

The Chronicles of
John Carter

Edgar Rice Burroughs'

A PRINCESS OF MARS

screenplay by

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EXT. TRAIN STATION CIRCA LATE 19TH CENTURY - PLATFORM - DAY

Through steam and disembarking passengers EDGAR RICE BURROUGHS steps onto the sunlit platform, carrying a carpet bag. He is mid-twenties, tall, handsome, well-dressed for the period.

ABNER (O.S.)

Mr. Burroughs? Mr. Burroughs!

ABNER, a round, drawling attorney, approaches, hand extended.

ABNER

I'm Mr. Abner. Your uncle's attorney?
I wired you...

BURROUGHS

Yes, of course.

They shake hands. Abner leads him from the platform.

ABNER

My carriage is this way. I'm sorry
we couldn't meet under happier
conditions. My condolences. John
Carter was a fine man.

EXT. VIRGINIA COUNTRYSIDE - DAY

Abner drives the open carriage through rolling green landscape, Burroughs beside him.

ABNER

I imagine you were very close...

BURROUGHS

(smiles, thinking back)
I used to love visits from Uncle
John. He was always on his way
to some exotic place--Tierra del
Fuego or Persia or Fiji...the
last letter he sent me was from
Ceylon.

(shrugs)

I never knew he considered me
anything more than a pesky nephew.

ABNER

Well, his will deeds the entire
estate to you. Including the house
and grounds, of course.

BURROUGHS

When will we reach it?

ABNER
(smiles)
We're already on it.

Burroughs is stunned. He blinks at Abner, takes in the surroundings with new--and very impressed--interest.

EXT. VIRGINIA COUNTRYSIDE - CEMETERY - AFTERNOON

Burroughs stands on a sunlit hill outside a mausoleum. Abner waits in the carriage, giving him his privacy. Burroughs inclines his head.

BURROUGHS (V.O.)
I'm sorry I couldn't be here in time for the services.

ABNER (V.O.)
Ah...there weren't any.

EXT. VIRGINIA COUNTRYSIDE - DIRT ROAD

Burroughs, riding alongside Abner, is surprised.

BURROUGHS
No services?

ABNER
No, sir. Mr. Carter's casket was sealed and in the mausoleum 'fore most anyone even knew he'd died.

BURROUGHS
That's strange...--Goodness.

They have rounded a stand of trees, revealing the main house. Large, restored antebellum, simple and graceful in design.

ABNER
Well, no offense, sir, but your uncle was...Don't get me wrong, but he did have his eccentricities. And some rather strange interests.

The road curves; on a hill behind the house is an observatory. It resembles most a Dutch windmill without the blades.

EXT. CARTER'S ESTATE - OBSERVATORY

Burroughs sets down his carpet bag. Abner hands him a ring with two keys on it.

ABNER

Here, sir. Mr. Carter requested
that you go there first...alone.

Burroughs looks from the keys to the observatory. Abner
'giddyaps' the carriage horses; the carriage rolls away.

INT. OBSERVATORY - MAIN FLOOR - EVENING

The door swings open. Burroughs enters. Takes in the room:

THE MAIN FLOOR is an organized clutter. A shut rolltop desk.
Floor-to-ceiling bookshelves. A stairway rises to the open
loft. Skylights are set into each section of the rotunda roof.

THE LOFT, dominated by a highly-polished reflecting telescope.
Burroughs peers into the eyepiece, turns one of the cranks.
The telescope rotates slowly on its column.

ON THE MAIN FLOOR is an earth globe; grease-pencil vector
lines and homemade attachments turn it into an astrolabe.
Hand-drawn charts and maps cover the walls. Many are of Mars;
one, labeled 'Barsoom,' is a detail map with cities, canyons,
etc. Burroughs looks at them, uncomprehending.

Burroughs unlocks, opens the desk. On the desktop is a large
envelope. It is marked 'TO MY BELOVED NEPHEW, EDGAR RICE
BURROUGHS, WHO LISTENS TO MY STORIES.' He opens it. Extracts a
thick, hand-scrawled manuscript. The first page reads:

A PRINCESS OF MARS
Being the True Story of My Adventures
Upon the Red Planet
by
Captain John Carter
Gentleman of Virginia

Burroughs raises an eyebrow. Glances up toward the telescope.
Turns the page and begins to read. John Carter's voice reads
for us in a soft Virginia accent:

CARTER (V.O.)
I am Captain John Carter of Virginia.
At the close of the War Between the
States, I found myself with a captain's
commission in the cavalry arm of an
army that no longer existed.

EXT. ARIZONA DESERT - CAMP - DAY

Scrub trees and brush; water runs through an arroyo nearby.
The Superstition Mountains rise majestically from the rugged
desert floor.

CARTER (V.O.)

With my home and only means of livelihood gone, I determined to revive my fortunes in a search for gold.

The SOUND of A SLEDGEHAMMER CRUSHING ROCK is heard--

--and then we see JOHN CARTER, longish black hair, whipsaw build, covered with dust and sweat. He swings the sledge, crushing rock that has been pickaxed from a large outcropping.

He shovels the rubble into a pail, lugs it toward the arroyo.

CARTER (V.O.)

I have never told anyone the following story. Even now it seems too fantastic to believe.

CLOSE ON - The bed of a sluice. Water moves over it; GOLD glints in the riffles.

Looking down at it is POWELL, big, moon-faced with red grizzle. He wears a blue Union Civil War cap with a stone turret insignia. He beams up at Carter.

POWELL

Y'see there, John? I told you that quartz looked expectant. I'd guess we got us maybe a million-dollar vein here.

CARTER

Oh. Is that all?

Powell looks quizzical. Carter can't keep a straight face. They grin at each other, unable to stop.

EXT. CAMP - NEW ANGLE - VARIOUS

As four BANDITS, shadowy figures, take up positions surrounding Carter and Powell at the sluice.

EXT. CAMP - CARTER AND POWELL

As they continue working, sifting rubble through the sluice.

POWELL

Million dollars, John. That enough to make you respectable, eh? Help you find that reasonable woman you're looking for, eh?

CARTER

I thought you said 'reasonable woman'
was a contradiction.

POWELL

(grinning)

Damn right. Me, I'm gonna go find
me a nice, thick steak--cow steak,
not bear nor hare. I'm not one for
(distastefully)
Love and romance.

In the scrub, the BANDIT HONCHO signals his men to move in.

CARTER

(chiding)

I dunno, Powell...I recall a certain
little freckle-faced lady when we
were at West Point--

POWELL

Which is exactly why I gave all
that up!

(muttering)

Freckles can hide the soul of
a demon.

Carter grins--then senses something. He spins, going for his
gun--too late. The bandits have materialized, GUNS LEVELLED.

HONCHO

Drop yer iron, friends.

Carter and Powell hesitate--then Carter slowly unstraps his
gunbelt. Powell, angry, moves his hand closer to his gun.

HONCHO

(cocks his gun)

Be stupid.

CARTER

It's only gold, Powell. Not worth
dying for.

Carter tosses his gunbelt to the ground. It lands on the wood
handle of a spade. Powell decides, raises his hands--one of
the bandits takes Powell's gun, slips it in his own belt.

HONCHO

Smarter than he looks.

(to Carter)

You a southren?

CARTER

Virginia.

SKINNY BANDIT

I say we kill the Yankee. And kill him for hangin' with a Yankee.

HONCHO

Shut up.

(to Carter)

Why are you hangin' with a blue belly?

CARTER

Read a newspaper. War's over.

Honcho regards Carter narrowly, glances at Powell. Decides.

HONCHO

This is our claim now. You're trespassin'. Get outta here.

Carter glances at Powell, and they turn to leave. The Honcho nods to Skinny, who smiles, raises his gun at Powell's back--

Carter catches the signal out of the corner of his eye--he STEPS HARD on the blade of the spade. The handle flies up, flipping the gunbelt into the air--

Carter, spinning, CATCHES the still-holstered gun, and FIRES--

--Skinny, shot in the arm, goes down. Carter side-kicks another bandit's knee, crumpling him--

Powell smashes a ham fist into the third's face, grabbing back his pistol. In an instant, the Honcho is alone and covered from two sides. A beat, and then he drops his gun.

CARTER

Interesting development, huh?

(smiles)

Pick up your friends and get the hell out.

POWELL

And we won't back-shoot you. Maybe.

The bandits gather themselves, and scramble away.

POWELL

Maybe we shoulda finished 'em, John. They're gonna be back.

CARTER

That's why you're going to ride into Phoenix and stake this claim.

EXT. CAMP - LATER

CARTER

Hire a couple of men to help us.

He is checking the saddle cinch on one of their two horses.

POWELL

Right. Men who're good with guns.

But--I think I should stay here.

You're the better rider.

CARTER

(a quiet fact)

Powell--I'm also the better shot.

POWELL

(pause; grudgingly)

You be all right here alone?

CARTER

Hey. I got the easy job. You're the one risking saddle sores.

Powell mounts, looks at Carter, then around the camp, worried. He lays a hand on Carter's shoulder. Carter clasps it.

POWELL

I'd better go.

And he spurs his horse, rides away.

EXT. RIDGE - DAY

Carter dismounts. He squints, looking out across the desert.

ANGLE - THE VAST DESERT and the tiny speck that is Powell on horseback.

Carter raises a spyglass to his eye. THROUGH THE SPYGLASS, Powell, more distinct, picks his way across a dry gulch.

CARTER (O.S.)

...never could ride a horse...

Suddenly PUFFS OF DIRT explode in Powell's path--the horse rears, frightened, tumbling Powell to the ground--

Carter jerks the glass from his eye--the flat 'pop-pop' sounds of GUNSHOTS reach him--he scans the desert, sees--

Ten riders race toward Powell, hooves kicking up dust--

CARTER
My God--Powell--

The bandits, guns out, surround Powell, rope him--
--Carter leaps onto his horse, spurs it to a gallop.

EXT. DRY GULCH AMBUSH SITE - DAY

Carter reins up at the lip. The gulch is empty. He searches the desert--sees something, rides in that direction.

EXT. BANDIT CAMP - DAY

At the base of the Superstition Mountains. Carter slips up over a ridge that affords a view of the camp. His eyes widen--
The camp is teeming with bandits.

CARTER
(to himself)
...eight, twenty-nine, thirty--Hell,
more than thirty, what's the difference?

Bandits move aside, revealing Powell, strung up by his wrists to a tree. Honcho and others stand near him. Skinny, his arm bandaged, tends a fire near Powell, heating a branding iron.

Carter is grim. He scans the area. The bandits' horses are tied up away from the main camp. He slips back from the ridge.

EXT. BANDIT CAMP - NEW ANGLE

A Mexican BANDIDO holds Powell's cap, arguing with Honcho.

BANDIDO
(indicates cap insignia)
You see this? He's an engineer. He
can help work the mine, I bet you.

SKINNY
He can help us blind.

POWELL
Go to blazes--

Suddenly there comes the sound of THUNDERING HOOVES--

HONCHO
What the hell is that?

It is a STAMPEDE, all of the bandits' horses RUNNING WILD.

The bandits scatter in a panic. The stampede nears Powell--and in the midst of it, Carter SWINGS UP FROM THE SIDE OF HIS HORSE, firing his pistol, whooping the stampede on.

Carter reins up next to Powell, pulls a Bowie knife from his boot sheath. Still on horseback, he cuts at Powell's ropes.

POWELL

Thought you said gold wasn't worth dying for.

CARTER

We ain't dead yet--

Behind Carter, Bandido raises a rifle.

POWELL

Behind you!

The final strand is cut; Powell drops. Carter spins, HURLS THE BOWIE KNIFE into Bandido's chest, spoiling his aim.

Carter swings Powell up onto the horse. Carter grabs a box of ammo from his saddlebags, tosses it INTO THE FIRE. Bullets EXPLODE, firing randomly, some taking down bandits.

Carter wheels the horse, rides past the staggering Bandido. Powell grabs the jutting knife handle, pulls it free as Bandido falls--AND CARTER AND POWELL RIDE AWAY.

EXT. SUPERSTITION MOUNTAINS - DAY

The horse gallops hard. Powell hands the knife forward; Carter grins at him, trades him the pistol for the knife.

EXT. BANDIT CAMP - DAY

Honcho barks commands, restoring order. Skinny stands nearby.

HONCHO

Goddammit, mount up! Get after 'em!

A final bullet EXPLODES in the fire. Blood blossoms on Skinny's shirt; he falls. Honcho glowers, teeth gritted.

EXT. SUPERSTITION MOUNTAINS - DAY

Carter urges his horse up a shale-covered slope at the base of the mountains. The horse blows foam as it labors. Powell reloads the pistol from Carter's belt loops, emptying them. SOUNDS of HOOVES and SHOUTING drift toward them.

POWELL

John--they're coming!

CARTER

We can't outrun 'em--not riding double.

He scans the mountains--spots a faint trail heading up. He swings down off the horse.

POWELL

So you're gonna walk?

CARTER

They'll have to follow on foot,
and we'll have the high ground.

Powell gazes at the trail--then swings down. Carter puts his lasso over his shoulder. Puts a hand on his horse's muzzle.

CARTER

I'm sorry, Blue. Be safe.

He releases the reins, slaps the horse on the flank. It takes off. Carter and Powell head up the trail.

POWELL

This is probably a dead end.

CARTER

Sh. I'm outwitting them.

EXT. . SUPERSTITION MOUNTAINS - TRAIL - DAY

Carter and Powell edge along the precarious trail, backs to the mountain. Ahead of them, the trail narrows to nothing. An expanse of unpassable cliff face, and then the trail resumes. It is a long drop to the trail switchback below.

POWELL

Aw, jeeez...

Below, the bandits come into view. Carter quickly shrugs the rope off his shoulder, prepares to lasso a jutting rock--

POWELL

Not that one! Looks like a keystone.
Don't wanna bring the whole cliff
down on us.

CARTER

Good point.

He throws the rope, lassoing a different, farther stone. Hands the rope to Powell, who prepares to swing out--

BULLETS RICOCHET off the cliff--the bandits fire from below--

Powell swings, not the most graceful of sights, lands on the far trail. He swings the rope back to Carter. More GUNFIRE--

--POWELL IS SHOT. He spins back against the cliff, crumples--

CARTER

Powell!

Carter scowls down at the shooting bandits--then he SNAPS THE ROPE--IT LOOPS AROUND THE KEYSTONE. Powell sees what he's doing, looks aghast--and CARTER LEAPS--

His weight, full on the keystone, LEVERS IT OUT of the wall. He lands beside Powell; the two scramble clear as a small AVALANCHE RUMBLES past onto the bandits below, who scatter.

POWELL

You outwitted 'em, all right.

CARTER

(examining Powell's wound)

Aah--I got lucky.

Carter's expression tells us Powell is badly wounded. Carter looks away, up the trail--spots an abandoned MINE ENTRANCE.

CARTER

This way.

They start up; Powell staggers. Carter helps him climb.

INT. MINE TUNNEL - ENTRANCE

Carter and Powell are silhouetted as they enter. Carter lowers Powell to a sitting position against one wall.

POWELL

Yep...we're lucky men, John.

Carter, grim, glances at his hand, stained with Powell's blood. Powell, pistol ready, keeps guard. A lamp hangs from a crossbeam. Carter digs out a match, lights the lamp.

CARTER

We're not the only ones...looks like someone's worked this claim pretty hard.

(calling)

Hello?

The echo is his only answer.

POWELL

Mine coulda played out. Or maybe they were run off. The local tribes hold these mountains sacred. Some kinda mystical place.

Carter peers down the tunnel, cautiously steps further in.

POWELL (O.S.)

You know, I've been thinking...Maybe you're right. A reasonable woman might not be too bad. Not too bad at all. Think I'll find me one, too.

CARTER

Of course, she'd have to be a reasonable woman who can cook a steak.

He holds the lamp high.

CARTER

Goes back aways. Maybe there's a shaft that'll lead out.

(no answer)

Powell?

Carter hurries back--pulls up sharply. Powell is still, his body lying awkwardly on its side.

Carter kneels. Checks Powell's neck for a pulse. Carter sets back on his heels, downcast. He gently closes Powell's eyes.

Pebbles clatter; Carter looks up--

HONCHO climbs into view at the mouth of the cave, several others behind him. He spots Carter, brings up his gun--

Carter scans for the pistol--it is half-hidden beneath Powell's body. He reaches for it--

--Honcho FIRES. Carter leaps back, rolls as bullets kick up dirt around him--he knocks the lamp aside, extinguishing it--scrambles back down the mine tunnel.

INT. MINE / CAVERN

The tunnel breaks into a natural cavern. There is a ten-foot drop off to the cavern floor. Stalactites and stalagmites sparkle. Phosphorescent lichen glows on the walls.

Carter scrambles over the drop-off. Slips the Bowie knife from his boot. He frowns--a bluish glow illumines the cavern.

Carter looks up: near the ceiling, the nebulous blue glow coalesces quickly. Carter stares, his eyebrows rising--

A loud implosive FWOOMP--dirt rains down--the glow bursts into a flat plane of swirling light. A half-foot thick, it floods the cavern from side to side, hurtling down upon Carter.

CARTER

Sweet Jesus...

Carter leaps for the lip of the drop-off, grabs with one hand--stabs the knife into the cavern wall for more purchase--

Honcho stands at the tunnel edge, eyes wild with fright--

--Carter struggles to gain safety--

--and the FLAT PLANE OF LIGHT IS UPON HIM. As it drops down past him, Carter is erased from existence. The plane of light reaches the cavern floor. Carter is gone.

The light swirls in on itself, and FWOOMPS out of existence.

THE SCREEN EXPLODES IN WHITENESS, THEN DISSOLVES TO:

INT. ATMOSPHERE FACTORY - MARS

CLOSE ON - JOHN CARTER. Blood trickles from his mouth. He stirs. Rolls onto an elbow--

--and is face-to-face with a cougar skeleton. Seared holes mark the path of a bolt that burned through its ribcage.

Carter shoves himself away in shock--and travels much farther than he expected, hitting hard wall. He is disoriented--

--an energy bolt slams down from above, hits one of the other skeletons scattered on the floor--hares, coyotes, bighorns--

With wide eyes, Carter takes in his surroundings. He is at the bottom of the

CENTRAL ENGINE PIT,

a bad place to be. Sheer curved walls tower far above him. At the floor's center is a ten-foot-tall crystal power plant. Hovering high above it is a huge fiery ball of energy.

Random energy bolts shoot out in all directions, striking monolithic slabs that hang throughout the pit. The slabs go from dull metal-gray to oil-on-water rainbow sheen and back to dull. THE NOISE IS DEAFENING.

One of the energy bolts fires toward Carter. Carter leaps out of its path--and travels nearly twenty feet up and back. He slams into a monolith. Grabs onto it.

CARTER
(trying to comprehend his leap,
his circumstances, everything)
My God...

Carter scrambles atop the monolith. Realizes he is still gripping his Bowie knife. He resheathes it, leaps to another monolith, suspended higher than the energy ball--

--stronger than he thought, he nearly overshoots the monolith. He grabs the upper edge, straddles it.

Carter is now on level with the observation ports that ring the engine pit. Through one, he can see an unmoving figure, backlit to silhouette. Carter bangs on the clear shielding--

CARTER
HEY! Help--

--a bolt strikes the monolith he is on. The noise is painful--his clothing smokes where it contacts the surface--

Carter leaps again. Catches a monolith twenty feet higher. The lip of the chamber beckons far above. He leaps again--

ONE OF THE BOLTS GRAZES HIM. Carter screams, slams into the wall below the rim. He hangs there--an ugly burn runs across his back and arm. A painful, monumental effort--he pulls himself up, over the lip, onto the catwalk that rings the pit.

INT. ATMOSPHERE FACTORY - CENTRAL ENGINE - CATWALK

The engine noise is muffled. Carter is barely conscious.

CARTER'S POV -- a figure rises. Light from the engine pit illumines THE KEEPER, tall, ramrod straight posture, his impassive eyes set deep beneath his wizened brow. He steps onto the catwalk from a stairway, and leans in--

FADE TO BLACK

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

CARTER'S POV -- Carter's arm has been bandaged. In his peripheral vision, wires run from his head to a small console. The Keeper holds the console, working it.

The Keeper speaks. The language seems pure gibberish--sing-song, with occasional clicks and gutturals. His words shift, change, finally dissolve into--

KEEPER

--do you understand me? Do you
understand me now?

He searches Carter for signs of comprehension. Nods

KEEPER

Very good.

He makes an adjustment; white noise increases in volume--

FADE TO BLACK

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

Carter lies on a couch. He stirs. Sits up, reaching for his
boot sheath. Pauses. Notices his wounds have been bandaged.

The Keeper stands at a control board. Three-dimensional forms
grow from its surface. It looks like a cross between a printed
circuit and a sand painting. No dials or switches anywhere.

The Keeper works the board like a sculptor, smoothing out
forms, creating new ones. The engine responds to his efforts.
The Keeper notices Carter from the corner of his eye.

KEEPER

You are awake.

Carter takes in his surroundings. Grins.

CARTER

Naw, I don't think so.

The Keeper's manner is distant; he has more important--and
complex--things on his mind than Carter's dilemma.

KEEPER

Your situation is this. You were
caught in the mining transference
beam and brought here.

CARTER

Uh-huh. Where's here?

KEEPER

This is an atmosphere factory on
Barsoom.

Carter laughs at the apparently absurd statement.

KEEPER

You are delirious from your injuries.

He turns away. Carter considers this comment.

CARTER

That's possible...

Carter surveys what he can see of the factory--it is disquieting. The imposing size and alien design of its components put their functions just beyond comprehension.

Carter spots the observation ports of the central engine. He swings his legs out, stands. A too-powerful step, and he loses his balance. He thinks. Tries shuffling his feet. This works.

Carter looks into the central engine at the energy ball. His gaze becomes distant at a disturbing new thought. He scuffs toward the Keeper.

CARTER

I came up with another possibility.
(sheepish, but sincere)
Are you St. Peter?

KEEPER

No.

CARTER

If I'm dead, and this is heaven--and
you're St. Peter, and I'm an angel--
That would explain a lot.
(points at the pit)
Like why I can fly.

KEEPER

You don't fly. You leap. The gravity
here on Barsoom is less than that of
Jasoom.

Carter squints at The Keeper.

CARTER

Jasoom. Barsoom?

KEEPER

I have no time for this. You are
from Jasoom. It is the third planet
from the sun. This is Barsoom. It is
fourth from the sun.

Carter counts off four silently on his fingers, frowns.

CARTER

Mars? Mars is heaven?

The Keeper finally looks at Carter, his patience waning.

KEEPER

You are not dead. Though if you would like to take the journey down the River Iss, it is of no concern to me.

Carter scowls, frustrated with all this.

CARTER

This is ludicrous. If you're a Mars man, how come you speak English?

KEEPER

I do not speak English. You hear English. And speak Barsoomian.

CARTER

(remembering)

...that--contraption...on my head...

KEEPER

(nodding)

During the Wild Times, after the Cataclysm, many dialects emerged. The machine was developed to facilitate the construction

(becoming more reverent)
of these factories.

CARTER

My imagination seems to have everything covered. Though I don't recall ever having dreams this vivid...

The Keeper has become weary of pointing out the truth to this crazy man. He moves away.

CARTER

Well, when Powell wakes me up, you'll be sorry.

(a beat; to himself)

Powell...

He looks down at his hand. It is stained brown with Powell's dried blood. He looks up, around the factory, seeing everything with new eyes--eyes no longer certain of anything.

Carter looks toward the Keeper.

CARTER

Are you telling the truth?

INT. ATMOSPHERE FACTORY - PORTAL

Huge pipes and ducts. The sound of flowing air. The Keeper waits on a platform as Carter climbs the last few stairs. The Keeper touches a plate beside the portal--it irises open--

Carter stands, jaw slack, staring. Two different light sources illumine his face. He casts two shadows. Carter steps forward, out onto a ledge no larger than a small balcony.

The landscape of Mars is spread out before him. The rising walls of a monstrous canyon vanish to the horizon. A cloudless, black-as-black night sky; the starlight nearly undiffused. And high above, two moons glow.

KEEPER

Do you doubt your own senses? Now
do you believe?

Carter stares out at this, awed. He nods slowly. He believes. The Keeper points to a blue-green jewel in the sky.

KEEPER

That is where you are from. That
is Jasoom.

Carter focuses on it. It is so far away.

CARTER

...Earth...

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

Carter looks worried as he follows the Keeper down the stairs.

CARTER

Can you send me back?

KEEPER

No. To reverse the beam, I would
have to shut down the factory. I
will not do that.

CARTER

Why not?

The Keeper doesn't reply. Carter catches his arm.

CARTER

I am at least owed an explanation.

The Keeper considers this. Decides Carter is right.

KEEPER

Long ago, after the Cataclysm, these factories were built to maintain the atmosphere of Barsoom.

(beat)

Several days ago, my readings showed a drastic deterioration.

His eyes drift as he envisions the horror of it.

KEEPER

The atmosphere is becoming poisonous.

Carter frowns, takes a deep breath, lets it out slowly.

KEEPER

To correct it, I was forced to mine your planet more aggressively for rare elements. Elements no longer available on Barsoom.

CARTER

And that's when you picked me up. So now just put me back.

KEEPER

You still do not understand. The other two factories have failed. This is the last.

(resolute)

I will not shut it down for any reason.

INT. ATMOSPHERE FACTORY - CONTROL LEVEL - LATER

The Keeper works at the control board. Carter considers something. He looks up.

CARTER

On Earth, we don't have much call for factories. We have trees.

The Keeper looks at him, brow knitted.

KEEPER

Barsoom once had trees. They were a casualty of the Cataclysm. One of the many casualties.

(sadly)

And now I witness it again.

This last catches Carter's attention, but he lets it pass.

CARTER

Right. Look, you've got to send me home. After all, I'm using up all this valuable oxygen...

The Keeper looks up in alarm. From beyond the control chamber comes a RUMBLING sound. The Keeper is astonished.

KEEPER

The doors.

CARTER

Doors? What about the doors?

KEEPER

(checking the console)

They are opening. I did not order it.

Carter frowns, then follows the Keeper as he exits.

CARTER

Maybe it's someone come to help fix the atmosphere.

INT. ATMOSPHERE FACTORY - CORRIDOR

The Keeper strides toward the tall, widening split. He touches the control plate--the doors continue to open. Suddenly, THREE RED-SKINNED MEN in rough garb BURST IN. They are:

- 1) a grim SABOTEUR, the leader;
- 2) ASSASSIN, his harness heavy with weapons; and
- 3) SWORDSMAN, a lithe, graceful thug.

Assassin and Swordsman grab the fleeing Keeper, wrestle him down. Saboteur gestures for them to kill him, then hurries up the corridor. Swordsman draws a vicious-looking THARK SABER--

--CARTER WADES IN, shoves Swordsman away from the Keeper.

CARTER

These odds aren't fair.

Assassin, surprised, pushes the Keeper aside, draws his sword as Swordsman recovers. They face Carter.

CARTER

This isn't much better.

Swordsman lunges toward Carter--Carter LEAPS--too high--and hits hard against the ceiling.

CARTER
 (hitting the floor)
 --aw--dammit--

He barely ROLLS CLEAR of Assassin's slashing blow--

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

Saboteur manipulates the controls brutally. The ENGINE SOUNDS DIMINISH as he shuts down the factory.

INT. ATMOSPHERE FACTORY - CORRIDOR

The Keeper sidles past the fray, runs off down the corridor.

Carter dances back--then leaps, this time pushes himself off the ceiling, slamming down on Assassin with a sickening crunch. Carter unsheathes his knife--

--and parries Swordsman's saber thrust--comes around with a HARD LEFT CROSS--Swordsman's head snaps around with a 'crack' --he drops, deadweight.

Carter picks up the dropped saber, hefts it, shakes his head.

CARTER
 ...been a long time...

He executes a step-lunge--reacts to it unhappily--and then long-stridedly runs after the Keeper.

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

The Keeper claws at Saboteur, who draws his sword--

--Carter PARRIES THE STAB at the Keeper, steps between them. Carter's fencing skills are rusty; he is forced back against the outer wall of the central engine--

--and then a LUCKY RIPOSTE tears Saboteur's sword from his hand. Carter is surprised--but covers quickly.

CARTER
 You've lost. Give up.

The ENGINE SOUNDS INCREASE, returning to normal, the Keeper at the controls. Saboteur looks around wildly. Spots, then runs for the stairs. Carter grabs at him, gets a foot in his face.

Saboteur rushes up the stairs. Carter leaps after him warily--

INT. ATMOSPHERE FACTORY - CENTRAL ENGINE - CATWALK

--Saboteur reaches the catwalk, pauses at the rim. Carter, still on the stairs, prepares for Saboteur's attack.

And Saboteur leaps--into the pit.

He falls through the path of an energy bolt; it goes straight through him. The corpse drops, is hit again, SMASHES down onto the crystal power plant, SHATTERING COMPONENTS--

--the hovering energy ball loses shape--the engine noise becomes discordant.

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

The Keeper seems himself in pain as he manipulates the control board quickly--despite his efforts, the engine noise continues to decrease. The factory is breaking down, slowing to a halt.

INT. ATMOSPHERE FACTORY - CENTRAL ENGINE - CATWALK

Carter stands at the edge, watches as the energy ball shrinks, finally disappears. All noise ceases.

Saboteur lies across the wrecked power plant. Smoke drifts from his charred body.

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

The Keeper stands motionless at the control board, head down. The control board is now flat, colors faded. Carter sits away from him, a saddened, thoughtful look on his face.

KEEPER

What is your name?

Carter looks over at him.

CARTER

John Carter of Virginia.

KEEPER

John Carter of Virginia. You must search for the ancient cities, and enlist their aid in repairing this factory.

Carter continues to look at him, deadpan.

CARTER

What?

KEEPER

This planet is wise. When she saw that her survival was threatened, she brought you here.

CARTER

I thought that was an accident.

KEEPER

There are no accidents. You must go.

CARTER

You're reading too much into this.

KEEPER

Very well, then. I will appeal to your baser nature. Do as I ask--and I will send you back to your home.

Carter's eyes flash with anger.

CARTER

I don't need bribes. If this whole world is going to die--of course I'll go.

(beat)

That's what's at stake, right?

The Keeper holds his gaze, then turns away.

KEEPER

Yes. The whole world.

INT. ATMOSPHERE FACTORY - CORRIDOR

Carter regards the bodies of Swordsman and Assassin. He straps on Swordsman's pouched belt and saber, drops his gunbelt and empty holster beside them.

KEEPER

No factory has ever been disabled. I will need metallurgists...engineers... and bonders to assist me.

Carter joins the Keeper at the doors. He focuses on Carter.

KEEPER

You must lead them back here yourself. The factories are crucial to Barsoom--their locations must be kept secret.

CARTER

To keep 'em safe from attack.

KEEPER

Yes, exactly.

Carter scowls at him, gestures at the bodies.

CARTER

They didn't seem to have trouble finding the place. Do you know who they are?

KEEPER

No.

CARTER

Well, you don't want me asking one of their friends for help.

The Keeper considers this, taking the point seriously.

KEEPER

I am ignorant of the present civilizations. In my day, the most advanced of the cities was Helium. Its ruling family may still be honorable.

(beat)

Ultimately, you must decide whom to trust. You must be very careful.

CARTER

Reckon I can always ask the planet for advice.

KEEPER

(to him, an excellent idea)
Yes.

Carter rubs his temples. He looks out over the terrain.

CARTER

Do you remember where the cities are?

KEEPER

Of course. They lie in the direction of the sunset.

Carter waits for further details. None are forthcoming.

CARTER

So that way to maybe a city called Helium?

The Keeper nods.

CARTER
(flatly)
Wish me luck.

KEEPER
There is no luck.

Carter fixes him with a look, then turns and moves away.

CARTER
That's for sure.

EXT. ATMOSPHERE FACTORY - LEDGE - DAY

Carter steps out. The doors blend into the surrounding cliff as they rumble shut, becoming undetectable.

Carter surveys the terrain, awed. The factory is located on the edge of the Valles Marineris, a 3000-mile long rip in the planet's crust the depth of ten Grand Canyons.

Carter, a tiny figure amid huge broken rocks, begins to pick his way up a steep, crumbling wall.

DISSOLVE TO:

EXT. HELIUM - DAY

A magnificent walled city of spires and graceful curves. Twin towers dominate the skyline, one of ruby, the other honeyed gold. The outlying area is farmland, with hydroponic-like pipework and small houses.

A shadow drifts across the city: it is the Zodangan airship, the size of a dirigible, but with a topdeck profile similar to that of a sailing galleon.

EXT. RUBY TOWER - TERRACE

Two men regard the airship: One, the COMMANDER of the Helium Navy, is a career soldier who has come up through the ranks on merit. The other is a high-ranking CIVILIAN.

CIVILIAN
Impressive the Zodangans could get
one of the ancient airships flying.

COMMANDER
Resurrecting the technology of old
Barsoom is a waste of time--they
barely understand it.

The Commander turns away, into the ballroom. The civilian looks back at the airship, still impressed by it.

INT. RUBY TOWER - BALLROOM

Huge and multi-leveled, towering archways open to the sky. Filled with red-skinned people from both Helium and Zodanga; a diplomatic reception for Zodanga is taking place. There are:

- 1) Helium civilians
- 2) Helium navy personnel (including the Helium Honor Guard)
- 3) Zodangan navy personnel (including the elite Zodangan Praetorian Guard).

The Zodangan uniforms are more overtly martial. Distinctive Helium and Zodangan crests hang side by side.

On the ballroom floor, a lovely YOUNG WOMAN and a Helium NAVY ENSIGN dance to the music of a chime orchestra.

YOUNG WOMAN

(breathlessly)

There are rumors we may soon be at war with Zodanga.

NAVY ENSIGN

There are always rumors of war-- especially since Sab Than came to power. The hope is that diplomacy will carry the day.

Her gaze drifts, interest waning; he notices.

NAVY ENSIGN

--but my regiment is on...full alert.

Her excited gaze returns to his face; he nods gravely.

Two WOMEN, one a Helium navy OFFICER, take drinks from a passing waiter.

WOMAN

Sab Than is much more attractive than I had imagined.

WOMAN OFFICER

If you like that type.

She sips--but then surreptitiously joins the other gazing at--

SAB THAN, indeed a dashing figure. He holds the attention of a mixed group from both cities. His easy smile and charming manner smooth over any offense his words might cause.

SAB THAN

...admittedly, Zodanga has assumed a stronger military profile. But out of a concern that you of Helium should share.

(beat)

The Tharks.

CIVILIAN #2

Tharks? They're four-armed barbarians--hardly a threat.

SAB THAN

They've adapted well to this harsh environment--in some ways, better than our race has. Their numbers grow.

NAVY OFFICER

There have been raids on some of the outlying farms...

SAB THAN

(nodding)

They are becoming bolder. For our own survival, Zodanga and Helium must unite. I can only hope that your Princess Dejah Thoris agrees with me.

Sab Than smiles at this thought--

INT. RUBY TOWER - BALCONY

Where DEJAH THORIS (pronounced DEE-jah) gazes down at Sab Than. She is beautiful in the extreme: Coal-black hair frames fine, exotic features and large, dark eyes. She is not happy.

KING MORS KAJAK stands beside her. Around his deep-set eyes laugh and worry lines are equal in number. A philosopher-king, he has no need to wear a crown. Nor does Dejah.

KING

He will press you on his marriage proposal. Do you have an answer?

DEJAH

Yes. 'What's wrong with a treaty?'

The King smiles. Dejah's smile fades. She looks off, troubled.

DEJAH

Father, how would you make this decision?

The King is slightly taken aback.

KING

I do not know. I doubt Sab Than will ever ask me to marry him...

DEJAH

Father...

KING

Sorry. I am much more used to advising you on how to handle the consequences of your decisions.

Dejah smiles briefly. She speaks to him openly, honestly.

DEJAH

Father...this is so big. I know my duty is to Helium. We must ensure peace with Zodanga. But--
(shudders, makes a face)
Sab Than.

The King watches her with concern.

KING

Ideally, a ruler will find personal satisfaction in doing what is best for his people.

DEJAH

If I wanted satisfaction, I would just quit it all and go exploring. But I can't. I am a princess.

He lays a compassionate hand on her shoulder.

KING

You will decide well. You're also a scholar. A diplomat
(smiles)
My very beautiful daughter.

DEJAH

(stressing it)

And a princess. Which takes precedence?

The question hangs there, unanswered. The King's CHANCELLOR enters the room.

CHANCELLOR

Princess Dejah Thoris? It is time.

Dejah and the King share a smile at the ironic timing.

INT. BALLROOM

Where the spectators have become uncomfortable as the Helium Commander confronts a smugly-smiling Sab Than. PRAETOR, the hard-looking captain of Sab Than's elite Praetorian Guard, watches the Commander warily.

COMMANDER

--you waste precious resources to build up your military. Then you come offering us your 'protection.'

He steps close to Sab Than. Praetor tenses.

COMMANDER (cont'd)

We are supposed to hand ourselves over gratefully to a lying bully?

Sab Than moves even closer; his easy smile belies his words.

SAB THAN

(sotto)

Envious, Commander? Or frightened?

The Commander bristles--drops his hand to his sword hilt--

Praetor's sword is drawn, held at ready. The Commander's eyes widen at Praetor's speed.

--then the orchestra plays a flourish; attention turns to--

Princess Dejah Thoris, stunningly beautiful as she enters through the main archway. Her father is beside her; honor guards discreetly flank them.

The Commander steps aside, still angry but back in control. Praetor resheathes his sword smoothly.

Sab Than stares with desire at Dejah, all other concerns forgotten. He gestures for his guard to attend him, moves forward regally to greet the King and Princess.

SAB THAN

(bowing low to the King)

Your Highness.

The King extends the Princess' hand to Sab Than.

KING

Sab Than, I present to you Princess Dejah Thoris.

The orchestra plays; Sab Than and Dejah waltz in a style similar to earth, save that her right hand rests open-palmed over his heart, both his hands on her shoulder blades.

SAB THAN

I hope you have given consideration
to my proposal, Princess.

Dejah has masked her doubts; she is now poised and confident.

DEJAH

I think a closer alliance with Zodanga
is desirable. I am torn on how close
that alliance need be.

SAB THAN

I find great pleasure imagining you
and me together. As co-rulers.

DEJAH

With myself someday ruling Helium,
and you ruling me?

Sab Than laughs, leading her into a spin, smiling--but not
responding. She indicates the airship.

DEJAH

Your arrival was impressive. Even
intimidating.

SAB THAN

There is no reason to be intimidated.
It is...the Tharks that are the threat.

DEJAH

I can hardly imagine...the Tharks
rising up out of the desert and
storming my city.

SAB THAN

(as if it were a pledge)
Before that happens, I promise
Zodangan forces will be inside
Helium walls.

She stares at him, offended at his audacity. He leans closer.

SAB THAN

Love and war...both forge strong
bonds, don't they,
(pointedly)
my Princess?

Dejah is insulted. She stops. Turns her hand knuckles-down to
his heart, ending the dance. A smiling moment from Sab Than,
and then he releases her. She moves away from him.

He watches her, takes a glass from a tray, steps out onto the

EXT. RUBY TOWER - TERRACE

and looks up at the airship. In the huge, multi-paned window at the stern, A TALL, ROBED FIGURE stands in silhouette.

Sab Than raises his glass slightly. The figure lifts his hand briefly. Sab Than smiles and sips.

DISSOLVE TO:

EXT. MOUNTAINOUS LANDSCAPE - DAY

Huge craggy peaks with traces of ice. A thick column of inky black smoke issues from a vertical fissure in a cliff face--actually the door to another atmosphere factory.

A Barsoomian flyer, with Helium insignia, lands beside two others.

The flyers are from the Golden Age of Barsoom, like Sab Than's airship. They resemble an open cockpit set in a gyroscope. They can vertically lift, hover, and move in any direction without turning--the cockpit rotates within the gyroscope.

A figure disembarks--bearded, with an eyepatch, he is KANTOS KAN. A woman SCOUT, one of four Helium Navy men, indicates the fissure. Kantos listens to her, nods, eyes it uneasily.

INT. NORTHERN ATMOSPHERE FACTORY - CORRIDOR

Inside now, Kantos takes a device from his belt, twists the top half--it ticks slowly around, glowing, lighting the corridor. The preternatural silence induces hushed voices.

SCOUT

Is this--this must be an atmosphere factory...

(examines the fissure)

With these doors shut, it would be completely invisible--

OFFICER

What's that?

Kantos' light has picked out a form lying on the floor--A FEMALE KEEPER, as old as the first, stabbed to death.

An armadillo-like creature--a sleegat--is latched onto her side, reddish bladders on its back swelling grotesquely.

Kantos skewers it--one of the blood-filled bladders bursts, and the sleegat SCREECHES. Kantos grabs its tail, hurls it against the wall. Another sleegat pounces on its corpse.

KANTOS
(an involuntary shudder)
Sleegats. I hate those things.

OFFICER
(staring at the body)
Is...is that a Keeper?

Kantos regards it as reverently as the officer.

KANTOS
Was.

SCOUT
Sir--

She displays a long-shafted, large-headed Thark axe. She grabs the shaft above the axe head--the head slides smoothly down the shaft, stopping with a lethal 'click.'

SCOUT
--Tharks.

EXT. DESERT - DAY

Carter scuffs away from the canyon. He squints at something--three rough, MAN-MADE SHAPES, squat cylinders.

Carter lopez toward them--and suddenly finds himself leaping out of control down the slope. He tumbles, sprawling hard. He sits up, grimaces at a sharp pain in his side.

He opens one of the belt pouches. Inside is the object that jabbed him. He examines it: it is an honor crest of the elite Zodangan Praetorian Guard.

Carter is puzzled, but pleased, at his discovery. He re-wraps it, returns it to the pouch. He rises, then moves carefully down the slope toward the

EXT. INCUBATORS

Similar in construction to a sod house, wide and low, the eight-foot walls leaning in but sturdy. Carter jumps up onto a wall. Inside, dozens of snowy-white eggs sit in the sunlight.

CARTER
Eggs?

Carter hunches his shoulders defensively, scans the sky warily for the bird that laid these suckers. There is a MOVEMENT in the shadowed half of the incubator. Intrigued, wary, Carter drops into the

INT. INCUBATOR

He peers into the darkened half. A creature crawls out briefly into the light. It is a bug-eyed, four-armed, two legged green-skinned baby Thark.

Carter steps back, hand to his sword hilt.

CARTER

You're definitely not a bird.

Climbing blindly, the Thark steps on an egg, helping to tear the eggshell-skin open. It continues into the shadows, where a dozen baby Tharks huddle in the shade.

CARTER

Although I would've been happier if you were.

Suddenly, fragments of the wall behind Carter explode from a THUNDEROUS BLOW struck on the other side. Another THUNDEROUS CRASH--and a section of wall collapses into rubble; dust obscures the opening--

--and then an adult Thark steps through. Seven feet tall, dark green, with four powerful arms. Long tusks, inlaid with beads, curve up from his lower lip. He holds the heavy maul he used to breach the wall. His name is DOTAR.

CARTER

A lot happier.

Dotar sees Carter. His eyes widen; he immediately draws a sword from his weapon harness, tightens his grip on the maul.

CARTER

Hold on, wait--

Dotar angles between Carter and the nest of eggs.

CARTER

Uh...these are your...uh, offspring?

Dotar advances--Carter draws his own sword. Dotar's eyes flash to it, then he looks puzzled. The sword is identical to his own. Carter uses the pause to edge toward the breach.

CARTER

Easy, now. I'll just leave through this...uh, this door you made here.

Dotar motions with his sword for Carter to go through.

EXT. INCUBATORS - DAY

Carter's eyes widen--the structures have become a hub of activity:

A Thark caravan has arrived. Carts are pulled by mastadon-like zitidars. Warrior Tharks ride thoats, vicious-looking horse-like creatures controlled by club blows to the head.

More Tharks bash open the incubators; one spots Carter and Dotar. He speaks to a female, who looks wide-eyed at Carter. She sets two baby Tharks into a cart, hurries across to--

--a mounted Thark, ZAD, an opportunist among Tharks. He listens, glances sharply up. He straightens, rides to--

TARS TARKAS

Fierce. Noble. Imposing. His tusks are the most ornately beaded--and jeweled--indicating his status: Jed of the tribe.

Zad points; Tars Tarkas looks, then clubs his mount. His lieutenants follow; other Tharks move aside, clearing his way.

TARS TARKAS

Report.

DOTAR

A thief, my lord.

(indicating Carter's saber)

He carries the metal of a Thark.

Tars Tarkas assesses Carter, who glares at Dotar's accusation. Zad, too, examines Carter.

ZAD

Strange. The size of a red man, but pale as a sorak's belly.

CARTER

(just loud enough)

You're calling me ugly?

TARS TARKAS

Little man. Did you come by your metal in battle?

Carter answers, keeping his temper in check.

CARTER

As a matter of fact, yes.

The gathered Tharks laugh--a strange, choking/hissing sound.

ZAD

A thief and a liar.

Tars Tarkas nods, then makes a hand-across-the-throat 'kill him' gesture. Dotar steps forward.

CARTER

Wait. Does--

(imitates gesture)

--mean the same here as it does where I come from?

TARS TARKAS

It is Dotar's right to kill you for your crimes. You may meet his challenge with an equal or lesser weapon.

CARTER

(glances at Dotar)

No trial?

TARS TARKAS

This is the trial.

Carter again looks at Dotar, sizing him up with respect.

CARTER

Is this really necessary?

TARS TARKAS

It is not necessary for you to fight back.

(a command)

Dotar--kill him quickly.

Dotar moves forward. Carter scowls, sets his jaw.

CARTER

Like hell.

Carter takes a classic 'en garde' position. Dotar looks at him, skeptical. He crouches into a more brawling stance. This time Carter looks bemused--and Dotar is at him.

SWORDS CLANGING, they battle. Carter maintains a defense--barely, utilizing his quickness and smaller size to stay even.

ZAD

Stop playing with him, Dotar.

Dotar, angered, comes harder at Carter--Carter parries; their blades lock. Dotar's lower fists suddenly slam Carter's ribs.

Carter, surprised, jumps back. He gives Dotar a hurt look--

CARTER

Now just a minute--

Dotar springs at him--

--and CARTER LEAPS, TWISTING OVER the Thark's head--

The spectacular move draws gasps from the Tharks--

Carter lands--before Dotar can turn, Carter sweeps his legs out from under him. Dotar sprawls--Carter kicks away his sword, and puts his own blade to Dotar's throat.

A beat, and then Carter lowers his blade. He steps back.

Dotar scrambles to his feet, and pulls his axe from a sling on his back--the bladed head slides down with a lethal 'click'--

CARTER

Is that fair?

TARS TARKAS

You should have insisted he remove his harness.

ZAD

(almost a smirk)

You should have killed him.

Carter ignores Zad. Dotar whirls the axe among all four hands; the head snaps from one end of the shaft to the other.

They fight. Dotar's skill and weapon overpowers Carter's. Carter cannot leap; the onlooking Thark crowd hems in the two.

But one of the female Tharks--SOLA--does not enjoy the battle. She turns away, to the derision of several others.

Winded, sweaty, Carter tries a desperation lunge--the heavy axe SNAPS THE BLADE OF HIS SWORD. Carter feints a leap, then dives past Dotar--Dotar sweeps the axe around his torso--

He scores. Carter rolls, clutching his bleeding side. He unsheathes his knife, holds it at ready.

Dotar executes a whirling flourish, then charges--

Carter looks at his knife balefully--then snaps his arm back and THROWS THE KNIFE--

--Dotar slows, stops, incredulous--the knife protrudes from his throat. And then he falls. The Tharks go quiet.

Carter stares--exhaustion, pain, regret, have left him numb.

TARS TARKAS

Perhaps he did come by his metal
honestly.

ZAD

(puzzlement)

He...gave up his weapon.

TARS TARKAS

But he won. An effective tactic,
little man. Come forward.

Carter eyes him warily. He recovers his knife, cleans it in
the sand. He steps cautiously closer to Tars Tarkas, watching
all the other Tharks, who do not hide their anger.

TARS TARKAS

I am Tars Tarkas, jed of this tribe
of Tharks.

CARTER

I am John Carter. Of Virginia.

(beat)

You've probably never been there.

TARS TARKAS

(thinks)

No.

Tars Tarkas extends his hand, indicating the knife. Carter
hesitates--then hands it to him. The Thark examines it.

TARS TARKAS

I have never seen a blade of this
quality. Was it forged in...Virginia?

CARTER

Nope. It was made from Jim Bowie's
own specs by a smith outside of
Laredo.

(beat)

You've never been there, either.

Tars Tarkas nods, hands the knife back. He considers Carter.

TARS TARKAS

You present a problem, John Carter.
By battle, you have earned a position
among us--

Some Tharks grumble, dismayed; Tars Tarkas holds up a hand.

TARS TARKAS

--yet you are not a Thark.

Carter stares at him directly. Tars Tarkas assesses him, returning the look--one warrior to another--then decides:

TARS TARKAS

You may travel among us as a peer--
or chained as a prisoner. Either way,
you will come with us to Korad, where
the Jeddak will decide your fate.

Carter looks around at the armed Tharks.

CARTER

Is Korad a city?

TARS TARKAS

Yes.

CARTER

In the direction of the sunset?

TARS TARKAS

Yes.

Carter weighs the options--then sheathes his knife.

CARTER

All right. I'll travel with you.
But if it's all the same to you,
let's skip the chains.

Tars Tarkas nods. More grumblings from the Tharks; Tars Tarkas eyes them, and they quiet, go about their business.

DISSOLVE TO:

INT. HELIUM GREENHOUSE - DAY

Lush with other-worldly vegetation, much in full bloom.
Through the crystal walls, the immense desert can be seen.

Dejah is working, probing root structures, adjusting the
hydroponic system. A look of concern crosses her face. She
kneels; one plant is shriveled, petals drooping, dying.

The sound of footsteps; she frowns, upset at being disturbed.

SAB THAN (O.S.)

Barsoom must have been beautiful once,
when all these plants grew wild.

Dejah recognizes the voice, rolls her eyes ('Damn, not him').

KING

Much of this flora is all that survives from that time. We are trying to develop hardier strains, ones that can survive--and flourish--in this environment...

(he sees Dejah)

...daughter.

SAB THAN

Princess! How delightful.

He crosses to her. Dejah looks at the King, who gives her an apologetic look. Sab Than takes her hand, bows to kiss it--

--it is dirty. Sab Than hesitates--Dejah arches an eyebrow--he kisses her high on the wrist. Dejah smiles at him.

DEJAH

This--

(indicates the greenhouse)
is how the city of Helium spends
its resources.

SAB THAN

And well spent, I am sure--

The Helium Commander, agitated, strides in, Kantos beside him.

COMMANDER

Your Highness. Captain Kantos Kan has disturbing news.

KING

(to Sab Than; taking
Dejah's arm)
If you will excuse us--

COMMANDER

Milord--
(he hates saying it)
This concerns Zodanga as well.

The King is immediately very worried. He nods to Kantos.

KANTOS

I have just returned from my patrol.
We...we discovered an atmosphere
factory.

Dejah and the King are shocked.

DEJAH

A factory. They actually exist--?

KANTOS

It was destroyed. The Keeper was dead.
There was evidence--it was Tharks.

KING

How did they find it? We don't
even know where the factories are.

SAB THAN

They are nomads. They know the deserts
and dead seas. Who better to have found
it? And this is not the first.

All are surprised at this; the Commander scowls, suspicious.

SAB THAN

A month ago, a Zodangan patrol came
upon a factory--also destroyed by
Tharks, its Keeper brutally slain.

KING

Why were we not informed of this?

SAB THAN

(playing the Commander)
I wanted to be certain the Tharks
were indeed responsible.

The Commander stares daggers at him, but bites back a retort.

DEJAH

The Tharks do not understand what
they are doing.

(decisive)

They need to be told.

A flash of worry at this from Sab Than. Then, patronizingly:

SAB THAN

Princess. They do not care what
they are doing. They do not think
as we do. They welcome death.

DEJAH

There was a time when they were
peaceful--

SAB THAN

Barsoom changed. They changed.

KANTOS

(to the King)

Milord--the scattered tribes have
been spotted gathering at Korad.

Dejah turns away, looking out through the crystal wall. Her brow furrowed, she contemplates action.

KING (O.S.)

Kantos Kan, thank you for your diligence. You may go.

COMMANDER (O.S.)

We must consider the defense of the city, sir. If the Tharks are massing...

SAB THAN (O.S.)

I offer all the assistance Zodanga can spare.

Dejah comes to a decision. She turns, strides past the group.

DEJAH

Excuse me.

Her abrupt exit startles them. Sab Than raises a suspicious eyebrow.

SAB THAN

I am surprised the Princess' nerve can be so easily shaken.

INT. HELIUM - CORRIDOR - DAY

Dejah hurriedly catches up to Kantos. He notices her, waits.

DEJAH

Kantos Kan, I need you to prepare me a flyer. Secretly.

KANTOS

(smiles)

You have not asked me to help you sneak out of the palace since you were a child.

Dejah softens, remembering back.

DEJAH

This isn't a hike to gather plant specimens, Kantos. Or a flyer lesson. I am going to speak with the Jeddak of the Tharks.

Kantos is surprised--realizes she's serious.

KANTOS

You cannot do that. It's too dangerous.

DEJAH

I know it's dangerous. But this goes beyond personal safety--this concerns the safety of all Barsoom.

(placating)

I will take a guard with me.

KANTOS

I cannot accompany you. I can arrange for a unit to--

DEJAH

Twenty flyers descending on Korad?

No. This is a diplomatic mission.

Two men only. One flyer.

Kantos starts to object--stops. Looks at her.

KANTOS

(a futile hope)

Is this by order of the King?

DEJAH

No. By order of the Princess.

EXT. INCUBATORS - THARK CAMP

Carter holds a cloth to his side; he looks bemusedly at the collection of weapons, sleeping skins and pouches around him. Tars Tarkas rides up to him.

CARTER

(unenthused)

What am I going to do with all this stuff?

TARS TARKAS

By slaying Dotar, you inherit his position, his possessions, his servants--

Tars Tarkas scowls, glances around.

TARS TARKAS

Where are the servants?

(calling)

Why have John Carter's wounds not been attended to?

Several Tharks look at Tars Tarkas sullenly; Zad steps up.

ZAD

Dotar's servants refuse to serve a, uh, 'a smelly half-limbed Otz.'

TARS TARKAS

This is wrong. This is not the Thark way.

CARTER

Forget the servants. I can get along on my own.

SOLA (O.S.)

I will see to John Carter's wounds.

SOLA--the Thark who turned away from the battle--steps forward timidly. She is graceful for a Thark, with a noble air despite her lack of ornamentation. The Tharks hiss in amusement.

SERVANT THARK

Yes...let the two who are but pretend Tharks be together.

Tars Tarkas silences him with a look. He turns to Carter.

TARS TARKAS

Is this servant acceptable to you, John Carter?

Carter starts to protest--a sudden pain causes him to wince, slump. He looks at Sola, trying for understatement.

CARTER

I'd be grateful for the help...

Tars Tarkas looks at Sola--some pity in his eyes--and nods to her. Her gaze lingers on him as he rides away.

SERVANT THARK

It is sad, Sola, that you were not born long ago, when all the hollows of the land were filled with water, and the people were as soft as the stuff they sailed upon.

Sola glares. Zad steps between them, addresses the servant.

ZAD

The hatching must be completed.

The servant ducks his head, leaves, followed by Zad.

CARTER

Sola..?

(she nods)

Pleased to meet you, Sola.

Carter automatically extends a hand in greeting--his hand wavering between Sola's four hands before realizing Tharks probably don't use handshakes. Sola gives him a puzzled glance, bends to examine his side. Carter shakes his head.

EXT. INCUBATOR

Through the breach in the wall, Tharks with mauls can be seen, destroying the unhatched eggs.

Carter, bandaged, watches, aghast. Sola leads up a thoat. She carries several large white milkweeds. She gives one to Carter, bites into another. He looks back at the incubator.

CARTER

Why are they destroying those eggs?

Sola looks over, looks away.

SOLA

Eggs too long in the hatching can be flawed.

Carter's arms go slack. The thoat leans in and snaps the milkweed from his hand--Carter doesn't really care.

CARTER

How...how can their parents let this happen?

SOLA

Tharks do not know their parents. The eggs are mixed. At hatching, the young are taught to know only the tribe.

CARTER

But what about families? Aren't there any families?

Sola glances at him, then turns to the thoat, speaks rotely.

SOLA

Duty to a family would detract from duty to the tribe.

By some silent signal, the Tharks mount up, and begin forming a caravan line. Tars Tarkas pauses beside Carter and Sola.

TARS TARKAS

Can you ride the thoat, or would you travel in the carts?

CARTER

(a little insulted)

I'm a Virginian. Of course I can ride.

Tars Tarkas nods, starts to move away.

CARTER

Wait--what about burying him?

TARS TARKAS

Who?

CARTER

(pointing at the corpse)

Him...Dotar.

TARS TARKAS

Dotar journeys the River Iss. What remains is a tribute to the desert of Barsoom.

A beat; Carter turns, shaking his head.

CARTER

There's an old man I just met, I think you'd get along with...

Several Tharks watch, curious, as Carter moves confidently to the thoat. There are no reins; he grabs a spiny protrusion--

CARTER

I hope you ride better than you look.

--and hoists himself into the saddle--

--the foul-tempered beast BUCKS VIOLENTLY, tossing Carter. It charges, stomping at him. He scrambles away, stares up at--

--the thoat, bellowing, blowing foam, fangs bared, eyes wild--

EXT. DESERT - CARAVAN

CLOSE ON: CARTER, who sits sullenly in the back of a moving cart. PULL BACK as a Thark baby crawls into his lap; another climbs up his arm--licks Carter's face.

CARTER

(to baby Thark)

Don't get attached. I'm not going to be here long.

CONTINUE PULL BACK as the cart rolls away, part of the long caravan line surrounded by Tharks on thoatback moving across the wide desert floor.

EXT. ZODANGAN AIRSHIP - TOP DECK - NIGHT

Sab Than's flyer sweeps up from the city, then alights on the flight deck. The SHIPMASTER, a wiry woman with white-streaked hair, meets him as he disembarks, Praetor following.

SAB THAN

Shipmaster--prepare to depart for
Zodanga.

SHIPMASTER

Yes, sir.

INT. AIRSHIP - STERN STATEROOM

Ornately appointed, three stories high. Floor-to-ceiling paned windows.

Praetor and Sab Than fence, swords flashing, almost too fast to follow. Sab Than slips Praetor's guard, lunges, almost sure to score--but Praetor executes a half-turn parry, ends with his sword in a backhand grip at Sab Than's sternum. A beat.

SAB THAN

I thought I had finally beaten you.

PRAETOR

Me, too. Soon you will no longer have
need for my instruction.

They sheathe their swords.

SAB THAN

You know--that move will not work
a second time.

Praetor smiles enigmatically--and then he becomes visibly unsettled. Sab Than notices, and turns to see--

--THE RENEGADE KEEPER, tall, ramrod straight posture, his impassive eyes set deeply beneath his wizened brow. He stands halfway down a flight of stairs, unmoving, silently watching.

SAB THAN

(to Praetor)

You may go.

Praetor nods, hastens out. Sab Than pointedly does not look at the Renegade as he picks up a towel, pats the back of his neck, moves to the windows. He gazes out over Helium.

RENEGADE

It is a beautiful city you wish to
rule.

SAB THAN

Yes...yes it is. A beautiful planet.

The Renegade steps up next to him, gazes out beyond Helium.

RENEGADE

No. It is a dying planet. Only a man such as you could find beauty in its death throes.

SAB THAN

Oh, come. I agreed to your terms.

(placating)

I will help you restore Barsoom's natural splendor.

The Renegade regards Sab Than with a trace of pity.

RENEGADE

You would understand me better, Sab Than, if you had ever walked beside an ocean. If you had ever seen deep blue water clear to the horizon. Or heard the sound of wind through the leaves of a forest.

(comes out of his reverie)

That is what I will restore.

Sab Than listens closely to this, intrigued.

SAB THAN

You found a way?

RENEGADE

Transference beams can be built. Beams powerful enough to strip the third planet of its oceans.

(beat)

But they will require vast resources to build.

SAB THAN

You will have your slaves. And I will have my empire.

(beat)

And my empress.

RENEGADE

How goes your slow conquest?

SAB THAN

(looks out at Helium)

They discovered the second factory, destroyed. They are panicked.

RENEGADE

And the last factory? What of it?

SAB THAN

The team has not reported yet.

RENEGADE

Why do you not reveal our alliance?
When the factories are under our control, you will have the power to force
Helium to accept your rule.

Sab Than smiles at him condescendingly.

SAB THAN

A conquered people must be ruled
by force. Far better to have docile
followers, loyal to a leader chosen
by their beloved Princess. Make no
mistake: I will rule them--
(makes a fist)
--but Dejah Thoris will be my
velvet glove.

He imagines it with anticipation. The Keeper's attention
shifts to the window; he smiles shrewdly.

RENEGADE

A shame the Princess does not follow
so docilely.

The Renegade gestures toward Helium, to a terrace of the
golden tower, where small figures are gathered around a flyer.

Sab Than peers at the scene, then moves to a telescopic
viewer, trains it on the terrace.

IN THE VIEWER: Dejah hugs Kantos, then steps into the flyer,
already manned by two navy men.

SAB THAN

Issus take her! I know what she
intends--she is going to address
the Tharks.

RENEGADE

Would that not upset your careful
plan?

Sab Than gives him a brief glare, then calls:

SAB THAN

Praetor!

Praetor enters, avoids looking at the Renegade.

SAB THAN

The Princess is leaving the city.
Intercept her craft...then escort
her to Zodanga.

Praetor nods, leaves swiftly. Sab Than turns back to the
telescopic viewer.

SAB THAN

She is far too independent. I will
have to break her of that.

EXT. -THARK ENCAMPMENT - DAWN

Carter's hands tie short pieces of cord together. He is making
something; we don't know what. He puts it over a shoulder,
picks up a coiled rope, heads to--

EXT. THOAT CORRAL - DAWN

TWO THARKS train a thoat: one bangs it on the right side of
the head, the other then pulls it left. The thoat does not
enjoy this; the Tharks dodge as it rears and lunges.

CARTER

I need a thoat.

THARK

This one will be trained soon.

CARTER

(eyes the animal's wounds)
No...I think I'd prefer one a little
less...'trained.'

The Thark points to a pack of thoats in a corral made of rope
braided with blades.

EXT. CORRAL - DAWN - THOAT TRAINING SEQUENCE

Thoats shy away from Carter, reacting to a possible threat.

CARTER

Now...which one of you wants to
work with me?

The thoats circle the corral. Carter uncoils his lariat,
eyeing a particular thoat. He lassoes it easily.

The trainer-Tharks watch with a skeptical, superior attitude.

Carter gently but firmly pulls the animal closer. The thoat rears, frightened.

CARTER

Easy, boy...gentle...

He raises a hand to pat its head--the thoat snaps at him, and he jerks his hand away.

More Tharks have come to watch; they hiss in amusement.

Carter offers the thoat a milkweed. It sniffs it, then rips it from his hand. As it munches, he pets its neck, murmurs to it.

Carter slowly eases his hand-made bridle-and-reins onto the nervous thoat. It tries to shake loose; Carter holds the reins firmly. The thoat rears, knocking Carter flat.

TRAINER THARK

Rope does not hurt enough.

Carter tries to mount the thoat--it bucks. He tries again, getting aboard--the thoat immediately throws him.

SERVANT THARK

He did that yesterday, too.

(to Carter, sneering)

Do it again!

Carter shoots him a dirty look. Grabs the thoat's reins, pulls its head down, stares into its eye. He speaks soothingly.

CARTER

Now, I've been reasonable, haven't

I? I'm going to end up riding you,

aren't I? Yes. But if you don't want

to do it easy...

He shrugs--then grabs and twists the thoat's ear hard. The animal squeals--then looks shocked. Carter is on its back.

THE THOAT BUCKS, twisting--Carter hangs on, pulling at the reins, riding the thoat to break.

The Tharks watch silently; the trainers look disgruntled.

As the dust settles, Carter strokes the thoat's neck. He feeds it from its back, pets it as it chews.

CARTER

How's that, Beauty? You let me ride,

I keep you fed. Not a bad deal, huh?

He clicks his tongue--and Beauty canters nicely, past twenty gathered Tharks, including Tars Tarkas and, to one side, Sola, who claps each set of hands, garnering a few dirty looks.

Carter salutes the two trainers, rides past. A beat.

TARS TARKAS

Break camp. We continue to Korad.

He clubs his thout on the side of the head.

EXT. DESERT LANDSCAPE - DAY

The Thark traveling line, Tars Tarkas at point. John Carter rides Beauty up beside him, beaming--Tars Tarkas ignores him.

Carter rides a literal ring around Tars Tarkas: Beauty cross-steps in front of and behind the Thark's thout, then comes back into step with it.

CARTER

They're actually much smarter than the steeds I'm used to.

TARS TARKAS

(grudgingly)

How have you bewitched it?

CARTER

Kindness.

(beat)

The softer sentiments have their value, Tars Tarkas. In battle, I know my thout will obey my commands--so my fighting ability is enhanced.

Tars Tarkas mulls this over.

TARS TARKAS

You will demonstrate these techniques to our herdsman. It should impress the Jeddak.

(beat)

I will put in a good word for you.

CARTER

Oh? 'Kill him quickly'?

Tars Tarkas looks at him. Carter grins. Tars Tarkas looks forward--hisses briefly. Carter peers at the desert ahead.

CARTER

How long 'til we make Korad?

TARS TARKAS
Dusk, I mark it--

Suddenly, SHOUTING from the back of the line, as a warning is sounded. The Thark line scatters; warriors dive off their bleating, braying throats, scramble for cover--

--as a HELIUM FLYER zooms low overhead, pursued by

THREE OTHER FLYERS. The pursuit craft have mounted GUNS. The guns shoot energy bolts generated by the craft's spinning gyroscope rings.

Carter stares, awed at the flying machines. Tars Tarkas pulls him to cover.

The Helium flyer turns swiftly--and one of the pursuers cuts it off. Another pursuer hems the prey in on one side, bracketing it, forcing it down.

CARTER

They're attacking that one! What are those things?

TARS TARKAS

Red men flyers.

(bitterly)

This is why we gather at Korad. The crafts have been hunting Tharks, killing blindly.

A SHOT SHEARS A RING ON THE HELIUM CRAFT--IT PLUMMETS DOWN behind a ridge, the pursuers after it.

Tars Tarkas signals his warriors to charge--Carter is already moving; sword out, leaping toward the downed craft--

EXT. DESERT - CRASH SITE

Carter gains the ridge; below, dust and smoke swirl, allowing glimpses of:

The crashed ship. A rough-garbed red man battles a Helium navy man, runs him through. The rough-garbed man turns: it is Praetor. The second Helium navy man battles well against two other red men.

Two more red men manhandle a STRUGGLING WOMAN toward a flyer.

CARTER

Hey! Leave her alone!

Outraged, Carter leaps down the ridge and heedlessly rushes the two red men. He runs one through, then smashes his elbow into the other's face, dropping him.

Carter looks at the woman--and is mesmerized at the sight of--

--Dejah Thoris, Princess of Helium. She wears a travelling cloak, tinted gradually from indigo to near-translucent blue. Flushed, panting from her struggle, she stares fiercely back.

Her eyes shift, widen in fear; she points behind him--Carter whirls, barely parrying Praetor's sword thrust.

Carter's dormant fencing skills have returned. The ferocity of his sprawling attack drives Praetor back. Praetor's eyes show brief surprise, then narrow in respect for a worthy foe.

Dejah, too, looks surprised--and hopeful.

Praetor goes on the offensive--and Carter is now battling the best swordsman on Barsoom, bar none. Praetor drives him back--

A red man kills the Helium navy man, and heads for Dejah. Carter spots him, and jumps back to Dejah's side--

Praetor scowls, mouth agape at the prodigious leap--

Carter lands between Dejah and the red man.

CARTER

I said--leave her alone.

The red man loses his nerve, turns--and is cleaved by an axe-blow from Tars Tarkas.

The Tharks are swarming the area. Praetor fights quickly, skillfully, to a flyer. As the Tharks make short work of the remaining red men, Praetor's flyer LIFTS, TURNS, AND IS GONE.

Carter turns back to Dejah. She makes a gesture: she moves her fist from shoulder to shoulder, then extends it into an open hand.

Carter is taken aback. He thinks a moment, then mirrors the gesture. All hope vanishes from Dejah's face; her expression fades to dejection mingled with loathing and contempt--

Two Tharks grab her arms, pull her away. She recovers her balance, then marches between them regally.

CARTER

Hey--

Tars Tarkas stops him, hand in Carter's chest.

TARS TARKAS

She is not your concern.

(cuts off Carter's protest)

Do not overstep the position that
has been granted you.

Their eyes lock. Carter breaks the gaze first, looking away in
the direction Dejah has been taken.

EXT. DESERT - THARK CARAVAN -

Carter rides, gazing from afar at the cart bearing Dejah.

Sola watches Carter--looks to Dejah--looks knowingly back at
him. She spurs her mount beside his. He does not look at her.

SOLA

(low; warningly)

Any action you might take to aid
her would reflect poorly on Tars
Tarkas.

(he does not respond)

Soon we reach Korad. There she will
fall under the province of the Jeddak.

Carter glances at her, then looks back to Dejah. A beat, then
Sola drops back. Carter continues to watch, calculating.

DISSOLVE TO:

EXT. KORAD - DUSK

A deserted, dilapidated city, most of it a dark silhouette
against the evening sky. Only one area shows any life,
centered around the dead city's large keep.

EXT. KORAD - MAIN SQUARE - DUSK

Thronged with Tharks, who look out of place, huge in the city
built to red man scale. A variety of clothing indicates the
presence of many tribes. Fires cast flickering shadows. A
Mideastern-bazaar look to it all, but with an alien quiet not
found in large gatherings of humans.

Thark blacksmiths work forges. Tharks train with battle-axes.

Carter, just-arrived, leads his thout, taking it all in. He
looks with dismay at a large archway, collapsed to rubble.

CARTER

This does not bode well for finding
engineers...

He spots Dejah as she is led from the square under guard.

EXT. KORAD - MAIN SQUARE - NIGHT

Carter stares resolutely upward. He idly scrapes his Bowie knife along his jaw, shaving. In a building window several stories above the square, Dejah passes by briefly.

Carter taps his lip with the knife point. He looks over--Sola has approached, proffers food in a heavy wooden bowl. He hungrily examines it. It is a pulpy unappetizing sludge. He sniffs it. It smells bad, too. He forces a smile.

CARTER

Thank you, Sola.

He stabs the knife into the wall beside him, eats--becomes aware of her puzzled frown. He arches an eyebrow quizzically.

SOLA

What is the meaning of 'Thank'?

Carter blinks, then smiles.

CARTER

You brought me this...food. It benefits me--so I say 'Thank you.'

Sola mulls this over, turns to go. Carter sets his food aside.

CARTER

Sola--My turn. What does this--
(he repeats Dejah's hand-
across-chest gesture)
--mean?

SOLA

It is a battlefield signal--it means
'To whom are you loyal?'

CARTER

Is there a response?

SOLA

If it were asked by your own jed
or tribesman, you would do this:

She brings her extended open hand to her sternum.

CARTER

What if you did this?
(repeats initial gesture)

SOLA

That would be an insult. It means
you are loyal only to yourself.

Carter sags, his worst suspicion confirmed.

CARTER

Wonderful.

TARS TARKAS (O.S.)

John Carter.

Tars Tarkas strides up. Beside him is WOOLA, a calot. The size of a leopard, reptilian-headed, with an elongated torso. Six powerful legs. A wide mouth crammed with long sharp teeth.

TARS TARKAS

This calot, Woola, is yours to guard over you. There are dangers in this city, and you do not know our ways. Woola will prevent you from venturing where you are not allowed.

Carter does not hide his anger.

CARTER

A watchdog? You don't trust me?

Tars Tarkas looks at Carter long and hard.

TARS TARKAS

If you were to give me your word, John Carter, that you will in no way attempt to escape--

(pointedly)

--or aid the the red woman in any way--

(shrugs; it doesn't matter)

then this calot will become food for tonight's feasting.

Tars Tarkas waits. He eyes Carter's knife covetously. Carter notices, petulantly yanks out the knife, sheathes it.

CARTER

Maybe you'd better assign the calot to me, Tars Tarkas.

Tars Tarkas tusks lift in an almost-smile. He points at Woola ...then at Carter. Woola pads over to Carter, sits heavily --and SNAPS UP Carter's meal, CRUNCHES IT DOWN, BOWL AND ALL.

Carter looks dismayed at Tars Tarkas. Tars Tarkas looks back innocently, then turns and goes. Carter looks back at Woola.

CARTER

Least I won't have to wash dishes...

Woola glowers back, still chewing. Carter makes the 'who are you loyal to?' gesture. The calot bares its fangs. Carter makes a face at it.

SOLA

John Carter. Does 'thank' have a proper response?

CARTER

Yes. You say 'you're welcome.'

SOLA

You're welcome, John Carter.

He smiles; she turns, leaves. Carter looks again at Woola--then back up, toward Dejah's window.

EXT. KORAD - SIDE STREET - NIGHT

Carter walks near the building that holds Dejah, Woola at his side. Carter trots--Woola stays with him. Carter runs--Woola easily keeps pace. Carter halts, crouching--Woola runs past, pulls up short, whirls--

--Carter is gone. Woola begins hunting for him.

ON A OVERHANGING BALCONY, Carter smiles.

CARTER

Steal my dinner, will you?

He steps inside. Above, on the rooftop, A SHADOW, large and ape-like, PROWLs.

INT. BUILDING - CORRIDOR - NIGHT

Carter comes to a corridor. A Thark GUARD stands at the far end; at the near end is a door. Carter slips quietly to it.

INT. LARGE ROOM - NIGHT

Lit by a large hanging lamp, which clicks slowly around. Dejah gazes out the window. She no longer wears her cloak; Carter stares at her, shocked at her abbreviated outfit.

The door 'clicks' shut. Dejah turns, recognizes Carter, scowls. Out of embarrassment, he can't look directly at her.

CARTER

I want to apologize to you...for
insulting you.

DEJAH

A Thark who apologizes?

CARTER

Do I look like a Thark? I'm no more
a Thark than you are.

He realizes he is looking at her, looks away.

CARTER (cont'd)

I'm a stranger here.

DEJAH

I noticed the strangeness. Your skin.
Those jumps...Where are you from?

CARTER

Virginia. That's on earth--I mean, uh,
Jasoom.

DEJAH

(disbelieving)
Jasoom.

He's staring again; he turns profile to her, looks at a wall.

CARTER

I need to talk to you.

She makes a spread-handed 'go ahead' gesture; he catches it
from the corner of his eye. He nods his head at the door.

CARTER

Away from possible listeners.

Dejah narrows her eyes, evaluating this weird guy.

DEJAH

Very well.
(she moves toward him)

CARTER

Don't you want to wear your cloak?

DEJAH

It is warm enough without it.

She moves past him. He glances at her, nods. To himself:

CARTER

Very warm...

INT. CORRIDOR - NIGHT

The guard sees Dejah as she enters the corridor.

GUARD

Return to your quarters, captive.

Carter steps through the door. The guard's sword is half-unsheathed when Carter's words stop him.

CARTER

I am John Carter, of the tribe
of Jed Tars Tarkas.

GUARD

I am a personal attendant of Tal
Hajus, the Jeddak of all tribes.

CARTER

So maybe you knew the warrior whose
tribal position I now hold. Dotar?

GUARD

Dotar?

CARTER

Dotar.

The guard looks Carter over, skeptical that this guy slew Dotar, unhappily decides he doesn't want to find out first hand. He slowly re-sheaths the sword.

Carter herds Dejah past, towards the corridor's arch.

GUARD

Do not leave the building grounds.

Carter holds up an appeasing hand, not looking back.

DEJAH

(to Carter)

No more Thark than I?

INT. BUILDING - INNER COURTYARD

Once grand, now fallen into ruin. It is in deep shadow; only the center is lit by Mars' farther moon. Carter continues to steal only the most surreptitious looks at Dejah, while trying to seem casual.

CARTER

Who was it who attacked you?

DEJAH
(pointedly)
Besides your tribe?

CARTER
Uh--right. The men in the flying
machines. Where are they from?

DEJAH
(evasively)
I have my suspicions.

Carter realizes he's looking at her, steps past.

CARTER
Well, then, what city are you from?
What's your name?

DEJAH
I will speak of that only to the
Jeddak. Certainly not to a two-armed,
white-skinned Thark from Jasoom.

CARTER
You don't believe me.

DEJAH
I believe you are a liar. Or a fool.

CARTER
(a little ticked off)
I'm neither. I'm a Virginian.

He realizes he is staring straight at her again. Turns away.

CARTER
Well, no matter what you believe,
the fact is, I don't know much
about Barsoom, or its customs. And
you aren't much help.

Curious that Carter is not looking at her, Dejah steps into
his line of sight--he scratches his temple, turning away..

That's when he spots a faded-but-still beautiful mosaic mural
on one wall. It is lit by the newly-risen, faster-moving moon.

CARTER
There! That's the kind of city I
need to find--with people--and
machines.

The mosaic is a stylized view of a beautiful city on an ocean,
with flyers in the air above it. It is lush with sun-kissed
gardens, thronged with people.

Dejah traces the pictured vegetation lightly with one finger. Her voice is soft, a mixture of remorse and wonder.

DEJAH

We are standing in this city.

Carter stares. This is indeed a mosaic of Korad.

CARTER

My God...we are.

Dejah reassesses him. Could he be telling the truth?

DEJAH

Once all of Barsoom was like this.
Alive. Beautiful.

CARTER

And then the...Cataclysm happened?

DEJAH

Yes. It scoured the land, drying up
the lakes and oceans.

Carter looks at the mosaic, mourning it.

DEJAH

So much was lost. So much knowledge.
(proudly)
But we are rebuilding. My city
has found new ways to grow food,
to conserve water. Someday we may
even have weather again--

She stops. Turns to him, smiling shyly at getting carried away--and Carter quickly turns aside. She frowns.

DEJAH

Why do you avoid looking at me?

CARTER

Uh--it's just that...Where I come
from, it's not...proper for a
gentleman to see a lady in her...
ah, underthings.

Dejah tries to puzzle out his meaning--then takes offense.

DEJAH

I am not wearing 'underthings.'

Carter blanches, now even less inclined to look at her.

DEJAH

I don't trust anyone who will
not look me in the face.

Carter grimaces. Then he looks at her. Their gazes lock; from this point on, Carter will find it hard to ever look away. Dejah feels something as well; this time, she looks away, slightly flustered, very aware of Carter's feelings.

DEJAH

Perhaps I should get my cloak--

She looks back. Carter's eyes are now huge; his expression one of shock. And then he rushes at her, drawing his sword--he shoves her aside--

--A huge, ferocious otz has emerged from a ruined archway. It is heavy, ape-like, with bleached white bark-like hide.

Carter charges it, powering the blade into its side with all his strength--

--the sword abruptly STOPS a few inches in, striking the otz's interior skeletal plating; Carter is JARRED. The otz roars, more in anger than pain, and SLAMS CARTER AWAY--the sword remains in its side.

The otz turns to Dejah--she is balanced on her toes, watching it, scared but ready for its charge--

It attacks, overbalancing as it reaches for her--

--she spins and ducks out of the way as CARTER HITS THE OTZ from behind--they go down, roll--the otz is up first, SLAMS CARTER with its huge paw, slams a foot on Carter's chest, pinning him. It raises its claw for A KILLING STRIKE--

--Woola hits it high from the side, the calot's teeth digging deep into the underside of the otz's jaw.

The otz bellows in pain this time, flails, slamming Woola against pillars, tearing Woola from its throat--the otz throws Woola hard into a wall--

--Carter grabs his sword, yanks it from the otz's side--THRUSTS IT into the otz's neck wounds--and shoves it all the way through.

The otz is dead on its feet. It falls.

Carter breaths hard, recovering. He bleeds from several wounds. Dejah looks from the otz to Carter.

Woola moans suddenly. Carter looks at it with compassion and gratitude, moves to it, kneels. One of Woola's legs is broken, bent into an awkward angle.

Carter moves the leg gently. Dejah watches him.

DEJAH
(offhandedly)
Never charge an otz.

CARTER
What?

DEJAH
(points to the dead otz)
That's an otz. You wait for it to
attack--elude it--then flee.
(shrugs)
Never charge an otz.

Carter nods, thinks about the advice.

ZAD
Hold, John Carter!

Zad and the guard have entered the courtyard, weapons drawn. They survey the situation. Zad steps past the otz, regarding it, then addresses Carter.

ZAD
You should not be with the captive.
You should not have brought her here.

CARTER
No kidding.

Zad sees Woola. Examines him briefly. He draws his sword, raises it above the animal's neck. Carter grabs Zad's arm.

CARTER
No!

He shoves Zad away.

ZAD
The calot is useless.

CARTER
He saved my life. He's not that
badly hurt. He can be saved.

Dejah looks at him, surprised and pleased at his compassion.

ZAD
Stand aside.

Carter pulls his sword from the otz's neck, rising.

CARTER

Are you challenging me?

Zad thinks about it, looks at the slain otz--just then, a Tharkian SERVANT appears.

SERVANT

The two half-limbs are to be brought before the Jeddak.

Zad considers it, then gestures to Carter and Dejah to move. Carter crosses his arms, glares at Zad, not moving. Zad, not happy about it, says to the guard:

ZAD

Save the calot.

EXT. DESERT - CRASH SITE - NIGHT

Helium and Zodangan flyers surround the site of Dejah's ambush, their lights illuminating it. The wrecked Zodangan ships and dead are gone. Only Dejah's craft and the two slain Helium guards remain. Sab Than, Kantos and Praetor are among those who examine the scene.

SAB THAN

(shakes his head)

She thought the Tharks harmless...
Please convey to the King that I will
not rest until she is recovered.

Kantos is grim, his expression dark, clearly feeling responsible for the situation.

KANTOS

Rescued. She will be rescued.

He strides away, toward his flyer. Sab Than turns to Praetor.

SAB THAN

I commend you, Praetor. No evidence
remains of your ineptitude.

PRAETOR

The Tharks were not alone. They were
led--by a man.

(Sab Than scowls at
this oddity)

A man with pale skin. Very fast--and
he could vault very far. A good warrior.

SAB THAN
Better than you?

PRAETOR
(beat)
No.

Kantos' flyer rises; followed by the other Helium flyers. Sab Than watches as they depart.

SAB THAN
Follow them. I do not want Helium
finding the Princess before we do.
Make certain of it--personally.

They are suddenly lit by a BOLT OF LIGHTNING, startling them.

PRAETOR
What in Issus' name was that?

THUNDER BOOMS, genuinely frightening both men. Sab Than, shaken and puzzled, recovers his poise first.

SAB THAN
You have your orders. Go.

Praetor leaves. Sab Than looks back at the sky worriedly.

EXT. AMPHITHEATER - NIGHT

Large stands, crowded with Tharks. A large, dirt covered circular arena. An offset raised circular platform, where the TWELVE TRIBAL JEDS sit, including Tars Tarkas.

At the center of the platform is JEDDAK TAL HAJUS. He is a huge, wily, brutal-looking Thark. His left upper arm is gone at the elbow. In front of him, lying in a neat line, are the swords of the twelve jeds.

Carter is escorted to the platform.

JEDDAK
I am Tal Hajus, Jeddak of all Tharks.

CARTER
I am John Carter, of Virginia. Don't
worry--you've never been there.

The Jeddak stares at him. Carter glances at Tars Tarkas, who nods to the swords. Carter unsheathes his saber, drops it across the jeds' shining swords.

Carter's sword is stained with otz blood. The Jeddak looks from it to Carter, who still bears evidence of his battle.

JEDDAK

You have the look of a warrior.

TARS TARKAS

(rises)

He is a warrior. I will vouch for him.
He has new ways of training thoats,
to make them more able in battle.

The Jeddak regards Carter.

JEDDAK

Very well. You will adopt our ways,
and serve all Tharks.. You are now
a Thark of the tribe of Jed-Tars
Tarkas..

Carter nods once, picks up his sword, and leaves the platform.
He is escorted to the stands, where Sola sits alone. He smiles
at her--she actually smiles back, then stops herself.

During this, Dejah has mounted the platform.

JEDDAK

I am Tal Hajus, Jeddak of all Tharks.

DEJAH

I am Dejah Thoris, Princess of Helium,
daughter of Mors Kajak, King of Helium.

Tharks in the stands talk among themselves--this is an
impressive prize. Carter is stunned--particularly by the
mention of 'Helium.'

The Jeddak holds out a hand to quiet the crowd. He regards
Dejah darkly. He does not speak. Finally, Dejah does.

DEJAH

I have come to speak to you--to
plead with you. There is a danger
of which you are unaware.

(to all the jeds)

You must stop destroying the
atmosphere factories. The--

The crowd roars angrily. Carter listens intently, frowning.
Dejah speaks passionately, convincingly.

DEJAH

The factories are all that stand
between us and extinction. By
destroying them, you are killing
all of Barsoom.

Tars Tarkas has a deep frown on his face. The Jeddak's expression has not changed.

DEJAH

Red man and green man alike must work together to prevent that fate. There was a time long ago when our two races co-existed in peace. The Tharks were renowned for their honor and fairness. Cannot that time be again?

The crowd murmurs quietly, moodily. Carter stares at Dejah, very impressed, but concerned.

OLD JED

Lies! No Tharks destroy a factory-- we do nothing to harm Barsoom.

ONE-EYED JED

It is an excuse, so the red men can continue their sport of hunting us.

DEJAH

(under her breath)

Uh-oh.

FEMALE JED

We meet here to speak of retaliation, and now we hear these insults--

TARS TARKAS

We overlook something.

All attention is turned to him.

TARS TARKAS

She believes she is telling the truth. The factories may indeed be in danger.

The Jeddak rises, drawing attention away from Tars Tarkas.

JEDDAK

Princess of Helium, I might wring a mighty ransom from your people would I but return you unharmed.

Dejah stands stoically.

JEDDAK

But a thousand times rather I would watch you writhe in the agony of torture--payment for the outrages the red men have visited upon us.

Carter is livid--he steps forward, but Sola restrains him.

JEDDAK (cont'd)

The terrors of your death shall haunt
the slumbers of the red men through
the ages to come. They will shudder
in the shadows of the night as their
... (he spits the word)
parents tell them of the awful
vengeance of the green men...of the
power and the might and the cruelty
of Tal Hajus!

The crowd responds, ROARING LOUDLY. Dejah remains unbowed. The
jeds retrieve their swords, salute the Jeddak. Tars Tarkas is
last. He salutes rotely, and leaves the platform. The Jeddak
eyes him narrowly.

Carter stops Tars Tarkas, stands close to be heard over the
crowds' ROAR.

CARTER

You know Tal Hajus is wrong.

TARS TARKAS

He is the Jeddak.

CARTER

Why is he the Jeddak? You be the
Jeddak.

TARS TARKAS

I have no intention of challenging
Tal Hajus. I do not wish to be Jeddak.

CARTER

Then I'll challenge him.

TARS TARKAS

You cannot. Only a Jed may challenge
the Jeddak, and the only way you can
become a Jed is to challenge me.

They lock eyes. Carter looks at the Jeddak, his face twisting
in anger. He returns his gaze to Tars Tarkas--and cannot
maintain the anger. Tars Tarkas leaves without looking back.

Two Tharks escort Dejah from the platform. Carter catches her
eye. He makes the gesture of loyalty: open hand to sternum.
She is startled, then is gone.

Sola has also seen Carter's signal; she looks at him uneasily.
The crowd still ROARS.

EXT. KORAD - NIGHT - VARIOUS

Carter slips through the quiet streets, lariat over one shoulder. He checks that he's alone. Leaps up onto a wall.

ON THE WALL, Carter moves swiftly, passing a sentinel below.

IN AN ALLEY, two more sentinels are unaware of Carter above them, leaping from the wall to rooftop.

ON THE ROOFTOP, which ends twenty feet short of the high, stone Keep. Carter pauses. Torchlight flickers in one of the windows; The Jeddak and others pass in front.

ON A DIFFERENT ROOFTOP, halfway around the Keep. Carter looks up at another window, faintly lit. Carter searches for a route to it, but there are no rooftops close enough.

Carter uncoils his lariat, and tosses it--it loops around a jutting bastion on the keep wall.

Carter backs up on the roof, the rope pulling taut. He says a silent prayer--then runs--

--along the rooftop, at an angle, keeping the rope taut--

--then leaps, swinging out and around the keep--he hits the wall hard, grabs at the ledge. He pulls himself up onto it. He is near the window. He slides toward it, then in.

INT. KEEP - DEJAH'S CELL - NIGHT

Dejah is suspended from the ceiling by her wrists, toes barely touching the floor. She sees Carter and tries to smile, but only manages a grimace. Carter hurries to her, angry.

CARTER

How badly are you hurt?

DEJAH

(her voice hoarse)

They cannot hurt me. I am the daughter of Helium.

Carter draws his knife, begins to cut her down.

CARTER

I wish you'd told me that. I have to get to Helium. To find help to fix an atmosphere factory.

The ropes part; she falls into Carter's arms. He puts her arm around his shoulder, walks her, getting her legs unstiff.

DEJAH

What do you know of the factories?
Are you--are you a Keeper?

CARTER

No, no. I was at one when it was
attacked.

DEJAH

You have...seen a factory?

CARTER

That's how I got here from earth,
I mean, Jasoom. In a mining beam.

Dejah furrows her brow, beginning to believe him.

CARTER (cont'd)

The men who attacked were red-skinned
like you--and had two arms.

(digs into his belt pouch)

One carried this.

He displays the Zodangan elite Praetorian Guard honor crest.

DEJAH

--then leaps. Sab Than's Praetorian Guards. Issus take him! He is the one destroying
the factories.

CARTER

Who's Sab Than?

DEJAH

The ruler of Zodanga. And Issus take
him if he thinks I'll ever marry him!

Dejah pulls away from him. She is shaky on her feet, but
forces herself to move to the window.

CARTER

Marry him?

(angry)

I'm liking this guy less and less...

There is a NOISE from the room beyond Dejah's cell--a THUD-
SCRAPE that makes Carter spin, hand to sword.

DEJAH

I must return to Helium immediately.

I must warn them--

(finds the rope)

Is this our exit?

Carter still stares at the door, eyes livid, jaw set--but he tears away from his desire to face Dejah's tormentors.

CARTER

I swear, the next man who tries to hurt you--I don't care if he's red, green, or violet--he'll have to get through me, my Princess.

He takes her hand, steps up on the sill--becomes aware she has stiffened at the term 'my Princess.'

CARTER

Don't tell me--I've insulted you again.

Dejah relaxes. Smiles.

DEJAH

You do not know our ways. But when you learn, remember what you said, and that when you said it, I smiled.
(Carter is confused)
We should hurry.

Carter nods; From beneath his shirt he produces her cloak. She looks at him, then smiles, takes it, dons it.

EXT. KEEP - LEDGE - NIGHT

Carter holds Dejah's hand as they inch toward the bastion where Carter's rope hangs. Carter gestures to Dejah--she wraps her arms around his neck--he takes the rope, and they slide down it, Dejah's cloak billowing out around her.

EXT. KORAD - THARK CORRAL - NIGHT

Carter and Dejah approach stealthily. They stop suddenly; two sentinels lie unconscious on the ground. Sola appears, riding one thoat, leading Beauty. Both are trained to reins.

Dejah tenses at Sola's presence. Carter is surprised.

SOLA

There is food in the packs. Hurry.

Carter helps Dejah onto Beauty, swings up behind her.

SOLA

John Carter--no.
(dismounting)
This one is yours.

CARTER
You're not coming? What if they find out you helped me?

SOLA
Then I will face them. They will pursue you. Perhaps I can slow them.

CARTER
Sola--you have no place here. There's no use in staying. Come with us.
(she shakes her head)
(sharp)
You are my servant. Your duty is to me. Now, saddle up.

He wheels the thout. Sola stares at him, as does Dejah.

CARTER
Now.

A beat; and then Sola mounts. Carter watches her sadly, waits for her to move ahead of him. He spurs Beauty. The three gallop out of the city, into the desert.

EXT. DEAD SEA BOTTOM - DAWN

CLOSE ON a Martian centipede: two feet long, thin, many-segmented body, cilia-like legs. It rears up slightly, feeling the vibration of approaching hoofbeats--

--then breaks apart, each of its individual segments scurrying out of the way of the passing thout hooves, burrowing into the ground like sand crabs.

The hoofbeats diminish. The sand moves as the centipede re-assembles beneath it. Its head reappears, periscope-like.

EXT. DEAD SEA BOTTOM - DAY

The riders pick their way through deep ridges.

FROM ABOVE, the ridges can be seen to be the fossil imprint of a pond-sized spiral shell.

EXT. DEAD SEA BOTTOM - DAY

Dejah sleeps in Carter's encircling arms as the riders move across huge plates of dried, cracked earth.

EXT. DEAD SEA BOTTOM - DAY

In a forest of fossilized coral. Dejah is very aware of Carter's arms around her; she likes it. Carter is lost in his own pleasant thoughts. She speaks back to him, almost shyly.

DEJAH

Is Jasoom like this?

CARTER

(surveys the weird landscape)
No, definitely not. Where I'm from--
Virginia--it's all rolling green
hills, the Roanoke river flowing
through...and a big blue sky, white
clouds skudding across it...

(smiles at her)

Unless it rains. We have weather,
too.

DEJAH

Rivers...and rain. It must be a
wonderful place to live.

Carter frowns briefly, then thoughtfully:

CARTER

It can be...

Sola peers back over her shoulder at something.

SOLA

John Carter--we are being followed.

Carter whirls, looks back at where she points. Frowns.

CARTER

Looks like a single rider.

He glances around the coral forest, then swings off his thoot.

EXT. DEAD SEA BOTTOM - DAY

Carter and Dejah crouch behind a coral outcropping. Across a narrow corridor, behind more coral, is Sola. Sola holds her own short axe; Carter grips his sword.

Shuffling sounds approach them. Carter and Sola tense, ready to spring--

--and WOOLA LIMPS INTO VIEW, panting, favoring its injured leg. The otz-inflicted wounds are bandaged--but the bandages are spotted with Woola's blood. Carter, Dejah and Sola relax.

CARTER

Woola--what the hell are you doing here?

Woola moves toward Carter. The calot is clearly weakened.

SOLA

He was assigned to guard you. He followed you.

Woola lays his head against Carter's hip, and nudges him in the direction they have all come from. The nudges are powerful; Carter stumbles, off-balance, a few steps.

CARTER

No...no...no.

(catches his balance)

I am not going back to Korad.

He stares the calot down. Woola finally sits down heavily... then collapses into a lying position. Carter frowns.

CARTER

You idiot...

(examines the wounds)

Not too bad. Look, I'm not going back to Korad, but maybe you can come with us.

Woola licks his face.

CARTER

Hey!

(rubs his cheek)

I think you took some skin off.

Carter stands, moves to his throat.

CARTER

Come on. We have to keep moving.

Sola mounts her throat; Carter begins to help Dejah onto his. Woola rises, walks a few steps--then collapses again.

CARTER

Oh, no.

EXT. DEAD SEA BOTTOM - DAY

Sola and Carter, with Dejah, ride side-by-side, Woola nowhere to be seen. CAMERA SWINGS AROUND, revealing a rope-and-blanket sling between the throats, Woola on it, enjoying his free ride.

CUT TO:

EXT. KORAD - GATES - DAY

A posse of Tharks thunders out of the gates, Zad in the lead--

EXT. KORAD - GULLY - DAY

--they are watched by Kantos Kan and his search party. They peer over the lip of the gully. Three flyers are parked below.

KANTOS

They seem to be going someplace in a hurry...

(considers)

As though they lost something?

CREWMAN

The Princess?

KANTOS

(shakes his head)

I know how they feel.

(heads for the flyers)

Tharks are the best trackers on Barsoom. We'll follow them right to her.

The Thark posse creates a cloud of dust as it moves away from the city.

DISSOLVE TO:

EXT. DEAD SEA BOTTOM - DUSK

Carter's group moves across the setting sun, dwarfed by the skeleton of a huge sea-beast.

ANOTHER ANGLE, as Carter speaks to the Sola.

CARTER

Will the Thark posse ride through the night?

SOLA

No. Otzes prowl this region. They will make camp and light a large fire.

CARTER

Good. We can stop, too. We need to rest the horses.

DEJAH

Horses?

CARTER
Thoats. I meant thoats.
(beat)
I could use some rest, too.

EXT. DEAD SEA BOTTOM - CAMP - EVENING

Carter slips the reins off Sola's thoat; it joins Beauty, munching at a stand of milkweed plants. The sea-beast skeleton is a stark outline against the darkening sky.

Sola gathers brush for a fire; Dejah and Carter watch the thoats, but after a moment, Carter watches Dejah watch them.

CARTER
(suddenly)
Do people kiss on Barsoom?

Dejah is startled by the question.

DEJAH
Parents, bothers, and sisters, yes...
and lovers.

CARTER
Do you have brothers and sisters?

DEJAH
No.

CARTER
(it is difficult to
get the word out)
And--a lover?

Dejah is silent. Finally:

DEJAH
A man does not ask such questions
of a woman, except a woman he has
fought for.

CARTER
But I have fought for you.

DEJAH
(insulted)
You...you are not fit to clean the
teeth of my grandmother's sorak!

She strides away from him. Carter watches her go--he sighs an exasperated sigh. He walks over to Sola.

CARTER

If I say I 'fought for' a woman,
what exactly do I mean?

Sola hesitates, not completely certain.

SOLA

Red men say that a man 'fights for'
the woman he has proposed marriage to.

CARTER

Uh...let's say I didn't propose.

SOLA

(a little shocked)
That would mean you desire her for...
(averts her gaze)
other purposes.

CARTER

What do you mean other--?
(realizes; winces)
Oh, no.

He turns away--but another question occurs to him.

CARTER

What's a sorak?

SOLA

A small soft animal. The red men
keep them as pets, though they serve
no purpose.

Carter thinks...then laughs, realizing the earth-equivalent of
a sorak.

CARTER

A cat.
(elucidates)
I'm not fit to clean the teeth of
her grandmother's cat.

Sola is puzzled. Carter shakes his head 'never mind.'

CARTER

Sola, I truly believe that the better
a man is at fighting...the worse he is
at dealing with women.

Smiling, he goes back to the throats, shaking his head.

EXT. DEAD SEA BOTTOM - CAMP - NIGHT

A fire burns in a makeshift fire pit. The three eat, Dejah sitting opposite Carter, ignoring him. Sola sits halfway between them. Carter tosses bits of his food to Woola.

DEJAH

Thank you for your aid, Sola. I must admit, I was surprised. It is said that Tharks no longer show mercy. Or compassion.

SOLA

I am not a good example of a Thark.

DEJAH

You are the best I have met.

CARTER

Uh--why are you so different?

SOLA

Because I have in my life known love.

Carter and Dejah are startled.

DEJAH

Love?

SOLA

Tharks have not always been as they are now. We have become hardened in order to survive. Certain feelings, while disdained, cannot be banished.

(beat)

My mother and father loved each other, and my mother loved me.

CARTER

You knew your parents?

Sola nods, picks up a handful of sand absently, begins to sift it through her fingers as she speaks.

SOLA

My father was a young warrior when my mother, Gozava, fell in love with him. She was overcome, and could not pretend otherwise. So she accepted the horrible feeling as part of her nature.

CLOSE ON - The sand, spilling to the ground--

SOLA'S STORY - FLASHBACK - SUNSET

Sand spills to the ground from a rocky ledge; it is caused by GOZAVA, walking toward a male Thark sentry silhouetted on the hill. She reaches him; their silhouettes merge.

SOLA (V.O.)

They kept their love secret, and when I was conceived, determined to keep my birth a secret as well.

RETURN TO PRESENT; Carter and Dejah listen intently.

SOLA

My father hated lying about what he felt. He decided he would challenge Tal Hajus and become Jeddak, and change Thark law. But to do that, he had to be a jed.

As Sola speaks, she stares into the fire.

SOLA'S STORY - FLASHBACK - NIGHT

A fire burns; in front of it a number of baby Tharks sleep; Sola's mother holds one in her arms, rocking it.

SOLA (V.O.)

He nearly achieved it in the time they had together. But then he had to lead a scouting mission. I was born then; my mother was able to keep me as part of her hatchling brood.

RETURN TO PRESENT

Sola smiles at the memory, then remembers what is to come. Carter is engrossed in the story, his expression sad, empathic. Dejah watches him, her expression soft.

SOLA

But somehow it was discovered she had mated. Perhaps she simply could no longer hide her happiness. She was brought before the Jeddak.

SOLA'S STORY - FLASHBACK - BLOOD RED DAWN

Sola's mother is yoked, on her knees, her forehead touching the ground. A younger Tal Hajus grabs her head.

SOLA (V.O.)

He tortured her, but she did not tell who her lover was. She claimed to have slain me to save me from her fate. Tal Hajus executed her himself.

Tal Hajus draws his sword, holds it high, slashes down--

RETURN TO PRESENT

--Dark liquid spatters the ground. Sola's hands have shaken, spilling her drink. She lowers her head, sets the cup aside.

SOLA

My father returned. When he was told Gozava and I were dead, he did not betray the slightest emotion. Nor has he since; I believe the death of my mother killed him as well. He just has not taken the journey down the river Iss.

Her story is done.. Dejah speaks first.

DEJAH

Why have you stayed with the tribe?

SOLA

I am, after all, a Thark.

(beat)

Also, my father...even if he does not know me, I could be near my father.

CARTER

And I...I forced you to leave. I am sorry.

SOLA

Do not feel badly, John Carter. Since my mother was killed, it is the first time someone did something for me out of care for my well-being.

(beat)

Thank you, John Carter.

Sola rises, leaves the fire. The darkness beyond swallows her.

CARTER

(hushed; not feeling better)

You're welcome.

Dejah looks to Carter. Her eyes shine in the flickering light. She reaches out a hand, brushes Carter's--then grips it, squeezes it. Carter turns to her--they lock eyes. Dejah releases his hand, rises, and moves away.

Woola shambles over to Carter, lies down beside him--and drops its head heavily on his leg. Carter grimaces, considers moving the calot off his leg--but ends up stroking its ears as he watches the flames dance.

EXT. DEAD SEA BOTTOM - EARLY MORNING

The group breaks camp; Carter saddles the thoats. Woola growls suddenly, attention riveted on the horizon.

CARTER

What is it, Woola?

And then he sees: a dust cloud--thrown up by thoot hooves--moves toward them. Sola and Dejah peer at it.

SOLA

The Tharks. We must hurry.

Dejah has spotted something else in another direction.

DEJAH

Sola--is that more Tharks?

On the distant horizon is a huge, billowing wall of sand, skies black above it. It is moving toward them--quickly.

CARTER

That's a lot of Tharks.

He peers at the billowing mass--identifies it.

CARTER

(grim)

That's a sandstorm.

DEJAH

What?

CARTER

Sandstorm.

(dryly)

That's weather.

Dejah looks at him, puzzled, as he moves past her. Then she stares at the sandstorm, worry replacing confusion.

INT. KANTOS KAN'S FLYER - DAY

The flyer is buffeted by high winds. The other two flyers trail it. Kantos watches the Tharks far beneath them. The crewmen are nervous, eyeing the nearing sandstorm.

CREWMEN

(hushed, to the other)

I think...that is--a storm.

The other crewman's eyes widen. Kantos sits forward, points.

KANTOS

There--that must be the Princess!
(mock-salutes the Tharks)
Thank you!

His flyer accelerates; the other two flyers follow..

EXT. CAMPSITE

Carter uses his knife to cut a bandana from one of the saddle blankets. He ties the bandana around Dejah's neck.

DEJAH

During the Wild Times--before the
factories were built--there are
stories of storms that destroyed
whole cities--

Carter pulls the bandana up, to Dejah's eyes.

CARTER

It's must be because the factories
aren't working. We've got to get
to Helium.

(pulls the bandana up over
Dejah's nose and mouth)
He peers at the birds.
Keep that cloak on tight. This could
get bad.

(hands her another bandana,
a second blanket)

Give this to Sola. Tell her to wrap
herself up. Get over to that skeleton--
it might give us some cover.

Dejah hurries to Sola. Carter pulls his own bandana up over
his face. He pulls the nervous throats around so their backs
are to the storm. The wind is worsening.

SOLA

(now wearing a bandana)

Flyers!

In the sky, three fliers approach.

CARTER

(muttering)

How about some good news?

Dejah, eyeing the flyers, smiles suddenly beneath her bandana.

DEJAH

.They are from Helium.

EXT. DEAD SEA BOTTOM - DAY

Two of the flyers have landed; the third bucks heavy winds, then settles. Dejah runs to Kantos, embraces him. Kantos spots the bandana-ed Sola, goes for his sword. Dejah stops him.

DEJAH

She is with me.

Kantos stares at Sola--then he sees Carter, does a take. Carter pulls down his bandana, grins at him.

CARTER

Me, too.

Woola growls, clearly expecting to go along, too. Carter helps a nervous Sola into the flyer--then a nearby flyer EXPLODES.

From above, four Zodanga ships swoop down, guns firing.

KANTOS

(a bitter realization)

Zodanga.

(beat)

They must have followed us...

Everyone on the ground runs for cover--a second Helium flyer EXPLODES, taking its scrambling crew with it. The Zodangan ships land--one cannot navigate the wind; it tumbles, CRASHES.

The Zodangans, led by Praetor, make for Dejah. The Heliumites fight well, but are overwhelmed by numbers.

And then all hell really breaks loose as the main brunt of the sandstorm hits--

The storm rages, obscuring sightlines--

Carter fights, searching for Dejah--

--A Zodangan comes at Carter from behind, but Woola intercepts him teeth-first--

Praetor attacks Kantos, who guards Dejah--

Heliumites and Zodangans savagely battle--

Kantos is stabbed. Praetor grabs Dejah--

Carter hears Dejah's cry, runs toward her--is slammed into by a runaway thout--

Dejah is manhandled into Praetor's flyer--

The three Zodangan craft lift--

--And then the Thark posse arrives, led by Zad--they go after the remaining red men--

SOLA IS CLUBBED DOWN, crumples into a still heap--

Carter is pounced on by two Tharks, brutally slamming him down. He wrenches free--

--and watches as the Zodangan ships are swallowed suddenly by the storm--

--Woola is corralled by two Tharks with heavy pikes--

Carter's expression is anguished--he stands oblivious to the hell around him. He comes out of it when the Tharks grab him--

The two Tharks are terrified by the storm. Zad, working to control his mount, is confused, nearly panicked--

Carter looks at him with compassion, shouts over the storm--

CARTER

Zad! You'd better get your people to cover!

--and then stares back skyward, the stinging sand bringing tears to his eyes. The swirling sand thickens, and we

DISSOLVE TO:

EXT. ZODANGA - DAY

This city, too, is walled, the architecture heavy, blocky, impressive. There is little farmland; desert comes right up to the walls. The huge airship looms in the sky above the city.

INT. AIRSHIP - STATEROOM - DAY

A knock at the door.

SAB THAN

Enter.

Praetor comes through, nervously looking about the cabin as he approaches Sab Than.

PRAETOR

The princess is yours. She awaits you in your chambers in the city.

Sab Than examines this news, then smiles..

SAB THAN

Well done. Were there any problems?

PRAETOR

The pale warrior was with her. But he was captured by the Tharks.

SAB THAN

I thought he led the Tharks.

PRAETOR

No longer. He must have done something to anger them.

SAB THAN

Then he will face their arena. Good.

Whoever he is, we are rid of him.

(beat; a new topic)

Has the final sabotage team returned from their mission to the factory?

PRAETOR

They are overdue. But they were obviously successful.

He gestures out the window at the heavy gray thunderheads.

PRAETOR (cont'd)

Our readings confirm it. tears to his eyes. (beat) The storm in the dead sea was... terrible.

Sab Than looks out the window, contemplating.

SAB THAN

And the team that has returned? They have been...rewarded?

His tone indicates a deeper meaning. Praetor nods, knowingly.

PRAETOR

Finally, sir.

RENEGADE (O.S.)

It sounds as though everything is well in hand.

The Renegade descends from one of the rooms' several levels. Praetor becomes edgy; Sab Than gestures his dismissal.

SAB THAN

Was there ever any doubt? You are now the only person who can restore the atmosphere.

The Renegade smiles with satisfaction.

SAB THAN (cont'd)
The Princess will acquiesce.

The Renegade looks worriedly at the storm.

RENEGADE
It must be soon--before the conditions
pass beyond my control.

He doesn't see Sab Than regard him with veiled disdain.

SAB THAN
Have faith. One final matter, then
we will both have what we want.

INT. ZODANGAN PALACE - ROYAL CHAMBER - DAY

Very large, very open, hard marble and warm appointments.
Dejah watches the storm clouds. She turns at the opening of
the doors; Sab Than enters. He smiles at her.

DEJAH
You will release me. I must contact
my father.

SAB THAN
Certainly. He is needed to perform
our marriage ceremony.

Dejah looks at him, not believing his gall.

DEJAH
Marry the man who is responsible
for this?

A sweep of her hand indicates the storm clouds and dark skies.
Sab Than masks his shock quickly.

DEJAH
Don't deny it. Your Praetorian
guards are attacking the factories.

SAB THAN
(chuckles)
Attacking? My men have been searching
for the factories. I intend to find
a way to repair them.

DEJAH
(bitterly mocking)
And be the savior of Barsoom?

Sab Than laughs.

SAB THAN

Who put these thoughts in your head?
The pale man who wanders the dead sea
with you?

DEJAH

What do you know of him?

SAB THAN

Only that if he is not in his grave,
then he is near to it.

Dejah is shocked--covers it--but Sab Than saw it. He smiles as
he swings the doors shut.

INT. KORAD CATACOMBS - HOLDING CELL - DAY

The structure was not built as a prison; it has been retro-
fitted by the Tharks. Carter is dragged in by two Thark ARENA
GUARDS, tossed into a cell. The heavy door is locked.

A sleegat scurries toward Carter--disgusted, he kicks it away.
Carter rises painfully, examines the cell--a long window-slit
is set high in the wall.

Tars Tarkas is escorted into the cell next to Carter's--and
locked in. Tars Tarkas is blood-streaked, but uninjured.
Carter is surprised; he looks the Thark over through the bars.

CARTER

You've been in a battle.

A long, weary silence from Tars Tarkas. He finally breaks it.

TARS TARKAS

This is the arena. All convicted of
crimes must battle for their lives.
The lone survivor is restored to his
status in the tribes.

CARTER

What was your crime?

Tars Tarkas simply looks over at him, then looks away.

CARTER

Oh...because I escaped with the
Princess...Oh.

(shakes his head)

Ever since I got here, seems like all
I've done is apologize to people--

TARS TARKAS

No atonement is necessary, John Carter.
You did what your heart commanded you.

(almost ruefully)

I have followed Thark law precisely.
And I ended up here, as well.

Carter looks out the window--

--which is level with the arena. A Thark is torn apart by an otz. Guards back the otz away using pikes; others toss the loser onto a pile of Thark, otz and calot bodies. Slegats latch onto it immediately, their back bladders swelling--

Carter turns back to Tars Tarkas.

CARTER

I am sorry, though, Tars Tarkas.

I respect you. I guess--

(a little surprised)

I guess I even like you.

Tars Tarkas is startled. He thinks it over, realizing that he feels liking for Carter as well. He frowns.

TARS TARKAS

The softer sentiments. I had forgotten--

He breaks off. Carter scowls, curious.

CARTER

Forgotten what?

TARS TARKAS

(beat; a confession)

I had forgotten what they felt like.

Carter considers something--squints at Tars Tarkas. Looks doubtful, but plunges ahead.

CARTER

Tars Tarkas--did you ever love a
woman named--Gozava?

Tars Tarkas' eyes go wide--he glances around for listeners.

TARS TARKAS

How--

(lowers his voice)

How did you know of that?

Carter stares--he didn't expect to be right. He smiles.

CARTER

Your daughter told me.

Tars Tarkas is thunderstruck. Then he scowls.

TARS TARKAS
My daughter...still lives?

CARTER
Yes. Sola is your daughter.

Tars Tarkas grabs his arm through the bars, pulls him close.

TARS TARKAS
Tell me what you know.

EXT. DEAD SEA BOTTOM -- SANDSTORM LOCALE - DAY

Kantos awakens. He surveys the half-buried corpses and flyers around him--then sees Sola, standing with two thoats, watching him. He goes for his sword--pauses--he has been bandaged.

Sola leaves one thoat--Beauty--mounts the other.

Kantos is puzzled, wary. He slips to Beauty, mounts quickly, wheels--stops. He nods to Sola. She acknowledges it.

Kantos rides away. Sola heads in the opposite direction.
The softer sentiments. I had forgotten--

INT. ZODANGAN PALACE - ROYAL CHAMBER - DAY

Sab Than passionately argues his position to Dejah.

SAB THAN
The conditions on Barsoom call for a single, strong ruler--we can no longer afford to live as separate peoples. Surely you see that.

DEJAH
I do not see you as that leader.

Sab Than stares at her.

SAB THAN
Why--are--you--so unreasonable?
(beat; barely in control)
Suppose you are right. I did disable the factories.

DEJAH
Then the planet is lost--

Cobra-quick, he grabs her shoulders brutally.

SAB THAN

(on top of her line)

I would not disable the factories
without having a way to restore them.
That would be insane.

Dejah is aghast. He spins her to look out the window, still gripping her shoulders.

SAB THAN (cont'd)

Look at that. Look! That is just the
beginning. The Wild Times are returning.
Will you welcome them back? Will you
watch as everything is turned to dust?

Sab Than speaks low, his mouth beside her ear.

SAB THAN

Marry me--or I will let it happen.

She wrenches free, away from him, stares at him.

DEJAH

You would do it.

SAB THAN

It is not my decision. It is yours.

His gaze is steady. She turns away, closed in on herself.

Sab Than regards her, his gaze softening. He steps nearer,
gently caresses her skin, still bruised from his grip.

SAB THAN

My Princess...it will not be so
bad as you think. Because...

He turns her; she comes around, her head lowered.

SAB THAN

(absolutely genuine)

Because I do love you.

She closes her eyes, resigning herself to her fate.

SAB THAN

I always have...

And she looks up at him, her eyes now clear and steady.

INT. KORAD CATACOMBS - HOLDING CELL - DAY

Tars Tarkas is enraged, a horrible sight to behold.

TARS TARKAS

Tal Hajus laughed when he told me of Gozava's death. He laughed! And I--I didn't care. All that Gozava had kindled in me just--disappeared.

Anger builds in him. He slams all four fists against the wall.

TARS TARKAS

My daughter still lives--all these years, and I did not know. Because of Thark law--

(beat; more controlled)

No. Because of Tal Hajus.

He considers his course of action. He looks over at Carter.

TARS TARKAS

I will have to kill you, John Carter. I must regain my status to challenge Tal Hajus.

CARTER

Let's not be rash about this. There's got to be a way out.

Tars Tarkas points toward the arena. Carter looks out--two Tharks battle. Carter sees the fatal irony of the situation.

CARTER

--Fine. Then we'll fight--and only one of us will walk away. But promise me one thing--if you win--

(Carter hates that idea)

--then find Princess Dejah Thoris. Help her stop Sab Than.

TARS TARKAS

The wars of red men are of no concern to Tharks.

CARTER

This one is. Sab Than's the one who's wrecking the factories. If you become Jeddak--You must fight to stop him.

Tars Tarkas thinks about this--sits down, his back to the wall. He shakes his head.

TARS TARKAS

Tharks fight to fight well. Nothing else matters.

CARTER

What you fight for is more important than how well you fight.

(Tars Tarkas scowls)

The Tharks are going to have to choose a side. And it's got to be a good choice. Believe me, I know--I know what it's like to be on the wrong side of a war.

Tars Tarkas peers at Carter, then understands.

TARS TARKAS

Ah...you lost.

CARTER

(smiles sadly, ruefully)

That, too.

Tars Tarkas is still highly skeptical--these are new concepts.

TARS TARKAS

An alliance with red men. It seems...unnatural. It seems wrong.

(beat)

There is a Thark saying. 'Only trust the dead.'

He nods slightly, looks over at Carter almost challengingly.

CARTER

Where I come from, we have a saying, too.

(he thinks about it)

'Better to have a thout inside your tent pissing out...than outside your tent, pissing in.'

Tars Tarkas is stone-faced...but then his brow smooths as he grasps Carter's point. He hiss-laughs. Carter is startled, then realizes he's reached the Thark. He begins to laugh, too.

TARS TARKAS

I...like you, too, John Carter. It is a shame I will have to kill you.

Carter stops laughing. He slips down the wall to a sitting position beside Tars Tarkas, the bars separating them.

CARTER

You'll get over it before I will.

They both stare straight ahead, contemplating the dilemma.

EXT. KORAD - MAIN SQUARE - DAY

Sola rides into the city; no one is there to challenge her.

EXT. KORAD AMPHITHEATER ENTRANCE - DAY

Sola approaches the entrance on foot. A number of calots guard the archways--they growl at her menacingly--until one breaks out of the pack, bounds to Sola's side.

SOLA

Woola!

Sola moves forward, Woola escorting her past the calots.

INT. HELIUM GREENHOUSE - DAY

Nearly all of the plants are shrivelled, dying. The King surveys the devastation somberly. The Chancellor and the Commander are with him.

CHANCELLOR

The outlying farms are experiencing the same blight. The storms, too, have destroyed equipment and acreage--

KING

Evacuate the farmers to within the city.

CHANCELLOR

(reminding)

The crops will surely be lost.

KING

Better one year's crops than any of my people.

COMMANDER

I am worried that the Tharks may use these storms to attack Helium.

A MESSENGER enters, escorted by a guard.

GUARD

This messenger has just arrived from Zodanga.

MESSENGER

Respects conveyed, your Highness.
(the King nods)

Sab Than reports the safe delivery of Princess Dejah Thoris from the hands of the Tharks.

The King and Commander exchange relieved looks.

MESSENGER (cont'd)

The Princess requests your presence
to perform her ceremony of marriage
to Sab Than.

The King is taken aback--the Commander is unbelieving. The King glances at the Commander, his expression communicating worry and the need to discuss the import of this announcement.

EXT. ARENA - ARCHWAY

The holding area for combatants, heavily guarded. Carter prepares to take the field. Tars Tarkas waits behind him.

The crowd roars as an otz tears into a Thark.

Carter watches, anxious, adrenaline pumping. To Tars Tarkas:

CARTER

Remember: Never charge an otz.

TARS TARKAS

(looks at him curiously)

Everyone knows that.

Carter glances at him, slightly deflated--

EXT. ARENA - DAY

Carter rolls, evading an otz charge that leaves the beast off-balance. Carter lands a two-footed kick on its back, knocking it flat. The otz rolls over--and Carter stabs it in the underside of its chin, forces the sword down and in.

He steps back, sword at his side. The otz is tossed on the pile of corpses. Slegats swarm it. Carter watches, then turns to look at--

The Jeddak, on the platform, with the jeds. Sheathed in the Jeddak's harness is Carter's Bowie knife. Zad sits in Tars Tarkas' place. The Jeddak stares back, then gestures--

Tars Tarkas is escorted into the arena, handed a sword. He hefts it, glowers at Carter.

The Jeddak crashes two swords together--

In the stands, Sola watches horrified as Carter and Tars Tarkas face off. Woola growls--Sola restrains it from bounding to the arena floor.

CARTER AND TARS TARKAS FIGHT, their styles different, but equally adept--but the crowd wants blood. Disgruntled murmuring fills the arena. Carter, aware of it, intensifies his attacks, hisses--

CARTER

Fight harder, dammit! Come on!
Come on!

--and HE SLASHES the Thark's forearm.

CARTER

Eh--you're not fit to clean the
teeth of a sorak!

Tars Tarkas' face becomes feral; his blade flashes.

CARTER IS DRIVEN BACK, parrying--and then a hard blow TEARS HIS SWORD FROM HIS HAND. He is surprised. He dives away from Tars Tarkas, rolling over the pile of dead bodies.

The crowd boos. Carter rises, moves around the pile--Tars Tarkas stands over his sword. Tars Tarkas, using the point of his own blade, FLIPS THE SWORD BACK TO CARTER.

Carter catches it by the hilt. They lock eyes, then join again, swords crashing--

--Tars Tarkas slips Carter's guard--Carter barely parries the blade away from his right side--he gives Tars Tarkas a wide-eyed look of warning--

--and Tars Tarkas slips his guard again--this time STABBING CARTER on the left side--Carter gasps as BLOOD SPURTS--

Sola stifles a cry--

--Tars Tarkas completes his thrust--a gout of blood spatters him, and Carter falls.

Woola lunges forward, emitting a low mournful growl.

Carter lies there, blood pooling around him.

Tars Tarkas raises his sword--the crowd cheers--

--a guard comes over toward Carter's body--

--And that's when Tars Tarkas looks up at The Jeddak, hatred turning his eyes steely.

TARS TARKAS

Tal Hajus--I challenge you!

A beat--and the crowd roars. The guard loses interest in Carter, moves to get a better vantage point.

The Jeddak stares at Tars Tarkas in anger--and even some fear.

TARS TARKAS

Step down, Tal Hajus--you are challenged!

JEDDAK

You are not a jed. First you must challenge Zad--after that, then you may challenge me.

Tars Tarkas is livid at being put off. In the stands, Sola calls out:

SOLA

He has won back his status! He is a jed!

The crowd grumbles; others echo the call. Sola keeps it going.

And then Tars Tarkas very pointedly puts his upper left arm behind his back.

The crowd roars. The Jeddak is up out of his seat, glaring daggers at Tars Tarkas.

And then Tars Tarkas puts his upper right arm behind his back.

Pandemonium--the crowd roars deafeningly--and THE JEDDAK LAUNCHES HIMSELF at Tars Tarkas, drawing his axe--

Tars Tarkas, in a blinding rage, meets him hard, parries two axe swipes--and then catches the shaft of the axe--

TARS TARKAS

(a hiss)

I am he who loved Gozava.

The Jeddak registers this. He hisses back:

JEDDAK

It made you weak.

Tars Tarkas narrows his eyes--and then tears the axe out of the Jeddak's grip--

--and RUNS THE JEDDAK THROUGH with his sword, lifting him from his feet, driving him back against the platform's steps.

Tars Tarkas stands over the Jeddak, watching with satisfaction as he dies.

Tars Tarkas pulls the sword from the Jeddak's corpse. He holds up a hand, quieting the crowd.

TARS TARKAS

I am Tars Tarkas, the Jeddak of all the tribes of Thark!

(the crowd responds)

I decree: that from this moment forward, the last two survivors of the arena shall regain their status!

The crowd cheers the decree; the jeds look puzzled--

--and then John Carter sits up. The crowd goes quiet.

Sola leaps down into the arena as Carter stands.

SOLA

John Carter! You are not dead!

CARTER

I was--but I'm feeling better now.

Carter reaches under his shirt, and wrenches a dead, ruptured sleegat from his side, tosses it away with disgust.

ONE-EYED JED

The half-limb should be dead!

Two guards rush toward Carter, pikes at ready--

--Woola leaps in front of Carter, growling. The guards pause.

Tars Tarkas nonchalantly hefts his sword--then looks at One-eye. One-eye sits back. Tars Tarkas slips the Bowie knife from Tal Hajus' harness, moves to Carter's side.

TARS TARKAS

It is good that you survived.

He proffers the knife.

CARTER

No thanks to you.

Carter smiles, takes the knife. Tars Tarkas raises his sword to the crowds, who cheer him. The guards shoulder their pikes, step back. Tars Tarkas turns toward the platform.

TARS TARKAS

There is much to be done.

He moves away, not having given Sola a glance. Carter scowls--he throws an ashamed glance at her, then follows Tars Tarkas.

EXT. KORAD - ARENA - DUSK

TARS TARKAS

Our outriders report that Dejan Thoris
is in the city of Zodanga.

Only the jeds are still present. Tars Tarkas, in the Jeddak's
position, speaks to Carter. Sola stands away from them all.

CARTER

It doesn't matter. I have to get to
Helium.

TARS TARKAS

(gently)

She is to be married to Sab Than.

Carter is rocked--but he fights his feelings.

CARTER

I have to get help to the atmosphere
factory. It's more important.

Tars Tarkas regards him. It is clear from Carter's expression
that this is not where his heart is.

TARS TARKAS

Perhaps I may assist you.

He assumes a gruffer, Jeddak-of-Thark-like demeanor.

TARS TARKAS

Zad--assemble the tribes. You will
lead them to Helium. Tell them of
Barsoom's plight, and offer them
our metal in service.

CARTER

(to Zad)

We're going to need metallurgists,
engineers, and bonders. Got that?

TARS TARKAS

(to Carter)

They can meet you at the hatchery.
From there you can lead the way to
the factory.

CARTER

That'll give me one night. Thank you.

Zad is staring at Tars Tarkas; the other jeds mutter to each
other. Tars Tarkas looks at Zad.

TARS TARKAS

Problems?

ZAD

You wish--to deal with the red men?
To even speak to them is...

(he is disgusted at the thought)

TARS TARKAS

I will not talk to them. Nor will you.
We shall send an envoy better suited
to such a task.

(beat)

Sola.

Carter smiles, impressed, anticipating the Thark's next move.
Sola is taken aback; she smiles, then cuts it off.

FEMALE JED

This is too much--

ZAD

She cannot represent us--She is not
even a true Thark--

TARS TARKAS

(forceful)

She has stayed with this tribe and
served it dutifully--despite the abuse
heaped upon her for her strangeness--
the very strangeness which makes her
suited for dealing with the red men.

(steps close to Zad)

She is a true Thark--and more than
Thark.

Zad lowers his eyes. Tars Tarkas turns to the other jeds. Only
the Old Jed appears receptive to these new ideas.

TARS TARKAS

Besides--who better to serve as
envoy to the red men than the
daughter of the Jeddak?

He looks at Sola. She is again stunned--she looks at Carter,
who beams--then she smiles, and this time cannot stop it.

SOLA

I...thank you, Tars Tarkas.

(beat)

Father.

FEMALE JED

Too much...

ONE-EYED JED

Tharks do not have families--

OLD JED

Once, they did.

TARS TARKAS

I decree that it is again allowed.

ZAD

It cannot be.

Tars Tarkas puts a hand to his sword hilt.

TARS TARKAS

No?

Again, Zad drops his gaze. No jed can meet Tars Tarkas' eyes.

TARS TARKAS

Very good. Zad--once you are in sight of Helium, you follow Sola's commands.

Zad scowls, glares at Sola--but nods.

CARTER

You know, Zad, she is the daughter of the Jeddak. A very important woman.

Zad frowns at him--then thinks about the implications. He looks back at Sola, regarding her in new light--as an attractive Thark female. A beat; Zad attempts a smile--his face is unused to it; it is brief, but it is a start.

Sola and Tars Tarkas look at each other silently--then she raises her hand to her sternum--the loyalty gesture. He returns it. She smiles, then follows Zad from the platform.

Carter holds his sword in the fire. Smoke blackens the blade.

TARS TARKAS

What are you doing?

CARTER

So the blade won't reflect light. I'm leaving for Zodanga now.

Tars Tarkas regards him--then thrusts his own sword into the fire beside Carter's.

EXT. HELIUM - EDGE OF THE DESERT - FARMLANDS - EVENING

Kantos rides out of the wastes, hanging on Beauty's neck for support. A flyer crew, evacuating a farm family, spot him. They rush to meet him. He half-dismounts, half-falls into their arms. He is pale, his bandages blood-soaked.

FLYER PILOT

Kantos Kan! Where--

Kantos pulls him close. His voice is a rasp.

KANTOS

I must speak with the King immediately--

FLYER PILOT

He is gone--he travels to Zodanga,
for the marriage of the Princess.

Kantos's eyes widen in dismay--then roll back in his head.

The flyer crew loads his inert body aboard the flyer.

EXT. ZODANGA - HILLS - NIGHT

Carter and a dozen Tharks take up position outside of Zodanga. Carter and Tars Tarkas look down at the city, taking care to stay out of sight of the flyer base outside the main walls.

TARS TARKAS

We will wait here to provide escort
for the trek to the hatcheries.

CARTER

I'll find the Princess as quickly
as I can--try to get her out without
a lot of fuss.

(almost to himself)

Though I wouldn't mind getting my
hands around Sab Than's neck...

TARS TARKAS

No, John Carter. If you kill him,
you would never be allowed to marry
Dejah Thoris. That is the law among
redmen.

Carter stares at Tars Tarkas, nearly at the end of his rope.

CARTER

I need an almanac to keep up with
all these laws.

TARS TARKAS

A woman may not marry the man who
slays her betrothed. It is a good law.

Carter shakes his head in resigned disgust. Then he rises--

TARS TARKAS

What will you do if you run into
trouble?

CARTER

I'll signal you.

Carter starts away. Tars Tarkas lays a hand on his shoulder.

TARS TARKAS

We would accompany you inside, but
I fear we would be too conspicuous.

Carter eyes the huge, green Thark, nods diplomatically.

CARTER

Good point.

--and he moves away.

EXT. ZODANGA - OUTER WALL - NIGHT

as a troop transport flyer swoops out of the sky, angling
toward the encampment outside the city. It passes Carter, who
breaks cover, running along the parapet, keeping low.

Carter leaps to the rooftop of one of the inner buildings,
heading toward the palace at the center of the city.

EXT. PALACE - SENTRY KIOSK - NIGHT

A YOUNG GUARDSMAN writes on a small tablet with a stylus.
Carter grabs him, shoves him up against the kiosk.

CARTER

Where is the Princess being held?

The Young Guardsman sets his jaw, looks away. Carter draws his
saber, displays it menacingly.

CARTER

Do you recognize this metal?

YOUNG GUARDSMAN

(eyes wide; hoarsely)

Tharkian...

CARTER

What does that tell you about me?

The Young Guardsman looks into Carter's eyes, very frightened.

INT. ZODANGAN PALACE - COURTYARD - NIGHT

CLOSE ON: a map, hand-drawn on the small tablet; Carter consults it, goes left--revealing the Young Guardsman behind him, tied up in the shadows of the kiosk.

CUT TO:

EXT. HELIUM - NAVY CAMP/COMMAND TENT - NIGHT

The delicate spires of Helium rise in the distance, beyond the plain military barracks universal to all fighting units. Watch fires flicker in the high wind. The Helium colors snap above the command tent; a Helium sentry stands guard in front.

Suddenly, a Tharkian hand covers the sentry's mouth. A second hand stops him from completely drawing his sword. The Thark's third hand slips the sword back into its sheath. Finally, the fourth hand raises a dagger to his throat. The hand over his mouth turns the sentry's head--to look at Zad's grinning face.

INT. COMMAND TENT - NIGHT

The Commander looks up from a large map table, goes for his sword as Sola and Zad burst into the tent, Zad still holding the sentry. A second man is in the tent, hidden by his chair.

SOLA

We need to speak to you--there is a matter of concern to us all--

Helium guards burst in behind the Tharks, swords raised--

KANTOS (O.S.)

Hold, guardsmen!

He has risen shakily from his chair. He has been freshly bandaged. The Commander waits for an explanation.

KANTOS

That is the Thark I told you of.

The Commander snaps a look at Sola, glances at Kantos, looks back at Sola. He slowly drops his hand from his sword hilt.

Sola smiles slightly. Zad still looks very, very worried.

CUT TO:

INT. ZODANGAN PALACE - CORRIDOR - NIGHT

Carter moves cautiously, comes to an intersection. He puts the map away...grips his sword and turns the corner--

There is a door, but no guards. Carter is puzzled. He pushes the door with his sword tip; it is open, unlocked.

INT. ZODANGAN PALACE - ROYAL CHAMBER - NIGHT

Dejah starts awake--sees the silhouette of a man in the doorway--he shuts the door, steps into a beam of moonlight--

Dejah is astonished.

DEJAH

John Carter...

(elated)

Sab Than told me you were dead.

CARTER

Wishful thinking. Where are the guards?

Dejah's demeanor changes; she masks her happiness.

DEJAH

I...I am not a captive.

(beat; she becomes grim)

You must go.

CARTER

(nods)

With you.

DEJAH

No.

Carter reacts--he knew something like this would happen...

CARTER

What?

DEJAH

I am betrothed to Sab Than--

CARTER

I know--that's why--

DEJAH

--and I must marry him. I have given my word.

Carter doesn't like this.

CARTER

But it's not too late. Be reasonable. You can--

DEJAH

Once the marriage is agreed to, it is fact. The ceremony is only to recognize it formally.

Carter throws up his hands in anger.

CARTER

Another stupid law!
(accusingly)
What--nobody lies on Barsoom? No one makes mistakes?

DEJAH

A princess does not.

CARTER

You have this time.

DEJAH

This is the only course duty will allow me. The people of Helium--of--
Zodanga--all of Barsoom--They will all suffer if I renege. That I cannot do.

(resigned to it)

I am a princess.

Carter is too angry to speak. He searches for a response; none is forthcoming. He knows she is right, he admires her for it--and yet he is completely, absolutely exasperated.

CARTER

(realizing it)

I love you.

The words stun her. Carter steps toward her, as if she was a dream that would evaporate if he moved too quickly. He touches her cheek delicately--she still has not moved. He kisses her.

DEJAH

(almost a sob)

I love you.

Carter sweeps her up in his arms. She looks from him to the bed, languidly nestles against his chest--then he turns, and she realizes he is not heading to the bed, but to the doors.

DEJAH

What are you doing?

CARTER

I'm rescuing you.

And they are through the doors.

INT. ZODANGAN PALACE - NIGHT - SERIES OF SHOTS

Dejah struggles against Carter's hold as he carries her through the corridors.

Carter runs down a flight of stairs--a sentry is surprised by a kick in the face as Carter descends.

Carter rounds a corner--and is face-to-face with a phalanx of guards--including the Young Guardsman. Carter gives him a reproving scowl--then turns and runs.

DEJAH

This leads to a dead end!

CARTER

Quiet--I'm outwitting them.

INT. ZODANGAN PALACE - CORRIDOR - NIGHT

Carter and Dejah slow; the corridor ends in blank wall. He sets her down as the guards corner them. He draws his saber, prepared to take them all on, unhappy at his odds of success. Dejah glances around--spots a door.

DEJAH

Through there!

Carter grabs her hand, runs for the door--parries one guard's pike thrust--and then they're through. Carter bolts the door.

CARTER

I thought you weren't helping.

DEJAH

I'm not.

He smiles, starts up the flight of stairs--she stubbornly remains standing at the bottom. Carter looks back at her. An axe-blade crunches into the door--Dejah hurries up the stairs.

EXT. ZODANGA PALACE - FLYER TERRACE - NIGHT

Carter and Dejah exit the stairs onto a terrace, a landing pad for a number of two- and three-man flyers. Carter jumps into one, reaches toward the complex controls--stops short.

CARTER

(looks up at Dejah)
I can't work one of these.

Dejah makes no move to aid him. Sounds of pursuit reach them.

GUARDSMAN

The Princess cannot be harmed--but
kill the man, and bring me his head.

CARTER

Dejah--my head.

Dejah decides; she jumps into the flyer, fires it up. Carter
grins, really happy.

THE FLYER LIFTS, deploys its rings, spins and zips away.

The pursuers reach the terrace, run to flyers to give chase.

EXT. ZODANGA / INT. FLYER - VARIOUS

As Dejah proves herself an expert pilot, maneuvering through
the maze of buildings and streets, dodging their pursuers.

INT. ZODANGAN AIRSHIP - CORRIDOR - NIGHT
Carter, airborne for the first time, hangs on for dear life.
He glances at Dejah. She is concentrating intensely, brow
furrowed--but with a small smile playing at her lips.

CARTER

(shouts over the wind)
Are you enjoying this?

She looks over and smiles a broad, supercharged smile--she
grabs him by the back of the neck, pulls him to a quick, hard
kiss--then releases him in time to whip the flyer sharply
between two oncoming Zodangan craft.

Carter hangs on tighter, eyes darting from the ground to the
pursuing flyers to, especially, Dejah--more worried than ever.

EXT. ZODANGA - HILLS - DAWN

Tars Tarkas sees the flyer, a bat out of hell, as it passes
above the wall of the city, into the desert.

INT. FLYER - DAWN

Carter watches over the side. The city behind him now, he
relaxes a little. He looks ahead--

--the ZODANGAN AIRSHIP is directly in their path.

EXT. ZODANGAN AIRSHIP - TOP DECK - DAWN

Sab Than, Praetor and the Shipmaster watch as the flyer skims hard around the airship. Sab Than recognizes Dejah Thoris.

SAB THAN

Get underway! Pursue that flyer!

The Shipmaster gestures to a crewman--

PRAETOR

Sire--the man with her--that's the man I told you of.

Sab Than's gaze snaps back to the flyer, amazed and angry.

EXT. ZODANGA - DAWN

As the airship moves away to follow, a flurry of flyers lift into the dark-clouded sky, following the command ship.

EXT. SKY - DAWN

The Zodangan flyers overtake Dejah's craft, herding her back toward the airship. Dejah curses, turns, plays chicken with one ship--it turns away. A second one does the same--

--but the third one does not; the ships glance off each other--the Zodangan flyer spirals down toward the desert--

Dejah works at her controls. Suddenly the airship looms in front of them. She fights the craft down in a SEMI-CONTROLLED CRASH--into the deck of the airship.

EXT. ZODANGA - HILLS - DAWN

Tars Tarkas watches as a column of thick black smoke rises from the deck of the distant airship. He is grim.

EXT. ZODANGAN AIRSHIP - DAWN

Crewmen pull Dejah from the wreckage. She has minor injuries. Sab Than, enraged, grabs her by the nape of the neck. Though terrified, she meets his eyes defiantly--he shoves her aside.

The Shipmaster watches, her expression guarded.

The crewmen free Carter. He is unconscious, bleeding.

SAB THAN

(fiercely)
Is this your pale champion? What
does he mean to you?

This time she cannot meet his eyes. She looks at Carter--her
expression betrays her concern for the man she loves.

Sab Than grasps her feelings immediately; it tempers his anger
to a dangerous, controlled rage.

SAB THAN

Get that man off my ship.

SHIPMASTER

He is injured. Should we--

SAB THAN

Praetor! Get that man off my ship!

Praetor nods sharply. Sab Than grabs Dejah's chin in his hand.

SAB THAN

You are going to marry me and be my
queen and fulfill all the duties of
that station--or that man will be
put to death. Is that clear?

SHIPMASTER

(pointing)

Uh--sir...the King of Helium's flyer.

Sab Than looks out at the craft, drawing near through the
skies still crowded with Zodangan flyers. Dejah looks at it
too, an expression of hope on her face. Sab Than sees it.

SAB THAN

Perhaps the same fate will befall
all the men you love.

(to Praetor)

Get the flyers on the ground!

(to Shipmaster)

Prepare this deck for a marriage.

He shoves Dejah into the custody of a guard, stares hatefully
at Carter's inert form as he is dragged below decks.

EXT. ZODANGAN AIRSHIP - EARLY MORNING

As King Mors Kajak's flyer touches down lightly on the deck.

EXT. ZODANGAN AIRSHIP - TOP DECK - EARLY MORNING

The King steps from his flyer, followed by two honor guards, one cradling a small ornate chest. Sab Than steps forward, bows low. The King acknowledges him gravely with a curt nod. He spots the wreckage of the flyer, looks at it questioningly.

SAB THAN

A training mishap, your Highness.

The King looks skeptical--but any questions are stopped when Dejah is escorted onto the deck. She is downcast, resigned. The King moves to her.

KING

My daughter...This marriage. Is this truly your own decision?

Dejah holds his gaze for a long moment.

DEJAH

Yes.

Her father studies her--and then nods sadly.

DEJAH

We should proceed.

EXT. ZODANGAN AIRSHIP - FLYER BAY DOORS - MORNING

A cargo flyer, doors open, exits, descends.

INT. FLYER

Aboard are three Praetorian guards and Carter, hands bound, sword belt gone. He groans, coming awake. The pilot gestures; a guard prepares to club Carter with the butt of his sword--

CARTER KICKS OUT, launching the guard over the side of the flyer--the second guard is crumpled by a double-fisted blow--

And then Carter leaps from the edge of the flyer.

The pilot spins his craft, looks down--sees only the first guard's broken body, the center of sudden activity in the Zodangan ground camp.

EXT. ZODANGAN AIRSHIP - UNDERCARRIAGE - MORNING

Where Carter hangs from a jutting spar. As he struggles:

CARTER

(through gritted teeth)

Never flying again--stupid thing--
leave it to the birds--

He hauls his arms over the spar, swings his legs up--claws his knife from its boot sheath. He cuts the cords on his wrists--

--and begins spidering up the side of the huge airship, knife in his teeth, his objective the top deck high above him.

EXT. ZODANGAN AIRSHIP - TOP DECK - MORNING

From the chest, The King removes two delicate gold-and-jewel collars, linked by a long double strand of thin gold chain. He places one collar around the neck of the kneeling Sab Than.

The King's hands tremble, hesitate--then place the second collar around Dejah's neck. He steps back. Dejah and Sab Than rise, then face each other, the chain loose between them.

Carter slips up over the rail of the top deck, sees--

Dejah reaches up and closes Sab Than's collar.

Carter clubs an airship crewman with the butt of his knife, unsheathing the man's sword as he crumples--

Sab Than reaches for Dejah's collar--

Carter hurtles through the onlookers--and slashes down, severing the chain between the collars--Sab Than barely gets his hands clear--

CARTER

I object to this marriage--

Crewmen and Praetorian guardsmen are at Carter--the King pulls Dejah beside him; his honor guards assume a defensive posture around them.

Carter sees Dejah is safe. He battles his attackers, blade flashing, his leaping ability serving him in good stead--

--but he is hopelessly outnumbered. Backed into a corner, he uses the small space advantageously, but it is clear to Dejah that he will soon be overwhelmed--

Sab Than stares grimly at the battling Carter.

--a shadow falls across the deck. Hovering directly above is a Zodangan troop transport flyer. Carter looks up.

CARTER

Oh, no.

Several ropes uncoil over the side of the transport--

--Tars Tarkas, weapons in three hands, the fourth gripping the rope, hurtles down from the transport, landing beside Carter. Other Tharks follow--

Tars Tarkas indicates the wrecked flyer on the deck--

TARS TARKAS

I saw your signal.

Carter grins, and then the battle is joined anew--

INT. TROOP TRANSPORT

Where a Thark holds a blade to the scared pilot's throat.

EXT. ZODANGAN AIRSHIP - TOP DECK - MORNING

Carter and Tars Tarkas battle side-by-side--the other Tharks slash with fierce abandon--

Sab Than retreats to the deck's upper level. He surveys the swarming melee with mounting frustration and anger.

The King's honor guards deflect errant battlers. A Thark comes at an honor guard--spots the King and Dejah--inclines his head and moves away. The King and Dejah are stunned at his action.

Zodangan reinforcements join the fray--several Thark bodies lie among the dead. Again, the numbers are just too great. Carter and Tars Tarkas cut down all comers, but know the situation is hopeless.

CARTER

Tars Tarkas--

(slashes a Zodangan)

What's a journey down the river Iss like, my friend?

TARS TARKAS

(shrugs)

We will at least have plenty of travelling companions--my friend.

Carter nods--the battle continues--

Sab Than is relaxing slightly--things are once again coming under his control. The Shipmaster appears at his side.

SHIPMASTER

Sir--the Helium navy is approaching.
They are in attack formation.

Sab Than is taken aback--but quickly senses easy triumph.

SAB THAN

Launch our fleet. They stand no chance.

SHIPMASTER

Sir--there is also a large tribe of
Tharks bearing this way.

Sab Than stares at her.

SAB THAN

More Tharks?

SHIPMASTER

A lot more. And...they're flying Helium
colors.

Sab Than whirls to look out across the desert.

EXT. DESERT - DAY

Beneath a gray sky peppered with Helium flyers, the huge tribe of Tharks, Heliumites with them, ride hell-bent for leather, led by Zad, Kantos, and Sola, carrying a Helium flag.

They sweep into the ground camp, preventing the Zodangans from launching, destroying flyers and battling soldiers.

EXT. SKY - HELIUM FLYER - DAY

The Commander, grim satisfaction on his face, directs his flyer in toward the airship, leading the aerial attack.

EXT. ZODANGAN AIRSHIP - TOP DECK

Hidden guns deploy on the airship. They fire at the incoming flyers. Some flyers land on the deck--others hover, Heliumites and Tharks boarding from ropes.

CARTER

Zodanga has fallen!

Carter and Tars Tarkas smile now as the tide of battle turns. Carter literally chases one of the gunners from his station, across the deck.

Sab Than slams his hand against the railing. Spots the King and Dejah. He leaps from the upper level--cuts down a Helium navy man--attacks the King's honor guard--

Sab Than is good with a sword. He slays the honor guard. Puts his blade to Dejah's throat. To the King:

SAB THAN

Both of you--below deck!

Carter spots them as Sab Than herds them through a doorway. With a cry, he battles toward it--and then Praetor cuts him off. They face off--

Praetor battles Carter, wounds him several times--then disarms him. Praetor prepares the killing blow--

Tars Tarkas sees it, snaps his sword arm back, and lets fly--

Tars Tarkas' saber goes through Praetor, pinning him against a bulkhead, dead. Carter throws a salute to Tars Tarkas, pulls the saber from Praetor's body and rushes through the doorway.

INT. AIRSHIP - CORRIDOR

As Carter kicks in doors, searching for Dejah and the King.

INT. AIRSHIP - STERN STATEROOM

Carter bursts through the doors, takes in the scene--he leaps toward Sab Than--

The King steps between them. Carter draws up short, wary.

DEJAH

It is lost, John Carter. My father
and I...thank you for your efforts--

She breaks off, defeated. Carter looks at her, confused.

KING

I am abdicating my throne to Sab Than.

Carter stares in disbelief. "

CARTER

But--we're winning!

SAB THAN

You were never winning. Victory was
mine from the beginning.

CARTER

What is he talking about?

DEJAH

Him.

She points at the Renegade, standing near the window.

SAB THAN

I tried to take my victory through
(glares at Dejah)

more peaceful means. Unfortunately...
Perhaps this is better. Barsoom will
be more easily ruled when the true
extent of my power is known.

CARTER

(a plea for clarification)

Dejah...

DEJAH

He is the Keeper of an atmosphere
factory. The last one. Only he can
save Barsoom.

Carter looks at the Renegade. Carter finally has a handle on
the situation--and laughs. The others in the room stare at him
as if he has gone mad.

CARTER

That's not the Keeper from the factory
I came from.

DEJAH/SAB THAN

What?

CARTER

I saved the Keeper at that factory.
He's still alive. That's who sent
me to bring back help to repair the
machinery.

RENEGADE

(shocked)

Caidamol...still lives? I am not the
last?

KING

(to Carter)

You know where the factory is?

CARTER

Yes.

Sab Than glares at Carter, an insane light growing in his eyes. He draws his sword, shoves the King aside--

SAB THAN.

Then you will die.

He attacks fiercely--Carter parries, and they begin to fence throughout the stateroom, blades crashing. Outside, the threatening storm has broken; lightning flashes, strobing the two figures locked in combat, their shadows huge on the walls.

SAB THAN

You fight well. Praetor is right.

CARTER

Praetor is also dead.

SAB THAN

You--killed him?

CARTER

(lying to advantage)

...Yeah.

Sab Than is shaken--and then his footing slips, and he is left open; Carter has an easy target for the kill--he hesitates--

Sab Than recovers--stares narrowly at Carter, glances at Dejah, smiles at Carter--

SAB THAN

Why do you hold back, John Carter?
Because if you kill me, you can never
have the Princess?

And he launches himself again, now fighting savagely, completely offensively. Carter can only battle defensively, giving ground, exhibiting brilliant swordsmanship.

The Renegade watches, his face unreadable. Sab Than backs Carter into a bad position; Dejah starts to move to his aid--

KING

(restraining her)

No, daughter. Do not make him have
to guard you as well...

She scowls, but accepts the reasoning.

Carter starts retreating further, forcing Sab Than to come after him. Sab Than is lunging at Carter now, hard overhand swings of his sword that Carter parries easily.

Sab Than misses again, his momentum carrying him to his knees, dropping his sword. He reaches for it--Carter steps on the blade, levels his saber at him. Sab Than stares up hatefully--

SAB THAN

(a hiss)

Do it!

Carter considers, wavering, decides on mercy--and then Sab Than grabs Carter's sword by the blade, the metal cutting into his hands. Carter is shocked, pulls back--but Sab Than clamps a bloody hand around Carter's sword hand--

--Sab Than falls back, pulling Carter with him--

--Carter's weight drives the sword into--and then through--Sab Than--and then Sab Than is still.

DEJAH

No!

Carter rises unsteadily, staring at Sab Than's corpse. His hand is stained with Sab Than's blood. He looks at Dejah, eyes wide with realization that they can never be together--her expression reflects his.

Tars Tarkas appears in the doorway, escorting the Shipmaster.

TARS TARKAS

This ship is ours, John Carter--

Tars Tarkas takes in: Dejah and Carter, staring tragically at each other; the King, eyes downcast; Sab Than's dead body--and Carter's saber, sticking out of it. Tars Tarkas stares sadly.

And then--

TARS TARKAS

Look out!

And he leaps past the trio, his axe coming to the ready--

A loud CRUNCH--the people in the room look at Tars Tarkas--

--who pulls his axe out of Sab Than's body.

TARS TARKAS

He was rising, going for his sword.
I had to kill him.

Carter, Dejah and the King look at him disbelievingly--he stares back, standing his ground--realization begins to dawn--

KING

It is a good thing you acted quickly.

Carter and Dejah smile. Carter slips his arm around Dejah.

DEJAH

Yes. A good thing.

CARTER

Thank you, my friend.

A thought; he unsheathes his Bowie knife. Tosses it to Tars Tarkas. Tars Tarkas catches it, breaks into a wide, genuine smile. He nods to Carter, slips the knife into his harness.

The Renegade turns from the window, surveys them with disdain.

RENEGADE

You have won nothing. Soon, Barsoom will be dead.

DEJAH

We must hurry--Sab Than must not have the final victory.

The Shipmaster is stunned at this. She looks at Sab Than's corpse, her expression transforming to anger.

CARTER

The Keeper said he needs engineers, metallurgists...uh...

KING

Bonders, of course.

CARTER

That's it.

The Shipmaster steps up to the King.

SHIPMASTER

Your highness--my ship and crew are at your service. This is the fastest transport on the planet.

The King considers her proposal.

CARTER

Sire--she is a Zodangan.

SHIPMASTER

(snapping it at him)
I'm also a Barsoomian.

She draws her sword, offers it hilt first. Carter takes the hilt--looks at the King, who lifts an eyebrow. Carter reverses the sword, offers it back. The Shipmaster resheathes it--

SHIPMASTER

I'll prepare for departure.

Across the room, the Renegade stares darkly at Carter.

EXT. SKY - DAY

As the airship moves across the windswept horizon.

INT. AIRSHIP - GANGWAY - DAY

Carter, Dejah, Tars Tarkas and the King move quickly toward the upper deck.

KING

I am Mors Kajak, King of Helium.

TARS TARKAS

I am Tars Tarkas, Jeddak of all the tribes of Thark.

KING

Thank you for your assistance. If your people had not come to our aid--

Sola appears in front of them, followed by Woola.

TARS TARKAS

That, I believe, was more my daughter's doing.

KING

(bewildered)

Daughter?

Carter takes all four of Sola's hands in his.

CARTER

Thank you, Sola.

SOLA

You're welcome.

They move on, toward the upper deck.

KING

(to Dejah, sotto)

His daughter?

EXT. ZODANGAN AIRSHIP

On the upper level stand the Shipmaster, the King, John Carter, Dejah Thoris, Tars Tarkas, Sola and Woola. Far behind them, several tornado spouts can be seen.

EXT. VALLES MARINARIS - DAY

Under lightning-streaked skies, the airship navigates between the towering canyon walls.

EXT. ATMOSPHERE FACTORY - LEDGE - DAY

Flyers drop from the airship toward the opening factory doors.

INT. ATMOSPHERE FACTORY - CORRIDOR - DAY

Carter meets the Keeper. Ten others follow him through the doors, including Dejah and the King. All but Carter are awed.

CARTER

Here's the help you wanted. I hope we're in time.

KEEPER

The planet chose you well, John Carter of Virginia. There have been no more attacks.

CARTER

There won't be. One of the men responsible is dead--

Tars Tarkas enters, escorting the Renegade.

CARTER

This is the other.

The Keeper's eyes go huge; he is rocked by the sight.

KEEPER

Omsta. You have abandoned your duty.

RENEGADE

Duty? Servitude is more the truth. Where is the reward for all our centuries of labor? Where are the oceans?

KEEPER

The planet's life is our reward. We are its Keepers.

RENEGADE

We are merely handservants of its long, slow death.

He turns away in disgust.

KING

We brought him to you because we felt...he is beyond our judgment.

TARS TARKAS

Shall I kill him now?

The Keeper considers it long and hard, then shakes his head.

KEEPER

No. He will be in my charge; perhaps there is hope...

He looks again at the Renegade; then turns away.

KEEPER

There is much work to be done.

He moves off. Tars Tarkas lifts an eyebrow at Carter, who shrugs, then follows the Keeper.

INT. ATMOSPHERE FACTORY - CONTROL LEVEL

CLOSE ON: a basketball-sized crystalline-and-metal-filament conductor as it is removed with tongs from a liquid alive with Eldritch fire. The conductor is set down beside two others.

The conductors are examined by the group of Helium technicians. They speak in hushed voices.

ENGINEER #1

Does anybody know what we did here?

ENGINEER #2

I can almost grasp the concepts, but...

METALLURGIST

I do not think it will work.

KEEPER

It will work. You have all done well.

(there is muted celebrating)

All that is left is for the conductors to be replaced in the controller. Someone will have to descend into the engine.

The Renegade, standing apart from the others, speaks up.

RENEGADE

Tell them all of it.

(they all look at him)

Whoever does it will die. No man can survive in the engine after it restarts.

TARS TARKAS

I will undertake the task.

SOLA

Father--

KING

There must be some way to--

BONDER

I will do it, your Highness.

CARTER

No.

The debate breaks off--all look at him.

CARTER

I'll go. I'm the only one who can. When the mining brought me here, that's where it dumped me. I got out fine.

TARS TARKAS

(dubious)

You are a brave warrior, John Carter. But...

CARTER

Look--You will die in there. I may die in there. I'm the one to do it.

DEJAH

John Carter...

CARTER

Please don't worry.

(to the Keeper)

Tell me what has to be done. I'd like get this over with.

He moves off with the Keeper. Dejah looks after him, concern writ large on her features.

INT. ATMOSPHERE FACTORY - CATWALK

Carter has the conductors in a sling across his back. Dejah stands beside him.

DEJAH

You do not have to do this. It is not even your planet.

Carter takes her shoulders gently.

CARTER

It is now--my Princess.

DEJAH

Do you--do you know now what that means?

CARTER

Yes. And by all the Virginia fighting blood in my veins--

(beat)

I want you for my wife.

She smiles--and they kiss. They hold each other tightly. Then he releases her; she holds on a bit longer, then steps back.

He looks down at the control level--spots Tars Tarkas and Sola, Woola beside them. He raises a hand to them; Sola returns the wave; Tars Tarkas nods back.

One last look at Dejah, and then Carter goes over the edge, into the engine pit.

INT. ATMOSPHERE FACTORY - THE REPAIR

IN THE CENTRAL ENGINE PIT, Carter descends, moving from monolith to monolith.

AT THE POWER PLANT, Carter moves the body of the Zodangan saboteur, clears away broken conductors. He inserts one of the new ones--above him, FIERY PLASMA appears, darting randomly.

ON THE CONTROL LEVEL, everyone watches through the observation ports; the Renegade, guarded, stands near the control panel.

IN THE CENTRAL ENGINE PIT, Carter pushes in the second conductor; the plasma coalesces into the FIERY BALL; the factory rumbles on a low, almost subsonic level.

ON THE CATWALK, Dejah watches, absolutely still.

IN THE CENTRAL ENGINE PIT, Carter pauses, looks around the pit. He wipes his hands, then inserts the last conductor. The engine noise becomes deafening; the energy ball FIRES OUT BOLTS, their frequency quickening--

KEEPER

He has done it--

There is a THWOMP as the mining beam unfolds from the energy ball, filling the pit--it drops toward the startled Carter--

ON THE CATWALK, Dejah gasps--she cannot see anything past the flat plane of the mining beam.

ON THE CONTROL LEVEL, Woola growls--the Renegade makes minute finger movements on the control board--

Tars Tarkas and Woola reach him--

IN THE CENTRAL ENGINE PIT, the plane of light hurtles down on Carter, wiping him from existence--

ON THE CONTROL LEVEL, the Renegade twists free of the Thark--and wipes his arms brutally across the control board--

INT. CAVERN / MINE TUNNEL

The energy plane hovers above the floor of the cavern; Carter drops from it, landing hard--

--and then the beam suddenly jerks back and forth, tilting, carving huge chunks out of the walls--the ground begins to shake as the chamber starts to cave in--

CARTER

No!

--but there is nothing he can do but get out--he leaps for the lip of the mine tunnel--his fingers barely grab it--he hauls himself up as dirt rains down on him--

INT. MINE TUNNEL

Carter runs up the tunnel, the whole place coming down around him as crossbeams collapse--

Carter tries to retrieve Powell's body, but the cave-in is worsening--Carter gives up, dives for the mouth of the mine--

EXT. ARIZONA - SUPERSTITION MOUNTAINS - NIGHT

Carter tumbles out of the tunnel, ahead of a torrent of dust and rubble. The entrance collapses, sealing the mine forever. Carter watches from his knees, his face an anguished mask.

Carter pulls himself to his feet, turns from the mine, raises his gaze to the night sky.

CARTER (V.O.)

It has been ten years since I left the red planet. The gold claim made me rich but it has not brought me happiness--

He stands on the mountainside, a small figure under a dark canopy alive with twinkling stars. Almost like a footnote, on the trail far below, his horse wanders into frame.

CARTER (V.O.)

Each night, Mars calls to me across the awful abyss of space, and I think I see a beautiful black-haired woman standing in the garden of a palace--

DISSOLVE TO:

INT. OBSERVATORY - DAWN

Edgar Rice Burroughs reads the last page of Carter's manuscript. The soft light of dawn shines in from the skylights.

CARTER (V.O.)

But now, perhaps I have found happiness. I believe my calculations have revealed a way back to Barsoom.

Burroughs glances at the map, the marked astrolabe globe.

CARTER (V.O.)

I apologize, Edgar, for the abrupt manner of my departure--but it was the fastest, most effective way of turning over my affairs to you.

(beat)

For I plan to travel the mysterious places of the earth, to those places where I believe the mining beam will again appear.

(beat)

My life on Earth is indeed over--I do not intend to return. And so I sign this manuscript,

JOHN CARTER, of Mars.

Burroughs looks down at the final page of manuscript, and a thought suddenly hits him; he rises from the chair--

EXT. MAUSOLEUM - DAWN

Burroughs pulls the door open, steps in--

INT. MAUSOLEUM

Burroughs stands at the foot of John Carter's coffin. He hesitates, then reaches forward and opens the coffin--

--it is empty. Burroughs laughs softly to himself.

EXT. MAUSOLEUM

Burroughs steps outside, gazes upward: above the observatory Mars glows red in the deep blue of the morning sky.

DISSOLVE TO:

EXT. BARSOOM - HELIUM - EVENING

On a terrace of the twin towers, Dejah Thoris stands, Woola beside her. She gazes up into the red sky, where hangs the blue-green jewel of earth.

A spectacularly bright falling star streaks across the sky toward the horizon, and we

FADE OUT

THE END