William hesitates a moment, then climbs onto his horse. With a last look at Dan, the boy rides away with young brother...

CUT TO:

43

INT. MARSHAL'S OFFICE, BISBER

MARSHAL WEATHERS (43) urgently loads his REPEATER RIFLE in his dingy little office at the end of the street, eyes out the barred window ...

... speaking to Hollander and Butterfield who are here also.

MARSHAL WEATHERS

That's Charlie Prince. I've seen his wanted sheet. He runs with Made.

cognizes that name, glancing up at the saloon. Holland

CUT TO:

44

3:10 to Yuma

INT. EMMA'S BEDROOM, SALOON - DAY

Wade relaxes on a chair, wearing only pants. Sketching Emma who's lounging maked in her bed in a room above the saloon...

... she watches him work for several moments, grinning lazily.

EMMA

Why d'you do that. It's not like you ever finish any of them.

WADE

Not the point.

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

WADE (CONT'D)

... There's a town south of the border... 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.

SIO to Yoma'

WADE I'm not wanted in Mexico.

Emma studies him, wondering if he's sincere....she breaks into a smile, like he's pulling her leg. But his eyes are locked... dead serious.

WADE

Jump out that window with me.

Emma stares at him, mystified, then giggles.

EMMA

You're crazy.

She smiles and rolls out of bed and disappearing into the bathroom. Wade watches her -- disappointment becomes a darkness in his eyes. He glances down at--

HIS NEW SKETCH. Like the previous, UNFINISHED. He tears it out and leaves it upon her bed.

CUT TO:

EXT. EVANS RANCH, FOOTHILLS - DAY

William and Mark drive their hand or Chapte towards the ranch in the distance. William's admiring WADE'S WALKER COL SHELL, lost in his thoughts...

...he glances at Mark who's doing all the work. Then he turns his horse and GALLOPS away from the ranch. Mark sees him go.

(calling)
William.

But William's not stopping for mything.

CUT TO:

46 INT. DOC POTTER'S OFFICE, BISBEE - DAY

DOC POTTER (42) is snoring on a couch in his office on Main Street when a LOUD KNOCKING at the door finally wakes him...

...he stumbles towards the door and UNLOCKS it. Dan bursts in with McEl oy under his arms. Setting the wounded Pinkerton on a STONE SLAB big chough for a horse.