

JOHN CARTER OF MARS

A Screenplay

by

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Based on Edgar Rice Burroughs' novel PRINCESS OF MARS

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FADE IN:

EXT. JUNGLE SKIES - DAY

Endless green, lush and wild, extends to the horizon...as we soar with two MILITARY HELICOPTERS. On a mission.

EXT. CENTRAL AFRICAN JUNGLE - DAY

A COMBAT BOOT splashes down amidst torrential rain. It belongs to CAPTAIN JOHN CARTER (28), of Dev Group, the most elite of special forces units. He's handsome but world-weary. A wisdom beyond his years.

He spins at a close sound -- rifle now aimed at a tiny RED LIZARD, who regards him like a visitor from another planet.

CARTER
(into radio)
Clear.

Three seconds later, a DOZEN ARMY RANGERS fast rope into view all around him, at the base of their tethers--

--dropping from the two HELICOPTERS hovering above. The CHOPPER WASH whips the terrain, but the rainstorm drowns the sound. The little lizard darts away for his life.

A soldier lands next to Carter -- JAMES POWELL (27), all tattoos, attitude, rock & roll. James Dean with a captain's commission. They trade a nod. Nice landing.

And then watch as a CIA MAN descends on the last tether, missing the clearing, crashing through branches and landing in a puddle on his ass. Amused, Powell looks to Carter:

POWELL
War is hell.

EXT. VILLAGE CLEARING - DAY

A BINOCULAR POV of a jungle settlement -- a village of huts and shacks, now occupied by members of an AFRICAN REBEL ARMY. A handful of ragtag SOLDIERS, one with a Stinger launcher.

CARTER (O.S.)
Ten I can see. AK's, RPG's...two Jeeps
with machine gun mounts. Intel's right
about the Stingers.

Carter (lowering the binocs), lies next to Powell, hidden at the jungle's edge.

CARTER (CONT'D)

The villagers are being held in a school house on the northeast edge.

POWELL

Take five men from the east and eliminate every rebel you encounter. I'll do the same from the south.

CARTER

What about the civilians?

Powell doesn't answer.

CARTER

We're here to liberate them... right?

POWELL

If possible.

CARTER

What have you and that spook cooked up?

Powell gives Carter a long look.

POWELL

Okay. You gotta right to know. Story is some gemstone showed up at a London jeweler's. The CIA got hold of it. Turns out to be a whole new type of mineral. Never seen before. Has some amazing properties. Lots of uses. Lasers...and other tech stuff. They traced it back to this village. We've been ordered to locate and secure the source. Everything else is secondary.

CARTER

Once again, they feed us a phony story so we'll do their dirty work.

POWELL

It's the job.

CARTER

Maybe. But I'm still coming in from the Northeast.

Carter starts to head out. Powell sighs.

POWELL

Bad tactics. But we'll all go in from the Northeast. Isolate the civilians first.

Powell sticks out his fist. Carter bumps it with his fist.

POWELL
Still friends?

CARTER
Womb to tomb.

INT. REBEL COMPOUND - MOMENTS LATER

KABOOM! CONCUSSION GRENADES blast through the walls, causing a quartet of REBEL OFFICERS to dive for cover. Maps and mineral samples scatter to the ground--

EXT. VILLAGE CLEARING

--as the Army Ranger unit STORMS the village from all sides. SHARPSHOOTERS lay down cover fire, as Carter, Powell and others race to cover of mud huts--

--picking off REBELS as they race into view, guns blazing. It's chaotic urban warfare, deep in a remote jungle.

Carter and Powell advance with care as RAT-A-TATATATA! -- AUTOMATIC FIRE eats up the dirt dead ahead. A GUNNER in a thatched-roof tower atop a tribal worship house fires a MACHINE GUN. Carter's on his radio:

CARTER
Sniper in the compound!

A REBEL JEEP pulls into view from the other direction. Two rebels with Kalashnikovs take a bead on Carter and Powell--

INT. VILLAGE HUT

--forcing them to dive inside as mud walls get RIDDLED with gunfire. Holes POP just above the level of their heads. Powell glares at Carter, who frowns--

CARTER
What?

POWELL
Never say it's your last mission.

EXT. EDGE OF VILLAGE

Carter and Powell dart out another way, trading FIRE with the chasing Jeep. Powell takes out the DRIVER and the Jeep crashes. Carter sees the Tower Gunner facing the other way--

CARTER

Cover.

--and races for the worship house. Powell lays cover fire.

INT. TRIBAL WORSHIP HOUSE

BOOM! Carter blows through the door, picking off two REBEL OFFICERS before they can fire back. The building has been converted into a rebel command post. A SENIOR OFFICER starts FIRING, as Carter dives for cover--

--falling amidst MAPS, CHARTS and SOIL SAMPLES. Massive mounds of DIRT and CRUSHED ROCK fall around him. Geological testing EQUIPMENT tumbles off tables as GUNFIRE rings out.

Carter braces for a shot -- and now sees the SENIOR OFFICER has his gun to the head of a FEMALE VILLAGER, bound in an interrogation chair. The officer SHOUTS threats--

--and Carter doesn't hesitate. BAM!

His shot kills the Officer.

Carter springs to the ladder-stairs to the Tower and climbs up behind the Machine Gunner, levelling his rifle--

--as the Machine Gunner whirls on him and OPENS FIRE--

--just as Carter DROPS back through the trap door, landing hard. The Hulking Gunner abandons his post and LEAPS through the door in pursuit. With a huge machete--

--and CRASH! Carter blocks the machete strike with his rifle, wielding it like a two-handed sword. The Gunner CLASHES again and Carter parries. The huge rebel drives Carter back, SLASHING madly--

--and KNOCKING the gun from Carter's hands. Carter hits the deck. The Gunner plants a BOOT on his neck just as Carter goes for his ankle-holstered pistol--

--and the machete comes down just as the pistol goes up--

--and BAM! The Gunner falls. Sideways.

Carter looks to see Powell in the doorway, rifle smoking. They both catch their breath, exhausted...

CARTER

I had him.

POWELL

Whatever you say.

The sounds of GUNFIRE fade, replaced by SHOUTS of "All Secure." Their unit's taken the village. They swiftly free the bonds of the female prisoner-- A ranger arrives on the scene.

RANGER

The village has been taken. All civilians are safe and secure in the school.

CARTER

Help her to the others.

The Ranger escorts the Woman out. Carter picks up MAPS from the scattered rock samples and equipment...

CARTER

Well, they were up here looking for rocks, all right.

POWELL (O.S.)

(a strange tone)
Yeah. Yeah they were.

And Carter turns to see what Powell's staring at...

On the tribal altar, there's a SUNDIAL-shaped totem made of baked red clay...with six gem-sized indentations in it -- empty -
- encircling a larger center indentation.

It is filled with an INCANDESCENT FIRE-RED GEMSTONE, which seems lit from within by an otherworldly glow. The gem absolutely takes their breath away.

And off their looks of pure amazement...

EXT. VILLAGE SCHOOL - DAY

ARMY RANGERS cut the locks on the doors--

--as IMPRISONED VILLAGERS spill out, bound and blindfolded. The soldiers free their bonds and the villagers embrace them--

--as Carter and Powell watch from the worship house door. The CIA Man arrives, storming right past them--

POWELL

It's in there, Spooky.

EXT. VILLAGE CLEARING - DAY - LATER

The rain has stopped as HELICOPTERS set down, bringing support personnel...and more INTELLIGENCE OPERATIVES, who are rushed toward the worship house by the CIA Man.

At the village's edge, Carter and Powell sit, scraping mud from their boots, looking like hell...

POWELL

I'm gonna miss saving your life, you know.

CARTER

Won't miss saving yours.

POWELL

We get home, we're gonna change our minds. We'll take two weeks and want to be right back in it.

Carter smiles. Shakes his head.

POWELL

What about the private security work? You still thinking about it? Us ex-Dev Group guys can make a lot of money.

CARTER

I'm tired of killing.

POWELL

But you're so good at it.

CARTER

Ironic. Isn't it?

Another Ranger voice CRACKLES over Powell's radio--

RADIO VOICE (O.S.)

Gold Team -- South Perimeter -- please report.

POWELL

We got jungle and more jungle. Anybody needs some, send 'em on over.

He clicks off. Carter still surveys the jungle...

POWELL

I'm just trying to picture you -- back there in the Blue Ridge, building your little house on a hill without a war to fight.

Carter smiles.

CARTER

I'll send you a postcard.

And suddenly a RUSTLING in the jungle springs them to their feet! Their rifles are ready, instantly on alert...

...and then Carter, scanning the trees, spots A PAIR OF EYES amidst jungle foliage.

CARTER

Ten o'clock!

A DARK FIGURE takes off running -- just as Carter sights his rifle. Carter and Powell leap into action!

POWELL

Go, go, go!

EXT. JUNGLE

The two soldiers CRASH through the underbrush, giving chase--

POWELL

(into radio)

We've got a rebel on the south perimeter! We're in pursuit!

--as they SMASH through huge leaves and dangling vines, as the fleeing FIGURE stays far ahead of them, visible only as a DISTURBANCE in the overgrown jungle.

EXT. DEEPER JUNGLE

Carter and Powell LEAP a stream, as more LIZARDS watch--

--and keep CRASHING through dense jungle, running hard and blind, finally bursting through into a--

EXT. JUNGLE CLEARING

Where a few VINES hang down, just overhead, from high trees. They catch their breath, listening for movement--

--and then see a RUSTLING in the jungle ahead. Then several yards further. And further still. Powell starts for it--

--but Carter grabs his arm. Powell frowns. Carter points to the vine right beside his head. It's swaying gently, while the rest of the vines are not.

Together, they grip their rifles...and snap them upward--

TO SEE A YOUNG AFRICAN BOY

Clutching the vine twenty feet above them. He wears a satchel and has a handful of stones he's been throwing. Surprised, the two friends hold their fire...

CARTER
(in broken dialect)
Climb down, we won't hurt you. We're not with the rebels.

But the Boy remains clinging, scared. Powell's had enough--

POWELL
The hell with this.

--as he raises his rifle and FIRES -- snapping the vine! --

--and sending the AFRICAN BOY tumbling twenty feet to the mud. He lands on his butt, as his satchel spills open and--

SIX MORE INCANDESCENT RED "FIRE-GEMS"

Fall out, GLOWING MAGICALLY as if from within. Carter and Powell's eyes go wide. The Boy gasps, then scrambles to reclaim them...but Powell keeps him at bay...

POWELL
Carter...?

CARTER
Yeah. I see 'em.

Carter picks up the glowing stones, with wonderment...

CARTER
Your village...did they tell you to hide these? From the rebels? How long have you been out here hiding?

The Boy trembles. He looks like he hasn't eaten in weeks. So Carter trades a look with Powell...and puts the stones back in the boy's satchel.

CARTER
I want you to take these back to your people. Don't let our soldiers see them. They belong to you.

POWELL

Carter, what are you doing?

Carter hands the grateful boy the satchel.

CARTER

Now I want you to tell me something.

The Boy nods.

CARTER

Those rocks. Do you know where your village found them?

Another nod.

EXT. MOUNTAIN OVERLOOK - DAY

Carter, Powell and the Boy push through the foliage to emerge at an overlook -- with a view of a lush MOUNTAIN RANGE rising into the clouds. Near the base, a JAGGED CREVASSE cuts into the range like a deep, black scar.

The Boy is happily devouring a Baby Ruth candy bar as he points to the canyon and speaks a single African word.

CARTER

He says "the cave."

He raises binocs, intrigued. Powell consults a map:

CARTER

Whatcha got on that crevasse?

POWELL

It's not here. It's not charted.

CARTER

There was an earthquake around here a year ago. Could've opened it up.

They trade a long look...as their radios CRACKLE:

RADIO VOICE (O.S.)

Base to Gold Team, base to Gold Team...report on pursuit.

Carter raises his radio...until Powell takes it away:

POWELL

Uh, yeah, we lost that rebel...still out here searching.

(MORE)

POWELL (cont'd)
 Might've found their supply route,
 though. Gonna have a look. May take
 some time.

RADIO VOICE (O.S.)
 Copy that. Good luck, Gold Team.

POWELL
 Thanks. We'll need it.

Powell clicks off...and meets Carter's gaze...

EXT. MOUNTAINSIDE - EDGE OF CREVASSE - DAY

Carter and Powell trek toward the crevasse, hacking jungle:

CARTER
 We're taking a look, right? A look.

POWELL
 That is the mission.

CARTER
 We take a gem, it's a court-martial.

POWELL
 We take one, we take ten, I know.

CARTER
 We don't even know what they're worth--

POWELL
 Besides killing for.

Suddenly, the narrow CREVASSE opens up before them. A dark
 ominous ribbon, a crack in the earth. Depth unknown.

POWELL
 We've been doing this for fifteen
 years. For who, our country? No. NSA,
 CIA, guys like Spooky. Their wars,
 their agendas. What are we leaving
 this Army with?

CARTER
 We're alive. There's that.

Powell studies the dark abyss, with a measured tone:

POWELL
 You ever seen gems like that? How much
 land in the Blue Ridge you think one of
 them buys? Forget private security
 work. A few of those rocks and we
 never have to kill anyone ever again.

Carter weighs this. Powell pushes the moment.

POWELL

We've been best friends for fifteen years right?

CARTER

More or less.

POWELL

How many times before this have I asked you to break the rules?

CARTER

I've lost count.

POWELL

So what's one more?

Carter laughs. Powell holds a hopeful stare.

CARTER

Alright, but after we find the stones we're going to turn them over to the brass.

POWELL

After I put a few aside for my old age.

CARTER

That's between you and your court-martial tribunal.

INT. JUNGLE CREVASSE

Powell DESCENDS on a rope line, lowered by Carter. He feels his way down jagged walls, scanning a light across the walls - - spotting flecks of worthless QUARTZ and MICA.

POWELL

Lots of rocks -- no pretty redheads!

CARTER (O.S.)

How far down you figure?

Powell scans with his light. Still only blackness.

POWELL

Good goddamn question. More rope?!

Fifty feet above him, a silhouetted Carter shakes his head. Just below, Powell now spots a series of LEDGES, like a natural staircase. He starts swinging himself--

POWELL

There's some ledges here, I think I can
get a little deeper--

--and as he swings, the rope FRAYS against some rock...but
Powell grabs hold in time. He perches on a ledge--

POWELL

Okay, I'm gonna unhook--

--and as he unclips from the rope line, the ledge CRUMBLES!
Powell flails and tumbles, plummeting into darkness! His
TERRIFYING YELL echoes -- and then abruptly cuts silent.

CARTER

Powell?! POWELL!!!

No response.

EXT. MOUNTAINSIDE

Carter tears back into the foliage, SLASHING at long, sturdy
vines...and hustling to tie their ends together...

EXT. EDGE OF CREVASSE

With the vines secured to a tree, Carter takes a knife and
carves a STAR AND TWO STRIPES symbol into the tree. Then he
backs to the edge of the crevasse. His FLASHLIGHT is taped to
his belt, aimed downward. He takes a deep breath--

CARTER

I'm coming for you.

EXT. MOUNTAIN OVERLOOK

Far away, Carter disappears into the crevasse. Watching him is
the African Boy...wearing an enigmatic stare:

BOY

Goodbye, soldier.

He crunches another bite of Baby Ruth. And he's gone.

INT. CREVASSE

Carter rappels through the opening, navigating far past the
crumbling ledges and the end of Powell's rope--

--and then his light finds the bottom of the crevasse. With the
broken end of Powell's rope. And traces of BLOOD.

Carter scrambles to the end of his vines...and drops six feet to the crevasse floor. He scans his light...following drops of blood...to the dark, jagged mouth of a CAVE.

INT. CREVASSE CAVE

Carter wanders through the pitch darkness--

CARTER

Powell?! Can you hear me?

There's no reply. But his light illuminates STRANGE MARKINGS on the walls -- characters, shapes and symbols in an unknown language. Intrigued, Carter edges deeper--

--and now his LIGHT picks up a GLINT OF RED. He stops still. Ahead, through an archway, he sees twinkling RED LIGHTS -- dozens of them -- like constellations in the sky.

He stumbles closer, passing through the archway into--

INT. UNDERGROUND CATHEDRAL

A massive chamber, a domed room thirty feet high with thousands of mystical RED FIRE-GEM CRYSTALS in the walls.

More MARKINGS, coordinates in an unknown language, are carved in bas-relief all around the base of the chamber. The room was clearly built by an intelligence...but whose?

Carter marvels, circling the room. He runs his hands across the fire-gems. They shimmer BRIGHTER to his touch.

CARTER

What is this...?

Then, Carter spots something in the middle of the room. A SUNDIAL-type marking in the ground. Like a compass charting both time and space. And as he edges closer--

--he kneels to examine it, seeing a large DIAMOND-like stone in the center, reflecting infinite facets. And as he just barely touches it with one of his hands--

THE ENTIRE CHAMBER RUMBLES WITH ENERGY

As if ACTIVATED. The "sundial" Carter's kneeling on LOWERS abruptly into the ground, causing a WHITE GLOW to spill out. On instinct, Carter scrambles aside--

--and sees the canopy of FIRE-GEMS GLOW BRIGHTER, as if instantly charged. They CRACKLE with energy, as the HUM grows deafening, and RED BEAMS of ENERGY "connect" linking all the crystals in a spiderweb network--

Carter's astonished...as a SWIRLING WIND begins to build, and the FIRE-GEMS glow hotter, illuminating PREHISTORIC FOSSILS in the walls, embedded DINOSAURS and MASTODONS--

--while the dinosaur and mastodon fossils GROW SKIN AND PELTS and suddenly COME TO LIFE, as meanwhile the cavern ceiling SPLITS APART to reveal the night sky high above--

--and the HUM grows deafening and the GLOW blinding and the wind now SPINNING at impossible speed as Carter sees--

TIME MOVING BACKWARDS ALL AROUND HIM

As the rock above him retracts and the DINOSAURS clamber backwards from their eternal resting places and Carter's buffeted body shakes as if it's being ripped apart--

--in the maelstrom of sound and light and time which cascades into a sudden SONIC BOOM!

EXT. DESERT - PREHISTORIC ERA - NIGHT

In a distant angle, DINOSAURS watch as a PILLAR OF RED-HOT LIGHT fires straight up into the universe beyond.

SMASH CUT TO:

EXT. DENSE FOREST - DAY

Amidst a low blanket of reeds and tall grasses, RED ENERGY CRACKLES and SPARKS. Angle rises to reveal a circle of flattened, burned grasses...with John Carter, unconscious, scorched and battered, at its center.

Carter struggles up. Disoriented and nauseous. Confused to see he's no longer in the crevasse cave.

He's surrounded by strange foliage -- blacks, browns and silvers. Arid and harsh. A jungle, yes, but nothing like the one he was in. There's a craggy tree canopy overhead. Unnatural insect chattering and faint avian calls.

CARTER
Powell?! POWELL!!!

He grabs his equipment belt, checks his compass. Its needle is SPINNING wildly. His GPS readout is blank.

CARTER
(into radio)
Gold Team to base. This is Carter to base, do you read me? I've lost a fix on my position.

His radio CRACKLES and HISSES with static. And then he hears a different CLICK-HISSSS. CLICK-HISSSSS. An insect-like purr very near his right ear.

He turns, careful and slow...and sees a BABY MALAGOR perched on a reed only inches from his cheek. Like a tiny four-winged pterodactyl. It cocks its head, curious. Even cute.

--as the Baby Malagor BARES TERRIFYING FANGS and HISSES--

--and Carter RECOILS, instantly disappearing from frame--

AND SLAMS BACKWARDS AGAINST A TREE TRUNK

Eyes shut, Carter winces, rubbing his skull. Back to the tree, he lifts his head to see--

THAT HE'S FIFTEEN FEET OFF THE GROUND

Straddling a large branch, with the ground far below him. The Baby Malagor hasn't moved. But it's twenty feet away.

Carter blinks, confused.

He swings a leg over the branch and lowers himself, dangling for a moment, then dropping carefully to the ground.

He looks upward at the tree branch, fifteen feet up. Testing the thought, he crouches low...and then leaps.

AND SKYROCKETS WAY PAST THE BRANCH

Shooting far higher -- twenty, thirty, forty feet -- CRASHING through branches and flailing for purchase. Finally, he grabs hold of one. Dangling, he looks down--

--and sees the tiny Baby Malagor still observing. Intrigued.

Carter drops from the tree, his hands trembling. He crouches, grasping the ground as if afraid to let go.

CARTER

What happened to gravity?

Chancing it, Carter slowly rises back to his full height. Nothing happens. He surveys the terrain...

EXT. EDGE OF FOREST - MOMENTS LATER

Carter comes SOARING from the forest canopy, arcing groundward to land in a crouch. He's breathing hard, gauging the distance he just leaped...

CARTER
 (incredulous)
 What happened to me...?

He rises to face a rising rock slope. He picks up a large shard of black rock, testing its weight. To his amazement, he's able to toss it easily in his hand--

--and then he wheels and hurls it like a discus, watching it PIROUETTE high over the rise and out of sight. Somewhere distant, there's a creature's throaty CALL of dismay.

And off Carter's stunned reaction...

A MASSIVE HERD OF FLYING MALAGORS

comes SOARING over the rise, dozens of them, riding the winds like four-winged dragons. Carter dives for hiding as they soar over the trees...where the Baby Malagor gives Carter one last HISS and ascends to join his family.

Carter blinks. He can't believe his eyes as he marches to the edge of the rise for a vantage of--

A SWEEPING MARTIAN LANDSCAPE

Like an African savanna, with a shallow marshy pond below which teems with a panoply of MARTIAN WILDLIFE. Bizarre desert predators the size of dinosaurs...

...and all framed against a STARSCAPE backdrop, with the nearest planet rising prominently...a familiar ringed planet fills the sky.

CARTER
 (stunned)
 I'm dead... have to be...

Above a nearby rock outcrop, he can see the top of a TALL STONE TOWER. It looks man-made. His eyes narrow...

EXT. ROCK OUTCROP - DAY

Staying out of sight of the watering hole predators, Carter scales the rocks for a view of what's beyond...

... and sees a great DOMED STRUCTURE built into the hillside, with a glistening egg-shaped dome. Its incongruity in the landscape and softness of its lines suggest that it was designed and built.

EXT. INCUBATOR - DAY

Carter jumps to a spire and looks down upon the dome... Through a thick, curved, transparent roof, he sees HUNDREDS OF EGGS four feet high, three feet in diameter, with a leathery white shell. Sunlight is refracted through the dome and grows with intensity, providing heat. The building's purpose is clear - it is an INCUBATOR.

--And guarding the entrance are two CALOTS - formidable, ferocious creatures about six feet long, as thick as a rhino, with ten stubby legs, frog-like heads with three rows of teeth, and tusks jutting from wide jaws. One might think of an ugly/cute English Bulldog when looking at them, but one calot could eat five Earth dogs for breakfast.

Carter hears a GROWL. Turning, he comes face-to-face with a THIRD CALOT (whom he will later name WOOLA). Stouter than the others, with an endearing patch of color around one eye, it regards Carter with curiosity...

CARTER

Easy boy...

Woola GROWLS a low woola-woola-woola, and edges a step forward, his eyes flaring with alarm...

CARTER

...I'm not going to hurt you...

...as a HUGE SHADOW falls over both Carter and Woola, and Carter realizes that's what the beast was growling at. Carter swallows hard...and swiftly spins--

TO SEE A TWENTY-FOOT TALL WHITE APE

SHATTERING two RIGHT FISTS through the glass of the incubator dome, CLAWS OPENING to snatch its newfound prey--

--just as Carter dives aside, and scrambles up -- only to get BASHED by a hulking hairy forearm as it swings back, sending him COLLIDING through the incubator's wall -- back outside.

The maniacal creature has two legs, four arms and a head like a gorilla's. Its claws SMASH into two of the eggs instead, hauling out TWO STICKY GREEN FETAL CREATURES. The mucous-covered, four-armed blind babies WRITHE and SQUEAL--

--as the White Ape devours them whole, gnashing jaws, slurping and swallowing...and then turns Carter's way.

EXT. INCUBATOR

Carter grabs his pistol and OPENS FIRE. The bullets pepper the Ape's chest like BB's. Completely harmless.

CARTER

Not good--

He scrambles, colliding with one of the dead calots. The animal's ribcage is exposed -- and Carter's able to snap off a scimitar-like RIB for a weapon--

--just as the White Ape LUNGES for him, landing on its mid-limbs and flashing out its upper claws--

--and Carter LEAPS straight up, just missing its grasp, to a perch on the side of the dome. Surprised, the Ape turns--

--just as Carter takes a desperate jump -- right at it, EMBEDDING the rib in its neck as Carter sails past its shoulder and lands hard in the dirt, tumbling to a stop. The Ape HOWLS MADLY, staggered but not killed--

--and LEAPS again out of the enraged animal's grasp, landing atop the rock outcrop and racing over its summit--

JUST AS A SECOND WHITE APE RISES

into view to cut him off! Even larger and more savage than the first, it BACKHANDS two arms before Carter can react--

--swatting him like a fly to SMASH HIM BACK THROUGH THE DOME--

INT. INCUBATOR

--and crash-land among the eggs. A human throw toy. In agony, Carter rolls onto his back. To see Woola the calot lying next to him, with ugly but sympathetic eyes.

CARTER

You take the big one--

As SMASH! The larger Male Ape LUMBERS through the destroyed entry. The Female Ape LIMPS to his side, with the calot-rib still stuck in her neck. They thrash the grasses as Carter and Woola both scamper for better cover--

The Female Ape SCOOPS up an egg, bites off the top and sucks out the fetal creature inside. She then CRUSHES the eggshell and HURLS it at Carter, knocking him down--

--and allowing the Male to GRAB him! The Male raises him high in the air, opening his savage JAWS wide, ready to thrust him down his gullet--

WHEN WOOLA CHARGES INTO VIEW

Taking a flying leap at the Ape's legs, SINKING jaws in and wrenching a leg out from under. The Male buckles, loosening his grip -- and allowing Carter to tumble free.

Trapped between them, Carter sees the Female blocks the exit. Carter glances to the roof, then steels his gaze--

And races at the Female. She drops low, ready for his charge -- until he plants off an egg and LEAPS skyward!

Soaring straight up to the dome's roof, where he hangs onto a broken girder with one hand, dangling right above her wide-open gnashing jaws--

Carter hangs on by one hand, about to fall to his doom...and now opens the other hand...to reveal a CONCUSSION GRENADE.

CARTER

Compliments of the U.S. Army.

And lets it drop. Right down the ape's throat.

The ape ROARS...and then gets silenced as the grenade DETONATES, ravaging the ape with internal injuries from its concussive force! The beast topples to ground, dead.

Carter falls -- but lands safely in the silvergrass. The Male Ape BELLOWS mournfully, HURLING Woola at Carter. With a thundering run, he blocks any other escape. They're done for. He BEATS his chest, and now CHARGES!--

AS SUDDENLY HIS TORSO ERUPTS

With black blood and a GREEN FLASH, as if EXPLODING from within! The Ape staggers...and then topples, revealing--

TWELVE SILHOUETTED RIDERS ON THE ROCKS BEYOND

Like a military platoon, except the silhouettes aren't human. They are THARKS, twelve feet tall and four-armed green warriors, adorned in armor and battlements, riding THOATS, great part-horse/part-rhino cavalry animals.

One among them holds a SMOKING RADIUM RIFLE. His gun gives a steady, "recharging" whine. The rest await this leader's command. He is GENERAL TARS TARKAS.

The riders descend the rocks, approaching. Twin tusks curve upward from their jawbones. Hairless heads, menacing faces, armed to the teeth with spears, swords and rifles.

Carter tenses -- he drops his "knife" and opens his hands to show he means no harm.

The Tharks (*among them savage, scar-faced LIEUTENANT VAXX*) all look to TARS TARKAS, the leader, awaiting an order. Tars motions for all to lower their guns.

VAXX
 (to Tars, gesturing
 angrily)
Loqesh va baresh! Baresh ku tain!

Tars holds him with a steely look. Vaxx falls silent. Carter keeps a surrendering pose, but addresses Tars:

CARTER
 My name is John Carter. Do you
 understand me?

Tars betrays nothing.

CARTER
 I'm not your enemy? I'm lost. I'm
 trying to find a friend.

TARS TARKAS
 (intrigued)
 Friend.

Carter nods, warily relaxes. Tars lowers his rifle. And then points to his own armor:

TARS TARKAS
 Thark.

Curious, Tars dismounts and notes the smashed incubator wall, the destroyed eggs, the two dead calots, and the wounded third. He picks up the blade fashioned from the rib, points at the white ape, and asks Carter...

TARS TARKAS
Baresh?! Baresh ku tain?

Getting the gist of the question, Carter nods in the affirmative, but moves to the wounded Woola and adds...

CARTER
 They attacked us. We were able to kill
 one.

Upon hearing Carter's English, the Tharks look befuddled. Armor clanks as Tars raises a single finger...and presses it to Carter's chest. A testing touch.

CARTER

That's right. Him and me.

Tars nods, with some amusement, then strides past Carter and examines the calot's wound, calling to Vaxx who THROWS A SPEAR at Woola! A shocked Carter SPRINGS in the air and SNATCHES it, saving the calot's life.

CARTER

No! He saved my life.

The Tharks don't know what to make of Carter's leap! An audible sound is heard as they look on in awe. TWO see it as an act of aggression, LAUNCH spears at him, and Carter VAULTS to a rock, avoiding both projectiles.

TARS TARKAS

SHENN!

Heeding Tars's order, the warriors sheath weapons. Carter nods his thanks and returns to Woola...

CARTER

These boys think you're done for. You want to live? Move.

The calot "smiles" and gets to its feet. Carter looks to Tars... The Thark nods - Woola will be spared.

Tars Tarkas remains impossible to read...but something akin to a smile crosses his face...and he finally signals sharply. With a thunder of armor, all Tharks DISMOUNT at once.

Vaxx curses, lowering his weapons, with vengeful eyes directed Carter's way. And when Tars turns his back, Vaxx kicks Woola -- sent tumbling across the dust.

EXT. INCUBATOR/ROAD - DAY

The Apes' bodies BURN and their PELTS are loaded onto thoats, while Tharks are busy repairing the shattered dome.

A stunned Carter sits prisoner, hands and feet bound by CHAINS. Woola's beside him, looking forlorn. They watch Tars marching the scene, commanding his soldiers--

--as Carter's radio, on the ground beside him, suddenly SQUAWKS with the sound of GUNFIRE and LASER FIRE, as if tuning in an interstellar war.

EXT. DESERT - DAY

A DOZEN THARK EGGS hang from baskets and braces, carried by pack Thoats...as Tars Tarkas and his Thark platoon trek across a seemingly endless hostile landscape.

Amidst the caravan expedition, Carter sits bound atop a thout -- a prisoner. His tired, ragged face looks toward the horizon...and his eyes widen, at what seems like a mirage...

For from the infinite desert rises a massive METROPOLIS...

EXT. THE CITY OF THARK - DAY

Nestled in the deep recesses of a dry sea bed lies a crumbling DOMED city, looming over the tiny riders. Perched on high are more MALAGORS. Two launch and SWOOP over the caravan, helmed by THARK RIDERS in cockpit harnesses.

Tars gestures a signal and the Malagors return to the city, SCREECHING an announcement. Soon TRUMPETS sound and a huge ENTRY GATE is opened...two massive iron doors hauled apart by lumbering mastodon-sized ZITIDARS...

An overwhelmed Carter cannot believe what he's seeing... This is like watching a fairy tale come to life... Vaxx kicks Carter forward, snapping him back to "reality."

EXT. INNER THARK - DAY

The caravan rides into a dense warren of reclaimed buildings and sandstone streets, bustling with THARKS. Thousands of them. Citizens BOW at the sight of Tars and his warriors, who are the elite of Thark's military. And they CHEER at the sight of the eggs.

Tars Tarkas subtly raises a hand to acknowledge the crowd's acclaim. A murmur then ripples, as Tharks spot Carter -- regarding him with curiosity and scorn. He can only look on, with a mind that's been completely blown...

EXT. THARK PALACE - DAY

In the city center, a bombed-out cathedral-like building towers over the rest. Once an architectural wonder, now a deteriorating monument to war.

At the caravan's fore, Tars Tarkas exchange salutes -- the crossing of mid-limbs -- with four PALACE GUARDS.

INT. THRONE ROOM - DAY

A grotesque Thark in a chain-mail cloak, TAL HAJUS, stands on a dais with three THARK ELDERS and his assassin mistress, SARKOJA, a lovely serpent of a Thark.

Hajus spits venom, scrawling lines of troop movement on a map (with three of his hands at once). Doors THUNDER open--

--as Tars Tarkas enters, with his senior officers (Vaxx and Jakkal). The room was once a great library or museum left by whatever ancient race built the city. Overturned shelves, tables and books litter the floor.

Tal Hajus ROARS, angered by the interruption.

Tars hurls the APE HEADS at Hajus' feet. Hajus quiets. Tars calmly drops to a knee. The other Tharks do the same.

Hajus frowns at the sight of the pale human, still standing.

TARS TARKAS

(to Carter, a command)

Sakk.

CARTER

I don't understand-- I don't know what you want.

TARS TARKAS

Sakk.

Tars points to the ceiling. Carter still hesitates. So Tars motions to his officers, who draw SWORDS and attack him--

--giving him no choice but to LEAP right over them, to a high perch above the doorway! Tars BARKS another command. His officers HURL their pikes. Carter evades, GAMBOLING from one wall to another, flying over their heads. Tars BARKS another command. The officers stop. Tars smiles, looks to Hajus. He can't help but be impressed.

TARS TARKAS

Sakk.

He motions for Carter to come down. Carter does, warily.

CARTER

My name's John Carter, from America.

Tars Tarkas and Tal Hajus trade a stare.

TARS TARKAS

Mak jeddak. Lo Jonn-kata. Thark?

Hajus eyes Carter carefully, then sneers a dismissive hand:

TAL HAJUS

Thark.

BOOM! Palace GUARDS grab Carter, marching him brusquely from the room. And, he believes, to his execution...

CARTER

Listen to me! I'm looking for a friend. You're not my enemy, I mean you no harm.

...and as he resists, the guards BLINDFOLD him and hold him fast...and finally head-butt him into submission. As his entire world GOES DARK.

INT. SANDSTONE QUARTERS - NIGHT

Carter's eyes snap open as he bolts up in bed -- a stack of hay-covered burlap, surrounded by chain-mail netting. He's been stripped to his army shorts.

But he's alive.

The room glows with FIRELIGHT. He sees his washed clothes hanging from a line. He sees a meal left on a table. And he hears a throaty PURRING. Woola-woola-woola...

Carter turns to see Woola guarding the door, licking his wounds. Carter's eyes narrow...

CARTER

Woola-woola-woola to you too.

He hears RADIO STATIC from behind him. He spins to see an antechamber, where a lithe female Thark, SOLA, sits on the floor, exploring Carter's military gear: dog tags, compass, concussion grenade. She's fiddling with his radio--

CARTER

Hey! That's mine! Hey!

--he runs over and she springs back, clutching the radio. He tries to guard the rest of it--

CARTER

Get out of here! Go! Mine!

--but she bows repeatedly, submissive. He now sees a washbasin and a cookpit in her room. And now realizes.

CARTER

You did all this. For me.

SOLA

Sola.

CARTER

Sola.

Sola smiles. In her hands, the radio SQUAWKS to life with inhuman cries and explosions. The sounds of battle. She puts it to her ear. Carter's eyes widen--

CARTER

What is that?! What are we hearing?

SOLA

Zodanga. Lok Helium. Dak kavall.

She sees he doesn't understand. So she leads him to a balcony, stepping out to overlook--

THE ENTIRE CITY OF THARK

the broken-domed city teeming with six-limbed, green-skinned THARK behemoths. Bustling and training, marching in military formation by torchlight. But Sola points to the horizon--

--where it GLOWS with FLICKERS of light, abrupt and sudden, fireworks from a distant battle. Tiny TRACER LIGHTS are visible -- some kind of airships. The FLASH-GLOW moves in concert with what Carter's radio is tuning in--

CARTER (V.O.)

Dak kavall, she said. Dak kavall.

(beat)

The war.

INT. CARTER'S QUARTERS - CLOSE ON NOTEBOOK - NIGHT

Carter's sandy, bloodstained hands open a tiny military journal and start to write..."My name is Captain John Carter, Dev Group, United States Army. I am a prisoner of war..."

CARTER (V.O.)

It was incredible. It was impossible. Somehow I had traveled millions of miles through space, and infinite years through time...and yet war remained. Here. Everywhere. War.

ANGLE WIDENS to reveal Carter, writing by firelight. Sola is asleep in her antechamber, Woola is asleep by the door...

CARTER (V.O.)
From that, there was no escape.

CUT TO:

EXT. STREETS OF THARK - DAY - BEGIN EXTENDED MONTAGE

Carter emerges, followed by Sola and Woola. He wears his own clothes, but with Thark touches: a makeshift armored breastplate and Thark DAGGER (which on him, seems a sword). He attracts the stare of all THARKS passing by...

CARTER (V.O.)
The sight of Earth in the sky meant I was still in the same solar system. The red dust, the presence of water... to me, that meant Mars... or as Sola called it, Barsoom. And as for the Martians...Thark was the name -- for their people, their city, and as I came to soon realize...for me.

EXT. THARK PLAZA - DAY

Carter and Sola join a CROWD at some kind of public ceremony. The dozen EGGS that were retrieved from the Incubator sit on a dais, with necklaces of GREEN FIRE-GEMS draped across them. As the crystals start to GLOW...

...the eggs crack open, and mewling THARK BABIES emerge, clambering out, sticky and new. The Thark Crowd ROARS, thrusting pikes and swords high. Carter stares, stunned...

...for as the Babies first rise to stand, they are handed SWORDS and PIKES of their own. Each then follows a MENTOR THARK off to a distant "training ground"...

CARTER (V.O.)
This wasn't a society, it was a militia. The males, females and children alike. And the general who'd spared my life...wanted me to be a part of it.

EXT. TRAINING GROUND - DAY

Tars Tarkas stands watching with his senior OFFICERS, as the Thark Babies are taught to fight by their Mentors...

CARTER (V.O.)
His name was Tars Tarkas. The rest feared him and obeyed him. To him, I was some kind of prize.

...as ANGLE TRACKS the row to find Carter at the end, holding two pikes and learning to defend himself...from Sola.

CARTER (V.O.)

The strength and agility I now possessed had worth to him in battle. It was all these creatures valued. It's what they taught their young from the moment they were born. Strength. Valor. Victory.

Carter PARRIES two of Sola's (half-speed) blows, then HOPS the other two, but her fourth arm HURLS a pike that hits him in mid-air. He hits the dirt hard, armor dinged--

--and Sola has a blade to his throat. She shrugs. "Sorry."

CARTER (V.O.)

Their training was much as mine had been. Attempt. Fail. Repeat and repeat again until you succeed. Then repeat until you excel.

INT. CARTER'S QUARTERS - DAY

A SLIMY MARTIAN RODENT is placed before Carter, on a dinner plate with a charcoal stick. He looks repulsed as Sola sits across from him with a plate of her own...

CARTER (V.O.)

The one called Sola remained at my side. From her, I began to learn some of their language.

Carter motions to his mouth, fearing the worst...

CARTER

Eat?

SOLA

Toq. Jonn-kata toq.

CARTER

Jonn-kata toq.

He lifts the dripping rodent glop and takes a bite. Gray juice dribbles down his chin. He chews grimly.

Sola wears an amused look. She takes her charcoal stick and strikes it on the table -- it FLAMES alight. She then skewers her own gray glop with it. Immediately, the meat COOKS FROM WITHIN, roasting to an appetizing smoky brown.

CARTER (V.O.)

As the days passed, I tried to find out what I could... There would be no help in my search for Powell.

INT. CARTER'S QUARTERS - DUSK

Carter uses a STONE to draw an etching on the room's wall, trying to depict the crevasse cave for Sola:

CARTER

It was a cave...with red crystals. Rocks -- like this -- but red. Vekk. Red. With a diamond in the center -- and when I touched it, it started, all the crystals connected...

He draws connecting lines between the crystals he's drawn. Sola (and Woola) watches patiently, trying to follow.

CARTER

If it sent me here, it could send me back, right? Have you ever seen this? A cave like this?

Sola shakes her head. Carter looks despondent...

CARTER (V.O.)

She had no knowledge of a way home. Nor any knowledge of what had happened to Powell. But I would keep looking.

EXT. CARTER'S QUARTERS - BALCONY - NIGHT

Carter sits perched upon his balcony's ledge, watching the far-off GLOW of a firefight beyond the mountains. He has his radio, listening to STATIC and the faint thunder of bombs...

CARTER (V.O.)

And every night, I listened to the sounds of war. There was another civilization out there -- one even the Tharks were afraid of -- but who they were and who they fought remained a mystery to me.

EXT. THOAT CORRAL - DAY

CRASH! A CHILD WARRIOR hits the ground, gored and bleeding, rolling away from a bucking, gnashing THOAT -- the Tharks' half-horse/half-rhino, razor-jawed pack animals.

CARTER (V.O.)

To the Tharks, I was an alien. An oddity, a pet. But the days turned to weeks, and all the while, Tars Tarkas was watching. Testing...

Carter and Sola approach the corral -- enclosed by a fence made of ENERGY BEAMS. Tars Tarkas surveys the training...

CARTER (V.O.)

And I knew my one chance of survival here was to master their fighting skills...

EXT. THOAT CORRAL - MOMENTS LATER

An ENERGY GATE retracts with a HUM, allowing a very reluctant Carter to edge in. The simmering thout SNORTS.

But Carter studies the myriad scars on the thout's back...and instead unhooks his holster belt. His blades hit the dust. As Sola and other Tharks trade alarmed looks...

CARTER

Easy girl. I won't hurt you.

The thout stamps hooves like a bull, razor-teeth bared. Carter reaches out a gentle hand--

--and the thout CHARGES! Snarling, it lowers its head and COLLIDES with Carter -- who gets plowed backwards across the ground -- toward the ENERGY FENCE! At the last second, he manages the leverage to PUSH OFF--

--and bolts SKYWARD, doing a single backflip, then plummeting down headfirst just as the thout REARS UP at the fence--

--as Carter LANDS squarely on its back, hanging on! The thout's enraged. Tars has seen enough. He BARKS a command to his Thout Wranglers, who aim HARPOON RIFLES--

CARTER

NO!

--and wrenches the thout's mane to turn her, just as the rifles FIRE! The barbs WHISTLE past, piercing the dirt instead. Carter hangs on, pressed at the thout's ear--

CARTER

Easy now...I won't hurt you...

He strokes its flank in a steady rhythm that starts to calm it. The thout stops bucking, settling down...

CARTER
I won't hurt you...

...till she's finally at rest. Carter rides it over and dismounts, stroking its face. The other Tharks look mystified, but Tars Tarkas sagely nods. Well done.

EXT. TRAINING GROUND - DAY

Carter again jousts PIKES with Sola. His hair has grown longer and ragged. And this time he out-duels her...

CARTER (V.O.)
Over time, the walls of my room became a comfort. The taste of my rations and the smell of the desert became familiar...even the sight of Earth in the midnight sky...

Carter extends a hand to help Sola up. She seems surprised by the gesture. But takes it.

CARTER (V.O.)
And little by little, the language of the Tharks...became mine...

EXT. STREETS OF THARK - NIGHT

A flurry of activity as five THARK GUARDS race past Carter, Sola and Woola. Shouts and cries of alarm...which we hear Carter starting to "process"...

THARK GUARDS
Lok kalos! Slokell!

AS AN ECHO (V.O.)
Munitions house! Intruders!

He whirls, trying to follow...

THARK GUARDS
Bakvor maggrey! Xanthok
Tarkas!

AS AN ECHO (V.O.)
Sound the alarms! Alert
General Tarkas!

INT. MUNITIONS WAREHOUSE - NIGHT

BOOM! Five Thark Guards burst in -- with Carter and Sola -- to find several dead CALOTS on the ground. Crates of weapons have been smashed open and raided.

SOLA
Warhoon!

CARTER
Warhoon? What's a Warhoon?

Suddenly, a BARRAGE OF CROSSBOW BOLTS come whizzing from above, killing three of the guards!

Carter and Sola spin to see FIVE SHADOWED SIX-LIMBED FIGURES on a ledge, scampering for a high window. Shaped like Tharks but leaner and even meaner. Carter dives for cover--

--as more BOLTS come flying. The WARHOON ARCHERS clutch pillaged BUSHELS of weapons on their backs as they flee--

--so Carter grabs a RADIUM RIFLE and "charges" it expertly, taking a bead on the stone ledge and FIRING!

The ledge disintegrates, as three of the Warhoons FALL. The other two drop their stolen weapons and flee.

EXT. WAREHOUSE ROOF/CITY WALL - NIGHT

Carter LEAPS through the window in pursuit and GAMBOLS to the outer city wall...where he sees two Warhoon Shadows slip away into the desert night. He gets off two GREEN RADIUM BLASTS, but they' explode into the sand...

INT. MUNITIONS WAREHOUSE

Back at the window, Carter sees the Thark Guards FIRE more radium blasts into the fallen Warhoons -- killing them. (The Warhoons are skeletal, Cro-Magnon versions of Tharks.)

The Tharks then look to Carter, nodding with respect...

THARK GUARD	AS AN ECHO (V.O.)
Tarkas vedd. Sek ott Thark verras.	General Tarkas is right. He is truly a Thark.

And off this admission, Sola smiles...

CARTER (V.O.)
Sola was the only one who saw me
listening. So she taught me more...

INT. CARTER'S QUARTERS - DAY

A CRUDE MAP of the planet is spread upon Carter's bed. He and Sola sit cross-legged before it. She's explaining...

CARTER (V.O.)
Malagors. Zitidars. Calots. Thoats.
She told me her people lived lifespans
of centuries. I wondered whether I
would too. She told me of the Warhoon
raiders they fought. And of the great
war beyond the mountains -- between
kingdoms called Zodanga and Helium.

(MORE)

CARTER (V.O.) (cont'd)

And of the fearsome Sab Than, the
Desert Prophet, the Prince of Zodanga,
who'd banished the Tharks to this
wasteland nearly one hundred years ago.

Carter finds his compass, with its lost, spinning needle, and
holds it up to the map. Explaining directions on Earth...

CARTER

And through it all, she was the only
Thark who ever asked me of my world. It
was as if she'd given up on her own...

Suddenly, there's a POUNDING at the door. Sola rises, answers
it...to find two stern-faced THARK OFFICERS.

Her manner turns grave...as she faces Carter:

SOLA
Mak tek terra.

AS AN ECHO (V.O.)
It is your time.

EXT. THARK PLAZA - DAY

Carter's escorted through a crowd -- another ceremonial
gathering -- toward the dais. As the way clears...

...he sees Tars Tarkas waiting for him. With an officer's suit
of THARK ARMOR. And off Carter's shocked look...

EXT. THARK PLAZA - MOMENTS LATER

...he WEARS THE ARMOR, standing before the Thark crowd as they
ROAR, thrusting pikes and swords high. Like a Knight of the
Round Table...he's one of them now...

CARTER (V.O.)

Within months...I had gained their
acceptance. Was it months -- has it
only been months? It is the first
thing they teach you in the Army. If
you are captured, learn the ways of
your enemy. Live as they want you to.
Win their trust.

(beat)

For with that, comes the way to escape.

Suddenly, there's a WILD SCREECH from above! All Tharks look up
to see a MALAGOR circling and screaming! Two more join it, as
their RIDERS shoot RED FLARES into the sky--

--as a LOUD KLAXON sounds, a warning cry throughout the city--

--as the ceremony falls apart! Tharks hurriedly race through
the streets, using mid-limbs as legs to resemble centaurs,
armed, armored and ready for--

TARS TARKAS
BATTLE STATIONS!!!

(Note: From this moment on, we perceive all language on Mars -- as Carter does -- as dialogue we can understand.)

Tars mounts his own thocht and races into the fray. Carter trails Sola, who charges up a PLAZA STAIRCASE to see--

SOLA
Hurry, Jonn-kata! From the skies! We
are under attack!

EXT. PLAZA LANDING

--several THARKS manning positions astride huge RADIUM CANNONS, launchers w/ gunner cockpits. Aiming skyward at--

A GARGANTUAN AIRSHIP IN THE CLOUDS

Descending from gray cirrus, the craft is a half-mile long with an open-deck like a great PIRATE SHIP! A dozen "FIGHTER" ESCORTS zip past it -- as a steady STROBE LIGHT blinks from the ship's bow. BLACK SMOKE tails from its EIGHTH RAY ENGINES. It's badly damaged...

...and in the streets, Tars Tarkas notices. His eyes narrow.

EXT. WAR PALACE COURTYARD

KLAXONS and MALAGORS scream on as Tal Hajus marches an outer corridor with COUNCILORS, as Tars finds him--

TARS TARKAS
My King! It is a Helium ship! It
signals for help!

TAL HAJUS
It is a trap. Fire at will.

TARS TARKAS
We have not been attacked!

TAL HAJUS
General Tarkas. Every second you doubt
is a second Tharks die. Turn back the
assault.

(with venom)
Kill everything on that ship.

EXT. SKIES ABOVE CITY

On city rooftops, great GREEN BANNERS are snapped open, like signals to the Thark Malagor pilots above--

--who SOAR INTO BATTLE, gripping their mounted PULSE GUNS as their Malagors SWOOP up to meet the Helium Fighters--

EXT. PLAZA LANDING

--while THARK MARKSMEN fire and the main airship is ROCKED!

Only now do the Helium forces return fire -- two FIGHTERS strafe the city as RADIUM CANNONS on the main ship launch EMBER BOMBS -- which spiral like catherine wheels, spitting WHITE SPARKS as they hit the streets and DETONATE--

--COARSING down alleyways and into buildings, cutting down Tharks in the plaza -- with a bolt ZIPPING right at Carter--

--just as an armed-to-the-teeth THARK races blindly past, and the EMBER-FRAG rips him in two instead. Spared by fate, Carter picks up the fallen Thark's rifle and runs on.

EXT. ROOFTOP PARAPET

Meanwhile, Tars bounds to where FIXED ARTILLERY is perched -- tractor-trailer-sized CROSSBOWS with coils of rope cables. Operators take aim on the mother craft--

TARS TARKAS
NORTH WALL! FIRE AT WILL!!!

--and huge STEEL GRAPPLES are shot into the sky, trailing the taut cable -- and IMPALE the skin of the battleship! In mere moments, a half-dozen cables have hold of the ship--

--and their cable coils start to retract. Like a whale harpooned, the great airship is pulled toward the city! Its engines GLOW with heat, but it can't escape the cables!

ON A ADJACENT PARAPET

Carter scampers to a high vantage, across an alley from Tars' artillery post. Tars and co. are focused ahead, and don't notice a Helium FIGHTER soaring at them from behind--

--so Carter LEAPS to an unoccupied RADIUM CANNON, turning the cockpit to take aim up--

--just as Tars spins to see Carter's cannon aimed at him--

--just as Carter SHOOTS a BLAST that whistles past Tars and SHATTERS the hull of the coming FIGHTER! The one-man flier WOBBLER, thrown off course... and Tars FIRES a second shot, hitting the engine as the fighter EXPLODES!

Tars nods a look of gratitude... then roars to his men:

TARS TARKAS
DEFEND THE CITY!

EXT. SKIES ABOVE CITY

As the battle rages, the airship's ENGINES and CANNONS are soon obliterated. Like a hooked and netted fish, it's hauled through the city's broken dome, colliding below rooftops--

--and allowing cheering THARKS to drop onto the ship's deck! Tars puts his rifle over a cable and SLIDES onto the ship! As it descends into view for Carter--

--to see it TEEMS with HUMAN-SIZED ENEMY SAILORS! The only difference is their RED SKIN. They shoot RIFLES and draw desperate SWORDS, suddenly desperately overmatched--

CARTER
(astonished)
They're human...

--by the Tharks who SWARM their deck, cutting them down left and right. Carter watches from the rooftop as Tars SLASHES his way through ten men all by himself...

He stares as Tharks rid the airship of every RED MAN, hurling bodies to the ground below.

AND AT THE AIRSHIP'S EDGE

ENGINES FLARE as one HELIUM INTERCEPTOR craft TAKES OFF! Like an escape jet with a shrouded cockpit, bat-shaped and sleek--

--it rockets skyward just as Tars spots its flight! He FIRES his rifle and just MISSES! The Interceptor SPARKS and SMOKES, as it jets skyward, disappearing in the distance--

VAXX O.S.
General Tarkas!

Tars and Carter turn to see Vaxx drag from the ship a SQUIRMING FIGURE hidden by a rose-colored cloak. The captive elbows Vaxx and slips past him... The Tharks LAUGH at the futility of the escape attempt as the figure runs toward Carter who instinctively raises his sword to strike--

--as the figure's cloak and hood fall away--

TO REVEAL THE PRINCESS OF MARS

A red-skinned, raven-haired woman, beautiful and strong, clad in fine silks with a bare midriff, highlighted by a DIAMOND STONE in a gold setting at her navel. This is DEJAH THORIS.

Carter stops in mid-strike, blade held high. It's an angel before him -- the most beautiful woman he's ever seen. And Dejah is just as confounded -- to see a man in Thark regalia. Astonished, Carter lowers the sword--

Behind him, Tars, Vaxx and a dozen THARK SOLDIERS have arrived. Dejah scampers up, trapped--

DEJAH

General Tarkas -- I'm here for you!
Please listen to me! I've traveled to
Thank for you!

Tars motions to his soldiers. As they brusquely drag her off, she meets eyes with Carter. She gets only confusion, no glimpse of sympathy. So her eyes harden -- and look away.

Tars nods to Carter, with genuine respect. Then marches off. In his wake, Sola appears...

CARTER

(still shell-shocked)
Your enemy...they're like me...

SOLA

No, Jonn-kata. Not like you.
(a proud smile)
You are alive.

As if on cue, EXPLOSIONS ring out from the huge battleship's hull, sending a FIREBALL of acrid smoke and flames into the sky, framing Tars in a portrait of awesome destructive power. Consumed by the glee of brutal victory, the Tharks raise their swords and fire rifles! And Carter can only watch...

...with both remorse and the fear of what's to come.

CUT TO:

EXT. MARTIAN SKIES - DAY

Out of the clouds SHOOTs the second Helium Interceptor -- the lone ship to escape Thark -- soaring the sky toward...

A CHAOTIC AERIAL WAR ZONE

above verdant green plains, where ZODANGAN AIRSHIPS and HELIUM AIRSHIPS are dueling the skies, trying to shift the front lines of what is clearly a massive war.

The Interceptor nimbly dives and dodges low, above ZODANGAN GROUND TROOPS -- tens of thousands deep -- as they exchange volleys of LASER FIRE with HELIUM ARMED FORCES, holding the line atop a ridge, beyond which lies--

THE GLEAMING CITY OF HELIUM

An awe-inspiring futuristic metropolis, made of hovering city sections, in a crater valley of rivers and waterfalls.

A FORCE SHIELD around the city flickers with ENERGY RIPPLES as it withstands enemy bombardment. Fully under siege.

The Interceptor flies in, banks beneath a FLOATING PALACE--

INT. HELIUM AIR FORCE HANGAR

--and docks into position amidst HUNDREDS more. Its red YOUNG PILOT hits the access catwalk, met by red OFFICERS:

YOUNG PILOT

The Princess is lost.

INT. KING'S QUARTERS - DAY

The King of Helium, TARDOS MORS, 60's, great gravitas, sits with head bowed. Around his neck he wears a DIAMOND STONE, in a gold royal crest mounting. The Young Pilot stands before him, flanked by HELIUM GENERALS.

TARDOS MORS

Do you know her fate?

YOUNG PILOT

No, your Majesty. She was alive...

The King raises his head, grieving done.

TARDOS MORS

Then there's still a chance.

HELIUM GENERAL

It was madness, your Majesty. To place her hope in the Tharks--

Tardos Mors stands, using a silver cane. Steps to a window, to overlook FORMAL GARDENS, where a HOLOGRAPHIC FIGURE in a cloak stands amidst cherry blossom trees. Back turned.

COURT ADVISER (O.S.)

Sab Than is waiting, your Majesty.

EXT. FORMAL GARDENS - DAY

The dark-cloaked HOLOGRAM is SAB THAN, the young Prince of Zodanga, 30. The lower half of his face is red-skinned, with Maori-like markings. The top half is shrouded by a HELMET.

He watches the cherry blossoms fall around him, and indeed through him, with a wistful sort of stare...

SAB THAN

It's a tragedy, your Majesty, that a place of such beauty...must be destroyed in order to be saved.

TARDOS MORS (O.S.)

The tragedy is to believe that.

Sab Than's hologram turns...to see Tardos Mors -- old and tired. Yet his diamond pendant shines. Overhead, the city's force shields SHUDDER, absorbing enemy blasts.

SAB THAN

You can't survive. Surrender and you save the lives of millions.

TARDOS MORS

But not their future.

SAB THAN

I was raised in the desert -- over one hundred years ago. Do you know what life is like there? A drop of rain, a blade of grass...they are all miracles.
(beat)

In time, this entire planet will be a desert. Its people will all need miracles. Why is Helium unwilling to try?

TARDOS MORS

We can share what resources we have. We can't control nature.

SAB THAN

But we can... This planet is dying! So you will deliver me the Atmosphere Plant or I will destroy your Kingdom to take it!

TARDOS MORS

It can't be controlled. It can only be protected. If you try to override the Plant, it will destroy us all!

SAB THAN

According to you!

TARDOS MORS

According to those much wiser than me.

SAB THAN

I offer the people a miracle. I've won their hearts and minds. What do you have to offer them?

TARDOS MORS

Peace.

Sab Than's hologram stares darkly.

SAB THAN

There is peace in death, your Majesty.

INT. CASTLE ZODANGA - DAY

A HOLOGRAM of Tardos Mors VANISHES...as angle reveals SAB THAN in the flesh, turning to a window overlook--

OF THE CITY OF ZODANGA

A TOWERING METROPOLIS OF DARK METAL ISLANDS among smog- clouds. Each island is supported by massive stilts. It's a jungle gym of Soviet-style architecture -- slums upon slums, like a blackened scab upon the sky's foul soot blanket.

Giant ZODANGAN AIRSHIPS are sky-docked at platforms, with SOLDIERS scurrying to re-arm and re-supply. It is clearly a well-oiled war machine...as Sab Than turns to a GENERAL:

SAB THAN

No mercy.

INT. WAR COUNCIL CHAMBER - THARK - DAY

Doors THUNDER OPEN to reveal a court-like rotunda. Eight ELDER THARKS, the War Council, flank a central pulpit -- where Tal Hajus slumps in a lazy, draconian pose.

Carter slips in, desperate to find the princess. An assembly of THARK OFFICERS watches as Dejah is brought before Hajus. At the fore are Tars, Vaxx and Sarkoja.

TAL HAJUS

Princess of Helium. How unexpected. To what do we owe the hostilities?

Despite the environs, she's far from intimidated:

DEJAH

Commander Hajus, I demand the safe treatment of my ship's prisoners--

TAL HAJUS

What prisoners?

DEJAH
 (pure bitterness)
 You're even more savage than your
 reputation.

TAL HAJUS
 And you more beautiful. Enough
 compliments.

DEJAH
 We were a damaged vessel requesting
 safe harbor. We returned fire only
 when provoked--

TAL HAJUS
 Lack of wisdom in red men surprises no
 Thark.

The Thark audience laughs. Dejah sees Tars Tarkas doesn't.

DEJAH
 We were engaged by Zodangan warships
 over the Korus Hills. Mine was a
 diplomatic mission. My destination was
 Thark.

There's a MURMUR of surprise among the assembled Tharks. Tal
 Hajus narrows his eyes as the murmur grows...

DEJAH
 For decades, we have maintained the
 entire planet's water supply, despite
 the brutal interference of your Tharks.
 You know that if not for our scientific
 operations, there wouldn't be the
 resources on Mars to support a single
 life -- green or red.

Hajus scowls, but doesn't dispute this.

DEJAH
 Within days, my city will fall. Only
 an alliance will save us both--

TAL HAJUS
 Your war with Zodanga is not Thark
 concern.

DEJAH
 Sab Than wants the Atmosphere Plant. He
 intends to override it.

Another MURMUR in the audience...this one of worry...

DEJAH

It provides our air, our water, our existence. It has run itself since the dawn of time! Is that for one man to control? If it even can be controlled?

Hajus gives a dismissive wave. Dejah meets the gaze of Tars Tarkas...and now turns toward him...

DEJAH

That Plant was a gift from the Orovars, the creators -- beyond our science and understanding. My people have sworn to protect it--

SARKOJA

You will addresssss Commander Hajusss!

DEJAH

I address all Tharks.

SARKOJA

Ssstrike her! Ssstrike her down!

DEJAH

(pleads with Tars)

I promise you, this is your fight. Tharks once knew the meaning of honor. You were more than thieves and killers - - until this King--

TAL HAJUS

STRIKE HER DOWN!

It's Vaxx who heeds the command. He charges Dejah and BACKHANDS her to the floor! Her navel's DIAMOND STONE is again revealed as Vaxx is upon her, raising his sword--

--only to have it PARRIED aside with a CRASH of metal that sends the blade flying from his hands!--

--as Vaxx spins to see Carter standing there. Sword ready.

CARTER

Try again and I'll kill you.

The entire council GASPS -- hearing Carter speak their language. Even Tars looks astonished.

TAL HAJUS

He speaks...? Our language?

The entire room of Tharks now STANDS, drawing WEAPONS. But Carter stands his ground as Dejah raises herself on one elbow, watching with wide, staring eyes.

TAL HAJUS

Take the Earth Man away! He has no right in this War Council!

TARS TARKAS

But he does, my King. He is the Thark who captured her. He has the right to name her fate.

TAL HAJUS

The Earth Man?!

TARS TARKAS

It is the law.

Another MURMUR as all wait to see Hajus' reaction...

VAXX (O.S.)

This is a Thark? Then let him die like a Thark--

Carter looks up to see -- BAM! -- Vaxx's four hands SHOVE him backwards. Vaxx calls to all assembled:

VAXX

I demand Justice!

Carter doesn't know what's happening. Tars now looks grim. So does Dejah, now held captive by Sarkoja...

CARTER

"Justice," what's "justice"...

TARS TARKAS

You have been challenged, Jonn-kata.

Vaxx takes a sudden step toward him -- so Carter spins, pulling both his DAGGER-SWORDS defensively--

TAL HAJUS

The weapon is chosen.

Vaxx nods smugly. And draws his own daggers -- four of them.

CARTER

What is this? For what?

TARS TARKAS

For honor, Jonn-kata. From this moment on, only one of you may live.

Carter meets Dejah's eyes. He's in this for her...

TAL HAJUS

I wonder, princess. How many fools
have gone to their deaths...over you?

And Vaxx CHARGES! Lunging with all FOUR DAGGERS, whipping wildly. Carter PARRIES two blows, but a third CLANKS off his armor and a fourth SLASHES his side! Carter buckles to a knee, as Vaxx brings his two free arms SLASHING DOWN--

--and Carter dive-rolls forward -- through Vaxx's legs -- in the nick of time. He looks up to see Vaxx charge again--

--but this time Carter drops into a fighting stance, both blades ready. He backs up, PARRYING a succession of four blows -- and when Vaxx swings them in pairs--

--Carter ducks the two high strikes and PARRIES the two low. Vaxx brings the high arms slashing down and Carter parries those. When the low arms strike from the side--

--Carter forcibly splits the held high blades, leaping up with a FORWARD FLIP and landing a SLASH to Vaxx's shoulder. Blood spurts and the Thark buckles!

The Thark audience REACTS as Carter lands in a ready crouch. Vaxx spins, PIROUETTING TWO BLADES at him--

--and just as they're about to ROTOR into Carter's face, he flashes his daggers up, KNOCKING them harmlessly aside. Vaxx's extra daggers skitter into the crowd.

AND VAXX TAKES A ROARING, RUNNING LEAP

As Carter dive-rolls forward, letting Vaxx land beyond him! He struggles up -- but Vaxx is there! He barely PARRIES a blow, only to have Vaxx PUNCH him in the gut.

Vaxx SLICES his second blade -- Carter ducks away, but another fist BACKHANDS him to the floor. He loses a dagger. Vaxx just has too many arms for Carter to defend--

--as Vaxx stalks forth, grinning, toying with him now. Wounded badly, Carter struggles to crawl away, trying to reach his last fallen dagger--

VAXX

When you choose your weapon, Earth
Man...next time, choose a gun...

And as Vaxx slashes down CROSSED DAGGERS for the final blow, Carter HURLS HIS LAST DAGGER like a point-blank javelin -- with the same strength he'd thrown the Martian rock!

THUNK! Time seems to stop. Vaxx stands stock-still...as a trickle of blood runs from his lips. His crossed daggers are still held at his chest--

CARTER

Next time.

--pinned there by Carter's DAGGER, which has run right through Vaxx's wrists and impaled his heart.

Vaxx hits the floor, dead. The Tharks are astonished. So is Dejah. As Carter wearily stands...

CARTER

You say I name the princess' fate?

Tars looks to Hajus, who grudgingly nods.

CARTER

Then I say she lives.

TAL HAJUS

(a defiant sneer)

Then live you shall, Princess. While we determine just what you are worth. And to whom.

With a POUND of his staff, the Council is dismissed. Hajus nods to Sarkoja, who hauls Dejah away. The Thark officers POUND their own sword-hilts on the ground -- a war-like drumbeat. Dejah and Carter lock eyes...

...as she's pulled out of sight. The Thark officers keep up the DRUMBEAT. It's like they're saluting...him.

TARS TARKAS

(to Carter)

Come with me.

INT. VAXX'S QUARTER'S - PALACE - NIGHT

Tars leads Carter, Sola and Woola into a well-furnished room...

TARS TARKAS

Your mastery of our weapons was expected. Your mastery of our language was not.

(a beat)

You are an interesting man, Jonn-kata.

CARTER

Call me John.

Before Carter can ask why, squires enter carrying the clothes, armor, and weapons of Vaxx.

TARS TARKAS
This is now yours.

CARTER
(re: Vaxx's possessions)
Shouldn't this be left to his family?

TARS TARKAS
(laughs)
You still have much to learn about
Tharks.

Tars and Carter sit at a table as Vaxx's squires bring plates of strange fruit and vegetables.

TARS TARKAS
Eat.

Woola comes sniffing for table scraps. Carter tosses him a Martian rodent, pats his flanks:

CARTER
Run along, Woola. It's all right.

The calot plops his belly on the floor.

TARS TARKAS
"Woola." Why?

CARTER
Just something we do back home.

TARS TARKAS
You command the calot as you do the
thoats -- without force. It is an
interesting tactic.

Tars studies Carter, eyeing the sword in his hilt.

TARS TARKAS
And you use your sword in a most
intriguing way...

Tars stands and imitates Carter's fighting moves, but the actions are clumsy. Carter rises and pulls his sword...

CARTER
You're lunging too quick...

Carter demonstrates a more elegant approach. With an excellent student's observational skill, Tars repeats the action with fluidity.

CARTER

Good.

Feeling high-spirited, Tars moves to a weapons rack and adds to his other three hands mace, ax, and shield.

TARS TARKAS

I use this when I'm surrounded...

With a magnificent display of skill, Tars uses each limb with equal dexterity against an assault by invisible opponents. Stopping, he offers the weapons to Carter...

TARS TARKAS

You try.

Carter hold up his hands - *"Only two arms."*

TARS TARKAS

Sorry.

Carter breaks a smile. Tars laughs, returns the weapons to the rack and gestures with his two free arms...

TARS TARKAS

Grow two more and I will make you Captain of the Guard.

Carter and Tars laugh.

TARS TARKAS

Where did you learn to fight?

CARTER

West Point. A military academy...

TARS TARKAS

... Where they train in the way of the warrior... It was taught to me from the moment I hatched.

(with some regret)

It is all we learn.

Dismissing any temptation to be introspective, Tars leans toward more "upbeat" subjects...

TARS TARKAS

Perhaps... Perhaps it is well that you found your way to Barsoom.

Carter smiles, but he's not sure.

CARTER
 (gnawing at him)
 I must ask you, Tars, about the
 princess. What will become of her?

Tars reaches for his stein, but cannot bring himself to drink.
 The joy has vanished. From the shadows, Sola listens in...

TARS TARKAS
 (uncomfortable)
 Tal Hajus will not honor her request
 for an alliance. Instead he will sell
 her to the prince of Zodanga.

CARTER
 So she came to you for help.

TARS TARKAS
 Yes. Because Tharks should respect
 honor. Yet honor means nothing to Tal
 Hajus.

CARTER
 What will Tal Hajus do?

TARS TARKAS
 He will... Our King, he... He will
 "keep" her before turning her over to
 Zondanga.

CARTER
 "Keep?"

TARS TARKAS
 He has a "taste" for red women. His
 decadence knows no bounds...

Carter is stunned, saddened, appalled, and quietly furious.
 Desperate to change the subject, Tars rises...

TARS TARKAS
 Let me show you my rifles!

CARTER
 (polite)
 Tars... I'm a little tired... If
 you'll excuse me, I'll say good night.

Tars knows that he has lost a degree of Carter's respect, but
 replies with equal politeness...

TARS TARKAS

As you wish.

CUT TO:

EXT. THARK PLAZA - DUSK

FIERY TORCHES light the gutted, looted Helium battleship, as HUNDREDS OF THARKS cut free its tethers. But rather than fall to the ground, it instead floats higher. Like a great blimp, the behemoth ascends into the sky--

--as the FIRE spreads within it. Against a star-scape backdrop, it lights up like a FUNERAL PYRE, billowing black smoke and flame. Rising to join the galaxy beyond...

EXT./INT. CARTER'S BALCONY - SAME

...as Carter watches from his balcony, lost in thought. He turns to see Sola and Woola approach, watching the sky with him.

In a far part of the palace is a LIGHTED ROOM in a HIGH TOWER. Carter analyzes ledges and other old balconies. Sola points to Malagors patrolling the sky...

SOLA

They watch the sky for Helium
airships...

CARTER

Then they won't be looking for me.
(to Woola)
Stay.

Concerned, Sola watches Carter JUMP thirty feet to the NEXT LEDGE... Mortar gives way and bricks drop to the street alerting the Malagors! Carter quickly pulls himself up, hidden from view as the Malagors soar past.

INT. DEJAH'S ROOM - PALACE - NIGHT

Dejah watches the burning FUNERAL PYRE, tears fill her eyes as her lost ship drifts to the heavens. Alone, Dejah begins to disrobe, but stops when she hears...

CARTER O.S.

Princess...

She spins and covers herself, drying her tears. For a moment, neither says a word, both acutely aware of a subtle yet intense mutual attraction...

DEJAH

There are four guards. Right outside.

CARTER

Then send for them.

He waits. She hesitates. And curiosity gets the best of her...

DEJAH

(with suspicion)

Who are you?

CARTER

My name is John Carter. I'm a prisoner here as well.

DEJAH

You attacked my ship and killed my men.

CARTER

I thought you were my enemy.

DEJAH

And now you think differently?

(beat)

Yet you live among Tharks, you wear their armor, you speak their language.

He points to the starscape beyond the balcony:

CARTER

I'm from Earth. The future. I'm here by mistake. We were lost in a cave -- a friend and I -- and we ended up here. All I want is to find him and return home. Have you seen or heard of a man like me?

DEJAH

No.

A weighted beat between them.

DEJAH

You believe there is a way back.

CARTER

That cave was a portal. It was built -
- by an intelligence--

DEJAH

The Orovars.

(off his look)

They were the ancestors of all life.

(MORE)

DEJAH (cont'd)

They traveled the galaxies, colonizing planets. They built the Atmosphere Plant that makes Mars inhabitable, they built our canals, our cities -- and then vanished a million years ago. If there's a portal on Earth...I suspect they built your planet too.

Dejah goes to the window, where Earth hangs in the night sky:

DEJAH

You say you're from the future?

Carter nods.

DEJAH

Does life on this planet survive?

Carter hesitates. She waits with troubled eyes.

CARTER

Yeah. Yeah it does...

She smiles, emboldened.

DEJAH

This is why we fight.

CARTER

What will happen to you?

DEJAH

Tal Hajus will keep me prisoner. Red men are all the same to him. He blames us all for his people's exile.

CARTER

And if I were to help you?

She looks up, surprised.

CARTER

Would you help me in return? Your kingdom has ships, communications... to help me search for my friend.

Dejah studies his gallant face...with a newfound hope...

DEJAH

Beyond this city lie oceans of desert -
- full of Warhoons and worse. It will take days to get to Helium...if it even still stands.

CARTER
I'll take the chance.

DEJAH
And if he's dead? If you never find
him?

CARTER
I'll have tried.

She searches his eyes, trying to allay last suspicions...

DEJAH
Then tell me, John Carter. How do we
escape ten thousand Tharks?

Their whispering faces are close enough to kiss...there's a
charge in the air...but Carter remains focused:

CARTER
By deciding to leave.

Carter backs into the shadows, and with one last look,
disappears over the side of the balcony... as Dejah turns back
to the window and allows a troubled smile.

DEJAH
John Carter. Of Earth.

...and as she looks to the stars, ANGLE moves past her to a
hidden GRATE in the high shadows of the ceiling. From a rooftop
perch above...a pair of THARK EYES gleam...

Sarkoja has been watching.

CUT TO:

EXT. SKIES ABOVE ZODANGA - NIGHT

More WARSHIPS rumble as they detach from their docking spires,
heading into the black and murky cloudscape...

INT. CASTLE ZODANGA - WAR ROOM - NIGHT

Sab Than marches the bridge level, flanked by GENERALS--

ZODANGAN GENERAL
Lord Prince, we've intercepted a
communication from Helium--

--as they arrive at a COMMUNICATIONS CONSOLE. An INTELLIGENCE
OFFICER reads a decoded message:

INTEL OFFICER

"King of Thark, I request the safe return of the Princess. Reward will be yours at any price."

ZODANGAN GENERAL

It was coded with a royal frequency.

SECOND GENERAL

How could the Tharks have taken her prisoner?

SAB THAN

If she's there, she went willingly. For an alliance.

Sab Than stares at HOLOGRAM SCREENS charting the progress of his armies' assault on Helium...

SAB THAN

And if she's there...so is the key.

SECOND GENERAL

We'll redeploy our warships. We'll surround Thark and take her ourselves.

SAB THAN

Our ships can't be spared.

Sab Than nods to his SENIOR AIDES, silently in his shadow:

SAB THAN

Ready my armor and my ship.
 (to his Generals)
 This is the turning point.
 (darkly)
 Leave the princess to me.

INT. CARTER'S ROOM - NIGHT

Late, silent. Embers in the fire. Woola snores, slumbering at the foot of the bed...as a SHADOW slips past. It's Carter. With a farewell look.

INT. SPIRAL ATRIUM - NIGHT

Carter ghosts down the stairs and into the corridor. But sensing a presence, he grabs his sword and spins--

--to see Woola on the bottom step. Sitting. Panting.

CARTER

Perfect.

EXT. THARK STREETS - NIGHT

Two SENTRY THARKS patrol past, as Carter darts across the street in their wake, keeping to shadows. Woola scampers right behind, as Carter glares:

CARTER

You're not coming! Go home, get outta here. Go!

Woola doesn't. So Carter points his sword -- a threat:

CARTER

You stink and you're ugly but it was very nice meeting you. Now go slobber on somebody else.

The beast whimpers with mournful eyes...but finally slinks away. Carter sheathes his sword and looks skyward. With a LEAP...he's on the rooftops.

Woola immediately turns tail and races the way they came.

INT. CARTER'S QUARTERS

Woola bursts in, chuffing and nuzzling Sola's sleeping face. She shoots awake -- and sees Carter's empty bed.

EXT. ATOP THARK BUILDINGS - NIGHT

Carter scampers the rooftops, under cover of darkness. A new perch gives him a vantage of the Palace Tower--

--where a LIGHT is on in Dejah's high window. A high stone corridor bridges it to the rest of the palace, but the tower is also ringed by a crumbling outer staircase -- beginning halfway up. Directly beneath it is a thatched-roof GUARDHOUSE, with a small CAMPFIRE. And two SENTRY THARKS.

EXT. TOWER GUARDHOUSE - NIGHT

The sentries cross paths, then separate, allowing Carter to dart through the shadows between them, planting a foot off a supply box and LEAPING HIGH--

--to grab the lowest crumbling stair! He pulls himself up--

CARTER

Close.

--and suddenly the STONE breaks apart beneath his weight! His hands scrape the stairs, coming up empty, eyes wide--

--and he FALLS straight back down! SMASH! He punches a hole through the straw guardhouse roof, glancing off HAY BALES and THUMP! Hits the ground on his back--

AS A CREATURE'S GIANT EYE

opens right behind him. A staring pupil, the size of Carter's entire head. At a SNORT, Carter slowly turns...

THARK GUARD (O.S.)

I heard something! By the tower!

...to see a slumbering MALAGOR wake. The shack is his home. His dragon-like head rises, wings unfurling--

--and Carter swiftly looks to the CAMPFIRE beyond the doorway, its burning logs within reach. With an idea...

EXT. TOWER - SECONDS LATER

The Sentry Tharks come running just as the straw-roofed house GOES UP IN FLAMES! And in the next instant -- SMASH! The panicked Malagor CRASHES straight through the burning roof, FLAPPING WINGS skyward, elevating straight up--

--with Carter perched on its back! Skying a pure vertical--

--he comes even with the tower's stairs and jumps off. He crouches in shadow, unseen by the guards below--

--as the Malagor pumps its wings, shrieks, and flies off, snuffing last bits of flame from its wing-tips. The Sentries try to smother the mysterious stable-fire...while Carter scampers a spiral to the high window.

INT. DEJAH'S ROOM

Carter slips inside, seeing Dejah's figure asleep beneath her covers. He races to the bed--

CARTER

It's time to leave, Princess--

But the bed is empty.

SOLA (O.S.)

She is gone...

Carter wheels to see Sola step into the light, waiting for him.

SOLA

You didn't say goodbye, Jonn-kata.

CARTER

Where is she?

INT. TOWER CORRIDOR

Carter and Sola rush out to see two THARK GUARDS lying dead, felled by radium gunfire. Carter's still astonished:

CARTER

You did this? These are your people...

SOLA

They were, a long time ago. And now they know of your plans. Tal Hajus hoped you would seek to escape. It gives him a reason to take your life.

CARTER

Why?

SOLA

You stood up against him -- in the Council. You remind us it is possible.

She wears a look of pride...and remains resolute...

SOLA

You won't survive the desert, Jonn-kata. Not alone.

CARTER

That seems to be the general consensus.

She offers him her pistol. Carter takes it and nods.

CARTER

Take me to her...

EXT. MOUNTAIN PASS - NIGHT

On a ledge above, a FIXED TENT sits beside two RADIUM CANNONS, buffeted by a gale. A guarded checkpoint.

Two THARKS stand by their post when they hear a DISTANT WHINE. Immediately, they rush to their gunner positions--

--as they and their cannons are OBLITERATED in a STRAFING OF RADIUM FIRE as a Zodangan FIGHTER (with tail-mounted cannons) SOARS past, right through the pass.

THE FIGHTER

Is piloted by Sab Than. His metallic mask consults a blinking target-screen, with a map of the city of Thark...

EXT. DESERT BEYOND THARK - NIGHT

We see the city in the b.g. as ENGINES ROAR...and the ship drops low, hovering over the sands.

A HATCH swivels open and a CARGO DISC lowers, carrying Sab Than mounted on an ARMORED THOAT. As they reach the sand--

--Sab Than spurs his mount and rides off. For the dark city.

Sab Than gallops the midnight sand...and as he does, his armor BLENDS with his surroundings, cloaking him again as a HEAT-MIRAGE SHIMMER. A trick of the eye.

EXT. GATES OF THARK

Three GATE SENTRIES tense at the sound of hoofbeats. They ready weapons, pointing them into the dark desert...

...as a HEAT-MIRAGE of a THOAT charges forth, cantering to a halt in a swirl of dust. The Sentries hold fire--

GATE SENTRIES

There's no one there--!

--and don't notice Sab Than's HEAT-MIRAGE leap over the Tharks to land right behind them. They spin at the sound--

--as a SWORD-MIRAGE cuts two of them down in an instant! The third sentry scampers back, waving a sword defensively--

--as a SWORDPOINT-MIRAGE plunges out of his chest. The Thark falls to his knees, as Sab Than's MIRAGE is at his ear:

SAB THAN

Open the gates.

INT. TAL HAJUS' BEDCHAMBER - NIGHT

In an opulent room that reeks of cruel carnality...stands a tense Dejah. Chained to a post is a fierce BANTH, a ten-legged Martian "tiger." Doors THUNDER open as Tal Hajus enters with Sarkoja, who greets the Banth like a kitten...

TAL HAJUS

That's a sweet little girl. To think she once despised me...

DEJAH

I find that hard to believe.

Hajus rubs the thing's belly and it purrs.

DEJAH

Why was I moved from my room...

TAL HAJUS

Moved? You escaped with the Earth Man.
Why you may never be found.

Dejah tenses, with Sarkoja now circling behind her...

TAL HAJUS

What are you hiding, Princess?

DEJAH

I have no idea what you're--

TAL HAJUS

Your kingdom says they'll pay any
reward I name. Who would be worth
that...amidst a war? Not one life. Not
even a princess.

(slyly)

Only what she has. Or what she knows.

DEJAH

You are mistaken.

Hajus merely nods, leaving the Banth...

TAL HAJUS

You reds with your scientific prowess,
your knowledge, your secrets. What
have you ever shared with my people?

The princess backs away...

TAL HAJUS

You think of us as savages. But let me
ask you: when the last lakes dry up,
when the winter rains cease...what will
any of us be but savages?

(beat)

And the ones who survive...will be the
ones who are best at it.

Dejah watches Sarkoja pour a decanter of WINE. It's filled with
long and slithering MAGGOT-WORMS...

TAL HAJUS

You will tell me what you are hiding,
Princess. Or you will beg for the
mercy of a death that may never come.

DEJAH

But they'll pay...my people will pay...

TAL HAJUS

Yes they will. And you are the price.

INT. WAR PALACE ATRIUM

Carter and Sola press to a corner, peering to view a GRAND
STAIRCASE filled with dozens of Palace THARKS--

SOLA

His chambers are above.

CARTER

Any other way in?

Sola shakes her head. Carter grips his pistol:

CARTER

Wish me luck.

EXT. GATES OF THARK - SAME

THARK SOLDIERS arrive to see the gates wide open and the
Sentries slain. They burst into action, sending the alarm--

THARK SOLDIERS

Intruders in the city! INTRUDERS!

--as, far beyond the gates, Sab Than's HEAT-MIRAGE marches
on...as a phalanx of THARKS race right by him, unaware.

Atop the city walls, Tars Tarkas and Major Jakkal arrive on
scene. Tars stares into the dark desert...seeing the HEAT-
MIRAGE of a thoot. He whips up his rifle and FIRES--

--as a GREEN PULSE-BOLT strikes the steed, lighting it up and re-
materializing it as it topples. To Jakkal:

TARS TARKAS

(gravely)

The warlord is here.

INT. WAR PALACE ATRIUM

As Carter prepares to charge -- a KLAXON sounds. The Palace
THARKS race into action, grabbing weapons and hurrying to secure
the entrances. They disperse from the stairs--

--as Carter and Sola trade a look at their sudden fortune.

SOLA
I wished you luck.

INT. TAL HAJUS' BEDCHAMBER

Tal Hajus, Sarkoja and Dejah all react to the outer ALARM. Hajus keeps backing Dejah toward the bed...

TAL HAJUS
Seems your Earth Man's been found. Why don't you try your charms on me?

Suddenly, Dejah CHARGES him -- darting for the door -- but two of his claws HURL her back to the bed, cutting her--

--and at the sight of Dejah's bleeding wound, the worms in the wine grow more and more frenzied...

TAL HAJUS
Have you never known Issla worms, princess? They enter your bloodstream through an open wound -- and then breed. The pain is said to be unbearable. Their secretions slow your blood loss, so that torture that would kill you in minutes lasts for days.

Dejah tries to cover her forearm, dripping red...

TAL HAJUS
And time means so very little...in the desert...

And with a smile, he suddenly SNATCHES her by the throat--

TAL HAJUS
WHAT ARE YOU HIDING?!

AS THE DOOR SMASHES OPEN

--as a THARK GUARD comes crashing right through it! Carter bursts on scene, FIRING his radium pistols! Sola lays down COVER FIRE with Guards outside--

--as Tal Hajus and Sarkoja dive low, GREEN PULSE-BOLTS ricocheting around them. Sarkoja drops the glass decanter--

--as ISSLA WORMS spill out with the liquid, wriggling across the sheets for Dejah with high-pitched SQUEALS! She scrambles back, tumbling off--

--as Carter's pistol clicks dry, "recharging." He draws a dagger-sword with a RUNNING LEAP -- and lands just as Tal Hajus rises, planting both boots in the King's jaw!

Behind him, Sarkoja draws KNIVES just as Dejah grabs the glass decanter -- and SMASHES it across Sarkoja's face! Sarkoja hits the floor, writhing, blinded by glass cuts--

--and she doesn't see the ISSLA WORMS cascade off the bed, scenting blood...as the worms wriggle en masse into Sarkoja's facial WOUNDS! She convulses with horrified screams!

Carter lifts Dejah from the ground--

--just as TWO DAGGERS spring from Hajus' bracelets, like poison switchblades, hidden by the backs of his hands--

--and he drives both BLADES deep into Carter's side! Blood gushes! Carter reels, badly wounded--

Tal Hajus laughs and begins to rise...

--as Carter recovers enough to FLY AT Hajus with a huge swing of his fist! BAM! The King goes down.

Bleeding badly, Carter grabs Dejah:

CARTER
Time to leave...

INT. PALACE - NIGHT

A wounded Carter and Dejah race through the shadows, as ALARMS and COMMOTION sound all around them.

Behind them we see shimmers of LIGHT from the TORCHES of the Guards... Up ahead is what looks like an opening to the PLAZA outside the palace... SCRAAAAPE! POUND-POUND-POUND! Carter and Dejah stop. SCRAAAAPE! POUND-POUND-POUND! A SHAPE appears...!

It is Woola. Wearing a collar and chain, dragging a large BRICK he pulled from the wall to which he was tethered.

Carter wraps his arms around the calot and the happy beast purrs a familiar "Oola-oola-oola." Carter SMASHES free the collar's lock with the hilt of his sword.

DEJAH
I take it he's yours.

EXT. PALACE PLAZA - BEYOND GATES

--as Tars Tarkas rides on scene, surveying the chaos--

TARS TARKAS

Hold positions! Close the gates!

--as Palace Guards reverse course, hurrying back through the open palace entry. And now Tars alone sees--

--a HEAT-MIRAGE of Sab Than's figure storming invisibly among them, about to gain access to the grounds! With a BELLOW--

TARS TARKAS

PRINCE OF ZODANGA! YOU WILL NOT ENTER
THIS PALACE!

--the Tharks all freeze, seeing Tars instantly HURL his spear! It GRAZES the heat-mirage--

AS SAB THAN MATERIALIZES AMIDST THIRTY THARKS

sword poised, braced for battle. Locking eyes with Tars.

Sab Than moves with a controlled elegance as his blade slices the air, killing a dozen Tharks as he marches forward--

--as two dying Tharks manage to get the gate shut as their final acts of courage...only to have Sab Than fire his PROPULSION JETS and sail right over it. Landing on palace grounds.

Sab Than looks back at Tars Tarkas and his remaining soldiers:

SAB THAN

Tell your King I'm here.

Then calmly marches inside. In the shadows.

INT. THOAT STABLES - NIGHT

BOOM! Doors blow open as Carter, Dejah and Woola race in--

--as Carter rushes to the BLACK-EYED THOAT he'd "tamed."

Suddenly, someone approaches! Carter grips his sword and turns to see... Sola, a SPEAR in hand, poised for launch... Carter freezes. Sola THROWS the spear! It sails past him and HITS a GUARD coming at them from behind!

SOLA

Quickly, we must go.

CARTER

We?

SOLA

I can stay in Thark no longer.

EXT. THOAT STABLES - NIGHT

Two Thoats GALLOP into the streets, with Sola on one and Carter and Dejah clinging to the reins of Black-Eyes. Woola skeddaddles wildly to catch up...

...as they race their thoats into a warren of alleys. But in every direction they turn, PLATOONS OF THARKS are converging--

--leaving them backed to a MOSQUE-LIKE BUILDING. Perhaps once a house of worship. With no choice, they rush inside--

INT. MOSQUE CORRAL

--and find themselves in a mangy ZITIDAR CORRAL, where ten ZITIDARS (the Tharks' mastodon-like cargo haulers) munch on hay, bramble and ivy -- eyeing the tiny intruders.

CARTER

Aim high.

EXT. THARK ALLEYS

The pursuing Tharks converge on the building as GREEN RADIUM FIRE lights up from within and there's a RUMBLE as--

KABOOM! The ten zitidars EXPLODE through the doors, stampeding to escape like a herd of panicked elephants! They crush Tharks and thoats alike as they funnel into the alleys--

--and send the stream of oncoming Tharks into retreat, reversing course in a mad dash to get out of their way!

In the chaos, Carter, Dejah, Sola and Woola ride out a side exit of the building. Escaping unseen...

EXT. THOAT CORRAL - NIGHT

Tars rides on scene, surveying the searching SOLDIERS--

THARK SOLDIER

The prisoners were here, General. They ride with a Thark!

TARS TARKAS

What Thark?

INT. TOWER CORRIDOR/DEJAH'S QUARTERS - SAME

BOOM! Sab Than storms the hall to Dejah's old quarters -- passing the fallen guards Sola and Carter killed. In her room, he sees the remnants of Dejah's stay...

...and then hears shouts from outside. He storms to the nearest window. From the tower vantage, he spots the escaping thoats-and-riders nearing a fountain square...

EXT. FOUNTAIN SQUARE - NIGHT

ALARMS and SHOUTS still blare as our heroes reach the corner of a seemingly empty square, with a HUGE, ORNATE FOUNTAIN in its center. Bone-dry and empty.

SOLA

The fountain leads to the canals.
Inside. Hurry.

(off Dejah's look)

You must trust me.

Sola spurs her mount and gallops it across the open square, LEAPING the edge of the fountain--

--and landing in its recessed base. Twenty feet below ground, it REVEALS its basin extends below the fountain's rim. Into darkness -- underground.

Carter and Dejah trade a look to see Sola disappear--

CARTER

Hang on.

--and as Dejah wraps arms tight around him, Carter spurs his mount, galloping into the open--

AS A RIFLE'S POV NOW SIGHTS THEM

--from high above, where Sab Than is perched on the tower balcony with his own radium rifle -- as he FIRES!

AND A BLUE PULSE-BOLT RIPS RIGHT AT

Carter and Dejah, just as Woola sees and leaps to protect them! And takes the BOLT in his side! Woola falls in a flash of BLUE FLAME. Black-Eyes the thoot skids, sending Carter and Dejah thrown to the ground--

CARTER

Woola!

--and as they scramble up, Sab Than reacts to Carter's face. Not red, not green. Who is that? Woola's fallen...he convulses with BLUE CRACKLING ENERGY...as he meets Carter's eyes...

CARTER

Thank you, my friend...

Reluctantly, Carter and Dejah leap over the fountain's side, to join Sola and scramble back aboard Black-Eyes--

SOLA

Ride! Ride!

WHILE ON THE TOWER BALCONY

Sab Than reloads his rifle and sights -- but too late. They've all vanished from view, underground. The warlord lowers his rifle...with a troubled stare...

INT. CANAL RUINS ENTRANCE - NIGHT

The two thoats descend sandstone steps.. Sola lights PHOSPHOR FLARES. Carter's wracked with pain; Dejah holds him.

SOLA

They've been dry for generations, but they lead beyond the city walls.

--and as they round the steps, the tunnel opens onto a massive CANAL CAVERN, an aqueduct that once transported water for millions. In crumbling disrepair, but still intact.

EXT. DRY RIVERBED - OUTSIDE THARK - NIGHT

The Canal spills into a DRY RIVERBED. Reaching the end of the tunnel, Sola and Dejah crawl out of the Canal and climb to a ridge... Lagging behind, Carter follows...

EXT. RIDGE - OUTSIDE THARK - NIGHT

Rising from the riverbed, a relieved Carter turns to Dejah and Sola who look like they just received a death sentence.

Carter spins... Sitting atop a panting thoat is Tars Tarkas. In each hand he holds a rifle. Two are pointed at Sola and Dejah. He aims the Third at Carter. Dispirited, overcome by pain, Carter drops to his knees, hangs his head, and raises his arms in surrender.

TARS TARKAS

Jonn-kata.

A beaten Carter looks up... Tars throws him the rifle and gestures at the TWO THOATS.

TARS TARKAS
(with regret)
You ride with them, Sola?

Terribly torn, Sola fights back tears and nods. Coolly, Tars tosses two rifles to her and the last to the princess.

TARS TARKAS
Travel north to the Warhoon border. In two days, double back to the Ishkee Valley - it is a safe route to Helium. I will tell them your tracks lead south.

Overwhelmed, Carter tries to thank him...

CARTER
Tars...

TARS TARKAS
Say nothing. If ever I see you again... You will die by my hand.

A stoic Tars kicks his thout and returns to the city.

INT. TAL HAJUS' BEDCHAMBER - NIGHT

ANGLE TRACKS past fallen guards and Sarkoja's worm-ravaged corpse...to find Tal Hajus. As his eyes crack open...

INT. THARK PALACE - THRONE ROOM - NIGHT

KER-CHUK! Doors crash open as Tal Hajus STORMS in, oblivious to his wounds. Thark SERVANTS scamper in tow--

TAL HAJUS
TARS TARKAS! WHERE IS HE? WHERE IS--

--and stops short. Standing on the map dais, hands clasped and back turned...is Sab Than. Scared THARK ELDERS wait...

SAB THAN
Tal Hajus. You were in possession of the Princess of Helium. And you chose not to inform Zodanga.

TAL HAJUS
I was on the verge -- of sending word--

SAB THAN

That you had her? Or that you let her
escape?

Sab Than now turns. Tal Hajus takes an instinctive step back,
as Tars Tarkas arrives in the doorway behind him.

SAB THAN

Who is he?

TAL HAJUS

Lord Prince--?

SAB THAN

The one who rides with her.

TAL HAJUS

He claims to come from Earth. We
captured him many months ago -- in the
Paktar Sea Beds.

SAB THAN

And you let him live?

TAL HAJUS

(a glare to Tars)

We thought he had worth as a warrior.
He is without your technology or skill,
but he has power.

The Prince of Zodanga marches forth. Hajus tenses...

SAB THAN

Your people exist at my pleasure. When
the war is over, you should wish to be
remembered well.

TAL HAJUS

We will find her, Lord Prince--

SAB THAN

Yes you will.

(beat)

Or you'll find extinction.

Hajus reluctantly lowers a knee, bowing, and Sab Than strides
past. His armor DE-MATERIALIZES, turning him into a vanishing
HEAT-MIRAGE at the door. Gone.

In his wake, Hajus rises. Stares daggers at Tars Tarkas.

EXT. MARTIAN DESERT - NIGHT

Wind WHIPS fiercely as A BLOOD RED SUN rises over an endless sandscape. Dunes to the horizon. In the distance, two tiny THOATS trudge the sand. An injured Carter slumps behind Dejah, deathly weak...

DEJAH

(to Sola)

He's losing too much blood...

SOLA

There is no help in the desert. Let us ride without rest for the Saravak Pass. And pray.

Sola looks behind them, we can see the faint lights of Thark, miles distant across the angry desert night.

DISSOLVE TO:

EXT. DESERT - FROM THE SKIES - DAY

A MALAGOR with a THARK RIDER swoops over the desert, scouring for signs of them as it flies over a ragged ribbon of trench - - an exposed aqueduct, ceiling collapsed and long gone dry.

It soars on, over a contingent of Thark SOLDIERS on THOATS led by Tars Tarkas. A pack of TRACKING CALOTS lead them on...hooves pounding, following Carter's trail...

EXT. DESERT - DAY

A fierce SANDSTORM rages as Sola urges her thout against the gale. Suddenly, a feverish Carter FALLS! Dejah drops to his side. He's wracked with sweat and shivering, eyes shut...

DEJAH

SOLA!

Sola scrambles over, feeling his breaths rise and fall. She inspects his bandaged wound and then spots some scrub-plant thorn bushes in the sand, battered by the gale--

SOLA

Stay with him. Give him shelter. And keep him awake.

Sola then forges ahead into the sandstorm -- all alone.

INT. DESERT CAMP - DAY

A makeshift tent has been put up, with Carter and Dejah inside, huddled against the elements. Dejah brings a canteen of water to his lips...

...and sees, around his neck, his Army DOG TAGS. She reaches for them, tentative. Wipes the grime away to read his name.

CARTER
(delirious, slurred)
I want to tell you the truth...

She startles, releases his tags. His breath is ragged...

CARTER
The truth...about the future...

DEJAH
What are you talking about?

CARTER
This planet doesn't survive.

Dejah trembles, unwilling to believe it. Carter nods.

CARTER
The Barsoom I've known...has no life.
You won't win your fight.
(winces, shuts eyes)
I'm sorry...

Dejah edges back. Then grows resolute:

DEJAH
It's the future of all planets, isn't it? Yours too. So do you stop fighting for your survival today?

CARTER
Come with me...

She's surprised. His mind is drifting, delirium near...

CARTER
To Earth...
(with reverence)
There's all the water you could ever dream of. Rivers...oceans...

DEJAH
And is there no war?

Carter falls silent.

DEJAH

That is the world I dream of.

They trade a solemn look. Carter's fading fast...and as he loses consciousness, she tenses, clutching him--

DEJAH

No...stay awake...stay awake...

--and, without other recourse, presses her lips to his and kisses him. She holds it...but when she looks back...his eyes are shut. She takes his hand, feeling his pulse...

He's still alive. She then sees his NOTEBOOK poking from his pocket. She opens it up to the first page: "My name is Captain John Carter, United States Army, etc."

CARTER (V.O.)

I fought today alongside Tharks. I killed men who were strangers for a cause I don't understand or believe in. How it reminded me of home...

Still holding his hand as the tent buffets from the storm outside...she settles in...

INT. DESERT CAMP - NIGHT - LATER

Where Dejah continues to read his journal...as the DIAMOND STONE at her navel gleams in the dim light...

CARTER (V.O.)

I write tonight not knowing if these words will be my last. A princess of Mars has asked me to help her. And in return, she says she'll help me. I've no idea if she's telling the truth. But I have no one else to trust...

SOLA (O.S.)

Princess?!

The tent flap OPENS SUDDENLY as Sola peers in, with armfuls of cactus branches and an excited look:

SOLA

The storm has lifted.

Dejah emerges...to see that MOUNTAIN FOOTHILLS now loom near. They've crossed the desert!

EXT. MOUNTAIN PLATEAU - NIGHT

A CAMPFIRE crackles as Sola roasts an avian carcass, while the thoats munch on bramble.

Meanwhile, Dejah spreads CACTUS SLUGS on Carter's wound. They eat the infection, excreting juice and pulling the skin tight like a LIVING BANDAGE...as he winces badly...

CARTER

Ow! It feels like the knives are still in there!

SOLA

Don't touch. Let them work. Now eat. Regain your strength.

She brings food to Carter and Dejah. Dejah studies her:

DEJAH

Why are you helping us?

SOLA

I believe as you do -- that the wrong Thark leads us. Thark children were once raised by their parents, not the King. Now they are taught to kill before they even know their names.

CARTER

And before Hajus, it was different?

The question stops her. She stares off at the landscape:

SOLA

My parents' generation was the last to mate for love. Under Hajus, it was outlawed. Those Tharks who resisted, like my mother, fled to these mountains to raise us in secret. Until their hideaways were found.

DEJAH

What happened to her?

SOLA

She was executed. Like all the rest.

CARTER

And your father?

SOLA

He stayed in the city. He surely believes I am dead.

(MORE)

SOLA (cont'd)

But a few of us survived out here...
and returned to Thark when we were
grown. We blended in. Found our place.

DEJAH

You've never told your father that
you're still alive?

Sola shakes her head solemnly.

SOLA

He would not want to know what I had
lived to witness. That he is the
greatest soldier for the Thark who
destroyed our lives.

CARTER

(realizes)

Tars Tarkas...

DEJAH

Your father is Tars Tarkas?!

Sola regards them. Nods. Then, to Dejah:

SOLA

You should never have come, you see.
Because he's forgotten -- we've all
forgotten -- what's worth fighting for.

EXT. MARTIAN DESERT - NIGHT

Where Tars stares grimly over the sands. He leads a search
patrol of twenty THARKS on thoats...as two Zodangan ASSAULT
FLIERS roar across the sky overhead--

MAJOR JAKKAL

Zodangan search planes! They've
crossed into our territory!

TARS TARKAS

It's only ours until they want it. Keep
searching. No rest.

EXT. MOUNTAINS - NIGHT TO DAWN - BEGIN MONTAGE

Carter, Dejah and Sola trek the jagged mountains, navigating
treacherous trails. Carter gains strength as they go.

Approaching a steep climb, their thoats falter. They won't make
it up the incline. The group trades a look -- and Carter
removes the animals' harnesses and reins--

CARTER

Welcome home. You're free...

--and slaps their flanks, sending them into the wild.

EXT. A JAGGED ROCK FACE

The threesome climb. The route is precarious, but Carter starts to climb with confidence now, with Dejah behind him--

--till her footing gives way and she slips, sliding down rocky scree right past Sola--

--just as Carter FREE-RAPPELS from above her, landing below Dejah and catching her just in time before she slides over a perilous drop. And off their shared, grateful look...

EXT. TOP OF PEAKS - PRE-DAWN - END MONTAGE

Sola scans the route ahead with a digital spyglass, seeing contrails in the sky. She motions they should wait...

...and as Dejah looks for Carter, she finds him sitting on a rock ledge, staring at Earth. A moment alone...

CARTER

Why did he come for you? Sab Than. He was willing to fight all of Thark by himself. For you.

DEJAH

Not for me.

Dejah considers...and finally unburdens the truth...

DEJAH

For the key to the Atmosphere Plant. It's the secret my family is sworn to protect.

CARTER

And what if he's right? What if inside the Plant there is a way to change the planet's fate?

DEJAH

If you could give one man control of Earth -- the weather, the tides, the oxygen -- would you? Would you trust that to anyone? Is that what its maker intended?

Carter nods, muses. Dejah holds the stare.

DEJAH

We could use a soldier like you.

CARTER
This isn't my war.

DEJAH
For the fate of the world?

CARTER
Your world. Not mine.

Too harsh. Dejah looks away, stung.

CARTER
I'm sorry.

DEJAH
So am I, John. For the truth I didn't
tell you...
(beat)
Your friend the Earth Man is dead.

Carter reacts, standing suddenly...

CARTER
What are you talking about...

DEJAH
The tags you wear around your
neck...I've seen them before. Your
radio, your clothes -- I've seen them
all. They rest in a museum -- in my
city. With the skeleton of a man.

CARTER
That's impossible...

DEJAH
The name on the tags is James Powell.

Carter stops still.

DEJAH
He was found buried in the Paktar Sea
Beds. Over a hundred years ago.

CARTER
He traveled here ten minutes before I
did!

DEJAH
Ten minutes on your planet. It is you
who say you traveled through time.

(beat)

(MORE)

DEJAH (cont'd)

In the museum, he's our most famous exhibit. He's known as the "Proof." That there is life on other worlds.

CARTER

Why didn't you tell me...

DEJAH

Would you have helped me if I had? I said I'd help you find him. And I will.

She starts toward him...

DEJAH

You came for your friend but you're a century too late.

CARTER

I trusted you.

DEJAH

I want you to.

She reaches a gentle hand; he recoils from her touch.

CARTER

Red men, green men, you're all the same. You want a soldier for your army -- to run, to fight, to kill. No one asks what I want--

DEJAH

You're not alone--

CARTER

I AM ALONE!!!

A silence. Hurt, anger and despair.

DEJAH

There's a place for you in Helium -- with my people. With me.

He meets her eyes...and turns his back on her. It's all too much for him. She lets her gaze fall.

DEJAH

Then may you find your way home, John Carter... Where the wars are your own.

She walks away. Leaving him staring at his distant home planet...forever out of reach...

DISSOLVE TO:

EXT. BORDER RIDGE - DAY

The trio marches on, with Carter now far ahead. Sola trades a look with Dejah -- why does he walk alone today? Dejah shakes her head, feigns a mystery...

...and as Sola and Dejah ascend a ridgetop, they find Carter has stopped in his tracks. At the gruesome sight of--

TWENTY THARK HEADS ON PIKES

Of tall, charred wood. The BONES of Thark arms and legs hang like wind chimes from cross-beams. Some RHINO VULTURES fly off, cackling. It's like a macabre fence of scarecrows.

Beyond the pikes is a dark, foreboding trail leading into a TOWERING PETRIFIED FOREST.

Sola stops, shaken, chilled by the sight...

SOLA

The Ohn Tokk Wood. Warhoon country.

Carter exchanges a look with Dejah.

DEJAH

Compared to them, the Tharks are philosophers.

SOLA

And compared to a Thark, princess, you are a light snack.

Suddenly, a HORN'S ECHO filters up from the rocky valley they ascended from. Carter springs back to the ridge's edge, scanning with the digital spyglass--

--until he spots a COLUMN OF THARK RIDERS, many miles distant, snaking across a far ridge.

CARTER

Riders. Looks like a Thark search party. I'd say a day away--

WHEN SUDDENLY--

A terrifying SHRIEK as A FEARSOME SHAPE SPRINGS UP in front of Carter's face! He's knocked backward as he sees the hissing, gnashing jaws of a...

WARHOON WARRIOR

--rise from the rocks before him. The brute is adorned with crude ANIMAL-BONE ARMOR and heavily tattooed with tribal markings, and before Carter can react, the Warhoon flashes a STINGER WHIP--

--which wraps around Carter's neck, choking him! Carter aims his pistol, but the Warhoon snaps another WHIP, snaring his arm. The gun falls. A third WHIP snares a leg -- a fourth WHIP snares his other leg. Sola rushes to his aid--

AS TWO BARBED BOLTS ARE SHOT INTO HER BACK

knocking her down. Dejah spins to see FOUR ARCHER WARHOONS march over the rise beyond the pike-fence, with fierce CROSSBOWS aimed! Sola struggles up--

--and four more BOLTS drop her to the dust. Dejah rushes for her sword, snaring it and turning--

TO SEE TWENTY WARHOONS APPEAR

over the rise, surrounding them in every direction!

CARTER

Dejah--!

--as he reaches out a hand and she throws him her sword--

--just as the Warhoon swings him with the whips toward a RAVINE CREVASSE. Carter manages to slice three of the whips free, grabbing the fourth and JERKING IT with all his might--

--which sends the surprised Whip Warhoon SKYING over the edge, PLUMMETING into the crevasse to his death. Carter scrambles back atop the ridge--

ONLY TO FIND HIMSELF SURROUNDED

He and Dejah stand back-to-back, with wounded Sola trapped nearby...as the Warhoons close in on them. In what they all believe are their last moments...

DEJAH

I'm sorry, John Carter. For everything.

...and as a bittersweet look passes between them...suddenly a DEEP RUMBLE sounds from above...and all look skyward to see--

SAB THAN'S BAT-SHAPED BOMBER

Now darkening the sky above, as it zeroes in and swoops toward ground. The Warhoons part to clear a landing area--

--as the ship DOCKS, amidst exhaust vapor hued crimson by landing lights. A HATCH opens and out march Zodangan SOLDIERS, flanking Sab Than in his magnificent armor.

SAB THAN
Dejah Thoris. At last.

He reaches them...and studies Carter...

SAB THAN
And you.
(beat)
I waited years for you. And then I forgot.

Carter stands his ground, as the Zodangan Prince now removes his hawk-like helmet...to reveal THE RED-SKINNED FACE OF CAPTAIN JAMES POWELL. Carter's in total shock...

...as Powell grabs him in a forceful embrace. He claps Carter's shoulders, beaming:

POWELL AKA SAB THAN
Beats some pretty red rocks, doesn't it?

Carter staggers, looking to Dejah...

CARTER
Powell...

DEJAH
Your friend? The Earth Man? No, he's--

POWELL
A skeleton in your museum? That's the Zodangan who first found me -- in the desert, over a century ago. I took his life and left mine.
(touches his red face)
It's the atmosphere, Carter. In time, it'll change you. Extend your life to.

Powell nods to a black tribal marking on his throat, which obscures a raised SCAR.

POWELL
That fall in the crevasse cut me open. Voice has never been the same.
(a wry smile)
Then again...what has?

CARTER
You started this war...?

POWELL

Like we always said, Carter. Finally found something worth fighting for.

DEJAH

For murder! You've killed millions!

POWELL

This planet dies. You know it and know it. Someone had to tell them. Someone had to try and save it.

DEJAH

You?! You will bring its death!

She suddenly charges him -- only to be grabbed by Carter. It's instinct. He holds her firmly -- and Powell nods a thanks. Dejah looks to Carter with betrayal...

POWELL

Where is the key to the Plant, Princess?

Suddenly, Sola breaks free from the Warhoons and CHARGES... and Powell instantly spins with his radium pistol--

CARTER

James, wait--!

--as Carter steps in front of Powell's gun. Powell can't open fire. Then Carter spins on Sola--

CARTER

Don't, Sola! Stop! Please...

--and Sola stops short of her attempted attack...as Zodangan forces now hold her fast. Powell narrows his eyes at Carter's actions...and turns back to Dejah:

POWELL

Everything you love will die...unless you tell me where I find the key.

DEJAH

Everything I love will die...when I do.

Carter stands conflicted...as Powell turns to his soldiers:

POWELL

To my ship.

They haul Dejah away to the ship. Another group hauls up Sola too. Powell regards them, rueful:

POWELL

Half this planet's run by savages. And the other half, philosophers. This world was desperate for men. Like you and me.

INT. BOMBER - POWELL'S CABIN - DAY

Powell leads Carter into a well-appointed room -- with military charts on tables. Plates of food and drink.

POWELL

Now as for "James," you'll need to stop with the "James." It's "Lord Prince," that's how they like it. You'll have your own title too. It's incredible, isn't it? What gravity allows us to do?

CARTER

On Earth...it was only ten minutes...

POWELL

I landed like you did, in the Paktar Sea Beds. They were home to Zodangan villages then -- the poorest people on Mars. They took me in as one of their own. With my skills, I made a natural leader...and when I told them of their planet's fate, the word spread. And more villages started to follow.

CARTER

Sab Than. The Desert Prophet.

POWELL

Imagine it. An "Atmosphere Plant." Imagine all life on Earth run by an ancient computer -- causing famine, floods, global warming, all of it. What if all that could end? If we simply opened the computer and changed the program?

CARTER

What if it can't be changed?

POWELL

You've spent too long with the Princess.

CARTER

What if changing it destroys the computer?

POWELL

We're men of action, Carter!

CARTER

It's not our place to play Gods.

POWELL

"Play" Gods?! WE ARE GODS!

He roars it, with megalomaniacal amusement. Carter remains stone-faced. Powell's smile fades:

POWELL

What did we ever fight for on Earth?
Religious strife, border disputes, oil
supplies. I'm talking about whether or
not a whole world survives!

(a heartfelt plea)

You're here now. We need you.

CARTER

We need to go home is what we need.

POWELL

I've been here for one hundred and
thirty years, don't you think I've
searched? There are no portals on
Mars. My army's mapped every mile of
it. This is the only home we have
left!

He indicates his opulent cabin quarters...

POWELL

For fifteen years, we fought for
others. You've never known what I've
known. What it's like...to be a
leader. To be revered.

CARTER

I know now.

POWELL

We were looking for treasure, John.
You can't fault me for finding it.

His stare darkens. Carter shows no signs of taking his side.

POWELL

You're either with me or against me.

CARTER

What happened to you...?

POWELL

I'll leave you to the Warhoons unless
you're with me.

CARTER

I thought we were friends.

POWELL

We were. But that was a short time in
my life. And a very long time ago.

(beat)

We're both Gods here John. And if
you're not with me, there's only room
for one.

EXT. BORDER RIDGE - DAY

The Warhoons crowd around a bound Carter, as he's escorted off
the ship. He strains for one last glimpse of Dejah (thru a
window) as Powell's ship closes--

--and off the fear in their eyes--

--Carter raises a hand in farewell--

--as Powell steps to Dejah's side, with a sad, bitter gaze--

POWELL

Goodbye, my friend.

As the ENGINES ROAR to life, Carter's surrounded by Warhoons,
with the Leader scrutinizing his features...with interest. And
then a RIFLE BUTT comes crashing down and DARKNESS.

CUT TO:

INT. DUNGEON CAVERN - NIGHT

WAR DRUMS and FIERCE CRIES are THUNDERING from somewhere...

...as Carter's eyes flicker open. He struggles up to find
himself in a filthy cage made from the RIBS of zitidars. Inky
black stalactites and stalagmites dot this cavern.

He winces at his torn wound, which he tears away to reveal an
ugly swollen bruise. It's nowhere near healed.

Suddenly, there's a COMMOTION ahead. Four THARKS, in chains,
are hauled in by WARHOONS and thrown into a cell...

TARS TARKAS (O.S.)

Some of my best soldiers.

Carter spins. From the cage next to him, Tars Tarkas steps from the darkness. All four of his arms in chains.

TARS TARKAS
And all for you.

Their cages separate them. Still, Carter steps back...

TARS TARKAS
I swore I would kill you, Jonn-kata. It is a promise I will keep.

CARTER
What is this? A prison?

TARS TARKAS
The Warhoons take no prisoners.

The WAR DRUMS build in volume. Faint screams from somewhere.

TARS TARKAS
What did you want that the Tharks failed to offer you?

CARTER
My freedom. Have you never wanted that?

Tars stares darkly.

CARTER
I hear you were once an honorable people. Led by more than just shame and fear.

TARS TARKAS
A Thark fears nothing!

CARTER
Your King fears everything. He separates children from their parents, so they have no one to fight for but him. He educates his people in battle alone. And he trusts no one who's not a Thark.

TARS TARKAS
As he never trusted you.
(beat)
Unlike me.

Suddenly, the ROAR OF A THOUSAND WARHOON echoes through the caves. The WAR DRUMS pick up the pace. Tars tenses:

TARS TARKAS

They're coming...

EXT. WARHOON GAUNTLET PIT - PRE-DAWN

Four huge WARHOON GUARDS march Carter and Tars up a mine- shaft incline. One of each man's legs are now connected by a ten-foot chain. WAR DRUMS pounding up ahead--

--as they emerge at one end of a football-field pit of LAVA ROCK. Uneven terrain, dotted with smoking FUMAROLES and burbling TAR PITS -- all bordered by towering SPIRES OF BONE, like a giant ribcage rising from the rock.

And it's surrounded by HUNDREDS OF WARHOONS, drunk and wild. The event has the rowdy, illicit atmosphere of a cockfight -- on a grand scale. A BONFIRE along one wall lights the pit.

TARS TARKAS

It's called the gauntlet. Their idea of sport.

Carter and Tars are positioned inside a NEW CAGE, like a racehorse's starting gate. They're flanked by two other "teams" -- one a pair of HELIUM MEN, one a pair of THARKS.

TARS TARKAS

If you make it to the other side...you live until the next one.

Carter surveys the field: it's divided into three "sections," each marked with a natural ROCK PEDESTAL at the far edge. Each base has a large BONE-GRATE built into the ground before it. Atop the first pedestal are two SHIELDS, the second two AXES, and the third -- a single BROADSWORD.

CARTER

And all we have to do is run?

TARS TARKAS

You will want to.

Suddenly, all the Warhoon drums suddenly STOP. And in the silence, the Warhoon Leader raises a cudgel and BELLOWS!

AS SUDDENLY THE CAGE DOORS SNAP OPEN!

And the three "teams," Tharks, Zodangans and Carter & Tars are released into the arena! Ahead, the first BONE-GRATE unlocks, splitting inward--

AND ALLOWING A PACK OF CALOTS TO CHARGE OUT

hurtling headlong for the teams! Nothing like Woola, these are wild, mangy and starved as--

--BAM! Carter gets DECKED by the Thark team and trampled -- his chain goes taut and Tars hits the dirt. Angrily:

TARS TARKAS

Such a waste of my training.

The snarling wild calots are halfway to them...

...as the pair of Helium Men hit the calot line -- as the lead Man is SNATCHED up and driven backward. His teammate dives low as the calot leaps over him, DEVOURING the first -- and snapping him free of the linked chain.

Other calots COLLIDE with the Tharks, who are wrestled down, but manage to hurl the calots off and run onward--

--while the lone Helium Man scrambles up the first rock pedestal, about to grasp the SHIELD -- only to have his trailing chain SNARED by a Thark. The Tharks pull him back, hurling him aside--

--as Carter and Tars see the ten CALOTS all charging them!

TARS TARKAS

To the death, show no fear--

--as, unseen by him, Carter charges at Tars, and just as Tars half-turns his way, Carter collides and GRABS HIM FAST--

AND TANDEM-LEAPS INTO THE AIR

SKYING RIGHT OVER the calots to land in a heap beyond! As the ten calots reverse course, they scramble up--

TARS TARKAS

Ah. Some training after all.

--while the Tharks pluck the SHIELDS from the pedestal, triggering the next BONE-GRATE ahead to collapse in--

AND TWO TIGER-LIKE BANTHS CLAMBER OUT

Giant, ten-legged carnivores, with thickets of razored teeth and gleaming red eyes. They lumber toward the scent of prey.

TARS TARKAS

Banths. Very bad...

As Carter and Tars watch the calots behind them DEVOUR the last Helium Man, the Tharks CHARGE the banths, shields ready--

--until the Thark in the rear raises the razored-edge of his shield and SLICES it across his partner's neck! His partner falls. The Thark SLICES again, severing his ally's foot--

--and with both shields, the betrayer Thark CHARGES the banths, pile-driving them with the SHIELDS and blasting a path through their snapping jaws. He's past them!

And as one Banth lumbers to DEVOUR the helpless other Thark, the second CHARGES Carter & Tars! Carter nearly loses his balance...on the edge of one of the boiling TAR PITS--

TARS TARKAS

Stand your ground.

When Carter tries to run, Tars holds him firm. Alarmed, he sees the Banth lunge at them, jaws wide--

--as Tars suddenly HURLS Carter to the right and dives to the left, pulling their chain taut in mid-air--

--as the Banth CRASHES JAWS down upon...the chain! Splitting it! Carter and Tars are freed! The Banth whirls on Carter, who DIVES and ROLLS, evading snapping jaws. But the Banth's TAIL whips around, knocking Carter onto his back!

The Banth lunges jaws again...and Carter GRABS two of its front fangs! Blocking the Banth, struggling in place--

--and then with all his strength, PUSHING IT BACKWARDS. Like a blocking sled, he edges the Banth toward the tar pit right behind it. The Banth shrieks, whipping its tail--

--but it can't reach Carter, as Carter drives him into the boiling oil sludge tail-first. With one last leaping heave, Carter upends the Banth -- BAM! -- onto its back--

--and leaps off as the screaming animal gets CONSUMED by the smoking sludge. Carter looks to Tars...who nods approval.

Up ahead, the lone Thark reaches the second pedestal and the SPEARS -- which trigger the final BONE-GRATE to retract--

AND A HULKING FOUR-ARMED SIMIAC

climbs from his subterranean cage. It's one of the "Giant Apes" Carter fought at the Incubator, but this one is gray and twice their size. He has dragon-like scales, dirty, scarred and feral. He's the Warhoons' prize fighter.

CARTER

These guys. I hate these guys...

The lone Thark is now armed to the teeth -- with two spears and two shields. He's ready for the Simiac's CHARGE--

--and as he hurls his spears, PIERCING the Simiac, it never slows, grabbing all four of the Thark's arms and SNAPPING them off. He then grabs the shocked Thark by the torso--

--and shovels him into his mouth like a living hot dog. The Simiac wolfs down the Thark in seconds flat. He plucks out the spears like they're splinters...

...and then his gaze finds Carter and Tars.

CARTER

Killed one once, didn't I?

TARS TARKAS

Yes. But that was a girl.

At the sight of the Simiac, the remaining Banth and Calots skulk away, cowering. The Warhoon crowd GOES WILD...

BACK IN THE GAUNTLET PIT

Carter spies the huge BONE SPIRES bordering the pit, an idea forming. He spots the sword on the final rock pillar...

CARTER

We're in this together, aren't we?

Tars says nothing...as they lock eyes--

CARTER

I need that sword.

--and the Simiac CHARGES! Carter grabs the two SHIELDS from the fallen Thark-limbs. He LEAPS ASIDE as the Simiac swipes--

--and lands near the BONFIRE WALL bordering this section of the course. Carter dips the shields in a TAR PIT and then touches them to the bonfire--

--and the SHIELDS are aflame! He now stalks the Simiac -- and as it throws FISTS, Carter blocks them with the FLAMING SHIELDS, causing the beast's paws to catch fire!

But the Simiac seems unfazed, hurling now-FLAMING FISTS at Carter. Each impact knocks Carter yards backward, forcing him to scramble up. His shields go flying--

--as with the diversion, Tars has a clear path to the pedestal. He scrambles up, grabbing the SWORD.

TARS TARKAS

Jonn-kata!

He hurls it...and Carter leaps, landing beside a tar pit and dipping the blade in tar just as the Simiac's upon him--

--and Carter meets its flaming fist with the sword -- which catches the SWORD AFLAME! With both hands, Carter slashes and parries, fending off the beast's blows--

--and then leaps straight up, to eye-level, and SLASHES OUT the Simiac's eyes with a last FIERY SWING.

Blinded, it HOWLS, stumbling back...right into the BONFIRE WALL! Its whole body LIGHTS UP, consumed by fire--

--as its arms flail -- BAM! BAM! -- colliding with one of the tall bone spires...and cracking it...

CARTER

Is that all you've got! IS THAT ALL YOU'VE GOT?!

--and as the dying Simiac continues flailing and battering--

THE CURVED BONE SPIRE CRACKS FREE

Toppling backwards like a tree felled at the trunk...to BRACE against the side of the gauntlet pit! Like a ramp out!

CARTER

Go, go, go!

Seizing the chance, Carter and Tars race up the bone spire--

EXT. ROCK BADLANDS - ABOVE THE PIT

--and find themselves on a table-land with a some mangy THOATS and ZITIDARS tethered to a makeshift hitching post. Tars pulls Carter to a sudden stop...and directs his gaze...

EXT. GAUNTLET PIT - MOMENTS LATER

Furious Warhoons CHARGE OUT of the pit, scaling ladders, only to be brushed back by the FLAPPING WINGS of a MALAGOR--

WITH TARS AND CARTER AT THE REINS

As they evade the RIFLE BLASTS of the vanishing Warhoons--

CARTER

Thought you were gonna kill me.

TARS TARKAS

First things first.

--as they soar ever-higher, to give us a new vantage of the Gauntlet Pit...where all those bone-spires form the RIBCAGE of a GARGANTUAN SKELETON. A prehistoric MARTIAN WHALE.

BACK AT THE PIT'S EDGE

While Warhoons roar with rage, they charge across the table-land -- and then several suddenly COLLIDE and fall back--

--as if they've hit something invisible...which they have. A RIPPLING HEAT-MIRAGE turns into a ZODANGAN ASSAULT FLIER as its engines FIRE. Two PILOTS have been lying in wait--

ZODANGAN PILOT

Alert the Prince.

EXT. MARTIAN CANYONS - DAY - LATER

Towering cliffs of rock, miles high, flank a long-dry riverbed...as the Malagor SOARS through a narrow pass...where there are ominous STORMCLOUDS on the horizon...

...and now the Malagor suddenly SHRIEKS, tugging at its reins. Tars struggles to keep it flying level--

CARTER

What's wrong?!

Tars' eyes narrow, at the darkening skies:

TARS TARKAS

There's something...out there...

And as they stare at the OMINOUS CANOPY ahead, they watch the image ripple slightly, as if there's a MIRAGE in front...getting closer...the mirage of a small airship...

TARS TARKAS

GET DOWN!

AND SUDDENLY BLUE RADIUM BOLTS OPEN FIRE

from nowhere! The Malagor dives low, evading as the ASSAULT FLIER zips past, again MATERIALIZING INTO VIEW--

--as do its two Pilots at the open-air ship's controls. Their ship BANKS in pursuit of the Malagor.

TARS TARKAS

It is a Zodangan Assault Flier! We will never outrun it! We have to get to the clouds!

EXT. MARTIAN SKIES - IN DARKENING CLOUDSCAPE

The Malagor SOARS into the ominous clouds, wisps of heavy gray. Winds whip harder here, buffeting them all.

CARTER

You're taking us into a storm!

TARS TARKAS

They will never follow! This is no storm, Jonn-kata -- it is where all our weather starts!

CARTER

(in amazement)

The Atmosphere Plant?!

Tars nods. They look back to see the Assault Flier sweep through rumbling clouds, DIVING toward them.

CARTER

And they'll never follow, huh?

The Flier OPENS FIRE -- as RADIUM-BOLTS rip into the Malagor's WINGS, shredding and smoking them! The creature WAILS, as Tars drives it through more clouds--

--as they watch the diving Flier DROP AWAY and disappear into the gray cirrus below--

TARS TARKAS

Take the reins! Pull these to dive -- on my signal!

CARTER

What about you?!

Tars weighs him with a grudging smile:

TARS TARKAS

On my signal...

He edges out to the Malagor's wing, and spots a GLIMPSE of the Assault Flier through the clouds below--

TARS TARKAS

NOW!

--and Carter pulls hard on the low reins, forcing the Malagor's chin down and DIVE-BOMBING--

--to FLASH RIGHT PAST the Assault Flier as Tars LEAPS OFF--

AND TACKLES THE PILOTS ABOARD THEIR FLIER

to their shock, as Tars' four arms sweep them all overboard, as they FALL THROUGH THE CLOUDS, guns firing--

--while Tars just barely manages to hang on to the side of the Flier, which wobbles badly, going down--

AS ABOARD THE MALAGOR

Carter loses sight of Tars. He's hit by a GUST of turbulence as the Malagor WAILS, its strength giving out. Carter tugs at the reins, but the beast stops flapping--

CARTER

No! Hang on! C'mon, HANG ON!

--as they cut through the clouds, lower and lower, until suddenly huge DUNES OF BLACK SAND rise up dead ahead...and the Malagor CRASHES to Earth and the whole world goes DARK!

EXT. MARTIAN VALLEY - DAY

ANGLE SOARS above the BLACK SMOKE and RUBBLE that once was a small Helium farming community. Destroyed by Zodanga's forces. A ribbon of REFUGEES trudges across the land...

INT. POWELL'S AIRSHIP

...as Dejah watches from the window of Powell's quarters. He sits in his captain-like chair:

DEJAH

Tell me, "James Powell." What sort of man sends his friend to his death?

POWELL

You send an entire people. Their fate is sealed -- and yet you ask them to fight.

DEJAH

I ask them to follow their conscience.

Powell rises and approaches her as she presses...

DEJAH

For millennia, our meager resources have been shared among us all.

(MORE)

DEJAH (cont'd)

We've rationed and conserved. And then you arrive...to say no such sacrifices must be made.

(beat)

Despite the fact you have no proof.

POWELL

I will. Once I have your key.

He stands close. She holds her ground.

POWELL

Wherever it's hidden, you will tell me. The war ends the moment you do.

He reaches for her hand, raises it...and presses his lips.

POWELL

I taste blood on them, princess.

He exits, leaving her alone at the window. She stares out again at the column of refugees...and places a hand to her stomach, lifting the edge of her clothes--

--to reveal that the gold royal crest that pierces her navel is empty. The inset DIAMOND STONE is gone.

EXT. MARTIAN ASH BADLANDS - DAY

STORMCLOUDS surround...with FLASHES OF HEAT LIGHTNING on the horizon, as amidst dunes of VOLCANIC ASH...rests a dead Malagor, half-buried.

From beneath one of its wings... struggles a battered, ash-covered Carter. But he's alive. He surveys the clouds...

CARTER

Tars Tarkas?! TARS TARKAS!!!

But only wind HOWLS back. So he crawls up the dune...where he's confronted with a black desert vista...

EXT. ASH BADLANDS - DAY - MONTAGE

From a high vantage, Carter trudges ahead through FIERCE WIND and SWIRLING BLACK ASH -- impossibly harsh conditions. The THUNDER is ominous and constant...

He keeps struggling onward, as FORKS OF LIGHTNING connect with an ash dune peak in the distance...

In the midst of the tempest, he falls to his knees, bracing his body, pounded by SWIRLING ASH...as he starts to crawl forward, hand-over-struggling-hand...

EXT. ASH BADLANDS - DAY - END MONTAGE

Carter's eyes snap open, battered by the gale. He's collapsed from exhaustion. And yet a mere few yards ahead...

THERE'S A SINGLE BLUE FLOWER

poking out of the ash. Weakly, Carter pulls himself toward it, and as he reaches for the flower--

--his hand passes through a curtain of ash...to touch the flower on the other side. Where the air is still.

Carter drags himself forward, through the weather "curtain"--

TO FIND HIMSELF IN A FIELD OF BLUE FLOWERS

In a grassy expanse, utterly calm, and towering above him--

IS THE ATMOSPHERE PLANT

A GIANT COLUMN of twisting white clouds rises three miles into the air from it, feeding the very atmosphere of Mars. It's like the eye of a hurricane. Storm winds swirl all around it, but here -- on the inside -- all is calm. The sheer metal edifice has no doors, no windows. No way inside.

Awestruck, Carter staggers to the wall of the building -- which covers four square miles and towers two hundred feet. He sinks to the ground, exhausted...

CARTER

The whole war...over this...

He laughs ruefully, delirious from his trek. His laughter convulses his body -- he winces, holding his wound. And then he keels over. The wound is really hurting him now--

--and as he looks down, he sees a STRANGE GLOW coming from his side, like a hot coal inside his skin, as his scar starts to split apart. His flesh grows WHITE HOT--

AND A WIDE BEAM OF BLINDING LIGHT

SEARS out from his side, "projecting" on the wall of the plant like a CURTAIN OF ENERGY, which causes a DOOR-SIZED SECTION of the wall to RIPPLE INTO VIEW--

--and then the section of wall VANISHES as if it were never there, revealing a long silver corridor!

And the BEAM OF LIGHT cuts off, leaving a WHITE HOT INGOT in Carter's side as it slips free out of the wound--

--to reveal itself to be Dejah's DIAMOND STONE. It hits the ground and cools, all its energy receding.

Carter stares in complete amazement...

CARTER

The key.

INT. SILVER CORRIDOR

A long hall, with another RIPPLING "DOOR" at the end. It's like an airlock -- between a space where the laws of physics apply and another where they don't.

And as Carter walks through, clutching the "key" in his hand...his WOUNDS mysteriously heal, his skin is CLEANED of ash...and his limping gait becomes strong and sturdy...as he passes through the beckoning "ripple"--

INT. ATMOSPHERE PLANT

--into the plant itself. He finds himself on a balcony, overlooking a METROPOLIS-SIZED EXPANSE OF MACHINERY. It extends for miles ahead, miles above and miles below.

And as he turns to where he expects the "door" to be, he finds it extends for miles behind him.

A VOICE (O.S.)

Welcome, John Carter.

Carter spins back to see a TINY OLD MAN in a cloak, inches away from his face, seemingly hovering above the machinery chasm. He's impossibly aged, nearly mummified, but with a slightly enlarged head and features...and white skin.

CARTER

Who...are you...

THE OROVAR (V.O.)

The one who remained.

(beat)

On all our worlds, there is always one who remains.

Carter reacts, incredulous. The man's mouth has not moved. He speaks telepathically.

THE OROVAR (V.O.)

I am the last of the Orovars.

The little man hovers before him. Expressionless.

CARTER
You...you run the Plant?

THE OROVAR (V.O.)
It runs itself. I merely stay.

CARTER
Why?

THE OROVAR (V.O.)
In the event we ever must come back, I
must let the others know. That Mars is
safe. That life goes on.
(beat)
It is the same with your planet Earth.

CARTER
You know where I'm from...

The Orovar nods sagely.

CARTER
What else do you know?

THE OROVAR (V.O.)
That you wish to return.

With that, the Orovar waves a slow hand...

With a familiar HUM, a TRANSLUCENT PEDESTAL rises from the depths of the plant -- until it's level with their platform. Then a CANOPY OF RED FIRE-GEM CRYSTALS shimmers into view all around it -- just like the portal chamber in the cave.

THE OROVAR (V.O.)
Our pathways were never meant to be
discovered. Our worlds should never
have crossed.

With another wave, a HOLOGRAM WALKWAY, like a shimmering plank appears -- from the platform to the pedestal.

CARTER
Is that...my way home...?

THE OROVAR (V.O.)
Your way is of your own volition.

He motions Carter onto the holo-walk. Carter takes a step -- it's translucent and shimmering, but it's solid.

CARTER

I don't understand. If you Orovars can create worlds, create life...why don't you interfere? With the fates you've set in motion?

THE OROVAR (V.O.)

It is our science.

CARTER

And your planets are...experiments?

THE OROVAR (V.O.)

That we may one day know the essential nature...of whatever intelligence created us.

Carter advances, nearing the portal. But then...

CARTER

What will happen if Powell takes over the Atmosphere Plant?

THE OROVAR (V.O.)

To attempt to control it will be to destroy it.

CARTER

Then you'll stop him.

THE OROVAR (V.O.)

One does not stop an experiment.

CARTER

You'll just stand by? You'll just watch this planet die?

The Orovar stares patiently. As if dealing with a child.

CARTER

I helped start this war. You know that? It's my fault he's here.

THE OROVAR (V.O.)

In science, there are causes. There is no such thing as fault.

CARTER

Someone has to tell him! That all this can't be controlled! Someone has to stop him!

Carter stares at the diamond stone in his hand...

CARTER

What if the key remains inside the Plant?

THE OROVAR (V.O.)

It is one. It is not the only.

CARTER

Goddammit! Don't you know what's happening?! There's a war out there and millions are dying! Why won't you involve yourself?!

THE OROVAR (V.O.)

Why won't you.

He speaks without judgement. Carter despairs, looks to the portal. The beckoning crystals...the way home...

CARTER

And would I survive? Would she?

The Orovar says nothing.

CARTER

I'm one man. What can I do?

THE OROVAR (V.O.)

Yes, John Carter. Forever and always. That is the experiment.

With a heavy sigh, Carter sets his jaw...and steps to the pedestal. The crystal canopy begins to GLOW, and a HUM rises. The Orovar lifts a farewell hand...

The HUM grows deafening. The crystals BLAZE RED. And Carter's conflicted face is bathed in a BLINDING GLOW...

EXT. ATMOSPHERE PLANT - DUSK

The field of blue flowers is serene and still...as a pair of BOOTS step out from the plant. Carter emerges...

...and turns to see the Orovar in the RIPPLING "doorway."

CARTER

Never leave a man behind.

The little man hovers with a faint smile on his face. Scientific interest? Envy? Pride?

THE OROVAR (V.O.)

Look to the southwest skies.

And then the "doorway" turns opaque...and is a wall again.

Carter turns to the "curtain" of weather...starting to regret his choice...and now stares skyward, hearing faintly...

TARS TARKAS (O.S.)
 Jonn-kata, are you out there?! CAN YOU
 HEAR ME?!

EXT. ASH BADLANDS - IN THE SKIES

Amidst the stormclouds, the Zodangan Assault Flier HOVERS...with Tars Tarkas at the helm. He struggles to control the ship as his SEARCHLIGHT sweeps the dunes--

--and now illuminates Carter rushing into view, waving arms to signal. With amazement, Tars broadly smiles...

EXT. EDGE OF BADLANDS - DUSK

From the STORM CLOUDS, the Assault Flier SHOOTs away, flanked by flares of LIGHTNING...with Tars and Carter aboard.

Tars turns to see Carter staring at the receding storm.

TARS TARKAS
 What happened to you back there?

CARTER
 (a distant stare)
 I saw my future.

Tars turns back to the flier's controls, smoke pours from its underside as the engines STRAIN.

TARS TARKAS
 Why did you come back?

CARTER
 I saw a friend in trouble.

TARS TARKAS
 A...friend...

Tars frowns as if it's a word he's only heard about.

TARS TARKAS
 I have ten thoats, Jonn-kata; you may take your choice from among them, and I will accompany you to the nearest waterway that leads to Helium.
 (off Carters look)
 Tars Tarkas may be a cruel warrior, but he can be a friend as well.

CARTER

And what happens when you return to
Thark without me?

TARS TARKAS

Death, possibly, or worse.

(beat)

Is this not a choice "friends" make?

CARTER

Why do you fight for him?

The great Thark stops. Something registers.

TARS TARKAS

A soldier follows orders.

CARTER

From the Thark who killed his family?

Tars' eyes narrow suddenly.

CARTER

I know about her, General. How she
kept your name a secret. How she died
to save you and your child.

TARS TARKAS

No...you know nothing...

CARTER

I know you once fought for her. You
once fought for love.

TARS TARKAS

YOU KNOW NOTHING!

CARTER

I heard the story from your daughter
herself. From Sola.

Turning toward him, Tars suddenly stops as if shot.

CARTER

She's a prisoner of Zodanga -- along
with the princess. She believes in a
better way for her people.

TARS TARKAS

Sola?

Tars wears a distant, dark stare.

CARTER

On my planet, armies march for flags and leaders. But we fight for our family and our children. I know of no greater honor than that.

Tars looks as if he'll kill Carter then and there. But instead, he turns away...

TARS TARKAS

I have orders, Jonn-kata. To return to Thark.

CARTER

Then we go together.

Tars stops. Looks back.

CARTER

And you can watch one more life end for you.

Tars turns away and stares over the bow...at another Helium FARMING SETTLEMENT below -- all skeletons and scorched earth now.

And off the dark look in Tars' eyes...

EXT. CITY OF THARK - DAY

The Assault Flier SOARS across the desert. Atop a city wall, CANNON GUNNERS draw a bead...until they hear a distinctive Thark HORN. And now see Tars Tarkas at the helm...

INT. WAR COUNCIL ROTUNDA - DAY

The War Council is in session, with Tal Hajus slumped in his central pulpit. An elder Councilor is speaking--

THARK ELDER

But my King, the desert wells will not sustain us. And Zodanga refuses us fair rates of trade--

TAL HAJUS

Tharks will survive! We have always survived! Let the red men slaughter each other and we will remain--

Suddenly, the doors THUNDER open as a Thark GUARD races in--

THARK GUARD

A Zodangan ship--!

TAL HAJUS

A war council is in session--!

THARK GUARD

It is General Tarkas!

A MURMUR in the room. Hajus' face falls...as suddenly a THOAT rides right in to the council chamber, with Tars Tarkas and Carter his prisoner. Tars dismounts, hauls Carter down--

--spilling him to the floor, hands bound, before the council.

TARS TARKAS

He is found.

Hajus scowls to see Tars alive...but hides his displeasure.

TAL HAJUS

Then let us have his execution.

CARTER

I demand the right to speak.

TAL HAJUS

(to Tars)

Cut him apart. First his tongue.

Tars hesitates. Tal Hajus eyes' narrow with suspicion.

TAL HAJUS

General Tarkas--

TARS TARKAS

He is still a Thark. Last words are his right.

Hajus glowers, feeling the stare of the War Councilors.

TAL HAJUS

Speak. Then you die.

Carter slowly stands, and faces the Thark audience:

CARTER

Soldiers of Thark...I've been one among you. I've fought shoulder to shoulder. You're a brave people and you love bravery, but is that all? Tal Hajus dreams of war -- of carnage and suffering. While you true warriors dream...of an end to it all.

(turns to Hajus)

You've made your people into an arsenal, not an army.

(MORE)

CARTER (cont'd)
You're merely weapons that kill --
without asking what you're killing for.

TAL HAJUS
For Thark!

CARTER
Which Thark? Who? Tell me just one
name. One Thark whose life matters
more than your own.

All await his answer. And he has none...

TAL HAJUS
What "one Thark"? All of Thark! Only
a child would mourn the death of just
one Thark!
(to Tars, rages)
Enough, Tarkas! Kill him! NOW!

But Tars doesn't move. His eyes are on Carter's.

TAL HAJUS
I SAID KILL HIM!

So Hajus himself draws four BATTLE AXES and LEAPS DOWN from his
pulpit, only to have Tars step in front of Carter:

TARS TARKAS
I demand Justice.

An astonished gasp from the room...

TARS TARKAS
I challenge you.

Hajus stares, stunned...as Tars pulls his own four swords. The
whole War Council is watching...

TAL HAJUS
Here is your death.

And Hajus charges.

Their weapons CRASH together, with thundering two-armed swings.
It's a meeting of veteran warriors -- despite Hajus' corpulence,
he's a worthy opponent. They strike and spin, powering steel
against steel--

--as their multi-limbs bash the BLADES back and forth. Hajus
charges like a wild bull, keeping Tars off-balance. He fights
like a Thark possessed, unbowed by any HITS that Tars lands.
He's starting to wear Tars down--

--and KNOCKS three of his swords from his hands with a ROARING sweep of his axes. Tars now holds a lone sword--

--and now glances to Carter, remembering their "fencing" lesson. Tars takes a balanced stance--

--and as Hajus gleefully CHARGES for the kill, Tars moves back on a single axis, PARRYING all four strikes with only one of his own. Hajus' last lunge leaves him off-balance--

--and Tars now ATTACKS, lunging forward, moving Hajus back on his heels, seizing an opening, SWEEPING his sword--

--and he CUTS OFF the King's head. The rest of Tal Hajus slumps to the floor.

A shocked silence in the room.

Then Tars turns to face the assembled THARK OFFICERS...and as he does, they all kneel. For him now.

Tars regards the elders of the War Council. They bow their heads in deference too.

THARK COUNCILLOR

It is Justice...my King.

Finding Carter's eyes, Tars gets a nod of gratitude and respect. And Carter kneels too.

CARTER

We await your command.

EXT. GATES OF THARK - DAY

Tars Tarkas clammers atop the ruined gates, where HUNDREDS OF THARKS have assembled, with more coming, as news of their new King spreads. There's excitement in the air...

...and from around a corner, a calot comes running at full-speed, just as Carter turns in amazement--

CARTER

Woola...?!

--as Woola, alive and well, tackles him to the ground, slurping him with a grotesque tongue! He's streaked with SCARS from the radium bolt. But loyal and overjoyed...

CARTER

Yeah, okay, okay -- I'm happy to see you too, yeah, all right...

And as he struggles up, Tars address the growing crowd:

TARS TARKAS

Soldiers of Thark! Our planet has long been dying, yet forever have the Tharks survived! And forever more we will. But only if Zodanga falls. For they fight for a fantasy...that will destroy us all.

(beat)

The peaceful people of Helium shall never defeat Zodanga alone, nor will we, but together...there is hope.

He trails off, surveying the stone Thark faces. No signs of like minds. But still, he tries:

TARS TARKAS

Tharks have never made alliances, and this is not our war. I will not command you to go. However, any Thark who volunteers...

He looks to Carter below, in the gateway:

CARTER

...we'll take him.

A moment's silence, and then one of Tars' senior officers, Major Jakkal, steps up beside Carter.

MAJOR JAKKAL

We will take him.

And then a boyish young Thark Captain joins the group...

THARK CAPTAIN

We will take him.

...and now the words start to spread into the crowd, like a rallying cry, as swords are lifted...

THARK SOLDIERS

We will take him./We will take him! We will take him!/WE WILL TAKE HIM!

And as the cries build to a deafening THUNDER, with swords and pikes thrust into the air, Tars meets Carter's eyes...

EXT. ZITIDAR MOSQUE - DAY

The great doors are thrown open, casting light on the mighty pack-animal ZITIDARS as THARKS rush in to prepare them.

INT. WEAPONS MUSEUM ROOM - DAY

THARKS swarm the weapons cases, piling armfuls of blades, guns and armaments. Girding for war.

EXT. PLAZA LANDING - DAY

BLACK-AND-GREEN FLAGS whip in the wind -- standards held by SIX THARK RIDERS on thoads. Tars paces before them, with Carter and War Councilors nearby:

TARS TARKAS

Our city alone will be no match. There are six other tribes of Tharks amidst the desert. You must enlist as many as you can.

THARK COUNCILLOR

They have never fought under a common flag, my King.

TARS TARKAS

It is not a flag they will fight for.

He spins back to the contingent of riders, bellowing:

TARS TARKAS

Tell them Tars Tarkas will be the first into battle! With or without them! For he would rather fight and die, then to wish that fate upon his children! Tell them the great city of Thark fights for no flag, but for our mothers and fathers, our daughters and sons! MAY WE ONCE MORE PRAISE THEIR NAMES!

He raises high his sword...and the riders SPUR their mounts, galloping off with vigor and purpose.

EXT. DESERT BEYOND THARK

The SIX RIDERS gallop out of the city gates, immediately fanning out to ride in different directions...charging and vanishing into six furious clouds of sand:

EXT. WAR PALACE PLAZA

Carter, Tars, Jakkal and other officers stride into the plaza to see A THOUSAND THARKS standing in formation.

TARS TARKAS

March them for Helium by the Kabar Pass. Save your best fifty for me. We take the Old Canal Road.

JAKKAL

But that leads to Zodanga...

Tars nods to Carter, then addresses his officers:

TARS TARKAS

Jonn-kata has a friend to find.

(beat)

And I have a daughter to save.

EXT. SKIES ABOVE ZODANGA - DAY

Zodangan CARRIER SHIPS and FIGHTERS take off for the front, leaving the murky city...as ANGLE closes on its castle...

INT. CASTLE ZODANGA - WAR ROOM - DAY

Officers and soldiers are busy with maps and screens -- of LIVE IMAGES of the Assault on Helium. Its patchwork force shield is severely damaged. The bombardment is relentless...

...and on the room's bridge level, Dejah sits prisoner, watching the destruction with tears in her eyes. To the side sits Sola, heavily chained and flanked by GUARDS.

POWELL

How much more death are you willing to witness, princess?

DEJAH

One.

She stares daggers. Powell smiles thinly. He motions to a TECHNICIAN, who brings up on-screen images of three floating Helium AIRSHIPS, apparently taken captive.

POWELL

We captured these refugee ships en route to your polar outposts. Tell me what I want and I will spare them.

(beat)

Where is the key?

Dejah watches the screen, says nothing. This destroys her...

POWELL

(to an Officer)

Detonate.

On screen, one of the refugee ships EXPLODES. Two remain.

POWELL

Where is the key?

Dejah shuts her eyes. A tear rolls down her cheek.

POWELL
 (to the Officer)
 Detonate.

On screen, the second refugee ship EXPLODES. One now left.

POWELL
 On Earth, there was once a great war --
 a war for the whole world. Do you know
 what it took to end it? The death of
 innocents. Of whole cities. And if
 that's what Mars requires ...
 (firmly)
 I only take your lives to save them.

More tears roll down Dejah's face. Powell turns to his Officer,
 to give the last command, when--

SOLA
 Princess!

DEJAH
 (hisses)
 Silence!

Powell stops. He studies the look that passes between them...as
 the revelation dawns...

POWELL
 You know...
 (incredulous)
 The Thark knows.

Sola looks wary. Dejah glares a look of resolve.

POWELL
 Tell me the key's location, Thark...
 and the princess lives.

Powell draws his sword and puts it to Dejah's throat.

DEJAH
 Silence, Sola! I command you!

POWELL
 Tell me.

Sola's torn. Dejah's stare is resolute. And as Powell presses
 the swordpoint, drawing blood...

SOLA
 Jonn-kata. Jonn-kata has the key.

And off Powell's astonished look...

EXT. OUTSKIRTS OF ZODANGA - GROUND LEVEL - DAY

A Zodangan FLIER passes, on patrol... as Woola pops into view from a ROCK OUTCROP. He surveys the distant thicket of "stilts" reaching high into the noxious clouds--

--and woola-woola-woolas that the coast is clear to Carter, Tars and the fifty-Thark STRIKE FORCE laying in wait. Tharks unfurl TENTED CAGES atop two ZITIDARS--

--to reveal MALAGORS inside. A way to reach the skies.

EXT. SKIES OF ZODANGA - MOMENTS LATER

Among the stilts, four Malagors SOAR into the clouds -- each ferrying ten Tharks, faces shielded by scarves--

TARS TARKAS

Do not breathe until we are past the
red men's poisons...

--and Carter presses a scarf over his face too as they enter the PLUMES of GRAY and BROWN...

INT. WAR ROOM - SAME

Where Powell now approaches Sola with the sword...

SOLA

Jonn-kata was hurt in our escape. When
the princess tended to his wound, she
placed the stone from her royal crest
inside it.

(looks away)

She does not know I saw her...

Powell's stunned. He marches to Dejah and rips her silks aside, to reveal the gold mounting at her navel. Empty of its diamond stone.

DEJAH

You had your key.

POWELL

You entrusted this planet to him?

He's ready to strike her -- then spins to his officers:

POWELL

Send ships back to Warhoon lands! Talk
to every single savage and find the
Earth Man's grave!

DEJAH

What makes you so sure he has one...

EXT. CASTLE ZODANGA - IN THE SKIES

Amidst the THUNDEROUS deployment of further troops -- unseen and whisper-quiet -- the Malagors ASCEND to castle level--

--encountering a trio of LOK-WING GLIDERS on patrol, but before the shocked Pilots can sound an alarm, Thark ARCHERS shoot them from the skies!

The Malagors land on the parapets of Castle Zodanga, as the Thark strike force leaps off and slips into the shadows. With Tars, Carter and Woola among them...

INT. WAR ROOM - DAY

Powell stalks toward Dejah...

POWELL

There was a time I envisioned a future for us, Princess. A peaceful union of our cities. You and I, side by side.

(beat)

But I learned one thing on Earth. Peace is the time between wars. It's never the end in itself.

He draws his sword as he's almost there...

POWELL

We're at war, Princess. You are my enemy. This is your end.

And as he raises his sword high to strike her down--

CARTER (O.S.)

Princess of Helium!

Powell spins to the far doors to the war room...where Carter stands alone, radium pistol aimed right at him...

CARTER

Your mission is accomplished.

The entire room of officers and technicians is momentarily frozen. One man? Alone? And then they watch as Tars Tarkas step to his side. And then two more Tharks. And then ten. And as Powell realizes--

POWELL

THARKS!!!

THE FIFTY THARKS COME STORMING IN

From all entrances, causing INSTANT CHAOS! They slash SWORDS and throw SPEARS -- four at a time -- taking down the Zodangans who scramble for guns.

Carter FIRES and Powell dives aside. Dejah tries to run but Powell LEAPS across the bridge level and grabs her--

--as Carter LEAPS in kind, up to the bridge level, while Zodangans and Tharks BATTLE it out on the level below. Powell has Dejah held before him as a shield--

POWELL

Her life for the key, Carter!

Sola's two guards have pistols drawn, aimed at Carter. Carter's pistol is on Powell. And Powell's sword is at Dejah's throat. It's a standoff.

POWELL

Her life for the key...

Carter wavers, and then retrieves a small POUCH--

DEJAH

NO, JOHN!

CARTER

Release her first.

POWELL

The key first.

They stare each other down, as Carter relents and tosses the pouch...as Powell hurls Dejah aside -- but backwards -- into the arms of his guards! Powell snares the pouch--

DEJAH

NO!!!

--as it opens...and out falls a U.S. Army CONCUSSION GRENADE.

Powell's face falls as he immediately spins and LEAPS--

--as the grenade DETONATES, propelling his "leap" with double force, smashing him into the screens of the War Room. Dejah, Sola and the guards are all thrown backwards--

--with Sola blown off the bridge level, down to the technical area where the Zodangan/Thark MELEE is in full force--

--while Dejah is blown into a doorway. She scrambles up and runs, with the stunned guards in pursuit--

--as Carter springs up FIRING at Powell, who GAMBOLS to a high catwalk, as nimble and agile as Carter -- and he's gone. Carter looks back to the Tharks--

TARS TARKAS
Save the princess, Jonn-kata!

--and so he races for the exit corridor--

--while Tars SLASHES on, with Tharks swiftly taking control of the room. RADIUM SHOTS fire and a few Tharks fall, but most CUT DOWN the Zodangans like wheat. Woola runs wild...

...and as Tars MOWS through Zodangans, he reaches the back of the room, where fallen Sola lies unconscious, still chained.

Tars stops still at the sight of her. He's overcome with buried emotion -- and collapses to her side--

TARS TARKAS
Sola...Sola, hear me...

He brushes her face, as her eyes flutter open. She starts to brighten, then troubled, looks away--

SOLA
I've betrayed you, General...

TARS TARKAS
And I you, my child.

And off her astonishment...

TARS TARKAS
Princess of Thark.

EXT. AIRSHIP DOCK - CASTLE - DAY

Dejah outruns the Guards to the docking station for Powell's Bomber Ship. An access door LOCKS behind her, leaving the guards on the other side...and as she thinks she's safe--

--Powell suddenly DROPS into view from high above.

POWELL
Time to pay, Princess.

INT. CASTLE CORRIDOR

Carter races in pursuit, seeing the Guards struggling with the access door. And just as it starts to rise--

--Carter OPENS FIRE, with RADIUM BOLTS felling the Guards as he races toward them, hearing the RUMBLE of engines--

INT. POWELL'S BOMBER

--as Powell's at the controls, hurling Dejah to the floor as the ship RUMBLES to life. When he turns his back, Dejah races for the open entry hatch, but she's too late--

--just as the Bomber Ship LIFTS OFF--

EXT. AIRSHIP DOCK

--and Carter emerges on scene to see the ship LEAVING the dock. Drifting away with an arcing turn...twenty feet...forty...seventy...

--and as Carter meets Dejah's eyes, at the open hatchway--

--he never breaks stride, racing the length of the dock--

AND LEAPING INTO THE AIR

With a hard step off the dock's edge...skying an arc toward the ever-departing ship--

--a full mile above the unseen ground below--

--and as his seventy-foot arc nears its end, perilously close to falling short, Dejah extends both arms out the hatchway--

AND HE CATCHES THEM

At the very last second! Their arms lock like trapeze artists as his weight pulls her body down the hatchway...but her feet catch hold on support rails! They hang from the ship as it SPEEDS UP and ASCENDS!

INT. POWELL'S BOMBER

Carter and Dejah race back to the cockpit--

--only to see Powell's pilot chair BREAK LOOSE in a HISS OF STEAM as it REVERSE-EJECTS, with a hatch opening--

CARTER

POWELL LISTEN TO ME! I'VE BEEN INSIDE
THE ATMOSPHERE PLANT! I'VE BEEN INSIDE!

EXT. ZODANGA - SKY LEVEL

--as Powell drops out from the ship, as his chair SPROUTS glider-like wings and he tips forward, ENGINES firing--

--as it becomes a LOK-WING GLIDER and transports him toward an AIRSHIP CARRIER on the far side of the city.

INT. POWELL'S BOMBER

Carter and Dejah watch him escape...as Carter reveals her DIAMOND STONE and hands it over. Dejah beams. She secures it back in her navel's gold mounting...

DEJAH

I knew you'd come...

And as they drift toward a turning SKY CANNON, Dejah leaps into the remaining pilot's seat--

DEJAH

Time to fly.

--as she FIRES their wing-guns and obliterates it.

EXT. AIRSHIP DOCK

The Bomber LANDS back at the dock, where Tars, Sola, Woola and forty surviving Tharks are waiting...

DEJAH

(from the controls)

Everyone aboard the ship!

Tharks lay down COVER FIRE, trading BLASTS with Guards on other castle turrets. As Tars boards--

CARTER

I give you Tars Tarkas, Princess...
King of Thark.

DEJAH

We are eternally in your debt.

TARS TARKAS

And we shall eternally remember it.

EXT. CARRIER DECK - SAME

Where Powell's LOK-WING lands, WINGS retracting as he snaps out of his belt and the chair-glider hits the ground--

--as he marches past DOZENS OF AIRMEN scurrying into their Assault Fliers. A stunned COLONEL races to him--

ZODANGAN COLONEL

Lord Prince, those were Tharks--

POWELL

Helium. As fast as this thing can fly.

EXT. ZODANGA

As CARRIER PLATFORMS detach from their spire perches and ASSAULT FLIERS launch, the heroes' stolen Bomber BLASTS AWAY from the city...just ahead of the attacking wave.

EXT. HELIUM - DAY

The war rages on as ANGLE FOLLOWS a FLEET of a thousand Zodangan ASSAULT FLIERS on a kamikaze path for Helium...as the ships become HEAT-MIRAGES, rendered near-invisible...

INT. KING'S QUARTERS - DAY

Tardos Mors issues orders with his ADVISERS, as the entire palace SHUDDERS around them, starting to crumble from the enemy barrage, as SCREAMING ENGINES rise--

--and he sees the "MIRAGE"-LIKE DISTURBANCES IN THE SKY--

TARDOS MORS

FORTIFY SHIELDS! ALL SHIELDS--!

...which now OPEN FIRE! EXPLOSIONS ring out as the invisible enemy STRAFES the city! Their concentrated FIRE blows rippling holes in the city's DOME-LIKE FORCE SHIELD -- allowing them to attack the inner city!

The King and his Advisers race for cover as EMBER BOMBS land in the palace gardens and hot EMBER-FRAG blows through the window and obliterates our view in SPARKING WHITE!

EXT. MARTIAN SKIES - DAY

Powell's stolen airship SOARS toward Helium, with the entire Zodangan Fleet now in staggered pursuit...

INT. POWELL'S BOMBER

Tars sits at the helm, with Carter, Dejah and Sola -- as the flier is BUFFETED by gunfire--

TARS TARKAS

I must tell you. These Zodangans...
they build lovely machines to fly.

EXT. MARTIAN SKIES

--as Tars DIVEBOMBS the ship toward the ground, trying to shake Assault Fliers on their tail...while other Tharks man the deck cannons, RETURNING FIRE.

EXT. OUTSKIRTS OF HELIUM - DAY

ZODANGAN BATTALIONS march through the mouth of the valley separating their troop encampments from the borders of Helium. THOUSANDS of TROOPS storm toward the city--

--where the AIR BATTLE has already commenced, with EXPLOSIONS raining through the floating sections of the metropolis--

--as HELIUM DEFENSE ENGINEERS race backup "SHIELD GENERATORS" into position. Like fixed searchlights that make up the "patchwork" sections of the FORCE SHIELD enclosing the city. Wherever a section is breached, the engineers aim a backup--

--as Helium SCOUT FLIERS and INTERCEPTORS take to the skies to dogfight with their near-invisible foes--

EXT. VALLEY OVERLOOK - HELIUM - DAY

From a city overlook, Tardos Mors rushes through the rubble to gaze down at the oncoming ground BATTALIONS. Directly beneath the suspended city, Helium's own GROUND TROOPS await. But they're severely overmatched.

TARDOS MORS

Too many, too strong...if the shields
fall, we're finished...

HELIUM OFFICIAL

They're on the palisades!

The King gazes upward...to the ridges that rim the idyllic valley, to see MORE SOLDIERS sweep into view...

...except these soldiers are Tharks.

A THOUSAND THARKS come scrambling pell-mell over the valley's palisades, with ZITIDARS perched high, as Tharks toss down weapons from the tented cargo holds on their backs.

TARDOS MORS

Send word to all commanders! Let the
Tharks join the ranks! Let them join!
(with amazement)
They fight for us.

EXT. VALLEY OF HELIUM - ON GROUND WAR

Led by Major Jakkal, the Tharks join the fray...

JAKKAL

FOR YOUR SONS AND DAUGHTERS!

...racing past the line of Helium defenses for the honor of being the first into battle!

They meet the Zodangan Battalions on the battlefield HEAD-ON, sweeping four-armed spear and blade-strikes into the line of RADIUM RIFLE-firing soldiers!

EXT. ZODANGAN AIRSHIP CARRIER - BRIDGE - SAME

Approaching Helium, Powell stands with two ADMIRALS, surveying the AERIAL DOGFIGHT that's begun--

ZODANGAN ADMIRAL

The Thanks are with them, Lord Prince.

POWELL

They are too few and no match for our technology. Fire at will. Destroy those shields.

EXT. SKIES ABOVE HELIUM

Helium Interceptors DODGE and WEAVE, as the "mirage"-shrouded Assault Fliers SHOOT THEM DOWN like child's play. They then make STRAFING RUNS, blowing HOLES in the city's blistering, struggling FORCE SHIELD...

...while Helium BATTLESHIPS move out to confront the oncoming Zodangan CARRIERS. Deck cannons EXCHANGE FIRE.

INT. POWELL'S BOMBER

Swooping and diving, outgunning its Assault Flier pursuers as the Helium AIR BATTLE appears on the horizon--

DEJAH

We're no match for their fighters! We can't even see them!

TARS TARKAS

You red men. You send machines to fight machines.

EXT. VALLEY OF HELIUM - ON PALISADES

Where SHADOWS come soaring into view over the valley...

AS A DOZEN MALAGORS AND RIDERS TAKE TO THE AIR!

The wild pterodactyls SWOOP into the sky, and two immediately pick up the JET FUEL scent, locking onto pursuit of two "mirages." They dive and swirl, relentless--

--until they get close enough for their RIDERS to fire mounted PULSE GUNS! They score direct hits -- as two Vanguards now RE-MATERIALIZE. Damaged and visible--

--as they sail into the path of Helium anti-aircraft cannons, which now are able to lock on -- and BLOW THEM TO BITS.

INT./EXT. POWELL'S BOMBER

TARS TARKAS

You may now ride the skies without fear.

--when suddenly BOOM! Reverberations SHAKE the ship as they see a Helium Battleship LISTING up ahead, overwhelmed by the lead Zodangan Carrier's relentless FIRE.

EXPLOSIONS wrack the Battleship and it falls away like a capsizing ocean liner, with Helium soldiers PLUMMETING from its decks as it falls...

...and SMASHES to ground atop the battlefield ranks, crushing HELIUM TROOPS and THARKS alike left unable to get out of the way. The Zodangan Carrier continues on--

--engaging a Second Helium Battleship, just leaving the city. The carrier's CANNONS disable this one too -- causing it to veer and CRASH into a "floating" section of Helium.

Aboard the Bomber, Carter, Dejah, Tars and Sola look grim...

TARS TARKAS

I want that ship.

EXT. SKIES ABOVE VALLEY

Dejah takes over, piloting the Bomber toward the monstrous Carrier, as Tars rallies his Tharks atop its open-deck. They all hook into RAPPEL-LINES built into the deck railing--

TARS TARKAS

ON MY SIGNAL!

--and as Dejah suddenly swoops the ship upward, bringing it broadsides at carrier-deck level, Tars LEAPS OFF--

--plummeting on his rappel-line to LAND atop the deck. Sola and the other Tharks follow suit...like pirates swinging from the riggings! Their swords and axes cut their lines free--

--and they CHARGE the Zodangan Soldiers refueling the Fighters and manning the deck-cannons! Woola dives in too!

Zodangan gun-blasts RICOCHET off Thark shields and as the guns "recharge" -- but not quite fast enough -- the Tharks are upon them, STORMING and SLICING.

INT./EXT. POWELL'S AIRSHIP

BANG! Gunfire RIPS into the ship as it SHAKES uncontrollably. Carter and Dejah brace for impact--

DEJAH

Hold on! We're going down!

EXT. CARRIER DECK

--as the ship HITS the carrier deck and SKIDS like a skipping stone. SPARKS shower and wings CATCH FIRE as -- BANG! -- it crashes to rest amidst parked Assault Fliers.

INT. CARRIER BRIDGE

Powell watches in dismay as the Tharks OVERWHELM the Deck Soldiers and climb toward the bridge--

POWELL

Ready my ship.

EXT. CARRIER DECK

Zodangan GUARDS rush Powell toward an Assault Flier, passing right by the Airship's wreckage--

--as Carter and Dejah tumble out, battered but alive. The Guards start SHOOTING and they return it, felling two--

--but Powell has already LEAPT aboard the Assault Flier and POWERS its engine, taking off into the fray--

--and Carter looks up to see Dejah aboard a second Flier--

DEJAH

This is not your war...

CARTER

It is now.

--he jumps aboard with her and she GUNS the engine, piloting the Flier in pursuit of Powell's!

INT. CARRIER BRIDGE

The Tharks STORM the bridge, wiping out the Zodangan ADMIRALS. Tars leaps into the captain's chair, working pedals and switches. The giant behemoth now pivots--

--to face the rest of the Zodangan Carrier Fleet. Four more CARRIERS are entering the valley. Tars nods to Sola:

TARS TARKAS

One down.

EXT. SKIES ABOVE VALLEY

The next Carrier comes broadside with a Helium Battleship. DECK CANNONS blaze; GRAPPLES are fired -- the two behemoths become locked together at close quarters! Zodangan SOLDIERS come rushing over the decks, swinging from ropes and racing across "attack planks" that link the ships--

--and just as they start to overwhelm the Helium crew--

--the lead ZODANGAN CARRIER rises into view off the far side. With Tars' THIRTY THARKS aboard. They leap, charge and immediately turn the tide...

INT. CARRIER BRIDGE

While, having dropped them off, Tars sets his course for three more Zodangan Carriers, grouped close. Sola flips switches, OVERRIDING the ship's controls. ALARMS blare. But father-and-daughter hold the course...

TARS TARKAS

Let us see you fight one of your own.

EXT. SKIES ABOVE HELIUM

Powell's Flier ROCKETS through a break in the SHIELDS, into the city, dodging the dogfights of airships and Malagors--

--with Carter and Dejah's second flier in hot pursuit. Dejah flies while Carter mans the DECK CANNON--

CARTER

Stay with him!

EXT. VALLEY - AMIDST BATTLE

The GROUND FRAY teems in full-force, with Thark SWORDS and SHIELDS battling the intermittent Zodangan RADIUM FIRE--

--as the MASSIVE SHADOW of the Carrier falls overhead...and twenty-some THARKS come plummeting down on RAPPEL-LINES--

CRASH! To LAND right in the midst of the fighting! The strike force and Woola SLASH free and join the ground war!

EXT. SKIES ABOVE VALLEY

The commandeered Zodangan Carrier DRIFTS into the path of the three others, despite the WARNING ALARMS they're sounding. The others split to let it pass between--

TARS TARKAS

For Helium.

SOLA

For Thark.

--as Tars and Sola race for the deck's edge on long ropes, LEAPING off and plummeting toward the ground war--

--as the Zodangan Carrier DETONATES in a domino-chain of EXPLOSIONS, BLASTING APART like a neutron bomb--

--sending its FLAMING SHRAPNEL into the three other Carriers, BLASTING them out of commission, capsizing them and drifting them groundward like three Hindenburgs--

--to CRASH atop the battlefields on the Zodangan side, CRUSHING many thousands of their own soldiers.

EXT. VALLEY - ON GROUND WAR

A CHEER goes up from the Helium ranks as Tars and Sola land among them. Tars spots Major Jakkal FIGHTING valiantly up ahead...but just as he's about to reach him--

--the sheer number of men Jakkal is battling overwhelm him. Swords slash Jakkal's limbs, dropping him to his knees...as another sword IMPALES his heart--

--as Tars RACES OVER, swinging swords wildly and slashing the Zodangans apart. Their line falls momentarily back -- as Tars drops to his knees, cradling his dying friend...

JAKKAL

It was a good war, my King...

...as he expires. Tars shudders with rage, not seeing a Zodangan BREAK through the Thark ranks, two PISTOLS held--

SOLA (O.S.)

FATHER!

--as the Zodangan CHARGES with a roar, FIRING RADIUM SHOTS that Tars' shields barely catch. Now at point-blank range--

--until a SWORD-STRIKE splits the man in half. As he falls, Tars peers over his shield...to see Sola standing there.

SOLA

You must be more careful.

With a proud look, side-by-side, they rejoin the fray...

EXT. SKIES ABOVE HELIUM

Carter and Dejah's Flier dips and dodges the city's spires, gaining on Powell's Flier--

CARTER

Get us alongside him!

So Dejah SHOOTs their craft low, skimming the city streets, as Powell loses sight of them amid the spires--

--and then suddenly sees them SWEEPING HIGH, right at him--

--as Carter LEAPS just like Tars did from the Malagor... just barely missing colliding with a city spire--

--as he CRASHES onto Powell's FLIER, as it VEERS SHARPLY! They struggle! Powell GAROTTES Carter with his own dog tags--

--but Carter back-flips himself free, turning the tables. Carter rips off his dog tags as Powell rushes him -- smashing him against the controls. The Flier VEERS again--

--and SMASHES WINGS with Dejah's FLIER, fusing them together! Both ships have lost control as they SMOKE and WOBBLE groundward! The King's Compound lies dead ahead!

Carter fends Powell off, trying to reach the steering stick -- while Dejah tries to steer them, but it's no use--

DEJAH

We've lost control! We have to jump!
WE HAVE TO JUMP!

There's a palace tower closing in, right in their path -- as Carter and Powell struggle, right in each other's faces--

CARTER

We fight, we die. We have to jump.

A staredown. Powell knows it's true. And so they break--

--or rather, Carter does. Powell doesn't. Because he finds his BELT is snared to the Flier's steering stick...linked by Carter's DOG TAGS. Powell goes pale--

CARTER

Womb to tomb.

--as Carter spins to the back of the Flier, LEAPING OFF just as Dejah does, and grabbing her hand in mid-air dropping safely to the ground below--

AS THE TWO FLIERS COLLIDE WITH THE TOWER

And BLAST through it, with Powell alone still aboard--

TO CRASH-LAND IN THE PALACE GARDENS

In a massive EXPLOSION -- TRENCHING across the gravel path -- as all three are thrown from the wreckage! BLACK SMOKE fills the gardens, obscuring our view...

...as the network of Helium FORCE-SHIELDS finally falls.

EXT. VALLEY OVERLOOK

The entire SKY seems to CRACKLE with ENERGY -- and then a RIPPLING SONIC BOOM signals the loss of the aerial shields. A DEAFENING CHEER goes up from the ground forces...as they seem to redouble their assault. Only a matter of time now...

TARDOS MORS

The city is theirs...

The Tharks and Heliumites fight valiantly, but they're just no match for Zodanga's incredible numbers...as the King and his men trade a look of fear and failure...

EXT. VALLEY - BATTLEFIELD

While Tars Tarkas FIGHTS like a Thark possessed, with Sola MOWING DOWN Zodangans at his side. But their numbers are dwindling, as they find themselves in a group of TEN THARKS--

--now encircled by FIVE HUNDRED ZODANGANS. And many THOUSANDS more still advancing through the valley. Tars and Sola know the end is here too...

SOLA

It's been an honor to fight for you...
Father.

TARS TARKAS

The honor was mine.

He reaches out for her hand...as she takes it and they bring their SHIELDS together, huddled as one as the Zodangans BREAK THROUGH, FIRING a FUSILLADE of radium fire...

AS A CAVALCADE OF HORNS SOUND

Echoing throughout the valley, as if from all directions! The forces on the battlefield all pause--

TO SEE THE GREEN-AND-BLACK FLAGS OF THE THARK RIDERS

Now appear on the ridgetops...to east and to west, to north and south, to all points of the compass...

LEADING THE SIX OTHER TRIBES OF THARKS

from the disparate deserts. All gathered as a united force...creating an army HALF A MILLION STRONG on the ridges--

--and also flooding into the valley on THOAT-back, charging the Zodangan battalions from the rear! Where the odds were once ten-against-one...they're now even. And "even" means in favor of the Tharks.

On the battlefield, Tars and Sola raise their heads...seeing the new THARK TRIBES cascading down the ridges...

Atop the overlook, Tardos Mors watches in wonder...as the new THARK TRIBES flood the valley, dispatching the Zodangans with fury and ease! The tide has turned!

EXT. PALACE GARDENS - SAME

Far from the front, there's only smoke and silence...and falling CHERRY BLOSSOMS -- fluttering to rest upon Carter and Dejah, wrapped in one another's arms in the trenched-earth wake of the crash landing. Battered, but alive.

They stir, rising to see the BURNING WRECKAGE further ahead. Where Powell's hawk-helmet sits upended, like a headstone in hellish flame.

EXT. VALLEY OVERLOOK

BOOM! CANNONS still THUNDER as Carter and Dejah arrive from the gardens. Joining Tardos Mors and Helium GENERALS...

TARDOS MORS

Dejah! She's alive! DEJAH!

He embraces his daughter with profound amazement...

TARDOS MORS

How is this possible?

DEJAH

Because of one man, Father. This is Captain John Carter -- of Earth.

(MORE)

DEJAH (cont'd)

It was he who brought the Tharks. It was he who made the difference.

The King bows, astonished, and Carter returns it...as they turn to face the valley...where the Zodangans retreat, and Tharks and Heliumites fight triumphantly, side-by-side...

TARDOS MORS

Look at it. In all our history...what no man has ever imagined...

CARTER

Only a princess.

DISSOLVE TO:

EXT. KING'S COMPOUND - HELIUM - DUSK

As the sun sets, bathing the battered city in a magical glow, Carter stands silhouetted on a balcony overlook. There's the far-off ECHO of cheers and victory music...

DEJAH (O.S.)

Didn't I promise you it'd be beautiful?

Carter turns. Dejah's standing there, in royal regalia.

DEJAH

Is there anything like it on Earth?

CARTER

(taking her in)
Never will be.

Dejah steps to his side, regarding the view...

DEJAH

Take it, John. Remember it. So that wherever you are, on this or any planet, you may close your eyes and still see it...

She passes her hand over his face, closing his eyes.

DEJAH

Your new home.

He opens them. She stands before him with a smile. Without another word, to the sound of a distant celebration and in the shadow of a setting sun...

...they find each other's embrace, lost in a valiant kiss.

DISSOLVE TO:

INT. DEJAH'S QUARTERS - NIGHT

OMINOUS THUNDER rumbles, rousing Woola from sleep. He's curled outside a door, GROWLING at shadows standing over him. A COURT ADVISER and two SOLDIERS look pale...

COURT ADVISER

Wake the princess.

INT. DEJAH'S BEDROOM - NIGHT

Woola BOUNDS IN, scampering to the bed where Carter and Dejah are sleeping, wrapped in each other's arms. They wake to see LIGHTNING crashing outside the window, giving an ominous purple hue to the FLICKERING CLOUDS--

DEJAH

(alert at once)

What's happened?

The advisers trade a look of profound fear.

COURT ADVISER

Your Highness. The King is dead.

INT. KING'S QUARTERS - NIGHT

Tardos Mors sits dead at his desk. A KNIFE pierces his heart...and the diamond is gone from his pendant's crest.

Dejah and Carter charge in -- to see Tars Tarkas, Sola and the King's senior STAFF already there. Dejah GASPS -- and runs to her father's side, collapsing there, weeping.

COURT ADVISER

There were guards outside. Throughout the palace and the grounds. No one was seen. And yet someone was here.

Through her tears, Dejah touches the blade's hilt...and sees something hanging from it. Carter's dog tags.

TARS TARKAS

The stone of his crest has been taken.

DEJAH

The key.

She and Carter trade a sudden look...as more HEAT-LIGHTNING CRASHES right outside, striking city spires. The building TREMBLES from impact.

SOLA

What's happened to the sky?!

DEJAH
It's the Atmosphere Plant.

CARTER
He's inside.

And off their foreboding look...

EXT. SKIES BEYOND ATMOSPHERE PLANT - DUSK

A blanket of PURPLE-BLACK CYCLONE STORMCLOUDS envelop the sky to the horizon. LIGHTNING crackles incessantly as BLACK ASH falls in a blizzard, like a black snow...

...as a Helium INTERCEPTOR sears through the clouds, narrowly missing a thicket of LIGHTNING STRIKES.

EXT. ATMOSPHERE PLANT - DUSK

The airship's hatch opens, allowing Carter, Dejah and Tars into the hostile elements. The field of blue flowers has withered to BARREN SOIL.

Dejah holds up her DIAMOND STONE...and all shield their eyes, as its BEAM OF ENERGY is BLINDINGLY cast upon the wall--

INT. SILVER CORRIDOR

Carter, Dejah and Tars race through the entry "airlock," as their wounds mysteriously HEAL, nearing the RIPPLING 'DOOR"--

INT. ATMOSPHERE PLANT

--and at the balcony overlooking the metropolis of machinery - - much of it now SMOKING and SPARKING -- they find the Orovar lying dead on the floor. In a pool of SILVER BLOOD.

POWELL (O.S.)
The man asked me if I wanted to go home, Carter. Said he asked you too.

On the HOLOGRAM WALKWAY leading to the "pathway," with its dome of RED FIRE-GEMS hanging like constellations--

--Powell now RE-MATERIALIZES into view, with his face BADLY BURNED. With a radium rifle.

POWELL
Why the hell didn't you?

Carter looks to Dejah and Tars...and then back:

CARTER
I am home.

POWELL

Yes. Now you see. How can we ever go back to who we were? Ordinary. Insignificant.

CARTER

Why did you kill him?

POWELL

C'mon, Carter. It's what I'm good at.
(smugly)
Not even an Orovar can stop what he can't see. Or a king.

Dejah seethes. Powell advances, noting smoking machinery:

POWELL

I've caused some damage, but I can fix it. Once I learn how it works -- how to control it.

CARTER

You can't.

POWELL

No? Like I can't defy gravity? Or travel through time and space? We can save this planet -- you and me. If Helium resists, we'll cut off their rain. Their hydrogen, nitrogen, oxygen. Until they realize I WAS HERE TO HELP!

CARTER

I won't let you destroy them.

Powell stops. It's a standoff.

POWELL

I have a hundred years more experience on you, Carter. You can't stop me.

CARTER

I don't have to.

Powell frowns.

CARTER

I only have to send you home.

With that, Carter pulls a SWORD...and hurls it over Powell's head...to land on the "pathway" pedestal. It ACTIVATES the "pathway". The CRYSTALS start to glow--

CARTER

Say hi to Earth for me.

--and Carter CHARGES! Powell FIRES his rifle just as Carter LEAPS overhead. Powell tries to track him but--

--GREEN RADIUM BOLTS explode at his feet! Tars and Dejah have opened fire! Powell's RIFLE is shot away--

--and Powell swiftly sweeps a helmet-visor across his face and activates his armor's "MIRAGING." With a RIPPLE, his figure becomes a near-invisible DISTORTION OF HEAT. Tars and Dejah can't see him...and neither can Carter as--

--a sudden CUT opens across his chest. Carter staggers, struck by an invisible blade! The DISTORTION then plants a kick to his chest, sending him FLYING--

--to CRASH-LAND within the domed "pathway" as it starts to HUM and a SWIRLING WIND begins to build--

--as Powell's HEAT-MIRAGE, invisible sword in hand, marches toward him, victorious--

DEJAH

JOHN! GET OUT OF THERE!

Carter struggles up, trying to pinpoint the DISTORTED AIR--

--as a deep GASH opens on Carter's leg, and another GASH on an arm. He's getting sliced up by his invisible foe.

Carter retrieves his sword and tries to parry. His blade gets BASHED this way and that...and then falls--

--as Carter feels an invisible swordpoint PRESS INTO his neck, drawing blood--

POWELL (O.S.)

Prepare to die on two planets.

--and as the DISTORTION OF A BLADE is drawn back--

--from the balcony, Tars Tarkas aims his rifle...at Carter.

TARS TARKAS

He's mine.

--and FIRES! Carter sees the GREEN RADIUM BOLT shooting right at him! And then suddenly it DETONATES a foot from his face, CRACKLING GREEN ENERGY to illuminate Powell. Shot in the back! His compromised armor now fails--

--and he RE-MATERIALIZES! Carter scrambles for his sword and Powell staggers back to full strength -- and their blades COLLIDE! They strike and counter, slamming swords together--

--as the MAELSTROM of wind and light swirling around them builds. The FIRE-GEMS glow hotter--

--obscuring the view of Dejah and Tars from the balcony--

--as Powell's savage blows drive Carter back, slipping on the holo-walk's edge as he loses his balance--

--teetering over the abyss of machinery! His sword falls! But as Powell swings his blade again, Carter JUMPS, leaping over him to the far side of the "pathway"--

--where he snares two of Tars' SWORDS -- as they're thrown to him -- out of mid-air! Powell pauses in surprise. Carter now has two swords, once in each hand--

CARTER

You may have the experience. You may own the technology. But you were never trained by Tharks.

--and with a murderous look, he charges. Powell meets him halfway, BASHING swords together, trying to fend off every two blows with his lone blade, but it's all too much as--

--Carter SLICES him apart and RUNS HIM THROUGH. Powell falls to the ground, shocked and dying.

CARTER

Goodbye, James.

Carter's in the middle of the "pathway," with a fifty-foot distance separating him from Tars, Dejah and safety, with the HUM growing DEAFENING and the FIRE-GEMS ever-brighter--

--building toward their climactic BLINDING LIGHT--

DEJAH

Jump! Now! JUMP!!!

--and Carter does, LEAPING the gap, arcing right toward her--

JUST AS ENERGY BOLTS FIRE FROM THE FIRE-GEMS

Throughout the crystal canopy, activating, creating a WEB OF LIGHT BEAMS connecting Carter, still within--

--and just as he reaches her -- and touches Dejah's hand--

--he's suddenly jerked back into the air, toward the center of the chamber as Dejah CRIES OUT and her vision of him DISAPPEARS in a BLINDING BLAST OF RED!

SMASH CUT TO:

EXT. SPACE - STROBED IMAGES

A wildly kinetic series of fragmented images. Stars, comets, planets, seen for only two or three frames. Like galactic strobe lights. Sound ROARS and then SILENCES. We're racing through a dark tunnel, with little to light our way--

--and as the STROBING IMAGES take the shape of a BLUE PLANET, wisping clouds and a forest thicket we're hurtling towards--

SMASH CUT TO:

EXT. VIRGINIA WOODS - DAY

Amidst autumn leaves and barren branches, ANGLE FINDS a flattened, scorched circle...within which Carter lies. He struggles up, disoriented--

--and sees the body of Powell lying nearby. Carter turns him over. He's made the journey too -- as a dead man.

Carter notes the familiar trees, leaves and sound of birds. Clouds and a faint full moon in the sky...

CARTER

Told you I'd bring you home...

He closes Powell's eyes and then notices a cord around his neck. He pulls it into view...to reveal the King's DIAMOND STONE is affixed to it.

Carter grips it tightly...as if wanting to hang onto a world he knows he's now lost...and then snaps it free.

EXT. EDGE OF WOODS - DAY

Carter marches up a rise, wearing the DIAMOND STONE around his own neck. He tucks it beneath his shirt--

--as he hears SHOTS fired. Carter tenses...but then hears WHOOPS and CRIES. A group of scruffy YOUNG BOYS appear atop the rise, seeing him below--

BOY

Sir! Were you in the war, sir?!

Confused, Carter nods. The boy grins, slaps a newspaper--

BOY

It's over, sir! General Lee
surrendered! We can go home!

The boys run off. Carter hurries up the rise and sees--

A HUGE FORMER BATTLEFIELD

At the foot of the Blue Ridge Mountains. Where CANNONS lie abandoned, and SOLDIERS in Civil War dress -- blues and grays -- are crossing the field to opposite sides.

CARTER (V.O.)

Home, he said. Home.

EXT. BATTLEFIELD - DAY

Carter walks among the CIVIL WAR VETERANS, incredulous...

CARTER (V.O.)

It was the Virginia I had once longed
for. But it was not my time.

(beat)

From that moment forth, it was in a
memory. In a dream...

He looks up to a mountain ridge, where there's a small CABIN high on a hill.

INT. MOUNTAIN CABIN - DAY

Carter stands in the doorway. A modest one-room cabin. Dust and broken furniture. Abandoned due to the war.

CARTER (V.O.)

Of a life perhaps lost forever...

He looks again at the DIAMOND STONE around his neck.

INT. MOUNTAIN CABIN - TIMELAPSE - DAY

The cabin is furnished now. As we PICK UP Carter at a desk by the window, again writing in his journal...

CARTER (V.O.)

What I'd lived through had changed me.
I was no longer like other men. The
years would pass, and they would
die...but I did not.

ANGLE PANS to the window and the Shenandoah Valley below, and we see a TIMELAPSE VERSION of over a century of progress. Paths to roads, horses to cars, hamlets to cities...

CARTER (V.O.)

The lifespan of that other world had followed me here...

(beat)

On this planet, I now live as a stranger.

And as ANGLE COMPLETES THE 360 PAN, back to the room, it's now a modern-day HOME. Decorated in an astronomy theme. Charts of the solar system. Telescopes. And drawings of Thark, Helium and Dejah...

...as ANGLE returns to Carter's desk. The seat is empty. The journal sits there. And now, a DOOR opens in the b.g. and a FIGURE marches in, crossing to the desk--

CARTER (V.O.)

But still I believe... There is a way back. And one day...I will find it... A way for someone to answer my call. To my love, my friends, my home...

--and sets down a "Washington Post" newspaper, dated 2005, as it's thrown open to an interior page...

...as a HAND circles a minor story in the bottom corner, headlined "7.4 Earthquake Ravages Central Africa."

EXT. AFRICA - MOUNTAIN OVERLOOK - DUSK

A FIGURE in modern adventurer's gear stands at a familiar jungle overlook, gazing off with binoculars at a lush mountains with a small black SCAR now in its side.

CARTER (V.O.)

I won't tell you where I'm going. I won't tell you how to follow. But I'll leave behind my story...for anyone who wants to know what ever happened to Captain John Carter.

The figure turns, to reveal Carter -- over a hundred years later, and yet he hasn't aged a day. The DIAMOND STONE hangs around his neck. He tucks it under his shirt, and has a last bite of a Baby Ruth candy bar...

CARTER (V.O.)

I believe in a better world. A world without war. A world of peace.

...and then heads for the mountain. Into the jungle. With the MOON hanging brightly high above.

MATCH DISSOLVE TO:

EXT. HELIUM - VALLEY OVERLOOK - NIGHT

Where EARTH hangs prominently in the same position, blue and brilliant and mysterious...

...being watched by silhouettes standing all together. Tars Tarkas. Sola. Woola. And Dejah Thoris...

CARTER (V.O.)

For I know, in my heart I know...

And now Dejah's SILHOUETTE edges aside...to reveal she's holding the hand of a SILHOUETTED LITTLE BOY.

CARTER (V.O.)

...my future's waiting.

And as a triumphant soundtrack FANFARE rises, we--

CUT TO BLACK.