

THE LEGEND OF CONAN

by
WILL BEALL

Based on the Novel
'LEGEND'
By David Gemmell

And
THE WORKS OF ROBERT E. HOWARD

3rd STUDIO DRAFT By
WILL BEALL

2nd STUDIO DRAFT By
WILL BEALL

Previous Draft By
WILL BEALL

Previous Draft By
ANDREA BERLOFF

Against a black screen, **WORDS** of **STEEL...**

DO NOT THINK THAT I CAME TO BRING PEACE ON EARTH. I
DID NOT COME TO BRING PEACE, BUT A SWORD.

-MATTHEW 10:35

REK (V.O.)

His was an age of magnificence,
destined to vanish like a dream.
Already the great walls of ice
which would one day devour his
world were on the march, when
CONAN became King by his own
hand...

INT. THE THRONE ROOM OF KING CONAN (AQUILONIA) - NIGHT

REK (V.O.)

But in time the bloodstained crown
of Aquilonia grew heavy upon his
troubled brow, as years of drink
and torpor clawed at Conan's soul,
as rust slowly devours steel...

PUSHING IN through wispy veils of incense smoke, reddened
by the lurid glow of coals burning in a brace of golden
biers. Here, **KING CONAN** slumps upon his gilded throne,
bearded chin resting heavily on his fist, the **JEWELLED
CROWN OF AQUILONIA** upon his troubled brow. Somber.
Joyless. This is Conan defeated at last, by affluence. He
lifts a **GOLDEN GOBLET** and **DRINKS** a little too deeply.

VALERUS (O.S.)

My King. All is in readiness.

The impressive **GENERAL VALERUS** approaches the throne.
Valerus's armor is pitted and dented from battle. This
man leads from the front and Conan clearly respects him.
Valerus hands Conan a **WAXED PARCHMENT**. Battle plans.

VALERUS

We ride for Stygia at dawn.

Conan unrolls the parchment and **REVIEWS** it wistfully.

CONAN

I envy you, Valerus. Would that I
could ride with you to war. These
affairs of state weary me as
battle never did.

(CONTINUED)

CONTINUED:

VALERUS

You are The King, Sire. Your place is here, among your people.

CONAN

I'm a slave. Bound with prettier chains. All I wanted was a sharp sword and a straight path to my enemies. Now no path is straight. And my sword is but a decoration.

He looks longingly at his **ATLANTEAN SWORD** mounted on the wall, like the head of a lion, once deadly, now lifeless.

CONAN

Civilization. It's a plague, a sickness that saps a man's will, blunts his eye teeth, and tamps the fire in his loins. Mark me, Valerius. The Age of Steel is at an end. The Age of Gold is upon us, and a foul age it is.

Conan HURLS his GOLDEN GOBLET, clanging out of frame.

CONAN

More Wine!

Conan's CUP BEARER rushes in with a fresh GOBLET on a tray. Conan reaches absently for it, but something stops him. The GOBLET is *rattling* almost imperceptibly on the tray. Conan eyes his cup bearer, sees the beads of sweat on the poor kid's brow. He's trembling. Feeling Conan's eyes on him is too much and the kid loses it, letting the goblet slide off the tray, but Conan CATCHES the falling goblet by the neck without spilling a drop.

CONAN

Poisoned, isn't it, boy?

The cup bearer tries to back away, but Valerius SEIZES him by his COLLAR, holding him fast while Conan swirls the wine in the goblet and sniffs it like a sommelier.

CONAN

Hemlock. Mandrake...

He lifts the wine to his lips and DRINKS deeply, wine running down his beard, relishing the bitter poison.

(CONTINUED)

CONTINUED: (2)

CONAN

...and snake venom. Kindly remind your masters that I've been poisoned so many times since I took this cursed crown that their tainted draughts no longer bite.

(to Valerus)

Let him go.

Valerus releases him. The kid RUNS for his life. But now all at once Conan's ROYAL GUARDS slip out of the room, leaving Conan and Valerius alone. And Conan knows...

CONAN

Well, what are you waiting for?
Come and die, you jackals. I was a man before I was a king.

They EMERGE from every shadow, behind every curtain, every pillar, a dozen of the finest **PROFESSIONAL ASSASSINS** in Hyboria. Killers from Kush, Vanaheim, Stygia, Hyrkania, Khitai, carrying exotic weapons of their peoples. SWORDS, AXES, SPEARS, MACES, FLAILS, fanning out across the floor to encircle the throne. Valerus looks at Conan. Conan smiles, places his goblet on the table, takes his **ATLANTEAN SWORD** down off the wall, and steps out into the center of the room...

CONAN

Let's get on with it.

LEAD ASSASSIN

Nothing fancy, lads.

Conan and Valerus back to back against them. Conan's out of practice, wine doesn't help. Their WEAPONS slice weeping gashes across Conan's chest, back, shoulders. But the pain seems to *delight* him. He's BERSERK, grinning, SLASHING with ravenous abandon, a starved man gorging himself at a feast. This would be a fine death.

Conan KICKS over a brazier of burning oil that ENGULFS the Hyrkanian, who staggers into tapestries. Fire SPREADING. One by one the assassins fall before Conan's sword. Conan DUCKS under the SWEEP of the lead assassin's AXE and his axe beheads ANOTHER assassin BEHIND Conan as Conan CHOPS the lead assassin's arm off. The man stares at his stump, looks at Conan as if for an explanation.

CONAN

Nothing fancy.

(CONTINUED)

CONTINUED: (3)

Conan viciously HACKS him to the floor. Conan is covered in blood, much of it his own. He's badly wounded, chest heaving from the strain. He and Valerus are the last men standing. Butchered bodies strewn like unloved toys.

VALERUS

You were right, My King.

And Conan HEARS the unmistakable wet whisper of a **DAGGER** shoved between his ribs. It isn't the **BLADE** that hurts him. It's knowing who buried it to the hilt in his flesh. *In his youth, no one would have been able to sneak up on Conan like that. But Conan's not a young man anymore.

VALERUS

No path is straight anymore.

Conan WHIRLS to CLAMP his HAND on Valerus's THROAT and SLAMS him down into his THRONE.

CONAN

Let me give you a piece of advice,
Valerus. When you strike at a
King, you better kill him.

Conan GOUGES Valerus's cheeks, FORCING the rim of the POISONED GOBLET between Valerus' grimacing lips.

CONAN

You wanted the throne? Here it is.
Have a taste of power...

He sputters and coughs as Conan FORCES him to DRINK...

CONAN

You'll find it's a bitter vintage.

Valerus FALLS, foaming, croaking as Conan DROPS his **CROWN** on the floor in front of him. The crown is still clattering like a coin as Conan turns and lurches unsteadily away, bleeding, staggering as he drags his sword past scattered bodies, pushing his way through the burning that curtains billow in the night wind. Gone...

REK (V.O.)

Some said he took a fever and died
of his wounds in the wilderness.
Others that he became a buccaneer,
the scourge of the black coast.

(MORE)

(CONTINUED)

CONTINUED: (4)

REK (V.O.) (CONT'D)

And there were many who swore
Conan tired of unworthy
adversaries and rode down the
scarlet throat of hell to
challenge The Devil for his
throne. It is I, a mere thief, who
alone can supply an end to Conan's
saga, though he would not wish me
to...

EXT. THE YMIR PASS (CIMMERIA) - NIGHTFALL

Snowflakes drift like ash in the moonlight. Black trees
and bone-white snow. Giant CONIFERS, boughs heavy with
ICICLE FANGS. *The last time we saw these woods, the
RIDERS OF DOOM were thundering through them...

REK (V.O.)

But then again, some of the finest
tales come from one who has no
business telling them.

A **BULL ELK** steps through moonlit snow, raises his head,
nostrils flaring steam as an **ARROW** pierces the creature.
The elk **FALLS** heavily, heart's **blood** painting the snow.

A **COLOSSAL FIGURE** in heavy furs emerges from the trees.
Breath pluming from a dark silhouette. A fist like a
mallet gripping a **LONGBOW**. He kneels over the dying elk,
rests a **HAND** on the elk's neck as it breathes its last.
Just his pitiless eyes now, narrowing at **SOMETHING**
reflected in the elk's black sightless **EYE**.

CONAN turns around to face a massive **SABER-TOOTHED TIGER**,
a *smilodon fatalis*. Conan is grey bearded. Weathered.
Old. You might think he's easy prey. You'd be wrong. The
cat **ROARS**, loud enough to loosen snow from the trees, hot
breath blowing back Conan's gray hair. Conan doesn't
move, his eyes looking straight into the cat's, as he
YANKS the **ARROW** from the elk, and snaps off the
arrowhead, gripping it in his fist like a dagger.

CONAN

I intend to make this very
difficult for you.

EXT. YMIR PASS - CIMMERIA - LATER THAT NIGHT

Conan trudges through the snow, with the striped fur of
freshly-killed **SABER-TOOTH CAT** wrapped around his
shoulders. We see the battle with the big cat cost him.

(CONTINUED)

CONTINUED:

Conan stumbles, forced to rest against a tree trunk while he **MASSAGES** his **KNEE**. He **CRACKS** his arthritic knuckles. This damned cold is no friend to a man his age.

DIRE WOLVES stalking Conan from the trees, ears flat. Eyes glittering. Suddenly, the wolves **WHINE**, and **SCATTER**, spooked by a strange **PRESENCE** in the clearing...

As if all the shadows in the forest had gathered, pouring into the **CLEARING** up ahead, coalescing into...

DEATH stands before Conan. His black cloak, tattered over countless millennia, fringed with sepulchral cobwebs, flows and ripples as though he were standing underwater. Death's **SKULL** grins from the shadow of a peaked hood...

CONAN

Not here. Not like this. After the years I sought you on the battlefield, entire armies I lay at your feet...

*It might be a hallucination, conjured in the mind of an old man living too long in exile. But we **SEE** Death through Conan's eyes. Real. But from **ANOTHER ANGLE**, Conan seems to be talking only to shadows in the clearing...

CONAN

Let me die with a sword in my hand, so that I may enter Valhalla. You owe me that.

Death's great black **WINGS**, the wings of a carrion bird, **UNFURL** to blot out the silvery moonlight. All the young conifers in their shadow instantly curl and blacken.

DEATH

I owe you nothing, Cimmerian. You gave me nothing. All men belong to me from the day of their birth. And I reap them at my pleasure.

CONAN

Then I'll make a bargain with you.

DEATH

I make no bargains. I crave no gifts. I have no altar. Acts of kindness do not please me. Depredations do not provoke my wrath. I am not moved by prayers, nor soothed by hymns of praise. And my verdict is final.

(CONTINUED)

CONTINUED: (2)

A RABBIT steps into the clearing, sniffing the air. Death CLOSES his hand into a fist. And the rabbit dies...

CONAN

Then to hell with you.

He spits at Death's feet, or rather where Death's cloak meets the snow. Death reaches out with his skeletal claw. Conan feels the cold grip close over his HEART...

THUMP... THUMP... THUMP... DARKNESS closing in on him.

DEATH

So be it. But you **WILL NOT** enter Valhalla. Your overweening **PRIDE** has seen to that. Disease does not love this clime, so here you will remain until your muscles fail and your mind deserts you. You will beg for my return, Conan. And I'll not find you so proud then...

Death releases his grip on Conan's heart. And the barbarian pitches forward into the snow, gasping, coughing as Death disappears into nothingness...

CONAN

...Crom.

EXT. BATTLEFIELD (OUTSIDE THE CITY OF YARALET) - DAY

The battle for Corinthia's Capital is over. The **DEAD** are everywhere. Every **VULTURE** in Hyborea seems to have gathered here to share in Thugra Khan's latest victory. **JACKALS** crowd around the bodies, **SNARLING** and **FIGHTING**. The triumphant **THUGRA KHAN** rides past this carnage at the head of a **COLUMN** of his slaughterous **REAVERS**. Thugra is a warrior in his prime. Magnificently muscled. *His **ARMOR** and flowing **BLACK CAPE** are somehow *familiar* to us...

THUGRA

Shhhh, behave yourselves, my children. There's plenty for all.

The giant **KATUMAN**, Black Prince of Stygia, rides at Thugra's side. Katuman's seven feet tall and clad entirely in stylized black armor, we never see his face.

Thugra's **STANDARD BEARERS** carry the malevolent **STANDARD of SET** - TWO SERPENTS facing each other over a **BLACK SUN** and **BLACK MOON**.

(CONTINUED)

CONTINUED:

Look closely, the EYES of THUGRA'S REAVERS too are utterly **BLACK**. The great serpent SET has captured their will, swallowed their very **souls...**

EXT. TEMPLE OF ANU (CENTER OF YARALET) - DAY

The ruined city is still in FLAMES. Panicked PEOPLE herded into the square like cattle, blood-caked faces watching Thugra ASCEND the STAIRS of their SACRED TEMPLE.

THUGRA

Hear me, people of Corinthia! I am THUGRA KHAN. And the Great Serpent SET has commanded me to rule the world. But fear not! For I've come to liberate you from the bloated tyranny of these so-called *priests* and their empty promises.

Their MALLETS swing and BLOOD flies as the RED PRIESTS are NAILED writhing and SCREAMING to X-shaped CROSSES.

THUGRA

These faithless charlatans would have you believe salvation can be bought with tithe and tribute! Today, I rebuke them! Today, I cast down their false idol!

Ropes LASSO the **MARBLE STATUE** of the city's patron god **YANU**. Reavers WHIP the horses until their ropes stretch TAUT and a CRACK shoots across the statue's ankles. And the shattered PEOPLE of YARALET must watch as YANU, is TOPPLED, Stalin in Budapset, CRASHING into the square

THUGRA

Today, I set you free! I bring you tidings of boundless joy, for The Great Serpent SET holds in His new kingdom a special place for each and every one of you. All that He requires is your utter fealty. And all that I require is your meat.

Confused murmurs from the crowd as KATUMAN drags their plump and terrified REGENT, **MURILO**, up on to the altar.

THUGRA

Well, it isn't all prayer and supplication.

(MORE)

(CONTINUED)

CONTINUED:

THUGRA (CONT'D)

Certain practicalities must be attended to when one commands an army of five thousand men. Keeping them fed, for one. No army ever conquered on a belly full of grain. A soldier needs meat between his teeth.

MURILO

But your siege has all but starved us. We have no meat.

THUGRA

Why of course you do! You're all made of it!

And Katuman CUTS his THROAT. SCREAMS spreading throughout the square now. The crowd SURGING against the reavers.

THUGRA

Slaughter the women and children, the old and infirm, so that we may cook and eat them. Able bodied men will have a choice. Join my army. Or feed it. It matters not to me.

EXT. SHADIZAR (ESTABLISHING) - SUNDOWN

Watch fires burning along the battlements atop (3) massive **DEFENSIVE WALLS**. Ornate rooftops. Gilded spires. PEDDLERS trading in spices, linen, camels, elephants, women. The city built up against RED CLIFFS. The only way through this MOUNTAIN PASS is to go through Shadizar.

Woebegone **CARAVANS** of THOUSANDS of PEOPLE are filing into Shadizar. Dust-caked WOMEN and CHILDREN. MOTHERS walking with BABIES, leading DONKEYS and HORSES so their CHILDREN can ride two, three to an animal. War refugees...

INT. OSRIC'S THRONE ROOM - DAY

PRINCESS RADEGUND watches the refugees streaming in from the balcony. She is beautiful, but not delicate. Fierce. **GENERAL WOUNDWEAVER** and his *aide-de-camp* **CAPTAIN GAMESH** standing at a SAND TABLE with a MODEL of SHADIZAR. Woundweaver is a vainglorious, perfumed man with spectacular, if impractical, unblemished armor.

GENERAL WOUNDWEAVER

More of these exiles are flooding through our gates every day.

(MORE)

(CONTINUED)

CONTINUED:

GENERAL WOUNDWEAVER (CONT'D)

Our provisions are not without limit. They cannot remain here. Their presence in the city weakens us.

RADEGUND

If we cannot offer solace to the suffering, we don't deserve to stand against Thugra Khan.

A MESSENGER enters, dusty and sweaty from a hard ride.

GENERAL WOUNDWEAVER

Highness. Word from Corinthia.

He hands Radegund a waxed parchment message...

RADEGUND

The City of Yaralet has fallen.

Woundweaver and Gamesh trade dread looks.

GENERAL WOUNDWEAVER

His army must cross the Karpash Mountains to reach us. That will delay them, but not for long.

CAPT. GAMESH

He may bypass us altogether, head straight for Turan.

OSRIC (O.S.)

No. Thugra Khan will lead The Army of Set to our gates. You may be certain of it.

They turn to see **KING OSRIC** in the doorway, wrapped in layers of fur to give him the illusion of robust health. Radegund takes her father's arm, helps him to his THRONE.

GENERAL WOUNDWEAVER

Forgive me, Your Majesty, but how can you be so sure--

OSRIC

--He wants revenge, for the part I played in the death of his master. And he will not rest until Shadizar is destroyed.

(CONTINUED)

CONTINUED: (2)

GENERAL WOUNDWEAVER

Thugra Khan has forged the tribes of the North into a bloody sword with which to cut the throat of the world. He has thousands of reavers in his thrall, all ready to die at his command. We don't have enough men. Sire, we must evacuate the city.

CAPT. GAMESH

They'd hunt us down in the desert, slaughter us out in the open.

GENERAL WOUNDWEAVER

The strong always survive.

RADEGUND

Not this time. The women and children will evacuate, and make for the southern sea through the pass in the red cliffs, to boats that will bear them to safety. Able-bodied men must remain to hold the wall long enough for the others to make good their escape.

GENERAL WOUNDWEAVER

For that to work, every fighting man in this city will have to die.

RADEGUND

Yes.

INT. PRINCESS RADEGUND'S CHAMBERS - THAT NIGHT

Contemplating the days events, Radegund pulls the chain from around her neck, and removes the KEY dangling from it, and UNLOCKS the **JEWELRY BOX** on her BUREAU. Radegund reaches in and reverently removes a **FOLDED SWATCH OF TAPESTRY**, bound with a parcel string. She draws the ends of the knot and delicately UNFOLDS it. A single **IMAGE** etched on the tapestry... **THE ATLANTIAN SWORD OF CONAN.**

EXT. SHADIZAR CASTLE (100 FEET UP THE MAIN TOWER) - NIGHT

A **THIEF** is free-climbing the Castle's TOWER. His name is **REK**. Might be handsome under that layer of grime, unkempt greasy hair, scraggly beard. The word *scoundrel* comes to mind. Falstaff. The Lion of Oz. Norville 'Shaggy' Rogers.

(CONTINUED)

CONTINUED:

We could stand Rek beside literature's biggest cowards and he'd be right at home. Rek reaches up for the LANCET, a foot short, wedges a foot into the mortar and LAUNCHES himself up to CLAW the sill, dangling as he LEVERS himself inside...

INT. CORRIDOR - CONTINUOUS

To find himself face to face with **TWO GUARDS!** They draw their swords, ready to slice him in two.

REK

Wait. Wait! Listen, this is exactly what it looks like.

SMASH TO:

EXT. RUNNING ALONG THE ROOF RIDGE - MOMENTS LATER

Rek RUNS full-bore along the roof ridge, arrows WHISTLING through the air around him. Rek LEAPS, gibbon-like, arms pin-wheeling as he SAILS across the COURTYARD... aiming for a **LATTICED WINDOW** on the opposite TOWER... Rek TUCKS his body as he SMASHES through ORNATE WOODEN LATTICE--

INT. PRINCESS RADEGUND'S BATH CHAMBER - CONTINUOUS

--to CRASH, sprawling on to the floor of Princess Radegund's bath chamber. Rek sweeps his hair out of his eyes, facing the most beautiful woman he has ever seen: **PRINCESS RADEGUND** up to her neck in a sunken marble tub.

REK

Pardon me. Your Highness.

Radegund displays no fear of him. Rek lifts her robe off a PEG on the wall, revealing her **SWORD** hanging beneath it, and holds the robe out to her, daring her to take it.

REK

Allow me.

Modesty be damned. She won't let this intruder violate her privacy and live. She steps out of the tub, naked and perfect, snatches her robe and cinches it around her. Radegund PULLS her SWORD from its scabbard.

REK

Please, Highness. I'm already having a bad night. If you'd just--

(CONTINUED)

CONTINUED:

She SWINGS her SWORD, her stroke intended to remove Rek's head *hisses* inches from his throat. He slips on the wet floor. Guards KICK open the door. Nowhere to go but--

EXT. PIG PEN - A SECOND LATER

Rek FALLS face first into the PIG TROUGH. The muddy pigs take it in stride. Rek wipes the filth out of his eyes. SURROUNDED by the King's GUARDS. CAPTAIN GAMESH grinning.

CAPT. GAMESH

You're mine now, you bastard.

They hold Rek. Gamesh doubles him over with a gut punch. Rek COUGHS, catches his breath, and starts LAUGHING...

REK

Accident of birth in my case, born
on the wrong side of the blanket.
What's your excuse, Captain?

INT. OSRIC'S CHAMBERS - THE NEXT DAY

Osric and Radegund stand at his window, overlooking Shadizar. Osric looks wistful and melancholy.

OSRIC

They'll flee. When they hear what
they're up against they'll flee.
There was a time I myself might
have inspired them to stay, but
not anymore. Not at my age.

Beat. Radegund takes a deep breath. Here goes...

RADEGUND

They would be willing to stand
beside a legend, father. And if
ever a man could sow fear in
Thugra Khan's reavers...

Knowing she's taking a risk here. But its the truth.

RADEGUND

It's him.

OSRIC

(reacts)
No. He betrayed this kingdom.

(CONTINUED)

CONTINUED:

RADEGUND

I don't know what happened between
you, but whatever ill will you
bear, the fate of Shadizar--

Osric trembles with uncharacteristic rage.

OSRIC

--ENOUGH! Should anyone inside
this city seek him, I will
consider it an act of treason. And
the Headsman's axe will fall!

Osric turns away and walks back inside. Radegund looks
out at the **GIBBET CAGES**, hanging outside the walls.

EXT. HANGING OUTSIDE THE GATES OF SHADIZAR - LATER

REK shivers in his GIBBET CAGE, like an upright coffin.

RADEGUND (O.S.)

I have a proposition for you,
thief. Will you hear it?

Rek looks down to see RADEGUND flanked by two GUARDS.

REK

You know you could have just asked
me in your bath chamber and saved
us both a lot of trouble.

RADEGUND

Enjoy the view.

Radegund turns, walking away...

REK

No-no-no-no-wait! Wait! Wait!
WAIT! Please. I was joking.
(beat)

I suppose I would be willing to
hear your proposition, Highness.

Radegund nods to a GUARD, who CUTS the ROPE and -- **CLANG!**
OOOF! -- Rek's GIBBET CAGE crashes to Radegund's feet.

EXT. STABLES - LATER

Radegund and Rek watch the GROOMSMEN saddling a HORSE
like a pit crew, packing supplies. She hands Rek a swatch
of tapestry with a DRAWING of Conan's famous ATLANTEAN.

(CONTINUED)

CONTINUED:

RADEGUND

My mother left this to me. He carries a sword like no other. You may be able to find him that way.

REK

If he's still alive. I'm starting to think you're just looking for a reason to save me from the axe.

RADEGUND

If it had been up to me they would've taken your head. But my father forbade anyone in Shadizar from attempting this. And you weren't in Shadizar. You were in a cage outside the walls. And you're--

REK

--I'm expendable.

RADEGUND

I was going to say worthless.

REK

You are a charmer. Hard to believe you're still without a husband.

RADEGUND

I'd rather be a woman without a husband than a man without honor.

That stings. Rek swings up into the saddle. The horse is knocked-kneed, swaybacked. It turns to nip at him.

REK

What the hell is with this horse?

RADEGUND

Buttercup? A valiant steed for a stalwart hero such as yourself.

REK

So he's worthless.

RADEGUND

Expendable.

REK

Just to be clear, if I return with him, my price is--

(CONTINUED)

CONTINUED: (2)

RADEGUND

--Anything in the treasure room,
all you can carry, enough to
become a Prince yourself.

REK

I don't want to be a prince, lady.
I just want to be rich.

With that, Rek SPURS Buttercup to a GALLOP and Radegund
watches him disappear out through the CITY GATES...

EXT. HYBORIA - MANY DAYS

A MONTAGE of Rek riding in search of the Cimmerian...

EXT. A FARMSTEAD - DAYS LATER

Rek riding up to a lonely farmstead, a couple of goats,
too few chickens and too many kids. An old HORSE pulling
a plow. The FARMER driving it stops to look at the swath
of tapestry in Rek's outstretched hand. The FARMER
studies the drawing of the ATLANTEAN, then points...

EXT. ON THE TRAIL INTO THE MOUNTAINS OF CIMMERIA - DAY

Rek reins his horse to stop alongside an OLD MAN in a
wagon and shows the old man the ATLANTEAN. The old guy
squints his eyes, points further up into the mountains...

EXT. APPROACHING THE YMIR PASS - CIMMERIA - DAY

North Winds HOWL, ice like broken glass blasting Rek's
face. He shields his eyes, trudges through deep snow,
leading his horse into the mirthless barrens beyond the
treeline. Buttercup suddenly REARS up, YANKING free of
his grip and GALLOPS down the mountain. Something spooked
her.

REK

Many thanks, Buttercup!

A DARK FIGURE STANDS BEFORE HIM. Covered in icy furs. A
bear? Monster? Fingers suddenly CLAMP around Rek's
THROAT. He realizes the thing from the snows is a MAN!

CONAN

Who are you?

(CONTINUED)

CONTINUED:

REK

I'm-I'm looking for the Cimmerian
Conan! I've come all the way from
Shadizar with an urgent message
for him. From King Osric himself!

Conan releases Rek. Rek collapses in the snow, coughing.

CONAN

You've got a long walk back down
that mountain. I suggest you get
started. You hurry maybe you can
catch that horse before nightfall.

And Conan turns and walks back over the white ridge.

REK

Conan?

Rek hurries after him, slipping in the deep snow.

EXT. CONAN'S CABIN - ROOF OF THE WORLD - DAY

Rek trying to match Conan's long strides, following him
through a forest of ANIMAL SKULLS on posts, Cimmerian for
KEEP OUT. Conan's cabin is a Spartan affair. Raw timber.

CONAN

Why are you still here? That's one
of the benefits of living in
exile. People leave you alone.

Rek draws himself up, trying to muster some authority.

REK

Listen, I'm not leaving. I'm under
strict orders to bring you back.

Conan looks Rek up and down. Yeah, have fun with that.

REK

Please. My life depends on--

CONAN

--Right now your life depends on
getting back down that mountain,
and out of my sight. You're trying
my patience. You really shouldn't.

(CONTINUED)

CONTINUED:

REK

Even as we speak, a mighty host
marches on Shadizar. And when they
reach the city, the Army of Set--

Conan turns, GRABS Rek, YANKING him close.

CONAN

--What did you say?

REK

Snake worshippers. Reavers. Lead
by the sorcerer Thugra Khan.

CONAN

This Thugra Khan. Have you seen
his standard?

REK

Two serpents, facing each
other, but they're also
one, over a--

CONAN

--over a Black Sun. Black
Moon.

REK

You know it.

Conan releases Rek and disappears inside his cabin. He
returns a moment later with his **ATLANTEAN SWORD**. Now, Rek
watches Conan LIGHT a TORCH in his cooking fire. He
TOSSES it like a tomahawk through the doorway into his
cabin. FLAMES spread quickly, ENGULFING the structure.

REK

What the hell are you doing?

The **FLAMES** reflected in Conan's eyes and we **FLASH TO:** His
VILLAGE in FLAMES ages ago. His people massacred...

CONAN

I'm not coming back here.

Conan turns and heads down the mountain. Rek follows him.

I/E. AESIR VILLAGE - BORDER KINGDOM - NIGHT

Conan and Rek trotting their horses toward an AESIR
VILLAGE. There are symptoms of encroaching civilization,
even here, like the new **FENCE** across the road...

(CONTINUED)

CONTINUED:

CONAN

(spits in disgust)
There's no worse blasphemy in the world than to desecrate it with a fence. They are scars upon this land, the lesions left by this disease they call civilization.

And Rek watches Conan angrily HACKS down a SECTION of fence. Conan rides through the gap into the village.

REK

Or we could've used the gate.

Rek follows. Up ahead, we HEAR drunken LAUGHTER, off-key SINGING, howling of men with life by the throat as Conan and Rek ride up to the snow-capped MEAD HALL...

EXT. MEAD HALL - CONTINUOUS

Rek sees a dozen MEN lying in front. Dead or passed out.

REK

What are we doing here? Shouldn't we keep moving? We've got a long--

CONAN

--Wait outside if you want.

Rek shakes his head and follows him.

INT. MEAD HALL - NIGHT

Conan and Rek move through torchlight. The clamor of fists and tankards on long tables, stained with blood and wine. Songs. Raucous laughter and spontaneous brawls. **WENCHES** dancing on tables. Hardly enough fabric to cover the best parts. A MAN hauls a WENCH down off her table, THROWS her over his shoulder, SCREAMING and KICKING.

REK

She need rescuing?

As she's carried past him, she stops screaming a second.

WENCH

Hey Conan.

And goes right back to SCREAMING and FIGHTING like mad.

(CONTINUED)

CONTINUED:

CONAN

No. But he does.

Conan KICKS a passed-out MAN off the bench to make room. Rek slides on to the bench next to him. The BARMAID wipes up blood and teeth, places two tankards in front of them.

REK

I do love the smell of fermented honey, almost as much as... Well, mead halls and brothels are the only places I've ever felt at home. I was raised in a brothel in fact. It has much to recommend it.

Conan downs his tankard in one go. So does Rek.

REK

Gods, but I'm thirsty.

Rek signals the barmaid, draws his **QUILLON DAGGER...**

CONAN

Gods? What gods do you pray to, thief?

Then Rek deftly SLICES a PURSE from the BELT of a shit-faced MAN as he staggers by them. Rek jingles the purse. Dumps the COINS out, GOLD flashing in the firelight.

REK

Just the one. Plow or plunder, strive or steal, Gold doesn't judge. Feel its weight in your hand? That's real, not some bedtime story. Look around. We're *animals*. Meat and bone. Nothing more. No one's up there watching over me. I look out for myself.

The barmaid returns with two full tankards.

REK

They say you once had a taste for larceny yourself. Long ago. Is it true you once snatched *The Eye Of The Serpent* from the coils of a giant snake.

CONAN

Don't know if I'd call him *giant*.

(CONTINUED)

CONTINUED: (2)

REK

What became of the gem?

Conan smiles wistfully, raising his steel tankard...

CONAN

Gave it to a woman.

Conan SEES a **MAN** REFLECTED in his steel TANKARD, raising an **HAND AXE**, cocking back to throw it! Conan *SHOVES* Rek off the bench just as the flying HAND AXE *buzzes* through the air between them and THUNKS into a wooden KEG behind the BAR, cascades of ale spurting out around the blade...

HEIMDUL

CONAN!

Behind Conan looms **HEIMDUL**, Scourge of Vanaheim, hand on the hilt of the BROADSWORD on his belt. Two younger men, **SJARL** and **EINAR**, stand with him, ready to back his play.

REK

Friend of yours?

The entire HALL goes SILENT. And everyone SCATTERS like they're diving from a poker table after some fool called Doc Holiday a cheat. Rek grabs his tankard and backs away

BARMAID

(to Heimdul)

Oh, why don't you leave it alone.

HEIMDUL

Why don't you stick to pouring
piss for these worthless sots.
This is a gentleman's matter.

CONAN

Gentleman's matter?

Conan slides his tankard over to catch the ale cascading from the broken barrel, lifts the tankard, and drinks.

CONAN

I have been a slave. Gladiator.
Thief. Mercenary. Pirate. King.
But I've never been a gentleman.

WENCH (O.S.)

You can say that again.

Scattered laughter, silenced by Heimdul's glare.

(CONTINUED)

CONTINUED: (3)

HEIMDUL

I'll have your head just the same.

CONAN

I took your brother in a fair fight, Heimdul. He died quick. *Nothing fancy.* Ask around. Never let mine suffer, if I can help it.

HEIMDUL

Nor do I.

Heimdul removes his fur cloak. Conan downs his tankard of ale and stands, palm resting on the pommel of his sword.

CONAN

You still have a choice here.

Conan's hand now drops from his pommel to his scabbard, thumb pushing up under the cross guard, the way you thumb back the hammer on a revolver, sliding his SWORD a half inch out of its scabbard to break the static friction.

HEIMDUL

No I don't. He was my brother--

--Conan barely seems to move. Rek stares. *He CAN'T be that fast!* The Scourge of Vanaheim drops to his knees and pitches facedown on to the floor. His troubles are over.

CONAN

Give him my regards.

The younger of the two men who came with Heimdul, **EINAR**, now DRAWS his SWORD, without much conviction...

CONAN

What's your name, son?

Einar's sword wavers, unsure of his obligation here.

EINAR

Einar.

Conan turns to Rek.

CONAN

Give it to them. All of it.

Rek reluctantly palms his stolen coins to Sjarl. *Fuck.*

(CONTINUED)

CONTINUED: (4)

CONAN

Bury him deep, Einar. Heimdul was a brave man. And he deserves a better funeral than the wolves will give him.

Einar nods. He and Sjarl haul the body away. Now Conan stands on a long TABLE, backlit by the hearth's flames.

CONAN

You all know what I am, why I fight, and what I'm willing to die for. An ancient evil has arisen. The Army of Set marches on Shadizar. I ride now to defend the city against Thugra Khan. Who among you will join me?

KUSH WARRIOR

We all know the plight of Shadizar, Cimmerian. Thugra Khan has already taken Nemedra and Corinthia. Shadizar too will fall.

Murmurs of agreement from the crowd.

SHEMITE SWORDSMAN

And how much are we to be paid for this little errand?

CONAN

Nothing.

A chorus of LAUGHTER.

TURANIAN

You expect us to ride to our deaths for nothing.

CONAN

World's gotten far too pretty for men like us. More fences are coming, so are bankers and tax collectors, men with more power than any necromancer. So you can ride with me to Shadizar, meet Death with a sword in your hand. Or remain here, grow soft and fat, let them turn you all into peddlers and plowmen, and kill you slowly with parchment and quill.

(CONTINUED)

CONTINUED: (5)

His words hang like a curse. Conan watches as one by one all of these once-proud warriors TURN their faces AWAY from his, back to their flagons, back to surrender.

CONAN

So I just killed the last man
among you.

Conversations and music slowly resume. False revelry. Rek sees it hurts Conan. He's ashamed of what they've become.

INT. OSRIC'S THRONE ROOM - NIGHT

Radegund stands in front of her father King Osric's BRONZE ARMOR on its stand, gleaming in the hearth light. Something about his empty armor reminds her of death.

GENERAL WOUNDWEAVER (O.S.)

It saddens me, to think he'll
never wear it again.

Radegund turns to see General Woundweaver next to her.

RADEGUND

You speak as if The King were
already dead.

GENERAL WOUNDWEAVER

I meant no disrespect. I only
meant that, when the time comes,
the people will need a champion
worthy to wear the King's Armor.

RADEGUND

Then I'll wear it myself.

GENERAL WOUNDWEAVER

Only the man you choose as your
husband, as Earl of Shadizar, may
wear that armor. That is the law.

RADEGUND

Then when I'm Queen I will change
the law. What are you getting at?

GENERAL WOUNDWEAVER

I've been happy to serve your
father. I consider him my friend.

(kneeling now)

I would be more than a friend to
you, Radegund. I would be your
husband. If you would have me.

(CONTINUED)

CONTINUED:

He takes her hand, kisses it. She pulls it away gently.

RADEGUND

I am sorry, General.

Woundweaver takes her rejection hard. He stands.

GENERAL WOUNDWEAVER

I care for you a great deal,
Highness. If you will not have me,
at least heed my counsel. Leave
this place while you can. Neither
of us should have to die here.

Radegund's determined face in the firelight...

RADEGUND

And the women and children, who
will remain to cover their escape?

GENERAL WOUNDWEAVER

You can't save everyone.

She looks at Woundweaver. But he cannot meet her gaze.

EXT. MEAD HALL - DAY

Conan and Rek are unhitching their horses in front of the mead hall, swinging up into their saddles, when a giant **NORTHMAN** stumbles out with two **WENCHES** propping the guy up. He is built like a bear, beard greased with mead and mutton. A well-used **WAR-AXE** in his belt. Rarely does a breath escape his lips without a torrent of words on it.

WULFGAR

Hold, Cimmerian! HOLD just a damn
minute! I'll be joining you on
whatever fool errand this is. If
you'd just give me a moment here.
(to Wench 1)
Lass, would you be a princess...

One of the wenches obligingly helps the Northman take it out, so he can drink from the flagon dangling from his fist, while he leans against the building to PISS...

WULFGAR

Those were some pretty words for a
damn barbarian. I was otherwise
occupied. Poor lasses were in
desperate need of my attention.

(CONTINUED)

CONTINUED:

The wenches giggle. The Northman bellows LAUGHTER.

WULFGAR

I am Wulfgar, wrecker of mead benches, and truth be told not a few maidenheads. Have you not heard of me? Wulfgar The Quarrelsome? No? Damn. I am a slayer of some repute you know, but word spreads slowly when you leave no survivors. You may call me Wulf, for my blood tells me we're to be fast friends.

CONAN

Conan.

WULFGAR

I know.

Wulfgar smiles, hefts his WAR-AXE, waving it dangerously.

WULFGAR

Ah, but where're my manners? This is BORGA, named for my first wife.

Wulfgar drinks to Borgia, mead cascading down his beard, and TOSSES the flagon in the snow, wipes his mouth.

WULFGAR

Bah! For she too was a bloodthirsty battle axe.

Wulfgar gestures to his **KHITAN** traveling companion: his opposite in every way, utterly still, lithe and silent. The shadows seem to love the man like a brother. Think McQueen in *Magnificent Seven*. He carries the **LONGBOW** and curved **SWORD** favored by the War Masters of the East. His name is **TENKO**, though we'll never hear his name spoken.

WULFGAR

And this silver-tongued devil is - well I'll be damned if I know for he's not spoken a word since I fell in with him, but he fights like a demon with his ass afire.

Tenko offers Conan a small nod, hardly more than a twitch, which for Tenko is an effusive greeting. Then Tenko trick-VAULTS over the rump of his horse to LAND expertly in his saddle. Conan nods to Tenko.

(CONTINUED)

CONTINUED: (2)

WULFGAR

So who's the Daffodil?

CONAN

Just some thief sent to fetch me.

WULFGAR

Why would they send a thief?

CONAN

Whatever they promised him, was
enough to guarantee his return.
Courage has a habit of deserting a
man when he needs it most. But you
always can count on greed.

Rek bows elaborately in his saddle.

REK

I am deeply devoted to a life of
greed, and abject cowardice. I
realize it's not for everyone.
Takes discipline and commitment.

Meanwhile, the two wenches are straining to steer Wulfgar
to the HITCHING POST, where a dozen HORSES are tied.

WULFGAR

Somebody tell me which one of
these damned creatures is mine...

REK

Does it matter?

WULFGAR

I suppose not.

The women help Wulfgar on to a horse with difficulty. The
creature BUCKS and KICKS. Wulfgar wobbles, but hangs on.

CONAN

He'll do.

EXT. PLAINS OF SHADIZAR - DAYS LATER

Dry feather grass gnashing in the breeze. Tumbleweeds.
Wind-crippled trees, bone dry and brittle. Red rock.
Conan breathes it in. Been a while. He can see the
SHADIZAR in the distance. **This will be the battlefield.**
From here they can see that the City of Shadizar has...

(CONTINUED)

CONTINUED:

WULFGAR

Two defensive walls. That's something to work with at least.

EXT. OUTER WALL ('WALL OF DEFIANCE') - CONTINUOUS

Conan rides up to the **OUTER WALL** and WHACKS it with his SWORD. The wall cracks. A few pieces crumble off...

WULFGAR

Might slow them down some.

Conan looks over the massive outer wall, thinking...

CONAN

I have other plans for it.

EXT. GATES OF SHADIZAR - MINUTES LATER

More **CARAVANS** are shuffling toward the GATES, what few WOMEN and CHILDREN who managed to escape Corinthia with their lives. Conan, Rek, Wulfgar and Tenko ride in among through Shadizar's gilded gates. Everywhere they look are fat MERCHANTS, PEDDLERS, MONEY CHANGERS and WENCHES.

CONAN

Look at them. There's no steel left in these people. What little there was they traded for gold a long time ago. The battle is over. Civilization defeated them.

WULFGAR

And this Thugra Khan's on his way to collect the carcass.

They ride past some LABORERS DIGGING a defensive TRENCH. Trench is too strong a word, hardly more than a ditch, which they are LINING with some SHARPENED STICKS.

CONAN

That supposed to be a defensive trench, or a damn latrine?

WULFGAR

Pathetic.

CONAN

(to closest laborer)
Boy! Who the hell's in charge of this city's defenses?

(CONTINUED)

CONTINUED:

LABORER

General Woundweaver.

Conan nods Wulgar toward the trench. Wulgar and Tenko hop down off their horses. Wulgar picks up a shovel...

WULFGAR

Listen, boy. That's no way to go about digging a trench. Here now, all of you. Let me show you...

And Conan and Rek ride on toward Osric's castle...

EXT. OSRIC'S CASTLE (ENTRANCE) - MINUTES LATER

(2) **GUARDS** block the entrance to the Castle. As Conan and Rek approach, the guards step forward and **CROSS** their **SPEARS** to bar Conan's way. There was a time he would've killed them outright on general principle.

CONAN

I am Conan. And you must be new.

GUARD 1

I know who you are, Cimmerian. And the King will not see you.

Conan turns, narrows his eyes at Rek.

REK

It's complicated.

CONAN

(to the guards)
Let's start again. I am Conan.

GUARD 1

And I already told you--

--Conan's **FIST** shatters the guard's **JAW**, his spear clatters to the stone floor as he crumples. Conan **SEIZES** **GUARD 2's THROAT** before the other one hits the floor.

GUARD 2

I'll announce you.

INT. OSRIC'S THRONE ROOM - MOMENTS LATER

GENERAL WOUNDWEAVER is bent over a map of the battlefield laid out on the sand table. **COMMOTION** coming from the **CORRIDOR**.

(CONTINUED)

CONTINUED:

Woundweaver nods to his SOLDIERS and they throw OPEN the DOOR, only to be KNOCKED backward, tumbling one after the other, and sprawling on to the floor...

CONAN strides through the open door into the throne room, the corridor behind him is littered with beaten guards, Rek stepping over their moaning forms to follow Conan in.

GENERAL WOUNDWEAVER

What the hell are you doing here?

CONAN

Enjoying your hospitality.

Conan grabs a BOTTLE of WINE off the long table.

GENERAL WOUNDWEAVER

How dare you?

CONAN

Why does everybody ask me that?
I'm a barbarian.

Conan BITES the CORK out of the bottle, spits it on to the floor and DRINKS, skeptically regarding Woundweaver's BATTLE PLANS laid out between them on the big sand table.

CONAN

You must be Woundweaver. Your left flank's wide open, and the trench you're digging outside the walls wouldn't stop a herd of goats.

MORE GUARDS running into the throne room now, SWORDS drawn, surrounding Conan, but he barely seems to notice.

CONAN

Your men?

GENERAL WOUNDWEAVER

They are.

CONAN

Not anymore.
(to the soldiers)
Lower your weapons. That's an order.

Conan's command presence is what the Plains Indians would call Big Medicine. And these soldiers are taken aback.

(CONTINUED)

CONTINUED: (2)

GENERAL WOUNDWEAVER

You listen to me, barbarian. I don't know who summoned you or what you think you're doing here. But I'm in command of this army just as long as I can stand.

CONAN

So be it.

And Conan **BOOTS** the general's **BALLS** up into his throat, then as the general doubles over, Conan **SMASHES** the **WINE BOTTLE** over the general's **HEAD** and he falls in a heap. **CAPTAIN GAMESH** takes a step toward the Cimmerian...

CONAN

You want some of it?

Gamesh shakes his head, lowers his sword and backs away.

CONAN

Smarter than you look, Captain.
(re: Woundweaver)
Get him out of my sight.

Soldiers carry Woundweaver away, leaving Rek and Conan alone. Conan turns to Rek, seriously pissed off here.

REK

(pointing)
BEHIND YOU!

Conan whirls around to see just in time to see **OSRIC RAISING** his **SWORD!** The two men **FACE** to **FACE** after all this time. Conan hardly recognizes him. Osric's grown so weak; the weight of the sword is almost too much for him, but Osric manages to hold his blade at Conan's throat...

CONAN

I reckon I owe you the first strike, old man. Make it clean.

And Conan **DROPS** his sword! Rek can't believe it. Osric trembling, outraged. His blade hovers at Conan's throat.

RADEGUND (O.S.)

Father! Stop, please!

Conan turns to see - *it can't be her* - the beautiful **PRINCESS RADEGUND** at the top of the stairs, descending through sunlight like a Valkyrie. Rek **CATCHES** the look on Conan's face, seeing her through a younger man's eyes.

(CONTINUED)

CONTINUED: (3)

CONAN

Your Majesty. You... My Queen. You haven't aged a day.

RADEGUND

Queen? No. My mother was The Queen. I never knew her. She left this world bringing me into it.

Conan looks at Osric, his old friend, his old rival. The rage gone from Osric's eyes for now. Osric's sword wavers, clatters to the floor as he COLLAPSES, unconscious. Conan catches him before he hits the floor.

INT. OSRIC'S CHAMBERS - NIGHT

Osric sleeps, his breathing ragged. Conan and Radegund stand off to the side, somberly watching a whispering gaggle of ineffectual NURSES and PHYSICIANS tend to him.

CONAN (PRELAP)

He doesn't have much time...

EXT. BALCONY MAIN TOWER - LATER

Conan and Radegund stand on a high balcony, overlooking the magnificent City of Shadizar.

RADEGUND

Oh, he still has his good days.
But no, it won't be long now.

A breeze stirs Radegund's hair. She pushes it out of her face. She's cried all her tears for Osric already. Now, she must be strong. She looks out on her city, her home.

All Conan sees are its points of weakness.(2) **DEFENSIVE WALLS:** the **FIRST WALL** looks weak, hastily put-together. The **SECOND WALL** around the caste, looks fairly solid.

CONAN

The first wall will never hold.
Call it **DEFIANCE**. Bold, but worthless in the end. It won't withstand the first wave.

RADEGUND

And the second?

(CONTINUED)

CONTINUED:

CONAN

DEATH. Inevitable. They will breach that second wall, Highness, whatever gods you pray to, ask them to grant you a quick death. Because Thugra Khan won't.

(beat)

If we're very lucky, we might be able to hold Thugra off just long enough for your women and children to reach the sea. But that's the only victory to be had here.

(off Radegund)

Thugra's going to take this city. And when he does, everyone inside these walls is going to die. Everyone. You understand that?

RADEGUND

You men die every day over such foolish things. Jealousy. Greed.

(her people)

Thousand of innocent lives? I'm willing to die for that, Cimmerian. Hell, that's a bargain if ever I've heard one.

Conan can't help himself, he's starting to like this kid.

RADEGUND

What happened between you and my father? He will not speak of it.

The question catches him off guard. He doesn't know how to answer her. Then--

RADEGUND

--THE SOLDIERS!

Radegund SPOTS Woundweaver's MEN on horseback following Woundweaver. And they're HEADING FOR THE CITY GATES!

RADEGUND

They're DESERTING!

EXT. GATES OF SHADIZAR - MOMENTS LATER

Woundweaver trots past Wulfgar and Tenko. Wulfgar SPITS elaborately. Radegund GALLOPS to the front of the column to INTERCEPT Woundweaver, forcing the entire column behind him to HALT. He'd hoped to avoid this.

(CONTINUED)

CONTINUED:

RADEGUND

What the hell are you doing?!?

GENERAL WOUNDWEAVER

I'm not going to die here,
Highness. And neither should you.

RADEGUND

I won't allow this.

CONAN (O.S.)

Let them pass.

They turn to see Conan riding up to meet them.

CONAN

Cowardice is like a cancer, better
to carve it out before it spreads.

(to Woundweaver)

The life you run to? It's far
worse than the death you flee.

Woundweaver looks ashamed. Maybe part of him suspects
what Conan says is true, though he won't admit it.

GENERAL WOUNDWEAVER

I doubt that very much.

Woundweaver spurs his horse to a gallop and rides away,
followed by his deserters, kicking up a storm of dust...

EXT. THE TOWER OF THE SERPENT - DAY

THUGRA and KATUMAN and a contingent of REAVERS riding
toward the **TOWER OF THE SERPENT**. The tower is crumbling
now. Overgrown with back vines like the poisoned veins of
a gangrenous limb. But still imposing. Still haunted.

THUGRA

Ages ago, Set coiled about the
world as a python strangles its
prey. And these towers girded the
earth. Soon they will again.

A SCOUT gallops up to meet them at the entrance to the
tower. He dismounts to kneel before Thugra, head bowed.

SCOUT

My Lord. News from Shadizar. Their
General, Woundweaver, and his
Soldiers have fled the city.

(CONTINUED)

CONTINUED:

THUGRA

Who remains to defend it?

SCOUT

Just a few volunteers. Mostly
peddlers. Merchants.

KATUMAN

Pathetic.

SCOUT

There's something else. Our spy
tells us three warriors arrived
today. A Northman. A Khitan...

THUGRA

And the third?

SCOUT

Conan.

Katuman tenses. Thugra smiles, even chuckles a little.

THUGRA

Wonderful.

And with that, Thugra and Katuman step through the entrance and disappear into the bowels of the tower. The scout rises from his knee, turning back to his horse. But his horse STAMPS and CIRCLES nervously. Because the GROUND is ALIVE. The scout stumbles backward, scrambling away. Every SNAKE from miles around has slithered here, thousands of them, like tributaries flowing into a river of snakes, following their master into the tower...

CUT TO:

EXT. THROUGH THE STREETS OF SHADIZAR - DAY

REK strolls through the crowded streets of Shadizar, easily dodging around **WOMEN** carrying their **BABIES**, leading **KIDS** on pack animals, squalling **TODDLERS** lifted on to wagons, joining a somber exodus through the city.

Rek SWIPES an PAPAYA from a passing cart, and LEANS against the BUILDING across from the BLACKSMITH'S FORGE. Rek thoughtlessly munches his score, juice running down his chin. All around him, **WOMEN** and **CHILDREN** are tearfully embracing their **FATHERS** and **HUSBANDS** for the last time. Rek hardly seems to notice any of them...

(CONTINUED)

CONTINUED:

But the blacksmith **TARASKUS** happens to be in Rek's eye line. Taraskus is securing food and water to a horse-drawn WAGON. His wife **AESA** holds their BABY DAUGHTER in her arms. Rek's chewing slows, a voyeur witnessing their heartbreaking goodbye. Rek watches Taraskus' 15-year-old son, **ASFAL**, lingering there near his father...

REK
(sotto to himself)
Go on. Get on the wagon, kid.

EXT. BLACKSMITH'S FORGE - CONTINUOUS

Taraskus is a proud man, strong as the smith's hammer he wields. He kisses his daughter, then his wife, his lips lingering on hers. Tasting her for the last time. He helps them on to a wagon that will bear them to safety. But young ASFAL refuses to climb on to the wagon...

REK
(sotto)
Come on. Don't be an idiot.

ASFAL
I'm staying, Father.

Terrified, Aesa looks to Taraskus, pleading...

AESA
Forbid him, Taraskus.

Taraskus turns to his son. The decision is his to make.

TARASKUS
You know what that means, boy?

Asfal nods.

ASFAL
My place is here. With you. If it means my death, then I'd be proud to die fighting by your side.

Taraskus is overwhelmed with emotions, a father's pride, fear to lose his beloved son. He claps Asfal's shoulder.

TARASKUS
Well, we're not dead yet.

Rek spits out a mouthful of fruit. TOSSES the papaya on the ground and walks away, shaking his head in disgust...

(CONTINUED)

CONTINUED:

REK
(sotto)
Yes, you are.

EXT. SHADIZAR - DAY

Conan and Radegund push their way through the fleeing families, swimming upstream through a current of crying children and women wearing brave faces...

CONAN
Abandon the city beyond the walls.
It's useless to us now. Pull
everyone back behind the walls.

RADEGUND
Done.

CONAN
I'm going to need weapons of
steel, swords, spears, arrows...

EXT. SHADIZAR (MULTIPLE LOCATIONS) - DAY

The MEN of SHADIZAR now moving to RIP DOWN every piece of **METAL** in the city. Every DOORKNOB, COOKING POT, SCONCE and RAILING tossed into CARTS and HAULED to...

CONAN (V.O.)
*Every piece of metal in this city
goes into the blacksmith's forge.*

EXT. BLACKSMITHS' FORGES - DAY

FORGES GLOW like hellfire. MOLTEN METAL flows into MOLDS. Ringing HAMMERS. STEAM from BLADES plunged into WATER. SWORDS handed to VOLUNTEERS waiting in line... CONAN intercepts one of the SWORDS, inspects the blade, testing its balance. Conan CHOPS through a wooden post like nothing. He nods to the Blacksmith, **TARASKUS**. Pleased.

CONAN
And I'll need a dozen irons kept
red hot, ready press into wounds.

Taraskus removes his gloves, sets them on an anvil.

TARASKUS
You'll have them, Cimmerian. But
that's work for old men.
(MORE)

(CONTINUED)

CONTINUED:

TARASKUS (CONT'D)

You don't spend your life forging
weapons of steel without learning
how to wield them. I'll be on the
battlements, fighting beside you.

(nodding to his boy)

As will my son.

Conan sizes up **ASFAL**, the boy eager to justify his
father's pride. Conan *TOSSES* the SWORD to ASFAL.

CONAN

Defend yourself.

Conan *DRAWS* his ATLANTIAN SWORD and *SWINGS* at Asfal's
HEAD! The boy barely gets his blade up in time to *BLOCK*
it. Conan *SWINGS* again. Brutal blows send him stumbling
backward toward the forge. Taraskus watches Conan *KNOCK*
the sword from his hands! Asfal *DODGES*, rolls, comes up
SWINGING a POKER. Conan lowers his sword. Taraskus
smiles. Asfal stands there, eyes bugged, chest heaving...

CONAN

You'll do.

Conan *NODS* to Taraskus, then turns and leaves. Watching
Conan, Asfal lets the poker slip from his fingers into
the dirt, all but collapsing against a pillar as the
adrenaline dissipates, about to pass out...

EXT. AROUND THE CORNER - SECONDS LATER

The moment Conan and Radegund round the corner, Conan
pauses, leaning against the wall to catch his breath. His
sparring with Asfal has left him winded. Conan *CLUTCHES*
his CHEST. *THUMP... THUMP... THUMP...* Darkness closing in
around him. But The Cimmerian somehow wills it away...

CONAN

Not a word, understand me?

RADEGUND

Of course.

Conan massages his knee, wincing as it pops back.

CONAN

I smelled sulfur back in The
King's Chamber. Those physicians
attending your father? Anyone
still claiming they can cure him
with alchemy is lying. Give him
something for the pain.

(MORE)

(CONTINUED)

CONTINUED:

CONAN (CONT'D)

Keep him comfortable. The rest is wasted.

(Radegund reacts)

And I need every grain of sulfur and charcoal to defend this city.

RADEGUND

Anything else?

CONAN

Render every hog in the city. I need the fat packed into barrels.

RADEGUND

All our hogs are long gone. We have the fat stored up for battle. But we slaughtered them, and cured the meat to travel with the women and children. They need it more than we do.

CONAN

(reacts)

Your cattle? Goats?

RADEGUND

All gone.

CONAN

You're telling me there's no MEAT?

RADEGUND

We have grain to last us. Beans.

CONAN

No weapons. No soldiers, that I can deal with. But no meat? How can a man fight without meat?

Conan shakes his head, grumbling his way out of frame.

CONAN

Unbelievable.

EXT. WALL OF DEFIANCE - LATER

A haze of dust hangs here at the base of the WALL OF DEFIANCE, stirred by the constant labors of dozens of men stripped to the waist, covered in dirt and sweat, with kerchiefs over their mouths and noses, ATTACKING the earth with PICKS, SHOVELS, and WOODEN BUCKETS.

(CONTINUED)

CONTINUED:

WULFGAR and TENKO work among them, both spackled with dust, digging several MINES under the wall. WAGONS laden with **BARRELS** approach. From horseback, **CONAN** watches LABORERS roll BARRELS into the mines. WULFGAR pulls his kerchief, ladles water from a bucket, drinking deeply.

WULFGAR

How in the hell did I ever let you talk me into this?

CONAN

You were drunk.

WULFGAR

Ah.

Wulfgar LAUGHS heartily, and goes back to work.

INT. SHADIZAR CASTLE (CORRIDOR) - DAY

Radegund walks down the corridor and sees REK leaning against the door to her chamber.

RADEGUND

What the hell do you want?

REK

What you promised me, Highness. Or don't you remember? Anything in the treasure room. All that I can carry. I delivered your Cimmerian. Now, pay me what you owe me.

RADEGUND

I'll instruct Captain Gamesh to take you to the treasure room. Now, if you don't mind...

But Rek doesn't move.

REK

Admit it, Highness. You're a *little* happy to see me back here alive.

RADEGUND

I'm happy to see the Cimmerian. The people will follow him, even unto death. And I'm even happy to see old Buttercup back safe.

(MORE)

(CONTINUED)

CONTINUED:

RADEGUND (CONT'D)

But I am not even a little happy to see you, thief, nor am I surprised. I know what kind of man you are.

REK

You don't know me, Princess.

RADEGUND

Oh, I think I do. You're a mangy little cur, not worth the pain of the poor woman who bore you--

REK

--Well, she'd probably agree with you on that score. In fact, you remind me a little of her. She was a cold-hearted bitch.

Radegund COCKS back to SLAP his FACE, but he CATCHES her WRIST before it reaches him, and holds on to it. Smiling.

REK

You and I both know you could've sent anyone to fetch Conan. But you chose me, a thief. Why?

His lips are just a little closer to hers now.

RADEGUND

My options were limited.

That gets under his skin. She does. And he hates it.

REK

That so?

He uses his grip on her wrist to pull her into a KISS. It takes her too long to pull away. But when she finally does, Radegund has a **DAGGER** up against Rek's belly.

RADEGUND

You ever touch me again, thief, I promise I will dump your steaming entrails all over these stones.

He turns away from her, walking in the other direction.

REK

Just give me what you owe me, Highness. Now would be good, if you don't mind. Shadizar's about to become a very unhealthy place.

(CONTINUED)

CONTINUED: (2)

Radegund watches Rek stomp away. Indignant rage, regret, and maybe just a trace of longing on her face...

EXT. MARKET SQUARE - DAY

WULFGAR and TENKO stand in the square in front of eighty VOLUNTEERS, most have never held a sword in their lives.

WULFGAR

My companion here hails from
Khitai, where they grow the finest
swordsmen in all the world. But
notice, he's a *little* bugger...

Wulfgar pitches a MELON into the air. Tenko DRAWS and SLICES through the MELON midair, and sheaths his sword before the halves of melon hit the ground.

WULFGAR

You don't need much strength to
wield a sword. Point of balance is
down close to the guard. So if you
can lift the damn thing, you can
surely wield it.

Conan approaches, watching Tenko demonstrate.

WULFGAR

Now. Do exactly as he does. DRAW!

And the volunteers all DRAW their new SWORDS in unison.
ARRRGH! Someone SCREAMS in back. Conan looks at Wulfgar.

CONAN

Maybe stand a bit further apart.

EXT. MARKET SQUARE - LATER

Wulfgar has organized the volunteers into neat columns, for another *posta* drill. Many are already bandaged.

WULFGAR

Alright, lads. Here we go again.
But *slowly*. Column one, take a
front guard. Column two, thrust.
Column one, empty fade and...

The eager, clumsy volunteers bang around awkwardly, tripping over each other, swords go flying into the dirt. Tenko rolls his eyes to Wulfgar. They're screwed...

(CONTINUED)

CONTINUED:

KALLIAN

This is hopeless!

Murmurs of agreement, discord, fear.

CONAN (O.S.)

Who said that?

All the columns turning to face Conan, their savior.
KALLIAN steps forward, a former merchant, fat and bald.

KALLIAN

I did. Name's Kallian. We're not warriors, Cimmerian. We'll never survive the first wave.

CONAN

Thugra's first wave will be his berserkers. Savages from the Pictish Wilderness who live to kill, hardly men at all. Thousands of them will come over that wall.

Volunteers gasp, murmuring. *Picts! We'll be slaughtered!*
 CONAN approaches KALLIAN, standing nose to nose with him.

CONAN

And you, KALLIAN, will face the entire Pictish horde. Alone.

(Kallian reacts)

None of you will raise a finger to help him. I'll kill any man that comes to his aid. Hear me?

VOLUNTEER 1

What?

VOLUNTEER 2

He's gone mad!

*
*

Wulfgar and Tenko trade baffled looks.

CONAN

And what's more. Kallian will slaughter them to a man. And when the first battle is over, not a single Pict will draw breath.

(incredulous mumbles)

I will prove to you that one disciplined man can defeat thousands of mindless savages.

Conan leaves. Kallian's eyes roll back and he FAINTS.

INT. TREASURE ROOM - DAY

CAPTAIN GAMESH opens the STEEL DOOR on a cylindrical chamber, like a grain silo, MOUNDS of GOLD and GEMS. Gamesh holds the door open, allowing REK to enter.

CAPT. GAMESH
I still say they should've taken
your hands.

REK
Yes, but what're you gonna do?

There's more here than even Rek could've imagined. He clambers over shifting dunes of gold, searching everywhere for the EYE OF THE SERPENT, nearly burying himself in the process. Frantic. There are all kinds of gems, diamonds, sapphires, emeralds, but no rubies...

REK
It's not here... I'm a dead man.

INT. CORRIDOR (OUTSIDE TREASURE ROOM) - SECONDS LATER

Rek can barely heft the bucket of gold and jewels. He wobbles after Gamesh, straining with every step.

CAPT. GAMESH
You look disappointed. Not enough?

REK
No, this is... *adequate*. Listen,
I'm going to need to purchase a
pack mule, maybe two, and a horse.

CAPT. GAMESH
You can certainly afford them now.

He strides ahead, leaving Rek awkwardly hauling his loot.

REK
So there's not by chance another
treasure room somewhere, is there?

Gamesh looks at him with renewed suspicion.

CAPT. GAMESH
Just the one.

EXT. CITY GATES - DAY

GUARD (O.S.)

Riders approaching!

Two contrails of dust spreading across the plain. Two of the Thugra's HERALDS gallop toward them on swift mounts. One carries the STANDARD of SET, streaming a banner.

HERALD 1

Hullo, the gate.

The HUGE GATES slowly open. Radegund, her ADVISORS, and a phalanx of ROYAL GUARDSMEN walk out on to the causeway to meet the heralds. An impressive, if officious retinue.

RADEGUND

What do you want?

HERALD 1

I come bearing a message from my Lord, Thugra Khan--

ADVISOR

His Majesty is--

RADEGUND

--I speak for The King, Herald.

HERALD 1

So be it. My master wishes to palaver. Warrior to warrior. With you. And the Cimmerian, Conan.

The advisors and guards part. Conan steps forward.

CONAN

He stands before you.

HERALD 1

You're Conan? Hahaha! Gods, but you look old and slow.

Conan suddenly *HURLS* an AXE that *buzzes* through the air and *BLOWS* the herald back off his horse with the force of a shotgun blast. Everyone GASPS, staring at Herald 1 death-twitching in the dirt, then at Conan!

ADVISOR

WHAT'S THE MATTER WITH YOU!?!

(CONTINUED)

CONTINUED:

CONAN

These old ears of mine. I was
having trouble hearing that one.

Herald 2 stares down at his dead comrade.

CONAN

So speak up, will you, boy?

HERALD 2

Follow me if, if you please.

Radegund looks down at the dead Herald, smiles at Conan.

RADEGUND

Things don't work out, you've got
a promising career as a diplomat.

EXT. PLAINS OF SHADIZAR - DAY

CONAN and RADEGUND ride across the plains. They CREST the ridge and SEE the **MIGHTY HOST** in the VALLEY beyond, smoke from CAMPFIRES. SPEARMEN. CAVALRY. SIEGE ENGINES...

RADEGUND

Gods. Have mercy.

CONAN

I wouldn't count on it.

Following the herald straight into a SEA fearsome warriors parting like the red sea, under orders to let them pass, but none of them are happy about it. Radegund's never seen anything like these warriors.

RADEGUND

What are they?

CONAN

Picts. The first wave.

*Even in this, the Hyborian Age, the **PICTS** are SAVAGES. Teeth filed to sharp points. Their battle dress consists mostly of bone and bamboo. Masks of animal skulls. Ribcages as breastplates. Warpaint. War bonnets of Arcaeoptyx Feathers. Scalps on their lances.

EXT. TOWER OF THE SERPENT - MINUTES LATER

Conan recognizes this place, of course. It's crumbling now, Thugra has made this his base of operations. CONAN and RADEGUND dismount. GROOMSMEN take their horses...

INT. TOWER OF THE SERPENT - CONTINUOUS

The HERALD conducts them down a series of torchlit corridors. Inside, the tower is eerily well-preserved. *Deja Vu*. The Herald leads them past...

INT. ARENA - CONTINUOUS

...A **WIDE PIT**. Dirt floor. Sheer marble walls. **SOMETHING BIG** down there, *moving* in the shadows. The DRY RASP of SCALES dragging across the dirt. Too dark to see...

RADEGUND

What is it?

CONAN

Whatever it is, it's flesh and blood, and so a sword can put an end to it. Remember that.

INT. THUGRA'S CHAMBERS - MOMENTS LATER

The HERALD draws a silk CURTAIN aside. Conan and Radegund step inside. **THUGRA KHAN** stands at the head of a banquet table with a lavish FEAST laid out. All the more frightening for its loveliness. Conan and Thugra like two gunfighters, sizing each other up. Conan reaches down to BREAK off a TURKEY LEG, tearing into it.

THUGRA

I know it's been days since either of have had a decent meal. What with most of the provisions packed off with the women and children...

Radegund reacts. He's right, of course. But how? The BRIDES of SET arrive with trays of food fit for a king. Conan plops heavily into a chair, digs in with abandon. Radegund watches Conan stuff his face without a care.

RADEGUND

What are you doing?

(CONTINUED)

CONTINUED:

CONAN

What's it look like?

RADEGUND

What if it's poison?

Conan rolls his eyes to Thugra. *Can you believe her?*

CONAN

Is it poison?

THUGRA

Of course not.

CONAN

(gulping wine)

There you go.

Conan snatches a joint of mutton off a passing tray. Radegund sits, reluctantly. But she too is starving.

THUGRA

I trust you traveled through my encampment unmolested. I wanted you to see what you're up against before our little palaver.

CONAN

We did. And you didn't bring enough men. Not even close.

Thugra smiles. He expected nothing less from Conan.

RADEGUND

If you summoned us to offer terms, you've wasted your time. There will be no surrender. Many will die on the plains of Shadizar, but I'll see to it personally that you're among them, Thugra.

Thugra raises his goblet to her bravery.

THUGRA

Well said, Highness. But I offer no terms. You don't ask the rats in an apple barrel if they're willing to surrender. Everyone within those walls is already dead.

The brides lay a roast pig on the table, Conan carves himself a big slice. He doesn't seem to be listening.

(CONTINUED)

CONTINUED: (2)

THUGRA

You can still ransom the lives of your women and children if you deliver *The Eye of the Serpent* to me. I'll grant them safe passage.

Radegund reacts. She wasn't expecting this. At the mention of *The Eye*, Conan's chewing slows...

THUGRA

I know *The Eye* resides in Shadizar. Because it summoned me here. It calls to me even now.

Radegund looks at Conan. He shakes his head subtly.

THUGRA

They won't just be put to the sword, Highness. My reavers will abuse them in ways you cannot imagine. Feast on their flesh, crack their bones for the marrow.

CONAN

Have to get through me first.

THUGRA

I'm looking forward to that part. Strange. I remembered you being a giant. But of course everyone's a giant when you're a small boy.

Conan reacts.

THUGRA

I searched. For years. They all said you were already dead. But I knew. I knew if I laid siege to Shadizar, you'd come. Set himself has prophesied our reckoning.

CONAN

Am I supposed to know you?

THUGRA

You beheaded my father.

Radegund nearly spits out her wine! Coughs.

CONAN

You have no idea how little that narrows it down.

(CONTINUED)

CONTINUED: (3)

Thugra pulls the necklace from under his cloak, so Conan can get a good look at the **SNAKE PENDANT** once worn by...

THUGRA

My father was Thulsa Doom.

Conan REACTS and we **FLASH TO:** The **TEMPLE OF SET**, thirty years ago, as Conan SWINGS his ATLANTEAN SWORD, *hacking THULSA DOOM'S HEAD* off, then raising his SEVERED HEAD to show his followers before TOSSING it down the temple stairs. HIDDEN in the SHADOWS, a **SMALL BOY** looks on...

THUGRA

He called you his son. And you murdered him.

Conan wipes his mouth, pushes away his plate.

CONAN

There was an inscription on my father's sword, *Suffer no guilt ye who wield this in the name of Crom*. And it might've been true for him, but he didn't live to be as old as I am. I've killed men my father might've spared. But Thulsa Doom isn't one of them. Any man ever needed killing it was him. He murdered my parents. My people.

THUGRA

And he made you into the man you are, Conan. You know it's true.

(re: the pendant)

Vengeance, like life, is a great circle. And you and I? We're the two serpents, rising to strike at each other. But we're also one. And just as my father made you, so you have made me, Cimmerian.

CONAN

Well, if it's my head you want, come and take it from me. If you can.

THUGRA

I've waited all my life to avenge my father. I used to think killing you was all I wanted. But what is death to an old man like you?

(MORE)

(CONTINUED)

CONTINUED: (4)

THUGRA (CONT'D)

You look as though you might even welcome it. You're old. You're heart is old.

Thump.... Thump.... Thump.... Darkness at the edges.

THUGRA

Even now I hear it, laboring in your breast. Killing your body is no victory now. Time has nearly completed that task for me.

(drinks)

No, I'm going to kill your legend, Conan. You'll die not in glory, but in disgrace. And I want the whole world to see you broken.

Conan sets his jaw. No... *not yet*. He grips the table, stands. So does Radegund. Guards stationed around the room react, but Thugra raises his hand to stop them.

CONAN

You know, you walk the same road your father trod. Shall I tell you where that road ends, boy? It ends with me. This blade has tasted the blood of many tyrants, Thugra.

Conan lifts his goblet, GULPS down the last of his wine.

CONAN

And though my sword grows heavier these days, I promise you its thirst is not yet satisfied.

Conan slams the goblet down on the table.

CONAN

Thanks for the meal.

Radegund and Conan turn and walk out.

EXT. PLAINS OF SHADIZAR - MINUTES LATER

Conan and Radegund ride back up the ridge, looking back down at the sea of torches and cook fires...

RADEGUND

What could he possibly want with
The Eye Of The Serpent?

(CONTINUED)

CONTINUED:

CONAN

I don't know. But I'm beginning to think your father does.

RADEGUND

Did you know Thugra was the son of Thulsa Doom?

CONAN

No. But it doesn't matter. I know now how many men he commands, how many calvary, how many archers. I looked in his eyes. And I know he's afraid, as well he should be.

(beat)

Never interrupt your enemy while he is making a mistake, Princess. And Thugra Khan just made the biggest mistake of his life...

RADEGUND

What's that?

CONAN

He fed me.

Conan rides out of frame. Radegund hurries to catch up.

INT. CORRIDOR (SHADIZAR CASTLE) - NIGHT

(2) GUARDS walk past. We PAN up to REVEAL Rek WEDGED himself between the walls overhead. His hands and feet pressing both sides. Rek DROPS lightly to the floor, then he walks down the hall toward...

INT. KING OSRIC'S CHAMBERS - MOMENTS LATER

The HEAVY DOOR opens, REK slips inside, letting his eyes adjust. He skulks along the wall...

OSRIC (O.S.)

Tell me, thief. Do you happen to know the penalty for violating the sanctity of The King's Bedchamber?

Osric's gravelly **VOICE** behind Rek, hoarse but resonant. Rek sees **KING OSRIC** in his NIGHTSHIRT swinging his knobby legs over the side of the bed with some difficulty.

REK

No, Your Majesty.

(CONTINUED)

CONTINUED:

OSRIC

Neither do I. Death, I should think, but no one has had the audacity to commit such a crime under my reign. I was the last. I crept into this very room and strangled King Daizan in his bed. He was a most unpleasant man.

Osric holds a kerchief up to his mouth to stifle a fit of violent COUGHING. Osric motions for Rek to HAND him the CUP on the table. Osric takes the cup from Rek. When his coughing subsides, the kerchief is bloody. He SIPS some of his black lotus, and it soothes, a little...

OSRIC

Black Lotus. Helps me sleep. And hastens a merciful end to all of this. When I was your age I was a thief, like yourself. In point of fact, I stole this Kingdom. I am Osric, The Usurper.

Osric BOWS his head as you would to another monarch.

REK

I'm Rek, the dead man.

OSRIC

Aren't we all? Rek... You're the one my daughter fancies, I think.

REK

I think maybe you should go easy on that Black Lotus, Sire. Making you see things that aren't there.

OSRIC

So you're an idiot. That is disappointing.

Osric motions to the **VIKING CHEST** at the foot of his bed.

OSRIC

I have little use for treasure anymore. Even if someone were selling more time on this earth, I don't think I'd purchase any. I've already had more than my share.

REK

I came for *The Eye of the Serpent*.

(CONTINUED)

CONTINUED: (2)

Osrlic doesn't seem surprised. He reaches for the WALKING STICK against his bed, removes the ornate cap and holds **THE EYE** out for Rek. The **RED GLIMMER** in Rek's eyes...

OSRIC

Come, boy. Pry it from The King's hand. You're young, strong. Wouldn't take much effort to smother me here in my bed. Have it in your master's hands before anyone even knows I'm dead.

Rek's frozen, staring at the gem, at Osrlic's face. Osrlic seems to know Rek's not going to take the gem, even before he does. Maybe he knows Rek better than Rek does.

CAPT. GAMESH (O.S.)

Yep. Should've taken your hands.

CAPT. GAMESH stands in the doorway, silhouetted by the light from the corridor, his **CROSSBOW** leveled at Rek!

OSRIC

Pleasant evening to you, Captain. Thank you for your concern, but this young man and I are just--

Then Gamesh's EYES fall upon the EYE OF THE SERPENT!

CAPT. GAMESH

It's *beautiful*... You should've taken The Master's offer, Thief.

(Rek reacts)

Because now I'm going to deliver *The Eye* to Thugra myself. And you're moving up in the world, from larceny to regicide.

Gamesh TURNS his CROSSBOW on Osrlic, enjoying his moment. Osrlic has only his walking stick for protection.

CAPT. GAMESH

You're going to murder the KING. I only regret I couldn't get here sooner. I might've saved him.

Gamesh's FINGER taking up the slack on the trigger. But Rek LAUNCHES across the room, INTO THE PATH OF THE ARROW! **THWANG!** Gamesh FIRES, but instead of hitting Osrlic dead center, the ARROW PIERCES REK RIGHT BELOW HIS COLLARBONE! **Arrgh!** Rek falls in a heap on the floor. Enraged, Captain Gamesh DRAWS his SWORD, GRABS Rek by the HAIR and YANKS him up to his knees, ready to take his head off.

(CONTINUED)

CONTINUED: (3)

CAPT. GAMESH

You bastard!

Gamesh RAISES his SWORD over Rek's head...

REK

Like I said, I was born one.
You've worked pretty hard at it.

Osrice TWISTS his WALKING STICK and a **HIDDEN BLADE** clicks out of the end. With surprising agility and strength, Osrice DRIVES the blade through GAMESH, *impaling* the turncoat captain back to front, killing him instantly.

REK

(re: hidden blade)
You would've killed me. If I'd
tried to take it.

Osrice smiles. A Northman's cunning yet dwells in him.

OSRIC

GUARDS!

Bumbling **GUARDS** flood into Osrice's chambers, dumbstruck. **CONAN** and **RADEGUND** are now *SHOVING* their way past them. **WULFGAR** and **TENKO** rush in behind them, as Radegund throws her arms around her father. Conan eyes Rek...

OSRIC

I've just killed a traitor. This
man saved my life.

Radegund looks down at Rek, astonished.

RADEGUND

He did?

Rek seems to notice the ARROW in him for the first time.

REK

I don't know what I was thinking.
Ye Gods, the pain is unbearable!

Conan takes a look at Rek's wound, dismisses it. Nothing.

CONAN

The only unbearable pain is death.
You're alive, the pain's bearable.

REK

Where does he come up with this
shit?

(CONTINUED)

CONTINUED: (4)

Radegund kneels down next to Rek, looking into his eyes, her face very close to his. She leans in, her lips almost brushing against his ear, breathily whispering...

RADEGUND

Hold still.

And Radegund brutally YANKS the ARROW out of Rek's upper chest. Rek GASPS, like he might faint from the pain...

REK

...OW!

Some chuckles at Rek's expense. Conan and Rek share a look, but Rek averts his eyes. He cannot meet his gaze.

CUT TO:

EXT. WALL - DAWN THE NEXT DAY

Silence. REK walks haltingly climbs the stairs to the battlements, still tender from his wound. Rek can see the entire rag-tag volunteer ARMY OF SHADIZAR lined up on the battlements atop the wall. Their faces tense. Radegund, Wulfgar and Tenko stand by. Rek takes in RADEGUND. Her beauty is like a drug. All other EYES are on **CONAN**...

CLOSE ON CONAN: His thousand-yard stare on the horizon.

CONAN

Ready?

PANNING OVER (AND DOWN) TO: The SHORT, FAT MAN next to Conan. It's **KALLIAN**, the former merchant. Kallian's wearing ill-fitting armor, trembling so much it rattles. Conan watches a funnel cloud of VULTURES spontaneously forming above the ridge. Hundreds and hundreds of them.

CONAN

Here they come.

KALLIAN

How can you tell?

CONAN

The vultures.

SUDDENLY, from over the ridge comes a SCREAMING HORDE of flesh-hungry **PICTS**! Thousands of them, painted for battle, waving their weapons as they **CHARGE at the WALL!** ARROWS rain down on them. A few find their marks. But not enough to make a difference, or slow their charge any.

(CONTINUED)

CONTINUED:

ON KALLIAN AND CONAN:

Kallian picks up a WAR BOW, his hand shaking, palsied with fear. The single ARROW clatters against his bow...

KALLIAN

I think I'm going to be sick.

CONAN

After. You can do this.

THE PICTS:

The murderous PICTS flow across the plain like a flood, levering bamboo poles against the wall, scrambling up like acrobats as the others surge up against the wall toward the ARMORED SHADIZARIANS waiting stoically.

INTERCUTTING:

CONAN

Not yet.

Kallian DROPS his ARROW. A COLLECTIVE GASP as he fumbles to pick it up, nocks it back on his bow string. The arrow is coated with pitch. He touches the tip to a torch...

CONAN

DRAW...

Kallian DRAWS BACK HIS BOW. It takes all his strength. His arms shake, but he holds it together. Eyes closed.

CONAN

HOLD...

EXT. WALL OF DEFIANCE - SAME

The PICTS scramble up over the battlements, SWINGING their WAR AXES, hacking at a bunch of **SCARECROWS IN ARMOR!** And DOZENS of CROSSBOWS rigged up to a candle-burn release system. They realize they've been duped...

EXT. WALL OF DEATH - SAME

We see Conan's plan now. The ARMY OF SHADIZAR is manning the WALL OF DEATH. The WALL OF DEFIANCE is abandoned.

CONAN

LOOSE!

(CONTINUED)

CONTINUED:

Kallian LOOSES his **ARROW!** We FOLLOW the ARROW'S beautiful ARC from the WALL OF HOPE, *across* the field to the...

EXT. WALL OF DEFIANCE - CONTINUOUS

--where thousands of **BARRELS** full of hog fat, sulfur and charcoal are packed and stacked at the base of the wall! **THUNK!** *Just enough time for the PICTS to REALIZE they're fucked as the flaming arrow PIERCES a BARREL and--

EXT. WALL OF DEFIANCE - VARIOUS ANGLES

KA-BOOM! The **ENTIRE WALL OF DEFIANCE DETONATES** like Mount St. Helens! Millions of tons of stone and brick erupting skyward in an EXPLOSION you could see from space. If the Big One ever hits and California breaks off into the ocean, it'll probably look something like this.

EXT. HOGBACK RIDGE - SAME

THUGRA and KATUMAN are standing their mounts on the mesa overlooking Shadizar. Thugra can't believe his eyes! A BLAST WAVE of pulverized rock rolling across the plains. The **SOUND** reaches the mesa after a delay and Thugra's horse SPOOKS and for one undignified moment it looks like Thugra might fall off. Katuman helps catch the reins. Thugra SNATCHES them away. Humiliated. Furious. Thugra turns his horse and gallops back to the tower...

EXT. WALL OF DEATH - SAME

Pebbles rain down like hail, peppering their armor Everyone on the WALL OF DEATH is watching expectantly as the roiling CLOUDS of atomized rock DISSIPATE to REVEAL... THE WALL OF DEFIANCE is has been reduced to mountain range of RUBBLE, the largest tomb in history. Thousands of PICTS crushed beneath it. Every one of them buried alive. *Kallian did it!* Just as Conan promised. A collective **CHEER** goes up from the battlements. Waving their weapons in the air.

CONAN

Good shot.

Conan claps him on the back. Kallian VOMITS. Laughter.

CONAN

We've defeated Thugra's best. The rest are just numbers.

(CONTINUED)

CONTINUED:

Cheers. Conan watches Kallian carried off the battlements on the shoulders of his comrades. For the first time, the men of Shadizar feel like they might be able to pull this off. But as Conan surveys the battlefield, in a private moment, we can see on Conan's **FACE** that he knows better. As the cheering crowd carries the triumphant Kallian past Rek, we can see that **REK** knows it too. They're all dead.

INT. ROYAL STABLES - LATER

Conan sits alone on a low bench in one of the stalls, his leg extended as he carefully unwraps the bandages around his SWOLLEN **KNEE**. He sets his jaw, STABS an arrowhead into it, and CLOSES his eyes while it DRAINS... He wraps it in fresh dressing and steps uneasily out of the stall.

There Conan is surprised to find **REK** loading his newly-purchased PACK MULES with SACKS full of GOLD.

CONAN

How's the wound?

REK

Packed with maggots. And they've got me wearing a couple of leeches here under the shirt.

CONAN

Good.

REK

Yeah, if you say so.

(shrugs)

Well, I'm off. I've got this condition. Makes me take all the gold I can carry and ride like hell. It's called common sense. They tell me there's no cure.

CONAN

And yet you saved The King.

REK

A momentary lapse in judgement.

Conan looks at Rek.

CONAN

What did Thugra offer you?

Rek reacts.

(CONTINUED)

CONTINUED:

REK

The usual. Wealth beyond all reckoning if I stole The Eye of the Serpent for him. Oh, and agonizing death if I failed.

(beat)

How long have you known?

CONAN

Since the Cabin, when you told me you'd seen his standard.

REK

Why didn't you just kill me?

CONAN

I was getting around to it.

(Rek reacts)

What does Thugra want with the gem? What power does it hold?

REK

I don't know. And I don't care. But he's going to get his hands on it. With or without me. Even if that means leveling this city.

(beat)

Why are doing this, giving them hope? Your big show this morning, it doesn't change anything. Everyone here's going to die. And you damn well know it.

CONAN

You want to live forever?

REK

Well, yes, frankly. But I'll settle for getting really old and dying on top of a beautiful woman.

CONAN

You can't buy your way into Valhalla. You leave the gold behind when it's time to leave this world. But glory? Glory you take with you into the next life.

Rek snorts derisively, but unconvincingly...

REK

Ah, so that's it. *Glory*. Beautiful sentiment.

(MORE)

(CONTINUED)

CONTINUED: (2)

REK (CONT'D)

Except there is no next life, no
pretty ladies coming on winged
horses to take you to Valhalla.
I've seen what men like you call
glory; it's a field of flyblown
corpses. Honor's an empty purse.
Love's just the lie we tell
because copulating is unlovely.

CONAN

No one said anything about love.

REK

Exactly. The woman despises me.

CONAN

Who?

REK

The Princess! She says she'll kill
me if I ever touch her.

CONAN

Hell, they all say that. Means
she'll kill you if you don't.

REK

Her loss. World's full of women.
I'm not going to die beside her on
that wall! I'm not a whore with a
heart of gold. I'm just a thief.

CONAN

Not from where I'm standing.

Rek reacts. Something stirring him. He shakes it off,
swings up into the saddle and leads the mules out...

REK

Farewell, Barbarian.

INT. THE ROYAL CRYPT - LATER

CONAN walks through the colonnades of the **ROYAL CRYPT**.
He's trespassing here. Stealing a moment with the **QUEEN'S**
SARCOPHAGUS. Her likeness is uncanny. We see how much
Radegund resembles her. Her roses are replenished daily.

Conan feels the **THUMP... THUMP...** of his aging heart.
Conan grips the sarcophagus to steady himself...

(CONTINUED)

CONTINUED:

And the SHADOWS *coalesce* into a **BLACK FIGURE** standing over her sarcophagus. PEAKED HOOD. Black wings WINGS unfurl, SKELETAL CLAWS reaching for Conan...

CONAN

Not... yet.

Then, suddenly, Death just *evaporates*...

OSRIC (O.S.)

I see you're still visiting my wife behind my back.

...**KING OSRIC** has just entered the Royal Crypt. He doesn't seem at all surprised to find Conan here.

OSRIC

They give me Black Lotus for the pain. Makes for strange dreams. I dreamed a demon crept into my chamber to whisper 'This life you've lived must be lived again. Every moment of joy and pain must be faced again.' I didn't know whether to beg for him to spare me, or thank him for his kindness?

CONAN

There is much I would change.

OSRIC

And so would I. But not loving her, not for all the pain she caused me, I wouldn't change that.

Osric slowly approaches the empty SARCOPHAGUS next to the queen's, LID leaning upright with tarp draped over it. Osric PULLS the tarp, lets it slide down off the lid, so he and Conan can see the sculptor's work. Osric's own LIKENESS on it. His idealized face in peaceful sleep.

OSRIC

Our time on this side of the veil is so very brief. But on the other side lies eternity. You had your stolen moments in her arms. I'm the lucky one, you see. I get to spend eternity lying beside her...

Osric caresses the marble face of his BELOVED. When he looks up at Conan, he is Osric The Usurper once more...

(CONTINUED)

CONTINUED: (2)

OSRIC

My people look at you, they see
The Legend. But I knew the man,
knew him in his prime. You don't
move the way he did.

CONAN

The years take, much more than
they give. I'm coming to the end
of it now. I know that.

OSRIC

You came here to die.

CONAN

I came to die proudly. Before I
lack the strength to live proudly.

(beat)

You know something about that gem,
something you're not saying. What
is it? Why does Thugra want it?

Osric's face is grave.

OSRIC

Come.

EXT. HEADING OUT OF THE CITY INTO THE NARROW PASS - DAY

REK riding **BUTTERCUP** out of the city, heading up into the
narrow pass through the mountains, leading his mule train
laden with enough **TREASURE** to make him a King. He should
be delighted, but Rek slumps in his saddle...

RADEGUND (O.S.)

Thief!

Rek turns. **RADEGUND** rides up next to him. Shit. He was
really hoping to slip away without seeing her.

REK

If you've come to insult me some
more, better just get on with it.
I'm in kind of a hurry, what with
the impending massacre and all...

RADEGUND

I came to thank you. For saving my
father's life.

(CONTINUED)

CONTINUED:

REK

Yeah, well. I didn't put a whole lot of thought into it, so...

RADEGUND

Just the same, you have my thanks.

Her civility disorienting, intoxicating. So beautiful.

RADEGUND

I was wrong about you, Rek.

Beat.

REK

No, Highness. You really weren't.

(deep breath)

I came to Shadizar to steal *The Eye Of The Serpent* for Thugra Khan. That's why I was in your father's chambers last night.

(she reacts)

He didn't tell you.

Radegund shakes her head...

RADEGUND

...But the gem was there for the taking. Why didn't you steal it?

Rek opens his mouth. *Because you've gotten under my skin. Because your insults cut deeply. Because you make me want to be a better man. Because I love you.* But says nothing.

RADEGUND

Oh, right. Cowardice.

Maybe she's right. Rek yanks back on the reins, turning his horse away from her, GALLOPING out of the city...

INT. THE ROYAL CRYPT - SAME

Osric and Conan walking side by side. Osric's walking stick clacks on the marble floor with each halting step.

OSRIC

I should've summoned you myself. But my pride wouldn't allow it. Now I see this was always our destiny. Our war with this accursed snake cult began here. Fitting that it will end here.

(CONTINUED)

CONTINUED:

All around them, **FRESCOES** of long-forgotten royals and the gods who once favored them adorn the walls and the large DOMED CEILING - and a grotesque **MURAL...**

OSRIC

They once called this city
Shadizar the Wicked, for it was
built upon the ruins of another.

...that tells of a **SUBTERRANEAN CITY**, inhabited by **SNAKES**

CONAN

Acheron.

OSRIC

Before the oceans drank Atlantis,
this the last outpost of their
vile civilization. Its denizens
walked upright, but they were not
men. Masters of arts unspeakable,
they passed the secrets of their
devilry to the warlock **THULSA**
DOOM...

FLASH TO: *Images of Conan's battles with THULSA DOOM.*

OSRIC

He would've conquered the world,
if you hadn't stopped him...

Osric sits on a bench, unscrews the TOP of his gnarled
WALKING STICK revealing the **GLITTERING RUBY** inside. FLASH
TO: *Conan plucks The Eye from the sacrificial pit.*

THULSA DOOM

*Where is The Eye of the Serpent?
Rexor says that you gave it to a
girl, probably for a mere night's
pleasure. What a loss. People have
no grasp of what they do...*

OSRIC

Your Wizard friend entrusted it to
me. He warned that Thulsa Doom's
acolytes would come for it, for it
contains a power that I have no
wish to understand. But if Doom's
followers should ever possess The
Eye, all of Hyboria will fall.

CONAN

You need to get that thing as far
from here as you can. Now.

(MORE)

(CONTINUED)

CONTINUED: (2)

CONAN (CONT'D)

Everyone inside these walls is going to die. And those killed in battle will be the lucky ones.

OSRIC

And who can I trust with it? You?

CONAN

Your daughter. Give her the gem and tell her to run like hell.

OSRIC

She won't leave.

CONAN

Then force her.

OSRIC

I've tried. She crippled the last two men I sent to remove her by force. Radegund will never abandon this city. I'm afraid she's too much like her father...

EXT. MARKET SQUARE - DAY

Wulfgar and Tenko stand in front of a row of armored SCARECROWS set up like TARGETS. Shadizarians RUN up to HACK at them with their SWORDS, like a football team running tackle drills. Young ASFAL runs up to face his scarecrow, WHACKS it, but his sword bounces back off the scarecrow's armor. Asfal falls in the dirt. Laughter.

WULFGAR

On your feet, lad!

RADEGUND appears to help young Asfal to his feet. She takes his SWORD. The others part to give her room.

RADEGUND

Listen. With a sword, you have two options against armor. Pierce it with the tip of your sword.

Radegund demonstrates, expertly piercing the chest plate.

RADEGUND

Or you go for the gaps.

Radegund swings Asfal's sword, slicing into the GAPS, *cutting* through leather straps into wood that would be bone. The armor falls away on to the ground.

(CONTINUED)

CONTINUED:

RADEGUND

You try anything else out there
you're just making noise.

Wulfgar and Tenko stride over to her.

WULFGAR

Thank you for the lovely
demonstration, Highness. Course,
fighting a scarecrow is one thing,
a man that fights back is another.
And the battlefield is no place--

--Radegund raises her SWORD, the tip at Wulfgar's throat.

RADEGUND

--For a woman? Mind your tongue,
Northman. No man in this city can
equal me with a sword.

--**CLANG!** Tenko's sword swing up out of nowhere and BASHES
her blade away from Wulfgar. *Alright.* Radegund faces
Tenko, salutes him with her blade, and smiles playfully.
And it's on! The rest of the recruits scattering as Tenko
and Radegund go at it - just sparring, but both are
master swordsmen and one false move could mean death...

EXT. BATTLEMENTS - SAME

A young GUARD runs along the battlements. The other
GUARDS turn sharply, expecting news of some emergency.
The kid's out of breath, excitedly telling them...

YOUNG GUARD

The Princess, she's dueling the
Khitan swordsman in the square!

The GUARDS trade looks, running back toward the square. A
welcome distraction from the reality they're all facing.

GUARD 2

Five on the Princess.

GUARD 3

Make it ten.

*
*

EXT. BALCONY -SAME

Conan and Osric on a balcony, watching the epic duel.

CONAN

Girl can handle a sword, I'll give
her that. You taught her well.

(CONTINUED)

CONTINUED:

OSRIC

Taught her? Couldn't keep her away from it. From the time she could walk, she cared for little else. Dolls held no delight for her. As if she'd been born with a hunger to learn the Enigma of Steel.

Conan reacts. The Enigma of Steel...

OSRIC

You're right. The years take, but they also give. Radegund's your daughter, Conan. And mine. I raised her. But you sired her.

Conan takes Osric's words like a bullet of ice.

CONAN

Crom!

OSRIC

Think He's laughing at us? My only hope is the man who betrayed me. You came to die fighting a battle that cannot be won. But if you mean for your daughter to live...

CONAN

Damn you, Osric. Damn you to hell.

OSRIC

I think it's safe to say we're both damned. Don't you?

CONAN

You should've killed me in the throne room.

OSRIC

And spare you this? Never.

EXT. COURTYARD (UNDER A LATTICE PORTICO) - LATER

Radegund's drenched in sweat, taking a moment to herself after her duel. She bends over to DUNK her head in a barrel of rainwater, she comes up sweeping her wet hair back from her face, caring little for how she looks.

CONAN (O.S.)

You fight well.

(CONTINUED)

CONTINUED:

She turns to see Conan standing there in the light. He looks at her strangely. But she doesn't seem to mind.

RADEGUND

Thanks. Guess that means something, coming from you.

(off Conan)

That's the same way you looked at me the first time we met. Like I'm my mother's ghost. They say she was very beautiful.

CONAN

Beyond compare... Though I only ever saw her from afar.

RADEGUND

How is it you came to know her?

CONAN

I didn't. Not really.

RADEGUND

Well, she must've thought highly of you. When I came of age, the midwife who delivered me gave me a swatch. Of that sword. Your sword. And a message from my mother, that if I ever found myself in dire need, Conan of Cimmeria would come to my aid.

(off Conan)

What happened between you and my father? He won't tell me.

CONAN

I didn't come here to talk about the past, Highness. I came to talk about the future.

Radegund looks at him. *Come on. Don't bullshit me.*

RADEGUND

There is no future in Shadizar. As soon as Thugra can clear away that rubble, he'll kill us all.

CONAN

No. Change of plan, Princess. I've decided we're going to win this.

She looks at him for a beat. He's serious.

(CONTINUED)

CONTINUED: (2)

RADEGUND

You've decided? Just like that.
Battle hardened soldiers could not
prevail against these odds.

CONAN

But a tribe of barbarians might.

EXT. MARKET SQUARE - DAY

This rag-tag band of SOLDIERS and CIVILIANS stand at attention in the market square. CONAN faces them, their chests puffed with pride and confidence he's instilled.

CONAN

Listen to me. This won't be easy
for you to hear, but you must.

(beat)

If you want to live through this,
forget everything I've told you.

The people of Shadizar look at each other. Huh?

MERCHANT

What are saying, Barbarian?

CONAN

I told you one disciplined man can
defeat an army. I told you a lie.
To get you all to stay and fight.

Kallian and the others trade terrified looks. Anxious murmurs. What is this? What's Conan talking about?

CONAN

I've been chasing Death most of my
life. I came to Shadizar to die
honorably. In battle. With you.

KALLIAN

We can't defeat Thugra, can we?

CONAN

No. The truth is no man on Earth
could prevail against these odds.

PEDDLER

You betrayed us. We're all dead.

Asfal turns to his father Taraskus, real fear in his eyes. Taraskus grips the boy's shoulder. The MEN OF SHADIZAR turn to each other, on each other. Shouting.

(CONTINUED)

CONTINUED:

Shoving. Radegund, Wulfgar and Tenko see it all falling apart. Arguing. Shouting. They're on the verge of panic.

CONAN

There is only one terrible creature that can defeat Thugra, a beast with the power to destroy him. And it walks among us.

(off their looks)

Inside each man there dwells a ravening wolf, red in tooth and claw. He yearns to hunt. And kill. He calls to you in the dark. I know you've heard him, felt his gnawing hunger. On those nights your feathered bed holds no comfort. What you call *civilization* is just a cage for the wolf in your belly. Pedagogues and bureaucrats demand you keep this beast locked in chains. Well, I'm telling you now, all of you, to win you must let him loose. To win, you must become barbarians.

Conan DRAWS his sword. Radegund stands beside him, watching Conan scratch a long LINE in the sand...

CONAN

No one's coming to help us. We're alone. No reinforcements. So if you've a mind to flee, now's the time. All who would fight to the death cross over. The rest leave.

Silence. Just the breeze. Nobody moves for a moment. Then someone PUSHES through the crowd from the back. It's young **ASFAL**! The boy's the first to step across the line. Taraskus right behind him. Wulfgar and Tenko are next. Then the dam breaks. One man after another rising to the challenge. Until every one of them has crossed the line.

All but **KALLIAN**. He stands alone, facing his comrades. His every molecule telling him to flee. But he doesn't.

Kallian sets his jaw, straightens his spine, and forces himself to take that fateful STEP across the LINE. A mighty CHEER goes up. Guys CLAPPING Kallian on the back.

EXT. OUTSIDE THE BLACKSMITH'S WORKSHOP - LATER

Conan, Radegund, Wulfgar, and Tenko follow TARASKUS into his WORKSHOP - a kind of medieval skunkworks, with exotic weapons of all sorts in various stages of assembly...

TARASKUS

Thugra has a compliment of SIEGE
ENGINES. And we don't have the
time to build our own...

Tarakus PULLS a dust-cover off an impressive **BALLISTA** on a wooden TRIPOD, with **TWO-BOWS**, their lathes in an **X**-configuration, a six-foot sled that fires **IRON HARPOONS**.

TARASKUS

But with a little luck, I think we
might be able to reach his devices
with this. We can destroy them.

CONAN

Then let's hope for a little luck.

TARASKUS

Something else I've been playing
around with. A little surprise

ASFAL approaches with wicked hand-held weapon. It's a lever-action, gravity-fed *Zhuge Nu* **REPEATING CROSSBOW**.

WULFGAR

What in Crom's dirty drawers?

Taraskus nods to Asfal. Asfal fires as quickly as skilled rifleman could cycle a lever-action Winchester. **FWIP! FWIP! FWIP! FWIP!** Pulling the TRIGGER to FIRE a bolt, RACKING the lever DRAWS the BOW back and the next bolt drops from the mag down into the table groove. Fast. Dozens of SHORT ARROWS hiss through the air, TEARING through the scarecrows like cotton candy.

WULFGAR

Weapon like that, one man could do
the work of many.

RADEGUND

How many of these do you have?

TARASKUS

Two dozen. And a hundred quarrels
for each. They're easy to learn.

(CONTINUED)

CONTINUED:

CONAN

Pass them out.

EXT. IN THE NARROW PASS - NIGHT

Rek stares into his small campfire, takes a long swig from his wine skin. He looks at all the sacks of gold. Buttercup nickers. He turns, glaring over at Buttercup.

REK

Shut up.

EXT. OUTSIDE THE WALL OF DEATH - NEXT DAY

Conan rides the perimeter, inspecting it for weakness. Muddy volunteers still DIGGING the final TRENCHES, packing WOLF HOLES with sharpened PUNJI STICKS, constructing BOOBY TRAPS like the ones Conan used at the Battle of the Mounds. Conan TRIGGERS a booby trap to test it. *THWANG!* A SPIKED LATTICE springs up. Conan nods.

Then, from beyond the wall, comes the baritone BEATING of Thugra's **WAR DRUMS**. So deep and resounding it seems to come from the Earth's core. Conan looks out over the horizon and SEES CLOUDS of shrieking **VULTURES...**

CONAN

(to the laborers)

He's here. Get behind the wall.

Just then we HEAR the tower **GONGS** of Shadizar ringing the alarm, a chorus of guards on the battlements shouting.

GUARD

TO ARMS! TO ARMS!

GUARD

THEY'RE COMING!

*
*

We now see BOILING CLOUDS the color of earth rolling across the desert like a tidal wave. A dust storm kicked up by **THOUSANDS** on the march...

EXT. PLAINS OF SHADIZAR - CONTINUOUS

Thousands of Thugra's REAVERS come marching in COLUMNS. Seen from a distance, they ripple like giant millipedes, bristling with spears, rivers of darkness, snaking across the plains to converge on the City of Shadizar. **THUGRA** and **KATUMAN** ride their war horses to the MESA. Like an island, with the flood of soldiers flowing around it...

EXT. BATTLEMENTS - NIGHT

CONAN draws his **ATLANTEAN**, closes his eyes, his **FOREHEAD** against the runes on his blade, then he glares defiantly up at an endless sea of stars. Demanding an answer...

CONAN

Crom. I'm old and weary. All I wanted was a worthy battle, a place to die. I had nothing left for you to take from me. I had no daughter to lose. I didn't ask for this. I've had enough of your treacherous gifts. You give only for the pleasure of taking away.

(beat)

What is it you want of me? Tell me, damn you! You want to see a battle, is that it? Alright, you son of a bitch, I'll show you a fight such as you have never seen.

Conan looks up to see **REK!** He's wearing uncomfortable battle gear, a dented breastplate, **SWORD** that's too big for him. Conan isn't entirely surprised to see him.

CONAN

Well. Don't you look--

REK

--terrified.

CONAN

I was going to say ridiculous.

Rek shakes his head. *What the hell am I doing here?*

REK

I just walked away from a fortune, to come back and die on this wall next to a woman who despises me.

CONAN

Liberating, isn't it?

REK

Not the word I would use... I never even learned how to use a sword. Up until now, I mostly ran.

(CONTINUED)

CONTINUED:

CONAN

Nothing to it. Just get a good grip and keep swinging until parts start falling off the other man. And try to avoid the sharp end of his while you're at it.

REK

Who were you just praying to?

CONAN

Crom. The god of my people.

Looking out across the plains of Shadizar, they can see the expanding ORANGE GLOW on the horizon. But it isn't sunrise. It's the glow of thousands of TORCHES.

REK

Your people were wiped out.

Conan shrugs. *Yeah, but what the fuck you gonna do?*

CONAN

Crom delights in battle. The clash of steel pleases Him. But He cares little which men live or die. I've only prayed to Him once before.

REK

Did he answer?

CONAN

How the hell should I know?

REK

I think maybe you have poor taste in gods, barbarian.

CONAN

They say at the time of his birth, Crom breathes into a man the desire to strive and fight and slay his enemies.

(beat)

Maybe that's enough.

Conan smiles, looking with relish out at THUGRA'S ARMY getting closer. There's his answer, advancing across the plain like a steady flow of molten lead...

(CONTINUED)

CONTINUED: (2)

CONAN

What more can a man ask of his god
than that? What greater gift than
the will to live another day?

REK

You really believe all that? You
truly believe this Crom exists?

CONAN

Well, if He doesn't, it's His
loss. Because He's going to miss a
hell of a show tonight.

Conan turns, heads down into the square. Rek lingers,
unable to peel his eyes from the army approaching...

EXT. MARKET SQUARE - MOMENTS LATER

Conan stands facing his 'barbarians' now gathered in the
market square. They look like savages. Many with WAR
PAINT similar to the kind Conan wore thirty years ago.

CONAN

Listen. All of you. For I come
with glad tidings. We're
surrounded, and outnumbered, which
greatly simplifies our task of
killing them all, for those poor
sons of bitches cannot hope to
escape us now.

LAUGHTER and CHEERS from Conan's gallant little band.

CONAN

Look around you, because you're
about to share an event which
comes only once in a lifetime.
Death. Tonight many of you will
join the great feast in VALHALLA.
But let me tell you a secret I've
learned about death... most of
it's already come and gone.

Men helping each other put the finishing touches on their
war paint, TYING their sword handles into their fists,
lashing their fingers around them with leather thongs so
they won't drop them, not even in death.

CONAN

We've all done most of our dying
already...

(CONTINUED)

CONTINUED:

Thugra's ARTILLERY is now cresting the hill. Beasts of burden hauling GREAT SIEGE ENGINES into position. Wheels chocked. The huge **TREBUCHETS** dwarf the burly GYNOURS.

CONAN (V.O.)

Much of it passed while we did nothing, the rest we wasted in empty pursuits. You think Death is waiting for you somewhere up ahead, but he's been walking behind you all along.

A fleet of horse-drawn **WAR WAGONS** rolling up, each wagon loaded with ARTILLERY AMMUNITION. Stacks of BARRELS bound with rope. *Each is filled with the same cocktail of hog fat, coal and sulfur, coated with pitch. GYNOURS begin off-loading BARRELS from the WAR WAGONS into TREBUCHETS.

CONAN (V.O.)

...The years that lie behind us are in Death's hands now. He stole them while our backs were turned.

EXT. MARKET SQUARE - SAME

Conan looking around at all those painted faces.

CONAN

But this night is yours, your deeds tonight. Not even Death can take them from you. Now tell me,
WHAT IS BEST IN LIFE?

SHADIZARIANS

(in rousing unison)

**TO CRUSH YOUR ENEMIES! SEE THEM
DRIVEN BEFORE YOU! AND TO HEAR THE
LAMENTATION OF THEIR WOMEN!**

CONAN

WHAT ARE YOU!

SHADIZARIANS

I'M A BARBARIAN!

Conan smiles to Wulfgar and Tenko. They're ready.

CONAN

Show me.

EXT. BATTLEMENTS - NIGHT

Conan, Wulfgar, and Tenko stand with the others, looking out over a carpet of death across the plains, thousands of soldiers with torches. Cavalry. Siege engines.

Now, a dozen Shadizarians PART to make way for...

RADEGUND! The beautiful Princess has transformed into a deadly WARRIOR. Radegund carries a BOW, a quiver of arrows over her shoulders and TWIN KUKRI BLADES in holsters on her sensuous hips like Annie Oakley's twin Colts. Every man on the wall is staring, mouths agape.

WULFGAR

So what're you doing after?

Her laughter breaks the crackling tension. She sees **REK** among the soldiers on the wall. Handsome in his armor...

EXT. PLAINS OF SHADIZAR - SAME

Thugra looks up at the crenulated battlements atop the walls of Shadizar, with less than two hundred men manning them. But those men are not the rag-tag civilians Thugra expected to find here. They're HOWLING, painted savages.

KATUMAN

Barbarians! Where in the hell did he find--

THUGRA

He didn't find them. He made them. Doesn't matter. A barbarian's flesh burns the same as any other man's. But where are my manners? Let's bid the people of Shadizar a pleasant evening, shall we?

Katuman RAISES his BLACK GAUNTLET to the gynours. The gynours TORCH the barrels just before they launch them.

KATUMAN

LOOSE!

--Kautman SWINGS his fist DOWNWARD! They TRIGGER their trebuchets - **THWUNG! THWUNG! THWUNG! THWUNG! THWUNG!** As WE TRAVEL down the line of them - **THWUNG! THWUNG! THWUNG! THWUNG! THWUNG!** - big wooden BEAMS *swinging* right PAST US like divers peeling off in an Esther Williams movie. And the **FLAMING BARRELS** tumble like METEORS across the night sky, leaving thick TRAILS of BLACK SMOKE...

EXT. BATTLEMENTS - NOW

Shadizarians manning the battlements watch in horror as the night sky is suddenly crowded with FIERY BARRELS *flying straight at them!* This is probably the last view the dinosaurs had before they died. Nothing to do but--

CONAN

TAKE COVER!

It's almost funny when everyone but Conan DUCKS as the FLAMING BARRELS *slam* into the battlements! **FWOOM! FWOOM!** EXPLODING on impact, scattering burning hog fat like napalm. **FWOOM! FWOOM!** Both STONES and MEN BLOWN backward off the battlements, somersaulting through the night...

EXT. PLATEAU (PLAINS OF SHADIZAR) - SAME

Thugra watches FIERY EXPLOSIONS pulsing behind the walls of Shadizar. He smiles sadistically and NODS to Katuman.

KATUMAN

LOOSE!

The GYNOURS are reloading with the speed of a NASCAR pit crew. They TRIGGER the trebuchets - **THWUNG! THWUNG!--** **THWUNG!** And WE LAUNCH with a FLAMING BARREL, *soaring* over the Thugra's ADVANCING ARMY, flying straight into--

I/E. NORTH TOWER OF THE WALL - CONTINUOUS

--the WINDOW of the NORTH TOWER - **KA-BOOM!** - giving birth to a DWARF SUN as the top half of the tower SHATTERS into an avalanche of flaming stones that CRUSH men already forming a BUCKET BRIGADE to douse the spreading FLAMES. **ASFAL** watches in horror as burning men stagger around the courtyard below. Their death screams muffled by the RINGING in Asfal's ears. A STEADY HAND grips Asfal's SHOULDER. His father TARASKUS.

TARASKUS

You stay with me, boy. Hear me?
We'll get through this alright.

EXT. BATTLEMENTS - SAME

Thugra's BUGLER blows a shofar. Thugra's ARMY STAMPEDES toward them. Conan looks back at the CHAOS behind the walls. Men RUN in every direction. Panic and fire spread. This whole thing's going to be over before it starts...

(CONTINUED)

CONTINUED:

CONAN
ARCHERS! TO ME!

EXT. BATTLEMENTS - SECONDS LATER

Radegund, Tenko and dozens of ARCHERS nock their ARROWS, wrapped in OILY RAGS and TOUCH them to a row of TORCHES. **REK** shoulders his way into position next to Radegund with a CROSSBOW. She shoots him a look, elbows him over.

RADEGUND
What are you doing up here?

REK
Fighting courageously at your
side, Highness. Isn't it romantic?

Catching some of their exchange even in the middle of combat, Conan allows himself a dry grin, as from the distance they HEAR the mechanical *THWANGS* of the trebuchets LAUNCHING another VOLLEY and SEE dozens of FLAMING BARRELS *LEAPING* up to fill the night sky.

CONAN
DRAW!

The archers DRAW as a unit, TRACKING the barrels...

CONAN
Steady...

Their faces now lit by the burbling red glow, getting BRIGHTER, archers squinting against the glare now, the BARRELS getting *closer*. Conan's eyes track the barrels. CLOSER. Radegund throws him a sideways look. *Not yet...*

CONAN
LOOSE!

The archers LOOSE their FLAMING ARROWS. *THWIP! THWIP! THWIP!* The flaming arrows *streak* like TRACER FIRE across the night sky. ARROWS and BARRELS hit in a series of midair EXPLOSIONS, raining flaming hog fat down on Thugra's advancing SOLDIERS, turning them into staggering effigies, clawing the FIRE that clings to their faces.

A few arrows and barrels *WHOOSH* right *past* each other, MISSING altogether. Other arrows CLATTER harmlessly off the barrels' curved slats, slick with flaming pitch. Two more BARRELS make it through and they're coming in *FAST!*

(CONTINUED)

CONTINUED:

RADEGUND

Too late! DUCK!

Radegund GRABS Rek and PULLS him behind the merlon as everyone ducks, but TENKO quickly nocks TWO ARROWS at once, CANTS his bow and FIRES in one fluid motion. Both ARROWS flying out to miraculously PIERCE the TWO oncoming barrels at ONCE! **BOOM-BOOM!** Instantly **EXPLODING BOTH BARRELS**, blowing Radegund's hair back as they cast their flaming contents against the WALL like a napalm wave crashing. Tenko offers her the barest nod. She smiles.

EXT. PLATEAU (PLAINS OF SHADIZAR) - SAME

Thugra silhouetted by midair EXPLOSIONS that spook his horse, causing it to stamp and circle uneasily. *Damn!*

THUGRA

Give them a taste of hell, so they
will know it when they arrive.

KATUMAN

FIRE AT WILL!

THWUNG! THWUNG! NOTE: Throughout this battle, BARRELS continue to *DETONATE* against the BATTLEMENTS, THE KEEP, THE COURTYARD - a meteor shower - and the intermittent RED GLARE of FIERY EXPLOSIONS strobe lights our action.

EXT. BATTLEMENTS - SAME

Radegund, TENKO and the other ARCHERS are working overtime, alternately blowing BARRELS out of the sky and FIRING down at the REAVERS rushing the wall. Arrows *fizzing* through the air to pierce REAVERS mid-stride, felling wave after wave. FIERY EXPLOSIONS illuminate an ENDLESS SEA OF REAVERS still coming over the plain.

WULFGAR

(to Conan)

You ever face this many before?

CONAN

No. But I was younger.

Wulgar LAUGHS. The REAVERS reach the WOLF PITS and IMPALE themselves on the PUNJI STICKS below. *AAIEEE!* Another wave of reavers TUMBLES in right after them, inadvertently SHOVED by the one advancing behind.

(CONTINUED)

CONTINUED:

The next wave bridges the wolf pits with LADDERS. They hasten across to-- **THWANG! THWANG! THWANG!** Trip the NEXT set of booby traps; SPIKED BOARDS *fly up* to PIERCE their chests. AAAAH! Reavers SAG upright against the boards, dead. But it barely slows the others down. They just keep coming.

CONAN

CROSSBOWS!

Two DOZEN MEN turn Taraskus' *Zhuge Nu* **CROSSBOWS** on the advancing reavers. KALLIAN cranks his crossbow's windlass as fast as a man could fan the hammer of a revolver, sending steel quarrels *hissing* into scores reavers. **FWIP! FWIP! FWIP!** They mow down hundreds. Bodies piling up.

CONAN

LADDERS!

The first LADDERS are LEVERED up against the WALL now, steel HOOKS *locking* over the BATTLEMENTS as Thugra's practiced REAVERS *scramble* up the ladders like firemen.

CONAN

SWING THEM OUT!

Conan WAVES to the MEN manning the dozen tenelon CRANES mounted on the battlements. *A cured HOG SKIN filled with flammable oil hangs from the arm of each crane.

CONAN

...NOW!

On Conan's command, the MEN manning these cranes SWING them OUT over the ladders and PULL the ROPES that RELEASE the OIL in each hog skin, *DOUSING* the SOLDIERS on their LADDERS below, then quickly *HURLING* TORCHES down on them. **FWOOM!** Engulfed reavers FALL screaming to fiery deaths.

SERIES OF ANGLES: But there are just too many LADDERS and GRAPPLING HOOKS hitting the battlements to stop them all.

RADEGUND

Here they come.

Radegund DRAWS her twin KUKRI BLADES, twirls them with a gunfighter's flourish, as Rek awkwardly DRAWS his SWORD, and nearly takes Wulgar's head off. *Oops.*

WULFGAR

You'll be dead soon enough, lad.
But in the mean time, mind where
you're swinging that damn thing.

(CONTINUED)

CONTINUED: (2)

Everywhere we look, REAVERS pouring over the battlements into Shadizar with SWORDS and BATTLE AXES. Conan DRAWS his SWORD, looks around, a moment to savor this. All he ever wanted was a sharp sword and a straight path to his enemies. Well, here it is. He smiles.

CONAN

Everybody kill something.

CONAN WADES into REAVERS vaulting the battlements, HACKING them to pieces with his ATLANTEAN. He CUTS OFF a Reaver's HEAD, CATCHES the guy's flying noggin by the hair, and SWINGS it like a cudgel to BASH another reaver's skull in. *Crom, he lives for this shit!*

Brutal close combat has broken out everywhere along the flaming battlements. Everywhere we look, we SEE blades CLASHING. It's primal bone-crushing, skull-splitting war.

WULFGAR swings Borga, his BATTLE AXE, felling reavers left and right with such berserk abandon that its a wonder he doesn't hit some Shadizarians while he's at it.

TENKO and his sword are one, the perfect union of warrior and weapon slashing limbs as quickly as it passes through the artillery smoke that churns around them now, KILLING most of his opponents with a SINGLE, precise STRIKE.

REK death-grips his SWORD and HACKS ineffectually at the reaver climbing up the ladder in front of him. From another ANGLE, we can see **RADEGUND** pivot to put a quick ARROW in his back. But Rek has no idea and when he clouts the half-dead reaver and sees him tumble to his death!

REK

GOT ONE!

TARASKUS mans his **BALLISTA**, cranking the windlass, adjusting for wind. *WHOOSH!* Taraskus LOOSES the flaming HARPOON in a high arc across the battlefield. *FWOOOM!* The flaming MISSILE strikes the barrel of fuel and it EXPLODES, blasting reavers and debris across the sky.

TARASKUS

Hah!

*Throughout this sequence, Taraskus LAUNCHES iron harpoons across the sky, taking out Thugra's artillery.

EXT. PLAINS OF SHADIZAR - SAME

Thugra watches the battlements with mounting frustration. His men outnumber them, with Reavers bringing demonic bloodlust and martial expertise. Shadizarians bringing nothing but a belly full of *fuck you, I'm not going down easy* and damned if they aren't somehow holding their own!

THUGRA

Enough of this!

Thugra whirls on Katuman.

THUGRA

Bring me the Princess! Alive!

KATUMAN

As you wish.

Hyah! Katuman SPURS his horse across the plains...

EXT. BATTLEMENTS - SAME

A squad of REAVERS now vault over the battlements and CHARGE single-file down the *chemin de ronde*, moving *fast*, BASHING Shadizarians at a dead run, knocking them off the wall as they charge past them Rek sees the reavers are heading right toward the Blacksmith's son **ASFAL**.

Asfal blocks a reaver's stroke, reverses and SLICES his opponent across his belly, spilling the reaver's guts on to the stones. Asfal's good, but more reavers are coming. Too many for the boy to handle on his own. Another BARREL HITS the battlements **BOOM!** A section of wall crumbles, cutting Asfal off. Taraskus can't reach his boy!

TARASKUS

SON!

But Rek can. He's never in his life run toward danger...

REK

...Stupid. Stupid. Stupid.

Rek RUNS and LEAPS up to DASH along the TOPS of the merlons, and JUMP to CATCH the ARM of one of the tenelon CRANES mounted on the battlements--

*Rade Gund catches sight of Rek, momentarily mesmerized. Rek's the bravest coward she's ever seen. And he's handsome. And it's getting harder to deny her feelings.

(CONTINUED)

CONTINUED:

--As Rek's momentum SWIVELS the crane arm, carrying Rek (and the hogskin full of oil) TOWARD Asfal's attackers.

REK

Duck, you fool!

The boy DUCKS as Rek SWINGS to MULE-KICK the lead REAVER, knocking him back into the others. They fall like dominos. His momentum swings the crane arm OUT OVER the battle a hundred feet down *whoa!* But thankfully it SWIVELS the full 180 degrees to bring Rek all the way back to the rampart--

--The hogskin full of oil dangles from the crane arm like a heavy bag, blocking the reaver's path. Reavers rabidly HACKING at the hogskin to get at Rek and Asfal. The reavers are COVERED in oil when Rek YELLS BACK to RADEGUND to--

REK

HELL ARE YOU STARING AT? SHOOT!

Oh. Right. Radegund draws and shoots a FLAMING ARROW into the hog skin full of oil and **BOOM!** It EXPLODES, punting the reavers' flaming bodies skyward as Rek and Asfal JUMP off the BATTLEMENTS THROUGH the stable's thatch roof--

--The BLAST knocks TARASKUS off his feet, toppling his BALLISTA from its tripod. Reavers charging down the battlements. But **CONAN** actually *picks up* the six-foot **BALLISTA**, holding it like a minigun, and LEVELS at the oncoming reavers! *WHOOSH! Shish-kabobb-ing* FOUR of them!

WULFGAR

Conan!

A REAVER hurls a 7-foot SPEAR at Conan. Conan DODGES it, YANKS it out of the wall, flips it in his hands and DRIVES another SPEARHEAD into the reaver's belly -*ARRGH!* But the reaver's still alive and furiously SWINGING his sword at him. Conan GRIPS the spear shaft like a catch pole, holding him in place, so his blade can't reach.

Conan SEES another **FLAMING BARREL** *hurtling* straight at him. Nowhere to go. Conan TUCKS the SPEAR under his arm, PIVOTS and LEVERS the SPEAR upward, LIFTING the struggling reaver off his feet, like a Yakama pulling a salmon out of the Columbia - as Conan *FLINGS* the kicking REAVER *airborne*, flipping him into the path of the BARREL! **FWOOM!** The FIERY BLAST knocks Radegund down.

She recovers quickly, sees Conan's shoulders and arms are on FIRE.

(CONTINUED)

CONTINUED: (2)

But he barely seems to notice, Conan's sucking wind. His HEART is loud in his ears. *THUMP! THUMP! THUMP!* The Cimmerian suddenly unsteady on his feet. Radegund runs to him, brushes the FLAMES off his clothes.

RADEGUND

You alright?

A REAVER expertly THROWS his **AXE** at Radegund's HEAD, the BLADE *spinning* through the air like a buzzsaw, but just before the axe splits her skull, Conan **CATCHES** the axe by the handle and THROWS it right back. The axe *THUNKS* into the reaver's chest, knocking him back off his feet.

RADEGUND

Never mind.

Radegund smiles and SPRINGS, her legs locking around another reaver's neck while her *Khukri* blades CROSS like scissors through his throat as she takes him down, SOMERSAULTING into a fighting stance to SLICE through the TWO REAVERS behind him before they know what hit them.

EXT. GALLOPING TOWARD THE WALL - SAME

The fearsome **KATUMAN** astride his horse, RIDING like hell for the wall. For a moment it looks like he's going to ram it, but at the last moment, the horse puts on the brakes and BUCKS Katuman off his back. It's a planned maneuver, LAUNCHING Katuman up at the wall--

--Katuman lands like a cat, halfway up the wall, clinging to sheer face with his clawed gauntlets, using them to SCALE the wall like a spider. He has no need of a ladder.

EXT. BATTLEMENTS - CONTINUOUS

Katuman VAULTS the battlements on to the *chemin de ronde*, a demon in bristling black armor, a medieval Vader. Katuman SWINGS his SWORD with astonishing force, hacking down the poor Shadizarians like dry corn stalks, each swing blasting men off the battlements in bloody pieces.

Plowing across the battlements. Nothing can stop Katuman! Terrified Shadizarians are scrambling off the battlements to get out of Katuman's way, leaving the battlements unattended in his wake. Reavers swarming over the wall.

(CONTINUED)

CONTINUED:

TARASKUS sees Katuman coming and stands his ground! He looks across the battlements, to where **ASFAL** and **REK** are fighting side by side, and sees his son dispatch a reaver with bravado. Taraskus smiles at the man Asfal's become.

Now Taraskus turns to face Katuman. His death. And though wise men at their end know that dark is right, he will not go gentle into that good night. Not a chance. His sword in his right hand, Taraskus pulls his Smith's **HAMMER** from his belt and grips it in his left. Smiles.

TARASKUS

Hope you brought a friend.

Katuman pauses, as though taken aback by the man's eyes. Then Katuman SWINGS with the force of a wrecking ball. Taraskus SWINGS to meet Katuman's blade and -- **CLASH!** Somehow the stout Taraskus **BLOCKS** Katuman's swing! Taraskus SWINGS his smith's **HAMMER** with his left. Taraskus WAILS away with his hammer, SPARKS ringing!

Asfal sees his father across the battlements, fighting the giant. Astonished. For a glorious moment, the tough old bastard's holding his own. Until Katuman lets go of his sword, letting it float in midair as he reverses his grip, coming in low, like a boxer throwing an uppercut, DRIVING into Taraskus' abdomen, **IMPALING TARASKUS!** Katuman's follow-through actually lifting Taraskus off his feet, with the blade poking out through his back!

ASFAL

FATHER!

ON CONAN: Conan HEARS Asfal across the battlements, WHIRLING around as Katuman braces his boot against Taraskus' chest to remove his blade, steps over him.

CONAN

Here.

The battle around them pauses, awestruck fighters parting to make room for the two warriors coming at each other. Their BLADES meet in a shower of sparks. But it's like trying to tackle a train. Conan's feet planted, but *sliding* back as Katuman bulls him backward.

CONAN

Crom, give me strength...

Their SWORDS flashing, swinging and ringing so fast the flashing blades blur in the firelight. Two masters. Katuman in his prime. Conan past his, and he's so TIRED! Katuman forces Conan toward the edge of the battlements.

(CONTINUED)

CONTINUED: (2)

Conan does something crazy: He DROPS his fucking SWORD! Katuman SWINGS. Conan DUCKS and **SUPLEXES** the big bastard right off the battlements, sending Katuman flailing 100 feet down to DISAPPEAR into a cloud of black smoke...

CONAN

(sucking wind)

This used to be... a lot easier.

Conan's struggling to catch his breath when a big REAVER LAUNCHES over the battlements and TACKLES Conan on to the *chemin de ronde*. Conan's ATLANTEAN SWORD just beyond his reach... It happens so fast. One second, the big reaver's grinning face a mindless mask of murder, RAISING his AXE, about to cleave Conan's skull. The next second--

--An **ARROW** suddenly enters the base of the reaver's skull and BURSTS out through his open mouth! A perfect shot!

Conan looks across the battlements to see who LOOSED the arrow that saved him, his eyes find the **BRONZE GAUNTLET** that grips the still thrumming BOW... Conan's eyes traveling up that arm to REVEAL the archer is **KING OSRIC!** His armor GLIMMERS magnificently in the fire of battle. Like Don Quixote. Conan nods. Osric smiles. And then--

--Another REAVER rears up behind Osric, SWINGS his AXE, catching Osric at the collarbone. Blood. And Conan watches him topple off the battlements into the smoke... Conan HURLS his SWORD, impaling the reaver who felled Osric, pinning him like a moth to the post behind him.

ON ASFAL: On his knees, cradling his father's head in his lap, palm pressed hopelessly over Taraskus wound. Taraskus's last words for his boy lost in gurgling blood. Asfal sobbing like the boy he still is. Conan GRABS Asfal by the collar as more reavers arrive. Rek holds them off.

CONAN

Lost mine when I was younger than you. And there's but one medicine for it.

(indicates REAVERS)

It flows in their veins. And you can have all you want.

He presses Taraskus' sword into Asfal's hand. Asfal and Conan wade into the reavers together, Asfal savagely killing reavers as the tears stream down his face.

EXT. BATTLEMENTS - CONTINUOUS

REK and RADEGUND fighting side by side on the battlements, slashing the last of the reavers around them, pausing for breath, chests heaving. She turns to look at him. Her face caked in blood and soot. Smiles...

REK

You're a strange woman.

CRASH! From out of nowhere, **KATUMAN's** STEEL GAUNTLET *bashes* Rek backward off the battlements, sending him crashing down into the bailey. Before Radegund can react, Katuman GRABS Radegund's THROAT. She struggles, but Katuman SLAMS her HEAD against the stone merlon, knocking her unconscious. Then Katuman throws Radegund over his shoulder and disappears over the wall...

CONAN

NO!

Conan RUNS to the edge of the battlements, but Katuman is already GALLOPING back across the battlefield, with Radegund slumped over his pommel. And the eerie **SHOFAR** song signals Thugra's reavers to pull back. Thugra's forces streaming back toward the temple...

CONAN stands at the battlements, forced to watch his daughter being carried away. He looks very old. Sound FADING from Conan's ears, as though submerged in water,

Both hope and his daughter gone.

INT. OSRIC'S THRONE ROOM - DAWN

Soldiers and attendants gather in the throne room. The mood somber. Nurses SWIPE the MODEL CITY off the TABLE, shattering buildings to make room for **OSRIC'S STRETCHER**. They gently remove his bronze armor, pack his wound to staunch the blood. But Osric is very near the end now...

OSRIC

(coughing)

CONAN!

Rek, Wulfgar and Tenko hang back as **CONAN** approaches Osric's deathbed. Osric waves away his nurses...

OSRIC

Is it true?

Anyone else would lie to the old man.

(CONTINUED)

CONTINUED:

CONAN

She's the prisoner of Thugra Khan.

Osric's breath rattles. Rek steps forward bravely.

REK

Not for long, Sire.

Osric sits up with some effort, grabbing Conan.

OSRIC

Help me stand.

CONAN

Osric...

OSRIC

Please.

Conan helps Osric to his feet. Osric gestures for his sword. Conan hands it to him. Osric can barely lift it.

OSRIC

(to Rek)

Kneel.

Rek hesitates, and Osric CUFFS him, harder than we would have thought him capable. This will be his final act.

OSRIC

Do as I say, thief. I don't think
either of us has much time left.

Rek kneels before Osric, flinching a little as Osric shakily RAISES his SWORD right over Rek's head...

OSRIC

Do you swear to protect and defend
my daughter, The Queen, at all
costs, even unto your own death?

REK

I swear it. My King.

Osric taps Rek's shoulders and head with his sword.

OSRIC

Then in the Name of Crom and Ymir,
and all the valiant who have gone
to Valhalla before you, arise Sir
Regnak, Knight of Shadizar.

Rek stands, a little taller.

(CONTINUED)

CONTINUED: (2)

OSRIC

There comes a time, thief, when
the jewels cease to sparkle, when
the gold loses its luster...

Osric's voice trails off into violent coughing. He
collapses into Conan's arms. Conan finishes for him.

CONAN

...When the throne room becomes a
prison, and all that remains, all
that remains is a father's love
for his child.

Osric nods. His eyes flutter.

OSRIC

Steal our daughter back.

Rek reacts. *Our daughter...* Now, Rek KNOWS., Conan
PRESSES the HANDLE of Osric's SWORD into Osric's HAND.
Osric dies with it. Conan turns Wulfgar, Tenko, and Rek.

CONAN

Help me put him next to his wife.

INT. ROYAL CRYPT - MINUTES LATER

Conan, Rek, Wulfgar, and Tenko serve as battlefield pall
bearers. Carrying King Osric's stretcher into the CRYPT.
Carefully transferring Osric's body open SARCOPHAGUS. It
takes all four of them to lift the heavy marble lid with
his pristine likeness and place it over his bloody body.

CONAN

I'll get her back.

Rek and Wulfgar trade looks when Conan places his hand,
not on Osric's sarcophagus, but on the dead queen's
sarcophagus. Conan's promise made not to him, but to her.
His heart aches, then burns. **THUMP... THUMP... THUMP...**

The figure of **DEATH** grins from the shadows of the crypt.
Enraged, Conan PICKS up a TORCH and SWINGS it at DEATH!

CONAN

NO!

But to Wulfgar and Rek it looks like Conan's just lost
his shit, swinging a torch at mere shadows on the wall.
Death DISAPPEARS, leaving Conan standing at the wall with
his torch illuminating the ancient **MURAL** above.

(CONTINUED)

CONTINUED:

The mural suddenly awakened by the burbling orange torchlight, telling the tale of The Lost City of Acheron.

CONAN

Acheron.

Conan watching shadows dance over the images of the SUBTERRANEAN CITY and SNAKE PEOPLE walking through an **UNDERGROUND PASSAGE** connecting the CITY to **THE TOWER OF THE SERPENT!** Almost like an air vent. *Crom, that's it.* Conan wheels on his companions, wolfish grin spreading...

SMASH TO:

INT. ROYAL CRYPT - MINUTES LATER

Conan, Rek, Wulfgar, and Tenko WHACKING at the gorgeous marble floor with **PICK AXES**. CRACKS form and SPREAD across the marble like lightning. Conan, Rek, Wulfgar, and Tenko barely have time to step back the ENTIRE FLOOR DROPS AWAY into a **GIANT SINKHOLE**. Conan leans over the EDGE and DROPS his TORCH down the THROAT of the sinkhole. They watch the torch travel down, down, DOWN, illuminating the walls of the shaft. It never hits the bottom. It just falls further than they can see...

INT. SINKHOLE UNDER THE THRONE ROOM - MOMENTS LATER

Conan, Wulfgar, Tenko, and Rek are RAPPELLING down the walls of the shaft. Each man has an IRON LANTERN.

REK

Here!

Shining his lantern down so the others can see the narrow PASSAGE leading out of the shaft into...

INT. CAVERN - MOMENTS LATER

Conan, Rek, Wulfgar and Tenko walking single file along a narrow SHELF on the sheer wall of the cavern. Their lanterns barely penetrate the perfect darkness. A section of the shelf crumbles away under Rek. He pinwheels his arms, about to fall into the bottomless chasm. Tenko REACHES OUT to YANK Rek back. *Whoa.* That was close.

REK

Thanks.

(CONTINUED)

CONTINUED:

Tenko nods. They move carefully. Their treacherous path takes them deeper, deeper into the bowels of the Earth.

REK

But where's this lead?

CONAN

Hell.

WULFGAR

Better let me lead then, lad. I already know the way there.

Wulfgar steps in front of Conan with a grin.

WULFGAR

I was married once. Remember?

INT. ADYTUM (TOWER OF THE SERPENT) - NIGHT

Radegund struggles, MANACLED to a pillar. Thugra watches her, a goblet in his hand. Gloating.

RADEGUND

You're going to lose, Thugra.

THUGRA

Am I?

RADEGUND

Doesn't matter what happens to me. My father will never give you *The Eye of the Serpent*. I know him.

THUGRA

Conan will. I know the barbarian, as I know myself. He'll come.

RADEGUND

Then you're the rat in an apple barrel. You're already dead.

INT. TUNNEL - SAME

Conan, Rek, Wulfgar and Tenko move silently down the passage. They douse their torches. Light up ahead, where it opens up into the bowels of the tower, into an...

INT. ARENA (TOWER OF THE SERPENT) - CONTINUOUS

They move stealthily, walking the walls like a SWAT team. Then Conan KICKS at something - a CRUSTED BALL that cracks open to reveal a tightly-packed tangle of BONES, hair, teeth, clothing - *regurgitated gastric pellets...*

REK

The hell are those?

CONAN

You don't want to know.

But they all **HEAR** it moving now, the dry sizzle of **SCALES** sliding over the stone floor, **PROWLING** the darkness, dragging itself on its belly like a crocodile. Some extinct **SAURIAN**, a mud-dwelling species of **MONITOR LIZARD** - *fifty feet long* - suddenly **CHARGES** out of the darkness!

Conan squares off with the monster, waving his **SWORD**. The creature's throat **BULGES** and its caudal **SPIKES** bristle. Conan eye to eye with the great saurian. The creature **BELLOWS**. The hideous sound shakes the walls of the arena.

CONAN

Go! GO! Get Radegund to safety.

A desperate **LOOK** passes between Conan and the others. He came for Radegund, his daughter. Nothing else matters. As the saurian and Conan circle each other, Rek, Wulfgar and Tenko break for another passage. Conan calls after Rek...

CONAN

And Rek?

Rek looks back at Conan. Conan smiles without taking his eyes off the circling saurian.

CONAN

If you touch her, I'll kill you.

REK

No promises.

Then Rek follows Wulfgar and Tenko down the side passage.

INT. TOWER OF THE SERPENT - SAME

The saurian's **BELLOWING** has brought reavers running from all over to the edge of the **ARENA**. Reavers crowd the lip, roaring and howling down at Conan, taunting him...

INT. ARENA - SAME

The SAURIAN *hisses* and CHARGES. Conan sidesteps and SLASHES. And the creature CHARGES him again. The primitive instinct of the ambush predator, but Conan's limping and the creature's wearing Conan down...

INT. ADYTUM (TOWER OF THE SERPENT) - MOMENTS LATER

Chained between two pillars, Radegund hears the commotion. Sounds like a gladiator fight. Reavers running past her. Suddenly, a HAND claps over Radegund's MOUTH, stifling her scream. Then she realizes. It's REK!

RADEGUND

What are you doing here?

He kisses her quickly, smiles.

REK

What's it look like?

As Rek works a PICK into the locks on her manacles, Tenko and Wulfgar press to the wall, watching the passage for reavers. They can HEAR heavy footsteps getting closer...

WULFGAR

Anytime, lad...

INT. ARENA - SAME

The saurian backs Conan against the wall of the pit. He's trapped! It CHARGES Conan, its JAWS WIDE. Conan can see down the black tunnel of its throat. Conan tucks into a ball. The creature's **JAWS snap shut to SWALLOW him whole!** A BULGE traveling down the creature's gullet to settle in its belly! Reavers gathered around the arena ULULATE...

INT. ADYTUM (TOWER OF THE SERPENT) - SAME

A dozen REAVERS flood into the adytum, drawing their swords when they see Wulfgar, Tenko and Rek, roaring some incomprehensible alarm, but the alarm lost in the wild ululating coming from the arena. Wulfgar and Tenko wade into them, two fighting against twelve in a tight space.

WULFGAR

(to Rek)

Now would be good.

(CONTINUED)

CONTINUED:

Rek tries to concentrate, fumbles the pick, rolls his eyes, then finds the tumblers and CLANK! The manacles fall away. Rek YANKS Radegund down the opposite passage as Wulfgar and Tenko dispatch the remaining reavers.

INT. RUNNING THROUGH THE TEMPLE OF SET - CONTINUOUS

Rek pulls Radegund down a series of catacombs, battling reavers as they go, heading for the LIGHT. Tenko and Wulfgar bring up the rear to cover their escape...

EXT. TOWER OF THE SERPENT - CONTINUOUS

Radegund, Rek, Tenko, and Wulfgar reach the source of the **SUNLIGHT**. It's the excavated entrance to the temple, guarded by THUGRA REAVERS and ACOLYTES with **ROBES**. And beyond that, his ENTIRE ARMY, THOUSANDS bivouacked between here and Shadizar. Radegund turns back to Rek.

RADEGUND

No good. Have to double back.

REK

Don't be ridiculous. I'm a thief.
This is what I do.

RADEGUND

Yes! And you got caught!

REK

Trust me.

INT. TOWER OF THE SERPENT (THUGRA'S CHAMBERS) - SAME

THUGRA KHAN looks almost bored sitting on this cobra-headed THRONE. The well of writhing snakes is like a moat around Thugra's throne. KATUMAN strides in with bad news.

KATUMAN

The girl escaped. But the
Cimmerian was devoured by the
Creature of the Pit.

THUGRA

(skeptical)
Then bring me the body.

Katuman leaves Thugra's chambers. Thugra smiles, pouring more WINE. He has no illusions about being alone.

(CONTINUED)

CONTINUED:

THUGRA

May I offer you some wine?

Conan steps from the shadows, slick with blood and offal.
His ATLANTEAN in his fist, ready to strike, circling...

CONAN

I'm working.

THUGRA

How's my lizard?

CONAN

Not well, I'm afraid. He ate
something that disagreed with him.

Conan draws the **EYE OF THE SERPENT** from his clothing.

CONAN

This is what you want, isn't it?
The Eye of the Serpent. And my
life. Now you have them both.
Grant Radegund safe passage.

THUGRA

You would surrender the jewel, to
trade for her life? Why does she
mean so much to you? Ah, of
course. She's yours, isn't she?
That's why Osric banished you. You
betrayed him and begat a child
upon The Queen. How wonderful.

Conan PLACES the gem on the ROCK SHELF, his SWORD RAISED
over it, poised to shatter it in a million pieces.

CONAN

Atlantean Steel, Warlock. Order
your men to grant her safe
passage. Or you're going to be
collecting your bauble with a
dustpan. For a long, long time...

EXT. BATTLEFIELD - SAME

FOUR of Thugra's WHITE-ROBED ACOLYTES ride unmolested
through thousands of reavers, not one of them even gives
them a second look as they might of new faces entering
camp. These riders are not entering. They're leaving...

INT. TOWER OF THE SERPENT (THUGRA'S CHAMBERS) - SAME

Conan HOLDS his SWORD up, ready to SHATTER the gem. But Thugra seems utterly unconcerned. Thugra sips his wine.

THUGRA

By all means. Go ahead. Go on.

Conan BRINGS his BLADE down on the ruby. **BOOM!** A BRIGHT FLASH of ENERGY *BLASTS* HIM OFF HIS FEET, sending him *sliding* across the floor to the edge of the SNAKE PIT. Stunned. Thin smoke rises from his clothes. *For a split-second he saw a familiar **FACE** in the red flash...*

THUGRA

Do I strike you as sentimental?
This gem is more than just a
symbol of my father's power. **It is**
my father! *The Eye of the Serpent*
contains his life force. It's the
key to his resurrection. But you
needn't take my word for it.

The VIPERS begin to CHURN up out of the pool, boiling over, ERUPTING like a waterspout into a seething maelstrom, a tower of snakes holding together by the blackest sorcery, a form of cloud-computing. A corporate creature, curling and braiding itself, as the snakes ORGANIZE to form THE FACE OF **THULSA DOOM...**

CONAN

MOTHER OF CROM!

Conan scrambles to his feet, backing away from the pit, his SWORD raised. What issues forth from this writhing hologram of scales and muscle is a madrigal of *hissing whispers*, blurring into a semblance of speech...

THULSA DOOM

*Your white-bearded god is up on
his mountain, Cimmerian. He has no
power here. Here, I am God.*

CONAN

Thulsa Doom.

Conan KICKS a BRAZIER of FLAMING OIL into the boil of serpents, momentarily scattering them. But the snakes slither right BACK TOGETHER into a single creature, FLOWING smoothly across the floor, like a gastropod, on a rolling cascade of snakes, REACHING for Conan.

(CONTINUED)

CONTINUED:

Conan RAISES his arm instinctively and the serpents STRIKE with lightning speed, BITING HIM at least a dozen times before he can tear his punctured arm away.

THUGRA

That's it. Fight, barbarian. The poison works faster when you move.

EXT. PLAINS OF SHADIZAR - SAME

The column of WHITE ROBED ACOLYTES ride past the final GUARDS posted at the western edge of the camp. But something about them isn't quite right...

REAVES GUARD

Halt!

Radegund SPURS her horse and they GALLOP like hell for the GATES of SHADIZAR, shedding their robes as they go. Their horses, stirring sparks, MOVING through hot ash.

INT. TOWER OF THE SERPENT (THUGRA'S CHAMBERS) - SAME

Conan desperately HACKING away at this protean entity, HALVED SNAKES fall twitching to die on the floor, but the VENOM is beginning to work on him now, affecting his balance. Conan SWINGS blindly, MISSING with every stroke. The shape RISES like a COBRA with THE FACE OF THULSA DOOM HISSING LAUGHTER as **THOUSANDS of SNAKES come CASCADING over Conan like a CRASHING WAVE**, drowning him. Vipers STRIKING everywhere, INJECTING him full of VENOM as the wave of snakes carries him to Thugra's feet...

THUGRA

They tell me there's no pain like it. The snakes' venom at work. It's like your blood is on fire.

The snakes RECEDING now to flow back down into the PIT, leaving Conan prone on the floor, like a marooned sailor. Hundreds of **PUNCTURE MARKS** all over Conan's body.

THUGRA

I've seen men driven to madness in their final moments. They beg for death. So desperate for relief, they'll gnaw open their own veins, like a wolf in a trap.

Conan's CONVULSING now, as the venom blasts his nervous system. *Not just yet. Must stay alive long enough to...*

(CONTINUED)

CONTINUED:

Conan GRITS his TEETH against the tremors. Somehow, SOMEHOW, Conan The Barbarian WILLs himself to GET UP. Thugra watches with sadistic admiration as **CONAN STANDS TO FACE HIM**, stance overly wide, like he's standing on the deck of a ship tossing on rough seas, **SWORD** in hand.

THUGRA

Still some fight in you.
Magnificent. Come, Barbarian...

Thugra BECKONS Conan, taunting him, coaxing the big man forward like he's a toddler taking his first steps. Conan slogs forward, like his legs are buried in mud. *Not yet.*

THUGRA

If you kill me now, you can still
save her. Kill me and you will not
have died for nothing.

Conan RAISES his SWORD, his arms TREMBLING, but he no longer has the strength and the sword CLATTERS to the floor. Thugra smiles as Conan COLLAPSES.

THUGRA

I am going to murder your
daughter, along with every man,
woman, and child in Shadizar. You
failed them all, Cimmerian.

Thugra grabs a FISTFUL of Conan's HAIR and YANKS his head up. He really wants to make sure Conan hears this part.

THUGRA

Tonight MY FATHER and I will be
reunited at last. And the first
thing Thulsa Doom will see upon
his return to this realm will be
your funeral pyre, Cimmerian. Know
that your world dies tonight.

Conan's EYES ROLL as the poison reaches his HEART. **THUMP. THUMP.....** Thugra releases him and Conan FLOPS facedown on the floor. **THUMP.....**

Conan the Barbarian is dead.

I/E. SHADIZAR - VARIOUS ANGLES - COMING NIGHT

The SURVIVORS of the battle have nothing left in them. The first RAINDROPS hit their DEFEATED FACES. War paint running... Their dream of victory is over. There are only a few of them left alive now. And no one to lead them...

INT. OSRIC'S THRONE ROOM - NOW

Radegund and Rek are alone for the moment. She stares uneasily on the throne vacated by Osric. Hers now. She moves to the balcony, looking out on the battlefield.

RADEGUND

I keep expecting to see him riding over that ridge. He might have...

REK

He's not coming back, Highness. He made his choice. So that you might live. You were worth his life.

RADEGUND

But why?

Rek doesn't answer, his instinct to protect her from the truth, rather than tell her she's lost another father.

RADEGUND

I don't know what to do.

REK

Do what he'd do. Fight.

The air CRACKLES. The hairs on Rek's arms standing up. A STORM is coming. And they hear **CHANTING** of the **CHILDREN OF DOOM!** An *unholy chorale* will carry through this final sequence, building in volume and urgency...

REK

That can't be good.

EXT. PLAINS OF SHADIZAR - NIGHT

Malignant **STORM CLOUDS** gather over the ALTAR like a coven of witches encircling a cauldron. **THUNDER** shakes the earth. RAIN *slashing* silver arrows. A PROCESSION of **PRIESTS** and **ACOLYTES** in the WHITE ROBES bear **CONAN'S BODY** on a BIER, lying in state, his ATLANTEAN on his chest...

RADEGUND

The gods have forsaken us.

Conan's BODY is placed on an **ALTAR**, a mountain of WOOD heaped around it. Conan is to be a burnt offering to Set! **Thugra** CLIMBS the MESA overlooking the ALTAR, his triumphal TAUNTS rolling across the plain like thunder...

(CONTINUED)

CONTINUED:

THUGRA

HEAR ME! PEOPLE OF SHADIZAR! YOUR
HOPE IS DEAD! LOOK! HERE UPON MY
ALTAR LIES YOUR CHAMPION! KNOW
THIS, YOUR GREAT LEGEND WAS
NOTHING BUT A TIRED OLD FOOL!

EXT. BATTLEMENTS - SAME

The Shadizarians can see the ALTAR clearly from up here.
The sight of Conan's body on the pyre demoralizes them.
Wulfgar, Tenko, and Asfal see their spirits breaking.

SHADIZARIAN

He's killed The Cimmerian!
We must flee at once.

SHADIZARIAN

No, we must beg for our
lives!

WULFGAR

It won't do any good now.

INTERCUTTING:

EXT. THE LAND OF DEAD - ENDLESS NIGHT

*Another realm. Phantoms gliding through the mists around
CONAN as he climbs the wide STONE STEPS to the HUGE BLACK
DOORS of DEATH'S CASTLE. The DOORS OPEN on their own...*

INT. THE CASTLE OF DEATH (GREAT HALL) - CONTINUOUS

Conan enters a cavernous banquet hall, a FEAST OF THE
DEAD, **SKELETONS** in tarnished armor at LONG TABLES. A
hellish pantomime of a grand feast. Empty plates, dry
goblets. The unpleasant CLACK of BONE as they spear non-
existent morsels, tear non-existent meat with naked jaws,
even TOSSING invisible scraps to skeleton dogs at their
feet. Their thirst never slaked. Hunger never sated.

DEATH reclines upon his THRONE, cloak spilling over it,
slouched in the bored, insouciant manner of all monarchs.
He is somehow LARGER than he was among the living...

DEATH

Welcome home, Cimmerian.

EXT. THRONE ROOM - BACK IN THE LAND OF THE LIVING - NIGHT

Radegund and Rek watch Thugra's acolytes raise up a huge
stone idol.

(CONTINUED)

CONTINUED:

Thugra fits the **EYE OF THE SERPENT** snugly into the **SOCKET** in the 7th head of Set. The start of a ritual. The GEM GLOWS, pulsing malevolently, like a heartbeat...

REK

The Eye of the Serpent...

FORKS of **LIGHTNING** strike the earth around the altar! Thugra's EYES turn skyward, blazing with religious ecstasy, staring into the **MAELSTROM** overhead. Clouds CHURN, a **FUNNEL CLOUD** form over the altar... **A PORTAL!**

THUGRA

Look. LOOK! Set coils about his altar. As a serpent broods over its egg. His Hour come at last!

Radegund turns to Rek, her eyes full of fear and grief.

RADEGUND

It's the end of world, isn't it?

Rek glances up at Osric's **BRONZE ARMOR** on the WALL.

REK

I don't care anymore. My world's in this throne room... I love you.

Radegund smiles. A ray of light in the darkness. He pulls her into a KISS. She doesn't realize the **CLOSET DOOR** is OPEN behind her. He looks into her eyes...

REK

Radegund?

RADEGUND

Yes?

REK

When we first met, you said I was worthless. A man without honor.

Radegund opens her mouth to object.

REK

And you were right. I was.

She takes that in. Shakes her head. Kisses him.

RADEGUND

It doesn't matter now.

(CONTINUED)

CONTINUED: (2)

REK

No, it's the only thing that does.
I swore an oath to your father to
protect you, even unto my death.
And for once I intend to keep my
word. I hope you understand.

--With all his STRENGTH, Rek *SHOVES* Radegund, sending her
STUMBLING backward into her **CLOSET** and Rek SLAMS the DOOR
SHUT, throwing the **BOLT** and **LOCKING** Radegund inside!

RADEGUND

What the hell are you--? No... NO!

REK

The gem is the key to it. And it's
the only way to stop him now. I'm
going to steal it back from him.

Her cheek pressed against the door, not the Queen, but
the woman, begging the man she loves not to leave her.

RADEGUND

REK, PLEASE! YOU DON'T HAVE TO DO
THIS!

REK

I'm a thief. It's the only thing
I've ever been good at...

Outside the closet, Rek's shaky fingertips touch the door
as if it if he can feel her cheek on the other side...

REK

I have no doubt you'll find a way
out of here. If this works, you'll
have a chance to flee. Take it.

(beat)

I'm usurping your father's throne.

RADEGUND

DON'T DO THIS! YOU ARE A MAN
WITHOUT HONOR! SON OF A BITCH!

It takes great effort for Rek to turn away from the door.
Do it now before you lose your nerve. He walks toward--

INT. CORRIDOR (OUTSIDE RADEGUND'S CHAMBERS) - CONTINUOUS

--Rek THROWS OPEN the DOOR and STOMPS out into the
CORRIDOR, TURNING on the milling ATTENDANTS, his eyes
ABLAZE, his voice booms, commanding them to--

(CONTINUED)

CONTINUED:

REK

--BRING ME MY ARMOR!

(they're frozen)

THE HELL ARE YOU ALL STARING AT?
THE QUEEN AND I JUST EXCHANGED OUR
MARRIAGE VOWS! I'M THE GOD DAMNED
EARL OF SHADIZAR AND I JUST GAVE
YOU AN ORDER. BRING ME MY ARMOR!

INT. THRONE ROOM - MOMENTS LATER

Rek standing in the MIRROR now, hastily buckling himself into Osric's **ARMOR**, the bronze carapace that will surely be his casket. It's still flecked with Osric's blood. Rek walks to the WINDOW, looking out over the plains of Shadizar, at the storm gathering around Thugra's **ALTAR**.

REK

Crom. Let me be clear. I don't believe you exist. Conan did. And he was the finest man I've ever known. So for his sake, I'll make a bargain with you. My life for hers. I've wasted most of mine in pursuit of gold. I've cheated. I've stolen. I've lied. I was not worthy of Radegund in life. Crom, grant me this one request. Let me be worthy of her in death.

(beat)

And if you won't listen, then to hell with you. I'll do it myself.

Rek picks up his SWORD and he STRIDES out of the castle--

EXT. SHADIZAR CASTLE - CONTINUOUS

--Into the CROWDED SQUARE. Rek looks TALLER somehow. A different man. A better man. The man he was born to be. Seeing Rek, his armor gleaming... EVERYONE in the square DROPS to ONE KNEE, bowing their heads as Rek strides through the mud and SWINGS up on to BUTTERCUP...

REK

Conan of Cimmeria died for this city, for all of us. We can die cowering behind these walls like animals. Or we can ride out there and kill some people.

TENKO and WULFGAR swing in behind him.

(CONTINUED)

CONTINUED:

WULFGAR

About time. It's been a slow night, lad. I was getting bored.

Now, **ASFAL** rides up next to Rek, the kid's hair rain-plastered to his forehead, his **FATHER'S SWORD** in hand.

ASFAL

You look like you're in need of a squire, My Lord.

(Off Rek)

Now you just try and stop me.

Rek smiles. **KALLIAN** buckles on his sword, **SWINGS** up into the saddle. Everywhere in the square, **MEN** are buckling on their **SWORD** and tromping through the mud, climbing up into their saddles, to **FORM RANKS** behind their **EARL**. Rek looks back to see he now leads a small, ragged army...

REK

(sotto)

Head held high, Buttercup. You're a war horse now.

HYAH! Rek spurs Buttercup to a **GALLOP**. The others follow close behind. All of them riding to meet their end...

EXT. ALTAR - SAME

Thugra's acolytes toss **TORCHES** on Conan's **PYRE!** Wood begins to smoke. Flames spreading to encircle him...

INT. CASTLE OF DEATH - NIGHT

Conan stands before Death. Skeletons feasting around him.

DEATH

Not quite as festive as the great feast in Valhalla, but you'll get used to it. They all do. And you won't be alone. I've seen to that.

CONAN

I have to go back.

DEATH

But you came to Shadizar to die.

(CONTINUED)

CONTINUED:

CONAN

I thought I was ready. I'm not. My daughter needs me.

DEATH

Not to worry. Your daughter will be soon joining us here.

Conan DRAWS his SWORD.

CONAN

We'll see.

The clacking JAWS suddenly silent. The SKELETON WARRIORS have halted their feast. And to a man they've all turned to STARE murderously at Conan with their EMPTY SOCKETS.

DEATH

You don't recognize them, do you? That's all right. They recognize you. These are all those you have slain in life. And they have been anxiously awaiting your arrival.

But after a moment, Conan DOES recognize many of them. Skeletal versions of his fallen enemies. Valerius. Heimdul. Rector. Thorgrim (with his hammer).

CONAN

I killed you once. I can do it again.

The SKELETONS ATTACK, vaulting tables, toppling chairs, DRAWING the SWORDS buckled to their pelvic bones. Everyone wants a piece of Conan. Conan SWINGS at the first three to reach him, SHATTERING their SKULLS. The rest encircle him. His blade SMASHING them to pieces, exploding RIB CAGES and SPLINTERING limbs, but he won't be able to keep this up forever...

EXT. PLAINS OF SHADIZAR - CONTINUOUS

Rek rides at the head of his ad-hoc cavalry, leading the FINAL CHARGE, half a league onward into the Valley of Death. Boldly they ride and well into the Mouth of Hell. Tradesmen and merchants HOWLING savage war cries as they GALLOP across the muddy plain. Asfal on Rek's flank. Buttercup practically roaring now, muscles churning, pumping clouds of steam into the rain.

REK

Forward! FORWARD! FOR CONAN!

(CONTINUED)

CONTINUED:

They HIT the REAVERS at *FULL GALLOP*. Reavers THROWN skyward as they PLOW through them. Chaos. War horses WIPE across our vision, shuttering like a ZOETROPE. Warriors on both sides toppled, trampled. Rek and Asfal SLASHING ruthlessly at the sea of reavers crashing against them, HACKING their way toward the MESA, toward Thugra's ALTAR.

INT. CASTLE OF DEATH - SAME

Conan SWINGS his SWORD through the last two SKELETONS. They fall to pieces. The floor is littered with shattered skeletons. He staggers, leans against the mouldy banquet table, head bowed. Conan looks exhausted. And old...

DEATH

**Perhaps I should've mentioned, you
can't kill what's already dead...**

All around him, the skeletons RISE, made WHOLE again. They ENCIRCLE him, swords raised to take him apart...

DEATH

**And this is how you will spend
eternity. An OLD MAN fighting an
endless battle he cannot win...**

The skeletons close in on him. But Conan ignores them.

CONAN

This game was always between us.
My pride offends you? Come and
take it from me. Come... **Coward.**

Death SWEEPS his MIGHTY ARMS like a gust of cold wind.

DEATH

YOU DARE!

(to his minions)

**You've got all eternity to torture
your new playmate. But not before
I teach him a lesson in humility.**

Skeletons BACKING into the shadows as DEATH stands to his full, mountainous height and DRAWS his **SWORD. GREEN FIRE** dances liquidly on the huge **BLACK BLADE** as Death descends smoothly from his throne, his cloak flowing as though underwater. He towers over Conan.

CONAN

I intend to make this very
difficult for you.

(CONTINUED)

CONTINUED:

DEATH

Oh, I do hope so.

And Death SWINGS his SWORD, the *hissing* blade trailing **GREEN FLAME**. Conan raises his sword to BLOCK it. The force of Death's blow is enough to STAGGER Conan. That malignant GREEN FIRE somehow **CLINGING** to his body now. **BLACK VEINS** spread up Conan's arm: *livor mortis*! Death SWINGS again. And more GREEN FIRE leaps from their CLASHING BLADES, rapid putrefaction, turning his flesh gray and pulpy. *Mother of Crom!* Conan's **DECOMPOSING...**

EXT. BATTLEFIELD OF SHADIZAR - SAME

WULFGAR swings BORGA, taking down reavers left and right. A storm of ARROWS *hisses* through the air, **PIERCING** Wulfgar's SHOULDER and ABDOMEN, knocking him off his horse into the mud. **TENKO** expertly dispatches a pack. Then Tenko kneels, takes his friend's HAND...

WULFGAR

Bah! I'm not dead yet.

Wulfgar grits his teeth, **PULLS** the arrow OUT of his left shoulder, then grips the ARROW in his ABDOMEN and tries to pull it out, but the pain tells him his guts would come out with it. Wulfgar just **SNAPS** it off with a growl, Tenko nods and the two men wade back into the fray together. There's nowhere in the world they'd rather be.

INT. CASTLE OF DEATH - SAME

Death's glides wraith-like around Conan, toying with the barbarian now. Death **SLICES** off Conan's **HAND** at the wrist! *ARRGH!* Conan's sword falls. He **STUMBLES** to his knees. Nothing left below his elbow but **SHARPLY JUTTING BONE**. The proud Cimmerian reduced to bones and brittle remnants of flesh, now maimed and mummified...

EXT. BATTLEFIELD - SAME

A Reaver **SPEARS ASFAL'S HORSE!** The dying animal **REARS** and **FALLS**. Asfal rolls in the mud and comes up **SWINGING**, Reavers surrounding him on all sides. **REK** rides to Asfal, reaching down to **PULL** Asfal up on to Buttercup, but his saddle's **BACK CINCH SNAPS** like a gunshot and Rek and Asfal both fall off. Rek and Asfal, Knight and Squire, cut off from help, fighting back to back against a dozen reavers. They share look. This is it. The end...

(CONTINUED)

CONTINUED:

Suddenly, from out of nowhere, **TWO DOZEN CAVALRYMEN CHARGE INTO THE FRAY!** They've ridden hard to get here. The **LEAD RIDER** fights with abandon, **HACKING** through reavers to Rek and Asfal. It's **WOUNDWEAVER!**

He's come back, along with most of the **DESERTERS!** **WOUNDWEAVER LAUNCHES** off his horse, **KILLING** the reaver closest to Asfal. Woundweaver scrambles back to his feet, **TOSSES** Asfal his sword, fighting alongside them now.

WOUNDWEAVER

He was right. It was worse.

REK

I know.

INT. CASTLE OF DEATH - SAME

Conan's hardly more than skeleton now, **FLAKING AWAY** like ashes as he stares abjectly up at Death...

DEATH

Pity. I rather expected more fight from you, Cimmerian.

And Death **RAISES** his **SWORD** high over his head in the manner of an executioner poised to deliver--

CONAN

I wasn't finished.

He **GRIPS** Death's **CLOAK** and **DRIVES** the **SHARP BONES** of his **SEVERED** into the darkness inside Death's **EYE SOCKET!** The hideous **SHRIEK** that escapes Death will haunt our nightmares as he **UNFURLS** his black wings, flying upward. Conan hangs on, his dagger-arm **STABBING** again and **AGAIN.**

EXT. BATTLEFIELD - SAME

The battle rages All around us, **MEN** of **SHADIZAR** and **WOUNDWEAVER'S DESERTERS** in a desperate final battle **Thugra's REAVERS.** **KALLIAN** slices the head off a reaver, spins to **SLASH** another. And **ANOTHER.** A reaver **THROWS** a **SPEAR** at **ASFAL.** **WOUNDWEAVER** sees it coming and **BLOCKS** it with his body! **IMPALED,** Woundweaver falls. He smiles a bloody, lighthearted smile, knowing he saved the kid.

WOUNDWEAVER

I'm...

(CONTINUED)

CONTINUED:

REK

You kept your honor, General. Gods
speed you to Valhalla.

Woundweaver slumps. Dead. A reaver behind Rek lifts his
WAR AXE, ready to CLEAVE Rek's head in two, when **PPFFT!**
An **ARROW** pierces the reaver's THROAT!

ASFAL

IT'S THE QUEEN!

RADEGUND on her war horse, GALLOPING across the muddy
battlefield toward them, FIRING her BOW mounted, felling
reavers left and right, like some goddess of war...

REK

I am in so much trouble...

Radegund CHARGES into their midst, her blades SLASHING
open throats as she rides past, her horse REARING up to
KICK Reavers' heads in. Radegund has Buttercup's reins
when she reaches Rek and Asfal, tossing the reins to Rek.

RADEGUND

We'll discuss your treachery
later, thief. Now get that damn
jewel before it's too late!

REK and ASFAL RIDE for the ALTAR. Then **WHAM!** Buttercup is
suddenly TOPPLED OVER, gored by **KATUMAN'S horse**. Rek and
Asfal struggle to their feet as Buttercup breathes her
last. They look up to see **KATUMAN** astride his monstrous
horse, blocking their way to the altar...

KATUMAN

You should have taken the gold,
thief. Now you're going to die
here in the mud without a coin.

Rek and Asfal fan out, side by side, facing Katuman.

REK

How bout it, Squire. What do you
say you and I avenge your dad?

Asfal smiles savagely, a wolfish smile, a Conan smile.
Rek DRAWS his **QUILLON DAGGER**, the one he used to the CUT
the guy's PURSE back at that tavern, a million years ago.
Rek CUTS away his BRONZE ARMOR in seconds. Down to his
tunic and leggings. Asfal stares at him. WTF? Rek smiles.

(CONTINUED)

CONTINUED: (2)

REK

Trust me.

And Rek and Asfal CHARGE headlong at Katuman! KATUMAN waving his SWORD over his head like the headless horseman as his horse lowers its head to charge. But Rek **DROPS** to his **KNEES** and **SLIDES** through the mud **UNDER** the horse, **SLICING** through the back cinch on Katuman's SADDLE. Katuman FALLS off his horse, landing hard in the mud!

Katuman SWINGS his BIG SWORD. Asfal BLOCKS it, but the blow sends Asfal TUMBLING down the muddy slope! Rek dives, rolls, **SLICES** Katuman's **HAMSTRING!** **ARRGH!** Katuman BACKHANDS Rek, sending him FLYING backward AGAINST the FRAME of one of Thugra's huge **BALLISTA** crossbows.

Katuman SWINGS, Rek DUCKS, and Katuman's SWORD embeds in the ballista's **WOODEN FRAME**. As Katuman WRENCHES his big sword LOOSE, Rek YANKS a length of **HEAVY ROPE** off the PULLEY and LEAPS on to Katuman's BACK, quickly **LOOPING** the ROPE around Katuman's **THROAT!** Rek PULLS BACK on the ROPE, trying to STRANGLE the giant. But Katuman REACHES over his shoulder and HURLS Rek into the mud...

KATUMAN

Is that all, thief?

Katuman STEPS on Rek's CHEST, his CRUSHING WEIGHT holds Rek down as he prepares to bring his SWORD down on Rek.

REK

No. Not quite all... Squire?

Katuman WHIRLS around in time to see young Asfal TRIGGER the BALLISTA. **FWUNG!** The Ballista LAUNCHES its **HUGE STEEL ARROW** skyward, TRAILING the ROPE like a whaler's harpoon, loops *leaping* off the spool with *blurring* speed...

ASFAL

For my father.

Katuman's frantically trying get out of the noose when **THWUNG!** The slipknot TIGHTENS at 300 fps and **POPS** Katuman's **HEAD** clean OFF! The headless giant collapses.

INT. CASTLE OF DEATH - SAME

Conan stabs Death with the bone shard. **ICHOR** spirals out of Death's wounds like ribbons of smoke. Conan INHALES it as he grapples with Death. And something *miraculous* happens. Conan's decomposition somehow REVERSES.

(CONTINUED)

CONTINUED:

Flesh returns to his bones. His muscles swell. All that Death took returns to him. Conan is restored. And then some.

DEATH

ENOUGH!

Death's **SEIZES** Conan's THROAT in his huge CLAW, dangling Conan over the abyssal **VORTEX** *swirling* below...

EXT. THE ALTAR - SAME

Radegund approaches the **ALTAR**. The roaring FUNNEL tugs her hair. LIGHTNING strikes around her like mortar fire. And the ROBED FIGURES around the altar turn to face them. The **BRIDES of SET**, flesh-eating SUCCUBI. LIGHTNING FLASHES. And their EYES shine like Coyotes' eyes in your headlights. They bare their FANGS and HISS. Tenko and Wulfgar appear at Radegund's side, ready to fight them.

WULFGAR

Evening, ladies.

RADEGUND

I'm going for *The Eye*. Try to keep them off me as long as you can.

WULFGAR

Please. I've bedded uglier women than these.

The SUCCUBI LAUNCH at them. Jaws distended. Fingers clawed. Tenko SWINGS her BLADE across a BRIDE leaping through the air. The creature flash-disintegrates in a PUFF of smoke and ash. A bride LEAPS on Wulfgar. He flips her, SWINGS Borga, taking her head in a scattering cloud.

WULFGAR

Patience, ladies! There's more than enough Wulfgar to go around!

Tenko slices through TWO at once. Another LEAPS at Tenko. Wulfgar catches her midair on the blade of his axe.

EXT. ALTAR - SAME

The FLAMES have nearly reached Conan's BODY. WIND whips Thugra's cape like a flag. He **LAUGHS** at Radegund...

(CONTINUED)

CONTINUED:

THUGRA

Foolish girl! Pretender to the throne! Your battle is over. The throat of the world is cut. It bleeds upon my altar...

RADEGUND

The only one who's going to bleed on that altar is you.

...On the **OTHER SIDE OF THE ALTAR**, unseen by Thugra, **REK** stealthily CLIMBS the rain-slick IDOL, which almost seems to be breathing. Rek's legs dangle over Conan's pyre.

Radegund RAISES her SWORD. But Thugra simply WAVES his HAND at her, as you might wipe fog from a window. And the warlock's dark magic sends **RADEGUND FLYING BACK TWENTY FEET!** Now Thugra TURNS back to the idol, just as Rek REACHES up for THE GLOWING EYE OF THE SERPENT--

REK

You wanted me to steal it.

--And Rek **YANKS THE GEM OUT OF THE SOCKET!**

THUGRA

NO!

The ALTAR GROANS and **CRACKS** in half! Rek LEAPS off the idol, rolling down the muddy slope. But the **GEM** slips from Rek's fingers as he slides down toward the bottom...

EXT. REALM OF THE DEAD (FUNNEL CLOUD) - NOW

The FUNNEL CLOUD SWIRLS AROUND THEM. CONAN AND DEATH.

DEATH

You are a worthy foe, Cimmerian.

Conan gags and kicks his legs. Grim defiance in his eyes.

DEATH

Ah, but you're not quite dead. Seems you were so often poisoned while King of Aquilonia that the venom's effect has been somewhat *diminished*, leaving you in a deep trance that imitates death...

Conan looks down, he's DANGLING over **HIS OWN BODY!**

(CONTINUED)

CONTINUED:

DEATH

I told you once, Cimmerian. I will take you in the time and manner of my choosing. I have so enjoyed our little game. And I wish to go on playing a while longer...

Death DROPS CONAN DOWN THE FUNNEL CLOUD like a whirlpool!

EXT. ALTAR - CONTINUOUS

The FLAMES shriek and FLARE, flashing green. They all see the **FIGURE** RISING UP behind the flames, just a SILHOUETTE glimpsed through undulating heat. The dark shape of a **MAN** standing on the stone altar, his face indistinguishable. Wait... *Is that... Thulsa Doom?*

THUGRA

YOU'RE TOO LATE! LOOK! HE LIVES!
THULSA DOOM RISES FROM THE ASHES!
MY FATHER RETURNS TO CLAIM THE--

But as the **FIGURE** steps forward through storm of flying embers, his features RIPPLE behind the wavering heat. We see him clearly now, the pitiless eyes and wolfish snarl of **CONAN**. *Tell-tale timpani drums - *Anvil of Crom!*

THUGRA

You!

RADEGUND

I don't believe it...

REK

CONAN!

WULFGAR

(to Tenko)

Did you know he could do that?

Conan LEAPS through the FIRE, landing like a PANTHER silhouetted by the FLAMES BEHIND HIM. Magnificent and terrifying. He looks larger somehow, stronger, as though he took more than his share of life back from Death. Wisps of STEAM rise from his arms and shoulders wherever the rain hits him. Conan picks up a discarded **AXE**, double-fisted now, as he throws back his head and **ROARS...**

CONAN

THUGRA!

(CONTINUED)

CONTINUED:

REAVERS scramble out of Conan's range, no one dares challenge him. And the SHADIZARIANS SEE their champion is RISEN. WULFGAR and TENKO, KALLIAN and the others fight with renewed vigor. The tide of battle is turning...

Katuman's horse charges at CONAN, but Conan DODGES and swings up on to its back, REINS in his TEETH, swinging the AXE and his ATLANTEAN, felling reavers as he hacks a bloody swath, CHARGING full-bore at Thugra. Thugra just stands there, reaching out to **CLOSE HIS FIST...** The horse **FALLS DEAD**, sending Conan tumbling into the mud. Conan gets back to his feet, holding the ATLANTEAN in his fist. Thugra DRAWS his own SWORD, circling Conan...

THUGRA

Yes, Cimmerian! Let us finally
close the circle of vengeance!

CONAN

You were right about one thing,
Thugra. Tonight you and your
father will be reunited. In Hell.

Conan and Thugra CLASH SWORDS in a shower of SPARKS. LIGHTING STRIKES around them as they TRADE SAVAGE BLOWS. *This will be the battle to end all battles, two master swordsmen fueled by atavistic hate. The battle RAGES.... Conan gets the upper hand, RAISES his SWORD to strike, but Thugra **THRUSTS** out his **PALM** and Conan is **THROWN BACKWARD** by an unseen BLAST of BLACK MAGIC.

Conan regains his feet and comes at Thugra again and again. Again and again the necromancer HURLS Conan BACK, toying with him. Until Conan tires, stumbles... Conan's ATLANTEAN slips out his grip. Conan looks like he's going to pass out as Thugra steps closer. Closer. Swaggering. Emboldened now. Taunting an unarmed man...

THUGRA

Already you tire, old man?

Conan can barely stand. Thugra steps even closer, and RAISES the SWORD high, ready to cleave Conan's skull. Savoring this moment of triumph...

RADEGUND

No!

THUGRA

Pity. But you see, Cimmerian. You
need a young man's heart to win.

(CONTINUED)

CONTINUED: (2)

Conan MOVES SO *FAST* (they way he did back in the tavern) DRIVING a cobra-swift **UPPERCUT** deep into Thugra's solar plexus with all his strength, with everything that's in him. **But he doesn't stop there!**

CONAN

On that we can agree.

Thugra's eyes bulge and he vomits blood, staring at **HIS OWN HEART** gripped in Conan's fist. Thugra's unholy **DEATH-SCREAM** blasts out of him like an explosion and the scream *BLURS* into a static of CRACKLING, CHITTERING and BUZZING as Thugra himself magically DISINTEGRATES into a chitinous cascade of millions of scorpions. Tarantulas. Millipedes. Carrion beetles, his malevolent spirit scattering across the battlefield on a billion black legs. The 'heart' in Conan's hand unfurls like a giant pill bug into a *scolopendra gigantea* - a writhing, yellow-legged CENTIPEDE two feet long. Conan HURLS it away...

Whatever SPELL Thugra held over the remaining **REAVERS** is shattered. They break and run. Everywhere we look, reavers are routed. CHEERS go up. Conan lifts his SWORD. Rek and Radegund, Asfal and Kallian rush to join him. Radegund throws her arms around Conan, HUGS him tight...

CONAN

I'm... glad you're well, Highness.

Wulfgar and Tenko are limping across the battlefield toward them. They share a brief, contented look.

WULFGAR

They'll write ballads about this one, except nobody knows your damn name. It's been an honor, friend.

TENKO

My name is Tenko. And the honor was mine, Wulfgar.

The first words Tenko's spoken. Wulfgar LAUGHS, clutching his side, the broken arrow still imbedded there. Tenko helps him make it to Conan, Radegund, Rek, and Asfal.

***But ELSEWHERE on the battlefield, the yellow-legged CENTIPEDE grips THE EYE OF THE SERPENT in its forcipules, DIVES under the mud and DISAPPEARS...**

EXT. NIGHT SKY - CONTINUOUS

Now the dark clouds above them begin to part, revealing a GORGEOUS NIGHT SKY, a BILLION STARS, like a window to outer space and Conan, Rek and Radegund can see something ELSE, something wonderful, rippling that veil of stars... A magnificent squadron of **VALKYRIES** riding down out of the starry sky on WHITE WINGED STEEDS. Silver helmets, chest plates, spears forged in starlight, ethereal gowns streaming behind them in trails of mist...

RADEGUND

They're beautiful...

CONAN

Valkyries.

WULFGAR

Choosers of the Slain.

They watch the Valkyries dismount, stepping with care among the bodies, come to minister to the worthy dead.

CONAN

The worthy they will bring back to
join The Great Feast in Valhalla.

The Valkyries gently AWAKEN the WORTHY, helping them back to their feet, but not their **bodies**, those remain on the battlefield. It is the **SOULS** of the departed we see being released from their flesh. **WOUNDWEAVER**. We RECOGNIZE them all, but they are TRANSFORMED into the purest versions of themselves, ennobled, exalted in honorable death. Now ASFAL recognizes HIS FATHER **TARASKUS** as one of the souls being lead by the hand to a beautiful WINGED STEED...

ASFAL

FATHER!

CONAN

Don't interfere!

But Asfal is running to reach his dad. The Valkyrie sees Asfal coming, her expression kindly. She nods to Taraskus, waiting while he goes to his son, but Asfal and Taraskus cannot embrace. For only one is flesh.

ASFAL

Father, the battle is won.
Shadizar stands... I just wanted
you to know, we were victorious.

(CONTINUED)

CONTINUED:

Taraskus smiles at his boy. He swings up into the saddle behind his Valkyrie. Then softly, ghostly...

TARASKUS

...You're my victory.

His Valkyrie rides to join her sisters. REK rests his hand on Asfal's shoulder. But now a beautiful VALKYRIE seems to be approaching their party. She walks straight toward them with a welcoming smile.

WULFGAR

Borga!

Tenko grabs Wulfgar in time to cushion his fall. He needn't have bothered. Wulfgar's soul is already rushing to EMBRACE his beloved WIFE. After all these years. All his tough talk was just that, talk. He loved her always.

REK

Bloodthirsty battle axe, huh?

Wulfgar smiles back at them as Borga leads him off. And they all watch the Valkyries ride off across the plains, horses taking WING and FLYING UP into the STARS...

EXT. SHADIZAR CASTLE - DAYS LATER

RADEGUND and REK stand on a balcony, overlooking their Kingdom. Repairs have begun. Ropes and pulleys hauling stones. MASONS at the WALL. Rek kisses Radegund and turns to ruffle the hair of his squire ASFAL...

INT. ROYAL STABLES - SAME

Conan watches them from the stables as he saddles his horse, loads his saddlebags with a few Spartan supplies.

EXT. SHADIZAR - DAY

Conan rides through Shadizar. The WOMEN and CHILDREN have returned. And already he can see signs of civilization coming back to the city. MERCHANTS and MONEY CHANGERS haggling in the marketplace. FENCES going up. He knows he doesn't belong here anymore. This isn't his world.

EXT. GATES OF SHADIZAR - CONTINUOUS

Riding alone through the GATES of SHADIZAR, hoping to slip out unnoticed. But two columns of **GUARDSMEN** quick-time march out to form two lines opposite each other.

KALLIAN (O.S.)

Ho!

And he soldiers all SNAP to ATTENTION on either side of Conan, turning in to face CONAN. And **KALLIAN**, the new **CAPTAIN OF THE GUARD**, rides out to meet Conan, smiling.

KALLIAN

SALUTE!

Huah! The impressive GUARDSMEN on either side of Conan DRAW their gleaming SWORDS and RAISE them in Conan's honor. From the back of his richly-caparisoned horse, **CAPTAIN KALLIAN** himself salutes Conan with all his heart.

KALLIAN

Cimmerian.

CONAN

Captain.

And Conan offers Kallian a John Wayne cavalry salute.

CONAN

I see Shadizar is in good hands.

The two men clasp forearms, parting as friends. Kallian sees Conan's saddle heavily laden, his weapons packed.

KALLIAN

So, Barbarian, it looks like once again, you ride to face death.

Conan shakes his head.

CONAN

Life, Captain. Life.

And Conan rides out through the gates when--

QUEEN (O.S.)

--HALT!

Conan looks back. Rek and the Queen riding to catch up with him. *Aw, hell.* He'd really hoped to avoid this. Her.

(CONTINUED)

CONTINUED:

QUEEN

Where do you think you're going?

CONAN

Stygia. Someone took the jewel from the battlefield. I think that's where they're headed.

REK

Then I'm coming with you.

Radegund shoots Rek a look. He ain't going anywhere.

CONAN

Your place is here. My Lord.

RADEGUND

You have a place here. We barely got a chance to... I... I have need of an advisor like you.

Conan looks at her for a beat. Then he nods curtly.

CONAN

Sorry, Highness. Don't much care for fences. And I'm still too damn young to settle down. Farewell.

Conan SPURS his mount and GALLOPS off across the plain. And Rek and Radegund have no choice but to watch him go.

EXT. HOGBACK RIDGE - MINUTES LATER

Conan sees a LONE RIDER GALLOPING like hell across the plain. He's forced to stop as RADEGUND blocks his path, looking dusty, haughty and beautiful. Nowhere to run.

RADEGUND

Is that it? *Farewell*? That's all you're going to say to me?

CONAN

Yes.

RADEGUND

Well, I've got something to say to you. And you're not going anywhere until you hear it. You saved my kingdom. And you have my thanks.

(beat)

(MORE)

(CONTINUED)

CONTINUED:

RADEGUND (CONT'D)

I don't know much about my mother, except that she seems to have had impeccable taste in men. She wanted us to meet. That's why she left that etching of your sword.

CONAN

So it would seem.

RADEGUND

Well, I'm very glad she did.

(he reacts)

I grew up with your Legend, but the legend pales next to the man you are. And even if I should never lay eyes on you again, I want you to know that it's a privilege to know you. And I'm proud, Father. I'm so very proud to be the daughter of Conan.

Conan looks at her for a long moment. His beautiful girl.

CONAN

It was a pleasure to die for you.

Hyah! Conan SPURS his mount to a gallop, riding off across the plain, heading east to Stygia, into legend...

THE END

*