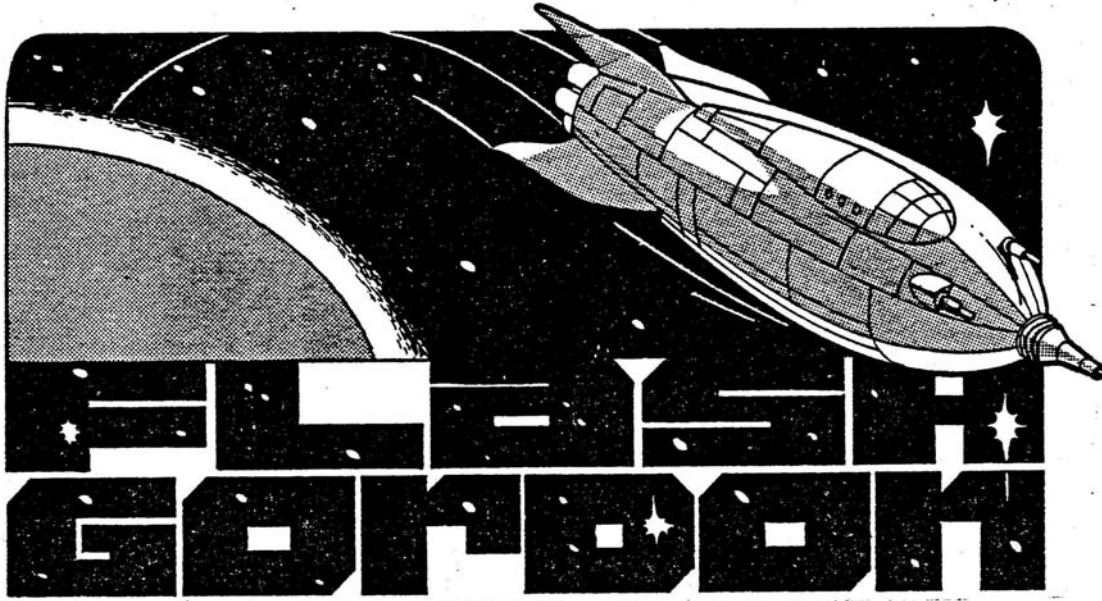


Written by
TED PEDERSEN

FILMATION
STUDIOS



CHAPTER THREE

"VULTAN - KING OF THE HAWKMEN"

FL #52003

BY

TED PEDERSEN

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CAST SHEET

THE NEW ADVENTURES OF FLASH GORDON

CHAPTER THREE "VULTAN - KING OF THE HAWKMEN"

FLASH GORDON

DALE ARDEN

DOCTOR HANS ZARKOV

AURA

BARIN

THUN

VULTAN

CAPTAIN - ONE LINE

BANGOR (VULTAN'S CAPTAIN)

Chapter Three:

"Vultan - King of the Hawkmen!"

FL # 52003

ACT ONE

FADE IN:

EXT. EDGE OF MONGO FOREST - DAY

Trapped by Barin and his forest men, Flash and Thun, the lion-man, HEAR the BEATING OF WINGS from above and look up to see WINGED HAWKMEN coming down toward them.

ANGLE - BARIN'S FOREST MEN

As they begin to raise their weapons -- bow and arrows -- toward the sky.

SHOT - BANGOR

The chief of the Hawkmen raiding party gives a SHIRLL CRY on battle and urges his hawkmen downward toward the enemy on the ground.

BANGOR

Take the leaders!

ANOTHER ANGLE

The hawkmen -- Bangor in the lead -- swoop down.

BANGOR (CONT)

Vultan will pay a handsome reward for this day's catch!

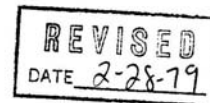
CUT TO:

TWOSHOT - FLASH, THUN

They look skyward. *

FLASH

That flying army doesn't look too friendly. *



SHOT - HAWKMEN, FOREST MEN

As one of the hawkmen grabs a forest man, lifting his off the ground, as the forest man drops his bow and arrow.

THUN (OS)
Vultan's hawkmen -- an even deadlier
foe than Barin's forest hunters!

ANOTHER ANGLE

The hawkmen drops his captured forest man roughly onto the ground.

CUT TO:

SHOT - AURA

She begins to run -- as a hawkman swoops down and --

ANOTHER ANGLE

The hawkmen picks up the running Aura and carries her skyward o.s.

CUT TO:

SHOT - BARIN

He takes his sword from his scabbard -- just as another hawkman swoops down and grabs the forest kingdom prince -- and carries him upward and o.s. -- leaving his sword on the ground where Barin dropped it.

CUT TO:

POV

THE HAWKMAN CARRYING BARIN SKYWARD

As we PULL BACK to reveal Flash and Thun watching Barin taken prisoner.

FLASH

As he looks ever upward at the vanishing prince.

FLASH
Barin -- the hunt hasn't ended
the way you thought it would.

ANOTHER ANGLE

As a pair of hawkmen zoom down on Flash and Thun.

TWOSHOT - FLASH, HAWKMAN

Flash is caught from behind and lifted off the ground by a hawkman.

THUN

Reacts with an ANGRY ROAR as he sees his Earth friend being taken -- then Thun himself is grabbed by a hawkman and lifted o.s.

CUT TO:

WIDE SHOT

Flash, Thun, Barin, Aura being carried skyward by the hawkmen.

CUT TO:

ANOTHER ANGLE

Barin's defeated forest men watching their prince and the others being taken away.

CUT TO:

ANGLE - FLASH, THUN, HAWKMEN

Flash and Thun are being carried through the golden skies of Mongo by hawkmen. Flash takes a look downward, then turns to Thun.

FLASH

I hope they don't drop us --
that first step is a dilly!

Thun looks skyward.

THUN

It might be preferable to the fate
that awaits us -- there --

And Flash looks in the direction of Thun's gaze.

CUT TO:

EXT. THE SKY CITY OF THE HAWKMEN

At a great distance from CAMERA, the silver-spired sky city floats on golden clouds high above the surface of Mongo -- a silver jewel, sparkling against the azure sky.

FLASH (OS)

It's -- beautiful --

THUN (OS)

And -- for us -- deadly!!

ANOTHER ANGLE

The hawkmen continue upward with their captured prey.

FADE OUT.

END OF ACT ONE

FL # 52003

Chapter Three:

"Vultan - King of the Hawkmen!"

FL # 52003

ACT TWO

FADE IN:

EXT. THE SKIES OF MONGO - VULTAN'S SKY CITY - DAY

The WINGED HAWKMEN carry FLASH GORDON, PRINCE BARIN, THUN THE LION-MAN and AURA upward toward the beautiful SKY CITY.

ANOTHER ANGLE - THE SKY CITY

High above the multi-colored surface on the planet Mongo, the Sky City floats like a silver jewel amidst an ocean of blue sky and fluffy clouds. Silver-spired minarets and domes catch the morning sunlight and reflect it back in dazzling patterns of light. Between the minarets we can SEE WINGED PEOPLE coming and going.

ANGLE - ON THE HAWKMEN RAIDING PARTY

As they move in toward the Sky City with their captives. The CAMERA SLOWLY PULLS BACK to reveal that the scene we are watching is unfolding on a TRI-DIMENSIONAL VIEWING SCREEN. Then a GLOVED HAND reaches into the FRAME and changes the picture as VIDEO STATIC begins to appear.

INT. MING'S CONTROL ROOM - DAY

His gloved hand still on the Viewing Screen, MING THE MERCILESS peers at the picture in front of him -- as static is replaced by the image of one of his WARRIOR CAPTAIN'S.

CAPTAIN

Yes my, Emperor?

MING

Prepare my rocket fleet. We leave within the hour -- to pay an unexpected call . . .

Without waiting for the Captain's reply, Ming SWITCHES OFF the Viewing Screen.

MING

TIGHT on his face as a sinister grin curls his mouth.

MING (CONT)

(to himself)

So, Vultan -- you choose to interfere with Ming's plans -- well, we shall see . . .

And Ming stands and exits.

WIPE TO:

EXT. THE SKY CITY - DAY

MOVING IN on the many-spired PALACE that dominates the floating Sky City.

DISSOLVE THRU TO:

INT. VULTAN'S PALACE - KING'S HALL - DAY

A vast room with great arched buttresses supporting a crystal roof. Beyond the polished silver floors, clear crystal walls provide a view of the Sky City, and of the surface of Mongo far below. We PAN from DANCING GIRLS in the f.g. toward an enormous THRONE at the far end of the hall -- designed in the shape of a great hawk and skillfully carved from solid silver. Seated on the throne is VULTAN, KING OF THE HAWKMEN.

VULTAN

An enormous Viking-like man, full-bearded, wearing a hawk-crest silver helmet and body armour. At the moment he lounges back in his throne-chair and drinks from a silver chalice. He sets the cup down and picks up a joint of meat and begins to chomp on it.

SFX: A HEAVY BONG SOUNDS O.S.

Vultan turns his head in the direction of the interruption.

ANGLE - THE GONG

A hawkman GUARD strikes a great circular GONG with a metal hammer and the HEAVY BONG sounds again.

INT. THE ENTRANCE TO THE KING'S HALL - DAY

TWO HAWKMEN stand at either side of a great silver door. As the SOUND OF THE GONG ECHOS AWAY, the door opens upward. Standing in the opening is the hawkmen RAIDING PARTY and their prisoners -- Flash, Aura, Barin and Thun.

VULTAN

He tosses his joint of meat aside and begins to rise.

ANGLE - ON THE ENTRANCE

As TWO HAWKMEN walk through, followed by Aura -- then Barin, Thun, Flash -- and, finally, TWO MORE GUARDS.

VULTAN

He looks for a moment at the prisoners who have been brought before him, then utters a BOISTEROUS SHOUT OF GLEE.

VULTAN

It's royalty come a-calling on
poor old Vultan . . . !

AURA

She twists free of the Guard holding her and strides up to the foot of the throne and stares defiantly into the Hawkman King's eyes.

AURA

Is this the way you greet your
Emperor's daughter? On your knees,
hawkman!

VULTAN

Stands there a moment, then comes swaggering down the steps of the throne toward Aura.

TWOSHOT

Vultan stops in front of Aura, then bows slowly, ponderously in a mocking gesture -- then throws his head back and roars with GUFFAWING LAUGHTER.

BARIN

Attempts to surge forward -- but is jerked back by two hawkmen Guards.

BARIN
Mind your manners, Vultan!

VULTAN

He stiffens and eyes Barin with a hard look.

VULTAN
You won't teach me, dog!
(he LAUGHS again)
Royalty, indeed . . .

THE PRISONERS

PANNING ACROSS their faces as Vultan continues.

VULTAN (CONT) (OS)
A prince of Arboria -- the reigning
monarch of the lion-men -- and the
beautiful offspring of our one and
only Emperor -- Ming the Merciless . . .

TWOSHOT

Vultan takes a woven silver-mesh bag from his belt and
tosses it to BANGOR, leader of the hawkmen raiding party.

VULTAN (CONT)
A fine catch, Bangor! For you!

ANOTHER ANGLE

Vultan walks over to Flash.

VULTAN (CONT)
And what far land do you rule, my
white-skinned, blond-haired friend?

FLASH

He stares into Vultan's eyes with a quiet boldness.

FLASH
None -- I'm an Earthman.

FULLSHOT

Aura gestures at the other three prisoners.

AURA
These three are my captives --
in the name of Ming the Merciless!

TWOSHOT - VULTAN AND AURA

Vultan turns his attention to Aura, obviously admiring
what he sees.

VULTAN
The Princess Aura -- Ming has sired
himself a beauty . . .

AURA

A flash of anger in her eyes.

AURA
You forget yourself, Vultan!

TWOSHOT

Vultan LAUGHS.

VULTAN
Never would I do that! It is of
myself that I am thinking -- a
princess royal to share my throne
. . . .

AURA
(with fury)
My father will destroy you for
this!!

VULTAN

He throws his head back and LAUGHS.

VULTAN
Not his own son-in-law!

*

BARIN

He is enraged -- but cannot break free of the grip of
the hawkmen Guards holding him.

FLASH

Tries to break loose -- but is pulled back harshly.

REVISED
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FULLSHOT

Vultan looks toward Barin.

VULTAN
A lesson for you, Barin. You've
fought a guerrilla war against
Ming . . .

ANGLE - ON BARIN

Reacting to Vultan's words.

VULTAN (CONT) (OS)
. . . trying to overthrow him --
and you've gained nothing but
outlawry for yourself and your
forest kingdom!

TWOSHOT - VULTAN AND AURA

Vultan holds the wrist of the struggling Aura.

VULTAN (CONT)
You see, there's another way --
if not to destroy Ming -- force
him to share his power, eh,
Princess . . . ?

VULTAN

He turns to his guards.

VULTAN (CONT)
(commanding)
Take her away!

ANGLE - ON AURA

As two hawkmen Guards take Aura out of the King's Hall.

FULLSHOT

Vultan now turns his attention to the remaining trio of
prisoners. He takes a moment, then reaches his decision.

VULTAN (CONT)
As for these three --

ANGLE - BARIN, THUN, FLASH

On each face as they react to Vultan.

VULTAN (CONT) (OS)
Take them to the Atomic Furnaces --
and let them taste Vultan's hospitality!

VULTAN

The hawkman King breaks into CRUEL LAUGHTER as the trio is led away. SFX: RINGING GONG.

WIPE TO:

EXT. MINGO CITY - DAY

MOVING IN through the soaring spires and turrets of the city -- toward the great PALACE of Ming the Merciless.

ANGLE - ON MING'S PALACE

The CAMERA moves toward a window in an upper level of the palace.

CUT TO:

INT. FEMALE SLAVE QUARTERS - DAY

A luxurious area of the palace -- crystal walls, towering columns of ersite and marble, a beautiful rose-water pool and fountain, and mounds of soft robes and furs for resting. The SLAVE WOMEN here are beautiful beyond the ordinary meaning of the word as we PAN ACROSS the room to --

DALE ARDEN

Standing at a window and looking off into space.

DALE
(softly, to herself)
Oh, Flash -- if only I knew that
you were still alive . . .

VOICE (OS)
Unfortunately, he is . . .

ANOTHER ANGLE

Dale turns and finds herself staring into the cruel and smiling face of Ming the Merciless. His features seem to soften slightly as he stares at the lovely face of the Earthwoman he has selected as his next queen.

MING (CONT)

But I advise you to forget your feeling for the Earthman -- in a very short while his meddling in Mongo affairs will be over.

DALE

On her reaction to Ming's words.

DALE

(angrily)
You are a tyrant!

TWOSHOT

Ming merely smiles at this.

MING

Nothing dampens your fire -- you shall make me a splendid wife. *

Dale takes a step backward.

DALE

I'll never marry you!

MING

His face hardens.

MING

You will -- I promise you that. Willing or unwilling.

TWOSHOT

Ming starts to turn away, then pauses.

MING (CONT)

And one more promise I make you -- that you will never see your beloved Flash Gordon again!

And, with that, Ming turns sharply and exits -- as Dale watches him go.

DALE

On her worried reaction to Ming's threat.

WIPE TO:

REVISED
DATE 2-22-79

EXT. THE SKY CITY - DAY

-9-

MOVING IN toward one of the lower levels of the city in the clouds, as an EAGLE CHARIOT flies through the scene.

CUT TO:

INT. VULTAN'S ATOMIC FURNACES - DAY

PANNING ACROSS A dark chamber, illuminated by flickering bursts of brilliant light from the great maw of a furnace --which is being fed shovel-fulls' of radioactiveorium by SLAVE WORKERS, who are both humanoid and alien, representing many of Mongo's variety of races. The slave workers are watched over by hawkmen GUARDS, who are careful to stand behind the lead protective barrier.

ANOTHER ANGLE

In the B.G. DRAGON-LIKE creatures haul heavy ore wagons to be dumped upon the piles. These are ugly beasts requiring chains to keep them under control.

ANGLE - THE ENTRANCE

A doorway at the top of a flight of stone stairs. The heavy metal door swings open and Bangor and two of his hawkmen Guards enter -- with Flash, Thun and Barin behind them, followed by two more hawkmen.

BANGOR

He imitates Vultan's cruel smile as he gestures with a broad sweep of his arm.

BANGOR

Welcome to Vultan's Atomic Furnaces --

ANGLE - ON THE FURNACE MAW

As Slave Workers supply it with radium shovel-full's. The Dragons work in the B.G.

BANGOR (CONT) (OS)

Here are political prisoners -- representing every race on Mongo.

ANGLE - ON FLASH, BARIN, THUN

As they react to the scene before them.

BANGOR (CONT) (OS)

If a slave falters, he is -- urged -- to try again.

BANGOR

Enjoying the apprehension of his prisoners.

BANGOR (cont.)
If he fails to arise -- he may find
himself facing a worse fate than slavery.

THUN

His reaction tells us he considers slavery the ultimate inhumanity.

THUN
(to Bangor)
Is there anything worse than slavery?

BANGOR

A grim smile.

BANGOR
Pray you never find that out.

FULL SHOT

The hawkmen Gurads push Flash, Barin and Thun past Bangor and down the stairs.

ANOTHER ANGLE

As Then passes Bangor, the hawkmen lashes out his boot -- and trips the lion-man.

THUN

Tumbles down the stairs -- into the arms of Flash.

BANGOR

Laughing.

BANGOR (cont.)
Enjoy your new monarchy, lion-man!

TWOSHOT

Thun, furious, is ready to charge back up the stairs -- but Flash restrains him.

FLASH
No, Thun -- our time will come -- later.

ANGLE ON BARIN

He looks about the atomic furnace room, as we HEAR the metal doors slam shut in the B.G.

BARIN
A fascinating place -- heaps of pure orium.

ANOTHER ANGLE

Thun approaches Barin. The king of the forest kingdom points toward the orium piles.

BARIN (CONT)

Here is the secret of how the hawkmen support their city five thousand feet above the ground. They burn orium in the furnace to create beams of polarized anti-gravity light.

THUN

Like huge stilts upon which the city rests.

ANGLE - ON FLASH

As he joins the other two.

FLASH

No wonder Vultan uses up slaves so fast -- the radiation level in this room must be incredible.

THREESHOT

The new prisoners move behind one of the lead barrier walls.

FLASH (CONT)

I don't know about you -- but I plan to spend as little time here as possible.

BARIN

He sits down behind the wall.

BARIN

Easier said than done, Earthman.

TWOSHOT

As Flash sits beside Barin.

FLASH

We have a saying on Earth -- where there's a will, there's a way.

BARIN

On Mongo we say -- what the mind can imagine, the body can do.

FLASH

Leaning closer to Barin.

FLASH
Then you're with me?

BARIN

Considers for a moment, then smiles.

BARIN
You were a brave enemy, Flash
Gordon.

Barin extends his hand in friendship.

TWOSHOT

Flash and Barin shake hands.

BARIN (CONT)
Now let us become comrades in
this common battle.

Flash smiles -- then looks up at Thun.

THUN

The lion-man flashes a grin.

THUN
You know that I am with you,
Flash.
(then --)
But how . . . ?

FULLSHOT

Flash rises to his feet.

FLASH
I don't know -- yet . . .

And, at that moment, a hawkman GUARD comes over -- carrying
an ELECTRIC PROBE.

GUARD
Enough talk -- work!!

The Guard points the probe at Flash -- and ELECTRIC SPARKS
flash off the lead wall next to him.

WIPE TO:

INT. MING'S LABORATORIES - DAY

A huge, high-vaulted room with lab tables, cabinets and great gleaming chemical equipment -- dominated by several strangely shaped electrical gadgets. We MOVE IN on the doorway as it IRISES OPEN and Ming enters.

MING
Good afternoon, Doctor Zarkov.

ANGLE - ON ZARKOV

The Earth scientist is at work with several pieces of electronic gear on a bench against the far wall. He looks up as Ming approaches.

MING (CONT)
I trust you're enjoying yourself?

ZARKOV
I do what I must.

MING

He smiles his thin, cruel smile.

MING
Ah, yes. Sorry to have subjected you to the paralysis ray. But even someone of your genius cannot be allow to contradict the wishes of Ming the Merciless.

FULLSHOT

Ming steps over to a Viewing Screen and throws a switch. Instantly a picture appears -- it is EARTH and seems to be growing slowly larger as we watch.

ZARKOV
That's Earth -- it's getting closer.

MING

He steps back so that Zarkov can see the screen more clearly.

MING
Indeed -- with each hour the time grows nearer -- when your Earth will be within striking distance of my space armada.

ZARKOV

He reaches past Ming and shuts off the Viewing Screen, then turns to face the Emperor of Mongo.

ZARKOV

You're a fool if you think Earth will be so easily defeated!

MING

As he turns vivid with sudden rage.

MING

No man calls Ming a fool!
(then, softer --)
I suggest you watch your words, Doctor -- or you may find yourself sharing the same fate as your reckless companion, Flash Gordon!

TWOSHOT

The mention of Flash's name catches Zarkov up short.

ZARKOV

Flash -- you know where he is?

MING

Ming the Merciless knows everything.

MING

At the moment he enjoys the tender mercy of Vultan -- something I would wish on only my worst enemy!

*

ANOTHER ANGLE

Ming turns and exits the laboratories.

ZARKOV

Watches the Emperor leave, then turns back to the Viewing Screen and switches it on -- the picture of Earth once more fills the screen.

WIPE TO:



INT. VULTAN'S ATOMIC FURNACES - DAY

TIGHT ON Flash and Thun in a corner of the room.

THUN
It's hopeless. Flash -- we'll
never get through Vultan's guards.

Flash looks upward.

FLASH
Then, if we can't go through them
-- perhaps we can go over them.

POV

THE CEILING OF THE ATOMIC FURNACE ROOM

Electrical cable criss-cross just below the ceiling,
as huge pieces of machinery rise a hundred feet into
the air. On the far side of the room, a glass observation
booth overlooks the entire room.

THUN
It's not possible --

FLASH

Turns to his lion-man friend and flashes a quick smile.

FLASH
Nothing is impossible.
(then --)
Give me a boost while no one
is watching.

ANOTHER ANGLE

Thun cups his huge hands together -- and Flash puts
his foot into their stirrup -- and Thun flings Flash
upward.

FLASH

As he grabs a handhold on a machine wall -- and begins
to climb upward toward the cables.

ANGLE - ON BARIN

As he comes over to join Thun.

BARIN

Though your Earthfriend may be foolhardy, he does not lack for courage.

Thun SNORTS and steps away before the hawkmen guards catch on to what is happening.

FLASH

He has reached the top of the machine -- and now pauses a brief moment -- and looks downward.

POV

LOOKING DOWNWARD AT THE ATOMIC FURNACE ROOM

It must be a hundred feet down.

FLASH

Looks upward and across the room.

POV

AT THE WINDOW OF THE OBSERVATION BOOTH

And the dangling electrical cables which cover the two hundred feet across the room. There is no one who can be seen in the observation booth.

FLASH (OS)

(to himself)

I hope this is as simple as I made it sound.

FULLSHOT

Flash crouches -- then leaps out over empty space --

FLASH

As he manages to grasp one of the cables -- seems to loose his grip for a moment -- then hangs on.

ANOTHER ANGLE

Flash slowly begins to make his way -- hand-over-hand along the cables.

CUT TO:

INT. OBSERVATION BOOTH - DAY

Moving out of the shadows is a HAWKMAN and VULTAN. Looking past them we can see Flash making his slow, dangerous way along the cables.

CUT TO:

ANGLE - THUN, BARIN

Thun looks upward and points. Barin follows the direction of his point with his eyes.

THUN

Look!

POV

LOOKING UPWARD AT THE OBSERVATION BOOTH WINDOW

Vultan steps up to the window where he can be seen clearly.

BARIN

Vultan -- he sees Flash!

CUT TO:

FULLSHOT

Flash stops his progress as he sees Vultan.

VULTAN

A cruel grin breaks across his face as he stares at Flash. He begins to LAUGH.

VULTAN

A rat deserting the ship.

ANOTHER ANGLE

Vultan reaches down onto the control panel for a lever.

VULTAN (CONT)

Let's see if we can't shake him loose --

And Vultan throws the lever.

FLASH

Suddenly JOLTED by a surge of electricity. SFX: ELECTRICAL ZAPPING.

ANGLE - THUN, BARIN

They react with hopelessness to their friend's peril.

FLASH

Another electrical jolt strikes him.

VULTAN

Smiling, he starts to release the power lever.

VULTAN (CONT)

I think our Earth visitor has learned
his lesson for today.

And he throws the switch completely off.

ANGLE - ON FLASH

The current is shut off and Flash relaxes into a stunned
unconsciousness -- and lets go of the cable.

POV

LOOKING UPWARD

As Flash begins to fall downward from the cable -- toward
the floor of the atomic furnace room far below . . .

FADE OUT.

END OF ACT TWO

FL #52003

Chapter Three:

-19-

"Vultan - King of the Hawkmen!"

ACT THREE

FADE IN:

FL #52003

INT. VULTAN'S ATOMIC FURNACES - DAY

As Flash Gordon, stunned from Vultan's electrical jolts, drops downward.

SHOT - BARIN, THUN

They stare upward with alarm.

Flash! THUN

*

ANOTHER ANGLE

Barin leaps to one side -- grabs a hanging cable -- and

ANOTHER ANGLE

-- gives the cable a mighty swing through the air.

SHOT - FLASH

His eyes open, he twists in the air, and -- at the last moment -- grabs the cable that Barin has swung to him like a trapeeze artist.

ANOTHER ANGLE

Flash swings to the ground, landing next to Thun. The lion-man catches him in his mighty arms.

ANOTHER ANGLE

Barin joins Flash and Thun.

BARIN
Are you alright, Earthman?

FLASH

He flashes a quick grin at Barin.

FLASH
I am -- thank's to a little help
from my friends.

REVISED
DATE 2-22-79

INT. OBSERVATION BOOTH

Vultan observes the rescue of Flash.

VULTAN

(to himself)

I like your spirit, Flash Gordon --
too bad the Gods have cast us as
enemies...

Vultan turns to the hawkman Guard.

VULTAN (cont.)

Our friend from Earth is restless.
He needs to learn restraint --

The hawkman Guard smiles knowingly, then bows to his king and makes his exit.

VULTAN

Returns to the observation window and looks out for a moment longer, then turns his back to us and exits.

WIPE TO:

INT. VULTAN'S ATOMIC FURNACES - DAY

TIGHT ON Flash's ankle -- then CAMERA PULLS BACK as we see hawkman Guard fastening a METAL LOOP around Flash's ankle, the loop is connected to a long strand of electrical wire. Thun and Barin look on in the b.g.

GUARD

You can move enough to work,
Earthman -- but if you make any
attempt to escape, a guard will
throw a switch to remind you!

ANOTHER ANGLE

As the hawkman Guard exits and Barin comes over to join Flash.

BARIN

(whispering)

Patience, Flash -- I have a
plan.

BARIN

He looks down at the metal loop tied about Flash's ankle.

BARIN (CONT)

(slightly louder)

Vultan doesn't know it -- but
he just gave us the key to
unlock this prison.

And Barin throws his arm around Flash's shoulders as they start back to work.

WIPE TO:

EXT. THE SKY CITY - DAY

Establishing a high tower in another part of the city.

CUT TO:

INT. VULTAN'S QUARTERS - DAY

A luxurious suite of rooms, glass walls open to the lovely cloudscape beyond. In the center of the room, Aura is being attended to by several FEMALE HAWKWOMEN.
SFX: A GONG SOUNDS.

ANGLE - ON THE DOOR

As it slides open and Vultan swaggers in.

VULTAN

Ah, Princess Aura, you will be pleased to know that I have sent your father a message -- telling him of our forthcoming wedding.

AURA

She stalks away from the Hawkwomen towards Vultan.

AURA

You're a fool, Vultan -- to think Ming will let you get away with such treachery!

TWOSHOT

Vultan merely scoffs at such threats.

VULTAN

You think Vultan fears even the mighty Ming the Merciless . . . ?

Vultan begins to LAUGH.

AURA

Her eyes blaze with her hatred of this Hawkman King.

AURA

Laugh now, hawkman -- for when my father's armada arrives, this sky city of yours is doomed!

WIPE TO:

EXT. THE SKIES ABOVE MONGO - DAY

From a distance, across the cloudy sky, we see Ming's mighty ARMADA OF ROCKETSHIPS moving toward us in precise squadrons, spewing flams behind them.

ANOTHER ANGLE

TIGHT ON one of Ming's rocketships as it moves past us, filling the screen.

WIPE TO:

INT. VULTAN'S ATOMIC FURNACES - DAY

On Flash, Thun and Barin resting behind the lead barrier wall, while the great atomic furnace roars in the b.g. Thun is working to remove the metal loop that is fastened about Flash's ankle.

ANGLE - ON THUN

As he snaps open the loop.

THUN

Done!

ANOTHER ANGLE

Thun hands the metal loop, with the electrical wire still connected, to Flash. Flash takes it and glances upward at Barin.

FLASH

Are we ready?

BARIN

Locks o.s. for a moment, then --

BARIN

Whenever you are, Earthman!

ANOTHER ANGLE

Barin hands Flash a shovel and Flash attaches the metal loop about the shovel.

FLASH

Then let's go!

FULLSHOT

Flash leaps up -- as do Barin and Thun -- and Flash throws the the shovel -- with the metal loop and wire attached -- into a pile of orium.

ANGLE -ORIMUM . PILE

As the shovel strikes home like a javelin. SFX: O.S. THE NOISE OF A RIOT BEGINNING.

ANOTHER ANGLE

Flash waves his arm, urging the slaves to revolt.

FLASH
(shouting)
Come on, men -- follow me --

*

POV

FROM THE OBSERVATION BOOTH WINDOW

As one of the Guards watches the scene unfolding below.
He reaches for a switch on the control panel.

GUARD
You were warned, Flash Gordon.

ANGLE - ON THE CONTROL PANEL

As the Guard's hand closes the electrical circuit.

CUT TO:

ANGLE - ON THE ORIUM PILE

The sudden surge of electrical energy into the shovel,
via the wire and metal loop, touches off a GIGANTIC
EXPLOSION with appropriate SFX.

ANOTHER ANGLE

Flash, Barin, Thun hit the floor -- as the BLAST knocks
the hawkmen Guards off their feet.

FLASH

Getting to his feet as the room rocks with the fury of
the explosion all around him. He lends a hand to Barin.

FLASH
It worked! Now's our chance
to escape!

CUT TO:

EXT. SKY CITY WALKWAY - DAY

The HAWKMEN and HAWKWOMEN on the walkway are knocked
off their feet by the force of the explosion in the
atomic furnace room.

CUT TO:



DOORWAY ONTO THE WALKWAY

As it bursts open and Flash, Thun and Barin emerge into the bright sunlight.

THUN

Where to now, my friend?

FLASH

Stops for a moment, stepping into the shadows to avoid being seen by hawkmen.

FLASH

Since we haven't been blessed with wings -- we'll need to find a rocket-ship.

TWOSHOT - BARIN AND FLASH

He reaches a hand out to stop Flash.

BARIN

There is another thing we must do first.

Flash turns to look at the forest kingdom ruler.

BARIN

BARIN (CONT)

The Princess Aura -- we must save her.

THUN

He doesn't like this idea.

THUN

She's Ming's daughter -- have you forgottén it was she who wanted us turned over to the Emperor?

BARIN

BARIN

I know who she is -- but I also know that I love her.

FLASH

He looks at Barin -- and understands.

FLASH
Barin, you go for Aura -- Thun
and I will create a diversion.

TWOSHOT - FLASH, BARIN

Barin rests a hand momentarily on Flash's shoulder --
then he is gone.

BARIN
Thank you, Flash.

THUN

He can only MUTTER at this turn of events.

WIPE TO:

EXT. THE SKY CITY - DAY

As the rocketship armada of Ming draws closer.

MING (OS)
Now, Vultan -- you will feel the
wrath of Ming!

MING

Tight on the Emperor's evil smile as he suddenly barks
a command.

MING (CONT)
Let the attack begin!

WIPE TO:

EXT. SKY CITY WALKWAY - DAY

Flash and Thun running along the walkway.

ANOTHER ANGLE

They are pursued by flying HAWKMEN.

ANGLE - ON FLASH, THUN

They run -- and dodge LASER BLASTS.

THUN
No woman is worth this!

FLASH
Don't talk -- run!!

ANOTHER ANGLE

Flash and Thun are trying to evade the hawkmen -- when they spot a door.

FLASH (CONT)

Quick -- through here --

ANGLE - ON THE DOORWAY

As it opens and Flash and Thun jump through into the darkness beyond.

THE HAWKMEN

Fly down -- then screech to a halt in front of the open doorway.

HAWKMAN (O.S.)

No need to follow -- they won't be going any further.

MOVE IN on plaque beside the doorway which reads:

DANGER - DRAGON PENS

And the hawkmen fly off.

CUT TO:

INT. DEEP PIT - DAY

As Flash and Thun slide downward toward the bottom.

THUN

I'm not sure I like this --

ANOTHER ANGLE

Flash and Thun hit the bottom with a THUD.

FLASH

He gets up and helps Thun.

FLASH

Are you alright?

THUN

Looking past Flash's shoulder.

THUN

I was --

POV

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THE OTHER SIDE OF THE PIT

Where a huge flame-breathing DRAGON stirs.

THUN

Seems we've dropped into the Dragon's feeding pen.

FULLSHOT

Flash and Thun step backward as the Dragon HISSES and begins to move toward them.

FLASH

Out of the frying-pan -- into the fire --

THUN

What?

ANOTHER ANGLE

Flash and Thun leap in opposite directions as a burst of FLAME from the Dragon's mouth scorches the ground where they had been standing a moment before.

FLASH

Another famous Earth saying --

THUN

Moving away from the Dragon.

THUN

It'll take more than words to get us out of here!

FLASH

Dodging the Dragon, his face revealing that he knows only too well the truth of Thun's remark.

FULLSHOT

The Dragon is forcing Thun and Flash together in a corner -- from which there is no escape.

VOICE (OS)

Quick -- grab this!

ANOTHER ANGLE

As a rope drops down and lands at Flash's feet.

POV

LOOKING UPWARD AT THE DOORWAY INTO THE PIT

Barin is dangling a long rope down into the pit.

TWOSHOT - FLASH, THUN

Flash gives Thun a boost and the lion-man begins to climb the rope.

ANGLE - THE DRAGON

It charges --

FLASH

-- as he jumps out of the way -- and is --

FULLSHOT

-- cut-off from the rope to safety by the Dragon.

BARIN

His reaction to this turn of events.

FLASH

He moves warily around the Dragon.

FLASH

I'd love to stay for dinner --

ANOTHER ANGLE

Flash lunges straight toward the Dragon -- then jumps up onto the creature's back -- and leaps for the rope.

FLASH (CONT)

-- but not when I'm the main course!

POV

LOOKING DOWNWARD INTO THE PIT

Thun and Barin watch as Flash climbs out of the pit.

ANOTHER ANGLE

Flash reaches the doorway and is helped through by Barin.

FLASH
I thought you were going after
Aura?

BARIN

Looking back over his shoulder.

BARIN
Her father beat me to it.

EXT. THE SKY CITY - DAY

Ming's rocketships are attacking the city in the clouds.

CUT TO:

MING'S ROCKETSHIP

Flying toward CAMERA over the sky city -- its RAY GUNS
blasting as the SFX of BATTLE is in the b.g.

ANOTHER ANGLE

As the rocketship swoops upward and flies OVER CAMERA.

FULLSHOT

A HAWKMAN arcs around toward CAMERA, firing his ray rifle,
as rays from Ming's rocketship shoot past him.

CUT TO:

EXT. SKY CITY TOWER - DAY

Tower-mounted ray guns fire skyward.

CUT TO:

HAWKMAN ON WAR EAGLE

In a sharp downward dive as they are pursued by --

MING ROCKETSHIP

With its ray guns firing.

CUT TO:

THREESHOT - FLASH, THUN, BARIN

They stare skyward as the SOUNDS of battle rage around
them.

FLASH
Vultan's putting up a good fight.

BARIN
But he doesn't stand a chance
against Ming's army.

CUT TO:

EXT. SKY CITY TOWER - DAY

Rays from o.s. lance in and strike the tower -- causing
a TERRIFIC EXPLOSION.

ANOTHER ANGLE

As two rocketships fly through the raining debris.

CUT TO:

EXT. SKY CITY CORRIDOR - DAY

With ray guns EXPLODING and debris falling all about,
Flash, Thun and Barin race through the scene.

ANOTHER ANGLE

As Thun exits -- a huge support column crashes down --
just missing the lion-man.

CUT TO:

SHOT - WATER GOBLET

As it crashes to the floor and shatters. PULL BACK to
reveal the table it had fallen from and a hand that has
brushed it accidentally.

DALE

Startled by the noise, she whirls around --

ANOTHER ANGLE

Dale's features soften as she sees the intruder into this
corner of Ming's Women's Quarters is Zarkov.

DALE
Doctor Zarkov -- how...?

Zarkov lifts his fingers to his lips in a motion for silence.

ZARKOV
This palace of Ming's is ringed
with secret passages. It's like
a gothic movie set.

DALE

She moves over to Zarkov.

DALE
Flash -- do you know what's happened
to him?

ZARKOV

Frowning.

ZARKOV
He's a prisoner of Vultan -- and
Ming's army is on the way to destroy
the hawkmen city.

TWOSHOT - DALE, ZARKOV

She is worried and Zarkov tries to comfort her.

ZARKOV (cont.)
(quickly adding)
But if I know Flash -- he'll
find a way to escape --

DALE

DALE
That's what we ought to be thinking
about! *

ZARKOV

ZARKOV
I've got a few thoughts on that... *

SFX: FOOTSTEPS IN THE B.G.

ANOTHER ANGLE

Dale begins to move quickly.

DALE
Ming's guards are coming.

ZARKOV
I'd better leave. We'll talk later. *

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ANGLE - ON THE WALL PANELS

As one panel slides open and Zarkov steps through,
turning back to Dale.

ZARKOV (cont.)

Ming is brilliant as he is ruthless --
but he can be beaten.

And the panel slides shut.

WIPE TO:

EXT. THE SKY CITY - DAY

MOVE IN on the palace with the battle taking place all around.

CUT TO:

VULTAN

TIGHT ON his face -- then SLOWLY PULL BACK to reveal the
hawkman King sitting on his throne, his battle-axe in his
hands, and then the chaos that the King's Hall has become --
smoke and debris in the F.G.

ANGLE - ON THE DOORWAY

Iron bars have been dropped to guard the doorway, but now
they are beginning to glow bright red.

CUT TO:

EXT. KING'S HALL - DAY

A ray projector controlled by TWO ROBOTMEN is firing at the iron bars of the doorway.

CUT TO:

INT. KING'S HALL DOORWAY - DAY

The bars glow even brighter -- begin to bulge -- then crash inward to the floor.

CUT TO:

THREESHOT - THUN, BARIN, FLASH

Watching this scene from behind a pile of rubble.

CUT TO:

THE DOORWAY

A group of robot METALMEN enter, carrying ray rifles.

ANOTHER ANGLE

The Metalmen spread apart and leave a pathway open -- and Ming the Merciless enters.

MING

He stares at the defeated Vultan.

VULTAN

In a sudden burst of animal fury, he raises his battle-axe and starts toward Ming.

MING

He raises his hand and PROJECTS a ray from his RING at the battle-axe.

ANOTHER ANGLE

As the battle-axe glows redhot -- until, at last, the heat forces Vultan to drop it -- and it CLATTERS to the ground.

TWOSHOT - MING, VULTAN

As the two men face each other and Ming's fury mounts.

MING
Bring forth the Princess Aura!
If she has been harmed, Vultan --

ANGLE - ON AURA

As she enters, escorted by two Hawkmen.

TWOSHOT - AURA, VULTAN

Aura steps up to Vultan.

AURA
I warned you, hawkman!

MING

Coldly.

MING
Sack the palace!

TWOSHOT - MING, AURA

She approaches her father.

AURA
Flash Gordon and Prince Barin are
Vultan's captives too, father.

MING

MING
Let them burn with Vultan!

TWOSHOT - MING, AURA

She cannot bear to see the two men she loves condemned
to such a fate.

AURA
No, father -- no!

But he turns and starts away.

ANOTHER ANGLE

Ming, followed by Aura and two Metalmen exit the palace.

CUT TO:

FLASH

Watching from his hiding place.

FLASH

We can't leave Vultan to those
metal men.

ANOTHER ANGLE

As Flash bursts from hiding and charges one of the Metalmen.

ANGLE - TWO METALMEN

They react and begin to turn.

THUN

Leaps over a pile of debris -- straight at the metalmen.

ANOTHER ANGLE

Thun brings down a metalman.

ANGLE - ON BARIN

He enters -- dodging out of the way of a metal man -- and
trips the metalman who falls against a pillar. *

THE METALMAN

Where he explodes in a display of arcing electricity.

ANGLE - ON VULTAN

The hawkman joins the fight -- and smashes two of the
metalmen's heads together in a shower of sparks.

SHOT - METALMAN

Raising his ray rifle and moving in to club Vultan.

FLASH

Sees what is about to happen.

FLASH

(shouts)

Vultan! Look out!!

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ANGLE - VULTAN, METALMAN

Flash's warning comes in time for Vultan to dodge the blow -- but the hawkman King slips and falls to the floor -- a helpless prey for the next blow from the menacing metalman.

FLASH

He grabs a large chalice and leaps forward.

ANOTHER ANGLE

Flash hurls the water from the chalice into the face of the metalman just before he strikes Vultan.

METALMAN

The liquid shorts his circuits and the robot explodes in a shower of sparks.

ANOTHER ANGLE

As Vultan gets to his feet, looks at the immobile metalman and the broken chalice.

VULTAN
(to Flash)
Nice work, Earthman!

*

VULTAN

A quick smile at his three new comrades.

VULTAN
Ming has won this time -- but
there'll be another day.

FULLSHOT

Showing the defeated metalman and Flash, Barin and Thun standing in front of Vultan.

VULTAN (cont.)
Come -- it's time to depart!

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ANOTHER ANGLE

Vultan turns and exits out a rear doorway. Flash, Barin and Thun pause for a brief moment -- then quickly follow.

WIPE TO:

VULTAN

Flying through the skies of Mongo, looking backward over his shoulder as we PAN TO Flash, Barin and Thun being carried by Hawkmen.

VULTAN (CONT)

Relax, Earthman! We are no longer enemies -- we share the same misfortune.

PAN UP TO:

EXT. THE SKY CITY - DAY

The beautiful city burns in the clouds, many of its lovely spires twisted by the ray guns of Ming's ships, black smoke rising into the blue sky.

CUT TO:

EXT. SKY CITY WALKWAY - DAY

Several Hawkmen Warriors are being escorted by armed Metalmen into a make-shift prison.

CUT TO:

INT. MING'S ROCKETSHIP

Ming watches the burning sky city on his viewing screen.

MING

The damage is only superficial.
Soon, Vultan, your lovely sky city
will be rebuilt --

MING

On his evil smile.

MING (CONT)
A brilliant jewel to add to my
crown of conquests.

WIPE TO:

VULTAN

Looking skyward at his lost sky city.

VULTAN
Ming will pay for this -- I swear
it by my Gods!

FULLSHOT

Flash stands slightly apart from Barin, Thun and Vultan.

FLASH
By yourselves, you haven't a
chance to beat Ming -- but standing
together . . .

ANGLE - ON BARIN, FLASH

Barin steps forward and reaches out his hand, which
Flash takes.

BARIN
Perhaps -- together we can defeat
Ming --

ANOTHER ANGLE

Thun steps in and places his hand upon the other two.

THUN
I am with you, brothers.

VULTAN

He looks upon this scene, not quite certain how to react.

VULTAN
Brothers?

A smile crosses his Viking face, and he has decided.

VULTAN (CONT)
So be it -- brothers!

ANGLE - ON THE HANDS

With Vultan's big hand placed upon the rest, four hands are joined in a mutual pact.

VULTAN (CONT)

The four of us --

FOURSHOT

The four men standing together in their defiance of the tyrant's cruel yoke.

VULTAN (CONT)

-- and may we return to Ming the trouble he has given us . . . !

THUN

A sudden thought.

THUN

But how -- where do we begin?

BARIN

He has the answer.

BARIN

Join me in Arboria -- we will make our plans there!

FLASH

Serious.

FLASH

My only plan at the moment is rescuing Dale and Zarkov.

VULTAN

With a sudden burst of LAUGHTER, claps Flash on the back.

VULTAN

We'll do that, my brave friend -- and much more!

And, with that, the Hawkman flies up and o.s.

THREESHOT - FLASH, BARIN, THUN

They gaze upward at their departing friend.

VULTAN

He flies upward, looks back and gestures for them to follow.

VULTAN (CONT)

To Arboria!

WIDE ANGLE

The other Hawkmen fly from the mountaintop -- carrying Flash, Barin and Thun -- toward Arboria.

And, as the MUSIC SWELLS UP, we

FADE OUT.

END OF ACT THREE

FL #52003