

# Flash Gordon

teleplay by  
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FLASH GORDON  
EPISODE 1  
A Planet in Peril

A triumphant Wagnerian-like theme plays over OPENING CREDITS. Afterward, a TITLE CARD, white on black, appears:

"CHAPTER ONE: A PLANET IN PERIL"

FADE IN -

EXT: SPACE

EARTH reflected off the face of an ASTRONAUT'S HELMET. It appears close enough to touch. The lone astronaut, attached to the orbiting ISS STATION BY LIFELINE, struggles to replace a piece of the station's equipment. It is quiet and serene.

ASTRONAUT:

(with radio squawking)

Houston, I am now attempting to  
relocate service valve...

A HORRIFYING RUMBLING SOUND. FLAMING SHOTGUN LIKE PELLETS assault the station. INCONDECENT SHRAPNEL rips into the fuselage and solar panels. Tearing it to pieces. The lone astronaut's lifeline breaks; he spins off, suit leaking from multiple punctures.

EXT. ISS - SPACE

FIERY PELLETS shred through ISS logo, peeling the station down to its ribs. FIERY EXPLOSION.

EXT. SPACE

CLOSE ON THE ASTRONAUT as he twirls away from the space station. His helmet fogging. He gasps for air, retching, eyelids leaking blood. He tries to form words:

ASTRONAUT:

...help me...

The astronaut's SHOULDER-CAM angle spins end-over-end...

EXT. MANHATTAN ISLAND - SUNRISE

Establishing. The sun RISES over the BROOKLYN BRIDGE.

EXT. MANHATTEN - MORNING

TRAFFIC is ground to a halt. CAMERA MOVES into a cab. CARLOS, the cabbie, with a suited OFFICE WORKER, who's craning his neck out the window.

OFFICE WORKER:  
What's the hold up, my guy?

CARLOS:  
Well, ya know, it's Monday. Could be a  
shootin', could be a stabbin', could  
be some junkie schmuck in the middle  
of the street.. (shrugs)

A FIERY PROJECTILE the size of a dump truck SCREAMS through the  
sky and blasts through THREE HUGE BUILDINGS.

More projectiles EXPLODE in the intersection. People scream and  
run. Cars get thrown everywhere. Carlos's cab slams upside down  
into HARRY'S BAR.

ONE BLOCK DOWN. THE ENTIRE TOP FIVE STORIES -- A sheared  
section topples and hits the street below. Bricks, mortar, and  
gargoyles are everywhere. People SCREAMING and FALLING.

EXT. TOKYO - NIGHT  
The city of Tokyo spreads off into the horizon. A MILLION  
LIGHTS glow in the EARLY NIGHT. A COUPLE sits on a street  
overpass, romantically admiring the city view. TWO HUGE  
PROJECTILES scream down from the heavens. There is a bright  
FLASH as the city is DECIMATED.

EXT. LONDON - AFTERNOON  
The LONDON BRIDGE is congested with afternoon TRAFFIC. A  
PROJECTILE the size of a bus falls and smashes into BIG BEN,  
completely demolishing it. In the distance, TWO OTHER METEORS  
slam into THE CITYSCAPE in a fiery EXPLOSION of ash and debris.

INT - N.O.R.A.D. - CHEYENNE MOUNTAIN  
The U.S.'s Early Warning Air Defense. Two U.S.A.F RADAR  
TECHNICIANS are hunched over radar screens.

RADAR TECH 1:  
I have confirmation of strikes, one,  
two, three... twelve bogies...the  
whole board's lit up! They're coming  
down all over the world!

The RADAR TECH 2 hits a KLAXON, and stabs phone line buttons.

EXT. WASHINGTON D.C. - PENTAGON - DAY

Establishing, over which we hear RINGING PHONES.

EXT. PENTAGON - GENERAL BURTON'S OFFICE - DAY

Chaos in the corridors. GENERAL BURTON, Chairman of the Joint Chiefs of Staff, a man of stature, bursts out of his office, met by his SECRETARY.

SECRETARY:

We're receiving reports of mass destruction as far away as Beijing and parts of the Soviet Union! New York has gone dark! Heavy casualties in Kansas City, Miami, and Los Angeles.

BURTON:

Get me Professor Gordon.

They rush down the congested hall.

INT. MISSION CONTROL

PROFESSOR RAYMOND GORDON, a stoic-looking man in his late fifties, enters the room and sits down. HIS ASSISTANT hands him a secure phone. Gordon sinks into his chair. In the b.g., VIDEO MONITORS show twenty live feeds from T.V. stations across the country. All feeds are destruction and chaos.

PROF. GORDON:

...no, Madam Secretary, we know they're not missiles. It seems the comet knocked several asteroids out of their orbit when it passed through the belt. I won't candy coat the situation for you, Madam Secretary. The earth is doomed. The comet continues towards the earth. We estimate twenty-two days before collision. (He nods.) Of course. God's speed, Madam Secretary.

Burton ENTERS the office.

BURTON:

Professor Gordon. Now, it's dropping our own damn asteroids down on us. We need to come up with a plan on how to deflect that object out from our orbit. Where's Zarkov? He was all over this project when he first discovered the damn thing.

PROF. GORDON:

(scoffs)

Zarkov? Doctor Zarkov? The man is insane! His theories are preposterous!

BURTON:

How so?

ASSISTANT:

After the comet passed the orbit of Mars, Zarkov claimed it began to slow down.

BURTON:

(not believing a word)

It...it began to slow down?

PROF. GORDON:

He claimed. Zarkov also said to have received a transmission from outer space. From the comet itself. One word. Very garbled. "Mongo".

BURTON:

Mongo? Where's Zarkov now?

PROF. GORDON:

The CIA lost track of him when he entered Austria. (shrugs.) Guess he went back home. We did receive a phone message a few days ago from him. He was ranting. Most of it made no sense, said he did it. Said he completed his rocket ship.

Gordon's CELL PHONE chimes a notification. He looks at it. His demeanor becomes melancholy.

PROF. GORDON:

It's a message from my son, Flash.  
With the cancellation of the World  
Triathlon Tournaments in Italy, he's  
catching the next transcontinental  
flight, hoping to be here with me and  
his mother before the end.

WHIPE TO:

EXT. ESTABLISHING SHOT - SOMEWHERE OVER WEST EUROPE  
Dark STORM CLOUDS rumble and lightning FLASHES as a small  
CHALLENGER 601 jets through the turbulence.

TRAVELING SHOT - CHALLENGER JET

PANNING outside the jet, we see the CAPTAIN and CO-PILOT  
through the cockpit window piloting the plane. The camera  
TRAVELS along the side of the plane from the cockpit windows to  
the passenger windows where we see FLASH GORDON sitting  
pensively looking out his window. He is a twenty-one-year-old,  
blond youth. Athletic and handsome.

INT. CHALLENGER JET - PASSENGER CABIN

The cabin is filled with anxious passengers. FLASH sits in the  
middle of the passenger area. Across the aisle from him is DALE  
ARDEN, a twenty-year-old beauty with short, raven hair. She  
sits typing away on a laptop. He NOTICES her, checking her out.  
She completely ignores him as she works away.

FLASH notices the title of her work on her screen. It reads  
'EARTH DOOMED SAYS DR. HANS ZARKOV'.

He leans across the aisle and begins reading what she is  
writing. She turns the laptop away and scowls at him.

DALE:

Hey, buddy, personal space?

FLASH leans back into his seat, smiles coyly.

FLASH:

Sorry. It was that headline. I...

She turns the laptop screen back towards his view and glances at it.

DALE:

Oh, this? I'm writing on Dr. Zarkov.  
According to him, the meteor showers  
are apparently the beginning of the  
end.

A PASSENGER sitting in front of FLASH turns worriedly back to DALE. He is reading a newspaper with the headline, 'WORLD COMING TO AN END. Strange new planet rushing towards Earth - only miracle can save us, says science'

PASSENGER:

Zarkov's a lunatic, right? That  
planet's just going to pass us by,  
right?

FLASH:

Well, let's hope so.

DALE:

(She looks at Flash, points.)  
Hey, I know you. I tried to get an  
interview with you during the last  
Olympics. Three gold medals.  
Triathlon. Fencing. Wrestling. Made the  
headlines. Literal all-American  
everything. You're Alex Gordon. Son of  
Professor Raymond Gordon, chief  
engineer over at NASA...

FLASH:

(smiles that winning smile)  
My good friends call me Flash.

DALE:

(jokingly mocking. Smiles.)  
Do they? Okay, "Flash". What are you  
doing in Europe?



FLASH:

A postponed triathlon tournament in Naples. I know you, too. You're Dale Arden. Columnist and correspondent for the New York Times. You've been writing all about Doctor Zarkov. Is that why you're in Europe?

DALE:

Yep. The lead is he's holding up in Austria near Salzburg. When we transfer, I'll be getting off in Munich. Will you be continuing on?

FLASH:

Yeah, returning to D.C. What can you tell me about this Zarkov character?

DALE:

Well, he won the Nobel three years ago. Shortly after, he discovered that comet approaching us. Then, he went kind of haywire... started ranting we were under attack. He completely disappeared soon after he claimed to receive a radio transmission from outer space. Kept going on about something called 'Mongo'... Raving about the end of the world. Attacks from outer space.

EXT. CHALLENGER JET

Traveling shot as we follow the CHALLENGER. LIGHTNING FLASHES as the clouds BECOME DARKER.

FLAMING METEORS the size of baseballs begin falling from the sky around the plane. One HITS the left engine. The engine BURSTS into fire.

INT. COCKPIT TO SKY - POV

The PILOTS watch the meteor shower, transfixed with disbelief. They speak with that incredible calmness characteristic of professional airmen in a moment of impending catastrophe.

PILOT:

Any word from control at Munich, Sam?

CO-PILOT:

No. All channels dead.

(Reacting to the panel)

Get a load of the VOR's....

The directional needles and the instruments are going crazy. Displays flash impossible symbols. The PILOT gapes at them a moment, then returns his gaze to the burning engine and swallows.

PILOT:

Let's get the passengers out of here.

INT. CHALLENGER JET - CABIN - DAY

The CO-PILOT exits the cockpit and stands at the entrance to the cabin. The passengers stare back with rising anxiety. They see the worried look on his face.

CO-PILOT:

Ladies and gentlemen, we are attempting to make a landing at Munich Municipal Airport. Our right engine has been damaged. We can't tell what might happen. You'll find a parachute above every seat. We were ordered to bring them aboard in anticipation of any trouble.

The PASSENGERS quickly don their parachutes. DALE stands and yanks the parachute out of the storage above her.

DALE:

Like I know how to use one of these.

FLASH stands to help her.

FLASH:

Here, let me help you put it on. It's not that complicated.

She gives him a placating smile as Flash slips her into the straps of the parachute.

EXT. SKY - CHALLENGER JET - DAY

The sky becomes OMINOUSLY DARKER as larger meteors begin to rain around the smoking, dipping CHALLENGER.

INT. CHALLENGER JET - CABIN - DAY

The moment FLASH attaches the final strap to DALE, there is a THUNDEROUS NOISE as the entire back of the plane rips away. PASSENGERS SCREAM as each one is sucked out of the back of the plane.

DALE SCREAMS as both she and FLASH are YANKED OUT. FLASH pulls the parachute cord and hangs onto DALE'S straps for dear life as they descend to the mountains below.

FLASH:

Hang on!

DALE:

I'm not about to let go!

The damaged CHALLENGER JET is struck by another meteor and EXPLODES above them.

EXT. POV - SKY - SOMEWHERE ABOVE THE AUSTRIAN ALPS

The camera spins and shakes as we descend toward the dark and wooded stretch of mountains.

EXT. AUSTRIAN MOUNTAINS - FOREST - DAY

The wind blows FIERCELY as our two drop down below the tree line. They fall through branches of a tree and roughly stop, dangling a few feet above the ground. The parachute has become ENTANGLED in the branches of a large tree.

FLASH drops five feet to the ground. He looks up at DALE, opening his arms to catch her.

FLASH:

Press that button on the front strap.  
Don't worry, I'll got you.

DALE drops into FLASH'S arms. He smiles comforting at her as he puts her to her feet.

FLASH:

Nice trip. Gonna have to try that again, sometime.

Still rattled, she shakes her head.

DALE:

I swear if you weren't so damn charming...Where do you think we are?

FLASH glances around the forest. It is dark. The wind is howling and a rainstorm begins.

FLASH:

No idea. Definitely somewhere in the Austrian alps. Come on, we'll have to hitch another ride.

WIPE TO:

EXT. ZARKOV'S CHATEAU - DAY

A small, two-story GERMAN CHATEAU sits in a clearing in the woods. Bordered by a white picket fence, the lawn is unkempt and overgrown. Opened packing crates, old jet engines, and steel piping among other industrial junk can be seen scattered haphazardly about. The house looks abandoned save for the YELLOW LIGHT coming from the first-floor window.

FLASH and DALE approach the house through the front gate. They look at the house. A FLASH OF LIGHTNING reveals a scaffolding surrounding what appears to be a missile pointed toward the sky. It is haphazardly constructed. As if someone rammed the fuselage of an old RUSSIAN R-1 BALLISTIC MISSILE rocket up the rear end of a SPACE SHUTTLE'S COCKPIT and welded it together with scrap iron.

DALE points at it.

DALE:

Is that a rocket ship?

FLASH:

Sure looks like it. Some fool trying  
to fly to Mars?

The two approach the door and ring the doorbell. No answer.  
FLASH loudly knocks. The door opens to reveal a stout, bearded  
man. The man is DR. HANS ZARKOV: feverish looking and seemingly  
half mad with exhaustion.

ZARKOV:

What do you want? Who are you?

FLASH:

We didn't have time to send a calling  
card...

ZARKOV scoffs. He starts to close the door. Flash stops it with  
his hand.

FLASH:

Hey, hold up. Our plane was struck by  
a meteor. It crashed. We bailed out  
just in time. I mean, sorry if we're  
intruding. Parachutes aren't  
particular about where they set you  
down. Look, do you have a phone we  
might use so we could call for help?

ZARKOV huffs and turns. He walks into his house, leaving the  
door open. FLASH and DALE enter ZARKOV'S LABORATORY.

INT. ZARKOV'S CHATEAU - DAY

The inside eloquence and old-world charm of the furnished house  
are now CLUTTERED with a veritable junkyard of electrical and  
scientific machines, charts, stacks of paperwork, and random  
disorder.

As FLASH and DALE enter the house, DALE clutches FLASH'S arm  
and whispers.

DALE:

Flash, that's Dr. Hans Zarkov.

In the middle of the living room, the DISHEVELED SCIENTIST turns on the couple and, pulling a REVOLVER from the pocket of his lab coat, points it at FLASH and DALE.

FLASH:

Woah! Hold up! We're not here to hurt you!

ZARKOV:

Young man, like it or not, you're going with me.

FLASH:

Going? Where?

DALE:

Crazy, apparently.

ZARKOV:

I'm sorry you two were caught in the attack.

FLASH:

You mean the meteor shower?

ZARKOV:

Bah! You can call it that.

FLASH:

Call it whatever you want, you're the one with the gun. Look, we just need some help. My name's Flash Gordon. This is Miss-

DALE:

Dale Arden, reporter for the...

ZARKOV:

No interviews!

FLASH:

Does it matter now?

ZARKOV:

I suppose you have a point. Gordon? Professor Ray Gordon's son?

FLASH:

Yeah, that's right. And, that rocket out back makes you Hans Zarkov.

ZARKOV:

Ah, I see. Your father sent you to stop me!

FLASH:

Stop you? Stop you from what?

With the gun still aimed at FLASH and DALE, the doctor PULLS OPEN the thick drapes of a large, bay window. HUNDREDS of FLAMING METEORS rain down onto the burning landscape.

ZARKOV:

Young man, this world is doomed to destruction!

FLASH:

I know. My father thinks it's...

ZARKOV:

Your father thinks I'm mad! They all do!

FLASH:

Well, you're the one pointing the gun at us. Why don't you put it down and we can talk.

ZARKOV sighs. Lowering the pistol, he staggers over to a desk utterly exhausted.

ZARKOV:

I'm sorry. I'm so sorry. Please forgive me. I don't want to hurt anyone. For hours, I waited for my assistants, but they turned coward. (He turns to the couple with renewed vigor.) But, I'm telling you there is a way to save the earth! The comet rushing towards us is inhabited! If we can reach it in my rocket ship, I may

have found a way to divert its course  
to earth!

FLASH:  
Inhabited? With people? Are you certain?

ZARKOV:  
Without a doubt.

ZARKOV stumbles toward FLASH. Pleading.

ZARKOV:  
Young man, I need a fearless soul to  
help me! Will you go? It's the only  
chance to save every living thing on  
this planet.

FLASH quickly ponders the idea. He looks at DALE. He glances at  
the firestorm being created outside.

FLASH:  
It's a chance all right. Okay. Yeah,  
I'll bet on a long shot with you. When  
do we start?

A rush of relief overcomes the doctor.

ZARKOV:  
At once! There's no time to lose!

FLASH:  
What about Miss Dale? We have to get  
her somewhere safe.

ZARKOV points out at the approaching firestorm and falling  
meteors.

ZARKOV:  
There is no place of safety to be  
found on this earth!

FLASH glances down at DALE, smiles, and nods. There is  
definitely chemistry between the two. DALE nods back.



FLASH:

All right, then we'll take her with us.

ZARKOV:

What? Out of the question!

DALE:

I'm definitely not staying here! I'll go. Take me with you.

ZARKOV curtly shakes his head.

ZARKOV:

No!

FLASH:

Then, forget it. If she can't go, I don't go.

The noise outside becomes monstrously louder.

ZARKOV:

Fine! Into the ship! There's no time to waste!

The three race out a side door to the house.

EXT. ZARKOV'S CHATEAU - ROCKET SHIP - DAY

As the WINDS HOWL around them blowing dust and debris, the three race up the scaffolding to an open side hatch near the front of the rocket. In the b.g., on the horizon, a FIRESTORM burns through the forest as hundreds of FLAMING PROJECTILES streak across the leaden sky.

INT. ZARKOV'S ROCKET - COCKPIT - DAY

The three quickly enter the rocket's cockpit. Using a ladder, ZARKOV scampers up to one of three seats at the nose of the rocket.

ZARKOV:

Find a seat and strap yourselves in. Young man, you sit there. I need you to hold that lever down during lift-

off or we'll explode before leaving  
the stratosphere.

FLASH and DALE secure themselves. ZARKOV sits at the control seat, busying himself for liftoff. DALE and FLASH glance around at the cabin congested with wires and gages. It looks extremely thrown together.

FLASH:

Nice. Hey, doc, are you sure this  
thing will fly?

ZARKOV:

I experimented with models.

FLASH:

Really? Did they ever come back?

ZARKOV:

(flicking switches and pushing buttons)  
They weren't supposed to.

There is an enormous rumble as the rockets ignite.

EXT. ZARKOV'S ROCKET SHIP - DAY

With a tremendous roar, ZARKOV'S ROCKET SHIP lifts off and soars up toward space.

EXT. ZARKOV'S ROCKET

At accelerating speeds, the tiny rocket ZIPS UP away from the surface towards and past the camera through tumultuous thunderclouds and falling meteors.

INT. ZARKOV'S ROCKET - COCKPIT

Rapid cuts of the three in EXTREME PAIN from THE MASSIVE G-FORCES pressing down on their distorted faces.

EXT. SPACE

The PLANET EARTH, wrapped in storm clouds and flashes of both lightning and meteor strikes, fills half the screen as the TINY ROCKET races up above the stratosphere and into outer space.

INT. ZARKOV'S ROCKET - SPACE

ZARKOV flips switches and turns dials. DALE nervously holds FLASH'S hand as the violent shaking of the ship SUBSIDES.

ZARKOV:

We've just passed through the  
stratosphere. Look.

He smiles back at the terrified DALE and points out the window. She glances out hers and her face is both a mixture of awed BEAUTY AND TERROR.

EXT. SPACE - EARTH

The Earth quickly drops away bathed in golden sunlight. It is beautiful and definitely worth saving.

ZARKOV:

We are well on our way. You are free  
to move about the cabin. However, take  
precaution, we are at zero gravity.

FLASH:

(caringly)

Dale, feel like looking around?

DALE:

(She clutches his hand tighter)  
I'm fine right here.

ZARKOV flips a switch and a SMALL TV MONITOR snaps on. It is an image of THE COMET they are heading for.

ZARKOV:

This wandering comet - this planet,  
Mongo - you'll soon become better  
acquainted with it, I promise you.

DALE:

That's millions of miles away!

ZARKOV:

This rocket is powered by an Ion M-12  
engine...

FLASH:

I read an article online about that.  
Isn't it classified tech?

ZARKOV:

(coyly)

Not to its inventor. (His attention remains on the image of the comet on his screen.) That message I received from them, the meteor strikes, the earthquakes...

FLASH:

I don't understand, doc. You're saying the meteor storm was deliberate?

ZARKOV:

Deliberate as the destruction of earth if we fail in our mission.

DALE:

Wow! What a story I'll write when we get back!

FLASH:

If you get back.

ZARKOV:

If any of us get back. We must reach Mongo, contact its rulers, reason with them! There is no other way to save mother earth!

ZARKOV unstraps his seatbelt and floats over toward the rear of the cockpit. There is a LARGE, STEEL DEVICE of rivets connected to thick, black cables. It hums in an ominous way.

ZARKOV:

If all else fails. I will use this fission reactor which powers this rocket as a bomb and knock the comet out of orbit.

ZARKOV looks at the melancholy faces of his passengers.

ZARKOV:

Our three lives sacrificed to save billions.

WHIPE TO:

EXT. ZARKOV'S ROCKET - SPACE

The small rocket hurtles through the vastness of space. The camera follows it as it heads to the COMET looming in the near distance. The comet becomes larger as we approach it.

INT. ZARKOV'S ROCKET - COCKPIT

ZARKOV checks readings on several dials. Data information begins to SCROLL onto the screen of his computer monitor.

ZARKOV:

Hmmm. Most peculiar.

FLASH:

What is it?

ZARKOV:

This comet. It's twice the size of our moon, yet has a mass ratio as dense as the Earth. The gravity will be slightly less, but the same as back home. Oxygen. Nitrogen. Some unknown inert gasses.

FLASH:

Then we can breathe on it?

ZARKOV:

Yes. And walk on it. (ZARKOV looks FLASH up and down.) With its lower gravity, you will feel stronger, higher dexterity. What intrigues me, even more, is if the planetoid supports life, how did they survive traveling between solar systems without the warmth of a sun? Amazing.

DALE looks out the window. The cusp of the planet fills the view.

DALE:  
It's strange and beautiful.

WHIPE TO:

EXT. SPACE - MONGO

The TINY ROCKET races toward the grey, foreboding COMET. Shrouded in tumultuous clouds of grey, we are unable to see its surface. Its misty tail stretches hundreds of miles behind. A multitude of asteroids and rocky debris travel along with it.

INT. ZARKOV'S ROCKET - COCKPIT

ZARKOV looks with wonder at the approaching comet. He glances back at the awed faces of Flash and Dale.

ZARKOV:  
The answers we seek lie here. Young man, I need your help. Without reservations. Whatever the outcome.

FLASH:  
You can count on me, doc.

Shocked, DALE points at the front window.

DALE:  
Look out!

TWO ROCKET DRONES soar towards the cockpit window and split up, one left, one right. They resemble old submarine torpedoes with large, curved fins on either side. They FIRE LASER BLASTS as they pass.

EXT. MONGO - UPPER ATMOSPHERE - SPACE

ZARKOV'S ROCKET races past as the TWO DRONES turn and double back to continue the attack. The TWO DRONES rapidly release a series of laser bolts straight at the ENGINE CONE. It bursts into a million pieces.

INT. ZARKOV'S ROCKET - COCKPIT

The inside cockpit shakes violently as panels spark and explode. ZARKOV pulls levers and flips switches in a desperate attempt to control the rocket.

ZARKOV:

Hold on! We're going to crash!

Dale grabs Flash by the arm.

DALE:

Flash!

FLASH:

(He comforts her)

We're going to get through this!

EXT. MONGO - SPACE

ZARKOV'S ROCKET leaves a smoking spiral trail as it drops down into the grey clouds of THE PLANET.

EXT. MONGO - SKY

A great vista of a broken and desolate landscape. Jagged peaks of black rock and ash-filled craters. PIERCING through the grey overcast sky drops the spiraling ROCKET SHIP.

The ROCKET SHIP glides down and violently ricochets off the tip of a jagged peak.

INT. ZARKOV'S ROCKET - COCKPIT

The cockpit shakes intensely as the P.O.V. shot spins. DALE screams in terror. ZARKOV attempts to control the rocket's descent.

ZARKOV:

Hold on! This is it!

EXT. MONGO - SURFACE - DAY

In a gulley nestled in the craggy rocks, ZARKOV'S ROCKET slams into the ashy surface of the planet and SKIDS to a halt.

SILENCE.

The rocket settles, wrecked and smoking.

INT. ZARKOV'S ROCKET - MONGO - DAY

Inside, the cockpit is a shambles. FLASH, cut and bruised, unfastens his seat belt and leans over to an unconscious Dale. He gently shakes her.

FLASH:

Dale? Dale, are you all right?

She stirs. Groggily, she looks up at Flash and grins.

DALE:

I'm okay. I think.

FLASH turns and sees ZARKOV coming to. He has a bloody gash across his forehead. ZARKOV holds his head and moans.

FLASH:

Dr. Zarkov?

ZARKOV:

I'm not hurt, Flash. Just dinged up a bit.

FLASH:

We've made it to Mongo.

ZARKOV glances over the destroyed control board.

ZARKOV:

It's no use. Everything is smashed. We can't even radio back home. We have failed our mission.

FLASH:

No, doc, we're still alive.

EXT. ZARKOV'S ROCKET - GULLEY - MONGO - DAY

We see THE ROCKET laying in a smoldering ruin against the base of the canyon wall. There is growling as a LARGE SHADOW can be seen creeping toward the rocket.

INT. ZARKOV'S ROCKET - COCKPIT - DAY

Sadly, ZARKOV flips dead switches on the smashed control board to the rocket. It smokes and sparks.

ZARKOV:

Even the reactor is dead. I don't think...



DALE:

Oh!

FLASH:

What is it? What's the matter?

Dale SCREAMS.

A HUGE REPTILIAN FACE appears in the cockpit window. Everyone SCREAMS.

The rocket LURCHES - and we hear a deep GROWL.

The three hold tight, paralyzed.

The rocket is YANKED from the side to side. Battered this way and that, the terrified trio tightly grip their seats.

Finally, the horrible sounds of WRENCHING METAL as the nose of the rocket is RIPPED RIGHT OFF. Zarkov and Dale are suddenly sitting in the open air. Debris tumbles out the open end of the rocket.

Suddenly, a long snout with dagger-like teeth pushes past the cockpit seats, opens wide, and CLAMPS DOWN, barely missing Zarkov's head.

A large, SCALY HAND with long black talons reaches in and snatches up DALE. She screams as she is lifted out of the rocket.

EXT. ZARKOV'S ROCKET - GULLEY - MONGO - DAY

We see that it is a HUGE LIZARD, standing on two hind legs. Twenty feet in height. Though resembling a t-rex, it is not like any dinosaur from Earth, but no less monstrous. It ROARS at its prey.

FLASH quickly exits THE ROCKET from the rip THE LIZARD made and stands on top of the fuselage. FLASH grabs a steel beam and brandishes it like a club.

FLASH:

Hey!

THE LIZARD turns, and leans down, roaring its challenge to FLASH. With all his strength, FLASH whacks THE LIZARD across the temple with the steel beam. The beast roars in pain and drops DALE.

Quickly, FLASH leaps off the rocket, takes DALE by the hand, and the two run off, away from THE LIZARD. The GIANT LIZARD roars, turns, and begins charging after FLASH and DALE.

As the two race toward the end of the small ravine, ANOTHER GIANT LIZARD appears at its entrance. This one looks like a six-legged brontosaurus with a writhing head of a fanged and horned serpent. The BRONTO LIZARD roars its challenge to the T-REX LIZARD and charges like an enraged bull. The very ground SHAKES as FLASH and DALE barely scurry out of the way, hiding behind a large boulder. The two giant beasts begin to tear into each other.

ZARKOV creeps up and joins FLASH and DALE behind the boulder. The ground rumbles and the roars are deafening as the two colossal lizards fight.

ZARKOV:

Good thing those two are mad at each other.

Above the chaos of battle, we hear the distinctive sound of JETS ENGINES soaring overhead. ZARKOV looks up. DALE points skyward.

DALE:

Look!

EXT. SKY - MONGO

From their point of view, we see five rocket ships pass overhead in a v-formation. One breaks formation and dives downward.

The rocket, it looks like a stunted b-29 bomber except the wings are curved back into retro-looking fins and with powerful rockets at the back of a cylindrical fuselage, soars over the battling lizards. There is an ELECTRICAL CRACKLE as a white,

buzzing beam emits from the rocket, slicing the two beasts cleanly in half.

EXT. GULLEY - MONGO - DAY

The three watch in stunned amazement.

EXT. GULLEY - MONGO - DAY

The rocket lands. A side hatch slides open and four skeletal-framed ROBOTS covered in bronze-plated armor emerge. Each ROBOT is carrying a large and sinister-looking GATLING RIFLE.

Behind them emerges a man dressed in only what can be described as retro-roman centurion armor. Burnished chrome breastplate, black leather shorts, knee-high boots, crested helmet, and red cape. This is CAPTAIN MALO, commander of the Imperial Air Armada. He stops and stands, with fists on hips, at the base of the ship's ramp. His face is grimaced as he glances at the three hiding behind the boulder.

FLASH:

Come on. Let's find out who they are.

FLASH, DALE, and ZARKOV approach the aliens. FLASH smiles and says calmly.

FLASH:

Hello. Thank you for saving us. We're from the planet earth. We come in peace.

FLASH extends his hand in welcome. CAPTAIN MALO slaps his hand away and begins barking in a strange language.

CAPTAIN MALO:

Borkshein gootchen zork! Achzein, Ming!!

FLASH is taken aback by the apparent hostile gesture.

FLASH:

I don't understand...

Two of the MECHANICAL MEN approach ZARKOV and grab him. At the same time, CAPTAIN MALO snatches DALE roughly by the arm.

DALE:

Hey!

FLASH grabs MALO by the shoulder and spins him around.

FLASH:

Get your damn hands off her!

CAPTAIN MALO takes a swing at FLASH. He ducks the punch and lands his own across the captain's jaw. They begin to scuffle.

ZARKOV:

No! No, Flash! We must be taken to  
their rulers! The fate of the earth  
depends on it!

The four MECHANICAL MEN surround FLASH and point their rifles straight at his head. Reluctantly, he raises his hands in surrender. He glares at the captain. CAPTAIN MALO points at the open hatch of the rocket.

LEADER:

Okto shein tang! TANG!!

FLASH:

All right! But, you keep your goddamn  
hands off her!

The two MECHANICAL MEN seize FLASH by either arm as the other two grab ZARKOV. CAPTAIN MALO roughly takes DALE and yanks her with them. The three are led up the ramp into the alien rocket.

EXT. GULLEY - MONGO - DAY

With the whine of jet engines, THE ROCKET lifts up off the desolate surface of the planet and soars into the ever-grey overcast sky.

EXT. SKY - MONGO - DAY

Traveling shot. THE ROCKET soars at incredible speeds.

INT. ROCKET - MONGO - DAY

The inside of THE ROCKET resembles the inside fuselage of a WWII bomber. FLASH and DALE are locked in separate steel cages

as ZARKOV is roughly clamped into a flight chair by one of the MECHANICAL MEN.

The chair is attached to a myriad of strange medical devices. A SCIENTIST enters. He is bald, sickly-looking, with black goggles and a long white doctor's coat. With thick rubber gloves, he grabs what looks like a chrome pistol and points it at the back of ZARKOV'S head.

FLASH struggles to open the barred door to his cage.

FLASH:  
Hey! Leave him alone!

SCIENTIST:  
Shein zok chang!

The SCIENTIST pulls the trigger and shoots at the back of ZARKOV'S head. Zarkov winces in pain.

DALE:  
Hans!

FLASH:  
You son of a bitch! When I get out of here!

The SCIENTIST is talking to ZARKOV.

ZARKOV:  
No, Flash, I can understand him now!

SCIENTIST:  
(to Zarkov)  
A device has been inserted into your pathetic and primitive brain. You can now understand the words of Ming.

EXT. MONGO - DAY

THE ROCKET continues to travel over the desolate and arid surface of Mongo.

On the colorless horizon, a MAGNIFICENT CITY of burnished green domes and spires of crimson marble accented in gold trim rises

up out of the jagged mountain rock. Red banners with the emblem of a sun flutter under the ever-overcast sky. Though the main spires are eloquent, the outer rim of the city exposes a series of open sewers and squalid camps of poverty. This is MINGO CITY, the capital of Mongo.

C/U of man in tattered rags covered in grime. He looks up. Behind him, starving people in shanties of garbage mill about in mud and sewage. The camera then pans upward toward the pristine art-deco spires of the palace. The rocket races overhead into the mega-structure.

INT. ROCKET - MONGO - DAY

CAPTAIN MALO approaches with two MECHANICAL MEN and unlocks the cages holding FLASH, DALE, and ZARKOV.

FLASH:

What are you going to do with us?

CAPTAIN MALO:

If luck is on your side, you'll have a chance to fight in the tournament of death. That is unlikely, blond savage. Emperor Ming will have other plans for you.

FLASH:

You mean, he's going execute us?

CAPTAIN MALO:

No. He'll not make it that easy for the likes of you. Not Ming. He doesn't waste strong slaves. I am certain he'll have use for you in the radium mines beneath the city.

INT. MINGO CITY - HANGAR - DAY

THE ROCKET flies into a huge hangar. There are rows and rows of similarly shaped rockets parked in the cavernous area. A machine emits a beam of STROBING LIGHT which slows the rocket to a stop and then lowers it gently down onto a landing pad.

INT. ROCKET SHIP - HANGER - DAY

Zarkov gawks in amazement out the window.

ZARKOV:

Mein Gott! Some sort of anti-gravity ray? The technology of this world is more than I could have ever dreamed!

INT. HANGER - MINGO CITY - DAY

The hatch on the rocket opens, the ramp is lowered, and FLASH, DALE, AND ZARKOV are escorted across the hanger.

EXT. MINGO CITY - DAY

The group marches through the bustling streets of Mingo. The population cowers and hurries out of the way of the MECHANICAL MEN and their leader. BEGGARS and GAUDILY DRESSED CITIZENS stare at the strangers from the earth as they march past. FLASH, DALE, and ZARKOV gawk like tourists.

EXT. MINGO PALACE - STEPS - MINGO - CITY - DAY

FLASH, DALE, and ZARKOV are roughly shoved up a large flight of broad steps to a set of huge palace doors. The doors are flanked by massive sculptures of MING. The giant doors open. They enter.

INT. THRONE ROOM - MINGO PALACE - DAY

In an opulent hall of enormous pillars of red marble accented with gold, flanked by a row of ARMORED MEN on each side in precision, stand an ensemble of courtesans. The sight is striking. The COURTESANS are mutations of LION MEN, HAWK MEN, LIZARD MEN, and SHARK MEN mixed with human-looking individuals. All the mutants are dressed in ragged loincloths, leather straps, and brandishing scabbards for both sword and laser pistols, while the human assembly is in colorful attire of silks and furs, and jewels. Their attention is set at the head of the great hall.

Under a great winged gargoyle statue on a jade throne sits EMPEROR MING, the absolute Ruler of Mongo.

In front of him, stands a cowering noble. This is KING NURID, leader of a race of dark-skinned dwarves.

NURID:

My Emperor Ming, the people of my country are starving. The lizard men constantly raid our silos of grain. I humbly come before you begging for assistance.

MING:

You claim your citizens are hungry? Is that what you are saying, King Nurid?

NOBLE:

Yes, Emperor Ming.

MING:

And you wish for me to end your people's suffering?

NOBLE:

Please, my emperor! I beg you!

Ming flicks his finger ever so subtly. An ARMORED MAN approaches, draws his sword, and decapitates KING NURID. Blood gushes from his neck as his head rolls across the floor.

MING:

You will be hungry no longer, King Nurid. (He motions to an ARMORED MAN standing to his left.) Dispatch my air armada to their kingdom. Reduce everything to a burned-out cinder. Deliver me the heads of the royal family and place them on pikes at the city gates.

ARMORED MAN:

As you command, my emperor.

There is a resounding gong. All eyes fall on the main entrance to the throne room. The palace doors open, CAPTAIN MALO, along with FLASH, DALE, and ZARKOV enter with the four MECHANICAL MEN.

The entourage stops at the foot of the steps leading up to the elaborate throne. CAPTAIN MALO bows at the hips and salutes



with his hand up and out. MING acknowledges with a casual flip of his wrist.

CAPTAIN MALO:  
Your majesty, we have captured the  
earth people!

MING:  
Was there any resistance?

CAPTAIN MALO:  
No, your majesty. Except from the  
blond savage.

FLASH, DALE, and ZARKOV react to the decapitated body slump on the floor. CAPTAIN MALO turns to the three. He points to the floor.

CAPTAIN MALO:  
Kneel!

The MECHANICAL MEN on either side of FLASH attempt to make him kneel. FLASH punches CAPTAIN MALO in the face, who goes sliding across the palace floor. The MECHANICAL MEN raise their gatling rifles.

MING:  
No! Do not harm them! Let them stand!  
Bring the earth people closer.

The three are escorted up the steps and stand before MING.

MING:  
Why did you enter my kingdom?

ZARKOV:  
To save you from your ignorance.

MING:  
(turning crimson with rage)  
What? Your meaning?!

ZARKOV:

Your planet is rushing madly towards the earth from which we came. A collision could only mean destruction for both our worlds.

MING chuckles. He leans back, arching his fingers.

MING:

Incompetent buffoon. I control the absolute movement of this world. Mongo and your pathetic planet of ignorant savages will not collide. Our worlds will come close, however. Very close. When the two atmospheres touch, my superior air armada will swoop in and conquer all your primitive armies in a single campaign. Your planet will learn to serve me or be reduced to a burned-out cinder!

ZARKOV:

Mein Gott! Even a near miss would be catastrophic! Millions will die!

MING:

Exactly. It will disrupt your world. Destroy any resistance.

FLASH:

But, why?

MING:

(sneers)

Why not?

FLASH:

We've done nothing to you!

MING:

You exist -- and yet you pay no homage to Ming! What greater crime can be committed?

(beat)

What way brought you here?

ZARKOV:

In a rocket ship of my own design.

MING:

I see. You are a man of remarkable genius. I could use you. (To guards)  
Take this one to my laboratory.  
Award him everything he requires,  
except his freedom.

ZARKOV:

I will never serve a tyrant!

MING:

You will serve me. Willingly or  
otherwise. You are alive because I  
permit it. Remember this.

FLASH:

You can't get away with this! We  
don't obey dictators!

MING:

We will see if your strength is as  
great as your insolence! You are  
hereby condemned to the radium  
mines!

From behind the throne steps PRINCESS AURA, MING'S daughter.  
Young, voluptuous beyond her years, fiercely erotic.

FLASH can't take his eyes off her. No normal man could. FLASH  
swallows with a dry throat as AURA'S gaze devours him.  
She casts her sultry stare onto DALE. DALE doesn't like the way  
she looks at her and reacts. AURA glances her up and down in  
judgment, then looks at FLASH. Her eyes widen in lust. AURA  
approaches and leans into MING, stroking his ear.

AURA:

Father, if it pleases you, I desire  
that earthman for my own amusement.

MING:

You dare interrupt these  
proceedings, my daughter? It would  
have earned anyone else death.

She stomps her foot and pouts.

AURA:  
I am your daughter! My wishes are  
not to be questioned!

MING:  
Well said, daughter.

AURA:  
Then the earthman is mine?

MING:  
No. I think not.

AURA pouts as MING returns his attention to ZARKOV.

MING:  
Remove him. Take him to my laboratory.

Two guards escort ZARKOV out. This moves DALE.

DALE:  
Dr. Zarkov? (To Ming) How can you be  
so merciless?

Ming chuckles. Gestures toward a court page. The sickly-looking  
page approaches with a scribe pad.

MING:  
That amuses me! Let it be written  
into law. From henceforth my title  
will be Emperor Ming the Merciless.  
All will address me as such under  
penalty of death!

PAGE:  
It is written, it is done, Emperor  
Ming the Merciless, Ruler of Mongo!

The palace rings with an answering chorus: VOICES of all the ARMORED MEN and numerous others presently UNSEEN, including the mutated courtesans.

COURTESANS:  
Hail, Emperor Ming the Merciless!  
Ruler of the Universe!

Ming glares down at Dale. He leans forward on his throne.

MING:  
This earth woman pleases me. If she  
performs well, I may favor her.  
Abduct the girl to me.

FLASH tenses as two ARMORED MEN grab Dale by the arm. Dale pushes one away.

DALE:  
Get the hell off me!

The other ARMORED MAN grabs DALE, who quickly kicks him in the nuts. He bowls over. MING chuckles.

The two MECHANICAL MEN raise their rifles.

MING:  
Stop!  
(leeringly at DALE)  
Earthwoman, you amuse me more and more.

CAPTAIN MALO grabs Dale by the arm and leads her to stand in front of MING. MING raises to his feet. The robot guards keep Flash at bay.

MING:  
Your eyes. Your hair. Your skin.  
I've never seen the likes of you  
before. Oh, you are beautiful.

During this, he places a hand across her breast, down her stomach, and along her hips.

FLASH pulls himself free. He dashes up and grabs MING. FLASH then shoves him back down on his throne.

FLASH:  
Keep your goddamn, slimy hands off  
her, you perverted...

MING is crimson with fury.

MING:  
You touched me! How dare you touch me!

FLASH turns to CAPTAIN MALO who is holding DALE.

FLASH:  
And that goes for you, too!

FLASH punches MALO who goes flying, hitting the palace floor hard.

MING:  
Seize him!

Several of the ARMORED MEN race towards FLASH. He punches his way through until he reaches CAPTAIN MALO, who he just knocked out. FLASH snatches the SWORD from the captain's scabbard and begins slashing at the oncoming GUARDS. The ARMORED MEN draw their swords as FLASH somewhat clumsily hacks and slashes at them.

He backs down the flight of steps as MING stands and points.

MING:  
Toss this savage into the arena!

An ARMORED MAN at a control panel throws a switch.

Down in the middle of the throne room, the courtesans split onto either side as the floor opens to reveal a large and circular ARENA embedded into the palace floor. Along its smooth side, is a series of small bricks jetting out of the stone wall

from the rim down to its base. The floor of the arena itself is a series of metal grates.

CLOSE ANGLE - AURA

Wetting her lips, moving sinuously to WHISPER to the enraged MING.

AURA:

Don't kill him yet, father. Give him to me!

MING:

(eyebrows up)

And what of your Prince Barin?

AURA:

I can handle Barin.

MING:

Really, Aura - your appetites are too monstrous - even for our family. This could cause great trouble with Barin - I forbid it.

Still slashing at the ARMORED MEN with his sword, FLASH is backed to the ledge of the ARENA. He falls in.

DALE:

Flash!

MING:

He will not escape, my pretty one. For that savage is to provide us with rare sport.

AURA:

Father, a bargain. If he survives, he's mine!

MING:

If!

DALE scowls at AURA.

INT. ARENA - MINGO PALACE

Shaken, FLASH raises himself onto one knee and quickly takes in his surroundings. The ARENA is a ten-foot-deep pit in the palace floor. The walls are smooth marble and the floor is a series of metal grates. Opposite FLASH is a STEEL DOOR.

INT. THRONE ROOM - MINGO PALACE

MING casually raises his hand and a muscular slave in a loin cloth sounds a gong.

The ARMORED MAN at the control panel throws a lever.

INT. ARENA - MINGO PALACE

The barred door slides OPEN. Three muscular men slowly emerge. They are men, but with the heads of SNARLING BABOONS! They brandish long yellow fangs at FLASH as the young man tenses up, ready to defend himself.

INT. THRONE ROOM - MINGO CITY

A lizard woman and hawk woman hold DALE by the arms as she struggles to free herself to assist FLASH.

DALE:

Let me go!

INT. ARENA - MINGO PALACE

The three BABOON MEN circle FLASH, seizing him up. Snarling and baring fangs. They attack! FLASH punches the first who howls away like a feral beast. Another jumps onto FLASH who counter-fights with expert wrestling tactics.

MING looks on in bored disappointment.

Aura watches. Her ample chest heaving in lust.

DALE watches in both fear and admiring love.

The three BABOON MEN attack FLASH all at once. One sinks his fangs deep into Flash's shoulder as another tears away at his clothes and with claws, ripping into his flesh. The third hoots loudly as he claws at FLASH.

MING grins, arching his fingers.



FLASH rips himself free and flings his back against the wall. Bloodied and wounded, he renews his strategies strictly for survival. The three BABOON MEN hoot at him like feral beasts as they lurk in for the final assault.

The three BABOON MEN leap at FLASH. FLASH punches and kicks them away. One is punched so hard, he goes down.

INT. THRONE ROOM - MINGO PALACE

MING'S eyes turn to slits as his face flushes crimson in controlled rage.

MING:

He fights well, this earthman. But,  
he shall not escape the pit!

AURA:

No, father! I implore you! Not that!

As FLASH continues his struggle to survive, AURA races down the steps that lead to the throne and stands at the edge watching FLASH fight. Another BABOON MAN has slumped unconscious to the ground.

AURA dashes over and down the steps that lead down to the floor of the arena.

MING rises from his throne. He points at the arena.

MING:

Retrieve my daughter at once!

Five ARMORED MEN race down into the arena.

INT. ARENA - THRONE ROOM - MINGO PALACE

AURA stands next to FLASH. She clasps his muscular bicep. FLASH is exhausted, winded. He is smeared in grime and blood. His shirt has been completely ripped off and one pant leg is gone. Bloody scratches crisscross his glistening torso.

AURA looks up at her father.

AURA:

Father! He has earned the right to live!

One of the ARMORED MEN approaches AURA. FLASH punches him, sending the man careening across the arena against the wall. He falls unconscious.

The other ARMORED MEN fight FLASH. While they are in a scuffle, AURA runs over to the first downed guard and snatches a ray gun from his holster.

She turns and blasts the attacking ARMORED MEN.

INT. THRONE ROOM - MINGO CITY

MING is enraged! He snarls as he points down to Flash.

MING:

The pit!

INT. ARENA - MINGO PALACE

AURA stands next to FLASH. She raises the ray gun. A beam SHOOTs out and hits the ARMORED MAN at the control panel. The man is sliced completely in half by the ray. The CORPSE slumps down, the hand still grasping a lever, pulling it as he falls.

The section of the grated floor FLASH and AURA are standing on falls open and the two plummet downward.

DALE screams.

AURA and FLASH plummet down into a pit of darkness.

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
THE TUNNEL OF TERROR!"

Fade out. Credits.

FLASH GORDON  
EPISODE 2  
THE TUNNEL OF TERROR

A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Two:  
THE TUNNEL OF TERROR

A mysterious comet hurtling from the skies threatens to destroy the earth and forces Flash Gordon and Dale Arden into a rocket ship with Doctor Hans Zarkov in a mad attempt to reach the planet-sized comet and divert it from its course.

Crashing on the planet Mongo, Flash, Dale, and Zarkov are taken before the evil Emperor Ming who plans to add Earth to his chain of galactic conquests. The tyrant promptly imprisons Zarkov in his laboratory, and then, determined to win the beautiful Dale Arden for his bride, condemns Flash to fight to the death against huge ape-like mutants in an arena...

WHIPE TO:

INT. ARENA - THRONE ROOM - MINGO PALACE

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The section of the grated floor FLASH and AURA are standing on drops open and the two plummet downward.

DALE screams.

AURA and FLASH plummet down into a tube-like pit of darkness.

INT. THRONE ROOM - MINGO PALACE

MING points at another ARMORED MAN at the control panel.

MING:

Deploy the net! Rescue my daughter!

The ARMORED MAN pulls a wall lever at the control panel next to the sliced half corpse. He views a CONSOLE SCREEN above the control panel.

ANGLE: From above, in the static and gloom of the colorless CCV IMAGE, we see the backs of giant, slithering REPTILES in the dark. The silhouette of a mesh net slides across the image.

INT. TUNNEL OF TERROR - MINGO CITY

FLASH and AURA plummet down the dark shaft. They land on the MESH NET extended across the pit.

INT. THRONE ROOM - MINGO CITY

MING shoves the ARMORED MAN aside and glares at the image on the console. Fists clenched; he turns to CAPTAIN MALO.

MING:  
Captain Malo, they fell into the  
net! Make prisoners of them both!

CAPTAIN MALO and six MECHANICAL MEN exit the throne room through a side entrance.

Seething, MING approaches DALE. He clasps her chin.

MING:  
So very beautiful. Once I have  
destroyed every living thing on your  
pathetic planet, I will impregnate  
you with my own seed and your brood  
will repopulate the earth in the  
name of Ming!

DALE turns away in disgust. Ming signals TWO MUTANT WOMEN - one hawk-like and the other lizard-like.

MING:  
Escort her to the palace of  
pleasure. Prepare her for tonight's  
skirmish!

The TWO MUTANT WOMEN roughly grasp DALE by an arm each and lead her out of the throne room as MING sneers and exits.

WHIPE TO:

INT. TUNNEL OF TERROR - MINGO CITY  
FLASH stands on the mesh net. He glances up. Darkness. He glances down and sees AURA unconscious. He bends to her and gently shakes her. She comes to.

FLASH:  
Hey, you all right?

AURA:

Yes.

FLASH:

We fell into some kind of pit.

There is a SNARLING GROWL. The two look down through the mesh net. Twenty feet below are two LARGE, DINOSAUR-LIKE LIZARDS crawling about the gloom. We can barely see human bones and remains scattered about the moist floor of the pit next to the lizards.

FLASH:

Whoa! What the hell?!

AURA:

The Dagahra. The guardians of the pit!

FLASH looks about at the net.

FLASH:

Good thing this net's here.

AURA:

This is my father's doing.

One of the DAGAHRA leaps up and SNAPS a snout filled with dagger-like teeth at FLASH and AURA, barely missing them. The net is too high and just out of reach.

FLASH:

Look out! Be careful!

Unbothered, AURA rises and makes her way over to the wet stone wall of the pit. We can hear the DAGAHRA growling and snap below.

AURA:

We must escape out of here before the guards arrive!

FLASH:

How?

AURA:

There's a secret door. Here.

AURA pushes a small button on the wall. The wall in front of her clicks and slides open. She enters into the darkness of the opening.

AURA:  
Come, earthman! Quickly!

INT. PALACE HALL - MINGO CITY

CAPTAIN MALO and six MECHANICAL MEN rapidly march down a grand staircase. As they descend, the red marble of the palace ends; the ornate halls become roughhewn rock as the platoon enters the underground tunnels beneath the city.

INT. TUNNEL OF TERROR - MINGO CITY

With FLASH in hand, AURA leads them down a dim hallway. They approach a corner. AURA glances around the tunnel corner. It is EMPTY. At the end of the hall begins another grand STAIRCASE leading up into red-tiled ornate architecture.

AURA:  
This way!

The two run down the hall and up the stairs.

Atop the stairs, they race along an arched mezzanine lined with giant statues of warriors. AURA stops and pulls herself and FLASH back into a dark alcove behind a large bust of MING.

AURA:  
Listen!

The sound of the approaching guards.

FLASH presses AURA deeper into the alcove, against the wall. They hide in the shadows; chest to chest. FLASH keeps a vigilant eye out into the hallway.

FLASH:  
(whispers)  
I wonder what happened to Dale? Dr.  
Zarkov?



AURA:  
(whispers)  
Without a doubt, my father is holding  
them prisoner.

CAPTAIN MALO and his MECHANICAL MEN are approaching the point where FLASH and AURA are hiding.

AURA gazes wantonly up at FLASH, who is tensely keeping a vigilant eye on the approaching search party. She slides a hand along the exposed bicep of FLASH's dirty and bloodied arm.

AURA:  
(whispers)  
That earthwoman? Does she please you?

FLASH turns to AURA. They are nose to nose. Her beauty is intoxicating to FLASH'S senses. He stares into her eyes.

AURA:  
(whispers)  
If any part of me pleases you,  
earthman, I offer it to you...  
willingly.

FLASH swallows with a dry throat. He leans in, then suddenly turns to the passing guards.

FLASH:  
(whispers)  
Watch out!

CAPTAIN MALO and his MECHANICAL MEN march by and head down the flight of stairs AURA and FLASH came up.

FLASH grabs AURA by the arm.

FLASH:  
Let's go.

AURA races down the hall with FLASH behind her.

WHIPE TO:

INT. ATOMIC SHAFT - MONGO

ANGLE DOWN into an enormous shaft that seems to lead into the very core of the planet. Catwalks and bridges crisscross the great shaft. The walls are well-lit with observation decks, whirring machine generators, and gigantic chrome tesla devices shooting huge BOLTS OF ELECTRICITY up and down the shaft from one conduit to the next.

The camera pans down - way down - until it comes across an observation window. We see ZARKOV inside fiddling away on some machine.

INT. MING's LABORATORY - MONGO

The tiered laboratory is something straight out of an old Frankenstein movie set mixed with futuristic technology. Scattered consoles and worktables of bubbling test tubes are whirring, clicking machinery with flashing lights and crackling arcs of electricity.

ZARKOV, now dressed in a long-sleeved black tunic with a red emblem of a sun on the chest, black leather shorts, and boots, moves intently between a lit-up console and a series of switches. When he pulls a switch, one of the tesla coils bursts to life.

MING stands at the entrance observing the frantic ZARKOV. MING approaches the doctor.

MING:

Does my laboratory favor comparably  
to those on earth, Dr. Zarkov?

ZARKOV:

There is no comparison, your  
majesty! This? This is a scientist's  
paradise.

MING turns a dial on a control board. On a large wall monitor appears an image of the Earth.

MING:

Soon, very soon, doctor, the end  
will begin for your primitive  
civilization.

ZARKOV:

How can you even begin to justify  
this mad lust of yours? To simply  
destroy another world.

MING:

My good doctor, your planet will not  
be destroyed, only the useless  
civilization which infects it will  
be impaired. Instead of attacking  
outright, I am sparing millions of  
your people who might otherwise  
perish in an interplanetary war,  
allowing them to live...

ZARKOV:

...as you're slaves!

MING:

There must be order amongst the  
chaos, Dr. Zarkov.

ZARKOV stares at the flickering image of the earth, then, with  
true concern, turns to MING.

ZARKOV:

What has become of my two friends  
from the earth?

MING:

(chuckles)

Do not concern yourself, Doctor  
Zarkov, they are being well cared  
for...

WHIPE TO:

INT. PALACE OF PLEASURE - MINGO CITY

In a large room of gold and chrome art-deco design, lounging on cushions of silk, lay about twenty scantily clad WOMEN. Several are nude bathing in sunken tubs. They are giggling and watching the middle of the room.

Camera pans to see DALE kicking and fighting with the SLAVE WOMEN attempting to disrobe her.

DALE:

Stop! Get your hands off me! Stop!

There is a resounding GONG. All attention stops as the door to the chamber slides open and a STOOPED, OLD MAN ENTERS. Two MECHANICAL MEN stand at the door. The old man is dressed in robes of a priest, flowing black and red, high, cresting hat similar to a pope's. He is carrying a set of folded attire. This is the HIGH PRIEST of TAO.

HIGH PRIEST:

Rejoice, child! Your wedding has been sanctioned by the great god Tao. It will harken a new beginning for your people. Young girl, please put these on. His majesty, Ming the Merciless, will be arriving shortly to provide you with pleasures beyond your comprehension.

DALE:

That creep bastard comes anywhere near me, I will bite off whatever you goons have down there! (she snatches the clothes he offers from him and throws them back) I'm not putting on anything! And I'm not going to marry that asshole! You can tell that disgusting bag of garbage he can go to Hell!

The HIGH PRIEST smirks and exits.

INT. ATOMIC SHAFT - MONGO

We look down at the sheer immenseness of the man-made abyss. We see from a high distance that MING, ZARKOV, and two MECHANICAL

MEN walk along a wide balcony on the wall of the shaft. Huge turbines whirl as gigantic electrodes shoot arcs of electricity back and forth across the abyss.

ZARKOV:

Mein Gott! The amount of radioactive energy here is enough to power a thousand worlds!

They walk along a mezzanine displaying a row of large, glass tanks. In each tank, floating in translucent yellow liquid, we see a hawkman, a lizardman, a lionman, a shark man, and so on. Several scientists in black goggles and long, white doctor coats work about the tanks. Others stand at tables, dissecting corpses.

MING:

With each conquered world, I test the population. I experiment on their genetics to create subjects who are easier to bend to my will.

ZARKOV:

Those people in the throne room? You - you created them?

MING:

To an extent. I altered the original male and female. They breed as the rest. Thousands of years ago. The entire population of Mongo is a direct result of my experimentations with genetics.

They walk along a bridge spanning the shaft.

MING:

Our science has conquered the threat of mortality, doctor. I, myself, am over six thousand years old. No one dies of age on Mongo. Only through the impermanence of combat, or

attack by a random beast in the  
wild, does one find the long sleep.

On one side of the shaft, suspended by a network of girders, a  
HUGE MACHINE hums and spits arcs of electricity suspended by  
beams of light.

MING:

I am currently attempting to perfect  
certain radioactive isotopes, Doctor  
Zarkov, refined from my mines. An  
element not known on your earth.

MING approaches a terminal. Presses a button, turns a dial,  
flicks a switch. The console lights up streaming data. He  
motions for ZARKOV to read the stream. ZARKOV reels back in  
amazement.

ZARKOV:

You have achieved dark matter fission?!

MING:

Eons ago.

ZARKOV:

That is the source of your power! It  
is how you brought your entire  
planet into our solar system!

MING:

Very clever, Zarkov. You conclude  
then that my visit is no accident.  
That Mongo is no casual wanderer  
through the cosmos.

ZARKOV:

I have already warned the  
governments of earth of your attack!

MING:

And what was your reward, Doctor  
Zarkov? Did they cease their  
bickering and backstabbing to heed  
your forewarnings?

ZARKOV:

It does not mean they will not  
discover the truth for themselves.

MING:

They'll be laid to waste by then.

ZARKOV:

You'll never conquer Earth! Never!

MING:

Incompetent savage! I explained to  
you that was never my intention.  
Earth will destroy itself, with my  
aid. Which is why you are alive,  
Zarkov, to assist me.

ZARKOV:

Do you actually think I will help  
you destroy my own planet?!

MING violently grabs ZARKOV by the throat and begins choking him. ZARKOV struggles, but MING is more physically powerful than he lets on. The two MECHANICAL MEN point their rifles at ZARKOV'S head.

MING:

You have no choice, Zarkov! You will  
work willingly or as a mindless  
automaton to do my bidding!

WHIPE TO:

INT. TUNNEL OF TERROR - MINGO CITY

AURA leads FLASH down a hallway and into a small hangar. Parked in the middle of the hangar is a rocketship. Small, it is dull chrome and resembles a CESSNA with curved fins instead of wings. There is an open hatch on the side.

AURA and FLASH stand at the hatch.

AURA:

You will be safe in here, earthman. I will return once I have spoken to my father.

FLASH:

No, no, no. I don't think so. I'm going with you. I have to find out what happened to Dale.

AURA:

I forbid it. You will only cause great harm, earthman. The wrath of my father should not be taken lightly. I, alone, can save your female.

AURA gestures to the open hatch. Begrudgingly, FLASH climbs up into the rocketship. AURA snaps the hatch closed and locks it. She kicks away the hatch steps.

INT. ROCKETSHIP - HANGAR

FLASH is looking through the small porthole in the hatch. He attempts to open it, then bangs on it.

FLASH:

Hey! Let me out of here!

INT. HANGAR - MINGO CITY

AURA begins to back away from the rocketship, keeping her eyes on FLASH.

AURA:

You will remain here until after my father weds the earth girl. You will never see Dale Arden again.

She runs off into the palace.

INT. ROCKETSHIP - HANGAR - MINGO CITY

The inside cabin of the rocket is bare. There is an "engine" towards the back with pipes and conduits leading through the exposed, curved grillwork of the fuselage up to a single pilot



seat behind a control panel. Across from the hatch there is a locker attached to the side.

FLASH momentarily watches as AURA disappears around a corner. He stands, shaking his head in frustration. He looks around the cabin. Opening the locker, he pulls out a blue, long sleeved tunic, a pair of black leather shorts, and boots. He glances down at his filthy and shredded clothes. FLASH begins to undress.

WHIPE TO:

INT. MING'S LABORATORY - MINGO CITY

Escorted by the two MECHANICAL MEN, MING and ZARKOV return to the laboratory.

MING:

...you will design for me a way of  
harnessing the positronic rays of  
the...

The HIGH PRIEST walks into the laboratory. He approaches MING and bows. MING sneers at being interrupted and nods.

HIGH PRIEST:

The earth girl refuses to obey your  
royal commands, my emperor.

MING:

What?! She refuses to become my bride?

HIGH PRIEST:

It appears so, your majesty.

MING:

Very well. As High Priest, you know  
what to do.

HIGH PRIEST:

Your majesty? You don't mean the de-  
humanizer?

MING:

Precisely what I mean.

HIGH PRIEST:  
But, the danger of cerebral  
aneurysms or seizures...

MING:  
Not if you see to it that the  
hypnotic symptoms lasts only long  
enough for you to perform the  
marriage ceremony.

MING waves the HIGH PRIEST away.

MING:  
Oh, and priest. If she dies, I will  
see to it you die a million times  
over.

The HIGH PRIEST bows and slinks away. MING notices the dismay  
on ZARKOV'S face. MING approaches the doctor menacingly.

MING:  
Science will overcome all things.  
Even human emotion.

WHIPE TO:

INT. ROCKETSHIP - HANGAR - MINGO CITY  
FLASH is dressed in the uniform he found in the locker. After  
adjusting the tunic here and there, he casually sits in the  
pilot's seat. It is both archaic instruments and high-tech.  
Switches, dials, levers, and vacuum tubes mixed with LED light  
monitors and screens.

FLASH looks the panel over. Flips a switch. Nothing. Turns a  
dial. Nothing. Pushes a button. The control panels spring to  
life. The generator in the back hums.

FLASH:  
Cool.

CUT TO:

INT: MING'S LABORATORY - MINGO CITY

An ARMORED MAN rushes in and salutes MING.

ARMORED MAN:

Your majesty! The gyro-ships of the  
lionmen rapidly approach Mingo City  
in attack formation!

MING, followed by the ARMORED MAN and ZARKOV, walks over to a large monitor on the wall. A SERVANT flips a switch. WE see spinning, flying-saucer like objects approaching.

EXT. MINGO CITY - SKY

In a lined formation, a group of ten gyro-ships spin towards the awaiting palace. About the size of a garbage truck, these chrome and spinning flying saucer-like ships have no discernible windows. With a dome on top and bottom, the disc sections spin opposite one another.

As the gyro-ships reach the outer gates of the city, they begin dropping bombs onto the spires below.

EXT. MINGO CITY - STREETS - DAY

The people in the city streets scream and run as explosions rain around them and walls topple.

INT. ROCKETSHIP - HANGAR - MINGO CITY

Though the image is crude on the small monitor next to the control panel, FLASH watches as the gyro-ships bomb the city. Outside, he can hear the dull thud of explosions.

FLASH:

(to himself)

Wow. Wait! They're heading to the  
palace! Dale!

Flash begins pulling leavers and flipping switches at random. There is an enormous ROAR as the rockets activate.

EXT. HANGAR - MINGO CITY

The small rocketship blasts out of the hanger and soars up towards the gyro-ships.

EXT. MINGO CITY - SKY - DAY

The gyro-ships begin a SECOND BOMBARDMENT as they drop more bowling ball-sized bombs onto the city below. EXPLOSIONS rip into the city.

EXT. MINGO CITY - STREETS

PEOPLE scream and run as the bombs EXPLODE. FIRE BURSTS across the screen as BODY PARTS and DEBRIS are flung around the city streets.

EXT. SKY - MINGO CITY - DAY

FLASH'S rocketship does a LOOP around the gyro-ships. It is obvious the pilot is inexperienced. The rocket spins and dips as it circles.

INT: ROCKETSHIP - SKY

FLASH continues to pull levers and flip switches at random as he grasps the yolk on the control panel. He locates a button on the yolk and presses it. There is the sound of ARCING ELECTRICITY.

EXT: SKY - MINGO CITY - DAY

A red beam of light flashes out from the rocketship and EXPLODES one of the gyro-ships. A second beam shoots at another, but misses.

INT. MING'S LABORATORY - MINGO CITY

MING, the ARMORED MAN, the SERVANT, and ZARKOV stand in front of the huge wall monitor watching the aerial battle. MING wrings his hands.

MING:

Ah! Observe, Zarkov! That gallant pilot single-handedly speeds to my defense!

ZARKOV:

He is indeed a brave man.

MING:

And will be royally rewarded if he survives this fight.

(to the ARMORED MAN)

Order out the rest of the aerial fleet to help him.

EXT. SKY - MINGO CITY - DAY

FLASH'S ROCKET swings around in a spiraling loop and fires on another gyro-ship. It EXPLODES.

One of the gyro-ships breaks formation and starts chasing FLASH. The Gyro-ship begins shooting ray beams at FLASH'S ROCKET. FLASH flies so erratically, making him hard to hit.

FLASH loops around behind the pursuing gyro-ship and begins firing ray blasts.

The gyro-ship dodges the shots and zips straight at FLASH'S ROCKET, ramming into it! Lodged into one another, the mid-air collision causes both craft to fall and smash into the side of a jagged mountain below.

EXT. MONGO - SURFACE - DAY

The rocketship and gyro-ship lay crumpled and smoking at the side of the rock formation. FLASH flings open the side hatch of his rocket and stumbles out of the smoking wreck.

He staggers back. Amazed he's still alive, FLASH glances at the two crashed ships, he hears a TREMENDOUS ROAR.

From out of the wrecked gyro-ship climbs a LARGE MAN with the physique of a bodybuilder, however, he has the head and mane of a lion! He is dressed in no more than an ornate loin cloth, leather straps holding a sword, and leather sandals. At first sight, he is actually terrifying. This is THUN, PRINCE OF THE LIONMEN.

When he sees FLASH standing there, THUN issues an ear-shattering ROAR at the earthman. It is obvious THUN is hurt from the crash. He holds his abdomen. The lionman draws his sword and charges at FLASH. FLASH dodges and rolls out of the way, expertly kicking the lionman's footing. THUN falls and rolls, dropping his sword.

FLASH grabs the sword and points the tip at the downed lionman's throat. There is a tense beat as THUN glares at his victor.

THUN:  
If you're going to kill me, then kill me!

FLASH moves the sword away from the lionman. THUN looks bewildered.

FLASH:  
I fought you only to save my friends who are being kept prisoners in Ming's palace.

THUN:  
Then, you are not an ally of Ming?

FLASH:  
(smiles)  
Ally? Not even close.  
(He extends a hand and helps THUN to his feet.)  
That asshole's been trying to kill me ever since I landed here.

FLASH hands THUN his sword, who promptly sheeves it.

THUN:  
I am Thun, Prince of the lionman.  
Ming is also my enemy.

FLASH:  
I'm Flash Gordon, from the planet you guys are going to crash into.

THUN:  
I do not understand your meaning, earthman. However, you have spared my life and in return, I will help you free the prisoners of whom you speak.

FLASH:

Thanks!  
(he extends a hand in friendship)  
I'll need all the help I can get!

THUN grasps Flash by the forearm and they shake. FLASH smiles.  
THUN nods. There is the ROAR of ROCKETS. Both glance up.

EXT. SKY - MONGO

ANGLE ON: fleet of rockets, similar to the one which took  
FLASH, DALE, and ZARKOV prisoner, swoop in like fighter jets,  
and unleash a barrage of laser blasts at the remaining gyro-  
ships. The smaller gyro-ships are no match as they are one-by-  
one blown out of the sky.

The remaining gyro-ships begin to flee as the fleet of MING'S  
ROCKETS follow in pursuit, firing as they go.

EXT. SURFACE - MONGO - DAY

THUN sadly watches as his ships are destroyed. He growls.

THUN:  
Ming is merciless and all-powerful.  
He can only be taken by surprise.

FLASH glances up at the towers of Mingo City. His anger  
mounting.

FLASH:  
I got a surprise for him all right.  
Is there any way we can get into the  
city from here?

THUN:  
Come! I know of a secret passage that  
leads to the palace.

INT. MINGO CITY - PALACE

DALE is dragged down a hall and forced into an elevator by four  
ARMORED MEN. She is dressed in the ceremonial gown the HIGH  
PRIEST had brought earlier.

DALE:

Keep your filthy hands off me! Let  
me go! This place is an insane  
asylum! Let me go!

INT. LOWER LEVELS - MINGO CITY

DALE is dragged kicking and screaming to a room. The door  
slides open and she is SHOVED in.

She surveys the room. There is a sinister-looking CHAIR hooked  
up to a series of chrome gizmos and electrodes. Across from the  
chair is an elaborate altar with a statue of a grimacing, six-  
armed deity - this is the Mongo god TAO. The HIGH PRIEST stands  
next to a control board as a burly, shirtless man in black  
leather shorts and a black hood approaches her.

DALE:  
(terrified)  
Now, look here, buddy, I'm not into  
that S&M stuff...

The HOODED MAN backhands her across the face. DALE drops from  
the blow.

HIGH PRIEST:  
Easy, Torgo. If you damage her, the  
emperor will have both of us  
executed. No visible bruises!

TORGO grabs DALE and drags her over to the chair. He STRAPS her  
in. DALE doesn't like the looks of this.

DALE:  
Please! Please don't do this!

The HIGH PRIEST looms over her, smirking down at her.

HIGH PRIEST:  
I must admit. The emperor outdid  
himself. You are a beauty.

DALE:  
What has become of Flash Gordon? Please?

HIGH PRIEST:



You will never see the earthman  
again. But, you will not miss him. By  
the grace of the great god Tao, you  
will forget him, forever.

Dale begins to sob. The glistening back of TORGO enters and  
fills the screen as he approaches DALE. We hear DALE SCREAM.

WHIPE TO:

EXT. MINGO CITY - SLUMS - DAY

THUN leads FLASH through the steaming, garbage-infested  
outskirts of the city. Hundreds of SHANTIES constructed from  
garbage sit on both sides of a muck-lined street. RESIDENTS  
mill about, rumaging through HEAPS of REFUSE. STARVING CHILDREN  
gaze up at FLASH as he passes. GRIMY, EMACIATED MEN with white  
eyes lay in FILTH. THUN notices FLASH looking at them.

THUN:

They are the unfortunates who worked  
in the mines under the palace. The  
radiation from the ore burns cold  
making flesh rot, eyes blind. The  
tyrant Ming has a lot to answer for.

THUN growls.

FLASH:

Tell me about this Ming.

THUN:

What's to tell? He is the emperor of  
the universe, or so he calls  
himself. He is the absolute ruler of  
this world. Though there are a few  
he hasn't completely convinced.

FLASH:

Like you and your lionmen?

THUN:

If it were not for Ming, Prince Barin of Arboria would be emperor of Mongo.

FLASH:

Then team up with Prince Barin. Take this Ming out.

THUN:

It would be no improvement if you ask me. The Arborians hunt us lionmen for sport. Ming is too clever to rely on brute strength alone to remain in power. He keeps every race on Mongo an enemy of every other race. Each man stands alone, distrusting one another, even members of his own kingdom. There is a saying on Mongo: Separate and destroy.

FLASH:

On our world, it's divide and conquer. The oldest trick played by any tyrant.

THUN:

Keep down!

FILTHY WATER trickles out of a large STEEL DUCT jutting from the huge PALACE WALL. One ARMORED MAN holding a LASER RIFLE stands guard at the grate. He is eating bread. He tosses the remaining portion onto the ground like feeding ducks in a pond and watches in amusement as DIRTY CHILDREN fight over the scraps.

FLASH sneaks up behind the ARMORED MAN watching the scuffling CHILDREN. FLASH grabs the ARMORED MAN in a vice-like CHOKE HOLD. THE GUARD drops his chrome rifle. THUN picks it up. The ARMORED MAN struggles, but cannot loosen FLASH's grip.

FLASH:

Lead us into the palace! To Zarkov!  
The scientist from the earth!

The ARMORED GUARD sneers at the lionman.

ARMORED GUARD:  
I do not assist mutant filth!

FLASH:  
Take us into the palace and we'll  
spare you!

THUN draws his sword and buries it into the ARMORED MAN's  
exposed midriff. Blood and intestines SPILL onto the dusty  
ground. FLASH releases the CORPSE in disgust.

FLASH:  
Goddamn, Thun! Why did you - ?

THUN enters the SEWAGE DUCT.

THUN:  
Come. We'll find our own way.

WHIPE TO:

INT. THRONE ROOM - MINGO CITY - DAY  
MING sits on his throne as there is a resounding GONG. The  
throne room doors slide open and the PRINCESS AURA strides in  
escorted by two Amazonian FRIGIAN WARRIORS.

MING is furious.

MING:  
What have you done with the  
earthman, Gordon?

AURA:  
I will not tell you. Unless...you  
decree his life is to be spared.

MING:  
It is not enough that you make a  
fool of me before my soldiers when I  
ordered his death! Very well, you  
shall be taken by these two warriors

to the ice kingdom of Frigia where  
you shall serve as a common soldier  
in their army! Away with her!

The two FRIGIAN WARRIORS take AURA by the arms and lead her out  
of the throne room.

AURA:  
No, father! No!

WHIPE TO:

INT. SEWAGE DUCT - MINGO CITY

THUN and FLASH creep through the dark, dripping sewage tunnel.

THUN:  
Keep vigilant, Flash. These tunnels  
are guarded by vicious beasts.

They come upon a grated VENTILATION shaft. THUN puts his paws  
up to it.

THUN:  
Feel that? Air being vented out of  
the palace. This is how we get in.

THUN removes the grate and he and FLASH enter the VENTILATION  
SHAFT.

WHIPE TO:

INT. LOWER LEVELS - MINGO CITY

The HIGH PRIEST stands in front of the statue of Tao with arms  
outstretched.

HIGH PRIEST:  
Oh mighty Tao, destroyer of worlds,  
creator of the infinite, bless this  
alien and consummate the wedding  
between Emperor Ming the Merciless  
and the earth girl, Dale Arden. Bring  
forth your dark shadow and reveal to

us if this wedding shall bear fruit  
in your all-seeing eyes.

DALE is being strapped into the SINISTER-looking MACHINE.  
Needles, probes, and thick black cables surround its dull  
chrome chassis.

DALE:  
Let me go, you bastards! I'm not  
marrying him!

TORGO activates the "de-humanizer". It emits a low hum followed  
by clicks and whirs. Enormous bolts of electricity arc around  
DALE as TORGO adjusts the CONTROLS. From an ELECTRODE, a  
pulsating beam of light ENTERS DALE'S FOREHEAD.

TORGO reads spinning dials and flashing buttons.

TORGO:  
By the Shades, her resistance is  
amazing!

DALE:  
Fla...Flash...

HIGH PRIEST:  
Crank it up to ten!

TORGO turns a dial and the tesla-like electricity along with  
the strobing beam INTENSIFIES as incandescent rings of light  
strobe up and down DALE's body. DALE screams!

WHIPE TO:

INT. MING'S LABORATORY - MINGO CITY  
ZARKOV and a WHITE COATED SCIENTIST work on some bubbling test  
tubes. Suddenly, the GRATE on the wall CRASHES off and FLASH  
steps through followed by THUN.

FLASH:  
Zarkov!

ZARKOV:  
Mein Gott! Flash! You're still alive!!

FLASH:  
That's right. I had some help.  
(to THUN)  
This is Thun, a friend.

ZARKOV nods at THUN, then grabs FLASH by the arm.

ZARKOV:  
Flash! The course of this planet has  
been altered! The earth will not be  
destroyed.

FLASH:  
Finally some good news out of this  
nightmare. Dale! Where's Dale?

ZARKOV:  
Ming has ordered her prepared for some ordeal.  
The High Priest came here to report to Ming and  
I believe Ming is going to force Dale to become  
his wife.

FLASH:  
What?! We have to find her at once!

They hear a SOUND as the large monitor on the wall comes to  
life. A b/w static image of TORGO appears. Behind him, we can  
see a comatose DALE as light rings strobe up and down her  
torso. The HIGH PRIEST is in front of the altar, gesticulating  
and babbling incoherent religious prattle.

TORGO:  
The earthgirl is stubborn. However,  
inform his majesty she will fully  
succumb to the transformation in a  
matter of a few more minutes.

Ballistic at seeing DALE, FLASH leaps onto the MINGO SCIENTIST  
and begins to throttle him. The sickly-looking SCIENTIST gags.

FLASH:  
Take me to the High Priest!

SCIENTIST:

I will not! The passage to the  
Temple of Tao is guarded by Gorgoth!

FLASH tightens his grip. THUN roars threateningly in the  
SCIENTISTS' terrified face.

FLASH:

Goddamn it! Take me there, now!

SCIENTIST:

Very well! I will lead you to the  
tunnel, but shall not enter!

ZARKOV:

I will join you!

FLASH:

Thun and I will go. That air vent is  
our only secure way out of here. You  
stay here and we'll be back.

FLASH, THUN, and the SCIENTIST exit the lab.

WHIPE TO:

INT. TUNNEL OF TERROR - MINGO CITY

FLASH, THUN, and the captured SCIENTIST creep down a flight of  
stairs. The SCIENTIST leads them to a large STEEL DOOR.

SCIENTIST:

(to FLASH)

What strange manner of mutant are  
you? And in league with a lionman?  
You are like nothing I've  
experimented on.

THUN:

And you've experimented on every  
living thing haven't you?

SCIENTIST:

Only those test subjects who  
furnished me with the scientific

knowledge I required. Like you and your lionmen, Prince Thun.

THUN:  
So, you know who I am.

SCIENTIST:  
Indeed. And your attack on Mingo City and allegiance with this alien mutant will only bring down Ming's wrath upon your kingdom like a death hammer.

THUN:  
Ming and I will settle our differences in due time.

SCIENTIST:  
(to FLASH)  
And who are you? Whence you came?

FLASH:  
From earth.

SCIENTIST:  
Ah, indeed, Ming's next conquest. I look forward to dissecting your people. To see what interesting altercations I can devise with your alien DNA.  
(the SCIENTIST stops at a HUGE STEEL DOOR)  
Who you seek lies beyond this door.  
The tunnel of terror is guarded by a foul beast who devours man-flesh!  
The Gorgoth! I will not enter!

THUN growls, lifts his ray rifle, and CUTS the SCIENTIST in half. FLASH watches in disgust as the two halves of the corpse slide to the floor.

THUN:  
Then your usefulness has expired!



FLASH:

Damn. Remind me to never piss you off.

THUN glances nervously at the HUGE, STEEL DOOR.

THUN:

I have heard talk of a savage beast  
who prowls these catacombs,  
earthman. With teeth like six-inch  
daggers that can rip through the  
strongest of armor.

FLASH:

I won't judge you if you fall back.

THUN:

And leave you the glory of striking a  
blow at Ming alone? Where you go, I  
follow, earthman!

FLASH nods. He pulls a lever on the wall and the large door  
slides open. THUN and FLASH stand at the entrance. It is VERY  
DARK. From the gloom, we see it is a vast HALL OF COLUMNS. At  
the far end is another hallway leading to a HUGE SET OF DOUBLE  
DOORS.

INT. HALL OF COLUMNS - TUNNEL OF TERROR - MINGO CITY  
ANGLE ON: A LONG SOLEMN HALL with ROWS OF BLACK MARBLE PILLARS.  
Between the pillars stands a silent company of TALL KINGS  
carved in cold STONE. FLASH and THUN run across the dimness of  
the hall. Out of the SHADOWS jump six ARMORED MEN.

ARMORED MAN CAPTAIN:

There they are! Take the blond-  
haired savage alive! Kill the  
lionman!

Four of the ARMORED MEN rush THUN. They draw their swords. THUN  
fires the rifle and kills one of the ARMORED MEN. One knocks  
the rifle out of his grip. THUN spins and claws at the ARMORED

MAN. The other two attack from BEHIND. THUN throws the mutilated man at them. THUN roars and leaps at the two, knocking the sword out of one's hands.

FLASH punches one ARMORED MAN and he goes down. He drops his sword. FLASH retrieves it and fights the other ARMORED MAN in a sword fight.

In an expert move, FLASH cuts down the ARMORED MAN he is fighting, runs over to THUN, and slices at one of the ARMORED MEN who is attacking THUN. THUN grabs one of the ARMORED MEN, lifts him above his head, and glares at FLASH.

THUN:

Go on ahead! I can handle them! Save  
your friend!

FLASH races with a sword in hand to the set of huge double doors. HE can hear the muffled sound of popping electricity and the screams of DALE from the other side. FLASH sees a lever jutting out of the wall. He pulls it. The double doors open. He enters.

INT. TUNNEL OF TERROR - MINGO CITY

FLASH stumbles blindly down the ANCIENT STAIRS, reckless and uncaring, his face pale and devastated.

CLOSE ON: FLASH'S FOOT slips... SUDDENLY, as if the ground has given way beneath him, FLASH is slipping and sliding dangerously OUT OF CONTROL.

ANGLE ON: FLASH thudding into the BONE-COVERED rock floor, which saves him from tumbling headlong over a PRECIPICE.

ANGLE ON: FLASH looking BACK UP the LONG STEEP STAIR. A BUBBLING HISS can be heard. There is a CREAKING as some great JOINTED THING moves with slow purpose in the DARK.

LOW ANGLE ON: The LIGHT instantly REVEALS a HUGE LOATHSOME SPIDER/CRAB THING towering over FLASH!

CLOSE ON: GORGOTH HISSES at FLASH! TWO great clusters of many-windowed EYES protrude from its bulbous head. Its CRAB-LIKE LEGS are bent, with a 12 FOOT SPAN and HAIRS that stick out

like steel spines. ITS HUGE, SWOLLEN BODY, a vast bloated bag, sways and sags between ITS legs. THE BEASTS' age-old BLACK HIDE is knobby and pitted, blotchy with LIVID SCARS and BOILS OF PUS.

GORGOTH beats the air with ITS ENORMOUS PINCERS.

ANGLE ON: Calling up all his remaining STRENGTH and RESOLUTION, FLASH forces his LEGS to MOVE. He backs away - keeping his EYES on GORGOTH.

GORGOTH crawls SLOWLY towards him ... then, with sudden hideous SPEED, IT ATTACKS!

GORGOTH lashes out with its FRONT MANDIBLES ... FLASH is flung back... the SWORD clatters to the stone floor.

GORGOTH squats above FLASH, its EYE CLUSTERS fidgeting with hideous delight, gloating over a prey trapped beyond all hope of escape.

SUDDENLY! FLASH grabs the SWORD! He slashes wildly at the GIANT MUTANT BEAST; hewing off the TIP of A LEG!

GORGOTH SPASMS a WILD BLUR of thrashing LEGS!

ANGLE ON: FLASH leaps to his feet and RUNS - not even pausing!

TRACKING BACK: with FLASH as he careers blindly down NARROW TUNNELS, gasping in the DANK AIR looking back over his shoulder for any sign of GORGOTH.

ANGLE ON: FLASH sees the TUNNEL EXIT ahead. . . just as he runs straight into GORGOTH!

ANGLE ON: GORGOTH HISSES and REARS above FLASH, its MOUTH wide open revealing a jagged row of long, pointed teeth! FLASH ducks inside the arch of its LEGS and STABS into one of its EYE CLUSTERS!

CLOSE ON: GORGOTH SCREAMS, its MANDIBLES thrashing wildly, GREEN OOZE trickling from its WOUNDED EYE.

With its HUGE PINCERS, GORGOTH picks FLASH up off the ground by his right leg. THE BEAST opens its WIDE, FANGED MOUTH, and ROARS. FLASH struggles to pry the PINCERS apart as he is DANGLED by one leg over GORGOTH'S slavering maw...

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
INTO THE LAIR OF THE SHARKMEN!"

Fade out.  
Credits.

FLASH GORDON  
EPISODE 3  
INTO THE LAIR OF THE SHARKMEN

A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Three:  
INTO THE LAIR OF THE SHARKMEN

Flash Gordon, aided by Princess Aura, was being pursued by enemy soldiers. While he hid in a rocket, the gyro-ships of the lionmen attacked the palace where Dale Arden and Dr. Hans Zarkov were being held prisoners by Ming the Merciless. Fearing for his friends, Flash took control of the rocket and attacked the gyros, bringing down their leader, Prince Thun.

Finding Flash also an enemy of Ming, Thun agreed to assist him, and through a secret catacomb, they entered Ming's palace only to learn that Dale was being tortured by the High Priest and his sadistic minion. Flash, in an attempt to rescue Dale from their vile clutches, runs headlong into the tunnel of terror and...

WHIPE TO:

INT. TUNNEL OF TERROR - MINGO CITY

FLASH runs blindly down the ANCIENT STAIRS.

CLOSE ON: FLASH'S FOOT slips... SUDDENLY, as if the ground has given way beneath him, FLASH is slipping and sliding dangerously OUT OF CONTROL.

ANGLE ON: FLASH thudding into the BONE-COVERED rock floor, which saves him from tumbling headlong over a PRECIPICE.

ANGLE ON: FLASH looking BACK UP the LONG STEEP STAIR. A BUBBLING HISS can be heard. There is a CREAKING as some great JOINTED THING moves with slow purpose in the DARK.

LOW ANGLE ON: The LIGHT instantly REVEALS a HUGE LOATHSOME SPIDER/CRAB THING towering over FLASH!

CLOSE ON: GORGOTH HISSES at FLASH! TWO great clusters of many-windowed EYES protrude from its bulbous head. Its CRAB-LIKE LEGS are bent, with a 12-FOOT SPAN and HAIRS that stick out like steel spines. ITS HUGE, SWOLLEN BODY, a vast bloated bag, sways, and sags between ITS legs. THE BEASTS' age-old BLACK HIDE is knobbly and pitted, blotchy with LIVID SCARS and BOILS OF PUS.

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ANGLE ON: FLASH leaps to his feet and RUNS - not even pausing! TRACKING BACK: with FLASH as he careers blindly down NARROW TUNNELS, gasping in the DANK AIR looking back over his shoulder for any sign of GORGOTH.

ANGLE ON: FLASH sees the TUNNEL EXIT ahead. . . just as he runs straight into GORGOTH!

ANGLE ON: GORGOTH HISSES and REARS above FLASH, its MOUTH wide open revealing a jagged row of long, pointed teeth! FLASH ducks inside the arch of its LEGS and STABS into one of its EYE CLUSTERS!

CLOSE ON: GORGOTH SCREAMS, its MANDIBLES thrashing wildly, GREEN OOZE trickling from its WOUNDED EYE.

With its HUGE PINCERS, GORGOTH picks FLASH up off the ground by his right leg. THE BEAST opens its WIDE, FANGED MOUTH, and ROARS. FLASH struggles to pry the PINCERS apart as he is DANGLED by one leg over GORGOTH'S slavering maw. Suddenly! A red energy beam cuts the pincer holding FLASH clean off.

Off-screen, we hear a THUNDEROUS ROAR.

FLASH falls to the stone floor.

CUT TO: Thun stands at the entrance to the hall. He tosses the rifle onto the ground. The lionman hurtles himself at GORGOTH, all the while drawing his sword in mid-leap.

Landing ON TOP of the howling, hissing beast, the lionman begins HACKING into GORGOTH'S face and multiple eyes. Foul green slime spatters as THUN violently buries his blade to the HILT into GORGOTH'S SKULL.

THUN is flung off the SCREAMING BEAST as it THRASHES and FLAILS violently in its final death throes. GORGOTH falls to the stone floor - DEAD.

THUN picks up the laser rifle and runs over to FLASH who is dazed and squatting on one knee. THUN helps him stand.

FLASH:

You showed up just in the nick of time, my friend.

THUN:

Are you injured, earthman?

FLASH:

I'm okay, I owe you, Thun. I'm alive, thanks to you.

THUN:

We are now even, earthman. A life for a life. However, I will remain



and aid you in your fight against Ming.

FLASH:  
That's good. I appreciate it.

FLASH hears the low buzzing and popping of CRACKLING ELECTRICITY coming from somewhere down the gloomy corridor.

FLASH:  
Hear that? The same sound I heard on that screen. We've got to stop it! It's our only chance to save Dale! Come on!

FLASH and THUN race down the dark hallway.

WHIPE TO:

INT. HALLWAY - MINGO PALACE - DAY  
PRINCESS AURA is escorted down a hallway by two AMAZONIAN FRIGIAN WARRIORS.

They come to a hatchway.

FRIGIAN WARRIOR #1:  
Our rocket is in this hangar, princess. From here we will deliver you to the kingdom of Frigia.

FRIGIAN WARRIOR #1 turns her back on AURA to press in a code to the HATCH. When she does, AURA pulls out a dagger from the folds of her gown and whirls around, SLICING the throat of FRIGIAN WARRIOR #2 standing behind her. In a cascading gush of blood, FRIGIAN WARRIOR #2 gags and, grasping her throat, slumps to the floor.

FRIGIAN WARRIOR #2 spins around and pulls out a bowie-knife-like blade.

Suddenly, FRIGIAN WARRIOR #1 leaps, her blade jabbing savagely outward, but AURA easily evades it, moving away. They begin to circle. AURA jabs out, her knife slashing. She throws the

amazon back, but not before FRIGIAN WARRIOR #1's feet strike out, sending AURA to the floor. The amazon leaps onto her.

Suddenly, AURA, with lightning swiftness, pushes the FRIGIAN WARRIOR up and over. She is on top of her in a flash.

After a violent and bloody scuffle, AURA pinned the FRIGIAN WARRIOR #1 on the floor. AURA straddles her, spits in her face, and then rams her blade to the hilt into the chin of the amazon, penetrating her brain.

AURA stands up, panting like a feral animal. She glances to make certain the way is clear and stealthily slinks down the long hall toward a flight of stairs.

INT. TUNNEL OF TERROR - MINGO CITY

FLASH and THUN sprint down a small hallway of black stone. They come upon an arched entrance covered in a red, velvet curtain. FLASH peers through it.

INT. LOWER LEVELS - MINGO CITY

Amid the flashing of arcing electricity, FLASH sees the HIGH PRIEST directly in front of him, arms outstretched, and mumbling incoherently with religious fervor. On the opposite side of the shrine sits DALE enveloped in strobing rings of light as TORGO stands manning a control console.

ANGLE: The stone STATUE of TAO MOVES! It bends down toward the HIGH PRIEST. The HIGH PRIEST opens his eyes and shrieks in horror.

HIGH PRIEST:

The great god Tao is displeased!

The HIGH PRIEST moves out of the toppling statue's path just in time as the statue falls over and shatters onto the stone floor!

TORG0 reacts as he sees FLASH and THUN emerge from behind the altar.

TORG0:

How dare you interrupt this Holy Ceremony!

FLASH leaps at TORGO and punches the large man in the cowed jaw. TORGO hardly reacts and punches FLASH back. FLASH felt it. They fight about the temple, knocking over vases and machinery. FLASH grabs a sword off a monument and cuts TORGO down.

During the brief skirmish, the HIGH PRIEST slinks over to a lever in the wall, pulls it, and a trap door opens. He enters it.

FLASH, disgusted at just killing a man in cold blood, tosses the sword away and runs to DALE. She sits on the chair, wide-eyed as if in a trance.

FLASH:

Dale! Dale? Are you all right? What did they do to you?

THUN:

Earthman, we must leave! This place will be overridden by Ming's men at any second!

FLASH rapidly unfastens the straps holding DALE in the chair. He grabs her and carries her in his arms.

FLASH:

Lead the way, Thun!

THUN and FLASH, with DALE, race out of the room.

INT. THRONE ROOM - MINGO CITY

MING sits on his throne as the HIGH PRIEST - winded and under stress - bursts in. He stops at the base of the steps leading up to the throne.

HIGH PRIEST:

Your majesty! Your marriage cannot take place! A blasphemous act has occurred! The blonde savage burst into the temple and destroyed the shrine to the scared Tao!

MING:

What?!

CAPTAIN MALO stands at the monitor at a control panel. He sees THUN and FLASH, who is carrying DALE, approach a large and locked doorway. THUN aims the ray rifle at the door and fires. The door slides open. They enter. CAPTAIN MALO turns to MING.

CAPTAIN MALO:

I have located them, your majesty.  
The earthman is being aided by  
Prince Thun. They have the earth  
girl with them. They just entered  
the catacombs leading to the  
underground water cisterns.

MING:

(furious)

See to it they are flushed into the  
cistern! Notify King Kala to  
apprehend them! And, bring me Zarkov  
at once! Obey my orders!

Minions scurry.

INT. CATACOMBS - MINGO CITY

Carrying DALE in both arms, FLASH, followed by THUN, race down a long and curving staircase. The stone is wet and we can see dripping pipes and water conduits along the walls.

At the base of the stairs, FLASH places DALE on a stone chaise. He looks around.

FLASH:

Where to now, Thun?

THUN points at one of the two open doors on either side of the landing.

THUN:

This may lead to the underwater  
cisterns. There, we can follow the  
pipes leading to the Sea of Zodan.

FLASH:

(slightly sarcastic)

You have a Sea of Zodan?

THUN:

Yes. A sea located within an immense crater southwest of Mingo City. It is the domain of Killer Kala, King of the Sharkmen. (He glances at DALE) Is your friend going to be all right?

FLASH looks down at the comatose DALE.

FLASH:

I don't know what they did -

ARMORED MAN:

Halt!

Five ARMORED MEN runs out of one of the entrances. One rushes FLASH, holding his sword over his head. FLASH ducks and punches the ARMORED MAN, knocking him out.

THUN is jumped by two at a time and tackled to the ground. FLASH grabs the sword and begins to ward off the other guard. The ARMORED MAN who is battling FLASH turns to snatch up DALE. FLASH lunges at him, driving his sword through his back.

FLASH turns to assist THUN who is clawing and wrestling with the two ARMORED MEN.

Suddenly, a group of ARMORED MEN appears at the top of the stairs. They begin their descent, swords drawn.

THUN:

Flash! Take her away! I can handle them!

FLASH grabs DALE, flings her over his shoulder, and races down the hall towards the city cisterns.

INT. TUNNEL OF TERROR - MINGO CITY

PRINCESS AURA slinks down the dark halls keeping a lookout for any approaching guards. She comes to the door THUN had blasted open. She goes through.

INT. THRONE ROOM - MINGO CITY

ZARKOV is brought before MING by two MECHANICAL MEN.

MING:

Your valiant hero has meddled in my affairs for the last time, Zarkov. In retaliation, I...

CAPTAIN MALO, who has been watching the monitor, turns to Ming.

CAPTAIN MALO:

Your majesty! The Princess Aura has followed the others into the river tunnel.

MING is livid.

MING:

Are you certain, Captain?

CAPTAIN MALO:

Without a doubt. It was her, sire!

MING:

Notify Killer Kala of the Sharkmen to make prisoners of them all! Including my daughter! If they live to reach the palace.

ZARKOV:

You've ordered their deaths?

MING:

No, Dr. Zarkov. In the clutches of the Sharkmen, death will not come to them so easily.

The HIGH PRIEST bends to MING.

HIGH PRIEST:  
Your majesty! We must appease Tao.

MING:  
Silence!

MING grabs the HIGH PRIEST by the face and shoves him away. The HIGH PRIEST tumbles head over heels down the steps leading to the throne.

INT. CATACOMBS - SIDE HALL - MINGO CITY  
Down a dark and wet hall, FLASH carries DALE until he comes to a thick, vault-like door. On the grilled floor, next to the door, is a concrete bench. FLASH lays DALE onto the bench.

FLASH:  
Easy, Dale, we'll get out of this.  
Somehow.

FLASH checks the door. It won't budge. He scans around for a lever or switch to activate it. Nothing.

DALE sits up as if snapping out of sleep.

DALE:  
Flash?

FLASH:  
Dale! You're all right!

He grabs her tenderly by the shoulders. She looks up at his face. There is a definite attraction there.

DALE:  
You...you came back for me?

FLASH:  
I couldn't leave you at the whims of those madmen.

DALE:  
Where are we?

FLASH:  
Somewhere beneath Mingo City.

FLASH looks her over. Elation on his face.

DALE:  
(noticing his attention. Smiles)  
What?

FLASH:  
All things considered, that gown  
looks good on you.

DALE:  
Oh, this? Yeah, apparently I was on  
the roster to be tonight's  
entertainment.

They stare into each other's eyes.

DALE:  
When I woke up, I thought all this  
was a bad dream. Will we ever see  
home, again?

FLASH:  
I'll get us safely back to earth,  
Dale, I promise...you have that  
story to write, remember?

Their faces inch closer, falling into a kiss.

C.U.: MING is watching the two interact on the monitor by his  
throne. He scowls and throws a switch.

The grated floor on which FLASH and DALE were standing drops  
open. DALE screams as she and FLASH fall through.

INT. CISTERN - MINGO CITY  
FLASH and DALE fall very far down into an enormous, dark space.  
At first glance, it is so large, we see nothing but darkness.  
The two tiny bodies of FLASH and DALE drop down along the dim



light shaft from the trap door above into what seems like a vast sea of dark water.

ANGLE: FLASH and DALE drop into the water.

Underwater, we follow FLASH as he swims to DALE and, grabbing her hand, guides her back to the surface.

They break to the surface, gasping for air. Treading water, FLASH holds DALE. DALE looks off into the GLOOM. Several SOMETHINGS are rapidly swimming just below the surface straight towards them!

FLASH:

Easy, Dale.

In the murk, the figures SLITHER just under the water's surface like fish. We can see the GLISTENING GREY-SILVER of skin.

DALE:

What are they?

FLASH:

I don't know, but they're headed this way.

FLASH, with his arm around DALE, attempts to swim in the opposite direction. A grey, webbed HAND grabs DALE by the ankle and YANKS her from FLASH'S grip. She is quickly dragged UNDERWATER.

FLASH:

Dale!

We cannot clearly see the aggressors in the dark, but FOUR men rapidly swim up to FLASH and surround him on all sides. FLASH punches and kicks at them to NO AVAIL. Two SHARKMEN grab FLASH by the legs and PULL him UNDER.

INT. CATACOMBS - MINGO CITY

The PRINCESS AURA runs down the long flight of curved steps previously tracked by our heroes. She sees several bodies of ARMORED MEN scattered around the floor at the base of the staircase. They have literally been torn to pieces. ENTRAILS

and GORE lay thrown about. She STOPS at the base of the stairs observing the carnage.

THUN:  
Slumming it, princess?

AURA sees THUN sitting with his back against the wall. He is holding his side.

AURA:  
What has happened to the earth  
people, lionman?

THUN:  
(snarls)  
Why do you wish to know, she-bitch?

AURA:  
Because I can save Flash Gordon!

THUN:  
Just him?

AURA:  
Yes! Why not? He is the only one who  
interests me!

THUN:  
By the Great God Tao! Any prince of  
Mongol would give their soul to hear  
the she-bitch Princess Aura say she  
cared for them!

AURA:  
Silence, lionman! Or I will have my  
father's armies gut every child in  
your kingdom as retribution!

THUN:  
Now speaks the Princess Aura I know  
and despise.

AURA:

I will not be mocked, Thun! It is my whim to save the earthman!

THUN:

(laughs)

By the emperor's beard! The she-bitch actually loves him!

AURA:

We have no time for this childish banter, lionman!

THUN:

Very well, princess. I will set aside my desire to kill you for the moment. If you can lead me to the way out of these hellish catacombs, I will point you in the direction of your precious Flash Gordon.

AURA:

Which way, Thun?!

THUN glances to the doorway FLASH and DALE fled down.

AURA:

That passage will take them to the city cistern guarded by King Kala's Sharkmen! Without our help, they will certainly die! Help me find Flash and I will lead you all to safety.

THUN:

(rises to his feet, grabs a sword)  
Very well. No tricks, your highness, or I will take great joy in decapitating your beautiful head from your body.

INT. CISTERN - WATER - MINGO CITY

DALE is dragged, coughing and gasping for air, up onto a concrete pier.

We see the SHARKMEN. Dressed in rudimentary chrome chainmail, their slick, grey-skinned bodies resemble the GILLMAN from THE CREATURE FROM THE BLACK LAGOON but their heads are somewhat shark-like. Their huge mouths are filled with jagged teeth.

Soaked, DALE looks up at her terrifying captors and screams. One of the SHARKMEN throws a lever on the wall and a hatch slides open.

FLASH is then tossed up onto the pier. Coughing and gasping for air, he sees DALE and then the group of six SHARKMEN. He jumps to his feet, standing at ready between the SHARKMEN and DALE. The SHARKMEN point chrome tridents at FLASH. Their leader, BALUSK, raises a hand.

BALUSK:

Halt! You are our captives! No harm shall befall you if you comply! You are to be taken to the undersea palace of King Kala!

FLASH:

How? We can't breathe underwater.

During this, the SHARKMAN who opened the hatch, exits with two transparent diving helmets. The helmets are glass bubbles attached to a small air tank.

BALUSK:

These breather helmets will sustain you during our journey to Coralia.

He hands FLASH and DALE the diving helmets. They put them over their heads. A SHARKMAN adjusts and activates the helmets. BALUSK points to a row of concrete steps leading into the water.

BALUSK:

That way.

The SHARKMEN herd our heroes down the steps pointing their long, chrome tridents at them.

INT. WATER - CISTERN - MINGO CITY

The group walks down the steps underwater to an awaiting set of five UMILONG. They resemble a cross between sea horses and lizards.

DALE:

Flash!

FLASH comforts her as the SHARKMEN mount the UMILONG, one per.

BALUSK:

We will ride these umilong across the  
Sea of Zodan to the palace.

TWO SHARKMEN assist the earth people onto the backs of their mounts. As soon as the amazed DALE and FLASH are secured, the troupe of SHARKMEN race off across the murk of the cistern.

INT. TUNNEL - CISTERN - MINGO CITY

The SHARKMEN and their captives travel through a long tunnel coming out to -

EXT. SEA OF ZODAN - DAY

Into the beautiful, yet strange, sea bottom of ZODAN. It is abundant with life both floral and aquatic. Multitudes of fish swim about as florescent coral looms as large as mountain ranges.

The group comes to the cliff of a ravine and once passing over it, reveals the splendor of the undersea city, CORALIA. Of spectacular art-deco design, the lit-up glass spires and chrome towers brilliantly illuminate the gloom of the flat sea bottom.

WHIPE TO:

INT. DOCK - CISTERN - WATER - MINGO CITY

At the dock where the SHARKMEN abducted FLASH and DALE, AURA leads THUN out of a side entrance onto the stone pier.

THUN:

Are you certain they had to come this way?

AURA points at the stone deck. She picks up a small trinket of jewelry.

AURA:

Look, lionman. This must have been dropped by that earth wench, I am certain they came this way. Without a doubt, abducted by the SHARKMEN and taken to their underwater palace.

THUN:

Which leads to the question, how do we follow them?

AURA enters the dock. Stands at the entrance and points to something.

AURA:

With that hydrocycle.

THUN stands with her in the doorway. He reacts to the sleek, chrome, finned hydrocycle parked in the middle of the dry dock. It is resting on support clamps. The side hatch to the small craft is open.

THUN:

By the Fire Gems!

AURA:

Are you capable of piloting that, lionman?

THUN:

As certain as your father is an insufferable tyrant, princess.

They enter the sub.

INT. HYDROCYCLE - DOCK - CISTERN - MINGO CITY

The small sub is cramped. AURA and THUN take the two seats at the control board to the sub. THUN looks over the controls.

AURA:

Why do you hesitate, lionman? I thought you could pilot this.

THUN:

Give me a moment to become familiar with the controls.

AURA:

I knew better than to rely on one of you mutated savages, I should have just...

THUN:

If you do not shut up, bitch, I will feed you to the razor-whales myself!

AURA:

How dare you speak to me in that tone, lionman!

THUN:

Or you'll do what, princess? Run back to daddy and have him torch my kingdom? Blah, blah, blah. I've heard it countless times before and it's become stale! Killing you here and now would be an asset to every living being on Mongo. The only thing that stays my claws is the retribution of your death from your dear Prince Barin and his hunters...

During this, THUN is flipping switches and pushing buttons. The engines hum to life.

INT. DRY DOCK - CISTERN

Vents in the walls open and water comes rushing in and submerging the hydrocycle. The drydock doors slide open. The HYDROCYCLE shoots out of the dock into open water.

INT. HYDROCYCLE - DOCK - CISTERN - MINGO CITY

THUN pilots the hydrocycle.

THUN:

Happy, your highness? Now, shut up and only speak when spoken to.

AURA sits, arms crossed.

AURA:

How dare you. (she points out the port.) There! That tunnel leads directly out to sea and to Kala's palace.

EXT. SEA OF ZODAN - DAY

The tiny hydrocycle exits the tunnel into the sea. They are suddenly chased by an enormous RAZORCLAW FISH!

INT. HYDROCYCLE - SEA OF ZODAN

An alarm begins to sound. The lights of the control board go red.

THUN:

A razor claw! Hold on, your highness!

THUN takes the steering wheel of the sub.

EXT. SEA OF ZODAN - DAY

The HYDROCYCLE skillfully glides and weaves between mountains of coral. The RAZORCLAW FISH, twice its size, remains in hot pursuit.

INT. HYDROCYCLE

THUN desperately pilots the sub.

AURA:

(panicking)

It's catching up to us! We're going to die! Faster, lionman, faster!

THUN:

Will you shut up?!



EXT. SEA OF ZODAN

The RAZORCLAW is almost upon them. It opens its wide mouth revealing several rows of crystalline teeth. Suddenly! A WHALESHARK bursts in from the side and sinks its massive teeth into the RAZORCLAW'S abdomen. The surrounding water is polluted with plumes of blood.

INT. HYDROCYCLE

Reaction shot of THUN and AURA as they glance out the back viewport.

THUN:

By the gods! An octosak!

EXT. SEA OF ZODAN

A multitude of writhing tentacles reach up and grasp the mighty WHALESHARK. The tentacles drag the struggling WHALESHARK down into a gaping maw of jagged teeth. CHOMP! The WHALECLAW is devoured.

INT: HYDROCYCLE

Reaction of THUN and AURA.

THUN:

Let us make some distance from that octosak before it decides on desert. Which way to the sharkmen?

AURA points out the porthole.

AURA:

Not bad, lionman. I may have your kingdom spared after all. (she glances out the porthole) South by southwest, across the Ravine of Shadows.

EXT. SEA OF ZODAN

The small HYDROCYCLE travels away and through the murky depths of the sea.

WHIPE TO:

EXT. CORALIA - SEA OF ZODAN

Establishing shot of the SHARKMAN PALACE.

INT. KALA'S THRONE ROOM - CORALIA

The throne room is a magnificent hall of coral pillars and great glass domes with panoramic views of the city and the surrounding sea.

Sitting on a jeweled throne carved from a single red coral is the bloated KING KALA. Leading up to the throne is a row of twenty SHARKMEN holding silver spears, standing at attention. There is a resounding GONG and FLASH and DALE are led from the entrance to the dias of the throne.

KING KALA sneers and points down at DALE.

KALA:

His supreme intelligence, Ming the merciless, ruler of the universe has decreed that you, Dale Arden, be returned to him at once. His order shall be obeyed.

DALE:

I'm not going back to that psycho!

FLASH:

(to KALA)

Why?

KALA:

One does not question the orders of Ming, they are obeyed!

FLASH:

Obeyed by you and other puppets.

KALA:

I am King Kala, boy!

FLASH:

You, who call yourself a king, are a bloated coward. So you too tremble at

the name of Ming? And you dare call yourself a king?

KALA:

Silence, youth! Coward?! I could crush you with my bare hands!

FLASH:

If I could be killed by a fat bastard like you, I'd welcome death.

Infuriated, KALA rises and flings off his cloak.

KALA:

Then prepare yourself, earthman!

KING KALA leaps at FLASH and they both FLY into the center of the throne room, CRASHING onto a coral table in front of the steps leading to the throne.

These two wildcats go at each other savagely, TUMBLING OVER a large marble table, landing together on the hard tile floor.

KING KALA KICKS FLASH, sending him CRASHING backward into a small glass table where expensive vases and sea trinkets are kept.

FLASH scrambles up on his feet, but is caught by a FLYING TACKLE from behind by KING KALA that sends them both into an ornamental iron and tempered-glass bookcase...FLASH and KING KALA CRASH THROUGH all this reducing everything to rubble.

They land hard on the floor covered in broken glass, locked in a grapple, each trying to get the best of the other one ...When KING KALA HEADBUTTS FLASH in the nose. Wrestling and grappling, FLASH pins KALA on his back and begins a series of violent punches on KALA'S shark-like face.

The surrounding SHARKMEN see that their king is losing. They begin to step forward, drawing their swords. FLASH hops off KALA, staggering.

KALA:  
(to his men)  
Back! I said I could kill him and I  
will!

KALA lies on the floor, propped up on his elbows. Both are panting, smeared in blood and sweat.

FLASH:  
Your hands aren't strong enough, your  
highness.

KALA:  
(to his men)  
The vibro-daggers!

As KALA gets to his feet, a SHARKMAN brings FLASH and KALA a huge bowie-knife-like dagger each. FLASH examines the hilt. There is a small button. He pushes it and the blade hums and vibrates into a blur.

Blood and sweat drip off of the faces of the two men locked in life-and-death combat.

FLASH and KING KALA begin to circle each other.

KING KALA:  
You're dead, earthman, DEAD!

He feints with the knife toward FLASH.

DALE watches the fight in horror.

KING KALA jabs with his knife and SLASHES FLASH, causing a bloody cut. KALA jabs again. This time FLASH parries the jab, and SLASHES KING KALA, causing a bloody cut on him. They circle each other again, FEINTING jabs at each other.

KALA STABS at FLASH and FLASH grabs his wrist. With his free hand, FLASH STABS at KALA and KALA grabs FLASH's wrist. They are locked hand in hand, staring death into each other's eyes.

Suddenly FLASH falls backward to the ground, pulling KING KALA with him and FLIPS KALA over him HARD to the tiled floor. FLASH jumps up quickly to finish KALA. FLASH immediately grabs KALA's knife hand around the wrist, then SINKS his own knife into KALA'S SHOULDER. KALA drops his vibro-blade.

KALA:

AAAHHH!

FLASH:

Enough, Kala! You lost! Let us free!

Bloodied and covered in sweat, FLASH backs off and returns to DALE'S side.

SHARKMEN surround their king and help him to his feet. KALA staggers to the steps leading to the throne, where he collapses. Grasping his wound, he glares at FLASH.

KALA:

You are the first man to ever beat me in physical combat. With that, I salute you. (He nods his head in admiration. Then to the surrounding SHARKMEN) See to it that they are both released tomorrow morning. (To FLASH) My doctors will tend to your wounds as the earth girl will await you in the comfort of the apartment suites reserved for my dignitaries. There, she will receive food and rest.

FLASH:

Thank you, Kala.

Two SHARKWOMEN approach and stand on either side of DALE. Flash comforts her.

FLASH:

You go on ahead, Dale. Don't worry, everything's going to be all right.

DALE is led off. KING KALA leers as FLASH is taken away by a SHARKMAN escort.

INT. APARTMENT SUITE - CORALIA

DALE is escorted into a luxurious room. On a table sits a vast buffet of steaming seafood, jugs of water, and fruits. There is an immense bed of silks. The SHARKWOMAN motions toward the table.

SHARKWOMAN:

You may rest here. Please sate your hunger. You will be reunited with the earthman after his wounds have been healed by our physicians.

DALE:

(nervous)

Thank you.

The SHARKWOMAN leaves, closing the door behind her. DALE looks about the room, then at the door. It is obvious she is concerned about FLASH.

INT. THRONE ROOM - CORALIA

KING KALA stands in front of his throne. He is livid. He angrily tosses his vibro-dagger to the floor.

INT. HALLWAY - CORALIA

FLASH is led down a hallway by four SHARKMEN. One stops at a thick, steel door that resembles a hatch to a submarine. He motions to FLASH to step inside.

SHARKMAN:

Enter here, earthman. The medics will be with you momentarily. Afterward, we will escort you back to your earthwoman.

FLASH stands at the door. It is dark inside. He hesitates. Then, the four SHARKMEN grab him and TOSS him into the room.

INT. WATER ROOM - CORALIA

FLASH tumbles into the room. The door hatch is SLAMMED SHUT before he can get up. He runs to it and begins to bang on it in vain.

FLASH:

Open up! What's going on?

INT. THRONE ROOM - CORALIA

Seething, KALA flings on his cloak. He walks over to a set of large blue velvet curtains. They open to reveal an ante-room. The room comprises of a control board with a monitor, several levers, and a glassed port hole in the wall. KALA pulls one of the levers.

INT. WATER ROOM - CORALIA

On either side of the bare room, water begins gushing out from grates near the ceiling. FLASH reacts. He runs over to the circular glass port hole in the wall and sees KALA on the other side, leering.

KALA:

No man can pit his strength against  
the great Killer Kala and live.

FLASH:

You asshole! Let me out of here!

FLASH runs over to the door again and pounds on it in vain.

INT. APARTMENT SUITE - CORALIA

DALE cracks open the door to her apartment. We see she is on a mezzanine overlooking the throne room. She exits the room and silently creeps down the staircase to the throne room, hiding behind a pillar. She watches KALA.

INT. WATER ROOM - CORALIA

Flash is hip deep in water and it is RISING RAPIDLY.

INT. ANTE-ROOM - CORALIA

KALA flips a switch and turns a dial. The monitor buzzes. The face which appears on the screen is the sneering MING THE MERCILESS.

KALA:

You're majesty, I have taken the earth  
people, prisoners, as you commanded.

DALE reacts. She is pissed.

MING:  
Excellent. My daughter also is fleeing  
to your kingdom. Watch for her and  
send her back.

KALA:  
It will be as you command, my emperor!

MING:  
Do not fail in this, Kala!

The screen goes black. DALE runs over to KALA.

DALE:  
You filthy coward! What are you doing  
to Flash?

KALA snarls, grabs DALE by the arm, and spins her around to the  
glass port hole.

KALA:  
Look!

INT. WATER ROOM - CORALIA  
FLASH is now treading water. As the water rises, he sees the  
ceiling getting closer.

INT. ANTE-ROOM - CORALIA  
DALE bangs on the glass port hole.

DALE:  
Flash! Flash!

KALA turns and pulls a lever.

INT. WATER ROOM - CORALIA



FLASH cannot hear DALE. A circular grate in the floor slides opens and a ganglia of tentacles writhe out. FLASH is treading water unaware of the approaching octosak.

ANGLE - we see in the murky water FLASH'S kicking legs. A thick tentacle reaches up and grabs it -DALE screams.

FLASH is yanked underwater down to the hole. We see a great maw of jagged teeth from an open mouth. FLASH struggles to free himself as more tentacles wrap around his twisting body.

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
DEATH FROM ABOVE!"

Fade out.  
Credits.

FLASH GORDON  
EPISODE 4  
DEATH FROM ABOVE

A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Four:  
DEATH FROM ABOVE

Flash interrupts a profane ceremony of the god Tao by hurling the great stone idol onto the astonished High Priest. Grabbing up Dale, and with Thun covering his retreat, they escape.

As they flee, Ming ensnares them with a trap into the undersea city of the sharkmen. Ming then orders Killer Kala, king of the sharkmen, to return Dale to him. Flash, attempting to prevent this, fights for their freedom against Kala. Flash is victorious. The sharkman king retaliates by trapping Flash in a water tank and...

WHIPE TO:

INT. THRONE ROOM - CORALIA  
DALE runs over to KALA.

DALE:  
You ARE a filthy coward! What are you doing to Flash?

KALA snarls, grabs DALE by the arm, and spins her around to the glass port hole.

KALA:  
Look!

INT. WATER ROOM - CORALIA  
FLASH is now treading water. The water rapidly rises. He sees the ceiling is getting closer.

INT. ANTE-ROOM - CORALIA

DALE bangs on the glass port hole.

DALE:

Flash! Flash!

KALA turns and pulls on a lever.

INT. WATER ROOM - CORALIA

FLASH cannot hear DALE. A circular grate in the floor slides opens and a ganglia of tentacles writhe out.

FLASH is treading water unaware of the approaching octosak.

ANGLE - we see in the murky water FLASH'S kicking legs. A thick tentacle reaches up and grabs it.

-DALE screams.

FLASH is yanked underwater down to the hole. We see a great maw of jagged teeth from an open mouth. FLASH struggles to free himself as more tentacles wrap his twisting body.

INT. ANTE-ROOM - CORALIA

KALA grins, raising his hand, he snaps his fingers.

KALA:

Nori! See that she misses none of the sport as I contact the emperor to inform him we have his prisoner.

A SHARKWOMAN approaches and stands behind DALE. She holds the earthgirl tightly by the shoulders, forcing DALE to stand at the porthole.

INT. WATER ROOM - CORALIA

FLASH kicks and struggles as more tentacles surround him. His chest heaves as his oxygen is squeezed out by the writhing tentacles.

INT. ANTE-ROOM - CORALIA

DALE pounds on the thick glass of the window. Tears stream down her cheeks.

DALE:  
No! Flash! No!

DALE slumps and faints in NORI'S grasp.

NORI:  
(to KALA)  
Your majesty?

KALA:  
Such weak people. The conquest of  
their world will be a simple task for  
the emperor.

AURA:  
(offscreen)  
Halt, Kala! I command you!

AURA stands at an entrance under the stairs leading to the throne. She is holding a ray gun. THUN stands behind her, sword drawn. AURA approaches KALA. She glances at DALE and sneers. KALA bows at the hip.

KALA:  
Your majesty.

AURA:  
What have you done with the earthman,  
Flash Gordon? Answer me, sharkman!

KALA:  
Your father has ordered that you be  
returned to him as prisoners.

Once they reach KALA, THUN glances through the glass window.

THUN:  
Flash? An octosak!

INT. WATER ROOM - CORALIA

FLASH is nearly at the entrance to the hole in the floor. The tentacles slowly pull him downward. It is obvious he is losing strength.

INT. ANTE-ROOM - CORALIA

AURA points her ray gun at KALA'S face.

AURA:

Cease that fight! At once!

KALA:

(sneers)

How does one stop an octosak?

THUN emits a tremendous roar in frustration and pushes KALA to the ground out of his way to the control board. The lionman begins to throw levers.

INT. WATER ROOM - CORALIA

The STEEL GRATE DOORS to the floor trap quickly snaps shut, slicing the tentacles. The water becomes saturated in the crimson blood of the sea beast.

The amputated tentacles slide off as FLASH swims to the surface. His face breaks the foot-length space left between the water and the ceiling, gagging and coughing.

INT. ANTE-ROOM - CORALIA

AURA watches through the port and turns to KALA.

AURA:

Drain the water from that tank!

Sneering, KALA pulls one of the levers.

AURA:

Take me to that room! Do as I command, sharkman!

KALA:

You realize, with the snap of a finger, my sharkmen would swarm in the throne room and subdue you.

AURA:

You dare threaten a descendant of pure breed, sharkman? I will have your city sacked and burned for such insolence!

KALA:

Pl-please, your highness...

AURA snatches a chrome microphone on the wall. She switches it on.

AURA:

(her voice reverb)

Attention, citizens of Coralia. This is your Princess Aura, daughter of Emperor Ming the Merciless. I am in diplomatic talks with your King. No one, under pain of death, shall enter the throne room during my visit. (She switches off the microphone. Returns her attention to KALA. She points into the porthole) Take me there, now!

KALA:

Nori, escort the Princess Aura to the entrance to the water room.

NORI:

Yes, your highness.

NORI lays DALE across a chaise near the wall. AURA hands the ray gun to THUN.

AURA:

Guard him closely, lionman.

The SHARKWOMAN leads AURA out of the ante-room.

INT. WATER ROOM - CORALIA

We see the water gushing out through vented pipes.

INT. ANTE-ROOM - CORALIA

THUN stands and points the gun at KALA. The SHARKMAN sneers at THUN.

KALA:

Abetting these savages, you have  
brought certain destruction down on  
your people, Prince Thun.

THUN:

Better to die a free man than live in  
servitude under the cruel boot of Ming  
the Merciless.

INT. HALLWAY - CORALIA

NORI escorts AURA down a hallway of coral pillars and silk  
draperies. AURA grabs the sharkwoman by the wrist and spins her  
around.

AURA:

This is not the way to the tank room!

NORI:

How do you know?

AURA:

I am Princess Aura, daughter of Ming!  
I command you to take me there, now,  
sharkwoman!

NORI:

No. My king has other plans for the  
earthman.

AURA growls, spins, and slices the SHARKWOMAN in the throat.  
Blood splatters across the pearl-colored tile. AURA looks down  
at the corpse.

AURA:

No one denies my wishes, mutant!

She continues down the hall.

INT. ANTE-ROOM - CORALIA



DALE snaps out of it. She looks up and sees the imposing lionman holding a chrome ray gun at the king of the sharkmen.

DALE:  
(to THUN)  
Who are you? Where's Flash?

THUN:  
I am Prince Thun, an ally of your friend Flash Gordon. Do not worry, he is safe, for the moment.

DALE:  
(scowls at KALA)  
This asshole threw him in a water tank with some kind of squid thing!

THUN nods to the window port.

THUN:  
As I said, he is safe.

DALE turns and looks down through the porthole.

ANGLE ON: FLASH is on his knees. The water has receded. Tentacles and gore lay about. His back is to DALE and he is facing the hatch door.

DALE pounds on the thick glass.

DALE:  
Flash! Flash!

INT. WATER ROOM - CORALIA  
FLASH pants, pulling air back into his lungs. We see DALE up in the circular window beating on it. He cannot hear her.

SUDDENLY! The hatch clanks open, and AURA steps in. She runs up and embraces FLASH. When she reaches FLASH, she quickly glances up to the porthole, then holds FLASH'S face in her palm so that he'll look only at her.

AURA:

Flash!

FLASH:

Aura? What happened? Did you empty the water?

AURA:

Yes.

FLASH:

Thank you. Where's Dale?

During her line, AURA helps FLASH to his feet and, with an arm around his waist, leads him out through the hatch.

AURA:

Prince Thun has taken her in a hydro-cycle to a place of safety on the surface. We are to meet them there. Come, we must go.

As they leave, the camera pans up to DALE beating on the window.

DISSOLVE TO:

EXT. MINGO CITY - MONGO

Establishing shot of Mingo City. Its crimson spires are a striking contrast to the surrounding black and jagged rock and ever-cloudy, grey skies.

INT. MING'S LABORATORIES - MINGO CITY

ZARKOV sits in front of a huge radio apparatus. He skillfully turns knobs, adjusting the frequency. The radio begins a static SOUND as ZARKOV adjusts a knob. The radio begins beeping a morse code.

ZARKOV places his ear close to the large mesh speaker/receiver.

ZARKOV:

Hello? Hello? This is Zarkov. Dr. Hans Zarkov. Is there anyone on earth who is receiving this?

He adjusts dials.

EXT. N.O.R.A.D. - CHEYENNE MOUNTAIN

At night, a torrential rainstorm falls upon a dark military base.

INT. N.O.R.A.D. - CHEYENNE MOUNTAIN

At a large console, a TECHNICIAN hunches over intently listening to his headset. It is the strange code - faint and static - ZARKOV was transmitting from Mongo.

The TECHNICIAN types into his computer. Figures scroll and a computer display reveal the signal is coming from Mongo.

TECHNICIAN:

No. No. No. That's crazy!

He jumps up and runs down the hall.

TECHNICIAN:

Commander! Commander!

INT. MING'S LABORATORY - MINGO CITY

ZARKOV is desperately determined.

ZARKOV:

This is Dr. Hans Zarkov speaking! From Mongo! The planet Mongo! Is anyone on earth receiving this transmission?

EXT. WASHINGTON D.C. - PENTAGON - DAY

Establishing.

INT. MISSION CONTROL

PROFESSOR GORDON stands in the room among the bustling activity. He reads over a printout handed to him. GENERAL BURTON approached PROFESSOR GORDON.

BURTON:

What do you make of it, Professor Gordon?

PROF. GORDON:

The sounds are faint. It is some sort of manufactured code and definitely not a natural phenomenon. I believe the sounds we are receiving are signals from that stray planet.

BURTON:

Do you think someone from another planet is trying to signal us?

PROF. GORDON:

Without a doubt. The signal was extremely weak and was suddenly cut off. But the computations are correct. The signal emanated from that planet.

INT. MING'S LABORATORY - MINGO CITY

ZARKOV listens intently to the radio. Nothing but static. He is DISTRACTED when he hears the clanking of approaching MECHANICAL MEN. ZARKOV quickly switches off the radio and throws a lever on the wall. A huge, Frankenstein-like Jacob's Ladder begins sparking. ZARKOV acts as if he's paying attention to its readouts.

MING enters the laboratory followed by two MECHANICAL MEN holding rifles.

ZARKOV bows.

ZARKOV:

Your majesty.

MING:

Making progress, doctor?

ZARKOV:

I believe so. I have discovered a new ray. A variation in the spectrum you have been using. Being of a higher frequency, therefore it is more flexible.

MING:

Explain.

ZARKOV:

I have devised a way to enhance the sub-atomic gravitational forces you have discovered by using the irradiated isotopes from your mined ore. This force, which powers your planet and you, apparently, control.

MING:

A force absolutely in my power, doctor! With it, I have temporarily halted the path of this planet to your Earth as I prepare my forces for invasion.

ZARKOV:

You will not win. We will fight you!  
On land, on sea...

MING looms over ZARKOV, grabbing the doctor by the throat.

MING:

You fool, I will conquer the sea, the air, the earth, the entire universe!

WHIPE TO:

EXT. CORALIA - SEA OF ZODAN - MONGO  
Establishing shot of Coralia.

INT. CORALIA - HALLWAY - DYNAMO ROOM  
AURA and FLASH race down a hall. They come to the DYNAMO ROOM. A large, vaulted area housing huge electric generators and pump mechanisms. As with the rest of the planet, the machines are a unique blend of 1920s design mixed with high-tech.

FLASH and AURA duck behind a hatch door. We see through the entrance a lone SHARKMAN working a huge control panel of switches, dials, and wires.

AURA:

The control room. We must kill that sharkman.

FLASH:

Kill him? Why?

AURA:

It will aid in our escape. We can reach a way to the surface through this room.

FLASH:

I'll take him down. But, I'm not going to kill him.

INT. DYNAMO ROOM - CORALIA

Five massive generators buzz turning great pistons that pump giant machines. The SHARKMAN stands and operates the controls on the board.

FLASH sneaks up behind the SHARKMAN and overpowers him. They struggle. The SHARKMAN retrieves a ray pistol from a shelf. FLASH grabs him by the wrists. The SHARKMAN drops the gun. He begins swinging, punching at FLASH. They fight, hitting each other with their fists.

AURA sees the RAY GUN on the floor and picks it up.

The SHARKMAN has pinned FLASH against the wall. The MUTANT draws his sword and as he is about to slash at FLASH, AURA fires a ray beam at the control board. It spits SPARKS AND BURSTS into flame.

The nearest dynamo begins SPARKING like a tesla coil and EXPLODES flinging FLASH and the SHARKMAN across the room. The other dynamos stop spinning and the pumps HALT.

INT. ANTE-ROOM - CORALIA

THUN and DALE stand with KALA at gunpoint. KALA sneers at THUN.

KALA:

You will regret this invasion of my kingdom, lionman. Once Ming learns of your treachery, he will lay waste to your entire country.

THUN:

If there are to be any regrets, sharkman, you won't live long enough to see them.

Suddenly, the lights FLICKER, and the palace shudders. KALA glances at the control panel.

A SHARKMAN enters the ante-room. He is shocked to see KALA being held at gunpoint by THUN.

SHARKMAN:

Your majesty?

KALA and the others turn to the confused SHARKMAN.

SHARKMAN:

A thousand pardons for my trespassing, your majesty. The dynamos have been destroyed.

KALA:

Just don't stand there! Call the guards! Activate the alarms!

THUN turns and SHOOTS the SHARKMAN. The red energy beam reduces him to smoldering ashes. He points the gun back at KALA.

THUN:

You are not activating anything, your majesty!

INT. DYNAMO ROOM - CORALIA

Amid the smoke and debris, FLASH lies on the floor against the wall he was thrown. He looks over and sees the dead SHARKMAN impaled by an EXPOSED GIRDER.

AURA runs over to FLASH. He knocks the gun out of her hand.

FLASH:  
(angry)  
What the hell did you do?

AURA:  
I destroyed the controls to the dynamo  
generators powering the air and  
pressure pumps to the palace.

FLASH:  
What? Why?!

AURA:  
Kala must pay for what he had done.

FLASH:  
What of Dale and Thun? Did they even  
make it out of the city, yet?

AURA:  
You mustn't think of them now.

Frustrated and seeing in her face that she was now lying, FLASH grabs AURA by the shoulders.

FLASH:  
Kala still has them, doesn't he?  
Goddamit, Aura!

FLASH pushes her aside and runs out.

AURA:  
No! You haven't a chance! They're lost  
to him!

She follows after FLASH.



INT. ANTE-ROOM - CORALIA

The lights FLICKER sporadically. The glass dome and glass walls of the palace begin to CRACK loudly. WATER starts seeping in. KALA glances at the control board.

KALA:

The dynamo generators! Without them,  
the city will implode!

KALA reaches for a lever. THUN snarls and points the ray gun at KALA'S face.

THUN:

Don't move, sharkman!

KALA:

If the atmosphere pumps have been  
disabled, we all die!

INT. SECRET POLICE HEADQUARTERS - MINGO CITY

In a long and dark room. Several men in black leather and goggles sit in a row in front of flickering monitors. Their pasty faces are illuminated only by the cathode rays from their screens. We see in the dark, a huge wall of computer lights and dials.

One of the men looks up from his monitor.

SECRET POLICE:

Captain Malo. We are receiving a  
distress signal from Coralia. It's  
faint...

CAPTAIN MALO stands behind the SECRET POLICE.

CAPTAIN MALO:

Find out what it means.

INT. HALLWAY - CORALIA

FLASH dashes down a hallway. SHARKMEN run back and forth in a haste, ignoring him. He comes to an intersection, in confusion, looks both ways, and then runs to his right.

The long hall in which he ran is made of glass. It begins to CRACK loudly and water starts squirting through the breaks. AURA appears at the INTERSECTION FLASH had just passed and follows suit.

BALUSK, the sharkman who had captured FLASH and DALE, strides down the hall. A worried look on his face as he nervously watches the cracks rendering in the glass. He approaches a radio com on the wall. Pushes a button.

BALUSK:

This is Captain Balusk. Use emergency buttresses on corridor ten, close hatch doors to level 8, 102, and 210.

ANGLE ON: Water is crashing through a break in the wall.

TWO SHARMEN approach BALUSK. We can see the fear in their eyes.

SHARKMAN:

The dynamo generators have been destroyed by the princess Aura!

BALUSK:

Yes! And she released the earthman from the tank room! Together, they have doomed our city!

SHARKMAN:

They must not escape! Where is it you think they've gone, captain?

BALUSK:

The throne room!

The THREE race up the hall in the direction FLASH and AURA had headed.

INT. THRONE ROOM - CORALIA

FLASH and AURA race into the empty throne room towards the ante-room under the stairs. The sound of glass cracking becomes LOUDER.

INT. ANTE-ROOM - CORALIA

FLASH dashes up to THUN, DALE, and KALA.

FLASH:

Dale!

DALE:

Flash! Thank God, you're okay!

They embrace each other.

FLASH:

Thun! Dale! We have to get out of  
here! The city is breaking apart.

ANGLE ON: The glass dome above the palace throne room begins to  
render large cracks. Water begins to leak in. KALA snarls at  
his captors.

KALA:

Impetuous fools! You will suffer the  
same fate you have bestowed upon my  
kingdom!

KALA throws a lever and PUNCHES a large red button on the  
control panel. A KLAXON begins to wail.

THUN:

What did you do, sharkman!

KALA:

The city will be raised to the surface  
where Ming's ground forces are  
waiting! You will pay for your  
insurrections, lionman!

AURA points at the door leading to the dynamo room.

AURA:

Quickly! This way! To the tunnel that  
leads to the surface!

BALUSK and FIVE SHARKMEN arrive at the throne room entrance.

KALA:  
(to the sharkmen)  
You fools! Kill them! Kill them all!

The SHARKMEN raise their rifles and begin shooting at FLASH and COMPANY. They dodge behind a coral pillar. THUN blasts back, disintegrating two SHARKMEN. The SHARKMEN dodge for cover. FLASH, THUN, DALE, and AURA enter the side corridor, slamming the hatch behind them.

KALA:  
After them!

INT. DYNAMO ROOM - CORALIA  
Our group wades knee-deep in rising water to a round hatch leading to a carved tunnel. The city begins to shake violently.

INT. CORALIA  
Several shots of terrified SHARKMEN and WOMEN dashing about as their city begins to implode.

EXT. CORALIA - SEA BOTTOM  
Along the sides of the circular platform on which the city rests, ENORMOUS CLAMPS are RELEASED.

INT. TUNNEL - CORALIA  
FLASH assists THUN in shutting the large, round hatch. They hear the SCREECH and GROAN of metal. It subsides.

The group takes a moment to catch their breath as they listen.

AURA:  
Kala has raised the city above the sea. Once my father learns of our escape, he will send his forces to retrieve us.

DALE:  
But, what of Kala and his people?

AURA:  
They will taste my father's wrath.

FLASH:

Let's not hang around to find out.  
Where to from here?

AURA:

I have a hidden palace in my father's kingdom,  
there we can...

FLASH:

No!

THUN:

I'll take you to my father, king of  
the lionmen. He'll protect you.

FLASH:

(looks at Dale)  
Yeah, best go with Thun.

SUDDENLY! A great rush of water barrels down the tunnel WASHING  
them with it.

EXT. CORALIA - SEA OF ZODAN

Amid the murk, the entire city of CORALIA begins to lift off  
the seabed floor and up toward the surface.

INT. TUNNEL - SEA OF ZODAN

The water RUSHES. It washes our heroes near a ledge.

FLASH climbs up and assists DALE and THUN onto the ledge with  
him. AURA races by, FLASH grabs her arm and pulls her to  
safety.

FLASH:

We have to find a way out before it  
floods completely!

AURA glances up towards the roof of the cave in which they are  
standing. The roof COLLAPSES and water CASCADES down.  
AURA runs toward another tunnel.

THUN:

(snarls)

Catch that bitch before she has a chance to warn her father!

FLASH grabs her by the arm. Spins her around.

FLASH:

Not so fast!

AURA:

I can lead you to a safer way out.

FLASH:

Shut up! I've just had about enough from you!

DALE smugly reacts like "yeah, he's mine, bitch".

THUN growls as he hears what the others pick up on. He motions down the tunnel that AURA was attempting to escape through. We can hear the sounds of RUSHING WATER.

FLASH:

I hope you're a good swimmer, princess.

AURA points. There is a boarded-up entrance to another tunnel above an overhanging ledge.

AURA:

Look! Another way out!

THUN:

Don't trust this she-bitch!

The water is RAPIDLY rising.

FLASH:

We don't have much of a choice, my friend. Dale, stay close to me.

The group climbs up the stone ledge. THUN helps FLASH to pry several of the planks away. They climb through.

WHIPE TO:

EXT. SEA OF ZODAN - DAY

Majestically, the entire city of CORALIA emerges above the surface of the sea.

EXT. SHORE - SEA OF ZODAN - DAY

On the shore, one thousand ARMORED MEN march into a camp of tents. Crimson banners flutter, displaying the house of MING. At the forefront of the march is a large tank-like vehicle. On its hood rests a SINISTER LASER CANON. Behind it, on a towed lorry, is a device that looks like a large SPOTLIGHT.

An ARMORED MAN approaches the commander. He salutes.

ARMORED MAN:

Commander, the city of the sharkmen has surfaced. What are your orders?

COMMANDER:

We await word from Mingo City. King Kala is to bring the prisoners to us - look out!

The commander points upward.

COMMANDER:

Lionmen!

EXT. SKY - MONGO

A squadron of gyro-ships of the lionmen appears overhead. They fly in v-formation.

EXT. ROCK BLUFFS - MONGO - DAY

FLASH, DALE, THUN, and AURA emerge out of the stone entrance to the cave. As soon as they emerge, THUN hears the whirling sound of the gyro-ships. He looks up and roars triumphantly.

THUN:

We are saved, Flash! A search party undoubtedly searching for me! And,

spear-headed by my father, Jurid the king, nonetheless!

The lionman begins to roar, waving his hands in an attempt to get the squadron's attention.

DALE stands and looks off into the distance.

DALE:

Flash, look! There's the sharkman's city! It rose to the surface?

ANGLE ON: CORALIA sits sparkling on the horizon.

AURA:

King Kala will send a search party to look for us. We must flee this area.

INT. COCKPIT - GYRO-SHIP - DAY

KING JURID of the lionmen sits in the cockpit seat. A large, REGAL-ATTIRED LIONMAN of 50yrs, he pilots the complicated controls of the small craft. The voice of another lionman growls over his intercom.

LIONMAN PILOT:

King Jurid! We are flying directly over the 503rd Regiment! You're orders?

KING JURID:

Wipe them off the face of Mongo! All aircraft! Attack!

EXT. SKY - MONGO

The squadron of gyro-ships dive, dropping bombs onto the scattering ARMORED MEN below.

EXT. MING'S CAMP - SHORE - DAY

CHAOS! The camp is rendered by HUGE EXPLOSIONS. Men and debris fly into the air. SCREAMS of the injured and DYING mix with the BOMB BLASTS.



On the hood of the tank, the commander signals to his men.

COMMANDER:

All batteries! Open fire!

The tank unleashes a red beam at the squadron of gyro-ships. With a low ELECTRIC CRACKLE, the beam cuts through several ships causing them to BURST into a million pieces.

On the lorry attached to the tank, several ARMORED MEN man the art-deco searchlight as it combs the sky with a long finger of light, seeking the range of the approaching gyro-ships.

INT. COCKPIT - GYRO-SHIP - DAY

KING JARID pilots his ship as he speaks into his intercom.

KING JARID:

They're activating their magnetic transducer! Evasive maneuvers!

EXT. SKY - SHORE - MONGO - DAY

There is a low, electronic hum. A FLUCTUATING WAVE EFFECT shoots up towards the spinning ships. The remaining gyro-ships are forced by the magnetic ray to attach to one another. SUSPENDED in the sky by the deadly rays, the GYRO-SHIPS are drawn within range of the tank's powerful heat ray which melts the ships and sends their occupants to a horrible death.

MELTED debris and CORPSES of CHARRED LIONMEN rain down into the SEA.

EXT. ROCK BLUFFS - SEA OF ZODAN - DAY

FLASH, DALE, and THUN stare at the results of the savage fight in awe. THUN is moved by witnessing the death of his father.

AURA sneers as she glances upward.

AURA:

Maybe that will teach the stupid barbarian mutants to stay in their country!

DALE turns angrily.

DALE:

You got some real issues, lady!

THUN stares wide-eyed as the gyro-ships fall in flames. He DROPS to his KNEES. He roars in anger and frustration.

THUN:

Father!

FLASH:

I am so sorry, Thun. I'm so...

THUN:

A thousand deaths are not enough for Ming! I will kill that monster with my last breath! From this day forward, if your true path leads to rid Mongo of Ming, I will remain by your side to the end, earthman!

FLASH nods with empathy.

DISSOLVE TO:

INT. ANTE-ROOM - CORALIA

KALA is on his knees in front of the monitor. The image on the screen is of an enraged Ming.

KALA:

Please! Your majesty! I beg of you!

MING:

You allowed them to escape? You have failed me for the last time, sharkman! Captain Malo, order the army commander on the shore to blast the sharkman's city to atoms!

KALA:

Ming! No!

EXT. ROCK BLUFFS - MONGO - DAY

The group hears a LOW, THROBBING hum and then an ELECTRONIC BUZZ of ARCING ELECTRICITY as a powerful BEAM shoots out of the TANK and towards CORALIA. There is a BRIGHT FLASH and a tremendous EXPLOSION as the city is BLASTED TO DUST!

DALE clings onto FLASH.

DALE:

Oh my God! All those people!

THUN:

Every kingdom of Mongo will meet the same fate if we do not succeed in dethroning that tyrant.

AURA looks back at the army, her GLANCE carries the obvious intention of alerting the ARMORED MEN of their whereabouts. THUN sees she is about to raise her hands and call out. The lionman grabs AURA and flings her VIOLENTLY to the ground.

THUN:

Keep your mouth shut, she-bitch!

FLASH:

Thun?!

THUN:

She was about to alert those soldiers to where we are!

FLASH:

Dammit, Aura! Watch her until they're out of range, Thun! (to AURA) You've caused enough trouble, princess. No more!

AURA seethes in spoiled anger.

DALE:

Flash, where do we go now?

FLASH:

I don't know, Dale. Thun?

THUN:

We are on the borders of the country Arboria, Prince Barin's realm. If we can pass unnoticed, my kingdom lies on the other side. (He begins to step down a set of natural stairs) This way, I know a secret passage through the rim of the crater which encircles Arboria.

DISSOLVE TO:

EXT. ROCKY PASSAGE - CRATER - MONGO - DAY

THUN leads FLASH, DALE, and AURA through a TEMPLE SHRINE-like entrance in the rock. They begin a descent down winding and extremely ancient stairs carved into the cliffside.

They do not see at the bottom of the steep stairs, four ARMORED MEN waiting in ambush. The moment the group steps to the base of the stairs:

ARMORED MAN:

Get them!

The four ARMORED MEN charge, drawing their swords. FLASH puts himself between the ARMORED MEN and THUN.

FLASH:

Thun! Take Dale to safety!

FLASH quickly picks up a large rock and chucks it at the first oncoming ARMORED MAN. The GUARD is stunned by the blow to his face. He DROPS his SWORD. FLASH quickly grabs the blade and begins CHOPPING at the other three ARMORED MEN.

THUN, with DALE in his arms, runs off around a craggy bend. He stops behind a large boulder. DALE looks back at FLASH.

DALE:

Flash! Flash!

THUN:

Remain here! I will help him!

AURA has STOPPED and, pulling out her blade, begins savagely stabbing at the fallen guard who FLASH had hit with the rock.

THUN:  
(to DALE)

Stay!

THUN runs over to FLASH and, drawing his sword, brutally DECAPITATES one of the ARMORED MEN.

DALE watches intently. Suddenly, there is the SOUND of FLAPPING WINGS. DALE looks up and SCREAMS!

Together, THUN and FLASH easily overcome the last of the ARMORED MEN.

THUN:  
Good work, earthman.

FLASH:  
Where's Dale?

THUN:  
This way. I hid her behind that rock.

FLASH, THUN, and AURA return to where DALE was left. She is gone. FLASH worriedly looks about. No sign of her.

THUN:  
By the gods! She was left here, Flash!

FLASH:  
Dale! Dale!

SUDDENLY, from above, a sickly VINE wraps around THUN and yanks him UPWARD. AURA and FLASH react as they are also GRABBED by writhing VINES. The THORNY TENDRILS lift them into the air.

AURA:  
Ahhhh! We'll die! It's a constrictor plant!

Rooted onto the side of the cliff, the GIANT FLY-TRAP-like plant hisses as it draws its prey to its GAPING MAW.

There is the SOUND of a HUNTER'S HORN. The shot PANS over to reveal a MAN on an adjacent cliffside BLOWING the curved HORN. FOUR OTHER similarly dressed men appear. They wear BRONZE CHESTPLATES over GREEN LEATHER tunics, black leather shorts, boots, and GREEN CLOAKS embroidered with GOLD TRIM. They remove their BOW AND ARROWS, aim, and shoot FIERY ARROWS at the hissing plant. The giant plant BURSTS INTO FLAME, dropping its victims.

The group's leader stands in front of his men, fists on hips. He is a stoic and handsome man of 20 years of age. Bald with a pencil-thin mustache over full lips. He is dressed similarly to his men, but his breastplate is adorned with an engraving of a tree. This is PRINCE BARIN, ruler of Arboria.

He smirks coyly when he sees AURA on the GROUND untangling VINES from her SHAPELY body.

BARIN:

Welcome to Arboria, Princess Aura.

AURA:

I did not enter your kingdom of my own will, Prince Barin. (She sneeringly glances at FLASH. Then returns an even colder stare at BARIN) Why would I? The daughter of the House of Ming does not associate with traitors or renegades.

BARIN:

And yet, you travel with strange company, my princess. A lionman and (He scoffs at FLASH) whatever mutated breed of Ming this one may be.

FLASH:

I'm not Ming's anything. I'm from the planet earth. Who are you?

BARIN:

You don't know who I am? Then, allow me to introduce myself. I am Prince Barin, the rightful ruler of Mongo. I was dethroned as a child when her father, Ming the Merciless, killed my parents.

FLASH:

Well, I guess we owe you our thanks for saving us from that thing.

BARIN:

Your "thanks" may be somewhat premature, earthman. You are all to be taken as my prisoners.

AURA approaches BARIN, fists clenched.

AURA:

You dare hold the princess royal against her will?!

BARIN cups AURA'S delicate chin in his gloved hand. Then, HE RUNS a finger along her jawline. It is apparent he is MADLY IN LOVE with her.

BARIN:

Yes. I'd dare anything for you, Aura, you know that. As for the other two...

FLASH:

Aura says you're a traitor, a renegade. An enemy of Ming the Merciless...and yet, you capture potential allies instead of...

BARIN:

Watch your tongue, earthman! Mongo is a world of untrusted enemies!

FLASH:

Separate and destroy. Isn't that Ming's ideology?

BARIN:

An ideology obviously effective. (A look comes over BARIN) If all the races of Mongo were to unite - and that would be impossible - they would still be helpless against Ming's technological might.

FLASH:

If your damn emperor is so powerful, how can you "rebels" fight against him and remain alive?

BARIN:

Earthman, I appreciate your defiant nature, but you cannot change the ways of this world. Take them!

AURA places her delicate hand on BARIN'S chest. Speaks smoothly.

AURA:

Barin, let Flash Gordon go. His life means nothing to you.

BARIN:

What does his life mean to you, Aura?

AURA:

I'll give you anything you want, Barin. (She stares at him with complete lust in her eyes) Anything.

BARIN:

Including yourself, Aura? Will you be mine if I let the earthman go?

AURA:

I swear it.

BARIN:



I'd burn in the seven hells of Mongo  
to possess you, Aura, but not so long  
as you love another! I'll end this  
love of yours for him now!

He pushes her aside. Raises his bow. The other FIVE ARCHERS  
line behind BARIN and draw their BOWS.

There is the sudden FLUTTER of WINGS. SOMETHING dashes BEHIND  
the ARCHERS. Their HEADS are DECAPITATED and roll onto the  
ground. BLOOD splashes from their wounds as their bodies fall.

FLASH and THUN react as - in a blur of SPEED - SOMETHING  
quickly grabs them FROM BEHIND and lifts them OFF THE GROUND  
among the sound of FLAPPING WINGS.

ANGLE ON: We see the rapidly fading silhouette of winged men  
carrying FLASH, THUN, BARIN, and AURA off and up above through  
the ever-present overcast sky.

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
IN THE CLUTCHES OF THE HAWKMEN!"

Fade out.  
Credits.

FLASH GORDON  
EPISODE 5  
IN THE CLUTCHES OF THE HAWKMEN

A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Five:  
IN THE CLUTCHES OF THE HAWKMEN

Leaving Dale with Thun guarding King Kala in the throne room, Princess Aura rescued Flash from the tentacled clutches of the sea beast. When the vengeful Aura deliberately destroyed the control board which kept Kala's palace underwater, Flash rushed to the throne room to rescue Dale and Thun from the collapsing city.

Flash, Dale, Thun, and Princess Aura escape to the surface in an attempt to reach the kingdom of the lionmen but are ambushed by Ming's army. The army is attacked by a squadron of lionmen gyro-ships which the army mercilessly wipes out. During the battle, Dale has gone missing. Searching for her, Flash, Thun, and Aura are met by Prince Barin, ruler of the kingdom Arboria. He takes them prisoners, when...

WHIPE TO:

EXT. ROCK BLUFFS - ARBORIA - DAY  
FIVE ARBORIAN ARCHERS line behind BARIN and draw their BOWS. There is the sudden FLUTTER of WINGS. SOMETHING dashes BEHIND the ARCHERS. Their HEADS are DECAPITATED and roll onto the ground. BLOOD splashes from their wounds as their bodies fall. FLASH and THUN react as - in a blur of SPEED - SOMETHING quickly grabs them FROM BEHIND and lifts them OFF THE GROUND with the sound of FLAPPING WINGS.

EXT: SKY - MONGO - DAY  
FLASH, THUN, AURA, and BARIN are each carried by a HAWKMAN. Resembling humans except they have great, brown and white feathered wings of hawks growing out their upper backs. Clad in nothing but bronze, goggled helmets, and black leather shorts, the other HAWKMEN carry long, chrome lances as weapons. FLASH

looks worried as the group soars through billowing clouds high above the surface of Mongo. He glances over to THUN.

FLASH:

Thun! Who are they?

THUN:

King Vultan's hawkmen!

BARIN:

And deadly enemies!

AURA:

King Vultan is an ally of my father.

FLASH:

Where are they taking us?

THUN:

To their city suspended above the clouds.

EXT. SKYCITY - SKY - MONGO - DAY

A fantastic establishing shot of the hawkmen's sky city. A structure of chrome and aerodynamic steel spires situated on a massive, circular base suspended 5,000 feet above the surface by beams of pulsating light.

EXT. VULTAN'S PALACE - SKYCITY - DAY

In the center of the city, rising far above all other art-deco architecture is the massive chrome palace of VULTAN.

DISSOLVE TO:

INT. THRONE ROOM - VULTAN'S PALACE - SKYCITY - DAY

In an expansive hall of chrome and steel, blue and silver drapes undulate in the wind as at the end of a long, red carpet sits the bloated form of VULTAN, KING OF THE HAWKMEN. A robust Viking-like man in his mid-50s. Wearing bronze and gold armor, the bearded and stout man sits on a chrome throne watching three naked women dance in front of him as a minstrel plays a stringed instrument to the side. VULTAN merrily gulps a flagon of ale and tears into a large, cooked leg of a beast set on a table to his side.

The throne room is lined with HAWKMEN LANCERS at attention holding their spears. Several HAWKPEOPLE mill about in regal festive enjoyment.

Suddenly, there is the SOUND of a GONG. All eyes fall onto the steel and chrome doors of the throne room as they slide upward. Led in by their HAWKMAN captors, FLASH, THUN, BARIN, and PRINCESS AURA are taken to the four steps at the base of VULTAN'S THRONE.

The HAWKMAN KING stops chewing and delightfully watches as they approach. He wipes his bearded face with his arm and laughs.

VULTAN:

By the gods! It's royalty coming to  
pay a call on poor, old Vultan!

AURA stands in front of him and sneers. With one hand on her hip, she points regally to the floor.

AURA:

Is this the way to greet your  
emperor's daughter? On your knees,  
hawkman!

VULTAN rises and stands in front of her. He bows slightly at the hips, stroking his beard, obviously leering at her ample breasts.

BARIN sees this and STRUGGLES to get free of the TWO HAWKMEN standing on either side of him HOLDING HIM by the arms.

BARIN:

Mind your manners, Vultan!

VULTAN:

(laughs)

You won't be teaching me any manners  
today, traitor! (He looks over the  
group) Royalty! Royalty, indeed! The  
turncoat prince of Arboria, the  
reigning monarch of the lionmen, and  
the beautiful offspring of our one  
and only emperor, Ming the Merciless!

(he hands a HAWKMAN a bag of coin) A fine catch, Maldor! (Vultan turns to FLASH) And, what far-off land do you rule, my white-skinned, fair-haired friend?

FLASH:

None. I'm not even from this planet. I'm an earthman.

AURA:

These three men are my captives in the name of your emperor, Ming the Merciless!

VULTAN lasciviously looks AURA over. He licks his lips and strokes his beard.

VULTAN:

Ah, the Princess Aura. Our emperor has sired himself a beauty...

AURA:

You forget yourself, Vultan.

VULTAN:

(laughs)

Never would I do that! It is myself I am thinking of! A princess royal to share my throne!

AURA:

My father will send an army to destroy you and your entire city!

VULTAN:

(laughs)

What?! And murder his own son-in-law?

He grabs AURA and pulls her close. She resists. His thick hands glide over her hips, backside, breasts.

AURA:

How dare you! You dare to make me a prisoner?!

BARIN struggles to free himself. VULTAN sees his jealous discomfort.

VULTAN:

A lesson for you, hunter, you fought a guerrilla war against Ming in an attempt to overthrow him and won nothing but outlawry for you and your forest kingdom. You see, there's another way, if not to destroy Ming, then force him to share his power, eh, princess? Take her to my rooms!

VULTAN releases AURA. TWO HAWKWOMEN take her by the arm. VULTAN turns to the HAWKMEN who captured our group.

VULTAN:

Guards! Take Thun and the earthman to the atomic furnaces where they will enjoy hawkman hospitality!

He laughs.

BARIN:

You can't do this, Vultan!

VULTAN:

Oh? I suppose you don't wish to be separated from your companions, eh, hunter? In that case, you shall join them!

AURA:

Release these men, Vultan, or I swear I'll...

VULTAN backhand slaps her.

VULTAN:

Don't annoy me! Guards, take them away!

The entire group is led out. VULTAN stands at his throne and watches. He throws his head back and lets out a raucous laugh.

WHIPE TO:

EXT. MINGO CITY - MONGO - DAY

A great lizard stands and croaks on a cliff bluff overlooking the vast, arid prairie between it and the sprawling crimson-spined city of Mingo in the near distance.

INT. MING'S LABORATORIES - MINGO CITY - DAY

Hunched over a computer console, ZARKOV works on figures and readouts. It is OBVIOUS he is TIRED and under STRESS. TWO MECHANICAL MEN appear at the entrance and stand guard as MING enters.

MING:

Good afternoon, Dr. Zarkov. I trust  
you are enjoying yourself?

He doesn't look up from his test tubes. Mumbles.

ZARKOV:

I do what I must.

MING:

Ah, yes. I apologize for subjecting  
you to the pain-amplifying ray, but  
even a man of your genius cannot be  
allowed to contradict the wishes of  
Ming the Merciless.

MING walks over to the wall CONTROL BOARD and FLICKS a switch.  
The CONSOLE SCREEN flickers to life to reveal a DISTORTED image  
of the EARTH.

ZARKOV:

That's the earth! It's getting closer!

MING:

Indeed. With each passing hour, the  
time grows nearer when your earth will  
be within striking distance of my  
space armada.



ZARKOV:

(angry)

You're a fool if you think earth will  
succumb to your forces so easily!

MING spins at ZARKOV in a rage.

MING:

No man calls Ming a fool!

MING steps towards ZARKOV as if to assault him when CAPTAIN  
MALO appears at the laboratory entrance.

CAPTAIN MALO:

Your majesty.

MING:

What is it? Did your rescue party  
locate any trace of my daughter and  
the earth people?

MALO:

Yes, your majesty. We discovered a  
patrol survivor who had been injured  
in a fight with the earthman, Gordon.  
He told us that the earth girl had  
been taken prisoner to King Vultan's  
city.

MING:

Where, no doubt, that lecherous,  
bloated lout will throw her in with  
the rest of his sex harem. What of  
the others?

MALO:

The Princess Aura and Flash Gordon,  
aided by a lionman, were found by  
Prince Barin as they attempted to  
trespass through Arboria. All three

were taken by a hawkman scouting party to the skycity.

MING:

Barin?! I knew that treasonous pretender would stick his snout into my affairs sooner or later. Prepare my rocket fleet at once! We will go to the skycity of Vultan and teach him a much needed lesson!

WHIPE TO:

EXT. HAWKMAN SKY CITY - SKY - DAY

A HAWKMAN patrol soars majestically on their feathered wings towards the glittering skycity suspended above the grey clouds of Mongo.

DISSOLVE:

EXT. HAREM TOWER - HAWKMAN SKY CITY - DAY

An art-deco tower of chrome and bronze glitters as banners flutter in the wind.

CUT TO:

INT. HAREM TOWER - HAWKMAN SKY CITY - DAY

Forlorn and saddened, DALE ARDEN sits on an embroidered chaise staring out the huge balcony window to the city. Around her, in the LUXURIOUSLY FURNISHED room, frolic ten other women of VARIOUS RACES. They sit and talk.

The DOORS to the harem slide open and AURA is pushed in by the TWO HAWKWOMEN GUARDS. AURA stands and looks about the ROOM. DALE, in a fit of UNCONTROLLED RAGE, leaps up and runs towards AURA.

DALE:

You bitch!

With a streetwise UPPERCUT, DALE sends AURA flying against the wall. The OTHER women watch the fight with giggling glee.

AURA:  
How dare you assault me, barbarian!  
Me! Princess royal...

DALE:  
Shut up! You and your goofy-ass  
father's been trying to kill us ever  
since we landed!

They have a violent cat-fight. PUNCHING and KICKING each other  
around the room, KNOCKING over furniture.

AURA:  
Stop, you foolish earth girl! I am a  
prisoner here, too!

DALE:  
I don't give a fuck! I should toss you  
and your fake big titties off that  
balcony!

AURA:  
I am doomed to wed that beast Vultan  
while your Flash Gordon is rotting in  
the Atomic Furnaces!

DALE:  
Flash? Flash is here?

AURA composes herself. She wipes the blood off a busted lip.

AURA:  
Yes, your earthman is here! However,  
he won't last long shoveling radium  
into Vultan's furnaces. There are  
Hawkman guards from this tower all the  
way down to the anti-gravity  
conductors. We have lost, earth girl.

Tears in her eyes, DALE grasps the chrome beam supporting the  
balcony veranda. She gazes out onto the city.

DALE:

Oh, Flash...

WHIPE TO:

INT. ATOM FURNACES - SKYCITY - DAY

The huge and dark ATOM FURNACE ROOM of the hawkmen's city. EMACIATED SLAVES in loin clothes, their bent bodies covered in grime, sweat, and whip lashes, SHOVEL radium from huge mounds into the GARGANTUAN FURNACE.

Intermittently, enormous, grated steel doors open and close to the brilliant blinding WHITE FLAMES of the furnace. GIGANTIC TURBINES whir while steam envelops the dank, vaulted chamber. We see weary men work the enormous turbines and piston machines. A hawkman appears and SAVAGELY whips the backs of the men. The CLANKING of machines and the ROARING of the furnace are mixed with the sound of CRACKING whips.

A large steel door slides open as FLASH, THUN, and BARIN enter the room. They are SHIRTLESS and only wear their BLACK LEATHER SHORTS. They are prodded into the room by HAWKMEN GUARDS carrying chrome spears.

FLASH looks about the amazing chamber. The heat. The noise. It is like some 1800's British coal-powered sweatshop but deadlier. The HAWKMEN brutally whip at the row of ten SLAVES shoveling the RADIUM ORE into the opening and closing maw of the FURNACE. The doors are operated by two men on the side pushing and pulling on two large levers.

A HAWKMAN GUARD approaches.

HAWKMAN GUARD:

Welcome to Vultan's atomic furnaces!  
Here are political prisoners  
representing every breed on Mongo.

An EMACIATED SLAVE collapses at the levers operating the furnace doors. He falls across a pile of radium.

HAWKMAN GUARD:

If a slave falters, he is "urged" to  
try again. If he fails to arise...

Two HAWKMEN rush over to the EMACIATED SLAVE and begin whipping him. The SLAVE writhes in agony but doesn't stand. The two HAWKMEN snatch the man up and TOSS him, screaming, into the fires of the furnace. We see him burn to a CHARRED CORPSE.

HAWKMAN GUARD:

He'll find himself facing a worse fate than slavery.

THUN:

(sotto)

Is there anything worse than slavery?

HAWKMAN:

Pray you never find that out, lionman!  
Enjoy your new monarchy.

The HAWKMAN GUARD and two other HAWKMEN begin whipping THUN. He howls in PAIN and LUNGES at the HAWKMAN GUARD. A HAWKMAN bashes THUN in the back of his head with the butt of HIS RAY RIFLE. THUN drops to his knee.

FLASH:

No, Thun! Our time will come!

A HAWKMAN approaches and points to a charred, half-wall about four feet in height nearby.

HAWKMAN:

Sit and wait behind that lead wall  
until the next shift change! Go!

The HAWKMEN whip and shove THE THREE over to the black and pitted wall.

FLASH, THUN, and BARIN sit on the sooty floor next to a corpse of a burned man.

BARIN:

Remarkable. Look at that, heaps of  
pure radium. Here is the secret of how  
the hawkmen support their city five  
thousand feet above the ground. They

burn radium ore in the furnace to  
create beams of polarized anti-gravity  
light.

THUN:

No wonder Vultan uses slaves so fast.  
The radiation level in this room must  
be incredible.

FLASH:

I don't know about you two, but I plan  
on spending as little time as possible  
here.

THUN:

There's no escape from this inferno.

FLASH:

There must be some way out of this  
place, Thun.

HAWKMAN:

Change shifts!

A HAWKMAN approaches. He raises his whip.

HAWKMAN:

Enough talk! Work!

The HAWKMAN begins lashing at THUN. FLASH jumps up and PUNCHES  
the HAWKMAN across the jaw. The HAWKMAN goes down. FLASH is  
overcome by FIVE HAWKMEN who kick and whip him when he is down.

WHIPE TO:

INT. HAREM TOWER - HAWKMAN SKY CITY - DAY

DALE sits forlornly on a chaise as AURA paces back and forth  
like a feral animal. The door to the HAREM slides open and  
VULTAN enters. He bows slightly at AURA.

VULTAN:

Princess Aura, you will be pleased to  
know I have sent your father a message

telling him about our forthcoming wedding.

AURA:  
You bloated fool! To think Ming will let you get away with such treachery!

VULTAN:  
(laughs)  
You think Vultan fears even the mighty Ming the Merciless?  
(raucous laughter.)

AURA:  
Laugh now, hawkman, for when my father's armada arrives this city of yours is doomed!

WHIPE TO:

INT. ATOM FURNACES - SKYCITY - DAY  
FLASH, THUN, and BARIN shovel radium into the FURNACE under the constant whip of a HAWKMAN. Along with SEVEN other MEN, they FLINCH at the IMMENSE HEAT dispersed by the FURNACE.

THUN:  
It's hopeless, Flash, we'll never get through Vultan's guards! It's not possible!

FLASH:  
Nothing is impossible, buddy!

A SLAVE stumbles. He begins coughing up blood from RADIATION POISONING. He DOUBLES OVER and falls into the DIRT. A HAWKMAN approaches.

HAWKMAN:  
Get up, filth!

He KICKS him.

HAWKMAN:

Get up!

The HAWKMAN begins brutally lashing the SLAVE. FLASH runs over and SMASHES the HAWKMAN across the back of the head with his shovel. Another HAWKMAN runs up to FLASH, raising his whip. FLASH throws down his shovel and PUNCHES the HAWKMAN in the face. The HAWKMAN goes FLYING. The SLAVES cheer.

BARIN:

(to THUN)

Your earth friend may be foolhardy,  
but he makes it up with courage.

FLASH:

Come on, men! Follow me!

CHAOS! The SLAVES raise their SHOVELS and BEGIN fighting the HAWKMEN.

The main entrance to the ATOM FURNACE slides open and a squad of HAWKMEN with ray rifles STORM in.

HAWKMAN LEADER:

Slaves! Halt!

The HAWKMEN begin FIRING on the SLAVES. Disintegrating several. The REMAINING SLAVES scream and cower behind machinery. The mutiny halted as quickly as it began.

HAWKMAN LEADER:

Who started this? Who's to blame?!

HAWKMAN GUARD:

The blond-haired prisoner!

HAWKMAN LEADER:

Bring him! Fetch me the clamp!

The HAWKMEN begin whipping and beating the SLAVES back to their posts. FLASH is pushed in front of the HAWKMAN LEADER.

HAWKMAN LEADER:



So, my young friend, you're not as strong as you thought to be.

FLASH:  
(angry)  
Strong enough to tear you apart!

HAWKMAN LEADER:  
(laughs)  
Maybe you're right.

A HAWKMAN attaches a heavy metal clamp to FLASH'S lower right shin.

FLASH:  
What's this for?

HAWKMAN LEADER:  
King Vultan's way of dealing with unruly slaves. The mechanism will be attached to a high-voltage circuit and if you attempt to escape, a switch will be thrown, electrocuting you instantly. Now, back to work.

Three HAWKMEN whip FLASH back to the FURNACES. FLASH begins shoveling. He stands near BARIN and THUN.

THUN:  
Are you all right, my friend?

FLASH:  
Yeah, they gave me a gift from Vultan. We're getting out of here, Thun!

BARIN:  
Obviously easier said than done, earthman.

FLASH:  
We have a saying on earth, Where there's a will, there's a way.

BARIN:

On Mongo, we say, What the mind can  
imagine, the body can do.

FLASH:  
Then, you're with me?

BARIN:  
You are a brave opponent, Flash  
Gordon, but let us become comrades in  
this mutual struggle.

BARIN extends his hand in friendship. FLASH reacts and SHAKES  
BARIN'S HAND, nodding in approval. THUN rests his MIGHTY CLAWED  
PAW onto the TWO intertwined hands.

THUN:  
You know I am in this with you. To  
whatever end.

DISSOLVE TO:

FLASH, BARIN, and THUN wearily shovel the radium into the  
FURNACE. They are glistening with sweat and fatigue.

HAWKMAN:  
Change shifts! Get behind the lead wall!

The exhausted SLAVES shuffle behind the lead wall. They all sit  
on the grimy ground with their backs against the charred and  
pitted barrier.

The HAWKMEN savagely whip the fresh crew of SLAVES to the front  
of the FURNACE.

FLASH:  
Thun, I need to get this thing off my  
leg. I'm going to attach it to the  
handle of my shovel.

THUN:  
What for?

FLASH:

Barin, hand me that shovel. (to THUN)  
When the time comes, I'm going to  
throw the shovel into the atom  
furnace. (the OTHER SLAVES are paying  
attention. FLASH addresses all of  
them) Your lives depend on reaching  
the shelter of this lead wall. I just  
need something to get this thing off.

THUN flashes a growling SMILE and holds up a paw in which a  
long, pointy claw pops out of one of his fingers.

FLASH:  
(Smiles)

Goddamn.

THUN uses his claw as a lockpick and after a series of clicks,  
releases the mechanism off of FLASH'S leg. FLASH clamps the  
DEVICE to a shovel handle.

A HAWKMAN approaches.

HAWKMAN:  
Change shifts! Get up, you lazy oafs!  
Get up! Get to work! Move!

He lashes at the cringing SLAVES.

FLASH, BARIN, and THUN begin shoveling radium into the FURNACE.  
FLASH looks about, scoping the GUARDS. He nods at BARIN. To  
THUN.

FLASH:  
Ready, Barin?

BARIN:  
Ready.

FLASH:  
Run for the wall, men!

FLASH strikes his shovel across the head of the nearest  
HAWKMAN. BARIN jabs his shovel into a HAWKMAN'S gut as THUN  
leaps onto a HAWKMAN and claws at him.

The SLAVES run and JUMP behind the LEAD WALL.

FLASH CHUCKS his shovel into the GLOWING MAW of the furnace.

FLASH RUNS and vaults over the WALL.

Up in the control tower, TWO HAWKMEN watch the mutiny.

HAWKMAN:

It's that earthman, again.

HAWKMAN LEADER:

Light him up!

The HAWKMAN throws a switch on the control board. There is a BRILLIANT FLASH followed by a RUMBLING EXPLOSION.

EXT. SKYCITY - MONGO - DAY

Underneath the floating city, one of the seven beams that support the superstructure, flickers and goes out.

INT. ATOM FURNACES - SKYCITY

FLASH rolls onto his back. He GLANCES around and the FURNACE ROOM is in shambles. TWISTED MACHINERY and CORPSES of both SLAVES and HAWKMEN lay about. He sees the DOOR is blasted OPEN. FLASH scrambles over to BARIN.

FLASH:

Barin!? You still with us?

BARIN rubs his head. He has a large gash.

BARIN:

Now, that was a bang.

FLASH:

Come on. Let's find Thun and get out of here.

They find THUN'S body next to the door. FLASH shakes him.

FLASH:

Hey. Hey, Thun. You still alive?

THUN:  
I'm not beaten yet, my friend.

Several SLAVES who survived the explosion shamble up to FLASH.

SLAVE:  
What do we do now?

FLASH:  
We get out of here. Grab whatever you  
can as a weapon. Let's go find a  
rocketship and get off this loony bin.

Followed by TEN SLAVES, FLASH leads BARIN and THUN down a hall.  
They see a set of large doors. Opening them, they shield their  
eyes from the BRIGHT LIGHT of outside.

EXT. SKYCITY - MONGO

FLASH, BARIN, and THUN exit the building onto a BALCONY  
overlooking the spires of SKYCITY. The SLAVES run either  
direction in a FRENZIED PANIC down a flight of STAIRS or across  
a BRIDGE.

FLASH runs to the edge of the balcony and grips the chrome  
banister.

FLASH:  
Hey, hear that?

The distinct noise of approaching rockets can be heard.

EXT. SKY - MONGO

Thirty ROCKETS resembling B-29 bombers with finned and curved  
wings attached to rocket engines soar in a V-formation of five  
each. It is the impressive ARIAL ARMADA of MING THE MERCILESS.

EXT. SKYCITY - MONGO

FLASH, BARIN, and THUN stand on the balcony watching in awe at  
the approaching ships.

FLASH reacts.

Flying up to meet their attackers soar one hundred HAWKMEN armed with ray rifles. Several ride the backs of GIANT HAWK-like steeds mounted with gatling laser rifles.

A massive aerial battle ENSUES! The first wave of ships tears through the spires of skycity. Their super-heated red beams cut and slice the steel and chrome of the spires. EXPLOSIONS and FIRES erupt. HAWKMEN and WOMEN scream and scatter below as chunks of buildings and SHRAPNEL rain down on them.

A HAWKMAN on the back of a saddled HAWK fires his gatling gun at a ROCKET. Several HAWKMEN swoop down onto the fuselage of the ROCKET and begin slicing it up with their ray rifles. The ROCKET EXPLODES in a fiery display.

BARIN reacts.

A HAWKMAN swoops between the spires aims his rifle and fires. He then flies out of the way as a ROCKET fires on him.

Three ROCKETS in formation soar between the spires, firing as they go. The buildings shatter and EXPLODE.

A HAWKMAN sits at a large laser cannon and sends off a volley, taking one of the ships down. It spins and smashes into a tower, bursting into a million FLAMING PIECES.

FLASH:

Vultan's men are putting up a fight.

BARIN:

That they are. However, they don't stand a chance against Ming's Arial army!

The ROCKETS intensify their VOLLEY of ATTACK. RAY BEAMS swoop and dive about, slicing through buildings, shattering glass, and DESENTERGRATING HAWKMEN.

The TOWER CANNON we saw before fires off a volley but is then BLOWN UP by a dive-bombing ROCKET.

A squad of HAWKMEN swoop upward as a ROCKET fires on them, burning them away.

FLASH:

Okay, I think it's time we left this party.

THUN:

Where to, my friend?

FLASH:

Since we haven't been blessed with wings, we have to find a rocketship.

BARIN:

Just a moment. There's another thing. Princess Aura. We must save her.

THUN:

She's Ming's daughter! Have you forgotten; it is she who wanted us turned over to the emperor?

BARIN:

I realize who she is! I also know...I love her!

CUT TO:

The ROCKETS continue their unrelenting attack on the skycity. Several HAWKMEN attempt to flee, but are shot down by a pursuing ROCKET.

INT. VULTAN'S THRONE ROOM - SKYCITY - DAY

We HEAR the dull thud of battle outside. AURA sits pouting on a chaise lounge as VULTAN dangles a piece of elegant jewelry in her face.

VULTAN:

Look. Is this not exquisite?

DALE is STANDING forlorn at his SIDE as a serving wench holding a silver tray of jewels. VULTAN reaches over and plucks a huge jade off the tray.

VULTAN:  
The Eye of Zando Zan! Priceless!

AURA:  
(sighs)  
No!

A side door across the THRONE ROOM slides open and FLASH GORDON runs in followed by BARIN and THUN.

DALE:  
Flash!

FLASH:  
Dale!

At seeing him, DALE drops the priceless jewels and runs over to him. They meet in the middle of the THRONE ROOM. Instantly, they embrace and kiss.

VULTAN:  
Oh, so that's the Flash she kept going on about.

DALE:  
Oh, Flash! You're alive! That diabolical bitch over there told me you were dead!

FLASH:  
I thought I'd lost you, too, Dale.

A HAWKMAN enters and salutes VULTAN.

HAWKMAN:  
We are sustaining heavy losses, my King! Emperor Ming's personal rocket has landed at the palace gates!

AURA stands, stoic.

AURA:  
Ha! I warned you, Vultan!



VULTAN:

Damn and blast! (He glances at BARIN and FLASH) I'll deal with you two after the battle. (To his HAWKMEN) Well, if we're going to die, we'll die fighting! Secure the palace doors!

EXT. VULTAN'S PALACE - SKYCITY - DAY

The battle outside rages. A squadron of MECHANICAL MEN have set up a large LASER CANON pointing at the ELABORATE STEEL DOOR to the PALACE. The CANNON hums and EMITS a WHITE RAY at the THICK DOOR.

INT. VULTAN'S THRONE ROOM - SKYCITY

VULTAN sits on his throne welding a large SPIKED MACE. The HAWKMEN stand ready with their rifles and spears as all eyes are on the GLOWING HOT door.

EXT. VULTAN'S PALACE - SKYCITY - DAY

A HAWKMAN swoops in riding a giant, saddled HAWK and disintegrates the MECHANICAL MEN manning the LASER CANON. AS he flies away, he is SHOT DOWN by a passing BOMBER ROCKET.

INT. VULTAN'S THRONE ROOM - SKYCITY

All REACT as the FOUNDATIONS of the palace SHAKES. The GIRDERS at the domed ceiling BREAK and come CRASHING DOWN. Several HAWKMEN and WOMEN are CRUSHED in the debris.

FLASH:

Look out!

FLASH looks up just in time as RUBBLE is FALLING on him and DALE. He pushes DALE away as it comes crashing down. They are separated.

FLASH:

Dale?

DALE:

Flash! I'm okay, darling!

EXT. VULTAN'S PALACE - SKYCITY - DAY

A ROCKET with different and ELABORATE markings lands next to the canon. The side opens, and MECHANICAL MEN with GATLING RIFLES SWARM OUT.

Four take their positions at the canon. They reactivate it and a stronger, more luminescent PULSATING BEAM is SHOT at the door.

INT. VULTAN'S THRONE ROOM - SKYCITY

The PALACE DOORS are glowing white hot and begin MELTING AWAY from the CENTER outward.

In frustration, VULTAN stands, teeth-gritting, ready to fight.

FLASH, BARIN, and THUN react as the door MELTS away.

TWENTY MECHANICAL MEN swarm in, all barring GATLING LASER RIFLES.

Through the smokey entrance, MING enters the THRONE ROOM.

VULTAN screams in primal RAGE and, with MACE over his head, charges at MING. A MECHANICAL MAN swings the butt of his heavy rifle, hitting VULTAN across the FACE. VULTAN drops to his knees. With utter CONTEMPT, he glares at MING who stands in front of him.

Seeing their King on his knees and outnumbered, the remaining HAWKMEN throw down their SPEARS and RIFLES in defeat.

MING:

Filthy mutant! Bring forth the  
Princess Aura! If she has been harmed  
in any way, Vultan, you will burn  
through a thousand flaming Hells, I  
promise you!

VULTAN relents and NODS at a HAWKMAN. AURA is escorted to MING by two HAWKWOMEN.

AURA stands haughtily next to her father. She sneers at VULTAN.

AURA:  
I warned you, hawkman!

MING notices DALE. He walks over to her. He smiles, grabbing her by the arm.

MING:  
It seems our fates cross once again,  
earth woman. (to MECHANICAL MAN)  
Secure her onto my rocket! Sack the  
palace! (to VULTAN) You will burn with  
your skycity, hawkman!

AURA steps between MING and DALE.

AURA:  
But, Flash Gordon and Prince Barin are  
Vultan's captives, too, father!

MING:  
Let them burn with Vultan!

AURA:  
No, father! No!

Furious, MING turns and begins walking toward the melted  
ENTRANCE. Two MECHANICAL MEN grab DALE and usher her out.

DALE:  
Hey! Let me go! Flash!

FLASH leaps over the DEBRIS only to have five MECHANICAL MEN  
point their rifles at him. He is seething as he watches the  
troupe walk up the gangway into the ROCKET.

FLASH:  
Dale!? I'm coming for you, Ming! I'm  
coming for you!

BARIN:

Earthman!

FLASH turns to see the five MECHANICAL MEN who were standing in front of VULTAN have formed a firing squad, aiming their rifles at VULTAN, the gathered HAWKMEN and WOMEN, and BARIN.

FLASH calls to THUN.

FLASH:

We can't leave Vultan to die at the hands of these robots!

THUN leaps through the air, ROARING, and lands on one of the MECHANICAL MEN. He grabs the nearest one and FLINGS it across the room, it SMASHES against the WALL, breaking apart.

FLASH retrieves a LASER PISTOL off the ground and shoots a MECHANICAL MAN. It sparks and shivers as it dies. BARIN grabs a SWORD and DECAPITATES the one nearest him.

EXT. VULTAN'S PALACE - SKYCITY - DAY

We see the last of the MECHANICAL MEN enter the gangway leading into the ROCKET. The gangway, lifts, and the hatch slides shut. MING's ROCKET lifts off and SOARS back to MINGO CITY.

INT. MING's ROCKET - COCKPIT - DAY

MING is holding a chrome microphone.

MING:

Destroy Vultan's city!

EXT. SKYCITY - MONGO - DAY

MING'S rocket fleet soars and dives between the art-deco architecture of the city BLASTING at anything in their REACH. LASER BEAMS explode buildings as BOMBS are DROPPED onto the scattering PEOPLE BELOW.

The HAWKPEOPLE scream and run in the streets as they are ENGULFED in FIRE and EXPLOSIONS.

On a tower, a MANNED CANNON fires a volley of lasers at a ROCKET, knocking it OUT OF THE SKY. The damaged rocket FALLS and EXPLODES amid the BURNING superstructure.

Three HAWKMEN soar and FIRE at the ROCKETS. The THREE are instantly DESINTERGRATED by a passing ROCKET.

The very SUPERSTRUCTURE of SKYCITY is a FIREY, EXPLODING mess as we follow the ROCKET blasting away VOLLEY after VOLLEY of ray beams as it FLIES between the SHATTERING buildings.

INT. VULTAN'S THRONEROOM - SKYCITY

FLASH is ducked behind a fallen pillar, firing a ray rifle at a MECHANICAL MAN. The robot explodes into a million pieces.

THUN roars as he lifts a MECHANICAL MAN above his head and SMASHES it to pieces against the tiled floor.

BARIN approaches a MECHANICAL MAN from behind and RIPS its head off. SPARKS fly as it drops to the ground. He nods to FLASH, FLASH returns with a thumbs up.

SUDDENLY! There is an ENORMOUS SOUND of CREAKING METAL. The PALACE FLOOR rips open and SHEARS APART! FLASH, BARIN, and THUN are on one side and VULTAN and his HAWKMEN are on the other.

VULTAN:

Curse you, Ming! Into the air, my hawkpeople! Fly! Fly for your lives!

EXT. SKYCITY - LONG SHOT

The ENTIRE CITY lists to one side as the light beams that support it intermittently flicker. Squadrons of HAWKPEOPLE steam out of its many openings, diminutive figures against the ever-present grey sky. The GREAT SKYCITY is on fire as large EXPLOSIONS wrack the shattering architecture.

INT. VULTAN'S THRONE ROOM - SKYCITY

The remainder of the palace BREAKS AWAY! Amid the scream of EXPLOSIONS, TEARING METAL, and SHATTERING GLASS, FLASH, THUN, and BARIN slide along the heavily tilted floor and OUT into the SKY!

EXT. SKY - MONGO - DAY

FLASH, BARIN, and THUN plummet with the enormous debris of SKYCITY towards the surface. Three HAWKMEN swoop in and catch them. They fly up to an awaiting VULTAN.

VULTAN:

At ease, earthman! We are no longer enemies. We share the same misfortune!

EXT. SURFACE - MONGO

In a glorious pyrotechnic display of EXPLOSIONS, the remaining DEBRIS of SKYCITY falls and SMASHES against the arid and jagged surface of MONGO.

EXT. BLUFF - SURFACE - MONGO - DAY

Hundreds of weary HAWKPEOPLE alight on the top of a barren bluff watching the remains of their home SHATTER to the SURFACE. Among them stands a livid VULTAN. Behind him stand FLASH, BARIN, and THUN.

VULTAN:

Ming will answer for his folly! I swear it by my gods! (to FLASH) You're lives for mine! My debt to you is settled, earthman!

FLASH:

You still haven't learned your lesson? Any of the three of you?

BARIN:

I think we have, Flash Gordon. But, speak.

FLASH:

By yourselves, you haven't a chance against Ming. However, together...

BARIN steps to FLASH, extending an open hand. FLASH clasps it into his.

BARIN:

On this day forward, together we are  
brothers for life! From this instance,  
I decree Flash Gordon a prince of  
Arborea to lead its forces as you see  
fit!

THUN smiles. He approaches and lays his paw on top of FLASH and  
BARIN'S clasping hands.

THUN:  
Brothers? I swear it to be so!

VULTAN lays his hand on top of THUN'S paw, smiling.

FLASH:  
The four of us!

VULTAN:  
Together we will show the tyrant Ming  
the error of his ways!

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
THE ICE GIANTS OF MONGO!"

Fade out.  
Credits.

FLASH GORDON  
EPISODE 6  
THE ICE GIANTS OF MONGO



A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Six:  
THE ICE GIANTS OF MONGO

Escaping the undersea kingdom of the sharkmen, Flash, Thun, and Aura encounter Prince Barin as they traverse the outer rim of the forest kingdom Arboria. Taken by the hawkmen to King Vultan's Skycity, Flash, Barin, and the lionman, Thun, are imprisoned in the atomic furnaces which keep the city aloft while Vultan claims Aura as his royal bride and Dale their handmaiden.

Flash faces new dangers as Ming the Merciless attacks the hawkman skycity with his rocket fleet to rescue his daughter Aura and abduct Dale. Ming's metalmen capture and destroy the hawkman Skycity, but Flash saves Vultan, who pledges to join in the fight against Ming...

WHIPE TO:

EXT. BLUFF - SURFACE - MONGO - DAY  
Hundreds of weary HAWKPEOPLE alight on the top of a barren bluff watching the remains of their home SHATTER to the SURFACE. Among them stands a livid VULTAN. Behind him are FLASH, BARIN, and THUN.

VULTAN:

Ming will answer for his folly! I swear it by my gods! (to FLASH)  
You're lives for mine! My debt to you is settled, earthman!

FLASH:

You still haven't learned your lesson?  
Any of the three of you?

BARIN:

I think we have, Flash Gordon. But,  
speak.

FLASH:

By yourselves, you haven't a chance  
against Ming. However, together...

BARIN steps to FLASH, extending an open hand. FLASH clasps it  
into his.

BARIN:

On this day forward, together we are  
brothers for life! From this instance,  
I decree Flash Gordon a prince of  
Arboria to lead its forces as you see  
fit!

THUN smiles. He approaches and lays his paw on top of FLASH and  
BARIN'S clasping hands.

THUN:

Brothers? I swear it to be so!

VULTAN lays his hand on top of THUN'S paw, smiling.

FLASH:

The four of us!

VULTAN:

Together we will show the tyrant Ming  
the error of his ways!

DISSOLVE TO:

EXT. MINGO CITY - MONGO - DAY

The magnificently spired vista of MINGO CITY rises out of the  
arid and craggy surface of the planet MONGO.

WHIPE TO:

INT. MING'S LABORATORY - MINGO CITY - DAY

Deep below MINGO CITY, DOCTOR ZARKOV hunches over the  
INTERPLANETARY RADIO in an effort to contact anyone on earth.

He adjusts the dial and speaks into the large, mesh transmitter on the radio's control board. The radio electronically whines and emits static.

ZARKOV:

Anyone? Can anyone hear me? This is Zarkov. Doctor Hans Zarkov transmitting from the planet Mongo. Is there anyone on earth who can hear this broadcast? Come in, earth. Is there anyone who can hear me?

ZARKOV adjusts the dial and flicks several switches.

ZARKOV:

Doctor Zarkov calling Professor Gordon...

EXT. EARTH - SPACE

Establishing shot of the earth.

CUT TO:

INT. MISSION CONTROL - PENTAGON

PROFESSOR GORDON and his ASSISTANT stand on a balcony overlooking the row of TECHNICIANS all silent and intently listening to the static being transmitted over the CONTROL ROOM'S speaker system. The mood is APPREHENSIVE and TENSE.

Amid static, we hear a faint voice.

ZARKOV:

(over speaker)

This is Doctor Hans Zarkov broadcasting from the planet Mongo. I am attempting to contact Professor Raymond Gordon.

The TECHNICIANS glance at one another in ASTONISHMENT.

PROFESSOR GORDON holds a set of earphones up to his ear. He SLOWLY turns a dial.

PROF. GORDON:

The transmission is coming in more  
clearly, now.

CUT TO:

INT. MING'S LABORATORY - MINGO CITY

ZARKOV intensely and slowly throws a small switch on the  
radio's console. He speaks into the mesh transmitter.

ZARKOV:

I've boosted sending power...

INT. MISSION CONTROL - PENTAGON

GORDON stands stoic. ALL eyes are on him as he LISTENS with the  
headset up to his EAR.

ZARKOV:

I am marooned on the rogue planet  
approaching the earth. Inform  
Professor Gordon his son Flash is here  
with me...

ASSISTANT:

(whispers)

My God.

ZARKOV:

(over speaker)

The reporter Dale Arden is also here!  
All in great danger!

The SOUND goes complete to STATIC. The TECHNICIAN adjusts a  
dial on a control board.

TECHNICIAN:

The wave has faded.

The room BURSTS into APPLAUSE at this monumental FEAT of  
INTERPLANETARY COMMUNICATION.

GORDON stands MISTY EYED and AWESTRUCK. His ASSISTANT grabs  
GORDON by the ARM in a COMFORTING gesture.

ASSISTANT:

Professor Gordon! Your son lives! Your son lives, Gordon!

PROF. GORDON:

Yes! By the grace of God, Flash is alive! And Zarkov has conquered interplanetary travel.

CUT TO:

INT. MING'S LABORATORY - MINGO CITY

ZARKOV switches off the radio and sits PENSIVELY. He holds his head in his hands.

WHIPE TO:

EXT. MONGO - EVENING

IN ONE CONTINUOUS SHOT, we follow the CAMERA over the arid and jagged surface of the planet MONGO. We rise UP and OVER the rim of an ENORMOUS CRATER.

DOWN INTO THE CRATER - It is filled with a lush and mist-shrouded FOREST of gargantuan TREES. WE TRAVERSE the FOREST until we REACH a great CITY PERCHED ON THE BRANCHES of a MASSIVE TREE. The CITY is constructed of FINE, ORNATELY CARVED WOOD and WHITE MARBLE SPIRES. This is ARBORIA, the kingdom of PRINCE BARIN and his FOREST HUNTERS.

The shot settles on a DOMED BUILDING emitting a soft yellow light from its ARCHED BALCONY entrances.

FADE TO:

INT. ARBORIAN SUITES - ARBORIA - NIGHT

In the dim light of flickering CANDLES, we PAN over a banquet table littered with EMPTY WINE BOTTLES and plates of HALF-EATEN FOOD.

The CAMERA continues to DOLLEY into the OTHER ROOM. A SPACIOUS SUITE holding two HUGE ELABORATE BEDS of FINE SILK and FURS. The TWO BEDS are occupied by FLASH and THUN.

THUN:

Barin does himself proud in honoring his guests. That was a mighty fine meal. His rooms are definitely "luxurious".

FLASH notices the sarcasm in the lionman's statement.

FLASH:

You don't like it?

THUN:

Such luxuries are not the lionman's way. I'd be happier battling Ming.

FLASH:

Our time will come, my friend.

FLASH glances up at the domed, white marble of the room. The titanic wooden buttresses supporting the ceiling. A candelabra dangles from the ceiling, all but one candle has gone out.

FLASH:

What's your country like, Thun?

The prince rolls onto his side - his back to FLASH - and snuggles into the huge pillows. He purrs to himself.

THUN:

Beautiful grasslands. Roaming plains and hills. Our cave lairs may not be as impressive as Barin's white marble, but our cookfires burn warm and our sleeping mats of furs and grass are as soft as any in this palace. (It is evident that THUN is dozing off) You have never loved until you've loved a lionwoman - fur so soft...

FLASH can hear THUN SNORING. He glances up at the LONE CANDLE. It has GONE OUT. He lies in the SHADOWS of the ROOM thinking about DALE.

WHIPE TO:

EXT. MINGO CITY - MONGO - NIGHT  
Establishing shot of Mingo City.

DISSOLVE TO:

A tower - the Palace of Pleasure - rises up over the other  
spires of the city.

INT. PALACE OF PLEASURE - MINGO CITY - NIGHT  
About TWENTY WOMEN representing all the varied races of Mongo  
lounge about the opulent and ELABORATELY DECORATED chamber.  
SOME TALK, SOME relax on huge SILK CUSHIONS - waiting.

In an elaborate GAZEBO in the back of the room, DALE ARDEN sits  
melancholy on a CHAISE. She is worried and HOLDS her head in  
DISMAY. She is DRESSED in a revealing GOWN of GOLD and WHITE  
SILK. A JEWEL-encrusted gold tiara sits on her HEAD.

Something gets her attention; she looks up and sees ZARKOV  
standing in front of her.

DALE:

Doctor Zarkov! You're still alive?

He places a finger over his lips. He pulls the drapes encasing  
the gazebo closed awarding some sense of privacy. Several of  
the women sit up, taking notice.

ZARKOV:

(whispers)

This palace of Ming's is honeycombed  
with an elaborate maze of secret  
passages. It's like a gothic movie  
set.

DALE stands and HUGS the doctor. Tears fill her eyes. She pulls  
away and places a delicate hand on his CHEST.

DALE:

Flash? Do you know what's happened to  
him?

ZARKOV:

I overheard two scientists. He is still alive. He has been taken to either the kingdom of the lionmen or some place called Arboria. But, if I know Flash, he'll find a way to escape.

DALE:

That's exactly what we need to be thinking about. Getting the hell out of this insane asylum.

ZARKOV:

I have a few ideas concerning that.

There is the DISTINCT SOUND of the chamber doors SLIDING OPEN followed by the whirring click of MECHANICAL MEN. We see two MECHANICAL MEN with rifles enter the room.

DALE:

(whispers)

Ming's guards are coming!

ZARKOV:

I best leave. We'll talk later.

ZARKOV quickly scans the wall behind DALE. He pushes a small INDENT below a WALL SCONCE and a TRAP DOOR IN THE WALL slides open. He enters, stops, and states reassuringly to DALE.

ZARKOV:

Do not despair, child. Ming is brilliant as he is ruthless. But, he can be beaten!

The moment ZARKOV leaves and CLOSES the TRAP DOOR, the MECHANICAL MEN fling open the gazebo's drapes. DALE sees MING stride into the ROOM. Some women are scared, and some smile. A couple utter, "Hail, Ming".



MING ignores the bevy of beauties and strides directly to DALE. He stops and admires DALE in the gown.

MING:

Exquisite! I had not realized your backward world held such beauty!

DALE:

You'll find it holds more than that for you, asshole!

MING:

(chuckles, holds DALE at the chin)  
I'm certain it does, my dear. Nothing dampens your fire! You shall make me a splendid bride.

DALE:

Do you actually think I'm just going to marry you?

MING:

You do realize I can alter your personality. Make you worship me; do anything I command. It would be a simple scientific procedure, and yet, I think not. Such spirit as yours should be tamed, not destroyed.

DALE:

You'll have to kill me first!

MING:

No. I don't think I will. (He gestures to the other women in the room) All these. I bred them, each created for a very special purpose. The three dominant races of Mongo genetically altered to create a superior breed. (A crazed look overcomes MING) The best of Mongo and of Earth - together. What breed of super being will result? (he approaches very close, slides a hand across her exposed shoulder. DALE

flinches) I think we will find out.  
You are special. After the wedding, I  
will alter your womb - allowing you to  
give birth to hundreds at a time,  
repopulating your planet with our  
perfect offspring. (He looks at the  
other women) Prepare her for marriage!  
She will be my next bride!

DALE:

No! I will never marry you, you psychopath!

MING grabs her roughly by the arm.

MING:

Oh, but you will, I promise you that!  
And one more promise, my dear, you  
will never lay eyes on your Flash  
Gordon, again!

WHIPE TO:

EXT. ARBORIA - MONGO - DAY

The splendid city of ARBORIA rests in the mist-shrouded  
branches of the GARGANTUAN TREE. Cries and howls of EXOTIC  
FOREST BEASTS permeate the hazy air.

INT. WAR ROOM - ARBORIA - DAY

In a large, vaulted room, BARIN, FLASH, THUN, VULTAN, and  
several of BARIN'S AIDES stand around a massive table littered  
with SCROLLS and CHARTS.

FLASH is wearing a red pullover, long sleeve shirt. GOLD  
PENDANTS encircle the neckline. He has on a leather flight cap  
open at the top that allows his blond hair to fall free. Black  
pants with a yellow stripe down each side and black leather  
boots finish the costume.

In the middle of the table, a lens projects a holographic image  
of MONGO.

BARIN:

It will not be an easy task. No  
kingdom of Mongo trusts another

kingdom of Mongo. They quarrel bitterly among themselves. Ming has seen to that.

FLASH:

Yesterday, you three distrusted one another and now work towards a common cause.

BARIN:

True, my friend. That is why it is essential you play your part in this. My rocket is at our disposal. Ming has more enemies than allies here on Mongo and I know of them all. The trick is persuading them to listen and assist us. Alone, I cannot speak with them. However, if they heard our plea from a being from another planet - a planet he is about to conquer - we may catch a sympathetic ear.

VULTAN:

At the moment, we are direly outmatched and outnumbered. We will need an army of at least in the thousands to march onto the gates of Mingo City with the weapons to match.

THUN:

I will return to my country and rally my lionmen warriors. You have our complete support in this. We will fight to the last.

VULTAN:

We hawkmen will remain in Arboria and ready the necessary artillery for the assault. Once you return, my lancers will stand at your side and fight.

FLASH:

You said we lack the munition to fully power our guns. What do we need?

VULTAN:

Radium! We need a stockpile of radium  
if we stand a chance of beating Ming.  
My hawkmen can easily convert raw  
radium into power batteries for our  
weapons.

BARIN points at the small northern ice caps on the flickering  
holographic image.

BARIN:

There! It is the only source of radium on Mongo  
Ming does not control. Frigia! A frozen kingdom  
of ice and snow.

FLASH:

Who rules Frigia?

BARIN:

Queen Fria. She is no ally of Ming.  
But, I fear, she is no friend of  
Arboria, either.

VULTAN:

You know this Fria?

BARIN:

Indeed. She's my cousin - a very  
distant cousin - but, there has always  
been ill feelings between Arboria and  
Frigia. We will have to convince the  
queen our intentions are valiant.

FLASH:

Then, we haven't any time to lose.  
The earth draws closer by the hour.  
Our time is limited.

DISSOLVE TO:

EXT. HANGER - ARBORIA - DAY

PRINCE BARIN'S CHROME ROCKET soars out of a hanger in Arboria and races into the overcast skies.

DISSOLVE TO:

INT. CAVE OF THE FIRE CLAN - MONGO

We PAN from Barin's parked rocket on a ledge in a massive cave over a lake of glowing magma to a pillared temple of rock. FLASH and BARIN stand before the ARMORED FIRE KING of the FIRE CLAN. Several of the FIRE CLAN stand about in CHROME SUITS and hold long spears. We don't hear the words. TRACK ACROSS the faces of the clan, a sea of eyes in flickering fire-light. The helmeted KING nods his HEAD.

DISSOLVE TO:

EXT. KINGDOM OF THE LIZARD MEN - MONGO - NIGHT

In a fog-enshrouded swamp, several LIZARD MEN on the backs of horned Velociraptor-like lizards escort FLASH and BARIN to the STONE THRONE of the LIZARD KING. BARIN and FLASH bow as FLASH begins his plea to the LIZARD MEN.

DISSOLVE TO:

EXT. KINGDOM OF THE DARK DWARVES - MONGO

BARIN and FLASH stand in front of a massive BONFIRE on the side of a jagged peak. HUNDREDS of ARMORED DWARVES with BLACK SKIN, carrying swords and shields, emerge from STONE HUTS. A withered witch-like figure approaches BARIN from a large hut. He kneels on one knee, hands extended, and mouths, "Your majesty." The DWARF QUEEN nods in approval.

DISSOLVE TO:

EXT. SKY - MONGO - DAY

The frozen wastes of the north spread off into the horizon. It is the middle of a TERRIBLE BLIZZARD. BARIN'S ROCKET soars over the ice-covered peaks of FRIGIA.

Ice begins to form on the rocket's WINGS. The rocket TUBES sputter and emit black smoke.

INT. COCKPIT - BARIN'S ROCKET - DAY

FLASH and BARIN sit in the cockpit dressed in WINTERIZED APPAREL. BARIN, concern on his face, glances over the DIALS on the DASHBOARD.

BARIN:

Ice forming. I need more rocket boost!

FLASH:

The main tubes are on full thrust now!

EXT. BARIN'S ROCKET - SKY

At the back of the ROCKET, several of the ROCKET TUBES choke and emit BLACK SMOKE.

INT. COCKPIT - BARIN'S ROCKET

BARIN rapidly FLIPS switches and PULLS levers in a vain attempt to control the SHUDDERING rocket.

BARIN:

Everything has frozen over! We've lost all power!

EXT. ICE FIELDS - FRIGIA - MONGO - DAY

The snow and ice WHIPS about the FLAILING rocket. All power SHUTS OFF and the ship GLIDES down and SKIDS onto an ICY PLATEAU. It settles HALF BURIED in the SNOW against a GLACIER WALL.

INT. COCKPIT - BARIN'S ROCKET

FLASH and BARIN sit amazed that they were unharmed in the crash.

FLASH:

You okay, Barin?

BARIN:

Yes. That could have been a lot worse. Our impact was softened by the snow drifts.

FLASH:

I'm going to take a look outside.

FLASH unfastens his HARNESS and makes his way to the rocket's side hatch.

EXT. ICE FIELDS - FRIGIA - DAY

The frozen gale blows snow and ice across the fuselage of the fallen rocket. FLASH slides open the HATCH and jumps down into KNEE-DEEP snow.

FLASH:

Barin! Any idea where we are?

BARIN pokes his head out of the hatch. Glances about. It is COLD.

BARIN:

There wasn't time to get coordinates before we crashed. However, I am certain we are somewhere deep in Frigia.

FLASH:

Any suggestions? We will freeze if we don't get help soon.

BARIN:

You are correct in that, my friend. Let us climb to the top of that ravine, try to get our bearings. (He glances about the outside fuselage) I do believe this rocket has given its last flight. The motors are completely burned out. Doubt it will even protect us from the cold.

FLASH:

Let's go, buddy.

CUT TO:

FLASH and BARIN stand on the edge of the RAVINE. WIND and SNOW swirl around them. They have a glorious view of the UNENDING ICE FIELDS that stretch out into the HORIZON.

BARIN removes a collapsed telescope and scans the horizon.

BARIN:

Ah!

FLASH:

What is it? What do you see?

POV - WE see several figures dashing across the fleeting snowbanks. SEVEN ARMORED AMAZONIAN WARRIORS riding the backs of GIANT SNOWBIRDS approach. THEY are brandishing BANNERS and are pulling an ORNATE SLED.

BARIN:

We've got company coming, Flash. A patrol from Frigia. Ready yourself for anything.

The entourage stops in front of FLASH and BARIN. The SNOWBIRDS squawk as the AMAZONS dismount. A PAGE opens the side DOOR to the ELABORATE CARRIAGE-LIKE SLED.

QUEEN FRIA emerges. Wrapped in elegant diamond-encrusted furs, she is a stoic and beautiful woman in her 40's. As icy as her surroundings, she approaches BARIN.

FRIA:

I thought I recognized your rocket, cousin. You have the audacity to trespass into my kingdom?

BARIN bows at the hip.

BARIN:

We come to seek your aid, Your Majesty. We require radium. It is direly needed in our final battle against the tyranny of Ming the Merciless. I implore you as family to forego any past aggressions and assist us. The time to strike is growing near.



FRIA:

To speak against Ming is unwise,  
Arborean.

BARIN:

To live under the iron yoke of a  
dictator who calls himself an emperor  
is not my intent.

QUEEN FRIA glances at FLASH. She raises an eyebrow in interest.

FRIA:

You. You are unlike any other I have  
seen on Mongo.

FLASH:

I, and two of my friends, come from a  
faraway planet called Earth.

FRIA:

Earth? I've never heard of it.

FLASH:

And I've never heard of Mongo or  
Frigia until recently.

FRIA:

How are you called, earthman?

FLASH:

Flash. Flash Gordon, Your majesty.

FRIA:

Well, Flash Gordon, what brings you to  
Frigia?

FLASH:

Along with the armies of the lionmen  
and hawkmen, Barin and I are  
spearheading a final revolt against  
Ming. Barin and I have traveled the  
breadth of Mongo soliciting assistance  
from the other races of Mongo. Earth,  
my home, is next on Ming's list to

conquer. I cannot allow that to happen. By any means necessary.

FRIA:

You have spirit, Flash Gordon. I am no friend of Ming's, but I am not foolish enough to challenge him openly.

FLASH:

The time is coming when the people of Mongo will rise up.

FRIA:

Perhaps. Perhaps you shall even convince me to give you radium. But, for now, you will join me in my city of ice. Barin, you will mount a snowbird. Flash Gordon will ride with me.

As QUEEN FRIA enters her carriage, FLASH gives BARIN a glance. BARIN coyly smirks back.

BARIN:

(mouths)

I think she likes you.

FLASH enters the carriage as the others mount their SNOWBIRDS.

WHIPE TO:

EXT. ICE FIELDS - FRIGIA - DAY

Long shot as the caravan darts across the vast white landscape of the frozen kingdom.

EXT. CASTLE FRIA - FRIGIA - DAY

Crossing a ridge, the caravan approaches a stunning castle constructed of ice and crystal rising up out of the billowing snow drifts. This is CASTLE FRIA, the capital of the NORTHERN KINGDOMS.

INT. QUEEN FRIA'S CARRIAGE - DAY

Sitting wrapped in thick furs, QUEEN FRIA notices FLASH gawking at the approaching citadel of ice.

FRIA:  
Welcome to Castle Fria, Flash Gordon.

FLASH:  
Wow.

FRIA:  
Have you anything like it on your own world?

FLASH:  
Not even close, your majesty! It's beautiful!

FRIA:  
Your compliments please me.

The caravan glides over a large arched bridge towards the high CITY WALLS. A GUARD at the entrance PULLS a large LEVER and the massive IRON DOOR of the MAIN GATE slides open. The group ENTERS.

INT. GREAT HALL - CASTLE FRIA

The entourage follows the queen into a massive hall of ice and crystal. ROBUST COURTESIANS stand about in THICK FURS and nod and greet the queen as she PASSES. On each side of the GRAND HALL stand a row of ARMORED AMAZONIAN WARRIORS. They salute with their swords as the queen passes.

At the far end of the ice-buttressed hall, up a flight of GRAND STEPS, sits the THRONE of FRIGIA cut from a SINGLE DIAMOND.

FRIA stops at the base of the STEPS and speaks to SEVERAL COURTESIANS. It is obvious she is ADMIRING.

We PAN over to a GREAT ICE PILLAR where TWO MEN stand and OBSERVE the NEWCOMERS. COUNT MARLO, a dashing man with a goatee and in his mid-40's stands next to the STOUT and BEARDED CAPTAIN KARZA, a 60-year-old CAPTAIN in COMMAND of the FRIGIAN ARMY.

KARZA:

It appears, my young Count Marlo, our good Queen Fria is quite taken with the blond-haired stranger.

It is apparent MARLO is jealous.

MARLO:

We shall see, Captain Karza, we shall see.

MARLO turns and storms out. CAPTAIN KARZA leers at FRIA and FLASH. A COY SMIRK crosses his lips before turning to leave.

CUT TO:

FRIA approaches FLASH as BARIN looks on. FRIA is being charming.

FRIA:

We may live in isolation from the rest of Mongo, Flash Gordon, but we live well.

FLASH glances around the impressive hall.

FLASH:

You do indeed, Queen Fria. Your castle is an amazing place.

FRIA:

Understand, there is little in wood or stone here. Ice itself is our basic building material.

FRIA walks over to a control dial attached to the wall. Several thick, black cables connect to similar dials located at intervals throughout the hall.

FRIA:

Each area of the castle has its own heat conditioning unit powered by fission generators located deep within the castle. Without it, you might find

yourself quickly frozen as solid as these walls.

FLASH smiles that winning smile. Alluringly, yet still regal, FRIA approaches FLASH.

FRIA:

I fear the long journey has tired you and my cousin. Please take time to enjoy the pleasures of Frigia and then join me for a royal welcome. You will find the hospitality here to your liking, Flash Gordon. I am certain.

FADE OUT.

INT. SAUNA POOLS - CASTLE FRIA - DAY

FLASH and BARIN sit in steaming POOLS of NATURAL HOT SPRINGS. Steam envelopes them as they are attended by two SERVANTS. Both FLASH and BARIN are naked.

BARIN:

All I'm suggesting, Flash, is that if you please the queen it would simplify our plight. She obviously finds you attractive.

FLASH:

Barin, you don't understand. My heart, my soul, my very being belongs to Dale. I couldn't do that to her. I'm the one who got her into this mess in the first place. She's been through enough, I can't. Not for all the radium on Mongo.

BARIN:

You're a virtuous man, Flash. Any queen or princess on Mongo would kill to have someone like you at their side.

FLASH smiles.

FLASH:

I don't want any queen or princess. I want Dale. Of all people, you understand. My love for her is as great as the love you hold for Aura.

BARIN becomes melancholy at the mention of her name.

BARIN:

Aura! That diabolical villain, Ming, most likely has her locked away in a dungeon at the hands of his torturers.

FLASH:

And, that's why we must quickly tie up this mission and secure the radium from the queen's mines.

BARIN swims out into the middle of the steaming pool.

BARIN:

But, in the meantime, my cousin has decreed we enjoy ourselves. So, let's enjoy ourselves.

FLASH:

A good calm before the storm.

FLASH swims out into the MEDIUM-SIZED pool next to BARIN. BARIN nods. He DIVES under the water and SWIMS down ten feet until he reaches the bottom. FLASH follows.

Once breaking the surface, BARIN laughs.

BARIN:

A hearty exercise, Flash. See if we can do ten.

FLASH:

Bet!

BARIN, followed by FLASH, dives below the surface.

C/U: We see a GLOVED HAND turn the HEAT CONTROL DIAL on the wall. The GREEN LED LIGHT changes to RED.

Almost instantly, ice begins FORMING about the SAUNA ROOM. The TWO SERVANTS quickly see the ICE SPREADING and DASH over to the DIAL but are FROZEN SOLID before they can reach it.

The SURFACE of the POOL in which FLASH and BARIN are in FREEZES over.

Underwater, we see FLASH has noticed the ICE formed ACROSS THE TOP OF THE POOL. In vain, he attempts to BREAK the thickening SHEET OF ICE with his shoulder. It doesn't break.

BARIN chokes as BUBBLES escape his MOUTH. He is DROWNING. BARIN slumps and PASSES out. FLASH grabs BARIN around the HIP and SWIMS to a nearby GRATE in the ICE WALL. HE pulls the GRATE off and, with BARIN, swims the SHORT PIPELINE into a CISTERN.

INT. CISTERN - CASTLE FRIA

FLASH breaks the surface, coughing and gagging for air. QUICKLY, he SWIMS to a ledge and places BARIN onto it. He leaps up and performs CPR on BARIN. The prince coughs and throws up water.

FLASH:

You all right, buddy?

BARIN:

Again, you have saved my life, Flash  
Gordon.

DISSOLVE TO:

INT. THRONE ROOM - CASTLE FRIA

QUEEN FRIA sits on her DIAMOND THRONE as FLASH and BARIN stand before her. She is ANGRY, but CIVIL. A row of AMAZONIAN WARRIORS stands BEHIND the throne.

FRIA:

We have not found the man who tried to  
harm you and my cousin, Prince Barin.  
But, rest assured, he will be found  
and punished!

FLASH:

Thank you, your majesty.

BARIN:

Thank you, your grace.

FRIA:

And, I have made my decision. The Royal House of Frigia will grant you access to all the radium you require. A cargo flyer will transport the ore to your facilities in Arboria. Furthermore, my brave soldiers will stand with you in your confrontation against Ming the Merciless. I have spoken.

BARIN bows at the hip.

BARIN:

You have our gratitude, your highness!

FLASH:

The subjugated peoples of Mongo take one more step to liberty, your majesty.

MARLO and KARZA exchange serious glances of DISAPPROVAL.

FRIA:

Count Marlo, prepare a party to escort Prince Barin and Flash Gordon to our radium mines. I will attend!

WHIPE TO:

EXT. ICE PLAINS - FRIGIA

Escorted by AMAZON WARRIORS on the backs of SIX SNOWBIRDS, QUEEN FRIA'S CARRAIGE glides effortlessly across the SNOWY TUNDRA. They STOP on a RIDGE overlooking a SERIES of BLACK, ROCKY PEAKS.

CAPTAIN KARZA saddles up next to COUNT MARLO on a SNOWBIRD.



KARZA:

I worry, Count Marlo. If Queen Fria reopens the radium mines for the rebels, Emperor Ming's wrath will be too terrible to behold.

MARLO:

That will never happen, Captain.

An AMAZON WARRIOR opens the CARRAIGE. FRIA, FLASH, and BARIN emerge. They walk over to the ledge of the snowy RAVINE.

There is a vast range of snowcapped MOUNTAINS which stretch off into the HORIZON. FRIA points to a NEARBY CAVE.

FRIA:

Beyond here lies the entrance to the radium mines, Flash Gordon.

FLASH:

Where is the danger that caused your people to close the mines?

FRIA:

There is a race of giants who lodge nearby. Also, many fierce creatures inhabit this part of Frigia.

BARIN:

Flash! Look out!

Like a jack in the box, a sinewy ICE WORM pops out of the cave entrance. FORTY METERS in length, the crimson-scaled beast resembles a huge horned rattlesnake. It supports itself on six squat legs.

The beast quickly DEVOURS a nearby AMAZON WARRIOR in one gulp! The remaining WARRIORS grab their SWORDS and begin HACKING on its thick scaly skin.

The ICE WORM snatches up a WARRIOR and RIPS her in half. A fountain of BLOOD and GORE splashes across the fleeting snow.

The ICE WORM turns and ROARS at FRIA. The QUEEN begins to RUN, but trips and falls into the SNOW. She SCREAMS as she HOLDS her ARM up at the CHARGING beast!

MARLO quickly draws his long, chrome ray rifle.

MARLO:

My queen!

MARLO fires a red beam at the ICE WORM, but the beam does LITTLE EFFECT. The ICE WORM snarls, TURNS to MARLO and SNATCHES HIM UP.

AN AMAZON WARRIOR raises her rifle. BARIN grabs the BARREL and yanks it DOWN.

BARIN:

No! You might hit Marlo!

FRIGIAN WARRIOR:

But, we must do something!

The FOUR remaining WARRIORS surround the ICE WORM and hack at the TOUGH, SCALY SKIN.

FRIA begins to RACE towards the ICE WORM. BARIN holds her BACK.

FRIA:

Marlo risked his life to save mine!

BARIN:

Yes, cousin, but a direct attack against that creature is hopeless!

The ICE WORM bites the HEAD OFF of an AMAZON WARRIOR. Blood showers up from her neck and sprays the two other WARRIORS and SNOW.

FLASH snatches up a sword. IN ONE SWOOP, he LEAPS onto the neck of the ICE WORM grasping its horns. HE drives the SWORD up to the HILT into the BEAST's skull.

FLASH:

Marlo! Jump!

The BEAST releases MARLO emitting a painful ROAR. MARLO falls down into the SNOW. The ICE WORM slumps dead into the SNOWDRIFT.

FRIA races over to MARLO. She EMBRACES him.

FRIA:

I thought I lost you, my dearest  
Marlo! You shall never leave my side  
again!

MARLO:

I had thought you preferred the  
earthman?

FRIA:

Foolish, Count, you will always be  
first in my favor.

They EMBRACE.

An AMAZON WARRIOR approaches and bows at the hip.

FRIGIAN WARRIOR:

Your majesty, the beast has reduced  
our numbers. I strongly suggest we  
return to Castle Fria for  
reinforcements. Shall I guide your  
carriage?

During the AMAZON WARRIORS dialog, COUNT MALO timidly approaches FLASH who is speaking with BARIN. MARLO is misty-eyed and holds out his hands, bowing at the hips.

MARLO:

You saved my life, earthman, after  
what I did to you in the pool.

FLASH:

You? But, why?

MARLO:

I was jealous of you and Fria. (he  
begins to weep and drops to his knees)  
I do not deserve to live.

FLASH places a kind hand on his SHOULDER.

FLASH:

Get up. You have proved yourself a man  
today, Marlo, how you charged in to  
save the queen. Forget the past, we  
must...

A BLADED BOOMERANG decapitates the AMAZON WARRIOR. A set of  
BOLAS wrap around MARLO. Another set of BOLAS entwine QUEEN  
FRIA.

BARIN:

The giants!

From behind rocks, TEN GIANTS - bearded and hairy men TEN FEET  
TALL and dressed in rudimentary loincloths of fur - race up to  
the survivors brandishing BOLAS and STONE MACES.

The lone AMAZON WARRIOR raises her ray rifle, but a GIANT leaps  
behind her and SMASHES her skull with a heavy STONE MACE. The  
GIANT then takes the ray rifle and SMASHES it to pieces against  
a rock.

A GIANT tackles FLASH and quickly CLAMPS IRON CUFFS to his  
wrists. BARIN raises his SWORD but is bludgeoned by a MACE. He  
falls into the SNOW and his wrists are CLAMPED in IRON CUFFS.

DISSOLVE TO:

EXT. MOUNTAIN PASS - FRIGIA - DAY

The GIANTS escort the group along a precarious ledge snaking  
the side of a CLIFF along a BOTTOMLESS RAVINE. The snow and  
wind HOWL. FLASH, BARIN, MARLO, and FRIA are chained TOGETHER  
with IRON SHACKLES. A GIANT mercilessly whips at them as they  
WEARILY stagger along the ledge. Towards the rear of the  
CARAVAN, two GIANTS carry the day's catch, a giant LIZARD tied  
to a SPIT.

The GROUP halts at a CLIFF overlooking the BOTTOMLESS RAVINE. On the opposite side, a HUGE DRAWBRIDGE awaits. The ENTRANCE to the CAVE is ringed with ANCIENT CARVED STONES.

A GIANT blows into a HORN made from the TUSK of a great BEAST. The 40-foot DRAWBRIDGE lowers.

Our HEROES react.

A GIANT prods the group to cross the DRAWBRIDGE with a long IRON SPEAR. Wearily, and at the lash of the whip, our HEROES traverse the DRAWBRIDGE and enter the cave ENTRANCE. The DRAWBRIDGE closes behind them. It is dark.

INT. GIANT'S CAVE - FRIGIA

In the gloom of the cave, several GIANTS leer at the captives. The CAVE is sparsely lit by a RIVER of MAGMA. FLASH and BARIN notice IRON CAGES with HUMAN REMAINS hanging by CHAINS from the CEILING.

The GROUP is escorted down a DIM passageway.

INT. BRUKA'S THRONE ROOM - FRIGIA

Sitting on a THRONE OF IRON WRAPPED IN FURS embedded in the skull of a GIANT REPTILE is a SCARRED GIANT missing an eye. He is POT-BELLIED and more BRUTAL looking than the rest. This is BRUKA, KING of the GIANTS. Torches illuminate the GIANTS, both MALE and FEMALE who SERVE the KING. The room is sparsely FURNISHED with stone seats and FUR MATS.

ICE GIANT:

All tremble before the might of King  
Bruka!

MARLO steps forward, hands on hips. BRUKA sneers.

MARLO:

King Bruka the Mighty. Release us or  
it will go hard on your people once  
the armies of Frigia learn you  
abducted their queen.

KARZA:

The armies of Frigia will not be coming to your rescue, Count Marlo.

Everyone turns. Surprised to see the squat CAPTAIN KARZA nonchalantly standing against a stone pillar.

FRIA:

What treachery have you done, captain?

KARZA:

What should have been done from the beginning, your highness. You should have never agreed to assist these insurgents. Ming will reward me handsomely to learn of your disloyalty against the empire.

FRIA:

Did you side with these savage giants? You simpering coward!

BRUKA laughs, stroking his mangy beard.

BRUKA:

This one I like! The others you may sell, but I keep this one for myself!

KARZA:

No, Bruka, that one belongs to Emperor Ming.

BRUKA turns livid.

BRUKA:

No! She's mine! Not Ming's! This is Bruka's kingdom!

BRUKA stands and grabs an IRON SPEAR. He chucks the SPEAR across the ROOM, impaling CAPTAIN KARZA against the wall.

BRUKA:

Mine! The woman is mine! Take them to the pits!

The GIANTS roughly grab FLASH, BARIN, and MARLO by the chains and lead them out of the THRONE ROOM. Two GIANTS grab FRIA by either arm. BRUKA grins lasciviously and approaches the camera.

BRUKA:

No! Leave the woman! I have my way  
with her now!

FADE OUT:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
TO ESCAPE THE FROZEN WORLD!"

Fade out. Credits.

FLASH GORDON  
EPISODE 7  
TO ESCAPE A FROZEN WORLD



A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Seven:  
TO ESCAPE A FROZEN WORLD

Flash has rallied the assistance of Vultan, King of the Hawkmen, Prince Barin of Arboria, and Thun, the reigning monarch of the Lionmen in his struggle to overthrow the dictator Ming the Merciless. While Vultan and Thun prepare for the final battle, Flash and Barin rocket to the various subjugated kingdoms of Mongo to ask for aid in their insurgence.

In Frigia, the frozen kingdom of the north, Flash and Barin meet Queen Fria who agrees to assist our heroes with an ample amount of radium ore to power their war effort. When surveying the radium mines, they are attacked and taken prisoner by BRUKA, king of the Ice Giants...

DISSOLVE TO:

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or it will go hard on your people  
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abducted their queen.

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You simpering coward!

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BRUKA:

No! Leave the little woman! I have my way with her now!

BRUKA stands and slobbers lasciviously at FRIA. FRIA recoils in DISGUST. BRUKA flings off his loincloth and stands nude in front of FRIGIA.

BRUKA:

Never had noble born. I will break you with my manhood!

BRUKA lurches at FRIA who deftly steps out of the way. The QUEEN places her back against the CAVE WALL. BRUKA rolls across the FLOOR. He stands, SMILING.

BRUKA:

Such fire! I like you more!

FRIA grabs a TORCH from its scone on the WALL, waving it at the GIANT. BRUKA is amused.

BRUKA:

There is no escape, little woman.  
Succumb to Bruka.

FRIA spins and deftly KICKS BRUKA in the NUTS. He clasps his PRIVATES and FALLS.

FRIA:

Succumb to that, you filthy savage!

FRIA races out of the THRONE ROOM and down a dark cave corridor.

INT. ICE GIANT CAVE - FRIGIA

In the shadows, QUEEN FRIA slinks down a cave corridor. With horror, she comes upon two pot-bellied GIANTS at a worktable

HACKING with cleavers at HUMAN REMAINS and hanging the FLESH on HOOKS.

FRIA stealthily continues to SNEAK down the PASSAGE they took her FRIENDS.

INT. PITS - ICE GIANT CAVERN - FRIGIA

The four ICE GIANTS push FLASH, BARIN, and MARLO into an ICY PIT ten feet deep. In the pit, scattered about the ice are the remains of HUMANS. The ICE WALLS of the pit are SMOOTH and UNCLIMBABLE.

ICE GIANT:

We come back later for the Arborian.  
We eat good tonight.

They both laugh as they walk away.

BARIN, with a determined look, runs up to the side of the PIT and attempts to scale it. He makes it halfway up the wall until he loses his grip and slides back down into the pit.

MARLO:

It seems hopeless.

BARIN:

Nothing is hopeless. The earthman has shown me that.

FLASH:

These walls are solid ice. It's not going to be easy to get out. But, we'll find a way.

Determined, BARIN dashes and JUMPS up against the SMOOTH WALL. He slides back down.

BARIN:

And soon, we will be too cold to even try.

MARLO:

All this because of that Captain Karza! That traitor! To his own queen!

If that brute had not robbed me of the  
satisfaction of killing him myself...

A KNOTTED ROPE falls down at the side of the ICE WALL. Our  
heroes look up. QUEEN FRIA appears above the RIM.

FRIA:  
Quickly! Before the guards return!

FLASH:  
Fria!

MARLO:  
(ecstatic)  
My queen!

FLASH, BARIN, and MARLO scale the ICE WALL with the ROPE. Once  
at the TOP, overcome with joy, COUNT MARLO embraces QUEEN FRIA.  
She smiles. MARLO catches what he is doing and with  
embarrassment, pulls away. He bows at the hip.

MARLO:  
Forgive me, your highness.

FRIA:  
(with admiration)  
Under the circumstances, my Count,  
I'll allow it. Now, quickly, this way!

She leads the MEN down a curving CORRIDOR of STONE STEPS.

DISSOLVE TO:

Ahead of them, a wooden door has been smashed. BLACK ARROWS are  
embedded in the timbers. TWO ICE GIANTS SKELETONS lie in the  
doorway. FRIA rushes ahead...

CUT TO:

INT. ICE CORRIDOR - FRIGIA - DAY  
FRIA rushes into another vast empty chamber of STONE-CARVED  
PILLARS and FURNISHINGS ... lit with a narrow shaft of  
sunlight, beaming in from a small hole near the roof. HUMAN AND  
ICE GIANTS SKELETONS are piled high.

They fall silent. A low rolling BOOM rises from the depths below... growing louder ... BOOM ... BOOM ... as if the ICE CAVERNS were turned into a vast drum. A great horn blasts nearby. ANSWERING horns, running feet, harsh cries ...

CLOSE ON: MARLO'S eyes...

ANGLE ON: FRIA.

MARLO:  
The giants have found us!

FLASH:  
Get back!

FLASH and BARIN slam and wedge the doors. BARIN catches sight of something; he turns to FLASH with shock in his eyes.

BARIN:  
Bruka is here and he doesn't look all too happy!

ANGLE ON: FRIA snatches up two rusty axes and leaps onto a tomb.

FRIA:  
(yelling)  
Let those savages come! I will show that raping brute what is meant to deal with a Frigian queen!

BOOM! The door bursts open in a shower of wood fragments, and ten ICE GIANTS charge into the tomb, followed by an enraged BRUKA!

BRUKA:  
There she is! Kill them! Smash them all! Tear that tiny bitch apart!

ANGLES ON: FRIA ducks a blow and immediately buries her AXE in two ICE GIANTS HELMETS. FLASH and MARLO wade into the mass of ICE GIANTS with their swords. BARIN fires deadly arrows into ICE GIANTS throats, desperately trying to SHIELD the QUEEN!

ANGLES ON: BRUKA is sweeping his IRON MACE at FLASH...who stumbles backward... the huge MACE descends for the killing blow ... SUDDENLY, in a FLASH OF STEEL, FRIA'S long sword SLICES into the HAIRY ARM of BRUKA; he rears back, SPEWING CRIMSON BLOOD!

ANGLES ON: MARLO is backed up against a wall .. a sword in one hand, an old, dented SHIELD in the other. In desperation, he swings wildly at the ICE GIANTS with the shield! One keels over ... MARLO looks surprised. He wallops another ICE GIANT and he too, drops.

MARLO:

I think I'm getting the hang of this.

ANGLE ON: BRUKA lunges forward, thrusting at FRIA'S chest with his spear.

FRIA:

Marlo! Marlo!

MARLO screams as FRIA is lifted off her feet by the spear tip and slammed against the wall.

MARLO:

(shocked yell)

FRIA!

ANGLES ON: The HEROES go crazy. MARLO slashes at BRUKA'S knee, bringing him down ... FLASH and BARIN jump on him ... MARLO fires an arrow ... and BRUKA topples, dead.

ANGLE ON: MARLO rushes to FRIA'S side as she slumps to the floor ... FRIA appears to be dead.

CLOSE ON: FLASH, BARIN, MARLO looking horrified...SUDDENLY, FRIA coughs ... takes a huge breath.

MARLO:

She's alive.

FRIA:

I'm all right. I'm not hurt.

FLASH:

You should be dead. That spear would  
have skewered a wild boar.

FRIGIA:

I know not of a wild boar, Flash Gordon, but  
never underestimate Frigian armor.

ANGLE ON: FRIGIA opens her shirt to reveal a CHAINMAIL VEST. The  
ARMOR is DENTED but not PUNCTURED.

BOOM. BOOM. BOOM. the sound of the drums rings out again!  
FLASH turns to the others.

FRIGIA:

To the entrance to the radium mines!  
We are near it!

CUT TO:

INT. RADIUM MINES - ICE CAVERNS - DAY

FRIGIA leads the HEROES into the huge CHAMBER. It is dim, but  
lined with HUGE PILLARS of BLACK STONE.

FRIGIA:

This way!

They hurry towards a distant door ... as ICE GIANTS begin  
charging in behind them, growling, hollering, waving SWORDS and  
SPEARS above their heads!

ANGLE ON: FRIGIA looks with horror at the overwhelming ICE GIANTS  
army rushing towards them!

SUDDENLY! A deafening roar fills the air! A fiery light dances  
down the hallway ... the pillars castings eerie shadows.

ANGLES ON: The ICE GIANTS freeze. They back fearfully away from  
the approaching beast ... melting into the darkness.

BARIN:

What is this new horror?



A HUGE SHADOW, billowing FLAME, falls across the hall ...the ground shakes ... an unearthly sound rumbles.

FRIA:

(quietly)

An Arzach ... a deadly fire-breathing  
beast of the underworld! This foe is  
beyond any of you!

(urgent yell)

Run! Quickly!

CUT TO:

The ICE GIANTS howl as the ARZACH lumbers into the light.

Supporting itself on SIX POWERFUL LEGS, the thing's horned head raises and BELLOWS a massive FIRE STREAM at the majority of ICE GIANTS.

We see the ICE GIANTS caught in the FLAMES scream and are INSTANTLY BURNT TO A CRISP.

Other ICE GIANTS attack the Arzach with both SWORD and SPEAR, hacking away at its TOUGH HIDE. The ARZACH bites into an ICE GIANT, ripping the man in half.

INT. STONE BRIDGE - RADIUM MINE - FRIGIA

FLASH, BARIN, MARLO, and FRIA run out into a HUGE CAVERN.

Spanning the cavern, over a bottomless abyss, is a great ARCHED BRIDGE of stone.

FRIA points at the entrance on the opposite side of the BRIDGE.

FRIA:

There! Beyond lies the entrance to my  
radium mines!

Behind them, more ICE GIANTS appear. They are HOWLING and GRUNTING in RAGE.

MARLO:

We'll never outrun them!

FLASH:

Then we need to slow them down.

An ICE GIANT chucks a spear at the fleeing HEROES.

FLASH catches the LARGE SPEAR in MID FLIGHT. He glances upward and sees a misshapen STALAGTITE dangling from the CAVERN CEILING. FLASH expertly THROWS the SPEAR. It hits the WEAK point in the STALAGTITE. The loosened STALAGTITE breaks and falls SMASHING the BRIDGE in HALF. DEBRIS and ICE GIANTS fall into the ABYSS.

The remaining ICE GIANTS stuck on the OPPOSITE side of the ABYSS howl, grunt, and yell in FRUSTRATED FURY. They toss SPEARS at our FLEEING group.

FLASH, BARIN, MARLO, and FRIA come upon a RUSTY IRON DOOR. FRIA pulls a lever and RUNS IN.

INT. RADIUM MINE - FRIGIA

The group stands at the PRECIPICE of a GREAT CAVERN filled with MINING EQUIPMENT.

FRIA:

And here is our way home. There is a survey station with a radio transmitter. (to BARIN) As promised, cousin, you will have the power source to fight Ming openly.

FLASH:

What of our rocket ship?

FRIA:

I will award you with one of ours. It is in fine order and you may fly it to Arboria with a full load of radium.

BARIN:

Thank you, your highness.

FLASH:

We are in your debt, your majesty.

FRIA:

Our debt will be paid when the tyrant Ming is dethroned. Barin, radio my Castle when it is time to strike. The armies of Frigia are at your service.

WHIPE TO:

EXT: MINGO CITY - MONGO - DAY

A great lizard squawks on a ledge overlooking a vast and arid plain before the elegant spires of Mingo City.

INT: HALLWAY - MINGO CITY - DAY

Escorted by four armed MECHANICAL MEN down a hallway, ZARKOV looks exhausted. It is obvious he has been BEATEN with tale-tell signs of bruising and dried cuts.

The MECHANICAL MEN march ZARKOV across an elegant catwalk into a GLASS-DOMED building.

INT. OBSERVATION TOWER - MINGO - DAY

The building displays an elegant metal framework of green steel with great clear glass panes. There are several balconies. In the middle of the spacious room, at a control board, sits MING.

MING:

Good afternoon, Dr. Zarkov. I trust the coils to the positronic ray are coming along on schedule.

ZARKOV:

I am trying. It is a complicated procedure.

MING sneers and then stands. He flips several switches on the CONTROL BOARD and then turns a DIAL.

MING:

Join me out on the balcony, doctor. I want you to see something.

Escorted by the MECHANICAL MEN, ZARKOV follows MING out onto a balcony. The vista of MINGO CITY spreads out in front of them, distant jagged mountains, the ever-present overcast skies.

Suddenly, the clouds PART and completely DISSIPATE. The clear sky is awash with stars. The startling part is that the Earth takes up 75% of the sky.

ZARKOV:

Mein Gott! The earth! It is so close!

MING:

Indeed. With each passing hour the time grows nearer when your earth will be within striking distance of my space armada.

ZARKOV:

You lunatic! If you think the people of earth will be so easily defeated...

MING grabs ZARKOV by the throat with both hands. The MECHANICAL MEN close in and POINT their ray rifles at ZARKOV'S head.

MING:

I suggest you choose your words more wisely, doctor. If you do not complete the positronic ray by the time my invasion fleet lifts off, you will suffer the same fate as my daughter Aura and spend what little time you have in the hands of my torturers!

Ming pushes Zarkov down onto the floor. Terrified, ZARKOV looks up at the looming planet earth.

FADE OUT:

EXT. LANDING PAD - ARBORIA - DAY

The FRIGIAN rocket settles down on a landing pad jutting out of a building attached to an enormous branch of the tree. Several ARBORIAN TECHNICIANS race over to the rocket and ATTACH HOSES to the FUSELAGE.

The HATCH lowers and BARIN and FLASH walk out. An OFFICER stands at the base of the ramp, he bows at the hip.

BARIN:

Odo, see that the radium oar is immediately delivered to the refining stations. Make as many fission-core batteries as we can.

ODO:

Aye, my prince!

VULTAN appears from the ENTRANCE to the LANDING PAD'S BUILDING. He is escorted by TWO HAWKMEN.

VULTAN:

Well met, my friends! I trust your mission was a success?

FLASH:

Hey, buddy! I'll say. We have the backing of several armies across Mongo and, thanks to Frigia, enough radium ore to power all our weapons and then some.

VULTAN:

I knew you could do it, lads! With the skill of my hawkmen technicians, we have produced hundreds of ray rifles, sonic grenades, proton missiles, and a surprise or two. As soon as the fission batteries are installed, we're ready. Just say the word, my friends.

BARIN:

Excellent. Tomorrow morning, I am calling a meeting with my chiefs of staff. We will go over the battle plans. Any word from Thun?

VULTAN:

Oh, I assure you, our lionman friend and his brave warriors are ready for the fight.

BARIN:

Good. Let's make this happen. It's time for Ming to fall.

CUT TO:

INT. WAR ROOM - ARBORIA - DAY

In a large, vaulted room, BARIN, FLASH, VULTAN, and several of BARIN'S AIDES stand around a massive table littered with SCROLLS and CHARTS.

OFFICER ODO stands before the holographic projector. It displays a shimmering holograph of MINGO CITY.

ODO:

You have five thousand lionmen riding north as we speak. Prince Thun is loyal to you. His men will fight for their new King. I contacted as many of the leaders across Mongo as I could. Ming's army of Metalmen is also much larger than we thought, and much stronger. Your Highness, this is a battle I do not think we can win.

BARIN:

We will mass our men outside the city gates in the Plain of Karkoon. The Hawkmen must draw Ming's army away from the city's gun placements. We must force Ming's army to ride out and meet us head-on. (Leans forward and puts a hand on VULTAN'S chair. VULTAN looks at his hand warily.) Flash, myself, and a platoon of my men will enter the city using the secret passages on the south side of the wall in the slums. Once we get to the main entrance, Vultan will create a

diversion, so that we can enter the palace and capture Ming. Without Ming, his men will be lost and confused.

FLASH and VULTAN look on with interest.

BARIN:

What do you think, earthman?

FLASH:

Ming will be well-guarded.

ODO:

The difficulty will be getting into the throne room. The avenue leading up to the palace is well-guarded by both laser turrets and armored men. That is why we need the hawkmen to fly over the wall and take out as many as possible.

FLASH:

Many Hawkmen will be killed.

VULTAN:

No need to worry yourself about my hawkmen. We are brave and will do our part...

BARIN:

We have a plan which should immobilize the army of Metal Men. We will send hawkmen to knock out the control tower which is north of the main palace. If we can get past their ray shields, we can sever communication and their robots will be helpless.

ODO:

A well-conceived plan. However, there's a great risk. The weapons may not penetrate the shields. And there's an even bigger danger. If Ming

escapes, Your Highness, he will certainly return with another army.

BARIN:

That is why we must not fail to get to Ming. Everything depends on it.

FLASH:

And the earth? You saw the sky. We are nearly upon it. Ming is ready to invade.

BARIN:

Once inside the palace, we will locate the power generator that controls the path of Mongo. Destroying it, the earth should be safe and deflect Mongo from its orbit.

FLASH:

Any chance of taking the time to save Dale? Zarkov?

BARIN:

Once Ming has been taken out, I am certain they will be safe. As will be the Princess Aura. (BARIN turns to ODO) Odo, prepare the transmitter. It is time to contact the leaders who agreed to support our fight.

ODO:

As you command, your highness.

There is a RESOUNDING GONG and the WAR ROOM doors open. QUEEN FRIA, MARLO, and SEVERAL RETAINERS enter the hall.

FLASH:

Queen Fria! You came!

FRIA:

You thought I would not, Flash Gordon? Ming once tried to destroy Frigia, through lies and deceit turned us



against Arboria, and family. Now is our time to repay his folly.

BARIN:

It is a delight to see you again, cousin. The doors to my palace are always open to you.

FRIA:

You honor us, cousin. I have traveled to Arboria five thousand strong. My warriors are ready to discard that tyrant once and for all.

CUT TO:

INT. TELECOMMUNICATION ROOM - ARBORIA - DAY

BARIN, along with FLASH, VULTAN, and FRIA, stand in front of a large radio. BARIN speaks into a handheld chrome microphone.

BARIN:

Transmitting on secret frequency oh-oh-one-three-three. To all the freedom fighters of Mongo. The time is nigh. In two days, meet at the south end of the Plains of Karkoon adjacent to Mingo City. Embedded in frequency, you will find in battle language your instructions. Proceed with caution. In two days, at the Plains of Karkoon. This message will repeat in coded battle language on the hour every hour until midnight.

CUT TO:

INT. OBSERVATION TOWER - MINGO - DAY

A gloved hand turns a dial on a control panel. We hear the last of BARIN'S transmission. The camera pans up to reveal the hand belongs to MING. He sits back, eyes squinting, stroking his beard.

WHIPE TO:

A TITLE CARD appears, white on black:

"To be continued in the next exciting chapter:  
MING'S LAST BATTLE!"

Fade out. Credits.

FLASH GORDON  
EPISODE 8  
MING'S LAST BATTLE

A triumphant Wagnerian-like theme plays over OPENING CREDITS. A vast sea of stars serves as the backdrop for the main title as a roll-up slowly crawls into infinity.

Chapter Eight:  
MING'S LAST BATTLE

Crashing their rocket ship in the frozen kingdom of Frigia, Flash and Prince Barin are rescued by Queen Fria, monarch of the Northern Territories of Mongo. They are taken to Castle Fria where the Queen has agreed to assist them in their struggle to overthrow Ming the Merciless.

On route to the radium mines, Flash, Barin, and Fria are attacked and captured by the Ice Giants. Their leader, Bruka, attempts to kill Flash and Barin while taking advantage of Queen Fria. Our heroes escape and once returning to Arboria, Barin rallies his newly acquired forces to lay siege to Mingo City and end the tyrannical rule of Ming the Merciless once and for all...

DISSOLVE TO:

EXT. PLAINS OF KARKOON - MONGO - DAY

FLASH stands on a bluff overlooking the plains and on the horizon, MINGO CITY. A great army of HAWKMEN, LIONMEN, LIZARDMEN, FRIGIANS, the FIRE CLAN, and assorted others is massing below FLASH. In the sky, HANGS the EARTH, huge and OMINOUS.

PRINCE THUN, dressed in rudimentary battle armor, appears behind FLASH.

THUN:

Our forces are ready, Flash. Barin is about to call to arms and order the final assault.

FLASH stands staring out at MINGO CITY.

FLASH:

I just hope Dale is all right. I swear  
if that psychopath has done anything  
to her...

THUN places a kind paw on FLASH'S shoulder.

THUN:

You will soon be united with her, Flash.

CUT TO:

INT. PALACE OF PLEASURE - MINGO CITY - DAY

The various women mill about lounging on cushions. A small band plays STRING INSTRUMENTS as two LION WOMEN dress DALE in a STUNNING GOWN of WHITE SILK with GOLD TRIM. As they are placing a jeweled tiara on DALE'S head, there is the resounding TONE of a GONG.

All EYES fall onto the entrance. The door opens and CAPTAIN MALO enters followed by FOUR MECHANICAL MEN. MALO approaches DALE.

MALO:

What a lovely picture you make. Come,  
it is time. The wedding ceremony is  
about to begin.

DALE:

Captain Malo, you must be pleased with  
Ming's rule?

MALO:

I am never happy when brave men and  
women are defeated. But, I exist only  
to serve my emperor.

DALE:

There was a time on our planet when  
men such as yourself did terrible  
deeds in the name of obedience. Too

late they realized how foolish they had been.

MALO:

I cannot stand alone against Ming.

DALE:

You would not be alone if you acted.

DALE walks toward the entrance as MALO contemplates her words.  
FADE OUT.

INT. SECRET POLICE HEADQUARTERS - MINGO CITY

In a long and dark room. Several men in black leather and goggles sit in a row in front of flickering monitors. Their pasty faces are illuminated only by the cathode rays from their screens. We see in the dark, a huge wall of computer lights and dials.

One of the men looks up from his monitor. He addresses MING standing in the shadows.

OFFICER:

Your majesty, a large group of insurgents are massing outside the city walls on the opposite side of the plains of Karkoon. What are your orders?

MING:

This is that fool Barin's doing. Dispatch a legion of my armored men to eradicate those mutants. Wipe them out. Every single one. Activate the atomic generators to guide Mongo within striking distance of the earth. Prepare to launch my space armada. The moment our atmospheres touch, invade the earth. Spare no one. Burn their cities. Decimate their defenses. As for the wedding, nothing must interrupt it. Station guards at the palace entrance to shoot on sight anyone who is uninvited.

OFFICER:

It will be as you command, my emperor.

MING turns and exits the room.

CUT TO:

EXT. PLAINS OF KARKOON - MONGO - DAY

CLOSE ON: BARIN rides to the front of his ARMY on the back of a two-legged LIZARD. He rises in his stirrups, TALL and PROUD, yelling in a clear, LOUD VOICE.

BARIN:

(stirring call)

Arise, arise, FREEDOM FIGHTERS of  
MONGO! Spears shall be shaken; shields  
shall be splintered . . . a day of  
glory and triumph that will witness  
the end of a dictator! Death to Ming!

ANGLE ON: WEAPONS and ARMOR GLEAMS . . . as TWENTY THOUSAND WARRIORS hold their SPEARS aloft! LIZARDMEN, HAWKMEN, LIONMEN, FRIGIANS, and ARBORIANS raise their swords and CHEER.

ARMY:

DEATH TO MING!

ANGLE ON: As BARIN rides past the ranks of SOLDIERS he runs his SWORD along their SPEARS ... The noise echoes through the RANKS as the WEAPONS of other SOLDIERS CLATTER in response ...

BARIN:

Strike now, strike! Attack for the  
future of Mongo and all her free  
people!

BARIN faces MINGO CITY.

BARIN:

Death!

SOLDIERS:  
(20,000 voices)

Death!

CLOSE ON: THUN is swept up in the emotion... he whips out his SWORD!

BARIN:

Death!

THUN:

Death!

The LIONMEN behind THUN ROAR!

VULTAN:

Death!

The HAWKMEN behind VULTAN raise their LANCES and CHEER.

BARIN:

Death to Ming!

ALL the HORNS of the SOLDIERS burst BLAST upon BLAST!

The GREAT IRON DOORS of MINGO CITY open! With MILITARY PRECISION, TWENTY THOUSAND of MING'S ARMORED MEN march out and stand in RANK at the CITY WALL. They are followed by TEN deadly TANKS. THE TOTAL OF MING'S ARMY - TWENTY THOUSAND ARMORED MEN - are spread out like a sea of black ANTS.

BARIN sees this. All is QUIET. SNARLING, he raises his sword and SPURS his LIZARD MOUNT.

BARIN:

ATTACK! FOR FREEDOM!

ANGLE ON: The 20,000 SOLDIERS move off, a great WALL OF SPEAR POINTS, building up like a rising tide, as they CHARGE TOWARDS THE AMASSED ARMY OF ARMORED MEN!

ANGLE ON: Drawing their swords and issuing a battle cry, the ARMORED MEN charge at the advancing REBEL ARMY.



As the REBEL ARMY thunderously makes its way across the arid plains, the LASER TURRETS lining the wall of MINGO CITY come to life. Long red beams of INTENSE HEAT spit out at the ADVANCING SOLDIERS. Like a FLAMING FINGER, the BEAMS cut through the CHARGING ARMY.

Running HAWKMEN take flight, soar OVER the ARMORED MEN, and blast deadly rays at the turrets. Many explode into a million pieces as ARMORED MEN lining the inside walls raise their RAY RIFLES and shoot down many HAWKMEN.

VULTAN swoops in, issuing orders.

VULTAN:

Take out the men along the wall! Drop  
thermal grenades on those batteries!  
Watch out for thermal waves!

THREE HAWKMEN dive and drop grenades along the inside walls. ARMORED MEN scream and scatter as explosions rock the foundations. Dizzying AERIAL SHOTS of HAWKMEN flying amid the towers of the city. They FIRE at the GROUND FORCES who FIRE back. MING'S SOLDIERS run for SHELTER in PANIC.

SOLDIERS are plucked into the AIR by HAWKMEN and dropped to their DEATHS hundreds of FEET BELOW. TOWERS and BUILDINGS are DESTROYED. CHAOS as SOLDIERS, WOMEN and CHILDREN DODGE falling MASONRY.

An ARMORED MAN with a WHITE MUSTACHE and BEARD storms along the COWERING SOLDIERS of MING. It is OBVIOUS he is a SEASONED SOLDIER.

SEASONED SOLDIER:

You are soldiers of His Majesty, Ming  
the Merciless! No matter what comes  
through that gate you will stand your  
ground!

OUT ON THE FIELD, THUN leads his LIONMEN directly at the CHARGING ARMORED MEN like a rushing wave. The LIONMEN ROAR and tear into the first wave of ARMORED MEN. Several LIONMEN are cut down by swords as many LIONMEN rip and tear as they CHARGE DEEPER into the mass of ARMORED MEN.

A row of SIX TANKS roll up behind the charging ARMORED MEN. The tank's guns blast a pulsating beam at a group of LIZARD MEN. The LIZARDMEN are blown to the four winds. ARMORED DWARVES race up and swarm one TANK. ACCOMPANIED by LIZARDMEN, they use ray rifles to CUT the TANK to RIBBONS.

QUEEN FRIA accompanied by COUNT MARLO leads an attack of AMAZON FRIGIAN WOMEN. The sounds of CLASHING swords are DEAFENING.

FRIA:

Fight, my brave Frigians! Leave not  
one of these beasts standing!

The first VOLLEY of LASER BEAMS hit the ARBORIAN SOLDIERS . . . The charge continues . . . BARIN rides his SADDLED lizard, SLICING and CHOPPING his way through the FIGHTING MEN.

BARIN:

Charge!

The second VOLLEY . . . the SEASONED SOLDIER watches in HORRIFIED AWE as the REBEL ADVANCE CONTINUES . . . SUDDEN FEAR runs through the ARMORED MEN assembled on the PLAINS OF KARKOON . . . The ARBORIANS charge like MEN POSSESSED! SWORDS fly as BLOOD and dismembered LIMBS litter the battlefield. The ELECTRICAL BUZZ of ray rifles CRISS CROSS the SKY at HAWKMEN as SOLDIERS on the ground are DESINTERGRATED into CHARRED skeletons.

A ray blast CUTS the HEAD off of BARIN'S LIZARD MOUNT. The prince rolls to the GROUND, chopping AWAY at advancing ARMORED MEN. FLASH appears and, back to back, wards off MING'S SOLDIERS.

SUDDENLY, the GROUND HEAVES, and a SINKHOLE appears. MEN SCREAM as they are SWALLOWED into the ASHEN DIRT.

A LARGE DIGGING MACHINE APPEARS UP OUT OF THE SINKHOLE! It is the size of a garbage truck - shaped like a can, it has tank treads with a large drill on its front. It stops. UP out of the SINKHOLE climb squat and armored MOLEMEN. ARMED with RAYGUNS, the MOLEMEN fire into the SEETHING BATTLE.

BARIN:

Molemen!

FLASH:

Molemen?

BARIN:

(to ARBORIAN SOLDIERS nearby)  
Concentrate your firepower on those  
dirty bastards! Flash! If we can't go  
over the wall, how about under it?

FLASH:

(Looks at the MOLE MACHINE)  
What do you have in mind, Barin?

BARIN:

(to nearby ARBORIAN SOLDIERS)  
This way, men! Follow me! We take this  
machine!

BARIN blasts a ray at the hatch. It FLINGS open. TWO MOLEMEN  
pop out and FIRE back. BARIN cuts the HEAD off one and SHOTS  
the OTHER in the FACE. He pulls the corpses out of the HATCH.

BARIN:

Men! Ten of you - into the Mole  
Machine! Flash! Inside! We are taking  
this to the palace!

FLASH:

You know how to operate one of these things?

BARIN:

Where there's a will, there's a way,  
my friend!

BARIN, FLASH, and ten ARBORIAN SOLDIERS enter the MOLE MACHINE.

INT. MOLE MACHINE - COCKPIT

The cramped and dirty interior is a kaleidoscope of dials and  
switches. BARIN locates the STEERING YOLK of the MACHINE. He  
flips switches and pulls levers. The engines of the MOLE  
MACHINE whir to life.

BARIN:

Hang on!

EXT. MOLE MACHINE - PLAIN OF KARKOON - DAY

With the creaking of gears, the MOLE MACHINE lifts up off the treads by hydraulics and points the drill towards the ground. The impressive MACHINE drills into the GROUND and disappears.

EXT. CITY WALLS - MINGO CITY - DAY

VULTAN swoops down and SMASHES two GUARDS at the CITY gates with his MACE. VULTAN pulls a SWITCH and the GREAT IRON GATES of the CITY open.

LIONMEN, LIZARDMEN, FRIGIANS, and DWARVES rush in.

Emergency sirens are shrieking. People are panicked. Ignition bursts of ROCKETS being launched.

Missiles begin to rain down everywhere. Buildings and HAWKMEN disintegrate. The area is an instant inferno.

The FRIGIAN WARRIORS and LIONMEN live up to their reputations. Many of MING'S SOLDIERS fall.

CHAOS and PANDEMONIUM. CITIZENS pour out into the streets from buildings and homes. Engaging in HAND to HAND combat with ARMORED MEN. And even though they are not skilled fighters...

Their sheer numbers overwhelm and exhaust the ENEMY. Each time an ARMORED SOLDIER dispatches a citizen...three more rush in and take his place.

ANGLE: The CAMERA looks down onto the BROAD STREET that leads from the CITY GATE to the PALACE STEPS. Like a FLOWING RIVER, roaring and snarling LIONMEN, led by PRINCE THUN, wash down the STREET savagely killing ANYBODY in their PATH. Followed by the citizens of Mingo City fighting at their side.

CUT TO:

EXT. MINGO PALACE - MINGO CITY - DAY

The battle rages outside. A hundred ARMORED MEN stand at the top of the PALACE STEPS and FIRE volley after volley of heat rays down into the TURMOIL in the STREETS.

INT. THRONE ROOM - MINGO CITY - DAY

Various courtesans stand about the pillared THRONE ROOM. DOCTOR ZARKOV stands at the base of the STEPS that lead up towards the throne. He glances over to see PRINCESS AURA. She is DRESSED in an ELEGANT GOWN, but the MAKE-UP barely COVERS the BRUISES and LACERATIONS from the TORTURERS. The muffled SOUNDS of BATTLE can be heard from OUTSIDE.

At the top of the STEPS stands the HIGH PRIEST dressed in his FLOWING ROBES of RED AND BLACK and a POINTED HOOD that covers his face. Two SCONCES are on EITHER SIDE emitting fires.

THERE is a SERIES OF GONGS accompanied by a blast of HORNS.

Escorted by FOUR MECHANICAL MEN, DALE is led up to STAND in front of the PRIEST. Tears stream down DALE'S face as she forlornly LOOKS out to see ZARKOV. She begins to sob.

The HIGH PRIEST lifts his ARMS.

HIGH PRIEST:

Blessed is this day. Blessed is this ceremony. May Tao smile upon these proceedings.

There is another GONG followed by TRUMPETS. MING appears and approaches the melancholy DALE. He sneers.

MING:

Come, come, my bride, this is a time for rejoicing.

DALE turns away.

The HIGH PRIEST lifts his arms.

HIGH PRIEST:

As our Ancestors before us, we gather under the light of Mongo's first

lover's. As the Great God Tao blessed them that evening eons ago, so do we unite Ming the Merciless, Ruler of Mongo and Conqueror of the Universe with this Earth woman, Dale Arden. In the time of the celestial lovers, the god Tao and his wife, the goddess Dozan, each night would consummate their love across the heavens. Drink now of this holy water and be wed. By the power of the god Tao placed in your hands, I command you -

SUDDENLY! There is a low RUMBLE. The courtesans scatter as the middle of the red marble floor shatters and the nose of the drill emerges. The MOLE MACHINE stops HALFWAY UP from the floor. The HATCH swings open and FLASH pokes his head out.

DALE sees FLASH and is about to run over to him, but the HIGH PRIEST holds her by her WRISTS.

DALE:

FLASH!

FLASH looks up and sees DALE, he smiles with relief.

MING:

The valiant Flash Gordon has arrived  
to save the day!

MING makes a SLIGHT GESTURE and a platoon of MECHANICAL MEN run out into the THRONE ROOM. COURTESIANS scream and DUCK for COVER as the sinister ROBOTS raise their RAY RIFLES and begin FIRING at FLASH and the ARBORIANS.

FLASH, BARIN, and the ARBORIANS fire back at the METALMEN. HEAT RAYS crisscross the throne room burning gashes into the red marble walls.

The DOORS to the THRONE ROOM are BLOWN OPEN! LION MEN, led by PRINCE THUN, rush in.

The MECHANICAL MEN stand and FIRE at the ROARING LIONMEN.  
FLASH fires back. Disintegrating two METALMEN.

CAPTAIN MALO stands next to MING.

MING:

Malo! What is it?

MALO:

The city has fallen, your majesty.  
Mingo City cannot be defended. We must  
surrender.

MING:

Never!

BARIN fires his rifle and hits a robot.

THUN sword fights an ARMORED MAN as the lionmen dodge laser  
fire behind pillars.

ARBORIAN SOLDIERS use the MOLE MACHINE as cover as they  
exchange ray blasts with the MECHANICAL MEN.

FLASH:

Your emperor is insane, Malo! This  
fight is finished!

MALO:

The earthman is right, your majesty,  
we must stop this fighting now!

MING:

Treasonous coward! You are as weak as  
the others!

DALE:

No, Ming, Captain Malo is not weak. He  
has simply discovered a free man does  
not follow orders blindly.

MING:

Fools! All of you are fools! I am Ming  
the Merciless, conqueror of the  
universe!

BARIN whacks one of the MECHANICAL MEN from behind with his RAY RIFLE, completely decapitating it. Sparks fly as the robot slumps to the ground.

The HIGH PRIEST holds DALE as she struggles to get free and watches FLASH fight.

ZARKOV, flanked by two METALMEN guards, pushes one to the ground. The other TURNS to ZARKOV. ZARKOV snatches its RIFLE and BLASTS it to PIECES. ZARKOV fires on the FALLEN robot before ducking behind a nearby PILLAR. He sends a VOLLEY of laser blasts into the chaotic fray.

AURA sneaks up behind him and puts a rifle to his back. ZARKOV drops his RIFLE.

THUN throws the battered corpse of an ARMORED MAN to THREE MECHANICAL MEN, knocking them over. He roars. TWO LIONMEN jump the robots and TEARS them to pieces.

FLASH snatches a sword off the floor and races up the flight of steps to the throne and an awaiting MING.

FLASH:

Your rule has come to an end, Ming!

MING draws his sword and sneers.

MING:

And your days of meddling in Mongo  
affairs are at an end, earthman!

FLASH and MING engage in a man-to-man duel of swords more vicious than FLASH has ever dealt with before. FLASH is forced back, loses his balance, and is knocked down the stairs. MING stands at the top of the stairs, ready to attack.

MING:

Pathetic earthling, you are too late.  
My forces will soon conquer your  
planet and your woman will repopulate  
your world with my genetically  
enhanced offspring. I will see that



you spend the rest of your days  
screaming in a pain amplifier!

FLASH:  
You will not win this, Ming!

FLASH walks back up the stairs to MING.

MING:  
I already have.

MING attacks, forcing FLASH on the defensive. They parry and block, their flashing swords clanking loudly in battle.

MING:  
Do you think you can destroy me? I am  
Ming the Merciless, conqueror of  
worlds! Who are you? A puny no one! In  
lieu of your petulance, I will burn  
away the surface of your world,  
leaving it a dead, lifeless husk - a  
testimony to future subordinates. I  
will have my way with your woman and  
slit her throat at the moment of  
climax. And, I will make certain you  
witness every moment!

FLASH charges and screams in anger, rushing at MING with a frenzy we have not seen before. Each stroke of FLASH's sword drives MING further toward defeat.

MING is knocked to his knees, and as he raises his sword to block another onslaught, FLASH slashes MING's right hand off at the wrist, causing a shower of blood to fly from the stump. MING's sword clatters uselessly away. FLASH moves over MING and, with one thrust, BURIES his sword into the EMPEROR'S CHEST up to the HILT. The body of MING THE MERCILESS slumps to the marble floor, dead.

The HIGH PRIEST releases DALE in shock at what he just witnessed.

DALE races over to FLASH. They embrace.

DALE:

Flash?

FLASH:

It's over, Dale. It's over.

A subdued silence washes over the throne room. BARIN stands at the foot of the steps and addresses the throne room.

BARIN:

Ming has been defeated in combat. I,  
Prince Barin, declare myself the legal  
regent of Mongo. I command you, all of  
you, to lay down your arms.

CAPTAIN MALO drops his rifle. The MECHANICAL MEN drop their  
rifles. The ARMORED MEN throw their swords to the GROUND.

AURA stands defiant holding a ray rifle.

BARIN:

My dearest Aura?

She raises her head and glares at BARIN down her nose. She  
sneers.

AURA:

I will never recognize the likes of  
you as Mongo's ruler!

BARIN is grief stricken.

BARIN:

I am truly sorry. You would have made  
a beautiful queen. Take her away. And,  
Captain Malo. Lock them in the  
dungeons below, They will await trials  
for their actions.

TWO MECHANICAL MEN approach her. They take her rifle and escort  
her out of the throne room.

SUDDENLY! There is a resounding RUMBLE and the VERY GROUND  
SHAKES!

EXT. MINGO CITY - MONGO - DAY

Outside the city gates, the opposing armies dissipate as the winds whip up fiercely and the planet Earth slowly inches closer. Great bolts of LIGHTNING, like a tesla coil, RENDER back and forth from the two planets.

INT. THRONE ROOM - MINGO CITY

ZARKOV approaches FLASH as the ground trembles. The courtesans in the THRONE ROOM duck and dodge falling masonry.

ZARKOV:

Flash! We only have minutes before  
Mongo wreaks havoc on the earth!

FLASH:

What can we do?

ZARKOV:

Ming's secret labs! Hurry!

EXT. SPACE

MONGO drifts ever closer to the EARTH. On both planets, we can see the flashing of lightning in swirling thunderclouds.

INT. ATOMIC SHAFT - MONGO

The machines spit SPARKS and enormous bolts of ELECTRICITY up and down the shaft. CONFUSED SCIENTISTS run in TERROR as the walls buckle and distort under the seismic pressure of the two approaching worlds.

FLASH, DALE, and ZARKOV run along a gangway into one of MING'S LABS.

INT. MING'S LABORATORY - MONGO

ZARKOV runs over to the large control panel that makes up a wall. He flicks switches and turns dials. On the wall monitor, a static image of the earth appears slowly drifting toward CAMERA.

DALE:

Zarkov! The earth!

ZARKOV:

I cannot control anything from here!

FLASH looks AROUND. He glances out into the STEEL ABYSS. TESLA-LIKE machines toss great ELECTRICAL BOLTS up and down the SHAFT.

FLASH:

What's powering all this? If we shut that down...

INT. ATOMIC SHAFT - MONGO

We look down at the sheer immenseness of the man-made abyss. We see from a high distance FLASH, ZARKOV, and DALE race along a wide balcony on the wall of the shaft. Huge turbines whir as gigantic electrodes shoot arcs of electricity back and forth across the abyss.

On one side of the shaft, suspended by a network of girders, a HUGE MACHINE hums and spits arcs of electricity suspended by beams of light.

ZARKOV points at the HUGE MACHINE.

ZARKOV:

That! Ming said that was the mechanism that powered everything including the ability to control the movement of this planet!

FLASH:

If we destroy it, what will happen?

ZARKOV:

I don't know. Perhaps nothing. Perhaps it will send Mongo plunging into the earth. Perhaps send it back into deep space in whence it came.

FLASH raises his ray rifle.

FLASH:

We haven't time to debate this.  
Everyone back!

FLASH fires at the HUGE HUMMING MECHANISM. There is a blinding explosion.

FLASH:

Everybody out! Run for it!

The MACHINE explodes and falls into the ABYSS. It takes several of the DYNAMO GENERATORS with it.

EXT. SPACE

MONGO heads directly for the EARTH.

EXT. MINGO CITY - DAY

FLASH, DALE, and ZARKOV exit a glass elevator and run out onto a CATWALK between TWO CRIMSON TOWERS of MINGO CITY. The WIND has picked up and there is the FLASHING of LIGHTNING.

FLASH and DALE embrace and look up. THROUGH the GUSTS of DUST, the EARTH fills the SKY.

DALE:

We're going to collide with the earth!

FLASH embraces her even TIGHTER. She buries her face in his chest.

INT. ATOMIC SHAFT - MONGO

The MAMMOTH MACHINES explode and spark, tumbling down into the ABYSS. We hear the SCREAMS of the SCIENTISTS, see them FALLING into the METAL PIT, as the ABYSS crumbles around them.

EXT. MINGO CITY - DAY

The ground SHAKES! FLASH, DALE, and ZARKOV are knocked to the ground. ZARKOV sees below that citizens are RUNNING about, screaming and dodging masonry, as the streets buckle.

EXT. SPACE

EXTREMELY CLOSE. Their atmospheres almost touch. GREAT BOLTS of LIGHTNING flash between the TWO WORLDS.

EXT. MINGO CITY - DAY

ZARKOV looks up at the EARTH. It is slowly sliding to the RIGHT.

ZARKOV:

It worked! Mongo is changing course!

EXT. SPACE

MONGO glides past the EARTH and heads out into deep space.

EXT. MINGO CITY - DAY

Establishing shot of MINGO CITY. The winds howl. Lightning flashes as behind the spires of the city, the earth drifts away.

FLASH embraces a terrified DALE. The winds subside. The shaking stops.

ZARKOV:

Mein Gott! That was close! But, the  
earth is saved!

The three stand on the catwalk as they watch the earth slowly drift away.

FADE OUT.

EXT. MINGO CITY - DAY

Establishing shot. FIREWORKS explode over the CRIMSON SPIRES.

EXT. MINGO CITY - CENTRAL PLAZA - DAY

The CITY PLAZA is CROWDED with FESTIVE CITIZENS. CHILDREN SING and throw flowers at the passing ARBORIAN SOLDIERS. The CROWDS CHEER. It is a grand parade. KING BARIN stands next to VULTAN, QUEEN FRIA, FLASH, DALE, and ZARKOV. KING BARIN and VULTAN smile at one another.

BARIN:

We appoint Vultan General of our  
armies. From this day on, let every  
breed of Mongo live together in peace.

In the parade are PRINCE THUN and his LIONMEN GUARDS. The LIONMEN ride OGNAT, huge elephantine lizards. They stop before BARIN and walk up the steps to stand by his side. PRINCE THUN holds up the ROYAL SCEPTER OF PEACE.

THUN:  
Barin is the rightful heir!

EVERYONE:  
Hail Barin, King of Mongo!

THUN:  
We owe everything to Flash.

EVERYONE:  
Hail, Flash Gordon!

EVERYONE CHEERS. The parade marches on.

EXT. SKY OVER MINGO

Vista of stunning beauty as HAWKMEN soar and loop in wondrous victory rolls as the FIREWORKS and MUSIC continue.

MOVE OVER this to find FLASH, DALE, and ZARKOV standing together, looking up at the terrific sky-parade, FLASH with an arm around DALE'S shoulder. He glances at her tenderly and is surprised to see tears on her cheeks.

FLASH:  
What's the matter, darling?

DALE laughs, turns her face up to FLASH. They embrace. He kisses her. As they head into the Palace, ZARKOV gazes upward again.

INT. THRONE ROOM - MINGO CITY - MORNING

On each side of the steps leading up to the THRONE stand ARBORIAN SOLDIERS at attention. Dressed in regal armor, KING BARIN sits on the throne. To his right stands THUN and to his left is VULTAN.

OFFICER ODO, in shining armor and cloak, steps out in front of BARIN.

ODO:  
The earth people, your majesty!

ODO salutes a SOLDIER manning the gong. ODO turns to the ARBORIAN SOLDIERS.

ODO:

Present arms!

The ARBORIAN SOLDIERS draw their swords and raise them high in salute. The SOLDIER strikes the gong.

FLASH, DALE, and ZARKOV climb the steps and stand in front of BARIN. The three bow at the hip.

BARIN:

(smiling)

You are never required to bow to me,  
my friends.

FLASH:

(smiles, slight nod)

King Barin.

BARIN:

I wish you'd give up on this idea of  
returning to Earth. I would do  
everything within my power to make you  
happy, here.

ZARKOV:

Your Highness, as wondrous as your  
world is, we do not belong to it.

DALE:

Only by returning home will we be  
truly happy.

BARIN:

The emotional weight of the way you  
said 'home' solidifies it, then.

FLASH:

Dale is right, my friend, as is  
Zarkov. We belong on Earth.



BARIN:

Then take the modified rocket Ming was to use in traveling to your world and have a safe journey, my friends. And, again, thank you.

WHIPE TO:

EXT. LANDING PAD - MINGO CITY - DAY

Nestled between the gold and crimson spires of MINGO CITY, lies a chrome rocket on a landing pad. Several technicians prepare the ship - checking panels, removing power cables and fuel pipes.

FLASH, DALE, and ZARKOV walk up to the extended plank leading to the open hatch on the side of the rocket. They are followed by BARIN, VULTAN, and THUN.

BARIN:

Assure the people of earth they will never fear another attack by the planet Mongo.

ZARKOV:

Thank you, Barin.

DALE:

I am sure the people of Mongo are going to be very happy under your rule.

BARIN takes her hand.

BARIN:

And I am certain you and Flash will be happy, too.

FLASH extends his hand to BARIN. BARIN takes it and shakes it.

FLASH:

Well, Barin, goodbye and good luck.  
(he turns to THUN. Takes his paw,  
shakes it) Thun! My friend!

THUN:  
Safe voyage, Flash!

FLASH:  
Vultan! (he taps VULTAN on his belly.  
They both laugh) You take care of  
things while I'm gone.

VULTAN:  
It will not be the same here without you.

FLASH:  
Goodbye, my friends.

They all wave goodbye as FLASH, DALE, and ZARKOV walk up the ramp and close the hatch. BARIN, THUN, and VULTAN move away from the rocket.

INT. COCKPIT - ROCKET

In the tight cockpit, ZARKOV sits at the control panel. He flips switches and turns dials. The control panel lights up and the rocket engine ROARS to life. FLASH sits next to DALE. He takes her hand.

FLASH:  
Afraid, darling?

DALE:  
Not when I'm with you.

ZARKOV:  
Hey, you two ready?

FLASH:  
Okay, let's go.

EXT. LANDING PAD - MINGO CITY - DAY

The rockets ignite and the chrome ship lifts off and soars up into the sky.

BARIN, THUN, and VULTAN watch as the rocket soars away.

EXT. SPACE - MONGO

The tiny rocket sputters up and away from the planet Mongo. The rocket is heading towards the earth in the far distance.

INT. COCKPIT - ROCKET

ZARKOV skillfully pilots the rocket. He flips a switch and turns a dial. He leans in close to a mesh speaker on the control board. It emits an electronic whine and static.

ZARKOV:

This is Dr. Hans Zarkov speaking on an approach course to the earth. Anyone picking up this transmission? We are out of immediate danger and attempting to reach the earth.

EXT. WASHINGTON D.C. - PENTAGON - DAY

Establishing.

INT. CONTROL ROOM - PENTAGON

Sitting behind their consoles, TECHNICIANS LISTEN INTENTLY. Professor GORDON sits at the controls of a HUGE GOVERNMENT RADIO. He holds headphones up to his ear. There is static.

PROF. GORDON:

Not clear, Zarkov, repeat.

INT. COCKPIT - ROCKET

ZARKOV slowly turns a dial. The static subsides.

ZARKOV:

In a rocketship, returning to earth.

PROF. GORDON:

(over speaker)

Check your calculations with utmost care.

CUT TO:

INT. CONTROL ROOM - PENTAGON

GORDON sits hunched over his desk, speaking into a microphone.

PROF. GORDON:

Remember, Mongo is further away from  
the earth when you made your first  
flight.

INT: COCKPIT - ROCKET

ZARKOV speaks into the microphone.

ZARKOV:

I realize that. We are closer now than  
we will be for years.

PROF. GORDON:

(over speaker)

Is Flash and Dale with you?

ZARKOV:

Yes. They are well and safe. Transmit  
landing coordinates. Where can I bring  
her down?

PROF. GORDON:

(over speaker)

The airbase at Fort Bragg is awaiting  
your arrival.

EXT. SPACE - EARTH

The tiny rocket heads toward the cusp of the earth. Huge and  
majestic.

INT. COCKPIT - ROCKET

ZARKOV pulls a lever, flips a switch.

ZARKOV:

Flash! Dale! We did it! We'll be  
entering Earth's atmosphere in a  
moment.

He turns, smiles.

C/U: FLASH and DALE hold one another. Looking into each other's eyes. They fall into a deep, romantic kiss.

IRIS OUT.

End titles