

CONAN

SCREENPLAY BY OLIVER STONE

BASED ON THE STORIES OF
ROBERT E. HOWARD
WITH LATER ADDITIONS BY
L. SPRAGUE DE CAMP AND
LIN CARTER

FIRST DRAFT
AUGUST 1, 1978

OPENING SEQUENCE: A MAP of present-day EUROPE, ASIA, AFRICA, AMERICA...as the MUSIC THEME wells, the map starts to move and crumble - an ocean contracts, another expands; convulsions of the earth carve out new land masses, eradicate others, mountains rise, glaciers shift, wastes vanish beneath the waves...and the MAP of the ANCIENT KINGDOMS arises - Aquilonia, Nemedia, Cimmeria, Shem, Zingara, Vanaheim, Hyperborea, Zamora, Koth, Turan, Hyrkania, Stygia, etc., each dotted with their capital cities....MOVING CLOSER on CIMMERIA in the northeast region of old Europe,

irising:

INSIDE A HUGE FOREST - black and lonely, of massive depth ...and silence - a world apart.

ANOTHER ANGLE - cloud upon cloud piled on the banks of a moody, yellowish-black sky stretched over valleys roofed with green as:

A SOLITARY WIND whispers down a masked slope, plunging into giant trees and deep-shadowed light, onto the softer SOUNDS of a STREAM flowing through dappled patches of sunlight onto the image of a BOY - CONAN - probing with a sharpened stick for frogs and crayfish in a POOL of clean icy water ...the silence enormous all around -

A BLACK PANTHER nestles on a black boulder, speckled with green moss, its flank glistening in golden light as the sun sets low in the distance....the panther stirring, scenting something in the wind....

A DEER kicks - gone, through the leaves, half seen...

THE PANTHER - a beat. THEN:

HUGE SOUND - as powerful HORSES ride directly at us - sweating, frothing, thumping - 30 HORSEMEN perched forward, fully armed with pikes, swords, lances, war axes....

SILENCE - the boy CONAN, framed by the tall trees circumventing the stream, reaches down and swings a hoop of dead frogs and crayfish over his shoulder - and goes off, a handsome youth of 13 with shiny black hair, big black eyes, and a wiry muscular body, in laced moccasins and scraps of wolfskin...now vanishing into the shadows of the trees, becoming one with them...silence. THEN:

HORSE EYES - eager, terrified, cutting through the wind in a symphony of SOUND

THE RIDERS - closer to camera now, bunched in depthless long shot, and we see prominent in foreground - SEVERAL BLACK HOODED FIGURES ON BLACK HORSES, their countenances buried deeply inside their hoods, and ABOVE THEM WE SEE:

FURRY VULTURE BATS flying low and all out, trying to keep up with the stallions in a thunder of clobbered wings and hooked talons, their eyes blood-shot red.

CONAN now coming into his VILLAGE, down the main street ...smoking fires, logs, children playing, dogs, women toiling...a smaller BOY AND GIRL running up out of breath, in whispers.

CHILDREN

It's ready...hurry...hurry up, c'mon...!

They tug, he follows.

A DOG raises its gnarled old head at the entry to a BLACKSMITH SHED as

CONAN, accompanied by the TWO CHILDREN, enters, glimpsing

HIS MOTHER, a young, sensual image combing out her long flaxen hair in the waning heat of the sun. Now seeing him and throwing it back with a smile of acknowledgement.

CHILDREN

He's here! He's back, Father!

VOICE

(bellowing)

Conan - come ere lad!

CHILDREN

Go!

CONAN into the smoky INTERIOR OF A SHED...the clang of hammer on anvil, the blowing of bellows - fumes, heat, flame - and his FATHER in bearskin, his fierce eyes set in a hulking frame, his muscles bulging with blackened sweat, hammering a sword....

FATHER

(gesturing impatient)

Come.

CONAN approaching closer, awed now, laying to rest his hoop of toads and crayfish...PAST THE APPRENTICES at the slag heap, HORSES pent in the shed, and a GROUP OF MEN from the village gossiping, now stop, look at Conan...eyes focusing on

THE SWORD - glowing red.

THE FATHER turning his glance onto CONAN, whose eyes flick back to the sword appreciatively.

CONAN

Mine?

FATHER

Aye!

CONAN

It's beautiful, Father.

FATHER

(snorts)

Beautiful?...it's strong! That's what counts, boy! With it, you can kill...you can kill till the moment you get killed!

Abruptly pulling the sword from the forge and crossing the shed; CONAN follows at his heels, dwarfed by his size.

FATHER

It won't take you long to find out you can't trust anybody in this world, Conan - man, woman, or beast. But this - you can trust!

PLUNGES the SWORD into a basin of cold water. A sharp HISS.

THE CHORUS of MEN looking on - nod and cluck their approval as:

THE MOTHER now appears at the entrance of the shed with a BABY tucked on her breast.

FATHER, noticing - gestures with his head.

FATHER

Marthe - come, your boy's being baptized today.

CONAN - sensing a strain there

FATHER

(back to Conan)

- and don't count on any gods and priests to come and save your ass when it's up against the wall. Crom hates weaklings. You call his attention to you and he'll smash you like a walnut...

(MORE)

FATHER (CONT.)

He's a savage lousy god but when you were born, he breathed strength into you - to eat, to make babies, and to kill your enemies. Don't expect anything else and you'll be a man! Let priests and philosophers brood about Crom. Don't deny him but...

(a hint of humor in his crafty eyes)

don't trust him too much either...here -
(extending his arm conclusively)
- your sword!

A moment...HIS MOTHER looking on in close background...
CONAN now takes it.

THE CHORUS of MEN send up a roar of approval as:

THE RIDERS thunder to a halt on a grassy knoll in a MEADOW
- CLOSING QUICKLY now on

A ONE-EYED MERCENARY rearing on his horse into a FULL CLOSEUP - a rich embroidery of the finest white silk covering the gashed half of his face, down the middle of which a jagged scar snakes like lightning in a massive bisection of his persona....Death is in the spring air - as he YELLS a mighty war cry, his war axe flashing above his head.

ONE-EYED MERCENARY

YALALALALALALALU!!!!!!!!!!!!!!

THE SHRIEK is raised by ALL THE HORSEMEN AND:

LOW ANGLE - THE RIDERS THUNDER FORWARD

THE VULTURE BATS shrieking overhead

THE MOTHER - hears the cry. A calmness about her. Flashing her eyes on her HUSBAND.

MOTHER

They're back!

THE FATHER - silent, knowing - now reaching for a sword quickly.

THE MEN likewise grabbing up their swords and bills (long shafted weapons, half pike, half axe). Voices now:
"Hyperboreans!"

CONAN with his sword in hand, understanding - HIS MOTHER coming to his side, grabbing his wrist hard, preventing him from following the men.

THE RIDERS PLUNGE down into the VILLAGE, their hooves drowning out all sound...

AN OLD VILLAGER, 100 years old, waiting with a calm face.

SEVERAL RIDERS tear up a SIDESTREET

THE FATHER runs out of the shed followed by the MEN

AN OLDER MAN runs down a street, freaked out of his mind, shouting "Hyperboreans! They're here! They're here!".... pursued by POUNDING HOOVES - now overtaking him....

ANOTHER ANGLE - the OLD MAN slashed down

CLOSE - A HORSE goes down - gutted.

VILLAGE WOMEN run out and attack the toppled HORSEMAN

A HORSEMAN pounds past - trampling a VILLAGER

SEVERAL HORSEMEN bunched and engaging from their horses the poking bills of surrounding VILLAGERS

A VILLAGE ARCHER up on a straw roof - fires his bow

A HORSEMAN, riding by with his mouth open screaming and pulling a WOMAN by her long hair - crashes to the ground with the arrow in his back.

THE ARCHER, reaching for another arrow, suddenly yells looking upwards as a VULTURE BAT screeches and plunges down into his face, its talons extended. Thrashing with the archer, who screams; the vulture bat wheels backwards, and we see the archer fall, clutching his throat.

THE VULTURE BATS plunge down again in unison, like a battle squadron, shrieking!

THE FATHER, running forward with ANOTHER VILLAGER, looks up - spits a curse.

FATHER

Sorcery!

A BAT plunges on him suddenly, its scimitar-like beak slashing for his neck.

CONAN and HIS MOTHER spotting this from the SHED and running to his help.

THE FATHER ripping up at the creature, wounding it.

THE OLD DOG, fearless, flying up out of nowhere and catching the wounded bat in his fangs - shredding it to pieces as:

CONAN

No!!

HIS FATHER - stumbling sightless, bleeding from the eye-sockets.

A HORSE THUNDERING down alongside him.

CONAN stretching to reach him. A glimpse:

THE ONE-EYED MERCENARY looms out of nowhere on his towering horse, his white-silked face flashing before Conan in a moment to be remembered forever, his war axe high in the air - falling

HIS FATHER falling forward from the impact of the blow!

CONAN screaming

HIS LONG-HAIRED MOTHER, screaming revenge, runs up, her hair wild, with a pike in her hand, ramming it at ONE EYE. He deflects it off his heavy shield, and with one swipe of the axe breaks her pike...Circling, and as

SHE reaches up in a desperate attempt to stab him with her broken weapon, he raises his war axe...

CONAN screaming insanely, leaps to her aid but is SMASHED SIDEWAYS by a thunder of HOOVES AND LEGS - and the flanks of a wild horse tear by AND NOW:

CUT TO:

CLOUDS OF FLIES strafe the dead sprawled in the dirt streets, the cottages seething with black smoke

THE ONE-EYED MERCENARY intersects a HORSEMAN with a gesture of the head; the latter yanking on a chain and PULLING FORWARD - we now see a mass of surviving CHILDREN on foot, chained together...

CONAN, filthied, moving with them at the rear of the line, amid much crying - looking as

A HOODED FIGURE walks his horse by with a VULTURE BAT perched on his shoulder, its beak soaked with blood, framed by the smoking ruins...passing some STAKES in background which now come INTO SHARP FOCUS and prominently displayed among several others are THE HEADS of his MOTHER AND FATHER, staring sightlessly....

CONAN - with a young barbarian's acceptance of fate - bows his head, his eyes falling with smoldering hatred on the

CHAINS linking him to the moving CHILD in front of him... their shadows swaying with them as they walk...

LONG SHOT - the HORSEMEN disappearing into the FOREST beyond the charred and empty VILLAGE - and TILTING UPWARD TO THE SKY

AND PANNING ACROSS IT...the passage of time. A fierce brooding sky, dark and cold and grey....and COMING DOWN now into a LANDSCAPE OF ICE AND SNOW and

A MAN is running full speed in LONG SHOT - severed chains on his wrists - the BAYING of animals close on his heels... MUSIC

LOW ANGLE - GLADE of snow and mud...birds flitting and now taking fright and rising all at once in a clamoring cloud - as

THE MAN breaks from a thick line of black spruces - his high-strapped sandals making SUCKING SOUNDS in the earth as he runs rhythmically and light, yet evidently tiring, his visage marked with blood and cuts, whipmarks shredding the threadbare red tunic and a four foot length of broken chain rattling from his wrist....coming closer into camera now, CONAN is full grown to the bloom of youth and for all his massive, muscular build, he moves with the supple certitude of a leopard; his skin burnt by fierce

(continued)

wasteland suns, broad shouldered and deep powerful frame. A shock of dark tousled hair crowns a broad forehead caked with mud and cuts, his face drawn, the eyes burning in a dark angry face - casting a look behind him as he runs:

EYES burning like red coals in the gathering murk -

SHAGGY HULKING SHAPES of grey, hardly seen, loping among the black tree trunks

CONAN running, his eyes on

THE DIM RED SUN setting along with his life in some wasteland....MUSIC rumbling and stirring....

SQUIRRELS chittering - and scattering as CONAN'S LEGS tear up a slope - the close baying of many wolves...

CONAN scrambling up an ugly mass of boulders and rocks, into a deepening thicket....

THE WOLVES circling, sniffing...

CONAN moving...a CRASH in the thicket next to him. He swirls.

A GREAT GREY MASS SHOOTS OUT at him with a low-gurgling growl and CLAMPS its FANGS in his upthrust arm...

CONAN swirls the length of chain and smashes it down on the WOLF'S skull again and again....yelps - and the wolf crawls away, dying, as CONAN reels back, fresh blood streaming from his arm.

OTHER WOLVES tearing through the thicket, on the scent.

CONAN limps up to a high rock where he braces himself, his back to the wall, the chain grasped tight in his bloody hand....a silent imprecation...

THE WOLVES breaking out of the thicket howling -

A WOLF hurtles through the air, mouth snapping as CONAN cracks his chain against its snout, breaking its flight, swinging back into position for the next attacker....

THE WOLVES warily circle six feet from him, ready to spring...a pause....then THEY COME - all at once, famished, gaunt, desperate....CONAN amidst them rending and thrashing his chain - they rip the last of his tunic off, claw and shred him but he doesn't fall, the chain whirling in all directions, its deadly sound matched by the sound of growls, whimpers, tearing of flesh and slavering of jaws...As we PAN AWAY, we know the man is doomed when suddenly

A VOICE cuts through the sound of slaughter on a shrill, eerie note. (Effect to be worked out.) Unearthly, whooping - the WOLVES now responding with yelps and shrieks of their own and shrinking back from

CONAN who hears it now, staggering to the ground, looking up the hillside for the source of it, seeing:

NOTHING but rocks and crags...then settling in on a crazy looking WOMAN with black hair down to her knees, crouched menacingly in the rocks, now shaking her fists - and launching into a patois of sorts - chattering, demented.

THE WOLVES skulking away, sullen, famished...

CONAN, near naked and covered with blood, wonders, looks at the wolves and then back up.

SHE is gazing down at him, signalling in an eccentric fashion for him to come, follow her, and she stalks up the hillside

CONAN checks to see the wolves are gone, and puzzled, follows

THE WOMAN climbing - along the crags, undaunted by the exertion, not looking back as

CONAN follows below

THE WOMAN coming to a stone DWELLING cut into the side of a rock formation - looking back, as CONAN now comes into view...

INTERIOR DWELLING - SHE silently stokes a fire of tamarisk chunks - a strange looking woman with a striking dark sexual countenance and strong features (she could be in her early thirties); the two eyes are angled differently, giving the impression of irrationality, and the expression of the face itself is as hard and mean as one has ever seen on a woman....

CONAN, his chains removed, greedily devours a frugal meal of dried fruits, cheese, barley bread - a silence between them, a murky smoke in the dwelling...she comes towards him with a pitcher of wine, fills his cup....he glances at her uneasily....

SHE reads the glance amused, her black eyes keen....now picks her nose...

WOMAN

(abrupt, harsh)

Where you come from?

CONAN
The North.

WOMAN
Where?

CONAN
A Hyperborean slave pen.

WOMAN
How long?

CONAN
Seven years.

WOMAN
And where you going?

CONAN
South. To Zamora.

WOMAN
Why?

CONAN
They don't ask questions there -

WOMAN
Money. Women. Thieves. Bah! -
civilized people are soft, decadent!

CONAN
All the more reason. The picking'll
be easy.

WOMAN
You - a barbarian? In two months,
your spine'll be nailed to a tree
and vultures'll be eating your guts out.

ANOTHER ANGLE - SHE moves around him, picking her nose.
He remains uneasy. Drinks the wine.

CONAN
Who are you?

WOMAN
Who do you think I am?

Putting the wine cup back down, CONAN notices

ANOTHER ANGLE - the surface gleams like polished silver.

CONAN looking back at her as

SHE moves across the fire and squats feeding it...her
SHADOW following her...a beat.

CONAN following it with his eyes - wondering now if he
is seeing what he just saw.

THE WOMAN cocks her head over her shoulder like a bird,
one eye bent intensely on him.

WOMAN

They said you'd come...

A phosphorescent smile - blackened teeth now evident in
the recesses of her mouth. Suddenly a frozen-featured
woman. Fixed eyes. Fixed smile. Then fluid again:

CONAN - a cold moment. She knows who he is.

WOMAN

From the North. A man of great
strength. A Conqueror. A Barbarian.
Who would have the stamp of greatness
on him and one day be a King by his
own hand...And would set his heel on
the snake Set - and crush him.

CONAN - a pause.

SHE shifts, and rises now...her SHADOW rising behind her,
enlargened by the fire - and it is one slight beat off her
body; one half moment late in rising and moving with her,
with a separate life of its own

CONAN - his eyes bristling with the barbarian's natural
dread of the supernatural.

ANOTHER ANGLE - THE WOMAN coming closer

WOMAN

...and that's why you must be stopped...

Leaning in close - her eyes locked into CONAN's.

WOMAN

I've waited for you a long time,
my barbarian...

CONAN reaches clumsily for her.

SHE slithers back.

CONAN - his eyes suddenly heavy and wandering -

HIS POV - the same room, the same fire but it seems a little darker, a little colder now, just a little, and the fire is crackling louder - and the WITCH is looking at him from a distant part of the room - and does a strange dance movement as

SOMETHING HEAVY is now leaning against the outside door of the cottage...a pressure. Creaking -

SHE'S looking at the door

CONAN is straining with a mental bond, eyeing

THE WINE GOBLET

THE DOOR - the pressure increasing, creaking

CONAN - his hand clutching for the table, but he can't get there, it's too far, it's miles - and he knocks over the wine goblet.

ANOTHER ANGLE - stretching his bulk on the floor, senseless

THE FIRE - crackling

SHADOWS - MOVEMENT at the edge of consciousness. THEN:

SUDDENLY - and with a sharp CRACK of sound - A HAND LOCKS around his throat

HIS EYES swim open staring up into

HER FACE in dramatic CLOSEUP hovering over him, her features distorted like a wolf - sharp filed teeth, raising a dagger in her free hand, pointed at his heart as in a nightmare

HE groans - midway between sleep and waking.

THE DAGGER descends at blinding speed.

HIS HAND, unconsciously, shoots up and

ANOTHER ANGLE - with sharp sound SLAPS on her wrist and locks it.

HIS EYES now come alert, conscious...

HER EYES - straining to kill...

THEY struggle - he pulls her around - on the floor - they tumble in front of the fire...

ANOTHER ANGLE - their faces locked into each other...her features begin to soften...she lets the pressure flow out through the knife...

ANOTHER ANGLE - CONAN feels the release of tension, takes the knife...a gentleness about it.

ANOTHER ANGLE - her face, eyes seeking to trust. Almost childlike.

CONAN - wondering, the fire directly behind them...a clinging sexuality moving around the room...

ANOTHER ANGLE - SHE shifts her body closer to his, a sense of yearning...

CONAN - drawn by an irresistible impulse of its own - reaching out towards her, meeting her. A bemusement about his features, as if puzzled and detached from his own behavior.

HER LEG reaches out and locks about his thigh...

HER LIPS come close - closer...her eyes full of sex, impulse, and power...and meets him -

FULL - on the lips...MOVING AROUND to see CONAN's eyes in the kiss - opening wider, wider, trying to draw back from

HER EYES staring right at him - vivid, phosphorescent, full of lust and sheer hatred, and fixed on him, pupils clenched and victorious.

HE struggles suddenly to get out of the grasp but

SHE holds him with desperate steely strength, her smile fixed - a voice of husky, alluring suggestion -

WOMAN

You want me, you want me, don't you.
Take it...take it, it's yours...
take it!

ANOTHER ANGLE - rubbing her body against his, pressing her lips towards him...

WOMAN

I want you...I want all of you.
Give it to me. Give it to me.

ANOTHER ANGLE - he breaks the hug and she suddenly sinks her teeth in his neck like a wolf - shrieking out a terrible GROWL (to be worked out) and -

THE DOOR begins to creak again - more and more violently...

CONAN wrestling with HER - wrenching her around - he tries to rise on his knees, she pulls him back down, he fights his way up again, starts dragging her towards the fire...She screams, redoubles her efforts fighting with fury, bringing him back down, forcing himself back up again.

WOMAN

(furious)

No! No! No!...Don't! Don't!

THAT FACE - a maddened glare, foam on the lips...

CONAN hauls her around violently and hurls her down into the grate of the fire -

SHE tries to spring out - lighting up like a charred scarecrow as

CONAN, a stream of fresh blood on his neck, stamps on her - with his feet, forcing her deeper and deeper into the fire, like some nightmare he is trying to kill - another series of GROWLS from her, in an obscene stream that suddenly stops and CONAN freezes because

SHE isn't there - she isn't in the fire...and

HE is standing there in an empty hut with the crackling fire and

THE DOOR SLAMS OPEN with a burst of cold wind - and whatever it was, it's gone - left to his imagination and he is alone with

The BAYING of the wolves outside, somewhere in the forest....

CUT TO:

THE SUN rising over the snow - dawn...

MONTAGE:

CONAN walking, provisioned, PAST A RIVER - THAWING ICE... a THEME OF MUSIC indicating, with brush stroke, the passage of time....

PAST HILLS - sheep and dogs and herdsmen....

THROUGH A HUGE FOREST - awakening to the sounds of spring

A 300-POUND MERCHANT bound by his own breeches flopping on a road, next to his equally fat WIFE, also tied and gagged as

CONAN moves away fast, ripping open a small sack of coins -

ANOTHER ANGLE - WALKING ACROSS MEADOWLANDS blooming with flowers and promises of warmer southern climates.

PAST A PACK OF WILD HORSES running FREE - DISSOLVING TO:

"SHADIZAR" - NIGHT...WENCHES laugh and giggle on the arms of DRUNKEN MEN stumbling from a TAVERN someplace in the slum district.

CONAN walking down a muddy ALLEYWAY

PAST a dark corner from which TWO MEN stare - lost in darkness

THE HANDS of one of the men dropping to the knife in his belt.

CONAN, attuned without turning his head, lets his own hand wander down to his broadsword.

THE MAN easing off his knife, deciding not to try this massive stranger

CONAN turning now into a larger THOROUGHFARE, along a crooked unpaved street with outdoor food stalls where torches flare murkily from broken windows and thrown open doors; the scufflings of drunken ROISTERERS staggering along and the occasional shrill laughter of WOMEN. Sewers are few, the refuse dumped in reeking heaps and nauseous pools...

PAST AN ARCHWAY wherein SEVERAL WHORES clad in tawdry finery furtively move like rats - a FACE barely glimpsed, erotic.

VOICE

(whispering)

Come here, sweetheart...What's the matter? Come...Come to Tara, come...

(hissing with her sexy tongue)

INTO A TAVERN - BEGGARS lining the outside wall, raucous VOICES blasting into the street...

INTERIOR - large and smoky with veals and pigs roasting and painted WENCHES dawdling on the knees of half drunk ROGUES who empty their winecups and yell for more; they are men of all nations - furtive men, leering, quick fingered, swaggering, curled beards, hooked noses, mercenaries, deserters, pirates, strange black men from the south, kidnappers, thieves, pickpockets, murderers - many of them just as powerful looking and even larger than Conan and dressed in anarchic clothing of their own devise - animal skins stitched with bone artifacts, arms soaked in silver and gold ornaments, outrageous tattoos, etc., as

CONAN threads his way through, his first time here -

PAST TWO BARECHESTED WRESTLERS - one short and squat, the other lean and rippling - sizing one another up

ANOTHER ANGLE - they clash in a huge slap of flesh as

CONAN sits in a corner and

A HALF DOZEN SET OF EYES glare at him suspiciously from across a darkened archway - then return to an object of common interest on their candle-lit tabletop:

ONE UGLY INDIVIDUAL with a razor sharp poniard toys with a thin brown powder before him - on a small handmirror -

MAN 1

From where?

MAN 2 (black)

Kush.

MAN 1 chopping the powder lightly with his poinard.

MAN 1

The Six Kingdoms?

MAN 2 nodding -

WOMAN

(feverish eyes)

It's good, but I've had 'black lotus' from Stygia...the best!

MAN 2

Yes, but with Stygian you never know what they mix in. I've seen men sniff it and three minutes later they're clutching their throats, screaming and they're dead before they hit the floor.

MAN 1
(whitening)
This better not be that Yara or I'll...

MAN 2
Relax, Olgerd! All right...when did I
ever sell you bad lotus?

MAN 1
(suspicious)
How much?

THE WRESTLERS - their muscles working under their taut
and glistening skins...the small one suddenly hauls down
and lifts the taller one to a ROAR of approval - as ONE
MAN passes out, drunk, on the floor, his head against a
leg of the table -

A TAVERN KEEPER coming up to CONAN'S table, insolently
scratching the black beard sweeping down his breast, his
hooknose jutting upwards:

TAVERN KEEPER
What do you want?

CONAN
Two flagons of red wine and a haunch
off that calf.

TAVERN KEEPER
And how do you pay for this? With
weasel pelts? We only take...

A coin comes spiralling up in front of his eyes. He
catches it - a grudging look.

CONAN
(menacing)
Hurry up -

Glances away as the Tavern Keeper goes

PAST ANOTHER TABLE where SHEVAS hunches forward, sighing.
A wiry little thief with keen eyes and a long nose more
like a snout, all scrunched up as if not wanting to be
seen, his fingers nervous as the wings of a moth, the dis-
tortion of his mouth bitter.

SHEVAS
Money, money, money - how I hate it!

ZANG

(a distinguished voice)

Yes, we all hate it Shevas, but it's something we must have in case we don't die tomorrow.

SHEVAS

But it's never been this bad before in Shadizar, never!

With him TWO THUGS, following his every word with dim-witted nods.

ZANG

True. And my bankers tell me young King Prospero's dying.

SHEVAS

Dying! On top of everything! From what?

ZANG

Some strange disease no doctor or priest's ever heard of.

Sticking his fat fingers into a greasy piece of pork. He looks like a bulging old toad lavishly wrapped in a gorgeous red silk brocade with much fine jewelry on his fingers and a circular ornament on his chest of a holy cast - a priest.

ZANG

...and the Army fears his sister - Princess Yasmina. She's next in line...

CONAN listens - his eyes covert. The TAVERN KEEPER slamming down the steamy haunch and wine on the table...

SHEVAS

Maybe she's poisoned him.

ZANG

There's rumors.

SHEVAS

I'd like to get my hands on her royal haunches. This fat Argossian merchant's offered me 300 pieces of silver for a young female from the upper classes. If I can find one and lift her off the street, he could have her over the border by morning.

ZANG

Take Ninus. He knows how to find women.

SHEVAS

Yes, but no one can find Ninus..

ZANG

What!

SHEVAS

He's dead! - two nights ago. The fool tried to break into the Stygian Tower.

ZANG

Mitra! The Stygian Tower! How could he! How stupid!

SHEVAS

His ego. Ninus was a fool who thought if he hadn't been born, people would've wondered why...but already they've forgotten him.

Looking - surprised as

A FOOT is planted next to him, on his bench.

CONAN (OVER)

I've seen this Stygian Tower
- on the way into the city....It's
in a big garden with high walls....

SHEVAS, with a foul look in his eyes, and THE OTHERS slowly crane their necks around. Who the hell is this? Minding their business? And chewing on a veal bone?

SHEVAS

Who the hell are you?

CONAN

Conan - and you?

SHEVAS purpling.

ZANG

Now Shevas - you can be a little more polite to a stranger - especially a handsome young one....I'm Zang of the Order of Mitra - and this is Shevas the pickpocket - when there's pockets to be picked...

Running his eyes lasciviously over CONAN who nods, sits, noticing Zang's garb.

CONAN
(astonished)
A priest? You?

ZANG
True - but I try not to let my sense of morals prevent me from doing what's right.

CONAN
Morals? I've heard this word. In civilization...

ZANG
A man after my own heart. Some wine -
SHEVAS looking at ZANG

CONAN
(drinking deep)
To your continuing health...

ZANG
Bless you, my son.
(drinks)

CONAN
This Stygian Tower? There's no guards around it and it wouldn't be too difficult to climb - but what's inside?

SHEVAS stares wide-eyed at this young barbarian's naivete, then bursts into a mocking laughter - joined by the TWO THUGS...

CONAN
Why do you laugh?

SHEVAS
Listen you punk- - every thief in this city wants to get into that Tower and you think just cause you got a few muscles you're going to walk in there and take it!

CONAN
There's always a way if you want it bad enough.

SHEVAS

(rising)

What! Are you saying I'm -

ZANG

Easy, Shevas - down, dammit!

SHEVAS

He says climbing the walls is easy -

(to Conan)

What are you - an eagle? It's a 150 feet of polished glass up to the rim of that tower. They don't need guards cause it's what's inside, that's the secret and nobody knows what it is cause nobody's come back alive to tell us - that's why!

ZANG

What my excitable friend means is the Tower belongs to a religious cult from Stygia; they're rich and discrete. Inside, supposedly, is the Stone of Set, worth more than any other jewel in the world, but it's best to leave these people alone - they're dangerous and what Sevas said is true - no one has returned...if, on the other hand, you want to use that fine young body of yours for smaller break-ins, I happen to be the best fence in Shadizar...

CONAN

I'll keep it in mind -

AS HEADS TURN - a roar of VOICES and:

A GIRL runs out in erotic clothing with TWO large muzzled BEARS, replacing the WRESTLERS and

MUSICIANS strike up a raunchy beat - cymbal, drum, flute-like instruments (type of music to be worked out) and:

THE GIRL and THE BEARS dance - the girl wildly twisting to the appreciation of the crowd as

DRUNKS at the edge of the dance floor stumble into the dancing bears, and the atmosphere seems to be getting wilder and wilder....

SEVERAL MEN are bent over a game of dice - gleaming coins passing in heaps from one side of the wine-spattered table to the other. One vulture-like HEAD cups the dice, breathes on them for luck as his BRAWNY OPPONENT curses impatiently for him to throw; on his lap is a thick-fleshed tattooed WENCH now looking over and giving the come-on to

CONAN watching her with lazy eyes as - ZANG leans over and whispers something in his ear.

THE VULTURE HEAD throwing the dice - peering as they spin ...and spin - and stopping, he jumps up and squirms ecstatic - just as the BRAUNY GUY (STRABO) reaches out and wraps his beefy hand around his windpipe and starts rattling him up and down as

THE WENCH, tired of it all, now stands and slinks over towards Conan. She is a sensual, full-bosomed woman with long earrings, and evidently high on some hallucinant, her eyes glazed; the tattoo, like a yazuka, stretching from her neck to her underarm.

ANOTHER ANGLE - sitting next to CONAN as ZANG glares at her.

WENCH

(to Conan)

I'm lonely tonight...

(indicating the group
she just left)

They're pigs...too many men - all
fat...all belly, no muscle -

(touching his body)

...like you.

ZANG

Be gone Seramis - back to your wicked
ways!

SERAMIS

(ignoring him completely)

...a woman - before she gets too old
- should know something - something
nice. Once...

(oddly poignant now)

some tall, dark-haired barbarian's
embrace...

ZANG

(disgust)

You're lotused!

SERAMIS

...will you be kind with me? Soft?

CONAN

(softly)

But I have no money to offer you.
I'm down to...

SERAMIS

Shhhh - don't speak. Don't say anything...

ANOTHER ANGLE - leaning very close to his ear - HER FACE

SERAMIS

Come with me - now.

CONAN - increasingly excited, starting to rise WHEN:

A HAND CLAMPS on his shoulder and shoves him into the table, splattering his wine cup.

VOICE

Hey friend...

STRABO, the brawny guy, stands there, big and beefy with piglike eyes - backed up by his MEN.

STRABO

...whatcha trying to do? Mess with my woman -

WENCH

I'm not your woman!

STRABO

Shuddup you - you're bought and paid for eight times over - get back to your cage!

CONAN starting up angrily.

ZANG grabbing his arm - shaking his head.

ZANG

Conan - no! It's Strabo - he's a killer.

STRABO

You! C'mon I'll tear your legs off, you slut! If you got no guts for a fight, go fondle some boys in the back of a Shemite whorehouse!

(starts to laugh as)

CONAN SWINGS the haunch of veal right into his head

SENDING HIM shooting into the table with the LOTUSHEADS - taking down the table and the occupants...curses as they scramble to lick and scoop their powder off the floor, as

STRABO rushes to his feet, feeling his head moist with blood - shaken, looking at:

CONAN

You better stay down -

STRABO

Why - you - I'm gonna break your neck!

Rushing in, roaring an oath.

CONAN moves fast, surging in low to meet him, his fist sinking HARD

INTO the big BELLY - an exhalation of air and pain

FOLLOWING with his other fist - snapping STRABO back and

LIFTING HIM clear over another table and

FLYING into one of the DANCING BEARS -

STRABO'S COMPANIONS standing there - shocked at this display of strength.

ONE OF THE DANCING BEARS jumping on and mauling STRABO as

ONE CUSTOMER smacks ANOTHER full in the face - for no reason except for the raging fun of it - then brains the fallen man with a chair and

A THREESOME now goes at it and

A DRUNK now lurches out and tries to strip the DANCING GIRL'S garments off - and she screams and flees and

CONAN now grabs one of the THUGS and hauls him high in the air, one hand clamped on his neck, the other on his thigh - and HURLS him into his ACCOMPLICES - then throws up a huge oaken table on the lot of them and

PANDEMONIUM has broken out all over the TAVERN - and food and wine are flying and

THE BEAR is mauling the STRABO and

THE DANCING GIRL is fleeing with shredded clothes from the leering DRUNKARD and

SHEVAS now lurks away, followed by the waddling ZANG

SHEVAS

Hurry, before the Guards get here!

THE WENCH who started the whole thing - glazily looks on, then shakes her head - another bummer! - and slides out as

CONAN, wanting also to evacuate fast, runs past STRABO who is just standing, groggy from the bear mauling - and CONAN smacks him again with a fist in the side of the head; Strabo going down like an ox for the count

TRACKING CONAN as he jumps up and runs full speed down a long table crammed with food, splashing wine goblets everywhere, leaping off the table, and out the tavern door as food, tables, chairs, goblets fly through the air.

CUT TO:

CONAN walks alone - up a winding STREET in some dark quiet quarter of the city - penniless, desolute....late that night as a BELL TOLLS in the distance.

TWO POOR MINSTRELS huddle for warmth next to a dirt fire, playing a solitary string and singing in lamentation for a love that's been lost.

SONG

(TO BE WORKED OUT)

THE BELLS TOLL under a thin dying red moon along the RAM-PARTS of a castle - above the city - a great big storybook CASTLE built into the side of a mountain with towering trees at the walls and deep shadows and a WATERFALL roaring by in the night...wind, water, wood - echoes (like King Ludwig's Nauchwanstein)

ALONG A CASTLE ALCOVE, FIGURES hurry, led by a YOUNG WOMAN, whispering - in the COURTYARDS, torches glint on polished helmets and bucklers.

ANOTHER ANGLE - the same YOUNG WOMAN with AIDES hurries along a CASTLE INTERIOR with an enormous ceiling...an air of urgency.

INTO A LARGE GOLD-DOMED BEDCHAMBER where DOCTORS, PRIESTS, NOBLES attend

KING PROSPERO - sweating in silence and pain, his young, handsome face somewhat weak of character and set off by a beard, his fingers twisting at the gold-corded linens, veins standing out like blue cords on his forehead, his eyes dilated...

A DOCTOR - in the consuming silence attaching another LEECH in a hot cup to his groin....

THE YOUNG WOMAN - YASMINA - flashing her black beautiful eyes at

ANOTHER DOCTOR who whispers, frowning.

DOCTOR

He worsens, your Majesty...

YASMINA

(sharp)

No - he dies...

Throws up her hands in a gutsy gesture of wrath at the SOUND of the bells in the distance. She has a slim, gracious strength about her, her glossy black hair tumbling raggedly over her tunic, the big dark eyes now worn with worry and fatigue.

YASMINA

...and nobody knows why. Damn the priests and their bells, damn you and your leeches, isn't there a man in this whole kingdom who can help me - one man?

THREE YOUNGER MILITARY MEN slide into shot - one ALMURIC, blond, blue-eyed, sincere, a face like adonis; another RINALDO, young, somewhat foppish but courteous and ultra-sophisticated; the third VOLMANO - dark, aquiline, a high narrow forehead, intelligence...

RINALDO

Princess! I would die in his place if it might be! If only I could...

VOLMANO

There's nothing normal in this, Your Majesty. This poison is...

YASMINA

I tell you it's not poison, Volmano! Five men and women have tasted his food and wine since the first attempt last fall. The Royal Guard watches him night and day. No! - it's not poison, it's...it's...

Pauses, troubled, not wanting to alarm nor wanting to even admit to this sort of belief. ALMURIC - his eyes yearning for her, suddenly kneels at her feet.

ALMURIC

Princess! Tell me what it is and this sword is...

YASMINA

(moved)

Oh Almuric - if it were that, if it
were only that...

A VOICE now rises in an eerie call, indistinct and far,
across gulfs - draining her expression.

VOICE OF PROSPERO

Yasmina....Yasmina....

Hurrying to his side. The room silent. Catching her hand
in a convulsive grasp. Groping with his now sightless
eyes -

PROSPERO

Where? Where are you?

YASMINA

Here...Here!

PROSPERO

I can't see you...I can't see you
...the raging of the light, all winds
- roaring...I hear great winds...
they want me - Yasmina...Yasmina?

YASMINA

(pleading)

Who, Propsero - who!

PROSPERO

(weak murmur)

Hold me.

YASMINA

Yes!

PROSPERO

Don't leave me...

YASMINA

No. Never!

PROSPERO

Send them away...

YASMINA

Of course -

PROSPERO

Send them away!

His eyes roll, go blank - he subsides...

YASMINA

(terrified)

Out! Get out! All of you! Now!

THE COURTIERs - looking among themselves...a general exit to the door - ALMURIC lingering, with VOLMANO and RINALDO - then going out...

INSIDE THE CHAMBER - YASMINA AT THE BEDSIDE - a marble floor littered with rare furs, a celinged dome of lapis lazuli, the depth and lighting of the chamber emphasizing their aloneness...A pause:

CLOSE - as suddenly PROSPERO'S eyes clack open with a vague hint of change, of malevolence - then draw back from something he has just seen - talking quietly through parched lips, a hush - his tone like cracked dry ice. But lucid and calm - for now.

PROSPERO

Yasmina.

YASMINA

Yes.

PROSPERO

They want us...they want our kingdom
...they're coming to get me first...
then it'll be you...

YASMINA

Who...who are they?

PROSPERO

I don't know...but Valthemos...you
must go and ask Valthemos. He'd know.

YASMINA

(remembering)

Valthemos! Yes!

PROSPERO

(eyes shifting onto
some fresh image)

Hold me. Please hold me.

She leans close, clutching his sweating body to hers.

YASMINA

(maternal, tender)

You're cold, oh you're cold. My poor
baby!

PROSPERO
(drifting)
Yasmina?

YASMINA
Yes?...

PROSPERO
(calm)
There really is a hell. There really
is...I see it now.

YASMINA
(frightened)
No...please no.

PROSPERO
(voice shifting)
Fast now. Do everything I say without
question. Do you hear me?...sister?

YASMINA
Yes...

PROSPERO
You must kill me.

YASMINA
What!

PROSPERO
You must cut my soul clean away from
my body...Stab me...now...quick!...
through the heart!...before they -

YASMINA
No!...No!

PROSPERO
Do as I say!

She tries to break from his grasp which tightens...

PROSPERO
Kill me! I command you - Kill me!
Taramis. Kill me!

YASMINA
What?...

PROSPERO
Kill me!

YASMINA
(shaking him)
Prospero? Did you say Taramis?

PROSPERO
(frenzied)
Kill me! Kill me please!

YASAMINA
Did you say Taramis!

Pause. He thrashes, struggling with a tremendous inner force pulling on him. THEN:

HIGH ANGLE CLOSEUP - upside down HIS EYES now spring open with a sinister knowledge - in a hoarse tone of voice!

PROSPERO
Yes - Taramis!...do you remember me,
sweet sister?...

YASMINA drawing back, scared now -

HIS FACE transforming - a wicked GIGGLE coming from the throat, the eyes animated with vitality - the voice inflecting to a deep hoarseness that sounds like the tones of fire and hell - his lips parting on gums cracked green with scum and teeth flecked with yellow bile - and the tongue filthy black -

PROSPERO
- do you remember me? the day the snake
bit me? In the garden...and I died?

YASMINA - horrified

YASMINA
Taramis is dead!

PROSPERO
Taramis lives -

YASMINA
You lie!

PROSPERO
I lie!

He thrusts forward with a life of his own - and with great force, locks his hands on YASMINA's neck emitting a horrible growl from deep in his throat.

HIS FACE pressing close - strangling HER...she struggles but his grip is insane,

PROSPERO

You're mine, Yasmina - you're mine!

His eyes cruel, merciless, pressing on to kill her.

YASMINA struggling

LONG SHOT - the struggle, silent across the bed, framed by the candles as

LONG SHOT - CORRIDOR OUTSIDE - the ATTENDANTS, including ALMURIC, VOLMANO and RINALDO, pace eagerly, waiting to return but hearing nothing from within...

YASMINA struggling towards a jeweled dagger in her girdle

PROSPERO strangling her - his kind face now totally transformed by evil into something sick and erotic and insane...

ANOTHER ANGLE - YASMINA, with enormous resolution, plunges upwards with her arm...a GROWL of pain...

PROSPERO rolls over and

YASMINA springs up and, accustomed to weapons, plunges the dagger to its hilt in his breast, gasping to herself -

HE thrashes, falling off the bed...

YASMINA - horrified at what she's done - scurries, near naked now from the mauling, across the royal bed - staring down at

THE CORPSE of her BROTHER - stiffening, shaking in a spasm, then going limp. A grim smile now curving his dead lips.

YASMINA hurls herself, sobbing, down on him - shuddering AS

ACROSS THE ROOFTOPS - the BELLS go again and

CUT TO:

SOMEWHERE deep in a dark district on the edge of THE CITY - the tall black-haired BARBARIAN comes up a winding street

PAST A BEGGAR, crippled, lurking in a doorway...

CONAN pulls his pouch and empties his last coin in the man's tin plate...it rattles, and in the ensuing silence

THE BEGGAR casts a phosphoric sideways grimace as

CONAN turns and, his skin suddenly lit white by a spectacular 'moonlight' effect, NOW CONFRONTS:

THE STYGIAN TOWER - FULL SHOT - the tall BARBARIAN in foreground, framed by the icy cold white Stygian TOWER gleaming under a thousand stars - its smooth whitish sides slicker than glass reaching up 150 feet to a jewel-crusted rim and an onion-headed spire - a slim round perfect cylinder shining in space...suggesting another time, place, feeling - when the world was at another stage of evolution and fear and superstition were predominant and religion held sway over the dim-fearing minds of man and icy cold priests of the mind led their fervent flocks towards more and more perverse and mutant forms of worship...

CONAN stands there in his ragged cloak - undecided, yet desperate. A cold WIND sweeps and scuttles along the streets, singing off the walls of the tower - and he shivers for a long moment, AND THEN:

MOVES FORWARD - towards the TOWER.

CUT TO:

YASMINA dressing hurriedly in her BEDCHAMBER, snapping on a short sword, tears streaking her angry cheek...attended by a worried ZENOBIA, a sensuous girl in waiting, and RINALDO, the foppish adonis in full gear.

YASMINA

No one Zenobia! No one knows I left the Palace. I'm back before dawn.

ZENOBIA

Princess - I beg you not now, not this late hour alone in the streets, the priests will -

YASMINA

To hell with the priests! They see with -- not through their eyes. It's Valthemos we need now. He's the only one left in this land who can still think clearly

ZENOBIA

- but tomorrow - early....

YASMINA

Tomorrow may be too late. The Kingdom is in danger, far greater danger than anyone suspects...

ANOTHER ANGLE - adjusting her sweeping black velvet cloak, her IMAGE passing in front of the full length mirror. A pause - pondering the responsibility. Then:

YASMINA

Come, Rinaldo! We must move like
lightning now

RINALDO

(following with a deep bow)
Your Majesty!

The form of address, so elegantly applied for the first time, rings in YASMINA'S mind - as she momentarily pauses. Then goes.

CUT TO:

CONAN jumping up and clutching a ten-foot wall - hauling himself over.

DROPPING lithely on the ground -

MOVING through moonlight, quietly. The GARDENS are marked by manicured shrubbery and a well kept lawn like Versailles but are totally silent - no insects, no ambience - a vacuum of sound. With exotic trees waving in the wind... stopping, crouching AS:

A PRIEST passes - a gnarled little figure with bald head and black robes...

CONAN watching him move out of sight, now follows in his direction...freezing, staring down at

THE CORPSE OF THE PRIEST - tongue hanging out, strangled as in a silent nightmare - now broken by a muffled sound...

A MAN springs out, hands outstretched for CONAN'S throat a swift sound AS

CONAN'S SWORD stands extended, its tip a half-foot from the MAN'S throat - a motion accomplished with an extraordinary swiftness...

THE TWO standing equally coiled, ready for anything....

STRANGER

(hissing finally)

You're no soldier. You're a thief like me!

CONAN

Who're you!

STRANGER

Taurus of Nemedia - and you?

CONAN

Conan - of Cimmeria...I've heard of you. The prince of thieves.

Sheathing his sword, quickly - silently. The STRANGER has a face like a jockey - he is an albino, in his 30's, wiry and very strong, barefoot with a coil of thin strong rope knotted at regular intervals...he chuckles back at Conan -

TAURUS

And you - a beginner, come to steal from the Stygian Tower? You have guts, Cimmerian.

CONAN

- if you call an empty belly guts

TAURUS

Well if you got a mind to do it, we'll try the Tower together. One of my chief regrets in all my years as a thief is that I could never watch myself work, but with you along, the story of this magnificent coup will be twice-told.

CONAN

- if we live to tell it

TAURUS

(crouching, essaying the Tower)

Follow my advice and you will. Now - getting in isn't the problem, it's getting out - they claim the Stygian priests worship strange gods in that Tower...

CONAN

Whatever gods they worship, they're not mine...

TAURUS

(rising and moving forward, uncoiling the rope)

Then may Mitra be with us, Cimmerian!

CUT TO:

RINALDO leading YASMINA, disguised by her cloak and large hood, down a dark STREET, fumes coiling out of the gutters...

TO A DOOR set in an old dwelling - RINALDO knocking -
AN OLD WOMAN with straggly white hair opening - peering...

RINALDO
Tell Valthemos her Highness Yasmina is
here to see him....

WOMAN
(harsh)
You tell him. He's dying.

CUT TO:

TAURUS rearing and

LOW ANGLE - throwing his line with a smooth rippling
olympian motion of the arm...the hook curving up 150 feet
and vanishing over the jeweled rim....then pulling it,
testing it

TAURUS
Luck the first cast.

As CONAN comes up.

CONAN
Will it hold?

TAURUS
Three times its weight. Made from
the hair of the women of Punt. You'll
learn. Just do exactly as I say.

Going up the rope...CONAN following, both hauling ass.

THE TWO FIGURES framed climbing against the stars, legs
braced against the tower...the lights of the city far below...

CONAN coming over the edge of the rim, his eyes fascinated
by the frosty jewels which crust it - diamonds, rubies,
moonstones, sapphires, opals, turquoises, emeralds; at a
distance their different gleams had seemed to merge into a
pulsing whitish glare but now at a close range, they shimmer
with a hundred rainbow tints and lights...

CONAN
(stunned)
A fortune here Taurus!

TAURUS
And all ours!

AS HE moves back from across the rim, checking down the sides - his face now coming into full view, lit with greed.

TAURUS

Hurry up - bring up the rope and check the rim again. I'll wait for you inside.

CONAN casting a quick glance at him, a hint of suspicion - but turns, drawing up the cord as

TAURUS moves back across the rim - to a DOOR - glances surreptitiously back at Conan -

TRACKING TAURUS into a small rounded CHAMBER - dark, marble statues of faces, serpents - nothing seems to be in it... stepping forward....SUDDENLY he is GRABBED - GASPING..... a grotesque SHADOW glimpsed on the wall....

CONAN circling the rim, seeing nothing - now moves towards the door...

CONAN

(whispering)

Taurus?

Nothing. He pushes the door in.

CONAN stepping inside, freezing as

SHADOWS - WALL - a 'creature' built like a man is throttling TAURUS who is gasping and rattling desperately just as, with a decisive grunt, the CREATURE throws TAURUS' broken body to the floor - TURNING NOW AS

CONAN watches in horror from the doorway...

THE CREATURE scuttling around - he is about six-foot-nine-inches, gaunt, sloped shoulders, a face with boils and scabs all over it and thin long hairs growing out wildly from the sides of his head, but bald on top, and arms that seem to stretch abnormally long to the knees and huge bony strangler's hands clenched in tension at his kneecaps; leaning forward, a relentless sloped look in the eyes - but there are NO EYES - only some mucus, a jellylike greyish substance that fills his sockets...behind him is draped the mangled corpse of TAURUS...and THE CREATURE wheels forward, naked except for loincloth and surprisingly fast for his gangling height -

AGAINST CONAN - who draws back, pulling his sword...

THE CREATURE circles, baring its fangs with relish -
crouches low like a football tackler.....charges in...

CONAN sidestepping and swiping

THE CREATURE circling back, avoiding the swipe - agile...

CONAN, in the same beat, charging forward, sword extended
with two hands like a Samurai....

SINKING DEEP into the CREATURE.

THE CREATURE SWIRLING into a 180 degree spin, howling in
agony, spilling onto its knees in CLOSEUP - AS CONAN
backs off behind him....The Creature continuing to howl
and gnash and THEN!

FULL SHOT - TRACKING UP TO A HIGH ANGLE - AS THE CREATURE
rises awkwardly - a grotesque sight....turning to FACE:

OVER SHOULDER - CONAN - shocked, weaponless...the Creature
stalking forward....

CONAN looking for some weapon in the chamber....nothing...

THE CREATURE, fast, now lunges through the air, its hooked
fingers reaching for his neck....

CLOSING AROUND THEM - CONAN crashing to the ground with

THE CREATURE throttling him just like he did Taurus....

CONAN reaches up and locks his own hands on the CREATURE'S
windpipe.

THE CREATURE - straining...

CONAN - veins standing out purple on his temples.

A SILENCE - BOTH of them locked together like statues,
thaws and knots rising along their massive arms.

THE CREATURE - wind now whistles between its fanged rotted teeth, the face going black...and now the statuesque immobility of the twosome gives way to sudden frenzied motion...THEY ROLL...

CONAN now on top - pressing down with all his strength... the CREATURE letting go of Conan's throat and grasping his wrists, trying to tear the fingers away - wrenching and heaving...foaming, eyeballs starting to contort. Gasping!

CONAN - face damp and blood trickling down his neck where the Creature's fingers have torn his skin, looks down without mercy, a dark hypnotized glaze in his eyes...he now eases off...pauses...gets up, drenched with sweat.

ANOTHER ANGLE - pulling out the word, turning...an INNER DOOR beyond...He moves towards it, past the late Taurus of Nemedra, "prince of thieves" - and out...the CAMERA, with a will of its own, TRACKING BACK to an EXTREME CLOSEUP of the upturned face of the CREATURE, quite dead, mouth thrust open in a silent fish-scream (upside down to our eyes)...and the MOUTH NOW CLACKS SHUT...and

THE CREATURE begins to stir.

CUT TO:

OLD WOMEN with wrinkled breasts and 10-year-old GIRLS move silently through medicinal vapors rising from KITCHEN POTS across the stone floors of a DUPLEX DWELLING devised with a white, greek simplicity of design giving out on a garden and pool winding from exterior to interior and set with flat clean statuary signifying deities such as Mitra and Ishtar...

ANOTHER ANGLE - into a ROOM described by skeletons, books, scientific instruments, mantra wall weavings, half-finished portraits of the faces of the time, the wire model for a flying machine - a room outside the time, unlike anything other to be seen in the film - wherein the total renaissance man, VALTHEMOS, lies dying of a fever on a simple cot, attended by a MOTHER FIGURE with huge breasts and slavic bones with a white bandanna wrapped around her tresses repeatedly applying compresses of medicinal herbs and mustards...but he is evidently weak and withered without much hope, about 80 years old with a beautiful bertrand russell face, hawknose, poetic hair, the eyes of an intelligent bird gone slightly mad in his last years... YASMINA is seated close to him, intense and attentive - RINALDO standing behind.

VALTHEMOS

(eyes closed, weak voice)

...there is a serpent in your house,
Yasmina - come up from Stygia in a
foul wind to slay the human soul...

YASMINA puzzled, leaning closer.

VALTHEMOS

...as it was long ago in the days of
Kull before Atlantis sank...
(opening his eyes)

YASMINA

What is this serpent, Valthemmos?

RINALDO skeptical, rolls his eyes.

VALTHEMOS

(a vague gesture)

Zelata - please, the drawings?

ZELATA, the woman attending him, nods and rises towards
the books.

VALTHEMOS

The serpent was called Set. He warred
with the Heavens and lived deep in the
earth - and gave birth in 6 days in a
giant egg to a great sorcerer. The
sorcerer has many names, many forms.
Some call him "Acheron," others in far-
off lands - "Xachuxtel"...and some call
him "Thulsa Doom"...

ZELATA returning with a sheath of drawings, her eyes
suddenly fearful at the mention of the name.

A YOUNG GIRL transmitting the same look to an OLD WOMAN who
passes it to ANOTHER and ANOTHER...a silence in the dwelling...

VALTHEMOS weakly looking through his drawings, finding one.

YASMINA

(imprinting it in her memory)

"Thulsa doom"...

VALTHEMOS

Aye - Thulsa Doom. The minion of Set...

Passing the drawing to her,

ANOTHER ANGLE - a DRAWING of a mutant CREATURE of wrath with red matted hair, wings, bees, snakes, horns - crack-up through the earth, clutching a goyesque figure of man in its talons, about to be devoured.

VALTHEMOS (OVER)

...come up from the crack of the earth
to conquer Man...

ANOTHER DRAWING - a demon of tranvestite attributes, serpentine coils, and hideous visage is entwined with a terrified naked woman.

VALTHEMOS (OVER)

...come to copulate with Woman and give
birth to a new race of mutants and
monsters...

ANOTHER DRAWING - the same demon rooted in the underworld, reaching up in vain to god-like figures in the heavens, almost in pathos...

VALTHEMOS (OVER.)

...yet begs for divine love...as all
of us do.

VALTHEMOS, weary, closing the book

VALTHEMOS

(pathetic)

...they never listened to me...they
never listened to me when I was alive
...not even your father...

YASMINA feeling his pain, his loss as

HE hands the drawings back to ZELATA...A pause.

YASMINA

If this is true, Valthemmos - and I
believe you - then there must be a way
to fight this, there must be a way to
stop this threat

VALTHEMOS

(progressively weakening)

Age follows age in the history of the
world, Yasmina. He walked the earth
3000 years ago and he walks it again
today...and he will walk it again -
and again - and again...forever.

(MORE)

VALTHEMOS (CONT.)

There is nothing you can do. Your kingdom will be the first. Then the remainder of the civilized world. Freedom and Enlightenment will perish - and Barbarism will return. As it once was. Men will retreat to caves and live without fire and procreate creatures who will climb back up into the trees and crawl into the womb of the ocean...and Thulsa Doom will rule in fear - with sorcery and slavery and Set...and that too will pass - and the New World will come - and Man will rediscover Fire and Steel and Reason and Beauty and once again He will be King - and one day he'll sail through the stars - through the stars! Yasmina. In ships of ice! In ships...of ice. Look -

Trying to reach out, tentatively - and indicate his flying machine, he weakens - his hands fall back down...and he closes his eyes - in a vision.

YASMINA stretching forward

ZELATA feeling his pulse, forehead...stares, then shredding the philosophic calm - she WAILS like a greek fury.

THE WOMEN responding, fall as one to their knees - they SHRIEK in a chorus of holy sound.

CUT TO:

CONAN MOVES DOWN a winding marble staircase somewhere inside the Stygian Tower, past walls sculptured with geometrical arabesques of a baffling complexity, coming abreast of VOICES - and plunging himself into shadow as a DOOR OPENS AND:

FIGURES sweep out - several of them, hooded...

VOICE

Tonight then?

WOMAN'S VOICE

Our spy assures me the Royal Bodyguard will be taken care of...

VOICE

Good....the kingdom's ours!

CONAN peering out -

POV - the light from the open door - and suddenly a cowed tall ascetic PRESENCE emerging last - sensing something and turning towards

CONAN dodging his head back into shadow...

THE FIGURE - pausing, then going on with the others...

CONAN following them - at a distance....

HIS POV - they turn down the end of a long dark corridor - and disappear....or rather evanesce - vanish..... strange, muted...

CONAN turning to a source of light from a LARGE CHAMBER - off the corridor...He advances, curious - peers in....

A DIM LOFTY ROOM of enormous proportions. Fantastic columns march about the place upholding a ceiling which looks like a cloudy midnight sky -

CONAN moving in - sensing wealth - past, a hideous STATUE of a dragon with charcoals and incense; it is extraordinarily lifelike, as tall as he...PAST a frieze portraying an epic battle between men and snakes...

ANOTHER ANGLE - HE moves across the bare green floor - the room circular and dim; then he freezes - taking a step back...

ACROSS THE ROOM - on a dais against the wall, up to which leads broad curving steps, stands a throne of silver, and coiled on this throne is a gigantic twenty-five foot SERPENT - asleep or drugged, its head half-submerged in the folds of its obese coils, each scale oiled in iridescent color - and from within the coils an eerie silver glow -

CONAN sensing something within these coils, removes his sandals, tunic, and laying aside his broadsword so as not to make a false sound, advances, near naked in his loincloth and sandals, his magnificently muscled body gleaming with sweat and nerves

CLOSER.....stepping over a thick coil lying loosely across the dais....closer; any moment now we expect the serpent's head to whip up and shoot out, but a wind blowing across the floor would make more noise than his slinking feet....

HE is right next to the SERPENT now, easing closer to it - and peering into the coils and therein:

"THE STONE OF SET" - smooth as an eyeball, pure and nestled like a fetus in this slimy womb giving off its glow. This is obviously the jewel of jewels, the legendary coup that would make this young man the greatest thief in the land.

CONAN staring at it - sheer lust - gathering his nerve, checking again

THE SERPENT'S HEAD buried in its coils, dozing, the eyes unseen still.

NOW REACHING HIS ARM slowly - oh so slowly - down

INTO THE HUGE COILS

STOPPING as sweat blurs his eyes

HIS HANDS tremble and graze against the sides of the scales then steadying...easing downward again

CONAN reaching in - up to his shoulder now,

PERCHED on the balls of his naked feet

THE HAND closing on the STONE and

HIS FACE - pausing, taking a deep slow breath and

NOW LIFTING the stone out - as gently as possible...

HIS EYES bringing the stone up out of the coils. It glows in front of his eyes with fierce perfection. The ultimate act of the thief...

THE SERPENT sleeps AND

CONAN now exhales in relief, the tension dissipating... and taking a step back he SMACKS RIGHT INTO THE CREATURE whose long bony hands once again SLAP AROUND HIS THROAT WITH A HORRIBLE CRY -

AND TWIST HIM AROUND - banging him down onto the floor - the STONE flying out of his hands

ACROSS the marble floor

JUMPING DOWN on top of him, THE CREATURE whom he thought dead, is spilling blood and throttling CONAN who rolls in horror and shock

INTO ONE OF THE COILS flopped across the dais in front of the throne AND

THE GIANT SERPENT NOW WAKES - and slowly a huge hideous wedge-shaped head rises from the coils, its foot-long fangs dripping venom, registering the

INTRUDERS - CONAN struggling with the CREATURE, who doesn't seem to notice

THE TITANIC SHADOW looming higher - and higher - over the marble floor....ten feet, fifteen, no twenty....

THE SLIMY HORROR oozing forward from its throne, in flowing coils, its ugly head bobbing in the direction of the intruders, its pliant scales slithering softly - and NOW

THE WEDGE-SHAPED HEAD DARTS FORWARD - BLURRING OUT -

THE CREATURE - vaguely seen - screaming as his entire ugly head disappears in some cavernous scaly mouth with fangs dripping over him...CONAN reacts to the SOUND of SPLINTERING BONES....

AND CONAN is stumbling back, in terror, groping for his sword, somewhere in this nightmare...AS SHADOWS OVER HIM reveal: the SERPENT towering up, the swallowed body of the creature showing through its neck...

CONAN finding his sword but too late - the SHADOW whipping around and COMING FOR HIM...He looks up

THE SERPENT ABOVE - the MAN with sword below, his back to us - framed in a classic battle sense

NOW - COLLIDE with a rush of energies and forces and sound...

AND CONAN is screaming something as he's lifted and moving in a BLUR of motion...

AND THE SNAKE is wrapping his coils around the man in mid-air, with blinding speed

AND CONAN is thrusting with his sword - and

THE NECK of the SERPENT is transfixed from side to side like a needle with an angry head spitting and dancing at the top, jaws slavering for

CONAN who is thrusting upwards with his knife.

TRANSFIXING BOTH JAWS of the SNAKE - pinning them together! with the point of his blade sticking up between the creature's eyes like the curved horn of a rhinoceros -

AND THE SNAKE'S EYES are really insane now and angry - and whirling, wrapping a half dozen more coils around the BARBARIAN - his body straining to get loose, as they roll together on the floor - his heavy flesh now linked with the serpent in a frazzetta-like image of muscularity and fusion - man and serpent together, one limb after the other, one limb resembling the other, entwined in sexual union.

("Lo! a serpent with six feet darts up and fastens itself all upon him. With its middle feet it clasped his belly, with the anterior it seized his arms; then fixed its teeth in both his cheeks. The hinder feet it stretched along his thighs; and put its tail between the two and bent it upwards on his loins behind. Ivy was never so rooted to a tree, as round the other's limbs the hideous monster entwined its own.....")

DANTE'S INFERNO, XXV: 49-63
(The Circle of Thieves)

CONAN realizing he is being slowly crushed, stretching up now and locking one hand on the snake's neck, the other reaching for the sword transfixing across the creature's neck - but it's too far and:

HE leans back, gathers himself, and his veins bulging with contraction, his muscles quivering in tortured knots. HE HEAVES up on his feet, lifting the full weight of the 25 foot SERPENT in the air, in one swift movement of enormous strength calculated to gain leverage over the surprised creature -

ANOTHER ANGLE - HE reaches fast for his sword...grasps it!

ANOTHER ANGLE - tearing the sword free from the REPTILE NECK in a shower of blood and NOW:

REELING on wide-braced legs, staggering to get a new position for the strike...AS GONGS now bray somewhere in the Tower and

THE SNAKE writhes, seeking to get a loop around his right arm

SQUEEZING HARDER - the ribs of the man CRUNCHING with sound - about to cave in WHEN:

THE MAN slashes down into a FULL CLOSEUP across and into the SERPENT'S NECK AND:

FULL SHOT - the SERPENT flops and lashes in its death throes, dragging itself with the knife transfixing its slavering jaws INTO FOREGROUND, its coils linked still by a thread of flesh to the head undulating left - right - left - over the pool of its own blood back some twenty-five feet into the extreme background where we get a feeling again of the tremendous length and size of this creature as CONAN staggers and falls at its tail end, sick and dizzy - AND

THE SERPENT now in EXTREME FOREGROUND - STOPS...a silence. A pause. A respite...CONAN - this small figure in the rear of the frame - lays his head back on the coils, sighing - resting...AND NOW - MORE GONGS bray and -

ANGRY BALD HEADED PRIESTS rush in brandishing knives and swords.

ANOTHER ANGLE - THE CHAMBER - THE PRIESTS stop, totally shocked - their idol dead...

CONAN - in closeup - with black blood now oozing from his nose and his mauled face wheeling, looking for -

THE STONE OF SET lying across the floor - but too far to get to as

THE PRIESTS point at him...now YELL!

CONAN whirling up - and ACROSS THE DAIS AND THRONE AND

OUT THE CURTAIN - and UP A NARROW WINDING STAIR

THE PRIESTS chasing after

ANOTHER PRIEST retrieving the STONE AS

CONAN runs up and across the rim of the TOWER - throwing out his coil and jumping over.....

CUT TO:

YASMINA is walking back through the dark dirty STREETS of her CITY, lost in thought, as RINALDO, her bodyguard, pours his opinions in her ears -

RINALDO

What madness! Sailing through the stars....through the stars?...well he was an old man and when he died, I think he thought the rest of the world would die with him. When he started rattling on about serpents in the Palace and sorcerers who've been dead 3000 years, that's when I....

A SHARP SOUND - a HAND reaching out and muffling his pattering, wrenching him back - a GASP

YASMINA spinning -

RINALDO stumbling into her and then plunging down with a DAGGER buried in his back - BRINGING INTO SHARP FOCUS behind him - A THUG with a thick pigtail coiled on the center of his bald pate, with OTHERS -

SHEVAS' VOICE

Get her! She's worth 3000 shekels!

SHEVAS - directing from a corner of the alley

THREE THUGS moving fast.

YASMINA drawing her short sword - a swipe...

ONE THUG stumbling, cut - a muttered curse of pain...

YASMINA'S SWORD knocked aside by a larger sword...HANDS grabbing her. Recognizable now as STRABO from the fight in the tavern.

STRABO

A little panther here Shevas! Ready to lock loins -

YASMINA

Let go of me you grizzled swine!

STRABO

My name is Strabo -

Still she won't give up, whipping out a slim dagger from her underclothes and cutting him across the cheek. He yells

SHE RUNS AS

CONAN walks down an adjacent STREET - hears the yell. He's in a lousy mood, near naked in his loincloth (his sandals, tunic, sword all lost in the Tower), scratched and bitten and mauled all over -

HIS POV - YASMINA tears around the corner like a rabbit and BUMPS right into him, losing her balance and falling -

A FLASH OF HER EYES - seeing him for the first time as she sprawls on the ground and

THUGS run around the corner, past CONAN - and grab her up

YASMINA
You pigs, you'll....

SHEVAS
(tearing around the
corner)
Shut her up! Gag her!

CONAN
Shevas!

SHEVAS whirling - peering at him.

SHEVAS
You - the smart ass!

CONAN
(amused)
Who's the girl?

YASMINA struggling, yelling through a gag.

SHEVAS
None of your business. Get going
before we split your skull with an
axe.

CONAN
Shevas, Shevas - that's no way to talk
to somebody who's had a bad night.

STRABO steps out into the light, recognizing Conan from the
brawl, the reminder of which is a large bloody bandage
swathed across his scalp, freshened now by Yasmina's dagger.

STRABO
Why, by dark Erlik - if it isn't the
barbarian again? Just my luck.

CONAN recognizing him - and grinning, his eyes revolving
back on

YASMINA wrestling - flashing a leg and a thigh...to SHEVAS
glowering -

CLOSE - STRABO, his fingers closing on his knife.

CONAN
I thought I told you to stay down
tonight, Strabo.

STRABO
Psssshaw! This time punk, you don't
escape.

CONAN
(low-key, sinister)
Escape?...I'm going to bury you.

STRABO
EAT MY STEEL!

A FLASH OF MOVEMENT - a three foot long knife descending out of nowhere towards

CONAN - a super fast move...catching the knife wrist, checking the stroke, spinning off it...

HIS WRIST - twisting, the iron sinews springing up in the effort.

HIS RIGHT HAND ripping a dagger from STRABO'S girdle and stabbing him with it in the same motion

STRABO groans as

CONAN wrenches out the knife. He crumples - all this in a mere moment of time...

A second THUG...staggering backwards, clutching his bleeding wrist.

ANOTHER FLASH of MOVEMENT - the swift infighting of an alley fight as

THE PIGTAILED THUG flashes a sword

CONAN grimaces with pain as it grazes his shoulder...

CONAN'S head ducking, coming up

A WHIRRING POV - a sound of shearing flesh - the THUG gurgling - stumbles, falls heavily.

CONAN VOICE
SHEVAS!

SHEVAS running up, shortsword drawn - and GURGLING AS

CONAN runs him through - the death rattle continuing over

CONAN stepping back gingerly - and pulling the knife back out

SHEVAS toppling into the filthy street - the last of them
...Silence...a furious fight, over in moments, barely
seen - yet its force and fury felt

THE WINDOWS on the second stories closing quickly as ON-
LOOKERS see nothing, hear nothing

YASMINA glancing - in apprehension at

THE DARK FACE of the barbarian - pulling out one of the
knives and wiping it - now turning to appraise her with a
moody gaze...He advances, trying to see her better in the
moonlight, wiping the blood spattered on his face with a
large arm.

CONAN

Well, let's see why four men died for
you -

SHE shudders and steps back, realizing her danger alone
with a barbarian. Given her identity, he might steal her
himself.

YASMINA

Stay back, you! Don't come closer
or I'll claw your eyes out.

CONAN licks his chops and grins. A black haired beauty
with big dark eyes - and a fire down below.

CONAN

Why? I saved your ass. Come on,
give me a kiss...

Approaching -

YASMINA

By all the gods!

Launching a kick for his vitals. He laughs, dodging it -
feints in - and as she claws for his eyes, grabs her up
in his arms, wrestling her tight against his breast.

CONAN

There! - Now what do you say, big
dark eyes?

She fights him fiercely, with supple strength, but he
laughs, and crushing her struggles, holds her face tight
with his grip, her lips inches from his...

YASMINA

How dare you? Are you dreaming?
Do you know who I am?

CONAN

No. And I don't give a damn!

DRINKS in her lips in a big wet kiss - She gasps.

CONAN

You taste good! Like Cimmerian
berries -

YASMINA

You stink! - of wine and blood. Put
me down. I'm a woman, not a bear
you wrestle with. Put me down, you
ugly jackal!

CONAN laughs and kisses her again. But this time she
bites - hard. He gasps.

CONAN

Crom!

And turns, taking one step and drops her in a puddle of
rotten food and mud - a splash.

YASMINA with icy imperial fury -

YASMINA

You ass!...You dumb, ignorant,
stupid, barbarian ass!

CONAN laughs - he loves it. The look on her face...
Turning away.

CONAN

Don't bother following me; you smell
worse than a Hyrkanian whore...

YASMINA watching him go, as

BEGGARS start slinking out of the shadows, filthy, hunched,
countenances hidden - stripping the dead, mumbling - point-
ing over menacingly at:

YASMINA who suddenly realizes the streets are still danger-
ous; hurries up out of the puddle, backing as THEY approach;
then turning to Conan, off.

YASMINA

Wait - wait a moment! Please.

Running -

ANOTHER ANGLE - catching up to him.

YASMINA

Please! Can you...

He turns - grinning -

YASMINA

(shamed)

Can you escort me back to...my house.
I'd pay you well. Uh - I don't have
any money on me just now but...when
we get there...Trust me.

CONAN

(suspicious)

The last person who said that to me
was reaching inside his robe for a
dagger.

YASMINA

When you see where I live you'll...

CONAN

Where? In some robbers' den?

YASMINA

Me? A robber? Are you mad?

CONAN

What then? Some sort of courtesan
tired of her rich lovers, prowling
the streets at night for strange men?

YASMINA

Exactly. When choosing between two
evils, I always like the one I've never
tried before -

Glancing off at the BEGGARS moving closer

YASMINA

- Now, if you like money and lots of it,
let's go!

CONAN

(grudging)

Yes your Majesty -

AS THE BEGGARS silently strip the dead men of their under-
clothes in FOREGROUND, we see YASMINA and CONAN going off
in far BACKGROUND -

CUT TO:

THEY walk ANOTHER DARK STREET - silent, CONAN slightly behind YASMINA, studying her cautiously, wary of muggers, glancing away as

SHE studies him from the side of her eye; everything about him is elemental and alien to her court-bred ways, yet something dangerous and wild is pounding in her heart.

CONAN halting in surprise as

THE PALACE now towers above them, set on its lonely mountain, then trees blowing in the wind in the lateness of the night.

CONAN

The Palace! What are you - a serving wench in here?

YASMINA

(going on)

You've been here before with serving girls?

CONAN

Not yet - but a witch once told me I'd have a Palace of my own one day -

YASMINA

(a mocking look)

I wonder where that could be. Come on, your reward's inside -

CUT TO:

YASMINA leading CONAN through a SECRET SIDE DOOR - past a lone MUSCULAR GUARD, very competent looking, who pays no attention...Conan glaring at him, expecting him to jump up and arrest him at any moment -

UP OUTDOOR STEPS, following YASMINA...past the crashing of a river tumbling down the mountain outside the walls.

UP AN INTERIOR STAIRCASE...CONAN looking around the silent Palace in bemusement - not bad for a thief.

YASMINA sliding out a camouflaged wooden panel (to be worked out) and leading CONAN

INTO HER BEDCHAMBER...CONAN staring at the fur rugs and huge bed and silken tapestries - and the balconied view of the Castle -

YASMINA removes her cloak, pondering him...goes to a chest of drawers...

AS CONAN picks out a rich gold wine cup on an ebony table, running a practiced eye over its value

YASMINA approaches with a leather pouch.

CONAN putting the wine cup back as YASMINA hands him the pouch soundlessly - her eyes lingering; a certain feeling between them which - being a princess - she cuts off quickly, as Conan, his eyes speculative with sexual interest, raises the crystal jar of wine from the table and disdaining the cup, drinks a toast to her with a gratified sigh...wiping his lips, he is about to grab her when

ZENOBIA - the serving girl - hurries in, followed by the dark-haired VOLMANO with his penetrating, alert eyes, dressed in leather, with TWO GUARDS - all worried. Zenobia seeing Conan, near naked, and covered with cuts and blood in striking distance of their mistress, immediately cries out:

ZENOBIA

Your Majesty! are you -

The crystal of wine CRASHING to the floor AS:

CONAN wheels about, his sword leaping into his hand, crouched like a trapped tiger.

CONAN

MAJESTY!

VOLMANO

GET HIM!

Pulling his sword and leading the GUARDS.

YASMINA

(intersecting)

Stop - Volmano!....Volmano!

A frozen tableau. The air supercharged with tension.

YASMINA

(to Conan, urgent)

Please - don't be afraid. We mean you no harm.

(then)

I'm Yasmina. Queen of Zamora.

A pause. Conan taking it in. Eyes darting about the chamber.

CONAN

Why'd you bring me here? What do you want with me?

YASMINA

(to Volmano)

He saved my life. Rinaldo was killed by thugs who wanted to abduct me when he intervened. I've promised him a reward.

VOLMANO

(at Conan)

Best get rid of him, Your Majesty! He looks like one of the common thieves in the Maul. Probably wanted for cutting some throat.

CONAN

(glowering,
crouched)

Cutting yours is next on my list.

VOLMANO

(stepping forward)

Agh!

YASMINA

Volmano!

VOLMANO

(checking himself)

Take your gold and get out!

CONAN - resisting the desire for a parting shot - just goes, sullenly - past the glowering VOLMANO.

YASMINA

Wait - please....

HE stops.

YASMINA

What's your name?

CONAN

My name? Conan - of Cimmeria.

YASMINA

What brought you to Zamora?

CONAN

Money. What else?

YASMINA

Then I'll hire your sword.

VOLMANO

Your Majesty! You're joking. This man is a northern savage - of no culture or breeding. To have him in your Bodyguard is an insult to....

CONAN

And you! You perfumed pig - you dress in satin and guzzle wine the people sweat for and talk of divine rights, you make me want to....

VOLMANO

(drawing his sword again)

Why I'll.....

YASMINA

(stepping between them again)

Enough! - both of you! I need you both. Zamora's in deep enough trouble without fighting among ourselves. What's your price, Conan?

CONAN

Well, what price do you have in mind?

VOLMANO

How dare you bargain with....

YASMINA

Will a hundred pieces of gold a month buy your loyalty?

CONAN glancing around casually, thinking.

CONAN

I think so.

VOLMANO blanching - barely holding it in.

YASMINA

Zenobia - take Conan. Feed him. Bathe him. Do something with him. I owe him my life.

ZENOBIA

(swiftly)

Your Majesty...come, Conan.

Looking back at YASMINA - like a cat with a mouse. Insolent sexuality. Then back at ZENOBIA - suggestively. Going out.

YASMINA, her mind shifting back to business.

YASMINA

Volmano - has anything been seen around
the walls tonight?

VOLMANO

No, your Majesty - all is quiet.
The city sleeps.

Hold VOLMANO a beat -

CUT TO:

A WALL - SHADOWS moving in hoods. Two of them.

THE MUSCULAR GUARD whom Conan and Yasmina passed before
- stiffens and calls out to FIGURES approaching.

GUARD

Who goes there!

FEMALE VOICE

(crisp, harsh)

Your Queen - don't you recognize her
you fool!

GUARD

(puzzled)

But -

Then, recognizing the FIGURE (unseen, its hooded back to
us), he reddens - and swiftly turns and opens the door -
watching in profile as

ANOTHER ANGLE - THE TWO HOODED FIGURES go past the GUARD
who senses an unknown fear...the larger hooded FIGURE
turning - staring back at the GUARD who promptly removes
his gaze...the FIGURES disappear within.

CUT TO:

CONAN - not quite relaxed - in a hot circular bath in a
CHAMBER somewhere in the palace - attended to by ZENOBIA,
in scanty clothing, scrubbing him with a bar of pink soap.

HE shakes his mane of hair, and scratches his eyes.

ZENOBIA

What's the matter?

CONAN

(pointing)

What is that?

ZENOBIA

Soap.

CONAN

It stinks!

(rising up covered with
suds)

Look - do you just have a bed and
some food, the hell with this!

CUT TO:

THE TWO HOODED FIGURES moving somewhere in the PALACE -
stop....approaching footsteps - whispers...

VOICES

Volmano?

Your Majesty!

Shhhh!

The noble VOLMANO comes into murky light, recognizing the
HOODED ONE (still unseen) - his eyes playing suspiciously,
over the OTHER FIGURE, recessed in shadow.

FIGURE 1

(female voice,
authoritative)

Is the East Gate ours?

VOLMANO

I've seen to it myself.

FIGURE 1

Good - and the Royal Guards?

VOLMANO

Half of them out of the Palace on
a fool's errand; the rest we can
handle.

FIGURE 1

Bravo, Volmano - a dukedom for this
(to Figure 2)

Brak!

VOLMANO - curious, staring at

"BRAK" - red eyes glaring, slightly stopped in his cloak.
Hair all over his face.

FIGURE 1

Gabo abeast gabato aband yabour....

VOICE
(sharp, sudden)
HOLD! - who goes there!

The clink of metal. The FIGURES freeze as

ALMURIC - the blond blue-eyed suitor strolls forward,
flashing a torch.

ALMURIC
Volmano?

VOLMANO
Almuric! - what are you....

Moving the torch...a surprised look on ALMURIC'S face.

ALMURIC
Your Majesty! I....

THE FACE OF "YOUR MAJESTY" - identical with YASMINA in every contour of face and limb and indeed played by the same actress - yet the face is subtly different - grimmer, animated by an alien personality. She comes up to ALMURIC who is puzzled, humbled.

ALMURIC
Forgive me, I failed to.

FIGURE 1 ("YASMINA")
Understand?

HIS POV - the torch flashing on BRAK - a brief moment - enough to see a face covered with black hair from which small piglike eyes glare redly and close set ears twitch; a flat nose with great flaring nostrils, thick lips drawn back to reveal huge yellow teeth and two thick FANGS curving up from the base of the mouth, out over the upper lip and reaching the cheekbones - and then it is over fast:

SUDDEN MOVEMENT - dynamic and powerful as

HER KNIFE drives through ALMURIC'S mail shirt snapping the links and plunging into the ribs...

ALMURIC gasps - gurgles, reels, with hurt, loving eyes:

ALMURIC
Yasmina? - how?

FIGURE 1 ("YASMINA")
Brak!

SHE steps back and in a sudden MOVEMENT, blurred, BRAK leaps forward in an inhuman manner and

A GLIMPSE of a hairy misshapen hand. His scarlet cloak flapping. FANGS -

SNAPPING the neck of ALMURIC in a ruthless gesture, marked by the torch flaring as it falls to the ground and

ALMURIC follows - in a death he will never understand.

"YASMINA" whirling

FIGURE 1 ("YASMINA")

Quick - now!

THE FIGURES separating - FIGURE 1 and VOLMANO in one direction, BRAK in the other - AS

CUT TO:

CONAN is zonked out after a long night and drinking a lot of wine and snacking on a mound of small finely cut pieces of meat as ZENOBIA re-enters the ANTE-CHAMBER with an exotic bowl of greens.

CONAN

What's that?

ZENOBIA

A salad...

CONAN puzzled.

ZENOBIA

Try it.

He tries it - likes it.

ZENOBIA

You see, it's not that bad here..
You're fed, cared for....

CONAN

Yeah - like a pack of dogs.

He curls some more meat in his fingers, his teeth gleaming big and wolfish as he snatches it in his mouth, his eyes playing off ZENOBIA like a hungry wolf.

ZENOBIA

(embarrassed)

If you talk like that in court,
you'll offend...

CONAN

Court! I can't understand you civilized people. You grovel in front of some idiot with a pot on his head scratching his ass sitting on a throne his ancestors stole from some other wretch and you call this person divine. Well - if that's divine - my ass is divine, too.

ZENOBIA

Tsk, you're bad! I don't know how long you're going to last here?

CONAN

(passing the cup for more)
As long as there's wine.

She pours, his eyes devouring her, his hand touching hers.

ZENOBIA

Is it true what I hear - in your countries in the north - they...eat the babies of their enemies raw...?

CONAN

(embracing her)
And the women we like with a bit of meat on their bones...like you....

ZENOBIA

(half-hearted)
No...please, don't....

CRUSHING HER to his breast - a deep kiss....

ZENOBIA

Conan - the queen - she'd be...

CONAN

She can wait her turn. She's spoiled anyway. It's been a lousy night and for days I've lived on nothing but bread and wine. I don't have time for games...you excite me. I want you!...

Crushing her down on the divan - smothering her with kisses and muscles like a stretched rabbit - she responds, kneading her body into his.

ZENOBIA

Oh...oh! You're bad -

CUT TO:

YASMINA sleeps - alone in her darkened BEDCHAMBER - opening her eyes now, half awake AS

THE DOOR opens - a jagged impression of light like a dream - the GUARD in profile admitting A HOODED FIGURE into the room - (why?) - coming closer, a candle in hand...

YASMINA - who are they? am I dreaming?

THE HOODED ONE comes closer - closer - TILTING UP from the candle into a FULL CLOSEUP LOW ANGLE - "YASMINA!"

THE FIGURE bends lower, over the candle - bringing her eyes into a sinister range.

FIGURE

(calmly)

No - it's no dream, Yasmina. It is me....

YASMINA - coming to believe.

YASMINA

(weakly)

Taramis?...you?

TARAMIS

(echoing it)

Me?...remember me, sweet sister?...
the day in the garden, we were five -
and the snake bit me.

YASMINA'S eyes now go wide with terror -

YASMINA

You died...you died!

TARAMIS wheezes out a drawn out "Noooooooooooo" - whispering like candles expiring....

THE ROOM in LONG SHOT seems stark and empty....

YASMINA turning, looking - feeling the presence of something in the room, something very ancient and evil.....
turning back

HER POV - her night table next to the bed, a dagger lying there next to a little beauty mirror propped up and NOW
REVEALING:

TARAMIS lurking over the bed - but only in the clothing and the two legs and the female body is the resemblance the same for the head of Taramis is that of a SNAKE - scaly, wedge-shaped with yellow venomous eyes and fangs and a flickering tongue - atop a perfectly molded white neck....

YASMINA gasping in horror!

MIRROR SHOT - TARAMIS in the same instant realizing what Yasmina has seen - SMASHES the mirror, one brief last instant when we see her yellow eyes before the glass explodes on top of us -

YASMINA reaching for the dagger, twisting AS

TARAMIS - normal appearing now - points:

TARAMIS

Look - Yasmina! your hand!

YASMINA looking - horrified - screams!

THE DAGGER has turned into a green VIPER coiled about her wrist, fangs bared....

YASMINA shaking it...

PLOPPING on the floor is a DAGGER once again...

TARAMIS grasps YASMINA by the neck and pulls her back down on the bed - pinning her with vindictive strength...
YASMINA squirming in her grasp, rolling, trying to get out of the hold but:

TARAMIS wrestles HER down and locks her - staring deep into her eyes....

TARAMIS

It's mine - your kingdom is all mine -

CUT TO:

BRAK moves in his hunched, loping stride and RELEASES A CATCH in the EAST GATE with a creaking sound. In body and posture he is not unlike a man in his scarlet cloak with a priest's hood. There is something in the red murky eyes, something in his clumsy posture that sets him apart from the truly animal; the monstrous torso houses a brain and soul that we sense are budding into something vaguely human - a mockery of man, a pre-human mutant, something left over from an earlier aborted stage of human evolution.

THE GATE swings open with a portentous sound and from a splendid torch-lit LOW ANGLE - WE TRACK all the way up to a PANORAMIC OVERHEAD as the MUSIC THEME cracks high and a TALL BONY SHADOW buried in a black hood - THUNDERS through the gate in a splendid black chariot fit for a god and drawn by FOUR BLACK STEEDS with black leather hoods over

(continued)

their eyes - briefly breathing out spurts of reddish fire from their nostrils (EFFECT) - roaring past the RAPIDLY RISING CAMERA which now encompasses some 50 MUTANT SOLDIERS jogging behind in an infantry mass - in heavy metal with their small bloodshot eyes and beetling brows and curving fangs, their strides hunched and awkward like their general - BRAK - their presence felt more than seen.

TWO HUMAN GUARDS look on from the TOWER overlooking the East Gate...a THIRD GUARD coming up, perplexed.

THIRD GUARD

Gromel! - by whose order the gate...?

FIRST GUARD

The Queen herself. I saw her with my own eyes ordering the Captain of the Guard.

THIRD GUARD

But how can she allow this? Stygians in the city. Has she gone mad?

SECOND GUARD

That's what happens when you have a woman on the throne.

CUT TO:

CONAN, sick and hung over, reluctantly rouses from his sleep, aside ZENOBIA,

ANOTHER ANGLE - he stumbles to the balcony, hands over belly.

ZENOBIA

(shifting in her sleep)

Conan?

CONAN

Shhhhh....

At the balcony, looking down, he starts to puke when he suddenly sees:

THE MUTANTS moving across one of the COURTYARDS of the Palace, their metal clinking and shuffling beneath them - like early morning garbage collectors -

CUT TO:

TRACKING TARAMIS - fully arrayed in silk and gold like the queen she would want to be - accompanied by VOLMANO in full black scale-mail hauberk, burnished greaves and a blue-steel helmet from which jut highly polished bull horns - as they approach two gigantic gold-worked doors, fully fifty feet high and depicted with a frieze of dragons and ancient heroes - SWINGING OPEN at the hands of the Royal Guards as

CLOSE - TARAMIS sweeps in, observing with great satisfaction what is now hers. MUSIC UP - suggesting the darker side of the main theme (cf. Rimsky Korsakov's dual themes for "Alexander Nevsky")

TRACKING TARAMIS into her THRONE ROOM - giant pillars of marble rear towards a distant roof; a profusion of cressets, lamps and candelabra illuminate costly drapes, paintings, hangings - and behind the golden throne rise windows of glass, closed against the fall of night, with the shadows of trees shaking wildly in the wind...PAST TWENTY NOBLES - generals, cabinet members, the HIGH PRIEST - gathered around...TARAMIS approaches the throne itself, relishing the bitter dream of power realized - and sitting in it she subtly strokes its armrests, lolling in its raised height as:

AN OLD WARRIOR with a white craggy beard and the bearing and crust of an aristocrat watches at the forefront of the NOBLES; he frowns, noticing a different attitude about her, the natural regality replaced by a strained artificiality. Coming forward with the HIGH PRIEST, YARA, to speak for them all:

OLD WARRIOR

Your Majesty - what is it that troubles you at this late hour?

TARAMIS

Troubles me? I have no trouble. I'm so happy you - the intellect and crust of my nation - are gathered together here in this one room at one time - because this way I can deal with this problem all at once.

OLD WARRIOR

Problem, your Majesty - what is the problem?

TARAMIS

You! You are the problem - you and the rest of these lazy jackals who've been befouling my country!

THE MINISTERS - shock, gasps, disbelief - all of it audible.

TARAMIS - she loves it...as does VOLMANO next to her...

TARAMIS

...and my first act as Queen is to
get rid of all of you!

OLD WARRIOR

Have you lost your mind, Yasmina?

TARAMIS

- And you your head!

She laughs!

HIGH PRIEST

(approaching)

But on what basis your Majesty is....

TARAMIS

- On the basis of loyalty - to me!

HIGH PRIEST

But this is against all the principles
of our State - as founded by your
grandfather

TARAMIS

"Principles of state" - hah! Scream
all you want you religious slut -
scream until the roof beams crack!
Scream until your god in hell answers
your prayers! Scream! And meet your
successor -

Jumping up and pointing -

COMMOTION - THE MINISTERS turning as

The DOORS to the THRONE ROOM are flung open again and
standing there, framed by the fifty foot doors, is THE TALL
THIN SHADOW - in his hood...

TARAMIS

- THULSA DOOM!

THE HIGH PRIEST staring in horror.

HIGH PRIEST

What is this desecration Yasmina!
Religious tolerance for all creeds -
yes! But the domination of one
religion - NEVER!

TARAMIS

In the name of Set! - Give me their
heads Thulsa Doom! Give me their
heads on candlesticks...

COMMOTION - BRAK now tears into the THRONE ROOM as THULSA DOOM steps aside - followed by his MUTANTS, rushing in with short stabbing swords, picks, billiards, lances, horned green helmets on their prognathic skulls - all of them red-eyed with pointed ears, hairless heads and the two curving fangs, with small round iron green bucklers grasped in their muscular forearms - rushing in with slaughter in their hearts, as:

TARAMIS

(continuous)

...so I can light their church,
their city, their country, their
god - their world! - INTO HELL!

THE FIFTY MUTANTS COME - in a pack, raging and slashing down the pillared hall - an awesome sight to behold...

YASMINA throwing back her head and laughing - and laughing
AS

BRAK YELLS in a strange guttural VOICE, wading in and smashing a MINISTER into a pillar - and then tearing his head off....

THE MUTANTS slaying and slashing with swords and bucklers and teeth and nails.

THE OLD WARRIOR running ONE MUTANT through the breast, spins - engaged now by THREE OTHERS who run him through ...the old man spinning and lurching at

TARAMIS

OLD WARRIOR

I curse you! TRAITOR to your father,
your brother, and your kingdom!

Spits! And is struck by two pikes at the same time, from opposite directions, but dying with open eyes fixed and accusing on

TARAMIS who hurries off the dais now, accompanied by VOLMANO - down the pillars on one side of the room past a TRACKING BACKGROUND TABLEAU of dying, screaming CABINET MEMBERS - joining THE SHADOWED ONE AS

CONAN enters the chamber in tunic and sandal - stunned at this carnage, sword grasped in hand, yet not knowing who the enemy is

VOLMANO, his voice buried by the SCREAMS of the slaughter, motioning at

CONAN noticing VOLMANO and TARAMIS - a puzzled frown - as

THE HIGH PRIEST out of nowhere charges in desperation through the columns, bloody sword in hand - at TARAMIS. He has gone beserk in the slaughter, his hair flying out at all angles, eyes seeking revenge. Screaming!

TARAMIS cowering back -

CONAN springing to her aid but:

THE HOODED ONE steps out in the path of the

CHARGING HIGH PRIEST

HIS POV - CLOSER - THE HOODED ONE

THE HIGH PRIEST - his enraged face - CLOSER

HIS POV - HANDS now part the hood and suddenly there is the FACE! - of madness and nightmare. Not the face we would associate with the height and statuesque presence of the lord-like body, no - not that. But a shriveled old wrinkled ancient face, with pointed ears and a wide-domed forehead sloping to a narrow pointed chin and caved-in cheeks and lips that are thin with the tip of a red tongue occasionally flicking through. The skin is white, white, white with a few thin fragile strands of hair standing out on the old skull - like a worm or snake, moist, no weakness, nor mercy, nor cruelty, nor kindness, nor any emotion shows in those features or in those EYES which are the most outstanding feature of all for, in their thin haunted frame, they are glazed and bulbous like dead fish - and the pupils stare straight ahead with no interplay at all - they are shocked, dazed, evil, insane, inhuman eyes and they strike fear and mesmerism into

THE HIGH PRIEST who stops cold in his charge inches from the hooded face - hypnotized or shocked

CONAN stopping - glimpsing this face

THE EYES OF THULSA DOOM

HIS HAND reaching up and with crooked fingers, quickly grasping the air AND:

THE HIGH PRIEST screams in pain and A BURSTING SOUND - ugly, and moist, viscous AND

THE HIGH PRIEST suddenly seems to expand like a balloon. CONAN stares aghast as the SOUND of an explosion is heard, and he then is sprayed with blood.

THULSA DOOM reaches into the air, holding something red and pulsing.

What is left of the PRIEST falls to the floor.

It is all over so fast - as THULSA DOOM pulls his hood back on his hideous face and turns away.

CONAN - aghast.

TARAMIS

(to Volmano)

And him!

CONAN - knowing instantly something is wrong. This is not Yasmina.

VOLMANO

(drawing his sword,
advancing)

A barbarian pig - I'll take care of him.

VOLMANO charging forward....

CONAN parrying his stroke and counter-stroking with three successive blows of such force that WE TRACK VOLMANO back in the direction of Taramis, his sword snapping, reeling back at high speed and falling on the floor, as Conan's blade slashes above him, just missing his shoulders ...CONAN wheeling on

TARAMIS

CONAN

Who are you! Where's Yasmina!

About to jump forward and strike her, cowering with his sword - WHEN

TWO MUTANTS RUSH in with a garbled incomprehensible SCFEAM swing axes...

CONAN ducking back, parrying....

TARAMIS slinking away -

LONG SHOT - HALL - the clang of steel...in foreground the MUTANTS have wiped out the NOBLES, but in far background of the THRONE ROOM, we now see this lone battler CONAN - moving gracefully from the rear to the front, parrying the pikes, chopping, slashing...

TRACKING CONAN down the pillars - never before has he fought so many enemies at once - and he must be cautious, doing a dance among them, among their pikes, avoiding block-ups, constantly moving, scurrying, killing and slashing where he can and pulling out...We see these MUTANTS are good fighters, yelling their garbled COMMANDS to one another as they move with the Barbarian in the EXTENDED TRACK - PAST THE COLUMNS dividing the fighters...

CONAN dodging from side to side...WOUNDED MUTANTS fall in all directions...

TRACKING ON as SKULLS bash into the marble floor, Conan's sandaled feet hopping over the downed OPPONENT, dancing now...Knocking A MUTANT aside with the flat of his sword...

A WOUNDED MUTANT colliding into THREE OTHER MUTANTS...

TWO MUTANTS muttering at each other to get behind him....

TRACKING ON - confusion, debris, grunts, groans, bodies crashing into pillars and each other....

TELEPHOTOING FIVE MUTANTS packed together rushing in all at once at

CONAN who is crisscrossed with gashes now and bleeding from neck, back of thighs, across the belly, in deep glistening bloody sweat, chest heaving, hair wild about his head, his spirit - his life poised in his body ready to spring from its cage dancing with a fencing feint and lunge INTO:

THE FIVE MUTANTS - screaming out AS

HE THRUSTS his sword madly into them

ONE MUTANT collapsing into the OTHERS...scattering them with garbled words, then as he dies, staggering - clutching his stomach, talking to himself...TRACKING HIM lurching sideways and banging into ANOTHER MUTANT, then falling and

CONAN whirls and FLIPS ANOTHER MUTANT over his back and jumps around and

HITS him over the head with the butt of his sword as he lies groaning on the floor AND A SCREAM -

BRAK - FLYING OUT in a kung-fu type leap from somewhere between two pillars, his cape billowing behind him

SMASHES CONAN into the marble floor, in a shower of blood and muscle...

BRAK straddling CONAN'S back, smashes the barbarian's face again and again into the marble, growling and NOW

PULLING his head around in his huge paw to SNAP THE NECK with one

VOLMANO

BRAK!!!! - ALIVE - I WANT HIM ALIVE

VOLMANO hurrying across the bloody floor - almost slipping in the blood and bones - eyes feral with pure hatred as

BRAK with fangs showing at the kill - angrily lets go of the head - which smashes into the floor, semi-conscious...

ANOTHER ANGLE - BRAK jumping up as VOLMANO intersects...

VOLMANO

(ordering the others)

MUTANTS hurrying around -

CONAN being propped up by the MUTANTS. The manhandling he has received is appalling. He is dripping blood, his face skinned and bruised as if beaten with a bludgeon, one eye dark, puffed and almost sightless, his lips pulped and oozing blood. Deep gashes in his thighs, calves and forearms and great bruises on his limbs - the flesh along the shoulders swollen and lacerated and the skin hanging in loose strips, his breast soaked in blood and sweat heaving with each pant, his legs trembling....

VOLMANO

Crucify him!

CUT TO:

A DESOLATE, WITHERED PLAIN - it looks as if no one has passed in a thousand years...the POUNDING of spikes into wood...PANNING left to right and bringing now into immediate FOREGROUND - CONAN crucified to a huge solitary tree, its blackened spires clutching up like skeletons into the dawning yellowish sky...

VOLMANO walks his horse up close, out of the cluster of MEN - the sun now striking golden glints off his peaked helmet...A SOUND EFFECT above...he looks:

BLACK SHADOWS hover against the sky...one of them now settling in a branch of the tree.

VOLMANO

Your guards - anxious for us to leave
...I've seen scum hang for hours,
eyeless, earless, scalpless - waiting,
begging for their sharp beaks to eat
into their hearts and end the pain...
I wish I could watch.

CONAN - a sweat of agony all over his face, but from under his tangled mane of hair, his eyes blaze with hatred.

CONAN

(parched and hoarse)

What have you done with Yasmina?

VOLMANO

(impatient, wheeling his
horse around)

Yasmina? - In the deepest, darkest
dungeon of Shadizar - where she'll
grow old waiting for you to rescue
her...Walk in hell, barbarian pig!

Whips his horse and rides off in a swarm of dust.

CONAN watching - now trying to gain leverage to tear the nails from the wood, convulses his muscles but it is useless - the spikes are broad and heavy and driven deep - and the young barbarian hangs there helpless, motionless, his head resting on his breast, looking off

HIS POV - the HORSEMEN disappearing in the line of the horizon...A sudden BEAT of WINGS...

A FEATHERY SHADOW shoots down over HIS FACE, stabbing for the eyes, and missing, grazing CONAN'S cheek instead - he jerks his head aside and SHOUTS hoarsely through his parched lips and the VULTURE swerves up, retreating from the sound.

THE VULTURES resume their wary circling above the tree

CONAN licks his lips, where blood trickles - and spits out the salty taste. Thirst assails him.

CUT TO:

CONAN waiting - LATE in the DAY now - licking his blackened lips and staring with bloodshot eyes

A LURID BALL, shaped like a sun, sinking in a fiery sea.... a SOUND now - like Japanese windbells - far off, gaining intensity, idyllic, soft, like a breeze in the heat - the last refuge of the hallucinant - OVER

LONG SHOT - CONAN and the TREE of death and the VULTURES sitting in it, quietly and closer.

SHARP PROFILE - CONAN - a BUZZING now in the ears, the onset of death....."brrrrring....brrrrring.....brrrrring...." rhythmic and the CAMERA closer and closer to the profile of the sweating lids parting to reveal a scorched tortured EYEBALL.

AN OPTICAL taking shape - in which we see a blurry figure (CONAN) walking with his back to us into the eyeball - metamorphosing into a conical tunnel - and he is growing darker and further away - and the EYEBALL is blending into the hint of a FACE - the face of the SORCERER - and he is waiting like death for Conan.....getting blacker and blacker blending with the ringing and the Japanese windbells into the louder BEAT of WINGS and

CONAN is blurrily lifting his head once more as SHADOWS now wheel down, no longer afraid....

ONE SHADOW swaying and dipping back and forth

ACROSS CONAN drawing his head back as far as he can - waiting with a dimming, terrible patience...and now with SOUND:

THE VULTURE sweeps in with a swift ROAR of wings, its beak flashing down

PECKING at CONAN's chin as CONAN jerks his head aside and then

ANOTHER ANGLE - lunges forward with incredible ferocity

ANOTHER ANGLE - his teeth snapping like those of a wolf - and locking on the VULTURE'S bare, wattled neck before it can flash away -

THE VULTURE exploding into a squawking, flapping hysteria

THRASHING WINGS blinding the man, flashing against the sun - its talons

GRAZING CONAN'S chest

ANOTHER ANGLE - CONAN hanging on, grimly, the muscles starting out in lumps on his jaws...SOUND as:

THE VULTURE'S NECK BONES crunch between his teeth - and with a spasmodic flutter the bird hangs limp...

CONAN lets go, spitting blood from his mouth....

THE OTHER VULTURES, terrified by the fate of their companion, fly back up into the tree - where they perch like black demons in conclave.

CONAN - sagging with exhaustion

VOICE

(distant)

By Erlik, I've never seen such a thing!

Sounds of horses approaching at a walk....CONAN shaking the sweat from his eyes.....looking

FOUR HORSEMEN come closer, grained against the twilight, blurry - the lead rider now suddenly coming into sharp focus - with ONE-EYE and white silk bisecting his handsome face made jagged by the horrendous scar down its middle - the one-eyed mercenary who slew Conan's mother and father - an older man now, but still powerful looking, his face burned black and leathery by the sun.

CONAN - a dim amazement. For this moment to come - now, at such a turning point in his life.

THE RIDERS circling him - one of them a BLONDE WOMAN, VALERIA - beautiful, dangerous, silent, samurai. Her rich hair falls in rippling clusters, her greenish eyes burning sullenly on the barbarian, an earring in one ear, armbands, fur boots to her knees, a man's silk shirt, at ease in the saddle with a straight double-edged sword, her whole figure reflecting compactness, strength, and an ambiguous, alluring femininity ...TWO OTHER RIDERS, lean, in mixed freebooter-type clothing.

RIDER 1

Look at the brute. What an ugly face.

RIDER 2

Probably a Zamoran adulterer - caught redhanded.

RIDER 1

A dying dog - let's go.

They wheel their horses.

ONE-EYE

But he has guts!....

(to Conan)

Would you like to live dog?

CONAN
(cracked voice)
Only a fool would ask that question.

ONE-EYE
(amused)
Good!...I'm Janus - leader of the
Order of Sacred Knights to the Mystic
Throne of Damasia -

CONAN
I know who you are.

JANUS
My fame precedes me. Djebal!

DJEBAL - a lean hard-faced rider, with a monstrous face.

JANUS
Pull him down...let's see what he's
made of.

DJEBAL - a curt nod

CUT TO:

TABLEAU - DJEBAL on his horse - whips it....the horse jerks forward with a lurch of its shoulders, pulling two leather bindings attached to the heads of the spikes in Conan's feet.

ANOTHER ANGLE - ripping them out of Conan's feet - CONAN writing in agony.

2ND HORSEMAN
He'll die.

JANUS watching....

JANUS
If he's strong, he'll survive. If
not, he doesn't deserve to live....

VALERIA watching - quietly.

CUT TO:

DJEBAL slaps the horse again - and it heaves out, pulling the leather fastenings on the two other spikes in his palms....CONAN tumbling down the tree, landing hard on the ground...

ANOTHER ANGLE - CONAN lying on the ground, dazed, blood oozing from all his pierced limbs and from his nose, feels his swollen hands, looking up at

JANUS - framed by the vultures circling in the distance overhead.

JANUS
Djebal - your horse!

CUT TO:

THE RIDERS circling impatiently as

CONAN tries to put his foot in the stirrups and raise himself into the saddle...staggers, then hauls himself up, every effort a stabbing, throbbing hell.

RIDER 2 coming close, lifting a water flask questioningly.

JANUS
Let him wait till we get to camp!

Intersecting, he now strikes Conan's HORSE sharply with his reins.

ANOTHER ANGLE - the horse rears startled and CONAN, in the saddle, sways and slumps, but

HANDS reach out and grip the reins of the horse - steadying it.

JANUS turning

ACROSS the horse - VALERIA - hard-eyed

VALERIA
Enough!

ANOTHER ANGLE - SHE hands CONAN her water flask, without sentiment, as JANUS swings away on his horse.

SHARP CUT:

The SHADOW OF TWO HEADS pulled from a cloth sack - by a hairy paw - ZENOBIA and ALMURIC -

YASMINA recognizing them - slowly....

YASMINA
Oh....oh no.

TARAMIS watching, deriving enormous pleasure from the pain inflicted...an awful beauty written in her face as her

Monster BRAK holds the sack aloft (after replacing the heads) his hairy fanged face lit by a torch in a bracket...

YASMINA is crouched near naked in rags on the cold stone floor of a DUNGEON deep in the Palace - one wrist chained to the wall...the dripping of water, a pan of moldy food - covering her eyes, for shame, mourning her allies -

TARAMIS

They're dead, all of them - your priests, your councillors, your loves! Volmano now marches into Koth to destroy your brother-in-law. Thulsa Doom brings his army up from Stygia to take Ophir, Nemedia, Argos...in two more winters Aquilonia will be ours. And then - the world!

YASMINA

And then?

TARAMIS

And then - the world will be like it once was and Thulsa Doom will lead us - as was written in the Book of the Dead - in Nergal and Skerlos....

YASMINA

You're mad - wherever you've been, Taramis, whatever hell you've visited, you're mad! -

TARAMIS

Yes. Mad. I'm mad. Isn't it fun - to be mad, mad - just mad!

And, laughing, wrenches the sack out of the grasp of BRAK and

ANOTHER ANGLE - swinging them past YASMINA

ANOTHER ANGLE - throws them off into a dark corner...a SPLASH of shallow water....and the hissing of a creature of some sort slapping its tail in the dark somewhere close -

YASMINA hearing it now, surprised....

BRAK drawing back from it, also disliking it, whatever its nature

THE SHADOWS - a flopping sound as something comes forward, through the water - settling and then gurgling as it feasts on the heads, slapping its tail once more on the water, unseen...

TARAMIS observing...YASMINA, horrified -

CUT TO:

TARAMIS coming out the DUNGEON with BRAK - into the night,

BRACK

Wab dabo abou kabeeep abu tabis
fabark? Yabou abar fabim abestablit.
Prabo yabissself abin yabour rabal
abitidi. Shabowtem tabir babelove
abex-quabeen - aband pabublique
sqabure!

(Why do you keep up this farce?
Now that you're on the throne, show
yourself as you are. Then show them
their beloved ex-queen and quarter
her in the public square!)

TARAMIS

Abin gabood tabim, Brak - abin
gabood tabim.
(In good time, Brak, in good time.)

CUT TO:

FIVE RIDERS, FOUR HORSES gallop in the hills,

ARMED HORSEMEN watch them from neighboring ridges, waving
them on -

PAST A ROARING WATERFALL tumbling down into an angry grotto....

INTO THE GROTTO - on horseback; shaped like a huge cathedral -
with 300 MEN AND WOMEN on various levels of the grotto. A
community of freebooters, thieves, mercenaries....

CONAN and JANUS dismounting

A LONG TABLE - 70 MEN and WOMEN line it from end to end -
eating. Their features reflect the wildness of their
natures - scars of the lash or branding iron, cropped ears,
slit noses, gaping eye sockets, stumps of wrists, marks of
the hangmen, yet their looted garments are splendid -
gold braided jackets, satin girdles, silken breeches,
silver-chased armor, jewels glittering in noses, ears and
in the hilts of their daggers....noticing the arrival of
their leader

TRACKING CONAN - his features mauled, and limping....

TRACKING VALERIA watching, sensing tension

TRACKING JANUS to a vantage point overlooking the grotto
where he stops, spreading his arms -

JANUS

Mystic Knights!

VOICES

Janus! What's the news?

JANUS

A caravan!

VOICES

Where!

JANUS

(gesturing for silence)

Rich! - with silks from the Turan! -

Aghs! from his audience

JANUS

Chests of silver and gold from
Hyrkania!...desert horses from
Agrapur!

Moans

JANUS

And women!

The loudest noise yet

VOICES

Where! Where!

JANUS

On the road south from Shadizar.
Tonight we take it!

Roars of approval -

VOICE

What about the Zamorans, the cavalry!

JANUS

Gone - fighting wars in the west.
The city is undermanned, we have
months of good looting ahead of us!

Roars from the mass

JANUS

In fact all I could find near the city
was this pathetic piece of meat hanging
in a tree!

Laughter. Indicating CONAN who glowers

VALERIA noticing it.

JANUS

I took pity on him and gave him life,
but....

Jeers from the crowd

ANOTHER ANGLE - CONAN exploding, moving and grabbing JANUS by the hair just as he is about to speak - and yanking him back off-balance, so his eyes are staring up into the barbarian's

CONAN

Aye! and that was the biggest mistake
you ever made, you one-eyed scum!

VALERIA startled.

CONAN

- And the other was letting me live
the day you rode mercenary into a
Cimmerian village and slaughtered my
mother and father!

Pulling JANUS' sword from his sheath, CONAN throws him down on the ground.

LONG SHOT - CROWD - astonishment. It's happened so fast.

CLOSE JANUS - on the ground, apoplectic.

JANUS

Get him! Get the dog!

HIS MEN rushing forward.

VALERIA springing quickly out into the onrush, facing them, pulling her sword, her dagger already in the other hand, crouched like a panther, green eyes smoldering with concentration -

VALERIA

(in motion)

WAIT!

THE MEN stopping -

VALERIA

The laws of the Brotherhood Janus!
- a fair fight, one sword against
the other, a life against a life...
Call off your band

THE GROTT - pause. THEN:

VOICES

Aye! The rules, Janus - the rules
of the Brotherhood!

JANUS jumping to his feet - pulling a sword and a whip
from one of his MEN....shamed.

OLGERD

All right. Back!....Back - all of
you! I'll take care of this dog
myself!

(circling Conan)

...Twice then I've spared you Cimmerian -
but only once am I going to kill you!

GROTTO - breaking out into loud appreciation for the coming
fight -

CLOSE - JANUS suddenly, very fast, flicking his whip

COILING around the neck of CONAN - as VALERIA spins out of
the way...

JANUS applying strangling pressure on the whip...

CONAN going to his knees, gurgling - choking

THE CROWD loving it.

FREEBOOTER 1

Three shekels on Janus!

FREEBOOTER 2

The other one's big, strong

FREEBOOTER 3

But look at the shape he's in, he
doesn't have a chance, not against
Janus

FREEBOOTER 2

I'll take five to three on the
barbarian.

FREEBOOTER 1

Four to three

FREEBOOTER 2

Done!

FREEBOOTER 3

And me?

TRACKING JANUS as he sweeps in for the thrust

TRACKING CONAN moving back, in a weakened state, the whip wrapped around his throat, pulling on it....

JANUS following....various feints between the TWO MEN.... moving on light tiptoe across the grotto, past jagged rocks and an echo of wnd comes from the depths...FREEBOOTERS parting to allow them through.....no sword contact yet; just the silence and the positioning....

CONAN circling to JANUS' left.

JANUS' POV - ONE-EYE - CONAN constantly drifting off to his bad side, slipping from his sight, using strategy to compensate for his state.... Conan now disappears from the eye for an extra beat AND THEN:

A FLASH OF MOVEMENT - CONAN in low, ducking - and up flashing with his sword....

JANUS stumbling back - the clang of metal like an echo against the rocks of the grotto...

THE WHIP trailing along the ground, lost to JANUS - CONAN unwrapping it from his throat - and throwing it away, his bruised eye glinting with revenge

FREEBOOTER 3

(not so sure now)

3 shekels on Janus - even!

FREEBOOTER 2

Done!

JANUS, furious, on the attack - lunges in....

BEATING the blade of CONAN who backtracks....their shadows huge against the walls of the grotto now....

ANOTHER ANGLE - THEY stop - out of breath - staring at each other, panting....

THE CROWD - feeling the tension, pressing in - sensing the kill...

CROWD

(low, moving into high)

Janus!...Janus...Janus...Janus...

Janus...Janus...Janus...Janus...Janus....

OVER VALERIA - her sword out, watching for any interference

JANUS - not moving yet, but heartened by the roar of the crowd, now watching his prey

CONAN - circling warily - close to the edge of a precipice in the grotto

CROWD

Janus...Janus...Janus...Janus...
Janus...Janus...

JANUS

AAAAAAHHHHHHHHH!

A sudden yell launching him forward with a spinning sword move...left, rolling right, and back left, thrusting like a spear -

HIS POV - CONAN simultaneously moving into his blade, very fast - parrying, then slashing toward the face - and suddenly the HALF SCREEN P.O.V. is shredded - then BLACK ends:

JANUS is stumbling - sightless in both eyes, a red railroad track now crisscrossing the old scar...gasping incoherent sounds of pain -

THE CROWD watching - in horror

JANUS circling around - and around - in an image eerily reminiscent of Conan's father stumbling sightless in the village....he keeps whirling his blade around in defensive futility - trying to sense the whereabouts of

CONAN who circles him, ready for the kill -

CONAN

- now sightless like my father....

Raising his sword

- and now - in the name of my mother.....

CLOSE-UP of CONAN'S face as he brings his sword down on JANUS with full impact - the SOUND of a man being chopped in half - CONAN'S eyes alight...

THE CROWD - dumbfounded....silence....

CONAN turns away - as if to leave - a bloodied mess,

VALERIA watching in amazement, shifting from the corpse to Conan.

VALERIA
Your name?

CONAN
Conan.

Pause -

VALERIA
And mine is Valeria. Welcome to
the Brotherhood.
(to the crowd)
Conan rides with us!

A silence....

CROWD - FREEBOOTER 2 starting the chant

FREEBOOTER
Conan....Conan....Conan....Conan!

CROWD
(picking up)
CONAN...CONAN....CONAN....CONAN

LONG SHOT - the GROTTTO, filled with resonant sounds. Two
minutes before it was Janus' name - and now:

ALL
(louder and louder)
CO - NAN! CO - NAN! CO - NAN!
CO - NAN!

CONAN - no expression on his face, looking at

VALERIA - a naked elemental thing in her eyes, open and
without shame, staring back at him as:

ALL
CO-NAN! CO-NAN! CO-NAN! CO-NAN!

CUT TO:

BLACK SCREEN

- PART TWO -

OPEN:

THE STARS flash by in a whirling POV and

THE BROTHERHOOD rides into the NIGHT, framed by the moon;
two hundred thundering HORSES roaring past camera in a
MONTAGE of MUSIC, plunder, loot, and slaughter

INTO A RIVER - moonlit water fragmenting into a splashing
mass...FREEBOOTER FACES

DISSOLVING OVER

SHEMITE CAVALRY, marked by conical almost Babylonian head-
gear and curly locks, chasing the FREEBOOTERS across
PLAINS in a thick RAINSTORM....

DISSOLVING OVER

FIERCE WAR-PAINTED ARCHERS, with Chinese-mongol features,
firing flaming arrows at the FREEBOOTERS trapped in a
treacherous RAVINE...

VALERIA AND CONAN fighting side by side against an over-
whelming mass of CHINESE attacking with ball and chain
hammers.

DISSOLVING OVER

BURNING BUILDINGS in background as VALERIA runs out in a
cloak, disguised, followed by CONAN, escaping into the NIGHT

DISSOLVING OVER

NIGHT - a CARAVAN, camped along an OCEAN or an INLAND SEA,
starting up in surprise as

FOUR HUNDRED FREEBOOTERS ride across the dunes directly at
them.

VALERIA on her horse, long blonde hair blowing in the fury
of the ride, throwing her war axe

The oncoming HORSEMAN knocked from his saddle by the force
of the blow - spattering with his tumbling horse, into
the side of a huge pitched TENT, shaped like a dome -

CONAN, amid the slaughter, rides his horse through the re-
mains of the tent, attacked by several SHEMITE PIKEMEN,
bringing his horse down...CONAN tumbling off, besieged, in
his black mesh mail.

VALERIA riding in, sword slashing, to rescue him - cutting
down one PIKEMAN - jumping down from her horse and springing
into the fray - cutting down a second PIKEMAN with a display
of skill and strength as CONAN cuts down a THIRD with his
war axe, and VALERIA intersects ducking and slashing at a
FOURTH PIKEMAN....

DISSOLVING OVER

THE BROTHERHOOD plundering the caravan, the battle over, drinking, eating, staggering...

INTERIOR MAIN TENT - wrecked. VALERIA thrown back in a chair, her calfskin-booted legs spread before her on the table, gulping down the red wine, slightly drunk.

VALERIA

...killing makes me thirsty.

AS CONAN wades through a mountain of pure white silk - bundles and bundles of it draped loosely all over the huge tent - an idea forming in his head.

CONAN

Valeria - there's a royal ransom here! Look...

VALERIA

Today the shadow, tomorrow the sun - eh Conan? There's no limit as to what we can do together. In six months, we'll have four thousand men. We'll be an army of freebooters - and caravans will become kingdoms and we'll be kings and queens.

CONAN

(approaching)

I wonder who'd be the king and who'd be the queen. Look - with these silks we can take Shadizar now - not in six months. Now.

VALERIA

Are you crazy! It'd take a thousand lives

CONAN

No. No siege. We'll take it from within. With this!

(the silk curled in his fist)

VALERIA

You're still dreaming of revenge. I'm not going to waste my men on -

CONAN

Valeria! - all the loot in Shadizar! - and no troops, there's more there than in a thousand little caravans...

VALERIA
...when we're stronger

CONAN
...now, while they're away

VALERIA
...in a year maybe

CONAN
...no, now - within the week!

VALERIA
(angrily flashing to
her feet)
...the hell with you! Who do you
think you are. Two months ago
you were food for vultures in a
tree outside Shadizar!

CONAN
...There you go again, you...

VALERIA
Tomorrow we ride east for Vezek!

CONAN
Then I go west for Shadizar - and
the hell with you!

VALERIA
You scum of the western hills! This
time no easy death, I'll have
you torn between four palm trees -

CONAN
You she-wolf, you don't have the brain of a...

Abruptly throwing her wine in his face. Angry, his arms
dart out reaching for her.

ANOTHER ANGLE - VALERIA flicking fast from her belt - with
her dagger flashing, but:

ANOTHER ANGLE - his FINGERS lock hard on her forearm.

ANOTHER ANGLE - a grim look on his face.

CONAN
(indicating the dagger)
You want me to take that away and
spank you with it?

VALERIA
(devil lights dancing)

Try!

VALERIA - furious, struggling madly, trying to come around with her other hand and slug him but

CONAN catches the arm and now holds her in a squeezing double arm lock.

THE TWO facing each other for a tense moment, motionless, perspiration starting out on Valeria's forehead....

VALERIA - her face now the color of ashes - yet uttering no sound, her arm about to break, reaches into herself and suddenly bursts the hold with a swing of her foot at the right time and with the right momentum...

ANOTHER ANGLE - CONAN toppling - VALERIA following.... They roll and wrestle across the tent, ferocious, banging each other into objects recklessly, with no consideration of injury, her hair flying

LONG SHOT TENT - more objects smashing, table overturning... GUARDS wondering...

INSIDE - CONAN finally pins this tigress across his body in some sort of erotic position that has her struggling vividly to gain some leverage - but finding herself in thorough physical bondage to this man....they hold, both breathing hard - staring into each other's eyes....then the mood changes, and CONAN, with hungry passion, buries his big lips in her equally sensuous mouth - and

ACROSS THE TENT - THE TWO of them locked in a violent lover's embrace - sweat and torn clothes and white silks thrown all over the place.....

CUT TO:

SILKS packed on horses are opened and examined by the HAIRY HANDS of

THE MUTANT GUARDS at the GATES of SHADIZAR - DAY.

GUARD 1
Tabaki tabat, Aga!
(Take that one, Aga!)

GUARD 2
Yabes sabir!
(Yes, sir!)

CONAN at the head of the caravan, dressed in the striped robes of a trader, looks down the line, startled as

GUARDS lead away one of the HORSES with silk.

GUARD 1, about six-foot-three and very tough, intersecting

CONAN

Guard, where're you taking that?

GUARD 1

(in broken,
English)

It's ours!

CONAN

Yours? But we haven't bargained
for it?

GUARD 1

(surprised)

Bargained? What is there to bargain
about, you oaf, these are taxes -
for entering the city

GUARD 3

(coming up)

It's a privilege to come to Shadizar
and trade

CONAN looks at VALERIA, down the line - with some two dozen
FREEBOOTERS all disguised as traders

CONAN

...I see.

GUARD 1

(waving the caravan
through)

Idiot!...And remember - there's another
tax when you leave

GUARD 3

- if you leave

GUARD 1

(to Guard 3)

Thaba wabong labast labong abin
Shabadazar
(They won't last long in Shadizar)

GUARD 3

Fabools!
(Fools!)

ANOTHER ANGLE - CONAN and the CARAVAN entering the gates.

INTO THE STEETS of SHADIZAR - a dismal, oppressive silence hangs in the filtered yellow air...its cosmopolitan, if violent atmosphere has vanished, replaced by a sense of fear and plague - like going from West to East Berlin - and the PEOPLE move along the streets quickly, in a hurry to get to their destinations as

ACROSS THE SQUARE - a patrol of MUTANT police walk by - two stooped INTELLECTUALS with long hair in tow.

CONAN looking at VALERIA...a dry wind POPPING over them

TWO OLD WOMEN bartering for food with a fat white aproned GROCER, pointing their gnarled fingers at a stale sausage swinging in the heat beset by flies...the man shaking his head from side to side.

INTO THE CENTRAL SQUARE of SHADIZAR - BEGGARS rush out alongside the CARAVAN in a chorus of monotone wails...

BEGGARS

Food!...Food!...give us food!

THE FREEBOOTERS kicking them away...

CONAN, stopping - looking across the SQUARE at

A PUBLIC EXECUTION - as base DRUMS roll in a steady staccato and a white-furred massive MUTANT, about six-feet-six inches and 240, close to a polar bear but able to walk with agility on its hind legs and employ manlike arms with power and ease drags TWO HUMANS (one man, one woman, both of noble birth) towards a large metallic QUARTERING BLADE on a wooden platform.

CLOSER - the MUTANT has a huge skull, displaying signals of high intelligence in its eyes, but is ugly and offensive with yellow teeth and pink eyeballs and a gaping hole where his nose would normally be and a pink receded genital in its lower belly - now straps the WOMAN first on the block, face up, on her back. She looks up, stoic

THE THREE BLADES loom over her - about to slice her in four parts.

A THIN RAGGED CROWD watches glumly - as a HUMAN SOLDIER reads from a foolscap OVER

SOLDIER (OVER)

(staccato)

...One - failing to worship the true
god Set

Two - not paying taxes to the State

Three - trying to escape across the
border without registering...

...is condemned to death by quartering...

VALERIA, angry, flashing a look at CONAN who shakes his head
and pulls his horse away -

THE MUTANT, grinning - releases the quartering lock...

THE TRIPLE BLADES whirring downwards....a final SOUND

THE MUTANT moving now to THE MAN - tucking him up under his
huge armpit and slavering with muttered little noises and
sweat flying off his tongue, hauls him over to the block.

OFF THE SQUARE - CONAN dismounts, glancing around that no
one sees, and passes the reins of his horse to

VALERIA who responds with a certain look, CONAN sharing it...
They part -

CUT TO:

"DEATH TOWN" - a quieter, more sinister section of the
city, adjacent the Maul...CONAN down these streets on foot,
searching for something...

PAST CORPSES lying like rotting garbage in the street, arms
stretched in convulsed deaths - the plague!....bells sound-
ing through

ANOTHER ANGLE - steam rising from underground sewers...the
SQUAWK of a newborn baby -

CONAN stopping, looking in an open doorway - the legs of
the WOMAN on a board giving birth...the squealing turning
increasingly grotesque, merging with the cry of the OLD
GRANDMOTHER

GRANDMOTHER'S VOICE

No...No...No!....

Holding the new-born child in her arms, shaking her head in
horror - the CHILD-THING is hideous, covered with hair -
half-mutant!

THE EARTH seems to rattle a bit beneath CONAN...he hops
away - through the stream towards -

A SKELETON grinning in a doorway, tied like a foetus in the womb, pathetically awaiting its rebirth. A MAN wailing in the distance....through more steam -

A MOUND OF SKULLS - 500 of them! stacked at all angles in a terrifying heap that towers up from the ground

CONAN - horrified.

ANOTHER ANGLE - THE MOUND...slim green snakes writhe through the eyesockets of the skulls, feasting along with clouds of flies, insects, locusts, scorpions, toads, bats - and SEVERAL MEN and WOMEN, all wailing, crawl and wallow through this slime pit, seeking release in death...they wail and they groan and gnash their teeth, like some Boschian vision of hell. Disease, old age, fear, hunger, pain, war - these are the leitmotifs of Shadizar the wicked....

A THREE-HEADED MONGREL DOG now skulks into view - CONAN stepping back in horror, pulling his sword as the beast slinks past, glancing at him - growling - emitting a sense of dread - pure dread! but this man is too large to snack on - and the beast slavers and passes on....

ANOTHER ANGLE - the DOG suddenly stops, seeing a smaller PERSON passing further down the street...then breaks into an unearthly growl and a full run!....the intended victim fleeing, not without a trace of humor in it....

CONAN sees a horrible sight....

BOILING VATS - steam rising -

Several MUTANTS with insect heads have OLD HUMANS chained to the wall, and others at forced labor, under the lash.

CONAN stares numbly at this vision as

A LITTLE MUTANT, about three feet high, half-child and half insect, scurries out of the alley, motioning Conan away

MUTANT

(a squeaky voice)

Gabet habell haber! Yabout taboo yaboung!

(Get the hell out of here. You're too young for the pots!)

CONAN going -

CUT TO:

THE TAVERN he first visited in the Maul, now run down with wisps of steam writhing through the street, nobody visible ...CONAN enters

INTERIOR - gloomy, shuttered - a few unconscious DRUNKS lying on the floor...CONAN moving across

CONAN

Zang!

A GROUP of BEGGARS in claustrophobic conclave huddled in the rear around ZANG - the fat priest, his clothes tattered now, older, grimmer - but alert, nervous, peering paranoically over his shoulder.

ZANG

.....Conan?.....you?

THE BEGGARS putting away their knives - flashes of movement.

CONAN

Aye - where have all the thieves gone?

ZANG

If I had a hundred tongues and a hundred mouths and a throat of iron, I couldn't describe all the crimes done here against the soul...Queen Yasmina's possessed of a demon...

BEGGARS

(spitting)

Curse her!

ZANG

...the economy's in ruins, the worship of Ishtar and Mitra abolished and in the unholy name of the serpent god Set, the old are exterminated and women are raped in the street by mutants who give birth to a new race of monsters!

CONAN

How many troops in the city?

ZANG

Few. They have no need. The armies of Thulsa Doom are now in Argos, Ophir, Koth - and on the borders of Aquilonia. A black wind blows over the crumbling West, Conan - a black wind!

CONAN

Thulsa Doom?

ZANG

Aye! The greatest sorcerer who ever lived. The Master of Illusion.

CONAN

Zang - your maps of the Palace, the Dungeons? - I need them right away.

ZANG

The underground systems? But why would....

CONAN has produced a sack from his belt; pours out a sample of gleaming gold coins.

CONAN

Don't ask!...The maps -

LOW ANGLE - the BEGGARS staring - ZANG predominant...a tableau of vultures.

CONAN - knowing these men well.

BEGGAR

(a horrid sneering face)

You don't need maps! I used to hunt rats down there - for the City. I know those sewers well.

CONAN

Good. Then take me now

BEGGAR

...but it's dangerous. The rats've
gotten bigger and bigger.

ZANG

(raking in the sack
of money)

Take him, Polonius - take him
anywhere he wants

CONAN clamps his hand on ZANG'S wrist - delaying him.

CONAN

...and from you - a disturbance in
the streets - in two hours' time -
near the Palace - a food riot, a
demonstration - anything

ZANG now understanding something larger is afoot -

ZANG

What's in it for me? The Order of
Merit?

CONAN

No - Minister of Taxation...in the
new regime...

ZANG - the stakes dawning on him - and appreciating it.

ZANG

(rising, to the Beggars)

What are you waiting for, you fools?
The beggar's banquet has come.
Let's go!

CUT TO:

MONTAGE - the WORD spread across the CITY....MUSIC

ZANG leading his BEGGARS into the SLUMS

ONE FACE - ANOTHER FACE, passing the message

BEGGARS running

WOMEN whispering through window slats...

CHILDREN scurrying....

BEGGARS waking from slumber in a cellar....

ZANG and an Army of Beggars on the move through the streets -

CUT TO:

VALERIA and her MEN, hauling the silks, enter the PALACE on foot - past MUTANT GUARDS heavily armed with ball and chain and spiked black helmets...PAST an outgoing cage on the back of a tumbrel - inside are various unrecognizable HUMAN SHAPES...

VALERIA wondering - going on, PAST the rushing waterfall... CAMERA moving past her and following the course of the water downwards

DISSOLVING TO:

THE SEWER SYSTEM beneath, where the BEGGAR, lit by torch, leads CONAN along a narrow channel, both men soaked - the waterfall pounding above. A CORPSE of something monkey-like floats by...

CUT TO:

TWO HUNDRED RIDERS of the BROTHERHOOD gallop up to a RIDGE overlooking

THE GATES OF SHADIZAR -

THE CAPTAIN of the riders checks the setting sun, synchronizing it with

A POCKET SUN DIAL of string and nail.

THE CAPTAIN'S weatherbeaten face indicating patience.

CUT TO:

VALERIA and a FEW FREEBOOTERS carrying silks are shown into the most sumptuous ROOM in the PALACE - carpeted with Persian weaves and muralled with Picasso-type abstracts, given an edge of sado-masochism showing huge people devouring and flagellating others, throwing them in pots, art imitating reality.

A MUTANT, strangely shaped, almost mule-like with a head far too large for the body and a pair of goggling eyes that stand 18 inches outside his brain - is playing a reedy pipe from which an unearthly SONATA issues (to be worked out) - lulling in with the opium fumes...

A FEMALE MUTANT, with perfect scandinavian bones, blond hair and wide sensuous mouth - rises from behind a curtained recess, followed by her pet, hopping onto the floor. He is a cute furry creature, half rabbit with high hind legs, and half cat with the whiskers and the ears, paraded on a leash like a prize wolfhound...PANNING with her across the chamber, it becomes apparent that she also is a mutant...

(continued)

and the wondrous face leads down to the body of a JACKAL - elegantly attired in a leopard skin coat across which, as she passes, hangs this lustrous, golden hair...PAST TWO MUTANT WOMEN - foxheads - doing a last tango together to the ghastly MUSIC -

VALERIA watching - a hint of wonder in her reaction. THE FREEBOOTERS - mouths agape...

VALERIA

(to the men)

Spread the silks - and look like
you've seen this before.

The MEN straightening their faces and stepping forward, led by the MUTANT GUARDS.

TWO PIG-HEADED MUTANTS giggle and touch each other affectionately on the knee as they lie in a set of cushions, one of them offering his pillbox to the other who daintily searches with fat pink fingers

FIRST MUTANT

Tabak pabink fabist, gabet yabou
aboop, tabak blabak, slabow yabou
daboon-

(Take the pink one first, it'll get
you up, then the black one, that'll
get you back down)

SECOND MUTANT

Yaba!
(great!)

A HYENA HEAD sucks on a wooden bowl, with musky black smoke rising from a piece of rubbery black geo.- passing it to ANOTHER

HYENA HEAD 1

Yabou wabat sabome? Blaback labotus?

HYENA HEAD 2

Yabas
(taking the pipe)

HYENA HEAD 1 doing a little swirl of the eyes and laying back into a pillow full of FEMALE RHINO-MUTANT - really ugly

ANOTHER ANGLE - but to the HYENA HEAD she is really beautiful and with a slaverling of his lips he leans over and

ANOTHER ANGLE - plants a big kiss on her huge pink blob of a mouth, opening with a "YA" of appreciation

VALERIA stops - recoiling as

TARAMIS looms into view on her cushions - leaning across the body of a LOVER beneath and staring at Valeria with drugged bright phosphorescent eyes...the difference is remarkable, she is almost unrecognizable from before - older, decayed, her once-cold beauty now ravaged by turpitude and excess - her face a chinese mask, as if another layer has been sealed on (SPECIAL EFFECT)...her lover beneath her now turning his eyes towards Valeria and we see it is BRAK carried away in the throes of sexual indulgence and drugs, a bizarre, other-worldly look -

VALERIA horrified. Her sense of perspective can accept mutant coupling with mutant but there is something far more alien in this alliance, their flesh united in front of her...

BRAK reaching up and embracing his MISTRESS

BRAK

Labez fabook agaga?

TARAMIS

Nabat nabow. Whabo thabay?
(Not now. Who are they?)

MUTANT GUARD

Sabilk tabers
(Silk traders)

Her curiosity peaked, TARAMIS impatiently disengages BRAK's arms and sits up in the yves st. laurent costume of its day.

TARAMIS

Shabow may!
(Show me!)

CUT TO:

A MUTANT GUARD in the DUNGEONS turning a corner and seeing with surprise:

ANOTHER GUARD laid out senseless in a pool of sewer water
...a sharp SOUND

THE GUARD turning too late as A FIST hammers into his jaw
- collapsing him and

CONAN and THE BEGGARS sweep past...

BEGGAR
(fierce whisper)
Over here!

CONAN moving across a dark spot - to a dark wooden door
with a grille in it...

THE BEGGAR opening it...CONAN entering as

YASMINA looks up, slumped on the wet moldy floor, one wrist
locked into the wall - her beauty, unlike Taramis',
heightened by hardship, the lines of her face drawn but
intact; she now rakes back a long strand of hair from her
eyes, blinking as she recognizes him.

YASMINA
You? Conan?.....alive?

CONAN pauses - mellowing, moved to see her again.

CONAN
You don't think I'd leave my little
Princess behind now - do you?

ANOTHER ANGLE - HE moves forward, checking the chain on her
wrist as she begins to weep silently, muttering thanks.

CONAN
Now come on, Princess - don't start
crying on me.

Comforting her with his hand.

CUT TO:

TOWNSPEOPLE, predominantly beggars, rush up to the PALACE
GATES yelling, throwing rocks

VARIOUS
Food! We want food....
Stop the killings! Stop the murderers!
Down with Yasmina!
FOOD! FOOD! FOOD! FOOD! FOOD! FOOD!

THE ROYAL MUTANT GUARD, on horseback in blue mesh mail with
plumes on their spired helmets and carrying huge tulwars,
rush out in formation.

CUT TO:

TRACKING TARAMIS - ACROSS the white silks spread for her viewing. Intersecting VALERIA

TARAMIS

I like these silks. I want them all!

(to the GUARD)

Tabak sabilk -

VALERIA

Good. In return -

TARAMIS

In return I'll give you your heads
to take to Hell!

(spinning)

Gabard! Gabame habeds!

VALERIA spinning, crouching - discarding her robe and pulling her sword. Eyes like steel. Low key -

VALERIA

You will like hell, you bitch!

THE MUTANT GUARD jumping in to protect TARAMIS from the whistling swordstroke -

HIS HEAD flying across the room - and into the curtains and sofas...SHRIEKS as the PIG MUTANTS freak out.

THE FREEBOOTERS pull their swords and fall on the MUTANT GUARDS

TRACKING VALERIA moving fast after TARAMIS backing away; another MUTANT intersecting - VALERIA engaging him as

BRAK rises from his dais - a scarlet cloak thrown across his shoulders, adjusting a codpiece around his groin, an angry glare in his eyes...TARAMIS running up, pointing at

VALERIA fighting a MUTANT

BRAK starting to move out towards her...A FREEBOOTER running up to slash him...BRAK ducking and coming up under the man, grabbing him by the neck and crotch and

ANOTHER ANGLE - smashing his head against the wall...

CUT TO:

FULL CLOSEUP - A YOUNG WOMAN screams and flees from

THE ROYAL GUARDS chasing the RIOTERS down the streets on horseback...

THE YOUNG WOMAN trampled down...

CUT TO:

THE GATES flung open by SEVERAL FREEBOOTERS, and in a roar of SOUND -

TWO HUNDRED FREEBOOTERS gallop through the gate, overwhelming the scattered MUTANTS who rush out with their pikes.

CUT TO:

ZANG and his RIOTERS run, then freeze - trapped in the middle as

THE FREEBOOTERS thunder into the MAIN SQUARE from one direction

AGAINST THE ROYAL GUARD from the opposite direction - the RIOTERS and TOWNSPEOPLE fleeing out the sides of the sandwich...

CUT TO:

CONAN heaves - drops of sweat on his forehead, his back, shoulders, arms all coiled with titanic effort - YASMINA watching with concern...as the chain attaching her wrist to the wall now gives....slowly creaking - and then

ANOTHER ANGLE - the whole wall begins to go, crumbling, rumbling - and the CHAIN cracks out, flying past Conan's head....

ANOTHER ANGLE - YASMINA is free, reaches up and clasps CONAN in her arms...just then - a sharp SOUND - they look....

SOUND

Argunnnnnnnnhhhhhh

- and something flops in the watery darkness and Yasmina's eyes go wide.

YASMINA

The thing in the dark!

CONAN

What?

YASMINA

WATCH OUT!

THE BEGGAR looks up behind him - too late as a LONG TAIL, rodent-like pink, flops into the torchlight - wrapping its 8 foot length around the body of the screaming man and hauling him up into the air - and now coming into the light,

(continued)

stuffing the Beggar into its mouth, reveals itself as a fat 7 foot tall 400 pound WATER RAT with yellow-green mandibles chewing away

CRONAN

Crom! Come on!

TASMINA swooning with fear - HE lifts her up under one arm and runs for the door as

THE RODENT sees this and now moves out - fast, after them

CUT TO:

VALERIA has just skewered a MUTANT and bracing her foot in his chest hurriedly pulls out her sword and spins as we

TRACK BRAK wading across the chamber like a crimson and black nightmare, his small close set ears twitching on his misshapen head, his hands splashed with blood, fangs bared, bowed legs hurtling him along - smashing FREEBOOTER after FREEBOOTER aside with a huge two-handed axe he has acquired ...he is unstoppable and obviously turning the tide of the battle as

VALERIA backs off, assessing her strategy against this monster.

BRAK coming for her...

VALERIA swinging in with a thrust of the sword...

BRAK parrying it and swinging his axe

FULL into VALERIA - smashing aside her sword -

BRAK pivoting forward

VALERIA tumbling to the floor in the fury of his momentum - exposed...

BRAK with a mutant-like YELL lifting the axe high in the air to split her in two WHEN:

CONAN bursts into the room, YASMINA following - MUSIC UP -

TARAMIS recognizing him amazed, muttering "Conan!" under her breath as

CONAN throws his knife

AT BRAK - who reacts to the impact of the blow in a tortured close-up and

CONAN is coming at him, into FULL SHOT, shoulders hunched forward, real mean - now up and

LEAPING in a blur of movement

BRAK looking up, startled as

CONAN THUDS into him, bearing him to the ground as the MUSIC wells for a fight to the finish....

CONAN locking his legs about BRAK'S torso; they wrestle along the floor, Conan trying to get a firm position on the monster's back while butchering him with a knife. BRAK takes the punishment in awful silence, apparently unweakened, his voluminous scarlet robe tattered and dancing around them.

ANOTHER ANGLE - BRAK'S face locked in CONAN'S muscular right bicep, Conan's maddened face directly above, plunging the knife in again and again - severing an artery which now fountains up a crimson geyser into Conan's face as

REAR ANGLE - behind CONAN, the great misshapen arms of BRAK whip wildly backward and close like clamps about Conan's back and

FRONT ANGLE - BRAK, trying to half-nelson the BARBARIAN over and around as

ANOTHER ANGLE - all around them the battle between FREE-BOOTERS and MUTANTS whirls like autumn leaves swept up in a quick gust

VALERIA now beset by TWO MUTANTS, unable to help

CONAN being wrestled around into striking distance of BRAK'S slaver jaws...the links on his mail shirt snapping from the pressure of the hug -

ANOTHER ANGLE - the jaws widening inches from CONAN'S face ready to rip out his jugular.

EXTREME CLOSE UP - the bloodshot eyes of BRAK pressing in

EXTREME CLOSE UP - the eyes of CONAN - coming closer and closer to the mutant...a foul wave of breath sweeping over him....

CONAN - with a volcanic wrench of his body - surges upwards through the hug like a drowning swimmer, and at the height of his release

OVERHEAD ANGLE - plunges down into the heart of BRAK with his knife, burying it to the hilt

ANOTHER ANGLE - the blade breaking in the monster's heart

THE FANGS of BRAK snapping convulsively shut six inches from CONAN'S nose....the eyes of BRAK rolling up...emitting an unearthly SOUND

THE MUTANTS scattering, their leader dead.

BRAK rising again, wobbling, gripping in manlike fashion the hilt of the blade sunk deep in his heart - then writhes and spasms and crashes again to the floor - dead. AS:

TARAMIS stares wildly at the corpse of her lover and, rage contorting her features, charges at

CONAN blinking and shaking the blood from his eyes and staggering dizzily up, his back to:

TARAMIS rushing across the corpse-strewn floor, her dagger raised...

VALERIA springing in the same movement.

VALERIA

Conan!

CONAN, dizzy, turning - but too late as

TARAMIS is upon him, plunging - then goes loose with shock - a gurgling SOUND, a stunned look - and a fierce CRY, OFF as:

VALERIA grasps TARAMIS'S long locks and plunges her sword once again into her back....

TARAMIS jerks at the force of the blow - gripping her space, a brief glimpse of a FORKED TONGUE (special effect) whipping and flickering from her agonized mouth - then sharply collapsing forward with an awful shriek revealing VALERIA standing behind her pulling out her blade....

TARAMIS on the floor with a rasputin-like vitality clinging to her life - groveling, clawing at the marble, pulling herself along the floor like a snake, biting and gnashing her teeth in the will to live.

VALERIA and CONAN repulsed.

TARAMIS - her eyes flattening into fierce slits and arching her back up, hissing at Conan in a deep hoarse male voice, possessed, calm

TARAMIS

We'll meet again Conan - in Hell!

She flops face down on the floor, her forked tongue jutting out, venom oozing out the sides of her mouth - and she squirms once more, then flickers and dies - and, carrying her promise

CUT TO:

TWO MUTANTS, cutting down FREEBOOTERS with a pike - tear out a GATE on fast horses, plunging into the hills with the news of the fall of Taramis, ineffectually pursued by arrows that glint against the setting sun and tumble in the dust as ONE MUTANT, with a backward hike of the fist, lets out a contemptuous victory yell, incomprehensible and unsettling -

MUTANT

Kalalalalalalalala!

- and gone like a bad dream.

CUT TO:

THE FREEBOOTERS tending to their wounded, the battle over in the ROOM....

VALERIA, speckled with blood all over her mail and naked thighs, wipes her reddened sword on a corpse - looking over wearily, then startled and hurt as:

YASMINA hurries to CONAN'S side, gazing down in horror at her dead sister and falling into Conan's supportive breast.

YASMINA

Oh Conan! Is she really dead this time?

CONAN

Aye. I think Hell needs a new Devil.

Glancing uncomfortably at VALERIA, not wanting to hurt either of them.

YASMINA

My poor people. They'll never believe me again, not after her

VALERIA stepping closer to CONAN.

VALERIA

So this is what you came back for?
This little slut!

YASMINA

Who is....?

CONAN

Slut? This is the Queen of Zamora

YASMINA

...Conan....?

VALERIA

Queen - garbage!

And clips YASMINA with a sharp uppercut on the chin

ANOTHER ANGLE - sending her reeling across the floor....

CONAN - amazed.

VALERIA

I should have known you were after
her throne - you mercenary dog!...

CONAN

Come on, you silly -

VALERIA

What do you think I am - a fool! All
this...

CONAN

Dammit Valeria! We've other problems
now, don't waste your time on jealousy.
(turning to help Yasmina)

VALERIA

Or on you!

And clips him as he turns, catching him a solid blow which
knocks him back -

ANOTHER ANGLE - CONAN shaking himself as a huge potbellied
FREEBOOTER raises his 15 pound wooden club and brains Conan
from the rear....the barbarian collapsing senseless on the
floor.

VALERIA - momentarily concerned about her barbarian....

FREEBOOTER examining him...

FREEBOOTER

The dog'll sleep till dawn...

VALERIA turning -

VALERIA

Good! let's sack the city! And to
the Eleven Scarlet Hells with all of
them!

ALL roar.

CUT TO:

THE TWO MUTANTS on horseback, who escaped from Shadizar,
ride ACROSS a RIDGE revealing THOUSANDS of torches and tents
spread in the background....an army of unknown proportions....

THE TWO RIDERS gallop up and dismount in front of a BLACK
SILK PAVILION - two staffs planted outside with skulls on
them, door flaps closely drawn, its silken walls lit red
by torches describing SHAPES passing inside to a steady
rumble of a distant and menacing DRUM -

CUT TO:

VALERIA AND HER FREEBOOTERS tear out of the city drunkenly
waving booty, sacks of wine, an occasional WENCH thrown
across a saddle, singing -

CUT TO:

INTERIOR MUTANT TENT - a brazier...the face of VOLMANO
worked up to a paroxysm of fury and frustration.

MUTANT

...kabakilld Tabaramis abad Brabek
(killed Taramis and Brak)

MUTANT 2

...Thabat barbaree yabou kall -
habou labou tabem.
(That barbarian you crucified -
he was leading them)

VOLMANO

(tortured)

Conan.....

VOICE

Fabool!.....

VOLMANO

(penitent)

He has a small force. With a
detachment I can wipe him out.

VOICE (OFF)

(hoarse, scary)

Yabou abunder habim beber - nabo!
Wabe anatar, abundabus Aquilonia abin
frabont abus....

(You've underestimated him before -
no! Now we have an army behind us
and the Aquilonians in front of us...)

CAMERA MOVING to the figure of THULSA DOOM - across the
tent, in hooded rich black furs, concealing his eyes,
fur warmers on his wrists, resting on a bed full of
cushions.

THULSA DOOM

...Wabou mabust abexam faboor thabem
Wabest. Wabout mabar baback taboo
Zabomora abin maborno....aband baburn
thabem laband, labay thabem cabities,
aband...kabill abever labast maban,
waban aban chaban!

(We must make an example for all the
West to see. In the morning we'll
march back to Zamora....and burn the
land, lay waste the cities...and kill
every last man, woman, and child!)

His EYES - now seen. Emotionless. Bulbous. Staring.

CUT TO:

MONTAGE: (ACROSS THE KINGDOM OF ZAMORA)

YASMINA herself addressing a CROWD in the MAIN SQUARE, angry,
passionate...MUSIC up, like spring, stirring.

RIDERS tearing into the countryside - past rolling hills
of red flowers blossoming....

VILLAGE PEOPLE listening to A RIDER on his horse...

A FLOCK OF SHEPHERDS coming out of the hills carrying home-
made weapons...

TWO BOYS running out of a cottage, provisioned for travel,
their MOTHER chasing them futilely...

INTERIOR TAVERN - hard-eyed ADVENTURERS listening as

ZANG talks - MUSIC over....now holding aloft a sack of gold
....the MEN spring forward -

SOLDIERS drilling...

A SMALL PRIVATE ARMY of KNIGHTS rides into the GATES of Shadizar....led by PALLENTIDES, a fierce old scarred hill-man with one ear, scars...

CUT TO:

INTERIOR PALACE - THE LEADERS, newly-appointed, are gathered around maps in war conference, including PALLENTIDES, MURILLO, a heavily-scarred black mercenary with a merry grin, ZANG and OTHERS - shady characters from the Maul days...a prim ORDERLY coming out from behind red curtains...

ORDERLY

Ministers! Generals! - Her Majesty!

YASMINA swinging through the curtains, impromptu - very much in charge, her eyes sweeping the room, more queenlike than ever but no evidence of Conan...

YASMINA

Pallentides! - I'm deeply pleased to see you've answered our calls for help. My brother, if he were alive, would....

PALLENTIDES

(bowing, in his gravelly voice, curt)

Your Majesty - Your brother is dead and I have no feud with you. But this dog - Thulsa Doom - is only two days' march away.

MURILLO

And my mercenaries grow restless, your Majesty. Rumors abound that this sorcerer has extraordinary powers... can make it rain and snow....

ZANG

It might still be possible to make a deal with this rascal...some more gold might

PALLENTIDES

Nonsense! This dog doesn't want gold. He wants power!

MURILLO

A trickle of men have already deserted. Tomorrow there'll be more. We have to move fast, your Majesty.

TROCERO (another General)
No, Murillo. We must let them come
to us. On the defensive, we....

PALLENTIDES
No! I say "strike - now!"

YASMINA
Enough! - all of you. You sound
like rats on a ship chittering away
and the Kingdom sinks! Tomorrow we
march! - west to meet this Thulsa Doom

VOICES
(of protest)
But....Your Majesty! We -

YASMINA
And here is the man who will lead you!

Jerking aside the velvet curtain, she indicates, with flair -

CONAN sprawled laconically in a fur-covered chair, feet
propped on an ebony table in the ANTE-CHAMBER, busy with a
goblet of wine and a beef bone...

THE GENERALS astounded

PALLENTIDES
Mitra protect us! Your Highness is
making fun of me!

MURILLO
This dog's never commanded more than
a company of cut throats, Your....

PALLENTIDES
...a savage, your Highness - no
culture, no breeding! It's an insult
to ask me to serve under him. I -

YASMINA
Pallentides!

CONAN finishes eating, unconcerned, wiping his nose and mouth.

YASMINA
You have your horses and your men in
the courtyard. Get them - and then go

PALLENTIDES
Go? Go where?

YASMINA
To Hell! as far as I'm concerned.
If you won't serve the Kingdom as
I wish, you won't serve it at all!

PALLENTIDES

(a pause, then bowing
his eyes low)

You wrong me Your Highness. Our
Kingdom is Paramount - and for its
sake my sword is your's and this...
barbarian's.

CONAN - a vein of irony in his grin, once born in the bleak
dark hills of Cimmeria.

YASMINA

(sharp)

And your mercenaries Murillo?

MURILLO curses beneath his breath - then grins. No shift in
fortune can quite surprise him.

MURILLO

A short life and a merry one, I
say - and with this skullcrusher
in command, it'll probably be both
short and merry - by Ishtar! I'll
serve under the rogue.

YASMINA

Trocero? Your pikemen?

TROCERO

(a bashed in face,
directly to Conan)

You've seen war barbarian?

CONAN

I was born in the middle of a battlefield.
The first sound I heard was a scream.

TROCERO

But can you arrange battle lines?

CONAN

(grunts)

Well' I can try....it's like swordplay
on a large scale. You draw your
enemy's guard, then - stab, slash!...
and it's his head hits the ground
first or it's yours and if it's
yours it's too late to think about it...
(chuckles)

YASMINA winces to herself.

TROCERO

But men? Can you lead men?

CONAN

(shrugs, stands)

Men follow the man who wins. If we don't win, it's not going to make any difference who they're following.

TROCERO puzzling it out.

YASMINA

Well - Trocero?

TROCERO

(stolidly)

The Infantry marches, your Highness -

YASMINA

Zang?

ZANG

(priestly)

Mitra gives, your Highness....but may I suggest some...armor, something...symbolic that might...our General...uh

YASMINA

(understanding, glancing at Conan)

Yes, yes, you're right....

CUT TO:

INTERIOR COURTYARD - PALACE....the TROOPS are drawn up, brilliant with colors and varieties of weapons...MUSIC up stirring as

A DOOR flies open and OFFICERS stride out followed by

CONAN in full harness - a figure of burnished steel, clad in plate armor, vizor lifted and dark face shadowed by the black plumes nodding above his helmet - a grim implacability about him. TRACKING HIM with YASMINA alongside...ZANG intersecting momentarily

ZANG

By my finger bones, Conan - you'd put a real King to shame - you dog!

CONAN loves it.

PALLENTIDES on his great war horse, surrounded by his KNIGHTS, is even impressed, momentarily staring -

TRACKING CONAN UP - mounting his horse and continuing the TRACK UPWARDS to a FULL OVERHEAD of the TROOPS and CONAN shifting his horse and:

CONAN
 COMRADES! FOR YOUR GOD, YOUR COUNTRY -
 (directing a loving glance)
 - AND YOUR QUEEN!

A RESPONDING ROAR...MUSIC -

CUT TO:

MONTAGE - THE MARCH - ACROSS a long rolling PLAIN of lush green and black rock into a fierce burned out ORANGE SKY, preternatural, brooding over the world...a silence over which now settles the SOUND EFFECTS of moaning, thrashing, lusting, and dying - building to a crescendo of a CHORAL CHOIR - evil and holy....

THE FACES OF:

THE KNIGHTS, led by PALLENTIDES - glorious gleaming in their armor, colored plumes waving, their beasts adorned with silk, leather, and buckles, proud heads snorting with the anticipation of battle....

LIGHT CAVALRY - a forest of lance points, a banner flowing...

THE ARCHERS - stolid, tramping

THE PIKEMEN

THE SPEARMEN

THE MERCENARIES, led by MURILLO, in the rear, their shields unadorned, their lances without guidons; some of them on horses with battle axes and steel maces hanging across saddlebows....men of many races and crimes - tall gaunt big boned blondes, swarthy rebels with mustaches, muscular blacks from the jungles of the south, shemites with curly beards and lean rangy eyes, boys with long hair, beggars in a sleazoid brigade of their own, crazy priests with knee-length beards, and lastly:

THE WOMEN - the two backed beast of any army...tramping along in their carts at the rear - nurses, wives, prostitutes, cooks, mothers, hopeless crazies, demented feeble hags, nuns sacredly clutching their incense bells...and one virgin, golden yellow pure standing sadly in a cart like a sacrifice to the crazed god of war.

PULLING BACK TO AN EXTREME LONG SHOT: AN ORANGE SKY - AN ARMY - A CHORAL CHOIR singing in full body to the glory of Satan! Carrying to its climax over:

CUT TO:

THE MUTANT ARMY - NIGHT....on the move - but not seen.
Rather we sense the movement looking down a steep wooded
RAVINE with crashing water - and see torches moving up the
walls of rock - thousands of torches and thousands of tiny
moving sounds but no faces. And the steady rumble of a DRUM
muttering like deep thunder - and the CHORAL CHOIR - fading now.

ANOTHER ANGLE - down a cliff - a BONFIRE blazing far
below, three hundred feet, silent from here as in a dream
...and

STRANGE SHAPES - mutant but not quite definable - glare
down at the fire and shuffle in the rocks like scared lepers,
pausing to stare then shuffling on again...eyes

MOVING DOWN the ROCK FACE - more eyes, then gone...AND

THULSA DOOM raises his arms and coos to the BONFIRE blazing
off his face...

THULSA

Abablin yabin abiss - mabistic absassan...
abablin yabin abiss tabo maboon
Whabat dabo yabou sabee Set?
Whabom dabo yabou cabal fram tabem gabulfs Nabicht?
Whabos shababim fabul aum thabem Labicht?
Cabal habim tabim mabim - sabet Set
Cabal habim tabim mabim - sabey Set
Dabo yabou sabim habim? Yabou?...

THE CAMERA moving across the bonfire - and we sense there
is something there besides the sorcerer.

THULSA

Labook abiss, labook abin blassas habis saboul
Kabill habim - kabill habim - kabill habim
abin aball habis maben wabis habim.
(Blind your eyes, mystic serpent
blind your eyes to the moon
What do you see, Set?
Whom do you call from the gulfs of the night?
Whose shadow falls on the light?
Call him to me, Set
Call him to me, my Set
Do you see him? You?
...
Look into his eyes, look and blast his soul
Kill him, kill him, kill him and
all his army with him.)

THE CAMERA coming to rest now on the huge HOODED FIGURE of
the serpent SET - his merciless eyes flickering as he ab-
sorbs manlike the thoughts of the sorcerer - and shifts his
gargantuan shimmering coils, comfortable in the cloak.

(continued)

Obviously he is a mutant of the highest order combining fluidly and with some sense of mystery the thoughts of man and the grace of the animal....and before we can really be sure of what we have just seen -

CUT TO:

DISTANT LIGHTNING flickers silently in the NIGHT - like a crimson glint of fire - a tiny, turning blade...

OVER A PITCHED CAMP and:

CONAN is staring out the flap of his tent as:

SOLDIERS warm themselves over their fires...a MINSTREL singing

SONG

My soul beats on in rage and strife
my leopard eyes still untamed
holding a dark dark light...
Rear your mighty temples to your gods
I lurk where shadows sway
to reap and rend and slay....
For I would hurl your cities down
and I would break your shrines
and give the site of every town
to thistles and to vines...

CONAN turning inside - alone with himself.

SONG (OFF)

....for all the works of cultured man
must fare and fade and fall and
I am the dark barbarian
that towers over all...

CONAN turning now - sensing something....

HIS POV - Nothing - yet a nameless, freezing wind has risen and the FLAPS of the tent shake and settle back down....

HE turns - noticing

TWO EYES - staring back at him...

CONAN - aware of it, a presence, there in the corner, something indefinable, filtering away - then:

TWO pointed luminescent TORCH LIGHTS stare at him, and the eyes were never there.

CONAN turning again - noticing

HIS SHADOW on the walls of the tent - turning with him, but not quite in sync and memories of the wolf-witch (scene 2) return

CONAN now senses HER in the tent, but doesn't see her - as she looms behind his shoulder six feet away - grinning at him....and vanishes in a soft EFFECT.

CONAN is scared, doubting, assailed by thoughts...he moves, he stops, he moves again...then

ANOTHER ANGLE - he gets down on his knees, closes his eyes -

CONAN

(meditative)

By Crom - my father told me long ago
you were a savage god - and judging
from what I've seen, he was right -
you're a miserable son of a bitch...but
right now things are bad - these people
we're fighting, they're the enemy of
all mankind, and you know it. I've
never prayed to you before, I've no
tongue for this sort of thing - but I'm
asking you now Crom, to...to help us
tomorrow, to give us your strength, so
we can take the field and kill these
bastards before they kill us...

An awkward pause, not having the knack for praying.

...and if you don't want to help us -
then the hell with you.

He rises in silence as:

LIGHTNING flickers through the flaps of the tent and a neutral
omen of thunder PEELS along the ridges of the stars

DISSOLVING THRU TO:

DAWN - cracking up with an angry black light - black clouds,
black eyes, black feelings swirling like watery oils in an
angry universe and

CONAN'S ARMY marches through a BLACK FOREST - with trees
rising up like giant tartars and swaying in the wind like
witches wailing - and the jangling and the scraping of sad-
dles - and the clank of metal weapons, the soft creak of
leather and the silence and the sighing of the wind...and
shattering the landscape:

TWO ORIENTAL SCOUTS ride through the trees, with long pigtails
down their back and thigh-high boots on small ponies -

ANOTHER ANGLE - the SCOUTS wheeling up in front of CONAN,
YASMINA, MURILLO, PALLENTIDES, OTHERS

SCOUT 1

Half a day west, General! and coming
this way. An army of them. Maybe
20,000!

SCOUT 2

All demons. I saw them! All demons!

PALLENTIDES, OTHERS

Demons....demons?....

SCOUT 2

Aye - an army such as I've never seen
before. An Army sent from Hell.

CONAN circling in front of the SCOUT, prodding his horse
forward.

CONAN

What the eye can see, steel can cut.
FORWARD, MARCH! -

He moves out

YASMINA following - a gesture.

THE OTHERS following, as the SCOUTS tear back into the ranks.

TRACKING YASMINA alongside CONAN - MURILLO coming up also.

MURILLO

Conan, the men are scared. The rumors
are spreading...

CONAN

(grim)

Aye. This is the way this sorcerer
works. He puts doubt in men's minds,
freezes their hearts - and then kills
them...I've seen him...

YASMINA

You've seen Thulsa Doom!

CONAN

Once - when he plucked out a priest's
heart - in your throne room...the priest
froze when he set eyes on him.

YASMINA

What does he look like?

CONAN

Flesh....blood. But the eyes...the eyes are strange, ugly - eyes that cut, assume strange shapes...When we see him, we must not look into the eyes, but make our blow straight and deep - into the heart.

HOLD the THREE of them riding, grim-faced.

CUT TO:

THE FINAL BATTLE - a MEADOW rolling down into the BLACK FOREST stretching for miles and miles into an endless green void - and now clouded with a grey fleecy MASS billowing out from the trees, moving like an unstable ocean, rapidly hiding the trees -

CONAN, holding a good position along a gently upward-sloping RIDGE looking down towards

THE FOREST - wherein DRUMS now sound, echolessly, lifelessly beating out a pace moving in eerie unison with the HEAVY MIST circling forward along another patch of forest, within which SOUNDS can now be heard - strange EFFECTS to be worked out.

FLOK FLOK FLOK

CHA CHING CHA CHING CHA CHING

ACOU....NAH!

ACOU....NAH!

FLOK FLOK FLOK

Trees splintering? A creature? Or a trick? A voice exciting their fears...

MOVING down a line of PIKEMEN - watching warily. Very little sound....belts adjusted, helmets rearranged, the more stolid of the pikemen nibbling dates and olives from their pouches.

MURILLO riding up to CONAN, YASMINA, and ZANG

MURILLO

What a fog. Look the way it's rolling towards us. We should send scouts.

CONAN

They'd be lost in there and slaughtered.

MURILLO

Then what do you intend?

CONAN

To hold the ridges till they
reveal themselves.

He jumps down from his horse suddenly and lays his ear to
the earth,

ANOTHER ANGLE - a HUM in the ground, a vibration growing.

CONAN

(springing up)

Horses and chariots! Thousands
of them! Murillo - back to your
post! Pikemen and archers in the
middle.

YASMINA

Conan! Look!

MURILLO tearing off as CONAN spins -

THE MIST is vanishing - not naturally but like a blown
out flame - and the yellow sun is shining down on a LONG
LINE of CHARIOTS drawing up out of the forest into the
meadow...

LONG SHOT - CONAN'S ARMY stirring - a collective buzz...

PANNING THE CHARIOTS - TO OMINOUS MUSIC - drawn by the great
fierce horses of Stygia breathing spurts of flame from their
nostrils (EFFECT) - stamping the ground as they wait in
stark silence, carrying FACELESS FIGHTING MEN in great
horned helmets with grilles and shiny silver and black armor
- two burning orbs shining through the vizors, enormous
battle axes in their steel mitts. They seem to tower seven
feet above the earth - giants, faceless figures from Hell
- DEATH MACHINES - they linger, motionless, ominous,
waiting for the oncoming ranks to join them from out of
the forest...

PALLENTIDES galloping up to CONAN yelling from his saddle

PALLENTIDES

The lifting of the mist's confused
them, man! If we attack now, we
can crush them before the others draw
up through the forest! We'll disrupt
their formation.

(to YASMINA)

Now is the time, Your Highness. We can
win this battle with one stroke!

CONAN

No

PALLENTIDES

(circling on his horse)

What?....What!.....

CONAN

If this were a normal enemy, I'd agree. But this confusion's strange - as if they want to draw us into a charge. I think it's a trap!

PALLENTIDES - his face turning dark with passion and hatred.

PALLENTIDES

Then you refuse to follow me!

CONAN

Don't be stupid, man - here we have a position, we....

PALLENTIDES

Damn you to Hell, you bastard!

And wheels on his horse and roars back down the slope in a cloud of turf -

YASMINA

Conan - he might be right. There's not many....

MURILLO

You shouldn't let him go back down there...Conan! Look!

LONG SHOT - PALLENTIDES haranguing his KNIGHTS with drawn sword, their hooves pawing the ground impatiently.

PALLENTIDES

(voice carrying now)

CHARGE AND SLAY THEM!

CONAN shoots up in his horse, too late:

CONAN

That stupid...

FIVE HUNDRED LANCES dip against the sun

CONAN wheeling his horse after them

CONAN

STOP! STOP!

THE KNIGHTS thunder down the ridge, PALLENTIDES leading them
TRACKING THE KNIGHTS - the flower of the army

CONAN, watching them go, helplessly

LONG SHOT - A CHARIOT breaks out of the forest, a tall
FIGURE (THULSA) his hood flowing in the wind...

CONAN spotting it...

CLOSER - THE CHARIOT, the horses lashed by this mad looking
NAKED MUTANT with long pointed pink ears and a furry rats-
head next to his sombre MASTER who is holding a leather
pouch aloft and

TRACKING the REAR WHEELS - lays out a thick line of white
POWDER across the front - glittering like crystal in the wake
of a ship.

THULSA throwing the empty pouch away - the CHARIOT swerving
back into his lines as

THE KNIGHTS charge full force into CAMERA - SOUND:

LOW ANGLE - the hooves of the first rank of HORSES hit
the powder - a sound effect like steel striking phosphorus
and flint and

OVERHEAD ANGLE - EXPLOSIONS rock the earth and the whole
rank of KNIGHTS is split apart and strewn in dozens of
bursts of smoke and flame - like modern warfare.

ANOTHER ANGLE - toppling RIDERS, the fires enveloping
them, withering and screaming like insects popping in an
open field blaze.

PALLENTIDES engulfed by a wall of WHITE FLAME - turning his
breast plates white like acid eating through - he disin-
tegrates in front of our eyes.

CONAN and YASMINA looking on, astounded, horrified.

THE REAR RANKS of the KNIGHTS, unable to check their headlong
velocity, now pile up on the charred first rank, and with
appalling suddenness the charge has turned to a shamble of
mangled men and horses and NOW:

THE DEATH MACHINES, with glaring red eyesockets lit deep
in their faceless iron masks, raise their BLACK BANNER and
with a sound effect (to be worked out) -

ANOTHER ANGLE - THEY charge in their chariots, their war axes whirring through the air -

ANOTHER ANGLE - smashing into the remnants of the KNIGHTS cracking skulls, going through the white walls of flame as if their armor were fire proof -

TRACKING THEM - as they keep going, lopping off the heads of fleeing KNIGHTS - in a straight attack up the hill, against the main host...

CONAN riding furiously across the ridge to the ARCHERS, jumping off his horse...VOICES murmuring with the onset of panic, MEN shuffling around.

CAPTAIN

Get back in line!

AN ARCHER breaks and flees across the unseen CONAN

ARCHER

Run! Get out of here! They'll kill us all! They're devils!

CONAN braining the ARCHER with a swing of his arm, the man dropping stunned like an ox.

CONAN pulling his sword, eyes slits of fire - standing solitary and opposed to the ranks of ARCHERS

CONAN

BACK TO YOUR POSTS - YOU DOGS! OR
I'LL RIP YOUR HEADS OFF

FULL ANGLE - the ridges, the ARMY - staring over at CONAN, his voice carrying across the hills.

CONAN

NO MAN, NO DEVIL PASSES THIS DAY.
NOW BACK TO YOUR POSTS AND FIGHT,
DAMN YOU ALL!!!! FIGHT!

His voice ECHOING -

PANNING the FACES of the ARCHERS, cowed and sheepish - now turning back

THE DEATH MACHINE rumbling up the ridge.

THE ARCHERS raising their bows...

CAPTAIN barking

CAPTAIN

Ready to fire!

CONAN jumping in.

CONAN

No. HOLD YOUR BOWS DAMN YOU!

THE ARCHERS looking - surprised.

THE DEATH MACHINES come on - closer, closer

YASMINA looking across the ridges, with MURILLO, wondering.

YASMINA

What's he doing?

MURILLO

I told you it'd be a short life

THE DEATH MACHINES - closer, almost cresting the hill.

CONAN

HOLD IT. HOLD IT....THEIR EYES. I
WANT TO SEE THEIR EYES

THE CHARIOTS - spitting clumps of dirt, rumbling like a
sea of sound

THE ARCHERS holding the line

THE DEATH MACHINES - we now see their EYES glowing red
and fiendish behind their grilles, breathing like
monsters out of hell.

CLOSE - THE DEATH DEALER waving his black banner.

EXTREME CLOSE - CONAN

CONAN

FIRE!

PROFILE - down the ranks of ARCHERS, shoulder to shoulder,
feet braced wide, drawing shaft to ear and releasing as
one man - with a deep short SHOUT

EXTREME CLOSE-UP - THE DEATH DEALER waving the banner -

HIS POV - the arrows coming at him, one of them picking him out - and burying itself fully in his grille

THE LONG ARROW shredding his grille, transfixing his head, coming out the other side, and crashing the DEATH DEALER down to the ground as

A LONG LINE of DEATH DEALERS simultaneously tumble to the earth, pin-cushioned, and horses and chariots crash and stumble and collide and in one daring burst of generalship the mutants are scrambled, their charge broken.

CONAN

FIRE!

A SECOND burst of arrows shoot out - with the same deep short GRUNT.

THE DEATH DEALERS in comple disarray, their armor pierced by the deadly long bows, but nowhere revealing their flesh under their masks as:

CONAN

(springing on his horse)

PIKEMEN - CHARGE!

THE PIKEMEN, separately positioned, roar with elation and run down the ridge in an all out attack on the remnants of the Death Dealers.

ANOTHER ANGLE - PIKEMEN thrusting their weapons into the armor of the DEATH DEALERS, smashing them down, butting them...the few remnants of the mutants fighting back with their whirring battle axes as:

CONAN tears back along the ridge, towards:

YASMINA and MURILLO on the ridge, in their original position.

YASMINA

(pointing, nervously)

Conan! Look! They're coming!

TRACKING CONAN CLOSE as he rides up the RIDGE - coming to the top, his face registering the moment as he sees:

OUT OF THE FOREST - THE ARMY OF HELL comes now, to the beating of the drums, steel points twinkling in the sun.

PANNING the BRAK-like MUTANTS first - on foot, the heavy infantry, their fangs curling up over their lips to their hairy cheekbones, in their vivid green horned helmets and their small iron bucklers grasped by their hairy muscular forearms...

THE PIG MUTANTS - bodies of men with the tusked filthy pink faces of wild boars and pigs with bulbous snouts and small red bloodshot eyes underneath nazi-shaped helmets - whirring their chain and ball and triple irons

THE INSECT MUTANTS - a more varied mass of beaks, prongs, shells, batwings, goggling eyeballs, elongated snouts, scalloped ears, some with horns and snaky tails...

THE HYENA HEADS come on their tough swift ponies, with whips and lassos - they ride, stark naked without saddle or bridle, supple and lithe, and rising upwards to the sky above this mass of maniacs -

A LEGION OF FLIES and whirring INSECTS buzz in a darkened poisoned cloud - blackening the sun, oppressing the senses and the very soul.

MURILLO his eye tilting upwards into the februous light.

MURILLO

Conan! This is the end! the end
of the world!

CONAN and YASMINA staring....Conan glances now at Murillo, with the fatalism of the true barbarian - expecting nothing, ready for anything.

CONAN

Well, maybe it is and maybe it
isn't, but let's take as many of
these bastards with us as we can.
Murillo, wake up! We can't wait for
them! The men will crack and flee
the closer they get.

CONAN circling MURILLO on horses.

CONAN

Take your men now and ride down that
ridge and strike them hard, on their
left flank! Don't ask - I know it's
mad but we're finished anyway. Now
go goddammit and peace be in your
black soul!

MURILLO - his face twisting in a fierce grin of appreciation, strikes his horse, and flies.

MURILLO

- And a merry one, you skullcrusher!

CONAN

(to Yasmina)

Pull the archers onto that ridge and have
Trocero move the infantry into the center.

(MORE)

CONAN (CONT.)

Now! I'll take what's left of the horse and strike from the right - before the rest of them can get out of the forest.

YASMINA

(a final parting)

Conan. I....

CONAN

(strikes her horse)

Go!

She rides off, a supple figure in the wind -

CONAN

- and go with the grace of the gods.

Now tearing off in the other direction.

CUT TO:

CONAN riding in among the LIGHT CAVALRY - swerving on his horse, in a thunderous voice, backlit by the darkening insect-curtained sun

CONAN

Men - this day you become knights!
Follow me to Hell!

THE LIGHT CAVALRY - a deep-throated roar and

CONAN emits a fierce cry and charges

DOWN THE SLOPE - the LIGHT CAVALRY following like mongols on sleek ponies, an impoverished mass of young men with makeshift weapons and patchwork costume, infused now by the spirit of their leader...and the plain shakes to the avalanche of their hooves and

THE BATTLEFIELD - OVERHEAD ANGLE - one-quarter of it already soaked in combat, the other three-quarters about to be as seven different tangents fly to meet each other in a howling storm of cries, curses and arrows.

GROUND LEVEL - the CLASH of spears and shields as THEY meet - ripping into each other like an avalanche through a forest of saplings...the SOUND rolling

ACROSS THE RIDGES - LONG VIEW - the armies now engaged in full fury.

CONAN hacking into the PIG MUTANTS, roaring his heathen battle cry and swinging his great sword in glittering arcs of death

(continued)

...ONE PIG MUTANT, his shoulder bleeding, crashing to the earth....ANOTHER PIG MUTANT howling, tumbling beneath an oncoming horse...CONAN twisting in his saddle to catch another slashing sword on his shield, knocking the PIG MUTANT'S blade aside, he drives his sword into the snarling MUTANT...MORE PIG MUTANTS descending on him, slashing away at his cloak, opening rents in his chain mail - now spearing this horse which tumbles sideways and CONAN goes shooting off

INTO another pack of PIGS - cutting him....CONAN up and slashing...The battle swirling around him. Horses stamping, rearing, screaming, men hacking, cursing, yelling - a MASSIVE SHOT of some 100 close-knit BODIES, packed in one frame tearing each other to pieces as

VOLMANO, in his scarlet armor and cloak, cuts his way through the PIKEMEN in another section of the battle and

MURILLO leads his MERCENARIES in a steel-tipped wedge, successfully splitting apart the APE-MUTANTS, one of them springing through the air, high as

MURILLO catches him on the point of his lance, transfixing him and hauling him through the air.

ANOTHER ANGLE - and battering him down on OTHERS....

MURILLO suddenly looking upwards, horrified as

A LEATHER-WINGED HARPY swoops down out of the sky, her female body encased from head to toe in polished black leather, like a mummy, and a face like Sardonicus without lips but with big hard pointed breasts, the nipples shaped by little metal spikes - out of some horrid cycle of humanity

ANOTHER ANGLE - smashing into MURILLO and taking him down to the ground and proceeding to rip the shrieking MAN to pieces with her metal fingernails and

CONAN is looking for Murillo -

ACROSS a sea of lances and hacking MUTANTS - suddenly MURILLO'S HEAD is tossed up briefly on a long pike and waved across the battlefield like a flag of victory.

MURILLO'S MEN recognize their leader - begin to run...

CONAN jumping a horse and lashing it towards the head of Murillo.

CONAN
ATTACK! ATTACK!

VOLMANO, on his horse, spotting
CONAN riding across the field -

VOLMANO
(insane closeup)
KILL HIM! KILL THE BARBARIAN! IF
HE FALLS - THE WORLD IS OURS!

Charging towards

CONAN who slices a heavily muscled nude HYENA HEAD off his horse.

MURILLO'S MEN rallying -

VARIOUS
Conan! Follow Conan!

THE HEAD of MURILLO retrieved off its spike...

THE LEATHER HARPY springing up with a horrid SHRIEK from the ground - up into the air and swinging low over the lances into the blindside of

CONAN - toppling over, again, the HARPY right on him

YASMINA, overlooking the battle from a RIDGE with BODYGUARDS - reacting.

BODYGUARD
Conan is down your Highness! It
might be better to withdraw to a safer...

YASMINA
(her hand on her dagger,
tense)
Retreat? Never! I'll die here today!

CONAN on the ground struggling with the LEATHER FEMALE - she is rending him, shrieking this unholy SOUND (EFFECT) and Conan is crushed against the two spiked breasts - his chest raked crimson, clamping his hand on the creature's leather face and bending it backwards as

THULSA DOOM meditates in the lee of a rock above the BATTLE, in background - his back to us, unseen, his hands raised to his brow in concentration

CONAN rising up, breaking the HARPY'S grip - grabbing back his broadsword as the HARPY shrieks and grabs his knees, encircling his groin...CONAN slashing downward into the head of the creature - splitting it - raising his sword again as strange things begin to happen. Little wire parts start to fly from the head, then metal screws....he bashes it again with his sword....now bolts and springs and time-pieces....again he smashes it....now electronic and digital parts and rubber seams of muscle and watered plastic, as

ANOTHER ANGLE - CONAN chops and chops in a red beserker rage, not seeing the HORSE pounding down on him, from behind - VOLMANO swinging a huge war club with metal spikes straight for his skull...but CONAN plunges his head downward in a thrust of his blade just as Volmano passes - denting into the side of his helmet with a resounding echo

ANOTHER ANGLE - CONAN smashed to the ground, dazed by the impact, trying to rise, his helmet completely smashed in - pulling it off his head...

VOLMANO whirling on his horse, coming back for the counter charge

ANOTHER ANGLE - CONAN wobbling up - hopeless against the oncoming VOLMANO

ANOTHER ANGLE - VOLMANO raising his club for the kill.... SOUND as an ARROW smashes into his armor, planting itself in the side of his breast and hurtling him off his horse AS:

VALERIA brandishes her bow from her thoroughbred and yells a war cry and the MUSIC comes up big and:

FIVE HUNDRED FREEBOOTERS charge over a ridge, all of them yelling like madmen, sporting every conceivable type of weapon

YASMINA surprised -

THULSA DOOM - rises suddenly from his meditative position - his sword handed to him by a MUTANT.

THE FREEBOOTERS riding in, turning the tide, splitting the INSECT MUTANTS

VALERIA slashing AN INSECT down with her sword, trampling ANOTHER with her horse.

VOLMANO - wounded on the ground -

MUTANTS panicking -

VOICES

Whabat? Whabat?...
Labook! Labook!
Labet gabo. Raboon! Raboon!

CONAN moving along the ground regaining his clarity as
VALERIA circles up, rearing on her horse, jauntily -

VALERIA

So I have to save your ass again,
you big oaf!

CONAN

I knew you'd come back

VALERIA

The hell you did!

CONAN

Watch out!

A FILTHY MONSTER springs out of nowhere - bald, bumps all over his face, no eyebrows, a huge chain and spiked ball whirling towards VALERIA who pulls her horse over as the ball just misses - tumbling her to the earth...

ANOTHER ANGLE - CONAN slicing into the CREATURE who mutters something bizarre and emits an ugly sound

SPLITCH!

And white liquid blood, like the ice fish of the Antarctic, shoots all over the place and the CREATURE crashes down....

CONAN turning to VALERIA, who jumps up - just as a PIG MUTANT attacks with tusked champing jaws and a bristling snout. Valeria swinging her sword in a magnificent arc, her blond hair streaming from her helmet like a fabled amazon - she batters the MUTANT down onto the ground

LOW ANGLE - the MUTANT begging for mercy between her lean golden thighs looking up into

VALERIA'S merciless eyes, slashing down with the sword

CONAN - his eyes blazing with attraction

CONAN

I can't think of anyone I'd rather
go to hell with!

VALERIA

You're a liar!

CONAN

And you're beautiful!

A BAND of HYENA HEADS attack them, screaming

LONG SHOT - the BATTLE raging

TRACKING PANORAMA now of the TREE LINE, into which the hand-to-hand fighting has been pushed - relentless, not letting up as in one moving tableau we see, demarcated by the trees -

A YOUNG KNIGHT, blinded by a great flap of scalp torn loose and hanging over his eyes, braced on his straddled legs and driving his sword to the hilt in an APE MUTANT'S belly....grunting, the mutant's eyes roll up in agony as the MUTANT clutches his stomach in pain

ANOTHER MUTANT runs up and hooks his arm about the YOUNG KNIGHT'S neck...wrestling him down, a hairy knee planted with force in the middle of his back....the KNIGHT'S head jerked back at a terrible angle and something CRACKS above the noise like a thick branch and we TRACK the MUTANT, in his turn, staggering, his hairy head toppling forward on his breast as a ball and chain snaps across his shoulders from behind and

TRACKING - the FREEBOOTER with the ball and chain who, in turn, is jumped by a shrieking HYENA HEAD in a jockstrap with rippling buttocks, his hairy legs wrapping around the Freebooter's chest and driving him into the ground... strangling him...

PANNING TO ANOTHER FREEBOOTER running up behind the MUTANT and lunges at him with his axe...the head flying off but the hyena torso convulsively straddling the gagging FREEBOOTER and still strangling him with headless arms

TRACKING ON to a MONGOL TYPE with a fierce painted face and a long pigtail running by screaming at the top of his lungs with a lance stuck through him, running and running past tree after tree in an extended agony of death, past MEN, with their clothes ripped off, wrestling and stabbing each other with short spears, rocks, knives, anything - destruction everywhere like a red carpet choking the floor of the forest

PAST A HUMAN throttling on a GREEN-FACED MUTANT with horns, who as he expires spits up a green slime into the face of his killer, briefly seen as:

THULSA DOOM roaring across the battlefield...whipping the horses of his own chariot, neck and ankle-high scythes shooting out the sides of his vehicle and indiscriminately attacking his own MUTANTS along with the HUMANS, sailing with a crazed determination right at:

CONAN AND VALERIA fighting to the MUSIC on a little mound strewn with a carpet of corpses, their armor rent, sweat and blood-blinded, their harness hacked away, helmets lost, a mad couple of love and passion and violence, born to each other - redoubling their strokes, rending flesh and crunching bone and the howls of pain and wrath as the circling MUTANTS fall, spitting green slime and

THULSA closing in on them, glancing up at the

YELLOW OILY SKY - with its LEGIONS OF DARK FLIES preaching doom and wrath and now splintering as one CLOUD MASS tumbles over another and an astounding ray of YELLOW LIGHT fractures through the raiment - and ANOTHER and ANOTHER - and

THULSA'S expression changes - his goggling bulbous eyes registering the first hint of surprise as

THE SKY shines open like an egg.

OVERHEAD - the BATTLE doused in shifting LIGHT PATTERNS - and

WIDE ANGLE - THULSA whips his BLACK HORSES in extreme foreground with an elastic whip that seems to snake out like a huge tentacle from his wrist and snap back to it - gone and

CONAN, seeing him coming, grabs VALERIA and hauls her down and

ANOTHER ANGLE - as the MUTANTS press in to kill the fallen foe, the chariot of THULSA DOOM seeps over them, knocking aside everything in his path like a juggernaut

THULSA is staring around for Conan in this debacle, just as

THE BARBARIAN springs up from the ground, runs and leaps

ANOTHER ANGLE - into the chariot, grabbing the astonished SORCERER and twisting him around -

ANOTHER ANGLE - bending him over his knee to drive his blade into his heart

THE EYES of THULSA DOOM - flashing by

CLOSE - CONAN'S EYES flicking reluctantly over the eyes of the Sorcerer...

THE BLACK HORSES pounding on - into some hell...causing more and more destruction - all over the battlefield, totally out of control.

CONAN - his veins bulging in his temples with his efforts to break free - a monumental struggle of will.

THULSA underneath the hood - hissing in the shape of a green-faced GARGOYLE with four scaly arms and wings - shooting forward now and sinking his hissing mouth in CONAN'S neck...

ANOTHER ANGLE - CONAN screaming out - the GARGOYLE leeches onto him, its four arms crushing him, raking his back with its talons -

ANOTHER ANGLE - crawling up his body now! using its webbed feet for leverage, digging them into his muscled belly and trying to get its four arms around his neck and tear his head off

THE CHARIOT pounding on - another body and another body falling.

THE TWO FOES crashing out of the chariot, rolling down an incline - CONAN breaking free of the GARGOYLE and stabbing it and stabbing it.

ANOTHER ANGLE - CONAN thrusting at its horrid head - but

ANOTHER ANGLE - THE HEAD floats up into the air - and dances in front of CONAN - mocking him

CONAN stunned

EXTREME CLOSEUP - the eyes of the THING, of nightmare and lunacy - glaring fiendishly into

CONAN'S EYES - feeling his soul shrivel and begin to draw out of his body, paralyzed.

THE EYES GROW AND GROW, in a strage effect (to be worked out) engulfing him. Then:

ANOTHER ANGLE - the HEAD flies forward and attacks, its jaws elongating and quivering for CONAN'S throat -

ANOTHER ANGLE - clamping on his jugular, its teeth snapping shut, blood jetting -

CONAN screaming and falling to the ground, the HEAD worrying into him, Conan arching and burying his fingers in the HEAD'S eyesockets -

ANOTHER ANGLE - chopping at the GARGOYLE, which refuses to die...

CONAN spinning in horror, as:

THE TORSO wiggles up to a full 6 1/2 foot height gripping the ground on two powerful haunches with a flopping scaly tail - a SERPENT'S HEAD growing up out of the shoulders like ooze flowering -

CONAN grabbing for his sword - turning...

THE CREATURE on him - its black three foot tongue flickering forward -

ANOTHER ANGLE - the SERPENT HEAD flying forward and snapping in

CONAN'S face - its jaws clamping shut a moment from his eyes as he tumbles downwards

ANOTHER ANGLE - simultaneously swinging his sword

ACROSS THE NECK - severing it...the head flying up into the air, croaking

SNAKEHEAD

Conan look at me! Look!

CONAN -

THE TORSO of the SNAKE wiggling, growing again -

THE HEAD of the snake sailing around - and around

THE TORSO of the snake sprouting wings and the head of THULSA DOOM with locks of dirty red matted hair, the face wrathful with thick red brows, and grinning with yellow teeth dripping green venom and red wings crawling with honey and hair and maggots and whirling bees with porcupine spikes on its belly - one-third man, one-third snake, one-third Lucifer Red - a tripartite vision of Blake rushing forward in computerized MOTION, at a jerky trot

ANOTHER ANGLE - its wings spreading to enfold and suck

CONAN horrified, fixing his eyes on the ground and driving in and up like a bull, his sword stretched in front of him like the prow of an ocean liner

ANOTHER ANGLE - transfixing the BEAST - its wings flapping, its shriek awesome, pinned on the point of the sword, and its wings, briefly glimpsed, are now writhing, hissing serpents and NOW:

THE HEAD of THULSA DOOM stretches forward, like elongating plastic, coming off the neck, over the length of the sword and breathing its foul odor, gapes and grins at Conan -

ANOTHER ANGLE - CONAN, hiding his eyes, keeps driving forward into the illusion

ANOTHER ANGLE - driving the BEAST down into the ground, spearing it and driving his foot into the hissing mass of wings, honey, bees and snakes - leverages the sword out... a hideous mutant SOUND rising and rising

ANOTHER ANGLE - CONAN - into the sound - wielding his sword high in the air....

THE HEAD of THULSA struggling to get out of the body of the BEAST, its elongated neck wiggling this way and that.... muttering something incomprehensible, begging falsely for pity in a high squeaky nightmarish memory of childhood marionettes.

CONAN swinging his sword downwards and across with all his momentum.

THE HEAD of THULSA flying, sliced, from the torso -

ANOTHER ANGLE - across and down onto the earth

CONAN completing his swing, his eyes swivelling as

THE HEAD of THULSA watches him, eyes moving nefariously - its grin fixed with no dimming of its mockery or feral light

CONAN rushing forward in rage, raising his sword again to smash the horror when

ANOTHER ANGLE - the earth erupts directly in front of him and a writhing greenish, crimson TENTACLE comes shooting out of the ground like the root of a huge primeval tree. With rumbling thunderous SOUND

THE BATTLE - MEN slow the fight, look! -

ANOTHER ANGLE - another spot of earth erupts and ANOTHER TENTACLE shoots out....and ANOTHER...and ANOTHER, all in the space of moments, CONAN thrown backwards by the force of the eruption as

FOUR TENTACLES now writhe in the air like a forest and the SOUND rumbles and rolls to its highest pitch and

ANOTHER ANGLE - CONAN is thrown over in the air as the earth beneath him erupts and

THE HEAD OF SET, the serpent God, cracks full blown through the shell of the earth - and the head is enormous, the eyes of nothing sacred - the ultimate horror of the film so briefly seen as

ANOTHER ANGLE - the tentacles writhe out and collect the hideous HEAD of THULSA DOOM, wrapping it up with motherly care and

ANOTHER ANGLE - with another tentacle, collecting the torso of the beast as

CONAN looks up from the ground, terrorized and

LONG SHOT - BOTH ARMIES freeze and the battlefield is stark and quiet and the MUSIC is enormous, majestic as

THE SCALY GREEN TENTACLE of SET circles over all with the head of THULSA DOOM and hauls it down - into the crack of the earth -

THE THREE OTHER TENTACLES follows and then:-

THE SCALY HEAD dips and disappears - briefly flickering its huge TONGUE in warning...and there is silence. Great silence. Set is gone, with Thulsa Doom - and the earth is as it was...

CONAN rises, silent, reeking and clotted with blood, his sword crusted to the hilt, knowing he has seen something of the highest order, and fearing it.

VALERIA, covered from head to toe in mud and blood, her hair wild and beautifully tangled, sheathes her sword.

LONG SHOT - the battle is over. In sharp FOREGROUND, a charred HAND is symbolically clutched upwards towards a warped sky, its shoulder and body buried somewhere beneath - and the light is sickly reddish-yellow, as if too much blood had been spilt and upset the temperature of the sun with thousands of CORPSES strung across the floor of the forest onto the RIDGES in deep BACKGROUND...and MEN and WOMEN hurry along the slopes picking, looting, cutting throats as:

YASMINA, with her BODYGUARD, rides towards CONAN

ANOTHER ANGLE - YASMINA soundlessly dismounting and hurrying into his arms.

VALERIA, across the field, sighs and walks off through the corpses. A born adventuress, accepting the throw of the dice.

CUT TO:

WEDDING BELLS sound gloriously in the MAIN SQUARE of SHADIZAR.

PRIESTS rub their fat fingers as BRIDESMAIDS scurry by in sumptuous finery. Spring is in the air.

A THRONG of PEOPLE roar as

LONG SHOT - YASMINA comes to the balcony, waves to them.

CROWD

CONAN! CONAN! CONAN !

Yasmina, delighted - looks back inside.

INTERIOR - TOWARDS YASMINA on the balcony, indicating

YASMINA

Conan - come - they want you! Come darling, please?

REVERSE - CONAN sits slumped in a royal chair, his leg up on the table, cracking walnuts in his teeth and hating all of it.

YASMINA

(a stronger gesture, more)

Conan - would you behave!

CONAN - dourly unslings his leg, readjusts a clasp in his purple tunic - which doesn't seem to fit him - and picking up another walnut out of the bowl, trudges over.

ANOTHER ANGLE - joining YASMINA at the balcony with the huge CROWD spread below - redoubling their cheers.

CONAN - stolidly watching, his eyes wandering over the crowd onto:

VALERIA and her FREEBOOTERS drawn up on horseback at the edge, the men waving but Valeria just stares up:.. now turns her horse away, leading them off.

CONAN - cracking a walnut in his teeth, no reaction.

YASMINA

(waving)

Wave, would you please? - they expect that from a King.

CONAN waves

YASMINA

(impishly)

I can see I'll have to teach you some
manners - and not just in the bedroom.

CONAN - nervous...

THE CROWD roaring, the BELLS sounding...MOVING to reveal
VALERIA riding out the SQUARE at the head of her FREE-
BOOTERS.

CONAN thinking...thinking again... ..

CONAN

(stammering)

Yasmina.....I.....

YASMINA wondering -

CONAN

I....it just won't work....it....

YASMINA

What do you mean?

CONAN

I....just can't be a king. I can't
I can't stand it. All this.....

(indicating)

- as a wedding gift? No....it's -
not me. Not now. Maybe some day.
But not now....

Ashamed, looks away....YASMINA looking, shattered...the
PEOPLE quieter, sensing a scene here, whispering in silence
as they try to listen in...CONAN turning back to her suddenly.

CONAN

Yasmina! Come with me - into the world!
You have spirit, don't waste it shut
up in a Palace, in Civilization with
everybody eating the same, dressing
the same, speaking the same, thinking
the same! Ride with me! A good
horse, a band of free men, gold,
adventure, plunder....a woman can have
it too.

YASMINA - a hint of irony. Nobility too, engrained in her
from the beginning.

YASMINA

And if I came with you Conan -
would you stay with me forever?...
Would I turn to you - and always find
you there?...Would I be strong?

CONAN

"Forever?" "Always?", Princess?
Any man that promises you that's a
liar. I offer you freedom - and a
chance to roam the world with me
until we choose to part...What do
you say, Princess?

ANOTHER ANGLE - CONAN smiling roguishly. YASMINA - her
eyes filled with regret, wanting to come, knowing she
can't...the CROWD framing her and her responsibility.
Tears, involuntarily, start rolling down her cheeks.

YASMINA

I'm not so brave as I would want -
nor so foolish as to hold you here
....Go, my lion.....go....

Tears streaming down her face...CONAN stepping closer, hold-
ing her shoulders as if to take her with him...THE CROWD
silent as they witness...but CONAN gently touches the tears
that pour across her cheek and then lets her go....YASMINA
watching as

CONAN walks away across the INTERIOR -

YASMINA knowing she will never see him again. The CROWD
murmuring now, beneath her, in shared woe.

CUT TO:

CONAN, riding across the PLAINS outside SHADIZAR, simply
provisioned, no royal tunic, one horse. MUSIC UP -

LONG SHOT - past the same barren TREE where he was once
crucified by Volmano. He slows his horse.

CLOSER ANGLE - we now see VOLMANO is up in the tree,
crucified, licking his lips, eyes glassy - a gaunt figure
black against the sunrise with the VULTURES nestling down
in the branches. He is near death, his voice a hoarse
rattle:

VOLMANO

Mercy...mercy - Conan!

ANOTHER ANGLE - CONAN

CONAN

You're better at inflicting pain than taking it. Three months ago it was I who hung there and you who sat here - but I lived and you'll be dead before the sun goes down. Life plays tricks on all of us, Volmano, but more so on the treacherous man. Farewell, sweet meat.

He whips his horse away as an inhuman CROAK of despair and horror rifles out of the tree.

CUT TO:

LONG SHOT - a rolling green PLAIN filled with flowers - across which CONAN flies on his horse at full gallop.... INTO the FREEBOOTERS - spread out along the banks of a RIVER, resting their horses, eating, bathing -

ANOTHER ANGLE - CONAN riding his horse right down to the riverbank.

VARIOUS

Conan!...He's back! The bloody bastard's back!

In SLOW MOTION - leaning off his horse and sweeping up to

VALERIA at the river bank kneeling, washing out the stringy long locks of her blonde hair, standing startled as

SLOW MOTION - CONAN sweeps her up into his arms - and wheels around on his horse -

ANOTHER ANGLE - bringing her across his knees and propping her up

CONAN

By fire and blood and steel - you're mine!

And kissing her - long and deep. The FREEBOOTERS gather round, cheer.

ANOTHER ANGLE - VALERIA, like a wild lioness, breaking the lock of his lips, fire in her eyes, and pride and love.

VALERIA

I don't know how long it's going to last, you mercenary dog - maybe a day, maybe a month - but I don't give a damn!

She crushes him in a fierce kiss which

ANOTHER ANGLE - brings all the FREEBOOTERS flocking around with their WOMEN, cheering. OVER them - CONAN whirls with a laugh and a horse and a sultry VALERIA in his embrace, to all:

CONAN

To your horses, you lazy swine!
Enough of the East and its stinking
sorcery! The dead are dead, the
past is past, and we ride for the
West - where the merchants are fat
and the seaports crammed with women,
wine and plunder!

A ROAR - the MEN breaking for their horses.

CUT TO:

THE FREEBOOTERS riding west into the setting RED SUN - across a stupendous LANDSCAPE - as the MUSIC stirs and rumbles.

The End