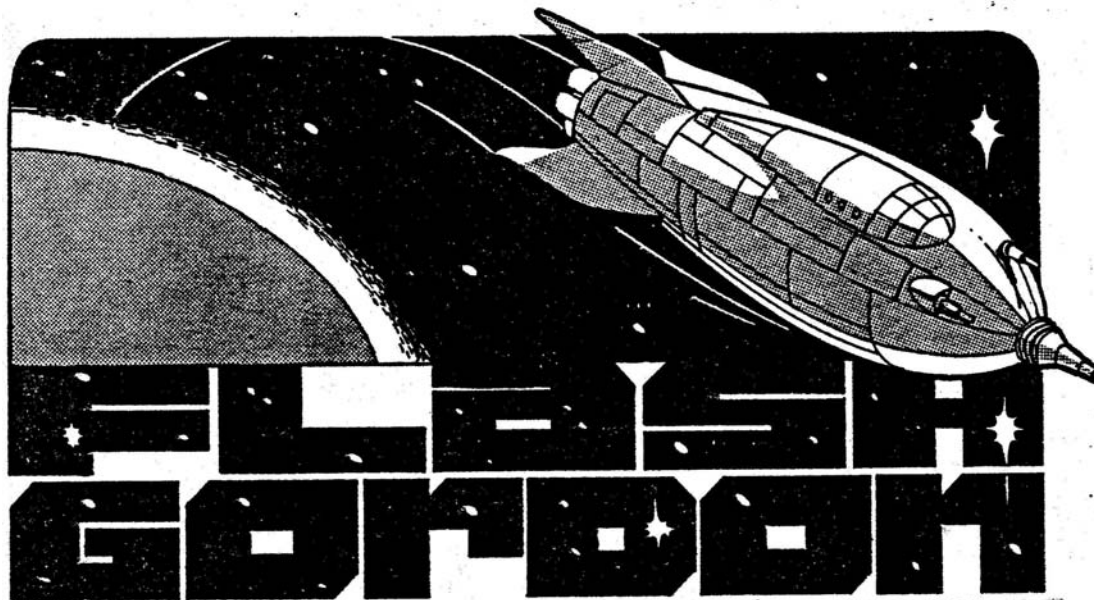


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FILMATION
STUDIOS



CHAPTER SIXTEEN: "MING'S LAST BATTLE"

FL #52016

BY

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AUGUST 29, 1979

Revised: November 15, 1979
Page: 42

THE NEW ADVENTURES OF FLASH GORDON

CHAPTER SIXTEEN "MING'S LAST BATTLE!"

FL #52016

FLASH GORDON

DALE ARDEN

DOCTOR HANS ZARKOV

THUN

VULTAN

BARIN

AURA

MING THE MERCILESS

CAPTAIN URZEEN

VOICE (OF METAL MAN)

FOREST MAN - 2 LINES

UNDINA

FRIA

CROWD

Chapter Sixteen

"Ming's Last Battle!"

FL # 52016

ACT ONE

FADE IN:

EXT. VULTAN'S SKY CITY - DAY

The spectacular sky city of the hawkmen floats through the golden clouds high above the surface of Mongo.

INT. VULTAN'S THRONE ROOM

VULTAN, King of the Hawkmen, sits on his throne and eats grapes. BARIN, THUN and DOCTOR ZARKOV enter. Vultan stands to greet them.

VULTAN

Welcome, my friends. As you can see Vultan is once again in his proper place -- as King of the Hawkmen.

ANOTHER ANGLE

As the trio approaches the throne.

BARIN

None of us will be in power for long if Ming is able to launch a counterattack.

Vultan considers this.

VULTAN

Truly spoken, Barin. Doctor Zarkov, how are the repairs coming to the defense shield?

ZARKOV

ZARKOV

Ergon is almost finished. Give us one more hour.

ANOTHER ANGLE

Vultan steps down from his throne and crosses over to a large viewing monitor -- upon which is displayed an aerial view of Mingo City.

VULTAN

And what word from Flash Gordon?

THUN

THUN

There is no word -- yet!

ANOTHER ANGLE

Vultan turns to his three comrades.

VULTAN

We dare not wait. We must hope that Flash will complete his mission and be out of Mingo City --

VULTAN

His face determined.

- VULTAN (CONT)

For in one hour, the free people of Mongo march on Ming's Palace!

WIPE TO:

EXT. MINGO CITY - DAY

MOVING IN upon the city and toward the glorious spired palace of Ming the Merciless.

INT. MING'S THRONE ROOM

MING sits upon his throne as we HEAR an o.s. GONG and then DALE ARDEN is brought in by two metal men guards. She is dressed in her harem costume in preparation for the coming wedding.

MING

Ah, Dale Arden. How lovely you look. The picture of the radiant bride-to-be.

DALE

Angrily she breaks free of the metal men.

DALE
I will never marry you!

ANOTHER ANGLE

Ming smiles and gets up from his throne and crosses over to a curtained-off area.

MING
But I think you will.
In fact I have invited
a friend for the ceremony.

And with that, Ming pulls open the curtain to reveal --

FLASH GORDON

Encased in a plastic tube, motionless but with his eyes open and alert.

DALE (OS)
Flash!

ANOTHER ANGLE

Dale rushes over to Flash's plastic prison.

DALE (CONT)
(almost a sob)
What -- have you done to him?

MING

His evil smile.

MING
For the moment -- nothing. He
is merely suspended, unable to
move or speak -- but well aware
of what is going on around him.

FLASH

On his face as he tries, but cannot communicate. Only his eyes move slightly as he strains to break free.

MING (CONT)
His final fate, however -- is in
your lovely hands, my dear.

ANOTHER ANGLE

As Dale, understanding Ming's unspoken threat, lowers her head in defeat.

DALE
You win, Ming. Spare Flash --
and I will marry you.

Ming begins to LAUGH as we MOVE IN TIGHT on Flash's face -- and the pain and anger mirrored there.

WIPE TO:

EXT. SKY CITY - DAY

As it moves across the sky of Mongo toward Mingo City. We PULL BACK to reveal that we have been viewing a video monitor which is being watched by URZEEN and AURA. Urzeen touches a communicator switch and talks into it.

URZEEN
This is Captain Urzeen -- alert
the defense fortress. Intruder
moving into Mingo City air space.

ANOTHER ANGLE

Aura moves forward, close to Urzeen.

AURA
Urzeen, you have proven yourself
a brave warrior. Will you not
join Prince Barin and myself and
put an end to my father's tyranny?

URZEEN

He moves quickly away from Aura.

URZEEN
I cannot. My duty and loyalty
is to the throne.

ANOTHER ANGLE

Aura tries once more to convince Urzeen.

AURA
Your duty is to your planet.
Your loyalty to the enslaved
people of Mongo.

There is a moment when Urzeen seems to hesitate, then recovers his composure.

URZEEN
I will not listen to such
treasonous talk -- even from
the Princess Aura.

ANOTHER ANGLE

Aura, seeing it is hopeless, turns and exits.

WIPE TO:

EXT. MINGO CITY FORTRESS - DAY

On the edge of the city -- a huge domed fortress rises up from the plains. As we MOVE IN slits open in the solid steel-like exterior and a pair of gigantic futuristic ray cannons poke through. In the b.g. an ALARM SFX begins to wail.

CUT TO:

INT. FORTRESS

Several humans and metal men rush to their posts.

ANOTHER ANGLE

As three metal men take command of the futuristic ray cannon.

VOICE (OS)
Prepare to defend against
intruder.

EXT. FORTRESS - DAY

The ray cannons turn and point in a different direction.

CUT TO:

EXT. SKY CITY - DAY

Moving through the sky, ever closer to Mingo City -- and the fortress.

BARIN (OS)
Coming into range, Doctor.

INT. SKY CITY DEFENSE ROOM

Zarkov at a bank of computer controls. Mingo City -- and the fortress -- is visible on a large video screen above the controls. Barin, Vultan and Thun are watching Zarkov work.

THUN
Will the power shield work?

ZARKOV

Making the final corrections.

ZARKOV
I can't be certain. There
wasn't sufficient time to
charge to full power.

ANOTHER ANGLE

The four men watch the monitor screen -- and the fortress growing ever larger.

VULTAN
(hard)
It will hold!

And we MOVE IN on the video screen.

CUT TO:

EXT. FORTRESS - DAY

As the ray cannons turn into their final firing position.

INT. FORTRESS - CANNON CONTROL

Metal men at the controls.

VOICE (OS)
Sky city within range. Fire
a warning.

RAY CANNONS

As a twin beam of laser fire shoots skyward accompanied by an appropriate SFX.

CUT TO:

SKY CITY

The laser beam brushes the edge of the power shield and EXPLODES harmlessly some distance from the city itself.

ZARKOV

Adjusting the controls.

ZARKOV

Let's return their message.

SKY CITY

Angle on a laser weapon as it fires.

CUT TO:

FORTRESS

As the sky city's laser beam BURSTS against the metallic dome.

METAL MEN

At the ray cannon controls.

VOICE (OS)

Intruders definitely hostile.
Fire at will.

FORTRESS - RAY CANNON

As it fires its lasers.

CUT TO:

SKY CITY

A burst from the fortress ray cannon strikes the power shield full on with a mighty EXPLOSION that rocks the sky city.

INT. SKY CITY DEFENSE ROOM

Zarkov hangs on, but Barin, Vultan and Thun are tossed across the room -- as the room shakes and tilts from the force of the blast.

CUT TO:

RAY CANNON

Firing again -- and again.

CUT TO:

SKY CITY

A ray BLAST pierces the power shield -- and a FIRE and EXPLOSION starts in the city. The sky city shakes.

INT. SKY CITY DEFENSE ROOM

Zarkov and Thun at the controls. On the monitor screen is a picture of the sky city afire. Barin and Vultan in the b.g.

THUN

The shield's been broken!

VULTAN

More power, Zarkov! More power!

ZARKOV

Frantically adjusts the dials.

ZARKOV

It's no use! Our batteries are too weak.

BARIN

Looks at the monitor screen.

BARIN

Then our fight is over before we've begun --

SKY CITY

We begin to PULL BACK as another laser BLAST strikes the city -- and starts more fire.

BARIN (CONT) (OS)

The sky city will be destroyed.

And, as another BLAST EXPLODES and we continue to PULL BACK, we

FADE OUT.

END ACT ONE

FL# 52016

Chapter Sixteen
"Ming's Last Battle!"

FL # 52016

ACT TWO

FADE IN:

EXT. SKY CITY - DAY

As a ray cannon LASER BLAST EXPLODES and the city begins to shake.

INT. SKY CITY DEFENSE ROOM

Zarkov at the controls, while Thun, Vultan and Barin are buffeted by the impact of the o.s. laser blasts.

ZARKOV

It's no use! Ming's ray beams
are too powerful!

EXT. SKY CITY - DAY

Another laser BLAST narrowly misses the sky city -- as it begins to retreat backwards out of range.

ZARKOV (CONT) (OS)

I'm taking us out of range!

CUT TO:

EXT. FORTRESS - DAY

MOVING IN on Ming's metallic fortress.

INT. FORTRESS

Metal men watch the retreating sky city on monitor screens.

VOICE (OS)

The sky city retreats! Mingo
City's defenses have held!

WIPE TO:

EXT. MING'S PALACE - DAY

Establishing shot as we MOVE IN.

CUT TO:

INT. MING'S PALACE - THRONE ROOM

Captain Urzeen enters and steps up to Ming, who is seated on his throne. Urzeen bows.

URZEEN
Majesty, the sky city has
been repelled.

ANOTHER ANGLE

Ming is angry and stands.

MING
Order my robot fighters to
attack. I want this rebellion
crushed.

Ming starts to exit past Urzeen.

MING (CONT)
I go to prepare for my marriage
ceremony.
(to Urzeen)
I hope, Captain Urzeen, you
will bring good news to the
celebration.

Urzeen bows again.

URZEEN
Yes, your majesty.

And Urzeen exits in another direction.

ANOTHER ANGLE

As we MOVE IN on the curtains that drape the area
where Flash is encased in plastic.

DISSOLVE THROUGH TO:

FLASH GORDON

Tight on his face, as we HEAR an o.s NOISE and Flash's
eyes try to turn in that direction.

ANOTHER ANGLE

Revealing Aura who has quietly approached the tube and the motionless Flash. She takes out a futuristic ray tube and points it at the case.

FLASH

Tight on his eyes, reacting.

AURA

Pulls the trigger and a bolt of BLUE LIGHT bursts forth with a high-frequency BUZZING SFX.

ANOTHER ANGLE

The plastic tube is bathed in the blue light, suddenly begins to SPARK like electrical shorting -- then it dissolves -- leaving Flash Gordon free once more.

FLASH

He staggers for a moment, then quickly regains his balance.

FLASH

Thank's. I needed that.

ANOTHER ANGLE

Aura comes up and embraces Flash.

AURA

We must move quickly. Ming plans to force Dale to become his bride within the hour.

Flash winces at that.

AURA (CONT)

But first we must help our comrades on the sky city. They are in great danger.

ANOTHER ANGLE

Aura turns and starts away.

AURA (CONT)

Follow me.

Flash starts to follow.

FLASH
Lead on, lovely lady.

And they both exit.

WIPE TO:

EXT. FORTRESS - DAY

TIGHT on the massive metal structure, then PULL BACK to reveal Flash and Aura watching from a bluff some distance away.

AURA
If we can destroy Ming's
armored fortress -- Mingo
City can be taken.

FLASH
But getting inside isn't going
to be easy.

FLASH

Sees something o.s. to one side of the fortress and points.

FLASH (CONT)
Wait a minute. I think I have it.

POV FORTRESS - RIVER RUNNING ALONGSIDE

The wide river runs behind the fortress.

FLASH (CONT) (OS)
Does that river empty into the
Sea of Mystery?

AURA

Not understanding.

AURA
Why, yes -- but --

ANOTHER ANGLE

Flash gets up.

FLASH

Just get me to a communicator.

They start to move, then o.s. a ROAR OF ROCKETS TAKING OFF and they turn.

POV ROBOT ROCKETSHIPS

Ming's robot fighters are launched from Mingo City.

AURA

Ming's fleet -- off to attack the sky city.

FLASH, AURA

They start off at a fast pace.

FLASH

We've no time to lose!

WIPE TO:

INT. MING'S PALACE - WOMEN'S QUARTERS

Ming enters and walks through the quarters, crowded with ladies and a couple metal men guards, over to where Dale is standing.

MING

Such a lovely picture you make.

DALE

Looks at Ming but cannot bring herself to speak.

MING (CONT)

Come. The wedding ceremony is about to begin.

ANOTHER ANGLE

Meekly, Dale allows herself to follow Ming o.s.

CUT TO:

EXT. SKY CITY - DAY

Establishing the sky city as it floats among the golden clouds high above Mingo.

INT. SKY CITY DEFENSE ROOM

Thun is watching a monitor screen. Zarkov is working at some control panels, while Barin helps.

ZARKOV

Time. We need time to recharge our batteries.

THUN

Spots movement on the screen and turns.

THUN

We've just run out of time, Doctor.

ANOTHER ANGLE

As Thun points, Zarkov and Barin rush over.

POV MONITOR SCREEN

Ming's robot fighters appear on the screen.

BARIN

Ming isn't wasting his time. Striking while we're weakest.

ANOTHER ANGLE

The three men stare at the screen.

ZARKOV

I hope Vultan's hawkmen can delay them long enough.

And we MOVE IN TIGHT on Zarkov's worried face.

CUT TO:

EXT. SKY - DAY

The fleet of robot fighters moves through the clouds toward the sky city in the b.g.

VOICE (OS)

Attack formation.

ROBOT FIGHTER

Manuvering into attack position.

ANOTHER ANGLE

From out of a huge cloud overhead -- Vultan and his flying hawkmen -- armed with laser weapons -- come to meet the foe's blindside.

VULTAN

Rallying his hawkmen to follow their leader.

VULTAN
Come on men! For Mongo and
freedom!

CUT TO:

METAL MAN

Turns and sees the hawkmen approaching.

ANOTHER ANGLE

Hawkmen and robot fighters closing for the fight.

VOICE (OS)
Hawkmen! To our left!

HAWKMAN

Fires a laser weapon.

ROBOT FIGHTER

Struck by a laser BLAST -- it EXPLODES and goes plummeting downward.

ANOTHER ROBOT FIGHTER

Fires its own laser weapon.

HAWKMAN

Dodges as laser burst misses him.

ANOTHER ANGLE

A robot fighter is joined by another and they both chase a hawkman who flies toward a cloud.

METAL MAN

At controls of one of the fighters.

VOICE (OS)
There's no where to hide,
hawkman!

ANOTHER ANGLE

As out of the cloud comes a leaf fighter and a forest man who fires his ice arrow at one of the robot fighters.

ROBOT FIGHTER

Struck by an ice arrow -- suddenly CRYSTALIZING WHITE with the impact -- and falling downward o.s.

HAWKMAN

Turns and fires his laser weapon.

SECOND ROBOT FIGHTER

Hit by a laser burst and EXPLODES.

ANOTHER ANGLE

The hawkmen/leaf fighters in full battle with the robot fighters.

VULTAN

Encouraging his men as he joins the battle.

VULTAN
Ming will rue the day he made
hawkmen his enemies!

And Vultan flies into CAMERA.

WIPE TO:

INT. MING'S PALACE - HALLWAY

Dale is being led through the hallway by two metal men. Captain Urzeen approaches. Dale looks up at him.

DALE
Captain Urzeen -- you must be
happy with Ming's victory?

URZEEN
I am never happy when brave men
and women are defeated. But I
only serve my emperor.

DALE

Looking straight into his eyes.

DALE

There was a time on our planet
when men such as yourself did
terrible deeds in the name of
obedience. Too late they realized
how foolish they had been.

URZEEN

Reacts to Dale's words -- and for a moment seems to
consider them.

URZEEN

I cannot stand alone against Ming.

ANOTHER ANGLE

As the metal men force Dale to move on past Urzeen.

DALE

You would not be alone if you
acted.

And Dale and the metal men exit, leaving Urzeen to
watch after them and wonder.

WIPE TO:

EXT. FORTRESS - RIVER BANK - DAY

Flash and Aura are standing by the river, protected
by some brush from being seen by those in the metal
fortress.

AURA

We can never break through the
walls. Mongo steel is too strong.

FLASH

Perhaps, if we can't go through,
we can go under.

AURA

AURA

Under?

ANOTHER ANGLE

As, at that moment, the water in the river stirs -- and QUEEN UNDINA of Coralia and two of her SEA WARRIORS emerge upon sea horses.

FLASH
Undina! You came!

UNDINA

A warm smile for her Earthman friend.

UNDINA
You thought I would not? Ming tried to destroy Coralia. Now it is our time to repay him.

ANOTHER ANGLE

Undina and the sea warriors disappear back into the river.

ANOTHER ANGLE

Flash takes Aura's hand.

FLASH
Let's go!

And they both dive into the river.

CUT TO:

UNDERWATER - RIVER

Flash and Aura swim after Undina and her sea warriors.

ANOTHER ANGLE - UNDERWATER

More sea warriors are preparing to fire a giant laser weapon at the base of the fortress.

UNDINA (UNDERWATER)

She raises her hand and gives the command to fire.

LASER WEAPON (UNDERWATER)

As it fires a BURST at the soft ground at the base of the fortress.

INT. FORTRESS - LOWER LEVEL

As there is an EXPLOSION -- the wall BURSTS OPEN --
and a FLOOD OF WATER RUSHES IN.

ANOTHER ANGLE

Metal men are washed away by the torrent of water
that rushes through.

ANOTHER ANGLE

Undina, Flash, Aura and sea warriors pour through the
breach in the wall.

ANOTHER ANGLE

Metal men come in -- but are knocked back by a burst
of water from the sea warrior's aqua-weapons.

METAL MAN

Knocked against a wall and SHORTS OUT.

FLASH

Rushes to a control wall.

FLASH

This must control the power to
this place.

ANOTHER ANGLE

Flash turns and lifts a metal table --

ANOTHER ANGLE

Flash throws the metal table right at the circuit panel
and it EXPLODES with the impact -- throwing off a shower
of SPARKS.

ANOTHER ANGLE

Undina and Aura approach Flash -- as the lights begin
to FLICKER and DIM.

UNDINA

I think you've done it, Flash
Gordon.

Flash turns to Undina.

FLASH
With a little help from my
friends.

ANOTHER ANGLE

Flash starts to move away. Aura reaches out a hand to
stop him.

AURA
Flash! We're you going?

FLASH

Stops for a moment.

FLASH
Go with Undina and her sea
warriors -- and take command
of this fortress in the name
of the free people of Mongo.

AURA

AURA
But what about you?

ANOTHER ANGLE

Flash moves to the break in the wall where the river
is coming through.

FLASH
I've got a date -- to be best
man at a wedding.

And Flash dives into the water.

WIPE TO:

EXT. SKY ABOVE MONGO - DAY

The aerial battle between hawkmen/leaf fighters and
the robot fighters continues.

ANOTHER ANGLE

A leaf fighter is struck by a robot fighter laser blast
and begins to fall downward.

ANOTHER ANGLE

Vultan flies down and grabs the forest man pilot from the falling craft.

FOREST MAN

Thank's.

VULTAN, FOREST MAN

As the battle continues to rage around them.

VULTAN

You forest men have fought as well as my own hawkmen. But I fear we are too badly outnumbered.

ANOTHER ANGLE

Robot fighters have hawkmen/leaf fighters on the run.

VULTAN, FOREST MAN

The forest man points o.s.

FOREST MAN

Maybe not -- look!

POV FRIGIA SKY CRUISER

A gigantic white rocketship from Frigia comes zooming out of the sky above -- white laser beams firing.

ROBOT FIGHTERS

Struck by the white laser beams and EXPLODING.

SKY CRUISER

Manuvering between the hawkmen/leaf fighters and the robot fighters.

INT. SKY CRUISER

QUEEN FRIA at the controls next to the Frigia PILOT and a WEAPONS OFFICER. On the forward viewscreen the robot fighters are starting to turn tail and run.

FRIA

Now Frigia joins the fight against Ming the Merciless.

VULTAN, FOREST MAN

Waving at the sky cruiser.

VULTAN

A welcome sight you are Queen
Fria.

POV RUNNING ROBOT FIGHTERS

As they race homeward, having lost the battle.

VULTAN (CONT) (OS)

But not, I suspect, to Ming.
(laughs)

WIPE TO:

EXT. MINGO CITY - DAY

Establishing as we move in through the city and towards
the PALACE.

EXT. PALACE

As the great doors open and we move through.

INT. PALACE

Looking through the great doors toward the throne and
past the assembled crowds. Dale and a HIGH PRIEST stand
beside the throne.

DALE

She stares ahead sadly, then slowly turns her head.

ANOTHER ANGLE

As static swirls the energy screen next to the statue
and slowly the image of Ming appears -- then Ming steps
forward as MUSIC SWELLS with the sound of the evil
wedding march.

ANOTHER ANGLE

Moving past the High Priest and Dale toward Ming as
he steps close to his bride-to-be.

DALE

Turns her head away.

MING, DALE

As he approaches her.

MING
Come, my bride -- this is a
time for rejoicing.

ANOTHER ANGLE

The High Priest raises his hands ceremoniously.

ANOTHER ANGLE

Ming, Dale and High Priest stand before statue.

MING

Turns and gives Dale a sly smile.

HIGH PRIEST

Raises hands to begin ceremony.

ANOTHER ANGLE

Dale, Ming and High Priest begin the ceremony. Dale
lowers her head. Then --

FLASH (OS)
I hope you're going to ask if
someone objects to this little
ceremony?

They all turn.

FLASH

Steps into view, smiling.

FLASH (CONT)
Sorry if I'm late.

DALE

Suddenly brightening.

DALE
Flash, you're all right!

ANOTHER ANGLE

Flash steps forward. Dale is happy. The High Priest is bewildered. Ming is enraged.

FLASH
Couldn't be better!

MING
I don't know how you managed
to escape, Flash Gordon --

MING

MOVE IN TIGHT on his evil face.

MING (CONT)
But let me assure you, Earthman
-- your days of meddling in
Mongol affairs are at an end!

And, as the MUSIC SWELLS UP, we

FADE OUT.

END ACT TWO

FL#52016

Chapter Sixteen

"Ming's Last Battle!"

FL # 52016

ACT THREE

FADE IN:

EXT. MINGO CITY - DAY

PANNING UP through the city towards the sky above.

EXT. SKY - DAY

The sky city and white sky cruiser of Frigia move towards the city. O.s. and ALARM SFX BEGINS TO WAIL.

CUT TO:

ROBOT FIGHTERS

Returning to the metal fortress.

VOICE (OS)
Open the gates!

AURA

Standing next to Undina at the control panel. She pushes a button.

AURA
I think not.

FORTRESS

As the laser ray cannons aim and fire.

ANOTHER ANGLE

The robot fighters are caught in the ray beams and EXPLODE and fall out of the sky.

AURA (CONT) (OS)
Thus, father -- ends your robot
sky force!

ROBOT FIGHTER

Whirls downward in a dizzying descent and CRASHES.

CUT TO:

EXT. SKY CITY - DAY

Establishing.

INT. SKY CITY DEFENSE ROOM

Zarkov, Thun and Barin are joined by Vultan and Queen
Fria. Barin bows to Fria.

BARIN
Welcome to Mingo City, cousin.

FRIA

Smiles at Barin.

FRIA
We have unfinished differences
to settle one day, Barin -- but
for now -- we have a bigger
difference --

ANOTHER ANGLE

Fria steps over to Zarkov and the monitor panel.

FRIA (CONT)
Ming the Merciless!

Zarkov turns to Fria.

ZARKOV
The orium you delivered has
recharged our batteries.

VULTAN

A broad smile.

VULTAN
And Ming lies helpless before us!

THUN

Reacting.

THUN
Be cautious, birdman -- Ming
is never helpless!

ANOTHER ANGLE

On all of them.

VULTAN
We shall see!

WIPE TO:

EXT. MING'S PALACE

Establishing.

INT. MING'S PALACE

Flash stands facing Ming, while Dale and the High Priest are in the b.g.

MING
You've interfered with me once
too often, Flash Gordon.

O.s. the ALARM SFX RINGS.

ANOTHER ANGLE

They react to the alarm -- as Captain Urzeen comes in.

MING (CONT)
(to Urzeen)
What's happening?

URZEEN
The fortress has fallen. Mingo
City cannot be defended. We
must surrender.

MING

His eyes a violent rage.

MING
Never! Let them try to destroy
us!

ANOTHER ANGLE

Flash steps up to Urzeen.

FLASH
Your emperor is mad, Urzeen!
The fight is finished!

URZEEN

Considers this and faces Ming.

URZEEN
His is right, majesty. We
must stop the fighting now.

MING

He will not hear of surrender.

MING
You are as weak as the others,
Urzeen!

ANOTHER ANGLE

Dale steps up to join Flash.

DALE
No. Ming. Captain Urzeen is
not weak -- he has just discovered
that a free man does not follow
orders blindly.

ANOTHER ANGLE

Ming takes a backward step.

MING
Fools! All of you are fools!
I am Ming the Merciless --
Conqueror of the Universe!

FLASH

Takes a step toward Ming.

FLASH
You are a ruthless tyrant --
and a prison cell will be
your universe!

ANOTHER ANGLE

Ming suddenly exits through the curtains o.s. Flash starts after him.

DALE

Flash!

Flash hesitates for a moment.

FLASH

Urzeen, tell the metal men and other followers of Ming the fight is over. Lay down their weapons.

(hard)

I'll take care of Ming personally!

And Flash is gone.

WIPE TO:

INT. PALACE ARCHWAY

Ming comes down the hallway of pilars and turns into a room, going through curtained archway.

INT. ROOM

Ming steps to the open door leading onto the balcony. At either side of the doorway are crossed swords as decorations. Ming stops and looks out.

MING

I'm not through yet!

MING

TIGHT on his evil smile.

ANOTHER ANGLE

As Ming looks out, we HEAR an o.s. CLUNK.

FLASH (OS)

Wanta bet?

MING

As he suddenly whirls about.

POV FLASH

As Flash begins to roll a huge urn on the floor toward the CAMERA.

MING

Wipes out his futuristic ray pistol and fires a laser blast.

ANOTHER ANGLE

Flash dodges the laser blasts.

MING

He must leap to get out of the way of the urn -- but his left foot catches and he tumbles to the floor -- and rolls against the wall.

ANOTHER ANGLE

Flash rushes by and out the open doorway to the balcony -- pausing long enough to grab one of the swords off the wall as he does.

MING

He rises from the floor, shakes his head, and looks off toward the balcony door.

ANOTHER ANGLE

Ming exits through the balcony door.

EXT. BALCONY

Ming steps out and we see Flash scaling the wall on the outside of the palace.

ANOTHER ANGLE

Looking downward from the top of the palace as Flash climbs upward.

MING

Looks around the deserted balcony -- then he looks back and up -- and fires his ray weapon.

ANOTHER ANGLE

A laser burst hits near Flash.

ANOTHER ANGLE

Flash ducks behind a gargoyle just as a second blast from the laser weapon strikes the ledge where he had been a moment before.

FLASH

He stands behind the gargoyle and strains to push it over the edge.

ANOTHER ANGLE

TIGHT on Flash's face as he puts out his best effort.

GARGOYLE

As it begins to move forward, scrapping off its base.

ANOTHER ANGLE

Looking upward -- as laser rays zip past -- the gargoyle starts forward.

GARGOYLE

Falling into CAMERA.

MING

Reacting as the shadow of the gargoyle falls over him -- and he moves to get out of the way.

ANOTHER ANGLE

The gargoyle smashes through the balcony.

MING

Loses his balance and falls. He ray weapon and other debris fall downward toward the lower city levels.

ANOTHER ANGLE

Ming hangs onto the balcony ledge, swinging back and forth.

ANOTHER ANGLE

Looking upward as the ray weapon smashes onto the walkway while Ming dangles from the balcony ledge in the b.g.

MING

Pulls himself back up onto the balcony. He scowls as he looks upward at Flash.

POV FLASH

Flash crawls onto ledge that surround the domed roof of this part of the palace.

FLASH

Stands on the ledge and looks down.

POV MING

Starting to climb up the facade of the palace.

FLASH

Draws the sword he had taken previously and looks down at the advancing figure of Ming.

BALCONY

Dale, Urzeen come out onto the balcony.

DALE

Looking up and reacting.

DALE

Flash!

FLASH

Standing on the ledge, looking both directions -- then starting to exit left.

ANOTHER ANGLE

Ming crawls up the facade and is almost to the ledge.

ANOTHER ANGLE

Ming crawls onto the ledge as Flash backs along the ledge, sword at the ready.

FLASH

Lowers his head slightly and raises his sword as the light flashes off it.

MING

Stands up on the ledge to face Flash. He begins to reach for his own sword.

MING

Well done, Earthman --

Ming draws out his sword.

MING (CONT)

-- but not for long!

MING'S SWORD

As Ming's thumb pushes a button on the hilt of the sword -- flames leap out from where the guard meets the blade.

MING

As the flames run up the length of the sword, Ming lowers it in front of him. CAMERA MOVES IN as Ming smiles and starts to advance.

FLASH

Reacts in amazement.

ANOTHER ANGLE

Ming advances toward Flash.

FLASH

Quickly glances down and to the side.

POV TOWER

An adjacent tower with its small balcony and an open door leading out onto it.

FLASH

Snaps his head back and reacts.

MING

Swinging the flaming sword.

ANOTHER ANGLE

Ming's sword swings in toward Flash -- but Flash blocks the blow with his own sword and there is a shower of sparks.

ANOTHER ANGLE

As Ming takes another swing and Flash once more blocks it.

MING

Takes a backward step -- grasps his sword hilt in both hands and makes a mighty swing.

FLAMING SWORD

As it slashes through the air.

ANOTHER ANGLE

Flash once more blocks the blow -- but this time the flaming sword cuts through and breaks Flash's sword at the hilt.

DALE

Fearful reaction as she looks upward.

ANOTHER ANGLE

Urzeen places a hand on Dale's shoulder.

URZEEN

Flash is not defeated yet.

MING

He LAUGHS EVILLY and moves forward, swinging the flaming sword as he advances.

MING

(EVIL LAUGHTER)

ANOTHER ANGLE

As Ming swings the flaming sword -- Flash dodges and leaps off the ledge.

ANOTHER ANGLE

Flash's leap carries him off the balcony toward the small tower balcony below.

ANOTHER ANGLE

Flash lands on the small balcony -- as we PAN BACK to Ming on the upper ledge of the palace.

MING

Looking downward and scowling angrily.

POV FLASH

As he ducks inside the open door -- and slams it shut behind him.

INT. TOWER

Flash lowers a bar across the door, locking it.

ANOTHER ANGLE

Flash turns and heads for the other tower door.

DOOR

Flash tries the handle -- but can't open it.

FLASH

Flies into the door with the shoulder -- but it will not give. He steps back and tries once more -- also to no avail.

ANOTHER ANGLE

Flash turns and sees --

POV FLIGHT OF STONE STAIRS

That lead up the inside of the tower.

CUT TO:

EXT. SMALL BALCONY

As Ming lands outside the now closed door.

INT. TOWER

Flash runs up the circular staircase and out of sight. There is a moment -- then the door SHATTERS as the flaming sword cuts through.

ANOTHER ANGLE

Ming enters and looks around -- then starts toward the stairs.

ANOTHER ANGLE

As Ming quickly climbs the circular staircase.

FLASH

Running up the stairs.

ANOTHER ANGLE

Flash seen running up the stairs through a tower window.

MING

Running up the stairs after Flash.

CUT TO:

EXT. PALACE BALCONY

As Dale and Urzeen are joined by others.

ANOTHER ANGLE

A group shot revealing Dale, Urzeen, Aura, Vultan, Zarkove, Thun, Barin and three metal men watching the action o.s.

SMALL TOWER

As Flash appears at its very peak.

ANOTHER ANGLE

Flash comes to the edge of the tower and looks over -- then turns and moves away.

ANOTHER ANGLE

As Ming comes up the stairs and is at the top of the small tower. He looks around.

FLASH

He stares at Ming.

MING

Anger and rage on his face.

MING
Now you die!

ANOTHER ANGLE

Ming charges toward Flash, waving his sword overhead.
Flash goes into a crouch.

SWORD

Flaming as it zips through the air.

FLASH

He waits until the last possible second -- then leaps
aside.

ANOTHER ANGLE

Ming's sword sweeps through frame and strikes the stone
arch and shatters it into fragments.

ANOTHER ANGLE

Flash looks up at Ming who readies for another thrust.

MING

Rushes at Flash.

SWORD

Swinging through the air.

FLASH

Leaps out of the way as the sword hits the ground.

ANOTHER ANGLE

Flash and Ming face one another.

MING

Angry.

FLASH

Smiling, he beckons Ming to come and get him.

MING

Raises his flaming sword and charges.

ANOTHER ANGLE

Flash dives out of the way as the sword cuts through the column behind where Flash had been.

FLASH

Dives to the ground, next to debris from the destroyed arch.

MING

Turns to face Flash again.

ANOTHER ANGLE

Ming watches as Flash gets to his feet.

MING

He throws back his head and laughs.

MING
(SARDONIC LAUGHTER)

FLASH

Picks up a larger piece of the broken arch.

ANOTHER ANGLE

As Flash throws the piece toward Ming.

ANOTHER ANGLE

The stone slides across the floor -- hitting Ming's foot and tripping him.

ANOTHER ANGLE

Flash sidesteps as Ming falls past him -- and lets go of the sword.

SWORD

Tumbling off the edge and falling to the ground below.

CUT TO:

THUN

Happy reaction.

THUN

Get him Flash!

CUT TO:

MING

Gets up and faces Flash.

FLASH

Assumes his battle stance.

ANOTHER ANGLE

Flash charges toward Ming -- and they collide and both go over the edge.

CUT TO:

DALE

Horrified reaction.

CUT TO:

MING

Falling downward towards CAMERA.

FLASH

Hanging onto base of column and quickly climbing back up -- as he looks downward.

MING

Hits the domed roof of palace -- bounces off and falls downward toward the balcony.

ANOTHER ANGLE

As Ming hits the balcony and shatters -- revealing that he is a robot -- as wires, circuits begin to spark and short circuit.

ANOTHER ANGLE

Group shot of Dale, Zarkov, Metal Man, Thun, Barin as they stare down. SFX: ELECTRONIC FIZZING OUT.

MING'S ROBOT HEAD

As it stops BUZZING.

GROUP SHOT

As he HEAR o.s. ROCKET ROAR and group reacts.

MING'S ROCKETSHIP

Roaring in over the city and toward the palace.

MING (OS)
Did you think you could defeat
me so easily?

FLASH

Looking at the rocketship.

MING (CONT) (OS)
Enjoy your victory, Flash Gordon --

ROCKETSHIP

Zooming straight for CAMERA, its laser ray firing.

ANOTHER ANGLE

A ray blast hits the wall above Flash.

ANOTHER ANGLE

Ming's rocketship flies past the palace.

MING

At the controls of his rocketship.

MING (CONT)
-- for we will meet again!

FLASH

Watching the departing rocketship.

ANOTHER ANGLE

The rocketship zooms out and away from the city --
heading for the distant hills.

BALCONY

As the group watches the rocketship vanish.

BARIN

Looks then turns to the others.

BARIN

Ming has been defeated in combat.
I, Prince Barin, declare myself
Regent of Mongo --

URZEEN, METAL MEN

Their reaction as Barin continues to speak.

BARIN (CONT) (OS)

-- and I command you -- all of
you -- to lay down your arms!

URZEEN

Stares at Barin.

ANOTHER ANGLE

As Urzeen and the metal men lay down their futuristic
ray weapons.

ANOTHER ANGLE

Barin smiles as he faces Vultan and Thun.

BARIN (CONT)

Now -- we must all work together
to bring prosperity back to Mongo!

ANOTHER ANGLE

On Dale and Zarkov as she breaks away.

WIPE TO:

INT. TOWER

Flash descends the stairs.

FLASH

Turns as he HEARS a DOOR UNLATCH.

ANOTHER ANGLE

Dale rushes in -- and into his arms. They embrace and kiss.

CUT TO:

EXT. SMALL BALCONY

Flash and Dale step out and look up and wave.

EXT. OTHER BALCONY

Barin, Thun, Vultan, Aura, Zarkov and Urzeen wave back. They are now joined by Undina (in a clear water mask) and Fria. We PAN ACROSS their faces of jubliation. From the street below we begin to HEAR CROWD NOISES.

FLASH (OS)

So many adventures on this
strange planet -- so many new
friends we've found.

FLASH, DALE

She moves close to him as they look out over the city and the gathering crowds below.

DALE

Will Ming be back?

Below the crowd begins to chant.

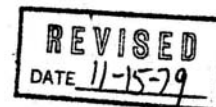
CROWD

Flash! Dale! Flash! Dale!

*

ANOTHER ANGLE

MOVING UP and away from the balcony.



FLASH (OS)
You can count on it!

ANOTHER ANGLE

Flash and Dale wave at the crowd below as we continue to PULL BACK.

FLASH (CONT) (OS)
But now let's enjoy the taste
of victory. The whole fantastic
world of Mongo lies before us!

ANOTHER ANGLE

As we continue to PULL BACK, away from Mingo City and the landscape of the planet.

ANOTHER ANGLE

As we MOVE OUT INTO SPACE and the comet-world of Mongo fills the frame -- and then it too begins to recede into the cosmic void as the MUSIC SWELLS UP.

FLASH (CONT) (OS)
Someday we may even find a way
back to Earth!

And Mongo fades into the vastness of interstellar space as we HEAR o.s. the final SARDONIC LAUGHTER OF MING THE MERCILESS, and on that we

FADE OUT.

THE END

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