

THE ADVENTURES OF FLASH GORDON

Screenplay by

Jeff Callaway

WGA-E I60539

Based on characters and situations created by

Alex Raymond

And in part on the 1988 DC Comics series by

Dan Jurgens

165 CR 246
Etta, MS 38627
Phone 662-312-1751
E-mail jjaysee@gmail.com
jeffcallaway.net

EXT:NEW YORK CITY-LATE 1930'S-DAY

Against dark clouds overhead, the Title "The Adventures of Flash Gordon" is illuminated by jagged apocalyptic lightning which crackles through black rainless skies over a New York street. As we PAN DOWN, a crowd is gathered outside a gleaming, beautiful art-deco skyscraper (the RAYMOND BUILDING) as a NEWSBOY hawking his wares shoves the afternoon edition in our face with a headline that reads: EXTRA!! TOP SCIENTISTS MEET TODAY. STRANGE WEATHER GIVEN TOP PRIORITY.

NEWSBOY

Extra! Extra! World's greatest
scientists talk about the weather!
Ge'cha paypa...

As he moves away, we get a clearer view of the strange and frenzied crowd assembled on the sidewalk. Reporters are everywhere, as are many protesters carrying signs reading REPENT! THE END IS NEAR and THE END OF THE WORLD IS COMING-ARE YOU READY? The scene is mass confusion and chaos as people try to cram their way inside through the noise and bodies. Two reporters are interviewing a man with a long beard who holds a sign.

REPORTER #1

So you think all this freaky
weather means the end of the world,
huh?

MAN

It's a sign from God.

REPORTER #2

Oh yeah? So you talk to God?

MAN

Yes I do.

REPORTER #1

So what's he say?

As he pauses to ponder revealing the truth to the infidels, they suddenly lose interest.

REPORTER #1

Hey lookit, it's Flash Gordon!

REPORTER #2

Where?!

REPORTER #1

Over there! C'mon!!

The reporters abandon the bewildered man and rush to pester FLASH GORDON as he exits a cab. Tall, handsome, in his mid-to-late 30's and dressed immaculately, he is immediately surrounded by a throng of reporters.

REPORTER #3

Hey Flash, what are you doin' here?

FLASH

Easy boys, no story here. I just came down to see my dad in action.

REPORTER #4

Yeah, what does Professor Gordon think about all this weird weather anyway?

FLASH

Wait ten minutes, he'll tell you himself.

REPORTER #1

What do you think about it?

FLASH

I think it makes for a lousy polo game.

REPORTER #2

Ah, come on Flash?

FLASH

Come on guys, ask the scientist in the family. I'm just here to watch, okay?

The reporters reluctantly head for other prey, allowing Flash to try and wedge his way inside.

FLASH (CONT'D)
(to himself) Maggots. (louder) Hey
kid, gim'me one. Here. Keep it.

Flash passes the appreciative newsboy a bill.

NEWSBOY
Gee, thanks Flash.

FLASH
Just don't grow up to be a
reporter.

As Flash passes, we notice an attractive, well-dressed woman in her late 20's who appears to be following him, trying to remain inconspicuous. She flashes a PRESS ID to enter, then stuffs it hastily in her cleavage.

INT:LOBBY OF BUILDING

The scene inside is a bit more orderly, but very loud as bodies push from the entrance to the press conference area in the lobby, which is filled with chairs below a long table on a makeshift stage. A MODERATOR stands behind a central podium flanked by many of the greatest scientific minds of the planet, as he tries to begin the proceedings over the chaotic din.

MODERATOR
Ladies and gentlemen! Ladies and gentlemen of the press, thank you for attending today's conference. As you are aware, for months now many parts of the Earth have been subject to strange, unpredictable weather patterns and geological forces. While these phenomenon are highly unusual, we must state categorically and for the record that there is no cause for alarm.

A reporter jumps to his feet to interrupt.

REPORTER #5
No cause for alarm?! There's a
volcano in Missouri!

Another reporter joins him.

REPORTER #6

People are catching fish in the Sahara!

A protester with a sign adds his very loud two-cents worth from the back of the room.

PROTESTOR

It's the end of the world!!!

Everyone joins in now, as too many voices shout at once the moderator tries in vain to calm them as a MESSENGER makes his way to the stage and approaches one of the scientists, PROFESSOR GORDON, a distinguished-looking older man, who addresses a fellow scientist under his breath.

SCIENTIST

This whole thing is a circus.

PROFESSOR GORDON

It's a farce.

MESSENGER

Professor Gordon, someone to see you, sir.

PROFESSOR GORDON

Not now, we're in the middle of-

MESSENGER

It's your son, sir.

The news does not appear to be well received.

PROFESSOR GORDON

Oh. Excuse me.

He follows the messenger off-stage to a fairly secluded alcove where Flash awaits.

PROFESSOR GORDON

Hello son. Just passing by?

FLASH

Look, I'm sorry, I know you're busy...

PROFESSOR GORDON

Well, it's not exactly stunt flying
or polo...

FLASH

Come on Dad.

PROFESSOR GORDON

...but it'll have to do.

FLASH

I came to say goodbye. I might
be out of pocket for a while.

PROFESSOR GORDON

Out of pocket?

FLASH

I've accepted an assignment with
the War Department.

PROFESSOR GORDON

Ummm hmmm.

FLASH

Yeah, some new bird needs a test
flight. Might be fun.

PROFESSOR GORDON

You trying to convince me or you?

FLASH

(mutters)

What's the use.

PROFESSOR GORDON

So it's back to the army, eh?

FLASH

Yeah, well we all can't be rocket
scientists.

PROFESSOR GORDON

No... but you're going to see one,
aren't you?

FLASH

(pause) How did you...

PROFESSOR GORDON
I still have a few friends.

FLASH
I guess you do.

An uneasy pause as neither is quite sure what to say.

FLASH
Well, I'd better be-

PROFESSOR GORDON
Son, watch out for that crazy old
man Zarkov. He's the sharpest
pencil in the box, but he doesn't
have an eraser.

Flash tries valiantly to digest this tidbit, but gives up.

FLASH
What the hell does that mean?

PROFESSOR GORDON
You'll find out.

FLASH
I hate it when you get cryptic.

PROFESSOR GORDON
Goodbye son...(extends hand) and
good luck.

FLASH
(taking his hand) Thanks.

PROFESSOR GORDON
Be careful.

FLASH
Why start now?

The professor turns heavily and heads back to the stage.

EXT:STREET OUTSIDE BUILDING-DAY

A BLACK SEDAN near the entrance holds four GERMAN AGENTS,
who speak in <subtitles>.

INT:GERMAN'S CAR

AGENT 1

<Any sign?>

AGENT 2

<Not yet.>

Flash exits the building and scans the traffic before being ambushed by DALE ARDEN, the young reporter following him earlier.

EXT:SIDEWALK OUTSIDE BUILDING-DAY

DALE

Hey handsome, what's the rush?

Dale is really pouring it on and draws a beaming smile from Flash, until he notices her press pass almost stuffed into her blouse, then turns smartly on his heel.

FLASH

Stinkin' reporters.

DALE

(incredulous)

Wow, that's quite a sniffer.

FLASH

It's easy when the smell's bad.

DALE

Hey, slow down, Captain...

He stops and does a slow turn.

DALE (CONT'D)

...I've got a few questions.

FLASH

No one's called me Captain in quite a while, sweetie.

DALE

Mmm, you don't say? Well, Captain, how's this for a news report?

She almost adopts the exaggerated sound of a Movie-Tone Newsreel announcer.

DALE (CONT'D)

Flash Gordon, war hero, polo star,
daredevil, stunt pilot, thrill seeker,
playboy, womanizer, anything else... Oh
yeah, (whispers) Now you're a secret
agent.

Flash gives her a look that could burn through concrete.

DALE

Pretty good, huh?

They are much closer now.

FLASH

Who the hell are you?

DALE

Dale Arden. I'm a reporter.

FLASH

And all that that entails...

DALE

Thank you.

FLASH

...and if you don't leave this alone-
NOW- you're gonna get hauled in front
of a bunch of Feds that don't care
about great legs, so just drop it.

Flash beats a hasty retreat as he spots his contact at the curb.

DALE

Great legs, huh?

She hurries after him, but Flash's car speeds away just as she makes it to the street. She overhears a snippet of German as the other black car squeals off in pursuit.

DALE

Oh no you don't!

She jumps in front of the next car, a cab, forcing him to screech to a stop. She pours on the charm before he can get a word in.

DALE

Ohhh, I'm so sorry, but I really need a ride...

CABBIE

Sure lady, where to?

DALE

Well, I've got this really big box of stuff over there and I can't pick it up. Could you please be a dear?

CABBIE

Ahh, sure ting.

As soon as the cabby moves, she races around the car, jumps in, and squeals away in pursuit.

INT:DALE'S CAB

DALE

(quietly singing)

I'm gonna win a Pulitzer... I'm gonna win a Pulitzer...

EXT:STREETS OF NEW YORK

Flash's car darts quickly through the streets of New York.

INT:FLASH'S CAR

CONTACT

How's the family?

FLASH

Don't ask. By the way, your people need to tighten up, you're already leaking.

CONTACT

What!?

FLASH

A reporter back there, Dale Arden-

CONTACT

Ahh geez, not her...

FLASH

What?

CONTACT

She's that broad that did that thing
on the Mayor last month.

FLASH

That was her?

CONTACT

That's impossible. Nobody knows
about this new baby, yet.

EXT:STREETS OF NEW YORK

The black sedan pulls nearer to Flash's car as the Germans
ready their machine guns. Dale is recklessly dodging other
cars, frantically trying to catch up with Flash and the bad
guys.

INT:FLASH'S CAR

FLASH

Where to?

CONTACT

A private airstrip nearby.

FLASH

Followed by...?

CONTACT

South America.

FLASH

That's more like it. Acapulco? Rio?

CONTACT

Peru.

FLASH

Peru? There's nothing but mountains
there.

CONTACT

Yeah, nothing but mountains...and
Hans Zarkov.

FLASH

Oh, so that's where he's been.

CONTACT

Yeah, if they haven't locked him up
in the loony bin yet.

FLASH

What's that supposed to mean?

CONTACT

You'll find out soon enough.

The contact reaches to the floor of the car.

CONTACT

Here. You might need this.

He hands Flash a pistol in a shoulder holster.

FLASH

What for?

A barrage of machine gun fire erupts from the Nazi's car,
now perilously close.

CONTACT

Just in case?

Another explosion of gunfire shatters the rear window of
their car.

INT:FLASH'S CAR

CONTACT

We may have heard the Germans are now
interested in Zarkov, too.

FLASH

The machine gun's a pretty good hint!

CONTACT

Shut up and shoot back!

EXT:STREETS OF NEW YORK

Flash's car squeals around a corner, followed closely by the Germans. Dale has now almost caught up, refusing to be shaken from the trail. Flash exchanges fire with the Germans, picking off the one riding shotgun. Another agent leans out the back window, peppering Flash's car with bullets.

INT:DALE'S CAB

DALE

Oh no you don't, get away from my story!

EXT:STREETS OF NEW YORK

Dale, pushing her cab to the limit, rams the German's car from behind, causing an agent to fall out of the window. Another agent fires at Dale, forcing her to slow down a bit. The collision allows Flash to gain some lead time as the chase continues.

INT:FLASH'S CAR

The contact reaches inside his overcoat and removes an envelope.

CONTACT

Here's your instructions and the location of Zarkov's lab in the Andes. Whatever happens, don't let those guys get it, understand?

FLASH

Right.

CONTACT

Hang on, we're here.

EXT:GATE OF AIRSTRIP

Flash's car crashes through the gate and makes a beeline for the waiting aircraft, which is warmed up and sitting on the runway just ahead. The Germans follow in hot pursuit, guns blazing. Flash's car pulls up behind some steel drums for cover yards away from the plane.

INT:FLASH'S CAR

CONTACT

Ready?

FLASH

Always.

EXT:AIRPLANE RUNWAY

Flash and his contact move behind the steel barrels, guns blazing. Flash picks off an agent, but not before his contact catches a bullet in the shoulder. Flash tries to help, but is pinned down by the remaining German.

CONTACT

Flash, go! I'll try and hold him off.

He tries to cover Flash, but quickly falls dead after several fatal shots. Flash, determined to reach the plane, jumps from his cover firing away but hears only clicks; he's out of ammo. The German, now confident of success, advances slowly, grinning.

GERMAN AGENT

You will come with me, Herr Gordon.

They hear an approaching car drawing closer. He turns, only to be sent sprawling through the air as Dale ploughs into him with the cab. As she gets out, they both stare dumbly at the crumpled body lying several feet away.

DALE

He was a bad guy, right?

FLASH

Bad guy?

DALE

Yeah, I mean, that was OK, right?

Suddenly, gunfire erupts behind them as another carload of Germans arrive.

DALE (CONT'D)

I mean, I saved you, right?

FLASH

Come on, let's go.

DALE

Hey, you're welcome!

Flash drags Dale into the plane, closing the door just before it's sprinkled with bullets. The plane takes off, flying into the ominous, stormy weather ahead.

EXT:THE SKY

As Flash's plane travels through the clouds, we see superimposed over them a map of the Western Hemisphere, tracing their trek towards the Andes. As they near Peru, the map dissolves to show the plane traveling through the clear, moonlit South American night.

INT:AIRPLANE COCKPIT

Flash and Dale are seated in the cockpit. Several seconds of engine-droned silence pass.

DALE

Gee, I never knew an airplane could be so quiet.

Flash ignores her.

DALE (CONT'D)

You know, you haven't said a word in over three hours.

He continues to ignore her.

DALE (CONT'D)

Thinking about your Dad?

FLASH

You leave my Dad out of this! The only reason you're still here is that I don't have time to dump you out.

DALE

You're not gonna stop this story, buster; it's got Pulitzer written all over it.

Flash resumes his silence, refusing to take the bait, so Dale tries another method.

DALE

Sorry. I guess you two don't get along?

FLASH

You know...fathers and sons.

DALE

I take it he doesn't approve of your working for the Army.

FLASH

It's none of your damn business.

DALE

But why? Hasn't your dad done government research for years?

Flash, deciding that she won't shut up on her own, tries a new approach.

FLASH

Do you remember the "Great" war?

DALE

Of course I do...well, I was pretty young.

FLASH

I wanted to fight so bad I faked my way in when I was 16.

DALE

I didn't know that. What did your dad think?

FLASH

He didn't think teenagers should be flying over Europe trying to kill each other. He was right.

DALE

You mean because you were so young?

FLASH

I mean I shouldn't have gone at all.

DALE

What about the war? What about "freedom" and "liberty" and all that good stuff?

FLASH

I'm tired of hearing people use those words to justify slaughtering children.

DALE

That's pretty cynical for a war hero.

FLASH

There's the reporter calling the kettle black.

DALE

What? Don't even start...

FLASH

Sure, but that's okay, you have to be a cynical parasite to do your job. Feeding on other people's misery like maggots and vultures...

DALE

That's not fair! We expose corruption, we keep people honest...

FLASH

Gee, and I thought you just wanted to win a Pulitzer?

Dale has had enough and gets up, but Flash keeps it up.

FLASH (CONT'D)

Dale Arden, tireless crusader, champion of truth. Defender of the oppressed!

DALE

You're a real pig, you know that?

FLASH

Feel free to step outside.

Dale storms out of the cockpit.

FLASH (CONT'D)

I meant the plane!

EXT:SKIES OVER PERU

Two German fighters flank Flash's plane, move into attack formation and begin to fire, damaging one engine.

INT:AIRPLANE COCKPIT

Dale rushes back into the cockpit.

DALE

What was that?

FLASH

Our friends are back and they mean business.

DALE

We're under attack?

FLASH

Nothing gets past you, does it detective?

The fighters make another strafing run, causing one of the engines to break into flames.

DALE

Can't you do anything?

FLASH

No guns... they're a lot faster...
we're pretty much out of luck.

The flaming engine explodes following a third strafing run, rocking the entire plane.

FLASH (CONT'D)

We'll never make it, we've gotta bail.

DALE

What?!

FLASH

I said we've got to bail out before we crash.

DALE

I'm not bailing out with them flying around out there!

FLASH

Suit yourself.

He leaves the cockpit.

DALE

Wait a minute!

She wisely follows.

INT:FLASH'S PLANE-CABIN

Flash moves down the center aisle past the parachute rack with Dale in pursuit.

FLASH

Unstrap those.

DALE

You're crazy!

FLASH

No, I'm staying alive, and if you want to do the same, you'll UNSTRAP THOSE PARACHUTES, NOW!!

Dale starts to reply, thinks better of it, then un-straps the parachutes from a storage closet. As Flash opens the cabin door another, more violent explosion rocks the plane as the second engine is hit by gunfire. The aircraft lurches downward at a severe angle, causing both of them to hang on for dear life. The free parachutes now begin sliding down the recessed aisle and out the cabin door single file, dropping into the skies below. Flash makes a mad lunge for the last one, grabbing it just before it falls out, while Dale grabs his foot with one hand while holding on to a luggage strap with the other.

DALE
Come back here!

She pulls him back and they both manage to stand as the cabin rocks wildly.

FLASH
Come here.

He straps the parachute on Dale, then unstraps his belt and begins to tie them together at the waist.

DALE
What are you doing?!

Ignoring her, he grabs another luggage strap and continues, manhandling her in the process. They are very close.

DALE (CONT'D)
What do you think you're doing?!

FLASH
What's the matter sweetheart, isn't this fun?

DALE
I SAID WHAT THE HELL ARE YOU DOING?!

FLASH
You're the reporter, figure it out.

Her eyes widen as she realizes what is about to happen.

FLASH (CONT'D)
Scared, huh?

They jump.

EXT:SKIES OVER PERU

Flash and Dale and plummet through the night sky.

DALE
Open it! Open it!

FLASH
Not yet. They'll see us.

DALE

Don't wait too long!

Flash and Dale almost seem to fly as he points their bodies at an angle toward the search-light below them as the landing strip they were headed for becomes clearer.

DALE (CONT'D)

PLEASE OPEN IT!!

FLASH

Gotta get closer.

As the moonlit mountains continue to rush toward them, their plane finally explodes in the distance.

FLASH (CONT'D)

Okay. Ready?

DALE

YES!! OPEN IT!! OPEN IT!!

FLASH

On one. Hang on. Three... Two...
One!

As Flash pulls the rip-cord, the sudden impact of the opening chute loosens the belts holding them together, forcing both to cling to one another desperately. Flash is in obvious pain while the German fighters continue to circle overhead.

DALE

Are you okay?

FLASH

Yeah, I love broken ribs.

They are almost on the ground.

FLASH

Try not to land on me, okay?

They land and tumble across the rocky terrain, apparently unharmed. Flash unhooks the belts holding them together while Dale has a hard time getting out of the parachute harness. Flash groans as he rises, nursing his sore ribs.

DALE

Well don't just stand there, help
meeee...!!!

A sudden gust of wind fills the chute and drags Dale foot-by-foot toward the edge of a nearby cliff. Flash hobbles in pain after her.

FLASH

Unstrap it!

DALE

What?

FLASH

Unstrap it! The buckle in front!

He dives for her feet, groaning in pain at the impact. He manages to slow her progress, but they're both still headed for the cliff. He crawls along her body and unstraps the buckle, allowing the harness to pull free just as they reach the edge. The chute floats into the chasm below as they both lay on the ground, exhausted.

DALE

No story's worth this.

Flash stands and limps away.

FLASH

You're welcome.

Dale gets up to follow him, but suddenly both are blinded by the glare of a spotlight beam. A uniformed officer stands silhouetted in the beam.

OFFICER

You folks better come with me.

EXT:ROAD TO LAB

Soldiers load Flash and Dale into a jeep which then heads for the observatory, which is visible in the distance. Sounds of distant machine gun fire echo from above.

EXT:LAB ENTRANCE

The jeep arrives at the guarded entrance of the complex. Flash and Dale are escorted by soldiers to the main entrance and meet COLONEL MORGAN, who waits for them.

MORGAN

I'm Colonel Morgan, project supervisor.

FLASH

Flash Gordon. Good to meet you, Colonel.

MORGAN

It's an honor to meet you, Captain. We studied your aerial tactics against the Germans at West Point.

FLASH

Nice to be remembered, I guess.

INT:LAB ENTRANCE

They've moved inside; scientists in white lab coats and uniformed military personnel move about busily.

MORGAN

Remembered? Your flight history's almost required reading. The way you...

FLASH

Well Colonel, you know what they say about being young and foolish, and I was plenty of both. What about those Germans?

MORGAN

We got 'em. They won't be bothering us anymore.

Morgan eyes Dale suspiciously.

MORGAN (CONT'D)

I didn't know you were bringing a date.

FLASH AND DALE
(simultaneously)
I'm/She's not a date.

FLASH
She's a spy.

DALE
I am not. I'm a reporter.

FLASH
Same thing. She's about to be under
arrest.

DALE
You can't arrest me.

FLASH
Squat and watch, princess.
Corporal.

He calls to a nearby uniformed soldier, who comes over.

CORPORAL
Yes sir?

FLASH
Escort this spy to secure quarters
and make sure she doesn't see, hear,
or touch anything, understand?

CORPORAL
Yes sir.

As he tries to take Dale by the arm, she slaps his hand
away.

DALE
Get your hands off me.

FLASH
You might need a gag.

The corporal takes her away, kicking and screaming.

MORGAN
Who is that?

FLASH

Dale Arden, a reporter from New York.

MORGAN

Tenacious and cute. Sure you don't want to do an interview?

Flash shoots him a cold stare.

MORGAN (CONT'D)

Never mind. Let's find Zarkov.

INT:CORRIDOR TO ZARKOV'S LAB

Flash and Morgan move down a busy hallway.

MORGAN

I'm glad you're here. Washington's concerned about the future of the project. Zarkov's been acting... well, pretty strange.

FLASH

What do you mean, "strange?"

MORGAN

To tell you the truth, we're not sure how stable he really is. Don't get me wrong, we're overwhelmed with his work, but he's becoming obsessive, secretive, almost paranoid.

FLASH

Well, I've never actually met him before. My dad... knows him. Very eccentric, but brilliant.

MORGAN

All I know is that some of the stuff he's saying lately is just downright crazy, and I don't know what to do.

They've reached a door bearing a nameplate reading DR. HANS ZARKOV-DIRECTOR SCIENTIFIC OPERATIONS.

MORGAN (CONT'D)

I'll let you judge for yourself.

INT:ZARKOV'S QUARTERS

Flash and Morgan enter Zarkov's quarters, which are in a complete state of disarray. Plates of half-eaten food litter tables next to chalkboards crammed full of complex mathematical formulas. One table is full of various mechanical devices and several models of rockets. A figure stands behind one of the chalkboards, scribbling viciously.

MORGAN

Dr. Zarkov?

The head of HANS ZARKOV, world's foremost scientist, appears from behind the board. He's wildly disheveled and has the appearance of someone who could use a good, long vacation.

ZARKOV

Flash Gordon, I presume.

FLASH

Dr. Zarkov, good to finally meet you. My father... speaks very highly of you.

ZARKOV

Pffaw, your father's a closed minded old windbag but... a wonderful scientist though. Glad you made it.

FLASH

We almost didn't. The Germans have been after us ever since New York.

ZARKOV

We? Us?

MORGAN

A reporter from New York tagged along. She's in custody.

ZARKOV

Oh, sure, now everybody wants to know about it, now they want to see it, NOW they want to listen.

FLASH

Dr. Zarkov, would you mind telling me why I'm here?

ZARKOV

Yes.

Zarkov grabs his coat and heads for the exit while the other two look confused. Just as he hits the door, he blurts out...

ZARKOV (CONT'D)

It's better if I show you.

...and is gone.

INT:DALE'S QUARTERS

The corporal puts Dale in a drab, windowless room and locks the door behind him. She tries the locked door, then sits on the cot in obvious frustration. She takes a cigarette from her purse and tries to light it, but an unseen draft blows the match out. After several attempts she turns and notices the air grate nearby, which brings a smile to her face.

INT:CORRIDOR TO OBSERVATORY

Zarkov and Flash are headed for the main lab.

ZARKOV

Are you familiar with the Nazi's rocketry experiments?

FLASH

A little. They want to attach bombs to rockets for long-range attacks, right?

ZARKOV

Yes, essentially correct. I worked with Von Braun for a while; he's pretty sharp, but can't always see the big picture, you know? We were convinced of rocketry's practicality, once certain problems were ironed out. But neither of us wanted to carry bombs; we wanted to carry people.

FLASH

Can they do that?

They have reached an oversized, vault-like door. A uniformed sentry and Zarkov both use keys to unlock it.

ZARKOV

Oh absolutely, if they're constructed well enough, they can carry anything. That is the nature of my work here.

FLASH

Zarkov, what have you done?

The mammoth door swings open to reveal the huge, golden rocket ship that's been constructed in the cavernous observatory.

INT:OBSERVATORY

Scientists and soldiers scurry about on the main floor far below the metal catwalk where Zarkov and Flash now stand.

ZARKOV

Behold the future of man!

FLASH

This is incredible!

ZARKOV

Von Braun's brilliant, but I'm the only man on Earth that could pull this off!

Zarkov moves away as Flash chuckles at his ego. He follows Zarkov, now arguing with Colonel Morgan, who's climbed up a metal ladder from below.

MORGAN

As soon as Washington heard about the attack, they ordered the whole operation moved back to the States. The Germans are just too close.

ZARKOV

Colonel, this is outrageous. I'm in charge of this project and I'm telling you we can't move right now. We're at a critical stage!

MORGAN

The only thing critical is that the Germans don't get any closer to this prototype. You're in charge of the rocket, but we pay the bills, and we start moving in the morning.

ZARKOV

What?! You can't do that. I demand this decision be changed.

MORGAN

Doc, you're not in a position to demand anything. You'll take orders, just like I do. Now if you'll excuse me...

As he heads for the ladder, he whispers to Flash.

MORGAN (CONT'D)

Remember what I told you.

He climbs down the ladder, leaving Zarkov seething behind him.

ZARKOV

Do you know what an oxymoron is?

FLASH

You mean, like "military intelligence?"

ZARKOV

(chuckling)

I'm sorry, I forgot you went to Yale.

FLASH

Yep, almost two years...

They move along the walkway towards a giant observation telescope.

ZARKOV

I saw you play once... in Chicago...
you were magnificent... so aggressive,
just, unstoppable... there was no way
you weren't going to win.

FLASH

That's the only way to play.

ZARKOV

But what if you could channel that-

FLASH

Dr. Zarkov, is there a point?

Zarkov nervously checks his watch and keeps looking expectantly into the night sky as unseen behind them, Dale wedges herself into a ventilation grate near the telescope so that she can hear every word.

ZARKOV

Yes, I only hope you're more open
minded than your father. Look at
these.

He hands Flash a stack of photos showing a strange object, a Mongo satellite.

ZARKOV

That... is a mechanical object in
orbit above us, right over... there.

He points to an odd-colored light in the sky above. A look of concern crosses Flash's face as this last statement sinks in.

FLASH

A man-made satellite?

ZARKOV

Yes! Very quick, very good, except...
not made by man.

FLASH

Who else is there?

Zarkov looks at his watch, then into space, then smiles.

ZARKOV

Them.

In the sky above, a faint circle composed of stars appears, with smaller concentric circles receding in the distance, creating a tunnel-like effect. In the center is a tiny red orb that through the telescope looks like a planet.

FLASH

What is that?

ZARKOV

That is a new planet.

FLASH

Zarkov, I'm no astronomer, but isn't it a little unusual for new planets to just "wink" into existence?

ZARKOV

No, no, no, not wink, it's a tunnel, they have a tunnel, I mean they... can create some sort of tunnel between us.

Zarkov moves to a chalkboard and draws a representation of the space tunnel in relation to the Earth's surface while he continues.

ZARKOV

The tunnel works on a very precise schedule, but only opens over unpopulated areas, so close to the surface that it can hardly be seen, unless you're directly under it. It's the only explanation.

FLASH

For...?

ZARKOV

The weather! Ahh, you were doing so well... Every disturbance is accompanied by incredibly high atmospheric radiation... we don't know what kind, but all the instruments

just go crazy. Once I discovered the satellites, it fit together perfectly.

FLASH

I'm a little slow Doc, give me the condensed version.

ZARKOV

The Earth is under attack.

FLASH

Under attack?

A uniformed lieutenant approaches.

FLASH

No wonder they think you're nuts.

LIEUTENANT

Captain, I'm afraid your reporter's escaped.

FLASH

What?! Wasn't there a guard...?

LIEUTENANT

She apparently crawled through the air-shaft. She could be anywhere. We've already started a search.

FLASH

Find her, lieutenant. And when you do, hog-tie and gag her, we can't let her find out anything.

LIEUTENANT

Yes Sir.

Dale smiles to herself in the air duct.

DALE

Too late.

ANNOUNCER (OS)

Attention, all personnel. It is now 2100 hours. Secure all areas and report to quarters. Search parties

continue patrols. Departure operations
will recommence at 0500 hours.

Everyone below begins to clear out of the work area as Flash
and Zarkov continue above.

FLASH

So... you built the rocket for...

ZARKOV

I built it to show that Nazi bastard
Hitler what a Jew with a rocket can
do... but, now do you understand?

FLASH

No.

ZARKOV

We're going. Up there.

FLASH

Up there? What do you mean we?

ZARKOV

Flash, it's the only way. The
rocket's modified for space travel-
I'm sure it'll work. I haven't told
anyone else. No one here but you and
me...

Dale has pressed too far against the grate, which pops out
with a clang. She tries to wriggle back into the shaft.

ZARKOV (CONT'D)

...know about my plans.

FLASH

Oh no you don't, come back here!
Get outta there!

He pulls her out of the air vent to join them.

FLASH

How long have you been in there?

DALE

Long enough to get the story of the
century.

ZARKOV

You can't print any of this! You'll start a world-wide panic!

DALE

Save your breath. You'll have to kill me to keep this story quiet.

ZARKOV (OS)

I believe I have another alternative.

Zarkov now points a pistol at Flash and Dale, looking as if he's about to crack.

DALE

You're not going to shoot us?

ZARKOV

Not if you get on that rocket.

FLASH

You crazy son of a... You actually want us to get on that thing and fly off into space?

ZARKOV

That's the idea, sonny.

FLASH

You're insane!

ZARKOV

Nope, that's a legal term.

FLASH

Forget it, there's no way I'm...

Zarkov fires, the bullet hitting the wall just inches from Flash's head. Stunned, Flash slowly turns as the scientist hits the master lock, securing the room from any other intruders.

ZARKOV

Flash, you seem like a nice boy... a smart boy... I'd hate to have to shoot you, but we're out of time. We've got to go, now!

Zarkov detaches the ladder from the catwalk, which falls with a clatter into the deserted workspace below; now the only way out is past the rocket to the hatch Flash entered earlier.

ZARKOV

Now get onboard, both of you!

Since Zarkov seems to have cracked, Flash doesn't want to risk a confrontation. He motions to Dale.

FLASH

After you.

Dale moves toward the door of the rocket, but breaks for the hatch.

ZARKOV

That won't do you any good.

Dale tries the door, but finds it locked. Zarkov rips the key's chain from around his neck before flinging it into the cavernous workspace below.

ZARKOV

Oops. Sorry. Now both of you, get on that ship.

They both hesitate.

ZARKOV

NOW!!

Flash and Dale reluctantly enter the ship.

INT:SHIP'S CABIN

As Dale and Flash enter the craft, he immediately hides behind the oversized beam surrounding the rocket's hatch. As Zarkov enters, Flash grabs his hand and slams it against the wall, jarring the gun loose. He punches Zarkov, then retrieves the gun.

FLASH

You really are insane. I ought to shoot you right here.

Zarkov appears to be terrified, but not of Flash.

ZARKOV

Flash, no, don't shoot, you'll kill us all!

Flash looks around nervously, wondering what he means. Zarkov cowers on the floor, almost hysterical.

ZARKOV

Flash, please be careful... the atmosphere in here will ignite, you'll burn us all alive... OH MY GOD DON'T TOUCH THAT LOOK OUT!!

Flash's confusion allows Zarkov one chance; he swings a large wrench (which he grabbed from the floor) and connects with Flash's gun hand, knocking the gun across the cabin.

FLASH

Owww!!

The brief moment is all Zarkov needs to retrieve the gun.

ZARKOV

What a schmuck.

Still in pain, Flash stumbles into a bank of controls, inadvertently starting the rocket engine, which rumbles to life as alarm klaxons sound.

ZARKOV

Oh no, you've started the launch cycle!

DALE

What does that mean?

ZARKOV

It means we blast off in thirty seconds or explode! Strap in!

He motions with the gun.

FLASH

You won't use that. What about killing us all?

Zarkov cocks the hammer and aims at Flash's head.

ZARKOV

I lied. Sit down.

Flash and Dale strap themselves into their harnesses while Zarkov closes the hatch, seats himself at the controls, and begins to adjust dials and switches.

DALE

Are you sure this thing's gonna fly?

ZARKOV

Of course, I've experimented with models.

FLASH

Models? Any of them ever come back?

ZARKOV

They weren't supposed to.

DALE

What do you mean?

ZARKOV

This is a one-way trip.

FLASH AND DALE

(simultaneously)

What!?

ZARKOV

I said...

Zarkov activates the rocket engine, which roars to life with deafening noise. He finishes his sentence, mouthing the words, but he's drowned out completely.

INT:OBSERVATORY

The lab is engulfed in flames as the ship slowly lifts off, slicing through the narrow opening of the observatory.

EXT:MOUNTAINS OUTSIDE OBSERVATORY

The rocket gracefully clears the observation dome, constantly increasing in speed as it heads for the bright red planet in the distance.

INT:SHIP'S CABIN

The ship's interior quakes violently as the three passengers, all in obvious discomfort, are pressed into their seats as the G-forces increase.

EXT:SPACE

As the rocket escapes the atmosphere, the main thruster detaches, spinning back to Earth. The ship enters the space tunnel, where the stars warp curiously around it.

INT:SHIP'S CABIN

The G-forces having dissipated, the passengers groan in discomfort, trying to recover from liftoff while Zarkov starts to laugh.

ZARKOV

Crazy... insane... nuts... loony...

He grabs a radio mike, flips a few switches, and starts to yell into it.

ZARKOV (CONT'D)

Anything else? Any other choice
epithets? Any more snickering before
I leave all you closed-minded
Philistines behind? Huh?

He switches the radio off in triumph and turns to address the others.

ZARKOV

Congratulations. You've both just
survived the most impressive science
project in the history of mankind...
you can thank me later, after it's
all sunk in.

FLASH

Why wait?

He starts to unbuckle himself.

ZARKOV

I wouldn't do that.

FLASH

Forget it, old man, that trick won't work twice.

Flash unbuckles his harness in an effort to reach Zarkov, but starts to float about the cabin.

FLASH

Whoa! What's the deal?!

ZARKOV

Zero gravity. I would advise sitting down.

DALE

Are we really in space?

ZARKOV

Yes, isn't it marvelous? The launch was flawless.

DALE

How long before we get to... wherever it is we're going?

ZARKOV

It shouldn't take more than a few days.

Flash has now managed to re-seat himself. Zarkov, who seems lucid for the first time, swivels his chair to face his two passengers.

ZARKOV

Look, I'm sorry about the circumstances, but we had to leave tonight or not at all. I didn't get everything loaded, but there's enough so we won't starve. But we're here now, for better or worse, so calm down... enjoy the ride. After all, we are the first people in human history to travel through space.

FLASH

Yeah Dale, you've got the story of the century, all right...

DALE

That's right.

FLASH

...and nobody to tell it to.

Dale's reaction shows that this fact had escaped her until now.

EXT:SPACE

The rocket soars into the distance through the odd effect of the tunnel, until it disappears into...

INT:CONTROL ROOM-MONGO

A winking sensor blip appears on one of several large display screens illuminating an otherwise darkened control room as technicians monitor their glowing computer consoles on the floor below. The blip moves into a tunnel-like graphic that connects blue and red spheres on opposite ends of the screen. MING enters onto a darkened platform high above and joins KLYTUS, who is monitoring the main display console. Both are visible only in shadowy silhouette.

MING

What have you found, Klytus?

KLYTUS

Your majesty, an object has been launched from the Earth headed directly for Mongo.

MING

I thought their science was years from such a feat?

KLYTUS

It is. We theorize that-

MING

How large is the object?

Displays appear as Klytus adjusts controls on a console.

KLYTUS

It appears large enough for several inhabitants.

Ming ponders this in silence.

KLYTUS

Shall I order it destroyed?

MING

No. This is the achievement of a great mind, one which now presents itself for my collection. Genius is difficult to find, Klytus; we must exploit it whenever possible.

KLYTUS

As you wish.

MING

Shorten their journey; I want to see what we've caught.

Klytus speaks into a comlink.

KLYTUS

Disconnect the portal and increase the warp to level eight. Alert scout patrols; tell them His Majesty commands the object be landed safely.

VOICE (OS)

(over comlink)

Yes sir.

The graphic display of the tunnel closes at one end and begins to shrink towards the red orb, pulling the sensor blip with it.

EXT:SPACE

As Zarkov's rocket travels through the space tunnel, the stars begin to move and warp in an odd, fluid manner.

INT:SHIP'S CABIN

Dale is looking out a porthole as the stars suddenly begin rushing past. She starts to panic.

DALE

Hey, what's wrong? We're speeding up!

Zarkov checks the control panel.

ZARKOV

No, we're moving at the same speed.

FLASH

Yeah, well the planet's not!

EXT:SPACE

From behind the rocket we see the small reddish-brown planet rush toward the ship, dramatically increasing in size as the stars flow by like leaves on rippling water.

INT:SHIP'S CABIN

ZARKOV

This is incredible!

FLASH

Zarkov, what's happening?

ZARKOV

They can control the very fabric of space. They're actually pulling us closer. It's astounding!

DALE

What do you mean?

ZARKOV

It's almost as if they've taken the space between us and somehow... compressed it. I knew I was right. And you said I was crazy.

FLASH

Jury's still out on that one.

They continue to gaze in wonder at the approaching planet.

FLASH (CONT'D)

Zarkov, I still don't understand why you sent for me.

ZARKOV

I may be the world's greatest scientist, but I'm no pilot.

This last statement takes a moment to sink in.

FLASH

You mean there's no way you'd have shot me before?

ZARKOV

Of course not. I couldn't have left without you.

FLASH

You old liar. I really thought you'd have plugged me.

ZARKOV

I have a confession to make. Not only am I the world's greatest scientist, I play a mean game of poker, too.

EXT:MONGO ATMOSPHERE

As the ship enters the atmosphere, the nose begins to turn pink.

INT:SHIP'S CABIN

DALE

Is it me or am I getting hotter?

ZARKOV

We're entering the atmosphere. Strap in. It's going to get warm very quickly.

EXT:MONGO ATMOSPHERE

The ship is now decidedly red as it streaks towards the planet.

INT:CONTROL ROOM-MONGO

The display screen now shows an enlargement of Mongo as the rocket's path is tracked. Klytus is still at the main console.

KLYTUS

(into comlink)

Your Majesty, the Earth ship has entered the atmosphere several quadrants south of the city.

MING (OS)

(over comlink)

Good. Pick them up personally and bring them before me.

KLYTUS

(into comlink)

As you wish.

EXT:SKIES OVER MONGO

The rocket has cooled off as it plummets toward the surface.

INT:SHIP'S CABIN

ZARKOV

I've got to detach the outer hull. Flash, as soon as the shell is clear, start the engines.

FLASH

Wait a minute, how does this thing fly?

ZARKOV

It shouldn't feel much different than what you're used to. Ready?

EXT:SKIES OVER MONGO

The outer shell of the rocket detaches in three pieces to reveal a gleaming, prototype aircraft, more advanced than anything from the 1930's. As the ship levels out from its free fall after the engines start, two sleek IMPERIAL SCOUT CLASS FIGHTERS slip undetected behind them.

INT:SCOUT FIGHTER COCKPIT

The two pilots speak in Mongo language, with <subtitles>.

PILOT #1

<Primitive craft. Very slow.>

PILOT #2 (OS)
 (over comlink)
 <Scan for energy weapons.>

Various displays flash on the Imperial ship's control panel.

PILOT #1
 <Negative scan. They're no threat.>

PILOT #2 (OS)
 (over comlink)
 <Let's put the fear of Ming in them.>

INT:SHIP'S CABIN

The three travelers are all smiles.

FLASH
 Well, whata'ya know, it actually works.

ZARKOV
 Of course it works.

The two Imperial ships slide from behind into their view, shadowing them on both sides.

FLASH
 Uh oh.

DALE
 What's that, a welcoming committee?

FLASH
 I don't know. They look a little more advanced than us, Doc.

EXT:SKIES OVER MONGO

The scout ships suddenly launch into a spectacular display of aerial maneuvers, executing dizzying barrel-rolls around the plane, firing their energy weapons in a show of force, eventually snapping into their original positions.

INT:SHIP'S CABIN

ZARKOV
 I'd say a lot more.

EXT:SKIES OVER MONGO

The scout ships crowd the plane from both sides, weaving back and forth at perilously close distances.

INT:SHIP'S CABIN

Flash is hastily inspecting the controls, his mind racing to find some way out of their predicament.

ZARKOV

They're trying to force us down!

FLASH

I know!! Do we have guns?!

ZARKOV

(points)

Twin fifty's, there.

DALE

What do you think you're doing?

FLASH

Let's just say I don't like our reception so far.

EXT:SKIES OVER MONGO

The two scout ships are now weaving back and forth in a criss-crossing pattern in front of the plane, trying to force it down.

INT:SHIP'S CABIN

DALE

Hey hotshot, in case you haven't noticed, those aren't Germans, they'll blow us out of the sky!

FLASH

They could have done that already. They've got orders to take us in, but we're gonna disappoint 'em.

EXT:SKIES OVER MONGO

As the fighters weave in front of him, Flash peppers the unsuspecting ships with gunfire, causing enough damage so the confused pilots careen into each other. As both ships erupt in a spectacular fireball, Zarkov's ship flies through the explosion, picking up fiery shrapnel that damages both wings, causing the craft to rapidly lose altitude.

INT:SHIP'S CABIN

Flash fights the controls vainly.

ZARKOV

Well, that was brilliant.

FLASH

(to himself)

Not again.

ZARKOV

How much control do you have?

FLASH

Not much. We're going down. Parachutes?

ZARKOV

Nope.

FLASH

Not even one?

ZARKOV

Didn't have time.

DALE

You think you can manage to actually land this time?

FLASH

You better hope so, sister, or it's a quick end to your story.

EXT:SKIES OVER MONGO

The smoking aircraft plummets toward the rocky terrain of the red planet below.

INT:SHIP'S CABIN

The ride is now noticeably bumpier.

FLASH
This could get ugly.

DALE
Just get us there in one piece, okay?

FLASH
Hey, you can get out and walk!

Dale shoots him a look that could kill.

FLASH
You think I'm kidding?

EXT:SKIES OVER MONGO

The sputtering plane begins to tailspin out of control.

INT:SHIP'S CABIN

Flash struggles valiantly with the controls.

FLASH
Nice plane, handles like a dream.

ZARKOV
It's made for interplanetary travel,
not dog-fighting!

FLASH
Excuses, excuses.

EXT:SKIES OVER MONGO

Flash finally manages to pull the nose up as they near the ground.

INT:SHIP'S CABIN

Flash adjusts more controls, but is greeted by rows of angry, buzzing red lights.

FLASH
Landing gear?

Zarkov panics and unstraps himself.

ZARKOV

I forgot to detach it.

FLASH

No time, sit down!

Zarkov moves to the release lever.

FLASH

Zarkov, sit down NOW!!

EXT:MONGO DESERT

The plane impacts abruptly on the sand, bouncing back into the air.

INT:SHIP'S CABIN

Zarkov is hurled like a rag doll into the rear of the cabin, his head bouncing against a metal column. He collapses as Flash struggles with the controls.

EXT:MONGO DESERT

As the aircraft bounces across the sand, it hits an exposed boulder, ripping one of the wings from the fuselage, causing the engine to explode. The plane, showered with debris, finally screams to a halt, coming to rest in a rocky, bleak desert plateau surrounded by black, jagged mountains. Two of Mongo's moons loom overhead as strange, leather-winged creatures fly high above the wrecked craft, screaming at the disturbance.

INT:SHIP'S CABIN

Flash unstraps himself, crawls from the wrecked panel, and begins to assess the damage. He checks Dale, who's groggy but apparently uninjured. Zarkov lies unconscious, crumpled on the rear floor with a huge gash on his forehead. Flash moves back to Dale, who's coming around.

FLASH

Dale, you okay? Come on, wake up.

DALE

I thought you were some great pilot.

FLASH

At least you're in one piece. I don't know about Zarkov.

DALE

Oh my God, Dr. Zarkov.

Dale moves to the unconscious scientist.

FLASH

He's in a bad way.

DALE

What are we gonna do now?

Flash peers through the cracked window of the cockpit.

FLASH

I don't know; we're in the middle of nowhere.

DALE

Can't we just stay here? I don't think we should move him.

FLASH

Whoever... that was will be back, if we stay here it's a cinch they'll find us.

DALE

We can't just leave him.

FLASH

Yes we can, come on.

DALE

What?! I can't believe you.

FLASH

Hey, it's pretty simple, when your plane is shot down behind enemy lines, you don't hang around.

DALE

You jerk! You're gonna leave him here to die?

FLASH

Who, our kidnapper? We don't even have a first aid kit. There's nothing we can do. If we stay, we'll be captured. If we leave, at least we've got a chance.

DALE

Coward.

FLASH

You don't understand...

DALE

I'm not going anywhere with you. I'm staying right here.

Flash pulls the gun from Zarkov's belt and moves to the door.

FLASH

Pig-headed, stubborn, obstinate...

DALE

You don't even know if you can breathe out there or not.

FLASH

I'll take my chances.

He hesitates, opens the hatch, breathes deep, then smiles.

FLASH

Keep this closed so all the poison air doesn't get in, okay?

DALE

I hope something with really big teeth eats you.

Fully disgusted, he exits and slams the door behind him.

DALE

Bastard.

EXT:MONGO DESERT

Flash leans wearily against the outer door of the wrecked ship.

FLASH

Bitch.

He sets off across the vast desert, a lone, tiny figure in search of help.

EXT:MOUNTAINS OF MONGO

Flash climbs the peak of a great cliff, where he is afforded a spectacular view of this fantastic, alien planet. Skinny, black mountains reach like fingers towards another of Mongo's moons while a river meanders through its winding course thousands of feet below. His quiet moment is interrupted when the surrounding ground seemingly comes to life as several ROCKWORMS suddenly burrow from underground and scurry toward him. The football-sized creatures would resemble armored roly-poly's if not for their over-sized pincers capable of slicing into an ankle with ease. After a moment of surprise, Flash jumps about, trying to avoid the creatures, kicking a few off the ledge until one of them scores a glancing bite, ripping his pants and drawing blood. Managing a few paces distance, he draws the pistol and fires twice at the nearest one, to little effect (like shooting a rock.) He tucks the useless weapon away while he's backed toward the cliff's edge as more ROCKWORMS appear, completely surrounding him now. As he runs out of room, he notices the cliff isn't completely vertical, and he climbs/slides over the edge. Dangling only by his fingers, he finally lets go, leaving the snapping carnivores behind as he SLIDES DOWN THE CLIFF FACE (which slopes downward at roughly 60°-70°). He resembles a dusty meteor as he slides down the gravelly surface, leaving a cloudy trail behind him for a good ten seconds before he finally LANDS in a dusty cloud.

Choking and momentarily blinded, he notices neither the remnants of the ANCIENT HIGHWAY where he's just landed (carved into the length of the entire cliff) or the one lone ROCKWORM that lands with a plop a few feet away. He finally wipes his eyes clear enough to see his dogged pursuer un-curl itself from a protective ball and scurry towards him. Still flat on his butt, he frantically tries to scoot away from the worm until he comes into contact with something solid behind him, which he instinctively grabs and uses as a weapon, smacking the rockworm like a baseball, sending it flying over the edge of the 15-foot wide pathway where he sits. He slowly notices the nature of the "club" he's just used; it appears to be a LARGE BONE

around three feet long, which he quickly drops when he realizes what he's holding. His horror increases as he notices the pathway is STREWN WITH BONES for 40-50 yards in either direction. His concern growing, he looks around nervously; he can't seem to find the source for this graveyard until he finally looks up to see DOZENS OF ROCK-SPIDERS scurrying down the cliff face in his direction. He checks his surroundings for a moment, grabs the bone again, and runs away. With their basketball-sized bodies and 3-foot leg-spans, they can run almost as fast as a man at full gallop. From a distance, it looks as if a herd of spiders were chasing one lone, dusty ant, which seems to slowly gain distance on them.

Farther down the trail, Flash has gained enough distance to warrant a quick breather, and plops down in a panting, sweaty pile. As he tries to catch his breath, he doesn't notice the BABY ROCKWORM (only 2 inches long) crawling alongside him until it sinks its baby pincers into the toe of his boot. He tries flicking the creature away, which proves as pointless as trying to remove a tick by thumping it until suddenly the SHRIEKS of three WHIP-HAWKS sound from above. As the diamond-shaped predatory birds dive toward his position, he scrambles to his feet, brandishing the bone like a baseball bat. He takes a mighty swing at the first swooping bird but misses, while the bird's razor-sharp tail leaves a slight GASH across his chest. A second bird dives for the kill but is KNOCKED SENSELESS as Flash connects like Babe Ruth in Yankee Stadium, sending the shrieking predator into the chasm below. While the other two birds hover overhead in caution, Flash pulls his pistol, takes dead aim, and fires. His marksmanship proves perfect as one of the whip-hawks plummets like a stone while the other squeals and flies away before he can manage another shot. After a moment, Flash returns his attention to the baby rockworm, which is still firmly attached to his boot. He smashes the bone in frustration against his own toe.

FLASH

Owww!!

While hopping about on one leg in pain, he notices the SEVERAL DOZEN ROCK-SPIDERS now finally catching up to him. He kicks the rock wall a few times, finally manages to remove the smaller arachnid, then starts running again. As we pull back, we see that the highway leads to what appears to be a green, leafy canopy below.

EXT:CANOPIED FOREST

Flash (at a more relaxed pace than before) walks through an unusual forest, where the massive tree trunks are spaced apart by hundreds of yards, their branches forming a single, unbroken canopy teeming with hundreds of fierce SQUIRLONS. Scattered shafts of sunlight penetrate the few openings in the canopy while the animals scream and dance in silhouette above.

FLASH

Wonderful.

As he continues, he notices the creatures above seem to be following his path, possibly massing for an attack. Suddenly, one of the flying squirlons LAUNCHES itself with a fearsome SCREECH from the canopy above toward Flash, who echoes Ted Williams as he KNOCKS THE CRAP out of the flying beast, sending the stunned rodent flying. The other squirlons above howl in protest before eventually scurrying away from their would-be object of prey.

EXT:PLATEAU PLAINS

Flash has cleared the forest and is traveling through a vast, endless sea of brown, head-high grass. He mutters to himself, obviously tired from his journey.

FLASH

Doesn't anyone live on this damn planet?

As he continues, faint sounds can be heard in the distance. He stops, decides on the direction, and trots onward through the grass. The sounds become clearer; he hears bird-like shrieks, voices shouting, and shots being fired.

As he cautiously moves on, the sound of running footsteps becomes louder. He strains to look above the tall grass and sees a path being formed, headed directly toward him. Before he can move, he is bowled over by THUN, PRINCE OF THE LIONMEN, a huge half-man, half-lion creature, who rolls with the collision and comes up growling menacingly, poised for attack.

FLASH

Whoa, whoa. Easy boy, take it easy.

Thun responds in his native, growling tongue, in <subtitles>.

THUN

<What? What did you say?>

Flash's eyes widen as he comes to a sudden realization.

FLASH

Are you talking to me?

THUN

<What are you saying? Don't you have an implant?>

FLASH

You really are talking?!

THUN

<Where did this fool come from?>

As the not-so-distant shouting becomes louder, Flash motions toward the noise in an effort to communicate using bad pantomime.

FLASH

Is someone chasing you?

THUN

<Idiot! Whoever you are, you'd better run before she sees you.>

Thun bolts from the approaching noise.

FLASH

Wait. Where are you going?

Flash follows Thun, who is racing at break-neck speed through the grass. Flash runs as fast as he can as the sounds behind him come closer, but suddenly Thun disappears from view, dropping out of sight with a roar. Flash slams on the brakes just as the ground disappears in front of him. He manages to grab onto a handful of the over-sized grass that prevents him from falling over the edge of a GIGANTIC CLIFF that drops thousands of feet straight down.

FLASH

Jeeesh!!!

He regains a bit of composure when he sees Thun dangling in a GIANT WEB hanging from scraggly limbs and exposed roots some distance below. Thun struggles mightily in the web, roaring in frustration. Flash tries to gingerly crawl down to him, using the semi-petrified roots for climbing.

FLASH

Hey! Are you okay? Hang on, I'll try to help...

A grating, vicious SCREAM escapes through a cave opening below.

FLASH

Uh oh.

Thun's has unfortunately attracted the attention of the GIANT SCORPOID that now crawls out of its lair. A cross between a spider and a two-tailed scorpion with 2 large front pincers, it hisses venomously.

FLASH

You gotta be kiddin'!!

The monster moves toward Thun, who has had no luck in dislodging himself. Flash tries to draw the creature's attention by throwing rocks at it.

FLASH

Hey! Ugly! Up here!!

The creature hisses at Flash, but continues for Thun, who is hopelessly snared. Flash suddenly remembers the pistol, which he draws and fires, emptying the chamber. The wounded creature howls in pain and turns to Flash, launching a glob of sticky resin from one of its tails that just misses him. Like a pitcher, he hurls the empty firearm at the monster, bouncing the gun accurately (and uselessly) off one of the monster's compound eyes. He manages to break off a petrified root protruding from the cliff and using it as a crude spear, harpoons the creature in the abdomen. The giant insect screams and changes course towards Flash.

FLASH

Great, now what?

Flash uselessly pelts the oncoming monster with more rocks. The creature, now much closer, clicks its sticky mandibles in anticipation of its next meal as Flash desperately tries

to break off another root before it's too late. Just as the monster opens its maw, the root breaks and Flash lances the creature through its mouth, piercing through into the upper part of its head. The shrieking monster retreats in disbelief, screaming through its closed mouth in fury. It flicks two razor sharp chitinous claw-daggers from each of its front legs and moves in for the kill.

Just as the giant bug nears Flash, shots ring out from above, knocking the creature back. PRINCESS AURA and her party of HUNTRESSES arrive, riding on the backs of their VARGILS (flying bat-winged birds that resemble horned ostriches.) The monster shrieks at them and launches another glob at one of the party, sending her and her mount plummeting to their doom into the river thousands of feet below. The remaining huntresses blast the creature into bits. They snare Flash and Thun in blue holding beams and lift them from the web into the sky.

EXT: CLEARING IN PLAINS

Flash and Thun are lowered into a clearing in the plains created by Aura's ship, which is parked nearby. The princess circles her new prizes, full of herself, and speaks to Thun in <subtitles>.

AURA

<Told you I'd catch you.>

Thun growls a menacing, non-verbal reply.

AURA (CONT'D)

<Who's your friend?>

THUN

<Never saw him before.>

AURA

<A stranger? That tried to save you? (to Flash) Who are you?>

FLASH

Can you understand me at all?

AURA

<You don't-? Are you an off-worlder?>

FLASH

I guess that's a big no, huh?

She turns and calls to one of the other huntresses.

AURA

<Bring me a trans-implant.>

THUN

<A rare treat for you princess,
someone who doesn't know what a
witch you really are.>

Aura loosens her whip and gestures to Thun.

AURA

<Not another word, cat.>

A member of the hunting party brings Aura the translator while she admires Flash.

HUNTRESS

<See if he's got a friend.>

Aura smiles and places the device (a large, sleek gold and silver hypo) near Flash's neck. At first he protests, but she strokes his chest sensually, calming him and gives him the shot, thus eliminating the subtitles.

AURA

There, is that better?

FLASH

What did you do?

AURA

I implanted a neural-translator;
they're practically standard issue on
Mongo.

FLASH

Mongo, that's the name of this
planet?

AURA

An actual off-worlder. How
marvelous. Hmm... this could be
interesting.

THUN

I'd watch out for her if I were
you.

FLASH (TO THUN)

You can talk, can't you?

Thun draws himself up, insulted at the inference.

THUN

I am Prince Thun of the Lionmen,
heir to the throne of Ardentia, and
yes, I can talk.

FLASH

Sorry, I never met a lionman before.

AURA

Who are you?

FLASH

Flash Gordon, from Earth. You are?

AURA

Princess Aura. My father rules this
world. I'll take you to him soon
enough, but not before...

THUN

Whore.

Aura draws the energy whip from her belt and lashes Thun,
who howls as blue plasma beams dance across his body. As
she coils for another strike, Flash grabs her hand.

FLASH

Hey Princess, ease up. He's having
a bad day... I know the feeling.

Aura jerks her hand away and steps back, measuring Flash.

AURA

Ooh, you're a feisty one, aren't you?
(pops her whip) You'll learn soon
enough, but as for this... animal,
when my father's through with him,
he'll wish he'd been eaten in the web.

Suddenly, an Imperial ship roars into view and begins to land near the hunting party.

AURA

Klytus, you will learn to leave me alone!

Aura storms off in the direction of the landing ship.

FLASH

What's a Klytus?

THUN

He is the hand of Ming.

FLASH

Who's Ming?

THUN

Her father, the Emperor. Did you really just arrive?

Flash nods the affirmative.

THUN

He's here for you.

The Imperial ship lands and KLYTUS, who is dressed in a gold uniform, steps from the hatch, followed by several armed guards. He is met by an agitated Aura as both head for the prisoners.

KLYTUS

Princess Aura, you look delightful. How kind of you to capture this prisoner for your father.

AURA

Klytus, you can't have him yet. I caught him and I'll bring him to the palace.

KLYTUS

I'm afraid not. This creature destroyed two Imperial Scout patrols upon his arrival. Your father is... most anxious to greet him personally. Guards, load them aboard.

FLASH

Hey, if she's a princess, doesn't she outrank you, or something?

Klytus makes a slow turn toward Flash.

KLYTUS

Are you addressing me?

FLASH

Well I'm not just standing here talking to myself, goldie.

KLYTUS

What incredible insolence. I shall enjoy watching you die.

FLASH

Oh yeah? Enjoy this.

Flash manages a well-placed dropkick to Klytus's mid-section, sending him sprawling. He turns and strikes the nearest guard, but is hammered in the gut by another guard's rifle butt. Thun roars and is immediately upon that guard, twisting his head 180 degrees with a piercing snap. The remaining guards stun Thun into unconsciousness with their energy weapons. Flash gets to one knee, blood in his eye.

FLASH

You son of a...

He is blasted backwards several feet by Klytus's energy beam. Aura seems amused by the entire scenario as Klytus tries to collect himself.

AURA

The Hand of Ming, flat on his back. What would the Emperor think?

KLYTUS

Her majesty's beauty is eclipsed only by the sharpness of her tongue. (to his men) Take them.

AURA

You have no right. By Ming's law, the hunted...

KLYTUS

I am carrying out a direct order of the Emperor, princess; you may discuss it with him... if you make it back before we're finished.

He turns and leaves Aura behind, seething.

AURA

Oh no you don't.

HUNTRESS

Mistress, should we...?

AURA

Load up, NOW!

The huntress scampers away to the ship in preparation to leave. Aura is livid as she watches Klytus's ship lift from the clearing and begin the trek to Mingo City, rocketing through the black, lifeless landscape.

INT:KLYTUS'S SHIP-CARGO HOLD

Flash groans as he begins to regain consciousness. Thun is already awake. They are both in chains.

FLASH

Whoa, what was that?

THUN

A stun beam. Not much defense against one of those.

FLASH

No kidding. How long was I out?

THUN

Not long, you recuperated admirably. We will be in Mingo City soon.

FLASH

Great, can't wait.

THUN

Are you uninjured?

FLASH

Huh?... oh, yeah, I guess... kind
of a relative term right now.

Flash pauses for a minute, trying to get his bearings.

FLASH

Why are you... She was hunting you?

THUN

Yes, after I escaped from Ming's
dungeon.

FLASH

Dungeon? I thought you were a
prince?

THUN

With Ming, also a relative term. He
rules with an iron hand. Anyone that
disobeys is subject to his law.

FLASH

What did you do?

THUN

Nothing much. (pause) I killed a few
of his soldiers.

FLASH

Speaking of, thanks for the help back
there.

THUN

No, it is I who should thank you for
saving my life in the web.

FLASH

Lot of good it did, we're both cooked
now.

THUN

No, you gave me the chance to fight
again, the greatest gift a warrior
can receive. I am indebted to you.

FLASH

Don't mention it.

THUN

You do not understand. This debt remains until I repay you in kind.

FLASH

You mean, you save my life?

THUN

Yes.

FLASH

That might come in handy pretty soon.

THUN

"Handy?" (pause for linguistic digestion of term) Did you really destroy two patrol ships?

FLASH

Yeah, I guess I did.

Thun nods, understanding the gravity of the situation.

THUN

Very soon, indeed.

EXT:MONGO DESERT

The Imperial ship screams through the barren, desolate landscape and turns for Mingo City, which is just barely visible in the distance.

As the ship draws nearer, features of the city become clearer, rising like a huge black, ugly faceted jewel from the landscape. The most prominent landmark is Ming's castle, which towers above the city and resembles a massive, thick forearm, capped with a giant, black fist.

EXT:MINGO CITY-LANDING PAD

The ship comes to rest on a landing pad filled with heavily-armed soldiers. Klytus emerges and moves to a nearby guard.

KLYTUS

Take them to the emperor... slowly.

GUARD

Yes sir.

Klytus climbs into a nearby mono-car and speeds away as the two prisoners are fitted with golden manacles, then escorted along the main corridor.

INT:MINGO CITY-MAIN CORRIDOR

Flash and Thun, surrounded by a phalanx of guards, are led through a series of towering, ornate corridors. The architecture, murals, and sculpture are all designed to elicit a feeling of domination, subjugation and doom.

FLASH

There's got to be a way out of this.

THUN

Escape is impossible now. This is a fortress.

FLASH

Never give up, Thun. Never surrender.

THUN

I admire your attitude. I too, believe in greeting death with the unbroken spirit of a warrior.

FLASH

I'm not planning on dying anytime soon.

THUN

Those that do rarely are.

INT:THRONE ROOM ANTE CHAMBER

The captives are led into an even larger hall, passing in review of a great, alien military band that plays otherworldly, ominous music as they proceed toward a gigantic, closed doorway.

FLASH

I wonder if Dale is here?

THUN

Who is this Dale? A friend of yours?

FLASH

Not really. I left her at the ship.

Thun shoots him a disapproving look.

FLASH

What?!

THUN

You left your companion?

FLASH

I was trying to get help.

THUN

You did not succeed.

Flash ruminates for a few steps in silence.

FLASH

I shouldn't have left her alone.

THUN

It does not matter.

FLASH

What do you mean?

THUN

Sooner or later, all on Mongo must stand before Ming.

FLASH

I'm guessing this is sooner?

Thun grunts a non-verbal reply. Flash continues to look around in awe.

FLASH

This is incredible!

THUN

This is just the front door.

The giant door swings open to reveal...

INT:MING'S THRONE ROOM

Flash and Thun enter a cavernous, domed structure that resembles the Sistine Chapel had it been designed on acid. From above, the prisoners appear as flyspecks entering the circular main hall. The walls are lined with ambassadors and representatives from many races of Mongo as Flash and Thun are led to the throne area, a giant stone archway that looks like an altar transplanted from Dante's Inferno. As they move toward the steps of the altar, Flash sees Dale, who is also held by guards. The three prisoners are placed together in front of the steps.

FLASH

Hi.

Dale is speechless as she stares at Thun.

FLASH

Oh, this is Prince Thun. He's a lionman.

DALE

He... he's a... he certainly is.

FLASH

Thun, Dale Arden, also from Earth.

Thun bows.

FLASH

Where's Zarkov.

Dale is still stunned.

DALE

He... their doctors took him... somewhere. He was in bad shape.

FLASH

You okay?

DALE

I guess so. You?

Flash holds up his manacles for inspection.

FLASH

Having a blast. How long you been here?

DALE

I've been in a cell for a while. They got us pretty soon after you left.

There is an awkward pause, each wanting to say something to the other.

FLASH

I'm sorry I left you back there.

DALE

No, you were right. We were sitting ducks.

FLASH

Yeah, well I was a walking duck, I didn't do much better.

THUN

Flash, is this your woman?

FLASH

Ah... no, she's nobody's woman.

Although extremely weary, Dale almost manages a wry smile.

DALE

Thanks a lot.

Suddenly, the drums begin to pound in wild, poly-rhythmic patterns.

DALE (CONT'D)

What's that?

THUN

Ming.

DALE

What?

FLASH

He means it's showtime.

The band begins a new, grandiose melody that reverberates throughout the vast chamber. Flash, Dale, and Thun are ushered to the center of the stone altar. As the giant archway begins to shimmer, Klytus emerges from the shadows in the wings.

KLYTUS

Creatures of Mongo, kneel in tribute
to his majesty, the Emperor of the
Galaxy, Ming the Merciless!

MING, EMPEROR OF MONGO, strides forth through the shimmering archway to the cheers of the assembled crowd.

CROWD

Hail Ming, hail! Hail Ming, hail!

Ming is darkly handsome, trim, and charismatic, a surprisingly youthful and vital man of indeterminate age. He basks in the adulation as behind him, the great wall returns to stone. As he raises his hand, the entire chamber falls into instant, complete silence. He descends the stairs toward the prisoners.

MING

Prince Thun, you who repaid my
generosity in sparing your life with
more murder and treason.

THUN

I am not your slave.

MING

Yes, you are. You have simply
forgotten...

He is now in Thun's face.

MING (CONT'D)

...and I have a special place
reserved to remind you. You will pray
for death for a very long time.

He motions for the guards to take Thun aside, and moves to Flash and Dale.

MING (CONT'D)

Who are you?

FLASH

Flash Gordon and Dale Arden, from Earth.

MING

I know where you're from.

FLASH

Where's Doctor Zarkov?

The nearest guard immediately strikes Flash in the gut.

KLYTUS

In the presence of the emperor, one does not speak unless spoken to.

Flash gets up slowly, muttering to himself.

FLASH

Sorry, haven't read the rule book yet.

MING

I assume you refer to your injured companion?

DALE

He's not our companion. He kidnapped us and brought us here on his rocket.

MING

Ah, so he constructed the spacecraft. And tell me, did he also destroy my two scout ships?

Flash and Dale look at each other like scolded kids.

FLASH

No, that was me.

MING

Mmm, why am I not surprised by this revelation?

A beat as Ming shakes his head.

MING (CONT'D)

Pathetic Earthlings... Hurling your bodies into the void, without the slightest idea of what awaits...

FLASH

We're not afraid.

MING

If you knew anything at all about the true nature of the universe, you would cower in terror.

Ming addresses Dale.

MING

Are you his woman?

DALE

His wo-... no, I mean I...

MING

No matter. You belong to me now.

DALE

What!?

FLASH

Hey, we don't belong to anyone, especially you.

DALE

Thank you.

FLASH

Don't mention it.

Ming motions for one of the guards to move Dale to the side, leaving just he and Flash out on the main floor. Aura enters from a side door of the altar, observing the confrontation.

MING

You seem confused; I will clarify. I rule this world. Every creature, every city, every kingdom is subject to my will, and in this place, my will IS law, so if you care to nurture whatever meager chance you

have left for survival, you will BE
SILENT BEFORE ME, NOW!!

Flash catches a side look at Thun and smiles.

FLASH

Sorry pal, I'm not your slave either.

The room quietly gasps at this display of defiance. Ming
also reacts with surprise.

FLASH (CONT'D)

What's the matter Ming, doesn't
anyone ever say "no" to- WOAH?!?

Flash yells in surprise as the floor instantly drops 15
feet with a horrific, metallic CLANG. Flash lands roughly
and tries to gather himself as Ming peers over the edge at
him.

MING

Pathetic.

A series of metal doors built into the exposed wall of the
pit are visible, one of which begins to slide open. Ming
touches another control, causing Flash's manacles to unlock
and drop off him.

MING (CONT'D)

(to the crowd)

May your death be as entertaining as
your existence insignificant.

FLASH

(to himself)

You're gonna think insignificant if
I get out of here.

The now-open door reveals another inner door that is being
pounded by something that sounds large and hungry.

FLASH (CONT'D)

If I survive, do I go free?

MING

(laughs)

Why not?

The inner door snaps open loudly; behind a set of bars stands a snarling, 8 foot tall bipedal lizard-like creature with vague humanoid features. Flash looks at the creature, then at Ming.

MING

You will not survive.

The bars slowly rise as the shrieking creature enters the arena, advancing slowly on Flash. A clawed hand quickly takes a swipe at him, but he rolls under it and comes up with a well-placed judo thrust to the throat. As the lizard gasps for air, Flash slides around and grabs its tail, trying to topple the beast. With a flick of its muscled tail, he is hurled across the pit, landing roughly. The monster leaps into the air toward the sprawled figure with claws extended, but Flash rolls away in the nick of time. Before he can stand, the creature grabs him with one hand, pulling him toward its mouth. Flash desperately punches and kicks the creature repeatedly in the eyes, snout, and throat with everything he's got, finally registering enough blows to force the beast to drop him. As the confused monster rubs its nose in pain, it bends slightly at the waist, allowing Flash the opportunity for a well-placed drop kick to the lizard's head, finally knocking the beast off its feet.

As the battle progresses, Aura approaches Dale.

AURA

Your man fights magnificently.

DALE

He's not my man.

AURA

Good.

DALE

We don't belong to anyone.

AURA

We'll see.

Dale gives her a look.

Flash has the beast in a headlock, trying to wrangle it like a steer, but the powerful creature suddenly stands and

flicks him across the arena like a rag doll. Dazed and confused, he tries to stand, but the monster begins to batter him around the floor like a kitten with a ball of yarn.

Thun, sensing the battle is almost lost, leaps from his guard, snatches another guard's spear and throws it into the pit. As the guards club Thun, Flash rolls across the floor, grabs the spear, spins and harpoons the creature in the foot. The surprised beast howls and jumps back in pain, allowing Flash time to finally stand. Charging forward, he slashes frantically with the spear several times, eventually stabbing the monster in the throat. The wounded animal staggers backward, then makes one final enraged charge at its prey. Flash braces the butt of the spear on the floor with his foot and lowers the point to waist level, where the onrushing creature impales itself, its momentum carrying it high into the air like a pole-vaulter, stopping straight up and down. The beast whimpers and slowly slides down the length of the spear and lands on Flash, who manages to crawl out from under it, pull the weapon out, and deliver the death blow to the base of the bloodied lizard's neck.

MING

Prince Thun, congratulations. You've just won a reprieve from my dungeon. Throw him in!

The guards toss Thun into the pit.

MING (CONT'D)

You may die with your new friend.

THUN

It is an honor to die beside such a brave warrior.

MING

Honor? My good prince, there is no honor in being eaten alive.

Five other doors slide open to reveal five snarling MONKEY MEN, each around 7 feet tall, their sinewy muscles covered with reddish-brown fur. Slavering, bared fangs snap hungrily behind each set of bars.

MING

They do enjoy playing with their food.

The bars snap open and the Monkey Men advance, forming a circle around Flash and Thun, who back into each other in a defensive posture.

FLASH

Any suggestions?

THUN

Yes. Kill them.

Eager for their next meal, the muscular red beasts attack at once; two on Flash and three on Thun. Flash employs a combination of martial arts techniques and wrestling moves, while Thun prefers a more direct approach, his exposed claws drawing blood.

Flash manages to keep his attackers at arms length, until one of the beasts scores a savage blow to his head, allowing the other one to attack Thun from behind. Both fight valiantly, but things don't look good.

As the bloody battle rages, Aura has climbed the steps and approaches her father.

AURA

Father, he is magnificent! If he survives, I claim him for myself just as you have claimed his woman.

MING

You may claim only what I allow, if there's anything left.

Flash, sprawled flat on his back, catches his airborne attacker with his feet and flips him into the nearby wall of the pit. He rolls over, smashes the creature's head repeatedly into the wall, then hurls himself into Thun's struggle with the remaining four primates. One of the beasts grabs Flash by the throat, lifting him high into the air, choking the life from him. Flash, out of options, gouges the creature's eyes out with his thumbs. Thun plunges his claws deep into the throat of the monkey man on his back and whips him over his shoulder, using the wounded creature to club his opponents. Flash attacks one of the

remaining beasts from behind, leaving only one for Thun. The wounded creature tries to back away, but Thun leaps savagely for the kill. Flash has his attacker in a headlock and pile-drives his skull directly into the stone floor with a sickening crunch. As he manages to slowly stand, he looks over at Thun, who pulls a bloodied paw from his opponent's chest. The two battered victors meet in the center of the pit, sharing an exhausted look of triumph.

FLASH

Like I said, I'm glad you're on my side.

THUN

Me too, "pal."

The stunned silence is broken only by Dale's measured but audible applause. Flash is surprised by her reaction and bows.

FLASH

Why, thank you.

He turns back to Ming.

FLASH

You said you'd let us go.

There is a pause as each of sizes up the other. Ming reaches for another control on his uniform.

MING

Did I?

Suddenly, the floor disappears beneath Flash and Thun as they drop from sight.

INT:SHAFT BENEATH THRONE ROOM

Flash and Thun fall through an incredibly deep shaft, eventually hitting with a faint splash far, far below.

INT:THRONE ROOM

MING

I thought the riverbed was dry?

KLYTUS

It was raised to maintenance level
this morning, your Highness. I
apologize for the inconvenience.

MING

Flush the river and have the Aquans
recover the bodies. And alert my
Harem guard.

Ming moves toward Dale, pausing.

MING (CONT'D)

Tell them to prepare for a new
addition.

Klytus and the guards take Dale away, leaving only Aura and
her Father as the trap doors slowly shut.

MING

You may claim the corpse, my dear...
if you're into that sort of thing.

Ming chuckles as he leaves his daughter behind, still
looking at the floor.

AURA

Come on Flash, you can survive. It's
only a little water.

INT:RIVER CAVE BELOW MINGO CITY

Flash and Thun are pounded down vicious rapids of an
underground river flowing through an eerily lit cave. They
struggle with the fierce waters, eventually scrambling onto
a rock outcropping. They are both exhausted and out-of-
breath, but have survived.

FLASH

You okay?

Thun spits out a mouthful of water and roars in anger.

THUN

I HATE water!

FLASH

It's better than being dead.

THUN

You have a point.

FLASH

Come on, we've got to figure out how we're gonna rescue Dale.

They both start to climb onto the banks of the river.

THUN

Flash, we cannot save your woman.

FLASH

She's not my woman, but I can't just leave her there.

THUN

But we have escaped! No one escapes Ming! And she belongs to him now.

FLASH

Thun, we don't "belong" to anyone. She's been a pain in the ass ever since I met her, but I left her once, and I won't do that again. Is there a way back up to the palace?

It is obvious that Thun thinks this is a bad idea.

THUN

There are guarded elevators a few levels above.

FLASH

You don't have to go.

THUN

Neither do you; but I will follow.

FLASH

Thanks, Thun. Nice to have a friend.

As they move toward a rock-carved stairway several yards away, they hear an ominous rumble.

FLASH

What's that?

THUN

They're flushing us out. Come on!

Thun pounces, catlike, for the stairs but Flash stumbles hard over a rock. Thun is halfway up the stairs before he notices.

THUN

Move!

Suddenly, the rumbling intensifies as a GIANT WALL OF WATER roars into the cave, bearing down on Flash. Realizing he can't reach the stairs in time, he calls out.

FLASH

Get Dale!

He is blasted by the screaming wall of water as he's swept away. Thun roars in anger and frustration, calling Flash's name several times, then rushes up the stairs before the rising waters claim him as well. At the top of the stairs, he turns and looks downstream.

THUN

You are a brave man, Flash Gordon; I will honor you by saving your woman, I swear it. I pray we meet again.

He scampers up the remaining stairs.

INT:UNDERWATER RIVER

Farther downstream, Flash is fighting the current, struggling to stay alive. He is swept through an opening that is the mouth of a giant, monstrous head carved in the rock and plummets over a deep waterfall, which eventually deposits him into a pool far, far below. Nearly half-drowned, he makes his way through calmer waters to an embankment and crawls to shore, exhausted and barely conscious.

As he lies in the sand, shadows appear over his body. Just as he opens his eyes he is sprayed in the face with a green mist, which instantly knocks him out. Strange, webbed hands wrap him in some organic-looking rope harness before his body is gently pulled beneath the surface without a trace.

INT:MING'S LABS-MEDICAL FACILITY

Ming enters a lab where Zarkov is strapped to an operating table angled at 45 degrees with electronic equipment attached to his head. He reacts to the very brief electrical impulses he is receiving as he tries to reason with the several oblivious technicians who surround him.

ZARKOV

No, really, I'm feeling much better now, you can... AARRGH... let me go anytime you... UUUGH... this really isn't necessary... OOOWWW!

Ming motions to the technicians to stop what they're doing, allowing Zarkov a brief respite.

MING

Dr. Zarkov?

ZARKOV

(warily)
Yes...?

MING

You constructed the rocket?

ZARKOV

(now much prouder)
Yes!

MING

Given your planet's primitive technology, I'm assuming you're one of its greatest minds.

ZARKOV

THE greatest!

MING

You are proud of this? (chuckles) Every century or so I test each of the known systems, I visit them with various mysteries... tectonic manipulation, weather disruptions, strange signs in the wilderness... If these are taken as natural, I judge that system ignorant and harmless; I spare them. But if the

hand of Ming is recognized, they are judged dangerous... and I subjugate them immediately.

ZARKOV

What are you saying?

MING

I am telling you, Doctor, that your great accomplishment has consigned your Earth to its ultimate doom. I thought it might amuse you to know this before we begin.

ZARKOV

What is this thing? What are you doing?

MING

It's only a mild electro-neural treatment; soon your brain will be working faster and more efficiently than ever.

ZARKOV

(unconvinced)

Oh. Does it hurt?

MING

Most certainly.

Instantly, Zarkov begins to scream in horrific pain as weird, disconnected, almost demonic fire-laced imagery races through his brain. After a few seconds, the treatment is over; Ming helps Zarkov off the table, even though he is still reeling, wide-eyed from the pain. Ming begins to escort him on a tour through the rest of the lab as if nothing just happened.

MING

First, we must familiarize you with our accomplishments. We have excelled in areas far beyond your planet's limited scope. Weapons technology, weather control, genetic manipulation...

Zarkov is just barely getting all this.

ZARKOV

Uh huh.

MING

Science will solve all things; the efforts here in these labs insure my continued success. Dr. Koros?

DR. KOROS, Ming's head scientist, joins them.

DR. KOROS

Yes, your highness?

MING

This is Doctor Zarkov, your new assistant. You will be responsible for his progress. I expect great things from him. And Zarkov...

Zarkov has now recovered a bit from his treatment and begins to realize his new plight.

ZARKOV

Yes?

MING

If your work is judged insufficient or you create trouble of any kind, your position will be terminated immediately, do you understand?

ZARKOV

Perfectly.

MING

I treat my people well, Doctor; behave yourself and you will prosper as you have never dreamed.

Ming turns to leave, but Zarkov poses a question with as much formality as he can manage under the circumstances.

ZARKOV

Your highness, there were two others with me on the rocket?

MING

Yes, the woman survived. She is being... "acclimated" into our culture.

ZARKOV

What about Flash?

MING

He had trouble adapting to his new environment. I trust you won't have the same problem.

WIPE TO:

EXT:BELOW OCEANS OF MONGO

Flash's eyes open amid the bubbling of water; he is wearing an air mask and is secured by a web of green vines. His captors, several AQUANS of Mongo, amphibious fish-like men, are pulling him through the ocean amidst exotic vegetation and stark, dramatic coral formations. They crest a ridge, revealing a sleek underwater HYDROCYCLE large enough for several inhabitants. The Aquans treat Flash firmly but without hostility as they usher him into the craft, which has a large, air-filled cabin.

INT:HYDROCYCLE CABIN

Flash's captors begin to make preparations for departure as LATO, the captain of the ship, turns and laughs at the befuddled human, who still hasn't removed his mask. Lato's demeanor is calm and good-natured, in direct contrast to the soldiers Flash has previously encountered.

LATO

You can take that off now.

Flash removes his air mask, still in complete bewilderment of his new surroundings and captors.

LATO (CONT'D)

You are Flash Gordon?

Flash is incredulous.

FLASH

You know who I am?!

LATO

We had orders to pick up your body;
we didn't expect you to still be
alive.

FLASH

I... uh... what are you?

LATO

I'm in charge. (to crew) Let's go!

EXT:BELOW OCEANS OF MONGO

The ship gracefully lifts from the ocean floor and speeds off through the waters, its twin jet-propellers pushing it swiftly along its journey.

INT:HYDROCYCLE CABIN

LATO

I'm Captain Lato. And what are you?

Flash looks out the porthole as coral formations race by.

FLASH

Very confused. What are you guys,
"fishmen"?

Lato's crew immediately stop all activity to stare at Flash, whose use of the word "fishmen" seems as inappropriate to them as the "n"-word at an NAACP convention.

LATO

We are called Aquans, and I would
advise you to use that term. There's
no need for rudeness.

FLASH

Sorry, I've just never seen anything
like you before.

LATO

Yes, I heard you were an off-worlder.

A crewman fits Flash with a pair of manacles.

LATO (CONT'D)

Welcome to Mongo.

EXT:BELOW OCEANS OF MONGO

The ship is now traveling at full speed, weaving deftly up and down through coral arches that appear at frequent intervals along the bottom of an extended canyon.

INT:HYDROCYCLE CABIN

FLASH

Where are we going?

LATO

You have an audience with Prince Kala.

FLASH

And he is?

LATO

The ruler of Aquaria.

FLASH

What's that?

LATO

What an ignorant creature you are.

Flash shoots him a "Give me a break" look, prompting a good-natured laugh from Lato.

LATO (CONT'D)

Aquaria is the largest of Mongo's underwater farms. We feed a quarter of the planet.

FLASH

Farm, huh? Does that mean I'm gonna be somebody's dinner?

LATO

(laughs)

By the time we reach Aquaria, Prince Kala will have spoken to the Emperor to find out what should be done with you.

FLASH

Don't tell me you guys work for Ming?

LATO

All creatures of Mongo serve Ming.

FLASH

Not me, pal.

LATO

Hmmm, and look how well you're doing.

EXT:OCEANS OF MONGO

The hydrocycle cruises swiftly through Mongo's ocean.

INT:HYDROCYCLE CABIN

Lato notices Flash trying to get a glimpse of his surroundings through a pitifully small porthole.

LATO

Would you like a better look?

FLASH

Sure.

EXT:OCEANS OF MONGO

The protective outer shield of the top half of the hydrocycle begins to peel back in a clamshell fashion.

INT:HYDROCYCLE CABIN

Inside the ship, the shield recedes to reveal a panoramic, 360-degree view of the beautiful and dangerous ocean of Mongo, like some upside-down glass-bottomed boat. The effect is that of taking the roof down on a convertible, except drier.

FLASH

Wow. Nice boat.

LATO

We like it.

EXT:OCEANS OF MONGO

Everywhere around the ship, the incredibly diverse sea life of Mongo is on display. A teeming, bewildering variety of fantastic creatures both great and small glide past the

observers, many of which appear ravenously hungry from their actions.

INT:HYDROCYCLE CABIN

As Flash observes Mongo's underwater food chain in action, an alarm sounds. As the Aquans scour the seas nervously, Flash notices a large, dark shape in the distance, which appears to be closing rapidly on them.

FLASH

(points)

Hey, what's that?

LATO

Oh, there it is.

Out of the murky depths, a large form quickly swims into view. It is an OCTOSAK, a monster right out of someone's worst deranged nightmare, with its eight tentacles, grotesque, bulbous body and giant, over-sized beak that could slice a man in two if it got the chance. As the large creature is only slightly smaller than their ship, Flash starts to panic when the monster closes in on them, but as Lato calmly adjusts some controls, a low-frequency hum becomes audible, its pitch slowly rising. The Octosak is now almost upon them, but as the sound rises to and stops on a certain pitch, the Octosak pauses, seems to shiver, then streaks away in a blur as the hydrocycle continues on its journey.

FLASH

Well, that's a neat trick.

LATO

We use sound waves to control or repel most of the big predators down here.

FLASH

I'd say it works pretty well. God, that thing was huge!

LATO

(laughing)

That was just a baby. You should see the two adults we keep in the aquarium.

EXT:OCEANS OF MONGO

The Aquan ship glides from view into the depths of the sea.

WIPE TO:

INT:MING'S LABS-CLEANSING CHAMBER

Dale, dressed in a lab uni-suit, is hooked to an ominous, evil-looking machine with various tubes attached to her head and body. Several female guards are readying the machine as Ming enters.

MING

Are you ready for your Emperor?

DALE

So this is it, huh? Strap her, zap her, and then wham, bam, thank-you ma'am? You're no Emperor, you're just a rapist.

MING

You misunderstand, this is a painless procedure; you'll feel wonderful, then give yourself to me freely.

DALE

Freely? You miserable, pathetic... if I was free, I'd have already scratched your eyes out. You could never have me without turning me into a vegetable first, so go ahead, you pitiful excuse of a man, go ahead and turn on your machine, 'cause that's the only way you'll ever touch me!

Ming moves closer now, getting right in her face while he menacingly lowers his tone.

MING

The last time a woman challenged me that way, I made sure she suffered for years before I allowed her death. But in the end, she was mine, and she liked it. Just... like... you will.

DALE

The hell I will.

Ming tugs her hair, then loosens his grip as he smiles.

MING

That's a promise, from your
Emperor.

Klytus enters the lab and approaches Ming.

KLYTUS

Your Highness, we have received word
from Prince Kala that the Aquans have
captured Flash Gordon.

MING

Captured? You mean he's alive?

KLYTUS

Apparently so.

Ming pauses to think for a moment.

MING

Tell Kala to hold him until I
arrive.

KLYTUS

My lord, you're going to Aquaria?

MING

They're farmers, not soldiers. They
can't be trusted. Has Barin arrived
yet?

KLYTUS

I believe so.

MING

Have him meet me in the hangar. What
of Thun?

KLYTUS

His body never washed into the lower
basin. But surely he must have
drowned...

MING
(chuckles)
Cats do hate the water.

INT:CAVES BENEATH MINGO CITY

Thun creeps stealthily beneath the river's surface, with only his eyes and nose visible above water level. He spies two GUARDS occupying an observation post next to an elevator farther downstream. He slips soundlessly out of the water and hides behind a rock outcropping, then picks up a large stone and hurls it behind him, further down the cave, drawing the attention of both guards.

One guard comes to investigate; as he moves out of sight of the second guard, a muffled crack is heard. The second guard draws his weapon and moves to investigate, but as he nears the rock formation, Thun knocks the weapon away, breaks his arm with a sickening crunch, and lifts the guard by his throat high into the air. He then pulls the terrified guard to within inches of his face and growls menacingly.

GUARD
What do you want?

Thun smiles.

INT:SECURITY DESK NEAR ELEVATOR

Thun slams the guard against the wall near his computer console, then picks him up roughly by the back of his neck.

THUN
Open your console. No tricks...

Thun exposes his long, razor sharp claws with a flash.

THUN (CONT'D)
...or you will die painfully.

The guard keys in an access code and Thun shoves him away.

THUN
Stand there. Do not move, or I will
kill you.

As Thun checks floor plans of the palace, the guard, still nursing a broken arm, slowly begins to inch his hand toward a hidden second weapon. Thun notices the movement and blasts him in the chest.

THUN

I thought those instructions were clear enough.

Having found what he needs, Thun opens the elevator door and steps inside. A lighted control panel in the silhouette of a hand blinks at him.

COMPUTER VOICE

Please activate security clearance for elevator passage.

Thun looks at the control panel, then at his own hand and thinks better of it. He leaves the open elevator and returns momentarily, lifting the dead guard's hand to the lighted plate.

COMPUTER VOICE

Access granted.

From the cave we see Thun hurl the arm, ripped from the guard's body, back toward the lifeless form.

THUN

That was handy.

The elevator doors close.

INT:MINGO CITY-CORRIDOR TO MAIN HANGAR

Ming and Klytus are walking towards the main hangar and are joined by Aura.

AURA

Father, I heard that Flash Gordon is still alive.

KLYTUS

A situation that will soon be remedied, Princess.

AURA

No one's talking to you. (to Ming)
 Father, according to the law of the
 hunt, your law, I am entitled to him.
 I caught him, I should be able to do
 whatever I want with him. Please
 father, give him to me.

MING

Aura, your taste in men has been in a
 steady decline, and it's beginning to
 affect your judgment. He defied me in
 open court, and I will make an
 example of him.

AURA

You never even gave him a chance.

INT:MINGO CITY-MAIN HANGAR

The three have now entered an observation ledge high above
 the vast, main hangar of Mingo City. As technicians scurry
 about below, servicing various Imperial vehicles, Ming
 notices BARIN, the dashing Prince of Arboria and fiancée of
 Aura waiting in the wings nearby. Realizing that Aura
 hasn't yet spotted him, he goads her.

MING

What would your Prince Barin think?

AURA

That bootlicker?

MING

I would say he is learning respect
 for his Emperor.

AURA

He's a worm.

MING

He is your fiancée.

AURA

That spineless bug is unworthy of the
 emperor's daughter.

MING

And Flash Gordon is? My child, what does that say for your choice of men?

AURA

It says I require courage and strength from a man, unlike...

She finally spots Prince Barin nearby.

AURA (CONT'D)

...him.

Barin has heard enough; he strides into full view like a man with a purpose, manages a curt...

BARIN

Your majesty.

...to Ming, grabs Aura by the arm, and firmly escorts her back into the hallway for a more private conversation.

KLYTUS

Hmm, another lovers spat. How distressing.

MING

I'd say the girl needs stronger hand, wouldn't you agree?

Klytus breaks into a slight smirk.

KLYTUS

Completely.

INT:CORRIDOR OUTSIDE HANGAR OBSERVATORY

Barin is chastising Aura while he pulls her into the hallway.

BARIN

Bootlicker, huh? Spineless? A worm?

He almost slams her into the wall, releasing her from his grip.

BARIN (CONT'D)

You didn't think so two nights ago
when you were rolling around the
leaves of my bed!

AURA

Don't flatter yourself, treeman; your
branches aren't that good.

BARIN

I thought we had something.

AURA

So did I, until I realized you were
just using me to get closer to Ming!

BARIN

I told you...

AURA

Save it! I finally saw a real man in
action today, and I won't be
satisfied by anything less...

She turns, heading back to her father, adding...

AURA (CONT'D)

...especially you.

Barin chases after her.

INT:MAIN HANGAR

Ming intercepts Aura before she can start.

MING

Child, do not try my patience. We
will not discuss this matter
further.

Ming and Barin enter an elevator, leaving a seething
Aura behind.

AURA

Yes sir!

KLYTUS

Princess, I must agree with you on one point.

AURA

What?!

KLYTUS

Barin is truly unworthy of the hand of the Emperor's daughter.

AURA

If anyone's an expert on that subject, it's you.

Aura storms away, leaving Klytus behind, fuming.

KLYTUS

Our time will come, my dear.

INT:ELEVATOR

Ming and Barin are being transported to the main hangar floor below.

MING

Prince Barin, I take it you're aware of my daughter's unfortunate infatuation with this new visitor?

BARIN

The subject did come up, yes.

MING

Would you care to accompany me to Aquaria where you may deal with him personally?

BARIN

It would be a pleasure, my lord.

MING

How are things in Arboria? Still having border problems?

BARIN

Nothing we can't handle.

MING

Really? I heard some of Vultan's flock dropped by and made quite a mess.

BARIN

Not as messy as their executions. Still, we do need...

MING

I told you, Arboria gets nothing more until I'm convinced of your allegiance.

BARIN

Your highness, I've done everything you've asked.

MING

The man who conquers my daughter can have the keys to the kingdom.

BARIN

My lord's keys are kept most safe.

INT:MINGO CITY CORRIDOR

Aura fumes as she moves down a hallway. She stops at a compad in the wall and punches in a number. A voice answers the beeping.

VOICE

Yes Princess?

AURA

Prepare my water shuttle, I'm going fishing.

INT:MINGO CITY-DALE'S QUARTERS

Dale, now wearing the flowing robes of a harem girl, is ushered into her new quarters by an armed guard.

GUARD

You will remain here until you are summoned by the Emperor.

He leaves, locking the door behind him.

DALE

The hell I will!

She begins to survey her spacious and beautiful chambers, looking for some means of escape. Although the window affords her a spectacular view of the city, it is securely closed and far too high to serve as an exit. A tall hooded figure wearing the robes of a PRIEST enters the room and approaches her. She defiantly backs away and grabs a nearby vase, brandishing it as a weapon.

DALE

Stay where you are! I'm not going anywhere with you!

The robed figure stops and chuckles softly.

DALE

I mean it! I'm not...

She stops as Thun removes his hood, smiling.

DALE

Thun, how did you...

Thun puts a finger to his mouth, trying to shush her.

DALE

How are we going to...

THUN

Shhh!

He motions for her to summon the guard. She nods, moves to the door, knocks, and then backs away.

DALE

Guard! Come in here!

The guard enters her room and moves past the disguised lionman, who suddenly grabs the Imperial's neck with incredible swiftness. Dale's face turns to horror as she hears the crunching of bone, then catches the guard's helmet, comprehending the plan.

DALE

Oh.

INT:CORRIDOR OUTSIDE DALE'S QUARTERS

Thun and Dale (now wearing the guard's uniform) move quickly through the hallway, with Thun's tail occasionally peeking through the back of his robe.

EXT:BELOW OCEANS OF MONGO

The hydrocycle carrying Flash jets into a huge, underwater valley revealing AQUARIA, a fantastically beautiful city whose towers sparkle like smooth, curved jewels on the ocean floor below. Surrounding the city are neatly arranged circular rows of underwater farms, tended by Aquans riding large sea-horses.

The ship draws nearer to the city and maintains course for the largest of the towering spires high above the other buildings. A circular iris opens in the side of the tower, and the ship slips inside.

INT:AQUARIA-MAIN CHAMBER

The hydrocycle rises upward through the water tunnel until it emerges into the holding tank of the Main Chamber of Aquaria, a large, air-filled domed room decidedly nautical in décor filled with curious Aquans waiting for a glimpse of their new "visitor". PRINCE KALA, ruler of the city, rises from his coral throne and approaches the ship as it docks and the main hatch opens. Captain Lato exits, followed by Flash, whose appearance draws subdued "oohs" and "aahs" from the crowd. As they exit the gangplank, Flash becomes self-conscious with the attention, asking the whole room...

FLASH

What are you looking at?

The crowd parts as Prince Kala steps forward.

KALA

You must forgive them, many of them have never seen a lander before, and none of us have ever met an off-worlder.

FLASH

Lander? Oh, you mean...

He points upward, receives an affirmative nod from the Prince, and nods to himself, as if it was okay.

KALA

I am Prince Kala. Welcome to Aquaria.

FLASH

Nice to meet you too.

He wiggles his handcuffs in Kala's direction.

KALA

A necessary precaution; you are an escaped criminal.

FLASH

Criminal!? All I did was talk back to Ming.

The entire room quietly gasps as the Aquans regard Flash with genuine wonder.

KALA

And you're still alive?

FLASH

Well, yeah.

KALA

Amazing. Tolar, has that ever happened before?

TOLAR, an ancient white-bearded elder, responds.

TOLAR

Not that I recall.

FLASH

Why am I a prisoner?

KALA

You are a prisoner of Ming, but you are our guest until he arrives.

FLASH

He's coming here?

KALA

Yes, it's very exciting. The Emperor hasn't visited Aquaria since I was a child, and you're the first off-worlder on Mongo in over a century. I'm sorry... we don't get many visitors down here.

FLASH

Glad to provide the entertainment.

KALA

With your attitude, no wonder you two didn't hit it off.

FLASH

Prince Kala, I don't understand, you all seem like very nice... creatures. How can you serve Ming?

KALA

Ming is our lord. He created us, he built this city.

FLASH

What do you mean "he created you?"

Kala and Flash move to a great window, where all of the city and underwater farmlands are laid out before them.

KALA

Centuries ago, Mongo was turning to desert. Ming rescued us from starvation by genetically altering my people so that we could live beneath the waters and provide food for the planet. He saved us.

FLASH

Enslaved you is more like it.

KALA

We are not slaves... look around you... this beautiful city... Ming understands how important we are to Mongo, and treats us well.

FLASH

You're just lucky you don't see him more often. Can't you just let me go?

KALA

Defiance of the emperor is unthinkable.

FLASH

Not for me, pal.

KALA

You're also the only person here in chains.

As Flash turns away in disgust, Kala's tone softens.

KALA (CONT'D)

I will admit you do not seem like a criminal, but it is not my place to question our lord. To disobey the emperor is to invite death, and I have no intention of doing either. You will remain our guest until he arrives.

Flash turns to the window in disgust.

FLASH

Wonderful. Captured by the fish-people. (over his shoulder) Sorry! Sorry! Aquans. (to himself) God, what a zoo.

He turns back to Kala for one last question.

FLASH (CONT'D)

Did your men find anyone else besides me?

KALA

There was no trace of Prince Thun, but we'll find him. Everyone knows lionmen can't swim.

Flash turns his attention back to the window, looking wistfully toward the surface.

FLASH

Well Dale, I hope you're doing better than I am.

EXT:SKIES OVER MONGO

Thun and Dale race in a stolen shuttle through the skies over the tranquil Mongo ocean.

INT:SHUTTLE COCKPIT

Thun pilots the craft as Dale looks out the window.

DALE

Thun, where are we going?

THUN

There's an outpost along this coast where we can spend the night before traveling overland to meet my father, King Jurgid.

DALE

I don't mean to sound ungrateful, but why'd you come back for me?

THUN

Flash asked me to.

DALE

Hmm. Figures he'd send someone else to do the dirty work.

Thun shoots her a cold, unbroken stare. She finally notices.

DALE (CONT'D)

What?

THUN

As soon as we escaped, he wanted to come back for you. I thought it was foolish, but he said that he would not abandon you to Ming. But then he was swept away; I do not know what happened to him.

DALE

Klytus told Ming that somebody called the Aquans had him. Ming went there himself to get Flash.

THUN

We have all been lucky. I pray his luck holds out.

Suddenly, an alarm beeps from Thun's sensor panel. He takes the shuttle into a steep dive, pulling up just before they hit water, skimming the surface.

DALE

What was that?

Thun continues to look at his sensors.

THUN

An Imperial scout. He did not turn. Apparently your absence has not yet been discovered. Very lucky indeed.

The action brings a brief pause to the conversation, but then a thought occurs to Dale.

DALE

If you thought it was foolish, why did you come back for me?

THUN

Flash saved my life, placing himself in great danger when he could have escaped. I am honor bound to repay that debt, but he sent me for you instead. I must now protect you for him.

DALE

I called him a coward.

THUN

Your words do not describe the man I know. He is one of the bravest creatures I have ever encountered, and deserving of more respect than you offer him.

DALE

Sorry, maybe you're right. But thank you for rescuing me, Thun.

THUN

You should thank Flash; if it were not for him, you would still belong to Ming.

DALE

I just hope I get the chance.

The shuttle climbs higher and rockets toward the brown mountainous coastline in the distance.

INT:AQUARIA-CORRIDOR TO AUDIENCE CHAMBER

Kala, several guards and the Aquan Ruling Council escort Flash down a corridor. A small Aquan child is with them, struggling to keep up.

KALA

This is our Emperor's first visit since I became ruler.

FLASH

Count your blessings.

KALA

I am, that is why I have brought my son. It will be the greatest honor of his life to meet the Emperor.

FLASH

If I had a kid you can bet there's no way I'd let him anywhere near a monster like Ming. You people are nuts.

INT:DOCKING CHAMBER

They enter the Docking Chamber, only to be greeted by Ming, Barin, and several waiting Imperial guards.

MING

People? (laughs) They're barely human Gordon, but like all creatures here they serve my purpose.

Kala and the rest of the Aquans kneel to Ming immediately.

KALA

My Emperor, you honor us with the blessing of your visit.

Ming walks past the kneeling Kala, completely ignoring him as he moves to Flash.

MING

How ironic, to escape the hand of Ming only to be caught by... fish.

FLASH

What have you done with Dale and Zarkov?

MING

All serve Ming in their own way. But I understand why you fight for her. She is a true prize, full of fire and spirit. She may even produce a worthy heir to my throne... someday.

FLASH

I don't know who to feel sorrier for, you or her.

BARIN

Worry about yourself, Earthman. Your time alive is almost over.

FLASH

Hey Robin Hood, who asked you?

MING

What do you suggest, Barin? Public execution? Feed him to the rockworms or your swampcats perhaps?

BARIN

If his gracious majesty would be so kind, I would be honored to serve as executioner.

FLASH

Look, Prince Valiant...

BARIN

I am Prince Barin of Arboria...

FLASH

Whatever, is everybody on this planet a prince?

BARIN

...and I am going to remove your body parts, one by one.

FLASH

(to Ming)

Is there some reason you've always got a second-rate stooge around? Can't you do anything by yourself?

MING

Incredible! Even in the face of certain death, your insolence-

FLASH

What's incredible is that these people keep letting an arrogant monster like you push'em around.

MING

I told you, they're not people. They're my cattle. I do as I wish with them.

FLASH

One day, you'll push too hard, and all these "people" will fight back.

MING

Before you die, let me show you something. Barin, give me your sword. Kala, is this your son?

KALA

Yes, my lord.

MING

Your emperor demands a sacrifice to prove your loyalty. Your son will do.

KALA

My lord?

MING

I said kill your son for me, Kala.

Ming hands the sword to the confused Kala, who slowly move toward his child. He looks into his son's eyes, as Abraham must have looked at his tiny Isaac on another world millennia ago.

KALA

My son.

Kala raises the sword and looks at Ming, who smiles and nods.

KALA

I... I...

He slowly lowers the sword.

KALA

I am sorry, my lord, but I cannot do this.

Ming pauses, then moves toward him, scowling.

MING

Very well, slave, but remember two things.

He takes the sword from Kala.

MING (CONT'D)

One, I will never forget your disobedience.

He points the sword at Kala.

MING (CONT'D)

And two, no wish of mine ever goes unfulfilled.

Ming quickly turns and runs the child through. Kala gasps and drops to his knees beside his dead son. Even Barin is shocked by this inhuman display, but Flash, absolutely enraged, lunges at Ming.

FLASH

You son of a-

But Ming is prepared, and sends Flash sprawling with a surprise kick. With three swift, savage blows he reduces Flash a bloody pulp on the floor. Ming tosses Barin's sword back to him, then draws his own gleaming, golden blade and lowers it at Flash.

FLASH

...you murdering bastard, they may let you get away with that, but I swear...

Ming eases the sword blade into Flash's shoulder to shut him up.

MING

No, not like this. You don't deserve the honor of the Emperor's touch. Yours will be an ignoble death, something pitiful and anti-climactic. You will leave us with a whimper, not a shout.

Suddenly Ming's comlink buzzes. Ming answers it, annoyed.

MING (INTO COMLINK)

What is it?

KLYTUS (OVER COMLINK)

My lord I'm afraid to report that Dale Arden is missing.

MING (INTO COMLINK)

Idiots! Find her at once. Search the city, stop all traffic.

KLYTUS (OVER COMLINK)

It has already been done, my lord.

MING (INTO COMLINK)

Find her Klytus.

KLYTUS (OVER COMLINK)

Yes, my lord.

BARIN

How could she escape from your
palace?

Flash, bloodied and battered, can still manage a sardonic
laugh.

FLASH

Oh, she's good at that.

Ming kicks Flash savagely in the head for good measure, then
turns to Barin.

MING

Start the ship. We must find her at
once.

BARIN

But your highness, surely you won't
let him live?

MING

Of course not, good Prince Kala will
take care of that. Go.

Barin leaves Ming with Flash, who is still crumpled on the
floor, spirit unbroken.

FLASH

Murdering bastard.

Ming lowers himself to one knee, and speaks to Flash in a
surprisingly calm voice.

MING

You stupid, arrogant man. You
understand nothing. On this world,
which I've ruled for centuries, you
didn't even last a day.

FLASH

One day they're gonna take you down; I
just hope I'm there to see it.

MING

That will be difficult after the
fish have eaten the eyes from your
corpse. Kala.

Kala moves wordlessly to Ming, who is now standing.

MING (CONT'D)

This man is responsible for your son's death, therefore you are now responsible for his. Fail me again and your entire city will suffer, do you understand?

Kala no longer cowers before his "lord", but looks him square in the eye and for the first time in his life, truly means it when he says...

KALA

Yes, I understand.

MING (TO FLASH)

Goodbye little man. Enjoy your watery grave.

As Ming leaves, Flash spits a mouthful of blood at him that narrowly misses, falling just short of his boot heel. Ming smiles and continues into the airlock, refusing to acknowledge Flash's final defiance. The Imperial water shuttle is visible through large windows as it heads for the surface. Kala kneels again, gently cradling his dead son. There is a beat of silence as no one is sure what to do.

AIDE #1

Put him in the airlock.

Two Aquan guards grab Flash and drag him to the airlock.

FLASH

I can't believe you people! What does it take to make you fight back?

Kala continues to stare at his son while the guards toss Flash in the airlock and seal the chamber. Another guard activates a control panel, allowing water to quickly envelop Flash as he helplessly pounds the door. As Flash becomes completely submerged, Kala rises, moves to the chamber door, and stares at Flash for what seems like an eternity before finally pulling the emergency release, dumping Flash unceremoniously with a big splash onto the floor. He is gasping for air, but alive.

KALA

(long beat) You did not kill my son.

FLASH

No, but I will fight for him, I promise.

AIDE #1

(interrupts)

My lord, Captain Lato reports four Imperial craft headed this way.

AIDE #2

They're coming to recover the body.

AIDE #3

Ming will soon discover our defiance.

FLASH

Hey, if they're coming for me, let's give 'em what they want.

EXT:AQUARIAN OCEAN-DAY

Four imposing, crab-like IMPERIAL MINI-SUBS (IMS) glide over underwater farmland as they head toward Aquaria. The scene is completely deserted.

INT:SQUAD COMMANDER'S CABIN

The SQUAD COMMANDER monitors various computer screens.

COMMANDER

Nothing moving. They're probably scared to death.

UNIT TWO

(over comlink)

They are if they're smart.

COMMANDER

(into comlink)

Unit Two, move in and recover the body.

UNIT TWO

(over comlink)

Acknowledged, Commander.

EXT:AQUARIAN OCEAN

A single mini-sub breaks formation and begins the search for Flash's body. As he nears several outlying buildings, a figure darts in front of him; the pilot glimpses a blonde, humanoid figure piloting an Aquan HYDRO-SLED (an organic-looking, magnificently sleek dolphin-like piece of underwater transportation) who races away at high speed.

INT:UNIT TWO'S CABIN

UNIT TWO
(into comlink)
Commander, are there any blonde
Aquans?

COMMANDER
(over comlink)
What? Of course not!!

UNIT TWO
Then I think I just spotted Flash
Gordon!

INT:SQUAD COMMANDER'S CABIN

COMMANDER
He's alive?! All units, ADVANCE NOW!!

EXT:AQUARIAN OCEAN

The three remaining mini-sub head for the city in pursuit. Meanwhile, Unit Two chases Flash, whose smaller, more maneuverable craft weaves in and out of coral formations, headed away from the city. The mini-sub manages to keep him in sight, but can't get a clear shot.

INT:UNIT TWO'S CABIN

UNIT TWO
Come here. You're mine!

EXT:AQUARIAN OCEAN

Unit Two fires two torpedoes that narrowly miss Flash, exploding harmlessly on the ocean floor behind him. Flash zigzags toward a coral ridge several hundred yards ahead.

INT:UNIT TWO'S CABIN

The pilot struggles, but manages to get Flash in his sights.

UNIT TWO

I'm gonna get a big fat reward for
you!

EXT:AQUARIAN OCEAN

Just as Flash crests the ridge, he is greeted by six other HYDRO-SLEDS, which all fire immediately on the Imperial sub, destroying it.

INT:FLASH'S COCKPIT

FLASH

One down, three to go.

LATO

(over comlink)
This won't be as easy.

EXT:AQUARIAN OCEAN

The three remaining Imperial mini-sub's float into view before pausing, still some distance away.

FLASH

What are they waiting for?

Suddenly, each mini-sub releases four deadly Imperial AQUATIC BATTLE PROBES (or ABP's) that resemble bright orange jet-propelled mechanical mini-squids as they shoot through the water with surprising speed toward the Aquans.

LATO

Scatter!! NOW!!

The Aquans scatter like a school of spooked minnows as the ABP's draw nearer. Two of the probes race toward the nearest Aquan sled and attach themselves, ripping into the hull with their nasty, mechanical tendrils. Both probes tear into the ship, causing enough damage to slow it down so the larger mini-sub's can move in for the easy kill. Each remaining Aquan has at least two of the speedy, relentless probes on their tail.

HYDRO-SLED PILOT #1
They're behind me, I can't get a
shot!

HYDRO-SLED PILOT #2
They're too fast!

HYDRO-SLED PILOT #3
I can't shake them!!

FLASH
Split up into pairs and defend each
other, it's our only chance!

Flash and the Aquans are forced into a kind of "I'll shoot yours, you shoot mine" game, where they must now defend each other rather than themselves. The Aquans weave and careen desperately but expertly through the ocean while the Imperials maintain a discrete observational distance, firing the occasional torpedo.

Away from the battle, in the distance behind the Imperial subs, several narrow, squiggly shapes appear. Unnoticed by the Imperials, the shapes quickly race into view, revealing eight GIANT EELONS, twenty feet long and lightning fast, each one piloted by a FEMALE AQUAN perched aboard the dorsal fin like a jockey. The creatures swarm about the Imperials like quicksilver in an attempt to confuse and distract them, allowing two of the Eelon pilots to maneuver close enough to the subs to affix blinking SONIC BEACONS to their hulls, which beep three times before emitting a continuous, distinctive tone. Another Eelon pilot then activates her SIGNAL BEACON, which glows bright BLUE.

INT:UNIT THREE'S CABIN

UNIT THREE
What's that noise?

UNIT FOUR
(over comlink)
You hear it too?

EXT:AQUARIA-OCTOSAK CAVE ENTRANCE

Elsewhere, near the city, a corresponding SIGNAL BEACON BRACELET begins to glow BLUE, illuminating the arm of an AQUAN SENTRY who then raises his spear, the signal for

other nearby AQUAN SOLDIERS to open the oversized, dungeon-like bars covering an extremely large, dark, circular cave-like opening. The first sentry touches his bracelet again, which now glows ORANGE.

EXT:AQUARIAN OCEAN

The Eelon pilot's bracelet turns ORANGE, the signal she's been waiting for. The fierce yet graceful Eelons instantly cease their attack and streak away like silver shadows into the receding darkness, leaving the suddenly confused Imperials behind.

INT:UNIT FOUR'S CABIN

UNIT FOUR

Well, I guess they finally had enough.

UNIT THREE

(over comlink)

What in Ming's name is making that noise? Do you hear that?

SQUAD COMMANDER

(over comlink)

You two cut the chatter and find that Earthman before Ming has us all for dinner. I'll scan from above.

EXT:AQUARIAN OCEAN

Two of the mini-sub's move forward while the other rises above them. We track upwards with the rising ship, then pan down to reveal two VERY LARGE SHADOWS looming beneath the other two subs.

INT:UNIT THREE'S CABIN

Unit Three's sensor grid displays two very large approaching objects.

UNIT THREE

That sound's driving me... Uh oh.

SQUAD COMMANDER (OS)
 (over comlink)
 ABORT! ABORT! SURFACE IMMEDIATELY!
 GET OUT OF THERE NOW!!

EXT:AQUARIAN OCEAN

Two mature, adult, gigantic OCTOSAKS emerge from below the doomed mini-subs, drawn by the frequency generated by the sonic beacons. The helpless subs are ripped apart by the horrific, ferocious, multi-tentacled beaked monsters as their Commander tries to escape above. But suddenly an Aquan JET-HARPOON whizzes past his cockpit window, barely missing him. As he turns, the Commander sees Flash and Lato, their hydro-sleds floating some distance away.

INT:FLASH'S COCKPIT

FLASH
 You missed.

LATO
 (over comlink)
 Is he coming?

FLASH
 Oh, yeah.

INT:LATO'S COCKPIT

LATO
 Then he took the bait. Keep up!

EXT:AQUARIAN OCEAN

Lato's ship roars away, while Flash quickly follows.

INT:FLASH'S COCKPIT

FLASH
 Did I mention I'm out of torpedoes?

LATO
 (over comlink)
 Just keep up!

EXT:AQUARIAN OCEAN

Lato veers off in the direction of an underwater cliff and pulls his craft into a near vertical climb, almost skimming the surface of the rocky wall, racing toward the surface at breakneck speed. Flash follows, but falls behind.

LATO

Keep your speed up! Stay with me!

The mini-sub is still behind them, firing off shots which impact on the cliff, creating debris.

INT:SQUAD COMMANDER'S CABIN

COMMANDER

You're not getting away this time!

He guns his craft to full power.

EXT:AQUARIAN OCEAN

Flash and Lato race side-by-side as they head toward the surface.

FLASH

I hope you know what you're doing.

LATO

Remember what I showed you?

FLASH

Yeah?

LATO

Do it now!

Lato activates his ship's Hydro-turbine, propelling him forward with a sudden blast of speed. Flash does the same, then hangs on as his turbo kicks in like a booster rocket.

EXT:SURFACE OF OCEAN

The two hydro-sleds roar from beneath the ocean surface, arcing high into the air like graceful dolphins over the thin, rocky surface that is the crown of the cliff. As they reach the apex of their jump, Flash lets out a yell of

surprise while Lato laughs as they barely clear the other side of the tiny archipelago, plunging back into the ocean. The Imperial mini-sub emerges in hot pursuit and mimics their jump, but its bulk, mass and lack of speed prove its undoing as it crashes in a thunderous, fiery belly-flop onto the rocks. Flash and Lato return to the surface to inspect the damage.

FLASH

I take it you've done that before?

LATO

I'm impressed, you didn't scream until the very end.

Just then, an Imperial Water Shuttle surfaces next to them. Flash and Lato are uneasy, until Aura pops out.

AURA

Well, someone's been busy.

EXT: SURFACE OF OCEAN

Flash, Kala and several guards stand on the deck of Kala's skiff, which is next to Aura's shuttle. Various Aquan craft are parked in the water nearby.

FLASH

Kala, I don't...

KALA

My son's name was Kalar.

He holds a necklace for Flash to see.

KALA (CONT'D)

This symbol represents his name. When one of us... falls, another will carry it so the fallen may still walk beyond death.

He hands Flash the necklace.

KALA (CONT'D)

You will carry this, so my son can face Ming once again.

Flash pauses as the magnitude of Kala's words sink in.

FLASH

I swear, as long as I draw breath,
I'll fight for him. But what about
your people?

KALA

We must prove swifter than Ming's
justice, lest we all share Kalar's
fate.

AURA (OS)

That means it's time to go.

Aura has maneuvered her shuttle to within earshot. Flash
bows to Kala and jumps aboard Aura's ship.

WIPE TO:

INT:MINGO CITY-WAR ROOM

Ming sits at a console in his darkened War Room in front of
a giant wall-sized map displaying large icons representing
each of Mongo's many races and kingdoms, their various
conflicts and alliances represented accordingly with multi-
colored, flashing graphics. (Imagine a wall-sized game of
Risk, with overlaid, hi-tech satellite surveillance.)
Klytus enters the room.

KLYTUS

You sent for me, my lord?

MING

Klytus, what's wrong with this
picture?

KLYTUS

I must admit, it's quite a dramatic
change from yesterday.

Several areas of the board are blinking yellow.

MING (CONT'D)

How did Dale Arden escape?

Klytus moves to the console and keys in some information,
causing several security videos to appear.

KLYTUS

A small shuttle was stolen from one of the secondary hangars, two guards dead in the lower tunnels, four more found on the palace levels with broken necks.

One security video freezes on a slightly blurry still-frame of Thun and Dale boarding the shuttle.

MING

Thun. (long beat) They're probably headed for Ardentia.

On the war board, the Lionman icon changes from yellow to orange.

MING (CONT'D)

Aquans-- attacking Imperial soldiers; it's unthinkable!

The icon for Aquaria changes from green to blinking red.

MING (CONT'D)

Gordon's actually inciting open rebellion.

KLYTUS

Perhaps a show of force, in order to keep the other kingdoms in...

MING

Obviously, but something else... (beat) I have miscalculated... We must adjust.

KLYTUS

But certainly capturing Gordon must be our first priority?

MING

Of course, but how did he get away from Aquaria?

KLYTUS

(slight pause) We... believe Princess Aura aided in his escape.

MING

Hmm, That girl's hormones are going to get her into trouble. I wonder where she's hiding him?

Several possibilities, including Arboria, begin to blink yellow.

MING

Time to adjust tactics.

Ming draws a red line connecting the Lionman icon to the floating image for Sky City.

MING (CONT'D)

Call Vultan. We'll have the Hawkmen join the game.

WIPE TO:

INT:AURA'S SHUTTLE

Princess Aura pilots her shuttle through the oceans of Mongo. Flash sits beside her in the co-pilot's seat.

FLASH

Can you explain something?

AURA

Maybe.

FLASH

How come you're the only one around here not trying to kill me?

AURA

(grinning)

I liked what I saw today.

FLASH

What's that, a punching bag?

AURA

No, someone who helped a stranger, who stood up to a bully, someone who's not afraid.

FLASH

Someone who doesn't know when to shut up.

AURA

A real man, that's what I saw.

FLASH

Thanks. I appreciate the help.

AURA

I hope you're worth the effort.

FLASH

Don't you run the risk of angering your father over this?

AURA

Some things are worth the risk, wouldn't you say?

She flashes him a wicked smile.

FLASH

Hmmm. So where we headed?

AURA

I know a hiding place where you'll be safe. The man in charge there does whatever I say.

FLASH

I hope so, I've already dodged enough death threats for one day.

AURA

Welcome to Mongo.

FLASH

What do you know about Dale?

AURA

Forget about her, my father's already claimed her.

FLASH

(laughs)

No, I think she's slipperier than

that, she's already escaped the escape-proof palace.

AURA

Why do you care? She said she was not your woman.

FLASH

No, she's not, but I'd like to find out if she's okay. Can you help me?

AURA

She is... undeserving of your attention. I'm looking forward to getting to know you much better myself.

FLASH

Aura, I just want to make sure she's okay.

AURA

Maybe if you... cooperate, I might help.

She leans over and sensually rubs his arm.

AURA (CONT'D)

You were magnificent in the pit.

FLASH

I don't think your father shares your sense of admiration.

Her hand moves up his shoulder to his neck.

AURA

You leave him to me.

She has the back of his head now.

AURA (CONT'D)

I'll make sure he comes around, as long as you...

She pulls him strongly to her as she leans over and plants a long, slow, smoldering kiss on him.

AURA

...you know.

Flash leans back, smiling at her transparent motives.

FLASH
I think I do.

She begins to inspect his tattered clothes.

AURA
You must be starving and exhausted;
there's food in the back.

FLASH
You're kidding.

He yawns and moves to the back of the ship.

FLASH
I can't remember the last time I
ate...

He stretches out on the floor cushion of the rear cabin in complete exhaustion.

FLASH (TO HIMSELF)
...or slept. (to Aura) How long
before we get there?

AURA
Probably all night. We're traveling
underwater to stay out of sight. But I
can think of several wonderful ways to
pass the time if-

Flash, exhausted and out of it, is already snoring. Aura smiles to herself and closes the transparent door between cabins, muffling his snoring.

AURA
Oh well, plenty of time for that
once we reach Arboria.

The shuttle continues through the water.

INT:MINGO CITY-MING'S QUARTERS-DUSK

Ming and VULTAN, KING OF THE HAWKMEN are conferring in Ming's quarters. The sunset pours through enormous windows, rendering Vultan's large frame visible only in silhouette,

while Ming peruses a well-stocked dinner table.

MING

Vultan, I have a job for you. Find Dale Arden and return her to me. I also want your men to severely punish the Lionmen for aiding her escape.

VULTAN

Dammit Ming, you've got more ships and soldiers than anyone else on Mongo. Why drag us into this?

Ming takes a mouthful of food, talking while he eats.

MING

Tomorrow is an important day. In the morning, I will punish one city for allowing Gordon's escape; by midday, you will have returned Dale Arden, and by sunset, if Flash Gordon is not delivered to me, every creature of Mongo may feel my wrath, Sky City included.

Vultan ponders his lack of alternatives in silence.

MING

You realize of course this month's radium supply is not yet approved... Hard to stay afloat without it.

VULTAN

All right Ming. We'll do your dirty work for you one more time...

Vultan spreads his massive wings in preparation for departure.

VULTAN (CONT'D)

...but you'll owe us, do you hear me? You'll owe me!

Vultan turns and flies off into the fiery Mongo sunset, leaving Ming to chuckle evilly to himself as he picks up an over-sized drumstick from his table.

MING

Fat, stupid bird, I owe no one.

EXT:LIONMAN OUTPOST-DAWN

Campfire smoke trickles into the hushed sky of dawn from cave openings in the canyon face of a Lionman outpost. Most of the camp is fast asleep as a few guards armed with long Tonga blades (the standard oversized weapon of the lionmen) are posted about the perimeter. As the quiet morning approaches, several HAWKMEN scouts silently float downward, unnoticed, in preparation for an attack. One sentry hears the faint rustle of wings and turns, only to be gored to death by a Hawkman spear to his throat. Another lookout is impaled through his mid-section, but manages to sound an alarm. This sets off a chain reaction of alarms and shouts as Lionmen begin to pour from the caves to meet the several dozen Hawkmen now swooping in for the attack.

INT:THUN'S CAVE

Thun awakens Dale roughly.

THUN

Dale! Wake up, NOW!

DALE

What's wrong?

THUN

We've got to leave! We're under attack!

EXT:LIONMAN OUTPOST

The battle has intensified, as the Lionmen try to fight off their aerial attackers. The few Lionmen with energy weapons are quickly singled out and killed, making the rest easy targets for the airborne, spear-wielding Hawkmen. The few Lionmen with bolo-rifles have some luck in downing one or two Hawkmen, but not enough to make a difference in this bloody ambush.

Higher above, a separate party of four other Hawkmen observe the battle as they float near the clouds. One of them spots Dale and Thun through a pair of powerful electro-binoculars as they try to escape down a pathway along the side of the canyon.

HAWKMAN

There they are. Dive!!

The four Hawkmen dive at incredible speed toward the two figures, who are trying to avoid the remaining battle.

EXT:LEDGE OF CANYON

Thun, armed only with his Tonga-blade, leads Dale down a rocky ledge away from the battle.

DALE

But who are these Hawkmen, and why are they attacking you?

THUN

They often do Ming's dirty work. They are probably looking for you.

VOICE FROM ABOVE (OS)

You're so smart.

Thun looks up and is immediately lanced from behind by a spear which penetrates his left shoulder. He howls, turns, and launches his Tonga-blade, striking his attacker in the chest, who falls dead. He backs into the cliff face, breaking the spear's shaft, and pulls it out of his shoulder, immediately launching it at another Hawkman. His aim is true; the dead attacker falls to the ground nearby but Dale is gone, carried into the morning sky by the two other Hawkmen. Thun sinks to his knees in pain and shame as behind him, in the distance, the remaining Hawkmen break off the attack and fly into the clouds.

THUN

Flash, forgive me. You asked me only to protect your woman, and I failed you.

He lets out a plaintive roar as Dale and her captives disappear into the distant sky.

EXT:SKIES OVER ARBORIA

Aura's shuttle zooms through dense, tree-covered valleys brimming with varieties of exotic vegetation and peculiar animal life.

INT:AURA'S SHUTTLE

Aura and Flash travel in silence as Flash pilots the ship.

AURA

You're doing quite well.

FLASH

Thanks.

AURA

Why so silent?

FLASH

I was thinking about Kala's son. I can't believe Ming killed that boy in cold blood.

AURA

They don't call him Ming the Merciless for nothing. He even killed his own son once.

FLASH

What?

AURA

When I was a child, my older brother defied him once too often, and that was that.

FLASH

How can you live with him?

AURA

I'm sneakier than my brother was.

FLASH

I hope he doesn't do anything to Kala and his people.

AURA

If I know my father, Kala's whole city will pay for what he did.

FLASH

800 years. Do you people really live that long?

AURA

No, only Ming. No one's really sure how he does it.

FLASH

Not even you?

AURA

My father's very good at keeping secrets.

FLASH

Sounds like he's sneakier than you. In all that time, hasn't anyone ever been able to fight him?

AURA

Fight, yes. Win, no. He's a master strategist. He plays all the kingdoms against each other like pieces in a game. He keeps them so busy fighting their own little wars, there's no way they'll ever be a threat to him. His army is far too strong for any single kingdom.

FLASH

Why don't they form an alliance against him?

Aura laughs heartily at this ridiculous idea.

AURA

They fear Ming, but they hate each other. The different races can't even talk without trying to kill each other. Hatred has always been the fire that fuels Mongo.

FLASH

And I thought Earth was bad.

AURA

Good, we're here.

EXT:ARBORIA NEAR ARBOR CITY

The shuttle zooms toward Arbor City, now visible over a

rugged, tree-lined ridge. It rises in wooden, medieval splendor above the rest of the forest, built on the remains of a giant tree trunk.

The shuttle slows and arcs gracefully over the city proper, making its way past majestic gold and white spires to a landing pad near the perimeter of the city. As the craft lands and they both exit, Flash is in awe of his new surroundings.

FLASH

This place is gorgeous!

AURA

Yes, Arboria is one of the most beautiful places on Mongo.

FLASH

Arboria?

AURA

Yes, why?

FLASH

Who's the prince here?

BARIN (OS)

His name is Barin...

Prince Barin fumes at the far entrance to the landing pad. He draws his sword and steps toward Flash with blood in his eye.

BARIN

...and you're about to have a formal introduction.

Just as he nears Flash, Aura steps between them.

AURA

Barin, I swear if you touch him you can forget about me forever.

Barin ponders the threat for only a moment.

BARIN

Some things are worth the risk, don't you think?

He moves for Flash.

AURA

Barin, I mean it!

BARIN

Save it, Aura! I'm going to finish what I should have done in Aquaria...

AURA

Aquaria?

FLASH

We've already met.

BARIN (CONT'D)

...and then you and I are going to have a long talk about our future.

AURA

We have no future unless you leave him alone.

FLASH

Future?

BARIN

We're engaged, or didn't she tell you?

FLASH

Must have slipped her mind.

BARIN

I'm not surprised, she'll say or do anything to get what she wants; only this time it won't work.

Barin shoves her roughly out of the way and once again moves for Flash, but Aura quickly draws her energy whip and lashes at Barin's sword. The shock causes him to drop it as she again moves between the two men.

AURA

You're just jealous that I found someone strong enough to stand up to Ming, instead of a cowering, groveling...

FLASH

Hey, don't I get a say-so in this?

BARIN/AURA

No!!

Flash turns to a nearby archer while Barin and Aura continue their argument.

FLASH

Are they like this all the time?

ARCHER

Shut up, you. This is good stuff;
we enjoy it!

Barin and Aura haven't even come up for air.

BARIN

Ming wants him dead, and in case
you haven't noticed, he usually
gets whatever he wants.

AURA

Not this time.

BARIN

For once, Ming and I both want the
same thing, I'm going to make damn
sure we get it.

AURA

Once Ming calms down, I promise you
that...

The verbal bloodbath is interrupted as an alarm sounds; an aide scurries out to find Barin.

AIDE

Prince Barin, a transmission from
the Emperor!

Barin re-sheaths his sword and moves toward a viewscreen.

BARIN

Well Aura, let's see what your
father has to say.

FLASH

I can hardly wait.

A large viewscreen near the door of the landing pad displays Ming's Imperial symbol as an announcer begins the broadcast.

ANNOUNCER

This is a planet-wide transmission
from his Excellency, the Emperor
Ming.

The logo fades, replaced by Ming standing before an impressive set.

MING

Creatures of Mongo, I come before
you concerning a matter of grave
importance. Some of you have heard
of a new traveler to our world named
Flash Gordon.

FLASH

Uh oh.

MING (CONT'D)

He is a threat to all of us.
Recently, one of my subjects
disobeyed a direct order and released
this dangerous criminal. Any citizen
of Mongo that defies me is subject to
my law and any penalty that I decide.
Witness now the punishment one being
may bring down upon his entire
community.

Ming fades from the screen, only to be replaced by an image of Aquaria.

FLASH

No. Oh no.

MING (CONT'D)

Witness now the complete and utter
destruction of an entire city!

FLASH

NO!! YOU CAN'T!!

Nuclear mines drop like tiny pellets of gravel in an aquarium onto the underwater city and begin to explode, ripping the structures to shreds.

MING (VO)

This is the price of disobedience!
This is the penalty for defying the
will of Ming! This will happen to any
community found harboring a fugitive
from the emperor.

Ming's image reappears on the screen.

MING (CONT'D)

I hereby command that the rebel
Flash Gordon be returned to me at
once, dead or alive. Fail to obey
me, and you will share the fate of
Aquaria.

AURA

Flash, we can't...

But Flash is gone, heading back for the ship, his jaw set in
grim determination. Aura yells after him.

AURA

Flash, where are you going?

FLASH

To kill Ming.

BARIN

I don't think so.

FLASH

Didn't you see what he just did?

BARIN

Yes, and I won't give him a reason to
do it to us.

FLASH

You idiot! He doesn't need a reason.
He'll do it if he wants to. And you
people let him!

BARIN

What Ming does to my enemy is not my concern.

FLASH

Ming is your enemy!

BARIN

Everyone on Mongo is our enemy; right now, you're at the top of the list.

FLASH

Aura was right, you're Ming's little bitch on a leash, begging for scraps.

BARIN

You know nothing about Ming, or what he's capable of. This was just a taste, a sample of what he's done before. I hate Ming, but as long as he considers me an enemy, my people suffer, and I love my people too much to let that happen.

Flash turns without a reply and heads for the ship.

BARIN (CONT'D)

Gordon! Stop!

Flash whirls to face Barin again, incredulous.

FLASH

You don't get it, do you? A whole city is gone because of me, because a slave stood up for himself and let me go. I owe them my life, and I swear that's a debt Ming's gonna pay.

Flash turns to leave, but is stopped in his tracks as dozens of arrows whiz from above, encircling him as they imbed into the wooden platform around his feet. He looks into the nearby trees and sees a legion of long bowmen, all drawing a bead on him.

FLASH (CONT'D)

Nice.

One last arrow hits directly between his legs, just for good measure.

FLASH (CONT'D)

Real nice.

He addresses the archers above, hoping to find a more sympathetic ear than Barin's.

FLASH (CONT'D)

Arrows? That's what you've got, arrows? Ming has energy... weapons, and you've got sticks and stones. Don't you see what he's doing? Can't you see you're slaves? Ming is your enemy, and he's laughing at you and your mindless obedience. He's not afraid of arrows, and he's sure as hell not afraid of you, as long as you play his game by his rules.

During the speech, the tree bound Arborians turn to each other, their looks indicating that maybe this fellow makes a good point. Barin however, is having none of it.

BARIN

Tell me, did you make a similarly impassioned speech to Kala... before his city was destroyed?

Flash looks wordlessly at the ground.

BARIN (CONT'D)

Moral indignation is easy when it's not your people at risk; it's quite different when their lives are in your hands. These are my people, not yours; what I do, I do to protect them, to buy them time until we find a way to live free from Ming. Until then, I will make any sacrifice necessary, including "sucking up" to a bastard like Ming.

The assembled Arborians show their appreciation of their Prince with loud calls and shouts. Barin smiles, feeling he's won the battle with both Aura and Flash.

BARIN

Do you know how we're going to kill you?

FLASH

Gee, I hope it's something creative.

EXT:CLIFF OVER ARBORIA

Flash is hanging upside down from a gnarled old tree, dangling over a cliff which drops thousands of feet to a river below, feet tied, hands bound behind his back. Barin, Aura, and several other Arborians stand nearby.

BARIN

It's called the death fall. It is our most revered method of execution. If you survive, you go free.

Flash cranes his neck to look down at the river flowing thousands of feet below.

FLASH

Don't you have a monster in a pit, somewhere?

BARIN

As an enemy of Ming and a fugitive from Imperial justice, you have been sentenced to the Death Fall. Arboria will be greatly rewarded when Ming receives your corpse. Any last requests?

FLASH

Yeah, cut me down so I can kick your pompous ass off this cliff.

BARIN

Any last words?

FLASH

Aura, I thought you owned this guy?

AURA

Barin, I swear if you don't...

BARIN

Shut up! (to Flash) She can't help you.
No one can save you now. Executioner?

A massive, black-hooded archer picks up his mammoth bow.

BARIN (CONT'D)

Ready?

The executioner puts a thick arrow into place and swings his weapon into position.

BARIN (CONT'D)

Aim!

Sweat drips from Flash as the archer takes a careful bead on the rope.

BARIN (CONT'D)

FIRE!

The executioner's aim is true as the rope is sliced, sending Flash plummeting toward his death.

END FILM ONE-ROLL CREDITS

After the credit sequence, we see a brief trailer featuring images of:

- Hawkmen fighting Arborians (with rocket packs) in the trees of Arboria
- Sky City, Vultan's Throne Room, the Atomic Furnaces, Sky City under attack
- Flash fighting giant sand worms in the desert
- Zarkov in Imperial Uniform, sneaking onto a ship
- Thun and Flash entering Lion Valley
- Lionman party/celebration
- Frigia, Queen Fria, Frigian Snow Troopers, a giant Ice Dragon skiing down a mountainside riding its own tail like a toboggan, giant Ice Worms
- Mongo Council of War
- Aura, Ming, Klytus
- Flash being executed by Ming

As the trailer ends, we see the title...

FLASH GORDON ON MONGO
Coming Soon