

" FLASH GORDON "

Screenplay by
LORENZO SEMPLE, JR.

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91, AVENUE HECTOR OTTO
MONTE CARLO,

FLASH GORDON

FADE IN:

EXT. WIDE AFRICAN LANDSCAPE - MORNING

At first only darkness, then the rising sun paints in an endless savanna from horizon to horizon. We hear savage drums beating in the distance coming from some unknown place.

The sun clears the horizon. Suddenly it changes amazingly: the white disc goes through a rapid series of color transitions, from yellow to green to purple to an incredible BLOOD RED. From it shoots a RED LIGHTNING BOLT.

The sky echoes with THUNDER.

We hear a HOWLING ethereal wind, but not a twig of the brush stirs as bolt after bolt of RED LIGHTNING rips the sky, with each one a TITLE or CREDIT appearing.

Under FINAL CREDIT snow is beginning to fall on the burning blood-red savanna.

EXT. PLANE IN FLIGHT - DAY

It's a Twin Otter with the logo of some commuter airline. It buzzes along over pleasant countryside, through a sky that's almost unnaturally serene and filled with fleecy white clouds.

INT. PLANE IN FLIGHT - DAY

There are just two passengers in the cabin. One is DALE ARDEN, a great looking dark-haired girl sitting by herself and reading a book entitled "KARATE FOR THE SINGLE GIRL.... A Guide to Survival In The City." A few rows forward, near the open door into the pilots' compartment, is FLASH GORDON. He's studying a football play-sheet, one of those diagrammed things with X's and O's for the players and dotted-line arrows indicating the directions of movement.

Suddenly the plane makes a violent bump. It almost knocks the book from DALE'S hand. She looks out the window with sudden fright, tossing hair out of her eyes, in a gesture that's habitual to her in moments of stress.

There's nothing to see outside but the pretty clouds. She looks forward again and watches FLASH standing up easily, leaning in the cockpit doorway to speak to the PILOTS.

INT. PLANE/ COCKPIT - CONTINUOUS
(CO-PILOT, DALE, FLASH, PILOT)

FLASH
What was that, fellas?

PILOT

Clear-air turbulence, is all. Nothing serious

CO-PILOT

But nothing you'd want to toss a third-down pass through either --

(Grinning back at

FLASH)

Can I have an autograph for my kid, Mr. Gordon?

FLASH

Sure -- my pleasure.

As FLASH takes a bit of paper from the CO-PILOT, the plane takes another jolt, even more violent than the first.

PILOT

Wow. Call Westchester Approach, see what they've got.

FLASH

I sure hope we don't have to turn back. I mean this is first day of training camp, I wouldn't want to be late --

PILOT

Seat-belt time.

FLASH starts back to his seat. The plane jumps again, shudders violently. He holds on, calls up front:

FLASH

Maybe it'd be smoother if you went higher --

DALE

Will you SHUT UP?

(as FLASH's head swivels)

Look, Mister Flash Gordon, they have their hands full -- just let 'em drive.

INT. PLANE - CONTINUOUS

(DALE, FLASH)

The plane buffets. FLASH is sent reeling, catches hold of the rack above DALE, lowers himself into the seat next to her. He buckles fast, takes out a candy bar and offers it to her.

FLASH

When you're nervous, it can help to
chew on something

DALE

Thanks a lot -- I look dumb enough
to take candy from a stranger?

FLASH

I'm not a stranger exactly -- You
know my name.

DALE

Who doesn't. Number one draft pick,
cover of PEOPLE mag -- what'd the
GIANTS sign you for, eighty-nine
million? Big deal!

FLASH

Of course.

DALE

God, I hate flying -- I'm Dale Arden
it's crazy of me to hate flying --
I'm a travel agent, you see? -- I've
just been checking out a little hotel
in Vermont -- can I still have that
candy bar?
(and in the same breath)
Are we going backward?

FLASH

Backwards?

DALE (gasp)

Holy cow! Look at the clouds!

EXT. SKY - POV FROM PLANE WINDOW - DAY

The pretty white clouds are changing above and beginning to surround the airplane. Over the engines we HEAR that same ethereal wind rising which we heard in the opening. Slowly and terrifyingly, the sun starts turning BLOOD RED. The clouds race faster, faster, until they are actually streaming past the plane from behind.

INT. PLANE - DAY

FLASH and DALE -- faces bathed in the eerie light. Speechless-
DALE grasps the football player's hand with all her strength.

EXT. A FANTASTIC GREENHOUSE - DAY

It is a huge and rambling, antique, standing in semiruinous isolation in a pretty country landscape. The sun has turned

the SAME BLOOD RED we saw from the airplane, and clouds race across it with unnatural velocity.

In the center of the greenhouse rises a glass-paned tower through which we glimpse something MIRROR BRIGHT. Floating high in the air above the structure are several silvery helium-filled balloons, secured by wires. As we move closer, we discern a MAN moving about actively on a platform inside the central tower, about half-way up:

INT. GREENHOUSE TOWER - DAY
(MUNSON, TV NEWSMAN, ZARKOV)

The man is DR. HANS ZARKOV: big, bearded, feverish looking and seemingly half mad with exhaustion. In striking contrast to the antique greenhouse exterior, here there are all kinds of computers and displays connected together in a slapdash fashion. Quantities of neglected plants, most brown and dead or dying, hide the works in here from outside view. As Zarkov runs around throwing switches and eyeing displays, a grim-voiced TV. NEWSMAN is appearing and speaking from a good-sized television screen above the main control console:

TV NEWSMAN

The extraordinary weather disturbances reported from Africa this morning are now crossing the Atlantic, and are expected to reach the East Coast of the United States by noon. According to scientists at NASA, the Earth is being struck by an immense stream of cosmic energy, apparently the result of some catastrophic stellar accident beyond the reaches of --

ZARKOV whirls, slams the TV SOUND OFF and yells at the silently mouthing NEWSMAN on the screen.

ZARKOV

Fools! Can't you understand? This is no accident-- it's an ATTACK! An attack planned by a MIND! This is ATTACK!

MUNSON, a scared looking assistant, comes running up the stairs with a computer print-out sheet.

MUNSON

Dr. Zarkov! Look at the report from the last balloon!

ZARKOV grabs it, eyes it.

ZARKOV
I predicted it, didn't I?

MUNSON
Yes, sir -- you sure did. And this
funny sun too ---

ZARKOV
Ozone layer starting to crack up.
By tonight Carbon dioxide will be
combining with free nitrogen to form --
(breaks off, crumpling
the sheet)
Well, this is it.

MUNSON
Sir, the President is on the TV behind
you --

ZARKOV
What the hell do I care? I tried to
warn him -- he called me mad, like
all the others.

BOOM! The TV screen EXPLODES in a fine shower of glass.

ZARKOV (CONT'D)
Time for us to go, Munson. Get your
toothbrush and whatever.

MUNSON
Go where?

ZARKOV
Up. Up and at him.

Stunned, MUNSON turns his head and glances at something big
and MIRROR BRIGHT gleaming behind foliage in center of tower.

MUNSON
You're crazy!

Perfectly calm except for the maniacal glint in his eyes,
ZARKOV pulls out a revolver and points it at MUNSON.

ZARKOV
I can't handle the capsule alone get
your toothbrush.

INT. COCKPIT TO SKY - POV
(CO-PILOT, PILOT)

The PILOTS watch these clouds also, transfixed with disbelief.
They speak with that incredible calmness characteristic of
professional airmen in a moment of impending catastrophe.

PILOT

What's the word from Westchester
Approach, Bill?

CO-PILOT

Zip. All channels dead.
(Reacting to the panel)
Say, get a load of the VOR's....

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

PILOT

On the left, about six o'clock
high.....

The racing stream of clouds is parting open like in some surreal painting. From the cortex LASER-like bolts of RED LIGHTNING shoot out. Like a missile, one zaps right over the plane's nose with a horrible crackling NOISE.

PILOT (CONT'D)

Hold on tight, let's put baby down
right here.....

The CO-PILOT reaches up and hits the flap control. There is a whooshing crackling ZAP! The whole cockpit FLARES OUT with an intolerable blinding flash of RED LIGHT.

INT. PASSENGER CABIN - CONTINUOUS

The cockpit door flies off its hinges, admitting a gale of wind that scatters FLASH'S play sheets like autumn leaves. FLASH unsnaps his belt, leaps up and races forward.

INT. COCKPIT - CONTINUOUS
(DALE, FLASH)

The TWO PILOTS are gone, vanished without trace. Wind from the shattered windows assaults FLASH as he charges in. He stumbles forward as the plane noses into a dive. Recovering he scrambles into the left-hand seat, grabs hold of the bucking wheel yoke, pulls back and kicks at the rudder pedals. DALE lurches in against the tornado.

DALE

Can you fly it?

FLASH

I can fly all right -- I've had a
couple of lessons! -- just don't if
I can land!

(MORE)

FLASH (CONT'D)
 (fighting controls)
 Grab that other wheel! Help me pull
 her up!

DALE staggers into the co-pilot's seat, pulls back on the
 wheel in front of her.

DALE
 Oh boy! Ever hear about the man who
 fell ninety stories from a window
 and didn't break a bone?

FLASH
 No but I'd sure like to! How'd The
 man fall ninety stories didn't break
 a bone?

DALE
 The window was ninety-one stories
 up!

SHOOTING FORWARD - THROUGH THE BROKEN WINDSHIELD

The Earth is approaching fast, wheeling and tilting. We get
 a glimpse of a strange greenhouse structure at the end of a
 flat area.

Another barrage of crackling RED LIGHTNING BOLTS shoot all
 around the plane but just miss it.

INT. COCKPIT
 (FLASH)

FLASH
 Brace yourself I'm aiming at that
 field up ahead!

EXT. ZARKOV'S GREENHOUSE - DAY
 (ZARKOV'S VOICE)

Its thousands of panes reflect the RED SUN and the RED BOLTS
 which rain down in intermittent bursts. One strikes an end
 of a gallery, exploding glass and foliage. From inside, we
 HEAR a furious echoing VOICE:

ZARKOV'S VOICE
 I see you, Munson! Come out or I
 shoot!

INT. GREENHOUSE - DAY
(MUNSON, ZARKOV)

ZARKOV is on the lower stairs of the tower, aiming his revolver. MUNSON emerges from some dry brown bush where he was hiding.

MUNSON
So what's it matter if I'm shot or
go up in that thing? I'm a goner
either way, right?

ZARKOV
Of course -- I admit that! But this
way you'll be giving your life for a
chance of saving Earth! Haven't you
any spirit at all??

MUNSON
Goodbye, Doctor -- they were all
right about you. Have a nice trip.

MUNSON starts walking away, toward the door at the end of
the long side wing.

ZARKOV
I tell you I can't take it off alone!
If you won't come, who will I find?

If you wo'o't come, who will I find:

MUNSON ignores him totally, keeps walking away. ZARKOV lifts
his revolver and draws a bead on the man's back. Just as he
is about to shoot, he reacts to something outside.

EXT. GREENHOUSE

Amazingly, a Twin Otter is gliding in to a horribly rough
landing in the field outside. The plane hits on one wheel,
bounces into the air, comes down again and keeps right on
rolling toward the greenhouse.

AS ABOVE - FEATURE MUNSON

SEEING the onrushing plane, freezing an instant then starting
to run. He hardly gets five yards before the Twin Otter comes
SLAMMING IN through the greenhouse wall, burying MUNSON
totally under the wreckage.

INT. COCKPIT - DAY
(DALE, FLASH)

Crazily angled, filled with dust and smoke. Dazed, blood on
his forehead, FLASH struggles from his seat.

FLASH

Dale! Are you all right?

DALE

I'm terrific.

(weak smile)

Flash Gordon, you have just made me
a Giant fan for life.

FLASH

Come on -- let's get out before she
blows!

FLASH helps her from the wrecked seat, wheels and kicks out
the emergency exit in the cockpit area.

INT. GREENHOUSE - DAY

(DALE, FLASH, ZARKOV)

FLASH lowers DALE to the ground, jumps down after her. ZARKOV
is there, smiling at them in a strange way.

FLASH

Hello. i'm Flash Gordon, this is
Miss Dale Arden --

ZARKOV

(Means it)

Delighted to see you.

FLASH

This crazy storm knocked us down
could we use a phone?

ZARKOV

Certainly. Just follow me -- up those
stairs.

FLASH

Some weather huh?

ZARKOV

It will get worse.

ZARKOV turns and smiles at them again as they start up the
tower stairs. Suddenly DALE stops short, staring at ZARKOV
with a funny expression.

DALE

You're Dr. Hans Zarkov!

ZARKOV hesitates just an instant, then nods.

ZARKOV

How did you know?

DALE

I saw you in PEOPLE mag. After you left NASA, remember? It said you were utterly ---

DALE breaks off, almost biting her tongue.

ZARKOV

Insane? Off my rocker?

DALE

I forget what it said:
(turning hastily)
Flash, let's find some other phone, okay? I'm sure Dr. Zarkov is very busy.....

FLASH is baffled, but he gets her urgent look.

FLASH

Well, all right -- but it seems to me we ought to --

Now it's FLASH'S turn to break off. ZARKOV is pointing a gun at him.

ZARKOV

Up the stairs to the tower! Ahead of me -- quick! --
(as they gape at him, frozen)
Quick I said: We haven't much time -- Earth is being attacked! -- there's only one slim chance of saving it!

FLASH

Mister, you are insane!

HOWL of ether-wind increases. Storm of RED LASER BOLTS. Glass showers them as parts of the green house EXPLODE and dry foliage bursts into FLAME.

ZARKOV

Up the stairs -- RUN!

ZARKOV jabs the revolver into DALE'S back. RED BOLTS zap around. FLASH whispers to her as they start running up ahead of ZARKOV.

FLASH

Go with the flow -- wait for a chance!

Below them, bottom of staircase disintergrates in a RED FLASH.

INT. TOP LEVEL OF GREENHOUSE TOWER
(DALE, FLASH, ZARKOV)

ZARKOV rips away a screen of foliage, revealing a MIRROR BRIGHT capsule, seamless but for one door. He yanks that open.

On every side things are blowing up and burning under the merciless rain of bolts. One strikes the capsule head on, but does not even leave a mark.

ZARKOV
I need your help to take off! Get
in or I shot you dead!

DALE gasps and shrinks back.

FLASH
Take off for where?

ZARKOV
God only knows -- whatever black
corner of space this is coming from --
wherever HE is!. -- we'll plunge
into the devil's heart and destroy
him! We'll die ourselves, of course,
but our names will be honored till
the end of time!

DALE
Look, Doc -- I don't book kamikaze
tours -- never.

FLASH is poised to jump, but ZARKOV suddenly pushes DALE off-balance, INTO the capsule. FLASH leaps after her.

INT. CAPSULE
(DALE, ZARKOV)

It is curiously transparent from the inside, mirrored only on the exterior. There are some controls and displays, but in general the interior is severely ascetic: as far removed from conventional spacecraft as ZARKOV's solitary genius is from everyday science.

Immediately starting to set switches in a frenzy of activity, ZARKOV waves the gun at FLASH.

ZARKOV
Sit down there! Foot on the red pedal!

DALE
Flash! Sack him!

ZARKOV wheels and pulls the door shut. FLASH jumps him. He punches ZARKOV in the gut. ZARKOV slams him back with the well-known strength of a madman. FLASH clobbers him again. Falling, ZARKOV dives sideways and hits a switch.

The capsule WHINES SOFTLY and begins to WHIRL. Looking out through the transparent wall, it is as if the capsule itself was motionless and the scene outside is whirling. What's left of the greenhouse is under a constant rain of those LASER BOLTS, flashing fire that makes us dizzy.

FLASH staggers to his feet and finds DALE, folds his arms around her protectively. The centrifugal force is rapidly increasing now, throws them both against the wall. Faster and faster, whirling, the force presses DALE'S body back against FLASH'S until they are almost one flesh.

We move over and find ZARKOV plastered against another part of the whirling capsule, his face drained white and distorted by the terrific G-Force operating here now, his lips moving as he speaks with enormous effort:

ZARKOV,
 Friendship...Built this to send to
 them in...Friendship...The end
 now...End of the world...Unless we
 ••••
 (every sound an effort
 now)
 Unless...We...Three...Can...

ZARKOV'S eyes close. He loses consciousness.

EXT. GREENHOUSE - LONG SHOT (MINIATURE)

Totally ablaze within now, one huge fantastic jewel of fire. The whole central tower explodes outward. From the inferno a MIRROR-BRIGHT capsule slowly rises, hovers, begins picking up speed again as it ascends.

EXT. CAPSULE IN FLIGHT

Whirling, whirling, invincibly unharmed by the LASER BOLTS which glance off it again and again, accelerating up into space.

EXT. CAPSULE IN FLIGHT - POV

The EARTH recedes below into a ball, RED-HUED' under the fantastic sun. A fast approaching light FLARES up against the mirrored surface and is recognised as our MOON. It flashes past, follows EARTH into e distance. All around, the sky darkens into the void of space.

FANTASTIC MONTAGE - OUTER PLANETS OF OUR SOLAR SYSTEM

They hurtle past the capsule in rapid sequences:

RED MARS

A sudden gauntlet of careening ASTEROIDS, all sizes, from tiny zingers to one almighty tumbler big as AFRICA.

Mammoth JUPITER with thirteen moons and its atmosphere of deadly methane clouds more than 1000 miles deep. The RED PATCH on its surface is a storm 20,000 miles across which has raged without intermission for 200 EARTH centuries. Through the RINGS OF SATURN in a dazzling LIGHTSTORM of blazing ice crystals.

NEPTUNE, PLUTO, outermost URANUS. One after another the planets are left hurtling behind, wheeling in their concentric orbits, the entire SOLAR SYSTEM dwindling into nothing.

EXT. A SPIRAL NEBULA

It tilts and wheels wondrously as the Capsule passes through the middle of it. Considering that this Nebula is probably a million light-years from edge to edge, we get some notion of the Capsule's speed.

EXT. A BLACK HOLE IN SPACE

Curving light-rays from another galaxy are drawn fantastically together and then simply DISAPPEAR as they are pulled in by the unimaginable gravitation force of is THING. we SEE the CAPSULE, tiny, curving, and spinning along amidst the mind-blowing display of light rays, sucked along with them •••• then simply DISAPPEARING as it too enters the void.

EXT. CAPSULE IN FLIGHT
(KLYTUS, MING)

Visible again, gleaming in an AMBER GLOW. Suddenly a dancing grid of lines appears OVER IT, making us realise that we must be SEEING IT on some kind of screen. It BLURS out of focus, comes back again more sharply as some adjustment has apparently been made.

ECU - EYES OF MING THE MERCILESS

Deep in shadow, gleaming with evil amusement.

MONTAGE - ECU'S OF MING'S FACIAL FEATURES

Curve of lip, flare of nostril, fold of eyelid, gleam of shaven scalp, each a menacing landscape of sensual shadow as we HEAR:

MING (O.S.)
They survived our Black Hole --

KLYTUS (O.S.)
Hail Ming! Shall I drown them in
the Sea of Fire?

MING (O.S.)
Later, Klytus -- I think we will
look at them first.

INT. CAPSULE - SHOOTING FROM WITHIN

Through the transparent walls as the spinning motion is rapidly SLOWING DOWN. The three voyagers are crumpled on the floor against the wall in strange attitudes, FLASH'S arms still holding DALE. They seem semi-conscious, as if dropped.

An AMBER GLOW bathes them, and soon we see its source. A huge planet wheels into view through the transparent wall. It is MONGO. Its curved surface is a pure sea of AMBER FIRE molten lava, with great tongues of flame erupting horrifically.

ZARKOV blinks, struggles to focus his eyes. He succeeds, with horror SEES where they are headed. Making a choking sound, ZARKOV stirs and tries to crawl over to a control panel. He pushes switches. Nothing happens. The CAPSULE keeps on going down. A great leaping tongue of fire licks it.

Suddenly, just as destruction seems imminent, the capsule miraculously changes its flight path and soars above the remaining flames.

It races through them. A shadow passes over MONGO as the CAPSULE passes through a wall of PURPLE VAPOR and emerges above a totally different landscape. A dozen VARIOUS COLORED CLOUDS sweep past in silent majesty.

The CAPSULE slows, hovers starts straight down into a sea of high grass.

EXT. MONGO -- GRASSY AREA - EVENING

In the distant B.G. against an extraordinary SUNSET SKY, rises the shimmering CITY OF MONGO.... a place of many levels, golden tiers and turrets, towers, flags and pennants. It is like something dreamed.

Several STRANGELY ARMORED MEN watch the MIRROR-BRIGHT CAPSULE descending slowly. The LEADER waves and they all start toward the CAPSULE.

INT. CAPSULE
(DALE, FLASH, ZARKOV)

Gentle bump as the thing touches down.

ZARKOV
By God, we did it! We made it!

FLASH
Made it where, Doctor?

ZARKOV
I don't know.

Suddenly DALE gasps, reacting to something she SEES through the transparent-from-within wall. They all look around and SEE those STRANGE MEN approaching.

DALE
Don't. Suddenly I like it in here
just fine --

EXT. GRASSY AREA - DAY
(ARMORED MEN, FLASH, LEADER, ZARKOV)

The door of the CAPSULE is opened from the inside. ZARKOV and DALE and FLASH get out. THE MEN stop. Long beat as the two parties gaze at each other, the first human eye ever to see an extraterrestrial being. FLASH walks up to the leader.

FLASH
Hello -- my name's Flash Gordon --
can you understand me?
(Silence)
We're from EARTH -- we come as
friends.

ZARKOV
(Urgent)
Extend your hand! That's the gesture
of friendship known everywhere!

With a warm grin, FLASH extends hi right hand.

FLASH
Hi!

CLACK! With lightning speed a manacle is slammed on FLASH'S wrist and he is thrown to the ground as other RED MEN advance to handcuff DALE and ZARKOV.

LEADER
You are prisoners. I will take you
now to Ming the Merciless, Ruler of
the universe!

ARMORED MEN
(Chorus)
Hail, Ming!

Groggily, FLASH lifts his head towards ZARKOV.

FLASH
Thanks, Doctor -- next time I'll
call my own play.

EXT. GRASSY AREA - POV THROUGH OPENING
(DALE, FLASH)

Another strange glimpse through an opening. Some fierce tethered BEAST is being goaded and tormented by MONGO MEN, as in an Elizabethan bear-baiting. On the floor lies the torn body of one MAN who apparently got too close.

DALE has one brief horrified GLIMPSE of this, then turns her head away and shuts her eyes as she's marched along.

DALE
Just do what I'm doing. Flash --

FLASH
What are you doing?

DALE
Shutting my eyes -- dreaming I booked
us to Disneyland.

INT. MAIN PALACE HALL
(ARMORED MEN)

A gigantic STATUE comes into view amidst topless columns at the end. Light plays over it in ever-shifting patterns. As we come nearer, we SEE that this STATUE is cut out in the middle to form a throne.

MING THE MERCILESS sits in the throne niche, silent, gazing down on the PRISONERS as they are marched to a halt before him.

ARMORED MEN
Hail, Ming! Hail, Great One Without
Mercy!

A hundred reduplicated ECHOES of that shout ring through unseen reaches of the palace. MING bends his head slightly in acknowledgement, points idly at the ARMORED MEN at the left of the group.

INT. PALACE OF HALLS - SERIES OF DISSOLVES
(ARMORED MAN, AURA, DALE, FLASH, KLYTUS, LEADER, MING, VOICES,
ZARKOV)

As FLASH, DALE and ZARKOV are marched along by many ARMORED MEN, perspectives are bewildering, curvilinear, surfaces

bending away into caverns of gloom without measurable dimension.

We pass an archway opening into what seems to be an AMUSEMENT ARCADE. Glimpse of MONGO PEOPLE playing amazing electronic games, while MONGO GO-GO GIRLS cavort on a platform to unearthly music.

ZARKOV

Fantastic -- into a Black Hole and out the other side -- to this. Who said Hans Zarkov was mad?

DALE

You're mad.

Look down over a balcony from a MOVING POV. A fencing glass is in session. SIX PAIRS OF MEN go at each other with magic swords which give off pyrotechnical displays each time the blades clash. Thrust, parry, SLASH! The head of one duellist EXPLODES in a bloodless fountain of fire.

FLASH

You got us into this -- HOW DO WE GET OUT?

ZARKOV

Get out? Why? We're being taken to Ming -- getting at him is our only hope of saving EARTH. It's perfect!

FLASH

Dr. Zarkov, I'm about to show you what it feels like to be clipped by a New York Giant --

DALE

Flash, it's no use - he's too crazy!

MING

Step forward, Soldier.

The designated one marches two paces forward, halts.

MING (CONT'D)

Are you loyal to Ming? Would you die for him?

ARMORED MAN

Gladly!

MING

Fall on your sword.

Instantly the ARMORED MAN pulls his sword, rips open his breast-plate, sets the sword hilt-down on the floor and PLUNGES FORWARD on to the fatal point.

With a little cry of horror, DALE shrinks back into FLASH'S arms.

ZARKOV

You inhuman fiend!

MING

Of course I'm "inhuman"! -- that's a compliment!

(Dropping his voice)

Pathetic Earthlings, forever wondering if you are alone in the universe -- beaming you plaintive messages into to the void for anything that might hear you -- even hurling your bodies out into it -- and all without the faintest inkling of who or what is out here. If you had known anything -- anything at all about the true nature of the universe, you would have hidden from it, in terror!

There is a low throaty LAUGH from the shadows. FLASH and DALE turn their eyes quickly in its direction.

FEATURE PRINCESS AURA

Emerging half into the light beside a column, fondling the head of an obscure BEAST slouching between her legs. Voluptuous beyond her years, fiercely erotic, AURA looks FLASH boldly up and down as the BEAST HISSES with the pleasure of her touch.

FLASH can't take his eyes off her. No normal man could. FLASH swallows with a dry throat as AURA'S gaze devours him. DALE gets the electricity going on, gives him a poke and WHISPERS LOUDLY.

DALE

Watch it, fella -- you came with me!

AURA laughs again, sidles up toward MING. We dimly SEE a couple of MUTANT CREATURES dragging away the lifeless body of the one who so vividly proved his loyalty.

MING

You know who Ming is now -- who are you and why do you come to Mongo?

FLASH

I'm Flash Gordon of the New York Giants this is Dale Arden -- Dr.Zarkov hijacked us in an effort to save EARTH.

MING looks questioningly at KLYTUS

KLYTUS

Sirs, Earth is the meaningless planet you are in the process of obliterating.

ZARKOV

(pouncing on that)

In the process? You mean Earth still exists?

MING

For the moment -- not for much longer.

FLASH

But why? What in hell have we ever done to hurt you?

MING

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

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

VOICES

Hail, Ming! Hail, Great One Without Mercy!

MING

Come closer, Dale Arden -- let me see you.

DALE doesn't move. MING takes a step down, narrows his eyes and gazes at her intently. This guy's personal magnetism is enormous. As if irresistibly drawn, DALE steps forward.

MING moves his hand in a gesture. A sourceless GOLDEN LIGHT bathes DALE, sensuous MUSICAL CHORDS are heard. DALE's lips open slightly, her color heightens, her rate of breathing increases. MING touches her flesh lightly.

FLASH tense, ready to spring.

KLYTUS

This woman will amuse you.

ZARKOV

(interested)

Klytus can see the future, eh?

MING

He can foresee it -- but for a few moments only. It gives him a unique gift for survival, -- and treachery.

ZARKOV

Extraordinary. I'd like to study his beta factors -- I wager I could extend them with a course of telekinetic exercise.

(peering at KLYTUS)

Tell me -- when you use this fit does your temporal lobe prickle? Here?

MING flashes a glance of interest at ZARKOV, then addresses the LEADER of the ARMORED MEN.

MING

Chain this one up. Preserve him for further examination.

LEADER

Hail, Ming!

ZARKOV is roughly seized. FLASH starts after them angrily as they drag the scientist away.

FLASH

Oh no you don't! We came together and we're STAYING together!

Languidly, MING indicates FLASH GORDON with a pointed finger.

MING

That one is useless to us. Remove him and kill him.

Shock reactions. FLASH wheels back at MING as DALE steps in front of her friend.

DALE

You dirty old bastard can kill me too!

CLOSE ANGLE - AURA

Wetting her lips, moving sinuously to WHISPER to MING:

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

MING
 (eyebrows up)
 What would your Prince Barin say?

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 must forbid it.

AURA touches the rime of MING'S ear with her tongue as she
 WHISPERS again:

AURA
 But you adore me, Father -- you ca
 refuse me nothing . Yes?

WIDER SHOT

As MING steps quickly away from his super-provocative daughter
 and indicates DALE.

MING
 Take the Earth-woman to our quarters!
 Bathe and annoint her for our
 pleasure!

A HOODED GUARD comes from shadow, moves towards DALE.

FLASH starts around to defend her, but before he can do it
 DALE has made her own move. WHAM! Quick as lightning, she
 flattened the HOODED GUARD with a perfectly executed city-
 girl's kick to the balls. DALE is astonished at her own
 prowess.

DALE
 My God -- and I thought that book
 was another rip-off-

FLASH
 Watch out! Behind you!

Three more HOODED GUARDS are emerging from the shadows towards
 DALE.

QUICK ANGLES

FLASH flies at them. An elbow in the mouth disposes of one. He seizes the man's mace-like club as he falls, uses it quickly to knock cold the other two.

AURA'S eyes shine at FLASH'S prowess. Fascinated, she runs her moist tongue along the cutting edge of her teeth.

Panting, braced, FLASH stands in front of DALE with raised mace.

Unearthly MARTIAL MUSIC comes in a glissando from the Cavernous space above.

To its tempo MING'S PERSONAL GUARDS now starts appearing. They are all a race of AMAZON WARRIORS, and the most amazing thing is that they all have the SAME FACE.

From left to right, back and front, the AMAZONS advance on FLASH and DALE. They do not attack, merely stun and overwhelm us with their massive, silent, answerable threat.

FLASH swallows, looks this way and that, stands as if paralysed.

DALE
(low and tremulous)
What's the play, Flash?

FLASH
I can't -- I just can't --

DALE
Can't what?

FLASH
Clobber a woman, Dale --

DALE
(Outburst)
You damn fool, those aren't women
they're murderous AMAZON DYKES!

The AMAZONS are all around DALE now.

DALE (CONT'D)
Help!!

FLASH is paralyzed by indecision one beat more, then suddenly makes up his mind. He flies into action, SLAMS the nearest pair of AMAZONS.

INT. PALACE - FIGHT SEQUENCE
(DALE)

Fast and furious. Great havoc is wreaked by DALE and her karate, by FLASH and his flailing fists, but the AMAZONS' numerical superiority is of course decisive.

Soon FLASH is on the floor, pinioned by a dozen AMAZONS.

He looks up, with despairing eyes SEES poor DALE being dragged up a flight of stairs that disappear mysteriously into upper gloom.

DALE

Flash!!

The pitiful shout sends FLASH'S adrenaline rushing. With a superhuman effort, he fights free from the pile-up and dashes after DALE.

INT. PALACE - ON THE STAIRCASE

FLASH struggles to get through to DALE.

DALE claws fiercely at the bare AMAZON arms and shoulders that engulf her, reaches desperately back down for FLASH.

CLOSE SHOT - THEIR HANDS

Just touching their fingertips.

CLOSE SHOT - A STEP OF THE STAIRS

Opens like a yawning trap door UNDER FLASH'S FEET.

FLASH drops away with a YELL, in the very instant that AURA comes running INTO THE SHOT and boldly JUMPS after him. AURA is swallowed up too, a split-second before the trap door step CLOSES again after them.

INT. PALACE - CU-MING
(KLYTUS, MING)

Watching that, as KLYTUS hisses into his ear.

KLYTUS

She betrays you! She'll take him to Aboria!

MING

So Prince Barin will kill Flash Gordon for me -- I don't care.

KLYTUS

Don't be too sure!

MING glances at him, then back up the stairs at where DALE has vanished. His face softens, his tone turns museful!

MING

I haven't taken a wife in centuries.
I could bring myself to marry this
Dale Arden --

(a beat)

What do you see in her future, Klytus?

NO reply. MING turns his head and finds that KLYTUS is gone. Vanished. Not particularly surprised or concerned, MING gazes again toward the top of the stairs and answers his own question with a licentious smile.

INT. A DARK METALLIC SHAFT - SHOOTING DOWN IT
(AURA, FLASH)

It is seemingly endless, faintly lit by phosphorescence from below. We dimly make out the figures of FLASH and AURA falling away from us, far below, falling, falling. We HEAR Hollow echoing VOICES reverberating up to us.

AURA

Take a deep breath! Grab my ankle
after we hit the water -- I'll lead
you!

FLASH

Hit what water?

In answer, we instantly HEAR a titanic SPLASH.

INT. UNDERWATER (TANK)

FLASH plummets down, AURA right after him. Recovering balance in a universe of bubbles, FLASH finds himself confronting an enormous savage LUMINOUS FISH. Wheeling himself away in fear and revulsion, FLASH encounters AURA. He seizes her ankle as directed. Holding his beat, FLASH swims after her through a maze of stalagmites growing up from the cavern floor. AURA dives down, leads him OUT OF SIGHT through a low opening.

INT. UNDERGROUND GROTTA
(AURA, FLASH, PLASH)

FLASH and AURA emerge from a pool of water. FLASH staggers across and collapses on a fringe of beach. For sure, AURA'S wet clinging robe doesn't make her look any less sexy. He stares at her.

AURA

Catch your breath -- then I'll take
you up and find you a disguise.

FLASH

You're saving my life. How can I
Thank you?

AURA

I'll fly you to the forest of Arboria -
we'll find a way.

FLASH

Let's get one thing straight -- I've
got to find Dale and that nut Zarkov
too -- rescue them and try to save
Earth too.

AURA

Do you realize how foolish you are
to tell that to me -- Ming's daughter?

FLASH

I'm no good at lying.

AURA

You're funny -- are all Eathlings
like you, Flash Gordon?

FLASH

I guess I'm about average.

INT. UNDERGROUND CORRIDOR
(AURA, FLASH)

There are windows on one side, emitting a fierce GLARE. FLASH
follows AURA rapidly along. Suddenly he stops short, looking
in through the tinted glass.

WHAT HE SEES - PLASMA CAVERN

An infernal place, chief feature of which is a LAKE OF
SEETHING MAGMA that slowly rotates within a wide encircling
platform. The platform is piled with GLOWING RADIOACTIVE
GRAVEL, being shoveled into the magma by LIZARDMAN SLAVES
who toil in rhythmic unison.

FLASH (O.S.)

What's that?

AURA (O.S.)

The plasma core. It's the source of
the energy-beam my father is aiming
at Earth. You can't stop it. Ming is
merciless and all-powerful!

ANGLES - LIZARDMAN SLAVES

Showing ankle electrodes shackled to each SLAVE, so that those who collapse can be shocked back to their feet by GUARDS stationed on a surrounding catwalk above. Any SLAVE unable to rise is summarily pitched into the magma by HOODED MEN, waiting like executioners to perform this chore.

AURA (O.S.) (CONT'D)

The slaves are Lizard Men. Once they had their own water Kingdom, the fairest of Mongo. Then they dared to rebel. They will suffer for it here forever.

FLASH looks at AURA again, then back in the window. He reacts.

INT. GROTTO - HIS POV IN CAVERN - ON A CATWALK
(AURA)

ZARKOV is being led along by SOLDIERS, heavily shackled. He stops, gazing in wonder at the seething lake, which FLARES UP BLINDINGLY with each shovel full of gravel.

FLASH and AURA

AURA

You can't reach him. If a soldier spots you, it's instant death! -- Come!

AURA takes his hand. With one backward look toward ZARKOV who of course has not seen him, FLASH follows her.

INT. PLASMA CAVERN - FEATURE ZARKOV
(MING'S VOICE, SOLDIER, ZARKOV)

ZARKOV

Incredible - the very core of this planet, is it not?

SOLDIER

We are but soldiers. We do not know.

MING'S VOICE

You guess well, Dr. Zarkov!

ZARKOV wheels in his chains, looks up.

INT. PLASMA CAVERN - MESSANINE
(EVERYONE, MING, ZARKOV)

High above this place where MING stands with KLYTUS, lit by the infernal glare as he goes on:

MING

I am forcing this plasma through the successive nuclear phases of a star - building it toward the apocalyptic moment that will end Earth's pathetic history in one flash of fire.

ZARKOV

Devil! Why don't you turn this science to peaceful use? The name Ming would be blessed instead of cursed.

MING

Bring him up to the dome, Soldiers -- we wish to show him wonders.

At that instant a couple of worn-out SLAVES are pitched into the magma. Their dying SCREAMS are drowned by the chorus from all the minions:

EVERYONE

Hail! Ming! Hail, Great one Without Mercy!

INT. UPPER PALACE AREA - CORRIDOR
(AURA, FLASH)

AURA leads FLASH out through a doorway. He is now fitted out with a fairly resplendent MONGO costume: boots, cape, headdress and all. They hurry along through shadows. Suddenly FLASH seizes her by the shoulders, stops her.

FLASH

Listen, where's he got Dale?

As she looks at him, she SEES a detachment of SOLDIERS marching this direction. Quickly she pulls FLASH into a niche, presses her body against his in the narrow space. WHISPERS:

AURA

Forget Dale Arden!

FLASH

I can't! I mean I hardly know her, but --

AURA

Forget her, Flash Gordon: I saw a look in my father's eye -- I think he intends to marry her.

FLASH

What?? Marry her? What are you talking about??

The SOLDIERS have gone past, but AURA is still pressing against him.

AURA
 Oh you ask so many questions.
 (seductive)
 I'm taking you to people who'll help
 you. Trust me!

FLASH
 Can I honestly?

AURA
 Trust me!

AURA hauls FLASH from the niche, they hurry on a bit further. AURA stops in front of big doors, with glass windows in them.

AURA (CONT'D)
 Here we are.

FLASH
 Here we are where?

AURA
 I've dressed you as a Royal Pilot,
 First Class. We'll slip into my
 personal car and you'll fly it.

FLASH takes one look into the glass, then swivels back to AURA

FLASH
 Those are ROCKET SHIPS in there! I
 can't fly a damn rocket ship!

AURA
 (soft, teasing)
 Learn from me -- I'll teach you so
 much!

INT. MING'S DOME
 (MING, ZARKOV)

Open at the top to space. But instead of our familiar pinpoint stars, here whole nebulae wheel in majesty against infinity, their innards popping with explosions as whole galaxies are born and die.

ZARKOV stands before MING in chains, mesmerized by fantastic devices on every side. Most prominent is a huge transparent cube, supported in the air above a control console. MING moves to that, plays in it like an organist. we HEAR a soft intense hum, GLIMPSE great dish-like radio antennae turning on the top side of the dome.

An astonishing things happens. Inside the cube a recognisable greenish globe appears like a three-dimensional holograph, slowly turning as the continents and oceans come into view below a veil of clouds.

ZARKOV

Earth!

MING

Yes, Zarkov -- as it was. Now as it will be, when my plasma reaches full force.....

A sudden TIDE OF FIRE sweeps the globe, Even the clouds BURN. ZARKOV gasps as MING'S fingers dance of the control keys again.

MING (CONT'D)

And as it will be in yet another time, long after you have died. Earth reborn! A pleasant image, no?

The fires recede. The hanging globe sparkles again with beauty just as it was except that the outlines of our continents have been subtly changed.

ZARKOV

But that's impossible! Even your perverted genius can't create new life!

MING

Of course I can create life. There's nothing easier. It only requires myself and one woman.

ZARKOV

(sudden understanding)
Dale Arden.....

MING

Who else? As in that childish myth of yours -- Adam and Eve, wasn't it? I will breed with her and repopulate the Earth in my own image. I've already done it on over a thousand planets.

MING touches a key. The image of Earth DISAPPEARS from the cube. ZARKOV glares hatred at MING for a beat, then his eye catches something else.

WHAT HE SEES

A big block of crystal on the floor with two swords embedded in it, just their hilts sticking out.

ANGLE to include ZARKOV. Chained as he is, he suddenly bounds over and seizes a sword hilt, tries to pull it out. It doesn't budge.

MING (CONT'D)

The magic blades are not for your kind, Zarkov. One is my own the other will only be withdrawn by my rightful heir. Pull on them with all your might:

ZARKOV tugs desperately, but it doesn't give an inch. He falls panting over the block.

ZARKOV

Monster!

MING laughs, makes a sign to a SOLDIER.

MING

Return him to the dungeon.

INT. MING'S SERAGLIO
(DALE, HEDONIA)

DALE stands amongst the EXOTIC FEMALES of this lavish place, being gently but firmly divested of her clothes and put into a diaphanous gown. They intend her no harm. Though each has some slight unearthly peculiarity, all are very beautiful.

Tickled, DALE can't suppress a giggle. The females are amazed and delighted by this phenomenon. They take turns poking at her ribs as tall HEDONIA glides up, bearing a flagon of green liquid.

HEDONIA

Drink this.

DALE recoils, her giggling cut short.

DALE

What is it -- some rotten drug?

HEDONIA

It has no name. But many brave men died to bring it across space from Cythera, planet of Pleasure. It will make your hours with Ming more agreeable.

With a karate chop, DALE- knocks the flagon away. HEDONIA rubs her hurt wrist but does not seem angry.

HEDONIA (CONT'D)

We are of different race, Dale Arden
but we all are women here. I know
your fears. Believe me, it will be
better if you drink it...

HEDONIA retrieves the flagon from the silken pillow where it
landed, extends it again to DALE. A shout!

DALE

Flash! Where are you??

Of course there is no answer. Sudden tears of despair spring
from DALE'S eyes. She seizes the flagon and impulsively drinks
it. Her expression changes.

DALE (CONT'D)

Say, this stuff isn't bad at all.

EXT. SPACE - AURA'S SHUTTLE CRAFT

Sails along, a wonderful little bubble-topped two-seater,
with royal devices.

EXT. SPACE - A MOON OF ICE

Floats toward us, dazzling sphere of frozen seas and glaciers.

INCLUDE AURA'S SPACECRAFT

Coming into SHOT in a curving pass over the surface. It's a
Nifty bubble-top two-seater with royal devices.

INT. COCKPIT - IN FLIGHT

(AURA)

There are no normal controls, just a glowing multi-colored
panel over which the pilot makes hand-movements to effect
changes of course and attitude. FLASH is in the left-hand
seat beside AURA, gazing down at the glittering sight.

AURA

Frigia -- eleventh of the moons of
Mongo. It's inhabited by the Bear
Men who eat their own young...

FLASH shivers. Patches of frost and ice start to form on
the craft's bubble.

AURA (CONT'D)

Now pull up -- go starboard around
that next moon rising -- Ardentia.

FLASH moves his hands over the panel. The craft pulls up
and banks.

INT. COCKPIT - ANOTHER SHOT
(AURA, FLASH)

Another moon RISING ahead. Its reddish desert surface is swept by a raging sandstorm.

FLASH
Some lucky people live on that one too?

AURA
Of course - the Sand Men. Every Moon is a kingdom -- seperate and hostile to all the others. They have nothing in common but Ming's rule -- and their hatred of him.

FLASH
Why don't they team up and fight him?

AURA
Fight Ming the Merciless?
(Laughs)
You saw what happened to the Lizard Men.

FEATURE FLASH

With a sudden thoughtful look, his head working.

FLASH
Sue -- but that wasn't a team effort.

AURA
I don't know these words what's a "team"?

FLASH just shakes his head. AURA watches him a beat more, then reaches up and pulls down a curious gadget hanging above her seat. It's a TRANSPARENT HOOD with strange fittings inside, not totally unlike a beauty-shop hairdryer.

AURA (CONT'D)
Telekinetic Thought Transfer.
(setting its dials)
I'm going to get together with Prince Barin in Arboria and tell him I'm arriving. He's the one who'll help you.

FLASH
Why?

AURA

Because he does anything I ask. He loves me.

FLASH

You can really transfer your thoughts with that? Like I could get in touch with Dale?

AURA

If I showed you how.
(Teasing)
But I'm not going to.

FLASH

Please.

AURA just gives him a look and laughs. FLASH stares at her a moment, then suddenly MOVES HIS HANDS sharply over the control panel. The craft hurtles into a violent DIVE. AURA yells.

AURA

What are you doing?

AURA drops the plastic hood, lunges to move. her own hands on the controls, but FLASH seizes her wrists.

EXT. SHOOTING THROUGH BUBBLE TO EXT.

Showing the windblown surface of the moon ARDENTIA dead ahead.

INT. COCKPIT
(AURA, FLASH)

AURA

Are you mad> We're diving straight at Ardentia!

FLASH

That's right, Princess ... and we're not pulling out until you put that gadget over my head and tune me in to Dale Arden!

AURA struggles wildly, but FLASH'S grip on her wrists is like iron. The surface of Ardentia LOOMS UP , closer and closer.

INT. MING'S SERAGLIO - BATHING AREA
(DALE, FLASH'S VOICE, HEDONIA)

DALE is immersed naked in a bubbly swirling tub, a luxuriant prisoner of the FEMALES who bathe and groom her. She seems dazed by steam and by the sensuous movement of the water.

A couple of the FEMALES lift DALE'S hands, make a cup of them. HEDONIA pours rich oil into it.

HEDONIA
 Rub this on your body. It gives
 Ming pleasure.

DALE starts to oil herself as the FEMALES exchange looks and LAUGH softly. Suddenly a FILTERED VOICE is HEARD from nowhere, though it seems very close:

FLASH'S VOICE
 Dale, it's me -- Flash! Am I with
 you?

CU DALE

She blinks, befuddled, pauses in her oiling of herself.

HEDONIA
 What's the matter?

DALE
 I'm dreaming.

INT. COCKPIT
 (FLASH'S VOICE)

CU FLASH

with the Thought Transference gizmo down over his head, a faint BLUISH GLOW flickering within, as AURA watches him and we SEE the moon Ardentia falling behind rapidly through the glass. FLASH concentrates fiercely. We HEAR his VOICED THOUGHTS but his lips do not move.

FLASH'S VOICE
 No, Dale -- you're not dreaming I'm
 Flash -- I'm with you and you are
 with me!

INT. MING'S BATHING AREA
 (DALE'S VOICE, FLASH'S VOICE, FLASH'S VOICE)

FLASH'S VOICE
 Are you receiving my thoughts?

Now we HEAR DALE'S VOICE, without her lips moving either:

DALE'S VOICE
 I'm receiving something --

FLASH' S VOICE
 (excitedly)
 I read you, Dale -- I'm getting you
 too! Think of me -- hard!

INTERCUTS - FLASH AND DALE - SERAGLIO BATH AND COCKPIT

As they communicate. NOTE: There might be some faint glow in the air above the tub some spectral suggestion. of FLASH'S presence, the idea being to show that HEDONIA and other FEMALES are unaware of this interchange going on as they continue to bathe and groom DALE.

INT. CUTTING BETWEEN BATHING AREA AND COCKPIT
 (DALE'S VOICE, FLASH'S VOICE, FLASH' S VOICE)

DALE'S VOICE
 Where are you Flash?

FLASH'S VOICE
 Speeding for the Kingdom of Arboria
 to get help! I'm in a spacecraft
 with Aura, Ming's daughter!

DALE'S VOICE
 What? That bitch? Don't trust her!
 She's after you!

FLASH'S VOICE
 Listen, she means nothing to me --
 not a darn thing. Where are you,
 Dale?

DALE'S VOICE
 Naked in a bathtub.

FLASH'S VOICE
 (choked)
 Oh God -- if I could only see you,
 Dale. If I could touch you -- what
 are you in a tub for?

DALE'S VOICE
 I'm being fixed up for Ming.

FLASH' S VOICE
 No! Where's Dr. Zarkov?

DALE'S VOICE
 Chained in a dungeon, I think.
 What'll I do, Flash?

FLASH' S VOICE
 Fake 'em out!

DALE'S VOICE

How?

FLASH'S VOICE

Just fake 'em out, Dale -- girls know how. But don't go too far. I mean get to Zarkov and release him, I'll have help by then -- I'll find you. Can you do all that?

DALE'S VOICE

Sounds like fourth down and about ninety yards to go, but I'll try.

FLASH'S VOICE

Dale, you're some girl -- God, you really are.

(pause)

Do you get what I'm thinking now?

DALE'S VOICE

(super-sensuous)

Oh yes.

FLASH'S VOICE

Dale, we're gonna get out of this jam -- I swear we will -- I'll find you, and when I do we'll -----

INT. COCKPIT - FEATURE AURA
(AURA)

who has been watching FLASH'S face with increasing frustration and jealousy during this, Suddenly snatching the Thought Transfer bubble OFF FLASH'S head.

AURA

Enough!

He has a dazed dreamy look on his face. AURA slaps him out of it, points-ahead.

AURA (CONT'D)

There's Arboria!

EXT. ARBORIA - DAY

Green tangle of branches and leaves and vines. ANGLING UP , we SEE the SHUTTLE CRAFT approaching us head-on at a down angle.

EXT. ARBORIA - SHUTTLE CRAFT POV

It races up toward the craft's windshield. We level off for a moment, then PLUNGE DOWN again into a blur of green.

INT. COCKPIT - FLASH
(FLASH)

Working his hands over the control sensors as crazy GREENERY rushes by outside. THUMP THUD CRASH! The craft careens to a swinging HALT, so Suddenly that FLASH and AURA almost have their wind knocked out as they are thrown against their seat belts. FLASH recovers.

FLASH
Sorry. I guess landings aren't my
thing.

EXT. SHUTTLE CRAFT
(AURA, FLASH)

It hangs snagged in a huge vine, like a creature caught by some monstrous boa-constrictor. This is a complete world of green, the light, the feeling of the air. Everything rings with forest SOUNDS. The very sky is shut from view by leaves and foliage.

The craft's hatch opens. FLASH struggles out, gives AURA a hand up. Kneeling on the cabin, FLASH takes in this incredible vista stretching all around.

FLASH
Where's Robin Hood?

AURA
Who?

FLASH
It doesn't matter. How do we get
down.

AURA
Follow me.

Carefully, balancing lithely, AURA starts along the trunk of the great vine that caught them.

INT. MING'S BEDCHAMBER
(DALE, SERVING GIRL)

Ultra-Byzantine splendor. The only light is by a huge bed on which DALE reclines. A SERVING GIRL glides up with a flagon of that liquid.

SERVING GIRL
He is coming to see you now. Are you
ready?

DALE
 (easy, smiling)
 Very.

SERVING GIRL
 Do you need any more of this?

DALE
 No, thanks. Just turn down the light
 a bit, would you? I'm shy.

The SERVING GIRL leans over the bed to do so. We GLIMPSE
 DALE'S HAND rising quickly to deliver a karate-chop.

INT. PALACE HALLWAY

MING walks down it toward a closed door at the end. He pauses
 a moment in anticipation, composes himself, opens the door.

INT. MING'S BEDCHAMBER

It's nearly dark. MING comes from shadows, looks down at the
 bed. There is a feminine silhouette on it.

MING sits, extends a hand. His FINGERS travel sensuously up
 a BARE THIGH, suddenly stop.

Savagely, MING pulls the face of the GIRL into the light. It
 is not DALE ARDEN but the unconscious SERVING GIRL, now
 dressed in DALE'S gown.

INT. DUNGEON - MING' S PALACE
 (GUARD)

OPENING CLOSE on ZARKOV, who lies asleep in his chains. A
 hand touches his shoulder.

ZARKOV wakes with a start to SEE a SERVING GIRL bending over
 him, tray in hand. She moves her cloak to reveal that she is
 DALE.

A GUARD stands nearby against a wall, faceless in the shadow
 of a cowed uniform.

GUARD
 Serving Girl - what business have
 you in this dungeon?

DALE quickly puts the tray down, stands and turns to the
 GUARD She smiles invitingly, lifts her skirt up above her
 knee.

The legs are long and terrific.

The GUARD catches his breath, steps toward her lecherously to accept the invitation. WHAM! He doubles up as DALE kicks him in the groin, goes down without a sound as a left-right-left series of KARATE CHOPS hits his neck.

He is hardly on the floor before DALE is pouncing on the key-ring at his belt.

EXT. ARBORIA FOREST - FLASH AND AURA
(AURA, FLASH)

Making their way swiftly through it between earth and heaven, crossing this green world on branches and trunks of monster vines. FLASH pauses.

FLASH
Listen -- are you sure this Barin
will help me?

Gently, provocatively, AURA puts her finger on his lips to silence him.

AURA
Ssssh..... Trust me!

EXT. ARBORIA - FULL SHOT
(AURA, FLASH)

Of a fantastic structure, many levels, built of wood and other materials from the heart of the forest.

MOVE OFF it to find FLASH and AURA nearby, him gazing at this apparition with a strange wistful expression.

FLASH
It's amazing -- I dreamed of this
tree-house when I was a kid --

AURA laughs softly, waves him on.

WITH FLASH AND AURA

climbing the ramp-like stairs which wind up around it in a mounting spiral. Suddenly the forest rings with SINGSONG CRIES and CALLS I mingled with a sort of ROARING SNARL.

AURA
It's Barin's hunt! Watch!

AURA leads him on at a run to the wide balcony above.

EXT. FOREST - MOVING SHOT

With a desperate LION MAN, running full tilt; roaring and snarling as he zig-zags this way and that.

There is a SWISHING SOUND and an arrow-like missile catches him in the back. Sharp PFSSSSS: as of gas escaping.

EXT. FOREST - ANOTHER ANGLE
(ALL THREE MEN, TREE MAN)

BARIN, PRINCE OF ARBORIA and looking every inch the part, stands with a fired crossbow. Over his shoulder is a quiver of GLASS ARROWS, each a little POINTED CYLINDER at the end.

Some distance behind and around we see a number of his loyal TREE MEN.

TREE MAN
Barin got him!

ALL THREE MEN
Hail, Ming!

EXT. STRUCTURE - BALCONY
(AURA, FLASH)

FLASH -- BESIDE AURA ON BALCONY

FLASH'S eyes jumping to her as he hears that echoing.

FLASH
These are the guys who are gonna help me?

AURA
It means nothing. They only shout that because it's treason not to. They hate Ming.

EXT. FOREST - FEATURE BARIN
(BARIN, FLASH)

BARIN
I scent a Tiger Man near the lodge!
Form battle lines above and below!

As the TREE MEN scurry to obey, BARIN moves forward, reloading and cocking his weapon.

The stricken LION MAN comes INTO VIEW. Incredibly, the glass arrow in his back has transformed him into a STATUE OF ICE. At BARIN'S footfall, he DISINTEGRATES in a tinkling fall of frozen shards.

THE TIGER MAN is poised behind a tree near the lodge, panting. He is a magnificent creature, with a horn sticking out of his forehead. He tenses, HEARING the BIRDLIKE CALLS of the advancing hunters. Closer, closer.

ANGLE WIDENS. We SEE another PAIR OF LION MEN crouching nearby, terrified. The line of TREE MEN comes INTO VIEW. The crouching pair look in appeal to the TIGER MAN by the tree. He watches a beat, waves them to run backward, then covering the escape of the others, TIGER MAN charges into his enemies headlong.

FROM LODGE BALCONY - POV SHOT

FLASH and AURA watch the fight. TIGER MAN'S rage is magnificent as he flails the nearest TREE MEN without regard for their number. He has flattened half a dozen when suddenly BARIN'S upper line of TREE MEN leap DOWN on him from the branches above, and he is buried under their sheer weight.

CU FLASH WATCHING

FLASH

I know just how he feels -- we played the Pittsburgh Steelers last year.

EXT. FOREST -FEATURE BARIN
(BARIN, TREE MAN)

ANGLE - BARIN advancing by himself, HEARING the triumphant SHOUTS of his men.

TREE MAN (O.S.)

Prince Barin! We have him!

BARIN

Not him! Bring him back for sport:

EXT. BALCONY - FLASH
(AURA)

Watching with horrified fascination as NETS are thrown over the struggling TIGER MAN. AURA'S eyes bright with lust for this kind of spectacle, AURA speaks low to FLASH

AURA

Go inside -- let me talk to Barin first.

(as FLASH hesitates)

Foolish Earthling - trust me!

EXT. FOREST - BELOW LODGE
(AURA, BARIN)

BARIN walks up ahead of some TREE MEN who are carrying the TIGER MAN in their nets. Suddenly he stops, reacting to AURA on the balcony.

BARIN

Aura!

AURA

It's so long since I've been with you, Barin -- I couldn't stand it. Please don't be too angry at me for coming.

BARIN

Angry at you?

BARIN laughs.

INT. LODGE

(AURA, BARIN, FLASH)

FLASH is flattened against the wall, IWATCHING through louvers of a door. SOUND of feet on ramp, SNARLING and ROARING of captive TIGER MAN. BARIN comes hastening INTO VIEW on the balcony and embraces AURA.

AURA AND BARIN CLOSE

BARIN

You'll stay the night?

AURA

I've dreamed of it!

His eyes alight with anticipation, BARIN steps back from her. as his MEN arrive with the netted TIGER MAN.

BARIN

Get me a sword --

(turning to AURA)

This is the fiercest Tiger Man we have ever hunted. I'm going to kill him now -- and dedicate his blood to you, my beloved.

AURA

(delighted)

But that's treason! Blood can be dedicated to Ming alone!

BARIN

I know you, Aura -- the more a man risks, the greater your passion. If I knew a greater risk, I'd take it.

AURA SMILES, turns and calls softly toward the interior.

AURA

Flash Gordon -- come out!

FLASH steps out, halts about ten feet from BARIN. Reactions from BARIN and his TREE MEN.

FLASH

I'm from Earth, Prince Barin. My friends and I were Ming's prisoners. She kindly brought me here to enlist your help.

BARIN

What in hell? My help?

AURA

Hide him from my father -- don't let him wander -- keep him for me!

CU - FLASH

FLASH

Keep me for.....????

(stunned)

Oh, my god. I trusted you.

AURA darts INTO SHOT, puts her lips to his ear and WHISPERS:

AURA

You still must -- I'm playing a game!

CU BARIN

BARIN

What? What are you saying?

AURA darts back into shot on his side now, WHISPERS in same way:

AURA

He's a mere toy to me, my love -- when I'm tired of it we'll kill him!

BACK TO SCENE

as AURA quickly steps away, continues aloud:

AURA (CONT'D)

It's the risk I ask, Barin hide him for me in Arboria.

BARIN

I'll hide him, all right -- under six feet of Arborian dirt!

The sword BARIN ordered has been brought. He seizes it.

FLASH

I'm not your enemy, Prince Barin. we share a hatred of Ming

AURA

Are you so afraid of my Earthling,
Barin; Won't you even give him a
chance?

BARIN hesitates, provoked by that, then shouts:

BARIN

Snake keeper! Rouse your beast!

ANGLE - SNAKE KEEPER

A HALFWIT TREE MAN, drowsing against another part of the parapet, He jerks awake, shuffles across to a big wicker basket, pulls off the lid. A hideous EEL-LIKE SERPANT rears it's head, HISSING and SNAPPING venomously. The KEEPER sticks his arm down. The snake coils around it. With a drooling grin, the KEEPER withdraws it.

CU FLASH watching with horrified revulsion.

BACK TO SCENE

KEEPER carries the hissing snapping snake toward an enormous STUMP of a tree trunk. He holds his arm out over it, WHISTLES a curious note. The snake leaps off the arm and VANISHES into the hollowed out trunk. We notice now that there are SIX HOLES drilled into the gnarled wood.

BARIN (CONT'D)

Who dares the beast?

A battle-scarred OLD TREE MAN steps forward. without a word, he goes to the stump and plunges a hand INTO one of the holes.

INSIDE THE STUMP

BIG CU SNAKE with a hiss, fangs strike a wrist.

INT. LODGE - FEATURE OLD MAN
(AURA, BARIN, FLASH, TREE MEN)

With eyes widening in horror, hs face starts to turn BLUE. He pulls out his hand and staggers backward. BARIN plunges his sword into the man's breast and he topples over the parapet, dead. Sword in hand, BARIN turns to FLASH.

BARIN

I did him a mercy. This venom brings
death only after long tortured
madness. Your turn, Earthling.

CU FLASH

FLASH

I think I'll pass on this one.

INCLUDE BARIN

BARIN

There are six openings to the serpent.
Five are safe -- the sixth is death.
Choose one -- or take your end from
my sword here and now.

FLASH

He swallows, Looks at the stump, at BARIN with his bloody sword, to the stump again, then at AURA. He crosses close and stares into her glittering eyes.

FLASH

Would you give Dale a message from me? Tell her I'm sorry how things have panned out -- I Loved her.

AURA

I'll do that.

FLASH

What the hell? Forget it. Sending that message by you is like sending a lettuce-leaf by a rabbit.

BARIN'S sword touches FLASH'S back.

He walks to the stump. Every eye is on him, every breath held.

With a sudden quick motion, FLASH plunges his hand into a hole. He leaves it there a second, then whips it back out and wheels to BARIN.

FLASH (CONT'D)

Whew! -- Your turn, Prince Barin.

SHOTS -- AROUND THE GROUP

BARIN goes still. This is not what he had planned. AURA'S Tongue runs over her tee.

AURA

If your love for me is great enough,
Barin, surely it will protect you
from the serpent -- no?

AURA laughs softly. BARIN strides across, plunges his hand into another hole, rips it out again unscathed. He whirls to FLASH, points the sword at him.

BARIN

Go again.

FLASH thrusts into a third hole, pulls out again. Turns.

FLASH

What are you waiting for?

BARIN glares at him, takes a breath, jams his hand into the fourth of the six holes.

BIG CU BARIN

His eyes widen horribly, he makes a choked sound. PULL BACK FAST as he whips his hand out, unbitten. His face twists into a grin.

BARIN

Fooled you, didn't I?

AURA laughs, turns her smile on FLASH.

AURA

It's an even chance now, Flash Gordon -- that's better than Daddy would have given you --

FLASH

Boy. You oughta be handled with a forked stick yourself.

BARIN

If I were you, I'd choose the sword --

The point touches FLASH again. Just two holes left. He does a silently mouthed eeny-meeny-miney-mo between them, plunges his hand into one.

INSIDE THE STUMP

The snake's head MOVES fast.

BACK TO SCENE

QUICK CU - FLASH'S FACE

Wincing, contorting.

As FLASH whips his arm out again. Amazingly, he has hold of the terrible serpent, grasping it just below the head. CRIES from the astounded TREE MEN, and then FLASH is leaping INTO ACTION.

Whirling, FLASH swings the hissing snapping writhing beast at the nearest TREEMEN, scattering them, and thrusts the serpent's head at BARIN.

BARIN slashes with his sword, misses. The serpent's tail coils around the blade, rips it from BARIN'S hand as the Prince of Arboria dives backwards.

FLASH whirls again, SLAMS the serpent's head into a post, and SNATCHES the sword from the tail before it hits the floor.

MOVING WITH FLASH

He dashes for the ramp to the ground.. The TIGER MAN is right in front of him, struggling in the net. FLASH pauses, SLASHES at the cords. TIGER MAN is freed, bounds to his feet with a ROAR, clobbers a pair of TREE MEN just jumping on him and FLASH. Snatching one's CROSSBOW and QUIVER OF GLASS ARROWS, he races down the ramp behind FLASH.

BACK TO TOP LEVEL

FEATURE BARIN

Picking himself up, wheeling furiously on AURA, who has been watching all this with her lips half parted, her tongue flicking teeth in supersensuous excitement.

BARIN (CONT'D)

A mere toy of yours, eh?

AURA

(taunting)

Maybe I was wrong -- surely the Prince of Arboria wouldn't be beaten by a toy.

BARIN snatches a horn from his belt, blows a BLAST.

BARIN

The hunt's on, my Tree Men!

TREE MEN

To the hunt with Barin!

EXT. FOREST - FLASH AND TIGER MAN
(FLASH, TIGER MAN)

They run through the green tangle. FLASH trips over a vine. TIGER MAN picks him up.

TIGER MAN

Thank you for freeing me.

FLASH
You can speak?

TIGER MAN
For all the good it does me.

SOUNDS echo: hunting horns, birdcalls of TREE MEN. They start running again.

FLASH
Have we a chance, Tiger Man?

TIGER MAN
Only if we climb -- out of the green light -- to the sky -- Prince Barin's Tree Men can't follow us up there!

FLASH
What do you mean?

TIGER MAN
Ming's Law -- outside his own kingdom, every hunter becomes the hunted!

Ahead is a huge tree made for climbing: branches stick out like the rungs of some great green ladder. They leap onto the lowest.

ANGLES - THE TREE - FLASH and TIGER MAN

Climbing. Jack and the Beanstalk, up and up, panting, but there is never a top in sight. Suddenly the branches end.

FLASH
Damn. End of the line.

TIGER MAN reacts to something off. Touches FLASH'S shoulder and points.

THEIR POV - AT END OF LAST BRANCH

A crazy sort of ELEVATOR is going by. It's a moving vine with LEAFY BASKETS attached, a vertical conveyor from the ground to above. As FLASH and TIGER MAN watch, they SEE one basket moving UP with an armed TREE MAN in it, scanning the forest below.

FLASH

Snatches the crossbow off TIGER MAN'S back, cocks it, notches it quickly with a GLASS ARROW from the quiver.

INCLUDE THE TREE MAN

hearing the CLICK of the cocking. He wheels, looks up, SEES FLASH. Letting out a fierce BIRDCALL. he jumps up and swings his own crossbow just as FLASH shoots.

SWISH-PFFST as FLASH'S arrow hits him. ICE, he tumbles out of the basket.

FLASH and TIGER MAN

Run out along the branch, jump INTO the basket as it passes by.

FLASH (CONT'D)
How far will this take us?

TIGER MAN
I don't know --no man has ever been
above the green.

EXT. ANOTHER PART OF THE TREES
(BARIN, FLASH, TREE MAN, TIGER MAN, TREE MAN LEADER)

BARIN and a troop of TREE MEN are poised in the branches, listening acutely. The one scouting in front calls back:

TREE MAN
The sight -- call came from the left!

TREE MA.i. The sight-call carne from the left:

BARIN
Up and across we'll cut them off!

He BLOWS his horn again. The TREE MEN start moving quickly some climbing, others SWINGING laterally on vines.

IN THE BASKET

FLASH and TIGER MAN

Rising looking upward, as the light through the leaves is changing, becoming less intensely green.

TIGER MAN
What is that color above?

FLASH
Blue. We call is blue.

A DOZEN TREE MEN come swinging into view on vines, land on a fat branch. The LEADER looks right in this direction, points and gives a chilling BIRDCALL. The TREE MEN unsling their crossbows, reach for GLASS ARROWS.

FLASH and TIGER MAN

SEEING cold death staring them in the face.

FLASH reaches for an arrow, notches it.

TREE MAN LEADER

You haven't a chance! Throw down
your weapon!

FLASH makes like to throw his crossbow away. At the last instant, h swings it around, aims and FIRES.

TREE MEN ON BRANCH

Are startled as the arrow WHIRRS in and sticks into the branch under their feet. The branch instantly turns to ICE.

BARIN - CLIMBING FROM BELOW

HEARS a loud brittle CRACKING SOUND. He looks up, gapes, holds on tight to the tree trunk. A dozen SHRIEKING TREE MEN plummet down around him amidst chunks of ICE, crashing through the branches to doom. A look of fierce delight on his face, BARIN resumes his climb.

EXT. TREETOPS OF ARBORIA
(FLASH, TIGER MAN)

FLASH and TIGER MAN jump from their basket into a wide leaf, near a loading platform where the elevator-vine goes around a great iron wheel. The forest is open to the sky at this altitude, a sunny Eden of huge exotic flowers. Enormous overlapping leaves form a floor FLASH and TIGER MAN can stand on.

FLASH

Which way to the border:

TIGER MAN

Legend says Arboria ends in an ocean
to the west.

FLASH quickly checks his wristwatch and the angle of the shadows, starts in the direction he estimates is west.

TREETOPS OF ARBORIA - OTHER ANGLES

FLASH and TIGER MAN running over the leaves, which are somewhat BOUNCY like a huge trampoline. It's quite enjoyable. FLASH laughs aloud at the sensation, takes a big jump off the edge of one leaf, BOUNCES HIGH from the next.

Amazingly, a fat TENDRIL seizes him in mid-air, coils around his waist. FLASH yells as he is lifted further up.

AN ENORMOUS FLOWER

is right above him. The closed petals open. The inside is viscous, hideous looking. In the deepest recess is a dark red blob which PULSES like a huge heart, emits a BEING SOUND. With horror, FLASH realizes the tendril is feeding him into the flower's maw.

FLASH struggles vainly against the tendril's strength. TIGER MAN dashes to his rescue below, but another tendril knocks him flat.

INT. FLOWER
(BARIN, FLASH)

FLASH is conveyed INTO the flower. He punches wildly with his fists, kicks, but petals are CLOSING inexorably around him. On their inner surface are deadly spiny SPIKES. Scattered around are the crushed SKELETONS of luckless TREE MEN who have been fed in here.

SWISH-PFFFFST! Out of nowhere a GLASS ARROW comes flying past FLASH'S ear, sinks itself into the flower's heart. The flower SHRIEKS. All around, FLASH, it is turning into crystalline ICE.

The tendrils lose their grip, FLASH falls onto the leaf below beside the TIGER MAN.

TREETOPS - ANOTHER ANGLE

As FLASH turns his head to see BARIN standing with his crossbow on a leaf some twenty feet away.

BARIN
I saved you because your death must
be mine.

FLASH
What's the point of all this killing?
Why don't we team up and overthrow
Ming?

BARIN notches another arrow, cocks his bow, with slow pleasure raises it and aims at FLASH'S heart. Suddenly a SHADOW covers BARIN. He jerks his head up to SEE:

A WINGED SILHOUETTE

Diving from the sun at him. It is a HAWKMAN, magnificiently fierce. It seizes BARIN in its talons and lifts him INTO THE AIR.

OTHER HAWKMEN

Hover, their wings beating the air. They dive on FLASH and TIGER MAN, lift them too.

EXT. SKY - AURA'S SPACECRAFT

Rises in a steep climb over Arboria.

INT. COCKPIT - AURA

In the pilot's seat gazes OFF at something through tricky little binoculars.

WHAT SHE SEES - DISTANT HAWKMEN

Ascending with their three captives-

INT. COCKPIT -AURA
(AURA'S VOICE)

Put the binoculars down, with one hand lowers the THOUGHT TRANSFER hood over her head, with the other waves the craft into a sharp turn away from the HAWKMEN. Without her lips moving:

AURA'S VOICE
Princess Aura returns to Mingo City
The passage through the force-field
opens at her approach --

AURA twists the tuning dial, then goes on in a soft provocative tone:

AURA'S VOICE (CONT'D)
Daddy darling -- am I with you? Are
you getting me?

EXT. GRASSY AREA - ZARKOV'S CAPSULE

Sits some fanciful form of ground transport: perhaps a thing with bicycle wheels and sails.

INT. CAPSULE - ZARKOV AND DALE
(DALE, ZARKOV)

They are inside, she watching tensely as ZARKOV throws switches and eyes displays.

DALE
Will it fly?

ZARKOV
Basic circuits seem okay.

DALE
It has-to fly! We gotta rescue FLASH
from that vampire before she --

Sudden BLINDING BLUE LIGHT explodes within the capsule.

ZARKOV

Jump!!

EXT. CAPSULE - ZARKOV AND DALE - CONTINUOUS
(DALE, ZARKOV)

Come diving out headlong into the grass.

DALE

What happened?

ZARKOV

Heaven knows. I was just starting to
test the primary transformer-banks
and ----

ZARKOV stops abruptly, looking down at himself. DALE gasps.

DALE

My God -- your hands! Your hands
are gone!

It is true: ZARKOV has no hands.

ZARKOV

Not gone -- Just invisible. See?

INVISIBLE HANDS pick up a pebble from the ground, hold it
before DALE'S nose. Magically, they toss the little object
back and forth from one UNSEEN HAND to the other. DALE touches
one, can feel it.

DALE

Does it hurt?

ZARKOV

Not a bit. I believe Mongo's
gravitational. field must have
reversed the polarity of my generator
so that --

He breaks off again. Slowly, in front of our eyes, ZARKOV'S
HANDS are FADING IN, again and becoming VISIBLE. DALE whistles
in amazement.

ZARKOV (CONT'D)

Neat trick. I wonder if it's
controllable?

SHADOW over them suddenly. Great WHIRRING of wings. DALE
Looks up and SCREAMS.

HAWKMEN

Swoop down on ZARKOV and DALE, bear them aloft as they did with FLASH AND TIGER MAN.

INT. MING'S DOME ROOM
(KLYTUS, MING)

CU MING

In his wonderous DOME ROOM, watching something. PULL BACK. KLYTUS is beside him as usual. ANGLE to include the VIEWING SCREEN which MING is watching. On it is a directional continuation of the scene we just saw: a struggling DALE being Carrie dup into the open sky by HAWKMEN.

KLYTUS

Mongo is restless today. Your vessels
stray from their appointed
kingdoms....

MING

That damned Vultan -- time I clipped
his wings once and for all. We could
put those insolent Hawkmen of his to
work in the plasma cavern ----

KLYTUS

Dale Arden and Flash Gordon? Will I
send out the Imperial Fleet to bring
them back?

MING

We'll let Vultan tame her first --
I'll look pretty to Dale Arden after
him. Flash Gordon is nobody.

KLYTUS smiles that sinister way. MING looks at him questioningly.

KLYTUS

Sire, it is not for me to tell Great,
Ming that he is making mistakes.

EXT. SKY - WIDE SHOT
(HAWKMAN, TIGER MAN)

Serried squadrons of HAWKMEN escort the ones bearing FLASH, BARIN and TIGER MAN through space.

CLOSER - TIGER MAN

Struggling against the TWO HAWKMEN who have him, snarling and roaring. He butts one in the belly with his horn.

HAWKMAN

Want us to let you go, et?

TIGER MAN

Yes!!

HAWKMAN

Okay.

TIGER MAN

Nooo!!!

SKY - WIDE PANORAMA

Light streams rough tremendous El Greco clouds. HAWKMEN Are tiny figures, rising against it.

Higher, higher. Above the clouds a blinding DAZZLE comes INTO FRAME. It resolves into a fantastic SKY PALACE hanging in mid-air, reflecting sunlight from myriad turrets and terraces. The HAWKMEN climb above it.

CLOSER HAWKMEN

Carrying FLASH and BARIN and TIGER MAN , going into a screaming dive.

EXT. SKY PALACE - HAWKMEN POV

Rushing at us with horrifying speed. ZOOMING DOWN we see a dark opening. The wind howling around wings, we rush dizzingly into the aperture.

EXT. SKY PALACE - VULTAN'S EYRIE - A HIGH TERRACE
(DALE)

VULTAN circles admiringly around DALE. VULTAN is a lusty viking of the sky, winged like his men, one eye blinded, his beard cloven by an old scar from forehead to jaw. Gorgeous HAWKGIRLS watch jealously as VULTAN inspects DALE very closely, reaches out a sly hand and touches her bosom. DALE slaps his hand away.

DALE

Watch out, you old bird -- Ming wants to marry me.

VULTAN hoots at that as HAWKGIRLS murmur. He's about to touch her again when there is a CLAMOR o.s. VULTAN reacts.

EXT. SKY PALACE - ANOTHER LEVEL
(BARIN, DALE, FLASH, SARIN, VULTAN, ZARKOV, ZAAKOV)

HAWKMEN carrying FLASH, TIGER MAN and BARIN swoop OUT from another hole like the one they dove into. The whole place is like a great hanging birdhouse, HAWKWOMEN and HAWCHILDREN moving in and out and perching on the various exterior terraces.

FLASH and TIGER MAN

Are dropped on to a terrace, so hard it stuns them.

BARIN

Is lowered more carefully on another terrace, this one grander, with a throne in the center.

FEATURE VULTAN

Flying down from above, hovering above BARIN with menacing glee.

VULTAN

Ho! -- Barin! - I knew my Hawkmen would catch you one of these days.

SARIN

Be careful how you address me, Vultan. I am Prince Barin, ruler of Arboria.

VULTAN

Not in my Kingdom -- here you're just a stray animal to be killed for our sport!

BARIN

Will you do that, Vultan?

VULTAN

What would you do if you'd caught me in Arboria?

BARIN

Yes -- I would hunt you down and kill you without mercy.

FLASH on the OTHER TERRACE

Lifts his head groggily, reacts to something. ANGLE TO INCLUDE ZARKOV, stumbling out from an opening in his usual clothes.

ZARKOV

Hello - we do meet in the strangest places.

FLASH

Where's Dale?

ZAAKOV

The boss-bird has her up in his

Sudden ear-piercing SCREAM from above. DALE'S scream, FLASH bounds to his feet.

IN THE EYRIE

DALE is surrounded by jealous HAWKGIRLS who are pushing her toward the terrace edge. Screaming again, DALE goes OVER.

SPACE BETWEEN TWO TERRACES/ ONE TERRACE

FLASH wheels toward the sound, dives to the parapet and catches DALE as she plunges past.

DALE
Flash! Oh darling!

FLASH
Dale baby!

He hauls her in and they embrace in a steamy kiss. FLUTTER of wings. HAWKMEN swoop at the terrace and LIFT UP the clinging couple. It barely interrupts their conversation:

DALE
Flash -- when I was in that tub --

FLASH
Yes -- it was me --

DALE
Did you mean it?

FLASH
Every thought, baby! --

EXT. VULTAN'S TERRACE
(BARIN, DALE, FLASH, HAWKPEOPLE, TIGER MAN, VULTAN)

As FLASH and DALE are lowered on it.

VULTAN
No. What have you to say to Vultan,
Prince of the Air?

FLASH
We're all Ming's prisoners. I say
let's team up and smash him.

TIGER MAN (O.S.)
Listen to his words! --

ANOTHER TERRACE - TIGER MAN

On his feet on the other terrace, shouting across:

TIGER MAN (CONT'D)

I know -- I'm only an ignorant Tiger Man -- but I tell you Flash Gordon is the leader we've waited for!

BACK TO VULTAN'S TERRACE

Where VULTAN gazes at TIGER MAN a beat, then turns mocking eyes on FLASH.

VULTAN

You're a leader, he?

FLASH

Well, back home it's what I'm paid for -- I called a pretty good game against the Dallas Cowboys once ---

VULTAN

(To Barin)

Do you understand him?

BARIN

Not a word.

(like ice)

I was hunting him when you seized me. Before you finish me. Vultan I beg only that you let me finish him.

FLASH

Oh god -- here we go again --

DALE

Is everyone on Mongo CRAZY? Haven't you guys ever heard of TEAMWORK?

FLASH

(to Barin)

When I had that damn snake in my hand, I could've poked it in your face and KILLED you.

BARIN

I had you in bow-sight you were dead!

VULTAN

Enough!

(shouting to all around)

These vagrants talk a brave fight, my Hawkmen! Shall we test their words?

QUICK CUTS - HAWKPEOPLE

CHEERING AND SHOUTING eagerly from all around:

HAWKPEOPLE

Test them! -- Let's have sport! The
joust! -- To the joust! --

CU VULTAN

VULTAN

Take them below -- put them together.

INT. SKY PALACE - A RAMP

(DALE, FLASH, ZARKOV)

VULTAN leads the way down. FLASH, BARIN, DALE, ZAAKOV and
TIGER MAN are escorted by many fierce HAWKMEN.

DALE

Flash - don't do this.

FLASH

(low, bitter)
I've got to.

DALE

Why?

ZARKOV

He has no choice, Dale it's the Mongo
way.

DALE

I'm so homesick -- what I wouldn't
give for a nice quiet night with
some muggers in Central Park --

FLASH squeezes DALE'S hand.

Ahead appears an archway opening to the sky. A GREAT GONG
is heard.

ANOTHER TERRACE

ANGLE - HAWKMAN appears with a mallet, he beats again on a
huge bronze GONG.

EXT. SKY PALACE - WIDE SHOT

Startling sight: A big DISC hangs in the air between the
curved prongs of a lower terrace, the shaft that supports it
lost in clouds below.

EXT. A LOWER PLATFORM
(VULTAN)

FLASH and the OTHERS appear. They halt, looking at the disc.

VULTAN
Prepare them!

ONT HE DISC - A HAWKMAN

Is GREASING the shiny surface with a mop, slipping around a bit as he does so.

ANOTHER TERRACE

SHOTS - ASH AND BARIN getting prepared. Removing shirts being equipped with heavy leather gauntlets, and so on. Each is given a long vicious WHIP.

THE LOWER PLATFORM

ANGLE - a bridge-like plank extends itself, out over the edge of the shiny greased disc. FLASH and BARIN appear, ready for combat. HAWKMEN behind them, wthey start out over the bridge.

VULTAN (CONT'D)
Arm the disc!

CU - FLASH

Stopping short, eyes popping, as he SEES:

ON THE DISC

Razor sharp knives are POPPING UP from the top surface all over, maybe two feet apart. If a man loses his footing and falls he will surely be fatally impaled.

INT. LOWER PLATFORM
(BARIN, DALE, FLASH, MING'S VOICE, VULTAN, ZARKOV)

FEATURE FLASH and BARIN with whips in hand, they step from the bridge onto the disc. FLASH almost slips and falls immediately.

QUICK CU - DALE

DALE
Flash!!

CU - FLASH

Getting his balance again. BARIN moves across amidst the knives, takes a stance facing FLASH, raises and coils back his whip.

BARIN

Ready for me, Earthling?

FLASH

(poised likewise)

I ask you to swear, Barin -- if you defeat me, you'll join Vultan against Ming! If for no other reasons, because you'll never have Aura as long as her father lives!-

BARIN

What do you now of Aura?

FLASH

Quite a lot!

ZWIPPP! BARIN'S whip lashes out savagely at FLASH.

ANGLES - FLASH AND BARIN - SPECTATOR REACTIONS

Suddenly the fight begins. FLASH and BARIN stalk around, slipping on the grease, whamming at each other with their whips. The disc suddenly begins to TILT and SWAY, making this affair even more desperate.

BARIN begins to get an edge. Slashing, cutting, he drives FLASH back.

CU DALE

DALE

Flash, I love you! Win for me,
Flash!??

FEATURE FLASH

Adrenaline courses through his veins as he hears that over the uproar.

He flies at BARIN, dodges the lash, grapples with him hand-to-hand.

They wrestle their way tot he very rim of the swaying tilting surface. It looks bad again for FLASH, when with a superhuman effort he flips BARIN over his back... over the edge!

In the same instant, FLASH dives onto his side amidst the deadly knives and grabs at BARIN'S wrist.

FLASH catches him. BARIN hangs suspended over the abyss of space held only by FLASH'S grip.

VULTAN

You've won, Earthling! Drop him to doom!

FLASH

(gasping at BARIN)
Try to catch my wrist! -- the other one.

VULTAN

What is this??

ZARKOV

Call it what you want, Vultan -- compassion -- mercy: let us teach you the meaning of these words.

FLASH

(To BARIN)
Swing your body -- see if you can get a leg up here!

Suddenly an ECHOING VOICE BOOMS from the sky:

MING'S VOICE

Vultan! Hear Ming, Ruler of the Universe!

INT. MING'S DOME

(AURA, MING, MING'S VOICE, VULTAN, ZARKOV)

Where MING watches the SKY PALACE SCENE on a viewing screen, a weeping AURA beside him, as he goes on:

MING

I see you, Vultan -- and Barin too!
You both have defied me by sparing these Earthlings!

AURA

Barin -- my only -- I swear I didn't mean to get you into this!

FEATURE VULTAN

As the VOICE goes on:

MING'S VOICE

Do you want to live, Vultan?

VULTAN

What creature wants to die?

MING'S VOICE

Then kill Flash Gordon now! Pick up Dale Arden, deliver her to me on your own wings -- it's your only chance! My fleet is already in the air, ready to destroy your whole Kingdom if you disobey!

The ECHO rolls and dies.

DISC

TIGER MAN suddenly leaps out onto the disc, slides over between the knives, helps FLASH pull BARIN up to safety.

AS BEFORE

ZARKOV in his chains, walks over to the confused VULTAN... Quietly:

ZARKOV

What'll you have -- death or dishonor?

VULTAN looks down at FLASH once more, then makes up his mind. He shouts to his people:

VULTAN

We'll save these Earthlings! - Curse Ming! -- Into the air, my Hawkpeople - fly!

ZARKOV grins, extends a hand to VULTAN. He just looks at it.

VULTAN (CONT'D)

I don't understand this. I think I've gone mad.

INT. MING'S DOME
(AURA, MING)

MING snaps off the viewing screen, looks at AURA

AURA

Spare him Daddy -- oh please spare Barin --

AURA tries to throw herself into his arm, but he pushes her roughly away.

KLYTUS materialises from a shadow, smiling.

MING

You've always wanted her, Klytus -- Aura is yours.

EXT. SKY PALACE - LONG SHOT

It is being evacuated. Squadrons of HAWAKPEOPLE stream out of its many openings, diminutive figures against the sky.

ANOTHER PART OF THE SKY

Several ROCKET-SHIPS appear, wonderfully gaudy contraptions with MING's battle-flags flying. A RAY shoots out from the nose of the biggest.

EXT. SKY PALACE - LONG SHOT

The RAY zaps it. The whole place EXPLODES.

EXT. SQUADRON OF HAWKMEN - IN FLIGHT
(DALE, FLASH, VULTAN, ZARKOV)

VULTAN and his CAPTAIN lead. Ranged around are BARIN, FLASH, DALE, TIGER MAN and ZARKOV, each carried by a HAWKMAN. Distant explosions rumble like thunder.

VULTAN

Don't look back, Hawkman. Head for that cloud-cover!

(over his shoulder)

Where's this capsule of yours, exactly?

ZARKOV

In the high grass east of Mingo.

VULTAN

Pick it up, Captain!

The CAPTAIN and a FEW HAWKMEN peel off.

FLASH and DALE

Gaze at each other lovingly, flown along about a hundred feet apart. He calls for her:

FLASH

Guess the first thing you and me are gonna do after we land..!

DALE

Darling not in front of the Hawkmen -- you'll make me blush! --

FLASH

Gonna do it first thing -- around here, never know if you'll get another chance!

Dark SHADOW falls over DALE. She looks up.

ANOTHER ANGLE IN THE SKY

A big ROCKET SHIP hovers, doors in its bottom side opening.
A flickering RAY shoots down.

BACK TO THE HAWKMEN AND OTHERS IN SKY

FEATURE DALE

As an effulgent GLOW envelopes her. Inexorably, DALE and her HAWKMEN are sucked upward.

DALE

Help!!

FLASH

I'm coming, Dale!
(to his Hawkmen)
Follow her -- climb!

VULTAN's command of course takes precedence. The HAWKMAN bearing FLASH follows his mates into a shrieking vertical dive.

INT. ROCKET SHIP
(DALE, HEDONIA)

DALE and her HAWKMAN are sucked up into a chamber. Waiting SOLDIERS seize the struggling HAWKMAN, brutally smash his wings pitch him OUT the bottom as the doors close.

DALE backs off, drops into a karate stance, With a WHINING ROAR the craft accelerates throwing DALE off balance against a wall. HEDONIA enters through a door, her arms full seems to be yards and yards of filmy white material. HEDONIA Smiles nicely.

HEDONIA

Time is short. Ming sent me to fit you with is.

DALE

Fit me with what?

HEDONIA

Your wedding dress.

EXT. ARBORIA - VINCINITY OF LODGE

TREE MEN and LION MEN and TIGER MAN toil together in peaceful concern, constructing a crude wooden launch-gantry around ZARKOV'S SPACE CAPSULE, which has been conveyed here.

Several hovering HAWKMEN hold it in position with vine cables as the work is completed. Capsule door is open. Through it we see ZARKOV at work inside, feverishly re-wiring a control panel.

EXT. LODGE BALCONY
(BARIN, FLASH, VULTAN, ZARKOV'S VOICE)

Up on Lodge Balcony, FLASH, BARIN and VULTAN lean over a table on which maps and drawings are laid out, a typical military staff meeting. With a bit of charcoal, BARIN sketches a semi-circular line over a map of MING'S city.

BARIN
A force-field covers the whole city,
from here to here. With luck, Flash
can lure them into lowering their
defenses.

VULTAN
What if he fails?
(abruptly)
This is suicide, Barin! I can't
order my men to suicide!

VULTAN ascends into the air. Hovers as he goes on:

VULTAN (CONT'D)
The flight brought me back to my
senses -- good luck and goodbye.

BARIN
Ming destroyed your kingdom!

VULTAN
We'll build another.

BARIN
Vultan!

FLASH
Let him go -- I understand.
(up to Vultan)
Thanks anyway for getting us this
far!

VULTAN hesitates a moment, then soars away with determination.

ZARKOV'S VOICE
Flash! Ready for a test!

INT. CAPSULE
(FLASH, ZARKOV)

FLASH enters

FLASH
What's the game-plan?

ZARKOV
Sit there. When I give you zero,
punch that button. Any questions?

EXT. CAPSULE
(BARIN, FLASH'S VOICE, ZARKOV)

ZARKOV jumps out, leaving the door open. He crouches low.
BARIN and VULTAN and EVERYBODY are watching.

ZARKOV
Five, four, three, two, one -- ZERO!

Interior of the capsule is filled with BLINDING BLUE LIGHT
for an instant. ZARKOV pops up, sticks his head in.

ZARKOV (CONT'D)
Flash!
(No reply)
Do you hear me, Flash? Where are
you?

CU ZARKOV

As INVISIBLE HANDS turn around the helmet on his head.

ZARKOV (CONT'D)
Eureka! I did it! You can come out
now, Flash --

FLASH'S VOICE
Not unless you get out of my way, I
can't --

BACK TO MAIN SCENE - EXT. CAPSULE

ZARKOV moves inside.

BARIN
Look -- he still casts a shadow:

It's true. FLASH is totally invisible, but on the ground we
SEE his shadow as he climbs out and stands upright.

Suddenly there is rising WHINING HUMMING SOUND that seems to
fill the whole firmament. The earth trembles. LION MEN and
TREE MEN cower in terror. TIGER MAN roars.

BARIN (CONT'D)
Zarkov! What have you done?

The SOUND grows louder, intolerable. Brown smoking foliage rains down. EVERYONE looks up.

EXT. FOREST OF ARBORIA
(KLYTUS, VOICE, ZARKOV)

CUTS AND ANGLES - UPWARDS

The topless forest of Arboria is withering, falling apart. TREE MEN cry with primal fear as the SEE the sky revealed.

Hovering against the sun are the dark shapes of MING'S ROCKET SHIPS. PULSING RAYS emanate from projectors on their bottoms. A VOICE booms from heave:

VOICE

Prisoners of Ming, you are surrounded!
The creature who moves is obliterated!

EVERYONE stands frozen.

PART OF FOREST - CUTAWAY

ONE LION MAN

Howls in terror, makes a break for cover. A RAY instantly zaps down at him and he EXPLODES into fiery fragments.

BACK TO MAIN PART OF FOREST

A small SHUTTLE CRAFT descends vertically to a soft landing. KLYTUS gets out. Every sound ceases. He nods at BARIN, at ZARKOV. Looks around. Frowns. He walks directly across FLASH'S SHADOW, to ZARKOV.

KLYTUS

We'll find vultan later. Where's
Flash Gordon?

ZARKOV

His Hawkman dropped him. He's dead.

INT. MING'S SERAGLIO
(AURA, DALE)

CU DALE

DALE

Nooo -- it's not true!

WIDER ANGLE

AURA

(Gently)

It is -- they saw him fall a mile
into the glaciers of Frigia.

DALE shuts her eyes, sobs out:

DALE

Oh Flash -- no -- you can't be dead --
it doesn't make any sense --

AURA

When I think of being given to Klytus,
I wish it was myself who had fallen.

DALE

(blazing at her)

I don't believe you. You -- you
awful Mongo person -- you were born
without a heart:

AURA

Then what is it that melts into my
eyes, Dale Arden? Feel it breaking --

Tear runs down AURA'S cheeks. She seizes DALE'S hand, presses
it against her wonderful breast. DALE is really moved.

DALE

You poor kid -- don't you have a MOM
to talk to?

AURA

Ming tired of her. He blew my Mother
into outer space. I look into the
night sky sometimes and wonder what
star she's orbiting --

DALE

God, Aura -- no wonder you've had
problems -- that bastard:

DALE embraces AURA. They cling to each other, bosom against
bosom, in perfect womanly understanding. Golden CHORDS are
heard. Doors open. AMAZONS enter.

EXT. ARBORIA - ZARKOV'S CAPSULE

Capsule sits in its launch-gantry, amidst the ruined blight
left by the ray attack. There is not a soul in sight. Then
Flash's SHADOW moves quickly over the ground toward the
Capsule and VANISHES into the hatch. The door shuts itself.

INT. CAPSULE

Control levers move. A red button depresses itself. Through the side, which we should remember is transparent from within, we SEE the scene outside going into a GREEN-BROWN BLUR as the capsule starts to spin for takeoff.

INT. MING'S BEDCHAMBER
(KLYTUS, MING)

MING is being robed by TWO GIRL ATTENDANTS. Suddenly KLYTUS is there in a shadow, smiling. MING senses him, turns.

MING

Well? What is it this time?

KLYTUS

I can't remember. I feel danger --
but I cannot see it.

MING

Klytus, you're impossible. Aura
deserves you.

KLYTUS

I foresee another thing. In one minute
exactly, the Earthling space capsule
will be seen on the scanner.

KLYTUS is swallowed again in shadow.

EXT. ZARKOV'S CAPSULE - IN FLIGHT

Sailing over the ever frozen Moon of FRIGIA

INT. MING'S DOME
(CAPTAIN, MING)

Capsule is SEEN on the viewing screen, grid-lines dancing over the image as FRIGORIA is left behind. Watching are MING, KLYTUS, the CAPTAIN and several other SOLDIERS.

CAPTAIN

Shall I disintegrate it, Your Majesty?

MING

No, Captain -- bring it in. Land it
to a warm reception.

INT. ZARKOV'S CAPSULE - IN FLIGHT
(FLASH'S VOICE)

Through the front we see MING'S CITY dead ahead and below. Numbers flash on the navigation display, constantly changing.

INVISIBLE HAND picks up a microphone, holds it before
INVISIBLE LIPS.

FLASH'S VOICE
Vultan! Do you read me?

EXT. ARBORIA - IN A BROWN BLASTED TREE
(FLASH'S VOICE, VULTAN)

VULTAN and some other HAWKMEN perch, listening to VOICE coming
from a radio in VULTAN'S belt.

FLASH'S VOICE
Flash Gordon calling Vultan! Over!

VULTAN doesn't stir a feather. After a moment:

FLASH'S VOICE (CONT'D)
Okay, don't answer -- I'm on Hawkman
frequency I know you are reading me.
Now get this --

CAPSULE AND TREE IN ARBORIA

INTERCUTS

FLASH'S VOICE (CONT'D)
I'm being guided through the force-
field under their control. You're on
the beam when you've got the tops of
two towers lined up exactly -- the
high gold one behind the green one
with the blue flag got that?
(silence)
Okay, Vultan, it's your decision the
ball is in your court -- I hope I'll
be seeing you, you crazy ole bird.

The microphone hangs itself up on the panel.

VULTAN AND HIS HAWKMEN

Just sit there, grim-faced. VULTAN shake his head.

VULTAN
He calls us crazy --

EXT. PALACE BATTLEMENTS
(GUARD CAPTAIN, KLYTUS)

It's an armed camp. SOLDIERS stand admits tanks and ray-gun
artillery, every weapon trained on a landing pad in the
middle.

KLYTUS waits with his CAPTAIN watching the mirror-bright capsule coming down.

It lands. CAPTAIN gives a signal.

ZAP! From a tank's ray gun.

The capsule's door is knocked with surgical precision off its hinges. Flanked by SOLDIERS with ray-guns at the ready, the CAPTAIN advances and looks in. He turns and calls back to KLYTUS in surprise.

GUARD CAPTAIN

It's empty!

KLYTUS

What?

GUARD CAPTAIN

Unmanned. Must've taken off on some automatic program.

KLYTUS frowns. He doesn't notice the SHADOW that suddenly passes over him, moves on quickly.

KLYTUS

Destroy it.

FLASH'S SHADOW

Halts, shift shape as FLASH stops in dismay at that, turns.

A RAY GUN - ON A TANK ZAPS out a ray.

ZARKOV'S CAPSULE - glows white, falls into thin ashes.

FLASH INVISIBLE

Lets out a bitter sigh. Then the SHADOW moves again, fast, to an open doorway.

INT. PALACE HALLWAY - A SOLDIER
(FLASH' S VOICE, SOLDIER)

Stands on guard. Suddenly out of nowhere, but very close.

FLASH' S VOICE

Which way to the dungeons, Soldier:

SOLDIER

Third elevator down, turn left!

(then doing a take)

Who is that?

WHAM! A left to the gut doubles him over to take an invisible knockout right on the chin.

INT. UNDER THE PALACE
(FLASH'S VOICE)

TWO SOLDIERS stand with ray-guns before a heavy locked door. Suddenly INVISIBLE FLASH steps behind a flaring torch, casting an enormous SHADOW on the wall. He manipulates his caped arms so that the image becomes truly fearsome.

FLASH'S VOICE
I am the ghost of all the good men
murdered by Ming! Prepare for doom!

The SOLDIERS faint.

INT. NARROW PASSAGEWAY - UNDER THE PALACE

FOUR SOLDIERS march along, two by two, filling the narrow way. SOUND OF RUNNING FEET coming towards them. They halt in consternation. WHAM! Invisible FLASH crashes into them, sending them flying like bowling-pins.

INT. DUNGEON AREA
(GUARD)

FOUR GUARDS lounge around. MOVE to one of them, who sits studying the pictures in the Mingo version of PLAYBOY magazine. A SHADOW falls over the page.

GUARD
I'm looking at it now -- wait for
your turn.

An INVISIBLE UPPERCUT knocks him off his chair.

ANGLES - THE FIGHT

As INVISIBLE FLASH goes after the other three with a deadly chair that seems to SWING itself through the air.

INT. DUNGEON
(FLASH'S VOICE)

ZARKOV, BARIN and TIGER MAN lie in chains, heads cocked at SOUNDS of the fracas outside. THUD of a body falling, brief silence, then sound of a KEY IN THE LOCK.

The door opens itself.

FLASH'S VOICE
It's me!

INT. NARROW VERTICAL SHAFT
(BARIN, FLASH'S VOICE, ZARKOV)

The Same one AURA and FLASH fell down originally. Now BARIN, ZARKOV, TIGER MAN and FLASH are inching their way UP it like mountain climbers doing a rock chimney; in. back-to-back pairs, feet pressed out against the shaft walls. What makes it look even stranger, half of the FLASH-BARIN twosome is INVISIBLE. Low conversation as they pant and struggle up the shaft:

ZARKOV

How do we get down to the plasma level?

FLASH'S VOICE

Anti-gravity shaft -- I got a guard to show me --

BARIN

This won't be easy, Flash --

FLASH'S VOICE

Nothing's easy on Mongo --

INT. PLASMA CAVERN
(CONTROLLER, GUARD CAPTAIN)

LIZARD MEN SLAVES work like mad, shoveling radioactive fuel into the seething mass.

ON THE MEZZANINE

CONTROLLERS are at consoles. Many GUARDS stand around. Everyone watches a big hanging dial. Its needle quivers with each flare-up from the inferno below, inches toward a RED SECTOR.

GUARD CAPTAIN

Faster! -- More fuel!

CONTROLLER

What's the hurry?

CONTROLLER What's the hurry?

GUARD CAPTAIN

He wants to give Dale Arden the final destruction of Earth as a wedding present.

CONTROLLERS twist the shock-knobs.

Tortured SLAVES howl in agony. Some drop and are thrown into the fiery mass, others redouble their efforts.

ON THE MEZZANINE

The needle quivers upwards. MOVE OFF it to a slot-like window in back wall. There are EYES behind the glass.

INT. CRAWLSPACE BEHIND THE MEZZANINE
(BARIN, FLASH'S VOICE, TIGER MAN, ZARKOV)

ZARKOV, BARIN and TIGER MAN crouch amidst WHIRRING ventilators, watching through the window.

BARIN
How's it look to you?

ZARKOV
Bad. Plasma's contracting into a critical mass. When that needle hits the red, Earth is finished.

TIGER MAN
Grrao! I'll charge down at them:

ZARKOV and BARIN just look at him. TIGER MAN slumps out of his fighting stance.

Low door at the back opens itself and INVISIBLE FLASH comes in.

FLASH'S VOICE
Cavern is sealed tight -- every door locked from the inside --

CU ZARKOV

Hope drains from his expression.

ZARKOV
Let's face it, my friends -- without a miracle, we've lost.

EXT. SKY - WIDE ANGLE
(HAWKMAN CAPTAIN, VULTAN)

It is filled with HAWKMEN, flying toward us.

VULTAN and HIS CAPTAIN. fly in the lead, looking ahead and down at the City of Mingo.

HAWKMAN CAPTAIN
All right -- I see the towers lined up now as Flash Gordon said --

VULTAN soars up and hovers, shouts to the ranks behind:

VULTAN

Through the force-field, my Hawkmen!
The pass is narrow -- dive three-by-
three! Any man who wishes to turn
back may do so!

THE HAWKMEN

Keep flying right on, not one bird of them turning back.

FEATURE VULTAN

Musing to his captain:

VULTAN (CONT'D)

Who are these Earthlings, that so
many would die for?

HAWKMAN CAPTAIN

They must have one hell of a little
planet --

INT. MING'S DOME - ON VIEWING SCREEN
(OFFICER)

THREE HAWKMEN are SEEN in steep descent. comes ,INTO FOCUS
over them.

PULL BACK. Several OFFICERS and SOLDIERS are around a console,
watching the screen and other displays.

OFFICER

In range.

Another OFFICER touches a red firing-button.

EXT. PALACE BATTLEMENTS

Ranged here are devices like multiple rocket-launchers,
bristling with hundreds of arrows. SWOOSH: One fires its
load into the sky.

EXT. SKY - HAWKMEN
(HAWKMAN CAPTAIN, VULTAN)

The THREE LEADING HAWKMEN are impaled a dozen times each
crumple and plummet down.

VULTAN and CAPTAIN - HOVERING

HAWKMAN CAPTAIN

It's a trap! The passage is covered!

VULTAN

Onward, Hawkmen! Dive! We outnumber
their arrows -- overwhelm them!

EXT. BATTLEMENTS/SKY

INTERCUTS - HAWKMEN and ARROW PROJECTORS

as the brave HAWKMEN dive in a converging stream at the invisible opening, and the projectors FIRE again and again. Great slaughter is wreaked on the HAWKMEN, but they keep coming.

One group VEERS to the side away from the deadly fire, only to crash into the equally deadly force-field. They EXPLODE into flames.

INT. DOME

FIRING OFFICER is almost breaking his thumb, he has it jammed down so hard on the red button.

ANGLE to the VIEWING SCREEN. On it VULTAN leads a stream of descending HAWKMEN.

EXT. SKY - HAWKMEN

Circle and reform, some giving mid-air aid to wounded mates, and on they come, onward!

INT. DOME
(OFFICER)

OFFICER
Man the battlements!

EXT. PALACE BATTLEMENTS

HAWKMEN descend as SOLDIERS rush out at them. The battle is epic, a crazy combination of swords and ray-guns and clubs and spears.

VULTAN is a towering figure in the middle of it, dealing havoc on all sides.

As he fights THREE SOLDIERS, ANOTHER races at VULTAN'S back with a deadly spear. Suddenly he TRIPS OVER NOTHING and crashes headlong to be dispatched by another HAWKMAN. VULTAN whirls and is amazed to have his freehand warmly clasped by an INVISIBLE ONE.

INT. A PALACE ANTECHAMBER
(KLYTUS, MING, OFFICER)

MING and KLYTUS, in ceremonial robes. As part of his costume MING wears a sword.

MING
You have the ring?

KLYTUS
In my pocket.

Door flies open, an OFFICER dashes in.

OFFICER
Your Majesty, we're under attack by
Hawkmen!

MING
So what are you doing down here,
coward? Why aren't you in the fray?

OFFICER
Sire, I thought you'd --

MING
Mingo City is impregnable! I'm not
about to put off wedding Dale Arden
for this!

EXT. BATTLEMENTS
(FLASH'S VOICE, HAWKMAN CAPTAIN, VULTAN)

The battle continues. Bloodies HAWKMAN CAPTAIN fights his way up beside VULTAN, who is engaged in seizing a dominant piece of ray-gun artillery.

HAWKMAN CAPTAIN
What's for us after this lot?

VULTAN
Ming!

FLASH'S VOICE
The cavern first! Gotta get Zarkov
in there to --

Suddenly MUSIC is heard from below. Some great electronic organ booms out the strains of what is recognizably "Here Come The Bride".... the familiar thrilling wedding-march.

FLASH'S VOICE (CONT'D)
On my god!

INT. MING'S GREAT HALL - HIGH WIDE ANGLE

A magnificent wedding is on. DALE marches slowly up the middle, on KLYTUS'S arm, helped along by AMAZONS who march at her back with spears. Her long train passes between the AMAZONS to be borne behind by LOVELY GIRLS, as the party passes between ranks of splendidly garbed MONGONS.

An aged HIGH PRIEST waits at the throne-altar with MING, whose eyes lecherously devour his approaching bride.

CLOSE ON DALE

Her beauty only enhanced by the tears rolling soundlessly down her cheeks.

INT. PLASMA CAVERN

The molten mass is more intense than we have ever seen it, scarcely bearable to the eye.

INT. CRAWLSPACE BEHIND THE MEZZANINE
(TIGER MAN, ZARKOV)

Even in here there is a terrible glare from the slot-window, ZARKOV turns his face away suddenly, infinitely sad.

ZARKOV

I can't watch any more. To think of
all our history ended this way --
the incredible ascent from primordial
slime to Albert Einstein and Dale
Arden and --

TIGER MAN

(at window)

Look!

INT. CAVERN - POV SHOT

VULTAN and THREE HAWKMEN are swooping down from some gallery above. VULTAN and TWO pounce on CONTROLLERS, while the THIRD HAWKMAN flies down to open a door on the lower level.

INT. CRAWLSPACE

ZARKOV and BARIN and TIGER MAN

Scramble for the low exit behind them.

INT. MING'S GREAT HALL
 (DALE, FLASH'S VOICE, HIGH PRIEST, MING)

Earth turns slowly in mid-air, its seas and continents veiled by clouds of hideous smoke which seethe with flashes of interior red lightning.

Then FACES come INTO FOCUS below and behind it, and we realise we are in MING'S GREAT HALL, where EARTH is a holographic image in a transparent box above the altar-throne.

FEATURE DALE

Standing beside MING at the altar with KLYTUS, looking up despairingly at her beloved planet while the HIGH PRIEST intones:

HIGH PRIEST
 Do you take her, this Earthling,
 Dale Arden, to be your Empress of
 the hour? Do you solemnly promise
 to use her as you will -- not discard
 her until such time as you grow weary
 of her?

MING
 I do.

HIGH PRIEST
 The wedding ring, please --

KLYTUS produces a golden ring, hands it to MING.

MING takes DALE'S left hand, forces it up into position, holds the ring poised to slip it on. MING'S face has never been more merciless.

HIGH PRIEST (CONT'D)
 Recite after me -- with this ring I
 thee wed --

FLASH'S VOICE
With this ring, I thee wed!

An INVISIBLE HAND snatches the ring from MING'S grip like lightning and jakes it onto DALE'S finger.

DALE
 Flash!!!

FLASH'S VOICE
 Run!!!

HIGH ANGLE

Pandemonium. DALE runs like hell, but is tripped by her train and goes down as MING leaps up onto his throne platform.

MING

Seal this hall! Close every portal!

ANGLE - A PORTAL

Swinging shut, BARIN squeezing in through it at the last instant, sword in hand. KLYTUS rushes at him with a sword of his own.

MING

Looks around wildly, whipping out the sword sheathed at his belt. Its blade is like crystal fire. He reacts sharply, catches his breath.

WHAT MING SEES - ANOTHER SWORD
(FLASH'S VOICE, MING)

exactly like his, a blade of fire, apparently hanging in the air and pointed right at him.

MING

Where did you get that sword?

FLASH'S VOICE

From the crystal block.

MING

Impossible! It could only be pulled by my rightful heir!

FLASH'S VOICE

How about that?

The sword slowly advances.

FEATURE MING

His face contorted, he flies at INVISIBLE FLASH behind the sword. FLASH parries the blow. Astonishing pyrotechnics as the blades hit each other. Shrieking MONGONS flee under showers of fire.

INT. PLASMA CAVERN
(ZARKOV)

HAWKMEN and LIZARD MEN SLAVES engage MING'S PEOPLE.

Aided by VULTAN and TIGER MAN, ZARKOV battles his way up to the Mezzanine Control area. He shouts down wildly:

ZARKOV

Attach the electrodes to the shovels!
Pitch them into the plasma!

INT. GREAT HALL
(BARIN, DALE, KLYTUS)

MING and FLASH

Duel dazzlingly around the enormous throne. Suddenly FLASH starts to lose his invisibility. A pair of eyes appears, the tip of a nose, parts of limbs.

CU DALE

Pinned by AMAZONS, reacting to that.

DALE

Flash -- look out -- you're coming
back! He can see you now, Flash!

FLASH and MING

FLASH pauses to look at himself, almost gets his head lopped off by a fiery slash from MING, recovers to bound up higher on the vast throne statue wheron they battle.

PULL UP. In the f.g. the image of EARTH slowly turns and glows redder with the lightning inside the clouds.

BARIN and KLYTUS

Duel in another area of e Hall. A thrust by BARIN catches KLYTUS on the forehead. KLYTUS springs back, blood gushing down over his eyes.

KLYTUS

I foresaw at blow --

BARIN

You're blinded, Klytus -- drop your
sword!

KLYTUS laughs, reaches up and throws off his helmet, WHIRLS in a lightning way to reveal

ANOTHER FACE

Shadowed, hideous, marked with all the evil in the universe. It's mouth emits a raging SCREAM.

BARIN

Lunges with horror, slashes with his sword point.

KLYTUS'S CHEEK

Is slashed but grotesquely does not bleed.

BARIN and KLYTUS

Fly at each other again, trade blows, then each catches a wrist of the other with his free hand. KLYTUS laughs horribly.

KLYTUS

You fight me in vain, Barin I do not
foresee my death at your hands --

KLYTUS twists away, knocks BARIN'S sword out of his grasp, drives BARIN back against the wall. KLYTUS lifts his own sword, puts it at BARIN'S throat for the final thrust.

KLYTUS'S FACE

Suddenly changes horribly. PULL BACK. AURA is behind him, her hand on the hilt of BARIN'S sword, which she has driven into KLYTUS' back. Soundless, dead, KLYTUS falls to the floor.

AURA and BARIN

Move together, embrace. BARIN touches her face. Gently, AURA strokes BARIN'S cheek in hirst human-like, loving touch.

FLASH and MING

Have duelled their way right up onto the shoulder of the great statue now, fight against a vast replica of MING'S EAR.

INT. PLASMA CAVERN
(ZARKOV)

Needle trembles on the verge of red.

ANGLE DOWN to ZARKOV at console, protected against the final GUARDS' onslaught by VULTAN and TIGER MAN as he works feverishly with a screwdriver on a wiring panel pulled out from the innards He straightens up, takes a deep breath.

ZARKOV

Cross your fingers, boys!

ZARKOV hits a switch.

INT. GREAT HALL
(ALL THE MONGONS, DALE, DALE'S VOICE)

CU DALE

Reacting to something, pointing upward:

DALE
Look -- Earth!

EARTH - THE IMAGE IN THE AIR

DALE'S VOICE
Oh it's so beautiful!

FEATURE MING

As he swivels his head for a quick look. He freezes, gives a CRY of unmitigated rage. FLASH seizes the instant, thrust his sword.

The blade goes into MING up to the hilt. FLASH pulls it out.

There isn't a drop of blood. MING just stands there, smoking, in spectacular fashion into the atoms of which he was constituted. MING is just GONE.

HIGH SHOT - THE GREAT HALL

EVERYONE looks upwards at FLASH, standing with his sword atop the statue. There is a clatter as AMAZONS cast away their spears. A cry goes up as if from one throat!

ALL THE MONGONS
Hail, Flash Gordon!

EXT. SKY OVER MINGO

Vista of stunning beauty as HAWKMEN soar and loop in wondrous victory rolls, leaving behind RAINBOW CONTRAILS.

EXT. PALACE BATTLEMENTS
(DALE, FLASH, ZARKOV)

It is a scene of peace now. HAWKMEN and SOLDIERS join in tending their wounded. Formerly fierce AMAZONS act as gentle nurses. MOVE OVER this to find FLASH, DALE and ZARKOV standing together, looking up at the terrific sky-shadow, FLASH with an arm around DALE'S shoulder. He glances at her tenderly, is surprised to see tears on her cheeks.

FLASH
What's the matter, darling?

DALE
We saved Earth but we lost the capsule --
we'll never get home again.

ZARKOV (simply)
You are home.

FLASH
Zarkov is right.

ZARKOV
Shouldn't you fellows be leaving on
your honeymoon?

DALE laughs, turns her face up to FLASH. He kisses her. As they head into the Palace, ZARKOV gazes upward again.

EXT. SKY

HAWKMEN swoop and soar, weaving RAINBOWS, as END CREDITS
ROLL.

THE END

Editor's Note:

What you have just read is a reproduction of the "1st Draft" for the feature film "Flash Gordon". The original source material came from a badly deteriorated copy of the original script and in some instances dialogue which could not be read was guessed upon by best case understanding.

We have made every attempt to include the integrity of the original script, "as-is", to include all original descriptions, grammar and spelling. Errors as well.

We hope you've enjoyed this original look at "FLASH GORDON"!