the corner. Staring at the two men. Dan is weak, bleeding from several wounds.

176 EXT. TICKET BOOTH, TRAIN STATION - DAY

Outside, Charlie Prince and the others gather quietly around the booth. Twenty feet away. *No chance of escaping this one.*

177 INT. TICKET BOOTH, TRAIN STATION - DAY

Dan keeps his gun on Wade as he looks at the TICKET CLERK.

DAN

What...what time is it.

TICKET CLERK

About ten past three.

DAN

Where's the 3:10 to Yuma.

TICKET CLERK

Running late, I suppose.

(CONTINUED)

177 CONTINUED:

DAN

How *late*.

TICKER CLERK

Beats me... It gets here when it
gets here, don't it.

Dan stares at the man blankly...
...and Wade just breaks into a smile.

WADE

Goddamn trains. Never can depend of
them, huh.

178 OMITTED

179 INT. BRIDAL SUITE, CONTENTION HOTEL - DAY

William barges into the Bridal Suite to find it's empty. Only
a wafer-thin PIECE OF PAPER torn out of the HOTEL BIBLE lying
on the rocker...

...he picks up the paper and we see a SKETCH of Dan sitting
on the rocker with his SHOTGUN.

180 INT. TICKET BOOTH, TRAIN STATION - DAY

Inside the booth, Dan winces with the pain rippling through
his body. He has GUNSHOT WOUNDS in his arms and legs. Blood
also trickles from a head wound...

...Wade takes a KERCHIEF out of his pocket and begins to make
a TOURNIQUET around Dan's leg.

WADE

You stupid sonofabitch. I've given
you every opportunity to get out of
this and now look at you.

Wade finishes tying the TOURNIQUET...
...and Dan just gazes at him gratefully.

DAN

I ain't stubborn...

(CONTINUED)

180 CONTINUED:

WADE
(confused)
What.

DAN
At the camp, you said I was
stubborn for... For keeping my
family on that ranch...

WADE
Yeah well, what else you call it.

DAN
It's my son... Mark... The younger
one. Got tuberculosis when we was
two... Doctors said he'd die if
he... He didn't have a dry climate.

WADE
What're you telling me this for.

DAN
(shrugs)
Guess I wanted you to know I'm not
stubborn is all ...Ben.

Wade stares at Dan's grin, and starts to smile himself.

181 EXT. TICKET BOOTH, CONTENTION - DAY

Outside, the whole towns seems to be lying in wait. Charlie
Prince is the closest to the TICKET BOOTH, trying to see in.

ANGLE ON: WILLIAM riding up behind the outlaws, joining a
CROWD OF PEOPLE venturing out to witness the showdown...

Butterfield rides up beside William. It's clear to all where
Dan and Wade are. Jorgensen rides up, towing WADE'S BLACK
MARE behind him as William quickly peels his horse away.

182 INT. TICKET BOOTH, TRAIN STATION - DAY

Back to Dan and Wade in the ticket booth...

WADE
Long as we're making confessions.

DAN
Yeah...

(CONTINUED)

182 CONTINUED:

WADE

I've been to Yuma Prison before.
twice before. Escaped twice, too.

183 EXT. CATTLE YARD, TRAIN STATION - DAY

Meanwhile, William rides to the CATTLE YARD next to the station. He dismounts, keeping hidden...

...as he makes his way through the CATTLE towards the gate.

184 INT. TICKET BOOTH, TRAIN STATION - DAY

Wade stares at Dan in the ticket booth...

WADE

There's no sense putting me on this train, Dan. I'll be out within the week.

...and Dan just stares at him, wounded, fading.

185 EXT. CATTLE YARD, TRAIN STATION - DAY

Now William quietly slips the CATTLE GATE open, then scuttles back to his horse. The CATTLE stay in their yard, confused...

186 INT. TICKET BOOTH, TRAIN STATION - DAY

...as Wade makes his final plea to Dan:

WADE

You made it further than anybody ever expected. Most of all, me. You did it. Go on home to your family.

Dan looks at him. Suddenly, they hear a TRAIN WHISTLE.

187 EXT. TRAIN STATION, CONTENTION - DAY

Here she comes, the 3:10 to Yuma. A STEAM-POWERED LOCOMOTIVE hauling seven TRAIN CARRIAGES and a JAILHOUSE CABOOSE...

...all heads turn to watch as she puffs towards the station.

188 INT. TICKET BOOTH, TRAIN STATION - DAY

Dan and Wade peer over the TICKET COUNTER and see the train coming towards them. And Dan just starts checking his ammo, gearing up for the last few yards.

DAN

Do me a favor, will you... When you break out of Yuma, don't go back to your crew.

WADE

What.

DAN

Hang up your guns, settle down somewhere. Raise a family...

(pause)

...that's what you want, isn't it.

WADE

What the hell do you know about what I want.

Dan finishes RELOADING.

189 EXT. TICKET BOOTH, CONTENTION - DAY

Charlie Prince keeps his SCHOFIELDS on the ticket booth as the train nears the station.

CHARLIE PRINCE

(to the gang)

They'll be coming.

...the other outlaws now prepare for the final shoot-out. The crowd, including Butterfield, watching anxiously behind them.

190 EXT. CATTLE YARD, TRAIN STATION - DAY

William gets ready on his horse at the back of the CATTLE as the LOCOMOTIVE rolls past, HISSING STEAM out its wheels...

191 EXT. TICKET BOOTH, TRAIN STATION - DAY

...pulling into the station as the DOOR OPENS on the ticket booth. Dan escorts Wade out, the HAMMER SHOTGUN at his back.

(CONTINUED)

191 CONTINUED:

The OUTLAWS and the CONTENTION GUNMEN get set to fire...

192 EXT. CATTLE YARD, TRAIN STATION - DAY

...but then William suddenly fires a shot from his old PISTOL and the spooked CATTLE begin to stampede out the open gate.

193 EXT. TICKET BOOTH, TRAIN STATION - DAY

Dan sees his son deftly whipping up the cattle...

...and for a moment, Dan's furious. But then he realizes that William's driving the CATTLE between them and the outlaws.

The animals steam past the outlaws, blocking their line of fire. Charlie Prince falls beneath them, engulfed in PLUMES OF STEAM from the LOCOMOTIVE...

...we hear him SCREAM as the cattle trample him.

Dan and Wade break for the JAILHOUSE CABOOSE at the back of the train. Keeping their heads low just beyond the CATTLE.

194 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

An old PRISON GUARD on the JAILHOUSE CABOOSE sees Dan coming with Wade. He rises to his feet, grabbing the JAILHOUSE KEYS off the rack behind him...

DAN

I've got a prisoner to go to Yuma.

Wade looks at Dan who appears shocked to have made it here. To have been able to say those eight words.

195 EXT. TRAIN STATION, CONTENTION - DAY

Nobody can see anything through the large HERD OF CATTLE. Not even WADE'S GANG who are effectively cut off from their boss.

196 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

A smile spreads across Dan's weary face. Wade smiles, too. Genuinely happy for him.

BANG! A GUNSHOT echoes through the train station.

WADE

No.

Dan SCREAMS with pain, returning fire...

...it's Charlie Prince. Materializing out of the steam. Beat-up from the CATTLE STAMPEDE. Dan's SHOTGUN clips his arm.

197 EXT. TRAIN STATION, CONTENTION - DAY

Everybody hears the shots. Peering through the rain and steam from the locomotive. The outlaws pushing through the cattle.

198 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

BANG! BANG! BANG! Charlie Prince cuts Dan down...

...ripping into his legs, his arms, his chest. The HAMMER SHOTGUN falls to the soggy ground. His body spun around.

Wade leaps off the JAILHOUSE CABOOSE, flinging himself into the line of fire. Charlie Prince stops firing just in time.

199 EXT. TICKET BOOTH, TRAIN STATION - DAY

CLOSE ON: WILLIAM seeing his father fall as the cattle parts fifty feet away. A river of shock grips him like a vice.

200 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

ANGLE ON: WADE helpless to save Dan who collapses into the mud, a look of shock on his face. Wade grinds to a halt next to him...

...kneeling beside him, cradling the dying rancher's head in his lap. Charlie Prince triumphantly reloads his SCHOFIELDS.

WADE

Dan.

(CONTINUED)

200 CONTINUED:

Dan looks up at Wade, bloody and weak... ...a faint grin...

201 EXT. TRAIN STATION, CONTENTION - DAY

Stricken, William stares at his father, twenty yards off, in Wade's arms, frozen. Butterfield approaches from behind.

202 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

The other outlaws walk up now, holstering their weapons and fetching horses. Gathering around Wade in a loose circle...

...as Charlie Prince struts over and grabs a CUFFS KEY from the PRISON GUARD. He UNLOCKS Wade now, dropping the key and the cuffs as he walks off.

Charlie Prince spits at Dan's feet.

CHARLIE PRINCE

(laughing)

For a one leg rancher, you was one tough sonovabitch.

Wade gently sets Dan down. His gaze falls on the HAMMER SHOTGUN lying nearby... *his eyes go stone fucking cold.*

CLOSE ON: CHARLIE PRINCE who has taken only a few steps, when he stops. An alarming sixth sense telling him to turn around.

203 EXT. TRAIN STATION, CONTENTION - DAY

William tries to run to his father, tears in his eyes, but Butterfield grabs hold of him... pulls him under an overhang, they are both getting wet.

BUTTERFIELD

You need to stay here, son.

William kicks and claws at Butterfield.

WILLIAM

Let go of me!

(CONTINUED)

203 CONTINUED:

BUTTERFIELD
You can't help him right now.

204 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

...the outlaws have gone rock still in the rain. All eyes on Wade and the SHOTGUN. Wade is just as still and silent.

Suddenly, Charlie Prince draws...

...BOOM! The HAMMER SHOTGUN bellows.
Catapulting Charlie back three feet.

205 EXT. TRAIN STATION, CONTENTION - DAY

As the shot rings out, William turns-- becomes still.
Everybody's stunned and riveted.

MAN
He shot one of his own men... He
just *shot* him.

206 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wade's gang is shocked... *...and livid*. Staring at Charlie Prince lying on the ground. What happens next takes no more than twenty seconds.

Jackson draws his rifle on Wade...
...BANG! The shot scrapes Wade's shoulder.

And Wade lifts the HAMMER SHOTGUN and fires. Jackson vanishes in a CLOUD OF SMOKE. And Wade tosses the empty shotgun aside.

Sutherland and Jorgensen draw their guns now...
...as Wade dives and rolls towards Charlie Prince.

Snatching the two SCHOFIELD PISTOLS from his hands. The pair of outlaws shoot at Wade as he comes up out of his roll and blasts them both away.

Now Campos draws. And BANG-- Wade takes him out with ruthless precision. Campos unloads his weapon as he falls backward. One shot clips Wade in the arm.

207 EXT. TRAIN STATION, CONTENTION - DAY

William watches Wade twenty yards away through the rain...
...a dark, silhouetted outlaw brandishing DOUBLE PISTOLS. He is terrifying. A mad-dog killer. Face twisted with pain.

William walks toward the gunfire. When Butterfield lunges at him, but William knocks Butterfield back with a look.

208 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wade spins around on the last outlaw now... It's Nez. Lining up on his boss. He hesitates when their eyes meet. And in that moment, Wade fires.

Nez takes a blast to the chest but stays upright. He looks at Wade, sad. Wade shoots him again. And again. This is not easy for Wade. Finally, Nez topples.

Wade turns, eyes filled with emotion, noticing--

A mortally wounded Charlie Prince, pulling a pistol from dead Jorgensen's holster.

BAM, BAM, BAM-- Wade unloads his gun, putting an end to it.

209 EXT. TRAIN STATION/JAILHOUSE CABOOSE, CONTENTION - DAY

William arrives at his father's side, clutching his OLD PISTOL. He takes his father's hand.

WILLIAM

You done it, Pa. You done it. You
put him on the train.

Dan smiles weakly, looks his son in the eye, and releases a last breath. William looks up.

As the SMOKE clears, Wade stands amidst a pile of bodies by the train. Bloody and beat. Wade looks at William.

William points his PISTOL on the outlaw...
...and Wade just stands there.

He even drops the SCHOFIELDS. Surrendering to his fate.

William can shoot Wade if he wants... but he glances to his father. He tosses the gun and *kneels beside him*.

CLOSE ON: WILLIAM glaring at Wade. Intense.

(CONTINUED)

209 CONTINUED:

CLOSE ON: WADE. Through the pain and the blood, he turns and limps to the JAILHOUSE CABOOSE.

BUTTERFIELD comes forward with A TOWN PHYSICIAN. The doctor tends to Dan, but there is nothing to be done.

William watches as--

Wade climbs up, putting himself on the train...

210 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

...Wade limps into the barred JAILHOUSE CABOOSE. The old PRISON GUARD goes to cuff him, but Wade gives him a look.

211 INT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

Wade settles inside the caboose on a bench opposite two THIEVES. They're both handcuffed, gazing at him in awe...

Wade hardly notices. His thoughts elsewhere. We see a flicker of emotion cross his weary face. The GUARD locks the door. Gives a wave to the TRAIN DRIVER.

212 EXT. JAILHOUSE CABOOSE, TRAIN STATION - DAY

The STEAM WHISTLE blows and the iron wheels begin to turn...
...and now we hear Wade give a WHISTLE from inside. *

CLOSE ON-- BUTTERFIELD as he notices--

WADE'S BLACK HORSE REACTING TO THE WHISTLE. The horse trots after the train, past William, and the others.

CLOSE ON-- WILLIAM

He stands there. *

Watching the train disappear. Forever changed. *

FADE OUT *