

FLASH GORDON

Screenplay

by

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POLISH
July 28, 1997

FLASH GORDON

EXT. SAND DUNES - DESERT - SUNRISE

The colors of dawn give an otherworldly hue to a sea of undulating sand dunes. A lone NOMAD clad in layered garb leads his woolly YAK beneath a blazing sun. Man and beast are loaded down with myriad possessions of exotic origin.

A noise like ROLLING THUNDER draws the man's attention skyward. He glimpses a DOZEN OBJECTS darting up into the clouds at high velocity, they're moving too fast to identify.

Silence abruptly returns to the desert as Nomad and Yak reach the top of a high dune. They peer down at --

EXT. TRADING OUTPOST - DESERT - SUNRISE

A small cluster of structures dating back to an ancient culture. The Nomad leads his Yak down the dune to the Outpost.

EXT. JAIL CELL WINDOW - TRADING OUTPOST - DAY

Looking out through the bars of his cell window is a handsome young man in his early twenties. LIEUTENANT BOB "JAMMER" MATTHEWS wears a drab military jumpsuit. His haircut is by the book, just like his Air Force Academy attitude.

Jammer stares anxiously toward the distant sky. He listens as that familiar THUNDEROUS sound dissipates into silence. He notices the Nomad leading the Yak out of the desert.

JAMMER

We're out of time.

INT. JAIL CELL - TRADING OUTPOST - DAY

This dingy jail cell hasn't been remodeled in centuries. Jammer turns away from the window and walks to the cell door. He ignores the battered cot occupied by another man wearing a military jumpsuit.

MAJOR PHILLIP GORDON appears to be sound asleep. His roguish hair is hardly regulation and his amiable face could use a shave. But that charismatic smile suggests this thirty something alpha-male is having some very sweet dreams.

JAMMER

(yells through bars)

Let us out of here!

GUARD (OS)

I can't let you out 'til I get clearance.

Jammer turns toward Major Gordon.

JAMMER

If Lebedov's cavalry make it to the oil fields before our strikers attack--

Major Gordon holds up a hand and Jammer stops talking.

MAJOR GORDON

(sits up slowly)

You know the only reason I sucker punched that guy was to save you from a beating.

JAMMER

That guy? General Parks caught you with an extra Ace stuffed in your boot! If I hadn't stepped in, your card cheating butt would still be getting kicked around the Officers Club!

Major Gordon waves his hands and seemingly conjures a deck of playing cards from thin air. Apparently Gordon's good with the sleight of hand.

MAJOR GORDON

Wouldn't you rather spend the day playing poker in the honeymoon suite?

JAMMER

There isn't time for tricks and bullshit. We have a job to do.

MAJOR GORDON

My job is to keep you alive, Lieutenant.
(shuffles cards)
And the best way to do that is spot you five points and let the Jokers be wild.

JAMMER

(summons courage)
You're a coward.

Gordon stops shuffling the cards and stands. With a wave of his hands, the deck disappears (probably back into his suit). Jammer is distracted by this trick, and suddenly Gordon lets loose with a jab that sends Jammer reeling across the cell.

MAJOR GORDON

If you're going to insult a superior officer, you should at least have the courtesy to call him: Sir.

Jammer rubs his jaw and looks at Gordon with building fury.

JAMMER

Okay... You're a coward... Sir.

Jammer charges Gordon, driving him hard against the opposite wall. The men punch and grapple with each other. They prove that in the right hands, even a jail cell can get trashed.

Suddenly a burly MILITARY GUARD appears at the cell door.

GUARD

Knock it off! Hey!

But Gordon and Jammer keep it up. The Guard quickly unlocks the door, enters, and tries to separate the fighting men.

When the Guard puts a hand on them, Gordon and Jammer stop fighting each other and become a coordinated team. They attack the Guard simultaneously, quickly overwhelming the poor sap and tossing him to the back of the cell.

Gordon and Jammer exit through the open door, slamming it shut. The bewildered Guard is now a prisoner in his own jail.

MAJOR GORDON

Looks like you're playin' Solitaire.

As Gordon and Jammer dash off, the Guard looks down into his hand to find a familiar deck of playing cards.

EXT. JAIL - TRADING OUTPOST - DAY

Gordon and Jammer burst out of the jail grinning like teenage vandals. Jammer rubs his jaw.

JAMMER

I thought you weren't going to hit me so hard.

MAJOR GORDON

Wingmen always stick together, kid. Even when it hurts.

JAMMER

Do you think we can catch up to the flight?

MAJOR GORDON

A little extra burner ought to do the trick.

The sound of a SIREN catches their attention.

INT. GENERAL'S OFFICE - TRADING OUTPOST - DAY

This temporary structure is filled with MAPS, COMPUTERS, and other tools of battle planning.

Behind a desk sits GENERAL PARKS, a pretty boy commander in his forties. He holds an ice pack against a freshly blackened eye. As the SIRENS wail, a nerdy SERGEANT sticks his head in the door.

GENERAL PARKS

Don't tell me it's Gordon.

SERGEANT

(hesitates)

Is that an order?

EXT. ALLEY - FLIGHT LINE - MILITARY AIRBASE - MONGOLIA - DAY

The flag of the United States waves over this temporary military airbase circa 1999. Aircraft hangers are packed alongside shacks that have been here for centuries.

Gordon and Jammer pause at the edge of the alley. They stare across the tarmac at TWO sleek and stealthy F-22 JET FIGHTER AIRCRAFT with U.S. AIR FORCE markings. The Plexiglas canopies of both planes are raised. Ladders reach from the ground to the cockpit of each fighter.

MAJOR GORDON

Let's bolter.

A pair of HUM-VEES cruise onto the Flight Line. The vehicles are packed with MILITARY POLICE. General Parks rides in the Hummer driven by his Sergeant.

MAJOR GORDON

Or not.

EXT. FLIGHT LINE - AIRBASE - DAY

The Hum-Vees skid to a stop and General Parks orders his men to surround the jets.

GENERAL PARKS

Stay alert. These throttle jocks'll hit you when you least expect it.

The M.P.'s scan the perimeter.

EXT. ALLEY - FLIGHT LINE - MILITARY AIRBASE - MONGOLIA - DAY

Gordon and Jammer see they have no chance of approaching their jets unnoticed.

MAJOR GORDON

He'd rather put us in jail than let us fly a combat mission. Only General Parks could be that illogical.

JAMMER

Even if we could reach our jets, at full burn there's no way we can catch up to the Squadron. We might as well give it up.

Jammer starts out of hiding. Gordon restrains him.

MAJOR GORDON

Surrender at the first opportunity. Is that what they're teaching at the Academy these days?

Jammer looks embarrassed.

MAJOR GORDON (CONT.)

Because we got thrown in the brig the bad guys now have two less targets to shoot at. When the shit hits the fan we are going to be sorely missed. Is that acceptable to you?

JAMMER

No, Sir.

MAJOR GORDON

Then let's get tactical.

EXT. FLIGHT LINE - AIRBASE - DAY

General Parks stands in the back of his Hum-Vee, keeping his one good eye open for Gordon.

SERGEANT

Sir, don't you think you're being a little over the top about this?

General Parks glares at his subordinate.

EXT. SHACK - TRADING OUTPOST - MILITARY AIRBASE - DAY

The Nomad unloads his shaggy Yak.

MAJOR GORDON (OS)

Hey, man.

The Nomad sees Gordon and Jammer approaching. He puts up his hands and backs up while babbling in a foreign tongue.

MAJOR GORDON

Relax, we're just wondering if you know what time it is?

The Nomad looks at the two pilots and shrugs.

MAJOR GORDON

Would you like to?

Gordon slides a colorful CASIO G-SHOCK off his wrist and offers it to the Nomad. Jammer reaches out and pats the Yak.

EXT. FLIGHT LINE - AIRBASE - DAY

General Parks holds the ice pack against his bruised eye as he looks out for Gordon. The M.P.'s are ever vigilant.

Three NOMADS dressed in rags lead their Yak onto the tarmac.

GENERAL PARKS

(sotto)

Only in Mongolia.

Disguised Gordon and Jammer walk alongside the Nomad. Gordon looks over at the Nomad and nods. The Nomad whacks the Yak's ass with a switch and the beast goes wild.

The General watches in horror as the Yak goes crazy on the Flight Line and the Nomads scatter.

GENERAL PARKS

Keep it away from the jets!

The General's Hum-Vee drives toward the action. The M.P.'s break from their positions and run after their leader.

Gordon is surprised to find himself being chased by the Yak. He runs toward the planes with the Yak galloping after him. Gordon waves his hands at the approaching General and yells Nomadic gibberish.

MAJOR GORDON

Moo-lak-ma! Hamsha! Imshi!

General Parks directs the Sergeant to drive toward Gordon.

GENERAL PARKS

Help him!

The Hum-Vee pulls alongside Gordon and the General reaches down. Gordon grabs the General's hand and leaps aboard the Hum-Vee.

GENERAL PARKS

I've told you buggers to stay clear of
the runway--

General Parks is startled to see Major Gordon under all those ratty robes.

GENERAL PARKS

Gordon!?

MAJOR GORDON

Request permission to fly combat, Sir.

GENERAL PARKS

Denied!

Before General Parks can react, the Yak drills into the side of the Hum-Vee. Gordon keeps his balance, but the General is knocked out of the vehicle onto the ground.

General Parks tumbles to a stop. He looks up to see the Yak standing just inches away, glaring down at him angrily.

GENERAL PARKS

(fearful)

Nice, Yak. Good, Yak.

Gordon hops into the passenger seat of the Hum-Vee and gives orders to the bewildered Sergeant.

MAJOR GORDON

To my jet, Sergeant.

SERGEANT

Is that an order?

EXT. JAMMER'S JET - FLIGHT LINE - DAY

Jammer has shed his Nomadic garb as he climbs the ladder to the cockpit of his jet. He watches the Hum-Vee skid to a stop nearby. Gordon leaps down and heads for his own plane.

The M.P.'s and General Parks deal with the Yak in the background.

EXT. MAJOR GORDON'S JET - FLIGHT LINE - DAY

Gordon arrives at the ladder to his jet. He shrugs off the Nomadic disguise and puts on a SURVIVAL VEST. It contains an EMERGENCY RADIO, BARETTA AUTOMATIC PISTOL, COMBAT KNIFE, FLARES, COMPASS, ETC.

Gordon scales the ladder and slides into the cockpit. He puts on his helmet and brings all systems online. The engine spools up. As the canopy closes, the jet rolls forward.

EXT. FLIGHT LINE - AIRBASE - DAY

The Nomad calms his Yak as General Parks is helped to his feet by his men. They all turn to watch the jets taxi past.

INT. MAJOR GORDON'S COCKPIT - TAXIING JET - FLIGHT LINE - DAY

Gordon looks at the General below. Gordon gives the General a snappy salute as he drives past.

MAJOR GORDON
(sarcastic)
I love you too.

INT. JAMMER'S COCKPIT - TAXIING JET - FLIGHT LINE - DAY

Jammer shakes his head in admiration as he watches Gordon salute the General.

JAMMER
(keys radio)
You really are one flashy son of a bitch.

INT. MAJOR GORDON'S COCKPIT - TAXIING JET - FLIGHT LINE - DAY

Gordon steers toward the runway.

JAMMER (VO CONT.)
(over Gordon's helmet)
When we get back he's going to throw us
back into the stockade.

MAJOR GORDON
(keys radio)
Not a problem. They haven't built a
stockade I can't break out of.

Gordon glances in his rearview mirror at the General, then turns his attention to the jet's advanced avionics suite.

MAJOR GORDON

Krasny Tower, Freelance Strike is ready for takeoff.

TOWER CONTROL (VO)

Wildcard and Jammer, you are cleared for immediate launch. Better late than never, boys.

MAJOR GORDON

(keys radio)

Roger that. We're rollin' hot.

Gordon advances the throttles.

EXT. MAJOR GORDON'S JET - RUNWAY - DAY

Gordon's plane taxis onto the runway. His name is printed just beneath the canopy: MAJ PHILLIP GORDON. And just below that is his call sign: WILDCARD. A number of enemy kill markers identify him as a double ace.

EXT. RUNWAY - AIRBASE - MONGOLIA - DAY

The two jets AFTERBURN down the runway and up into a clear morning sky.

EXT. FLIGHT LINE - TRADING OUTPOST - MONGOLIA - DAY

As the Nomad plays with the ALARM on his new Casio, the General watches in disgust as the fighter jets depart.

GENERAL

What goes up, must come down.

The Sergeant hands the General his ice pack.

EXT. GORDON AND JAMMER'S JETS - ABOVE THE GOBI DESERT - DAY

The jets fly in formation.

INT. GORDON'S COCKPIT - JET - DAY

Gordon looks up from a radar screen to Jammer's Jet flying off his right wing.

MAJOR GORDON

They're too far gone to catch. Let's intercept 'em on the way home.

EXT. JAMMER'S COCKPIT - JET - DAY

Jammer looks over. The name beneath his canopy is: LT ROBERT MATTHEWS. Callsign: JAMMER. He has no kills.

INT. JAMMER'S COCKPIT - JET - DAY

Jammer checks a video map of the route.

MAJOR GORDON (CONT. OS)
We'll clear the return path of SAM sites
and take out any Mig chasers.

INT. GORDON'S COCKPIT - JET - DAY

Gordon pulls back on the stick and points his jet skyward.

MAJOR GORDON (CONT.)
Follow me up to angels thirty at
supercruise.

JAMMER (VO)
Mach 1.1 is a can do.

EXT. GORDON AND JAMMER'S JETS - ABOVE THE GOBI DESERT - DAY

The jets rocket skyward at a steep angle.

DISSOLVE TO:

EXT. GORDON AND JAMMER'S JETS - 30,000 FEET AGL - DAY

The planes fly through clouds at high speed.

INT. GORDON COCKPIT - JET - DAY

Gordon looks down at his map display. Then glances over at Jammer off his wing.

MAJOR GORDON
(keys radio)
JTIDS shows our Strikers off target in
ten mikes. We'll switch muzik on, drop
back down to tree top, and troll for
hostile search radars.

JAMMER (VO)
Sounds like another flashy plan.

INT. JAMMER'S COCKPIT - JET - DAY

JAMMER (CONT.)
 (grins)
 I think you deserve a new call-sign, Sir.

MAJOR GORDON (VO)
 I feel an insult comin' on.

INT. GORDON'S COCKPIT - DAY

JAMMER (VO)
 (laughing)
 Flash Gordon to the rescue.

MAJOR GORDON/FLASH
 (angrily keys radio)
 Don't even go there, Jammer. I mean it.
 This Wildcard is gonna wax your--

Suddenly a rapid series of BEEPS stops Flash in mid retort. He quickly glances at a screen and sees a RED DOT. He's confused as it vanishes just as quickly as it appeared.

FLASH
 Spike on my threat sensor. We might have a hostile.

INT. JAMMER'S COCKPIT - JET - DAY

Jammer looks down at his screens. They show no sign of any threats.

JAMMER
 I'm negative. My RAWS is crisp and clean. JTIDS update has nothing new.

INT. GORDON'S COCKPIT - JET - DAY

Gordon checks some more sensors, but sees nothing.

FLASH
 I've lost his track now.

JAMMER (VO)
 We're not over the fence yet. Shouldn't be any bandits. Maybe he was one of ours?

Gordon isn't convinced.

GORDON

Maybe. Let's loosen up a bit. Drag right.

EXT. FLASH AND JAMMER'S JETS - 30,000 FEET AGL - DAY

The fighter planes put some distance between each other.

EXT. POV FLYING THROUGH CLOUDS - 50,000 FEET AGL - DAY

Something moves through the sky at incredible speed. It dives down through the clouds toward Flash and Jammer. It slows right behind the two unsuspecting jets and instantly matches their speed.

INT. FLASH'S COCKPIT - JET - DAY

Flash scans his radar screens and sees nothing. His gaze moves up to the rearview mirror. He squints at the sight of A LARGE OBJECT flying right behind him. Before Flash can even identify it, his combat training takes over.

FLASH

Break!Break!Break!

EXT. FLASH AND JAMMER'S JETS - 30,000 FEET AGL - DAY

The jets roll away in opposite directions. The unidentified flying object accelerates between them.

INT. FLASH'S COCKPIT - JET - DAY

Flash gets only a quick look at the accelerating object.

FLASH

Tally on the bandit! I'm engaging!

Flash keys the afterburners and gives chase.

INT. JAMMER'S COCKPIT - JET - DAY

Jammer levels his plane at a lower altitude and checks his radar.

JAMMER

I've got nothing on my gear!

INT. FLASH'S COCKPIT - JET - DAY

JAMMER (CONT. VO)

What are you chasing!?

Flash can barely keep a visual track on the fleeing object. He's accelerating hard. Guiding the plane through the sky.

FLASH
No idea. Must have his radar off.

INT. JAMMER'S COCKPIT - JET - DAY

JAMMER
Maybe it's non hostile.

INT. FLASH'S COCKPIT - JET - DAY

FLASH
Then why's he running?

Flash takes his jet up to full afterburner. Gauges register that he's now flying at twice the speed of sound.

FLASH
Faster than anything I've ever seen.

JAMMER
Cruise Missile?

FLASH
Not at this altitude.

EXT. FLASH'S JET - FLYING AFTER THE OBJECT - DAY

The jet spits fire as it maneuvers through the sky in pursuit of the fleeing bogey.

INT. JAMMER'S COCKPIT - JET - DAY

Jammer is scanning the sky and his screens.

JAMMER
Now you're not even on my scopes. Where the hell are you!?

INT. FLASH'S COCKPIT - JET - DAY

Flash squints as he tries to keep a visual lock on the distant target.

FLASH
Heading two one zero. Angels twenty.
(sotto)
Come on, give Daddy a little tone.

JAMMER (VO)
I'm turning to your heading.

Suddenly the object stops in mid-air and Flash finds himself whistling past it at 1200 knots. At that speed, it's nothing but a blur. Flash is astonished as he looks over his shoulder and tries to turn his speeding jet.

FLASH
He stopped!

JAMMER
Stopped running?

FLASH
Stopped flying!

Flash gets his plane turned around toward he last saw the object. There's no sign of it. He scans the sky.

JAMMER
It crashed?

Flash is still looking.

JAMMER
Did it crash, Sir?

FLASH
I don't know. Rendezvous on my wing back at thirty. Heading one eight zero. And keep your eyeballs scanning.

INT. JAMMER'S COCKPIT - JET - DAY

JAMMER
Roger, that.

EXT. JAMMER'S JET - FLYING TO THE RENDEZVOUS - DAY

A strange shadow appears over the fighter plane. As if a much larger craft were suddenly flying above it.

INT. JAMMER'S COCKPIT - JET - FLYING TO RENDEZVOUS - DAY

The shadow passes over Jammer and he looks up. His face fills with disbelief at what he sees.

INT. FLASH'S COCKPIT - JET - FLYING TO RENDEZVOUS - DAY

JAMMER (VO)
Bandit! Bandit! Bandit! He's all over me!

Flash quickly banks away in search of Jammer.

FLASH

Where are you, Jammer?!

INT. JAMMER'S COCKPIT - JET - FLYING THROUGH CLOUDS - DAY

Jammer tries every evasive maneuver he knows, but he still can't get the relentless bandit off his tail.

JAMMER

Working evasive! Can't shake him! I'm bailing into the cloud bank! Six clicks West!

FLASH (VO)

Turn on your radar!

INT. FLASH'S COCKPIT - JET - FLYING TOWARD CLOUDS - DAY

Flash notes a blip on his radar screen.

FLASH

Got your spike! I'm coming in hot!

EXT. FLASH'S JET - FLYING TOWARD CLOUDS - DAY

Flames spew from the engine as Flash pours on the AFTERBURNER.

INT. JAMMER'S COCKPIT - JET - FLYING THROUGH CLOUDS - DAY

Jammer tries hard to get away from whatever is chasing him.

JAMMER

It's too big to be a Mig!

INT. FLASH'S COCKPIT - JET - FLYING THROUGH CLOUDS - DAY

JAMMER (VO)

Sucker's way fast!

Flash flies through the clouds after his friend. He comes rocketing through a thick bank of cumulous and finds Jammer's jet being chased by an ALIEN SPACECRAFT.

FLASH

(sotto)

What the...?

Flash draws his jet closer to the alien and takes a look. The craft is blocky and functional, twice as big as the fighter planes. The alien vehicle has no problem staying right over the fleeing jet.

FLASH

Can't get tone. I'm givin' him the guns.

Flash SHOTS the alien, but the bullets only ricochet off.

EXT. JAMMER'S JET - BEING CHASED BY ALIEN - DAY

As the little plane tries to get away, the alien ship FIRES a small OBJECT that BURSTS over Jammer's jet, completely coating the aircraft in a TRANSLUCENT MEMBRANE.

INT. JAMMER'S COCKPIT - JET - DAY

The membrane covers the canopy. Warning horns blare as the engine shuts down. Jammer runs his restart procedures.

JAMMER

Lost my engine! Controls are frozen!
Trying to restart.

INT. FLASH'S COCKPIT - JET - DAY

Flash watches Jammer's crippled fighter slow down. Six jointed GRAPPLING ARMS extend out of the alien craft and gingerly wrap themselves around Jammer's plane. Carefully capturing it like a spider would envelope a fly.

FLASH

Punch out of there!

JAMMER (VO)

I can't eject! It's right on top of me!

FLASH

Then shoot him off!

JAMMER (VO)

My guns are jammed! Nothing's working!

The alien flies straight up with its prey clutched snugly to its belly. Flash FIRES another burst from his guns and watches the bullets bounce off the skin of the alien craft.

EXT. ALIEN CRAFT - HEADED STRAIGHT UP - DAY

The alien flies toward the heavens at ever increasing speed. Flash's jet chases with AFTERBURNERS roaring.

INT. FLASH'S COCKPIT - JET - PURSUING ALIEN - DAY

Flash advances his throttles as far as they'll go and his speed climbs above Mach 2.

FLASH
I'm still on him!

JAMMER
(scared)
What is it?!

FLASH
I don't know.

JAMMER (VO)
Get this bitch off me, Sir!

FLASH
I'm not leaving you, kid! I'm right
here!

Flash tries another burst of GUNFIRE with no affect.

EXT. ALIEN CRAFT - HEADED STRAIGHT UP - DAY

The alien ship punches through cloud banks with Flash's jet in hot pursuit.

INT. FLASH'S JET - HEADED TOWARD THE WORMHOLE - DAY

Flash loses sight of the alien in the clouds. Finally he comes through a thick haze into clear air. Looming ahead is a large distortion --

THE WORMHOLE is like a shimmering open window hanging in the sky. Darkness and a star field are clearly visible on the other side. The alien vehicle flies into the wormhole.

Flash's eyes go wide and he quickly rolls his plane away, just managing to avoid entering the wormhole.

As he banks his plane around in a circle, Flash cranes his neck for a better look at the strange singularity. He notices that the wormhole is getting smaller.

FLASH
(tries the radio)
Jammer, come in! Jammer, this is
Wildcard, come in!

JAMMER (VO)
(heavy static)
...help me.

Flash makes a courageous decision and accelerates back up to full speed. He points his jet toward the wormhole and braces for impact with the unknown --

He flies right into the wormhole, just seconds before it blinks into nothing.

EXT. SPACE - OTHER SIDE OF WORMHOLE - ABOVE ALIEN PLANET

Flash's jet shoots out the other side of the wormhole and into OUTER SPACE. The jet's just beyond the atmosphere of a SMALL PLANET THAT IS ONLY 50 MILES IN DIAMETER. The majority of this planet's surface is dark gray, but there are a dozen areas that stand out as patchwork colorful.

INT. FLASH'S COCKPIT - JET - SPACE

Flash is shocked to find himself in outer space.

Everything in the cockpit goes weightless: pens, paper, candy wrappers. The jet engine shuts down from lack of oxygen and things get quiet. The only sound is Flash's hard breathing.

Flash is just getting a handle on his fear when he becomes short of breath. The air in the canopy is running out. Flash gasps as he fumbles for his oxygen mask. He finally manages to click it onto his helmet and inhales deeply.

EXT. FLASH'S JET - UPPER ATMOSPHERE OF ALIEN PLANET - SPACE

The alien ship still cradles Jammer's jet as it enters the planet's atmosphere.

Flash's jet has no power, but momentum carries it down in pursuit. The fighter drifts into the gravitational pull of the planet and skims the upper reaches of the atmosphere. The plane buffets. Vapor streams off the wings and tail.

INT. FLASH'S JET - ATMOSPHERE OF ALIEN PLANET

The plane creates friction as it enters the atmosphere. The jet begins to heat up and shake with increasing violence.

Flash runs his engine restart procedure. He cranks the engine over once, but there isn't enough oxygen to light the burners. The shaking is so vicious that Flash can barely see. He tries to start the engine again, but has no luck.

EXT. FLASH'S JET - ATMOSPHERE - ALIEN PLANET

The control surfaces and the fuselage glow from the heat of re-entry. A wing mounted air to air missile glows especially hot and then suddenly EXPLODES.

INT. FLASH'S JET - ATMOSPHERE - ALIEN PLANET

Flash sees the EXPLODING missile shear off the wing of his plane. He reaches over his head and pulls the ejection handles. The canopy BLOWS clear and the ejection seat FIRES Flash out of his DISINTEGRATING airplane.

EXT. EJECTION SEAT - ATMOSPHERE - ALIEN PLANET

The ejection seat carries Flash away as his airplane spins out of control in a FIREBALL. Flash falls backward toward the planet. The ejection seat smokes and glows around him, heating up as it experiences more re-entry friction.

Flash rides the seat as far as he can stand. When the heat becomes too intense, he gets out of the chair and free falls.

EXT. FLASH - FREE FALLING - OVER ALIEN PLANET - DAY

Flash stabilizes his fall. The jet and the seat have ferried him into the atmosphere and slowed him to terminal velocity.

Flash gets a look at the new world as he hurtles toward it.

THE PLANET is separated into different sections featuring varied terrain: ROCKY MOUNTAIN, GREEN FOREST, SILVER CITY, EARTH TONE, OCEAN, ICE PACK, and others. These zones almost resemble islands separated by a DARK SWAMP.

Flash is coming down over the forest area when he pops his parachute. He slows into a gentle descent and silence returns. Just the calm wind ruffling through his parachute.

Flash un-clips his oxygen mask and fills his lungs with alien air. He doesn't die, so it must be breathable.

The top of the forest approaches. Green tree tops packed so close together that the ground is hidden from view. Flash braces himself and pierces the tops of the tremendous trees.

EXT. TREE TOPS - JUNGLE - ALIEN PLANET - DAY

Flash CRASHES through the jungle and is BATTERED by limbs and leaves. Finally the parachute nylon catches on some branches and he stops falling.

Flash hangs in his harness for a beat. He takes stock of his situation, grateful to be motionless and alive.

Because the dense canopy of trees blocks most rays from the local star, the jungle is dim. Flash is suspended in his chute and can't see the ground below him.

Flash reaches to a pocket on his survival vest and pulls out a FLARE. He cracks off the top and it sparks to life.

Flash looks around by red flare light and sees he's in a forest of trees thicker than even the oldest redwoods. He still can't see the ground and drops the flare. It falls... and falls... and falls... and finally disappears from view.

FLASH

Shit.

Flash's eyes adjust to the light. He can see a flat tangle of branches thirty feet ahead of him and just below.

Flash tugs on the parachute risers to make sure they're secure. Then he wraps one arm around a riser. With his free hand, Flash unbuckles his parachute harness. He reaches up to the riser rope and hangs from it with both hands.

Flash begins moving his legs back and forth as if he were on a rope swing. He swings closer and closer to the flat branch area. When he's maxed out his distance, he leaps like Tarzan. A terrifying moment as he sails through the air and then crashes into a heap atop the flat branch area.

EXT. FLAT BRANCHES - JUNGLE - ALIEN PLANET - DAY

Flash lies on his back and lets out a tremendous whoop of exhilaration that echoes throughout the jungle. He pulls his small SURVIVAL RADIO out of a vest pocket and switches it on.

FLASH

(keys radio)

Bravo Charlie Zero is up on Guard frequency.

He tweaks the radio's squelch until he hears static and then waits for a response. Nothing.

FLASH

(keys radio)

Bravo Charlie Zero on Guard. Are you out there, Jammer?

There's no response, and then suddenly a burst of static as the radio comes to life. No voice, just garbled electronic noise. Flash listens for a beat, and then switches the radio into standby mode.

Flash stands on the branches and sees an elevated PATHWAY THROUGH THE TREES. It's as if the tree limbs have been manipulated to take the form of a road.

EXT. ELEVATED WOOD ROAD - JUNGLE - ALIEN PLANET - DAY

Flash climbs over to the road and looks in both directions. He chooses one and starts walking, oblivious to the fact that the branches where he had been resting have started moving. An enormous HORNED SNAKE uncoils and slithers into the trees.

INT. VEHICLE HANGER DECK - ALIEN FORTRESS - ALIEN PLANET

The alien spacecraft slows above a curved deck inside a vehicle hanger. The alien ship gently deposits Jammer's jet on the ground, and then hovers over to a parking area.

Vehicles from several different planets are parked nearby. The earth is represented by a rusty SEDAN, a John Deere TRACTOR, a fishing BOAT, and a Cessna AIRPLANE.

This place could be an intergalactic vehicle museum.

INT. JAMMER'S COCKPIT - JET - VEHICLE HANGER DECK

Jammer watches the alien craft land. Most of the membrane that had encased his jet melted away during re-entry, the rest of it drips off. As the canopy opens, Jammer pulls his automatic pistol from his survival vest and cocks it.

INT. VEHICLE HANGER DECK - ALIEN FORTRESS - ALIEN PLANET

Jammer jumps down from the cockpit with gun ready. His jet appears to be in perfect condition as the membrane drips off.

Jammer looks around at the assortment of alien hardware and notes the earth vehicles. He points his gun at the alien ship across the deck and advances toward it.

Jammer contemplates his next move when suddenly the alien ship TRANSFORMS. The wings, fins, and landing gear, fold like origami paper into a new shape -- A GIANT ROBOT.

Jammer stares in wonder at this thing towering over him.

The GUARDIAN RETRIEVER stands 30 feet tall on two legs. Four arms protrude from its torso. The head has what appears to be a COCKPIT surrounded by multiple visual sensors and antennae. The canopy on the cockpit section MORPHS OPEN.

Jammer keeps his cool and aims his gun at the opening cockpit. The pilot of the alien machine becomes visible --

MING looks like a HUMAN MALE in his mid-sixties, with the intense eyes of a genius, the well coifed gray hair of a grandfather, and colorful robes befitting a Chinese emperor.

His charismatic face can appear sweet and kind one moment, and exude merciless cruelty the next.

As Jammer lowers his gun in confusion, he doesn't notice a tiny port on the Guardian opening up. A membrane shoots out of this port and slams into Jammer. It hurls him back across the deck, and sticks him against the wall.

Jammer struggles like an insect caught on flypaper. A dark shadow moves in front of him, extends a metal arm against the membrane, electrifying the gel. Jammer is jolted unconscious.

EXT. TREE PATH - JUNGLE - DAY

Flash walks along the smooth wooden path. It is thirty feet wide with no railing to prevent a fall to the distant ground.

EXT. TREE PATH - APPROACHING THE TREE VILLAGE - JUNGLE - DAY

Flash rounds a corner and sees a VILLAGE IN THE TREES. Just like the road, these wooden structures appear to have been grown instead of built. Buildings with windows and internal lighting. Their facades feature ornate sculpting of alien animals and plants.

Flash is approaching slowly when a section of a building EXPLODES without warning.

The concussion of the blast knocks Flash off the road. He manages to grab a vine as he goes over. He hangs on and struggles to climb back up to the road.

Following the explosion, WARRIORS from two distinct ALIEN SPECIES run out of the city and onto the road above Flash.

The warriors jabber in DIFFERENT LANGUAGES. Each group includes various ethnicities and genders.

FOUR HAWKMEN are the first on the road. Avian beings with winged arms, talons in place of feet, and sharp beaks instead of mouths. They have no feathers, but a thin, almost translucent, hide. Their armor is made from the polished bones of alien prey. They brandish dart firing weapons.

EIGHT ARBOREANS pursue the Hawks. These muscular simians have squat, fur covered bodies, with long arms and prehensile tails. Their elegant clothes and bullwhip style weapons are all made from jungle flora.

Three Hawks fly away, but the Arboreans focus on the fourth, managing to throw a net over the creature and capturing it.

Flash pulls himself back onto the road in time to see BARON, the smiling Prince of Arborea, preparing to kill net covered VULTAN, the leader of the Hawkmen.

As Baron raises his weapon to finish Vultan, he notices Flash climbing up onto the road. Baron is distracted just long enough for Vultan to slip out of the net and escape.

Flash stares slack-jawed at the aliens before him.

FLASH
(sotto)
This is not a problem.

BARON
(In the grunting tones of the Arborean language, he yells accusingly at Flash!)

Baron points his weapon at Flash. Instinctively Flash swats the weapon away, then knocks Baron down with a punishing round house kick to the head. The floored Arborean is stunned as Flash holds up his hands in a peace offering.

FLASH
Hey... I come in peace.

Baron is still on the ground when he sweeps his tail under Flash's feet, sending him over the edge of the road once more.

EXT. FLASH FALLS FROM THE HIGH ROAD - JUNGLE - DAY

Flash plummets toward certain death, CRASHING through branches and SLAMMING his head against a limb with a sickening crunch. Flash is dazed.

Falling Flash is grabbed in mid-air by flying Vultan.

EXT. ABOVE THE JUNGLE - DAY

Vultan the Hawkman bursts up through the trees with Flash gripped in his talons. Flash makes eye-contact with the alien, then passes out as they wing away from the forest.

EXT. VULTAN FLIES FLASH TO EARTH CITY - DAY

Vultan carries Flash through mist over a forbidding swamp. They fly toward a small collection of oddly familiar structures.

EARTH CITY is designed around a TOWN SQUARE. Scale replicas of a few earth monuments are visible in the background: GIZA PYRAMID, TAJ MAHAL, STATUE OF LIBERTY.

EXT. TOWN SQUARE - EARTH CITY - DAY

Flash lies unconscious on a grassy lawn in the center of Town Square. A small CHARM made of bone and tiny feathers sits on his chest. Clearly it was left there by Vultan.

Several FIGURES crowd around Flash, visible only in silhouette.

A WOMAN'S HAND reaches out, stroking Flash's hair from his face. The hand withdraws, then returns holding a handkerchief. She gently blots blood from Flash's headwound as he wakes up.

WOMAN'S VOICE (OS)

Just relax. You're going to be okay.
Can you hear me?

Flash opens his eyes and stares into the beautiful face of DALE ARDEN. She's mid-twenties and wearing simple clothing circa 1986. Her sweet smile and intelligent eyes are irresistible, while her athletic body exudes confidence.

Dale smiles comfortingly. For a beat Flash smiles back, but then he notices the other people standing nearby.

A middle aged FARMER wears jeans and a gimme cap. An overweight woman wears a floral polyester PANTSUIT. An Asian man in a KIMONO stands beside a traditionally garbed ABORIGINE. They all hold golf clubs as if they'd just been playing the back nine at Augusta.

FARMER

That's one nasty ding.

KIMONO

*(In Japanese, he tells Flash to go see
Dr. Zarkov.)*

Flash panics and scrambles to his feet, backing away from the group, he sees all the weird buildings around him.

DALE

Take it easy, Major Gordon.

FLASH

How do you know my name?

DALE

Your name tag.

FLASH

Oh yeah -- right -- How did I get here?

Dale holds up the BONE CHARM that Vultan left atop Flash.

DALE

I assume a Hawkman brought you down. How long had you been living with them?

FLASH

(woozy)

Living with--?

DALE

Take a deep breath before you pass out again.

FLASH

Where are we?

DALE

It doesn't make sense to me either. The Hawks should have told us you were with them. Were you a guest of Ming's?

Flash is exhausted and insane. He pulls his handgun from his vest and points it at Dale and the others. Pantsuit lady screams and runs off while the men brandish their golf clubs.

DALE

(reassuring)

We were all disoriented at first. It's only natural. You've been through a very traumatic experience.

FLASH

I don't want therapy, I want answers!
What's going on here?!

(frantic)

Where the hell am I?!

DALE

(soothing)

Let me take you to Dr. Zarkov.
He has the answers you want. Please put the gun away.

(a beat)

We're all survivors, just like you.

Flash stands for a beat and then holsters the gun. Dale extends her hand, and after another beat, Flash shakes it.

DALE

Welcome to Earth City, I'm Dale Arden.

Farmer, Kimono, and Aborigine, step up to offer greetings.

FARMER

Richard Massey, howdy, Major.

KIMONO

Hello, I am Shoji Yamato.

ABORIGINE

Thank you for not killing us.

Dale leads Flash out of the Town Square.

EXT. STREET - EARTH CITY - DAY

The DOZEN CITIZENS OF EARTH CITY peer out of their windows and step out of buildings to have a look at Flash and Dale. These people are from many different cultures on earth, representing most races, and both genders.

Dale is the youngest person in Earth City's thirty member community. She notices Flash marveling at his surroundings.

DALE

The monuments are being preserved for future generations, if there are any. Ming had them built exactly to scale after the destruction.

FLASH

Destruction of what?

DALE

The earth.

Flash stops walking.

FLASH

As of when?

DALE

What?

FLASH

When was earth destroyed!?

DALE

(can't believe this)
You really don't know?

Flash shakes his head.

DALE

Four years ago next October, 10th. We still keep to the traditional calendar out of respect for the dead.

FLASH

Four years ago?

DALE

October 10th, 1996. Didn't the Hawks tell you?

Flash laughs at the insanity of it all and puts his arm around Dale as if they're on a date. They resume walking.

FLASH

This is one hell of a nightmare. But you're a total pin-up. Hey, Kimono, take a look at the Ace with the knockout on his arm.

The man in the Kimono smiles and nods. Flash grins and waves to everybody like a crazy man.

FLASH

Hi there! How're you all doin'?

Most of the citizens wave back and shout greetings of their own. Dale smiles up at Flash like she knows something.

DALE

You're in denial, Major. It's the first part of the process.

FLASH

Baby, I'm ridin' this dream wave until I wake up screaming in my burning jet.

(waves to an OLD MAN)

Good to see you again, Gramps. Thanks, it's great to be here!

Flash runs his hand through his hair and pulls it away to find it bloodstained. Flash passes out. Kimono and Farmer rush in to help Dale support him.

As Flash is carried away, Dale helpfully seals Vultan's BONE CHARM in a small zippered pocket of his flight suit.

INT. DR. ZARKOV'S GARAGE - EARTH CITY - ALIEN PLANET - DAY

A pair of Converse clad feet stick out from under a primer gray 1970 Dodge Challenger muscle car.

Tools and make-shift auto parts are scattered around this medium sized workshop. A muffled VOICE mutters a scientific mantra...

DR. ZARKOV (OS)
Plutonium, Potassium, Praseodymium,
Promethium, Protactinium...

Dale enters through a side-door.

DALE
Dr. Zarkov? We've got an emergency.

DR. HANS ZARKOV slides out from under the Challenger. He is an eccentric geneticist in his forties with a pile of sleek hair. Smudges of grease dot his keen face and faded T-shirt.

ZARKOV
An emergency? That's rare indeed.

INT. DR. ZARKOV'S OFFICE - EARTH CITY - ALIEN PLANET - DAY

A homey Doctor's Office with a Norman Rockwell painting and comfortable furniture. A piece of ALIEN MEDICAL GEAR is the centerpiece of the room. this object works as a BIOLOGICAL DATA RECORDER. Familiar earthly med tech is here too.

Flash lies on a plush examination table as freshly lab coated Dr. Zarkov takes a BLOOD SAMPLE.

ZARKOV
No prior vaccination scar. He's definitely new. But how? He simply shouldn't be here.

Zarkov removes the blood sample. Dale professionally cleans Flash's head wound.

DALE
When I saw the charm I thought he'd been with the Hawkmen, but he didn't seem to know what I was talking about.

Flash's eyes open for a beat, take in the situation, then close before Dale or Zarkov know he's awake.

ZARKOV
It's inexplicable. Ming should've brought him to us after the destruction.

DALE
But he didn't even know about that.

ZARKOV

Maybe the Arboreans were holding him captive. But for this long? And how would they use a human being hostage against the Hawkmen?

Flash sits up and Zarkov looks at him curiously.

ZARKOV

Are you feeling better, Major?

FLASH

The earth was not destroyed in 1996.

DALE

You see? He's in shock.

FLASH

You people are the ones livin' in Disneyland.

ZARKOV

You're sure you've just arrived on Mongo today? From earth?

FLASH

Mongo?

(checks watch)

Eight and a half hours ago I was yanked away from a raging civil war in the New Russian Federation.

ZARKOV

But how was the asteroid deflected?

FLASH

Hit the brakes, Doc. I don't know anything about asteroids.

Flash stands and checks his cleaned up head in the mirror. He locks eyes with his own reflection.

FLASH

My name is Phillip Gordon. I'm a Major in the United States Air Force currently attached to a peacekeeping unit in the New Russian Fed. During operations against the enemy, my wingman's jet was captured by an advanced flying vehicle of unknown origin.

(MORE)

FLASH (CONT.)

I pursued them through a distortion in the atmosphere, and after narrowly escaping death several times, I ended up here -- in Earth City, on the planet Mongo.

(to Zarkov and Dale)

Is that correct? Or am I totally insane?

ZARKOV

Insane as it may sound, I assure you the situation is quite real. Dr. Hans Zarkov.

They shake hands.

ZARKOV

When Ming brought us here, we were told the earth was about to be destroyed by an asteroid collision.

FLASH

The Earth is alive, Doc. And she's just as screwed up as ever.

DALE

Ridiculous. Can't you see he's lying.

FLASH

Sounds like these Ming are the ones who've been lying to you.

ZARKOV

Ming is an individual. And until this moment I had considered him a God. But your presence contradicts that hypothesis.

DALE

How can you take the word of an alien over Ming?

FLASH

I may be from California, but that doesn't make me an alien.

ZARKOV

Easy enough to verify.

Zarkov places the sample of Flash's blood under an alien microscope attached to the Bio-Data Recorder. He has a problem with the alien machine and throws up his hands.

ZARKOV

It's fuggling again.

Dale moves over to help and expertly fixes the equipment. She's clearly got a way with alien tech. A magnified picture of the blood sample is displayed on a 3-D HOLOGRAM SCREEN.

ZARKOV

(studies blood sample)
Human blood type "O" negative.
(to Dale)
If the earth no longer exists, how can
you explain this man standing before you?

Flash and Zarkov look at flustered Dale.

DALE

He was living with the Hawkmen, or the
Arboreans, or in one of the other
communities.

FLASH

Now you're in denial. I just got here,
and if he's still alive, so did my
wingman. I have to find him.

DALE

What's a wingman?

ZARKOV

You could say Ernie is Bert's wingman, or
Batman and Robin are wingmen.

(to Flash)
Dale arrived when she was ten, so her
knowledge of terrestrial vernacular has
some odd folds.

Flash nods absently.

DALE

Why don't you ask Ming where Major Gordon
came from? Maybe he can help.

INT. MING'S LABORATORY - INSIDE MING'S FORTRESS - MONGO

An alien laboratory filled with strange technology. Several
3-D Hologram Screens flicker with Biological Schematics of a
dozen Mongo races.

More holograms hang in the upper air of the room. Seven
planets projected in full color 3-D. One is recognizable as
the Earth. The others are alien worlds. Judging by their
rotation and weather patterns, the data is clearly real-time.
Graphic orbit lines and trajectories accompany each planet.

Jammer is virtually naked and definitely terrified. He's strapped spread eagle to a VERTICAL RACK. Straining at his bonds as several ROBOTS adjust nearby equipment.

These machines are GUARDIAN TECHNICIANS. They have no weaponry, but feature enhanced appendages and sensors for collecting scientific data. They are much smaller versions of the Guardian Retriever that kidnapped Jammer. The different Guardians are all variations on the same visual theme.

Ming stands on the other side of the lab facing a HOLDING CELL. A transparent electronic FORCE FIELD imprisons a YOUNG HAWKMAN within the cell.

YOUNG HAWKMAN'S POV - MING AS ELDER HAWKMAN

The Young Hawk is nervously looking out of the cell. From this angle it's clear that he sees Ming as an ELDER HAWKMAN.

BACK TO JAMMER'S POV - MING IN HUMAN FORM

Jammer watches Ming go to some equipment and carefully manipulate genetic specimens. It's clear that different species see Ming as one of their own kind.

Strands of subject DNA are visible on the Hologram Screens as Ming attempts to splice them together.

It's shown on the screens that the different strands of DNA cannot be entwined.

Jammer watches the Young Hawk sense danger and try to bust out of the cell. Flapping its wings and charging the force field, only to be flung backward. The Young Hawk continues to ram the force field.

Ming watches curiously and activates nearby controls.

Vents in the roof of the Holding Cell open wide. The Young Hawk looks up as a RED GAS seeps from the vents. As the gas reaches the Hawk he goes into frenetic convulsions. His body TRANSFORMS.

It's physically MORPHING into a new shape. At least it's trying. After almost taking the shape of several strange alien creatures, the Young Hawkman melts down into a lifeless pile of primordial goo.

Ming shakes his head in frustration and SLAMS his hand against the wall, leaving a mark.

The hand print is nothing at all like that of a human being or a Hawkman, but smaller and sharper, perhaps INSECTOID.
The self-repairing wall smooths over the indentation.

Jammer is frightened as Ming turns toward him.

JAMMER

(scared)

What's -- What's going on?

Ming moves to the rack controls and flips some switches.

MING

You are very agitated. That's good. I need you at the edge of your emotions.

JAMMER

Get me down from here.

MING

Not until the secrets of your genetic code are revealed. After that... you will be dead.

(operating controls)

You will never walk again, never touch again, never see your home or your friends again. All you will ever see for the rest of your life is before you. And all that you will ever feel is fear. But I promise you one thing, one sacred truth to wrap within your pain.

(looks at Jammer)

Your sacrifice will bring about the extinction of your entire species.

Ming points up at the hologram of the earth. As Jammer looks longingly toward his homeworld, Ming touches a control. The examination rack glows with energy.

Jammer buckles in pain as he's ELECTROCUTED.

The Guardian Technicians record every response of Jammer's body: adrenaline flow, blood pressure, emotions, etc.

Hologram Screens wired directly into Jammer's brain display 3-D images of his ENTIRE LIFE. It's as if that final moment before death is being drawn out into one prolonged beat of excruciating pain. Glimpses of Jammer's childhood, adolescence, and even the air chase that brought him here, are shown on the Hologram Screens.

Through it all, Jammer screams from the bottom of his soul.

Another robot, the GUARDIAN GENERAL, enters the lab. This advanced machine is the size of a small car and exquisitely sculpted from shimmering alloys. Its head features many sensors of varying size, while its torso bristles with weapons.

The General is accompanied by a wicked looking GUARDIAN SCOUT carrying the remains of Flash's parachute.

Ming turns off the examination rack as the Guardians approach. Jammer goes quiet.

GENERAL

(The General speaks in Ming's language. An insect-like chatter that makes fingernails on a black-board sound like Mozart. He then plays a recording of Flash's radio call -- "Bravo Charlie Zero on Guard. Are you out there, Jammer?")

Though Jammer hangs limp, the voice of his friend gives him strength.

GENERAL (CONT.)

(He appears to be explaining the discovery of the parachute.)

Ming touches the parachute silk and then looks at Jammer.

MING

Is there anything you would like to tell me about this?

JAMMER

No.

(a beat)

But when I get down from here, you're a dead man!

MING

A man? Me? Hardly.

Ming re-activates the examination rack and Jammer screams.

JAMMER

(after a beat of torture)

FLAAAAASSSSHHHH!

The ECHO of his SCREAM carries over into...

INT. STAIRWELL - EARTH CITY - NIGHT

Flash and Dale trudge up an endless flight of stairs.

FLASH
Why don't you believe me?

DALE
Because you don't make any sense.

FLASH
And all this does? Bird people,
spaceships, Mings?

They reach the top of the stairs and move through a doorway.

EXT. TORCH BALCONY - STATUE OF LIBERTY - EARTH CITY - NIGHT

Flash and Dale step onto the torch balcony of the Statue of Liberty replica.

DALE
This is my world, Major. My home.

This is the highest point in town, with a clear view toward the misty wall that surrounds the city on all sides.

FLASH
Have you ever been through that mist? To the other cities?

DALE
I've thought about going. But Ming wouldn't like it. He wants us to maintain cultural purity.

FLASH
You do whatever he says.

DALE
He saved all our lives.

FLASH
Far as you know.

DALE
You act just like the Hawkmen. They don't listen to Ming either. They fly wherever they please.

FLASH
That's what wings are for, baby.
(a beat)
How did you get here?

Dale looks uncomfortable for a beat, staring into the mist.

BEGIN DALE'S FLASHBACK

INT. DALE'S BEDROOM - SUBURBAN HOME - ALASKA - NIGHT

Moonlight slices through window shades to illuminate Barbie wallpaper. Dale as a YOUNG GIRL sleeps in her cozy bed clutching a Cabbage Patch Doll.

DALE (VO)

One minute I was asleep. And the next...
I felt him there. In my dreams. He was
pulling at me.

After a beat, Ming's eerie SHADOW moves across the wall.

DALE (VO CONT.)

When I opened my eyes I couldn't move or
speak. Then there was a light...

A BLINDING FLASH OF LIGHT - CUT TO:

INT. HALLWAY - SUBURBAN HOME - ALASKA - NIGHT

DALE (VO CONT.)

...and I was floating.

Young Dale is paralyzed as she floats horizontally behind Ming's silhouette. He leads her down the hallway toward the back door of the house. As they pass an open door, Dale can see her sleeping PARENTS. She tries to yell for help, but when she opens her mouth, she can't make a sound.

EXT. BACKYARD - SUBURBAN HOME - ALASKA - NIGHT

Piles of snow reflect the moonlight. Ming leads floating Dale out the back of the house toward the tree line.

DALE (VO CONT.)

He led me into the woods. His voice was
calm inside my head. He was going to
protect me. It was all going to be okay.

The creepy procession moves into the woods and disappears.

END DALE'S FLASHBACK

EXT. TORCH BALCONY - STATUE OF LIBERTY - EARTH CITY - NIGHT

Flash stares at Dale.

DALE

Ming brought me here to save my life...
but if there's a chance my family could
still be alive... I'd like to see them.

A beat.

FLASH

You will. I promise.

Dale doesn't know what to say. She's charmed by Flash's confidence.

Flash looks out into the mist and notices several FLYING SHAPES coming toward the city. Dale follows his gaze.

DALE

The Guardians.

EXT. MIST BOUNDARY - EARTH CITY - NIGHT

Several Guardian Scouts fly into the city.

EXT. TOWN SQUARE - EARTH CITY - NIGHT

The Guardians arrive overhead, broadcasting a message over loudspeakers.

GUARDIAN SCOUT

(digitized voice)

Survivors of earth, beware of an alien parasite. It has taken the form of a human male called Flash Gordon.

EXT. TORCH BALCONY - STATUE OF LIBERTY - EARTH CITY - NIGHT

Flash and Dale look down at the flying Guardians.

FLASH

Flash Gordon? That's gotta be Jammer!
The kid's telling me he's alive! We have
to find him, Dale. Where do you think
Ming would keep a prisoner?

Flash turns to Dale for answers, but finds her backing away from him, looking scared.

FLASH

You don't believe them, do you?!

He moves toward her.

DALE

Stay away from me!

FLASH

Jammer is the only one here who would call me that! He's sending me a signal! Don't you understand? The kid's alive!

Dale looks terrified.

DALE

(yells to Guardians)

Over here! It's up here!

FLASH

No, please!

Flash tries to grab her, but Dale RABBIT PUNCHES him in the face, stunning him.

DALE

The Parasite's here!

EXT. TOWN SQUARE - EARTH CITY - NIGHT

Dr. Zarkov joins several citizens looking up at the torch balcony. They see Flash reeling from Dale's punch and the Guardian Scouts flying up to investigate.

EXT. TORCH BALCONY - STATUE OF LIBERTY - EARTH CITY - NIGHT

Flash sees the Guardians coming for him and looks at Dale with despair. He darts into the stairwell.

DALE

(to Guardians)

Hurry! It's getting away!

INT. STAIRWELL - STATUE OF LIBERTY - NIGHT

Flash rushes down the stairs. He reaches the ground floor and pulls his pistol, cocks it, and looks out the door.

Flash sees a few inhabitants of Earth City point toward him and shout his location to the Guardians. The humans believe Flash is the enemy.

EXT. TOWN SQUARE - EARTH CITY - NIGHT

Flash dashes out of the Statue and runs down the street.

EXT. TORCH BALCONY - STATUE OF LIBERTY - NIGHT

A Guardian hovers in front of Dale.

DALE

Be careful, it has a weapon.

The Guardian flies after Flash.

EXT. MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash runs down the street and into an old building that looks like a museum. The chasing Guardians round a corner behind him and slow down, they don't see where he went.

INT. CENTRAL GALLERY - MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash runs into the central gallery of a museum commemorating the history of the supposedly dead earth.

This is a well used space cluttered with FAMOUS ARTWORKS, DEAD ANIMALS IN DISPLAY CASES, BOOKS, HOUSEHOLD ITEMS, CLOTHING. This creepy place could be the Smithsonian Institute with a bad case of attention deficit disorder.

An owlish LIBRARIAN sits behind a desk as Flash rushes in.

LIBRARIAN

No running in the museum.

The Librarian's jaw drops as she gets a good look at the gun wielding fighter pilot.

EXT. MUSEUM OF EARTH - EARTH CITY - NIGHT

The citizens of Earth City gather outside the museum as the Guardians surround it.

GUARDIAN

(digitized voice)

For your own safety, keep back.

The Guardians approach the building, but it's clear they're too big to fit through the door.

FARMER

Y'all can't fit in there!

Two Guardian Scouts go through origami like changes. Shifting their shapes to fit through the museum's door.

INT. CENTRAL HALL - MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash hides at the rear of the museum behind a bookshelf. He watches the Guardians maneuver through the front door.

Once inside the museum, the Guardians retake standard form.

The Librarian looks up at the Guardians.

GUARDIAN SCOUT

Flee.

The Librarian dashes out through the front door as the Guardians continue into the museum and search for Flash.

INT. CORRIDOR - MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash runs for cover, only to be surprised as a third Guardian slides around a corner ahead of him. The robot is almost two dimensional. It quickly retakes 3-D form.

Flash FIRES several rounds from his pistol, but the Guardian instantly responds with deflecting shots of a HARD FOAM substance that covers the bullets and drops them to the floor.

The machine FIRES a MEMBRANE. Flash leaps away as the the wall of goop encases a statue and pins it to the wall.

Flash uses a series of exhibits for cover from the membrane shots of the pursuing Guardian. The priceless relics of Earth get coated with goo. These robots are relentless.

FLASH

(sotto)

Time to get tactical.

Flash runs into the central hall as the Guardian follows. He avoids membrane shots and keeps running. He checks behind to make sure the Guardian is still following.

INT. CENTRAL HALL - MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash races into the central hall and notes the position of the other two Guardians. Flash barely manages to stay free as the third Guardian is close on his heels.

Flash dashes around an exhibit to find himself staring right into the multiple gun barrels of the other two Guardians. Strangely enough, Flash seems happy about this. He dives as they OPEN FIRE.

The Guardian that had been chasing Flash is nailed by two membrane shots and carried across the room, crashing through exhibits, and finally pinned against the wall.

Flash runs for it as the two remaining Guardians hover over to their trapped comrade.

One of the Guardians turns back toward Flash and fires an ENERGY BOLT at the floor of the museum. The energy bolt hits the floor and begins to spread like electrified water.

Flash sees the energy coating the floor of the museum. He leaps up onto the back of a stuffed BEAR just as the energy zaps under his feet and coats the entire floor.,

Flash leaps off the bear to the top of an exhibit case. He heads for the museum door, leaping from the top of one case to the next.

Two Guardians move after Flash. Carefully hovering above the electrified floor.

EXT. MUSEUM OF EARTH - EARTH CITY - NIGHT

Zarkov arrives outside the building to join Dale and the mob. Other Guardians stand guard. Zarkov pulls Dale aside.

DALE

I knew he was lying!

ZARKOV

But he wasn't, Dale.

DALE

He's a parasite.

ZARKOV

No! You saw his blood test. He's no parasite. He's a man. Type "O" negative. And we can't let them get him. I want you to lead the Guardians away and meet me at the drains.

Dale hesitates.

DALE

You want to help him?

ZARKOV

It's the only way to find out what's really going on. If the Major's right and the earth still exists. I want to go home.

Dale takes a beat to think about this and then steps away.

ZARKOV

Trust me, Dale. Flash Gordon is one of us.

Dale makes her choice...

DALE

(yells to other Guardians)
There! It's escaping! Come on let's get it!

The mob and Guardians turn to see Dale gesturing wildly. She runs away from the museum as if in pursuit. Zarkov watches the people and Guardians go after her.

INT. MUSEUM OF EARTH - EARTH CITY - NIGHT

Flash leaps from the top of one exhibit case to the next as the two unrestrained Guardians chase after him.

Flash ducks as they fire membranes at him. His shoulder is tagged by the gel and he is swept off his feet and carried across the room. He's pinned to the wall.

Flash struggles to get free of the membrane, but it's no use. He sees the Guardians approaching. Flash looks up at a hanging PTERANADON SKELETON.

Flash pulls his gun and shoots at the skeleton's supports.

Before the Guardians know what's happening, the Pteranadon skeleton comes crashing down on top of them. The robots make contact with the electrified floor and go haywire. Electricity courses over their metal skins like St. Elmo's Fire.

Flash watches the Guardians sizzle, absorbing all the electricity from the floor. The Guardians begin to shake at hyper velocity and then suddenly crumble into millions of tiny bits. The pieces skitter across the floor like marbles.

Flash rips his jacket to get loose of the membrane. He drops to the floor only to find himself confronted by the other Guardian he'd coated with membrane. It's got him right in its sights. Flash raises his pistol and takes a few shots. His bullets are once again coated with defensive foam. It looks like Flash might have to surrender.

Suddenly the ROAR of a car engine. Flash and the Guardian both look over to see Dr. Zarkov crash the Dodge Challenger through the front door of the museum. Dr. Zarkov RAMS the Guardian, knocking it clear across the room.

Dr. Zarkov hops out and helps Flash to his feet.

ZARKOV

Can you walk?

FLASH

No, but I can drive.

Flash cuts off Zarkov and gets behind the wheel of the car.

ZARKOV

Nobody drives my car but me!

FLASH

And I'd rather push my Chevy than drive a Dodge, but today's all about new experiences.

Flash points to the Guardian as it gets up, and starts after them. Zarkov jumps in the passenger seat. Flash guns the car in reverse as the Guardian charges at them.

INT. CHALLENGER - MUSEUM OF EARTH - NIGHT

Zarkov braces himself in the passenger seat as Flash backs up at high speed. The angry Guardian pursues, its weapon SPEWING energy bolts. Flash reverses the car toward the shattered doorway.

ZARKOV

It would seem that Ming wants you dead.

FLASH

Thanks for the tip.

ZARKOV

Please be careful, it took me two years to straighten the frame!

EXT. STREET - MUSEUM OF EARTH - EARTH CITY - NIGHT

The Challenger tears out the front door of the museum in reverse. Flash executes a perfect 180 spin and burns rubber down the street with the angry Guardian in hot pursuit.

INT. CHALLENGER - BEING CHASED THROUGH EARTH CITY - NIGHT

ZARKOV

Your story has dire consequences for us all.

FLASH

Listen, I screwed up and left my wingman to fly solo. So whatever it takes, Doc, I have to find Jammer.

ZARKOV

And I have to find out why Ming's been experimenting on us. Watch it!

Flash whips them around a corner as the Guardian keeps SHOOTING.

FLASH

What kind of experiments?

ZARKOV

He claimed a bacteria on Mongo was making all the species infertile. If we were to survive, he needed to create a vaccine. I've been helping him for years. Providing genetic samples of all the human survivors and passing their medical data on to Ming.

Flash does another bootlegger 180 turn, and speeds straight for the Guardian.

ZARKOV

Sweet Jesus Christ!

The Guardian SHOOTs at them, but Flash avoids the shots and drives beneath the flying robot at high speed. Flash looks in the mirror and sees the Guardian coming on fast.

FLASH

Does Ming have some kind of headquarters we could hit?

ZARKOV

I don't know where it is. All contact with him passes through the Guardians.

Flash swerves into an alley and skids the car to a halt.

FLASH

Then that's how we'll find him.

EXT. STREET - EARTH CITY - NIGHT

The Guardian slows down and turns into the alley. It comes around the corner to find the Challenger parked.

As the Guardian approaches the car, one of Flash's burning FLARES becomes visible. It's precariously balanced in place of a gas cap.

The Guardian bumps the car and the flare drops into the gas tank. The Challenger EXPLODES, taking the Guardian with it.

EXT. ALLEY - EARTH CITY - NIGHT

Flash and Zarkov watch the car and Guardian EXPLODE. Zarkov is almost teary eyed at the sight of his dying car.

FLASH

You do have insurance, right?

Zarkov is in no mood for levity.

FLASH

Come on, Doc. Let's bolter.

Flash pulls him away as other Guardians arrive on the scene.

EXT. STREET - EARTH CITY - NIGHT

Zarkov and Flash lift a manhole cover. They look down into the sewer and find Dale staring up at them, Flash jerks back, but Zarkov restrains him.

ZARKOV

I've explained the situation to her.

FLASH

And she listened?

A Guardian appears down the street and Zarkov climbs into the hole.

ZARKOV

There's no time to waste!

Flash goes after him, pulling the cover shut behind.

The Guardian moves down the street, smoothly passing over the sealed manhole cover without a clue.

INT. SEWER TUNNEL - EARTH CITY - NIGHT

Flash stands with Zarkov and Dale in ankle deep muck.

ZARKOV

If we just follow the current downstream--

DALE

Why don't we wait until the Guardians leave the city? We could follow them.

FLASH

I don't trust you, okay? My wingman's in trouble and asking for backup. I can't risk you selling me out, again. We're doin' this my way.

Dale doesn't understand all the words, but she definitely catches their drift.

DALE

Don't talk to me like that. I'm only trying to help you.

FLASH

You sucker punched me in the face and turned me over to those things!

DALE

They said you were a Parasite.

FLASH

(deep breath)

I don't mean to be rude, but this is an extreme situation demanding a "can do" attitude, anything less will result in a major malfunction. Now let's call it even and go mobile.

Flash starts down the tunnel, leaving Dale fuming to Zarkov.

DALE

Are you sure he's human?

ZARKOV

You saw his blood sample. "O" negative.

DALE

But he's so... so... weird.

ZARKOV

He's a man, Dale. I can tell just by the way he looks at you.

Zarkov and Dale go after Flash.

DALE

That doesn't sound very scientific.

ZARKOV

Sometimes I forget you've never been on a date.

DALE

Is that what this is?

FLASH

(yells from up ahead)

No!

INT. LABORATORY - MING'S FORTRESS

A polished HUMAN SKELETON posed upright for display. Ming plucks the skull off the skeleton and inspects it. He stands before a line of OTHER SKELETONS from the captive species of Mongo: HAWKMAN, ARBOREAN, BEAST RIDER, ROCK MAN, ETC.

MING

You've completely lost your tails. Never even had wings or exoskeletons. You have no natural camouflage or poisonous quills, and yet your propensity for violence is unrivaled among the known worlds.

Jammer hangs in the examination rack looking exhausted. Various PROBES have extended from the rack and pierce his body. Strange fluids are injected and withdrawn through these probes.

MING (CONT.)

You are vulnerable to a fault, yet deadly beyond reason. I've mapped the complex bio-structures of all these beings, yet can't seem to find out what makes human beings into such killers.

(a beat)

Any idea where I might look?

Though exhausted and terrified, Jammer musters his fighter pilot's courage.

JAMMER

Try my ass.

Ming appears confused as he walks toward Jammer. The General arrives and intercepts him.

GENERAL

(In Ming's language, the General explains the escape of Flash Gordon.)

Jammer hears the name of his friend.

MING

(Ming queries if any other humans are missing.)

GENERAL

Dr. Hans Zarkov, and Dale Arden.

MING

(Ming tells his General to keep searching.)

The General watches Ming operate the rack controls.

MING

(to Jammer)

Often I feel as if your kind doesn't take my work seriously. Soon, they will have no choice.

The energy builds on the rack, Jammer shouts and bucks at his bonds. Fluid courses through the probes, screens fill with genetic data. Ming CRUSHES the human skull in his abnormally strong grip. Shards of bone fall to the floor.

EXT. SEWER PIPE EXIT - SWAMP - NIGHT

Fog hangs over this alien swamp. Strange plant life grows out of shallow water. Phosphorescent gas bubbles to the surface, giving the scene an eerie glow.

Flash, Zarkov, and Dale, stand in waist deep swamp water. The sewer pipe is visible behind them, jutting from a wall.

Zarkov holds a crude MAP with only Earth City, Arborea, and Hawk Land depicted. The other areas are marked as unknown.

ZARKOV

Did it look like a factory?

FLASH

Maybe. I was at terminal velocity so there wasn't much time to ask for directions. I did see something that looked like a large metallic building.

Flash gets his bearings by re-enacting his free fall.

FLASH
I dropped in over the jungle.

DALE
(points on map)
It's called Arborea.

FLASH
So Arborea was straight down. And the Hawk brought me to you, over here. And we left the city this way. Right? So the Guardian Base should be up here.

Flash points to an unmarked section of the map, then looks up and points into the mist.

FLASH (CONT.)
In that direction. How can we keep our bearings in this fog?

Flash looks into the sky, but can barely see the stars through thick clouds of fog.

FLASH
These stars aren't mine. No Polaris. No Southern Cross. No dice.

Flash reaches into a vest pocket and pulls out a COMPASS. He sees the needle pointing to magnetic North. Flash notes the probable direction of the factory and takes a bearing.

FLASH
We've got Magnetic North so it looks like we're golden, even though I haven't done any orienteering since boot camp.

DALE
I think this is a bad idea. We should go back to the city and get the others. Then we can all do this together.

FLASH
You do that, baby. Let's move, Doc. And don't worry, I'm gonna set a realistic pace so we can save our strength for the critical periods.

Flash pockets his compass and heads into the mist. Dale starts to walk back toward the sewer pipe.

ZARKOV
Stop it. Both of you.
(they stop)
Dale, we need you with us.

FLASH
Why? So she can hand us over to the
first angry robot we meet?!

ZARKOV
Dale grew up working with Ming's
technology. If we come across a system I
can't operate, it'll be up to her to
crack it.

FLASH
I thought you were the man with a plan?

ZARKOV
One that requires Dale to access Ming's
records through the Guardian computers.
I'm certifiably incompetent when it comes
to anything technical.

Flash and Dale face each other.

DALE
It's called a generation gap.

Flash considers this.

FLASH
Okay. The sooner we get Jammer, the
sooner we can all go home. You do want
to go home don't you?

DALE
If it still exists.

FLASH
Of course it exists!

DALE
Then what are we waiting for?

FLASH
I just want to make sure we're in the
same squadron, alright? We're wingmen
now.

DALE
 Wing-girl, thank you very much. But if
 you're lying. If you are just a Parasite
 teasing me about earth. I'll kill you.

Dale marches into the mist. Flash is struck by her
 intensity.

FLASH
 Whoa.

Flash and Zarkov head after Dale.

A distant howl catches their attention. Zarkov looks around.

ZARKOV
 Did you happen to notice any... things in
 here on your way down?

FLASH
 (shakes his head)
 You guys are the locals.

Zarkov trips and falls into the water, he holds the map
 aloft, preventing it from getting wet. Flash helps him get
 back on his feet.

ZARKOV
 I'm afraid we don't get out much.

EXT. TWO GUARDIAN SCOUTS FLY OVER THE SWAMP - NIGHT

The wicked machines move through the mist, scanning the swamp
 below with strangely colored laser-searchlights.
 They broadcast warnings in a guttural alien language. Only
 two words are identifiable: Flash Gordon.

EXT. SWAMP - NIGHT

A dark section of swamp water. The Guardians and their
 searchlights disappear in the distance. Suddenly Flash,
 Dale, and Zarkov, burst out of the water, gasping for air.
 Flash takes a reading with his compass and they move out.

EXT. SWAMP - NIGHT

Flash, Dale, and Zarkov, trudge through the swamp.

ZARKOV
 As the first human here, I had to give it
 a name.

(MORE)

ZARKOV (CONT.)

Because his ornate style of dress reminded me of an Ancient Chinese Emperor, I called him Ming, and the world became Mongo. Awkward sounding perhaps, but I'm a scientist not a-

Zarkov stops talking as he hears a distant WHOOSHING NOISE.
He peers into the darkness ahead.

ZARKOV

Can you hear that?

Flash stands still.

DALE

I knew we should have gone back to the city.

The sound gets louder and Flash nervously pulls his pistol.

ZARKOV

Wait! You can't shoot!

FLASH

Why not!?

Zarkov points to the phosphorescent gas bubbling to the water's surface.

ZARKOV

It's a flammable methane derivative. An errant spark would ignite the gas.

FLASH

You're tellin' me this after we've been breathing it for hours? That can't be healthy.

ZARKOV

I didn't want to alarm you.

Flash tosses his gun to Zarkov and pulls out a shining COMBAT KNIFE. They hear a crescendo of ROARING WATER as a horrifying shape glides out of the gloom.

The SWAMP SHARK is like a Manta Ray the size of a Greyhound bus. A huge mouth between the Ray's wings is ringed with serrated teeth. The mouth sucks in water and expels it through rear vents, propelling the creature forward via natural aquatic ramjet. The Swamp Shark picks up speed and rises out of the water, belly and wingtips just skim the surface like natural hydrofoils.

Flash, Dale, and Zarkov, run for their lives, but the muck slows them down.

The Swamp Shark comes in fast, the humans just leap out of the way as the creature jets by, leaving a white water wake.

Flash, Dale, and Zarkov, stop and watch the horrific beast.

FLASH

I'm ready for my gun back now.

ZARKOV

I'm sorry, but it's too dangerous.

The Swamp Shark glides around in an elegant turn. The creature sucks water into its mouth, picking up attack speed, coming right for the humans.

Flash, Dale, and Zarkov flee with the terrifying sound of the Shark's jet urging them on.

FLASH

Give me my gun, Doc!

ZARKOV

We'll be incinerated!

FLASH

You'd prefer eaten?!

The Swamp Shark comes up fast with toothy mouth agape. The humans manage to dive clear once more, but the Shark comes very close. Certainly on the next pass they will be sucked into its maw. Zarkov and Dale run off in another direction.

Flash stands his ground, looking out into the darkness, head turning to follow the sound of the Swamp Shark as it arcs back toward him. Flash expertly twirls his knife in anticipation.

The Swamp Shark comes right for Flash. It's terrifying as the creature bears down on him. Flash kneels at the very last instant and thrusts his knife straight up. The blade pierces the belly of the passing Shark. The Swamp Shark lets loose a howl of pain as a gaping gash is torn along its underside.

Flash watches the contents of the creature's stomach dump out into the swamp: FLUIDS, PLANTS, BLOOD, and a little SWAMP RAT that managed to stay alive in the belly of the beast.

The Swamp Rat scampers off as Flash turns to face the Swamp Shark like a Toreador confronting a wounded bull.

The gutted Swamp Shark flops in to attack. Its slow speed movements are awkward, but no less deadly. Flash just gets clear, his knife slashing another cut into the beast.

Dale and Zarkov stand out of harms way, watching the action.

Flash is fighting the beast when it suddenly turns away from him and sets off on an intercept course for Dale and Zarkov.

FLASH

No!

Flash leaps onto the back of the Swamp Shark, driving his knife deep into its hide. He stabs it repeatedly, clawing his way forward with every jab. The Swamp Shark builds up speed and rises out of the water.

Dale and Zarkov flee the Swamp Shark bearing down on them.

Flash makes his way to the head of the beast. He plunges his knife deep into its skull, hoping to find it's brain. The Swamp Shark dies instantly and tumbles end over end like a crashing cigarette boat. Flash disappears in clouds of muddy spray.

Dale and Zarkov keep running as the Swamp Shark crashes behind them. Finally the beast comes to a stop and they turn to look for Flash.

ZARKOV

Major Gordon! Major Gordon!

DALE

Where is he!?

Flash surfaces looking exhausted and scorched. He strides toward Zarkov and Dale.

FLASH

Yee-haw!

ZARKOV

Brilliant! Full commitment! Total response! Brilliant!

Dale looks at Flash with newfound respect.

DALE

Thank you, Flash.

They share an awkward look. The hint of budding romance hangs in swampy air.

FLASH

You're welcome. Now do me a favor and stop calling me Flash. My real callsign is Wildcard.

DALE

So you want me to call you Wildcard?

FLASH

Only my mother calls me Phillip.

Before Dale can respond.

ZARKOV

Come along then, I think we're almost there.

Zarkov heads off into the swamp with Flash and Dale in tow.

EXT. SWAMP - NEAR GUARDIAN FACTORY - DAY

A new day dawns over Mongo. Patches of mist burn off to reveal Flash, Dale, and Zarkov. They hide in the undergrowth, peering at their target.

THE GUARDIAN FACTORY is a single enormous building made of what appears to be liquid silver. The windowless structure sits atop an island surrounded by swamp. The Guardian construction process is completely automated. Raw materials are drawn into the factory through an opening at one end, and newly made Guardians are expelled out the other.

There are acres and acres of fresh Guardians parked around the factory -- A DORMANT ARMY OF ROBOT WAR MACHINES. There are dozens of new types: LAND TANKS, AIR FIGHTERS, RETRIEVERS, SCOUTS, SNIPERS, ETC.

FLASH

Whoever dies with the most toys wins.

ZARKOV

I've never seen any of those before. Ming's building an army.

FLASH

I'd hate to be the duck in their shooting gallery.

(to Dale)

D'you still think Ming's your buddy?

Dale is disturbed by the sight of all those deadly Guardians.

EXT. SCRAP HEAP - GUARDIAN FACTORY - DAY

Piles of rock, metallic ore, and other raw materials are ripped apart by ROBOTIC CRANES. The materials are then deposited inside the factory.

Flash and his team sneak to the Factory's cavernous opening.

INT. GUARDIAN FACTORY - DAY

Flash and his team make their way into the building and take cover. The space is full of automated CONSTRUCTION MACHINES building new Guardians.

Zarkov points to an AUTOMATED TROLLEY carrying completed Guardian heads out of another room. The only way to reach that room is by crossing the main assembly line.

ZARKOV

If the computer system is localized, the Guardians might be programmed in there.

FLASH

(shakes his head)
"If", and "Might"?

ZARKOV

Whatever happened to the power of positive thinking?

FLASH

It was called the eighties.

Flash heads across the assembly line. He avoids several automated arms that peck at him. Zarkov and Dale follow in his footsteps, avoiding the snapping arms of machinery.

INT. PARASITE ROOM - GUARDIAN FACTORY - DAY

Flash and his team enter to find this room has a greenhouse feel to it.

Banks of Mongo style computers surround layers of hydroponic equipment. Newly manufactured GUARDIAN HEADS sit on the assembly line with their skulls cracked open.

ORGANIC GUARDIAN PARASITES are being grown hydroponically.

These banana sized creatures have multiple appendages and twitching antennae. They don't have an identifiable head. Once mature, the Parasites are lowered into the Guardian Heads where they act as brains for the robots.

Dale and Zarkov go to a control panel as Flash checks out the open Guardian heads. The Parasite growing and loading process continues automatically.

Flash scrutinizes the growing ALIEN PARASITES. He extends his finger to touch one, and it recoils from his probing.

ZARKOV

These creatures act as organic brains for the Guardians. Too bad Ming's orders are the only thoughts they'll ever have.

DALE

The computer's programming them with code-sets.

ZARKOV

Access it manually.

Dale works on cracking the system. Her hands confidently move over the many different controls. She clearly understands this alien gear. Dale activates a previously dormant Hologram Screen.

DALE

All the information is stored holographically for greater capacity. So...

Dale hits a sequence of keys and the machine projects 3-D holographic data into the center of the room.

Dale scrolls through: schematics of Guardians, maps of Mongo and the various cities, indecipherable equations, and finally a familiar set of holograms...

Seven planets projected in full color 3-D. Earth included. Exactly as depicted in Ming's laboratory. All are surrounded by graphic orbit lines and trajectories.

Dale and Zarkov are stunned at the image of green blue...

DALE

Earth.

ZARKOV

And all the worlds in-between.

Dale is enchanted, she reaches out to touch the hologram of the Earth, her hand disappears inside the image.

DALE

It is still there.

Zarkov gets emotional as he puts his arm around Dale.

Flash is intrigued by all the trajectory information and orbit lines that encircle the planets.

FLASH

These are trajectories. Targeting information. That army outside's an invasion force.

Zarkov has a look.

ZARKOV

But why do the lines only orbit the planets? An invasion force needs a landing zone.

FLASH

You're right. If Ming was going to drop bombs or missiles, you'd think there would be some impact point projections.

DALE

Couldn't he just be mapping points to cross over?

FLASH

I don't think so. These look like a route for just one ship. See how the orbit tracks around the entire planet? That wouldn't make sense for a bomber. More likely a satellite. Or even a crop duster.

This strikes a chord for Zarkov.

ZARKOV

Oh my God.
 (mumbling to himself)
 Enzyme breakdowns... Encoded
 Chromosomes... Eucaryotic Genes...
 Nucleotide Sequences...
 (a beat, upset)
What have I done!?

Flash and Dale can sense Zarkov's despair.

ZARKOV

Ming's experiments were all about Biological Warfare. That's why he wanted detailed information on the genomes of all these species. We've been nothing more than lab rats!

FLASH

Take it easy, Doc. What's a genome?

ZARKOV

(panicked)

A complete haploid set of chromosomes with all their associated genes!

FLASH

Speak English to this throttle jockey.

ZARKOV

All your physical characteristics, emotional pre-dispositions, everything that makes human beings what they are. It's all stored in your DNA. Scientists call those sequences a genome. Ming could use that information to build a biological weapon specifically tailored to attack us. It could be a plague, a virus, almost anything.

FLASH

And it could be delivered by air. Sprayed over the earth by some kind of -- alien crop duster.

ZARKOV

(nods)

I'm afraid so.

INT. LABORATORY - MING'S FORTRESS

Jammer is passed out on the examination rack. Ming runs through a gene splicing routine on a computer.

A Hologram Screen shows that Ming has successfully combined the DNA of all the Mongo species into one strand. Only the human DNA string has yet to be added.

Ming turns away from his work to access another system and notices that all the Guardian Technicians are frozen in place. Their metallic heads are open to reveal the Parasite Brains. Small holographic planets circle above their heads.

Ming moves quickly to another part of his computer and activates a Hologram Screen. A real time 3-D feed of Flash and the others in the Parasite Room appears.

INT. PARASITE ROOM - GUARDIAN FACTORY - DAY

Dale is confused by something with the controls. Flash and Zarkov watch as the holographic planets disappear one by one.

DALE
I'm being shut down!

The skulls of the robot heads begin to close.

ZARKOV
He knows we're in here.

Flash yanks a recently loaded PARASITE out of the nearest head, almost losing his hand.

FLASH
Then we've gotta bolter.

EXT. GUARDIAN FACTORY - DAY

The army of dormant Guardians comes to life in a symphony of HUMMING ENGINES and WHINING SERVOS. They maneuver in formation to surround the factory. All their guns point at the silver building, just waiting to blast Flash Gordon.

INT. GUARDIAN FACTORY - DAY

Flash and his team hide behind machinery as the Guardians take position around the building.

ZARKOV
They'll kill us on sight.

The assembly line still operates. New Guardians are mated with heads and then rolled out of the factory.

Flash notes a large GUARDIAN TANK is almost complete. The assembly line has trouble fitting a head onto it. That's because the head has no Parasite/Brain thanks to Flash.

EXT. GUARDIAN FACTORY - DAY

All the Guardians wait for any sign of Flash and his friends. A familiar GUARDIAN TANK rolls off the assembly line and all the other Guardians point their guns at it.

INT. FLASH'S GUARDIAN TANK - DAY

Flash and the others are wedged inside the ammunition bay of the Guardian Tank. Dale tries to hot wire the machine, but there are so many different wires to choose from.

FLASH
Just pick one. Any one.

DALE
But what if I make it shoot?

FLASH

Spark 'em!

Dale connects two wires and the Tank lurches sideways.

EXT. GUARDIAN FACTORY - DAY

Flash's Tank stumbles drunkenly to the side. All the other Guardians focus their weapons on it.

INT. FLASH'S TANK - DAY

Dale connects other wires.

EXT. GUARDIAN FACTORY - DAY

Flash's Tank moves forward in a serpentine style. The Guardians follow it with their weapons, ratcheting projectiles into their guns and preparing to fire.

INT. FLASH'S TANK - DAY

FLASH

Why don't you let me drive!

ZARKOV

After what you did to my Challenger?!
Absolutely not!

DALE

Be quiet! I can do it!

EXT. GUARDIAN FACTORY - DAY

Finally Flash's Tank walks perfectly. The other Guardians turn their weapons back on the factory. As Flash's Tank moves through the ranks, the barrel of its main gun pivots back, taking aim at the Guardian Factory.

INT. FLASH'S TANK - DAY

Flash and Zarkov load a large shell into the breach of the Tank's gun.

DALE

Okay?

FLASH

Cocked, locked, and ready to rock!

DALE

What?

FLASH

Shoot!

EXT. GUARDIAN FACTORY - DAY

Flash's Tank SHOOTs an ENERGY BOLT at the Factory. The round strikes the side of the building and begins to race across the skin of the structure like a slot car.

Suddenly all the other Guardians open FIRE with a BARRAGE of energy bolts. These join the first in a sizzling pattern of fury. The bolts go faster and faster across the building. They cleave their way through, carving it up into haphazard pieces. The chunks fall in upon each other, turning the building into a shredded stack of glowing rubble.

INT. FLASH'S TANK - DAY

Flash and the rest of the team cheer.

EXT. GUARDIAN FACTORY - DAY

Flash's Tank motors away from the crumbling Factory.

INT. EXAMINATION ROOM - DAY

Ming watches his Hologram Screens as the Guardian Factory is destroyed.

JAMMER (OS)

Flash Gordon...

Ming turns to see Jammer is barely conscious.

JAMMER (CONT.)

...is coming for you.

Ming considers this for a beat.

EXT. FLASH'S TANK - SWAMP - DAY

The Tank powers through the shallow swamp.

INT. FLASH'S TANK - SWAMP - DAY

Flash hears a beeping sound coming from his utility vest and quickly pulls out his SURVIVAL RADIO.

EXT. FLASH'S TANK - SWAMP - DAY

The Tank shudders to a stop. After a beat, the head pops off and crashes into the water. Flash rises from the neck of the Tank with radio in hand.

FLASH
 (keys radio)
 Bravo Charlie Zero on Guard.. Are you out
 there, Jammer?

JAMMER (VO)
 I can hear you, Sir. Are you okay? What
 the hell's going on!?

Flash is elated by the sound of his friend's voice.

FLASH
 (keys radio)
 I'm good to go. It's a long story but--
 (a beat)
 Standard O.P. requires that you
 authenticate.

JAMMER (VO)
 This is Alpha Zero Six on Guard. How do
 you read me?

FLASH
 (keys radio)
 Five by five. Nice to hear a friendly
 voice, kid. Are you injured?

JAMMER (VO)
 Bit banged up but nothing heavy.

FLASH
 What's your location?

Dale and Zarkov climb out of the Tank.

JAMMER (VO)
 Locked down in some structure. Might be
 underground. I can't be sure. Wait up
 one...
 (sotto)
 I think he's coming back. Come and get
 me, Flash. Get me out of here.

Static replaces Jammer's voice.

FLASH
 (keys radio)
 Jammer! Who's coming back?!

ZARKOV
 It must be Ming.

FLASH
(pounds the Tank in
frustration)
We're no closer to finding that bastard!
I thought the Guardians were going to be
the key?!

ZARKOV
And they were. Now we know that Ming's
planning an attack against the
homeworlds.

FLASH
We can't stop him if we can't find him!

Dale pulls out the Mongo Map and lays it out. Flash and
Zarkov take a look. Dale points to Hawk Land on the map.

DALE
What about the Hawkmen? They fly
everywhere. I'm sure they could tell us
where Ming lives.

FLASH
Yes! I love you!

Flash grabs Dale and plants a quick KISS right on her lips.
Dale reels from the contact and Flash's use of the "L" word.
Flash on the other hand goes right back to work.

ZARKOV
No one's ever been to the Hawk Lands.
What if the Hawk Land's completely
inaccessible by terrestrial means?

FLASH
I'll sprout wings and fly there if I have
to. Let's bolter to the mountains.

Flash turns to find Dale still reeling from his kiss.

FLASH
Back in the driver's seat, baby.

DALE
What did you mean?

FLASH
What?

DALE

When you said you lov--
 (a beat, backpedals)
 Bolter? I don't know that word.

FLASH

When you land on an aircraft carrier, you go to full throttle, just in case you miss the catch wires, and if that happens, the Air Boss tells you to take off again by yelling --Bolter! Bolter! Bolter! And if you don't do it... then you're dead in the water.

(a beat)

Of course I'm in the Air Force, and can only dream about trapping on a pitching, rolling, carrier deck. But it's got a great vibe to it. Don't you think?

Dale seems to consider this.

DALE

I think you're weird.

She may think that, but Dale's smiling at Flash as she moves back into the tank with Zarkov. Flash lingers on deck and looks out into the mist.

FLASH

(sotto)

Hang on for the cavalry, kid.

INT. LABORATORY - MING'S FORTRESS

The Examination Rack has been rotated into the horizontal position. Jammer is out of restraints and holding his own SURVIVAL RADIO. The General's weapons are pointed at him.

A Guardian Technician stands at a TRACKING CONTROL SCREEN. It's clear that the signal from Flash's Survival Radio has allowed the robot to pinpoint the location of Flash's Tank.

MING

(Asks the General if Flash Gordon can now be tracked.)

The General acknowledges this and points to a computer blip on the tracking screen.

JAMMER

I'm taking you at your word that they won't be hurt.

MING
For the moment--

Ming turns away and Jammer dives for his survival vest. The General SHOOTs a membrane and misses. Jammer comes up with pistol in hand and fires a SHOT at Ming. The bullet misses, but Ming freezes in his tracks.

JAMMER
Tell him to back off!

Ming motions for the General to back away.

JAMMER
Now I want you to--

Suddenly Ming springs into the air with inhuman agility. He does an incredible spinning flip over Jammer. Jammer turns around only to have the pistol yanked from his hand by Ming.

But Ming's arm is no longer that of a human senior citizen, it has become long and spindly, like some terrible insect. Jammer is frozen by this bizarre vision.

JAMMER
What... are you?

Ming's insect arm darts forward, pushing Jammer back into the clutches of the General. Jammer desperately fights with the General, but it's like a mouse being swatted around by a cat.

Ming moves to his control screens and observes real time medical data coming from Jammer. All the biological monitors are still connected. As Ming works, his insect arm MORPHS back into human form.

Ming studies the data on his screens. Jammer's fury is digitally revealed and tracked to its source in his DNA strand.

MING
(smiles at the data)
(Tells the General to stop.)

The General stuns Jammer with a BURST of electricity and gingerly places him back on the examination table.

Ming works at his computer. The human DNA strand is blended with those of all the other creatures on Mongo, and this time, it sticks. Ming looks incredibly happy.

JAMMER

(barely conscious)
You're a freak.

MING

(working at computer)
As I promised, your sacrifice will not be wasted. Now I can shape the evolution of this entire galaxy. A dozen species will be cleansed of a million genetic imperfections.

(smiles)

The transformed worlds will share a common genetic form, yet they will all kneel before me, their most uncommon God.

(to the General)

Bring the other humans in for final testing and prepare the Drones for launch.

(sincerely to Jammer)

Thank you.

Ming touches a control console -- The WORLD HOLOGRAMS that hang in mid-air all glow RED. An ALIEN CLOCK (looking kind of like a bar-graph) begins a LAUNCH COUNTDOWN.

EXT. FLASH'S TANK - SWAMP - DAY

Flash pokes from the neck of the Tank and takes a bearing with his compass.

INT. FLASH'S TANK - SWAMP - DAY

Dale and the others are packed in tight as Flash pops in.

FLASH

You're off course. A little to the right.

Dale manipulates the controls.

EXT. FLASH'S TANK - SWAMP - DAY

The Tank gets back on course and Flash resumes his position as Commander. The sound of Guardian engines in the distance catches his ear. Flash looks over his shoulder and into the sky. He sees a dozen Guardians flying toward Earth City.

EXT. TOWN SQUARE - EARTH CITY - DAY

Guardians arrive overhead, blaring an announcement.

GUARDIAN
 (digitized voice)
 Survivors of Earth -- Assemble in the
 Town Square. Survivors of Earth --
 Assemble in the Town Square.

Citizens come out of their buildings to see what's going on.

EXT. TOWN SQUARE - EARTH CITY - DAY

The Citizens congregate, surrounded by Guardians.

PANTSUIT
 Where is Dr. Zarkov?

KIMONO
 He should be here.

The Guardians point their weapons at the defenseless humans.

FARMER
 Now why in the heck would they be--

The Guardians fire CAPTURE MEMBRANES at the assembled humans.
 The Citizens panic as some are caught in the membranes and
 others flee.

Chaos reigns as the Guardians round up the humans like so
 many cattle. The screams of the people are squelched by the
 sticky membranes.

EXT. HAWK MOUNTAINS BORDER WITH THE SWAMP - DAY

Flash's Tank sits abandoned at the edge of the swamp. A
 cluster of rocky mountains rises out of the mist. These
 towering peaks are the highest points on Mongo.

Flash, Dale, and Zarkov climb a narrow path across rock faces
 and over ridge lines toward the distant peaks.

EXT. PATH - HAWK MOUNTAINS - DAY

Flash and his team hike this treacherous path. Their ascent
 is difficult as the air gets colder and thinner.

Flash looks to the highest peak and sees the wooden HAWK
CITY. A Castle-like settlement with walls, parapets, and
 towers. It's constructed from layers of interlocking
 branches. If Albert Speer designed a bird's nest, this would
 be it.

Flash leads the others forward.

EXT. IMPASSABLE CHASM - HAWK MOUNTAINS - DAY

Flash and his team stop on a small plateau at the edge of a deep gorge. The path ends on this side, but continues on the other. Dale takes a look over the edge.

DALE

I'll go first.

Dale takes a few steps back, then runs toward the edge.
Flash grabs her, preventing her from leaping across.

FLASH

Hit the brakes.

DALE

I can make it.

FLASH

We'd be scraping you off the rocks.

DALE

But we have to try. Are you ready to give up? What if he's attacking right now?! What if everybody really is dying this time and we're stuck here! I'm not going to give up!

FLASH

Listen to me, Dale. I promised you'd get home. And you will.
But if Ming is already attacking, then it's even more crucial that we survive.
(looks to cliffs behind them)
Now let me hike up there and look for another route. Are you gonna bolter?

Dale shakes her head.

Flash moves to a ROCK WALL behind them and starts climbing. He puts his hands in cracks and on bumpy nodes. He pulls himself up and pushes with his legs. This is hard work.

Zarkov and Dale watch Flash climb the rock face. But something's wrong, for all his effort, Flash makes no headway. He's climbing in place as if on a stone treadmill. Suddenly the entire rock face comes to life.

Flash is actually climbing up the body of a ROCK MAN. A malleable creature of living stone some fifteen feet tall. Definable eyes, nose, and mouth, with camouflage skin like a clay chameleon. His name is IGNEOUS.

DALE
Look out, Flash!

FLASH
(oblivious)
Don't worry. I've been rock climbing
since I was a cub scout.

Flash continues to climb up the chest of Igneous and finally
stares right into the eyes of the Rock Man.

FLASH
AAAHHH!

Flash leaps off Igneous and crashes to the ground. Zarkov
and Dale help him up as Igneous advances. The humans back up
toward the gorge. There is no way for them to escape. Flash
stands his ground.

FLASH
(sotto)
What do you say to a giant rock?
(to Igneous)
My name is Flash Gordon. These are my
friends, we mean you no harm.

Igneous mimics Flash's panicked leap off his chest.

IGNEOUS
AAAHHH!

Igneous erupts into hysterical *ALIEN LAUGHTER*.

Flash stands in mute disbelief as this alien creature laughs
at his expense. Suddenly two other ROCK MEN step away from
the cliff face and join the laugh fest.

ROCK MEN
Flash Gordon AAAHHH! Flash Gordon
AAAHHH!

EXT. IGNEOUS BRIDGE OVER IMPASSABLE CHASM - HAWK MTS. - DAY

The Rock Men are still laughing as they form a bridge over
the chasm. The humans cross to the other side.

Igneous joins up with the team while the other Rock Men
remain behind. Dale and Zarkov have caught the laughing bug
as well. Flash shakes his head in embarrassment.

EXT. PATH - HAWK MOUNTAINS - DAY

Flash leads his rag tag bunch of irregulars along the path. Shadows pass over them accompanied by the sound of beating wings. A HAWKMAN PATROL swoops down and surrounds them.

Flash and his team prepare to greet the Hawks as friends, but suddenly a HAWK SCOUT FIRES his dart-weapon and Zarkov is struck in the shoulder. The other Hawks fire their weapons too.

Flash helps Zarkov retreat. He pulls his pistol and FIRES several warning shots. The Hawks back off slightly, then quickly regain their courage and attack.

Igneous swats away several Hawks.

Flash, Dale, and Zarkov, take cover behind a boulder. Dale pulls the dart from Zarkov's shoulder.

FLASH

If we don't make them understand. We'll never find Jammer.

Flash holsters his gun and bravely walks out from behind the cover of the rock with his hands in the air. The Hawk Scout flutters in front of him.

FLASH

I'm Flash Gordon!

HAWK SCOUT

(In the sing-song tones of the Hawk Language, he tells Flash Gordon to get the hell out of here.)

FLASH

Ming's lied to you and planning on--

The Hawk Scout doesn't understand and prepares to shoot.

Dale dashes out from behind the boulder and goes to Flash.

DALE

No!

Dale unzips the shoulder pocket on Flash's flight suit. She pulls out VULTAN'S CHARM and holds it up.

DALE

You must listen to him! He's telling the truth.

The Hawk Scout takes a good look at the Charm and lowers its weapon. Flash looks at Dale.

FLASH

Thanks, baby.

EXT. APPROACHING HAWK CITY - HAWK MOUNTAINS - DAY

HAWK CITY is a cluster of wooden buildings surrounding a central CASTLE. It's all perched on a mountain pinnacle and clearly unreachable by foot.

The Hawk Patrol flies toward the Castle carrying Flash and his team in their talons. Four Hawkmen struggle to carry the Rock Man. Igneous is so heavy that it takes all their strength to lift him.

INT. GREAT ATRIUM - VULTAN'S NEST - HAWK CASTLE - DAY

The walls and floor of this open air space are a mess of jumbled sticks. Individual NEST/DWELLINGS are incorporated into the sides of the structure.

Vultan is perched on his THRONE, a raised nest in the center of the atrium. He looks up as --

The Hawk Patrol spirals down with Flash and his team. They land easily, except for Igneous, who arrives with a CRASH.

HAWK SCOUT

(He tells Vultan how he found the intruders carrying his Charm.)

The Scout tosses the Charm up to Vultan. After taking a look, Vultan flaps down to face Flash.

FLASH

Uhh... Hi, there. Remember me? I saved you from the monkey.

Vultan bows graciously and hands the Charm back to Flash. He then looks curiously at Dale and the rest of the group.

VULTAN

(He seems to wonder what Flash and the others are doing here.)

The Hawk Scout shakes his head. Flash notices one of MING'S BIO-DATA RECORDERS is in the room. The device is identical to the one in Zarkov's office

FLASH
 (pats the machine)
 We're trying to find Ming.

VULTAN
 (Tries to say the word "Ming", but his
 alien vocal system is unable to pronounce
 it.)

FLASH
 Ming.

Flash motions Dale forward and she lays out the crude map of
 Mongo for all to see.

FLASH
 (points at the map)
 Where is Ming? We need to find him.
 (points to different places on
 the map)
 Ming? Ming? Habla Espanol?
 (sotto)
 This is hopeless.

Vultan shakes his head and gives a frustrated flap of wings.

VULTAN
 (He asks his comrades what these humans
 are talking about.)

Wounded Zarkov heads forward to the Bio-Data Recorder, and
 operates it professionally. Vultan is intrigued by this,
 recognizing a behavior that he shares with the humans.

DR. ZARKOV
 You are unable to breed. Ming asked for
 your help in curing this affliction.
 You provided him with detailed
 information about your species.

Vultan approaches the machine and operates it expertly. He
 is clearly the Hawkmen's counterpart to Dr. Zarkov.

Zarkov pulls up his sleeve and shows Vultan a small
 vaccination scar on his shoulder. Vultan shows Zarkov a
 similar scar on his own wing.

DR. ZARKOV
 Ming used this information to create
 weapons, not medicine.

Zarkov gestures to the weapons of the assembled Hawkmen.
 Vultan still doesn't understand.

DR. ZARKOV

The concept is too abstract. How can I make him understand?

Flash pulls out the Parasite he snagged from the Guardian Factory. The Hawk Scout raises his weapon, but Vultan waves him off. Flash takes the odd little creature over to Dale.

FLASH

We've gotta show them what Ming's doing. Can you tap into this guy? Show them all what we saw?

DALE

Uhhh... Yes?

Flash and Dale take the Parasite to the Bio-Data Recorder.

FLASH

There's no pressure here.
(comforting wink)
It's just the fate of the universe in your hands.

Dale gets to work, trying to connect the Parasite beastie up to the Bio-Data Recorder.

Vultan and his warriors have lost interest in Flash and his group. The Hawkmen gather weapons and Vultan *seems to be giving them a mission briefing.*

ZARKOV

They're preparing for battle.

FLASH

Alright. Now we're gettin' somewhere.

ZARKOV

Not against Ming. They're at war with the Arboreans.

FLASH

That's no good.
(to Vultan)
Hey. Where are you going?
(tries a little pantomime)
Where are you guys flying off to?

Vultan goes to Flash's map of Mongo and stabs his bone dagger straight into the picture of Arborea.

Vultan points to a large MURAL on the wall. The images depict the destruction of the Hawk's homeworld.

VULTAN

(He appears to lament the death of his world at the hands of the Arboreans.)

FLASH

No way. You can't take off now.

He tries to hold Vultan back, but the Hawkman shrugs him off. Flash desperately points at the mural.

FLASH

I'm telling you, your world still lives!
You can't waste time fighting those
monkeys! They're prisoners here too!

Vultan picks up on Flash's passion, but not his meaning.

FLASH

Ming's planning a biological attack
against all of our planets. Your home is
really gonna be gone if you don't get
with the program.

Vultan seems to be considering his options when a HAWK GUARD enters shouting.

HAWK GUARD

(He warns his comrades about intruders!)

The Hawkmen shriek a call to arms as suddenly Baron and his seven Arborean warriors pour through the top of the atrium. The monkey men easily move down the wooden walls, using their whip-style weapons as assault ropes.

Baron holds a TRACKING DEVICE similar to the one that Ming used to pin-point the location of Flash's Survival Radio. Clearly Ming passed this hardware along to the Arboreans.

Vultan is enraged as he turns toward Flash.

VULTAN

(He angrily accuses Flash of leading the Arboreans here!)

Flash leaps out of the way as Vultan SHOTS at him.

Vultan takes to the air, leading his seven Hawk Warriors against the Arboreans. The agile Simians bounce off the wooden walls, SNAPPING their whips at the fluttering Hawks.

Igneous forms an impenetrable wall around Dale and Zarkov, protecting them from stray weapons fire as they try to hot wire the Parasite to the Bio-Data Recorder.

As Vultan flies past, Baron leaps off a wall and onto his back. Baron wraps his whip around the Hawk's throat, and then strangles him in mid-air. They CRASH to the ground.

Flash tries to stay alive as both the Hawks and Arboreans try to kill him. He exchanges punches and kicks with Arboreans, while diving clear of swooping Hawkmen.

Flash manages to grab one of the whip-weapons from an Arborean and snaps it at his attackers.

Behind their Igneous shield, wounded Zarkov is about to pass out as Dale feverishly works at hooking up the Parasite.

DALE

(handful of wires)

This here... that one across... no...
maybe over to the side...

Flash avoids weapons FIRE by leaping into Vultan's throne.

Vultan flies, holding Baron by the tail and SMASHING him against the sides of the Atrium, trying to beat the life from the monkey prince. Vultan loses his grip and Baron falls. CRASHING down upon the throne, and COLLAPSING it.

Flash and the others untangle themselves from the remains of the throne and get to their feet.

Baron goes after Flash. Flash uses his captured Arborean whip-weapon to keep the angry simian at bay. After a duel of cracking whips, Baron manages to disarm Flash. As Baron draws his own weapon back, preparing for the killing strike, Flash draws his automatic pistol and aims it at the Arborean.

FLASH

I don't want to kill you.

BARON

(Seems to be daring Flash to fire.)

FLASH

You think the Hawks destroyed your planet.

Vultan steps up to kill Baron.

VULTAN
(He tells Flash to stand back.)

Flash quickly SHOTS Vultan, SHATTERING the Hawkman's breastplate armor. Vultan is stunned, but unharmed.

FLASH
(furious)
I can shoot both of you right now! Or you can tell them to knock it off and listen up! Okay!?

The aliens stare into each others' eyes. It's clear that Flash Gordon means what he says. Finally Baron, and Vultan call to their soldiers in their own languages. The fighting comes to a halt and a tenuous truce fills the atrium.

FLASH
Okay Dale, it's showtime.

Igneous retakes his normal form, revealing Dale has the Bio-Data Recorder disassembled, with all sorts of wires attached to the Parasite. She makes some adjustments and -- nothing happens. There is a tense beat as she goes back to work.

DALE
I've almost got it.

Vultan and Baron cannot contain their mutual hatred. They lunge at each other, heedless of Flash's weapon. Flash FIRES his weapon in the air and then moves in, trying to separate the warring chiefs before they kill each other. The Hawk Scout grabs Flash and prevents him from getting involved.

FLASH
Come on, Dale! It's now or never!

Finally Dale gets the Bio-Data Recorder to project the holographic planets. Baron and Vultan stop fighting immediately. All the warriors of both species stare at the images of the planets hovering in mid-air.

CUT TO:

Baron and Vultan cluster around the holograms and study their homeworlds. Flash points to the targeting data.

FLASH
Ming's attack could begin at any moment.
Do you understand what I'm telling you?
Am I speakin' your language?

VULTAN

(At last Vultan seems to understand. He says something aggressive and slashes his dagger through the air. Clearly saying the word "Ming.", he drives the knife into a new section of the map where Ming can be found.)

BARON

(He tries to show up Vultan by making an aggressive display of how he will kill "Ming." He holds up the Tracking Device and throws it against the wall, where it shatters into bits.)

FLASH

Reading you loud and clear, boys. I just hope there's enough of that son of a bitch to go around.

INT. DRONE PREPARATION DECK - MING'S FORTRESS

A circular platform roughly the size of a football field is covered by a clear dome. Seven flying torpedo-like DRONES are being prepared on platforms arranged around a raised CONTROL CENTER. Guardian Technicians connect hoses between the Drones and TRANSPARENT RESERVOIRS that are now empty.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming moves to a TRANSPARENT RESERVOIR in the center of the room, and watches it fill with a DARK RED LIQUID. A Hologram Screen projects an image of the familiar HOLDING CELL in Ming's laboratory -- The cell is full of captured humans.

INT. HOLDING CELL - LABORATORY - MING'S FORTRESS

Jammer wakes up to find himself surrounded by the entire population of Earth City. Realizing he's only wearing his underwear, he covers himself as best he can.

FARMER

(handing over a sweater)
Did y'all arrive with Flash Gordon?

JAMMER

(groggy, embarrassed)
What? No. He came with me. Is he here?

FARMER

We haven't seen him, Dr. Zarkov, or Dale Arden, since the Guardians chased them out of Earth City.

EXT. DRONE PREPARATION DECK - MING'S FORTRESS

The Hologram Screen shows Ming what's happening in the Holding Cell: The Farmer helps Jammer to his feet.

Ming works controls and some red liquid is diverted from the main RESERVOIR through a transparent tube.

INT. HOLDING CELL - LABORATORY - MING'S FORTRESS

Jammer stands with the Farmer, looking at the many different people from Earth City. Suddenly vents open in the ceiling. Jammer takes a curious look at them, and then freaks out.

JAMMER

He's testing it on us! Shut the vents!

The other people are confused.

FARMER

What are you sayin'?

JAMMER

He's got a chemical weapon.

Jammer tries to reach the vents on his own, but can't do it.

JAMMER

He'll use it against the earth!

FARMER

Say what? I thought the earth was destroyed.

JAMMER

Bullshit! I was just there. Now help me shut these vents before we're all killed!

The Farmer helps, and the other prisoners follow his lead.

VARIOUS PRISONER PANIC

They're locked open! Give me your shirt!
Block'em with your clothes!

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming is amused by the struggling humans on the Hologram Screen.

He reaches for a control switch to spray the chemicals into the cell, but before he can do it -- The General arrives. Ming turns from the controls to face him.

GENERAL

(He reports that Flash Gordon, Dr. Zarkov, and Dale Arden have been captured.)

INT. HOLDING CELL - LABORATORY - MING'S FORTRESS :

Jammer and the humans sit on the cell floor. Many of their garments have been stuffed into the vents. The prisoners wait to see if their counter measures will protect them.

EXT. FLASH'S TANK - SWAMP - ENTRANCE TO MING'S FORTRESS - DAY

Flash's hijacked Guardian Tank idles on a raised section of ground surrounded by misty swamp. Two menacing Guardian Scouts hover before the tank.

Gordon, Dale, Zarkov, and Vultan, are tied up atop the Tank. Baron and his soldiers have their weapons trained on their "Prisoners". Igneous is here as well, but unrestrained.

A MASSIVE DOOR opens in the ground. A large access ramp is revealed, extending into the depths of the planet. The Guardians enter the tunnel and the Tank follows.

INT. ACCESS TUNNEL TO MING'S FORTRESS - INSIDE THE PLANET

This vantage point shows Flash and his team that Mongo is hollow. THE ENTIRE PLANET IS COMPLETELY ARTIFICIAL.

The Tank drives down a long tunnel with transparent walls. The tunnel is miles long, stretching from the surface of the planet down to Ming's Fortress at the world's core. Flash, Zarkov, and the others, marvel at the sights.

ZARKOV

Fantastic. An artificial planet. I had no idea.

The undersides of Earth City, Hawk Land, Arborea, and all the other zones are clearly identifiable. Networks of pipes, tubes, cables, and other support systems are concentrated beneath each city.

MING'S FORTRESS IS A SPHERICAL STRUCTURE LOCATED AT THE VERY CORE OF THE PLANET MONGO.

INT. APPROACHING HANGER DECK - MING'S FORTRESS - MONGO'S CORE

The Tank drives down the tunnel toward the hanger deck at the equator of Ming's Fortress. The Drone Preparation Deck can be seen under the dome at the upper pole of the Fortress.

INT. HANGER DECK - MING'S FORTRESS - MONGO'S CORE

The Tank emerges from the wide mouth of the tunnel and drives into the familiar hanger. Flash and the others marvel at the collection of vehicles.

Igneous is no longer visible with the group, although a strange new piece of the Tank has a rocky texture.

The Arboreans speak to each other and gesture at a flying craft that appears to be made entirely out of wood. Vultan points to a winged spaceship. Gordon stares at Jammer's parked fighter plane.

FLASH

(to Dale)

Jammer's jet looks good as new.

INT. HANGER DECK - MING'S FORTRESS - MONGO'S CORE

Ming stands with his General at the far end of the hanger. The Guardian Scouts land nearby as the captured Tank drives that last bit toward Ming.

DALE

(sotto)

That's Ming.

Flash gets his first look at Ming the Merciless.

FLASH

(sotto)

Looks like Mr. Rogers.

Ming watches the Tank stop before him and studies the human prisoners, his eyes finally settle on Flash.

BARON

(Speaking Arborean, Baron tells Ming that he has brought Flash Gordon and the others in tribute.)

MING

(Ming replies in Arborean, asking Baron to bring the prisoners down.)

Baron and the Arboreans drag the captives to their feet and walk them off the deck of the Tank.

With a hidden move, Baron releases Flash from his bonds and yells in mock terror as Flash grabs him by the throat.

Ming takes a surprised step back as Vultan, Dale, and Zarkov, all dash off in different directions, even though their arms and wings are still bound. The Arboreans chase the fleeing captives.

Grappling Flash and Baron tumble off the Tank and continue their FIGHT on the hanger deck. After a flurry of kicks and punches they step apart.

MING

(Tells Baron to get out of the way.)

Baron leaps clear as Ming motions for his General to move in.

MING

(Orders the General to kill Flash.)

The General hesitates.

MING

(Forcefully orders the General to shoot Flash.)

The General finally aims his weapons at Flash -- and FIRES. Flash leaps out of the way and the energy BOLTS miss him, but strike the Tank. The Tank EXPLODES. As it shatters, the large section of rocky armor flies off, landing right on top of Flash, apparently crushing him flat.

Ming nods his head approvingly as the Arboreans bring re-captured Zarkov, Dale, and Vultan up to him.

MING

Flash Gordon is dead.

Dale and Zarkov try to reach the section of armor, but are restrained by their captors.

DALE

No! You've killed him!

The prisoners appear devastated by the apparent death of their friend. The General moves out of the hanger followed by the Arboreans and their captives.

Ming gives one last look at the wreckage of the Tank and the piece that crushed Flash. Finally he walks out with the others. After Ming and the others have left the hanger...

The rocky piece of Tank wreckage suddenly rises off the ground. It is actually the camouflaged Rock Man. Igneous stands, revealing Flash hidden within his body, gasping for breath. Igneous was disguised as a piece of Tank. He molded his body around Flash as he fell, pretending to crush him. Igneous retakes his normal form and steps toward the hanger door.

IGNEOUS

(In Rock Language he tells Flash Gordon to hurry up, motioning him forward.)

FLASH

Gimme a second. I'm only human.

Flash gathers his wits and pulls his pistol. He is still taking deep breaths as he moves past Igneous and leads the way out of the hanger.

INT. CORRIDOR - MING'S FORTRESS

Flash leads Igneous down a hallway. The Rock Man's loud FOOTSTEPS leave dents in the floor.

GORDON

Shhhh.

Igneous tip-toes. He still leaves dents, but the self-repairing floor smooths over his footprints.

INT. HOLDING CELL - LABORATORY - MING'S FORTRESS

Jammer and the Earth City survivors step back as Dale, Zarkov, and Vultan, are forced into the cell by the Guardians.

GENERAL

(Orders Baron and the Arboreans into the cell as well.)

BARON

(He doesn't want to go in the cell.)

Baron and his soldiers raise their weapons as if they are going to fight. But the General and the other Guardians aim their weapons at the Arboreans. It could get ugly.

GENERAL

(Insists the Arboreans enter the cell.)

Baron and his soldiers have no choice. They throw their weapons to the ground and join the prisoners in the cell.

Suddenly the General SHOOTs at the vents in the cell roof, clearing them of obstructions. All the prisoners hit the deck. The force field goes back up, resealing them inside.

MING

You will be honored with complete transformation. The first to wear the new face of the galaxy.

Ming leaves the room and the General stays behind on guard.

INT. HOLDING CELL - LABORATORY - MING'S FORTRESS

Dr. Zarkov and Dale are introduced to Jammer. Jammer is stunned at the sight of alien Vultan and the Arboreans.

JAMMER

Where's Flash?

DALE

(glances at General)

Dead.

Jammer is devastated, then confused as Dale winks awkwardly.

JAMMER

Huh? What are you trying to say?

Dale indicates the General standing Guard, and winks again.

JAMMER

(smirks as he gets it)

Oh... Flash is dead-dead.

INT. CORRIDOR - MING'S FORTRESS

Flash and Igneous sneak down a hallway.

INT. CORRIDOR - LABORATORY ENTRANCE - MING'S FORTRESS

Flash peaks around a corner and into the Laboratory. He notes the General guarding the Holding Cell. Flash points this out to Igneous and gestures a: "How do we take him out?" Immediately Igneous charges into the room.

FLASH

(sotto)

Wait!

INT. LABORATORY - MING'S FORTRESS

The General turns just in time to see Igneous dive forward and morph into the shape of a gigantic ball. Before the General can shoot, Igneous KNOCKS him across the room.

Flash runs into the room to the door of the Cell. Jammer greets him, though they're separated by the force field.

JAMMER

Flash Gordon to the rescue.

FLASH

Wingmen stick together, kid. Even in outer space.

As Flash looks for the door controls, Igneous takes his bipedal form and starts to SLUG IT OUT with the General.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming approaches the controls for his chemical weapon.

INT. LABORATORY - MING'S FORTRESS

Flash pounds on a wall of controls and finally hits the right one, the door to the cell deactivates and the prisoners flood out into the laboratory. Flash and Jammer complete their fighter-jock high five and embrace.

The General repels Igneous and turns his guns on Flash and the other prisoners. But then Igneous unleashes a CRUSHING BLOW right atop the General's head. The robot goes limp, guns lowering, limbs retracting, the machine has been KO'd.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming looks at a Hologram Screen only to see all his prisoners fleeing the Holding Cell and his General defeated. Ming quickly pushes a button to spray the chemicals into the cell.

INT. LABORATORY - MING'S FORTRESS

The last person is out of the Holding Cell as familiar red colored gas begins to spray from the vents. Flash is too far away from the controls to re-seal the door in time.

FLASH

Look out! Back to the hanger!

The red gas is about to reach beyond the confines of the cell. Suddenly the force field is inexplicably reactivated and the gas prevented from leaking out.

Flash turns to see Igneous standing beside the General as if they were partners. The General's head was CRACKED OPEN by the force of Igneous' punch. Through the crack in the head, one of those familiar ORGANIC PARASITES is clearly visible.

GENERAL

*(his voice wavers slightly,
revealing the robot has been
damaged)*

I too am a prisoner. My kind has been enslaved by Ming, forced to wear these metal skins, ordered to do his bidding. But now that my free will has been restored, I can fight to liberate the rest of my species.

FLASH

Amen. Has Ming launched the attack yet?

GENERAL

Not yet, but there is precious little time left to save all of our worlds.

The General RIPS OFF one of its own guns and gives it to Flash. Flash cradles the MULTI-BARRELED LASER BLASTER.

Baron, Vultan, and the Arboreans, retrieve the pile of discarded weapons. Jammer puts on his flight suit and grabs his automatic pistol.

FLASH

(gesturing to Baron)
Can your guys get them out of here? Back up to the surface?

Baron seems to understand.

BARON

(Tells his troops to lead the humans back up the tunnel.)

Flash goes to Jammer and hands over his pistol. Now Jammer has a gun for each hand.

JAMMER

That's a good look for you, Sir.

FLASH

Admit it. You'd rather be playing poker in the stockade.

JAMMER

All I can think about right now is a
boatload of payback for that alien freak.

FLASH

Then let's get tactical.

Jammer follows, as Flash takes point beside the General.

THE MAGNIFICENT EIGHT; FLASH, DALE, ZARKOV, JAMMER, THE
GENERAL, VULTAN, BARON, IGNEOUS, all move out to stop Ming
the Merciless from committing intergalactic genocide.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming watches a Hologram Screen of the General leading Flash
and company out of the Cell Block.

EXT. DRONES - DRONE PREPARATION DECK - MING'S FORTRESS

Like sand from an hour-glass, the blood red chemicals are
pumped out of their transparent vats and into each Drone.

INT. CORRIDOR - MING'S FORTRESS

The General and Flash lead the way down a corridor. Suddenly
they are attacked by a pair of Guardians. Everyone takes
cover as WEAPONS FIRE fills the hallway.

FLASH

Can't you tell them to stop?!

GENERAL

Their brains are still slaved to Ming's
will. There is only one way to free
them.

The General COCKS his guns. Flash watches how this is done
and primes his own weapon. Flash and the General charge down
the corridor with their guns FIRING pulses of PLASMA.

Flash blasts one of the Guardians and the General takes down
the second. They reach the elevator, but find the doors are
locked.

GENERAL

I am denied access.

Flash motions for Igneous to join them at the door. Another
Guardian starts shooting and Flash lays down COVER FIRE as
the Rock Man runs up to the elevator. Igneous rips the
elevator doors open and Flash stares into the empty shaft.

FLASH
 (to General)
 Can you float in there with him on your
 back?

GENERAL
*(In fluent Rock Language, he tells
 Igneous Flash's plan.)*

The General enters the elevator shaft and hovers in place. Igneous oozes into the form of a flat platform and is supported by the General -- Together they make an elevator.

FLASH
 Move it up!

The others run up the hallway and onto the flattened Rock Man. Flash leaps aboard and the General pushes them upward.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming looks to the elevator shaft on the other side of the Drone Deck. Flash and his team arrive via Rock Man elevator.

EXT. ELEVATOR JAMMER - DRONE PREPARATION DECK - FORTRESS

Flash and the others jump off Igneous and immediately take cover behind equipment as more Guardians ATTACK.

Flash notes the Drones are being filled with red chemicals. He sees Ming working inside the raised Control Center.

FLASH
 We need to shut those down before he can
 launch 'em.

DALE
 If you keep them off us, I'm sure we can
 do it.

FLASH
 We'll buy you the time.
 (to Jammer)
 Ready?

Jammer spins both pistols like a cowboy.

JAMMER
 These hands are full of bang-bang.

Flash charges forward again, leading his team against the Control Center. The Guardians take up defensive positions around the Control Center, FIRING at Flash and the attackers.

Dale and Zarkov arrive at the nearest Drone.

ZARKOV
Alright, where do we begin?

Dale pulls off an access panel and takes a look at a mess of complex technology and wiring.

DALE
Rip its guts out.

Dale and Zarkov begin to dismantle the Drone.

Flash and group are pinned down behind equipment. Flash makes eye-contact with Vultan and Baron. He points skyward.

FLASH
Double team it over the top.

As the Guardians advance on Flash's position, they suddenly find themselves ATTACKED from above.

Vultan dives at the Guardians with Baron held in his talons. Baron SHOOTS his weapon, taking out a Guardian.

Flash and the others come out of cover to FIGHT the Guardians.

Dale and Zarkov have dismantled one Drone, and start taking apart a second.

Igneous runs with Flash and Jammer toward the Control Center. Suddenly a hidden Guardian appears and unleashes a barrage of deadly plasma fire.

Igneous heroically throws himself in harms way, saving Flash and Jammer, but absorbing all the hits. Flash and Jammer watch in horror as Igneous is smothered by a web of plasma tracers and finally SHATTERS into dust.

FLASH
Noooooooooo!

Flash returns fire, destroying the Guardian that just killed his rocky friend. Jammer reaches the Control Center and Flash joins him, they make their way toward the upper level.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming finishes loading the targeting information into the Drones as Flash and Jammer arrive. Ming is just about to hit the LAUNCH BUTTON when Flash and Jammer OPEN FIRE.

Ming dives out of the way with an incredible series of cartwheel jumps. When he lands unscathed, he has taken his TRUE FORM.

Flash and Jammer find themselves staring at the REAL MING. A spindly, insectoid creature, with a smallish head. Ming's two arms and legs are hideously over-jointed, enabling him to leap, twist, and contort with astonishing agility.

FLASH

Now that is a problem.

Flash and Jammer are visibly grossed out as they OPEN FIRE. Ming gets clear by leaping out of the Control Center and down to the Preparation Deck.

INT. DRONE PREPARATION DECK - MING'S FORTRESS

Ming comes spinning off the upper level of the Control Center, lands on the deck, and takes off running.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Flash and Jammer SHOOT their weapons at the Drone control panels, but the surfaces absorb their gunfire.

INT. DRONE PREPARATION DECK - MING'S FORTRESS

Dale and Zarkov have their hands full of Drone innards when Ming appears before them. Dale screams as Zarkov is grabbed by Ming and flung against the side of the Drone with bone breaking force.

Flash and Jammer leap out of the Control Center and try to reach Dale and Zarkov, but are ATTACKED by two Guardians.

Vultan and Baron swoop down at Ming with their weapon FIRING. Ming flings a piece of Drone hardware up at his attackers. Vultan is struck by it and stunned. Baron howls with fright as they come CRASHING down into the Drone.

Dale, Zarkov, and Ming dive out of the way as Vultan and Baron SLAM into the Drone, KNOCKING it off the launch platform. The Drone tips onto the now empty vat of chemicals, and SHATTERS it.

Baron uses his powerful simian arms to fling Vultan clear as the vat TUMBLES down on top of him. Baron is pinned under the debris as one solitary drop of red chemical drips off a section of broken vat and lands on his cheek. Baron howls in excruciating pain as the chemical is absorbed into his skin.

Flash and Jammer manage to DESTROY the Guardian that had them pinned down and run across the deck to join Dale, and Zarkov, just in time to see BARON'S TERRIBLE TRANSFORMATION.

Baron mutates into an AMALGAM of all the species on Mongo. The awesome muscularity and prehensile tail of an Arborean. The Wings of a Hawkman. The hard, yet malleable skin of a Rock Man. A hideous face like Ming's true form. And those blue eyes, shining with cruelty, are clearly... human.

Ming watches like proud Satan at the birth of the Anti-Christ as the Amalgam effortlessly THROWS OFF the debris and stands.

Flash and his team are saddened by their friend's new form.

ZARKOV

It's an amalgam of all the species. Ming has synthesized them into pure evil.

DALE

Maybe he's still with us.

Flash raises his weapon, prepared to do whatever it takes.

FLASH

(devastated)

We'll know soon enough. If that thing flies, it dies.

The Amalgam looks at Ming for instructions.

MING

(Tells the Amalgam that Flash and his team are enemies.)

The Amalgam flaps into the air, charging for the team.

FLASH

Let's light it up!

Flash and his team FIRE at the Amalgam, but the creature dodges the incoming rounds and bores in on its targets. Flash and the others take cover. The Amalgam goes after the General first. RIPPING the General's weapons off its body with fantastic strength.

Ming uses the chaos to make a break for the Control Center.

Dale and Zarkov head off to dismantle another Drone while Flash, Jammer, and Vultan ATTACK the Amalgam.

Vultan dives from the air, SLASHING with his talons.

Flash and Jammer work their way in with weapons FIRING.

Flash sees the Amalgam's tail coming toward him and dives over it, but Jammer is caught and flung across the deck. He's stunned, but not badly hurt.

The Amalgam drags Vultan out of the air and BREAKS HIS WING BONES with a series of sickening CRACKS.

After discarding the hobbled Hawkman, the Amalgam lunges at Flash, who rolls clear with gun FIRING.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Ming returns to the Control Center and presses the launch button for the Drones.

EXT. DRONES - DRONE PREPARATION DECK - MING'S FORTRESS

An automated LAUNCH CART maneuvers to the four remaining Drones. A crane on the cart picks up the Drones, loading them aboard for transport to the surface of Mongo. The launch cart arrives at the Drone that Dale and Zarkov are working on. The crane reaches down, lifting it into the air.

Dale manages to leap atop the moving Drone, continuing to aggressively tear out its wiring.

ZARKOV

Jump off, Dale!

Dale pulls out a last piece for good measure, then runs across the back of the moving Drone, jumping down 15 feet to the deck. She watches the Drone Launch Cart start toward the surface of Mongo with its deadly cargo of the three Drones that are still capable of launching.

DALE

We were too slow.

Flash has his hands full as he FIGHTS the Amalgam one on one. Flash moves and SHOTS, constantly diving behind objects and then popping up to FIRE at the pursuing creature.

The Amalgam is relentless, but Flash will not give up. He uses whatever he can for cover. Finally reaching a dismantled Drone, Flash goes to the HOSE that had pumped the red chemicals into the Drone.

The Amalgam comes around some machinery to find Flash holding the hose that is connected to the Drone. Before the Amalgam knows what's happening, Flash sprays chemicals out of the hose and onto the creature.

The Amalgam writhes in pain as the mutating chemical tries to restructure its already restructured body. The Amalgam thrashes wildly as its bones grow too big for its skin, extra appendages grow from its head, and its wings become tendrils. The creature no longer holds only one shape. It is constantly shifting from one horrifying form to another.

Flash has only managed to create an even greater foe.

FLASH

Bad idea.

Flash runs for his life with the SUPER AMALGAM in pursuit.

Flash plays "Cat and Mouse" with the hideous mutation. Dodging behind equipment for cover, and then popping up to take an occasional shot.

The Super Amalgam gets frustrated and begins throwing everything out of its way to reach Flash. The beast manages to rupture a fuel tank and gas spills across the deck. It looks as though it was derived from that "highly flammable methane gas" found in the swamp.

Flash turns his weapon toward the spilled fuel and shoots. The fuel IGNITES and sets the Super Amalgam on fire.

The flailing Super Amalgam COLLIDES with a Reservoir filled with Chemical Weapon and there is an EXPLOSION.

The Super Amalgam goes up in flames along with all the residue of the chemical weapon.

Flash links up with Dale, Zarkov, and Jammer. They watch the Super Amalgam burn to the ground.

ZARKOV

In its liquid state the chemical is flammable. Fire is our only safe way to destroy it.

DALE

We couldn't finish three of them. They're already on the way.

Dale points up to the launch cart as it moves inexorably toward the surface of Mongo.

FLASH

I'm not gonna let that happen.

INT. CONTROL CENTER - DRONE PREPARATION DECK

Ming watches the Launch Cart on a Hologram Screen.

EXT. CONTROL CENTER - DRONE PREPARATION DECK

Flash no longer carries his laser blaster. Jammer hands him one of the automatic pistols.

FLASH

This feels like a water pistol.

JAMMER

Relax, chief. I've got your back.

They share a nod and then head up the stairs to the Control Center. They move cautiously, making their way toward the main level. Finally they see Ming as the creature stands before banks of equipment. Flash and Jammer charge in with GUNS BLAZING.

INT. CONTROL CENTER - DRONE PREPARATION DECK

Just like before, the guys come in SHOOTING and once again, Ming does a series of gymnastic flips and spins that carries him safely out of the tower.

INT. OUTSIDE THE CONTROL CENTER - DRONE PREPARATION DECK

Ming comes leaping out of the Control Center and lands on the deck only to find himself staring at Dale. She's holding Flash's laser gun and makes eye contact with startled Ming.

DALE

You lied to me.

She pulls the trigger and BLASTS him. Ming flies backward through the air, SLAMMING hard against the side of the Control Center. Apparently dead, he slides to the deck.

Flash yells down to Dale from the Control Center.

FLASH

Nice shot. You just bagged your limit.
Now get up here and shut these down.

Dale drops the gun and moves toward the Control Center. Zarkov is ahead of her, moving up the stairs. Dale glances over at Ming's corpse as she walks toward the Control Center. She looks forward and watches Zarkov disappear up the stairs. When Dale glances back at the corpse, she's startled to find... it's gone.

Dale looks around the Drone Deck but finds no sign of Ming.

INT. CONTROL CENTER - DRONE PREPARATION DECK

Zarkov stands with Flash and Jammer at the myriad Drone controls. Dale hurries up the stairs to join them.

DALE
Ming's gone.

FLASH
What do you mean?

DALE
His body's not there. I don't know what happened to it.

FLASH
One disaster at a time. Can you make sense of this?

Dale looks at the controls.

DALE
(points to the countdown clock)
I'm not sure there's enough time.

FLASH
Try to stop the launch from here.
(to Jammer)
Is your ship good to go?

JAMMER
I think so. She's still got half a tank of Jet-A and a full rack of sizzle sticks.

FLASH
Then I'm goin' to fly cleanup... just in case.
When we get home we're playin' five card strip, so you guys better start practicing or I'll be the last one wearin' underwear.

Flash steps close to Dale, she tilts her head up, eyes closed, lips ready. Flash leans in and they share a passionate smooch.

DALE
I always knew this was a date.

And Flash moves out, hopping onto the banister and riding it down the staircase at speed.

INT. DRONE PREPARATION DECK

Flash slides off the end of the banister and hits the deck running. He dashes over to the battered robot General.

FLASH
Can you get me to the hanger?

GENERAL
(voice cracking)
Yes.

Flash climbs on the General's back. His clothes are ripped, he's cut up and bruised, but Flash still has the strength to turn toward his friends in the Central Tower. He gives them a smile and a crisp salute.

The General flies off with Flash holding on tight. They dive down into the elevator shaft.

INT. ELEVATOR JAMMER - FORTRESS

The General flies Flash down the shaft.

INT. CORRIDORS - FORTRESS

The General speedily ferries Flash through winding corridors.

INT. HANGER DECK - FORTRESS

The General and Flash fly onto the hanger deck and head straight for Jammer's jet. Flash is off of the General before the robot even stops moving.

Flash scrambles up the side of the jet and into the cockpit.

INT. COCKPIT - THE JET - HANGER DECK - FORTRESS

Flash has his helmet on as the canopy lowers over him. He activates the plane's systems and starts the engine.

INT. CONTROL CENTER - DRONE PREPARATION DECK

Jammer, Dale, and Zarkov, get to work on the Drone controls.

EXT. ENTRANCE TO MING'S FORTRESS - SWAMP - DAY

The survivors of Earth City and their Arborean escorts are standing nearby as the giant door in the ground RUMBLES shut.

INT. COCKPIT - THE JET - HANGER DECK

Flash taxi's the jet along the deck, pushing the throttle forward and accelerating into the tunnel. He doesn't see...

The giant GUARDIAN RETRIEVER vehicle that captured Jammer is moving once more.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - HANGER DECK

Ming is back in the driver's seat as the canopy MORPHS closed around him. Alien avionics and weapons systems come on-line.

INT. HANGER DECK - MING'S FORTRESS

The Guardian Retriever MORPHS from robot mode into space craft form and flies up the tunnel after Flash.

EXT. FLASH'S ACCELERATING JET - FORTRESS - TUNNEL TO SURFACE

The jet reaches takeoff speed and Flash carefully coaxes it off the ground. The landing gear retracts and the jet flies up the tunnel toward the surface.

The Guardian Retriever flies after it.

INT. CONTROL CENTER - DRONE PREPARATION DECK

Dale points to a display that shows the tunnel's exit is sealed shut.

DALE

He can't get out.

Jammer picks up his Survival Radio and keys "transmit".

INT. COCKPIT - THE JET - TUNNEL TO THE SURFACE

Flash works hard to keep the jet flying up the tight tunnel.

JAMMER (VO)

The main door's closed. Can you land?

FLASH

(keys radio)

Not an option.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Dale works the controls, trying to get the door open.

INT. COCKPIT - THE JET - TUNNEL TO THE SURFACE

Flash flies fast, getting closer to the door.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Dale finds the right button and the door starts to open.

INT. COCKPIT - THE JET - TUNNEL TO THE SURFACE

Flash sees a crack of daylight as the door opens before him. He rolls his jet onto its wing and zooms through the gap.

FLASH
(keys radio)
You are one hell of a kisser, baby.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Dale smiles.

EXT. ENTRANCE TO MING'S FORTRESS - SWAMP - DAY

The Survivors of Earth City watch the jet streak out of the tunnel and into the air. They're shocked as the Guardian Retriever SMASHES through the door and flies after Flash.

INT. COCKPIT - THE JET - FLYING OVER MONGO

Flash looks over his shoulder at the collected people on the ground. A glint of light in his mirror catches his eye and he sees the Guardian Retriever flying on his six.

FLASH
(keys radio)
I've got company.

As Flash accelerates his jet to evade Ming, he sees the THREE DRONES rise to the surface and rolls his jet toward them.

EXT. DRONES - LAUNCH CART - SURFACE OF MONGO - DAY

The engines on the Drones IGNITE.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - DAY

Ming guides the Guardian after Flash and lets loose with a burst of BOLT-FIRE.

INT. COCKPIT - THE JET - DIVING TOWARD DRONES - DAY

Flash is just lining up his jet with the Drones when he's forced to roll out of the way as Ming's bolt-fire streaks past his canopy.

Flash watches the Drones LAUNCH off the cart and into the air. Now he must track the flying targets while avoiding Ming's pursuit.

EXT. FLYING DRONES - ABOVE MONGO - DAY

The Drones accelerate skyward in close formation. Flash flies after them while Ming flies the Guardian after him.

INT. COCKPIT - THE JET - FLYING AFTER DRONES - DAY

Flash works to get behind the Drones. He jinks his plane all over the sky as Ming continues to fill the air with ENERGY BOLTS.

Flash gets tone on one of the Drones and is about to fire a missile. Suddenly the Drones break formation and fly off in separate directions.

FLASH

Damn it! Now they're splitting up! Fox One!

Flash FIRES a missile.

EXT. FLYING DRONE - ABOVE MONGO

The missile homes in on a Drone and BLOWS IT UP.

INT. COCKPIT - THE JET - DAY

Flash avoids the FIREBALL and continues after the last Drone.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

Dale, Zarkov, and Jammer, are huddled around the radio.

FLASH (VO)

Splash one. Two more to go.

EXT. FLYING DRONES ABOVE MONGO - DAY

The remaining Drones fly almost straight up as they head for the wormholes and the unsuspecting planets beyond.

INT. THE JET - FLYING AFTER THE DRONES - DAY

Flash checks the mirror to get a tally on Ming.

EXT. GUARDIAN RETRIEVER - FLYING AFTER FLASH'S JET - DAY

The alien craft goes through partial transformation, extending two of its massive arms. The deadly claws reach for Flash's jet.

INT. COCKPIT - THE JET - FLYING AFTER THE DRONES

Flash sees the wormholes looming in the sky above and knows he's running out of time. Flash turns his eye back to the mirror and watches as a familiar object is fired from Ming's Guardian. Flash rolls his jet clear.

EXT. THE JET - AVOIDING MEMBRANE - DAY

The little jet rolls away as the object from the Guardian expands into a MEMBRANE. Flash got out of the way in time, but the membrane goes on to envelope one of the Drones. There is an EXPLOSION that's contained within the transparent material. Ming's just taken out one of his own.

INT. CONTROL CENTER - DRONE PREPARATION DECK - DAY

Dale, Zarkov, and Jammer, listen as...

FLASH (VO)

Splash two. I'm after the last one.

EXT. THE JET - FLYING AFTER THE LAST DRONE - DAY

The jet skirts the falling Membrane containing the exploding Drone. The Guardian Retriever is very close behind with its probing claws about to touch the jet.

INT. COCKPIT - THE JET - FLYING AFTER THE LAST DRONE

Flash sees the claws of the Guardian Retriever in his mirror and pushes the throttles as far as they'll go. He lines up on the last Drone approaching the edge of Mongo's atmosphere. The Drone is on a direct course for the wormhole.

Suddenly Flash's engine quits from lack of oxygen.

The nose of the plane drops and Flash loses missile lock just as he FIRES. The missile flies off course.

Flash desperately tries his restart procedures as he watches the Drone enter the wormhole. He's close enough to see through the wormhole -- the EARTH is on the other side.

Suddenly Flash's whole plane shudders as it's bumped from behind by the Guardian Retriever.

EXT. THE JET - LEAVING MONGO ATMOSPHERE - NEAR WORMHOLE

The Guardian Retriever collides with the slowing jet and knocks it into the wormhole.

INT. CONTROL CENTER - DRONE PREPARATION DECK - FORTRESS

FLASH (VO)
(broken up by static)
...Going through... be back... before you
know... it.

Dale, Zarkov, and Jammer, all look pained.

INT. COCKPIT - THE JET - THROUGH THE WORMHOLE

Instantly Flash finds himself dropping out the other side of the wormhole and into the familiar sky above Mongolia. He tries his restart procedures and gets his engine fired up.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - MONGOLIA - DAY

Ming guides his craft after Flash.

EXT. DRONE - FLYING ABOVE MONGOLIA - DAY

A vent in the side of the Drone slides open in preparation for chemical spraying.

EXT. THE JET - FLYING AFTER DRONE - ABOVE MONGOLIA - DAY

The jet screams after the Drone.

INT. COCKPIT - THE JET - FLYING AFTER DRONE - DAY

Flash rolls in behind the Drone and gets tone, but he's all out of missiles. He switches to guns and starts SHOOTING.

EXT. THE JET IS GRABBED BY THE GUARDIAN - DAY

The alien craft throws its arms around the small jet.

INT. COCKPIT - THE JET - CAPTURED BY THE GUARDIAN - DAY

Flash reels from the impact as his jet is grabbed from behind, but he manages to keep his finger on the trigger.

EXT. DRONE - FLYING ABOVE MONGOLIA - DAY

Bullets PELT the Drone and bounce off its shell. But the bullet stream hammers up the fuselage and finally drills right into the open vent.

INT. COCKPIT - THE JET - FLYING AFTER DRONE

Flash is elated as he watches the Drone EXPLODE into a magnificent FIREBALL.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - DAY

Ming is furious. He works the controls and begins to CRUSH the wings of Flash's jet with the Guardian's grappling arms.

INT. COCKPIT - THE JET - BEING CRUSHED - DAY

Flash watches the arms of the Guardian constrict, RIPPING into the wings of his plane. Flash pumps his jet's throttle.

EXT. THE JET - IN GUARDIAN CLUTCHES - DAY

The central fuselage of the jet tears out of the arms of the Guardian. Leaving the alien craft holding just the wings.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - DAY

Ming is not happy to see Flash escaping from him once more, he guides his craft after what's left of the little jet.

INT. COCKPIT - THE JET - FLAMING COFFIN - DAY

The jet is now just a spinning lawn dart headed straight for the desert floor. The G-Forces are incredible as Flash labors to reach the ejection controls. If he doesn't get out soon, he'll become a charred stain in the Mongolian sand.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER - DAY

Ming is a fiend possessed. He has the Guardian at full speed. Pursuing Flash straight toward the desert floor.

INT. COCKPIT - THE JET - FLAMING COFFIN - DAY

As the ground looms, Flash finally finds the ejection handle.

EXT. JAMMER'S CRASHING JET - ABOVE THE DESERT - DAY

Flash ejects from the doomed plane and the seat carries him clear. The jet strikes the ground and EXPLODES.

INT. MING'S COCKPIT - GUARDIAN RETRIEVER CRASH - DAY

Ming can't pull out in time and lets loose a shattering ALIEN SCREAM as he kamikazes in with the wreckage of Flash's jet.

EXT. FLASH PARACHUTING TO THE GROUND - DAY

Flash watches Ming's Guardian drill a massive hole in the desert.

The ground looms up below him and Flash touches sand. It's a hard landing, but he's alive and his foe is beaten.

Flash unbuckles his harness and lets the parachute blow out across the desert. He turns toward the wreckage of his jet.

EXT. WRECKAGE OF FLASH'S JET AND GUARDIAN - DAY

At ground zero is the deep impact crater caused by Ming's Guardian. Flash walks to the edge of the pit and peers down. He's shocked to find Ming scaling up the side of the pit as the wrecked Guardian burns at the bottom.

Flash jumps back as Ming leaps out of the pit.

Ming is badly damaged as he faces Flash Gordon. The creature's limbs are bent and bleeding. Its face is severely charred. A mortally wounded alien devil running on hatred.

MING

(voice-box damaged)

I worked so long. So hard. And everything is lost because of one human being.

Ming leaps at Flash and they go mano versus mandible.

Flash is clearly overmatched as Ming swipes at him with those deadly insectoid claws. Flash ducks, rolls, dives, tries as best he can to get away, but it's hopeless.

Ming relishes every punishing blow that he lands against Flash's battered human form. Though Flash fights valiantly, it's clear that Ming is eventually going to kill him.

Flash is hit hard and he staggers back, it looks like the fight has finally been knocked out of him. Ming moves forward to deliver the coup de grâce, but hesitates when Flash begins to wave his hands like a magician.

Ming cocks his head, confused, he has no idea what Flash is up to.

Suddenly Flash conjures a familiar COMBAT KNIFE out of thin air and flings the blade deep into the center of Ming's startled face. Ming the Merciless staggers back toward the edge of the impact crater.

Flash runs toward the creature and does a flying kick that sends the monster sailing down into the pit.

Ming screams as he plummets into the burning wreckage of the Guardian.

Flash watches Ming hit the wreckage... dead. Flash notices the fire on the Guardian is beginning to spread and suddenly a series of secondary EXPLOSIONS begins amidst the burning wreckage.

Flash runs for cover as all evidence of Ming is BLOWN to nothing.

Flash drops to the sand and looks back at the flaming section of desert. He catches his breath. A shadow passes over him--

Startled Flash looks over his shoulder to see a familiar Nomad and Yak standing atop the dune. The Nomad smiles and holds out his wrist with Flash's Casio G-Shock watch.

EXT. ENTRANCE TO MING'S FORTRESS - MONGO - DAY

The Survivors of Earth City are all gathered around Dale and Jammer. Zarkov tends to Vultan's injured wings. The battered Guardian General sits nearby.

VULTAN

(He chirps a question to the General.)

GENERAL

(to Zarkov)

He wants to know if he'll ever fly again.

ZARKOV

You tell him he'll be fine.

GENERAL

(Translates the message to Vultan.)

The Hawkman seems to smile up at Zarkov.

Dale and Jammer look up toward the sky.

JAMMER

Flash'll be back. He might leave me here, but you? Absolutely no chance of that.

DALE

(smiles)

What if he can't find his way?

JAMMER

Tell Flash Gordon that something's impossible and he'll do whatever it takes to prove you wrong.

INT. BRIEFING ROOM - MILITARY AIRBASE - MONGOLIA - DAY

Flash stands in hand-cuffs before a tribunal of MILITARY OFFICERS. General Parks is in charge of the proceedings.

FLASH

... I destroyed the last Drone and then returned to base.

Flash takes his seat. General Parks looks at the other Officers in disbelief.

GENERAL PARKS

That's the most ludicrous excuse for cowardice I've ever heard. Dereliction of duty beyond my experience in any--

Flash stands to protest, but is restrained by Guards.

FLASH

Every word of it is true, Sir! You have to let me lead a flight back there! I know I can find the wormhole and bring those people home!

GENERAL PARKS

There was no physical evidence to support your claims and--

FLASH

I'm telling you it happened! I'm going back there!

GENERAL PARKS

With your record of insubordination, you're either going to a sanitarium or Fort Leavenworth penitentiary! Until this tribunal decides whether you're insane or simply a coward -- You'll have to save the universe from the stockade.

Flash sees they aren't going to believe him, but for some reason, the slightest hint of a smile crosses his face.

INT. DESK NEAR CELL BLOCK - STOCKADE - AIRBASE - DAY

A familiar U.N. Guard sits at his desk in this familiar jail. An AIR RAID SIREN sounds. The Guard looks down the corridor of cells and sees that one of the doors is slightly open. The Guard moves toward the open cell door and sees the cell is empty. He notices something stuck in the lock of the door and reaches for it. The Guard pulls out a familiar BONE CHARM of alien origin. Obviously Flash used Vultan's charm to pick the lock.

INT. GENERAL'S OFFICE - MILITARY AIRBASE - DAY

With the siren howling, General Parks steps out from behind his desk. The Sergeant runs in. They share a knowing look.

EXT. GENERAL'S OFFICE - AIRBASE - DAY

The General and Sergeant run outside. The siren howls as they look up to see a lone fighter plane diving straight for them. They hit the deck.

INT. COCKPIT - JET - DIVING TOWARD STOCKADE - DAY

Flash is at the controls, he pulls the stick back and guides the stolen fighter plane up into a vertical climb.

EXT. JET - FLYING STRAIGHT UP - DAY

The jet is at full AFTERBURNER, rocketing toward the heavens.

INT. COCKPIT - JET - FLYING STRAIGHT UP - DAY

As Flash rides his thundering jet straight up, he scans the sky for any sign of the wormhole.

FLASH

(keys radio)

This is Bravo Charlie Zero on Guard. Are you out there, Jammer? Doc? Can you read me, Dale?

But only static comes over the intercom speakers.

FLASH (CONT.)

Hang in there... Flash Gordon's comin' to the rescue.

(a beat)

I promise.

EXT. JET - FLYING STRAIGHT UP - DAY

The jet streaks into the sky and is lost in swirling clouds.