

BARBARELLA
AND THE
SECOND WORLD

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A GIANT RED PLANET

turns slowly in space. We gradually PUSH IN on it, until it fills the screen.

Our NARRATOR is a woman of indeterminate age and excellent articulation:

NARRATOR

From a distance, one sees a single planet. But there are two entirely different worlds: one very big, and one very small.

Over the vast expanse of the planet's surface, the tiny moon of

ELDORIA

comes spinning past. We follow it, coming CLOSER and CLOSER. Unlike the harsh red planet below, Eldoria is rich and green.

NARRATOR (CONT'D)

The tiny moon of Eldoria would be easy to overlook. It has no industry, no minerals, no resources to speak of.

We PUSH THROUGH the clouds. A few birds fly past.

NARRATOR (CONT'D)

Everything on Eldoria was brought from somewhere else. Including its inhabitants.

EXT. THE GREAT LAWN OF ELDORIA - DAY

Exactly ONE HUNDRED MEN AND WOMEN lie asleep on the perfectly green grass. They range from young to old, and constitute every conceivable ethnicity. Each wears a white robe.

One by one, the sleepers awaken, looking around in a daze.

NARRATOR

The citizens of Eldoria awoke one morning to find themselves strangers to each other, and to themselves. None of them knew how they had arrived there, or anything of their lives before that moment.

We study many of their faces, but two are important enough to mention: LEON, a handsome, vital man in his late 60's, and FINNEA, a dark-haired four-year old girl.

Leon helps some of the other confused citizens up, shaking hands and reassuring them. Following his lead, Finnea does the same, maintaining a cheerful smile. She's graceful and charming beyond her years, and immediately sets people at ease.

We settle on one young BLONDE WOMAN -- seemingly no different than the others -- who rests her hands on her belly. She's visibly nauseous, but trying to smile anyway.

EXT. THE COMMONS OF ELDORIA - DAY

The new CITIZENS walk around the empty village, opening doors and investigating. The architecture is both classic and ultra-modern, as if Frank Gehry had designed ancient Rome. Respect for nature seems paramount, each building carefully nestled into the greenery.

Finnea takes an orange from a basket. She peels it as she walks, noticing that every doorway to every building has such a basket -- a welcoming gift.

INT. THE LIBRARY OF ELDORIA - DAY

Leon and several OTHERS marvel at the sunlit hall, where endless shelves are filled with carefully selected books. Leon flips through their pages, so overjoyed that tears form in his eyes.

EXT. THE GREAT LAWN - DAY

The 100 citizens sit in a giant circle, calmly discussing their odd situation. They're remarkably polite and friendly. That's why they were chosen.

JOLLY MAN
Perhaps this is all a dream, a
strange sort of dream that
begins only when one wakes up.

BLONDE WOMAN
Perhaps we've died, and this is
the Afterworld.

FINNEA
We must have been very good
people to deserve this.

The citizens around her LAUGH. Leon stands and addresses
the circle.

LEON
We may never know what quirk of
fate brought us to this world,
but looking at the tools we've
been given, I believe it is our
purpose to illuminate the
shadows of the mind, and to
cultivate beauty within the
soul. Let us create the best of
societies on this, the best of
all possible worlds.

EXT. VARIOUS LOCATIONS AROUND ELDORIA - DAY [SEVERAL
MONTHS]

A SMALL GROUP plays instruments.

OTHERS practice tai chi.

NARRATOR
Thus began a period of
remarkable scholarship,
enlightenment, and discovery.

SEVERAL CITIZENS stage a play for the others, who clap
appreciatively.

In the audience, the Blonde Woman shifts from side to
side, uncomfortable. Her belly is noticeably swollen.
She's obviously pregnant, but seems to have no idea what
that means.

CUT TO:

GIANT ANTS

scurry in and out of holes in the dirt, an endless panic.
We are...

EXT. FIELD - DAY

Finnea lies on the grass, using a magnifying glass to study an anthill she's marked off with white string. Leon sits beside her, listening to her excited explanation.

FINNEA

Every day I squash a caterpillar
for them and put it on top.
That way, they have plenty of
food, so they can do other
things.

LEON

They're lucky to have such a
wise and benevolent caretaker as
you, Finnea.

He tossles her hair. She smiles. From behind them, an
OVERJOYED WOMAN calls out:

WOMAN

Leon! The Requisition has come!

LEON

What good news! Gather the
people.

Leon gets up to follow the woman.

When Finnea looks back to the anthill, she sees a small
puff of smoke rising. Her magnifying glass has fried some
of her tiny subjects. Oops.

A beat, then she moves the glass a little, SIZZLING a few
more. She smiles guiltily. Burning insects is even more
fun than studying them.

NARRATOR

Their prosperity was complete,
for whatever they lacked was
theirs for the asking.

EXT. DEEP IN THE FORESTS - DAY

Leon, Finnea and a small band of CITIZENS push through the trees to find three neatly packed palettes of goods sitting in a small clearing. Lord knows how these got there, but no one is surprised.

NARRATOR

Each month, a Requisition would arrive, carrying all the items they sought.

The men start unpacking the palettes. It's mostly food, but there are other things as well: equipment, tools.

NARRATOR (CONT'D)

Although their hosts were nowhere to be found, every need seemed to be anticipated. From hunger of the body, to hunger of the mind, and even the soul.

The men CHEER, finding a harp.

NARRATOR (CONT'D)

But there was one arrival no one had anticipated.

EXT. EDGE OF THE VILLAGE - DAY

Walking beside a BURBLING brook, the pregnant Blonde Woman suddenly falls to her knees, CRYING OUT in pain. A half-dozen citizens gather around her, wanting to help, but having no clue what's wrong.

Panicked and sweating, the Blonde Woman bears down, pure instinct. Her efforts are rewarded by a tiny CRY.

NARRATOR

The first and only child born into this perfect world would be a girl with hazel eyes.

The Blonde Woman goes limp and pale, something broken inside her. No one has any idea what to do as the woman dies.

NARRATOR (CONT'D)

The beginning of her life would coincide with the end of another's.

(MORE)

NARRATOR (CONT'D)
 It seemed natural that there
 should always be 100 citizens on
 Eldoria.

INT. SUNLIT LIBRARY - DAY

Leon holds the newborn BABY. Half of the village is
 crowded around him, everyone wanting to get a look.

Young Finnea -- still carrying her magnifying glass -- is
 especially intrigued with the newborn. Leon leans down so
 Finnea can get a better look.

LEON
 She can be a sister to you,
 Finnea.
 We'd like you to come up with
 her name.

Finnea thinks hard, trying to summon the perfect one. She
 stares into the baby's wide eyes.

NARRATOR
 At the time, no one knew this
 child would one day become their
 destroyer, and in the process,
 their savior. No one knew her
 name would become legend. At
 the time, they knew her only
 as...

FINNEA
 (deciding)
 Barbarella.

CUT TO:

A BURST OF COLOR

At first, it's not clear what we're looking at. Abstract
 shapes form a kaleidoscopic swirl while COCKTAIL MUSIC
 sets the mood.

A PAINTBRUSH

reaches into frame. The brush holds steady while the
 canvas moves across it, creating a graceful line. It's
 only now that we...

BEGIN MAIN TITLES.

In VARIOUS SHOTS, we start to see more of the paintings
 and the artist:

A THUMB flicks droplets of paint, which hang in mid-air.
LIPS blow the paint at the canvas.

TWO COLORS are swirled together on a palette. Going
WIDER, we see the palette has a navel -- it's the artist's
stomach.

Looking past a canvas, we see the artist's DARK HAZEL EYES
as she works.

From behind, we see the bare back of the artist as she
paints in the nude. She's slowly turning counter-
clockwise, while the canvas stays relatively still.

Unused brushes float past a window, showing outer space
beyond. We MATCH CUT through the window to go...

EXT. SPACE SHIP / SPACE - CONTINUOUS

Where we get a look at Barbarella's ship. It's a tiny
skiff, perfectly round, driven by gravitonic induction.
If it were a car, it would be a VW Bug.

INT. SHIP - CONTINUOUS

Just because it's a spaceship, doesn't mean it can't be
comfortable. The walls are lined with carpeting, while
the seats are agreeably plush. If it weren't for the
navigation controls and the windshield, it would make a
groovy studio apartment.

As she moves the canvas down, we finally get a good look
at our artist, BARBARELLA. Now 25, there's an exuberant
innocence to her, like the first day of spring made flesh.

Her greatest strength is her complete lack of worry.
She's never had a bad moment in her life.

As the TITLES END, she tucks her brush behind her ear,
finished with her work. Her painting shows an abstract
daisy, bursting with life.

BARBARELLA
I think I'll call it, "Anthem to
the Glory of Eldoria's
Magnificent Spirit."
(to the air)
What do you think?

Her question is met with an EXPLOSION, followed by a
blaring SIREN.

BARBARELLA (CONT'D)
10E, what...

Before she can finish, she CRASHES to the floor, hard, as the artificial gravity kicks in.

BARBARELLA (CONT'D)
Ow!

She's fallen on her canvas, wet paint smeared all over. Suddenly, the whole ship begins to VIBRATE violently as the craft hits the upper atmosphere.

BARBARELLA (CONT'D)
10E! Report!

10E (pronounced "tenny") is the male voice of the ship's computer. The "10" refers to his generation of artificial intelligence algorithms --

10E
Collision with an unknown
object. The tertiary aft
stabilizer has been irreparably
damaged.

BARBARELLA
Can we compensate?

The "E" is for emotional --

10E
Compensate? Compensate!? How
am I supposed to compensate for
a tertiary aft stabilizer?
Could you compensate if your
foot were missing?

BARBARELLA
Yes. It would be an adjustment,
but I'm sure I'd be fine.

Peeling the painting off her chest, Barbarella scrambles to the controls, checking the gauges.

10E
You'd be hobbled! People would
point at you and laugh.

BARBARELLA
No they wouldn't!

10E
 They'd say, "Who's that girl who
 keeps walking in circles? She's
 worthy of derision!"

Not finding what she's looking for, Barbarella yanks open
 a hatch beneath the helm and crawls inside.

INT. SHIP'S DRIVE ARRAY - CONTINUOUS

Barbarella squeezes "under the hood" of the ship, sliding
 between GURGLING pipes and THWACKING pistons, trying to
 track down the source of the problem. (Conveniently, the
 machinery covers any parts of her paint-smeared
 naturalness we're not supposed to see.)

BARBARELLA
 No one would say that.

10E
 Only because they'd pity you.
 They'd see you as less than a
 real ship. No hauling capacity.
 No ionic engines. No practical
 purpose whatsoever.

Despite the emergency, Barbarella stops for a moment.

BARBARELLA
 That's what this is about, isn't
 it? The other ships have been
 picking on you again.
 (tapping a panel)
 Open.

The panel opens. Barbarella pokes around inside. The
 SHAKING increases, yet Barbarella remains calm.

BARBARELLA (CONT'D)
 You need to stand up for
 yourself, 10E. No one will
 respect you unless you respect
 yourself.

She can't reach far enough into the phase manifold.
 Thinking quickly, she plucks the paintbrush from behind
 her ear and jams it in.

10E
 Ow!

BARBARELLA
 Sorry. Redirect power between
 the primary and secondary
 couplings.

We hear a RUSH as the power grid changes. Barbarella
 shimmies back out.

BARBARELLA (CONT'D)
 You know, 10E, you might
 consider keeping a journal.
 That way you could go back and
 look at these negative feelings
 in a more constructive
 framework. I bet you'd find
 some real insights.

10E
 Let's see. Journal entry number
 one: Today I was destroyed in a
 fiery crash that left pieces of
 my hull strewn across five
 square kilometers.

INT. SHIPS' COCKPIT - CONTINUOUS

Barbarella retakes the controls. We can see the ground
 rushing up at us. The shaking grows even more violent,
 and the windshield is starting to glow from the heat.

10E
 Analyzing my feelings about the
 situation, I would say I felt
 regret about wasting the last
 moments of my life practicing an
 exercise of self-flagellation.
 I also felt quite warm, as my
 hull temperature had exceeded
 one thousand degrees Celsius.

Barbarella is listening, but she's unswayed by 10E
 doomsaying.

BARBARELLA
 You can handle up to twelve
 hundred.

10E
 Oh, I'm not worried about me.
 I'm only worried about the
 safety and comfort of the
 innocent woodland creatures we
 smash into.

(MORE)

10E (CONT'D)
I would hate to think that some tiny squirrel might be inconvenienced by our fiery death. Or that the smoke from our wreckage might mar the perfectly blue sky. No, I simply couldn't be self-centered when my very mortality hangs in the balance, milliseconds from utter annihilation...

BARBARELLA
10E!

10E
Yes, Captain.

BARBARELLA
Prepare to dock.

She flips a few switches and the vibrations subside, the ship floating down gently.

EXT. ELDORIA LANDING AREA - DAY

Less elaborate than even a county airport, it's simply a field with cradles designed to hold the spherical ships.

Barbarella's little ship lands neatly in its dock, whose "petals" fold in like a flower. On Eldoria, even the machinery is pretty.

BARBARELLA (O.S., PRE-LAP)
As an artist, inspiration comes not merely from the physical beauty of our planet, but from the spiritual beauty of our citizens.

EXT. THE GREAT LAWN - NIGHT

Barbarella is at a podium, presenting her paintings to the entire populace, exactly 100 PEOPLE.

BARBARELLA [CONT'D]
I am honored and humbled to be able to capture the nobility and compassion of our most perfect society on this, the best of all possible worlds.

The citizens APPLAUD at length and in a strange fashion, arms held high and angled to the right. Many rise to their feet, with calls of "BRAVO!"

Barbarella smiles, blushing a little. Not only is she the first daughter of Eldoria, she's also the favorite.

FINNEA (29) comes up to Barbarella at the podium, and hugs her in a sisterly but somewhat obvious manner, as if trying to share her spotlight.

While Barbarella could be compared to the wildflowers she paints -- joyful, open and a bit scattered -- Finnea is like a cultivated rose. She's very beautiful but very focused. And one suspects there are thorns to protect her.

FINNEA

Barbarella, on behalf of the citizens of Eldoria, I wish to commend your artistry, your intellect, and your generosity of spirit. May your work continue to challenge and inspire us.

(finished with that)

And now, citizens. Let us celebrate!

MUSIC begins, and the citizenry begins to mingle.

VARIOUS SHOTS

let us take a look around, examining the ICE SCULPTURES, one woman's ELABORATE HEADRESS, and BARBARELLA'S PAINTINGS.

Her final painting is the one we saw her working on in the opening. The only difference is two round impressions where her breasts smeared the paint. In truth, they only made it better.

As Barbarella chats with two CITIZENS, she is approached by GARETH (30), a handsome but somewhat awkward man. After a long beat, he finally taps her on the shoulder.

GARETH

Barbarella?

She turns to him. Smiles.

GARETH (CONT'D)

I just wanted to say I was truly moved by your work.

(MORE)

GARETH (CONT'D)
 Your deconstruction of form
 liberated the essence of
 emotional truth.

He'd clearly practiced saying that, and she knows it.

BARBARELLA
 Why thank you, Gareth.

GARETH
 I...I was wondering if you might
 like to make love.

BARBARELLA
 Absolutely.

A moment to ready herself, then she puts her right hand
 beside his left ear. He does the same. Both close their
 eyes.

As they breath deeply, we PUSH IN.

There's nothing overtly sexual happening -- they're like
 two statues frozen in a near-kiss. Then they open their
 eyes...

BARBARELLA (CONT'D)
 That was wonderful. Thank you
 Gareth.

GARETH
 Thank you, Barbarella.

Without another word, Barbarella moves away, heading into
 the crowd. Gareth tries to be nonchalant, but can't pull
 it off. He's smitten.

The STRING QUINTET -- which features some unorthodox
 instruments -- begins a new melody, a kind of WALTZ. This
 gets the citizens very excited, as it's an opportunity to
 perform an extremely complicated dance. They hurry to the
 dance floor.

FINNEA
 Barbarella!

Finnea extends a hand. Barbarella gladly accepts her
 invitation.

The mid-tempo DANCE is a combination of Victorian ballroom
 and square dance, with occasional odd touches: a clap, a
 sudden jump, or a Kendo fighting pose. For most of the
 dance, Finnea and Barbarella are together, though
 occasionally they swirl off with OTHER DANCERS as the
 rules require.

Finnea spots Gareth looking in their direction.
Bemused...

FINNEA (CONT'D)
Gareth is certainly an admirer
of your art.

BARBARELLA
My paintings are nothing
special. My technique is
unrefined.

FINNEA
I was speaking of the art of
being loved. In that, your
genius is apparent.

Barbarella demurs.

BARBARELLA
While love is to be treasured,
it is not a rarity in our
fortunate world. Whatever
affection I receive, I give away
freely.

FINNEA
Indeed.

The dance turns, spinning in the opposite direction.

FINNEA (CONT'D)
But you may not realize the
esteem in which the citizens
carry you. I should not be
surprised if they ask you to
become the next Coordinator.

BARBARELLA
Me? Take over from you?

FINNEA
More than once than have I heard
your name mentioned in that
regard.

Both women break off with other dancers. A few beats of
clever choreography bring them back together.

BARBARELLA
I might no more replace you than
a candle replace the sun.
(MORE)

BARBARELLA (CONT'D)
 Since Leon's passing, your
 vision alone has led us to this
 cultural prosperity. There is a
 reason you have been elected
every time.

(simply)
 I should not seek the position,
 nor accept it if offered.

FINNEA
 Many will be disappointed.

BARBARELLA
 And all will be better served by
 your wisdom and grace.

The dance reaches the moment for everyone to stomp their
 feet and issue an ABORIGINAL WAR CRY:

EVERYONE
 WONGA WONGA! HUHH!

Then the dance continues its genteel gliding.

BARBARELLA
 I have no aspirations beyond a
 life of quiet discovery. I
 should want nothing to change in
 the slightest.

CUT TO:

EXT. REPAIR HANGAR - DAY

Barbarella flips up her welding mask.

BARBARELLA
 I would be a good coordinator.

10E
 I didn't say you wouldn't. I
 said you wouldn't want to be.

Barbarella is busy repairing 10E's damaged hull. There
 are burn marks from reentry, and a gash along his belly.

10E (CONT'D)
 By your own account, no one
 could do a better job than
 Finnea.

BARBARELLA
 True.

10E
You're too capricious for the
post anyway. It's a tremendous
responsibility.

BARBARELLA
I can be responsible!

10E
You just set the workbench on
fire.

Indeed, she set down the blowtorch without shutting it
off. Flames are spreading across the tool table.
Grabbing a fire extinguisher, Barbarella

DOUSES THE BLAZE

before it gets too out of hand. That was close.

As the steam and smoke clear...

BARBARELLA
Perhaps you're right. And
anyway, I do have a good life.
I dare say I prefer mine to hers
anyway.

10E
Well-rationalized, Captain.

Barbarella reaches her arm into the gash in 10E's side.
She feels around, until she comes across something odd.
Yanking, she's able to pull out

A SCRAP OF BLACK METAL

three feet long. She turns it over in her hands.

10E (CONT'D)
What is it?

BARBARELLA
It must be the debris we hit.
Only I've never seen any metal
like this. Do a spectral trace.

She holds out the metal bar and 10E "grabs" it in a
focused tractor beam. A light TINGLES across the bar.

10E
It's an alloy; carbon-based
substructures; minimal
microscopic pitting.

Intrigued...

BARBARELLA
So it hasn't been floating out
there that long.

10E
Indeed. And based on the radial
torsions, I would say it's part
of a larger structure.

BARBARELLA
A ship?

10E
There's no way to know.

Already jumping to that conclusion...

BARBARELLA
It's certainly not one of ours.
So where did it come from?

EXT. GARDEN PAVILLION - DAY

With a whirl of WHISTLING wood, Finnea practices her
technique with the quarterstaff -- a natural progression
from her earlier baton.

Her moves combine Robin Hood-style dodges, parries and
thrusts with the speed and power of Thai stick fighting.
The net result is oddly hypnotic and graceful, a moving
meditation.

In this completely pacified society, the martial arts are
simply another form of self-expression, considered no
different than song or verse. In that regard, Finnea is
quite the poet.

With a THWACK, she stops the staff.

FINNEA
Barbarella.

Only now do we LOOK PAST Finnea to spot Barbarella
approaching from behind.

FINNEA (CONT'D)
Will you join me?

BARBARELLA
Of course.

Reaching with the tip of her staff, Finnea touches another staff still resting in the rack. With a quick motion, she sets it spinning, flying right into Barbarella's hands.

Barbarella and Finnea knock staves and settle in their initial stances. A quarterstaff match has the same formality and good manners as fencing. This isn't fighting, merely a friendly game.

Twisting and spinning, Barbarella gracefully parries Finnea's first combination, knocking Finnea's staff from her hands.

FINNEA

Your technique has improved.

BARBARELLA

Only through your tutelage.

Finnea kicks the staff back to her hands. The competitors knock, then begin again.

BARBARELLA (CONT'D)

(while battling)

And it is your counsel which I seek again. I've made a discovery. Or at least, the beginnings of a discovery.

Barbarella trips, and nearly finds herself hit, but rolls to block at the last moment.

BARBARELLA (CONT'D)

In repairing my ship, I came across a kind of steel unlike any in our world. I believe it to be part of another ship.

Spotting a gap in her defense, Finnea scores a blow to Barbarella's shoulder. They reset.

FINNEA

Where do you theorize this ship came from?

With her staff, Barbarella points to the sky. Specifically, to the giant edge of the bigger planet they orbit.

FINNEA (CONT'D)

You can't be serious. The Underworld is uninhabitable. Leon himself made the calculations.

BARBARELLA

No one lives there now, but what if it were not always so? What if that planet was once home to our civilization? There would be ruins. Cities. Histories that date back more than 25 years.

They knock staves and go again.

FINNEA

You're not the first to propose it. But a scientific theory must be testable. Our ships can scarcely achieve orbit. They could never survive the journey to the Underworld.

BARBARELLA

Strange that we call it the Underworld, when it is always over us.

FINNEA

It's the gift of Enlightenment that lets us see things in their proper place. We are above, and it is below.

Dodging a low blow, Barbarella jumps onto Finnea's staff, pinning one end to the ground. She keeps her balance as Finnea tries to roll her off.

BARBARELLA

I could modify my ship. Carry extra fuel.

FINNEA

Our ships aren't designed to land without cradles.

BARBARELLA

I wouldn't land. I could just look from a distance.

FINNEA

It's out of the question.

BARBARELLA

But it really wouldn't...

FINNEA

I said no.

Finnea suddenly jerks the staff upwards, sending Barbarella tumbling. If this weren't a perfectly happy society, we might think Finnea had lost her temper.

A sudden smile, Finnea offers Barbarella a hand, lifting her back up.

BARBARELLA

Truthfully, I didn't come to ask for your permission.

FINNEA

Of course not. Permission is the mark of an unliberated society. But you did seek my counsel. So let it weigh fairly on your scales.

A bit humbled...

BARBARELLA

Of course.

Finnea points to a grove of nearby trees.

FINNEA

Those trees, what are they called?

BARBARELLA

They're not classified yet.

FINNEA

Exactly. And the birds sitting in them have never been studied, nor tracked, nor painted in my recollection. Everything you see around you aches for your discovery. Why would you abandon it?

BARBARELLA

I don't mean to abandon anything or anyone, it's just...

Barbarella is tangled up in her thoughts.

FINNEA

Our world may be small, but it is filled with more than you can experience in a lifetime.

(MORE)

FINNEA (CONT'D)
Strive to understand this world,
Barbarella, before seeking out
another.

EXT. FOREST - NIGHT

Barbarella walks among the trees. The mood -- and the
MUSIC -- is wistful. She stops at a low fern, examining
its fronds.

WIDER, we see Gareth is walking with her, notepad in hand.
She hands him a sample to catalog.

BARBARELLA
Three segments with seven leaves
on each. We could call it a
"Twenty-One Fingered Fern."

GARETH
Excellent!

He duly notes the nomenclature on his notepad.

Barbarella pulls on the branch of nearby tree, getting a
closer look at its leaves.

BARBARELLA
"Furry-bottom sawtooth cypress."

GARETH
I believe we already have that
one.

BARBARELLA
No, it's different. It's...

As she looks again, she notices the night sky beyond the
leaves. She pulls the branch back further, framing a
breathtakingly perfect view. The stars are distant, but

THE UNDERWORLD

is so much closer. She reaches up her hand, as if she
could touch it.

BARBARELLA (CONT'D)
...beautiful.

Gareth comes up behind her to look at the world.

BARBARELLA (CONT'D)
It's so frustrating, isn't it?
To be so close to something and
never be able to really know it.

Of course, he understands the feeling very well. He's working up the courage to confess his undying love when Barbarella suddenly lets the branch go. It WHACKS him in the face.

She heads off at a fast clip. Gareth has to hurry to keep up with her.

GARETH
Barbarella? Barbarella!

EXT. CLEARING - NIGHT

Gareth finally catches Barbarella by the arm. She's on the verge of tears.

GARETH
What's wrong?

BARBARELLA
That's just it. There is no name for what I am feeling. And yet it must have a name, for I cannot believe I am the only person who has felt it.

She sits down among the wildflowers, which glow softly in the light of the Underworld. Gareth sits beside her.

GARETH
Can you describe the sensation?

BARBARELLA
It's like there's an itch that I cannot scratch. And the more I try to ignore it, the more it itches, until it occupies every waking thought.

GARETH
Where is the itch? I'll scratch it for you.

BARBARELLA
You can't.
(a beat)
I know it's foolishness, for I have everything. And yet I don't have what I truly want.

GARETH
(helpless)
Perhaps you could ask for it in
the Requisition.

Almost a laugh...

BARBARELLA
What I'm looking for, no one can
give me.

But as we PUSH DOWN upon her, the tone changes. We see
the spark of a new resolve.

BARBARELLA (CONT'D)
I have to find it for myself.

She smiles, then gets up. Seeing where this is going...

GARETH
Barbarella!

BARBARELLA
Promise me you'll say nothing,
Gareth. Promise me.

GARETH
(reluctantly)
Of course.

With that, she takes off running. Gareth sits alone in
the wildflowers, watching his true love go.

EXT. THE STARRY SKY - NIGHT

Barbarella's ship floats gently upward, like a white steel
balloon.

EXT. THE LIBRARY - NIGHT

Sitting alone on the steps, Finnea spots the tiny ship as
it ascends to the heavens. Finnea is disappointed, but
not surprised.

FINNEA
(to herself)
Goodbye, Barbarella.

Her delivery has a disturbing finality to it.

INT. THE SHIP - NIGHT

Barbarella plots her course. This time, she's fully dressed -- this is about adventure, not art.

10E
Captain, this course will take
us out of orbit.

BARBARELLA
I know.

10E
This ship wasn't designed for
interplanetary travel!

BARBARELLA
But I was. Think about it, 10E.
I was the first and only person
born on Eldoria. It makes sense
that I should be the one to
leave it.

Unconvinced...

10E
Regardless, my safety protocols
won't allow it. The engines
will automatically shut down.

BARBARELLA
I disengaged your safety
protocols.

10E
Impossible. My internal audit
shows they're functioning
perfec...

With a few BLEEPs, the audit reveals he's wrong. He
GASPS...

10E (CONT'D)
How could you!

BARBARELLA
The safety protocols were like
chains holding you back. I set
you free!

10E
I don't want to be free!

EXT. SPACE - CONTINUOUS

Barbarella's ship veers away from the tiny moon of Eldoria, "falling" towards the larger planet below.

Almost immediately, we notice a speck rising up from the red planet to intercept the ship from behind. As it gets closer, we see that it's twice the size of Barbarella's ship, stretched out into triangular shape.

INT. BARBARELLA'S SHIP - CONTINUOUS

Since her ship has no "scanners" in a classic sense, Barbarella must simply watch out the forward window, looking more closely at the giant planet below. She can't see the other ship, which is approaching from behind.

10E
What exactly do you hope to spot?

BARBARELLA
Any society advanced enough to travel to our world must have left some trace behind: factories, landing fields...

The intercepting ship slides up alongside them, taking up half the view.

BARBARELLA (CONT'D)
...other ships.

She's unbelievably excited and nervous.

10E
What do we do?

BARBARELLA
I don't know.

She takes two deep breaths, and then another. Finally, she opens the communications channel. Stifling her excitement, she attempts to sound diplomatic but friendly...

BARBARELLA (CONT'D)
 Alien vessel, I come as a
 representative of the Eldorian
 people, bringing a message of
 goodwill and brotherhood, for
 our two worlds are as brothers,
 united in their common orbit.

She's quite proud of her eloquent greeting. But there's
 no response from the other ship.

10E
 Perhaps they don't speak
 English.

BARBARELLA
 All civilized creatures speak
 English.

A moment later, a warm light begins to glow along the
 belly of the other ship. Barbarella smiles, relieved to
 have been understood.

BARBARELLA (CONT'D)
 See, 10E? A kind word well-
 spoken is the only tool one
 needs.

Little does she know the charming glow is actually the
 vessel's weapons array charging. With a sudden FWANNNGG!
 the other ship lets forth a massive

SPIKE OF ENERGY

that hits Barbarella's ship dead-on.

EXT. BARBARELLA'S SHIP - CONTINUOUS

Like liquid lightning, the plasma sears the outer hull,
 frying the propulsion systems and eating into the inner
 shell. The ship begins a sharp descent towards the
 planet's surface, falling out of orbit.

INT. BARBARELLA'S SHIP - CONTINUOUS

Barbarella tumbles back from the controls, fortunate to
 have such plush upholstery to break her fall. The cabin
 fills with smoke. The interior lights FLICKER.

Suddenly, the stablizers BLOW OUT, leaving the ship to
 tilt forward 90 degrees.

She falls against the forward windows, looking out as the planet's surface rushes up at her.

EXT. UPPER ATMOSPHERE - CONTINUOUS

The ship's hull glows red, then white-hot as it rips through the amber sky, leaving a trail of plasma smoke.

INT. BARBARELLA'S SHIP - CONTINUOUS

Barbarella climbs back onto the control station, checking gauges and resetting systems.

BARBARELLA
10E, report!

10E
(garbled)
Captain, I...

BARBARELLA
Route all power to the internal
generators! Cut off all other
other functions.

10E
But Captain, I...

BARBARELLA
Do it!

A beat.

10E
Captain, I won't survive the
impact.

BARBARELLA
I know. I'm sorry.

She pries open a panel, exposing a grid of glowing glass plates. This is 10E's brain. She grabs hold of the central power feed...

BARBARELLA (CONT'D)
You were a good ship, 10E.

...and yanks it. 10E's brain goes dark.

EXT. THE SAPPHIRE DESERT - CONTINUOUS

The northern sun casts a blue light, giving this sandy wasteland its name. Except for scattered outcroppings of volcanic rock, there's nothing to break up the endless horizon.

In this WIDE SHOT, we see Barbarella's ship hurtling towards the surface, a fast but fairly shallow descent, like a 747 landing.

INT. BARBARELLA'S SHIP - CONTINUOUS

She's now just a 1000 feet up. 500. 250.

She rests her hand on an orange handle. She'll have to time this perfectly.

One hundred. Fifty. Twenty. Ten.

Waiting until the exact moment before impact, Barbarella YANKS the handle. She suddenly flies backwards, her ankles pulled to the center of the craft.

EXT. SAPPHIRE DESERT - CONTINUOUS

The ship hits with a DEAFENING BOOM. Without wheels or other landing gear, the entire craft rolls along the rocky desert floor at a hundred miles per hour, nothing to slow it.

White-hot shards of the ship's hull fly off, the skin ripped open as it cuts a fiery swath across the sand.

INT. BARBARELLA'S SHIP - CONTINUOUS

Like a sock tossed in a laundromat dryer, Barbarella is held in the exact center of the ship by the internal gravity generators. From this invisible cocoon, she can only watch as her ship is destroyed.

Metal sheathing SCRAPES away from the frame, exposing wires and conduits, which SPARK and EXPLODE. The desert floor races below her. Sharp stones kick up and RICOCHET throughout the cabin.

The ship begins to to slow.

EXT. SAPPHIRE DESERT - CONTINUOUS

In a WIDE SHOT, we watch as the ship finally rolls to a stop, nothing left but the bent spine of the inner sphere and its captain, still dangling helplessly in the center.

We CRANE UP over the wrecked frame, looking back along the two-mile trail of smoking debris the ship left in its wake.

BARBARELLA

reaches for the nearest gravity generator, trying to switch it off. She's almost touched it when the whole system craps out. She drops like a stone.

BARBARELLA

Ow!

She's bumped and bruised -- and quite a bit woozy -- but otherwise unhurt. She gets to her feet, standing up halfway. Just then

A STRAY CABLE

suddenly swings down into her. She bats it away, but of course it swings right back. Frustrated and annoyed, she YANKS the cable off, bringing with it a circuit box that WHACKS her in the head. She throws the whole mess as far as she can.

Mindful of the occasional SPARKS and all the jagged metal, Barbarella steps out of the wreck and takes a look around this strange, forbidding wasteland. In the distance, there's a low, MOANING sound. It might be the wind, or it might be something altogether worse.

BARBARELLA (CONT'D)

Hello? Hello?!

Fear is a new sensation for Barbarella, and she doesn't like it one bit.

EXT. WASTELAND - LATER

The wind is starting to pick up, WHISTLING in eerie pitches. We hear occasional CLICKS and THWOCKS, possibly the sounds of alien creatures preparing to hunt.

Barbarella trudges through the sand, following the trail of wreckage. She pokes at the pieces, trying to find anything useful, but it's all jagged cinders.

Even for the ever-optimistic Barbarella, things are looking pretty grim.

Flipping over a piece of still-hot wreckage, she discovers the emergency signal beacon, a titanium cylinder roughly the shape of a ketchup bottle. It's the "black box" of the ship, and appears to be intact.

She yanks it out of its bracket and shakes it. She cleans soot and sand off a glass lens.

BARBARELLA
10E? 10E?

CUT TO:

SQUARE BLACK AND WHITE VIDEO

It's a closeup of Barbarella looking right into the lens, though it's hard to recognize at first. The pixels are very blocky, and the frame rate is slow.

BARBARELLA
10E? Can you hear me?

10E
One moment.

INTERCUT VIDEO / REGULAR

Barbarella is overjoyed to hear his voice.

BARBARELLA
10E, you're alive!

10E
Captain, I don't mean to alarm you, but I can't feel my secondary thrusters. I'm attempting to diagnose the problem.

BARBARELLA
10E, there's something I need to tell you...

10E
Nor can I detect my environmental controls...

BARBARELLA

10E, you know how I've always stressed the importance of an optimistic outlook?

10E

...I'm afraid there may be a serious malfunction.

BARBARELLA

There is. I off-loaded your cognitive program onto the emergency beacon just before we crashed.

10E

Oh.

A long beat.

10E (CONT'D)

That would explain why I can only see through a ten-by-ten grid.

BARBARELLA

(trying to be positive)

Yes. Here! Look around!

She carefully PANS him in a full circle, so he can see the desert and his smoky debris.

10E

I certainly don't appear to be salvageable.

BARBARELLA

No.

10E

One moment.

On the whole, he seems to be taking this remarkably well. A beat, then we hear a low HUMM, that builds into a WHINE.

BARBARELLA

10E? What are you doing?

Lights are flashing on the outside of 10E's casing. The WHINE grows higher and higher, then finally stops.

BARBARELLA (CONT'D)

10E! Answer me!

10E
I don't even have the power to
burn out my own circuits. I'm
worthless.

BARBARELLA
No, 10E! You have so much to
live for.

10E
Do I? I'm paralyzed on an alien
planet with no hope of rescue,
because the signal beacon which
might possibly reveal our
location has been converted into
my tomb. At least you'll die a
merciful, quick death of thirst
or starvation. My batteries
will last for centuries.

BARBARELLA
No one is going to die. Someone
had to build the ship we
encountered, which means there's
civilization on this planet. We
simply must find it.

10E
Oh yes, they were so welcoming
the first time.

Barbarella wraps 10E up in an improvised sack and ties it
around her like a sling.

10E (CONT'D)
Captain, I beg you. Switch off
my neural processor.

BARBARELLA
You'll see, 10E. It's all going
to work out fine.

EXT. FURTHER IN THE WASTELAND - LATER

Like summer in Alaska, it never truly gets dark in the
Sapphire Desert. The sun simply moves across the horizon,
making it impossible to tell which way is which.

VARIOUS SHOTS:

With difficulty, Barbarella climbs to the top of a rock
outcropping, surveying in every direction. Unfortunately,
it all looks the same -- desolate and bleak.

Step after exhausted step, Barbarella marches through the sand.

She scrunches her eyes tight as the wind blows a fine dust into her.

The same wind fills her footprints, erasing the trail behind her.

Trudging onward, Barbarella stumbles and falls. She picks herself up with difficulty.

A NEW SHOT finds Barbarella lying on the sand, too tired to move. The wind starts to bury her.

BARBARELLA
I'm sorry.

With her last ounce of strength, Barbarella switches 10E off.

Her eyes flutter, then shut. Maybe forever.

CROSSFADE TO:

EXT. SAPPHIRE DESERT - TWILIGHT

As "night" falls, the wind has finally stopped, leaving the desert floor patterned with a crust of tiny ridges.

CLOSE ON THE SAND

where a wingless EGRET pecks at the crust with its saw-toothed bill. After some work, the bird finds a tasty snack -- a white worm.

As it bites down, we hear a YELP. A human hand breaks out of the sand -- the fingers were mistaken for a meal.

Groggy and filthy -- but very much alive -- Barbarella sits up. The terrified egret takes off running, leaving a set of distinctive claw-prints in the dust.

With no better plan, Barbarella slowly follows the tracks.

EXT. JAGGED POINT - TWILIGHT

Reaching the crest of a dune, Barbarella comes upon a strange rock formation. Carved by centuries of blowing sand, it's shaped like a breaking wave, sheltering a tiny oasis.

Half-tumbling down the slope, Barbarella collapses at the water's edge, scooping up handfuls to drink. Egrets CAW down from the rocks overhead, but are too cowardly to confront the intruder.

Her thirst abated, Barbarella takes a look around, noticing two ten-gallon plastic jugs on the water's edge: a clear sign of civilization.

BARBARELLA
(pushing a button)
10E. 10E!

10E
Captain?! We're alive.

BARBARELLA
Yes. Turn your signal light on.

10E's case begins to pulse with an eerie blue light, a flare designed to be seen from a distance.

10E
Where are we? How long have I
been...

BARBARELLA
Shh!

Checking out the containers, Barbarella finds they're still wet on the outside from being filled. Fresh boot prints lead from them to a rough opening in the base of the rocks -- the source of the oasis.

BARBARELLA (CONT'D)
Someone else is here.

Gathering her courage, Barbarella follows the trail as it leads into the water.

INT. CREVASSE - TWILIGHT

The fissure runs through the base of the outcropping, curling back on itself. By 10E's pulsing light, Barbarella wades on. At one point, the passageway narrows so much that she has to hold her breath to squeeze through.

On the far side, it widens to reveal

STEEL BARS

jutting out at random angles, part of a larger structure that has now collapsed. The water that forms the oasis is LEAKING out of a broken pipe. Although exhausted and spooked, Barbarella is still amazed.

BARBARELLA
This is what I was looking for.
Evidence of another
civilization.

10E
Hurrah.

To the right, there's a squared opening. Barbarella begins climbing up on a beam to reach it.

INT. A DARK CHAMBER - NIGHT

The room is pitch black except for 10E's slow strobe. More pipes criss-cross the room, several floors having collapsed down to one. Barbarella ducks and weaves to make her way though, no easy task because of the inconstant light.

10E
Captain, it strikes me that
something living out here might
not want to be found.

BARBARELLA
I've never met an unfriendly
person.

10E
You only know 99 people.

Reaching a wall, Barbarella runs her fingers over a cracked glass panel. It appears to be a large videoscreen. Checking around the nearby consoles, she's delighted to find...

BARBARELLA
There's an access port.

10E
(heading her off)
Captain, the odds that my input
nodules would match up with
alien technology are
extremely...

Barbarella shoves 10E in the port hole. The case SCRAPES.

10E (CONT'D)

Oww!

BARBARELLA

Sorry. Can you access the file system? Please, 10E.

A moment, then images begin to FLICKER across the videoscreen. There's no apparent order to what we're seeing, but it's intriguing nonetheless. We see still images of the

100 ORIGINAL CITIZENS OF ELDORIA,

along with compressed video of various moments just after their arrival. The sound BURSTS with static.

10E

The data core has been highly corrupted.

BARBARELLA

That's okay. Pull up the earliest record you can find.

A beat, then crackling video of Leon fills the cracked glass. Wearing a t-shirt and khakis, he speaks directly to camera.

LEON

(mid-sentence)

...per your instructions, I have chosen the 100 most worthy candidates for placement on the new world. These are men and women of the highest intellectual and cultural caliber, who have committed...

The videoscreen suddenly FLASHES, then shrinks down to a dot. The room grows very, very dark.

10E (O.S.)

Captain, the power system failed.

Barbarella pulls 10E out of the data port. His strobe begins again. Barbarella's mind is racing.

BARBARELLA

10E, do you know what this means?
Leon was complicit in our people coming to Eldoria.

(MORE)

BARBARELLA (CONT'D)

He was working with whoever built this structure. And if he chose the 100 most worthy candidates, that means there must have been -- might even still be -- other un-worthy people here. 10E, we've uncovered the origin of our...

10E

(interrupting)

Captain! Do you hear something?

She shuts up, listening. Somewhere in the darkness, MUSIC is playing.

INT. DEEPER IN THE BUILDING - NIGHT

By 10E's light, Barbarella makes her way through collapsed doors, trying to find the source of the MUSIC. With its pounding guitars and drums, the song is unlike anything she's ever heard. (In fact, it's Rick Derringer's "Rock & Roll Hootchie Koo.")

Barbarella moves into a new section when suddenly

A DARK SHAPE

grabs at her. She SCREAMS.

There's another to her right, and another to her left. She pushes them away, but they come right back. Finally, she realizes they're not really attacking.

On closer inspection, they're simply thick rubber safety suits, hanging from a rack that has collapsed into this floor.

What's more unusual is how big the suits are -- few men would fit them. As she holds up the gloved sleeve, she notices there are only

TWO LONG FINGERS.

These suits weren't build for humans.

Before she can fully consider the implications, she hears the MUSIC stop. A NOISE in the darkness. CLANGING. FOOTSTEPS. Something is coming this way, attracted by her scream.

She holds her ground for a beat. Another. Then she bolts.

She does the best she can ducking and weaving through the beams, but it's tough with 10E pulsing.

Aiming for a patch of dim light -- the entrance -- she misjudges the path and slams

HEADFIRST

into a steel beam. She's knocked out cold, falling to the floor. 10E rolls away, still glowing on and off.

10E
Captain! Captain!

A SHADOWY FIGURE leans over the unconscious Barbarella.
We come in CLOSE ON

HER FACE

as it is turned over by a MAN'S ROUGH HAND. Five clearly human fingers smooth back her hair.

CUT TO BLACK.

FADE UP:

Flames CRACKLE in a ramshackle stove.

The lid of a pot CLATTERS.

Just waking, Barbarella licks her dry lips. She's confused why hair is sticking to them. That and how she got here.

She finds herself lying on an oilcloth bed. She's completely clothed. Other than a bump on the head, she shows no ill effect for her long slumber.

She takes a look around.

INT. SHELTER - DAY / CONTINUOUS

Set back against an outcropping of desert rocks, this hideout consists of various lean-to's and awnings braced together, carefully camouflaged to avoid detection. The living/sleeping area is set furthest back, with part of a larger "garage" area visible around a low stone wall.

Barbarella lifts the lid on the bubbling pot to see what's cooking.

SIX LIVE SAND MAGGOTS

writhe about. Barbarella is startled, but doesn't scream.

BARBARELLA
You poor creatures.

She carefully takes the pot off the stove and upends it on the dirt floor, letting the maggots wriggle away to freedom.

It's then she hears a familiar voice SHOUT:

10E
Murder! Murder! Help!

Barbarella rushes...

INT. GARAGE AREA - DAY

...to find a MAN attempting to pry open 10E's casing with a screwdriver.

BARBARELLA
No! No! STOP!

THE MAN
Stay back!

She's startled by the roughness of his voice.

Dirty, unshaven and prone to a temper, PIKE (mid-30's) is easily mistaken for a brute, when in fact he's just a loner: Han Solo by way of Hells' Angels. He's sexy in a damaged sort of way, more so because he hasn't seen his reflection in years.

BARBARELLA
(re: 10E)
He's very sensitive. You'll damage his arrays.

PIKE
Yeah, I know. That's the idea.

He sets back to work. Barbarella is flummoxed.

10E
I don't think he's reasonable, Captain. Perhaps you could hit him with a heavy object.

BARBARELLA
 Sir. If you'll kindly allow me
 to explain, what you're holding
 is my ship's rational processor.
 I was able to salvage it after
 we crashed.

Pike ignores her. A long beat, then pitifully hopeful...

BARBARELLA (CONT'D)
 Please?

PIKE
 Alright, listen. When your ship
 went down, you left a skidmark
 two miles long. That kind of
 thing attracts attention. So
 I'm not about to sit around here
 with a goddamn signal beacon
 waiting for the drones to pick
 it up.

BARBARELLA
 No, see. That may look like a
 beacon, but it's not. His name
 is 10E. He's a sentient being.
 He's intelligent.

He looks at her, incredulous. But what the hell?

PIKE
 Fine.
 (to 10E)
 Say something intelligent.

10E
 (withering)
 You first.

That does it. Pike wedges the screwdriver in, digging
 deep.

BARBARELLA
 No, please!

Suddenly, Pike gets ZAPPED. The screwdriver SPARKS in his
 hand.

PIKE
 Motherf...

He throws 10E against the wall, where he BOUNCES twice.
 Barbarella scoops her friend up, holding him out of Pike's
 reach.

PIKE (CONT'D)
Let me have it.

BARBARELLA
I won't let you hurt him.

Pike grabs for it anyway. Barbarella counters, and the two begin wrestling. While he has a clear advantage in size and strength, her years of martial arts training even the odds.

They tumble about on the sandy floor, neither getting a clear advantage. Pike is somewhat a gentleman in the fight, avoiding her most womanly areas, but a little contact happens anyway.

Finally, Barbarella pins him. She keeps one finger on a nerve point in his neck. When he tries to push her off, she digs in.

PIKE
Oww oww OWW! Okay.

10E
Gouge his eyes out, Captain!

PIKE
(reaching for 10E)
You little...OWW!

BARBARELLA
Truce! TRUCE! If you promise not to harm 10E, I'll turn off his speech processor.

10E
He doesn't deserve mercy!
Murderer, murderer I say...

PIKE
(finally)
Agreed.

Barbarella presses a button on the beacon's case, and 10E cuts out mid-sentence. An awkward, silent moment as Pike is still pinned beneath her.

BARBARELLA
You brought me here?

PIKE
(starting to regret it)
Yeah.

BARBARELLA
Then I owe you my sincere
thanks. My name is Barbarella.

PIKE
Pike.

She releases her grip to shake hands.

BARBARELLA
It's a pleasure to meet you.
(realizing)
In fact, you're the first new
person I've ever met.

PIKE
Hope the other ones go better.

INT. PIKE'S SHELTER - LATER

Pike takes a heated can of rations off the stove, wrapping it in rags to hold it. He hands it over to Barbarella. For her part, she assumes this is the custom, and is delighted to participate in the native ritual.

BARBARELLA
What do you call this place?

PIKE
What, the desert?

BARBARELLA
The planet you're living on.

It's a bizarre question. He thinks for a moment.

PIKE
"The World," I guess. Back at
the slave camps, we didn't have
a lot of time for naming things.

Sparkling to that comment...

BARBARELLA
I didn't have time for naming
things either!

PIKE
Okay.

They share a smile.

BARBARELLA
You were saying, you were a
"slave?"

PIKE
Until I escaped. That was five
years ago.

Barbarella ponders this as she eats of a forkful of
rations.

BARBARELLA
Now, by "slave" you mean you
were shackled to an outmoded
philosophy?

PIKE
Nah, I pretty much mean, "Carry
that, or we'll beat you 'til you
can't walk."

BARBARELLA
You performed physical labor for
the benefit of an authority
figure.

PIKE
Yeah.

BARBARELLA
Why would anyone choose to be a
slave?

Bewildered by her questions...

PIKE
Where are you from?

Smiling, Barbarella looks up.

PIKE (CONT'D)
North?

BARBARELLA
What you would call the moon.

PIKE
Bullshit.

BARBARELLA
We call it Eldoria. But
"Bullshit" is a nice wor...

PIKE
You're telling me there are
really people up there?

BARBARELLA
Exactly one hundred. Or, ninety-
nine now.

(just realizing)
I don't know what they'll do
without me. When a citizen
dies, an infant arrives in the
next Requisition. But no one's
ever gone missing before. It'll
throw everything off.

She hands him back the hot can.

BARBARELLA (CONT'D)
I like this dish, "hotcan."

PIKE
Thanks. I've been saving it for
company.

BARBARELLA
In all this time out here,
you've not seen one other
person?

PIKE
Nope.

BARBARELLA
What about friendship? What
about affection?

PIKE
What about it?

BARBARELLA
You've been self-pleasuring for
the last five years?

PIKE
Well, I might have skipped a day
or two.

Putting down the rations, Barbarella faces him, putting
her hands in his lap.

BARBARELLA
Would you like to make love?

PIKE
(startled)
Now?

BARBARELLA
Yes.

PIKE
With you.

BARBARELLA
Yes!

PIKE
Are you kidding? Baby, I'd do
it with a bandsaw.

That didn't come out right. He doesn't want to blow this
chance...

PIKE (CONT'D)
I mean yes. Hell yes.
Absolutely yes.

A smile, then Barbarella places her right hand alongside
his right ear. He turns to look at it, confused.

Barbarella is convinced he must just be rusty. Like a
thoughtful tutor, she takes his hand and moves it beside
her ear, then reassumes her position. She closes her
eyes.

Pike just stares at her. Finally, he decides he's
supposed to take action. He leans forward and kisses her,
hard.

Startled, she falls back on the bed. He continues to kiss
her until she pushes him away.

BARBARELLA
What are you doing?!

PIKE
Making love.

BARBARELLA
That's not making love!

PIKE
Well, not yet. But most girls
like a little warming up before,
you know...

No, she doesn't know.

PIKE (CONT'D)
You know...

He looks at his crotch and then at hers. She's still not getting it.

Embarrassed to say anything more out loud, he leans over and whispers into her ear. We don't catch much of what he's saying, so we have to rely on Barbarella's facial expressions to follow the explanation.

Barbarella nods her head, following along. This is all new to her, but she's a clever girl. Only one thing is bothering her...

BARBARELLA
That doesn't seem possible.
Mechanically.

He starts another round of explanation. Barbarella is only half-following when she innocently puts her hand on his inner thigh, accidentally touching his...

BARBARELLA (CONT'D)
Oh!

Like Helen Keller with her hand under the spigot, she suddenly realizes...

BARBARELLA (CONT'D)
Oh! You mean it gets...

PIKE
(confused)
What, the guys up there don't get...

BARBARELLA
No.

PIKE
Well there's your problem.

A beat.

PIKE (CONT'D)
But we could try to do it your way if...

BARBARELLA
No. No, I'm here to learn new things.

INT. PIKE'S SHELTER - DAY

We LOOK DOWN on Pike's bed, where Barbarella collapses in blissful exhaustion. She stares up, dazed and smiling. Her world has just been rocked.

A shirtless Pike drops down beside her. Evidently, it was worth the five-year wait.

PIKE
That was...

What's the right word?

Without looking over, Barbarella rolls on top of him, pulling him out of frame.

CROSSFADE TO:

INT. / EXT. PIKE'S SHELTER - DAY

We move into a MONTAGE that covers several hours. It plays as one conversation, although we're jumping around a bit.

PIKE WORKS ON HIS TRUCK,
while Barbarella hands him tools.

BARBARELLA
The building I found you in...

PIKE
The archive.

BARBARELLA
...who constructed it?

PIKE
No one knows. There's a couple places like that, ruins. They could be left over from the Bringers.

BARBARELLA
The Bringers?

PIKE
The Bringers. The Gods.
Whoever brought us here.

BARBARELLA
Wait. Your people aren't
originally from this planet?

PIKE
No. We all woke up here twenty-
five years ago. I was probably
six or seven.

BARBARELLA
You don't remember?

PIKE
No one remembers anything about
before. It's like our minds
have been wiped clean.

CUT TO:

BARBARELLA NEATENS THE SHELTER,

potting desert cacti in leftover tins. Meanwhile Pike
keeps trying to lure her back into bed.

Holding up two cacti to visualize her point...

BARBARELLA
Both our peoples arrived at the
same time. Both had their
memories erased. Yet we were
divided between two worlds.
Why?

Pike takes the cacti with a small flower still attached.

PIKE
Maybe the Gods wanted all the
beautiful girls on the moon.

BARBARELLA
Well clearly there was some
purpose, but what?
(beat, considering)
Perhaps some kind of experiment.
That would be the proper
technique.

PIKE
You'd have to ask them. And
they're long gone.

He pulls her in for a kiss, but her mind is still racing.

BARBARELLA
They're not gone. Not really.
There's still the Requisition.
Every month, they feed us and
clothe us. Bring whatever we
desire...

PIKE
(nuzzling her)
Mmm-hhm.

BARBARELLA
They provide for us like an
invisible hand.

PIKE
Wait. What are you talking
about?

CUT TO:

EXT. DESERT - TWILIGHT

Pike and Barbarella soak in a rocky puddle -- a sort of
natural bathtub. In this light, with this company, the
desert is beautiful.

BARBARELLA
You honestly don't have a
Requisition?

PIKE
Never heard of it.

BARBARELLA
Then how do you get the things
you need? Food, clothing,
literature?

PIKE
We make it.

BARBARELLA
That's logically impossible. A
society of 100 people can't be
self-sufficient at this level.
It would take thousands.

PIKE
Baby, we got thousands of people
down here. Maybe tens of
thousands.

Barbarella can scarcely conceive of it.

BARBARELLA
But...How do you remember all
their names?

Looking past her, Pike spots something in the sky...

PIKE
Drones.

BARBARELLA
Pardon?

PIKE
DOWN!

He pushes her head underwater, then ducks down himself as
a dozen

SILVER DRONES

fly over in formation, headed East. They're eerily silent
as they move, just the faintest HUMM as they pass.

After a beat, Pike and Barbarella come up for air. The
drones are already just dots in the distance.

PIKE (CONT'D)
We gotta move.

EXT. THE CRASH SITE - TWILIGHT

The robotic DRONES search the area in an organized
formation, sweeping over every square meter with eerie
green scanners.

Now that we have a chance to look at them closer, they're
even creepier. About the size of a beach ball, the drones
move by the same gravitonic induction as Barbarella's ship
-- they simply float. They can pivot on any axis, and
with six sets of eyes, they're impossible to sneak up on.

They have a limited degree of artificial intelligence, not
nearly as sophisticated as 10E. But they get the job
done. Several drones turn to face a larger

SAND SHIP

as it slides to a stop. The cargo doors fold open,
letting a half-dozen SOLDIERS climb out.

The military caste of the Underworld is easy to identify -- they all wear red. The lowest ranks (simply called Guards) wear the brightest uniforms, while Captains, Commanders and Executors wear increasingly darker shades.

One wears the darkest uniform of all, nearly black. Ruthless and cunning,

LORD GENERAL YARUM

has the bearing of a buccaneer turned dictator. Even without his rank and title, every soldier would respect and fear him.

YARUM
This vessel will have an
emergency beacon. Find it.

As the men spread out, we focus on one young captain named simply

REG.

Less brutish than the rest, he is a scholar forced into the war machine. Examining the wreckage, he knows immediately...

REG
Lord General, this is not one of
our ships. The configuration
is...

YARUM
...not of your concern. Use the
drones to sweep every inch of
this desert. Find the beacon
and bring it to me.

REG
Yes, Lord General.

With a handheld panel, Reg begins directing the spheres into a wider sweep pattern. But in his eyes, we can see a fierce curiosity still burning.

Yarum walks away from his men, enough distance so that he may privately activate a small COMMUNICATION DEVICE. He looks into the lens.

YARUM
Your Highness, we have arrived
at the crash site. We are
trying to locate the beacon, so
that it may be destroyed.

A FEMALE VOICE
And the passenger?

YARUM
Dead.

CUT TO:

INT. A GLASS OFFICE - NIGHT

The office itself is constructed around a tree, which doubles as a communications tower. Yarum's transmission is projected on a small screen. We MOVE TO REVEAL

FINNEA.

She is the "Highness" in question.

FINNEA
You assure me, Yarum, there is
no hope Barbarella could still
be alive?

YARUM
Even if she survived the drone's
attack, she would have
incinerated on impact. There is
nothing left.

A beat.

FINNEA
Begin preparation for the
Selection. I shall arrive
within the day.

YARUM
Your highn...

With a tap, Finnea shuts the screen off, cutting the connection. She watches her reflection in the darkened glass, her true emotions completely inscrutable.

Practicing her words...

FINNEA
My people, a tragedy has
occurred which...
(trying again)
It is my sad duty to inform you
that...

Finally...

FINNEA (CONT'D)
Citizens, I fear it is the worst
news imaginable.

CUT TO:

EXT. THE GREAT LAWN OF ELDORIA - NIGHT

The entire population is gathered to hear the update.

FINNEA
Our sister Barbarella has been
lost, and all hope for her safe
return has now vanished. Her
small ship could not have
survived this long.

We MOVE ACROSS the faces of the despairing crowd. We HOLD
ON Gareth, who may be the most devastated of all.

FINNEA (CONT'D)
I urge each of us to spend time
in quiet contemplation of her
magnificent spirit, and draw
strength from her memory. While
our Great Society shall continue
to flourish, we shall never see
her like again.

Finnea wipes away a carefully timed tear.

EXT. DESERT - TWILIGHT

Over the sound of distant THUNDER,

PIKE'S TRUCK

ROARS out of the shelter. It plows over small dunes and
sends SPOTTED LIZARDS running.

An improvised rumble bar -- a heavy log fitted with chains
-- bounces behind the truck, covering the tracks in the
sand.

INT. PIKE'S TRUCK - TWILIGHT

ROCK MUSIC is blaring from the eight-track player in the
dash.

Barbarella climbs around the back, digging through Pike's belongings. She's now wearing his old clothes, much better suited to the desert environment.

BARBARELLA
What is this music?

PIKE
It's called eight-track. I
found it in the archive.

BARBARELLA
We have music on Eldoria, but
it's not nearly so...
(what's the word?)
...chaotic.

Pike checks his mirrors. No sign of the drones yet.

PIKE
We'll head for the storm. The
drones don't do well in
lightning.

BARBARELLA
Why not?

PIKE
Something about their power
supplies. They get energy from
the air.

BARBARELLA
(certain)
They must work on a high-
frequency wireless power array.
After gravitonic induction, it's
probably my favorite technology.

Barbarella finally finds 10E, safe and sound. She switches on his voice processor.

BARBARELLA (CONT'D)
Next to you of course, 10E.

10E
I'm not talking to you.

BARBARELLA
10E, I'm sorry. I had to.

10E
It's not enough that you left me
paralyzed, now I must be muzzled
as well?

INT. PIKE'S SHELTER - TWILIGHT

Two drones float into the shelter, their green scanning beams sweeping across every object, including Barbarella's potted cacti. While nothing is disturbed, there's an ominous and menacing quality to every action.

The drones are like steel ghosts, all the more frightening for their cold detachment.

INT. PIKE'S TRUCK - TWILIGHT

10E rant continues...

10E
...forced to listen while you
and that gorilla pratter on
about inconsequential
nonsense...

PIKE
(to Barbarella)
Can you drive?

BARBARELLA
Possibly.

That's good enough for Pike, who slides over to let her take the wheel. She has to really stretch to reach the gas pedal, which puts her head just barely above the dashboard.

Pike climbs over Barbarella into the back of the truck.

10E
Captain, the way I've been
treated is inhuman!

PIKE
News flash, sparky. You're not
human.

Pike finds what he's looking for: a crate of CLINKING bottles filled with gasoline. He starts RIPPING strips of fabric from a blanket.

10E
Oooh! The clever monkey made a
pun. Good monkey! Good monkey!

PIKE
Yeah. See ya.

Pike simply tosses 10E out the back of the truck.

BARBARELLA
Pike!

PIKE
What?!

Barbarella SLAMS on the brakes, sending Pike tumbling into the front seat head-first.

PIKE (CONT'D)
OWW!

EXT. DESERT - NIGHT

Furious, Barbarella climbs out of the truck, running back to retrieve 10E. Relieved to be picked up...

10E
Captain, I didn't want to say
anything, but I fear this man
may have hypnotized you.

Looking to the horizon, Barbarella spots a squad of drones heading their way. Fast.

10E (CONT'D)
Your life may be in danger.

Running back to the truck...

BARBARELLA
They're coming!

EXT. THE DESERT - TWILIGHT

We SWOOP IN behind a line of drones, flying in a bird-like formation. They've spotted the truck, which just now PULLS OUT again.

In the distance, dark thunderclouds are looming, FLASHES of lightning between them.

INT. TRUCK - TWILIGHT

Even with the pedal to the floor, the truck is not nearly as fast as the drones, which quickly gain ground.

Pike goes back to fitting cloth wicks into the gasoline bottles, fashioning molotov cocktails. He lights one, roughly timing how close the nearest drone is. Forcing himself to count to three, he throws it.

The bottle hits the lead drone head-on, SHATTERING in a fireball. Flames cling to the steel skin.

As Barbarella tries to keep the truck steady, Pike lights and throws two more bottles. One misses, while the other hits. The flaming drone suddenly

EXPLODES,

unleashing a web of white lightning that takes out four nearby drones. They crash into the rocky wasteland. Now there are only eight following the truck.

Pike CHEERS to himself as he lights the fourth bottle, but just as he's going to throw it, the truck hits a BUMP and the bottle falls.

He grabs for it, but the bottle rolls -- wick still burning -- between a packing box and the wall of the truck. He reaches in, but all he gets for his trouble is burnt fingers.

A beat while he curses himself, then he finally has to YELL...

PIKE
Bail out! Bail out!

He climbs into the front seat and half-throws Barbarella out of the moving truck. They just hit the sand when the vehicle

DETONATES

in a two-stage EXPLOSION, the other molotovs sending out fingers of flame. Pike climbs on top of Barbarella, trying to shelter her from most of the blast.

Meanwhile, the remaining drones have caught up, circling the flames.

Barbarella and Pike sit up, bruised and battered.

BARBARELLA
Are you okay?

The drones cluster around the twosome. There's no way they're escaping.

PIKE
Baby, we're far from okay.

Suddenly 10E drops "head-first" into the sand, having been blasted straight out of the wreckage.

CUT TO:

EXT. GUARD STATION - DAY

A MILITARY TRUCK's brakes GROAN as it pulls into this tiny outpost in the wasteland.

CANVAS FLAPS

pull back, revealing Pike and Barbarella, both in shackles, with three SOLDIERS to accompany them. Barbarella carefully tucks 10E up into the sleeve of her jacket, hidden from view.

The guards push Pike and Barbarella out of the truck as a SERGEANT approaches.

GUARD
(re: Pike)
This one's a miner. He escaped almost a year ago.

BARBARELLA
(to Pike)
I thought you said five years.

PIKE
I was trying to impress you.

GUARD
The other one's not documented.

Barbarella was waiting for this chance to speak to someone in charge.

BARBARELLA
That's because my situation here is special. You see I...

PIKE
(interrupting)
She was born in the Wastelands.
She's not documented.

Barbarella looks at Pike, who with a small gesture tells her to be quiet.

SERGEANT
Put the girl on the next truck
out. Arrange transport for the
other one back to the mines.

As he starts to walk away...

BARBARELLA
Wait, wait! Sir!

She shuffles after the Sergeant, slowed by the chains on her feet.

BARBARELLA (CONT'D)
First, Mr. Pike and I have been
having sexual intercourse and
we'd very much like to continue
doing that, so if you could see
fit to keep us together, that
would be preferable.

SERGEANT
No.

BARBARELLA
(undaunted)
Okay. Secondly, while I'm not
that familiar with your
political and economic
structure, I find myself morally
and philosophically opposed to
the concept of slavery for any
person, including myself.

The Sergeant SNAPS his fingers and the Guards pick
Barbarella up, carrying her to a waiting truck.

PIKE
Get your hands off her!

BARBARELLA
Pike!

PIKE
Don't worry! I'll find you!

BARBARELLA
Oh. Well...Okay!

The saddest thing is, she really believes him. We HOLD ON Pike as he watches his lady go.

CROSSFADE TO:

EXT. COURTYARD GARDEN - DAY

The mechanical petals of a docking cradle gracefully fold in as a SPHERICAL SHIP -- just like Barbarella's -- comes to rest.

As the engines COOL DOWN, we take a look around. The courtyard is part of a walled enclave, hidden from public view. Along one wall, Yarum stands at the head of

A ROW OF WAITING SOLDIERS,

their eyes fixed reverently on the ground. We MOVE ALONG them, until we come to one who looks up just slightly.

It's Reg.

He studies the ship as the petals unfold, revealing the curves of the craft. Could this be the kind of ship that crashed?

As the ship's hatch opens, he looks down again. Only Yarum is allowed to look at, or speak to...

YARUM
Your highness.

Finnea emerges from the ship, one shapely leg at a time. It's easy to see why she's considered a higher being. Without the veil of false humility she wears among her own people, her confidence and glamour are overwhelming. It's like staring at the sun.

YARUM (CONT'D)
We are mere servants to your glory.

She walks along the row of soldiers, none of whom dare to look up. She stops in front of Yarum. With everyone else's eyes averted, it's as if they're alone in the room.

She nods.

YARUM (CONT'D)

Leave us!

The soldiers shuffle out. Last in line, Reg pulls the door shut after him. While the door swings, we move into

EXTREMELY SLOW MOTION

until it finally CLICKS shut.

In a flurry, Yarum THROWS Finnea back against the wall. She RIPS open his uniform, kissing his chest. He lifts her up. She curls around him.

He pulls off her dress. She knocks him to the ground.

Every time he tries to take control of the lovemaking, she reasserts her authority. Yarum's a very strong man, but Finnea can't be pushed around.

Thrusting, Yarum's boots dig into the dirt. In the throws of passion, Finnea's hand SMASHES a small tree trunk. Rolling on top of him, her face contorts in a sweet grimace as the deed is done.

She cracks her neck and climbs off. Yarum watches her while she's putting her dress back on.

YARUM (CONT'D)

You were missed, my highness.

FINNEA

I had a world to run. Two, in fact.

Yarum stays on the ground, buttoning his pants.

YARUM

Still, some of your people felt neglected.

FINNEA

Then I would advise those "people" to take matters into their own hands.

(beat)

What is the progress on the Selection?

YARUM

We are gathering candidates for your approval.

FINNEA
And the Requisition?

YARUM
On schedule. You need not
worry.

He brushes his fingers against her calf, then gently holds her by the ankle. Finnea looks at his hand with disgust.

FINNEA
Do not mistake my affections,
Yarum. For all your talents,
there are many others who could
fill your position.

He lets her ankle go. She uses that foot to kick up a small cloud of dirt.

CROSSFADE TO:

EXT. THE FARMLANDS - DAY

A caravan of THREE CATTLE TRUCKS drives down the gravel road between orchards, a cloud of dust in its wake.

INT. BACK OF A TRUCK - DAY

Sitting alone on the hay-covered floor, Barbarella works on 10E's circuitry. The constant shaking and flickering light coming through the truck's wooden slats make her job much more difficult, as do the manacles around her wrists.

Plus, the patient isn't being especially patient.

10E
Ow!

BARBARELLA
I'm sorry. I really don't have
the proper instruments for this.

10E
Really. I assumed the
specifications called for a
pointy stone and a piece of hay.

Hearing the truck SLOWING DOWN, Barbarella looks outside.

HER P.O.V.:

The caravan is pulling over at the entrance of a labor camp. Red-suited GUARDS open the first of the trucks, leading out a chained group of WORKERS.

Barbarella's truck is third in line, and hasn't been opened yet.

BACK IN THE TRUCK

10E (CONT'D)

What's happening? Your finger is on my eye.

BARBARELLA

We've stopped somewhere.

A MAN'S VOICE

Camp 47A. If this is where you're getting out, you're lucky.

Looking to her left, Barbarella sees a man named CORNWELL rising out of the shadows, where he had been sleeping. He's a thin, rangy man with a sharp-toothed grin, giving him the countenance of a hungry fox.

CORNWELL

Fresh air. Lots of sun. If you're quick, you can even steal an orange or two.

BARBARELLA

An orange can hardly be stolen. Oranges are intended for eating, just as air is intended for breathing. If the air is free to all, then the oranges must be as well.

Cornwell smiles. He approaches as closely as he can, but his chains are bolted down to the floor.

CORNWELL

I can see you're a person of philosophic education.

BARBARELLA

Indeed.

CORNWELL

Then I'd be careful. If the workers see you talking to that device...

(re: 10E)

(MORE)

CORNWELL (CONT'D)
...they'll mistake you for a
witch.

BARBARELLA
No sensible person believes in
witchcraft.

CORNWELL
Oh, obviously. But the workers
here are farmers, and farmers
are very simple sort of people.

Both Barbarella and Cornwell turn, hearing the next
TRUCK'S GATE being unlatched.

CORNWELL (CONT'D)
And such people, lacking
education, turn to superstition
quite naturally.

BARBARELLA
I suppose that makes sense.

CORNWELL
If they see you with that
talking box, they're likely to
strangle you with their dirty
hands as a sacrifice to their
pagan sun-god.

Barbarella considers his chilling prediction.

BARBARELLA
I thank you for your wise
counsel.

She tucks 10E back down into her jacket's sleeve.

CORNWELL
They'll check there first.
Superstition.

BARBARELLA
I don't have anywhere to hide
it.

TWO GUARDS begin unlatching the gate to this truck.

CORNWELL
Then let me be your humble
servant. Leave it with me, and
I'll return with it this
evening.

BARBARELLA
You would risk your own safety
for me? Good sir, I am in your
debt.

The truck gate is starting to open. Barbarella has to
make up her mind quickly.

10E
Captain, I...

Switching 10E into mute mode, she rolls it across the
truck bed to Cornwell, who tucks it behind himself.

The Supervisor and two guards enter the truck.

SUPERVISOR
Just the girl.

The guards begin to undo her chains.

BARBARELLA
Before I go, tell me. What is
your name?

CORNWELL
Cornwell.

BARBARELLA
Barbarella. Thank you for your
advice.

CORNWELL
It's important to know who to
trust.

Cornwell just smiles as Barbarella is lead down the ramp,
into the bright sun.

EXT. ORCHARD - DAY

A GUARD leads Barbarella down a row. Above the trees, we
notice DRONES making long sweeps of the field, keeping an
eye on the fifty or so FARM WORKERS.

The guard stops at the end of a row, unlocking her
manacles.

GUARD
Here.

Barbarella looks at the nearest tree, where a slave named MIMM (early 30's) is halfway up a ladder, picking oranges. Mimm is cheery and maternal, her voice always a half-giggle despite the grim reality of her captivity.

MIMM
You must be new!

BARBARELLA
I just arrived.

Noticing a basketful of oranges on the ground, Barbarella takes one and sits at the base of the tree, happily peeling it. Seeing this, Mimm is bewildered.

MIMM
What are you doing?

BARBARELLA
I'm really hungry. Would you like one?

MIMM
You can't eat those!

Barbarella stops mid-bite, suddenly alarmed.

BARBARELLA
Are they poisonous? I've read of poisonous fruit, but I've never encountered them.

MIMM
No, these are the finest oranges anywhere. They're too good for us.

BARBARELLA
They're delicious, but they're no better or worse than many others I've had.

Several other FARM WORKERS are looking at her now, perplexed and frightened. As a drone moves overhead, Mimm holds her basket to block its view of Barbarella.

The robot passes without stopping.

MIMM
(coming down the ladder)
You don't understand. These oranges are intended for the sacrifice.

(MORE)

MIMM (CONT'D)
(low)
You'll anger the Gods.

Barbarella suddenly recalls Cornwell's warning.

BARBARELLA
Oh yes. Your superstitions.
I'm sorry, I didn't realize.

Not sure what to do with her half-eaten orange, she simply puts it back in the basket. The farm workers exchange glances, then go back to their picking.

Barbarella speaks a bit more slowly, so that Mimm will be sure to understand:

BARBARELLA (CONT'D)
My name is Barbarella.

MIMM
Mimm.

They shake hands.

EXT. ORCHARD - LATER

Barbarella and Mimm pick oranges, facing each other through the trees. Fascinated by the process, Barbarella selects every orange far too carefully, leaving the less-than-ideal fruits dangling on the branches.

BARBARELLA
So who exactly are the Gods?

How could Barbarella not know...

MIMM
The Gods are the ones who made
this world and watch over it.
They make the rain fall and the
sun shine.

Barbarella rolls her eyes a bit, but doesn't contradict her.

BARBARELLA
Have you ever met them?

MIMM
Of course not. The Gods are so
magnificent that if a slave like
you or me saw them, we'd burst
into flame. They only speak
through their representative.
(MORE)

MIMM (CONT'D)
 She looks like us, but much more
 beautiful. An angel, really.

Barbarella can scarcely contain her enthusiasm.

BARBARELLA
 Mimm, I must meet this
 representative. Where can I
 find her?

MIMM
 She only comes once a month for
 the Great Sacrifice. That's
 three days away.

BARBARELLA
 Three days! Time cannot move
 fast enough.

EXT. ORCHARD ROW - DAY

As another DRONE flies over, Mimm shows Barbarella how to
 operate the GRAV PADDLES.

They're roughly the shape of a cricket bat. The flat
 edges are placed against the object to be lifted -- in
 this case, an orange basket -- and with a HUM the object
 floats up.

Barbarella is impressed with the technology.

BARBARELLA
 They must create a highly
 localized gravity field,
 diminishing the perceived
 weight...but of course not the
 actual mass.

MIMM
 (helpful)
 They also make it lighter.

Barbarella and Mimm carry their baskets to a BIG TRUCK,
 the grav paddles making it an easy if unwieldy chore.

To her right, Barbarella sees one of the guards suddenly
 strike a TEENAGE BOY across the face, hard. The boy falls
 to the ground with a CRY.

BARBARELLA
 He must have done something
 terrible to deserve that.

The GUY loading a nearby truck shakes his head.

TRUCK LOADER

He asked to take his sister's place. She'd fallen from the ladder.

BARBARELLA

(confused)

That's a kind and selfless thing. There must be a mistake.

Before Mimm can stop her, Barbarella marches over to the Guards, who are now kicking the boy.

BARBARELLA (CONT'D)

Excuse me. I'm told this boy did nothing wrong. And even if he had, violence is never an option for a civilized...

The thuggish CREW BOSS suddenly

PUNCHES

Barbarella straight in the face. She falls back, skidding on the dirt. The other guards LAUGH.

Mimm helps Barbarella to her feet, but our hero isn't done yet. As she wipes away the blood from her nose...

BARBARELLA (CONT'D)

Apologize for striking me.

The Boss just LAUGHS.

The boy himself, bloody and dazed, is just now getting to his feet. He shakes his head, trying to get her to stop.

Barbarella places a single finger on the man's chest. Annoyed, he tries to bat her hand away, but each time he does, she comes back stronger, until the man knocks himself off balance, and tumbles to the ground.

Mimm and the other workers are astonished and impressed.

Two of the other guards rush her, but she's far too quick and fluid. An aikido move sends them tripping over themselves, their own strength used against them.

And now, the fighting really erupts, all the guards going after Barbarella at once. She always seems two steps ahead, leaping on top of the truck to send a slippery landslide of oranges, or climbing a stepladder only to push it over on her attacker.

As the Boss himself charges her, she picks up two grav paddles and grabs him around the waist. With the paddles' help, she's able to lift him overhead and send him flying thirty feet into a tree.

Recognizing that they're losing the fight, one of the guards blows a DIGITAL WHISTLE.

From all sides, DRONES appear. The farm workers hit the dirt, knowing what's to come. But Barbarella is unprepared.

Three drones FIRE sparks of electricity which arc into Barbarella. The jolts throw Barbarella back ten feet, where she blinks twice and collapses. She's out cold.

None of the slaves approach her, fearful of the guards' retribution.

EXT. ORCHARD CLEARING - DAY

Barbarella awakens with her face on the gravel. The afternoon sun is baking down on her. She's been out for hours.

She starts to get up, only to discover both arms chained, bolted down to concrete blocks on either side of her. There's just enough slack to sit up.

Looking around, Barbarella sees the other workers busily picking fruit. None of them look at her. A beat, then a shadow falls over her from behind.

BOSS (O.S.)
Stand up.

Barbarella looks up at the man towering over her.

BOSS (CONT'D)
I said, stand up!

He suddenly strikes her across the face. Biting her tongue, Barbarella keeps an even tone:

BARBARELLA
I cannot stand up. You have me
chained to the ground.

BOSS
Why are you chained?

She looks him dead in the eye.

BARBARELLA
Because if I were not, I would
humiliate you again.

Some nearby GUARDS look over, hearing her comment. The Boss is unamused.

BOSS
You are chained because you are
a slave. And you will remain
chained until you realize it.

The Boss begins to walk away, but Barbarella speaks forcefully.

BARBARELLA
I am not a slave.

He turns back to face her. Several of the WORKERS risk a glance.

BARBARELLA (CONT'D)
By definition, a slave cannot be
free. But I am free to defy
you, as is everyone here.

A beat, then the Boss calls out to the workers:

BOSS
Do you hear that, slaves? This
woman says you are free!
(beat)
She's right! You are all free
to watch her die. You are all
free to follow her to the grave.
So rejoice, slaves! Rejoice in
your liberty!

Barbarella is infuriated to hear her own words so twisted. Smiling, the Boss leans down to her. In a low voice:

BOSS (CONT'D)
Beg me for your freedom.

BARBARELLA
Never.

BOSS
Never will come.

CUT TO:

EXT. ORCHARD CLEARING - DAY TO NIGHT [MONTAGE]

Barbarella remains chained as the slaves walk wearily back to camp.

The Boss leaves an orange just out of Barbarella's reach.

The sun sets.

The last of the Guards leave as well. Only a single drone stays behind, hovering above Barbarella, an eerie spotlight on her.

Barbarella strains against her bonds, stretching to reach for the orange. Close as she comes, she can't touch it.

Barbarella leans back on the dirt, looking up at the drone.

The sun rises.

The Boss stands before her, smirking. With his boot, he starts to nudge the orange over to her. Then he crushes it under his heel.

The drone above her moves, entering a larger formation to supervise the orchard as the slaves return. Barbarella counts the guards.

MAN'S VOICE

You're right. Without the
drones, the guards would be
helpless. The slaves outnumber
them five to one.

Barbarella turns to see

LEON

sitting beside her, drinking a tall glass of ice water.
She's not a bit surprised to see him there.

BARBARELLA

But why are there slaves at all?
Or drones, or guards? And what
is your part in this?

LEON

Oh, I'm not here at all. I'm a
figment of your imagination. An
illusion created by the
subconscious in reaction to
exhaustion and dehydration.

MIMM

watches from a ladder as Barbarella mumbles to thin air.
It's painful to see.

BARBARELLA

Still, you know the answers.
You always did. Why are things
so good on Eldoria, and so
terrible here?

LEON

It's not so terrible if you're a
guard.

A new voice chimes in. It's Gareth, or at least a
delusion of him. Barbarella is delighted to see him.

GARETH

But not as good as life on
Eldoria.

LEON

True. Pity you left it all
behind, Barbarella. I suppose
ignorance is bliss.

BARBARELLA

No. I'm better for knowing.
And Pike will come for me. Or
Cornwell. They both said they'd
come.

GARETH

For your sake, I hope they come
soon.

TRANSITION TO:

EXT. JUNGLE FOREST - DAY

MAN'S VOICE (O.S.)

HEAVE!

A WHIRR of unseen birds and alien insects. CLOSE ON bare
feet digging into the soaked hillside, trying to find
traction. The mud is so thick that no boots could be
worn. Each step sinks in over the ankle.

CREW BOSS

HEAVE!

TEN MUD-COVERED MEN pull on a rope, hauling a giant ore sled a few feet further up the hill. Old grav paddles have been strapped to the sides of the container, but they barely lighten the load.

The copper strike is the single worst job in the underworld. It's tough to say what's most deadly: the poisonous mosquitos, the perilous mines, or the dangerous men assigned to work in them.

CREW BOSS (CONT'D)

HEAVE!

Again, the men pull. This time, a few lose their balance, sliding down. That makes the burden all the heavier for the few left holding the rope, including

PIKE.

He's unimaginably filthy, with mud caked everywhere, but still alive. As the men try to brace the load, our attention goes UPWARD to see a drone flying overhead in a standard sweep. It carries us to the shacks at the top of the hill, where we CIRCLE BEHIND one particularly crappy building.

INT. THE SHACK - DAY

A ONE-EYED TRADER in his fifties carefully examines some objects in front of him.

TRADER

For the two knives, the mirror,
and this device, I will give you
the goat.

THE GOAT in question is a remarkably ugly old creature, caked in the same red mud as everything else on this godforsaken hillside.

MAN'S VOICE

I don't want the goat.

TRADER

One knife, the mirror, and this
device. You get the goat. It
is a good goat.

Only now do we REVERSE to see who he's trading with: Cornwell. As we slowly PAN ACROSS, we spot that "this device" he's referring to is actually 10E.

CORNWELL
I don't want the goat!

TRADER
You drive a hard bargain. Okay.
No knife, the mirror, and this
device. Plus you get the goat.

CORNWELL
I DON'T WANT THE GOAT!

TRADER
THERE IS ONLY THE GOAT!

CORNWELL
I wouldn't trade anything for
that flea-bitten can-eater.

TRADER
You would trade nothing?!

CORNWELL
Nothing!

TRADER
Deal!

The trader grabs Cornwell's hand and shakes it. The goat
looks over, suddenly interested.

TRADER (CONT'D)
The goat is yours.

The trader tries to hand Cornwell the rope, but the goat
freaks out. It suddenly BUCKS UP, both feet on the
ramshackle table, and grabs 10E in its mouth.

Both men grab at the goat, but it's too fast. It knocks
the table over and starts to run away.

CORNWELL
Get your goddamn goat.

TRADER
It is your goat.

Cornwell debates throttling the old man, but he wants 10E
back more. He chases after it.

The moment Cornwell's gone, the trader takes the two
knives and the mirror and hides him in a secret stash.
This was all part of a scam.

EXT. THE MINING CAMP - DAY

Cornwell chases after the goat, which even in its old age is too spry. Slipping a few times in the red mud, Cornwell finally gains on the small beast.

The goat clamps down on 10E, teeth on metal, getting a better grip. We hear a BEEP, then...

BLACK AND WHITE VIDEO

of the mud, and the goat's hooves. It's 10E's point of view.

INTERCUT WITH NORMAL

10E
Captain? Captain, where are we?

The goat ducks behind the group of ten MINERS, who have finally gotten the ore container to the top of the hill. Cornwell nearly slams into Pike as he chases after the goat.

PIKE
Watch it!

He shoves Cornwell, which gives the goat a chance to get away. Cornwell's not about to fight the bigger man, so he keeps going after his prize. In the distance, Pike almost hears...

10E'S VOICE
Barbarella!

Pike turns towards the sound, but doesn't put much faith in it. When he doesn't hear it again, he goes back to his work.

AT THE EDGE OF THE CAMP

A drone floats down in front of the trail, slowly revolving. The goat keeps going, but Cornwell stops in his tracks. He knows better than to confront a drone.

CORNWELL
(to the goat)
You better keep running!
Because if I ever see you again,
you're going to be a goddamn
rug! You hear me?

EXT. DEEPER IN THE JUNGLE - DAY

The goat navigates a rough trail, still carrying 10E in his mouth.

10E
Who's there? I insist that you
identify yourself!

The goat looks around, confused as to who's talking. A beat, then a SIREN begins wailing. It's 10E, activating his distress beacon.

Startled, the goat drops 10E, who CLATTERS off the rocks and lands "face up." The siren stops.

10E'S POINT OF VIEW

In black-and-white VIDEO, the goat's head slowly leans into frame.

10E (CONT'D)
(frightened)
Aaahh!

Apprehensive, the goat taps at 10E with its hoof.

10E (CONT'D)
Back away, you beast! Shoo!
Shoo!

INTERCUT

10E "CHIRPS" his siren twice more, spooking the goat enough that it backs away. A long beat, then it turns and keeps heading up the trail.

MUCH WIDER

to see that 10E is way the hell in the middle of nowhere. He could sit out here for a century, and no one would ever find him.

10E (CONT'D)
Hello! Anyone? Captain?

The gravity of his situation is starting to sink in.

10E (CONT'D)
Goat? Goat! Wait! Come back!
Please. I'm sorry! Goat, come.
Come.

But the goat is nowhere to be seen.

10E (CONT'D)
 (attempting,
 pathetically)
 Yodolo...
 (again)
 Yodoloho...
 (finally)
 Yodololayeewhooo!

HALFWAY UP THE TRAIL

the goat turns, facing back towards 10E, who keeps up his yodeling, improving a bit with desperation. Finally, the goat leans in and licks his metal casing.

10E (CONT'D)
 Yes! Yes! That's a good goat.
 You're a good goat. Now take me
 back to people. Two-legged
 people.

The goat lifts 10E up in his mouth, but instead of heading back down the trail, he continues heading up.

10E (CONT'D)
 No. No. I think we came from
 the other way. Goat! No!

EXT. MOUNTAIN HIDEAWAY - DUSK

The goat carries 10E into a somewhat sheltered niche, blanketed with musty leaves and shed hair. This is the goat's home.

After dropping 10E on the rough floor, the goat lies down on top to keep him warm. Ostensibly.

10E
 (muffled)
 I can't see with your fur there.
 Is there any way you
 could...what are you...what, no,
 GOAT! Stop that!

As we PULL BACK, we notice the goat's butt is moving up and down ever so gently. 10E is getting humped.

EXT. HILLSIDE - DUSK

We PULL BACK, offering them some privacy before we...

TRANSITION TO:

EXT. ORCHARD - NIGHT

Still in chains, Barbarella has lost her will to fight. She's waiting for the end to come, along with her delusion of Gareth.

GARETH
Nobody's coming for you.

BARBARELLA
I know.

MAN'S VOICE
What do you know?

Barbarella looks up to see the Boss standing over her. Her voice faint and cracking...

BARBARELLA
I know that I have lost.

BOSS
Beg me to release you.

BARBARELLA
Please let me go.

The Boss signals, and two Guards undo her chains. They drag her away by the arms.

INT. SLAVE TOWN - NIGHT

Calling this a city would be optimistic, for it's really just an overgrown tenement set up by factory workers. Over the past 25 years, some of the structures have become more or less permanent, but there's still an unsteady, shantytown quality to it.

Recovering, Barbarella sips greasy tea by firelight. The other FARM WORKERS cut her a wide berth, except for Mimm, who risks her social standing by daring to converse with her.

Mimm has THREE SONS who run about. She's busy brushing out the hair of her four-year old daughter SOFI, a cherub-faced blonde girl with an inquisitive smile.

MIMM

The reason we're divided into soldiers and slaves is because of our past sins. You see, in a previous life we slaves did terrible things, and that's why we're being punished. The guards were simply better people, that's why they're guards.

SOFI

And by being good slaves, we can move up in the next life.

MIMM

Or sooner, perhaps.

She starts braiding a new section of Sofi's hair.

MIMM (CONT'D)

Each camp is sending one young girl to meet with the Representative herself. It's said she may pick one girl to go live with her among the Gods. Can you imagine?!

BARBARELLA

You would let her go?

MIMM

Her life would be so much better. Plus, she would always be up there looking down on us.

Confused...

BARBARELLA

Mimm, where do the Gods live?

MIMM

On the moon, of course.

Barbarella feels a sudden spike of nausea, fearing where her mind is racing. But she has to know more...

BARBARELLA

Tell me about this Representative.

SOFI
She's beautiful.

BARBARELLA
Dark hair. A few years older
than I am?

MIMM
That's her.

BARBARELLA
(certain)
Finnea.

MIMM
She has no name that we can
pronounce. She's a God.

BARBARELLA
She's no God. She's no
different than you or I.

Alarmed, Mimm covers her daughter's ears with her hands.

MIMM
Do not speak blasphemy,
Barbarella.

BARBARELLA
Mimm, the distant land I come
from is the moon. It is
inhabited by people no better
than you, and in so many ways
worse.

Sofi tries to push her mother's hands away, to no avail.

BARBARELLA (CONT'D)
We are the beneficiaries of your
providence. The Great Sacrifice
you make each month is our
Requisition. We are kings and
you are slaves and yet we differ
only in our privilege.

MIMM
No, you're mad. You're
delusional from the heat...

BARBARELLA
I'm the only sane person here.
Mimm, this world is backwards,
and not at all what it seems.
(MORE)

BARBARELLA (CONT'D)
Guard and slave are arbitrary
distinctions, serving no purpose
other than your subordination.

MIMM
No. You see, in the next
life...

BARBARELLA
What evidence do you have?

Pushed too far...

MIMM
I have faith! I have faith, and
it is all I have. How could you
be so cruel?

Scooping up Sofi, Mimm starts to carry her away.

BARBARELLA
(calling after her)
I mean to be honest!

But Mimm doesn't turn back. Barbarella is abandoned
beside the campfire.

She looks up at the night sky. In a counterpoint to her
earlier stargazing, now it is Eldoria that hangs so
tantalizingly close.

FLASHBACK TO:

INT. PIKE'S SHELTER - DAY

PIKE
You're telling me there are
really people up there?

BARBARELLA
Exactly one hundred. Or, ninety-
nine now. I don't know what
they'll do without me.

BACK TO SCENE

Barbarella realizes...

BARBARELLA (CONT'D)
They'll replace me.

After a beat, we hear a SMALL VOICE from behind her...

VOICE
There are other people like you.

She turns to find the Boy she defended. He's a little banged up, some bruises and a black eye. His name is Aaron.

AARON
People who want to overthrow the
guards. I heard they have a
leader who lives by the factory.

Her conviction returns.

BARBARELLA
You must take me to this man.

EXT. SLAVE TOWN / FACTORY DISTRICT - NIGHT

Aaron walks very close to Barbarella, keeping to the center of the dark and narrow road. Chained dogs BARK, protecting their owners' huts, and wild-eyed ADDICTS light pipes in the shadows.

AARON
I think we're almost there.

A RUMBLE of THUNDER carries us to...

INT. DARK "HALLWAY" - NIGHT

Barbarella KNOCKS politely on a fortified door. Not certain she'll be heard, she KNOCKS again, more assertively.

She looks out to the end of the hallway -- really a covered alley -- where Aaron is standing watch, keeping out of the POURING RAIN.

A SLOT

opens in the door, revealing a pair of eyes belonging to Reg.

REG
What is the code word?

Barbarella has no idea. But she's come too far not to give it a shot.

BARBARELLA
Freedom.

REG
No.

BARBARELLA
Liberty.

REG
No.

BARBARELLA
Victory.

REG
No. And you're just guessing.
That's not how a code word
works.

BARBARELLA
I'm sorry. I'm new to this.

REG
This is not a game for little
girls. This is a revolution!
The fate of hundreds of men and
all humankind hangs in the
balance. How can you be trusted
if you can't take a code word
seriously?

He SLAMS the slot shut.

A beat. Barbarella just stands there, scolded. Then,
despite her best efforts, she starts to cry.

The slot slides back open.

REG (CONT'D)
What are you doing? Stop that!

But the more she tries to stop the tears, the harder they
come.

BARBARELLA
I wish I knew the code word. I
really wish I did. And I wish I
still had 10E, and Pike. I
don't even know where they are.

As she speaks, her voice slowly climbs octaves, until it's
very hard to understand.

BARBARELLA (CONT'D)
And I wish I hadn't fought those
guards and gotten everyone mad
at me, even though I still think
it was the right thing. But
it's like the right thing is the
wrong thing here and vyvera.

That last part was unintelligible, at least to human ears.

REG
And what?

BARBARELLA
(still unintelligible)
Vyvera.

With her hands, she gestures vice-versa. Reg gets it.

He hands out his handkerchief through the slot. She gratefully takes it and blows her nose, emptying out an audible quantity.

BARBARELLA (CONT'D)
And I wish that I were home,
because its Thursday and that's
poetry night and I had a really
good poem I wrote.

Barbarella thinks wistfully about what might have been...

BARBARELLA (CONT'D)
It was about clouds.

Finished, she hands him his handkerchief back through the slot. She takes a deep breath. A beat.

BARBARELLA (CONT'D)
Is the code word, "revolution?"

REG
Uhhh, yes. Yes it is.

He unbolts the door for her. As she enters, he quickly hides the soldier's uniform that was hanging on the back of the door.

INT. REG'S DWELLING - NIGHT (LATER)

Smaller than a studio apartment, and lit only with naked bulbs, Reg's pad still has a certain charm -- a safe haven from all the despair.

Sitting on the floor, Reg and Barbarella pour through various hand-drawn charts, schedules, maps and lists. Outside, we can hear the RAIN is still coming down. A drop falls occasional on their papers.

Aaron is also there, but has already fallen asleep.

BARBARELLA
I've never seen such elaborate plans.

REG
I...I know somebody on the inside.

Pulling up a new set of blueprints...

BARBARELLA
What is this structure?

REG
An energy transmission tower.
You see, the drones operate...

BARBARELLA
(interrupting)
...on a wireless power system.
That's why they're no good in storms.

REG
If one were to knock out the towers, the drones would be useless.

BARBARELLA
Of course! The slaves outnumber the guards. We could easily take over the camps.

REG
The problem is, there are 63 towers. It would take tremendous planning to knock them all out at once.

BARBARELLA
You said you had soldiers.
Hundreds of men.

REG
I will. That's part of the plan.

He flips through a thick document, finding...

REG (CONT'D)
Right here. "Recruit more
soldiers."

BARBARELLA
How many do you have now?

REG
Altogether? None.

Trying to find a bright side...

BARBARELLA
Well, there's you.

REG
Yes.

BARBARELLA
Besides, we don't have to
liberate the entire world at
once. If we can knock out a
single tower, we can set
hundreds of slaves free. That
is the start of your army.

Nervous but unwilling to contradict her...

REG
Well, perhaps. But it would
take a lot of planning and
consideration. I would need
more paper...

BARBARELLA
We'll do it tomorrow. Just
before midday.

REG
(confused)
Wait, wait. Tomorrow, we'll
begin planning?

BARBARELLA
No. Begin the revolution.

TRANSITION TO:

EXT. ORCHARD - DAY

High atop a ladder, Barbarella slowly picks oranges, spending most of her time keeping an eye on the GUARDS below. She looks across the row at Aaron, who is also on watch.

A little down the road, a TRUCK starts up, ready to carry away its full load. The Guards wave it along.

Barbarella signals to Aaron, who knows what to do.

As the truck is about to pass, Aaron suddenly tips over his basket, sending a hundred oranges BOUNCING onto the dirt road. The truck swerves to avoid them, but inevitably runs over a few, BUMPING several times.

Just then Barbarella pushes her ladder away from the tree, timing it perfectly so she can

LEAP

onto the back of the truck. She lands safely. Some oranges are knocked loose, but they're lost amid Aaron's distraction.

Aaron watches as the truck drives off, nervous but hopeful.

INT. THE TRUCK - DAY

The DRIVER -- a low-ranking guard -- WHISTLES to himself. And why not? It's a beautiful day, the sun is shining, and he's in the upper levels of a militaristic caste system.

Suddenly, Barbarella swings down on the outside of the truck. She's holding onto the side mirror, her feet on the running board.

BARBARELLA

Hi.

The driver is so startled that he doesn't even fight as Barbarella grabs his collar, pulling him towards the open window.

He SLAMS on the brakes, but the momentum just makes him fall forward faster, headfirst out the window. He's halfway in and halfway out of the cabin, flailing helplessly.

Ducking underneath him, Barbarella opens the door and climbs inside. With one last HEAVE, she pushes his feet out, sending the guard tumbling onto the dirt road, out cold.

Barbarella shuts the door and drives on. So far, so good.

EXT. UNDER A BRIDGE - DAY

Dressed in a guard's uniform -- his own -- Reg hides in the shadows, nervously waiting for Barbarella to get there. He hears brakes SQUEALING, an engine RUNNING.

Puckering his lips, he makes a TWEETING BIRD CALL. Clearly he's practiced this.

Hearing no answer, he WHISTLES again.

Still no answer. Finally, a WOMAN'S VOICE says to herself:

BARBARELLA
Reg, where are you?

REG
I'm right here!

Frustrated, Reg stands up.

REG (CONT'D)
I was giving the signal.

BARBARELLA
No, the signal was a
whippoorwill.

As he climbs up to the road...

REG
That's what I was doing.

He makes the CALL again.

Shaking her head, Barbarella does HER VERSION of it. It's exactly the same, only the last note goes up rather than down.

She repeats the last TWO NOTES several times, gesturing with her fingers to indicate that the pitch goes up.

Finally, he tries it her way. It's a revelation.

A beat, then they both lift up a heavy coil of steel cable and load it in the truck.

CUT TO:

EXT. GUARD STATION / POWER TOWER - NIGHT

Like a fortified grain silo, the guard station consists of a single building, two perimeter fences, and the tower itself, which rises 100 feet above the plains.

Of all the technologies we've seen on these two worlds, the tower seems the most obviously alien, constructed in a double helix fashion with a four-pronged base. An orb at the top CRACKLES with electricity.

Several drones circle, keeping watch. One breaks off from the pack to investigate

THE TRUCK

headed this way.

INT. THE TRUCK - DAY

Reg drives while Barbarella hunches down in the passenger seat well, getting ready for action. Admiring Reg's boots...

BARBARELLA

Your uniform is very authentic.
Even the shoes are suitably
oppressive.

REG

Thank you.

Spotting the drone headed their way, Reg starts to panic, gripping the steering wheel tight.

Seeing his apprehension, Barbarella climbs up and kisses him full on the lips. He's startled.

REG (CONT'D)

What was that for?

BARBARELLA

For courage.

A beat.

REG
It worked.

He shrugs out his shoulders and breathes again, a new determination. He starts HONKING the horn.

EXT. THE GUARD STATION - DAY

Still HONKING, the truck pulls up outside the main gate with a cloud of dust. Reg is YELLING out the window...

REG
Hey! HEY!

Two GUARDS come running up to the fence.

Meanwhile, on the far side of the truck, Barbarella carefully slips out, using the dust to conceal her. She scampers underneath the truck.

REG (CONT'D)
I just saw an escaped slave
running across the field!

While one of the Guards opens the gate, the other blows a digital WHISTLE. The drones immediately fly over.

REG (CONT'D)
Get on! We can still catch her!

After a moment's hesitation, the two GUARDS climb onto the side of the truck. Reg pulls out, revealing

BARBARELLA

lying on the road with a coil of heavy steel cable. She gets up, waving down the choking cloud of dust. She sees the truck leading the drones away.

The plan is going perfectly.

Until...

She tries to lift the cable coil. It is much, much heavier than she anticipated. She tries to drag it with both arms, but slips on the gravel and falls. Two more attempts leave her with nothing but strained shoulders and bruises.

Finally, she grabs one end of the cable and runs with it, snaking it through the open gate, around various machines, before finally reaching the tower base.

Once there, she has to pull in the cable, hand over hand.
This is going to take a lot longer than planned.

INT. THE TRUCK - DAY

A Guard YELLS over the truck noise...

GUARD
What did she look like?

REG
Oh, she was very pretty.

EXT. GUARD STATION - DAY

Just outside the gate, cable is spooling off the coil,
nearing the end. We FOLLOW the cable as it snakes
through the station yard, passing generators, rusted iron
bolts, and

A MAN'S BOOT.

We LOOK UP to see it belongs to a GIANT BEARDED GUARD, the
third man on duty. He's YELLING into a walkie-talkie.

BEARDED GUARD
Get back here!

INT. TRUCK - DAY

BEARDED GUARD (ON RADIO)
It's a trick!

The guards look over at Reg, who tries to cover...

REG
What, you mean we're being
fooled?

While one of the guards grabs the wheel from Reg, the
other blows on the WHISTLE, signalling for the drones to
head back.

EXT. GUARD STATION - DAY

Barbarella continues with her work, wrapping cable around
two of the power tower's legs. Running out of slack, she
starts to pull more cable in, but finds it's gotten stuck.

Frustrated, she follows the cable around the side of a generator to see what the problem is. She comes face-to-chest with

THE BEARDED GUARD.

He smiles smugly. Then Barbarella quickly drops low and kicks him in the knee. HOWLING, he falls like an oak.

She looks up to see SIX DRONES approaching fast.

Desperate, she runs back to the tower, trying to finish her work. But there's still a hundred feet of cable, and not nearly enough time to wrap it all. With one desperate, inspired idea, she takes the free end of the cable and runs as fast as she can towards the chain-link fence.

Naturally, the drones go after her.

Reaching the fence, Barbarella turns and holds her ground. She stares the drones straight in the eye, listening as their circuits CHARGE. At the last moment, just before they FIRE their energy spikes, Barbarella throws the cable and dives away from the fence.

The lightning hits the fence and SURGES along the cable, burning white-hot. It races back to the coils wrapped around the power tower, arcing and EXPLODING.

The air CRACKLES with static as the tower begins to overload. Lying on the ground, Barbarella is startled to see her hair fly up from the growing static. The Bearded Guard bats at his chin, his whiskers filled with sparks.

The drones FIRE again and again, trying to dissipate the buildup, but it just feeds into the same loop.

THE TRUCK

ROARS in through the gate, the Guards hopping out. But there's nothing they can do.

The tower base begins to melt. The front supports buckle, then finally give way.

The entire tower CRASHES FORWARD into the guard station, discharging a massive bolt of energy. A beat later, all of the drones DROP to the ground, their power supply cut off.

EXT. BACK AT THE ORCHARDS - DAY

As WORKERS pick fruit, the drones begin to fall one by one.

Aaron SHOUTS:

AARON

Now!

In a concentrated rush, the slaves tackle the surprised GUARDS, several of whom climb trees, trying to get away.

They blow futilely on their WHISTLES, but to no effect. There are no machines to save them.

As the Boss himself is captured, an enormous CHEER goes up throughout the camp. Even Mimm joins in, a little-halfheartedly.

We hold for a few beats on the celebration and the many hugs, before slowly...

TRANSITIONING TO:

EXT. CANOPY NEAR THE CAPITOL - DAY

With Yarum waiting to the side, Finnea examines the final candidates for the Selection, SIX LITTLE GIRLS with blonde hair and hazel eyes. The last in line is Mimm's daughter Sofi.

Finnea eliminates three girls from the start...

FINNEA

Ugly. Ugly. Too tall.

The losers are yanked out of line. Finnea stands in front of the fourth girl.

FINNEA (CONT'D)

Say something.

LITTLE GIRL

(whiny)

What would you like me to say?

FINNEA

Nothing more. Your voice is torture.

(to Yarum)

(MORE)

FINNEA (CONT'D)
 Could you not hear that annoying
 pitch? How is she to write
 poetry when each syllable is
 strangled so?

YARUM
 Your forgiveness, my Highness.
 My ears are coarse.

He almost smiles as he says it.

FINNEA
 (to the next girl)
 Show me your drawing.

The girl shows her work, a simple crayon drawing of a dog.

FINNEA (CONT'D)
 (to the next girl)
 And yours.

The next drawing is of a stick-figure family, holding
 hands. Finnea looks to the final girl, Sofi.

FINNEA (CONT'D)
 And yours.

Sofi holds up her drawing. She's filled every bit of the
 paper, showing the sun's orange rays stretching across the
 green orchard where she was raised. Finnea is intrigued.
 She kneels down in front of her.

FINNEA (CONT'D)
 Your drawing is beautiful. You
 have a gift.

SOFI
 Thank you.

FINNEA
 What is your name?

SOFI
 Sofi, ma'am.

Finnea smiles.

FINNEA
 Tell me, Sofi. How would you
 like to go to a place where
 everything is as beautiful as a
 picture?

SOFI
 Very much, ma'am.

A CAPTAIN comes up to Yarum. In a low voice...

CAPTAIN
Lord General, there is a
situation.

CUT TO:

EXT. FACTORY - DAY

Barbarella SHOUTS...

BARBARELLA
Charge!

She leads a band of 20 FARM WORKERS who rush the chained gates with an improvised battering ram. The gates burst open, and the

TEN GUARDS

who were manning the barricade run for cover.
Barbarella's crew storms in.

INT. FACTORY - DAY

With a megaphone, Barbarella addresses the now-free FACTORY WORKERS. The captured guards are held by the stage.

BARBARELLA
Factory by factory, camp by
camp, we will take back control
of this world. Our world.

EXT. HILLTOP TRANSMISSION TOWER - DAY

Using tractors, Reg and other WORKERS pull down a second tower.

INTERCUT

with Barbarella's factory speech:

BARBARELLA'S VOICE
In place of tyranny, there will
be justice. In place of
cruelty, there will be
compassion.

(MORE)

BARBARELLA'S VOICE (CONT'D)
For it is not the oppressors we
hate, but the system that brings
oppression.

EXT. ORCHARDS - DAY

Mechanized WALK-BOTS march through the trees. They're self-powered walking tanks, with energy weapons in place of their arms.

On Aaron's signal, freedom fighters release sling-shot style catapults that launch jury-rigged drones. The drones EXPLODE, blowing apart the walk-bots.

BARBARELLA'S VOICE
Whether guard or slave, we are
one people. We must unite.

Picking through the pieces, the workers salvage the arms of the walk-bots, which can be fashioned into rifles.

INT. BACK AT THE FACTORY - DAY

Barbarella finishes up her speech, to the growing CHEERS of the audience. Several of the revolutionaries are in fact guards, having switched sides.

BARBARELLA
Let us build a government of the
people. By the people. And for
the people. For none of us is
free, until all are free!

Now the crowd erupts into SHOUTS and CHEERS. We MOVE AMID the crowd, watching each impassioned worker YELL and CLAP. And then we settle on one unhappy face:

FINNEA.

She's dressed down in simple peasant's clothes, but even without her finery, she maintains a superior air.

She cuts through the crowd, heading out the back of the factory.

EXT. FACTORY TOWN - DAY

Finnea walks down the dirty street, bearing contempt for the excitement she sees.

EXT. LONELY ROAD - DAY

Finnea keeps walking.

INT. GUARD VEHICLE - DAY

Finnea sits in the passenger seat as the truck BUMPS along. Yarum is driving.

YARUM

There's been some attrition among the guards, but we should have enough to maintain most of the other camps, at least until the next cycle.

FINNEA

No. She'll overtake them all. Each camp she captures feeds the next. The revolt cannot be contained.

YARUM

Then what...

FINNEA

It must be destroyed.
Barbarella must be destroyed.

TRANSITION TO:

EXT. MINING CAMP - NIGHT

A COLD WIND blows through the camp. Stray DOGS scratch at bits of trash.

INT. MESS TENT - NIGHT

Among the 50 MEN here, there's not a muscle that isn't strained, or a bone that isn't aching. The grimy slaves eat their meal with a minimum of chatter, too tired to complain.

Pike shovels through his food. It's terrible, but he can manage.

At the edge of the tent, TWO GUARDS are talking in low voices. We can't hear what they're saying.

Pike looks over, curious about their conversation. A HAGGARD MINER notices his gaze.

HAGGARD MINER
(low)
Word is, there's trouble at the
other camps. Worried it'll
spread here.

PIKE
What kind of trouble?

HAGGARD MINER
Revolutionaries.

A SCRAWNY MINER is sitting at the next table, with his back to them. But he's been listening in:

SCRAWNY MINER
Some woman's stirring them up.
Newcomer. Claims to come from
the moon!

At that, Pike looks up, suddenly more interested.

SCRAWNY MINER (CONT'D)
Funny name to her.
Bobby...Bella...

Before Pike can say it, he hears...

A MAN'S VOICE
Barbarella.

Pike looks down the table to see

CORNWELL.

They've never spoken to each other.

PIKE
You met her?

CORNWELL
(lecherous)
You could say that.

HAGGARD MINER
What was she like?

CORNWELL
Now, I'd have to say she was the
perfect woman.
(MORE)

CORNWELL (CONT'D)
Not too tall, not too chaste,
and not too bright.

That gets a RISE out of the men. Pike bides his time, but his anger is building.

PIKE
What camp they put her in?

CORNWELL
Listen to this! Man hears a
whore's reputation, and he wants
to track her down!

PIKE
She's not a whore.

Pike says it with such absolutely authority that the other men quiet down a bit, sensing the rising tension.

CORNWELL
Well, let's analyze the facts,
my friend. She looks like a
whore. She talks like a whore.
And I'll tell you, she walks
like a whore...

Cornwell thrusts his pelvis, making sure they don't miss the "walk" double-entendre...

CORNWELL (CONT'D)
...so the odds are she's a fat-
lipped gutter-licking pocket-
picking guard-loving donkey-
rubbing whore.

A beat, then Pike suddenly SLAMS Cornwell's shit-eating smile right off his face. He pulls the smaller man down the table, knocking off all the trays along the way. He throws Cornwell into the nearest Guard.

Another GUARD brings his whistle to his lips to summon help, but Pike kicks him in the mouth. The guard TWEETS softly as he falls, the whistle stuck in his throat.

Riled up, the rest of the slaves start CHEERING and climbing on the table. Some merely slug each other -- any excuse for a brawl -- but others rush the entrance.

Seeing the beginnings of a stampede, Pike dives the other way, ducking under the back of the tent and rolling outside.

EXT. BEHIND THE MESS TENT - NIGHT

As guard WHISTLES blow, we hear the FWANGG! of drones discharging. Strokes of light FLASH as the angry mob is quickly zapped into submission.

Keeping low, Pike half-slides down the muddy hill. He freezes as a drone HUMS his way. Holding close to a tree, he carefully circles it as the drone moves past, staying out of sight. The minute it's gone, he keeps running.

EXT. DEEPER IN THE JUNGLE - NIGHT

Pike climbs up the hillside, moving from boulder to boulder, trying to stay out of sight. Finding a hideaway between two boulders, he ducks in to catch his breath and evaluate his many cuts and bruises.

He unlaces his boots and shakes out a fistful of mud and gravel.

It's then he hears something, carried on the wind. It's a man SINGING -- too faint to make out the words. Pike carefully moves towards the sound.

EXT. ROCKY HIDEAWAY - NIGHT

As Pike approaches, he can start to make out the lyrics.

MALE VOICE

(singing)

...give me your answer do. I'm
half crazy, all for the love of
you.

Puzzled, Pike looks into the hideaway to find a

CONTENTED GOAT

laying in the musty leaves.

10E'S VOICE

(singing)

It won't be a stylish marriage,
I can't afford a carriage, but
you'll look sweet upon the seat
of a bicycle built for two.

The goat BLEATS at Pike, who ROARS right back. Waving his arms and stomping his feet, Pike succeeds in scaring the goat away.

10E
What's happening? Who's there?

Pike kicks back the leaves to uncover 10E, who's grimy but unhurt.

PIKE
I'll be damned.

He picks 10E up, looks him in the "eye."

10E
You!

PIKE
Where's Barbarella?

10E
She's being held captive, thanks to you.

PIKE
Which camp?

10E doesn't answer.

PIKE (CONT'D)
Which camp?!

10E
I don't know if I can trust you.

PIKE
Yeah, you got a lot of options here, goat-boy.

A beat. 10E finally relents...

10E
I don't know the name of the camp. I only know its coordinates. I could guide you.

PIKE
Fine. But if you zap me again, you're going in a deep hole for a long time.

EXT. JUNGLE - DAWN

Pike bushwhacks through the trees, staying clear of any roads or marked paths. He's haggard, hungry, and punch-drunk from exhaustion.

He sits down on a mossy log, listening to the FOREST BIRDS and WHIRRING INSECTS.

10E
Why are we stopping?

PIKE
I need to rest.

10E
It's no more than 20 miles.

Now Pike is really glad he stopped. He lies down alongside the log, pushing dead leaves around until he's comfortable. He puts 10E on top of the log to serve as lookout. As he does, he notices something on 10E's lens.

PIKE
You got smudge in your eye.

Licking his sleeve, he wipes the lens clean. Realizing the absurdity of his action...

PIKE (CONT'D)
I must really love this chick.

10E
Nonsense. You don't love her.
You don't know the meaning of
the word.

PIKE
She's stuck in my head and I'd
do anything to see her again.

10E
You simply want to have sexual
intercourse with her again.
You're confusing physical
intimacy with emotional
commitment.

PIKE
Yeah, which one of us just
fucked a goat?

That shuts 10E up. Pike throws some rocks out of his "bed," then settles down to rest.

A beat, then...

PIKE (CONT'D)

Teenie.
(no answer)
Teenie!

10E

"Tenny."

PIKE

What?

10E

My name is 10E. "Ten" stands for my generation of cognitive programming. The "E" stands for...

PIKE

Ennoying?

10E

No.

PIKE

Enal-retentive?

10E

No. And neither of those words begin with E, you illiterate ape.

Pike shrugs, whatever.

PIKE

Wake me up in four hours.

He settles his head down on his arm, shuts his eyes.

A long beat.

10E

The "E" stands for emotional.

PIKE

(mock surprise)

No.

A beat, then we go WIDER. From this distance, we get a better look at the forest glen, actually quite beautiful in the golden light.

PIKE (V.O.) (CONT'D)
Sing me a song, Teeny.

EXT. ANOTHER LIBERATED CAMP - DAY

While most of the workers are busy celebrating their sudden freedom, one irascible HOT-BLOODED WORKER argues with Barbarella.

HOT-BLOODED WORKER
How will we eat? How will we support ourselves?

BARBARELLA
This world already supports another. There is plenty for everyone.

HOT-BLOODED WORKER
I don't trust you. And I don't trust this man!
(pointing at Reg)
He is a soldier! I have seen him with my own eyes.

BARBARELLA
You're confused. He simply wears the uniform.

REG
No, he's right.

Barbarella turns to face him.

REG (CONT'D)
The uniform seems authentic because it is authentic.

BARBARELLA
Then why would you try to free the workers?

REG
Because I knew their slavery was wrong. No one is made better or worse than another.

A beat, then Barbarella suddenly kisses Reg, this time quite passionately.

REG (CONT'D)
Was that for courage, too?

BARBARELLA
No. For your selfless
dedication to a noble cause.

REG
I have many other good
qualities.

Barbarella smiles.

BARBARELLA
Reg, have you ever had occasion
to make lo...

A FAMILIAR VOICE interrupts --

AARON
Barbarella!

Aaron is walking with Yarum. Although he has technically been captured by the workers, something about the Lord General's expression suggests this will be a temporary situation.

Workers gather around, intrigued to see how this will resolve. Yarum locks eyes briefly with Reg, amused and disgusted to see one of his own men is behind this rebellion.

YARUM
My name is Yarum. I speak on
behalf of our Highness.

BARBARELLA
Have you come to surrender?

YARUM
It is your surrender I seek.

Barbarella half-laughs.

BARBARELLA
Your "Highness" is delusional.
The power rests with the people.
The revolution will liberate
this world.

YARUM
You should look to the hills in
the East before making that
prediction.

Everyone's gaze turns East, where a white light is visible in the sky, brighter than the sun. Like a massive signal flare, it falls towards the hills below.

EXT. FOREST HILLSIDE - DAY

A happy ROBIN sits in a tree, SINGING its song as the sparking light falls. A beat later, the flare hits.

A shockwave of destruction rips through the forest, incinerating everything it touches. There's not even time for things to burn -- they simply collapse into ashes.

EXT. FOREST GLEN - DAY

Still perched atop the log, 10E is knocked off by the far edge of the blast. He CLONKS Pike on the head.

Groggy, Pike sits up from his nap and looks in the direction of the blast. A radius of ten miles has been completely obliterated, not a tree left standing.

PIKE
This can't be good.

EXT. LIBERATED CAMP - DAY

The workers can see, hear and feel the impact of the explosion. It's a sobering event.

Yarum turns to Barbarella.

YARUM
You will come with me now, or every worker camp will be destroyed, one by one.

BARBARELLA
Finnea would not kill her own citizens.

YARUM
These are not citizens. These are slaves. And their blood will be on your hands.

Barbarella looks at Reg, Aaron, Mimm and the faces of the other terrified workers. She knows she has no choice.

EXT. CAPITOL BUILDING - DAY

We PUSH IN on the structure, the main seat of power in the Underworld. While most of it is made of stone blocks, the main dome is constructed of gold.

INT. CAPITOL BUILDING / CEREMONIAL HALL - DAY

Nearly empty, and ECHOING like a cathedral.

The room is strangely proportioned: the doorways are much taller than they need to be, as are the ceilings. A row of too-tall chairs lines the wall on the left. The chair backs are strangely notched, perhaps to make room for tails.

At the center of the room sits a scattering of human-scale furniture, which seems puny by comparison.

FINNEA

occupies one of these chairs. She looks up as the door opens.

Her wrists bound together with steel shackles, Barbarella is led in by Yarum and TWO GUARDS. She locks eyes with Finnea, by turns disappointed, bewildered and enraged.

Standing up, Finnea opens her arms and hugs Barbarella, who is helpless to resist or return the embrace.

FINNEA

I am glad to see you,
Barbarella.

BARBARELLA

I am glad to see you, Finnea.
Glad to see you as you truly
are.

Finnea looks to her men...

FINNEA

Leave us.

YARUM

(nervous)
Your majesty, she is...

FINNEA

...no threat to me. Go.

Yarum bristles at being ordered about like a common footsoldier, yet he obeys. The men leave, shutting the doors behind them. Now it's just Barbarella and Finnea in this giant hall.

FINNEA (CONT'D)

You cannot know how much I wished for this day, that someone else might share this secret.

BARBARELLA

A secret I fear I still do not understand. How can someone whose philosophy I have found impeccable be involved in something so corrupt? So evil?

FINNEA

You won't judge so harshly once you know the whole story.

BARBARELLA

There is no excuse or apology for what you've done.

FINNEA

For what I've done? None of this would have happened had you stayed on Eldoria.

Not rising to the bait...

BARBARELLA

If you say there is an explanation, then I will listen to it. But it will not exonerate you.

Finnea motions for Barbarella to take a seat, who reluctantly complies. Finnea sits across from her.

FINNEA

As you no doubt suspect, we didn't originally come from either of these worlds, but from a third. What you couldn't know is that our home planet was worse than can possibly be imagined.

EXT. A DIRTY ALLEYWAY - DAY [FLASHBACK]

RATS scurry amid the garbage. TWO DISEASED VAGRANTS fight over a bottle of cheap liquor, which breaks.

FINNEA (V.O.)
War and pestilence were rampant,
and the environment was near
collapse.

EXT. THE SEA - DAY [FLASHBACK]

Tides of DEAD FISH wash up at the feet of a POOR FISHERMAN.

EXT. BLOWN OUT BUILDING - DAY [FLASHBACK]

DEAD SOLDIERS lie in a bloody pile.

FINNEA (V.O.)
Military states ruled by the
threat of complete annihilation,
fighting unwinnable wars with
unspeakable casualties.

EXT. A LAKE - NIGHT [FLASHBACK]

Leon is sitting on a dock when he is blinded by a BRILLIANT LIGHT in the sky.

FINNEA (V.O.)
It was in this time, that a
single man was contacted by a
race as superior to us as we are
to insects. They saw our
species on the verge of self-
destruction, and sought to save
it. And to study it.

INT. CEREMONIAL HALL - DAY

BARBARELLA
So all this was an experiment.

FINNEA

To them, an experiment. To us,
an opportunity to create a
perfect world free from the
mistakes of history. Leon was
given a year to assemble
followers, men and women who
wished to join him on a new and
better world, a sanctuary from
which civilization could be
rebuilt.

EXT. A PRAIRIE HILL - TWILIGHT [FLASHBACK]

Leon speaks to a group of 100 FOLLOWERS. These are the exact same people we saw in the opening, wearing the same flowing white robes. Among the crowd, we see the Young Woman who will become Barbarella's mother.

LEON

Tonight, we are not afraid, for
we are the future!

The crowd looks up as a massive ALIEN SHIP descends from the sky. One by one, the followers find themselves floating up towards it.

Scared, a young girl -- Young Finnea -- takes Leon by the hand. They float up together.

EXT. THE GREAT LAWN OF ELDORIA - DAY [FLASHBACK]

This is the exact scene from the start of the story, where all the citizens are sleeping on the grass. Only Leon is not asleep. He's walking from person to person, pressing a glowing device against their temples.

FINNEA (V.O.)

Before the followers awoke,
their memories were erased and
their urges suppressed, so none
would be tempted to repeat the
sins of the previous world:
greed, competition, envy. They
could start anew.

The first of the followers awakens, dazed. Leon helps him up.

FINNEA (V.O.) (CONT'D)

Only Leon would keep the burden
of this secret.

INT. THE GREAT HALL - DAY

BARBARELLA
The people of this world -- how
did they arrive, if they were
not "true believers?"

INT. COMMERCIAL AIRPLANE - NIGHT [FLASHBACK]

PASSENGERS SCREAM as the airplane rocks, a brilliant light
streaming into through the windows.

FINNEA
They were captured, as a net
would catch fish. Of course,
they were lucky.

EXT. FOREST - NIGHT [FLASHBACK]

Five LUMBERJACKS run in terror as a light chases them
through the trees, lifting them off the forest floor.

FINNEA
They were saved from certain
destruction. They owe their
lives to this brave endeavor,
which erased the memory of their
former suffering.

INT. CEREMONIAL HALL - NIGHT

Barbarella stands up and starts moving, not willing to be
trapped in Finnea's logic.

BARBARELLA
However noble the intention, it
does not change the fact that
our happy world is constructed
on lies. We are free only
because others are not. Our
lives are easy because others'
are difficult.

FINNEA
Yes, our lives are easy and that
is by design. Great thought,
great music, great art does not
come at the end of a day's labor
working in the fields.

(MORE)

FINNEA (CONT'D)
These are only the products of a
society liberated from material
burdens.

Following that thread...

FINNEA (CONT'D)
You are a painter, Barbarella,
but can you honestly say you
would be if you had to mine the
ore and squeeze the oil for
every drop of paint? You would
be too tired to lift the brush.

BARBARELLA
We shall never know. The theory
is untestable. I can never go
back.

FINNEA
You can. Come back with me to
Eldoria.

BARBARELLA
And pretend none of this ever
happened? Deny everything I've
seen and felt.

FINNEA
Not to pretend, not to deny. To
forget.

Finnea is relieved to be able to explain her plan. She
pulls out the glowing device we saw Leon use on his
followers.

FINNEA (CONT'D)
The same device that let us
forget our lives upon our
arrival could take your memories
of this place. All would be as
it once was. The nightmare
would be over.

BARBARELLA
You're offering me ignorance.

FINNEA
I'm offering you freedom of
mind. I'm offering you the life
you once had.

BARBARELLA
No. Never. I cannot live
freely, knowing others live in
chains.

A long beat, then finally, resigned...

FINNEA
Then you cannot live at all.
(yelling)
Guards!

The soldier re-enter. Finnea waves a hand to have Barbarella taken away.

FINNEA (CONT'D)
I have already chosen the girl
to replace you, Barbarella.
She's like you, but smarter.
She wants to leave this wretched
world.

EXT. LIBERATED CAMP - DAY

A truck ROARS to a stop, a dozen GUARDS spilling out with their version of riot gear. More trucks are on the way. The WORKERS scatter, no clear plan of how or whether to fight. In the middle of this confusion, we come upon

PIKE,

who grabs a passing MAN.

PIKE
Where's Barbarella?

EXT. BEHIND A TENT - DAY

Reg is trying to convince the CAMP LEADERS to keep fighting.

REG
Without the workers, there is no
food for their table. We still
have the power.

MIMM
What good is freedom for the
dead?

In the background, a RANDOM GUY points out Reg to Pike. He closes the distance. Grabs Reg by the tunic.

PIKE
Where is she?

REG
Barbarella? She's been
captured.

Pike throws Reg to the ground. The other leaders back
away, not wanting to get in the way of Pike's rampage.

Just now realizing...

REG (CONT'D)
You're Pike, aren't you?

PIKE
She talked about me?

REG
We discussed many things. We
were intimate.

Pike advances on him. Reg backs away.

REG (CONT'D)
Not that intimate.

Aaron grabs Pike by the arm.

AARON
They've scheduled her execution.

PIKE
Then we have to stop it.

CUT TO:

EXT. CUTTING ACROSS THE CAMP - NIGHT

Reg is trying to keep up with Pike.

REG
The Capitol is too heavily
fortified. We can't risk the
revolution for a single person,
no matter how much we might love
her.

Off Pike's glare, Reg realizes he probably shouldn't have
said "love."

PIKE
You must have had a plan for
taking it down.

REG

Yes, but it was complicated.
We'd have to take control of
their orbital weapons, which
means constructing some sort of
electronic device that could
interface with the main
processor so as...

Pike hands him 10E.

PIKE

There's your device. How do we
start?

CUT TO:

EXT. CAPITOL BUILDING - DAY

A CROWD of workers gathers to watch the execution. A
massive fleet of drones hovers overhead to prevent a riot,
while armed Guards man a stage erected on the capitol
steps.

In the crowd, we see TWO GUARDS cutting through. It's
Pike and Reg, both wearing uniforms, headed for the main
entrance to the building. Pike's doesn't fit nearly as
well as Reg's. He keeps pulling at the collar.

ON STAGE

Yarum addresses the crowd, shouting simply...

YARUM

You will be silent!

Finnea comes to the front of the stage, closer to the
crowd than Yarum would prefer.

FINNEA

Why does the sun rise every
morning? Because of the Gods'
benevolence. Why does the rain
fall? Why do trees grow?
Because we let these things be.
Your existence comes only from
our grace and yet you would
spite us.

We TRACK ACROSS various faces in the crowd, listening to
Finnea's diatribe.

FINNEA (CONT'D)

You have been fooled by this woman's clever lies into thinking you are something more than what you are. You are slaves. You are simple people with simple jobs. Rejoice in this. Learn from this. And learn from what you see today.

Barbarella is led out in shackles to a giant rack that's been assembled on the stage. The center portion -- a steel cylinder that must weigh ten tons -- very slowly rises.

As the guards attach Barbarella's hands to the rack, she sees how this execution device must work. When the cylinder reaches the top, it will be released to slam down upon her, crushing her like a walnut.

BARBARELLA

Finnea!

Finnea turns to her.

BARBARELLA (CONT'D)

The "superior race" that brought us here -- where are they now?

FINNEA

No one knows. Their motives are beyond understanding.

BARBARELLA

I understand perfectly. They gave up. They saw their experiment was a failure. For an unequal society will fall inevitably.

FINNEA

But not today. Today, you will die.

INT. CAPITOL HALLWAY - DAY

Pike and Reg both head down this narrow corridor, deep within the building. Another GUARD is approaching.

GUARD

You don't have clearance to be in this section.

Reg begins his clever subterfuge...

REG
There's an emergency in the
resources allocation department
that...

Impatient, Pike grabs the Guard and SLAMS him into the wall twice, knocking him out. Reg is going to protest, but doesn't want to risk a thrashing himself.

INT. ANOTHER CORRIDOR - DAY

Pulling open an access panel, Reg finds what he's looking for. He removes a command console that's roughly the same shape as 10E.

Pike hands him 10E to insert. Reg gets it in halfway, but no further -- it's not the right match. It's like to trying to put a VHS tape into a Betamax.

REG
It won't work. It doesn't fit.

PIKE
I'll make it fit.

With his boot, Pike KICKS 10E again and again, until the titanium case is finally wedged in. A few sparks, then the hallway goes dark.

Not sure if this is a good thing or a bad thing...

REG
Hello? Computer?

PIKE
Teeny? Buddy?

A long beat, then suddenly the lights begin to switch on, one bank at a time. Doors SLIDE open and shut. The entire building begins to HUM.

PIKE (CONT'D)
Teeny? Is that you?

A BOOMING VOICE answers -- familiar, but deeper. Stronger.

10E
For the last time, my name is
'Tenny.'

EXT. CAPITAL STAGE - DAY

The cylinder rises to its highest position in the execution rack. It pauses for a long moment, then falls, WHIRRING as it builds up speed.

Barbarella closes her eyes, bracing for the inevitable.

In the crowd, Mimm turns away. She can't bear to look. She flinches as she hears the piston SLAM down.

A beat, then a GASP in the crowd. She looks back.

Barbarella opens her eyes. Looks up to find that the cylinder has stopped just an inch from her head.

Just then, the 50 drones fall from the sky. The crowd immediately sets upon them, smashing them to bits. Even Mimm gets in a few whacks.

FINNEA

NO!!

She yells at Yarum:

FINNEA (CONT'D)

Make them stop!

YARUM

I cannot make them do anything.

IN THE CROWD

Some of the soldiers do their duty and try to break up the riots, most simply give up.

ON THE STAGE

Seeing her men desert her, Finnea runs back into the Capitol building. Yarum gives up his cudgel and surrenders to the workers.

Barbarella watches the melee with enthusiasm, but is still caught in the crusher. She suddenly finds Pike undoing her right wrist. She's overjoyed to see him.

BARBARELLA

Pike!

She then notices Reg undoing her left wrist.

BARBARELLA (CONT'D)

Reg!

With Barbarella unbound, all three stand there for an awkward moment while she decides whom to kiss. Finally...

BARBARELLA (CONT'D)

I'm so happy to see both of you!

She pulls them together in a friendly hug. Neither is satisfied.

BARBARELLA (CONT'D)

Where's Finnea?

REG

She went back inside.

BARBARELLA

I'll handle her. Reg, see to it that none of the guards are hurt. There should be no retribution. Pike, assess the vehicles. We'll need to mobilize a unit to each of the camps.

PIKE

You're giving me orders?

BARBARELLA

That's what I do now. We'll catch up later.

With that, she runs for the capitol entrance.

INT. CAPITOL BUILDING / CEREMONIAL CHAMBER - DAY

Barbarella enters to find the room empty, the chairs overturned. A voice BOOMS OUT overhead.

10E

Captain?

Bewildered...

BARBARELLA

10E? 10E, where are you?

10E

I've integrated myself into the main computer system.

(MORE)

10E (CONT'D)
Captain, there's something you
should know.

Suddenly, the floor begins to VIBRATE...

BARBARELLA
What's happening?

10E
We're preparing for take-off.
I'm locked out of the propulsion
subroutines.

BARBARELLA
What do you mean "take-off?"

EXT. THE CAPITOL - DAY

The main dome of the capitol building suddenly begins to
rise up, revealing that it is actually a complete sphere.

Pike and Reg both look over, astonished.

PIKE
Holy...

The golden sphere is a ship just like the Eldorian models,
only the size of an aircraft carrier. It rises up faster
and faster, heading into orbit.

INT. CARRIER HALLWAY - DAY

On a monitor, Barbarella studies a ship schematic.

10E
Based on my preliminary
analysis, I believe this ship
may be capable of interstellar
travel.

BARBARELLA
This could be the ship that
brought us here.

It's an awe-inspiring thought, but Barbarella has more
pressing issues. Noticing a line on the schematic...

BARBARELLA (CONT'D)
You have internal sensors.

10E
Do I?
(a beat)
Yes, I do!

BARBARELLA
See if you can use them to find
Finnea.

Half a beat later...

10E
Captain, she's in the cargo
hold.

INT. CARGO HOLD - DAY

The ship's cargo area is a massive warehouse, designed for transporting Eldoria's monthly requisition. It's eerily quiet, just the HUMM of the lights overhead.

Giant shipping containers of food and supplies form narrow pathways on the floor. Each palette is labelled: oranges, apples, gold-leaf chairs. We SNAKE THROUGH these "alleys" as we come to the

MAIN DOORS,

which slide open to reveal Barbarella. She steps inside.

The lights FLICKER. The floor is wet.

10E's voice comes over the cargo bay speakers:

10E
Captain, someone is attempting
to override the ship's systems.

Just then, the door behind Barbarella HISSES shut. She's startled.

BARBARELLA
10E?

10E
I've lost contact with the
cargo subsystem. Attempting to
re-route around the...

With a burst of DIGITAL STATIC, 10E cuts out.

BARBARELLA
10E? 10E!

There's no answer. She's all alone.

Almost...

BARBARELLA (CONT'D)
(shouting)
Finnea!

Only her ECHO responds.

Barbarella begins walking down the first alley of shipping containers, mindful that her adversary could be behind any corner.

BARBARELLA (CONT'D)
Finnea! This is where it ends.

She's answered by FINNEA'S BOOMING VOICE over the cargo bay speakers:

FINNEA'S VOICE
At last, we agree.

Finnea could be anywhere. The voice is coming from all sides. Barbarella takes another step, but is surprised when

HER FOOT

doesn't touch the ground. She's floating up, very slowly. So are all of the cargo containers around her.

Artificial gravity has been shut down.

For just a moment, Barbarella panics, flailing at the air. But she forces herself to calm down and looks around. The nearest shipping container -- labelled "roses" -- is just out of reach. She stretches, reaching closer, closer...

...and finally touches it. Her fingertips brush against the steel handhold, finally grabbing it. She pulls herself against the container, relieved to be on "dry ground."

In the distance, she hears a deep CLANG! A second later, ANOTHER CLANG! And ANOTHER. They're getting LOUDER. Closer. Suddenly, the massive shipping container on the other side of the "alley" begins moving towards her.

It'll crush her in seconds.

Barbarella twists her body and pushes herself straight up. She dodges the fatal CLANG! by less than an inch, floating above the sea of cargo palettes.

One by one, several of the distant shipping crates begin to move up, pushed from below. Barbarella can only watch as she very slowly floats towards the ceiling. Only when she's there does she regain her "footing," although she's technically upside-down.

By now, the various shipping containers are all moving in different directions like huge crushing rocks, occasionally SMASHING into each other. Some of their contents have broken loose; stray hats and cantaloupes add to the clutter.

Barbarella pulls herself along the ceiling, climbing under the BUZZING lights, searching for Finnea in the moving minefield. She finally spots her at the far side of the bay, back against the wall,

PUSHING

the containers around with two grav paddles.

Finnea spots Barbarella. They lock eyes.

Then Finnea sends a nearby barrel HURTLING up at her.

Barbarella "leaps" away in the nick of time, aiming for a nearby container.

The barrel SMASHES into one of the lighting banks with an EXPLOSION of white sparks. But the sparks don't fall -- they simply hang in the air like stars, burning all the while.

Clinging to the side of a spinning container, Barbarella spots a stray

GRAV PADDLE

floating near the floor. Unfortunately, one of the biggest cargo pods is moving to block it. No time for second thoughts, Barbarella dives for the paddle, skidding on the floor and grabbing it.

As the giant cargo pod moves down towards her, Barbarella inches along, trying to get out of its way -- it's going to squash her like a bug. Finally, she sparks the grav paddle, which HUMMS and

PULLS HER

faster and faster along the floor, until she hits the far wall with a THUD. The cargo pod SCRAPES against the floor, CRUSHING a loose melon that could have been her head.

Spotting another paddle floating in the distance, Barbarella aims her paddle and succeeds in pulling it to her. It's like fishing without a line.

With a grav paddle in each hand, Barbarella feels ready to fight. She pushes off with her feet and uses the paddles to "pull" her where she wants to go. It has the same perilous grace as Tarzan swinging from the vines -- one wrong move and she's done for, crushed amid the moving boxes.

The action, which up to now has been moving at a snail's pace, suddenly becomes lightning-fast. The fight we've been waiting for is on.

Finnea FLIES OUT from a hiding spot to take Barbarella by surprise. She lands a paddle to Barbarella's back, the blow stinging not just from the impact, but off torsion from the gravity generators.

Barbarella CRIES OUT.

With a twist, Finnea sends Barbarella toppling end over end, then moves to reposition herself.

Barbarella kicks off of two containers and comes back swinging. Finnea parries both attacks, then catches Barbarella by the neck with both paddles. Barbarella nearly blacks out.

Pulling her close...

FINNEA

Don't forget who taught you.

...Finnea sends her SPINNING away like a top. Barbarella SMASHES into a container, barely keeping her grip on the paddles. She looks across at her adversary, both fighters drifting away from each other.

BARBARELLA

Sister, I am through with lessons.

Barbarella launches herself at Finnea. In mid-leap, she releases her grip on one paddle, using the other to grab it. Twirling, she uses the paddles as nunchucks, gravity serving as the chain between them.

She lands two solid blows, then follows with a kick. The two women exchange a tremendous number of blows, one after another, each hit knocking them in a different direction.

Barbarella rips a paddle from Finnea's hand, sending it flying all the way across the cargo bay.

Just then...

10E'S VOICE
Captain!

BARBARELLA
10E?!

Momentarily distracted, Barbarella catches an elbow to the jaw which stuns her.

10E
I've re-routed the power.
Gravity will return in eight
seconds...seven...

The two women wrestle in mid-air, both losing hold of their paddles.

10E (CONT'D)
Six...Five...

Still fighting, they head upwards. Without a floor to pin someone against, it's hard to say who's winning. Chokehold becomes leghold. Every punch spins both opponents.

10E (CONT'D)
Four...Three...

Finally landing a decisive kick, Finnea knocks Barbarella back through the field of still-burning sparks from the exploded lights.

10E (CONT'D)
Two...

Barbarella finds herself 60 feet above the "floor." The fall will kill her. She grabs for the nearest rafter...

Finnea ends up on the underside of a floating palette. She desperately tries to climb to the top, but the palette simply turns in mid air, keeping her on the bottom.

10E (CONT'D)
ONE!

Barbarella strains, just barely touching the rafter.

Finnea is still trying to get on top of the palette.

At what should be "ZERO,"

NOTHING HAPPENS.

Then suddenly gravity kicks in.

Barbarella drops, catching herself on the rafter by one hand. All the shipping containers SMASH to the floor, many crashing on top of each other.

The orange palette hits last, but hardest. Finnea is pinned beneath it, completely crushed by the fruits of her own deception.

Stray oranges spill down, rolling across the floor. We continue to follow one fruit, until it finally comes to a rest beside Finnea's pale hand.

CROSSFADE TO:

EXT. GREAT LAWN OF ELDORIA - DAY

Barbarella addresses the largest crowd yet, consisting not just of the ELDORIAN PEOPLE, but also hundreds of FREED SLAVES and FORMER GUARDS from the Underworld.

There are banners and garlands everywhere, part of a week-long celebration. The MUSIC reinforces this joyful mood.

BARBARELLA

One hundred men and women awoke
on this green lawn and thought
themselves fortunate. Thousands
of others awoke on the planet
below and thought themselves
slaves. Brothers, sisters,
citizens -- let us now truly
awaken and see our common
destiny. Let us work together
to create the best of societies,
each of us artist and worker,
mother and father, teacher and
student.

Among the crowd we see many familiar faces, including Mimm and Sofi, Gareth and Aaron.

BARBARELLA (CONT'D)
 Let us become the better world
 we always imagined ourselves to
 be!

This elicits a CHEER from the crowd, which degenerates
 into a chant of...

CROWD
 Bar-bar-ell-a! Bar-bar-ell-a!

Barbarella is embarrassed. She finally gets the crowd to
 quiet down. One MAN cries out...

MAN'S VOICE
 Lead us, Barbarella!

She laughs.

BARBARELLA
 I hope to, but not as your
 Coordinator. Buried in the
 records of the ship that brought
 us here are the coordinates of
 the planet we left behind.

MURMURING in the crowd, news they never expected.

BARBARELLA (CONT'D)
 We know little of it, but by all
 accounts it was a dystopia on
 the verge of self-annihilation.
 I shall travel to this world and
 investigate it, in the hope that
 one day we might return to it,
 and bring it new hope.

With a sincerity born of experience...

BARBARELLA (CONT'D)
 I have no desire to leave this
 world, my home. I only seek to
 spread its good fortune
 throughout the galaxy.

EXT. GREAT LAWN / MINUTES LATER - DAY

Walking through the crowd, Barbarella hugs her friends
 from both worlds, all of whom want to wish her well.
 Included among them are the slaves she defended, and
 several of the guards she walloped along the way.

She comes upon Mimm, who nearly hugs the life out of her.

INT. SHIP CORRIDOR - DAY

As the TRIUMPHAL MUSIC continues, two airlock doors SLIDE OPEN to reveal Barbarella. She's dressed for a new adventure.

Before the doors can shut behind her, a familiar voice calls out...

REG
Barbarella!

She turns back to see both Reg and Pike. They've been running to catch up with her.

REG (CONT'D)
We have to talk to you.

PIKE
Now. Before you go.

Barbarella comes back to them.

REG
Pike and I have been talking,
and we both agree this can't
continue.

PIKE
You can't keep playing both of
us. You gotta pick one.

Barbarella is blindsided by the ultimatum. She takes a moment to consider.

BARBARELLA
Of all the challenges I've faced
these past days, this may be the
most difficult, for you both
have such different qualities.

She puts a hand on Reg's cheek.

BARBARELLA (CONT'D)
Reg, I am inspired by your
intellect and your dedication,
your passion for decency and
justice. For you to give up
your station and privilege to
help the common people, well,
it's hard to imagine many others
who would be so courageous.
(MORE)

BARBARELLA (CONT'D)
I could search the universe and
never find your equal.

Reg smiles nervously. Pike grimaces a bit, convinced he's lost. But then Barbarella puts her other hand on his cheek.

BARBARELLA (CONT'D)
Pike, every day with you is an
education in the strength of
humanity in its natural
condition, unfettered by the
chains of society. In your
eyes, I see a man I presumed
could not exist: one who makes
me both weaker and stronger in
unexpected ways. To you alone,
I feel surrender would be a
victory.

Now Pike is certain he's won. Reg is despondent.

BARBARELLA (CONT'D)
And yet, if you're saying I must
pick just one person to love,
then the choice is obvious.
(beat)
I choose myself.

Barbarella kisses each man cordially, then turns her back and walks away, leaving the bulkhead doors to close on her two suitors.

Walking down the corridor, she calls out to the ship...

BARBARELLA (CONT'D)
10E, prepare for takeoff.

10E
With pleasure, Captain.

THE TWO MEN

glare at each other, bewildered and humbled.

REG
You had to push her, didn't you?

PIKE
You're gonna wanna shut up.

EXT. SPACE - DAY

The golden sphere rises above Eldoria, heading into deeper space. As it moves, we see golden lines glowing along its hull. The lines connect to form an intricate lattice which floats above the steel skin like a thousand halos.

Suddenly, the grid of light expands at an exponential rate, forming a massive hypersphere half the size of the solar system. Then, just as quickly, the light collapses back with a RUSH and a BOOM!

The ship disappears, replaced by a four-dimensional hole, "open" from all sides. The hole constricts, then disappears.

CUT TO:

ELSEWHERE IN SPACE

with a FLASH OF LIGHT, the same type of vortex opens. A beat later, the carrier emerges, travelling at an incredible rate of speed.

INT. THE CARRIER - CONTINUOUS

The entire ship SHUDDERS.

BARBARELLA

10E?!

10E

Not to worry, Captain. We've entered a planet's atmosphere. Compensating...

The shuddering tapers, then subsides altogether.

10E (CONT'D)

We will be landing in
5...4...3...2...

On "one," there's a noticeable BUMP, but on the whole it was a surprisingly peaceful landing.

EXT. SHIP'S CORRIDOR - DAY

Barbarella walks to the airlock.

BARBARELLA
Nicely done, 10E. You didn't
even panic.

10E
My emotional algorithms may be
misconfigured. I'll run a
diagnostic.

BARBARELLA
(amused)
There's nothing wrong, 10E.
You're just realizing how good
you always were.

She pats the wall lovingly.

BARBARELLA (CONT'D)
I'm proud of you.

10E
Thank you captain.

The airlock hatch slides open to reveal...

EXT. THE NEW WORLD - DAY

A MAGNIFICENT BLUE OCEAN stretches across the horizon.
The golden sun is shining, and a light breeze comes off
the water.

Barbarella steps onto the sandy beach, overwhelmed by the
beauty of this virgin world, and the grand scale of her
journey to get here.

She wipes away some joyful tears.

10E
Captain? What's wrong?

BARBARELLA
10E, have you ever a place so
beautiful? So innocent and
pure?

She picks up a handful of sand and lets it spill through
her fingers.

BARBARELLA (CONT'D)
We thought ourselves liberated,
but truly we were all captives.
For no people could leave this
world of their own free will.

10E
Captain! Someone's coming!

She looks to her right, where she spots a SCRAWNY YOUNG MAN walking along the water's edge, looking out upon the sea. He's barefoot and shirtless, his hair a ropy tangle.

BARBARELLA
A primitive!

Without a moment's hesitation, she runs out to him.

10E
Captain, be careful!

No thought to her own safety, Barbarella rushes up to the primitive man and embraces him tightly.

BARBARELLA
My brother!

He's startled and confused. Just now noticing the spaceship, the primitive man blinks hard, disbelieving.

BARBARELLA (CONT'D)
I call you my brother, for we
are all the same human family,
reunited at last!

The primitive is bewildered. Then again, he probably doesn't even know English. Realizing this, Barbarella speaks slowly and a bit loudly, as if that will help him understand:

BARBARELLA (CONT'D)
This place, your home, my
people's home -- what do you
call it?

A long beat, then...

PRIMITIVE MAN
San Diego.

BARBARELLA
(sounding it out)
San. Diego.

She beams. Even the name is magical. As MUSIC rises, only now do we

REVERSE

to look inland. We now see that the carrier has crash-landed...

EXT. BEACHFRONT BOARDWALK - DAY

...on top of a fish taco stand, crushing it flat.

A growing crowd of ROLLERBLADERS and DOG-WALKERS are gathering around the hulking ship, perplexed.

A WOMAN ON A CELL PHONE tells her friend she'll call him back.

A BICYCLE COP radios in to the station.

Based on the clothing styles and technology, it's obvious we're in "modern" times. It's 2002, or 2003 at the latest.

A RASTA GUY has a boom box strapped to his bike's handlebars. Conveniently, it's playing funky CHA-CHA COCKTAIL MUSIC.

A LITTLE GIRL reaches a hand out towards the golden hull of the ship, amazed. The voice of our female Narrator returns:

NARRATOR

What seems at a glance to be two
worlds is very often one.

As the Little Girl touches the ship, we quickly CRANE UP, looking down on the ship and the crowd.

We continue to rise HIGHER and HIGHER, until San Diego is a smudge on the coastline.

NARRATOR (CONT'D)

The differences one notices when
looking closely, disappear at a
distance...

We RISE UP through clouds and finally...

EXT. SPACE - CONTINUOUS

The giant Earth spins beneath us, falling away, until it is just a blue sphere turning in space.

NARRATOR
...leaving only a single
planet...

The Earth moves past the sun, a halo of light encircles
it. Off the flare...

NARRATOR (CONT'D)
...quite possibly the best of
all possible worlds.

Off a final CHA-CHA, we...

CUT TO BLACK.

THE END