

"CONAN THE CONQUEROR"

Screenplay
by
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Based on the Characters
Created by
Robert E. Howard

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BLACK SCREEN

AKIRO'S VOICE issues out of the darkness.

AKIRO (VO)

Between the time when the oceans drank
Atlantis and the rise of the Sons of
Aryas, there was an age undreamed of,
when shining kingdoms lay spread across
the world. Hither came Conan...
barbarian, thief, warrior...destined by
blade and blood to wear the jeweled crown
of Aquilonia upon a troubled brow. Hear
now of the rise and fall of kings...

FADE IN:

EXT. ROYAL CAPITAL OF AQUILONIA - ESTABLISHING SHOT - NIGHT

Persistent RAIN patters on the domes and spires of a GREAT WALLED CITY. A sleeping city. Quiet and still under the dark, wet sky. But, on a hill outside the city, AN EERIE GLOW defies the nocturnal gloom.

EXT. SCARLET CITADEL - NIGHT

The GLOW emanates from a charred tower ruin. In the center of the half-crumbled citadel burns A SPIRAL OF FLAME, its crimson brightness mocking the steady rain as it coils above the toppled stone walls, lapping at the black edges of night.

The gleaming fire silhouettes THREE STEALTHY SHADOWS creeping toward the ruin. The leader, ORESTES, hunched over a GOLDEN SNAKE -HEADED STAFF, hobbles up the hill with a limping gait. Rain drizzles down the hood that shrouds his face.

His two companions - ZUKELI, a bald, massive EUNUCH with a garishly painted face, and GROMEL, a lean, muscular giant - struggle up the wet slope, carrying a LONG, HEAVY IRON BOX.

Orestes ushers the two burdened men into the razed citadel and follows them in.

INT. SCARLET CITADEL - NIGHT

The slackening rain drizzles down the smudged broken walls. The strange pillar of flame dances up through a hole in the center of the floor, tiled with arcane symbols.

The charred remnants only hint at the citadel's past magnificence. A semi-collapsed staircase twines along a semi-collapsed wall leading only to empty sky.

In another wall, an archway curves over a scorched DOOR OF BRONZE.

Orestes extends a hand from the folds of his robe...a gnarled claw of a hand, discoloured and scarred...and bids his servants set the iron box down in an alcove protected from the rain.

ORESTES

Open it.

Exchanging a trepidatious glance, Zukeli the Eunuch and Gromel do as commanded. The heavy lid flops back with an echoing clank. The iron box is a COFFIN.

Inside lies the withered, wizened remnant of a MUMMIFIED WOMAN. Her dried brown limbs, like dead wood, show through the mouldering bandages.

ORESTES

(whispered awe)

Akivasha!

ZUKELI

(uneasily; high-pitched voice)

The Red Witch.

ORESTES

Aye, sorceress-queen of ancient Acheron that 3,000 years ago lay within the very boundaries of this kingdom...Leave us.

Zukeli and Gromel bow and obey, retreating to the bronze door. They open it and enter. A TORCH in the wall reveals a stone stairway beyond, leading down. The door closes behind them. Alone, Orestes hovers over the corpse.

Orestes pulls back his hood. His face is a distorted corruption of burnt flesh. One side of his mottled skull is hairless. His ear is a crumpled stump. Most of his upper lip is burnt away, curling his mouth in a perpetual sneer. Scarred tissue covers one of his eyes. His good one glares about the tower's toppled shell in haunted, hated memory.

ORESTES

Return, O Queen. See what has become of your once-mighty lands.

Orestes pulls an ancient, yellowing scroll from his robe. Unfurling it, he scans the hieroglyphics there. He sets it down and twists the golden snake-head on his staff - actually the hilt of a long dagger which slides from the staff.

Leaning over the carcass, Orestes severs a strip of tattered bandage from her left breast. In the shrivelled curve of her bosom nestles a startingly RED FLAME-LIKE TATOO. Orestes makes a careful incision just below the tatoo with his knife and gently probes the cut with the tip.

A SMALL METAL VIAL slips from the dusty orifice. Orestes snatches it up excitedly and flips open the lid of the vial. A bit of LIQUID CRIMSON bubbles to the top. Orestes' good eye gleams in mad delight.

ORESTES

The scroll spoke true...Akivasha's blood!
(to the corpse)
Blood of your rebirth, blood to embrace
the undying Flame of Korsala.

Picking up the scroll, Orestes shambles over to the fire. The scarlet glow dances along his deformed face. He kneels, laying out the parchment on the floor, and POURS THE BLOOD FROM THE VIAL ONTO HIS KNIFE. It trickles into the groove of the blade. He jabs the knife into the flame, chanting from the scroll.

ORESTES

Ka nama yag-kaloon, yagoth gamesh!

The fire sparks and spits as the chant echoes through the desolate ruin. Orestes pulls the dagger from the flame, ITS BLADE ABLAZE! He rises and returns to the sarcophagus. Tucking the scroll in his belt, HE LAYS THE FIERY KNIFE-BLADE ONTO THE PARCHED LIPS OF THE MUMMY!

ORESTES

Korsala's Kiss, O Akivasha, a kiss of
blood and flame. Let its breath fire
your soul. Let its passion warm your
heart.

The fire on the dead woman's lips rapidly rages across her dried corpse. Orestes gazes in crazed anticipation.

ORESTES

Death is but a sleep, Akivasha. Sleep no
more. Awake and rise. Rise and live.
Live and rule!

The blaze engulfs the entire coffin. And Phoenix-like, the shrivelled corpse of Akivasha SITS UP in the flame...AND THE SKULL-SUNKEN EYES POP OPEN!

Orestes gasps, shrinking back in awe...and fear.

For in the midst of the fire, AKIVASHA'S CORPSE RESUSCITATES! Her parchment-like skin softens and whitens. Her withered frame evolves into the voluptuous body of a young woman. The scant wisps of hair become a tousled, lush auburn mane.

And the taut, grey face transforms into one of exquisite, evil beauty...the thin, cracked lips, red and ripe once more and the eyes shining with life.

AKIVASHA rises from her coffin and the fire. Shadows discreetly veil her naked beauty.

ORESTES

Akivasha!

Trembling in reverence, Orestes removes his cloak and wraps it about her milky shoulders. Unruffled by his grotesque countenance, Akivasha stares at him in groping memory.

AKIVASHA

Akivasha...?

ORESTES

You are Akivasha.

Akivasha stares into the spiral of flame.

ORESTES

Yes, the sacred Flame of Korsala.
Remember, O Queen? Here once stood your tower. Upon its ruins, I built my own.
For fools still fear and shun black Acheron and the eternal blaze that has burned since your time.

The firelight's reflection flickers in Akivasha's dark, wide eyes...recognition also flickers there.

AKIVASHA

Since before my time. Always. I was Akivasha. I am dead.

ORESTES

Dead no more. Alive.

(shows the scroll)

Your resurrection. Written in your own hand three thousand years ago.

AKIVASHA

(numbing shock)

Three thousand...?

ORESTES

I found where you hid it in the catacombs below. I have spoken forbidden words and, with Korsala's Kiss, the kiss of blood and flame, I have brought you back. Done your bidding. Now you are bound by the promise of the scroll to do mine.

AKIVASHA

What do you want of me?

ORESTES

Power...and revenge!

Akivasha smiles a grim little smile, flashing the even edges of her white teeth.

AKIVASHA

Tell me!

ORESTES

I am Orestes, once a priest of Mitra, defrocked for dabbling in sorcery. But my humble arts proved useful to Numedides, the mad king of Aquilonia...

AKIVASHA

Aquilonia?

ORESTES

One of many kingdoms to rise from the ashes of Acheron. This is now Aquilonia. The world has much changed during your long sleep, O Queen.

AKIVASHA

Too long a sleep...Go on.

ORESTES

Numedides was a degenerate fool, but I became his chancellor...and he my creature...until the coming of Conan.

AKIVASHA

Conan?

ORESTES

A usurping dog! The King's general who slew Numedides and seized his throne.

(points to his face)

And did this to me! And this!

(gestures to ruins)

But now I have brought you back! I will be your acolyte, learn from you all the dark arts! Your power can restore me. Your power will avenge me. Your power must destroy Conan!

Orestes has gotten worked up. He pants, wiping flecks of foam from his mouth, gazing bitterly about the citadel.

ORESTES

...It happened the very night I discovered where your coffin was hidden. On the verge of my greatest triumph, I plunged to miserable defeat at the hands of that barbarian...

The Flame of Korsala highlights the bitter memory etched in the tortured crevices of Orestes' burnt face.

DISSOLVE TO:

FLASHBACK - INT. SCARLET CITADEL - CLOSE ON ORESTES - NIGHT

Firelight still flickers over Orestes' face...but his face as it once was. Before it was disfigured. He extends his golden staff, tucking its snake-head under the chin of..

A PRISONER...slumped between Zukeli and Gromel who grip his arms. Though his eyes glaze vacantly and froth dribbles down his slack jaw, the man is recognizable -- AKIRO, Conan's oriental wizard friend of old. Orestes sneers triumphantly.

ORESTES

Did you think your puny magic could protect your secrets from me?

A FURIOUS KNOCKING interrupts Orestes' gloating.

NUMEDIDES(OS)

Orestes! Orestes! Let me in!

ORESTES

The king!

He gestures to Zukeli to remove the prisoner. The two servants drag Akiro to the now-gleaming bronze door, as Orestes moves to the main door, CAMERA PANNING BACK TO REVEAL...

THE SCARLET CITADEL...before the fire...gothically glorious. The stairwell, its railing carved with ornate gargoyles, winds to a balcony and chambers above. The tile floor and its arcane heiroglyphics gleam brightly in the glow of the FLAME OF KORSALA. It flares up the length of the tower through an opening in the ceiling, casting a reddish hue to the stone walls.

The KNOCKING at the main door persists.

NUMEDIDES(OS)

Open up, Orestes!

Not until his henchmen and their burden are through the bronze door and it shuts behind them does Orestes let in...

NUMEDIDES...A wild-eyed, barrel-chested hulk of a man, spattered with blood. He barges in, breathing heavily.

NUMEDIDES

About time, priest.

Numedides strides to a table and pours a flagon of wine. Orestes follows, concerned by his bloody disarray.

ORESTES
My liege...Blood...

NUMEDIDES
(a mad grin)
Others bled it. I spilt it. You've got
to help me, Orestes. They're after me!

ORESTES
After you?

NUMEDIDES
(savagely)
Conan! Who I raised up by my own hand!
He's rallied the army against me.

Numedides greedily quaffs his wine. Orestes studies
Numedides' bloody dishevelment and knows something's
terribly wrong.

ORESTES
What have you done, Numedides?

NUMEDIDES
(bellowing)
Nothing!

Numedides' rage subsides as quickly as it came and he grins
crazily over his wine cup. The red wine dribbles down his
chin, mixing with the blood.

NUMEDIDES
(chuckling)
Only spared my children any future
disappointment.

ORESTES
(ominous dread)
Your children?

NUMEDIDES
(wicked grin)
I have no children...now.
(flings goblet aside;
laughs)
Who needs heirs when one is immortal?

The madman's boast crashes into Orestes like an anvil to the
chest. His children's blood. Shock quickly turns to rage.

ORESTES
You fool! You're not immortal yet! They
will blame me for this!

In fearful realization, Orestes turns to close the door. But
Numedides grabs the wizard and twirls him to him.

NUMEDIDES

(wildly)

Not if you do it now!

ORESTES

Let go of me!

NUMEDIDES

(raging)

You promised me, sorcerer! I would rebuilt for you the ancient citadel around this unholy flame and you would learn its eternal secrets. The Kiss of Korsala! You promised!

ORESTES

I lied! Korsala's Kiss is not for the likes of you!

Numedides shoves Orestes back over the table, fingers dug into the priest's robe. Firelight cascades over them.

NUMEDIDES

Make me immortal! Now! I will be immortal!

Orestes wrenches free, screeching in hysterical contempt.

ORESTES

Madman! You will be lucky to live out the night. And I with you!

CONAN(OS)

Prophetic speech, wizard.

Both Orestes and Numedides wheel. In the door stands...

CONAN...in his general's hauberk. Behind him is COUNT TROCERO, GENERAL TARASCUS, and a SMALL BODY OF SOLDIERS. Conan beckons to Numedides with his drawn blade.

CONAN

Come, Numedides. Your slaughtered babes await you in Hell.

Orestes reaches furtively into the sleeve of his robe. But Conan catches the motion and, whipping a knife from his belt, flings it just as Orestes withdraws his fist.

The blade pierces Orestes' wrist. With a cry, he unclenches his hand and A SMALL BLACK GLOBE drops from it. It rolls across the smooth tile toward the Flame of Korsala.

ORESTES

No!

Too late. The strange orb rolls into the fire and there is an instant EXPLOSION OF BELCHING FLAME.

Conan is blown back into the arms of his men. He regains his feet to find half the room aflame. Orestes and Numedides are nowhere in sight. The conflagration sweeps across the floor and up the staircase, A ROARING LAUGH rising above it. Conan sees...

NUMEDIDES...glaring insanely from the other side of the flame. Conan grips his sword and springs forward.

TROCERO

No, Conan, let the fire have him.

but Conan has leapt through the inferno to meet his foe. Numedides charges, sword flailing with a beserker's fury. Their clashing blades spark blue in the crimson light.

Trocero and the others try to find ways through the blaze, but it yields no pathways. They can only watch helplessly.

The battle is fast. Fierce. Numedides, not as skilled as Conan, is bigger and fights with a frenzy born of madness. The smoke and flame suddenly obscure the fighters from view. Only the savage clank of steel on steel is heard. Then...A BLOODCURDLING SCREAM! Then...only the snapping fire.

Trocero scours the flame. A FIGURE rises up, silhouetted in the haze. Then a FACE lit by the blaze. It is...

NUMEDIDES...grinning demonically, as he lurches into the flame. Through the flame! He stumbles, crashing to the burning floor, the idiotic leer on his face melting away as the fire licks his lips and beard.

A moment later, Conan dashes through the sheet of flame, using Numedides' body as a bridge, crossing the carcass to safety and the cheers of his men.

As the fire envelopes the corpse, Conan plucks the crown from the dead king's brow with his bloodstained blade.

CONAN

The tyrant is dead, Trocero, but so are his heirs. What do we do with this?

He slides the crown off his sword. Trocero catches it, pondering it a moment, then holding it out to Conan.

TROCERO

Why don't you try it on for size?

Conan shoots a questioning eyebrow at Trocero, then at Tarascus.

TARASCUS

The nobles won't like it.

TROCERO

I'm a noble, I like it.

TARASCUS

I meant the old blood, milord.

Trocero is not pleased by this veiled insult to his lineage. Conan silently notes their simmering rivalry.

TROCERO

(to Conan)

They may not like it, but they won't do anything about it. You're the only man who can hold this tottering empire together. And you know it.

Again, Trocero proffers the crown. Conan takes it and places it on his brow. He grins.

CONAN

Good fit.

TROCERO

Long live the King!

Upraised swords gleam in the firelight as the shout is taken up, only to be cut off by a piercing wail.

ORESTES(OS)

Be cursed and beware!

All eyes turn to...

ORESTES...on the blazing balcony above, trapped by the fire.

ORESTES

Dog of Cimmeria! I will return! From the flames of Hell itself! In the shadows! In the night! I will come. I will be the chill of the wind that whispers your death. The glint of murder in the vulture's eye. The jackal's howling laugh, mocking your doomed reign. Be cursed and.....!

The fiery balcony gives way and Orestes plummets into the inferno below, his screeching curse of "Beware" echoing on his lips above the hiss and roar of the burning citadel.

CUT TO:

INT. CONAN'S BEDCHAMBER - CLOSE ON CONAN - NIGHT

Conan jolts up in bed from a restless sleep. Eyes wide. His breath comes in jerky gasps. Perspiration dots his brow. Orestes' memory is his nightmare.

ZENOBIA(OS)

The same dream, milord?

Conan glances over at...

ZENOBIA...a beautiful concubine...lying in bed beside him.

CONAN

Yes...wine...

As Zenobia rises to fetch it, the night's silence is broken by the STRUMMING OF A LUTE and A VOICE lifted in song.

RINALDO(OS)

(singing)

"When I was a fighting man, the kettle
drums they beat.
The people scattered gold-dust before my
horse's feet."

Conan throws back the bedclothes and rises. Grabbing a robe, he strides to the balcony.

EXT. CONAN'S BEDCHAMBER - BALCONY - NIGHT

Zenobia, now robed, brings Conan his wine. He stands at the balcony listening to:

RINALDO THE MINSTREL...strolling in the street below.

RINALDO

(continues to sing)

"But now I am a great king, the people
hound my track,
With poison in my wine-cup and daggers at
my back."

Zenobia scowls, not amused by the song. She hands Conan the wine.

ZENOBIA

Rinaldo's latest mockery. He calls it
"Lament for a King."

CONAN

(chuckles)

Anyone I know?

ZENOBIA

You're tolerant, milord. Some think the
tune treason.

CONAN

I would not be much of a king, if I made
war on words.

(somerly)

Besides, there's more truth than treason
in his rhyme...A grim lullaby for a grim
night. Aquilonia sleeps and between naps
plots my downfall.

Conan's eyes rove across his sleeping capital, beyond the city walls, to the crest of a hill...and the ruins of the Scarlet Citadel, sihouetted by the Flame of Korsala, burning within its crumble shell. Zenobia reads his thoughts.

ZENOBIA

Orestes is dead, milord. Long dead.

CONAN

He lives in my dreams.

Conan quaffs his wine and returns inside. Zenobia gazes on Rinaldo lingering below. With a sardonic leer, he doffs his cap and executes a mocking bow. Zenobia frowns and goes in.

INT. CONAN'S BEDCHAMBER - NIGHT

Zenobia finds Conan refilling his wine cup.

ZENOBIA

Orestes' ghost haunts your night, only
when the council haunts your day.

CONAN

(smiles; sits on
bed)

You know me too well, Zenobia.

ZENOBIA

(sits beside him)

To serve you well, milord. After all,
there are younger, prettier women in your
harem.

CONAN

(caresses her face)

Of all that I took from Numedides, you
please me most.

ZENOBIA

(easy light laugh)

Flatterer, do you forget this bauble?

She tosses him his CROWN off the night table. Conan regards it with weary wistfulness.

CONAN

No...once this golden circle was the
border of my ambition. To catch the
crown is an easy thing, but to hold it...

He drops it on the bed.

ZENOBIA

What hardship can the crown harbour for
one who has been slave and gladiator...?

CONAN

...a wanderer, warrior, thief,
pirate...Aye, I have been many things.
But in those days, all I needed was a
sharp sword and a straight path to my
enemies. Now no paths are straight and
my rusting sword is useless.

ZENOBIA

Milord is in a melancholy mood tonight.
What did Publio and his gang of
greybeards do to you in council today?

Conan sinks wearily back on the bed.

CONAN

Harped on my duty to marry and provide an
heir.

ZENOBIA

Not unsound advice.

CONAN

I don't need my councillors to pimp for
me. I can find my own women.

He starts to crush Zenobia to him, but she pulls back.

ZENOBIA

Can you find a queen?

Conan looks at her, peeved; then laughs and, grabbing an
ORNATE DECK OF CARDS from the night table, hands them to her.

CONAN

You tell me. What do the "Hands of Fate"
say?

Zenobia smiles and shuffles the cards.

ZENOBIA

Very well, milord...First the Hand of
Spirit...

She proffers the fanned deck to Conan who plucks a card and
places it face-down on the bed. Zenobia turns it over...to
reveal THE FIGURE OF A LION.

Conan is pleased. He holds up his hand, on his finger is A
HEAVY RING WITH A LION'S HEAD CREST.

CONAN

My totem! When I was a pirate, I was
called Amra the Lion.

ZENOBIA

A sign of majesty and power. Next the
Hand of Being...

Conan selects another card. Zenobia turns it over, revealing **CROSSED SWORDS**.

CONAN
Crossed swords.

ZENOBIA
Or crossed roads. A conflict. An uncertain path. A path of many possibilities...Now the Hand of Destiny.

Conan picks the final card. Zenobia turns it over...**TWO LOVERS KISSING** are depicted on the card's face. Zenobia studies the three cards intently.

CONAN
(curious)
Well?

Zenobia smiles at him and shrugs.

ZENOBIA
Seems my cards agree with your councillors, my king.
(gestures to cards)
"The fate of your kingdom will be found within a kiss."

Conan frowns at the cards. Then, with a laugh, he sweeps them from the bed and pulls Zenobia to him.

CONAN
Then let me begin the search.

She succumbs to his lusty kiss and they sink down on the bed. CAMERA PANS out the window...in the distance burns the Flame of Korsala. From the street below, the **LONELY STRAINS OF RINALDO'S LUTE** drift up with ominous resonance.

EXT. SCARLET CITADEL - NIGHT

A man skulks toward the ruins. As he nears, the flame unmasks him -- Tarascus. He stares apprehensively into the night shadows.

TARASCUS
(a cautious call)
Ascalante? Valerius?

In answer, two men scurry from the shadows. They are **ASCALANTE**, a haughty, hawklike noble, and **VALERIUS**, a plump, aristocratic priest, visibly fearful of the surroundings.

VALERIUS
It's about time, Tarascus! Why have you chosen this god-forsaken place to meet?

TARASCUS

(puzzled)

I? I'm here because I received a note
marked with the sign and this hour and
place.

ASCALANTE

As did we! But if none of us sent it...?

TARASCUS

(fingers his sword)

...Someone knows of our plot against the
king...

ORESTES(OS)

...And that it will fail...

Tarascus's sword slides from its scabbard as...

ORESTES...steps from the shadows of a tumbled wall. His
face and body TOTALLY HEALED!

VALERIUS

Orestes!

TARASCUS

Impossible. I saw you burn to a cinder.

ORESTES

And like the Phoenix, I arise from the
flames stronger than before...I survived,
Tarascus. How have you survived these
past two years? You no longer run with
the same pack. Disenchanted with the dog
you followed?

Tarascus flinches at the taunt.

TARASCUS

The king has no honour or gratitude.

ORESTES

Meaning the upstart Trocero rises faster
and further.

VALERIUS

Conan has no respect for tradition or the
gods that govern this land.

ORESTES

And you, Ascalante? What is your
grievance against the king?

ASCALANTE

That he is king. He is not of royal
blood.

ORESTES

But you are...Ha! A fine conspiracy of malcontents! But you'll do.

ASCALANTE

Are you suggesting an alliance?

ORESTES

We all want an end to Conan.

TARASCUS

Why do we need you for that?

ORESTES

Conan has the hearts of the common dirt, if not the nobility. And except for your Dragon Legion, the army is his to a man. You weave pathetic plots. I weave webs.

Tarascus snorts derisively.

TARASCUS

You, with all your dark powers, could not stop Conan from taking the throne. How will you topple him from it?

For answer, Orestes gestures with his snake-head staff toward the Flame of Korsala. The trio follow the line of the staff, gasping in breathless wonder at...

AKIVASHA...standing before the Flame, a vision of shimmering beauty in a halo of heat.

EXT. PALACE COURTYARD - BALCONY - DAY

Conan stands on a balcony, wistfully watching Trocero ride to the head of column of MOUNTED MEN...THE KNIGHTS OF POITAIN.

TROCERO

Farewell, majesty, I'll rout these raiding Picts across the border and be back in a month.

CONAN

I envy you, Trocero.

Trocero spurs his horse and the troop rides out of the courtyard. Conan watches their departure longingly until...

PUBLIO (OS)

Your majesty...

Conan turns to...

PUBLIO...at the balcony arch. Balding, white-bearded, Publio impatiently leans on his STAFF OF OFFICE. He is Conan's chief councillor.

TWO OTHER ANCIENT ADVISORS, arms laden with documents, also wait...FRIC AND FRAK. They perpetually attend Publio, but never speak. Conan frowns.

PUBLIO

Court awaits.

INT. PALACE - THRONE-ROOM - DAY

Conan slumps on his throne, bored. Publio, gripping his staff of office, hovers at his shoulder. Fric and Frak hover at Publio's. Court is crowded with public servants and petitioners. Behind a beaded alcove, the women of the king's seraglio observe the proceedings.

At the moment, Valerius, in all his priestly finery, harangues THREE BROWN-COWLED PRIESTS before the throne.

VALERIUS

These dogs of Asura are black magicians!
King Numedides cast them from the city
for practicing profane and inhuman rites.

CONAN

(skeptical)

If that were so, Numedides wouldn't have
run them out, he'd have joined them.

MURMURS ripple through the assemblage. Valerius puffs in disdainful umbrage. The councillors trade dubious frowns. Publio whispers in Conan's ear.

PUBLIO

Unwise, majesty, suggesting the high
priest of Mitra is a liar.

CONAN

Even if he is?

PUBLIO

Especially if he is.

Valerius regains enough pious dignity to continue.

VALERIUS

You cannot allow this unholy sect back
into the city!

CONAN

Afraid of competition, Valerius?

Another murmur rolls through the court. Publio winces. So do Fric and Frak.

VALERIUS

Milord-!

CONAN

(cuts him off)

If these priests were magicians, you think they'd suffer you to harass them? If not, there's no evil in them.

(exasperated)

By Crom, let men worship what gods they will! Re-open your temple, Priests!

HADRATHUS, THE HEAD PRIEST OF ASURA respectfully bows and departs with his acolytes. Valerius huffs over to several nobles, indignantly muttering. Publio and his cronies wearily shake their heads. But Conan is defiant as he and Publio confer in whispers.

CONAN

It was the right decision, old man.

PUBLIO

Not politcally. Valerius is very influential, your majesty.

Publio speaks with the strained patience of a tutor to a recalcitrant student. Conan dismisses the matter with a gruff sigh and a wave of his hand.

CONAN

Next case, councillor!

Publio bangs his staff on the dais. Ascalante enters the Hall with a HEAVILY-VEILED WOMAN.

COURT PAGE

Count Ascalante!

Conan shoots an eyebrow at Publio and his two pals.

CONAN

What does that preening peacock want?

PUBLIO

Sssh! To present his niece, I believe.

CONAN

(irritated growl)

Another prospective bride, Publio?

PUBLIO

A good match, my liege. It would unite you with the royal blood of Aquilonia.

Fric and Frak do their vaudeville act, nodding in unison.

CONAN

(hardly thrilled)

Oh, that insipid strain of idiots and madmen.

PUBLIO

Sssh!

Ascalante and HIS NIECE approach the throne.

ASCALANTE

My liege, my niece, Natala...daughter of
my late sister...

CONAN

(whispers to Publio)

Veiled? Is she that ugly?

PUBLIO & FRIC & FRAK

(all together)

Sssh!

ASCALANTE

...She has come from far-off Zamora to
pay you homage.

Publio prompts a sullen Conan under his breath.

PUBLIO

Bid her welcome.

NATALA bows.

NATALA

I am honoured, your majesty

CONAN

(bored)

You are...

Natala lifts her veil up and Conan...is absolutely smitten by
her seductive beauty! For Natala is actually...Akivasha!

CONAN

(stunned)

You...are...

INT. PALACE - DINING HALL - CLOSE ON CONAN - NIGHT

Conan, in regal robes, jubilantly hoists a wine goblet.

CONAN

...My bride!

CAMERA BACK. Conan pulls "Natala" (Akivasha) to him and
crushes her lips with a kiss. She wears a bridal gown.

CONAN

My Queen!

CHEERS echo throughout...

THE HALL...filled with FEASTING WEDDING GUESTS. Servants thread through the throng, attending their wants. Among the guests are Publio, Tarascus, and Ascalante.

GUESTS

Hail, Conan! Hail, Natala!

CONAN

Rinaldo, music! Zenobia, a dance for my wife!

Rinaldo, leading a troupe of musicians, bows to the royal couple and gestures for...

ZENOBIA...seated among the concubines, but not sharing their festive gaiety. She rises and joins the musicians.

RINALDO

I'll play slowly; I know you're not to used to working on your feet.

ZENOBIA

I could always keep up with your thick-fingered strumming. The old song, fool.

RINALDO

It's been a long time. I'm not sure I remember the notes.

ZENOBIA

I'm not sure I remember the steps.

The two share a smile...an easy, familiar smile, full of fond memory yet tinged with sad regret. Rinaldo laughs.

RINALDO

Ha! We'll make it up as we go along.

Rinaldo begins to play and Zenobia dances. Her body provocatively arches and sways. Caught up in the erotic splendour of the dance, Conan pounds out the pulsating rhythm with his goblet, rewarding Zenobia's efforts with a lusty smile. She smiles back.

AKIVASHA

A pretty thing, my husband.

Conan blushes sheepishly. But Akivasha smiles...a smile of mocking good-nature, of absolute confidence, of a woman in utter control.

AKIVASHA

Never fear, I shall not deny you your little pleasures.

Chastened and disarmed, Conan sweeps his wife into his arms.

CONAN

You are my pleasure. We will have to hold court in our bedchamber, wife.

He nuzzles her neck. Over his shoulder, Akivasha smiles in condescending triumph to Zenobia.

Zenobia whirls away, spinning the length of the hall, only to suddenly stop and SCREAM as she comes face-to face with...

THREE WILDLY PAINTED SAVAGES...glaring at her with hostile hate. Zenobia shudders away.

Conan, his drunken wooing interrupted by the scream, lurches up. The savage trio are PICTS...prisoners, chained hand and foot, and guarded by a small body of Poitainian Knights.

CONAN

What's this?

THE YOUNG CAPTAIN of the detail steps forward and salutes.

CAPTAIN

A wedding gift from Count Trocero, my liege. Three Pict Chiefs. The rest of the savages have either been slaughtered or sent packing back across the border. The frontier is secure!

The assemblage cheers this victory. The Captain orders the prisoners removed and bows before the king and queen.

CAPTAIN

The Count regrets that only an arrow to the shoulder prevents his being here to kiss the bride. He's returned to his estates in Poitain to recover.

CONAN

You must celebrate for him! Drink to my queen.

Conan hands him a flagon of wine.

CAPTAIN

Your majesties! The Fates smile on you!

The captain's toast is echoed by the multitude.

CONAN

Let us see if they do! Zenobia! Where are we held in the Hands of Fate?

Akivasha furtively glances to Ascalante and Tarascus. Tarascus shrugs helplessly. Zenobia gathers up her cards and comes forward, brushing past Rinaldo who whispers to her.

RINALDO

Still turning cards tricks, I see...when
you're not turning royal ones.

She acknowledges his smirking taunt with a glare and goes to
the throne, bowing.

CONAN

Sit and shuffle our future.

Zenobia sits as bidden and shuffles the cards. Fear briefly
darts across Akivasha's face. She smiles brittlely.

AKIVASHA

Is witchery another of your talents,
wench? By what power do you read the
future?

ZENOBIA

I have no power, your highness, I only
read the cards.

AKIVASHA

Then read them well.

Zenobia's aware of the Queen's sly imperious tone. But she
knows her place and she keeps it.

ZENOBIA

I can only read what is there, mistress.
First the Hand of Spirit.

(offers deck to
Akivasha)

Will you choose?

CONAN

Yes!

Akivasha hesitates, as though afraid to touch the cards.

AKIVASHA

No...My husband first in all things.

Her clever sidestepping receives raucous approval from the
crowd. Conan draws the card and lays it face-down. Zenobia
turns it over. THE FOOL. A curious murmur ripples through
the guests. Conan is perplexed, then laughs.

CONAN

Ha! They never lie. For am I not a fool
for you.

He kisses her. To the delight of his guests. Zenobia
thrusts the deck forward once more.

ZENOBIA

Now the Hand of Being.

CONAN
You choose, Natala.

Despite Conan's enthusiastic urging, Akivasha again hesitates. Her eye roves to Tarascus. He nods for her to pick a card. She ponders the deck, then selects. Zenobia turns the card over. THE KISSING LOVERS. The crowd "Ahs" in knowing amusement. Conan grins.

CONAN
Good. Now the Hand of Destiny.

As he begins to draw the final card, Akivasha stops him.

AKIVASHA
Why worry for tomorrow? When we know our destiny tonight...

With an alluring smile, she rises temptingly above her admiring husband and gently pulls him to his feet.

AKIVASHA
...It awaits us even now.

Conan hungrily devours the enticing smile on her lips. Again, the wedding guests cheer this lusty display.

Zenobia, curious, pulls out the card that Conan had begun to select. She turns it over. A GRINNING-SKULL FACE PEERS OUT FROM A BLACK-HOODED SHROUD. PERCHED ON THE SKELETON'S SHOULDER IS A VULTURE. "THE HAND OF DEATH!"

With a shocked gasp, Zenobia looks up to see Akivasha leading the smitten Conan out of the hall. She leaps to her feet.

ZENOBIA
No!

Her screech startles the crowd and stops the lovers. Zenobia rushes up and clutches Conan's tunic in a wild frenzy.

ZENOBIA
You mustn't.

Uncomfortable whispers hiss through the curious guests. Rinaldo pushes through the crowd, a frown upon his face.

AKIVASHA
(cooly)
Your plaything is jealous, husband.

CONAN
(sternly)
This will not do, Zenobia.

ZENOBIA
This was the destiny you chose!

She holds up the Hand of Death. The crowd rumbles with confused irritation. Rinaldo watches intently. Conan is speechless. But Akivasha is swift in her rebuke.

AKIVASHA

This is your sleight-of-hand, strumpet.

ZENOBIA

No!

She clings to Conan who turns to his bride. Tears well up in Akivasha's dark eyes.

AKIVASHA

(softly; hurt)

Must I publicly compete for your affection with a palace whore?

Shamed, Conan angrily knocks the card from Zenobia's hand. and turns back to his bride, but Zenobia still restrains him.

ZENOBIA

Milord, the cards do not lie!

CONAN

(savagely)

Let go...Enough!

He jerks his arm away, his hand accidently striking Zenobia's face. She falls to the floor, bleeding from a cut lip.

Rinaldo flashes with sudden fury and draws a dagger from his belt. Conan angrily berates the sobbing Zenobia.

CONAN

You forget your place! Dishonour me before my guests and my bride!

RINALDO

The dishonour is yours tyrant! Die!

Rinaldo leaps out of the crowd, dagger upraised.

ZENOBIA

Rinaldo! No!

Off-guard, Conan drunkenly stumbles back. Zenobia catches the charging poet's leg, throwing him off balance. His blade only slices across Conan's calf.

Pain instantly sobers Conan. With a snarl, he wheels as the poet's knife slashes wickedly. Conan nimbly evades the blow and swats Rinaldo's jaw with his open palm. The minstrel careens to the floor, the knife clattering from his hand.

Before Rinaldo can move, the young Poitainian Captain has his sword at the poet's throat, all set to skewer him.

CONAN

Hold!

Blood streaming down his calf, Conan limps over to the prostrate poet, yanking him up by his jerkin.

CONAN

Are you mad, minstrel? You insult me in sly verse. Taunt me with pretty poetry. And I turn a deaf ear. Now this!

(bellowing)

What have I ever done to you!

He shakes the poet, then tosses him back to the floor.

RINALDO

What you do to every man! You and your like. Because you overthrow a despot, you think you are not one. And entitled by your might and your arrogance to rule.

(rising, defiant)

I am only one voice, Conan, and you do not heed my songs. But one day the voice of the people will sing them, then you... and all these aristocratic apes... will hear! Now kill me and be done with it.

Eying Rinaldo coolly, Conan picks up the dropped dagger. Zenobia shudders fearfully as Conan examines it. Then he flings it at the poet.

Zenobia stifles a cry. Rinaldo has no time to react. It doesn't matter. Conan wasn't aiming for him. With a "thunk", the dagger sticks into Rinaldo's lute.

CONAN

Stick to your lute, minstrel. You handle it better than a blade. I've not paid for your wedding songs. Are they worth your life?

Rinaldo can't believe it. Relieved yet irritated by the King's mercy, he's amazed at the King's stupidity. Emboldened, he grins arrogantly.

RINALDO

Worth far more.

CONAN

Well, tonight you work cheap.

With a mocking bow, Rinaldo turns to go. Publio protests.

PUBLIO

Your Highness...

Conan shushes him with a hand.

CONAN

Rinaldo...someday you will sing a different song about me. I am not what you think.

Rinaldo points to the kneeling Zenobia, blood trickling down her lip. Conan winces contritely at his unintended hurt.

RINALDO

You are a barbarian. And no matter how many thrones your greasy haunches straddle, you will always be a barbarian.

Conan silences protesting crowd with a gesture and moves face-to-face with the poet. Rinaldo tries to hold his ground, but he can't quite look Conan in the eye.

CONAN

And you will always be a great poet. But you are a little man. And neither a king nor a barbarian fears a little man.

Conan turns his back on the poet. Chastened and stung by the king's pardon and his contemptuous dismissal, Rinaldo swiftly exits the hall. Conan stops by Zenobia. With his finger, he gently wipes the blood from her lip.

CONAN

Forgive me. It seems the Fates dealt a fair hand, and a Fool threatened death, after all. But no more black thoughts.

(to all)

...Tonight is my wedding night! And everyone must share our joy!

The crowd cheers. Akivasha smiles and, taking his hand, the two parade through the crowd out of the hall.

CAMERA PANS TO FLOOR. TO THE CARD being trampled underfoot by the milling wedding guests...THE HAND OF DEATH, its SKULL-FACE leering up into the CAMERA.

INT. ROYAL BEDCHAMBER - NIGHT

Conan sits on the edge of the bed, as Akivasha washes and dresses his wound. She gets some blood on her fingers.

AKIVASHA

Your blood is deep and rich. That is good.

She sticks the bloody fingers in her mouth, slowly, sensually licking them clean.

AKIVASHA

Now your blood is mine.

Conan pulls her to him, falling back on the bed, covering her with greedy kisses. His hand caresses her. She takes it in her own, fondling the Lion-head ring on his finger. It fits his finger snugly but she tugs it off and playfully puts it on her own. Conan smiles.

AKIVASHA

You are like the lion. Bold and strong
and wild. I have never known a man such
as you.

(strokes his muscles)

The blaze of your eyes maddens me. The
touch of your rough hands makes my heart
pound...feel.

She slides his hand inside her gown, sighing deeply as he cups her breast. He leans down to kiss it and sees...

THE SCARLET FLAME TATOO...in the curve of her breast. He traces it in curious exploration. Akiyasha smiles.

AKIVASHA

The fire of my passion...Love me.

He does.

INT. BEDCHAMBER - SERIES OF SHOTS - LOVEMAKING

Intense and wild. Candlelight and shadow play along the curves of their naked bodies, writhing in fierce passion. CAMERA PULLS IN CLOSE ON...

AKIVASHA...her auburn mane spilling across her flushed face. Quivering breaths gasp from her trembling lips. Her fingers wrap about Conan's broad shoulders, pulling him tightly against her. Her smile is one of violent, earthy ecstasy.

DISSOLVE TO:

INT. ROYAL BEDCHAMBER - LATER - NIGHT

Conan sleeps soundly. Slender fingers run lightly across his massive chest rising and falling in deep, even breaths. CAMERA BACK...Akiyasha admires Conan in lusty satisfaction.

She rises from the bed. Moonlight fondles her perfect body, as she goes to...

A MIRRORED VANITY TABLE....Akiyasha sits and opens a jeweled box on the vanity. From it, she plucks out an EXOTIC PURPLE LOTUS. She smells the flower and smiles...then CRUSHES it tightly in her hand.

From her clenched fist oozes a PURPLY PULPY LIQUID which she catches on her forefinger and applies to her lips.

EXT. ALLEY - NIGHT

The YOUNG POITAIN CAPTAIN lurches down an alley, bottle in hand, drunkenly humming a snatch of song. Suddenly, THREE SHADOWED FIGURES block his path. The Captain smiles up at them good-naturedly and raises his bottle.

CAPTAIN

(slurred speech)

Gentlemen! Join me in a toast to our king's bride. Long Life!

The captain brings the bottle to his lips just as A GLINT OF COLD STEEL flashes out from one of the Shadows. Cold Steel driven into the Captain's chest.

He staggers. Not from drunkenness. The bottle slides from his limp fingers. Crashing on the cobblestones. Wine and blood gurgle out of his slack mouth as he follows the bottle to the ground.

The three Shadows step forward. Orestes and his henchmen, Gromel and Zukeli. Orestes slides his snake-handled knife back into his staff.

ORESTES

A longer life than yours, dog.

He motions to his lackeys and they hoist the body up and then disappear with Orestes back into the shadows.

INT. ROYAL BEDCHAMBER - ON CONAN - DAY

Conan, still asleep, stirs to the soft caress of a hand on his cheek. Conan opens his eyes. Smiles.

CONAN

Natala...

He reaches out for his wife, then stops...perplexed.

CAMERA BACK to include Akivasha, on the bed, dressed in her nightgown. Her smiling lips are stained a rich purple.

AKIVASHA

Don't you like the colour? Come then.
Kiss it off.

Her open mouth smothers him with deep kisses. He hungrily returns them. Then his arms go limp, sliding from her. Their lips part and Conan's head flops back on the pillows.

A strangled groan chokes in his throat as he tries to rise. His eyes glaze and roll up. He collapses in a dead lump on the bed, the purple stain smeared on his lips.

Akivasha calmly takes a kerchief from the belt of her gown and daubs Conan's lips clean. Then she wipes her own, leaving no trace of the purple stain. Stuffing the evidence in her gown, she calmly gets into bed with her unconscious husband, arranges herself and...SCREAMS!

INT. BEDCHAMBER - DAY

Weeping, Akivasha cradles her dead husband. Physicians and court officials crowd the room. Fric and Frac dog Publio as he paces agitatedly. Ascalante comforts his "niece". Tarascus suspiciously sniffs the wine jug by the bed.

AKIVASHA

It wasn't the wine. I drank some.

PUBLIO

But poison surely. How? Who?

AKIVASHA

The minstrel.

The suggestion - actually an accusation - quiets the hubbub in the room. A sly look passes between Ascalante and Tarascus. Akivasha points to Conan's calf wound.

AKIVASHA

It must have been on his knife.

Publio seizes on this suspect with relish.

PUBLIO

Tarascus, scour the city. That assassin must be found.

ZENOBIA (OS)

I'll take you to him.

All turn to...

ZENOBIA...standing in the doorway, her eyes moist with tears.

INT. TAVERN - DAY

Rinaldo is being shackled by several guards under Tarascus' direction. Zenobia watches in cold contempt.

RINALDO

Irony, isn't it? Once you gave all to save my life.

ZENOBIA

Ancient history and I see now a mistake. He was right. A little man. To kill the coward's way.

RINALDO

You besotted bitch! Have you lost all sense! If I wanted to kill him by guile, why do it in a room full of witnesses! Do you forget the Hands of Fate?

The guards hustle him out, but the ferocity of Rinaldo's protest has shaken Zenobia. She rushes to the tavern door, watching in uneasy doubt as Rinaldo is hauled off.

EXT. TEMPLE OF MITRA - NIGHT

Austere and solemn in the moonlight.

INT. TEMPLE OF MITRA - RECEPTION CHAMBER - THE KING'S BODY - NIGHT

THE KING'S BLACK-ARMoured CORPSE in state on a formal bier, draped in garlands and the Lion Banner of Conan. The closed visor obscures his face; his hands reverently clasp the sword on his chest.

CAMERA BACK. A veiled Akivasha sits on a dais before the bier with Publio, Ascalante, and other court dignataries watching...

A PARADE OF MOURNERS...file by, paying their last respects to the late lamented. Among them...

ZENOBIA...shrouded in mourning, weeping with the rest of the harem. Unable to control her grief, she flings herself upon the bier, grasping a cold hand and kissing it.

Valerius, flustered, pulls the distraught woman away.

VALERIUS

Control yourself, child.

As he yanks her back, THE LION'S HEAD RING SLIPS OFF THE CORPSE'S FINGER INTO HER HAND! But the agitated Valerius doesn't notice as he slaps the hand across the other and shoves Zenobia back in line.

Zenobia furtively gazes at the ring in her hand, confusion clouding her brow, then suspicion. She glances at...

AKIVASHA...the perfect picture of grief...Her exquisite face hidden by her veil and the temple braziers' smoke.

INT. SCARLET CITADEL - ORESTES' SANCTUM - CONAN'S POV - NIGHT

A fiery spiral of light seeps from the grey blur. The Flame of Korsala - etching the fat, face of the eunuch, Zukeli, as he heats the blade of Orestes snake-head knife in the blaze. Gromel lurks behind him.

Then Orestes' leering face fills the frame.

ORESTES

I told you I'd return, dog.

TO SCENE

The taunt is addressed to a groggy Conan, supine against a stone slab. His eyes focus on the sneering Orestes, the grinning Zukeli,...and the flame belching from the floor.

CONAN

Orestes! I must be dead and in Hell.

ORESTES

You're not that fortunate.

Conan sees he's in an UNDERGROUND CHAMBER below the Citadel. The only light is The Flame of Korsala, coiling from the rock floor through the ceiling to the main hall above.

Though hollowed from the earth, Orestes' Sanctum is richly appointed. Tables and shelves are litter with arcane literature, vials, and the other tools of sorcery. The decor incorporates ingenious devices of torture.

THREE SHADOWS lurk just beyond the flame's glow.

ORESTES

No need to hide in the shadows, lords.
Your mighty king can't hurt you now. Let
him see those who betrayed him.

Out of the shadows come Ascalante, Valerius, and Tarascus.

ASCALANTE

Not betrayal. Duty.

VALERIUS

The will of the Gods!

Conan scans their faces with contempt, lingering on Tarascus.

CONAN

And how do you justify treason, Tarascus?

TARASCUS

It's only treason if you lose.

With a snarl, Conan lurches at Tarascus...but not very far. His arms and legs are pinioned by heavy chains. Orestes howls gleefully.

ORESTES

The paralysis of the purple lotus has
worn off. Good! The senses must be
sharp for torture to be exquisite!

CONAN

I do not fear death, wizard. Do your worst.

ORESTES

O, I shall...But who spoke of death?
Before I am through, it is life you will
fear. Death you will scream for.

Conan spits in the wizard's face. Orestes wipes the spittle off and slaps Conan in one swift sweep of his hand. Conan laughs. Orestes whirls and grabs the heated knife from zukeii. He shoves the white-hot blade under Conan's nose.

ORESTES

Spit this out, dog!

Sweat beads on Conan's face from the blade's heat.. Orestes laughs, waving the knife tauntingly before Conan's eyes.

ORESTES

Now you will feel the searing embrace of
fire. Now you will wear the love-marks
of its caress on your flesh.

A HAND suddenly grabs the fiery-white blade, stopping its descent! Orestes, in anger and amazement, looks up at...

AKIVASHA...her hand calmly wrapped about the hissing blade. Wisps of smoke curl up between her fingers. Conan and the others stare in stupified disbelief.

AKIVASHA

You shouldn't play with fire, Orestes.
It holds too many painful memories for
you. See? Already the past comes
creeping back.

She gestures to his hand that grips the knife. The FLESH
BLOTCHES AND BLISTERS - ravaged by an invisible flame!
Orestes screams as his maimed fingers leap from the knife.
But the burn consume his forearm as, wailing, Orestes
collapses to his knees. His arm withers into the gnarled
misshapen lump it was before Akiasha healed him. In horror,
he holds it out to her.

ORESTES

(part command; part
plea)
Restore it! Make it whole again.

AKIVASHA

No. It will remind you who is master
here...

She grabs the snake-head knife handle and releases the blade. Her perfect white hand is unblemished and unburned. And the blade is now cool. Akiasha points it at the conspirators.

AKIVASHA

...Remind you all...

Ascalante and Valerius cower nervously. Tarascus smiles grimly, appreciating the irony.

TARASCUS

So you do not serve us...or even
Orestes...We serve you.

AKIVASHA

Serve well and you will share in glories
far beyond your petty ambitions.

The three stare at her in fearful mistrust. The uneasy silence is broken by Conan's booming laugh.

CONAN

Smile, nobles. You got what you wanted.
A new ass on the throne. And it only
cost you your souls!

ORESTES

What of this barking dog?

Orestes springs up, menacingly hovering over Conan who still laughs. As Akivasha approaches, Orestes shrinks back fearful of another sorcerous reprimand.

AKIVASHA

If you would be my acolyte, learn
this...even a dog has his uses.

Akivasha smiles blasely down on Conan, coyly running one of her tapered nails along his chest.

INT. SCARLET CITADEL - CATACOMBS - A CELL - NIGHT

Conan sits on the cell floor, littered with dirty straw and the bones of previous occupants. His arms are fettered fast to a ring in the stone wall; his feet, to a similar ring in the floor.

Akivasha stands before Conan in all her dazzling beauty, appraising him in cool penetrating silence.

CONAN

Who are you, witch?

AKIVASHA

Your wife...and mother of your child-to-be.

Conan listens in stunned silence. And wary disbelief.

AKIVASHA

A son, I think. Would you like to see him grow to manhood?

CONAN

What do you want? Why do you spare me?

AKIVASHA

Perhaps to restore you to the throne.

CONAN

(sneers)

At the price of my honour?

AKIVASHA'S

It's not your honour I want. It's you.

She caresses his face, Conan shuns her touch.

CONAN

Crawl back to whatever Hell you came from!

AKIVASHA

(smiles)

You would miss me. Even now my beauty stirs you.

She's right. Conan again turns from the siren, but her long fingers tangle in his hair, turning his face back to hers. Her soft breath is hot on his cheeks, her eyes devour him, her hands stroke his shoulders, neck, and face.

AKIVASHA

I hunger for the hard, vital passion of a man such as you. Submit to your desire, Conan. I will teach you all the exotic ways of pleasure. Show you secrets of the gods. Make you immortal. The earth will be our empire. Weld my heart to your heart, draw my soul to your lips.

She kisses him passionately. And Conan bites her lip! BUT INSTEAD OF BLOOD, FLAME SPURTS FROM THE WOUND. Conan jerks back, shocked. Akivasha covers her lip with her hand.

CONAN

Harlot of darkness! What are you?

Akivasha withdraws her hand. Both the wound and the fire on her lip are gone. But not the fire in her glaring eyes.

AKIVASHA

I am not to be spurned, barbarian.

She exits, locking the door and taking the RING OF KEYS. Conan watches her disappear through a GRATED PORTAL down the corridor.

INT. SCARLET CITADEL - CATACOMB ANTECHAMBER - NIGHT

Zukeli waits in the antechamber beyond the portal. Akivasha hands him the ring of keys. Zukeli bows and Akivasha exits up the winding staircase.

Zukeli studies the keys in his hand; then, grinning, glances down the portal to the dark cell down the corridor.

INT.CITADEL CATACOMBS - CONAN'S CELL - NIGHT

Conan tests his chains. As he curses and strains at them, his efforts are mocked by a high-pitched titter. Conan's head snaps to the cell door where...

ZUKELI...unlocks the door. He waddles into the cell, giggling, temptingly jingling the keys at Conan. The eunuch's high-pitched voice is laced with malevolence.

ZUKELI

Long have I wished to meet Amra the pirate. You and your Corsairs once sacked my village.

(dangles the keys)

What will you give me for them?

CONAN

Ten thousand golden lunas.

ZUKELI

Not enough.

CONAN

Fifteen thousand!

Zukeli whoops in delight, stamping his fat feet in a frenzy of barbaric gratification.

ZUKELI

More! Offer more! What will you give me?

Conan realizes he's being mocked.

CONAN

A broken back, if I were free, you hissing snake!

Zukeli whacks Conan across the jaw with the keys. Blood trickles from the barbarian's lip.

ZUKELI

(an angry screech)

Dog! Gold can never pay for blood!

The ring of keys slides down on Zukeli's fat wrist as his hands grab Conan by the throat, slowly exerting pressure. Conan chokes out a cough. Zukeli lets go.

ZUKELI

If I did not fear the red witch more than
I hate you, barbarian...

CONAN

The Red Witch? Who is she?

Zukeli's wicked titter slides into a groan as his massive bulk suddenly slides to the floor in a heap. Out cold. He's been struck on the head by...

ZENOBIA...who's crept up behind and hit him with a thigh bone. She stoops and takes the keys off the eunuch. Conan, though surprised, is also damned glad.

CONAN

Zenobia! How did you know I was alive?

Zenobia holds out his lion's head ring.

ZENOBIA

I've spent too many nights with you to know this doesn't slip off your finger as easily as it did the corpse's lying in state.

She slides the ring on his finger with some difficulty, then goes about unlocking his manacles.

CONAN

Clever girl. How did you find me?

ZENOBIA

I followed your "widow" here. Rinaldo was not the fool foretold in the Hands of Fate. You were. Betrayed by love.

CONAN

Not to mention several of my nobles. And an old friend of ours...Orestes!

The news makes Zenobia shudder. Conan steadies her.

CONAN

Don't lose your nerve now, wench.

Conan appraises the brave girl in his arms with admiration. He impulsively kisses her.

CONAN

By Crom, I'll make you Queen for this!

Zenobia shifts out of his arms and unlocks his feet.

ZENOBIA

You already have one.

CONAN
(grimly)
As you said, my widow.

ZENOBIA
Not yet. But if we do get out here,
there is something you can do for me.

CONAN
Name it!

ZENOBIA
Save Rinaldo!

CONAN
Rinaldo? From what?

ZENOBIA
(points to leg wound)
They say his knife was poisoned. They're
executing him for your murder.

CONAN
Ha! Well, it's not as though he didn't
try. Why should you care?

ZENOBIA
He's my brother.

Conan absorbs this revelation in stunned surprise. Then
guffaws.

CONAN
The Gods will have their little jokes
Ha! Ha!...Zukeli!

Conan shouts after Zukeli who's again conscious and shooting
through the cell door. Conan is out of his irons and after
him. But Zukeli runs fast for a fat man and he darts down
the corridor and through the grating.

AT THE ANTECHAMBER PORTAL

As Conan rushes up to the portal, Zukeli, in the antechamber,
releases the lever of the grate. The heavy metal grate
rattles down and crashes closed with a clank, cutting off
Conan and Zenobia's exit. In frustrated fury, Conan shakes
the iron bars, straining to lift the grate. To no avail.

Zukeli charges up to the grate, laughing his hissing laugh.

Conan's hands dart through the bars and lock on Zukeli's
throat. Stunned and surprised, Zukeli growls, his own hands
strike like a pair of twin serpents, closing on Conan's neck.

Legs braced, arms rigid, muscles rippling, they stand like
statues. Zukeli grimaces with exertion but the iron cords
of Conan's neck will not surrender to his fingers.

Conan's fingers grind into Zukeli's neck. Fear floods his eyes. He releases his grip on Conan's throat and he tries to tear away the barbarian's inexorable fingers.

With a savage wrench, he twists Zukeli's head around until the ghastly painted face leers over its shoulder and the vertebrae snap like a rotten branch. Conan releases him and the eunuch's fat body flops grotesquely against the grate.

Conan again tries to lift the grate. He can't. Taking the sword off Zukeli's corpse, he stretches arm and blade through the bars in a vain effort to reach the lever.

Conan looks past his cell down the corridor. It winds away into darkness. He takes a torch from a niche and, gripping his sword, turns to Zenobia.

CONAN

How's that nerve of yours?

She clutches his arm, taking a deep breath, and, together, they march down the corridor.

INT. CITADEL CATACOMBS - CORRIDOR - NIGHT

The torch scarcely drives back the darkness. Other corridors branch off, but Conan and Zenobia move straight ahead.

A CACKLING SCREAM -- half-human, half-animal -- echoes from the one of these side passages. Zenobia shudders and clings to Conan. The barbarian's blade sweeps through thick cobwebs that hang from the low ceiling. STRANGE SHAPES, beyond the torch glow, SCUD AND SLITHER along the walls and floor.

Suddenly, a LOW MOAN emanates from the blackness. Not far ahead. Conan holds the torch aloft, revealing a BROAD CELL, forming a cul-de-sac at the end of the tunnel.

The door of the cell is unlocked, hanging ajar on rusty hinges. But there is A PRISONER within, shackled by something more terrifying than chains and bars.

THE MAN LIES TWISTED WITHIN THE TENDRILS OF A THICK VINE GROWING THROUGH THE STONE FLOOR. It is covered with strangely pointed leaves and huge crimson blossoms. One blossom hovers over the man's face, its stamen thrust down his mouth.

A low, gurgling MOAN drools from the man's loose lips, his head rolls in unbearable agony. His eyes peep over the edge of the blossom; the blank, glassy eyes of an idiot.

Reacting to the light or, perhaps, the presence of intruders, the petals of the livid blossoms fan out like the hood of a cobra and the whole plant shakes and sways toward them.

The leaves rattle and hiss and suddenly, a branch shoots out of the cell door, entwining Zenobia's ankle.

The girl screams as the plant drags her into the cell. All impulse and instinct, Conan leaps into the tangle of foliage, hacking and hewing, even as the twisting limbs encircle him.

Spying the root-stem, Conan slices at it with a mighty stroke. The plant shudders and hisses something resembling a scream. The vines shrink back from Conan and Zenobia. Again, the blade bites into the stem, severing it completely.

The wretched man in its clutches is throw violently aside as the great vine writhes. The tendrils thrash, the leaves shake, the huge petals convulse, their vivid crimson pales and dims. The plant knots and rolls into a ball. Reeking white liquid oozes from the severed stump.

Conan and Zenobia go to the aid of the freed man. Conan braces him up against his knee and GASPS IN RECOGNITION! The plant's victim is his old friend, the wizard, AKIRO.

CONAN

Akiro!

AKIRO

(faint recognition)

I know you!

CONAN

It is me! Conan!

AKIRO

Conan! Yes! I remember now...

(bitterly)

Orestes!

(anxiously)

What is the year?

CONAN

The year of the gazelle. In the month of Yuluk.

Akiro sucks in his breath, shaking his head to clear out the remaining cobwebs.

AKIRO

Two years! Two years that devil-plant has sucked my mind. I could not remember the words and symbols of my magic!

CONAN

How did you get here? What brought you to Aquilonia?

AKIRO

A woman...A woman of terrible beauty. And on her breast...

With his finger Akiro draws in the dust of the floor. Zenobia holds the torch up to it. Conan heaves in recognition.

THEIR POV - ON FIRE-SYMBOL

The torchlight flickers on Akiro's dust-drawing. IT IS THE FLAME-SYMBOL tattooed on Akivasha's breast.

AKIRO(OS)
...burns this fire of Hell...

BACK TO SCENE

Conan's eyes are riveted on the symbol.

CONAN
My wife!

Akiro reels at the news. He grabs Conan by the arm.

AKIRO
You are married to this woman?

Conan nods. Akiro inhales sharply and makes a sign with his hands meant to ward off evil.

AKIRO
Then I am too late. She has been
ressurrected.

CONAN
Resurrected?

AKIRO
My friend, your bride is over three
thousand years old. You have wed
Akivasha, the Red Witch, Queen of
bloodstained Acheron. Akivasha reborn!

Zenobia gasps a sob. Conan stares grimly at the symbol.

INT. CATACOMBS CORRIDOR - NIGHT

Conan and the others trudge back through the passage. Again, an inhuman wail rumbles up from one of the side corridors. Again, creepy-crawlies skitter in the darkness. While Akiro boldly trods straight ahead, Conan hesitates at one of the off-shoots of the corridor.

CONAN
That way leads back to the grate.

AKIRO
Any other way leads to Hell. Never fear.
My powers begin to wake. Let us see this
grate.

He leads on, the others follow.

AKIRO
So you are king now, Conan?

CONAN
Was king.

AKIRO
King by your own hand, even as I predicted.

CONAN
And will be again, when I get my hands on Orestes and that she-demon.

Akiro again wards off evil with a frantic gesture.

AKIRO
I think not, my friend.

Akiro's pessimism irks Conan.

CONAN
What makes you so sure?

AKIRO
It was my ancestors who defeated the Red Witch three thousand years ago. They buried her body deep in the jungles of far-away Khitai. And drained her blood, for it had been foretold that through her blood Acheron would rise again...

INT. CITADEL CATACOMBS - ANOTHER PART OF THE CORRIDOR - NIGHT

The three progress down the passage. Akiro rambles on.

AKIRO
I am the last of my people. The last to know where Akivasha lay hidden.

CONAN
Until Orestes found out.

* Again, Akiro makes his sign, snarling angrily.

AKIRO
Aye! Through me.

ZENOBI
How?

AKIRO

Two years ago, a vision of Akivasha
haunted my sleep. Drove me to come here.
(savagely)

A vision conjured by Orestes! To lure me
into his power so that he might pluck the
secret of her tomb from my brain and
leave me in the shackles of that soul-
drinking weed.

INT. CITADEL CATACOMBS - THE GRATED PORTAL - ON ZUKELI

Zukeli's head flops awkwardly on his shoulder. His body
slumps against the grate. A harsh laugh is heard. Akiro's.

AKIRO

Ha! Who is our doorman?

CAMERA BACK. Akiro crouches by the corpse, mimicking the
dead man's high voice.

AKIRO

Zukeli!...You fat, tittering turd!
(spits repeatedly)
So silent, Eunuch? No taunts now? No
torture? Why do you lie so stiffly?

CONAN

He's dead.

AKIRO

(grins)
Neatly done too. Your work?
(Conan shrugs
modestly)
Well, dead or alive, he'll open the grate
for us.

Akiro squats on the floor and, dipping his fingers in a pool
of Zukeli's blood, draws strange signs in it and incants.

AKIRO

Rise, pig! Rise from Hell and rise from
the cold floor. Open the door for your
masters. Rise, I say.

Akiro flicks some blood in Zukeli's face. The corpse jerks.
Zenobia stifles a cry. Zukeli's body slowly staggers up and,
his head bobbing on his broken neck, his blared eyes vacantly
staring, he waddles to the lever and cranks it.

The grate rises. Four inches. Six inches. Not quite a foot.
Then Zukeli suddenly stops. So does the grate. The dead
body slumps forward onto the lever. Akiro's spell is broken.
Conan looks at the narrow space dubiously, then at Akiro.

CONAN

That's it?

AKIRO

(shrugs)

I'm a little rusty. It's been two years.

Conan snorts in disgust, but Zenobia is already on the floor and just barely slides through the narrow gap. On her feet, she rushes to the lever, shoves Zukeli aside and cranks. It's a strain, but she raises it enough for Akiro and Conan to slip under it.

CONAN

Good Girl! I swear I'll make you Queen for this.

Zenobia's answer is a stifled cry. Conan wheels, following her frightened glance to...

THE STAIRWELL...and THE SHADOW lurking on the wall:

Motioning the others silent, Conan creeps to the stairs and, with a swift pounce, leaps up onto...

INT. SCARLET CITADEL - CATACOMB STAIRWELL

...the stairs, startling Gromel, lurking there. The giant flings his torch at Conan and dashes up the steps. Batting the torch away with his sword, Conan springs on Gromel.

His upraised blade plunges into the giant's back and is driven out his chest by the impact of Conan's bulk atop him. Amazingly, the blow only knocks him to his knees.

Conan, still gripping the sword, whips against the stone wall as Gromel tries to dislodge him.

Gromel writhes wildly, careening Conan into the wall. The sword handle snaps off, and Conan, still gripping it, rolls halfway down the stairs.

Gromel, broken blade impaled through his body, staggers up the stairs toward Orestes' sanctum. Shaking himself, Conan scrambles after him.

INT. CITADEL - OUTSIDE ORESTES' SANCTUM - NIGHT

Gromel barges through the iron door, then whirls and slams it on the pursing Conan, crushing him between it and the jamb. Conan crumples with a winded gasp.

Gromel relentlessly bangs the door against the barbarian. Conan grabs the edge and shoves it back, slamming it against Gromel's chest and driving back the protruding broken blade.

Wailing in agony, Gromel reels against a work table. Even as Conan staggers to his feet, the giant snatches up a VESSEL OF BUBBLING LIQUID and flings it at him.

Conan ducks behind the door. The vial smashes against it, its contents smoking and eating into the iron.

Before Conan can gain his feet, Gromel descends on him, yanking him over his head like a rag doll.

Groggy from the door-bashing, Conan struggles in the giant's grip. Blood from Gromel's wound flows everywhere, but he will not fall. He heads for the Flame of Korsala, intent on tossing Conan into it.

Conan reaches down and shoves down on the edge of the broken blade, causing it to rip up. Gromel gasps and buckles.

Dropping Conan, Gromel claws at the spurting gush of blood from his chest, then plummets lifelessly to the floor.

Wiping splattered blood off him, Conan rises as Zenobia and Akiro rush into the room.

ZENOBIA

Conan! Are you all right!

CONAN

(surly)

Just getting warmed up.

He storms from the room. Alarmed, Akiro sprints after him.

INT. SCARLET CITADEL - STAIRWHEEL - NIGHT

Conan dashes up the steps two at a time. Akiro and Zenobia scurry after him. Conan pushes through the bronze door.

EXT. SCARLET CITADEL - RUINS - NIGHT

The Flame of Korsala coils into the night sky. Akiro and Zenobia find Conan at the edge of the ruin staring down on his capital city in dark reverie.

AKIRO

We must escape. You cannot do what you're thinking?

CONAN

I can. Once the army knows I'm alive, we'll...

AKIRO

(cuts him off)

...drowned your kingdom in bloody doom!
Listen to me!

(points to flame)

Only the Kiss of Korsala could have
revived Akivasha. The unholy kiss of
Blood and Flame. And there is no human
way to extinguish it.

ZENOBIA

A Kiss..."The fate of your kingdom will
be found within a kiss".

The recalled prophecy unsettles Conan, but doesn't deter him.

CONAN

There must be a way.

AKIRO

Not here, not now.

ZENOBIA

He's right, Conan. Flee.

CONAN

And Rinaldo?

ZENOBIA

Dies at the moon's zenith. Burned alive
on your funeral pyre. You cannot save
him now.

CONAN

I can try, by Crom!

EXT. CITY WALLS - MAIN GATES - NIGHT

WAYFARERS pass through the gates observed by a PAIR OF GUARDS
in the livery of the DRAGON LEGION. Occasionally, they stop
someone for a routine inspection. CAMERA PANS TO...

CONAN...and his companions, lurking in a DITCH along the road
to the gate, watching the traffic...and the guards.

ZENOBIA

Tarascus's Dragon Legion man the gates.
You'll never get past them unseen.

CONAN

Meet you inside.

Conan has spotted an opportunity...and stealthily slides over
the rim of the ditch and rolls out under a...

CAMEL...laden with trade goods, stopped in the the road. The merchant curses and tugs at the camel's bridle, trying to coax it out of it's recalcitrance and doesn't see...

CONAN...grabbing the saddle cinch and pulling himself up against the camel's underbelly. He beams a crafty smile to his chums as he disappears up under the flowing saddle cloth that drapes the camel's flanks, unseen by all except...

HADRATHUS, HIGH PRIEST OF ASURA...exiting the gate. By pure happenstance, he witness Conan's hitchhike. He curiously watches as the camel bleats and lurches forward. Akiro and Zenobia scramble from the ditch and nonchalantly fall in behind the camel. Hadrathus heads back through the gate.

Ambling alongside the camel, Akiro furtively flips back a corner of the saddle cloth. Conan hangs to the harness, legs wrapped against the camel's haunches. Conan grimaces as he jostles to the loping stride.

AKIRO

Comfy?

CONAN

(mutters)

Fleas!

Grinning, Akiro drops the cloth down, as the merchant stops at the guard's command. The guard talks to Hadrathus then, ushering him through, inspects the camel. The other guard halts Zenobia with a friendly smile.

GUARD #1

You're out late, Zenobia.

(eying Akiro)

And in strange company.

ZENOBIA

A music master from the East come to honour the Queen with an ode for her late husband.

Akiro bows politely. Out of the corner of her eye, Zenobia watches the other guard circling the camel.

ON CONAN

...clinging to the camel's underside, watching the boots of the guard pacing about the beast. He also picks up a snatch of Zenobia's conversation with the other guard.

GUARD #1 (OS)

Ha! One poet to kill the king, another to mourn him.

BACK TO SCENE

Waving Zenobia and Akiro through, the Guard chuckles at his joke. His crony joins them. THE CAMEL RELIEVES HIMSELF!

The guard leaps back from the spray of CAMEL PISS and jerks a surly thumb for the merchant to move on. He and his camel enter the city, leaving in their wake...

A MUDDY PUDDLE...Zenobia and Akiro look at the puddle and exchanging a helpless shrug, follow the camel in. HADRATHUS watches them go, indulging in an amused smile.

EXT. CITY SQUARE - NIGHT

Zenobia and Akiro, following the camel, watch Conan drop out from under the beast and roll into an alley.

EXT. ALLEY - NIGHT

Akiro and Zenobia find Conan gasping for breath, drenched in camel piss. They try vainly to suppress their amusement.

AKIRO

Well, it probably drowned the fleas.

With a disgusted snarl, Conan shakes the pungent wetness from him like a dog shakes water out of his fur.

EXT. TEMPLE OF MITRA - NIGHT

A HUGE PYRE has been built before the temple. Already MOURNERS...or more likely EXECUTION GAWKERS...have gathered. Under the raucous jeers of the crowd, Tarascus supervises the tying of Rinaldo to a crucifix at the foot of the pyre.

SPECTATOR

A song, Rinaldo! Sing us a song!

The chant is taken up by the crowd....and Rinaldo obliges.

RINALDO

(singing)

"All fled - all done, so lift me on the
pyre;
The feast is over and the lamps expire."

The song has a chilling effect on the riotous crowd; it's plaintive melancholy moving them to somber quiet.

CONAN(OS)

A misguided fool..

EXT. ALLEY OFF THE TEMPLE - NIGHT

Conan and his companions watch the funeral and execution preparations from an alley that runs along the temple.

CONAN
...but a gallant one.

ZENOBIA
A dead one.

Conan turns to Zenobia. Both she and Akiro reel back from the stench exuding from him, Akiro holding his nose.

ZENOBIA
Even you can't get him out of that. I was wrong to ask you.

CONAN
(smiles)
If I can't keep a promise to my most loyal subject I'm not fit to be king. Come...There's a back way in.

AKIRO
All right, but just stay down wind.

As they disappear, Hadrathus steps out of a shadowed alcove and darts off in the opposite direction.

INT. TEMPLE OF MITRA - RECEPTION CHAMBER - NIGHT

TWO PRIESTS flank the bier of the dead king. One wrinkles his nose in disgust, then takes a surreptitious sniff under his arm. Caught by his fellow-priest in mid-whiff, he lowers his arm sheepishly.

PRIEST #1
Something stinks!

He cast a suspicious eye on his pal who bristles indignantly.

PRIEST #2
Well, it's not me!

CONAN
It's me!

Conan pops up from behind the bier and, lunging over the corpse, cracks the startled acolytes' heads together. The pair collapse at the foot of the bier. Akiro and Zenobia creep out of hiding and drag the bodies into the shadows.

Outside the chamber, the solemn scuffle of sandalled feet echo in the cavernous halls of the temple.

AKIRO

Quickly, Conan.

Conan raises the corpse's visor. It is the Young Captain from Poitain.

CONAN

Heads will roll for this.

EXT. TEMPLE OF MITRA - NIGHT

The moon is at zenith. A PRIEST blows a CONCH SHELL, announcing Akivasha who appears on the temple balcony with Ascalante. Tarascus salutes them, then with a gesture, commands his troop to force the crowd back from the pyre.

Rinaldo, hanging limply from his cross, lifts his head to see the heavily-veiled Queen.

ON TEMPLE BALCONY

Akivasha surveys the spectacle below, as a voice assails her from the shadows.

ORESTES(OS)

You promised him to me!

Orestes thrusts his head out from behind the curtained entrance. Akivasha answers him without looking at him.

AKIVASHA

I promised his destruction. He is deposed and we sit at his funeral.

ASCALANTE

(to Orestes)

Get back before you're seen!

Orestes snaps his head back as Ascalante draws the curtains. Below, the Priest blows the conch shell again. It's lonely wail is answered by a solemn drum. The dirge commences as

PUBLIO AND VALERIUS...lead a PROCESSION OF PRIESTS bearing the BLACK-ARMoured CORPSE out of the temple to the pyre. One Priest holds a torch aloft. Another swings a CENSER, billowing smoke. Publio crinkles his nose.

PUBLIO

(sniffing)

I think the body's gone ripe.

VALERIUS

Good thing we're burning it
(to incense bearer)

A bit more liberal with that incense!

The incense bearer swings the thurible in a wider arc.
CAMERA PANS IN on the HOOD-SHROUDED FACE. It's Zenobia in disguise. She looks over at the TORCHBEARER...Akiro!

The body is lifted to the pyre. Valerius takes the torch from Akiro (bowing low to hide his face) and he and Publio mount a platform to the top of the pyre.

PUBLIO

(to Rinaldo)

Well, Assassin, finally at the feet of your master.

RINALDO

No man is my master.

VALERIUS

Death shall be!

(makes a pious
symbol)

Holy Mitra condemn your foul soul to the darkest pit of Hell!

CONAN(OS)

The church is such a comfort.

Both Publio and Valerius turn to...

THE CORPSE...rising up on the pyre...like a shadow-clad wraith. His closed visor leers into the flickering light of Valerius' torch like a black, faceless death's head and his raised sword glints like white ghostly fire.

VALERIUS

(quailing in fright)

Mitra!

CONAN

I send you to him, Valerius!

The sword flashes in the torchlight and...

VALERIUS' HEAD...sails out over...

THE CROWD...gaping in stunned awe as are...

TARASCUS and his Dragon Legion...too startled to move. Nor can...

THE PRIESTS OF MITRA...except for the imposter priests, Zenobia and Akiro, as they glance up at..

AKIVASHA...clutching the balcony rail, fixated on...

THE SWORD...in the Dead King's hand, slashing down past...

PUBLIO...standing, dazed, next to the weaving headless corpse of Valerius, still holding the torch aloft. Publio shudders as the blade whizzes by and bites into...

THE ROPES...binding Rinaldo's feet. Twice more the sword swishes, skillfully cutting the cords binding Rinaldo's wrists. As the poet falls from the crucifix..

VALERIUS' HEADLESS CORPSE...careens onto the pyre, the torch in his lifeless hand igniting it, and...

HIS SEVERED HEAD...plops among the crowd and...

PANDEMONIUM. THE WHOOSH OF FLAME and the catapulted head stirs the crowd from riveted horror to frantic fear.

Screaming, the gawkers crush and trample each other to escape the fury of the dead. Tarascus screeches orders at his men.

TARASCUS

A trick of the poet's! Cut them down.

But first they must get through the panicked crowd. Meanwhile Conan has his own trouble. The flames quickly engulf the pyre. Rinaldo over his shoulder, he leaps onto the platform. Publio, quavering, meets him with drawn sword.

PUBLIO

Stop in the name of justice.

CONAN

I am justice, you old fool!

With a flick of his blade, Conan smacks the sword out of Publio's hand. Rinaldo snatches the handle and, with a snarling laugh, lunges at the councillor. Avoiding the thrust, Publio totters on the platform's edge.

Conan's arm shoots out and grabs Publio before he topples into the flaming pyre. Thrusting the petrified councillor aside, he swats Rinaldo with the flat of his sword down the platform steps.

CONAN

I'm justice, not you!

RINALDO

I know that voice!

As they dash onto the square, the angry temple priests converge on them. Conan scatters them with a wild sally and, from behind, Zenobia, swinging the censer like a mace, cracks cowed skulls everywhichway.

But Tarascus and his men are breaking through the crowd.

CONAN

Quickly.

He cuts a swath for them through the priests, who scatter.

RINALDO
Conan! Or his ghost!

CONAN
We'll both be ghosts, if you don't hurry!
(shouts to Zenobia)
Into the temple!

He shoves Rinaldo to her. He recognizes her under the hood.

RINALDO
Zenobia!

She grabs him and, with Akiro, makes for the temple. Conan covers their retreat, meeting the first onslaught of guards.

ON THE BALCONY

Akivasha watches the slaughter in admiring awe. Orestes pokes his head out at the sounds of the disturbance.

ASCALANTE
Who is it?

AKIVASHA
Who else?

ORESTES
It can't be.

AKIVASHA
He escapes your dungeon and comes back to
save the fool who doesn't even like him!
Ha! Was there ever such a man as this!

She claps her hands in glee, her dark eyes drinking in Conan. And the obvious dawns on Orestes.

ORESTES
You desire him! That's why you let him
live. To indulge your coarse passion!

Snarling, Akivasha slaps Orestes. FOUR THIN FLASHES OF FLAME burst along his cheek in the wake of her rending nails. With a whimpered gasp, he clutches his face, falling to his knees.

AKIVASHA
My passion burns, slave.

She turns to the battle below. Conan drives his attackers back, then retreats towards the temple. Akivasha sweeps into the curtained archway. Fearfully glancing at Orestes' scorched cheek, Ascalante follows after the Queen.

INT. TEMPLE - MAIN HALL - NIGHT

Conan tears into the temple, shouting to his companions.

CONAN

The back way!

RINALDO

You are Conan!

CONAN

Run your legs, not your mouth.

RINALDO

Why run at all? Reveal yourself!

CONAN

Hurry!

Too late. A dozen soldiers barge in, Tarascus at their head.

TARASCUS

In the Queen's name, lay down your arms!

RINALDO

In the King's name, lay down yours!

Before he can be stopped, Rinaldo plucks off Conan's visored helmet, who mutters an oath as his identity is revealed.

RINALDO

I swore my innocence. Here is my proof.

Publio suddenly breaks through the press of guard.

PUBLIO

Where are...?

Seeing Conan, Publio sputters, points...AND FAINTS.

RINALDO

Well, one of you knows how to flop before your king. Are the rest of you blind or just bad-mannered? Conan lives!

A couple of soldiers hesitantly begin to kneel before Tarascus' sharp voice brings them up short.

TARASCUS

Conan is dead!

The soldiers look to Tarascus, confused and waiting for a cue. Rinaldo nervously yells at Conan.

RINALDO

Order them to obey!

CONAN
(flatly)
They won't.

Tarascus smiles. Very unpleasantly. His men are edgy.

TARASCUS
No...The Dragon Legion is mine...not your
army riff-raff...Hand-picked, pure-
blooded sons of Aquilonia...
(to his troop)
And I say to you Conan is dead! And
never again will a foreign mongrel hoist
his leg on our hereditary throne. Kill
the imposter!

Before they can react, Conan savagely lunges at Tarascus.

CONAN
Show them how, Traitor!

Swift as Conan is, Tarascus is swifter and, with a brilliant counter, fends off Conan's blade, nicking him in the shoulder. The legion shouts their approval. Tarascus grins.

TARASCUS
The crown's made you soft, Conan.

Snarling, Conan lashes out again with a wild sally. But again, Tarascus nimbly counters and draws blood. He acknowledges the cheers of his men.

But in his cockiness, he lets down his guard and Conan strikes a glancing blow on his forearm. Several of the legion rush to aid him, but Tarascus orders them off. Vanity and honour are at stake here for both men.

TARASCUS
Stand back! He's mine.

CONAN
I think not, Tarascus.

The blades cross again. Conan manages to hold his own, but the gnawing fact is Tarascus is the better swordsman.

TARASCUS
Think again. You used to be a fighter,
Conan.

The taunts unnerve Conan and his angry attack is sloppy.

TARASCUS
Now you're just slow and clumsy...

Enraged, Conan swings and misses and Tarascus' blade is at his throat.

TARASCUS
...and dead. Seems the funeral will
proceed. For Aquilonia!

But before Tarascus can strike, Zenobia does. With no sense of fair play, she whirls the censer and conks Tarascus on the head. His helmet flies off; and he crumples to the floor.

Their honour outraged, the Dragon Legion rallies and, echoing their fallen leader's cry of "AQUILONIA", charge. Conan and his clan tear down...

INT. CORRIDOR IN TEMPLE

...and the enemy is hard on their heels...

CONAN
(to Rinaldo)
Any more bright ideas?

RINALDO
Seems "Lament for a King" is more popular
than I thought.

CONAN
I hope I don't regret rescuing you.

RINALDO
You haven't yet.

Conan snatches Rinaldo's blade.

CONAN
Give me that before you hurt someone.

A sword in each fist, Conan meets the onslaught with precisioned fury. Three men go down. Unskilled though the recruits may be, Conan is hopelessly outnumbered.

CONAN
(shouts to others)
Get out!

Rinaldo's all for this. As he grabs Zenobia to lead her away, she surges forward, lashing out with her censer. The chain wraps about a soldier's throat and, as he tumbles choking, he jerks the girl down with him.

Conan cuts his way to her, losing a sword in the armor of a victim. They are surrounded as he reaches her. Only Akiro's intervention, having picked up a dead man's blade, allows Conan to pull the girl back from a dozen slashing swords.

INT. TEMPLE - MAIN HALL - NIGHT

Akivasha and her two cohorts rush onto a balustrade overlooking the hall. Below, Publio lies unconscious. Tarascus, groggy, staggers to his feet. From a nearby corridor swords clang and dying men wail.

INT. TEMPLE CORRIDOR

Fending off the swarm of guards, Conan and Akiro back down the hall, shoving Zenobia and Rinaldo ahead of them.

The soldier's attack is hesitant, none wishing to be the next to die. But then Conan slips in a puddle of blood. And Akiro, trying to catch him, loses his sword.

But out of nowhere from behind, A HALF-DOZEN COWLED FIGURES, steel glinting in their hands, fall upon the soldiers with murderous blows. An instant later, the corridor is littered with corpses and ONE OF THE PRIESTS - HADRATHUS - motions to Conan and the others.

HADRATHUS

Quickly, majesty. Others come.

Indeed, RAPID FOOTSTEPS clatter in the distance. Hadrathus points to a RAISED TRAPDOOR concealed under a floor TILE.

Conan and his band follow the Priests down the trapdoor. A Priest pulls it shut after them and the tile falls into place as Akivasha and the others enter the hall of death.

Akivasha scans the bodies, smiling grimly.

AKIVASHA

He's not here.

Blood dripping from his cut head, Tarascus stares at the slaughter about him, absorbing it with increasing agitation.

TARASCUS

My men! He's slaughtered my men!

Tarascus is jarred from his anguished disbelief by cold, sharp LAUGHTER, Akivasha's. Her eye gleam in wild delight.

AKIVASHA

He's worth the lot of you!

Tarascus cradles one of his dead recruits in his lap, seething with angry grief.

TARASCUS

I'll find him and have his head on a pike.

AKIVASHA

I WANT HIM ALIVE!...And you won't have to find him.

(devilish smile)

He'll be back...I'll be waiting.

Her eyes flash in dangerous anticipation as she sweeps out.

EXT. A PLAIN - ESTABLISHING SHOT - SUNRISE

A RIVER snakes through a rolling PLAIN. CAMERA PANS TO...

A RIDGE above the plain. FIVE COWLED PRIESTS sit on sweaty horses. CAMERA IN AS the largest priest throws back his hood...CONAN. He's tired and dirty. Having ridden all night. The other priests are his companions and Hadrathus.

HADRATHUS

It's been a long night's ride. But across that river and you're beyond Aquilonia's border. I leave you here.

Conan shakes the Priest's hand.

CONAN

You are a good friend, Hadrathus.

HADRATHUS

You were ours when you were king, milord. Gods grant you will be again. I will get word to Publio and Count Trocero.

CONAN

Tell Trocero to play the fox. To mourn my death and be loyal to my widow. But to secretly gather his knights and be ready when I return.

HADRATHUS

From where, my liege? Where do you go? What do you seek?

Conan looks to Akiro.

CONAN

What do we seek, Akiro?

AKIRO

The only thing that can destroy Akivasha.
The Breath of Crom!

All react to this.

EXT. WOODED GLADE - NIGHT

Firelight flickers across Conan's pensive face.

CONAN

When I was a boy, a strange ship once sailed up Thunder River past our village. On its prow was carved a flying fish. My father said they sailed North to the Ice Sea, seeking the Isle of Ever-Night and the Breath of Crom.

CAMERA BACK. Conan and the others huddle about a roaring campfire. Conan continues his story.

CONAN

I asked him what was the Breath of Crom. He said he did not know. For though many ships had sailed in search of it, none had ever returned. Nor did the ship with the flying fish.

AKIRO

You have no choice. It is writ in the Scrolls of Skelos. The Flame of Korsala fires Akiasha's heart and only the Breath of Crom can blow out the Flame.

ZENOBIA

Why?

PLUNK! A jarring, out-of-tune chord has been struck by...

RINALDO...on an old lute he has taken from his saddle-bag He answers his sister's question, as he tunes the lute.

RINALDO

Because it is the same breath that brought the flame to life...

(sings)

"The soul she steals, the heart she rips
Yet false the flame of her fair lips,
But not my pain's despairing heat,
A blaze to scorch foul love's deceit."

The tune is dark and melancholy. Akiro recognizes it.

AKIRO

You know the ancient ballad, poet.

RINALDO

More than your magic books tell the sad tale of Crom and Korsala.

CONAN

(curious)

What tale?

AKIRO

Crom was not always a dark and sullen god, Conan. Once he loved a mortal maid, Korsala, and took her to his domain deep in the earth. But Korsala feared that one day her beauty would wither and so she begged Crom to make her immortal. But Crom said, "Only the gifts of the Gods -- Earth, Wind, Water, and Fire -- can share their eternal fate." And told her to be content with the time they had.

Rinaldo, strumming the eerie tune, joins Akiro in the dramatic glow of the fireplace and takes up the story.

RINALDO

But Old Set, the Snake-God, desiring Korsala, wooed her with hissing lies, promising the immortality Crom denied. And so she surrendered to his slithering embrace and as she yielded to the kisses of his forked tongue,...

(strikes a chord for effect)

The Dark One bit her lip and smiled, "The
(hissing)
Kissss of Immortality. Go show Crom."

AKIRO

And when Crom saw the Mark of the Snake upon her, his hot rage made the blood upon her lip boil, then burst into flame.

Not to be outdone by Rinaldo's showmanship, Akiro tosses a log on the fire, making it flare up.

AKIRO

And the flame consumed her. And the earth trembled and cracked at Crom's anguish. And the flame of Korsala shot through the severed rock, exposing her shame to the world.

RINALDO

But also from the wounded Earth blew Crom's wounded passions, his bitter breath banishing them to the unfeeling frigid North.

(sings)

"Embrace the fire of passion fled
And I will send the tears I shed
On whirling winds of wailing woe,
All tender thoughts will be my foe."

Akiro tries to win his audience back.

AKIRO

And Set the Snake, his mischief done,
mocked Korsala, "You have found the
forever of fire in a bloody kiss and in
the kiss of blood and flame will Evil
thrive. For Crom casts aside the breath
of his heart and it grows cold. Even so,
he casts aside man."

Rinaldo upstages Akiro with a flamboyant riff on the lute.

RINALDO

But comes winter, Korsala shivers and Old
Set scurries for cover, for in the moaning
wind is heard Crom's haunted howl.

(sings)

"So her sin forever burn
Until my barren breath return.
An icy sigh from Heart's abyss,
A kiss to chill Korsala's kiss.

The melancholy notes linger on the night air.

CONAN

It is the only way?

AKIRO

The only way.

CONAN

Then I will seek the Breath of Crom. I
will go to Cimmeria. I will go home.

The fire spits as its glow dances along his determined face.

EXT. MOUNTAIN PASS - DAY

Conan and his companions ride along a mountain trail.
Rinaldo sings the Ballad of Crom and Korsala.

RINALDO

(singing)

"...So her sin forever burn
Until my barren breath return,
An icy sigh from heart's abyss,
A kiss to chill Korsala's kiss."

Conan pulls his horse alongside Rinaldo.

CONAN

I liked that song, poet...the first
twenty times I heard it.

RINALDO

Just trying to serve, my liege. If
you're going to chase after the Breath of
Crom, you best know its legend.

CONAN

Know it? I could sing it with you.

RINALDO

Excellent! Let's have a duet!

He plucks his lute. Conan stops him in mid-twang.

CONAN

Let's have peace and quiet.

RINALDO

Don't think I know it. Hum a few bars.

CONAN

Give it a rest, minstrel.

RINALDO

When you give us one! I'm tired, hungry, and saddle sore. One must do something to allievate the monotony.

CONAN

Take in the scenery...There's our destination.

He's reached the crest of the trail and points below to...

MESSANTIA...a small seaport. Ship sails dot the harbour and the blue bay beyond.

Rinaldo and the others survey the coastal town.

RINALDO

Messantia, the notorious port of Argos...
(a deep breath)

Ah, even the stench of salt air, stale wine, and rotten fish is appetizing to my dust-dry gullet. They say Amra the Pirate and his Black Corsairs plied their nefarious trade in these waters.

CONAN

(a knowing grin)

Do they?

RINALDO

Now there's a scoundrel worthy of a ballad...

CONAN

Perhaps, you should write one about him.

RINALDO

Perhaps, I will. So why have you brought us to this den of cutthroats?

Conan just smiles and spurs his horse down the trail.

INT. GEBEL'S HOUSE - STUDY - CLOSE ON HANDS - NIGHT

PUDGY HANDS sort a sort a PILE OF GOLD AND SILVER COINS into neat stacks. CAMERA BACK ON:

GEBEL...a portly merchant...who smiles oily as he makes a notation in his ledger and reaches for his wine cup. But another hand gets there first...hoisting it up...Gebel whirls and sees...

CONAN...quaffing his wine. Gebel blanches.

GEBEL

Conan! I heard you were dead.

CONAN

My enemies have killed me a hundred times by rumour. Yet here I am guzzling your wine. Good wine too.

Conan admires the richly furnished room.

CONAN

You've come up in the world, Gebel. Not like the old days. When you fenced stolen cargo out of a waterfront dive.

Gebel rises up haughtily.

GEBEL

The old days are gone. I've put off the past like a worn-out cloak.

Conan shoves Gebel back in his chair.

CONAN

You don't put me off like an old cloak. This fancy roof over your head was built on the profits of my booty, Spider.

GEBEL

(wincing)

Don't call me that! I'm respectable now. Besides all us merchants have dealt with you sea-rovers.

CONAN

But only you dealt with Amra the Lion and his Black Corsairs.

GEBEL

Mitra! Be silent. If that were known, I'd be ruined.

CONAN

You'd be hanged...But enough pleasant memories. I have friends waiting and business to discuss.

GEBEL

What do you want?

Conan smiles, knowing he'll get what he wants.

EXT. A SHIP - ON A WHIP - NIGHT

A WHIP CRACKS in the air. CAMERA BACK. A BURLY SLAVE-MASTER, walks among the bench-rows of sleeping GALLEY SLAVES, chained to their oars.

SLAVE-MASTER

Wake up, scum, the tide is high, the wind is low...So get ready to row...

As the slave-master passes, SERVIO, a thin, but wiry slave groggily glances around, his weary gaze suddenly excited. He nudges his drowsy bench-mate, LARANGA, a muscle-bound black, and points to the deck above.

SERVIO

Laranga! Is it a touch of sea-fever or the morning shadows playing tricks?

Laranga looks and stiffens in stunned recognition.

LARANGA

Neither. It is he.

CAMERA follows Laranga's gaze to...

THE DECK... past Akiro, Zenobia, and Rinaldo, to Conan standing at the gangplank with Gebel and the ship's CAPTAIN.

CONAN

The VENTURER, eh?...A good name.

GEBEL

My fastest ship! Take her...and yourself...out of this port. Farewell and good riddance!

Gebel starts down the gangplank but Conan stops him.

CONAN

Not so fast, Gebel.

GEBEL

I've done everything you've asked. What more do you want?

CONAN

Your company. I know you of old, Spider. I won't be caught in any webs you spin once you're out of my sight.

GEBEL

No! I can't! I won't!

Conan drags him back on board.

CONAN

You will.

The Captain draws his blade to intercede, but Gebel frantically shakes his head to desist. The Captain hesitantly sheathes the blade. Conan smiles and unhands Gebel who indignantly smooths his ruffled tunic.

GEBEL

Set sail, Captain!

CAPTAIN

What course?

CONAN

Cimmeria.

EXT. SCARLET CITADEL - ESTABLISHING SHOT - NIGHT

The spiralling Flame of Korsala washes the crumbling citadel wall in its crimson hue.

ORESTES(OS)

How far down have we gone?

INT. UNDERGROUND BENEATH THE CITADEL

By torchlight, Orestes and Akivasha descend an earthen, deep in the bowels of the citadel.

ORESTES

I didn't know these passages even existed.

AKIVASHA

The Scarlet Citadel has many secrets. I will show you one.

INT. PASSAGEWAY

The stairway levels at a tunnelled passageway, rosy light glinting at the end. Akivasha heads for it. It opens...

INT. THE CATACOMBS OF ACHERON

...onto a colossal CAVERN, eerily lit by the Flame of Korsala, emanating from the center of the ground and ascending through the stalactite-pocked roof.

The lambent glow unveils an awesome spectacle. Along the walls rise TIER UPON TIER OF MUMMIFIED CORPSES...some human, others demonic, bestial shapes...standing in niches hewn in the dusky stone. The tiers mount up and up into the gloom.

AKIVASHA

The dead dynasties of ancient Acheron.

Orestes cranes his neck to take it all in, pointing to one of the less-than-human corpses. Akivasha smiles.

AKIVASHA

Men were not always ruled by men.

Orestes shudders, but he's dazzled, his eyes ashine.

- ORESTES

Why have you brought me here?

AKIVASHA

It is prophesized that only through my blood Acheron can rise again.

ORESTES

But the last drop of your blood was spilt in the Flame and it is the Flame that flows in your veins.

AKIVASHA

But would not my child be my "blood"?

ORESTES

Conan's child!

AKIVASHA

A child of Blood and Flame...And through the Blood and Flame...my child's blood and Korsala's fire...I will rouse these ancients from their sleep. Learn their forgotten wisdom and restore Acheron to its dark glory. By the lore of the dead, we shall enslave the living!

The crimson flame wreathes her body, highlighting her fiery hair, cascading along arms outstretched to her ancestors.

Overwhelmed by the glory of her evil beauty and her dark dream, Orestes drops to his knees in adoration before her.

EXT. SEA - SHIP - DAY

Sails unfurl along the mast. Camera pans down to Akiro wending his way past suspicious crewmen to Conan at the rail. Conan stares wistfully out to sea, filling his nostrils with sea air, his mane blowing wildly in the surging wind.

AKIRO

One of us should keep watch tonight or we may wake up treading water. I don't like the look of this crew.

CONAN

Listen!

Akiro does, but only hears the wind and waves.

AKIRO

What?

CONAN

The wild phantoms of my past come whispering on the waves.

AKIRO

What do they say?

CONAN

Forget the crown, Conan, and ride with us down the road of blood and thunder again.

Akiro hears the yearning in Conan's voice and it worries him.

AKIRO

How do you answer?

CONAN

If the crown were mine to throw away, perhaps I would...but no one can tear it off my head against my will.

Akiro smiles, relieved.

AKIRO

Perhaps your phantoms whisper not to forget the crown, but to remember the man who won it.

Conan turns...and is suddenly transfixed by something over Akiro's shoulder. Perplexed, Akiro follows Conan's stare to:

LARANGA & SERVIO...resting at their oar bench, gazing steadily back at...

CONAN...whose eyes glint with recognition.

AKIRO

What is it?

CONAN

More phantoms.

ANOTHER PART OF THE DECK

Zenobia, pale and queasy, leans over the rail and heaves. As she bobs back up, a lute strums a familiar melancholy ode. Zenobia turns to see...

RINALDO...lounging in a pile of rigging.

Rinaldo
You look like death, sister.
(singing)
"All fled - All done, so lift me on the
pyre;
The feast is over and the lamps expire."

Though meant as a macabre joke, there is poignance to Rinaldo's voice. But Zenobia doesn't appreciate the sentiment.

ZENOBIA
The voice is still sweet, Rinaldo...Not
so the song.

Rinaldo's smirk twists into a grim, haunted smile.

RINALDO
No...I wrote it in my prison cell the
night she died.

The memory's as bitter as his tone. Zenobia sighs sadly.

ZENOBIA
You should not have come back to
Aquilonia.

RINALDO
With Numedides dead, I thought things
would be different.

ZENOBIA
They were.

Rinaldo sneers up at her.

RINALDO
Not the royal taste in women, it seems.

ZENOBIA
You wrong him. When Conan took the
throne, he gave every woman of the
seralgio the choice to leave.

RINALDO
(stunned disbelief)
And you stayed?
(angry laugh)
Ha! I guess the blush of shame pales in
the lap of luxury.

ZENOBIA

I felt no shame when I went to Numedides.
And I found no luxury in his hairy arms.
I did what had to be done.

Her sharp retort shames Rinaldo to contrite embarrassment.
Unable to meet her firm gaze, he turns from her.

RINALDO

(softly, sadly)

No...I should have died first.

Zenobia gently caresses his cheek.

ZENOBIA

The choice wasn't yours.

Tears in his eyes, Rinaldo captures her hand and kisses it.

RINALDO

The bad bargains of old need not keep you
in Conan's embrace.

ZENOBIA

They don't...

And from her face, Rinaldo can tell what does keep her there.
He speaks in genuine concern.

Rinaldo

Oh, sister. Don't love where there's no
hope.

ZENOBIA

I gave you the same advice once. But you
did not take it.

RINALDO

And looked what happened! You will never
be more than his plaything!

She doesn't want to hear it.

ZENOBIA

And what was I when I danced in the
taverns to your tunes? Then I was the
painted toy of lesser men. Ogled and
pawed and wooed with coarse wit. I am
more than that to Conan...Sometimes when
he sends for me, it is not my body he
desires, but my company. And we'll talk
for hours or play games and laugh or just
sit silently and watch the night drift
into dawn...

The memories are sweet, she clings to them.

ZENOBIA

He has promised to make me his queen.

Rinaldo seizes her gently by the shoulders and, with well-meaning cruelty, dashes her hopes.

RINALDO

Not a promise. A lie.

She tries to pull back, but Rinaldo hangs on.

RINALDO

...or a dream...

CONAN(OS)

Dreams and lies are the poet's trade,
Rinaldo. Not a king's.

Both Rinaldo and Zenobia turn to...

CONAN...eavesdropping. For how long, no one can tell.

RINALDO

No?...You dream of a crown. But until
it's plopped on your head again, it's
just a lie. Dreams and lies are every
man's trade, highness.

Rinaldo executes a mocking bow and departs. Conan frowns as he watches him approach Gebel who emerges on deck followed by SERVANTS bearing TRAYS OF FOOD AND DRINK.

CONAN

What does he have against kings anyway?

ZENOBIA

(wistful sadness)

They killed the sweetness of his song.

Rinaldo plucks a meaty joint from one of the trays.

CONAN

But not his appetite!

(shouts)

No!

Conan darts across the deck to Rinaldo and yanks the meat from him before Rinaldo can sink his teeth into it.

RINALDO

(sarcastic)

Where are my manners? Eating before the
king.

CONAN

Where are your brains? Eating before
your host. Especially such a sly one as
Gebel.

Conan shoves the joint of meat into Gebel's mouth. Rinaldo suddenly gets the picture.

RINALDO

You mean he'd try to pois...?

CONAN

More than try if he thought he'd get away with it.

(smiles at Gebel)

No offense, Spider.

Gebel laughs, voraciously tearing off a chunk of meat.

GEBEL

None taken. After all, what's a little mistrust between friends.

Gebel suddenly coughs, choking. He swallows and grins.

GEBEL

Never fear. Not deadly. Merely dry.

CONAN

Well, then some wine to wash it down.

Conan takes the jug from the tray and pours some into a goblet. Gebel laughs good-naturedly and takes the cup.

GEBEL

Of course, of course, you suspicious rogue. Your health!

CONAN

No, no...Yours! Drink up.

Gebel does! Heartily.

EXT. DECK - CLOSE ON GOBLET - DAY

As Conan quaffs it dry and burps. He and the others sit on the poop deck, digging into the feast Gebel has laid before them...all save Zenobia, still sick, curled up next to Conan. They seem sluggish from their meal, including Gebel who's joined them. Conan strokes the moaning Zenobia's head.

CONAN

You'll get your sea-legs in a day or two, girl.

GEBEL

(admiring the girl)

Pretty solace from your treacherous Queen, Conan. But you were never one to grieve over a lost love, high-born or low.

He giggles drunkenly. Zenobia groans.

GEBEL

So why do you run to Cimmeria? You can't be homesick for that desolate land of yours. What do you seek there?

RINALDO

(mumbles drunkenly)

The Breath...

Akiro stops this indiscretion by jamming a HUNK OF BREAD into Rinaldo's yap.

AKIRO

Bread? Here!

To allay Gebel's piqued suspicion, Akiro also heartily bites into some of the bread, grinning.

AKIRO

Good bread!

Gebel's suspicion gives way to amusement. He laughs. A bit too uproariously.

GEBEL

Yes! Yes! Good. Very good! Ha!
Excellent! Ha! Ha!

Nobody else gets the joke, as Gebel, howling with laughter, staggers to his feet, reeling. But his antics amuse them.

GEBEL

You're afraid I'll spin webs out of your sight. Ha! I can spin them right under your nose!

Conan shakes his head foggily, not quite comprehending, and bites into a chunk of meat.

CONAN

You're drunk.

Gebel chortles wildly, eyes gleaming.

GEBEL

No! Drugged!

(gestures expansively
to the feast)

Everything is spiced with it. I knew you'd ask me to taste the food, you barbaric oaf!

The chuckling insult penetrates Conan's stupor. He spits out the meat and, with a snarl, goes for his blade. But the drug has already taken effect and though Conan tries to rise, he only collapses on the deck.

Zenobia lurches to him and before Akiro and Rinaldo can even think of defending themselves, the Captain of the ship and several of the crew surround them with drawn swords. Gebel weaving wildly, cackles in delight.

CONAN

Dog!

GEBEL

No, Conan. Spider! Still the Spider, am I not?

He staggers too close and Conan gropes for him in an erratic lunge that sends him sprawling to the deck where he's kicked by the Captain. Conan groans, futilely trying to shake the grogginess from him.

CONAN'S POV - GEBEL

Gebel weaves in and out of focus, still laughing unsteadily on his feet.

GEBEL

You are passing out...

Gebel's wobbly legs suddenly give way and he plops on deck. His glassy eyes stare at Conan.

GEBEL

Ooh...so am I! But when I wake, I will still be master of this ship and you will be in chains!

His mocking chuckle is cut short as he suddenly flops forward...out cold...his silly grin still plastered on his fat face. The bizarre image hovers hazily for a moment and then is swallowed up in...BLACKNESS!

BLACK SCREEN

SOUNDS. The sing-song SWISH of sea and spray. The CREAKING of the ship. The COOING TRILL of a bird. Faintly at first. Then louder. Then a GROAN. BLACKNESS slowly TRANSFORMS...

EXT. SHIP - CONAN'S POV - PIGEON - DAY

...To foggy GREY blurred with a FLUTTERING IMAGE that slowly comes into FOCUS...WINGS. A PIGEON gripped in Gebel's hands. His leer pokes out from behind the flapping bird.

GEBEL

Awake at last, Amra!

TO SCENE - ON THE POOP

Conan is heavily CHAINED to the rail of the ship. He sneers at his smirking captor. Gebel holds up the pigeon. A SMALL SACHET is tied to its leg.

GEBEL

But then you did make a pig of yourself.
I've been up for hours. And been busy
too. My winged courier flies to
Aquilonia even now with a message for
your Queen. Shall I send your love?

Conan rattles his chains in protest.

GEBEL

No?

He frees the carrier pigeon. It soars into the blue sky.

GEBEL

...I'm sure her gratitude will be matched
only by her generosity when she learns
she can have you back safe and sound.
Ha! Seems I'm destined to make a profit
out of you once again, my friend. And as
for your friends...

Gebel gestures to...

THE OAR BENCHES...Akiro and Rinaldo are chained to a bench in front of Laranga and Servio.

GEBEL

...Not the best raw material for the
oars. One's a bit delicate, the other a
bit puny. But the lash and motonony will
season them.

CONAN

What have you done with Zenobia?

Gebel smiles. Unpleasantly. And claps his hands. Two armed sailors emerge from the cabin, restraining a squirming Zenobia. She is dressed in expensive finery.

GEBEL

I've decided to keep her. And keep her
well. You see, only the best.
(points out her
attire)

Silks from Khitai. Rubies from Zamora.
The exotic perfumes of Stygia.

As he leans in to sniff her neck, Zenobia snatches a DAGGER from his belt. But one of her guards deflects the blow even as she strikes. The knife harmlessly rips the cloth of Gebel's tunic before the weapon is wrenched from her.

Gebel glares at his torn garment, then at the subdued girl. He angrily smacks her across the face. Conan heaves at his chains, as Gebel grabs his dagger back and waves it menacingly in the girl's face.

GEBEL

Whore! You're not fit for a lady's finery.

With his knife he severs the ruby necklace from her, then slices the straps of her dress. It falls, leaving Zenobia in only the briefest of undergarments.

Gebel

Dangle her in the drink. We'll soak that haughty spirit out your hide, wench!

The two sailors drag Zenobia to the rail, binding her wrists with a length of rope and knotting the other end to the rail.

GEBEL

You'd have found my lips more tender than the salt sea, girl.

With that, he shoves her...

OVER THE RAIL...into the SEA. Arms bound above her head, Zenobia whirls in the waves as the rope twists in the tow of the ship.

BACK ON SHIP...Conan savagely strains at his chains.

CONAN

I'll kill you.

GEBEL

I think not, lout. Those chains are strong.

Suddenly, there is a SHARP CRACK!. Conan has SNAPPED THE WOOD RAILING IN TWO! His chains slide from the splintered timber, jangling to the deck as they dangle from his arms. Conan grins at the petrified Gebel.

CONAN

Pity the rail isn't.

Conan swings one of the chains attached to his wrists. It sails out like a whip, the end snapping about Gebel's throat. Conan jerks Gebel to the deck and pulls him to him. Gebel helplessly claws at the chain, gurgling choked cries as his face goes purple and he's dragged to his doom...

CONAN...hoists the man to his feet by the chain, ignoring Gebel's strangulated whimper.

CONAN

Let's see if you can float, you tub of lard.

Conan whips the chain off Gebel and shoves him through the broken rail. Before the body splashes below, the barbarian whirls on the two sailors, brandishing his chains.

One crumples on the deck with a crushed skull, the other careens off the poop down into the slave galley.

Conan has despatched his enemies in a swirl of seconds and, as he sets for an assault by the Captain and his crew, a BLOODCURDLING SCREAM distracts him. It is...

GEBEL...circled by TRIANGULAR FINS. Sleek grey bodies dip under the water and the thrashing man is pulled under in a spew of crimson foam.

Several of the sharks slide through the waves toward Zenobia. As one dips, she screams and kicks...then is suddenly yanked out of the water. Her rescuer, of course, is...

CONAN...at the rail, pulling her up.

ZENOBIA

Conan!

Conan hears rapid FOOTSTEPS behind him. Glancing over his shoulder, he sees..

THE CAPTAIN...charging up the poop, brandishing an axe. Hanging onto the rope, Conan dodges the oncoming blow and the axe bites into the rail. But Conan's evasion sends him sprawling to the deck, causing him to lose his grip on the rope which slides swiftly through his hand and sends...

ZENOBIA..plummeting down to the sea and sharks. She screams, but...

CONAN...regains a firm grasp on the rope and...

ZENOBIA...jolts to an abrupt stop above the water. She looks up to see...

THE CAPTAIN...yank the axe from the rail and slash out at...

CONAN...who grabs the Captain's wrist with a wrench that tears the man's arm clean out of his socket. The axe clatters to the deck. The captain bellows in agony as Conan hurls him across the poop.

Snatching up the axe, Conan whirls to take on the crew howling up the steps. Conan loops Zenobia's rope around a belaying pin in the deck rail, notching it there.

CONAN
(calls down)
I'll be back for you. Hang on!

ZENOBIA
Do I have a choice?

A laugh on his lips, Conan springs among the crew, reveling in the bloodlust, slashing and smashing a swath through the startled mob with axe and chain.

He leaps off the poop down among the galley slaves. Axe lifted, hair blowing in the wind, Conan snouts to them.

CONAN
Who am I? Look, you dogs! Laranga! You served with me. Who am I? You too, Servio! And Demetrio! Don't the Black Corsairs remember their captain?

Servio leaps up, chains rattling.

SERVIO
Amra! It is Amra!

Laranga leaps up, exhorting the startled slaves.

LARANGA
The Lion has returned! Amra!

Rinaldo is chilled by the realization. He and Akiro watch in fascinated awe as other slaves spring up, shouting, their chains ringing in excited frenzy.

THE SLAVES
Amra! Amra!

The awesome chant echoing in their ears, the sailors shrink back from the wild figure below. They know his gory legend.

Then from the poop comes the livid cry of the Captain, crawling along the deck on one hand and his knees.

CAPTAIN
In and kill him, before the slaves break loose!

But even as the crewmen charge, Conan's axe rises and crashes on Laranga's shackle-chain, severing it like matchwood. Laranga springs free, splintering his oar for a bludgeon.

LARANGA
Death to the masters!

Bedlam breaks loose as Conan's axe rises and falls without pause. Every stroke freeing another man, mad with hate and the fury of freedom and revenge.

AKIRO

Conan!

Akiro alerts Conan to the Slave-master descending upon him. Conan catches the lash of the cracking whip on his axe-handle, yanking the master to him and retaliating with a wicked slash from his snapping chain.

The metal snaps across the master's jaw, toppling him among the unfreed slaves who make short work of him.

Rinaldo blanches at the kill. As the slaves tear at the body for weapons, the master's keys slide across to the minstrel's foot. Conan picks them up and smiles grimly at the poet.

RINALDO

Amra! You?!

CONAN

I look forward to that ballad of yours.
(tosses him the keys)

Make yourself useful.

Leaving Rinaldo to free the slaves, Conan and Akiro bound onto the deck and join the melee.

ON THE SIDE OF THE SHIP

Meanwhile, Zenobia, feet braced against the ship's side, hand still tied, torturously pulls herself up the rope.

BACK ON SHIP

It's a massacre! Hellish suffering is avenged in one red gust of fury. Conan hews his way to the poop where he spies:

THE CAPTAIN...his useless arm dangling at his side, drawing his sword and limping to the rail. Conan scrambles up the steps, but he's got ground to cover.

The Captain hacks clumsily at Zenobia's rope. The blade bites into the twine but doesn't sever it.

ON ZENOBIA

The rope jerks, jostling her feet from the side, leaving her swinging on the rope.

BACK TO SCENE

As the sword rises again, Conan yells and the axe spirals from his hand, burying itself in the Captain's chest. He flops backwards in a spray of blood.

Conan dashes to the rail. Just as the rope SNAPS!

As it slithers over the side out of sight, Conan springs to the rail to dive in and save the girl...just as a PAIR OF BOUND HANDS appear over the side grasping onto a rail post.

Conan looks over the side and sees Zenobia a few feet below safety seated on some trim, preparing to pull herself ship side. She looks at the cut rope in irritated curiosity.

ZENOBIA

What's going on?

Smiling, Conan jumps off the rail and helps Zenobia over.

CONAN

Victory.

The triumphant cry of "Amra! Amra!" greets them. Conan yanks the axe out of the Captain's chest and, with Zenobia at his side, goes to the steps to survey his victory.

Bodies and blood everywhere. Slave and master. But only slaves are left standing...but slaves no more.

LARANGA

The Lion has returned! The Black Corsairs will sail again!

Conan's chest heaves, glistening with sweat. The bloody axe held high in his fist, he acknowledges their adulation.

Pushing through the mob, Rinaldo rushes to his sister.

RINALDO

Zenobia! You're safe!

She nods, barely noticing him, entranced by the grim spectacle before her. Rinaldo is not quite as impressed.

RINALDO

So this is the ballad of Amra and the Black Corsairs...What carnage.

CONAN

You make it romantic, poet, I made it practical. We're free. And alive...
Alive!

The word snaps out of him with all the passionate savagery throbbing in his veins. Alive! Something he's not felt in a long time. Again, his axe salutes, the wild chant, crescendoing across the bloody sky, "Amra! Amra!".

INT. SCARLET CITADEL - CLOSE ON AKIVASHA'S FACE - NIGHT

Eyes closed. Face awash with scarlet. Lost in the serenity of meditation. CAMERA BACK. AKIVASHA GRACEFULLY FLOATS IN THE FLAME OF KORSALA! Unscathed in the heart of the fire.

Tendrils of flame curl about her, licking her flesh. The blaze radiates through her auburn tresses and sheer gown, billowing both like a gentle breeze...Flickering light and heat. Rising. Falling. Caressing her body in orange and yellow and red. AND CHANGING IT! Akivasha's stomach begins to swell! Growing great with the child inside it!

ORESTES(OS)

Akivasha!

Akivasha's eyes snap open. Below her stands...

ORESTES...with Tarascus and Ascalante. Both nervously witnessing the eerie spectacle.

AKIVASHA

What is it?

TARASCUS

A message has come.

ASCALANTE

From a ship.

ORESTES

Conan has been found.

Her eyes gleam, as she floats down and steps from the flame.

AKIVASHA

Come.

A very pregnant Akivasha leads them to the bronze door and they all disappear behind it. CAMERA PANS TO...

A BROKEN WALL OF THE CITADEL...reflected firelight reveals three grey faces peering over the rim in astonished fear...Publio and his councillors.

EXT. SCARLET CITADEL - OTHER SIDE OF THE BROKEN WALL - NIGHT

The three crouch with Hadrathus, High Priest of Asura, who steadies the shaking Publio.

HADRATHUS

(quietly, firmly)

It was no imposter you saw at Conan's funeral. The king lives.

EXT. SHIP - DECK - NIGHT

The dead and the blood are gone. Where once the air shrieked with cries of battle, now it rings with shouts and laughter and raucous song. Conan's new crew celebrates its freedom. Wine flows and hungry bellies are filled.

DRUMS that once solemnly beat the oar-pace, now pound the wild rhythm of victory. Crude flutes and whistles pipe a savage rhapsody as Laranga and several others stomp and spin in a dance of barbaric splendour.

Conan watches the revels in delight. Zenobia sways to the music. Akiro taps his toe...Even Rinaldo picks out the reckless melody on his lute.

Zenobia, unable to restrain herself from the music's tempestuous lure, leaps to her feet and joins the dancers. Her undulating movement flows to the uninhibited strains.

Laranga and the others give way to her mastery and she takes the floor alone. And although all are mesmerized by her beauty and grace, she dances for one man only. Conan.

A sensual dance of love, A mating dance. Every twirl of her lithe form exquisite and erotic...like a the spin of a desert whirlwind, like the leaping of a quenchless flame, like the urge of creation and the urge of death.

Then, as the white stars glimmer through the black velvet night, making her whirling body a blur of ivory fire, she throws herself at Conan's feet with a wild cry.

The blind flood of his desire sweeps all else away, as he crushes her panting form against his chest and, sweeping her into his massive arms, carries her to the cabin.

All silently watch the pair disappear behind the door... especially Rinaldo staring worriedly after his sister.

INT. SHIP CABIN - ON ZENOBIA - NIGHT

Warm CANDLEGLOW flickers over a sleeping Zenobia, her nude form nestled among the silks and furs of the bed. Shifting, she reaches out...only to find the place beside her empty.

The realization prods her awake. She groggily looks around and sees a shadow on the wall. It is...

CONAN...seated at a desk, writing on a slip of parchment. A guttering candle throws his hulking shadow on the wall. Wrapping a silk about her, Zenobia crosses to him. Conan stuffs the NOTE in a TINY POUCH.

ZENOBIA

What are you doing?

Conan takes a CARRIER PIGEON from the CAGE OF BIRDS and attaches the pouch to its leg.

CONAN

Telling my Queen to expect me... only not in chains.

As he rises, Zenobia grabs his wrist. The pigeon flaps loose and flutters to the top of the cage.

ZENOBIA

Why go back? Let us seize the freedom
and happiness we have. Forsake this
madman's quest!

The urgency in her appeal is unsettling, but Conan goes to retrieve the pigeon.

CONAN

It is my quest.

ZENOBIA

(sharply)

It is wounded pride. Abandon it.

Conan doesn't like the assessment. Or the command. Candlelight frames his irritated scowl. Zenobia tries to placate, caressing his chest.

ZENOBIA

Old passions stir in your heart, Conan.
I know. I saw last night. You, bloody
from battle, your eyes ablaze like hot
coals, men chanting your name as though
invoking a god...There was glory greater
than any crown...

Conan savours the memory, but not the flattery.

CONAN

Glory? Vanity? Is that what you think?
The crown is more than a prize, girl. It
is a duty.

ZENOBIA

(upset)

Why must it be your duty?

CONAN

(hotly)

Because I failed it!...And now the
innocent will suffer for my failure. And
Great Evil will darken the land.
Perhaps, the world. Unless I stop it.

ZENOBIA

And if you do? Will duty serve you quite
as well? Or will you be it's prisoner
once again?

Zenobia turns away to hide her emotion, but Conan detects the throb of fear in her voice. And understands.

CONAN
So that's what this is about. You should
know better than to believe your babbling
brother, the fool.

Zenobia turns to him, tears welling in her eyes.

ZENOBIA
Not such a fool.
(quiet lament)
They will never let you marry me.

CONAN
I will make them.

Zenobia sighs a bitter laugh at his defiance and wearily
shakes her head.

ZENOBIA
I am a whore!

CONAN
And I am a barbarian!

He grabs her by the shoulders.

ZENOBIA
Who rushes to be a king or a corpse. And
whether you live or die by your ambition,
I fear I will be the loser.

CONAN
You will be queen!

Conan vehemently shakes her as though trying to assure her.
But Zenobia slaps his hands away as angry tears spill down
her cheeks.

ZENOBIA
I don't care about being Queen. Don't
you understand? I care only for you.

She clutches at him.

ZENOBIA
When you were king, I dared not hope that
you could love me. But now I dare!
(caresses his face)
Oh, Conan, don't dash my hope. I love
you. I have always loved you. If you
love me, dream no imperial dreams.

It is Conan who now pulls away. And an uneasy realization
sends a shudder through Zenobia.

ZENOBIA
Do you love me...?

Conan turns...hesitant, ill-at-ease. Trying to be gentle.

CONAN

I love your courage and your beauty.
Your laughter and...

ZENOBIA

Do you love me?

CONAN

I don't know! My feelings are whipped
about in the whirlwind of events. Days
ago, I thought I loved the woman who has
stolen my throne.

ZENOBIA

It always comes back to the throne.

CONAN

No...this...

He holds up his signet ring, displaying the LION on it.

CONAN

...It is more than a symbol, more than a
banner flapping in the wind. It is me.
Or once was. Before pomp and power
dazzled my eyes and I lost my way. I
cannot love you or anyone or anything,
until I am true to myself once more.

ZENOBIA

Can you be true to yourself and still be
king?

CONAN

(smiles)

Is there any other way to be king?

Zenobia returns his smile with a wan, sad smile of her own,
then goes to the bird cage and plucks the carrier pigeon from
its perch. She moves to the PORTHOLE, turning to Conan.

ZENOBIA

I have no ambition, Conan, but my love
for you. It is enough. It is all. If
the crown of Aquilonia is what you want,
then know I will die to get it for you.

Conan is touched by the girl's devotion and loyalty. He
snaps open the porthole and Zenobia releases the bird.
Together, they watch as...

THE PIGEON...wings its way toward the dawn.

EXT. SEA - THE SUN - DAY

The sun hangs high in the sky. CAMERA PANS TO...

THE CROW'S NEST...where Servio, perched there, spies land.

SERVIO

Land Ho!

His cry alerts...

CONAN...on the poop, with Akiro, gazing at the hazy shore.

CONAN

Cimmeria...

Conan points out a range of snow-capped mountains to Laranga at the helm.

CONAN

Steer toward the mountains. There you'll find the mouth of the river.

Laranga steers toward the distant mountains.

EXT. RIVER - ON SHIP - DUSK

Fading winter light glistens through barren trees along the snow-covered bank, as the ship glides along the river.

ON DECK

Servio and some of the crew tote several HEAVY BUNDLES OF FUR on deck, dropping them at the feet of Akiro.

SERVIO

They were part of the cargo.

Akiro kneels and cuts a bundle open.

AKIRO

Pass them among the crew.

Servio and the men fall to the task, Zenobia and Rinaldo come forward to grab their pick. Rinaldo snares a fine heavy fur with a satisfied grin, but Zenobia snatches it from him and takes it to...

CONAN...at the rail, scouring the shore in lost longing.

CONAN'S POV - THE SHORE

The shoreline rises to a ridge. On its crest, half-hidden behind a boulder, crouches A DARK-HAIRED, DARK-EYED BARBARIAN BOY, spying on the boat in sullen, suspicious curiosity.

BACK TO SCENE

As Conan stares back at the boy, Zenobia appears behind him and gently drops the fur on his shoulders. He turns to her.

ZENOBIA

What do you see?

Conan points to...

THE BOY...only the boy is no longer there.

ZENOBIA

What?

Conan frowns...perhaps the boy was never there. Perhaps, only another "Phantom of the past."

CONAN

Beyond that ridge once lay my village.

ZENOBIA

Shall we stop?

CONAN

No...

He wraps the fur tightly about his giant frame, as the spot where the boy stood is veiled behind a web of tree branches.

INT. ORESTES SANCTUM - ON CONAN'S LETTER - NIGHT

...held in a feminine hand. Reflected firelight washes along the parchment...

AKIVASHA(OS)

(reading)

"Aktivasha, Bitch of Acheron..."

Firelight also washes along Aktivasha's stern face as CAMERA PANS up to it. Orestes looks over her shoulder, as she reads Conan's letter.

AKIVASHA

"...I took the hide of him who promised you mine. But never fear, I will return to my kingdom...And return you to Hell. Conan."

ORESTES

Not much of a correspondent.

AKIVASHA

He'll tell us more than he intended.
(holds up letter)
He has given us a point of contact.

She tosses the letter into the Flame of Korsala. It goes up in a PUFF OF SMOKE. But the smoke HOVERS in the fire.

AKIVASHA

O, sacred Flame, through the scribbling of his hand divine the secrets of his mind. Across the gulf of echoing space, along the path as black as hate...Bring his destination into the blaze of your dark light...

The smoke wavers and dissipates, forming a HAZY IMAGE in the flame, the image clears...CONAN, bundled in fur, stands on the poop deck of his ship, as it glides through misty, icy waters.

Akivasha gasps in recognition and staggers back.

AKIVASHA

The Ice Sea! There is only one thing he can seek there. The Isle of Ever-Night!

ORESTES

The Breath of Crom?

AKIVASHA

(desperate)

But how can he know of it?

ORESTES

...From him!

Orestes points the fire-vision...AKIRO, standing beside Conan. Breathlessly, doubtfully, Akivasha sticks her hand in the flame, reaching out to the vision.

AKIVASHA

(fearful whisper)

One of the Race that defeated me in the long ago.

With a shuddering hiss, Akivasha bats at the flame with her hand. The image vanishes like a reflection in a rippling pool.

ORESTES

He is a wizard. Conan must have freed him from my dungeon.

A mistake. This information doesn't placate Akivasha's sense of dread, but only inflames her wrath. She wheels on Orestes in screeching fury.

AKIVASHA

He was your prisoner? And you kept him alive! Here all this time!

Orestes cringes.

ORESTES

It was from him, I learned where your body was hidden.

AKIVASHA

And from him, Conan has learned the secret of Crom's Breath! Fool! You served me better when you were a scorched, shambling lump of deformity. Perhaps, you will serve as you did, if you are as you were once more.

ORESTES

(falls to his knees)

No! No!

But Akivasha is not merciful. CAMERA IN CLOSE as her upturned palms burst into flame. Then reach out for...

ORESTES...quaking with terror...

ORESTES

No!

His scream for mercy becomes a SCREAM OF PAIN as...

AKIVASHA...sneers down through wisps of rising smoke. Deaf to Orestes screams. Deaf to the hiss and sizzle of flame. She pulls back from him, crumpled, whimpering on the floor, his contorted, twisted body hidden by the shadow of her imperious form against the firelight.

As Orestes groans at her feet, Akivasha turns and stares into the undulating fire, stroking her huge stomach. A soft bitter laugh trickles through her lush lips.

AKIVASHA

The Breath of Crom...

(admiring)

You are daring Conan, but dangerous. A legacy for your son.

With that, she...WALKS INTO THE FLAME. Shooting up the shaft of fire and disappearig from view.

EXT. SCARLET CITADEL - THE FLAME OF KORSALA - NIGHT

Akivasha floats in the Flame of Korsala, her gown flapping in the lambent waves of fire. She stretches out her arms.

AKIVASHA

Rise, O Citadel. Rise from the ash and be whole. Rise and shelter me from my enemies! Rise and keep the cold from the flame!

The Flame begins to spin around her pregnant body like a top.

ON FLOOR

The reflected flame whirls across the faded tiles...And in the dancing light, THE SHADOWS OF THE CITADEL'S CRUMBLIED WALLS RISE HIGHER AND HIGHER.

EXT. ICE SEA - THE SHIP - NIGHT

As in the vision of Akivasha's fortune-telling flame, Conan's ship slips through wisps of FOG that WAFT over ICE-LADENED WATERS. A gloomy pall shrouds the sky in an eerie eternal twilight. The PACE-DRUM beats out a dirge-like drone.

The oarsmen row with a cautious stroke. On either side of the ship, crewmen, armed with oars, push the drifting floes away from the boat.

ON THE POOP

Conan and his companions stand warily on the poop. Torches are ensconced along the rails in a vain effort to pervade the mist. Rinaldo warms himself at one. Though wrapped head to foot in fur, he can't keep his teeth from chattering.

RINALDO

The sun should have been up hours ago.

AKIRO

Aye, we near the Isle of Ever-night.

CONAN

But how do we find it?

Before Akiro can answer, a LOW MOANING echoes over the waves. The drumbeat stops, as do the oars. The moaning is louder, like melancholy keening. The crew murmurs uneasily.

LARANGA

The howl of demons, Amra.

CONAN

The wind.

AKIRO

Perhaps not. Follow the sound!

Conan lifts up a torch, trying to penetrate the haze.

CONAN

How? It comes from everywhere.

It does too. As though bouncing off the waves. Then a SCREAM. Much closer. From the deck. Conan dashes to the edge of the poop. A SAILOR points wildly up at...

A GHOSTLY WOMAN...floating in the air, wreathed in fog, her arms beckoning, as though welcoming the ship to its doom.

Torch in hand, Conan leaps to the rail, confronting the apparition as it looms out of the mist above the ship.

In the glare of his torch, the floating woman is instantly demystified. It is THE FIGUREHEAD OF A FLOUNDERED SHIP, marooned in the ice!

Conan shouts to the crew.

CONAN

Steer away!

The crew take up the oars and Laranga spins the wheels, avoiding a collision with the ice and the disabled ship. But as they navigate slowly through the floes, the fog thins and, in the torch-blaze, an eerie sight is exposed.

OTHER SHIPS are trapped in the ice, their hulls frozen askew. Tattered sails dance to the howling dirge of wind. A GRAVEYARD OF SHIPS -- empty, forlorn ghosts. Their spectral figureheads - dragon serpents and dolphins, sea nymphs and sea gods -- silently peering out through the swirling mist.

AKIRO

The ships that never returned! Look!

Conan follows Akiro's pointing finger to...

THE SHIP WITH THE FLYING FISH...on its prow, half-capsized, locked in the ice's embrace.

Suddenly the wind picks up; its mysterious keening LOUDER...AND CLOSER. The torches gutter and die, leaving them in the ashen twilight.

AKIRO

We are near, Conan. Very near.

ZENOBIA

There!

She points to...

THE ISLE OF EVER-NIGHT...AN ICE SPIRE jutting out of the frigid sea. A BLACK HOLE mars its stark whiteness. A CAVE's YAWNING MOUTH. From it gushes the despairing wind.

AKIRO

The Breath of Crom.

EXT. THE ISLE OF EVER-NIGHT -CLOSE ON ANCHOR - NIGHT

A HEAVY ANCHOR careen down into a snow bank with a loud WHOOSH. CAMERA BACK.

FROZEN MEN...of many races and stations...Priests, nobles, thieves, and seers...standing like ice sculptures, posed in the throes of death. Their faces etched forever with the realization of it...frightened or resigned, confused or horrified. The wind swirls the frost about their stiff, still forms, mocking their misery and failure. Icy sentinels guarding Crom's secret.

Not an encouraging spectacle.

RINALDO

After you, barbarian.

Conan is not amused. He glowers at Akiro.

CONAN

There is nothing here but dead men,
Akiro. Where is the Breath of Crom?
What is it? What am I looking for?

Akiro searches about the cave entrance.

AKIRO

Patience, Conan, the mysteries of the
gods are not so easily solved...Ah! I
thought so!

He kneels and brushes the snow off a SLAB OF ROCK. STRANGE
HIEROGLYPHICS have been carved into the stone.

CONAN

What does it say?

AKIRO

(translating)

What was false must be true. What was
tainted, pure. What was haughty, humble.
Cause be the Carrier to bear the Bleak
Burden and defy Unholy Flame. And bury
its burning kiss in a shivering shroud.

RINALDO

Well, that's enlightening.

CONAN

(impatiently)

What does it mean?

AKIRO

(testily)

I must think.

Grimacing with thought, Akiro paces and Conan, setting the
glowing snowball on the rock, dogs his tracks. Rinaldo flaps
his arms in shivering exasperation.

Meanwhile examining the hieroglyphics, Zenobia kneels in the
snow, and takes out her HANDS OF FATE CARDS, shuffling them.

RINALDO

Little chilly for parlor tricks, sister.

Lost in concentration, she mutters to herself.

ZENOBIA

What was false must be true. What was
tainted, pure.

She draws her first card and sticks it in the snow to keep it
from blowing away. It is a NUDE MAIDEN, DRAPED IN WHITE
FLOWERS. The card is UPSIDE-DOWN.

RINALDO

A topsy-turvy Virgin.
(laughs)
The Hand of the Spirit.

ZENOBIA

(ignores him)
What was haughty, humble.

The next card drawn is ANOTHER NUDE WOMAN, KNELT BEFORE AN
ALTAR, ARMS UPHELD BESEECHINGLY.

RINALDO

The Supplicant?

Zenobia draws her final card and sets it in the snow...A
PREGNANT WOMAN, AGAIN NUDE. Both she and Rinaldo seem
confused by the cards meaning. The glow from the snow
reflects across Zenobia's studious face.

ZENOBIA

Cause be the carrier....cause be the
carrier...

The veil lifts and the meaning hits her. So sharply, she
drops the rest of her cards and they go flying in wind.
Rinaldo chases after them in futile pursuit. Zenobia doesn't
care; she rises and removes her outer furs.

ON CONAN

Waiting on Akiro. A flurry of Zenobia's cards whirl by him.
He snatches one out of the air...THE KISSING LOVERS.

CONAN

Zenobia...?

He turns to see...

ZENOBIA...divesting herself of her final garments before the
cave as the freezing wind sweeps over her naked flesh.

CONAN

Zenobia!

His cry alerts Rinaldo from his card chase and both men race for the girl as SHE STEPS INTO THE CAVE.

Rinaldo lunges for her, but even as he does, paralyzing cold numbs his body, his startled cry freezing in his mouth.

Conan yanks him back out. Rinaldo collapses in the snow, gasping for breath as Conan knocks icicles off his face. Akiro, rushes up, transfixed by the spectacle of nude Zenobia, hair blowing wildly, defying the cold and walking unharmed among the frozen corpses.

CONAN

Zenobia!

If she hears him, she doesn't answer, moving to the center of the cave. Conan looks helplessly to Akiro who's looking at the Hands of Destiny, propped up in the snow.

AKIRO

Cause be the Carrier...Korsala was the cause. A woman. Only a woman will bring forth the Breath of Crom.

CONAN

(desperate, wild)

How? What is it? What?!

But Akiro answers not and holds up the glowing orb of snow, watching...

INT. CAVE

...Zenobia. The eerie light caresses her lovely form as she kneels and lifts her arms, palms upward.

ZENOBIA

I grovel before you, Crom, abased and unadorned, to pray for your son, Conan, whom I love. And though I be a woman stained, my love is steadfast and strong. It will not shatter under the weight of your woe. Let me be the vessel of your despair. Let me avenge your shredded heart. Let me atone for Korsala's sin...

EXT. CAVE MOUTH - NIGHT

In the glow of the snow light, the men stare as Zenobia's impassioned plea crescendoes above the growling wind.

ZENOBIA

Crush me in your cry of pain. Fill me with your anguished breath so that I may snuff out the flame that fuels your sorrow!

The wind suddenly shifts and a GREAT GUST hurtles past the three men, sweeping into the cave.

INT. CAVE - ON ZENOBIA - NIGHT

Zenobia's body quivers in frenzy as the shattering wind surrounds her. Her head jolts back and her mouth goes agape. A STRANGE SUCKING SWISH IS HEARD, AS THE WIND SEEMS TO POSSESS HER, FORMING A SWIRLING VORTEX ABOUT HER BODY, LIFTING HER OFF THE GROUND AS IT FUNNELS DOWN HER THROAT.

Then the wailing wind abruptly ceases and Zenobia collapses. Conan and the others rush to her aid. Rinaldo wraps a fur about her as Conan tries to shake her alert.

CONAN

Zenobia!

She comes to with a sigh and shiver. Relieved, Conan wipes a thin crust of frost from her lips, then moves to kiss her, but she pulls back.

ZENOBIA

Don't! It is inside me.

CONAN

What?

AKIRO

The Breath of Crom.

She nods. She and Akiro understand what has happened.

ZENOBIA

Icy death.

She wraps the fur around her with a shudder.

EXT. POOP DECK - NIGHT

Conan stands by the helm as Laranga as navigates through the ice-laden waters of the SHIP GRAVEYARD. The Breath of Crom silenced, deafening quiet dominates the windless sea...

INT. SHIP - CABIN - CLOSE ON BRAZIER - DAY

Smoke curls from the GLOWING COALS OF A BRAZIER. CAMERA BACK as Conan sets the brazier before Zenobia wrapped in fur on the bed.

Though Conan sweats from the heat of the coals, Zenobia occasionally shivers and wipes at flecks of frost on her lip. She is weak, her skin deathly pale.

Akiro and Rinaldo attend. The poet helps his sister closer to the blaze.

But as she holds out her hands, the glow from the coals begins to fade. She lowers them closer and the heat dies. She places her hands directly on the coals. Now stone cold.

AKIRO

(quotes the riddle)

Bear the bleak burden and defy unholy flame. And bury its burning kiss in a shivering shroud.

ZENOBIA

How do I shroud The Flame of Korsala, wizard?

AKIRO

Even as you did the coals, with the flesh of the body. You must stand in the fire.

RINALDO

What?

CONAN

No!

Conan angrily grabs a handful of coals and flings them to the floor.

CONAN

Korsala's fire is not hot coals. I won't risk her life this way!

ZENOBIA

It is not your choice. It is mine. I am not fickle Korsala. Even in the clutch of Crom's cold hatred, my love burns bright and true. Unto death, if need be.

The avowal and all it implies overcomes Conan. He rushes out of the cabin. Zenobia shivers, then daubs at the trickle of frost forming on her lip. She softly weeps.

RINALDO

What is it, Zenobia?

ZENOBIA

(forlorn)

I can feel it.

RINALDO

What? What do you feel?

Akiro knows.

AKIRO

Crom's grief.

Zenobia wipes at the tears turning to ice on her cheek.

ZENOBIA

So sad. So sad. So cold...

EXT. SHIP - AT RAIL - DAY

Rinaldo finds Conan at the rail, stoically gazing out at the river they travel.

CONAN

We will be in Poitain soon, then to Aquilonia...

(slams fist on rail)

I am not worthy of her love!

RINALDO

She has always sacrificed herself for unworthy men.

Conan cocks a threatening eyebrow at Rinaldo, wondering if this is some sly insult. Rinaldo grins tolerantly.

RINALDO

I speak of myself, Conan.

(strums on his lute)

When Numedides was still king of Aquilonia, I fell in love with one of his harem girls. We were caught running away. Rather than go back, my lover killed herself. And Numedides would have killed me. But he always desired my sister. So she offered herself as a replacement for the dead girl. Bartered her virtue and freedom for my life.

CONAN

And her life she barterers for my crown.

A SHOUT descends from the crow's nest.

LOOKOUT

Riders, Lord Amra!

ARMED MEN come riding, banners whipping in the breeze.

CONAN

My Lion banner and the standard of Poitain. Trocero!

(to Helmsman)

Heave to shore!

But Conan doesn't wait for the ship to land. As the Riders halt along the bank and Conan spies Trocero at their head, he leaps up on the rail and dives into the river.

EXT. RIVERBANK - DAY

Trocero dismounts and wades out to meet Conan swimming to shore.

TROCERO
Milord, you're alive!

CONAN
(angrily shoves
Trocero aside)
You were told to wait for my return!

TROCERO
We weren't sure you would return, milord.

PUBLIO(OS)
And events in Aquilonia couldn't wait, my
liege.

Publio rides out of the ranks, carrying his staff of office like a banner into battle. He's flanked by Fric and Frak, who nod sagely.

EXT. A PLAIN - DAY

The Knights of Poitain ride across the plain, led by...

CONAN...flanked by Akiro and Trocero on one side and his councillors on the other; Publio blathering in his ear.

PUBLIO
Floating in the Fire, Your Majesty!
Growing great with child! It
was...unnatural!

Fric and Frak nod vigorously in agreement. Akiro makes his sign to ward off evil.

AKIRO
She is an unnatural woman!

CONAN
And my son?

AKIRO
Will be her creature...child of a dead
thing that does not bleed, but through
whose blood Acheron must rise again. And
that is her ambition. Zenobia must stand
in the Flame before Akivasha gives birth.

CAMERA ON CONAN...as he pulls from formation and rides back along the column, coming up alongside A WAGON where...

ZENOBIA...white and shivering, lies swaddled in fur. Rinaldo daubs the frost from her cracked lips and rubs the cold from her fingers. She smiles feebly at Conan, then sinks back in the furs. Conan and Rinaldo exchange troubled glances.

INT. SCARLET CITADEL - ON MUMMY - DAY

Firelight cascades along a WITHERED, GREY VISAGE, MORE BESTIAL THAN HUMAN. One of the MUMMIES OF ACHERON.

A hooded Orestes hauls it into a ring around the Flame of Korsala made up of more ACHERON DEAD. The ancient corpses are composed in configurations along the symbols in the tile.

The glistening tile. For Akivasha's sorcery has restored the citadel to its grim grandeur. The arcane symbols shine brightly once more. Once more the gargoye-railed staircase twines along the curved stone walls, rich red in the reflected glow of Korsala's Flame spiralling up through a portal in the roof to the sky above.

A POUNDING at the main door interrupts Orestes. Fireglow penetrates the shadows of his cowl just enough to detect a scarred, deformed lip, as he looks to...

AKIVASHA...on the staircase, hands folded over her huge stomach, watching the setting sun from a LARGE ARCHED WINDOW. And her troops lining the hill below. And in the distance...AN APPROACHING CLOUD OF DUST. MOUNTED MEN.

AKIVASHA

Ascalante. Let him in.

Orestes shambles to the door, turning a large wheel operating a pulley that raises the massive CROSS-BAR. Once raised, Ascalante pushes through the door.

ASCALANTE

Conan comes!

AKIVASHA

Let him. He is too late. Even if he gets through Tarascus, the Citadel will keep him from the Flame.

She holds her stomach and gazes down at the corpses laid before the Flame. Ascalante sees the mummies for the first time. It chills him.

ASCALANTE

What...what are you doing? What is this?

AKIVASHA

The future..

Dazed dread seizes him...he staggers, then sags onto the steps, lost.

ASCALANTE

All I wanted was to be king. It was my right...

He sees Orestes at the foot of the stairs.

ASCALANTE

What did you dredge up out of Hell?
Conan was right. For ambition's sake, I
have blasted my soul. All is lost.
Aquilonia lost.

AKIVASHA

Yes. And Acheron will be Acheron again.
Even the hills, the forests, and the
rivers will resume their ancient aspect.
The Kiss of Korsala will burn away the
present and restore the past.

Akivasha is jarred from her demonic reverie as Ascalante spins up off the steps and charges her with a drawn dagger.

ASCALANTE

I make you the past, witch! For
Aquilonia!

As she turns to meet him, the DAGGER PLUNGES INTO HER HEART UP TO THE HILT! But Akivasha does not fall.

She hardly blinks as her eyes burn into him. Ascalante cowers back in horrified disbelief as Akivasha advances.

ASCALANTE

Help me, Orestes! Help me!

Orestes...at the foot of the stairs pulls back his hood, revealing his burnt, mangled face, as it once was.

ORESTES

Not me, fool.

Through is one good eye; Orestes watches as...

AKIVASHA...closes in on Ascalante, backing him to the window. He quivers in paralytic fear as she reaches out with her forefinger and touches it lightly to his forehead...There is a SLIGHT SIZZLING SOUND...Ascalante's jaw drops, his eyes roll back, and his limp body pitches backward out the window.

Akivasha looks out the window.

AKIVASHA'S POV - ASCALANTE

Ascalante's crumpled body on the ground below and on his forehead, A TINY SCORCHED SPOT.

BACK TO SCENE

Akivasha pulls the dagger from her breast. Flame slides out the wound along with the blade. She places her hand over it. Both the flame and the wound disappear. Then suddenly she jerks and, with a gasps, sags against the wall.

ORESTES

Mistress?

She smiles and places a hand to her pregnant belly.

AKIVASHA

It is time.

EXT. SCARLET CITADEL - LONG SHOT - SUNSET

A BLOODY SUNSET oozes across the horizon. The Flame of Korsala flares up above the battlements of the resurrected citadel, blending into the crimson-splashed sky.

CONAN(OS)

She's rebuilt the citadel.

CAMERA PANS TO:

CONAN AND HIS TROOP...on the ridge opposite the Scarlet Citadel.

PUBLIO

Impossible! It was a crumbling ruin when we left.

Akiro, sitting in the wagon with Rinaldo and a very weak Zenobia, makes one of his signs to ward off evil.

AKIRO

She wants to keep us from the flame.

TROCERO

We'll have to get past her army first.

He points to the ridge of the Citadel. Tarascus' SUPERIOR FORCES stretch from the citadel to the city walls.

CONAN

That's my army, Trocero.

TROCERO

It was. Tarascus has replaced your officers with men loyal to him. Our best chance is to wait for night.

RINALDO

Zenobia can't wait!

He appeals to Conan who needs no convincing. Zenobia's turning ashen-blue; frost flecks her lips and lashes.

CONAN

Nor can I...

He takes off his helmet and throws it to the ground, then strips off his armour.

CONAN

I fight the old way.

TROCERO

Milord...?

CONAN

Tarascus waits for night too. Because then I'll be harder for the army to recognize. And that means he's is unsure of their loyalty. So let's give them a good look.

He draws his blade and whirls his horse down the ridge. Trocero waves the troops forward and they fall in behind their king, ready to do or die.

EXT. OPPOSITE RIDGE - SUNSET

Tarascus and his GENERALS watch the small force gallop brazenly toward them.

TARASCUS

The madman!

He signals a TROOP OF THE DRAGON LEGION forward, who charge down the hill with a shout. The battle-cry is answered by...

CONAN...with one of his own. As the first TWO RIDERS engage him, he cuts them right out of the saddle. The battle is on, watched intently by...

TARASCUS...who is not pleased to see Conan carve his way through the opposition toward the citadel.

TARASCUS

(mutters)

Cut him down! Cut him down!

A GENERAL rides up.

GENERAL

Send in the army, Tarascus. We'll crush these rebels.

TARASCUS

Not yet.

He doesn't want it known the rebels are led by Aquilonia's rightful king. He looks to the waning sun. Darkness descends. But too late. A VOICE shouts from the ranks.

SOLDIER

Conan! It is the King! Conan is alive!

The cry spreads like wildfire. Men break from the ranks, oblivious to the oaths of their officers...Even some officers desert, echoing the cry of "Conan, Conan!" Rushing to the...

BATTLEFIELD...Trocerro points out the reinforcements to Conan tearing down the hill, shouting his name, and leaping into the fray, hacking down their former allies.

ANOTHER SHOUT resounds, coming from...

THE CITY...Hadrathus and the Priest of Asura lead a force of ARMED CITIZENS out the city gates to the field, crying, "For Conan! For Aquilonia!"

TROCERO

The field is ours, Milord.

CONAN

But not the battle.

Conan signals Akiro in the wagon on the rise. As the wizard heads the wagon for the citadel. Conan spurs his horse to join him. Meanwhile...

TARASCUS...watches the decimation of his crack troops. The generals are in a panic, arguing among themselves, "Conan's alive! We'll hang! Flee!" They whip up their horses and desert Tarascus. The GENERAL rides up.

GENERAL

The King, Tarascus! We're dead men!

TARASCUS

Not if Conan dies first.

Tarascus spurs his horse down toward the battle.

EXT. BATTLEFIELD - NIGHT

Night comes on as the battle winds down...Conan rides beside the wagon driven by Akiro. Rinaldo steadies Zenobia.

Suddenly, HOOFBEATS pound in the night. Conan wheels. A RIDERLESS HORSE appears out of the darkness. Conan heaves a sigh of relief.

A bit too soon. For the horse isn't riderless at all! Tarascus suddenly lunges up from the horse's side into the saddle, sword in hand. Conan catches the blade on his own just in time, but the impact makes him lose his balance.

TARASCUS

Still slow, barbarian.

Tarascus' blade slices Conan's saddle cinch and Conan flies off...only to catch hold of the side of the wagon.

TARASCUS

And still clumsy.

As Tarascus' sword strikes again, Conan flips himself into the wagon and the blade bites only wood.

Conan snatches up his sword and the two trade sallies as Tarascus keeps pace with the wagon. Rinaldo picks up a GRAPPLING HOOK in the wagon and comes to Conan's aid, but the barbarian shoves him back down...

CONAN

Not this time!

...then whirls back to parry a wicked thrust from Tarascus.

CONAN

A little faster than you thought, eh,
Tarascus? I've been getting practice.

Conan lunges, but Tarascus' deft counter deflects the blow and disarms Conan. Conan's sword flies from his hand and slides off the back of the wagon. Tarascus laughs.

TARASCUS

Sure you don't want the whore to help you
out again?

Conan nimbly evades Tarascus' arcing sword and the BLADE SHATTERS on the iron tread of the wagon wheel.

CONAN

No, Tarascus, you're mine!

Conan leaps from the wagon onto the rider. Both men careen off the horse to the ground. Conan spins to his feet with Tarascus' broken blade in his hand.

CONAN

Now who's slow, Tarascus...?

Conan swipes at him, cutting him. But Tarascus rolls and scrambles up, finding Conan's sword at his feet. Snatching it up with a grin, he charges.

But his wild swing misses and Conan steps on the flat of the blade with his boot, pinning it there.

CONAN

...and clumsy...?

Conan yanks Tarascus' head up by the beard and jabs the broken blade into his throat. With a gurgle and a gush of blood, Tarascus flops to the ground.

CONAN

...and dead?

Conan retrieves his sword and Tarascus' horse and rides to the wagon.

EXT. SCARLET CITADEL - ON WINDOW - NIGHT

A GRAPPLING HOOK flies through the window, catching on the ledge with a CLINK. Akiro scrambles up the rope and climbs onto the THICK STONE WINDOW LEDGE and peers inside. He hisses and makes his sign against evil.

AKIRO'S POV - INSIDE THE CITADEL

Below he sees the dead of Acheron around the Flame. But it's evil light reveals a more sinister sight.

A SHADOW looms against a DIAPHANOUS CURTAIN covering the arch of AN ACLOVE. THE SHADOW OF A WOMAN...writhing on a divan, knees in the air. AKIVASHA'S SHADOW IN THE THROES OF CHILDBIRTH!

BACK TO SCENE

Akiro signals below to Conan and Rinaldo in the wagon. A limp Zenobia slung over his shoulder, Conan climbs up the rope. Reaching the window, Akiro helps Zenobia in and Conan steps onto the ledge. Akiro motions for silence and Conan scans the room, shivering at the shadowplay on the curtain. Rinaldo clambers into the window, immediately rushing to his sister slumped against the wall.

AKIRO

Quickly now! She must stand in the throes of the Flame to quench it.

Conan hops down on the steps. Rinaldo hands Zenobia to him. She leans against Conan's chest. Conan suddenly is leery.

CONAN

Where is Orestes?

Conan has whispered the question. But Orestes has heard!

ORESTES(OS)

Here, barbarian.

The Voice echoes everywhere. Then Akiro sees...

ONE OF MUMMIES...rise from the floor in front of the Flame. Only it isn't a mummy at all...but ORESTES! His maimed features have given him the perfect disguise.

AKIRO

Orestes?

Orestes answers with a cackling laugh. His hand shoots out and from somewhere off the floor, his SNAKE-HEAD STAFF FLIES UP INTO HIS HAND. He reaches into the snake's mouth and pulls out...A SMALL BLACK GLOBE. Just like the one he drew from his robe the night Conan slew Numedides.

ORESTES

Remember this, Barbarian!

Orestes NICKS THE GLOBE with his fingernail. It HISSES and he throws it at the stairs.

With Zenobia in his arms, Conan leaps down the stairs out of the path of destruction...whatever it is.

The globe strikes the stairs near the window and there is a soundless explosion. Without smoke. Without fire. Just an entire section of the stairway erupts in shattered stone and wood.

Both Rinaldo and Akiro are blown back, separated from Conan, who's on the lower half of the stairs with Zenobia. Akiro is in the window, his leg pinned by fallen stone. Rinaldo has been tossed on the upper half of the staircase, dazed but unharmed.

Orestes aims his staff at Conan.

ORESTES

(invoking)

Set! Lajeranama! Set!

The Snake-head handle twists up and the KNIFE INSIDE THE SHAFT WHIRLS OUT AND SPINS toward dazed Conan and Zenobia.

RINALDO

No!

Rinaldo dashes down to the break in the steps and springs out over the broken section, diving in front of Conan and his sister, taking the knife-blade full in the chest.

With a startled gasp, he falls at their feet. Zenobia screams and staggers to him. Meanwhile...

AKIRO...picks up a CHUNK OF BROKEN STONE and, with a snarl HURLS IT AT...

ORESTES...who turns and catches it full in his ugly face. With a cry, he careens backwards and falls through...

THE FLAME OF KORSALA...AND DOWN THE HOLE OUT OF WHICH IT SPURTS! His SCREAMS can't drown out Akiro's giddy laughter.

AKIRO

Sometimes, Orestes, a good right arm is better than magic.

But not everyone feels victory. ZENOBIA weeps over her brother's body. Barely conscious herself, her trembling hand caresses his cheek. Rinaldo stirs. Alive. Just barely.

RINALDO

You hand is cold, sister.
(winces in pain)
I hope your king is worth it.

ZENOBIA

No...no...you mustn't...!

RINALDO

This time the choice isn't yours.
(sings)
All fled...All done...

He gasps and dies! Zenobia collapses on his body..

CONAN

Zenobia!

He shakes her and she stirs. But she's failing fast, shivering with cold death, an icy blue creeps across her skin and the frost dusts her lips, lashes, and hair...Suddenly, A MOAN COMES FROM...

THE CURTAINED ALCOVE...shadow-Akivasha's shadow-stomach contracts as her breath comes in sharp, staccato groans. CONAN...is transfixed by the eerie silhouette. A child is being born. His son. Akiro hisses at him from the window.

AKIRO

Conan!

He points to Zenobia braced against the wall, staggering down the stairs. Somewhere in her semi-conscious, delirious, dying brain she remembers what must be done.

ZENOBIA

(mumbling)
...Cause be the Carrier.

She slips and slides down the steps. Conan rushes to her and sweeps her up in his arms.

AKIRO

Hurry! Hurry!

Zenobia in his arms, Conan crosses to the Flame, passing through the ring of mummies. Her breath comes in frosty puffs as she incoherently mumbles snatches of lore.

ZENOBIA

False...be true...Cause the Carrier...

(slurred song)

"...Kiss to chill Korsala's Kiss..."

(sobs)

Rinaldo!

Conan stops before the Flame, standing Zenobia on her unsteady feet, bracing her against his chest. Hesitant, he stares fearfully from the Flame to the frail girl slumped against him. A SCREAM intrudes on his dilemma.

AKIVASHA'S...SCREAM OF CHILDBIRTH!. Her shadow on the curtain lurches up to a sitting position and leans forward...pulling SOMETHING up from between her knees! A TINY WRIGGLING THING held up in her hands.

AKIRO

Now!

His cry jolts Conan back to the task at hand.

AKIRO

She must enter the Flame. Do it. Do it!

But he can't. Even Zenobia, shivering in his arms, begs him.

ZENOBIA

Do it...

Conan shakes her in desperate passion. Trying to rouse her from her near-insensibility. Wanting her to hear his words. To hear his heart.

CONAN

Come back to me! Come back!

She hears him. It's all she needs. Summoning her last bit of ebbing strength, she pushes out of Conan's arms, staggering into the Flame.

CONAN

Zenobia!

He watches helplessly, awaiting the impending disaster. BUT NOTHING HAPPENS!

Nothing at all! The Flame does not fry Zenobia. But it doesn't go out either! Conan screams at Akiro.

CONAN

The Flame does not die!

Akiro is crestfallen. Confused.

Zenobia reels in the Flame. Her staggering feet dancing perilously around the hole from which the fire shoots.

CONAN

No!

He thrusts an arm into the blaze and grabs her wrist. But the heat is too intense. He's forced to release her and leap back, falling to the floor.

A nasty welt swells on his arm, but he has yanked Zenobia back from the hole...onto the floor of the Flame. She lies there, scarcely breathing.

But her hand has flopped out of the fire. Grabbing it, Conan drags her from the Flame, pulling her limp form into his lap, cradling her in his arms.

CONAN

No! No! Crom! She must not die! I love her!

Zenobia's eyelids flutter half-open and a frosty whisper seeps from her blue lips.

ZENOBIA

A kiss...a kiss...

That is all. Her lids flutter down. Her head rolls to one side. Conan's despair finds no voice. He crushes her cold, lifeless body to his chest, rocking her back and forth, as Akiro mourns from the window ledge, knowing all is lost.

A LOW, TAUNTING LAUGH MOCKS THEIR GRIEF. Conan knows who it is. He doesn't care. He doesn't even turn around as...

AKIVASHA...approaches from behind. In her arms, she holds A SMALL BUNDLE, swaddled in a SNAKE-SKIN BLANKET. There is no hint of her recent ordeal. She is deliciously beautiful.

AKIVASHA

Yes, fool! A kiss. "And bury its burning kiss in a shivering shroud." Crom turned Korsala to fire so she may forever purify. His breath will not snuff out the cleansing Flame, but only Evil's perversion of it. Korsala's Kiss. The Kiss of Blood and Flame. The Flame that burns in me. You have failed. And the Breath of Crom has died with her.

CONAN

More than that...

He leans over and kisses Zenobia's dead lips. And as he does, HER LIPS OPEN AND HUNGRILY CLING TO HIS, PARTING THEM!

Conan's eyes widen in stunned surprise, his body shakes even as Zenobia's icy pallor fades. Her eyelids flutter open. Her lips finally release Conan and his head snaps back.

His fingers go to his mouth in wary confusion...HE FEELS THE THIN LAYER OF FROST ON THEM! ZENOBIA HAS PASSED HIM THE BREATH OF CROM IN A KISS!

He glances at her. She breathes ever so slightly. Colour returns to her pallid skin. But his joy is disrupted by a low sensual voice.

AKIVASHA

Welcome home, husband.

Akivasha...comes up behind him...confident, assured, absolutely unaware of what has just transpired.

Conan wipes the mist from his lips and, sliding Zenobia from his lap, turns to Akivasha, kneeling. Akiro anxiously watches from his perch.

Akivasha, exquisite and alluring, smiles down on Conan in malevolent triumph.

AKIVASHA

Come and greet your son. Come and kiss your wife...

CONAN

Yes...A kiss...

He answers in a dazed monotone, as though hypnotically wooed by her awesome, awful beauty.

AKIRO

No, Conan, no!

But Conan ignores him; so does Akivasha as she leans down to kiss him. Conan reaches up to pull her face to his.

AKIVASHA

Your hands are cold, Husband...Cold! No!

But the realization comes too late and before she can draw back, Conan's strong fingers entangle in her rich tresses and he brutally pulls her to him, pressing his lips against her open mouth and kissing her violently...RELEASING CROM'S BREATH INTO HER HEART!

Akivasha recoils from the impact of the breath as it seeps into her...writhing and twisting, clutching her bundle to her breast. But Conan's hold on her is firm.

Finally he thrusts her from him.

CONAN

The Fate of my kingdom will be found within a kiss.

Akivasha staggers back, dropping her bundle on the floor, her SCREAMS...rings through the tower...and beyond.

EXT. BATTLEFIELD - NIGHT

Akivasha's scream pierces the night...Trocero spurs his horse up the ridge. Publio and the councillors follow.

INT. SCARLET CITADEL

Akivasha's howl stirs Zenobia. She clings to Conan's shielding embrace as the witch's cry mingles with...

THE ROARING BREATH OF CROM...swirling up out of Akivasha's body. A TORRENT OF WIND GUSTS FROM HER GAPPED MOUTH, sucking away not only her life force but, it would seem, her foul dark soul as well...in BILLOWING STREAMS OF BLACK SMOKE!

As the fumes spew from her, she shrieks...AND BEGINS TO AGE! As the body once returned to life, so it returns to death. Her exquisite face wrinkles and withers. The voluptuous body shrivels and sags. Her ivory skin mottles to brown parchment. The lush auburn mane whitens and falls out in clumps.

Her overflowing robes slide off the decaying body. Her bony arms fail in agony and wild eyes glare from shrunken sockets. The smoke and wind tear from her cracked, dry lips until her mummified corpse folds in on itself and collapses on the floor among the other Acheron dead.

But even her death does not stop The Breath of Crom's unleashed fury. The icy wind howls, increasing in momentum and force, crescendoing to a veritable whirlwind, dispersing Akivasha's smoky soul throughout the tower, tearing at the corpses of the Acheron dead.

Conan and Zenobia struggle to their feet in the wild wind.

AKIRO

Conan! Here!

Akiro dangles the grappling rope down. They rush to the wall and climb up to...

THE WINDOW LEDGE...The wind rips at them. Conan lifts the stone off Akiro's leg while Zenobia secures the grappling hook and rope down the outside wall where...

HADRATHUS...and several of his priests wait. Trocero and Publio come riding up.

Zenobia starts down the rope, then Akiro...As Conan waits, he hears a STRANGE SOUND counterpointing the moaning wind...CRYING...He looks down into...

CONAN'S POV

...the Citadel. Wind is now a GALE. The Flame of Korsala, gutters before its blast, but does not die. The Acheron mummies are blown apart in the tempest. Decaying body parts and skulls whip through the air.

Then Conan sees the source of the crying...THE SNAKE-SKIN BUNDLE ON THE GROUND!

BACK TO SCENE

Conan stares at the forgotten bundle. His child. His son.

Suddenly, the stones of the Citadel rumble before the wind. Conan braces himself in the window arch as chips of stone and dust rain down. -

EXT. SCARLET CITADEL - ON AKIRO - NIGHT

The tower quivers in the tempest. Akiro is thrown from the rope, falling the remaining few feet to the ground. Cracks appear along the Citadel's wall.

AKIRO

Hurry, Conan!

But, instead, the rope is pulled back up into the window.

AKIRO

Conan?

The only answer is the CLANK of the grappling hook as it fixes to outside window ledge and the rattling of the tower in the wind, AS THE WINDOW ARCH SUDDENLY GIVES WAY AND COLLAPSES IN A SHOWER OF BROKEN MASONRY.

ZENOBIA

Conan!

INT. SCARLET CITADEL - ON CONAN - NIGHT

...descending into the Citadel once more. As crumbling stone flies past him, He rappels out from the wall and dives off the rope to...

THE FLOOR... The window by which he entered is now blocked with crushed stone. Conan rises and, dodging the debris and dismembered mummies whirling about him, makes his way through the windstorm to..

THE CHILD...hidden in the folds of the snake-skin swaddling. A SQUAWKING CRY comes from the bundle...touchingly plaintive but not quite childlike. More like an animal in pain.

Keeping his distance, Conan reaches out with the tip of his sword and flips back the edge of the blanket. A BLACK GNARLED CLAW WRIGGLES OUT!

Conan staggers back as A CONVULSION OF OBSCENITY writhes out of the snake-skin. Though vaguely humanoid, its hairless flesh is black as decay, hanging on its twisted torso in lumps of corruption. As though charred and deformed by fire.

The hands and feet of his crane-like limbs are splayed and clawlike. The large eyes of its malformed head bulge over a slit of a nose. Flaps of distorted skin hang where ears should. Drool gurgles from a lipless mouth, baring grey fang-like teeth.

Recovering from his shock, Conan leaps forward to put the hideous thing out of its misery. But suddenly the tower rocks and half the ceiling caves in. Conan dives for cover.

Unhurt, Conan rises, coughing in the hazy windblown dust. He spies the baby blanket half buried under stone. He pulls the stone away. But the child is not there. Then A SHADOW falls over him. Conan whirls to confront...

HIS SON...miraculously grown four feet! AND STILL GROWS! The creature lets out an agonized yelp as its body contorts and stretches. He lurches toward Conan who jabs at it with his blade and scrambles back over a heap of stone.

The Tower rattles again and another deluge of debris rains down. Conan is thrown to the floor. As the quaking stops, he's on his feet, sword in hand, searching for his son.

The thing's anguished wail pierces the torrent and the gusting Flame throws a tall, twisted shadow on the wall. Conan searches blindly for the shadow's origin in the swirl of wind and dust and decaying mummy flesh.

Then that TORTURED SQUAWK. Close. Too close. A MALFORMED HAND claws out of the haze and Conan catches a glimpse of the monster, even larger than before. But before he can strike, the thing suddenly screeches and recoils in pain, disappearing into a swirl of dusty wind.

Conan dashes for the door as more of the Citadel crumbles about him. He discovers the mechanism that lifts the cross-bar shattered by fallen stone.

He tries to lift the massive bar. As he strains at it, a HULKING SHAPE looms out of the duststorm behind him.

"SON" IS NOW FULLY EIGHT FEET TALL. A MOUNTAIN OF MONSTROSITY. Croaking a dismal wail, the thing clutches out and lifts Conan off his feet, whirling him around.

Conan snatches his sword propped against the door and raises it to strike. But he doesn't.

For the first time, he looks into the creature's eyes. No longer bulging, but large and lustrous. Clear and strong. His one spark of humanity. HIS FATHER'S EYES. Wracked with confused pain.

Holding Conan unharmed in his embrace, the creature sadly searches his face. A plaintive guttural cry bleats from his hideous mouth.

Conan lowers his sword. The creature spies his REFLECTION in the blade's polished steel. His sad eyes jerk back to Conan's face, as though comparing it with his own, pulling the barbarian to him, his mouth gaping in puzzled wonder.

Then, as if struck an invisible blow, the monster spasms and, with a wretched cry, flings Conan from him as he doubles over.

Conan hunkers against the door, clutching his sword, wary but bewildered by the thing's torment. The attack subsides and, with gasping moans, the creature wipes foamy spittle from his mouth and staggers up to the door, hovering over Conan, crouched by the door, blade poised. The thing reaches out and grasps...

THE DOOR'S CROSS-BAR...just above Conan's head and slowly, steadily lifts it up. As he shoves it aside, he's suddenly clutches his body in tortured agony. He spins to the ground, his howls competing with the wrenching wind.

Conan scrambles to his feet and tugs at the iron ring in the door, hoping to escape before the beast recovers. But he's not quick enough. He is stopped by A DESPAIRING WHIMPER. He turns back to...

THE CREATURE....who stares into his soul with his suffering eyes. With an impassioned bleat, the thing weakly bats a claw at Conan's sword.

Conan is confused, not understanding. The monster bellows plaintively and then, with angry frustration, rakes his talons along his own forearm. BRIEF BURSTS OF FLAME flicker from the rendered flesh, then are drenched in GLOWING, VISCOUS BLOOD oozing hotly from the wounds like molten lava.

with a wail, the things rips at his other arm and flame and fiery blood spills from these wounds. A child of blood and flame. Conan sinks against the door in weary, bitter pity.

CONAN

Oh, cruel gods...your mother's witch-fire.

With a plaintive whine, the creature again bats at Conan's blade, then grabs it, jerking it toward him. Conan gently pulls the crippled hand away with his own.

CONAN

Yes...I understand...

And he does. For in the luminous eyes that plead up at him, Conan can only read misery beyond endurance. He slowly lifts his sword back. The creature still holds Conan's hand and, staring at it in curious longing, he tenderly squeezes it.

CONAN...gasps, as the breath catches in his throat. Once more he stares into...

THE MONSTER'S EYES...large and trusting, flickering in sudden surprise as THE MOIST SWISH OF STEEL SLIDES INTO SOFT FLESH. Then...A CLANK...as...

CONAN...flinches and drops...

HIS SWORD...onto the floor...stained with fiery-hot blood.

THE CREATURE...let's out a whispery squeal. His sad eyes flutter and close. His misshapen head flops against Conan's heaving chest, his gnarled hand still clinging to Conan's.

The Flame of Korsala reels mournfully in the Breath of Crom's roaring lament and the Scarlet Citadel shudders in grief, as Conan cradles the dead creature with the hand that slayed it.

CONAN

Rest...rest...my son...

EXT. SCARLET CITADEL - NIGHT

The wind shrieks as Trocero has a BATTERING RAM brought up. But falling stone repels their only assault, for suddenly the entire TOWER QUAKES AND SWAYS in the savage wind.

ZENOBIA

No!

As Trocero and his men fall back, she recklessly rushes forward as the citadel starts to collapse. But then one of the massive doors swings open and...

CONAN...races out in a gust of wind and smoky mist.

ZENOBIA

Conan!

Conan's only answer is to grab her and dash from the Citadel as it IMPLODES WITH A MIGHTY RUMBLE. Conan and Zenobia are thrown to the ground by the fierce impact.

Not until the earth ceases to shake and the wind becomes a whisper does Conan rise. The smoke and dust wisps away, unveiling a mountain of shattered stone heaped where the Flame of Korsala once dance high in the sky. Conan helps Zenobia to her feet.

ZENOBIA

There is an end to the Flame of Korsala.

CONAN

No. It burns bright beneath the stone.

He points skyward. A WHIRLWIND ripples off into the night.

CONAN

And the Breath of Crom howls its way
home...The wind and the flame are
eternal.

INT. THRONE-ROOM - ON CONAN - DAY

...ensconced on his throne, crown on his brow, regal in his robes. He rises scanning...

HIS COURT...prominent among them, the loyal and the faithful
...Akiro. Trocero. Publio. Fric and Frak. Hadrathus and
his priests. Laranga, Servio, and the Black Corsairs. The
blood and dirt of battle gone. All decked out in finery to
pay homage to their king. But...

CONAN...seeks one face and, striding down the dais, he finds
her...ZENOBIA. She starts to kneel, but Conan grabs her hand
and, pulling her up, escorts her to the dais.

CONAN

Not on your knees to me, lady. I should
kneel to you...My Queen-to-be!

The shocking news startles Publio from his customary
diplomacy.

PUBLIO

A Harem girl!

Conan whirls on him.

CONAN

The woman I love! Who saved this
kingdom! She is mine, councillor. By
fire and blood and steel.

(brandishes sword)

And I will not let her go.

PUBLIO

(sputtering)

But, my liege! She's a...a...a...Not of
noble birth.

CONAN

Nor am I. A good thing too. Aquilonia's
had its fill of anemic aristocrats. From
our coarse loins, it will be reborn...
red-blooded and strong!

Publio waves his STAFF OF OFFICE excitedly.

PUBLIO

But the law...!

Conan's blade slashes Publio's brandished staff in two. The startled sage leaps back into the arms of his startled companions. Conan raises his sword and shouts to the court.

CONAN

Here is my sceptre.

He holds up his clenched fist.

CONAN

Here my orb. By these I rule. The good laws they will uphold. The bad, they will tear asunder. That is my law. So I decree. So I command. Conan...your king!

ZENOBIA

Long live the king!

The others echo the cry as Conan sweeps Zenobia into his arms and kisses her.

THE COURT

Long live the king! Long live Conan!

CAMERA PANS UP TO:

CONAN'S STANDARD...hung on the wall behind the throne. Emblazoned on it is his totem. The symbol of his reign...

THE LION...roaring its undisputed sovereignty to the world!

FADE OUT.

THE END

"NOTE"

REGARDING RINALDO'S SONG:

"All fled - all done, so lift me on the pyre;
The feast is over and the lamps expire."

Though this poem was written by Robert E. Howard, the author of CONAN, it was never used in any CONAN story. It is, in fact, the last thing Howard wrote...his epitaph...right before he committed suicide by blowing his brains out.

Since the poem is not CONAN material owned by the Studio, clearance will probably have to be secured through the estate...or original material substituted.

-Charles Edward Pogue-