

CONAN
THE BARBARIAN

a screenplay by
John Milius

THIRD DRAFT

-- A violent, tormented, bewildered,
suffering and disintegrating age, a
time as many thought, of Satan
triumphant. If our last decade or
two of collapsing assumptions has
been a period of unusual discomfort,
it is reassuring to know that the
human species has lived through
worse before.

-- Barbara Tuchman
A DISTANT MIRROR

I tell you I have no such joy as when
I hear the shouts from both sides
The neighing of riderless steeds
The cries of "Help me! Help me!"
And when I see both great and small
Fall in the ditches, and on the grass
The dead transfixed by spear shafts!
Lords, mortgage your domains, castles,
cities
But never give up War!

-- Bertrand de Born
troubadour, knight

FADE IN:

EXT. CIMMERIAN VILLAGE - N

A MAP of present-day Europe, Asia, and Africa to the south. PULL IN toward the great steppe, the heart of the world. The image darkens and grows hazy.

DISSOLVE TO:

1 A GREAT MAP

1

painted on the hides of animals, stretched taut in the light of smoldering fires. The map shows ancient kingdoms, before the continents parted, before the Great Flood. A pagan drum throbs in the background, and a voice, strong and deep, accented and old, speaks.

VOICE

Know, O Prince, that between the years when the oceans drank Atlantis and the rise of the sons of Aryas, there was an age undreamed of. Shining kingdoms spread across the world. And hither came I, Conan, a thief, a reaver, a slayer, to tread the jeweled thrones of the Earth beneath my sandaled feet. But now my eyes are dim. Sit on the ground with me, for you are but the leavings of my age. Let me tell you of the days of high adventure...

CUT TO:

2 BEGIN TITLES

2

Fire burns hot as air is blasted, pumped into it. It is fire from the center of the Earth. Men's faces are seen through it, dark figures.

Rocks glow, heated beyond their endurance in the fire.

Wind whistles through the fire and rock, fed by great bellows in the darkness. Huge, hairy men, dressed in hides, strain at the oaken apparatus.

Smoke belches forth into the night in great bursts.

A huge man, bearded, primordial, like Vulcan himself, pounds down into the flames with a hammer. The blow strikes a glowing anvil, and bolts of magma are flung into the darkness with a clear and resounding ring.

3 DIFFERENT ANGLE

3

The great figure -- is it Thor, the great god of fire, or Wotan, forger of the Universe? -- pounds down with the hammer again and again.

(CONTINUED)

3 CONTINUED: 3

He pauses, stops, and raises his handiwork into the darkness. It is a great, glowing blade -- a sword.

4 TITLE: CONAN THE BARBARIAN 4

The figure holds the great blade into the night. A strong, curvaceous, flaxen-haired WOMAN stands at his side, and a BOY of about nine clings to her. The sword-maker turns the blade and plunges it down into the snow. It hisses; it seems to scream. The boy's dark eyes gleam like pools of oil.

5 MONTAGE 5

The hilt is made in the form of stag antlers. Brass is filed with steel burnishers against a landscape of forest-covered mountains and dark, snowy glades. The blade is struck, in long, even cuts, by the Master's hand. The handle is wrapped with string made from the gut of forest tigers. The pommel, heavy steel to crush men's skulls, shaped in the form of elks' hooves.

The blade gleams in the light of a tortured sky. It is a masterpiece, reflecting thunder, lightning and wind in its surfaces. It shines with the blue brightness of glass. The Master sheathes it with a resounding click into its wood and leather scabbard.

6 THE SWORD - EXT. THE GROTTO - D 6

hangs on the Master's belt. He climbs high, through snow-broken trees, bare splintered rock, higher and higher.

7 DIFFERENT ANGLES - THE ROCKS 7

He pulls along the boy. They climb faster, father lifting son over vast, yawning crevices. Finally they reach a summit of polished broken stones. The storm rages around them; lightning strikes the rocks, the wind howls.

8 THE MASTER 8

He stands, and his hair blows in the gale. With a flagrant gesture, he draws the great double-edged blade and thrusts it into the storm. The clouds churn; the sky seems to redden. Lightning crashes around him, as if he has wounded the heavens.

END OF TITLES

9 DIFFERENT ANGLE 9

Slowly, the Master lowers the blade, pulls his son to his side.

(CONTINUED)

CONTINUED:

His great, powerful arms shield the boy from the wind and sleet.

MASTER

Conan!

The boy, CONAN, looks into his father's deep eyes. He nestles tight against his father's chest and beard.

MASTER

The greatest work of my life -- yours.

Conan presses closer. The wind tears at them. The Master pulls the blade before Conan's eyes.

MASTER

Fire -- Wind -- They come from the sky -- from the gods of the sky. But Crom is your god. He lives in the earth.

He looks into the boy's eyes and puts a massive arm around him, drawing him close. The wind tears at them.

MASTER

Crom had many secrets but greatest of these was the secret of steel.

CLOSE

The blade against the clouds. The master draws the boy's face close to the gleaming blade.

MASTER

Once giants lived in the earth. They were crafty and skilled, these earth giants, and in the darkness of chaos they fooled Crom and took from him the enigma of steel. Crom was angered! The earth shook and the Wind and Fire they struck down the earth giants and scattered their bodies in the waters. But in their rage the gods forgot the secret of steel and left it on the battlefield. We who are men found it, but we are not giants or gods -- we are mere men, and steel has always carried with it a mystery.

He points the sword out at the distant horizon.

MASTER

For men to have steel, they must learn of its riddle. You must learn the way of steel, Conan.

(CONTINUED)

9A CONTINUED:

9A

He sweeps the horizon slowly with the blade.

MASTER

For no one in this world can you trust. Not beasts, men, women.

He flicks the blade back up to the boy's face

MASTER

This you can trust. Let shamans and fools brood about Crom. He doesn't care. Pain and suffering amuse him. Learn the riddle of steel and you won't need Crom.

He puts Conan's hand under his on the hilt.

MASTER

When the way of steel is yours, your sword will be your soul.

The wind rips at them and the boy snuggles close to his father's massive warmth and safety.

| | | |
|-----|---------|-----|
| 10 | | 10 |
| and | OMITTED | and |
| 11 | | 11 |

| | | |
|----|--|----|
| 12 | THE MOON - EXT. SKY - NIGHT - 2ND UNIT | 12 |
|----|--|----|

Dark and red, behind the clouds.

| | | |
|----|------------------------------|----|
| 13 | WOLVES - EXT. FOREST - NIGHT | 13 |
|----|------------------------------|----|

They pad through the snow, black, with glowing blue eyes, frosty breath coming from their nostrils.

CUT TO:

| | | |
|----|-------------------------------------|----|
| 14 | THE FOREST - EXT. THE FOREST - DAWN | 14 |
|----|-------------------------------------|----|

Inside the dark forest, it is black and lonely. The silence is broken briefly by a solitary wind.

CUT TO:

| | | |
|----|---------------------------------|----|
| 15 | HORSES - EXT. THE FOREST - DAWN | 15 |
|----|---------------------------------|----|

A tremendous noise and clattering of hooves, as many horses crash through an ice-covered stream. Water splashes, chain mail and weapons glitter.

A black panther nestles near a boulder covered with snow and moss. He stirs, his eyes flickering with fear, and cowers back.

CUT TO:

16 THE CAMP OF THE MASTER - EXT. CIMMERIAN VILLAGE - 16
DAWN

Smoke from early morning cooking fires curls up from the wheeled huts of the Cimmerian village. There is a sense of solitude, of peace. Women and children wander about, clad in warm furs against the morning frost. Young Conan and his MOTHER walk down to a small lake. Conan crouches by the ice-cracked edge and throws in a fish line. The plop of the sinker carries clearly.

CUT TO:

17 RIDERS - EXT. THE FOREST - DAWN 17

They crash heavily through the darkness of thick trees. Shafts of light highlight their flickering shapes as they thunder past.

(CONTINUED)

17 CONTINUED:

17

The hooves of the horses thump heavily in the snow; branches break as metal and wood whistle and scratch. Then softer sounds mingle with the rushing force of smaller, powerful bodies. Dogs -- panting, snorting, jaws snapping. The pack has been trained to ride with the horsemen, scenting prey silently.

CUT TO:

 18 CLOSE - CONAN - EXT. THE CIMMERIAN VILLAGE - DAWN 18

He leans and tries to follow his line down into the deep blue water. His eyes are piercing blue, the eyes of a barbarian child - already toughened by the harsh climate and the ways of the forest.

CUT TO:

 19 CLOSE - DOGS - EXT. FOREST - MORNING 19

rushing headlong through the dark, snow-choked forest.

CUT TO:

 20 THE VILLAGE - EXT. CIMMERIAN VILLAGE - MORNING 20

A woman stops, looks up from her fire, grabs her little girl by the arm.

A Cimmerian warrior turns from gnawing on his breakfast. His nostrils flare as he senses the quiet.

A hunting falcon flutters on its perch, cries out in a screech of fear.

A hand drops to a sword.

A young girl's eyes open wide. She starts to scream -- but nothing comes out.

A cup of porridge spills into the snow.

Conan's mother turns her head sharply.

The Master looks up from the fire.

Conan looks up, across the ice and water, and sees a dark figure in the reflection.

21 CLOSE

21

The fish line jerks from Conan's hand. He reels back in terror as a huge horse and rider hurl across the stream against the mountains, against the sky.

CUT TO:

22 THE FOREST

22

All at once, thirty riders of death, with hounds from Hell, burst forth from the darkness of the forest, carrying with them branches, snow and trees. They draw weapons in a thunderous charge.

MASTER
(his face hardens)

Sorcery!

His hand falls to his belt. He draws the sword; its blue steel flashes and reflects the oncoming horde.

23 CLOSE - A WOMAN

23

She screams. The black hooves descend upon her.

24 FULL - THE VILLAGE

24

The riders thunder across the stream, splashing water and ice. Their charge is heavy, violent and sudden, catching women and children in its momentum. Men rush out, but are bowled down. A hut turns over and is crushed. Fine white dust rises and fills the air.

A woman runs, screaming, with child in hand, a huge horseman close on her heels.

WOMAN
Vanir! Vanir!

He thrusts out his lance through her. She is carried, impaled this way, and drops her baby into the snow. It wails pitiably as the hooves thunder by.

Fur and armor-clad riders roar around a hut while another rides over the top of it, crushing in the roof. A huge Cimmerian rushes at the riders with a battle axe; he takes one down, but the others pinion him with their lances.

25 CLOSE - THE MASTER

25

He stands with several others in a small path between the huts, some of which have already started to burn. Smoke wisps between them. They raise their swords, brace their shields. One holds a pike. Vanir riders thunder around the huts, milling and charging. As they roar past, the swords flash.

26 LOW ANGLE

26

An arm, holding a spear, thumps into the snow, staining it red.

A body smashes into a hut and rolls into the snow.

27 CLOSE - THE MASTER

27

He turns, with deft smoothness. His blade is stained, his face and beard sprayed with red.

MASTER

The horses! Kill the horses!
The riders will be easy!

The riders crash down upon them, howling. The Master takes down the lead horse, sending it end over end, dashing the rider into the huts. The Cimmerians slash in at their enemies.

28 CLOSE - ARCHERS

28

Horsemen mill between the huts, drawing short, powerful bows.

A Cimmerian gurgles and stiffens, a bronze-like arrow through his neck.

Another ducks behind his shield as arrows thud into it.

The Master catches an arrow on his shield but smashes down through his adversary. He puts his foot on the corpse and pulls his sword in time to whirl about and take another horseman across the face.

CUT TO:

29 CONAN'S MOTHER

29

standing in the deep snow, Conan clutching her. At their feet are the dead. She holds a broadsword with both hands, and braces as a Vanir horseman jumps toward her through the deep snow. She swings right into the horse, causing it to spin and lose footing. The rider swings around, but she is quicker. He bellows and topples from his horse.

CUT TO:

30 WARRIOR

30

He is huge, darkly-armored, carrying a shield bearing the symbol of two snakes facing each other. The Warrior has a simple, Mongol-like helmet and carries a lance with the same symbol. He looks upon the carnage being wrought by the Master and dips his lance at him.

WARRIOR

Hounds!

31 CLOSE - RIDERS

31

They echo the Warrior's cry.

(CONTINUED)

- 31 CONTINUED: 31
- RIDER #1
Hounds! Hounds!
- RIDER #2
Hail, Rexor! Hounds!
- 32 CLOSE - DOGS 32
- The snarling dogs rush from behind the huts in one bestial wave.
- 33 ARCHERS 33
- draw and fire.
- 34 PIKEMEN 34
- charge and strike. A Cimmerian goes down, pinned to his shield by arrows; another falls, overrun by heavy horses.
- 35 THE MASTER 35
- Arrows rip through his arm and hand; others thud into his legs. The dogs are upon him. A backhand is cut short by the ferocious jaws. The sword leaves his hand, sails through the air and sticks into the snow. A huge, growling mastiff stands over it, blood on its mouth.
- 36 CONAN AND HIS MOTHER 36
- look on in horror, but the riders are soon upon them. Conan's mother swings with a fanatical fury. Blood spatters into the snow at Conan's feet.
- CUT TO:
- 37 THE RIDERS 37
- They spear the wounded, ride around the burning huts. Death is everywhere. Their victory is complete. Only a few children wander about, crying or holding onto their dead parents' hand. The violence is over as swiftly as it began.
- The huge rider, REKOR, rides forth. The Vanir mill around him.
- VANIR
Hail to Rexor! Blood and victory!
Eternal war!
- 38 CLOSE - CONAN 38
- He holds his mother's leg, tears staining his face. The snow around them is stained with blood.

(CONTINUED)

38 CONTINUED:

38

A body or two are lying in the snow.

The horsemen surround them, milling and wheeling, laughing to each other. A rider feints in, jabbing with a spear. Conan's mother parries it, chops it at the staff, and narrowly grazes the rider before he can retreat. The others laugh. Dogs growl and snarl, held by a spell from attacking.

39 DIFFERENT ANGLE

39

The circle widens. Into it prances the great, black horse of Rexor.

Suddenly there is quiet. Rexor holds a great sword in his hand -- the Master's sword. He dismounts and holds his horse.

Conan and his mother see the sword. Her eyes narrow.

40 CLOSE - CONAN

40

Conan's eyes see something else.

41 THE CIRCLE

41

widens once again, and a standard is seen. The standard is again the symbol of the two snakes facing each other. Human scalps hang from it with yaks' tails. A resplendent rider emerges, dressed in armor that resembles reptile scales. A jeweled helmet covers his nose and cheeks so that only his eyes show. He is the LEADER.

VANIR

DOOM... DOOM... DOOM!

42 CLOSE - THE LEADER

42

His eyes are dark, filled with fire.

43 THE CIRCLE

43

The huge warrior lieutenant, Rexor, bows his head to the Leader, then looks to Conan and his mother.

They stand ready. She draws back the sword, her muscular body tense, like a tigress. The Leader looks at her, reaches out his hand, and Rexor hands him the great sword. He admires it, and then dismounts.

VANIR (v.o.)

DOOM -- DOOM -- DOOM -- DOOM!

He walks up to the two Cimmerian fugitives. He seems to pay them little mention as he gazes at the perfection of the Master's blade, Conan's patrimony. Conan's mother draws back, her eyes narrow, her foot moves into position for the blow.

44 CLOSE - THE LEADER

44

He looks up and suddenly pulls off his helmet. He is darkly handsome, with a striking presence, a powerful combination of sexuality and evil.

VANIR (v.o.)

DOOM -- DOOM -- DOOM!

The Leader stares into Conan's mother's eyes and she is transfixed. The blow is blocked, and he walks past her, well within range. His eyes are fiery and seductive. He moves slowly, gracefully, looking deeply into her and holding her sensually in his gaze.

Conan stares in horror.

45 LOW ANGLE

45

Behind Conan, the Leader walks past, looking over his shoulder, then turns his head so that his back is to her. Still she cannot strike -- but suddenly, his hand lashes out in a tight arching backhand of incredible speed and smoothness. The sword whistles and rings with the cut. Conan's mother's head falls at Conan's feet, staring up at him. The body slumps away and Conan is holding nothing. A chill wind rises, and the Leader inspects the blade. His standard waves above him -- two snakes facing each other.

46 FIRE

46

The huts burning, dark shapes of the dead, a pillar of smoke rising into a darkened sky.

47 THE COLUMN OF SADNESS - EXT. THE STEPPE - MORN

47

Conan trudges along, with the other children, heavily weighted with his chains. Horsemen gallop past. Conan looks around, hearing the voice of the Leader. He sees him silhouetted against the morning sun.

CONAN (v.o.)

All was put to fire and sword --
the horses trampled the ashes and
the blood leaked into the Earth,
so that no one knew that my people
ever lived at all.

Conan looks up at the standard poles of the Vanir. The pikes are stuck in the snow bearing the heads of his mother and father on them.

48 CLOSE - CONAN

48

His face is sad and small, the face of the tearful child that he is, but a strange resolution is in his wet eyes.

(CONTINUED)

48 CONTINUED:

48

CONAN (v.o.)

(continuing)

I didn't know what they came for --
the weapons of steel, or murder --
I would never know, for the Leader
rode to the South, while I went
North with the Vanir... mine was
a tale of sorrow.

49 OMITTED

49

50 MONTAGE - THE FEET - EXT. THE STEPPE - D

50

Children's feet, trudging across a sharp ice flow, up
a glacier, across valleys -- huge mountains looming
white behind. Feet and chains -- pushing on -- one in
front of the other, dragging through the wind and blind-
ing snow of a blizzard.

CUT TO:

51 THE WHEEL OF PAIN - EXT. MOUNTAIN TOP - D

51

A great wheel of wood, forming a kind of primitive mill
on a frozen plain of rock and ice. The spokes of the
wheel are heavy, weather-polished trunks of trees about
thirty feet long. They are festooned with ice-clotted
iron chains and manacles.

52 CLOSE - CHILDREN

52

Pushing at the spoke, straining against polished ice.
A huge rider watches over them on a gigantic black
horse. His face is covered in dark furs so that only
his eyes show. His only sign of life is the steamy
breath of his mount and himself. The children's faces
are devoid of emotion. Their eyes have frozen into
glass. Conan trudges along, no different than the
others.

DISSOLVE TO:

53
thru OMITTED
5553
thru
55

56 CLOSE - CONAN

56

He pushes at his log, beaten, dejected, awaiting death.
His head slumps, a tear wells up in his eye and spills
down his cheek, but to no avail. Only the creaking of
the wheel is heard. The vast sky -- frozen blue -- is
above. The wind, as if to torture him further, freezes
the tear on his face. But the wind has not tortured
him. It has insulted him.

(CONTINUED)

56 CONTINUED: 56

There is in everyone an end of pain and a beginning of something else. A realm where life and death are equal yearning forces. Conan's eyes flicker with hate. He strives with his small body against the log, pushes it forward, his teeth gritted, a snarl at his lips.

57 CLOSE - HIS ARMS 57

The arms of a little boy, pulled bare and sweating in the frozen mist -- tense with little muscles bulging. Small tendons, tight as cords pulled by great red ANGER!

CONAN

Men will die for this!

DISSOLVE TO:

58 THE ARMS 58

Now the arms of a young man, bulging, knotted with straining muscle, veins popping out like electrical wiring.

DISSOLVE TO:

59 IMMENSE ARMS 59

Packed with muscle like rocks with skin of polished leather, veins of blued cables, knuckles heavy and rounded as hammers, fingers like talons. PULL BACK to face. Dark browed, lantern jawed, brooding with fire in the dark recessed eyes. A great mane of black hair, shaggy to the shoulders. The face passes with the log and we see the back. It is like the back of a tiger: broad, bare and rippling, gnarled with power, like the trunk of a tree.

60 LONG SHOT - THE WHEEL 60

From overhead -- now it is seen. Only Conan remains pushing the Great Wheel all by himself. A track worn in the rock from years of labor. It is Fall, and the cold snow covers the ground in patches. Conan is bare-chested and bare-thighed, a magnificent specimen. The Wheel has served nature in the process of selection -- only a masterpiece remains.

61 LOW ANGLE 61

Conan's feet and powerful legs pass in the foreground as two of the Horsemen are seen watching.

62 CLOSE - HORSEMEN 62

One of them is a darkly-clad guard, his face covered with black cloth like a veil. Only his eyes move.

(CONTINUED)

62 CONTINUED:

62

The other is clad in furs and dark leather armor with a great red beard and long red hair surrounding an Oriental face. He nods and passes small square chunks of gold to the guard.

They move forward to the logs, wait for Conan to come around. The guard holds out his hand, Conan stops, his eyes, staring into them, devoid of any humanity. The guard unfastens Conan's chains. Conan pulls his hands free, looks around, sensing that it's not feeding time, that it's too early to sleep. He looks upon these men with no feeling whatsoever. The guard pushes his head down so that Conan bows to the huge red-haired warrior. Then he places a heavy wooden collar around Conan's neck and chains it shut. He hands the end of the chain to RED HAIR.

RED HAIR

I own you -- you will come!

He pulls hard on the chain as one would to heel a dog. Conan is momentarily pulled forward, catches himself and rips the chain back out of the Red Hair's hands. There is a savage moment, a snarling and baring of teeth. The two Vanir draw their swords. Conan holds a length of chain. They stare at each other, then Conan turns and looks at the log and the Wheel of Pain. The wood is smooth and polished where he has pushed it. His manacles gleam in the light. Empty. He lets go of the chain and reaches out gently, caressing the log, his eyes almost wet. Then he turns, lowers his head and hands the end of his chain to Red Hair.

CUT TO:

63 THE PIT - DUSK - EXT. PIT #1 - DUSK

63

Fires are burning to keep the Vanir Warriors warm. These faces are rough and broken, scarred by sword and ice. Hair is shaggy blond or red. They are Nordic-looking, but ugly and ape-like. They surround a pit about four feet deep decorated with runic standards and shields.

The pit is about twenty feet long and ten feet wide. There is much laughter and joviality. Bets are being made. Odds taken. Gold and beads, weapons of bronze and iron, change hands. There are a few women, too; born of the North Country, matted straw hair, cheeks like bruised apples. At the far end of the pit sits a tall husky Negro, naked, save for a ceremonial loincloth. A strange protective helmet surrounds his brow.

64 CLOSE - NEGRO

64

His eyes are heavy-lidded, red with savagery.

(CONTINUED)

64 CONTINUED:

64

He chews leaves methodically and swallows them. He is drugged by these leaves, some ancient heroin. His eyes sees dreams that killer apes see.

Suddenly, into the far end of the pit falls Conan, having been prodded over the edge. There is howling and laughter. Conan looks confused and afraid. His eyes are the same as those of the little boy in his father's great arms.

65 CLOSE - NEGRO

65

His mouth opens, he puts up huge hands and lopes forward. In two bounds, he is at Conan's throat. The huge hands quickly clamp onto the neck.

66 CLOSER

66

His horrible tree-ape face looms close to Conan, his mouth open, showing sharply filed teeth. Conan grasps at his hands. The Warriors yell and change bets. The face comes down, cheek against cheek, like lovers. The teeth trying for the top of the neck below the ear, seeing the vein defined.

The jaws snap -- but he has missed. Conan turns his head in horror, puts one hand against his opponent's chest and pushes like he did with the Wheel. The Negro is slowly pushed up and away. Then Conan turns sharply and the savage goes over his shoulders. Conan leaps to this feet, blood running down his powerful chest.

The opponents stalk each other, the Negro smiling his smile of pointed teeth. The small crowd is wild -- screaming derision at both contestants. The Negro lunges -- Conan smashes him on the top of the head with his fist. The Negro is stunned. Conan smashes again at his neck. The Negro comes up with his head, smashing Conan in the jaw with his helmet-like head-band. Conan reels; the Negro charges. Conan grabs his arm as the head pummels into Conan's stomach. He wrenches the arm back, pulls it hard, pressed against the wall of the pit -- gets both hands on it, and rips it. There is a cracking sound followed by an animal howl. Conan follows up; spinning around, he smashes down on the neck, still holding the shattered arm.

The Negro goes to his knees. Conan pounds down again on the neck, a snap -- Then he picks the body up and runs it headlong into the wall of the pit, a crunch. The Negro falls, kicking spasmodically. Conan staggers away coughing and holding his neck. The crowd howls.

67 CLOSE - RED HAIR

67

He rushes up smiling and helping Conan, caressing his neck and shoulders, patting him in a soothing manner.

CUT TO:

 68 MONTAGE - PIT FIGHTERS - EXT. PIT #2/#3 - D

68

A pit the size of a grave -- Conan and another pit fighter leap in with hideous short knives. PULL UP to the crowd of Vanir cheering and screaming -- DOWN AGAIN to Conan climbing out.

CONAN (v.o.)

I became a slayer -- a killer of men. A PIT FIGHTER!

Conan thrusts savagely at an opponent whose back is toward us. They wear hideous wristlets with sharpened blades extending forward and back. Conan pummels into the man's stomach -- the blows shaking and snapping him. The victim spins around -- going to his knees. Conan holds his hands toward the sky.

CONAN (v.o.)

(continuing)

I would fight at the end of the day and at night. I thought of having my guts ripped out and lying there in the pit, looking at the moon, with them spitting at me. I didn't care if I died -- as long as the crowd greeted me with howls of lust and fury.

 69 OMITTED

69

 70 ANOTHER PIT - EXT. PIT #4 - D

70

Decorated wildly with banners and hides. The fighters are dressed as animals. One has a helmet with sharp long horns and scales down his back. The other, Conan, has his head bound in fur and long metal claws attached to his hands and feet. They rush together and clash, kicking and gouging.

CONAN (v.o.)

(continuing)

Nobody ever talked to me except my owner. I guess they had nothing to say.

 71 STILL ANOTHER PIT - EXT. PIT #5 - N

71

Lit by great bonfires. Conan and a beautiful blonde woman fight with sword and shield. The woman is huge, taller than Conan, but lithe and graceful, dressed in furs and iron she exudes deadly sensuality. But Conan advances and just batters her back with experience and power. She slumps sensually out of sight. Another ripping stroke. Conan reaches down.

72 CLOSE

72

Conan comes up into the light, smiling, his eyes gleaming, holding the woman's head by her long hair. Her face is exquisite in death.

CONAN (v.o.)

What did I care any more -- I was fed well and living the life of an athlete!

73 OMITTED

73

74 THE CROWD - EXT. PIT #6 - N - LOC. P.

74

They howl, waving jewel-encrusted weapons, barter with coins and pieces of gold and fine silks. Barbarian booty, pillaged from the southern civilizations.

Old Red Hair, resplendent in iron armor and the fur of wolves. He is laughing and howling as gold and weapons are handed him.

CONAN (v.o.)

(continuing)

People began to take me seriously. I began to realize my sense --

Gold, piles of coins, jewels, swords, silks -- the prize grows.

CONAN (v.o.)

(continuing)

-- of worth. I mattered!

75 THE WAGON - EXT. ROAD - D - LOC. P.

75

Conan is carried on an oxen-pulled wagon. He sits crosslegged on an ornate, revolving platform, a sort of lazy-susan used to transport and display fine pit-fighters. Four chains run down all sides of him from his collar to the base. He stares vacantly, his arms crossed.

CONAN (v.o.)

(continuing)

I was taken East, where the greatest warriors taught me their secrets.

76 CONAN AND WARRIOR - EXT. CAMP - D - LOC. P.

76

A Mongol-like master of the sword teaches Conan the "flying swallow turn," a graceful reverse backhanded slash. They do it as one.

77 OMITTED

77

78 CONAN ALONE - EXT. CAMP - N.

78

He draws the sword, whirls about in the mist in a dazzling display of grace and power. The iron sword in perfect curved arcs; Conan's feet are thrust out in the striking of deadly blows. The body moves forward, as if in a dance, and stops in the foreground, the blade held before the face, separating the two brooding eyes.

DISSOLVE TO:

79
thru OMITTED
8179
thru
81

82 WAR-YURT - CONAN - INT. WAR YURT - N

82

The face of Conan in repose. Dark eyes brooding with oily fire. He is like a living statue, sitting on his base, now made of polished ebony and carved jade. He adorns the war table of Turanian Generals who plot their strategies with the aid of Khitayan philosophers. Huge hide maps are spread about in the dim light of fire, reflecting from the felt walls of the Yurt.

CONAN (v.o.)

I learned battle from the masters
of War.

A burly Japanese-looking GENERAL looks up at a Turanian OFFICER.

GENERAL

What is best in life?

TURANIAN

The open steppe -- a fleet horse
-- Falcons at the wrist and wind
in the hair.

GENERAL

Wrong! What is best in life, Conan?

He puts his hand on Conan's shoulder.

CONAN

To crush your enemies -- See them
driven before you, and to hear
the lamentation of their women!

CUT TO:

83 THE CAVE - INT. EARTHQUAKE CAVE - N

83

Conan sits in a barred cave, relaxing on pillows of silk. He reads Cathayan poetry on scrolls. He looks up as Hyrkanian merchants bring a beautiful Oriental GIRL to the cave.

(CONTINUED)

83 CONTINUED:

83

She is scantily clad and her skin is tight and shining all over lithe muscles.

CONAN (v.o.)

I learned of languages and writing
-- and the love of women.

They open the gate, exchange money for the stud fee and the girl timidly enters. The merchants sit down to watch as Conan takes her hand and pulls her gently to him, oblivious to his audience.

84 THE MOON - SNOWFALL - EXT. SKY - N

84

Darkness in the trees -- the moon hangs above. A cloud crosses it, casting an eerie blood-red glow over the snowy forest. There is a deep rumble, almost a moan, from the ground. An earthquake.

85 CLOSE - CONAN, CAVE - INT. EARTHQUAKE CAVE - N

85

He looks through the bars of his cave, clutching them as the earth trembles. Snow and rocks fall by his face.

CONAN (v.o.)

Then, one night the earth giants
trembled beneath my feet --

The earthquake stops. The barred gate has broken free. It swings away from him.

85A CLOSE - CHAIN

85A

held in his hand, broken.

CONAN (v.o.)

(continuing)

-- and freedom -- so long an
unremembered dream -- was mine!

His face as he gasps in ferocious awe. He looks up. The sky swirls about in winds and clouds of anger.

CUT TO:

86 THE STEPPE - BLACK SKY - EXT. THE STEPPE - N

86

Endless tundra covered with ice and snow, clumps of dark, stunted spruce trees. Conan runs, dragging his chain, powerful yet tiring, a heavy cloak of bear skin over his shoulders. He looks behind him and listens to the calling of wolves.

87 OMITTED

87

88 THE WOLVES - EXT. FOREST - N 88

Eyes burning like red coals in the gathering murk -- Shaggy hulking shapes, hardly seen, loping among the black tree trunks.

99 CONAN 89

He sees them spill out of a thicket behind him, making visual contact. He turns and looks ahead -

- a slight rise covered with boulders ahead of him -- a good place to make a stand.

90 DIFFERENT ANGLE 90

Climbing up the rocks, slipping on the ice, the wind clawing at him. He crawls higher over the boulders as the snarling increases behind him. He braces himself against a huge upright slab, left as a sign, perhaps, by some ancient race. The wolves filter through the lower boulders, whining and growling, positioning for the attack. One leaps in to test the prey. Conan snaps the chain across its snout and it yelps away.

91 CLOSE - CONAN 91

He backs around the slab and his hand suddenly goes into space. There is an opening into the blackness, barely big enough for a man to slip through. Conan moves quickly, dropping his legs through the black slot, leaving his bear fur where he stood. The wolves, seen through the crevice, descend on the furs, ripping it to shreds.

92 THE CAVE - INT. THE GIANT'S CAVE - N 92

Darkness -- a shaft of light coming from above. Conan has fallen about ten feet. He is on his back on the stone floor of the small hallway. Crude steps have been cut in the smooth vertical wall to the crevice. Conan gets up, touches these, he feels the smoothness of the wall, is it polished by hand, not by the elements. He looks at the triangle of light above him. The snouts of wolves can be seen and the scratching of paws heard. Snow and ice fall on Conan. He retreats back into the darkness.

93 DIFFERENT ANGLE 93

Crouching low, trying to see, he crawls back, away from the spot of light. He feels something around him, reaches out and gathers in what seems to be rotted cloth and clumps of hard fragments, dry and dusty.

He gathers up some of these. They feel as if they might be combustible, and he withdraws a flint and steel from his leather girdle.

(CONTINUED)

93 CONTINUED:

93

He strikes expertly and the tinder glows -- he blows on it and a flame ignites. Light flickers weakly, and then grows, as Conan piles on more of the strange matting. Smoke swirls up and out toward the crevice.

Conan looks around him. The walls are patterned with polished stone carvings, intricate yet bold. Bizarre numerology and lettering are interlaced with geometric designs.

His mouth opens as he looks about on the floor: bones, skeletons of what must have been scores of human beings, wrapped in the matted clothing, the flesh having fallen away. It reeks of ancient death. Then Conan turns and gasps.

94 CONAN'S POV

94

A huge throne. On that throne is an immense skeletal warrior, dressed in tarnished green copper armor. The skullface seems to be screaming, and the huge green helmet hangs precariously on it. He would be eight feet tall if he were standing -- a different race.

95 CLOSE - CONAN

95

His eyes are wide with the barbarian's fear of the supernatural. But they take in something else. He looks down slightly, a feverish gleam on his countenance.

96 THE SWORD

96

Across the knees of the ancient general is a sword, massive, sheathed in leather and bronze. Its hilt and pommel reflect ancient symbols, wrought with the highest workmanship.

97 CLOSE - THE DEATH FACE

97

Firelight flickers on the shadows of the skull. It seems almost to be watching, with its sightless holes.

98 CONAN'S HAND

98

reaches out furtively and touches the hilt; the other hand grasps the scabbard, which crumbles under his touch to dust, revealing a blade of steel, turned blue by heat.

99 CLOSE - CONAN

99

He carefully lifts the great weapon. The rest of the scabbard falls away, leaving only the thick bronze casing at the hilt. This he pulls from the long blade, cleaning it of the dusty remains of the scabbard.

100 CLOSE - THE SWORD 100

It is magnificent, covered with intricate designs on the hilt, pommel and ricasso. It is designed for one-handed use by the monster who carried it, but it will be a two-handed blade, even for a giant like Conan.

101 CLOSE - CONAN - LOW ANGLE 101

He studies it, a sense of deep, forgotten racial empathy sweeping over him. His eyes caress the perfect planes of the blade, his hands lift it for balance.

CUT TO:

102 EXT. THE CREVICE - N 102

Conan pulls himself up out of a hole in the rock. The wind howls, whistling sleet through a blackened sky. Conan stands next to the great stone.

103 WOLVES 103

They awaken, ears up, snarl and rush toward the figure silhouetted against the clouds.

Conan looks at the beasts as they circle for position.

104 FLASHBACK - EXT. CIMMERIAN VILLAGE - MORNING 104

Conan's father, overwhelmed in a sea of slaving mastiffs. The sword, swinging, whistling, from his hand, and sticking into the snow.

105 CLOSE - CONAN - THE SWORD - EXT. FOREST - D 105

His hand pulls the casing from the blade, his eyes smiling with the lust of well-deserved revenge.

CUT TO:

106 CONAN - EXT. FOREST - D 106

He is now wearing the wolves we last saw. He runs through a light snow in the forest of small trees. The steppe has given way to gently rolling hills.

107 THE CLEARING - DUSK - EXT. WITCHES HUT - DUSK 107

Conan emerges into a clearing. In the distance is a stone and sod dwelling built like a mound into the hills and trees. Strange poles and rocks seem to surround the shelter, and smoke emanates from a chimney in large black gouts. Conan looks warily at it. He listens. Silence.

108 CLOSER - THE HUT 108

As he moves toward the door, he sees a large stone post.

(CONTINUED)

108 CONTINUED: THE WITCHES HUT

108

A figure is tethered to this post by chains. The figure is dark; quaint-eyes gleam, animal-like, from under ragged pieces of fur. The figure doesn't move; it just stares back. Suddenly, Conan is jolted by a voice - a woman's voice.

WOMAN'S VOICE

There is warmth in fire.

He turns quickly to see the WOMAN looking from the portal. Firelight silhouettes her in a flickering glow. PULL IN on her languidly sexual pose, her ripe, curvaceous body, her waist-length black hair. Her eyes seem to radiate a sinister but inviting mystery. She is past the bloom of youth, but exudes a mature and complex eroticism.

WOMAN

Do you not wish to warm yourself
by my fire?

PULL IN: Her face, her eyes, suggesting more; pleasure?
Death?

109 INT. DWELLING

109

She silently stokes a fire of tamarisk chunks, a grace and ease to her movements. She looks over at Conan.

He greedily devours a meal of dried fruits, barley bread and cheese. The room is of stone, dark save for the light of the fire. Animal skins of luxuriant softness cover the floor; but, of what animals? Strange skulls adorn the walls, skulls of bears with great teeth, sabre-fanged cats, and one-horned beasts of no known description. Conan glances up at these and then over to her, seeing she has been staring at him. He looks down, chewing, uneasy. She reads his glance, amused, her black eyes keen.

WOMAN

From the north, that's where
you're from.

He doesn't respond. His hand drops across the sword that now lies at his side.

CONAN

I am Cimmerian.

WOMAN

(harshly)

You're a slave! Do you not think
I can see a slave by his eyes?
Barbarian slave!

(CONTINUED)

109 CONTINUED: THE WITCHES HUT

109

There is an uneasy silence. She rises and moves about the smoky room with a strange, erotic, animal-like movement, her shadow not quite where it should be.

WOMAN

(continuing)

Where do you go, Cimmerian?

CONAN

To the South.

WOMAN

Why?

CONAN

It's warm there, and they don't ask questions.

WOMAN

Bah!

She throws something into the fire. It roars up momentarily.

WOMAN

Money... women... thieves... bah!
Civilization - bah, you, a barbarian?
In short time your spine will be
nailed to a tree!

She pours wine from a jug and hands it to him excitedly. She seems to curl about, looking at him with rising sexual energy. Her legs rub together; the fire glistens off her firm, oiled thighs. He drinks, still wary, but she certainly has his attention.

110 CLOSE - CONAN

110

He looks at his cup of wine. The surface gleams like polished silver.

WOMAN

They said you'd come...

She smiles a phosphorescent smile. Suddenly, her features are frozen, drained of all entrancing warmth. A fixed smile, fixed eyes. Then fluid again.

WOMAN

From the North... a man of great strength. A conqueror -- a man who one day would be a king by his own hand. One who would crush the snakes of the earth under his bared feet.

(CONTINUED)

110 CONTINUED: THE WITCHES HUT

110

Conan moves sharply toward her.

CONAN

Snakes? Did you say snakes?

She pulls back, frightened, then laughs deeply, mocking him.

WOMAN

What is it you seek, barbarian?

CONAN

A standard... a symbol, perhaps
on a shield... two snakes...

He motions with his hands.

CONAN

... coming together... facing each
other...

He clenches fists, flexes biceps.

CONAN

But they are one!

WOMAN

With the sun and the moon below...
Black sun, black moon.

CONAN

Yes!

He moves toward her. She slides away, her shadow not quite keeping up with her.

WOMAN

There is a price, barbarian.

CONAN

Name it.

She holds her own arms, moving toward him. He doesn't retreat, feeling the blood surge in him. The fire crackles.

She rubs her thighs in mounting passion. He takes her. She grabs him fiercely. They press against each other, slide and writhe. She fumbles in her excitement to loosen her fur garments -- and his.

CUT TO:

CONTINUED: THE WITCHES HUT

111 THE COUPLING 111

They writhe against each other, naked bodies glistening with sweat. Her breath is fast and desperate, an impassioned blend of need, pain and desire. She strokes his hair, claws at his back. He thrusts and turns, slithers with her like a great reptile. She gasps, whispering, near the height of passion.

WOMAN

In Zamora... Ohhhh... the crossroads of the world... you can find what you look for in Zamora... ohhh...

112 CLOSE - WOMAN 112

She convulses and writhes in violent orgasm, pulling at him, taking her ultimate pleasure.

113 CLOSE - CONAN 113

He, too, has reached his climax. He throws his head back, eyes closed for a moment. As his orgasm sends tremors through his body, he opens his eyes and looks wide in horror.

114 CLOSE - WOMAN 114

She moans and cries in passion, but her open mouth has grown the fangs of a wolf. Her lips and skin are luminescent blue. Her fingers that dig into his back have grown sharp claws, and smoke rises in serpentine wisps from her nostrils. Her tongue darts out -- forked.

115 DIFFERENT ANGLE 115

They are hooked in the embrace of love, but it has now become an embrace of death. Conan struggles to pull her arms down. Her mouth breathes putrid fire into his face, a stench of burning evil. Her eyes open wide with a mixture of pure sexuality and malevolence. Blood runs down his back and shoulders. Her moans have become unearthly howls. Her legs grip around him tightly and her feet have become like talons. They struggle this way, that way, thrashing and sliding. The fire seems to rise violently behind them.

116 CLOSE - CONAN 116

He strains with all his might against the supernatural strength of this wolf-witch. He remembers his training of the pit. While all her strength is focused on him, pulling him into her, he suddenly turns, rolling into the fire. The power breaks loose, and he rolls her over him and throws her, headlong and howling, into the blaze.

(CONTINUED)

116 . CONTINUED:

116

She seems to incinerate immediately, like an explosion, causing the fire to leap up out of its place and fly in a ball about the room, crashing off the stone walls, howling and crackling all the while. The door bursts open, and the fireball is gone, screeching into the night. Conan can hear it long after it disappears.

CONAN

Crom!

CUT TO:

117 THE HUT - DAWN

117

Conan steps out into the dawn. He wears his wolfskins and sword, but he has also gathered a short dirk knife, belts of leather and silver, and wristlets studded with jewels. He has fashioned a hooded cape from the skins of some unknown beast. The dawn breaks with a gleam in the East; stars still show above his head and the chill wind blows snow through the trees. A noise turns him around.

VOICE

Food!

He has forgotten the figure under the skins, chained to the rock. Now he sees only a pile of snow and furs, and gleaming eyes, like those of a panther, underneath.

FIGURE

Food! I have not eaten, barbarian.

CONAN

And who says that you will?

FIGURE

Leave me food, so that I will have strength when the wolves come.
Let me die not in hunger -- but in combat!

CONAN

Who are you?

The snow and furs erupt, and there stands a small, lean Mongol with brown glinting eyes of immense depth. He is small and slight, a leopard compared to the lion that Conan is. Every feature radiates animal stealth, cunning and ferocity.

FIGURE

I am Subotai, a thief and archer.
I am Hyrkanian, of the great order of Kerlait.

(CONTINUED)

117 CONTINUED: THE WITCHES HUT

117

CONAN

What are you doing here?

SUBOTAI

Dinner for wolves.

CUT TO:

118 THE TAIGA - EXT. TAIGA - D

118

Scrub trees lead again to the frozen tundra. The two walk along. SUBOTAI gnaws on cheese and bread. He is dressed in furs like Conan, a bow and a quiver of arrows over his back, a short, curved sword at his belt; Mongol.

SUBOTAI

Thievery! I come from a race of generals. The essence of warfare is deception, so I learn the way by the art of theft.

CONAN

An unhealthy profession.

SUBOTAI

What do you do?

CONAN

I am a slayer of men.

SUBOTAI

Much more sanguine, but a limited future. You're too big to be a thief, anyway.

CONAN

What were you doing chained to that stone?

SUBOTAI

Same as you, I stopped, cold and hungry, and the witch offered so much -- warmth.

He shrugs.

SUBOTAI

I never got past dinner...

They come to a rise. A vast expanse drifts away from them.

SUBOTAI

Where do we go, Cimmerian?

(CONTINUED)

118 CONTINUED:

118

They look out into infinity.

CONAN

South to Zamora... do you know the way?

Subotai nods yes and points.

CONAN

In Zamora... I'll find what I seek
... at the crossroads of the world.

SUBOTAI

Good!

With that, he starts out running. Conan is left behind, but soon runs to catch up.

119 DIFFERENT ANGLE

119

They run across the vast steppe. It stretches before them, endless, undulating, the eternal source of all man's migrations.

CONAN (v.o.)

We ran... everywhere we ran... he told me his tale and I told him mine... We crossed the great steppe, running. He said that to be a thief -- was to learn to run.

CUT TO:

120 THE STARS - EXT. THE CAMPFIRE - DUSK

120

The heavens spread above them in the vastness that can only be seen from deserts or steppes. A fire crackles.

121 THE FIRE

121

Conan and Subotai stare up at the night sky, eating roast wild ass that cooks on the fire. Subotai belches. They are contemplative, cerebral.

122 THE STARS

122

seem to stretch forever in their mystery.

CONAN (o.s.)

What gods do you pray to?

SUBOTAI (o.s.)

I pray to the four winds -- and you?

CONAN (o.s.)

Crom.

123 CLOSE - CONAN

123

The firelight reflects eerily.

CONAN

I seldom pray to him, because he is not interested.

SUBOTAI

Ha! What good is he, then? Ha! It is as I've always said.

Conan snarls.

CONAN

He is strong! If I die I will go before him and he will say, What is the riddle of steel? Then he would cast me out of Valhalla and laugh. That is Crom, strong on his mountain.

SUBOTAI

My god is greater.

CONAN

Ha! Crom laughs at your four winds.

124 THE STARS

124

Gleam in the night sky.

CONAN (o.s.)

He laughs from his mountain.

SUBOTAI

My god is stronger... my god is the everlasting sky. Your god lives underneath him.

CUT TO:

125 THE FRONTIER OF ZAMORA

125

Twilight; Zamora: The land of secrets, spies, learned philosophers, wanton kings and dark eyed women. Conan and Subotai stand in a rocky pass, looking down towards fertile rolling hills. The lights of the village twinkle below.

SUBOTAI

Zamora --

He points south to the village.

(CONTINUED)

125 CONTINUED:

125

SUBOTAI

(continuing)

Over there the frontier of Brythunia
-- from here south Zamora.

Conan sniffs the air.

SUBOTAI

(continuing)

The caravans end here. Civilization
- ancient and wicked. Have you ever
seen civilization?

CONAN

No. Let's waste no time.

They run.

CUT TO:

126 BAZAAR - N

126

They wander through a crowded narrow street bazaar. Everything is available here: weapons, clothing, jewelry, slaves, pleasure. Conan is a tourist. He has never been in a town before. He has never seen commerce. He stops at a stall surrounded by huge yellow tusks. They sell roast yak and lizard on a stick. He looks at the greasy, burly OWNER.

OWNER

What do you want? Be quick --
There are many to feed.

CUT TO:

127 CLOSE - CONAN

127

walking through a street of animals chewing on a fried lizard like a child.

SUBOTAI

You shouldn't eat that stuff.
You have no idea how long it's
been there.

Around them are grunting, snarling, bleating beasts, every species that exists. The ground is covered with their excrements. Merchants argue and whine over prices.

CONAN

(sniffs)

Does it always smell like this --
How does the wind get in here?

CUT TO:

128 A CITY OF YURTS - D 128

Sparkling in the distance. Conan and Subotai run towards it.

CUT TO:

129 THEIR FEET 129

Running with a monotonous rythm.

DISSOLVE TO:

130 THE FEET 130

walking -- surrounded by others. PULL UP to reveal them standing in a crowded square facing a complex of buildings where metal workers ply their trade.

CUT TO:

131 STALLS 131

They look at crude clothing and leather belts. The merchant listens to Conan.

CONAN

-- someone who knows the sign of the great princes? Two snakes facing each other -- over a black sun.

He makes the sign. The Merchant shakes his head, no.

131A ANOTHER STALL 131A

A blacksmith shop, displaying bronze and iron weapons. A bearded NEGRO sits, his face immobile.

CONAN

-- swords and weapons of steel.

The man shakes his head.

DISSOLVE TO:

132 FEET RUNNING - CONAN - SUBOTAI 132

FULL UP to their torsos, faces. They run expressionless like animals -- alone on the great steppe.

DISSOLVE TO:

133 ANOTHER CITY 133

CUT INTO the mountains -- a great tower prominent near its edge.

DISSOLVE TO:

134 CLOSE - CONAN AND SUBOTAI - ANOTHER STREET

134

They stride along - heads back - arrogant barbarians, proud of their nature, nostrils taking in the smells. They now wear sashes, belts and bits of metal.

CONAN

The crossroads of the world. There was everything here if one could find it. We stole whatever we wanted.

They pass colorful merchants and farmers. Warriors pass by, single or in two's, Picts, Aquilonian Legionaries, Brythunian Axemen, looking ahead oblivious or gazing sullenly at Conan and Subotai. They seek the same things: War, riches, women.

CONAN

Others did the same -- it was the way of life.

135 A NARROW BYWAY

135

is crowded with people: freaks, mutants, hags, children. Suddenly a woman screams. Everyone runs, scatters in confusion. Dust is kicked up and, suddenly, the street is clear. Conan stands, the sword gleaming in his outstretched hand. Subotai is at his back, covering a man who slinks away with his curved weapon. Before Conan, a man rolls in the dust. His weapon and his hand lay on the ground in front of him. Two MERCHANTS crouch in a foreground stall, terrified.

MERCHANT #1

I didn't even see the big one move, it was so quick.

MERCHANT #2

I saw the brigand try and take his sword... That's what caused it.

The fallen man gathers up his weapon, leaving his hand, and scurries away. Conan sheathes his sword over his back, turns and walks away. Subotai covers his rear with the slow graceful motion of his blade, sheathing it, and follows.

CUT TO:

136 TAMBOURINES - ANOTHER STREET

136

They beat and sway in the hands of young girls clothed in dirty white robes, flowers festooning them. They dance and chant with the tambourines followed by men bearing pots of burning incense and playing flutes, cymbals, lyres.

(CONTINUED)

136 CONTINUED:

136

All in the procession are robed in soiled white and wear flowers and vines. Drums beat, and the dancers swirl. More come into view. Attractive youths carrying snakes, great constrictors and sleek water serpents. The long procession passes through the crowd.

136A ANOTHER ANGLE

136A

Conan and Subotai watch as the procession winds around through the streets. The strange tower rises above the tents and Yurts in the distance. The youths seem to emanate from it.

CONAN

Such joy... Does this happen every day?

SUBOTAI

Look at that.

A beautiful young girl, eyes twinkling, glides by.

SUBOTAI

Such a waste.

He shakes his head.

SUBOTAI

She has given herself to the cult of set, the Snake God. I hate snakes.

Flowers fall on them. It is all quite lyrical and wonderful.

GIRL

Come with us... There is love you've never known.

She dances away. Another girl takes her place, undulating, beckoning. Conan smiles. A MERCHANT bumps Subotai.

MERCHANT

Don't listen to them. They are deceivers. They would murder their own parents.

GIRL #2

Paradise awaits you... you merely have to go...

She, too, is soon gone, and Conan looks up to see a carriage passing by, covered with vines, blooms and reptile-bearing maids.

136B CLOSE - CONAN

136B

his eyes widen. His mouth opens, he is stunned with awe.

136C THE CARRIAGE

136C

He sees a creature of such beauty as he has never imagined. Golden tresses fall to her waist. Her eyes are deep, soft and inviting, her lips wet and soft with the sparkle of perfect youth. Her figure is lithe and strong, clad tightly in the robe of a priestess. She smiles down, the wind blows her robe, revealing a golden thigh. She sees Conan and her mouth parts.

136D DIFFERENT ANGLE

136D

He sees her notice him. Their eyes are locked for a moment.

SUBOTAI

Beautiful... and a princess to boot.

Conan doesn't hear him. The procession stops, as if ordered by the gods. There is a quiet moment. They look at each other. The music swirls, they are engulfed by warmth and sunlight.

136E CLOSE - PRIESTESS

136E

PRIESTESS

You... Warrior...

Conan swallows. Her voice is smooth, like a deep river.

PRIESTESS

(continuing)

Throw down your sword... Come back to the earth, give up your storm and strife. A cleansing is coming, a cleansing of doom. But you will shed your skin in the springtime. Like the serpent, you will be renewed.

She drifts away, out of frame, like a wisp of cloud.

136F CONAN AND SUBOTAI

136F

He drifts after the procession.

SUBOTAI

Where are you going?

He follows. Suddenly, Conan stops. His face contorts slightly. A distant chant has arisen.

(CONTINUED)

136F CONTINUED:

136F

CHANT (o.s.)
DOOM... DOOM... DOOM...

Conan turns his face, distorted with confusion, fear and anger. Subotai senses it.

136G THE FLAGELLANTS

136G

Young men are beating themselves with snakeskin whips, into which barbs have been inserted. They bleed profusely and walk as if dazed, chanting, while young girls walk amongst them, swinging huge smoke-pots of thick incense. Conan walks up, almost to them, but they do not notice. Their expressions are vacant.

FLAGELLANTS
DOOM... DOOM... RAMA... DOOM...
RAMA... DOOM...

Conan stares at them, then turns away.

CUT TO:

137 STREET - EXT. SHADIZAR NARROW STREET - D

137

A narrow street of Yurts with a few buildings. Hawkers snarl. Hags beg. Whores beckon. Conan and Subotai ignore them.

CONAN
Doom -- it was the same. Like
out of a dream -- a nightmare.

SUBOTAI
But they all chant... all over this
land of beggars. They are fools
for religion. Everywhere are these
towers. One year snakes, the next
dogs, Either way it's always Doom,
Doom... What else can they offer?

CONAN
Who was that girl? The one of
beauty with the snakes -- Who
spoke to me?

SUBOTAI
That girl -- Ha'. That was no
girl. That was the Princess of
Shadizar, you fool. Did you not
see the pendant that rests between
those breasts? Ha.

(CONTINUED)

137 CONTINUED:

137

CONAN

What was she doing with those snakes?

SUBOTAI

A Priestess of set. Who knows. It is said they are deceivers, that they strangle people on the roads, stab people in the night. Death could wait behind those eyes. People are strange around here.

137A A HAG WITCH

137A

bent and grizzled, beckons at them with some strange religious artifact.

HAG WITCH

A pittance, to protect you from evil.

SUBOTAI

I am evil.

HAG WITCH

May the milk of your mother turn sour.

CUT TO:

138 MONTAGE

138

RUNNING - arms pumping. Faces weathered as the land passes below their feet. Fleeting glimpses of bazaars, stalls, villages, swords, the Towers of Set, faces, landscapes.

CONAN

We travelled by foot - like beasts - we needed nothing - we stole and ran but the crossroads of the world still eluded me. I could not forget the drums of Doom and somewhere in my heart they beckoned me -- to Shadizar.

CUT TO:

139 LONG SHOT - SHADIZAR

139

The walled city of thieves - capital of Zamora. The ever present Tower of Set looms just beyond the walls and in the distance is the Palace of the King.

DISSOLVE TO:

140 FEET - SHAZIDAR STREET - N

140

Walk through the streets as eyes flicker out of doorways, dogs sniff the night, fires crackle and many other feet trod by. Music of strange instruments wafts by on the thickly-scented air. The music changes with each street, each tavern. The many sights of the night seem to float by.

140A CLOSE - CONAN AND SUBOTAI

140A

He chews on lizard-on-a-stick, obviously he has developed a taste for it. Subotai leans over talking to the proprietor of the fast food stand.

SUBOTAI

The symbol of the Kerlraits was always nine Yaks tails -- ever see it?

VENDOR

I have heard of it.

SUBOTAI

How about two snakes -- coming together over a black sun. A magnificent standard.

VENDOR

The only snakes I know of are those of Set and those cursed towers. They have spread to every city. Two, three years ago it was just another snake cult -- now -- everywhere.

Conan turns.

CONAN

What do you know of this Doom?

VENDOR

I stay away from them -- It is said that they are murderers. I know nothing. Hey, look...

He holds something up to Subotai.

VENDOR

Black Lotus. Stygian, the best.

SUBOTAI

This better not be Haga.

VENDOR

I would sell Haga to a slayer such as you?

CUT TO:

141 STREET

141

They walk along. Subotai chews up a petal. He offers one to Conan.

SUBOTAI

Let's get some women. The hell with the sword and these snakes.

Conan chews the petals and grimaces.

SUBOTAI

Chew slowly. It's the good stuff. Don't waste it.

CUT TO:

142 DARKER STREET - EXT. SHADIZAR STREET OF DEVIATES - N 142

The pits of the town. Here is where murders, rapes and perversion take place. The stalls are filled with sorcerers and sexual deviates. Strange mists emanate from the tents and Yurts. Conan looks into a Yurt where some bizarre ritual is being performed with cows and young naked boys. There are strange lights, and chanting. He looks as they pass, and bumps headlong into a camel. The beast whirls about, snapping and spitting at him, trying to bite him, baying hideously. Conan slugs the camel, which causes it to pull back. His hand goes to his sword -- the camel spits, but gives ground. Conan bares his teeth and growls -- obviously stoned.

SUBOTAI

As I said -- you're too big to be a thief!

They look about. All manner of freaks and deviates have materialized silently at the doors of Yurts, staring at them. Conan shrugs, embarrassed, and they move on.

CUT TO:

143
and
144

OMITTED

143
and
144

145 A WATER WHEEL - EXT. SHADIZAR - N

145

Moonlight is glinting off the flow of the water. Conan and Subotai sit by its edge, listening to the din of the town below.

CONAN

The sound of water is pleasing.

Subotai nods and looks up at the stars. Then, his eyes fix on something else.

146 DIFFERENT ANGLE

146

They look at the great tower. The Tower of the Serpent, rising in the distance. Subotai motions vaguely -- he's high.

SUBOTAI

You know what's in there?

CONAN

No.

SUBOTAI

Jewels... riches without end. The greatest jewel of all. The Eye of the Serpent... Supposed to have powers.
(beat)

You know what else is in there?

CONAN

No.

SUBOTAI

Snakes. It's the Tower of the Serpent... of the Set, and all those snakes. You looking for snakes?

He makes the sign clumsily.

SUBOTAI

That's where they live...

Conan gets up and starts for the Tower, Subotai follows.

147 THE WALL - EXT. TOWER OF SET - N

147

Conan and Subotai sneak up to the great, vine-covered wall surrounding the tower. They dash carefully, from shadow to shadow, with the slight clumsiness of their condition. Conan looks over the wall.

148 LONG SHOT - THE TOWER

148

It gleams coldly in the moonlight. Conan lets himself down.

They move ahead, looking at a slightly lower section of wall. Suddenly, there is movement in the shadows. A figure, a WOMAN. The moonlight cascades over a graceful, muscular thigh, sensuous hips... and then, the rest of her is revealed. She is breathtaking, a perfect specimen, an exotic blend of sexuality and danger. She wears burnished leather armor over a tight-fitting tunic. Her arms and legs are bronzed and bare, carnal and rippling. Long, dark hair cascades about her shoulders, and a half-bowl of steel armor adorns her forehead. A rope and hook are slung over her shoulders and her hideous curved blade dances in the moonlight.

(CONTINUED)

CONAN

You're not a guard!

GIRL

Neither are you.

SUBOTAI

We are thieves, like yourself...
come to climb the Tower...

GIRL

Who are you? You don't even have
a rope.

CONAN

I am Conan, a Cimmerian...

(he points)

Subotai, thief and archer. We
came to plunder the snakes.

She laughs.

GIRL

Ha! Two fools who laugh at death.

She sheathes her blade smoothly. They do likewise.

GIRL

I am Valeria.

Subotai is taken aback.

SUBOTAI

I've heard of you -- they call you
a queen of thieves! A master!
Where are your brigands?

VALERIA

Cowards and lackeys... Scared of
Set -- and -- Thulsa Doom.

She looks to see their reaction.

VALERIA

Do you not fear Thulsa Doom? They
worship strange gods in there.

CONAN

They are not my gods.

She looks to the wall and the Tower rising beyond it.

VALERIA

Do you know what horrors lie
beyond this wall?

148 CONTINUED: (2)

148

CONAN

No.

VALERIA

Good. Then you go first.

Conan looks around; Subotai agrees with her. He shrugs, and pulls himself up over the wall, but catches his foot on a vine at the top, causing him to fall headlong over to the other side. There is a terrific thud -- then the sound of muffled animal snarling -- then, silence.

SUBOTAI

Conan?

CONAN (o.s.)

I fell on a lion.

The others leap over, quietly, deftly, and now the gardens can be seen.

149 THE GARDENS - EXT. TOWER OF SET - N

149

Strange shrubbery and fruit trees mark them. Oddly colored grasses delineate ponds and alcoves. Strange, haunting mists drift and hang in the shadows. Conan stares ahead, hand on sword, the dead lion at his feet. Valeria looks on.

CONAN

I fell -- I broke his back.

She nods in agreement. Subotai slips off down a hedge-row, without a sound. They wait, then follow stealthily, dodging from mist to mist.

150 THE TOWER BASE

150

Stark and magnificent in the moonlight. From a distance, it seems to be made of stone, but on closer examination, appears to be wrapped in all manner of vine-like rope, like a gigantic spool of thread. Half the way up are some small, dimly-lit openings, but the base is solid, save for some strange stone doors. They look up and see the top of the tower -- it seems to glow in the moonlight.

151 DIFFERENT ANGLE

151

Conan motions. Valeria uncoils the rope and hands him the grappling hook. Carefully, he steps back from the Tower and starts whirling the heavy grapple around his head. Two or three times, it whistles through the air, and then -- Conan delivers a whipping throw. The hook sails up toward the moon and arcs over the rim of the tower. A distant shatter is heard.

(CONTINUED)

151 CONTINUED:

151

VALERIA

You throw well, Cimmerian.

He pulls on it. It fastens, and he puts his weight on it.

CONAN

Luck -- the first cast!

VALERIA

By Bel, we'll have the wealth of
a world in our hands.

She takes the rope from him. Subotai is hooking talon-like spikes to his feet. He takes the sword, slings it over his back, and pulls out a small hooked knife.

SUBOTAI

I'll climb with this... I do not
trust ropes.

They look at each other for a moment.

VALERIA

Well -- do you want to live forever!

She grabs the rope and starts up, tremendously agile. Conan grabs the twisting cord and follows. Despite his incredible strength, he can scarcely keep up with Valeria. She climbs like a cat, her sinuous limbs and buttocks a wonderful sight in the moonlight.

152 MONTAGE - EXT. CLIMBING THE TOWER OF SET - N

152

Hand over hand, up the rope, muscles tensing, pulling. Subotai, like a human fly, out-distances both of them as he seems to run up the side of the tower. They climb boldly, up into the night. The lights of the city twinkle below.

153 THE WINDOW

153

Subotai comes to the lighted window. Strange music wafts from it, an incense of sorts. From inside, a chanting and drumming; eerie, not quite human. He reaches up with his climbing knife to hook into the thick rope that surrounds the window, when the rope suddenly moves, writhes -- and becomes a snake. The head whips around, but Subotai, like an insect, scuttles across the surface out of reach. The snake's head undulates and hisses in the strange light. Subotai breathes in, and continues up.

154 SUBOTAI - EXT. TIM OF THE TOWER OF SET - N

154

comes over the edge of the rim. It is frosted with jewels. They shimmer with a hundred rainbow tints and lights. He silently drops to the balcony on the other side; his eyes widen.

(CONTINUED)

154 CONTINUED:

154

He sees a cowed figure, huge and gangly, leaning over the grappling hook, clawing at it! The figure is obviously some form of beast; its hands are huge and scaly. Stranger guttural grunts emit from it.

155 CLOSE - SUBOTAI

155

He comes up behind it. A hideous, weeping growth exists on the back of its neck -- a good place for the blade. Suddenly, the growth opens, revealing an eye! The thing turns, screeches, and lunges. Great strangler hands close over his throat and squeeze. He looks into its face -- mucous sotted eyes -- it is the face of death, a mutated subspecies, a demon from man's ground ape past. His hand comes up into its heavy, oily bulk.

156 CLOSE - CONAN - VALERIA

156

They near the crest -- the rope slackens. They fall back a foot, then scramble on. The sound of ripping is heard, followed by a splashing noise, and then -- a gaseous hiss and thud. The rope quivers with each of these. They pull themselves over to confront Subotai, gagging for air on his knees. Before him the creature slumps over the jeweled rim, a small, gleaming puddle of liquid spreading at its feet. His face is white. Conan looks at the dead creature, but his eyes are caught by the blaze of the star-like jewels.

Valeria runs her hands over the jewel-encrusted rim, gasps and laughs maniacally to herself.

VALERIA

A fortune here! And all ours.

She pulls her tulwar from over her shoulder and hacks a piece of the rim away. It falls silently into the night below.

SUBOTAI

Quiet! You'll attract more of them.

Conan's attention turns to "them"; the repulsive figure slumped against the rim. He prods it, and the hell-thing slips slightly down the rim, a claw-like hand falling limply to its side. The puddle at its feet grows with a slippery sound, shining in the moonlight.

CONAN

You killed well, for a thief.

Subotai feels his throat, unslings his bow. It is obvious he does not enjoy this sort of close-in work. He motions them on.

 156A DIFFERENT ANGLE

156A

Before them is the roof of the tower planked in teak, in its center a well hole with a pulley-like apparatus above it. Around them gleam jewels and mosaic-covered figures of snakes. They walk carefully to the edge of the well and peer over.

156B LOOKING DOWN

156B

An endless cylinder leading to a black void. A deep and resonant chanting wafts up to them and strange light emanates from a source about halfway down. They look at each other and sniff.

SUBOTAI

What on earth could smell so bad?

Valeria looks contemptuously at him for mentioning such a trifling matter and swings over.

 156C THE CENTER - WELL

156C

A starry blue hole above them, they descend swiftly on the weaving ropes.

156D CLOSE - VALERIA

156D

She descends into an area of greenish light radiating from a grated window-like apparatus lying directly over an opening into the well. From this vantage point a pillared hallway can be seen. She slips silently down and swings into the opening. Conan and Subotai follow, but she motions them to stop. They do, still hanging on the rope. They see --

 156E THE CHAMBER

156E

between the pillars, distant but clear. In this round, ceremonial chamber various cloaked figures stand with their backs to us. Beyond them lies a rounded balcony. A huge black priest holds his hands up as the others chant. He turns towards us but his eyes are closed in prayer.

156F VALERIA

156F

She motions to the others.

VALERIA

That one, yes. He is Yaro, the high priest -- second only to Thulsa Doom.

Conan and Subotai are still hanging on the ropes. Subotai holds his nose.

 (CONTINUED)

156F CONTINUED:

156F

VALERIA

They say he is thousands of years old. I will see what's here. You find out what's below.

SUBOTAI

But that's where the smell comes from.

SUBOTAI

Are you a thief or a member of the king's court? Besides, I got here first.

She turns and slips away behind a pillar.

VALERIA

Come back if you find anything.

They are gone.

CUT TO:

156G THE BOTTOM

156G

is dark and small, a chamber whose floor is covered with rotting corpses, most of which were once women. Some large rats scurry about. Subotai and Conan crouch in the filth and look around. Light beams from a low round passageway about a yard in diameter. Conan goes first, a dagger in his mouth.

CUT TO:

156H THE CEREMONY

156H

Yaro turns, assuming a kneeling position at the edge of the pit and chants almost to himself. A young girl, barely clad, walks around the edge of the pit and assumes a position on an extended pedestal out over the yawning expanse facing Yaro. The deep melodic chant of the followers fills the room with a thick resonance.

156I FOLLOWERS

156I

Young men and women chant richly; they are entranced and drugged. PULL IN on a particularly vacuous young female face in the shadows of the pillars behind the others. She wears a white brocaded headpiece and robe. Behind her in the darkness looms the face of Valeria.

CUT TO:

 156J SNAKE CHAMBER

156J

Conan emerges into a round chamber shaped like the one directly above. From his position he can see the opening above and the girl on her platform. She does not look down, however, her gaze fixed, hypnotic. The real sight is just before him. Strange altars glow with fires and gases; a captivating sparkle of light is reflected from a rounded altar hidden in mists. Conan and Subotai step forward and stop suddenly.

156K CONAN'S POV

156K

A huge, sleeping serpent, larger than any he has imagined lies coiled symmetrically around the stone altar piece. In its center is a huge, elongated, sparkling jewel, opaque but brilliant -- the Eye of the Serpent.

156L CLOSE - CONAN

156L

He hands Subotai his sword and scabbard. He approaches the altar, his toes almost touching the beast's body. He falls silently forward, catching himself on one hand at the edge of the altar.

CUT TO:

 156M CLOSE - VALERIA

156M

She now wears the white brocaded headpiece and robes as she stands among the other followers.

156N THE GIRL

156N

undulates to the rhythm of the chanting. Yaro whispers incantations. Her eyes are closed in sexual ecstasy; she dreams of reptilian nirvana! Pull up above her as she writhes. Below, in the pit, Conan can be seen reaching across the serpent, muscles gleaming.

156O CLOSE - CONAN

156O

Muscles straining, veins protruding like cables, he reaches further and further. Finally his fingers encircle the glittering prize, and, ever so carefully, he withdraws.

156P CLOSE

156P

His straining back and rippling abdomen run with sweat; a drop falls.

156Q CLOSE - SERPENT

156Q

The drop lands on the serpent's eye, which as is the case with all snakes, is always open. The pupil dilates.

156R CLOSE - CONAN

156R

He thrusts himself upright. Subotai smiles in admiration. Subotai turns and scrambles into the passageway which is under an altar. Conan looks at the stone. It seems to have lost some of its light. He turns and looks quickly back at the snake which is still at rest. He looks up at the swaying figure of the girl and turns to duck under the altar when he suddenly freezes. Something stops him more resolutely than beast or man. On the altar before him is a symbol, clear and unmistakable -- two snakes facing each other over a black sun.

157
thru OMITTED
183

157
thru
183

184 THE SYMBOL - MONTAGE - CONAN'S VISION - EXT.
CIMMERIAN VILLAGE - MORNING

184

Before his eyes, the symbol becomes the waving standard above the blood-drenched snows. His mother's face stares down at him. He is held to her side, her thick yellow hair cascades over her head. Tears spill from her eyes. Now, the face of the killer looms large over her. His sword seems to sweep through the night, trailing fire, like a comet. Dark red billows of smoke rise before him, as he slashes overhead and wheels about in a graceful, mocking slow-motion.

185 CONAN - INT. SERPENT'S CHAMBER - N

185

He reaches for the symbol, an object of bronze, takes it, stuffs it under his belt. What he doesn't see is the thick head of the serpent, gliding just over his shoulder. Its eyes are bright green with the lost shine of the stone.

186 SUBOTAI - INTO HALL

186

He is at the end of the snake tunnel. Subotai looks back -- no Conan. He starts back.

187 CLOSE - VALERIA

187

She watches the ceremony before her.

CUT TO:

188 SUBOTAI - THE CHAMBER - INT. THE SNAKE CHAMBER - N

188

Just in time to see the huge reptile poised over Conan.

189 DIFFERENT ANGLE

189

The creature has its mouth open, huge, venom-tinged fangs protrude, each one the length of a small dirk.

(CONTINUED)

189 CONTINUED:

189

SUBOTAI
(harsh whisper)

Behind you -- kill!

Conan wheels and draws his dagger without thinking or seeing. In his fist, he still clutches the stone. The snake throws a coil around him, draws back to strike, but before it can do so, he slams the blade up through its chin, pinning the jaws together. The sharp, bloody tip thrusts up in front of the snake's eyes like a horn, but its fangs are contained. Venom is only one of the deaths the beast presents: with quick succession, it throws its muscular coils about Conan's body, trapping one arm against its side. With the other, he strains at the creature's neck.

190 OMITTED 190

191 SUBOTAI - INT. THE SNAKE CHAMBER - N 191

He looses an arrow into the serpent's twisting neck. The beast now tries to batter Conan with its head, pounding the great triangular mass into his chest and face with tremendous force. Conan wheels about with the snake, crashing into the wall. Now, with a slashing motion, the beast uses the dagger that protrudes like a horn, tearing across Conan's shoulder.

192 CLOSE - CONAN 192

Another swipe of the horn. He uses its momentum to turn over causing the snake's head to strike the wall where the tip of the dagger sticks. Conan exploits the advantage and hammers at the blade's pommel with his fist, leans his weight against the blade, and drives it deeper into the wall. An arrow slams through -- further pinioning the giant reptilian hand.

193 CLOSE - SUBOTAI 193

Another shot, right behind the first. A third arrow leaps from the quiver -- the string is drawn -- and -- thwack! -- it is buried next to the others. Now Conan leans away, his hand free. Subotai pulls the great sword and hurls it underhand.

194 CLOSE - CONAN 194

He catches the sword mid-stroke, wheels it back and whistles the blade down with a resounding sound. Another wheeling, singing stroke, and the head of the beast is severed. It sticks to the wall. The great muscular coils relax.

CUT TO:

194A CLOSE - YARO 194A

He looks up, eyes fierce, and claps his hands.

194B CLOSE - GIRL 194B

She falls limply into the pit and out of sight. There is a soft thud, then a hideous scream.

194C YARO 194C

He looks over, a sadistic smile on his face; others rush to the edge to watch. Yaro's face contorts as he sees --

194D POV YARO 194D

The form of the girl who is screaming at the moving, pulsing snake's body -- headless.

194E CLOSE - A FEMALE FOLLOWER 194E

She screams and points; others turn. There behind the pillars is the nude body of the previous owner of the white robes. All eyes turn and catch the movement of two figures climbing the ropes past the well opening. Conan and Subotai stop for a moment as if to say, "Who, me?" and scramble on, confirming their guilt.

194F CLOSE - YARO 194F

YARO
Infidels! Kill them!

The cry is taken up and the seemingly innocent followers become vicious beasts screaming --

FOLLOWERS
Death to the infidels!

194G CLOSE - VALERIA 194G

VALERIA
Death -- death to the infidels!

She is one of the first to reach the landing and points and screams at the scrambling thieves... A vicious-looking snake priestess stands next to her along with a huge hooded axeman and two monks with powerful Stygian bows.

VALERIA
There -- kill them!

At this moment, huge Yaro emerges from the crowd, his eyes glowing with evil.

195
thru OMITTED
198

195
thru
198

199 ANGLE - CONAN

199'

Conan and Subotai are almost to the roof, but they are still vulnerable.

CUT TO:

200 VALERIA

200

She must move now, and move she does. One hand grabs the dangling pulley rope -- pulls some slack -- the other flashes with her dagger, up across one bowstring, then the other. The strings snap into the archers' eyes, and, swiftly, she is behind the huge axeman, twisting the rope in a loop around his neck in a knot. He grabs at the rope as Yaro thrusts at Valeria with a long dagger. But Valeria is again too quick, too good. She pulls the huge man off balance and whirls him into Yaro's thrust. He chokes out a gagging scream. Valeria pulls and kicks the huge body; it reels over the edge, clawing the air, and begins to plunge into the abyss. Yaro now lunges at Valeria, who dives for the other end of the rope. His blade flashes by her. The rope tightens with the weight of the falling man, and Valeria is hoisted away toward the roof, as Yaro snarls, enraged.

YARO

Kill them! Kill them!

201 THE ROOF - N

201

Conan and Subotai both clamber over the edge, only to be beaten by Valeria, who rides the rope almost to its pulley and then casts off, landing on her feet, running.

202 THE EDGE - EXT. TOWER RIM - N

202

They reach the jewel-frosted rim, none too soon, for howls and footsteps from the stairwell can be heard. Conan wedges the grappling hook in tight. The sounds of their pursuers grow louder.

SUBOTAI

Forget it -- we'll have to jump!

He looks over the edge; a pool glistens in the moonlight below.

SUBOTAI

There!

203 CLOSE - VALERIA

203

She draws her tulwar and hacks off another piece of rim.

CONAN

A long jump -- is there another?

She grabs up the bejeweled tile under her arm and discards the robe.

VALERIA

You want to live forever!

She bounds over the rim, headlong into the night. Conan and Subotai look over -- a splash -- they look at each other, then back at the stairwell, where shadows move. They back up, run, and leap together.

204 POOL - EXT. EDGE OF POOL - N

204

Valeria swims to the edge as the two men come hurtling off the tower, screaming into the night, and land almost directly on her. She laughs, a rich, vivacious laughter that rings through the darkness. Her laughter is joined by theirs.

DISSOLVE TO:

205 CLOSE - A PILE OF JEWELS - INT. SHADIZAR TAVERN - N

205

The "Eye of the Serpent" is foremost; they glitter, flash; they are everything that gems should be. The laughter has faded to snickering. The jewels are shielded by their three bodies as they hunch over a table.

PULL UP: The three look at each other, the smiles of thieves on their faces.

206 A TAVERN

206

The room is cavernous, smoke-filled, crowded with sweating humanity. Thieves, mercenaries, whores are seated at huge oak tables. Drums pound, sleek, oiled dancers twist and pulsate, as bearded men clap. From the roof hang pigs, goats, and calves, roasting over pits.

Conan, Valeria, and Subotai are in a corner, away from the commotion, quickly dividing up the loot, smiling and leering about. Only the great stone remains on the table. Conan covers it with a flagon as a servant walks over.

Subotai puts a jewel in the servant's hand. The man gasps and stares.

(CONTINUED)

SUBOTAI

Find me girls, sleek, with shiny skin and round hips. I wish to examine the horizons of pleasure.

The man rushes off, looking back at them in amazement.

SUBOTAI

(to the others)

And now, I bid you temporary farewell. Everyone has a weakness, and I wish to practice mine.

Valeria takes his hand.

VALERIA

Be careful... a wealthy man has no friends.

SUBOTAI

I have killed men with eyes in the back of their heads.

He leaves and follows in the direction of the servant.

She turns slowly, looks into Conan's eyes, he into hers. The DRUMS seem to POUND LOUDER. Fire flickers between them; an unspoken need arises in each. Valeria's hand seems to move with sensual grace toward the overturned flagon. Just as she reaches it, Conan's powerful paw snaps around her wrist. She looks down. He holds her hand from the vessel, his eyes cold, without expression, only a glint. His other hand comes up and slowly turns the flagon over. The great stone still seems to pulse with an inner light of its own, as if the dead reptile's spirit has been transformed to this, its eye. Valeria looks down at this jewel and breathes a gasp of passionate lust and greed. Then, her breath comes faster; she looks up at Conan's impassive face and down again at the stone. He picks it up, lets it roll across his fingers, feeling the infinite smoothness of its texture. Her eyes dart from the stone to his eyes -- there is a flutter of breathing -- she wets her sensuous lips. He relaxes his grip... her other hand comes up slowly, and caresses his.

CLOSE ON Conan's hand holding Valeria's. An old hag leads them into the candlelit interior of the tent, leers at them with a toothless grin. Conan flicks her something -- she catches -- a jewel. She bows quickly and scurries from the room. The sword and dagger fall to the floor.

209 CLOSE - CONAN

209

He unties his fur tunic, takes it off, reclines next to the candle. He looks up as Verlia takes off her armor and belts. Only their breathing can be HEARD. They shine smoothly in the light. The thinnest under-armor tunic remains on her body. She moves toward him.

VALERIA

(breathing)

I must know one thing... one thing...

She kneels next to him, runs her hands hungrily over his chest.

VALERIA

When I first saw you, in the shadows --

He touches her hips, her tight stomach, her breasts.

VALERIA

Where -- did you learn to move --

She gasps in ecstasy, holding herself back, as his hands slide over her body.

VALERIA

-- like that?

210 DIFFERENT ANGLE

210

He looks at her again, impassive save for his eyes. He puts his hand to his neck, to the bondage marks of his collar.

CONAN

I fought in the Pit.

Valeria caresses him, as if consuming him with her hands, breathing quickly, gasping. He pulls her down. They kiss -- long, deep, frenzied. She moans in passion and slides astride him. They slip and convulse in the height of sexual pleasure, building to an ever-heightening climax. She starts to cry out in pleasure, then holds back, twisting, undulating, she brings her hands up to her neck, pulls back her long hair, and throws her head back, moaning.

211 CLOSE - VALERIA

211

On her neck -- scars, identical to Conan's, the scars of a collar. Valeria, too, was raised in the Pit! He pulls her down to him and they drown together in ecstasy.

DISSOLVE TO:

 212 ROASTING MEAT - INT. HAG'S YURT - N

212

is turning on a spit over a small fireplace in the yurt. Conan removes it, pulling half of it off, and impales it on a dagger. With a courtly smile, he hands the steaming chunk to Valeria. She takes it and bites in with enthusiasm. Hot grease spills down onto her magnificent body. Conan eats from the spit. Steam rises across his face. He washes the meat down with wine, and rubs the grease across his face with his elbow.

DISSOLVE TO:

 213 CLOSE - CONAN AND VALERIA - INT. HAG'S YURT

213

They make love, twisting and sliding with grease and sweat. Belching, gasping, laughing, moaning. Two magnificent animals, a living sculpture, lit a glowing orange by the fire.

CONAN (v.o.)

If the gods practice love, how could it be greater? No woman before her or since was her equal -- but I did not know what I had at the time.

DISSOLVE TO:

 214 CLOSE - VALERIA - INT. SHADIZAR TAVERN #2 - N

214

She leans on her elbow, drunk with wine and love. Conan has carved a hole in the great snake-stone with her dagger's tip, and runs a thong through it. He hands it to her. She puts it around her neck, gazing at it. Her lust for him may be sated, but her lust for the jewel will never be.

CONAN (v.o.)

We indulged in all the great pleasures and diversions...

 215 TAVERN #2 - A MONTAGE - INT. TAVERN #2 - N

215

With Subotai they revel in wine, watch dancing girls, throw jewels to great, slab-sided wrestlers, who grapple and pound each other for their satisfaction.

CONAN (v.o.)

All manner of entertainments and fineries were made available to us. Wealth is wonderful --

(CONTINUED)

215 CONTINUED:

215

Conan, drunk at a table, is fitted for chain mail and plates of ornate steel armor. He bellows at the craftsman attending him. He kicks one away, throwing a jewel after him.

Dancing girls attend Subotai.

Valeria drinks. She looks sick, falls from the table and staggers back up, her eyes red, her head swaying.

CONAN (v.o.)

I learned in those days how success can test one's mettle, more than the most dangerous of adversaries.

216 CLOSE - CONAN - INT. TAVERN #3 - N

216

Sick, his eyes look horrible; he's adorned in a ridiculous helmet of gold-trimmed bronze. His head falls forward and splashes into a bowl of steaming porridge. PULL BACK to reveal Valeria, half-awake, slumped over the table herself. The tavern is almost dark; only coals blow in the fire pits, and the tavern is empty. Valeria senses something and pulls herself up. They are surrounded by soldiers bearing heavy spears and bows. She pushes Conan. He gurgles in his porridge. She pushes him again, and he falls from his chair, splattering gruel across the floor. She rises shakily and unsheathes her tulwar.

217 DIFFERENT ANGLE

217

Conan looks up, covered in slop. He sees the scaled armor and leggings, draws his sword, but can't get to his feet. The soldiers are local constabulatory, used to dealing with warriors in taverns; they simply draw their bows or prepare their lances.

218 CLOSE - CONAN - VALERIA

218

They look to one another, helpless and sotted. They put down their weapons.

CUT TO:

219 THE GREAT HALL OF THE KING - INT. OSRIC'S PALACE - N 219

The Palace of the King of Zamora was once one of the most exotic edifices to be found east of Aquilonia. But even the vast wealth of the monarchy, built upon rich trade with the Far East, cannot keep its vestiges from a crawling inner decay. A darkness pervades that no amount of lamps can overcome.

(CONTINUED)

219 CONTINUED: 219
 The great hall, with its convoluted circles and ornately carved surfaces, seems a vault of emptiness. Footsteps RESOUND through the vast darkness, as Conan and Valeria enter before a group of the King's elite guard. The CLANKING of arms seems to go unnoticed by the court. Indeed, there is no court. The KING sits at a darkened throne. A slave rests at his feet. The SERGEANT OF THE GUARD comes to a CLANKING halt.

SERGEANT

These are the thieves of the Tower.

SLAVE

The King is brooding.

He makes no effort to disturb the King.

220 CLOSE - THE KING 220

KING OSRIC indeed is brooding, his hand on his chin, Osric is a large man, though long past his prime. He bears the manner of a warrior past, though long lost to wine, decadence, and sloth.

221 CLOSE - CONAN 221

He looks around, considering his circumstances. One of the soldiers lays the captured weapons before the King.

222 CLOSE - KING OSRIC 222

turns, appearing to come out of his reverie.

SLAVE

The thieves you requested, Sire.

OSRIC

I thought there were three.

VALERIA

Our companion died in the gardens -- the lions ate him.

Osric laughs. From the shadows burly guards drag a sotted Subotai. He is unceremoniously dropped at their feet.

OSRIC

Do you know what you have done?
 Why Yaro himself has come before me -- threatened me -- a King!
 Bah! What daring -- what outrageousness -- what insolence -- what arrogance!

He stands.

OSRIC

I salute you.

223 CLOSE - CONAN, VALERIA

223

They look at each other.

CUT TO:

223A WINE

223A

poured into metal goblets. The King sits back in his chair. Conan and the others are served standing, as is the custom. Osric ponders his wine.

OSTIC

Thulsa-Doom -- I have chafed for years at this demi-god. Snakes in my beautiful city. To the west -- Nemedra, Aquilonia -- to the south -- Koth, Stygia -- snakes! Everywhere these evil towers. They take our youth and turn them into reptiles, vipers.

He puts his head in his hands.

OSRIC

My own soldiers dare not stand in their path. My fiercest warriors turn from their duty. You alone have stood up to their gods. And what are you -- thieves.

He picks up a thin, bronze-handled dagger from a tray. Its kris-like blade curves to form an undulating serpent.

OSRIC

Anyone who stands against them has been murdered. Everyone fears death in the night -- alone. Have you seen this?

He holds it up.

OSRIC

The fangs of the serpent -- thrust into a father's heart by his very son. And my own daughter -- the jewel of my kingdom, my life -- has fallen under this Thulsa Doom's spell. Is there a dagger such as this in her hand for me? She follows him as a slave -- seeking the truth of her soul. As if I could not give it to her!

His rage explodes. He hurls the dagger into the wood floor.

(CONTINUED)

223A CONTINUED:

223A

OSRIC

Each generation is weaker than the one before. They wallow in this spirituality -- this religion. Slaves and beggars, petty thieves and rotten musicians. When I was a youth, hero was what a boy wanted to be.

He looks down.

OSRIC

Now I call thieves to do my bidding.

VALERIA

What do you want of us?

OSRIC

As we speak, my daughter travels east to Thulsa Doom and his Mountain of Power. She is to be -- his.

He motions a slave who lifts a jar and pours rubies at Valeria's feet like so much sand. She gasps and kneels down, running her hands through them.

OSRIC

Steal my daughter back! Take all you can carry -- buy armies if you can.

Conan and Subotai pick up handfuls. Conan looks at the King.

OSRIC

There is more -- enough to become kings yourselves.

CONAN

Why do you not fear a dagger in the night?

OSRIC

Hah! There is a time, thief, when the jewels cease to sparkle, when the gold loses its luster, when the throne-room becomes a prison. All that is left is a father's love for his child.

(pause)

But you, what will you ever know of that? It is like talking to cattle.

223B CLOSE - CONAN

223B

His eyes burn with gleam of vengeance.

224 CLOSE - JEWELS - INT. ZAMORIAN YURT - N

224

Pouring through Valeria's hands -- light flickers off them like sparks. She lets them run through her fingers, fall across her bare thighs, spill down onto the matting of the yurt. She looks at them -- throws her head back -- her eyes spark and radiate like the stones.

VALERIA

To the hell fires with Thulsa Doom -- he is evil, a sorcerer who can summon demons. His followers have one purpose -- to die in his service. There are thousands of them -- this Mountain of Power where he lives is said to be impregnable.

Conan broods in the corner, his broad back to her. She turns.

VALERIA

I have talked to Subotai and he agrees. Let us take what we have while we live.

She crawls over to him, runs her hand over his shoulders -- kisses his neck, embraces him. Her head rests on his shoulder -- her eyes close.

VALERIA

I have never had so much as now. All my life I've been alone -- many times, I faced my death with no one to know. I would look into the huts and tents of others in the coldest dark. I would see the warm glow of light. I would see figures holding each other in the light -- but I was always passing by. We have warmth. That is hard to find in this world. Let someone else pass by in the dark.

225 CLOSE - CONAN

225

He is darkly shadowed, a brooding crease across his brow. In his hand he holds a piece of metal.

She lets the jewels cascade down over his arms.

VALERIA

Let us take the world by the throat and make it give us what we desire.

(CONTINUED)

225 CONTINUED: 225

He turns to her. She leans to him, kisses him hungrily -- the object is still in his hand.

226 CLOSE - HAND 226

It holds the bronze symbol of Thulsa Doom. Two snakes facing one another over a black sun.

CUT TO:

227 THE SUN - EXT. ZAMORA - MORNING - 2ND UNIT OR 227
MINIATURE

Rising over the craggy Zamoran buttes. The spires of Shadizar castle light in the warm glow. A rooster calls.

CUT TO:

228 ZAMORIAN YURT - INT. HAG'S YURT - MORNING 228

Light sneaks through the seams of the yurt. Valeria sleeps naked beneath a twisted silk wrap. She turns over, stretching, the sunlight glowing warmly off her magnificent anatomy. She leans over for the warmth of her partner -- but, indeed, he is not there. Her hand reaches out -- and finds -- nothing.

229 CLOSE - VALERIA 229

Her eyes blink awake. She had been having a dream -- a wonderful dream, and now she sees it was only a dream. She looks down where he was -- a pile of jewels -- his share. Her hand involuntarily goes to her neck, touches the green stone hanging there. A tear slithers down her cheek.

CUT TO:

230 LONG SHOT - EXT. THE STEPPE - D 230

A solitary rider picking his way across the endless rock-strewn plain. He is not the Conan who last crossed the vastness, for now he wears burnished steel armor and fine close-linked mail. His sword hangs at his side in a finely wrought scabbard. His wolfskin clothes are fresh and rich.

CONAN (v.o.)

She would never understand. Her gods were not the northern gods. I turned east but bowed my head to Valhalla. Crom awaits my vengeance with calm indifference -- so be it.

DISSOLVE TO:

| | | |
|------|---------|------|
| 231 | | 231 |
| thru | OMITTED | thru |
| 233 | | 233 |

| | | |
|-----|--|-----|
| 234 | CLOSE - CONAN - EXT. THE STEPPE - D - 2ND UNIT | 234 |
|-----|--|-----|

Wind and sleet rip at his weather-ravaged face. A growth of beard shows he has been travelling many a day.

DISSOLVE TO:

| | | |
|-----|-----------------------------------|-----|
| 235 | A PEASANT - EXT. THE STEPPE - DAY | 235 |
|-----|-----------------------------------|-----|

Conan towers over a simple farmer, who gazes up at this iron mounted warrior. Conan mouths the words -- Thulsa Doom -- the peasant shakes his head. Conan displays the symbol. The peasant looks away and lumbers off.

CUT TO:

| | | |
|-----|-----------------|-----|
| 236 | ANOTHER PEASANT | 236 |
|-----|-----------------|-----|

He has no teeth. His wretched family is behind him in a cart. He looks up to the steel shoulder of Conan, and the symbol of Thulsa Doom.

PEASANT

Many go -- children mostly -- they all travel this way --

He motions with his hand.

PEASANT

None travel this way.

He reverses his motion.

| | | |
|-----|-----------------------------|-----|
| 237 | LONG SHOT - EXT. DESERT - D | 237 |
|-----|-----------------------------|-----|

Conan continues, a cloud of dust in the distance. He urges his horse on towards it.

CUT TO:

| | | |
|-----|---------------------|-----|
| 238 | CLOSE - TAMBOURINES | 238 |
|-----|---------------------|-----|

BEATING in the hands of wretched youths.

| | | |
|-----|----------|-----|
| 239 | WIDEN TO | 239 |
|-----|----------|-----|

a procession of Set's faithful pilgrims, staring and drugged.

(CONTINUED)

239 CONTINUED:

239

They SING their odious chants repetitively while sulfurous incense billows from bowls into the wind. Conan rides by their ragged column.

CONAN (v.o.)

I found them -- the children of Doom -- his children. They told me the way to the Mountain of Power. They told me they'd given themselves to the earth -- to throw away my sword and join them. Time enough for the earth when we die.

He kicks his horse into a gallop and leaves them behind.

CUT TO:

240 CONAN - EXT. THE BLUE HILLS - D

240

Conan rides up a ridge of volcanic rock, reaches a bow between two cliffs. He looks out across a level plain to a huge, dark volcanic peak rising before him. The Mountain of Power. Dust rises from groups of pilgrims as they trod toward its base. Beyond, off to the North, are the clear cobalt waters of the Vilyet Sea. Conan urges his horse down the worn path, but he does not follow the pilgrims. He rides North.

DISSOLVE TO:

241 DUSK - THE MOUNDS OF KINGS - EXT. MOUNDS - DUSK

241

Conan rides slowly, approaching the edge of the great inland sea. The Mountain of Power rises sharply in the distance. It is here that he comes across a strange sight: a mound, indeed, one of a series of mounds, rises before him. The mound is perhaps fifty feet high, a hundred yards in width. Around its base are stakes, every five or six yards, almost forming a fence. Upon these stakes are impaled the putrified bodies of horses and riders. The corpses are mostly bare and skeletal: only the shreds of clothing remain. Because the air is dry and the land abounding in vultures, it is impossible to say how long the bodies have been here. Conan rides warily past the mound, the chill of fear of the supernatural creeps through his barbaric soul. Beyond the first mound are decaying stones, the ruins of a city, perhaps a civilization. Nothing much is left, only cracked walls and ditches, strange erect slabs and broken columns, and more mounds, worn and eroded by thousands of years.

(CONTINUED)

241 CONTINUED:

241

CONAN (v.o.)

Perhaps great men lived here once
-- giants -- gods. Perhaps Crom,
himself.

242 DIFFERENT ANGLE

242

As Conan clears the last mound, he sees a hut, with a fire burning between him and the sea. A figure, shrouded in the lengthening shadows, stands by the fire and waves its arms. He stops as Conan draws closer. He sees the huge frame of the rider, the glint of burnished steel, hears the CLANK of armor. Conan rides up, looking upon a wizened old MONGOL, a shaman of some sort, with his head shaved.

FIGURE

I'm a wizard, mind you. This place is guarded by powerful gods, and spirits of kings. Harm my flesh, and you will deal with the dead.

CONAN

Can you summon demons, Wizard?

WIZARD

Yes -- if I strike at you, I would summon a demon more ferocious than all in Hell -- Haaaa!

He laughs a crackling, shrill laugh.

CUT TO:

243 THE HUT - EXT. WIZARD'S HUT - N

243

Conan gnaws on a piece of roasted meat. The old shaman hands him a bag of wine. Conan gulps and belches.

WIZARD

Mounds have been here since the time of the Titans. Kings buried in them, great kings -- domains once glittered like the light on a windy sea. Fire won't burn there -- no fire at all... That's why I live down here, in the wind.

CONAN

You care for these places?

WIZARD

Sing to them -- on nights when they wish... Sing of the tales of battles and heroes, riches and women...

(CONTINUED)

243 CONTINUEUD:

243

Conan nods.

WIZARD

No one bothers me here. They know
my work. Not even --

He points in the direction of the mountain.

WIZARD

-- Thulsa Doom -- He knows. Comes
every spring with young men to
guard the mounds -- you saw them --

Conan remembers the mounted corpses.

CONAN

I saw them.

244 CLOSE - WIZARD

244

He laughs to himself, a slow, knowing laugh. Conan
eats, oblivious.

CONAN

Do -- flowers grow here?

WIZARD

Flowers!

CUT TO:

245 DAWN - EXT. WIZARD'S HUT

245

Conan watches the sun rise across the lake. He wears
none of his armor, nor any weapons, Instead, he is clad
in simple robes with a garland of flowers. He picks
up his sword, draws his blade, and looks at it in the
cool rays of the early sun.

CONAN

This Thulsa Doom... you know him
well?

WIZARD

No man knows him well. You've not
come here as a pilgrim, have you?
It is evil on that mountain --
they are deceivers warriors. Mind
you -- deceivers.

Conan sheathes the blade and throws it to the Wizard.

(CONTINUED)

245 CONTINUED:

245

CONAN

Keep it oiled -- and feed the horse.

He turns and runs off -- toward the Mountain of Power.

WIZARD

Warrior! Warrior! What are the flowers for?

Conan doesn't look back.

CONAN

A girl.

The Wizard laughs.

WIZARD

Oh, yes -- a girl! Oh, yes! Haaaa!

CUT TO:

 246 PROCESSION OF THE FAITHFUL - EXT. MT. OF POWER - D 246

Trudging up a steep road that winds through the huge slabs of white rock that make up the Mountain of Power. A temple, small and strangely shaped, stands out against the thrusting peaks. This is the lowest level of the Shrine of Doom. All the faithful must pass this narrow road into what lies beyond. Along the route are girls in white robes urging the youths onward, SINGING CHANTS and mouthing platitudes. The pilgrims are all haggard and ethereal looking. Among them is Conan looking ridiculously healthy. They pass girls who are giving out garlands of flowers.

GIRL

You must give up all that you hold.
You must see yourself in clear water, as you've never seen yourself before.

CONAN

I wish to be cleansed.

The girl smiles at him.

GIRL

Have you traveled long? You are safe now. We are all safe here. You needn't worry. This road leads to Paradise.

Conan realizes that the girl's eyes don't see him. She is drugged, or worse. He moves on.

CUT TO:

A small cleft in the towering white peaks. It forms a natural amphitheater, shielded from winds. What lies here is a bazaar of the bizarre. Tents and crude pavilions have been thrown up by the pilgrims. Here, groups are divided -- men being funneled off in one direction by robed priests and women in another. Conan hesitates as he catches a glimpse of a huge guard dressed in black leather armor. A priestess notices.

PRIESTESS

Do you need my help?

CONAN

Where can I see the Master?

PRIESTESS

From there -- sometimes he speaks to us all.

She points to the Temple of the Serpent, taking in the great row of steps leading up from the valley floor to an ornate temple edifice, which, in turn, leads into a cave in the mountain.

CONAN

Who are they?

He points to the faceless guard.

PRIESTESS

They are here to protect us.

CONAN

From whom?

PRIESTESS

Often from ourselves. We are all so blind.

She takes his hand and leads him toward a row of columns. Others are walking down the row. She leaves, and Conan realizes he has been separated from the woman. Only young boys and old men are seen on this side of the tents.

The boys are herded into a long row, where priests at the far end speak to them. Conan can't hear what they say -- but he sees them take off their rotted clothing and stand naked before the priests, who move up the line. Conan looks behind him and sees only more bewildered youths standing there. He quickly turns and walks back and slips around a tent, where he runs into a robed and hooded PRIEST. The man, a tall, slim ascetic, holds out his hands.

(CONTINUED)

248 CONTINUED:

248

PRIEST

Where do you think you're going,
brother?

Conan looks around quickly.

CONAN

I'm afraid.

PRIEST

Afraid to bare yourself? Why?
You're so -- big, and...

He reaches out and samples Conan's skin with his
fingers.

PRIEST

... so well grown. You should be
proud of your body. How do you
expect to reach emptiness without
knowing your own body?

Conan sees his move.

CONAN

Can we talk over here -- ?

He motions to an alcove in the rocks and smiles. The
priest smiles a thin, perverse, knowing smile in
return.

CONAN

-- where the others cannot see.

PRIEST

Why, yes, brother... of course.

They walk quickly. The priest puts his arm around
Conan's massive shoulder, feeling the texture of his
skin.

CONAN

Is this your robe -- a priest's
robe?

PRIEST

Yes... it is all I have.

CONAN

Good.

He drives an elbow through the priest's scrawny ribs,
cracking them. The priest tries to scream, but can
only exhale a gasp of wind. With his fist, like a
hammer, Conan backhands him across the neck, snapping
it neatly.

(CONTINUED)

248 CONTINUED: (2)

248

CONAN

It is all you'll ever need.

CUT TO:

249 CONAN

249

dressed in the priest's robe, walking past the lines of naked men. The other priests make a sign to him. He returns it clumsily. They stare at him, but he moves on quickly.

CUT TO:

250 CONAN - THE STEPS - EXT. TEMPLE STREETS - D

250

He moves quickly, trying to stay out of the way as a procession of robed girls goes by and travels up the long steps. A few stragglers follow. Conan stands away, trying to look contemplative. He notices that the others all wear metal medallions around their necks, similar to the symbol of Thulsa Doom which he took from the Zamoran Tower. When the procession has passed, Conan fumbles about in his robes.

251 CLOSE

251

He comes up with it -- the two snakes.

CUT TO:

252 THE SYMBOL

252

hangs around Conan's neck as he stands in a line on the steep marble steps. No one seems to notice him. The line ends with two enormous, leather-armored guards, who look at each person who passes into the pillared temple.

253 CLOSE - THE GUARDS

253

Their faces are dark and slightly simian: sloped foreheads, heavy bones over the eyebrows. They don't speak, but seem to make rude sign language, twisting their facial figures into grotesque mutations. Those who pass make signs and show their medallions.

254 CLOSE - CONAN

254

Conan waits for a few more people to pass and then stands before the guards. They make signs at him. He shows his medallion.

255 CLOSE - THE GUARDS

255

Their eyes widen, their nostrils flare. They look up into his face.

256 CLOSE - CONAN 256

He thinks it's all over. His eyes dart quickly, looking for potential weapons or routes of escape: of course, there are none.

257 THE GUARDS 257

look at his face -- back at his medallion -- then one nods his head, followed by the other, who makes a crude sign for Conan to enter. Conan goes inside.

CUT TO:

258 THE CAVE - EXT. CAVE OF MT. POWER - D 258

A beautiful marble amphitheater surrounded by gardens and interlaced with streams. Strange flowers seem to give off mists. A raised dais is surrounded by columns in the center; beautiful women, clad in sheer gossamer, are clustered around it. He files in and sits down with the others -- Everyone is more finely robed than the masses below, it is obviously a higher order. Conan smiles in a mockery of pacifistic subservience. They smile back.

CUT TO:

259 OMITTED 259

260 THREE GUARDS 260

Enormous, leather-clad neanderthals, they speak to each other on the rim of the temple. One points at Conan and gesticulates wildly in his disgusting sign language. A dark figure looms up behind them. It is Yaro, the high-priest of the Tower, and, next to him emerges an even larger and more menacing form: REXOR. He is imposing beyond belief, clad in blue steel and leather with the enormous twin snakes emblazoned across his chest. He is much taller than Conan, and his dark features have become more chiseled with age. His hair has greyed at the temples and he carries himself with a bearing of distinguished evil. The guards point down at Conan and then show a similar medallion to Rexor. He looks coldly down at Conan.

DISSOLVE TO:

261 DARKNESS - INT. THE AMPHITHEATER - N 261

filled with the faithful. They all bear candles, and the raised stage is dotted with the eerie glow of thousands of candles.

- 262 CLOSE - CONAN 262
- He sits like a spectator at a sports arena -- candle in hand, ready to watch the show. Without his knowledge, several of the guards are standing against the wall a few rows behind him. They watch him indifferently.
- 263 THE STAGE 263
- Suddenly, there is a flurry of movement. CHANTING begins, deep, resonant and haunting. A procession appears: snake-bearing girls, huge, Stygian priests holding torches over a tall, magnificently-robed figure. The figure looks up -- it is Thulsa Doom.
- 264 CLOSE - THULSA DOOM 264
- Tall, dark-eyed, captivating and sexual. Age has only enhanced his mystery. He smiles and waves, granting blessings, flowers raining upon him. A benevolent radiance bursts from his laughter. At his side is a beautiful woman, obviously his chosen one. The light of candles falls on her face. It is none other than Princess Yasimina of Zamora looking golden, exotic! She kneels behind him.
- 265 CLOSE - CONAN 265
- His dark eyes burn with recognition and hatred.
- CUT TO:
- 266 THULSA DOOM 266
- He holds his hands down and the CHANTING STOPS.
- THULSA DOOM
- Who among you still fears death?
 Will you not face emptiness? When
 I, your father, ask, will you take
 life for me? Will your hand clutch
 the dagger and strike true to the
 infidel heart? Will you grip the
 rumal and slip it over the head
 of Set's chosen victim? And when
 you tighten it, will your heart stay
 true? Many of you are about to go
 back to the world -- to the leaders,
 judges, and parents who lied to
 you and led you astray. Need I
 breed hate into your heart for
 them? No. I breed love in your
 heart for Set. The day of Doom is
 soon at hand. The great cleansing.
 How will you feel when you approach
 that moment of action?

267 CLOSE - CONAN

267

He leans forward. He, too, may be reaching his moment of action. He slips down a row and moves closer to the stage across a darkened area where few people sit, coming closer to his prey as if he cannot hear well enough. Behind him the guards and the huge figure of Rexor move silently.

THULSA DOOM

Will you feel the exhilaration of duty to your god as your victims' fear and trepidation turn to friendship and belief.

268 CLOSE - THULSA DOOM

268

He looks deep into their faces into their souls.

THULSA DOOM

Will you see the pleading of compassion and trust in their eyes as you approach that exquisite moment.

269 ACROSS - FOLLOWERS

269

Their gaze transfixed -- come to rest on Conan -- ready, his hands clenching into fists.

THULSA DOOM

That ultimate moment of exquisite deception -- the dagger lashes out -- the rumal tightens. Their eyes plead to you. Tell me this isn't true. Fooled like they would have fooled you!

Conan's hands press; he is about to spring.

270 CLOSE - THULSA DOOM

270

He turns and glares directly at Conan.

THULSA DOOM

Deceived infidel! As you would have deceived me!

270A CLOSE - CONAN

270A

Iron boots come down on his hand. Steel mailed hands tighten on his shoulders and neck. A silken rumal slips over his head and snaps it back.

270B POV - CONAN

270B

The worldtilts, the stars become visible, and, against them, the glaring visage of Rexor.

FADE OUT.

 FADE IN:
271
and
272

OMITTED

271
and
272

 273 THE FOUNTAIN - EXT. MT. OF POWER - D

273

Rexor sits in the f.g. eating a pear rather delicately. Behind him is a beautifully sculptured fountain and a small, open area tiled in brilliant mosaics.

The walls are quite high and the white rocks of the mountain form walls beyond these. All about the tops of the walls and on the mountain are small clusters of youths -- girls and boys in white robes, turbans, and scarves. These same passive children crouch at Rexor's feet or watch the prostrate Conan who lies a few feet away. There are no guards.

273A CONAN

273A

lying in a heap, a trail of wiped blood behind him across the bright tile. He turns over, moaning. His face is a mass of welts and open contusions. His shoulders and back are wounded and abraded. Blood seeps through his torn robes. He looks around with weary, bloodshot eyes and gets up on his hands and knees. The youths kneel down and laugh softly at him and poke. He wears no chains or manacles and starts to crawl away from them. His path takes him by Rexor at the fountain. As he tries to get up Rexor stomps on his hand with a massive iron boot. Conan howls and Rexor kicks him away without ever looking up from his pear and grapes. The youths laugh softly.

273B DIFFERENT ANGLE

273B

Conan crawls away from Rexor as fast as he can manage. One smashed foot drags behind him, leaving a thin trail of red. The "Students" walk along with him, one girl kneeling down and looking into his half-closed eyes. Conan stops and looks at her. A boy pokes him with a dagger. Conan's hand whips around and swats the offender's legs out from under him. The others laugh and scurry away. Rexor gets up tiredly and walks over. He picks Conan up effortlessly and, with a ferocious violence, he hurls him across the patio into the carved center of the fountain. Conan splatters into it like a ripe pear and rolls into the water.

273C CLOSE - CONAN

273C

He lies on his back half submerged in the pool, water splashing on his face. He looks up to see --

273D THULSA DOOM

273D

standing over him, the fountain arcing over his head in silvery rivulets against the sky.

THULSA DOOM

I wish to speak to you now.

273E DIFFERENT ANGLE

273E

Huge hands pick him up and slam him into a wall. He slumps down on a stone bench. Thulsa Doom walks over; Rexor holds Conan's head upright.

THULSA DOOM

Where did you get this?

He holds the symbol of the snakes against the sky.

THULSA DOOM

You stole it from my house. Where is the eye of the Serpent?

Rexor grunts and makes unintelligible sign language.

THULSA DOOM

He says you gave it to a girl...

(to Rexor)

... probably for a mere night's pleasure.

Rexor concurs. Thulsa Doom shakes his head.

THULSA DOOM

Such a loss. People have no grasp of what they do.

He turns back to Conan.

THULSA DOOM

You broke into my house -- stole my property, murdered my servants and slew my pets. This is what grieves me most of all.

He seems genuinely grieved.

THULSA DOOM

You killed my snake. Yaro is beside himself with grief. We raised that snake from the time it was born. It was almost twenty years old. Why? Why would you do such things to me?

CONAN

If Crom -- had -- given me a minute longer -- I would -- have killed you.

(CONTINUED)

273E CONTINUED:

273E

Thulsa Doom shakes his head.

THULSA DOOM

Such hatred.

CONAN

You killed my father and mother.
You took my father's -- sword.

Thulsa Doom thinks on this.

THULSA DOOM

It must have been when I was younger
... There was a time, boy, when I
searched for steel -- when steel
meant more to me than gold or jewels.
When I searched for the mystery of
steel.

CONAN

The -- riddle -- of -- steel.

THULSA DOOM

Yes, you know what it is, don't
you -- what the answer is. I'll
tell you, boy -- it is the least
I can do. Steel isn't strong --
flesh is stronger. Look around you.

Rexor twists his head around.

THULSA DOOM

Up there -- on the rocks -- that
beautiful girl.

He points to a sweet, angelic girl in a group looking
down. The girl puts her finger to her breast as if to
say, "Who, me?" He looks to a boy standing near him.

THULSA DOOM

This fine boy is her lover -- they
live in the bloom of youth and love.

He pats the young man on the shoulder who smiles and
looks up at the girl.

THULSA DOOM

Do you know what it is to love, boy?

Conan's face tightens. Thulsa Doom looks up at the
girl again.

THULSA DOOM

Come to me, child.

273F THE GIRL 273F

She jumps to her death, her robes trailing behind her.

273G CLOSE - THE BOY 273G

He gasps, obscuring the sound of her impact.

273H DIFFERENT ANGLE 273H

She lies like a white doll on the tile. The boy stands over her.

THULSA DOOM

Join her in paradise, my son.

The boy whips out a dagger and plunges it expertly into his heart. He drops to his knees and falls over the girl.

THULSA DOOM

I have a thousand more just like them.

Conan looks up impassively, his features hardening.

THULSA DOOM

That is strength, boy -- that is power, the strength and power of flesh. What is steel compared to the hand that wields it. There is your riddle of steel.

CONAN

You killed my parents -- you condemned me to the Vanir Wheel of Pain -- the fighting pit --

THULSA DOOM

Yes! I did these things -- and look what it made you! Look at the strength of your body!

He feels Conan's shoulder, leans down and looks into his eyes.

THULSA DOOM

Look at the will in your eyes -- the desire in your heart. I gave you these! Look around you -- do you see such will -- such strength in these weak children? I gave you this -- and such a waste.

He stands up, turns away.

(CONTINUED)

273H CONTINUED:

273H

THULSA DOOM

Contemplate this on the Tree of
Woe --

He turns to Rexor.

THULSA DOOM

Crucify him.

274 THE TREE OF WOE - EXT. CONAN - D

274

A desolate, weathered plain. The ground is white, like pieces of crumbled chalk. All evidence that man has passed here is swallowed up. At the center of the plain stands a black and twisted tree, a mute reminder of a more temperate age. The tree is enormous, its blackened spires clutching up like skeletons into the yellowish, dawning sky. Conan is crucified high on its trunk. There is no telling how long he has been there -- a day, perhaps two. Certainly he will not last to see another dawn. Shadows circle overhead; huge vultures and condors waiting.

275 CLOSE - CONAN

275

He doesn't move. He looks as if he could be already dead; his face is swollen from his beating and now parched, cracked open. His once-magnificent musculature is stretched to the snapping point. The skin is drawn tight and covered with dust and dried blood. An eyelid moves, opens -- the other follows. His eyes look about vacantly -- nothing.

DISSOLVE TO:

276 DIFFERENT ANGLE

276

The ground is like heated iron. The tree is stark and black like a charred bone. The vultures sit in its branches, closer, over Conan's head.

277 THE SUN - EXT. SKY - D

277

is glaring, oppressive, concentrated as if through a magnifying glass.

DISSOLVE TO:

278 AN EYE - EXT. TREE OF WOE - D

278

The sun becomes the glint in Conan's eyeball. A shadow passes.

DISSOLVE TO:

279 CLOSE - CONAN

279

He licks his parched lips. His tongue is swollen to twice its size and seems coated with chalk. He gags for breath, bites at his cracked lips. Blood trickles forth. His tongue licks it up as salty thirst assails him.

DISSOLVE TO:

280 A VULTURE

280

solitary and suspended in a windless sky, dipping slightly, gliding against the horizon. Gracefully, it turns, drifts away, and then turns back again.

CUT TO:

281 CONAN

281

His head slumps onto his breast. The ground is turning a fiery red, as if it had been heated to that color. The sun hangs over the horizon. The black bird-figures sit much closer now. A shadow passes quickly over his face. Conan opens his eye but cannot seem to keep it open. His expression fades to a death-like wax. The shadow grows suddenly and becomes a vulture, as the huge, hideous bird comes to rest on his shoulder.

282 DIFFERENT ANGLE

282

There is a dry rustle of wings as the vulture sets itself.

283 CLOSE - TALONS

283

They close through Conan's cracking, burnt skin.

284 CLOSE - CONAN

284

The vulture's face drifts across his, leaning out, extending its scrawny neck. Suddenly Conan's eyes flash open and his head snaps up. His teeth snap around the bird's thin, wattled neck; his neck strains as his jaws grind closed. ~~PULL IN~~ on his widening eyes: there is a fury of screeching and wild flapping of wings.

285 TALONS

285

They rake across his straining chest.

286 OMITTED

286

287 CLOSE - CONAN

287

His eyes widen. With a snap, the bird's neck bones crunch. The wings flutter more slowly, quiver spasmodically, then are still. Conan's eyes move from side to side.

288 DIFFERENT ANGLE

288

All the birds in the tree squawk and flap away in fright. Conan spits the dead creature from his mouth and it falls limply to the ground. Conan throws back his head and laughs.

CONAN

Crommmmm!

289 CLOSE - CONAN

289

He laughs, but his energy is dying. He looks out across the vast red landscape.

290 CONAN'S POV - EXT. TREE OF WOE - D

290

A spire of dust rises in the ripples of heat waves.

Conan's eyes: the sun glares in them, blinding.

From the mirage seems to rise a shape: an erect figure, a horseman perhaps? riding toward us, dust clouding him. The dust and shape define themselves... a man, but no horse... a man, running.

291 THE TREE

291

Conan breathes harder, grunting to himself. He pulls at the spikes in his hands, twists his pinioned feet. The dust rises, the figure grows larger as it runs at a steady pace, unconcerned with heat or difficulty of terrain. Only one breed of man can run that way -- a Hyrkanian steppe dweller. The figure runs up, toward the tree -- Subotai!

292 DIFFERENT ANGLE

292

Subotai runs up and breaks into an easy walk. He is barely breathing hard but is covered with sweat. He scarcely looks at Conan, just breathes deeply, glancing up occasionally, and then, his eyes catch something. He moves to the fallen vulture and squats down, looking at it with interest. He looks quickly up at Conan, who watches him intently. Subotai picks up the vulture and begins plucking its feathers industriously. Great wads of feathers fly about.

293 CLOSE - CONAN

293

He looks down, straining.

CONAN

What are you doing?

SUBOTAI

Taking the feathers off.

(CONTINUED)

293 CONTINUED:

293

CONAN

You're not going to eat that thing!

SUBOTAI

I'm hungry.

CONAN

Eat it behind me -- so I don't
have to watch.

CUT TO:

294 THE MOUNDS - EXT. THE FACE OF VALERIA - N

294

Stars fill the dark void behind her. She leans down, looking concerned, and reaches out. Her face begins to blur and sway, then to dissolve.

CUT TO:

295 THE MOUNDS - NIGHT

295

The wind blows wisps of dust about the figures of Valeria, Subotai, and the Wizard. A small fire snaps sparks into the breeze. They stare down at the figure of Conan, lying on a makeshift stretcher. Horses are tethered nearby.

VALERIA

He said you were a wizard. Do
the gods owe you any favors?

The Wizard looks at her. She can see that he is truly
in touch with the spirits.

VALERIA

Let them do their work... Heal the
hand that wields the sword of vengeance!

296 CLOSE - THE WIZARD

296

He looks at her, up and down.

WIZARD

There are dangers, but I see you
care little for those. The spirits
of this place extract a heavy toll.

VALERIA

Then I will pay them! Do your
bidding, Sorcerer!

CUT TO:

297 A HOWLING WIND

297

The wind is strange, not from any earthly place, and smells of fire and stone. The Wizard wraps Conan's hands in dark cloth, while Valeria and Subotai sit crosslegged, watching.

DISSOLVE TO:

298 OVERHEAD SHOT - CONAN - EXT. WIZARD'S HUT - N

298

Conan is wrapped in a black shroud, like a corpse. A strange cloth is wrapped tightly around his eyes and head. The Wizard methodically paints figures of an unknown language on his face and on any exposed skin. Valeria and Subotai sit watching impassively.

DISSOLVE TO:

299 DAWN - EXT. WIZARD'S HUT - DAWN

299

Subotai brings water from the Vilyet sea. The Wizard is lost in meditation. Valeria sits, staring at Conan, whose shrouded form is now tied to two heavy stakes. Subotai offers water to Valeria. She refuses. Subotai offers some to the Wizard. He takes some.

WIZARD

Sometime soon... perhaps tonight...
they will try to take him. If
they succeed --

He shrugs. Valeria snaps around.

VALERIA

If they take him, you'll follow.

She brandishes a dagger, then turns back to Conan.

DISSOLVE TO:

300 LONG SHOT - EXT. WIZARD'S HUT - DUSK

300

The three sit, at their vigil. The sun sets over the mounds behind them. The Mountain of Power rises ominously in the distance.

DISSOLVE TO:

301 NIGHT - EXT. WIZARD'S HUT - N

301

The moonlight casts a strange light across them. PULL IN toward the shrouded body of Conan as, suddenly -- it twitches, buckles in the center and bobs about, as if giant hands had reached for it.

302 THE GROUP 302

The Wizard screams out a chant and throws his hands over his eyes. Valeria whips out her dagger. Subotai just stares, wide-eyed.

303 CLOSE - CONAN 303

Again, the shrouded body is twisted from the ground. The painted face contorts. The Wizard turns and runs, screaming, into the night. Valeria leaps up and falls upon the body, bringing it crashing to the ground. She slashes the air above Conan, growling and snapping like a lioness.

304 CLOSE - VALERIA 304

Her eyes are mad with animal ferocity. Her head twists about, looking for enemies. Suddenly, the body beneath her is still. A solitary wind HOWLS up from the lake. A chill comes over them all, then is gone.

305 DIFFERENT ANGLE 305

Valeria is poised protectively with the knife. Subotai is frozen in mid-movement. The silence, the moonlight pervade.

WIZARD (o.s.)

They're gone. They're gone.

CUT TO:

306 THE SUN - EXT. WIZARD'S HUT - DAWN 306

The sun rises over the horizon, its first rays spilling across Conan's face in the f.g. His eyes stir open. He seems to have awakened from a long sleep. Valeria's face is poised above him, her arms circled around him, her body pressed to him.

VALERIA

My love is stronger -- than any death.

She kisses him fervently and holds his head against her breast.

VALERIA

(whispering)

All the gods... they cannot sever us. Were I dead, and you still fighting for life, I'd come back from the abyss -- back from the pit of Hell -- and fight at your side.

(CONTINUED)

306 CONTINUED:

306

She looks down at him.

VALERIA

You must always know that!

CUT TO:

307 CONAN'S HANDS - EXT. WIZARD'S HUT - D

307

Strong, corded muscles contract as the hands clench into fists. Only the traces of discoloration remain where the spikes were. The hands open. The pommel and handle of Conan's sword slaps into one of them. PULL UP: Conan's eyes gleam with unearthly fierceness. The sword comes upright slowly, dissecting the frame at his nose, glinting like his eyes in the eerie light.

CUT TO:

307A THE PALACE OF SHADIZAR - EXT. SHADIZAR - N

307A

glinting in the moonlight.

307B THE GREAT HALL - INT. OSRIC'S PALACE - N

307B

Dark and cold, save the flickering lamps. Osric sits in his throne, his slave girls at his feet and two most trusted guards at his side. There is the SOUND of heavy boots on the stone as guards approach.

GUARD

Yaro -- the priest of Doom, has arrived, sire. He again expressed that he meet you alone, sire.

OSRIC

All right, have him searched from head to foot. Any rings or ornaments must not be overlooked. Anything can be a weapon to these people. They are masters of treachery.

GUARD

It shall be done.

He turns and CLANKS off.

OSRIC

All of you, go. I must be alone.

SLAVE

Can't you hear the King? Move!

The girls and courtiers amble off, including Osric's two giant bodyguards.

(CONTINUED)

307B CONTINUED:

307B

OSRIC

Wait -- you two.

He points to them.

OSRIC

You stay -- get behind the pillar.
If Yaro so much as raises his hand,
split him to the floor.

They turn and nod with satisfaction.

CUT TO:

307C YARO

307C

The huge, black priest strides through the doors to the hall, which shut with a CLANG behind him. He walks slowly down the long chamber to the flickering light under which the King sits. He reaches the King.

YARO

Sire.

OSRIC

You wished to speak to me -- what is it?

YARO

My Lord, Thulsa Doom, the true prophet of Set, wishes that your daughter Yasimina becomes his wife.

OSRIC

Monstrous -- you come in here and ask me that! Monstrous!

YARO

As you wish, sire. It is the Grand Master's wish that by the alliance of the marriage, Zamora would become the kingdom of Set.

OSRIC

I am still king, and while I live I shall never sanction this monstrous union, this hellish corruption. Guards!

The guards step out, looking cold and efficient. Yaro looks them over.

YARO

You promised that we would be alone, sire.

(CONTINUED)

307C CONTINUED:

307C

OSRIC

Do you think I would trust you.
How do you think I have lied for
so long?

YARO

As you wish, sire.

He turns to the guards.

YARO

If I were to ask you, would you
slay this infidel for my master?

Without a change in expression they draw their swords
and advance on the King.

307D CLOSE - YARO

307D

He smiles and turns. In the shadows the guards can
be seen advancing and raising their heavy blades.

OSRIC (o.s.)

No! -- No! Help me! Nooooooooo!

They slay him hideously. Yaro walks away. The guards
follow him, sheathing their weapons.

CUT TO:

308 THE MOUNDS - EXT. FIRE - N

308

Subotai's face is lit hauntingly by the fire. Valeria
is off to one side -- Conan's back is to us.

SUBOTAI

The old man says the Mountain of
Power is hollow... that Thulsa Doom
lives in the mountain.

He picks his teeth with a splinter of firewood.

VALERIA

What else does he say?

SUBOTAI

That in the back of the mountain
is a gorge -- and a river that
flows through that gorge -- A
good thief could get in there --
steal the girl -- be off before
she was missed in the darkness.

VALERIA

Good thieves could to that -- but
not vengeful ones.

309 CLOSE - CONAN

309

His face is impassive.

SUBOTAI (v.o.)

Only the girl -- we kill Thulsa Doom
another day -- when we have more
money.

VALERIA (v.o.)

Money can buy armies...

SUBOTAI (v.o.)

Agreed -- Conan?

Conan nods, expressionless -- his thumb caresses the
edge of his blade.

CUT TO:

310 HORSES - EXT. WIARD'S HUT - DAWN

310

Snorting and prancing -- the small Mongol ponies are
almost dwarfed by their riders, but they are strong
and frisky in the morning wind. Valeria gallops her
mount off. Subotai adjusts his bow and quiver and
follows. Conan is last. He looks over to the old
Wizard by his fire. The Wizard hasn't looked up.
Conan waves a slow salute, turns, and follow the others.
The Wizard raises his eyes; his gaze follows them.

CUT TO:

311 MONTAGE - EXT. RIDE TO THE GORGE - D

311

They ride, toward the stark white rocks of the Mountain
of Power. As they draw closer, they skirt the mountain
and head up a long, barren wash. Finally, climbing
across the broken, chalk-like foothills, they see a
gigantic cleft in the mountains: a gorge leading darkly
inward.

312 THE GORGE - EXT. MOUNTAIN OF POWER - D

312

Stunted trees grow in its base, beside a rushing stream.
The walls of precipices seem to rise thousands of feet
on either side. The day begins to darken as they ride
ahead.

313 THE GORGE - LATER - EXT. MT. OF POWER - DUSK

313

The horses are tied. Conan and Subotai blow into goat-
skins, inflating them into grotesque shapes. Valeria
mixes up powdered rocks and oil into thick, sticky pig-
ment.

314 DUSK

314

They paint each other's almost-naked bodies in a mottled camouflage pattern, leaves and foliage designs with striking contrasts. Every inch, including the ears, is painted. They tie bands of black cloth around their heads and place small branches and leaves in them. Valeria looks into Conan's hard eyes.

VALERIA

Just the girl, Conan. We came just for the girl.

CONAN

Of course.

She doesn't believe him. She looks to Subotai, who doesn't, either; he shrugs.

CUT TO:

315 THE STREAM - EXT. MT. OF POWER - N

315

The fast water breaks white in the bright light of a full moon. The three riders wade up the edges of the torrent, climbing over huge rocks. Each carries a favorite weapon, blackened and wrapped in leaves on his back, as well as horse-hair ropes, hooks, and the inflated skins. The canyon narrows, further ahead, and its walls seem almost to intersect over their heads, shutting out the night sky. Only the SOUND of rushing water is heard. Conan stops, and looks ahead. High on the massive cliffs is the glow of fire, reflected in the opening of a cave.

316 DIFFERENT ANGLE

316

As they move, a new SOUND begins to grow over the rushing water at their waists, the SOUND of deep, throbbing drums. The cadence is slow and measured, low and resonant. As they get closer to the large cave, they see more cave openings, and the VOLUME of the drumming increases, as if a thousand heavy drums were beating to the same, steady pattern. They enter the current and struggle across, holding on to one another, and the skins.

317 CLIFF WALL - EXT. MT. OF POWER - N

317

The cave is almost directly above. Great fires burn in its entrance, and huge, armed men are silhouetted against the flames. Conan and the others pull themselves up on the rocks and freeze, resembling bushes. Subotai goes forth and scampers around the base of the cliff, then returns and motions to them. Conan and Valeria follow.

318 CLOSE - EXT. MT. OF POWER - N

318

Subotai stands at the entrance to a fissure in the rocks. The light of flames glints deep inside it. He strings his bow and puts it carefully over his shoulder, hands his ropes to Conan, and enters the fissure. Conan follows, then Valeria. They inch their way up the jagged chimney; Subotai scrambles over obstacles and finds the places with the most room. Though Conan climbs masterfully, like any Cimmerian, his size prevents him from slipping through with as much ease. Finally, when they are close to the light, Conan slips, and is wedged tight in a chasm. He looks to Valeria, who tries in vain to free him.

319 CLOSE - SUBOTAI

319

He peers out into the light. We can't see what he sees, but it must be something, for his mouth opens in wonder. He looks back to see where the others are and scrambles back down. He wedges himself expertly and pulls on Conan's arms while Valeria pushes. Conan gets a hand-hold, and flexes his mighty body to slip through easily.

SUBOTAI

(whispering)

You're too big to --

Conan puts a finger to his mouth and shakes his head, no. Subotai knows not to go on. He helps the huge Cimmerian up and the three reach the crest of the fissure together. The drums POUND with maniacal fury as they look over the crest.

CUT TO:

320 THE GREAT CAVE - INT. MT. OF POWER - N

320

Below, lit by huge bonfires and thousands of candles, is a scene from Hell itself. Before them stretches a vast chamber, in its center, a great rock cauldron. Above this steaming pit hang human bodies in the shadows. All around the cauldron, huge, sweat-covered, hairy Neanderthals work at the cooking of this human meat. Pieces float in the foaming cook-pot. Great chunks of roasted and boiled meat are being cut up by mutant butchers. Beyond the steam and smoke from the cook-fire is a great dining hall with tables and benches of logs.

321 CLOSE - THE GROUP

321

They stare in disbelief. Conan looks up at the bodies.

322 CLOSE - BODIES

322

They are drawn and bloodless, like those of dead chickens, or fish -- obviously victims of the pilgrims, the followers of Set.

323 CONAN AND THE OTHERS

323

move swiftly through the shadows, deeper into the vast chambers. A CLANKING is heard and they freeze, blinking perfectly with the mottled limestone in the flickering light. A squad of crudely armored giants clanks by swiftly, heading for dinner. They are all Neanderthals, gigantic creatures with iron helmets, that look like part of their heads. When they have passed, the raiders scramble forward, up the stalagmite rocks toward the throbbing drums.

324 STALAGMITES - INT. GREAT CAVE PIT - N

324

From the shadows of the strange formations Conan and the others look out across a deep pit glowing red with fires. In the pit are a few hairy ape-like men -- some naked, others wearing pieces of armor over their faces. These are clearly neanderthals -- the original occupants of the great caves. There are women and children among them, neanderthals also. They crouch among the shadows, barely lit by the fires. The DRUMS POUND relentlessly.

SUBOTAI

Trolls!

His eyes wide with horror.

VALERIA

No, they are the ancient race. I have heard that long ago there were two races -- men -- and the shadow dwellers. Men moved into the light, and they --

SUBOTAI

They live on human flesh.

VALERIA

He must breed them.

Conan locks down malevolently.

CONAN

So this is what he needs to protect his children.

SUBOTAI

Some of the children are dinner.

They move back away from the edge.

325
and
326

OMITTED

325
and
326

327 THE DARKER RECESSES - INT. THE CAVE BRIDGE - N

327

A grappling hook slams into place. A rope goes taut, and soon Conan pulls himself INTO THE FRAME. Valeria follows, then Subotai. Conan looks down a long, sloping series of caves to the light of the fires in the distance. To his right is a deep cavern with a wood-and-leather bridge over it. In the distance are the SOUNDS of grief and crying. Over the bridge, a strange colored light emanates. Conan scrambles down with the others; there is no choice; they must cross the bridge. The chasm is too wide. They leap down and make for the crossing, when, suddenly, a burly little creature steps out from the bridge. It looks like a troll -- but in the light of the torches on the bridge, it can be seen: it's a little Neanderthal mutant. The boy is about four feet tall, and already powerful and ape-like. He looks at them, they look at him. He snarls and makes a sign with his hands.

CONAN

They don't speak.

Suddenly, the boy pulls out a hatchet, and, snarling, he charges headlong at them, flailing wildly. Conan and the others dodge; the creature SHRIEKS, and, slaving from his mouth, comes back at them again.

328 CLOSE - YOUNG MUTANT

328

He is suddenly stopped, transfixed, by an arrow. He staggers, and falls into the chasm.

SUBOTAI

He was only a boy but I had to --

VALERIA

He would have grown up. Let's go.

She leads them across the bridge.

329 CAVERNWAY - INT. GREAT CAVE CAVERNWAY - N

329

A strange greenish glow comes from the end of a dark cavernway, almost a hall. They rush down this hall, standing close to the walls to hide their silhouettes. At the end of this area, the cavern opens up again. A stairway leads to a columned pavilion with chambers set into the rock. Figures can be seen silhouetted behind gossamer curtains. Subotai and Valeria quickly duck into the stalagmites, but Conan wanders forward. He hears VOICES softly from beyond the curtain; he moves stealthily and hides behind an urn. The VOICES, soft and melodious, chant above him.

330 CLOSE - CONAN

330

He looks over at Valeria and nods. They follow quickly. Subotai, like a spider, climbs up the limestone and is soon over the pavilion. A knotted rope falls down. They follow.

331 CLOSE - SUBOTAI

331

Conan and Valeria crouch by his side and pull in the rope. An ethereal glow pervades from beyond the balcony they crouch under. Together they look over through gauze curtains and strange flowers.

332 THE CHAMBER - INT. THULSA DOOM'S CHAMBER - N

332

Built of trees and curtains so that it might be a garden itself. The floor is polished marble, like a lake. Great gleaming pillars extend from the darkness and strange lamps give off a glow through incense-clouded air. A sharp note of a flute is HEARD piercing and undulating, seductively beckon between the drums. Indeed, it is a place of seduction, for the room appears filled with glistening, oiled bodies -- beautiful young men and women, held in trance-like motions, clad in sheer gossamer, or not at all. Intermixed among them are a few gigantic mutant warriors, great slabs of muscle shining in the light. In the center of the room, chained to a pillar, are several leopards. A shaft of light illuminates a sensuous, naked woman who is also chained there. She leans against the pillar and writhes ever so slowly to the flute, caressing her oiled thighs with her hands. The women seem to move slowly, if at all, drugged and responding little to the attentions of their lovers. The monstrous warriors, themselves, seem drugged, and it is obvious their orgy has been going for quite some time. Some of them sleep on the breasts and thighs of the girls.

333 CLOSE - CONAN - THE OTHERS

333

They look at each other. Subotai's eyebrows raise. Valeria points.

334 THE CHAMBER

334

Beyond the first chamber is a second, seen through thin veils. It is the chamber of Thulsa Doom himself. He sits in a trance-like state, his legs crossed beneath him. Before him kneels the Princess of Shadizar, undulating in a trance to the chanting.

335 CLOSE - CONAN - VALERIA

335

They see it all, the Princess, everything.

VALERIA

The Princess?

Conan nods. She looks at him, not trusting what he might do.

(CONTINUED)

335 CONTINUED:

335

SUBOTAI

So this is Paradise?

He shrugs. They look at him.

CONAN

What now?

SUBOTAI

Let's watch awhile... It is
pleasing... and they will tire.Conan glances over at him, but Subotai is no fool.
Conan looks back.

336 CLOSE - THULSA

336

He stares straight ahead as a strange occurrence seems to take place. His neck lengthens; his head thickens and becomes shaped as a bullet. Massive scales cover his cheeks, jaws and scalp; his eyes, though closed, seem to round in reptilian sockets. He is now a man with the head of a snake. On the wall, above and behind his head, something shimmers... the hilt of a sword, hanging with others... but unlike them.

337 CLOSER - SWORD

337

Now it is seen -- the whole sword, the Sword of Conan's father, the blade of the Cimmerian Master.

338 CLOSE - CONAN

338

He sees the sword; Valeria sees it too. His eyes narrow and he waits.

DISSOLVE TO:

339 CLOSE - THE GIRL AT THE PILLAR

339

She caresses herself, seemingly in a stupor of carnal desire. She seems to come to some mysterious sensual climax, then sinks to her knees and passes out against the pillar. A leopard's head looms large in the f.g.; its eyes know everything and nothing. PULL IN on these eyes as they flicker to the side.

CUT TO:

340 CLOSE - SUBOTAI

340

He is in the room among the sleeping and drugged warriors. He reaches up for a small candle, takes it and places it at the edge of a curtain. His head turns and we see:

92.

341 VALERIA AND CONAN 341
 doing the same thing. They set the candles and slip back behind walls and balconies.

342 CLOSE - SUBOTAI 342
 He tries to suppress a mischievous laugh and caresses his short, curved sword.

343 CLOSE - VALERIA 343
 She watches as the curtains ignite slowly, smoke billowing. Her tulwar slips from its scabbard.

344 CLOSE - CONAN 344
 He stares at Thulsa Doom, his hand on the pommel of his sword.

345 THE CHAMBER 345
 Smoke fills the room and flames break brightly upward. The curtains and gauze partitions ignite fiercely and quickly. There is stirring and coughing.

346 CLOSE - THULSA DOOM 346
 The reptile's head doesn't move; its eyes open slightly to reveal snake's eyes. They wheel about, then narrow. Below him, the Princess and the other women stir. VOICES are HEARD, then SCREAMS. Suddenly, the Princess looks up and screams. She sees:

347 CLOSE - VALERIA 347
 standing over her -- a dangerous, sexual animal, magnificent in her camouflage paint, deadly gleaming tulwar at her side. In one hand she holds the head of a Neanderthal. She drops it and reaches out for the Princess.

348 DIFFERENT ANGLE 348
 SCREAMS and movement. Panic as the fire spreads. Smoke chokes over as Valeria grabs the Princess by the hair and pulls her violently to her. They struggle and fall away into the smoke. Thulsa Doom's head turns. His neck elongates and comes out of his torso, becoming a giant snake that wraps itself down and around his body.

CUT TO:

- 349 THE CHAMBER 349
 Naked, sweat-covered bodies SCREAM, fleeing in panic. Huge warriors GROWL and SNARL. One of them thrashes about, caught in a burning curtain. Suddenly, out of the smoke there is a flash of steel: a large body falls. Conan, in a whirl of motion, moves by and is gone.
- 350 CLOSE - SUBOTAI 350
 He grabs a torch and brings it up into the face of a turbaned youth drawing a curved sword. The boy SCREAMS and turns away as another lunges at the wiry Hyrkanian, who sidesteps him, crossing his abdomen with two blazing slashes.
- 351 CLOSE - CONAN 351
 Amid the smoke and flames, he looks for Thulsa Doom, but he is no longer seated on his now-flaming throne. Conan sees the sword on the wall and reaches for it, but the flames leap up intensely.
- 352 CLOSE - SNAKE 352
 Beyond it, somewhere in the darkness, Thulsa Doom -- the serpent God himself.
- 353 DIFFERENT ANGLE 353
 It is Valeria. She hurls the Princess to the ground and takes a defensive position as she is confronted by -- none other than Rexor and four enormous guards. They are naked, save for pieces of iron armor. They advance, but she slips between them cutting, thrusting and darting behind the flames. One staggers, holding his neck: another blade connects sharply with Valeria's. She fights brilliantly but is boxed in.
- 354 CLOSE - CONAN 354
 He looks quickly at the sword and beyond it, sees glowing reptilian eyes in the darkness, ready to strike. In a bound he is down among the warriors executing three flashing cuts. A body spasms -- another arches, his iron blade broken along with his spine by Conan's Atlantean steel. Before these three fall, Rexor comes, wielding an axe overhead. Conan's double-handed parry barely contains the blow and both men collide, weapons clattering to the floor.
- 355 CLOSE - REXOR AND CONAN 355
 Immense veins and muscles strain almost to bursting as these two enormous men crash together.

(CONTINUED)

355 CONTINUED:

355

Rexor has Conan by the throat and, having the advantage of size, hurls himself and whips Conan, smashing him into the immense central pillar. The marble shatters; pieces of rock fall on them. Suddenly, a fire-crazed leopard leaps between them, tangling Rexor in its chain. Rexor SCREAMS and releases Conan. With hardly a gesture, he breaks the beast's back with a snap and hurls it away. Conan meets him with a stunning overhand blow to the forehead. Rexor staggers and Conan smashes his jaw with a forearm, coming back with a sharp elbow to the temple and a cracking blow to the back of the neck. Rexor staggers, hurling his massive fists about like a wounded bear. Conan dives for his sword, retrieves it as the stunned Rexor turns toward the monument. Suddenly, rocks fall; the cracked pillar gives way; leopards screech from their chains, having been freed. Debris falls through the smoke and there is much confusion.

356 DIFFERENT ANGLE

356

Conan backs away. Rocks hit him as the column shatters and falls on Rexor. He is lost in smoke and dust. Conan bounds through the burning chaos, only to have the naked girl who was chained to the pillar leap upon his back, stabbing maniacally with a sliver of stone. She gouges at his chest as he spins and grabs her arm in an effort to control her. She bites fiercely into his neck, shrieking like one of the cats. Suddenly she gasps sexually and faints, apparently in ecstasy as she loses her grip and falls away. Valeria stands behind, frozen for a moment at the end of her stroke. Conan turns and sees the Princess struggling away. He leaps after her, grabs her brutally by the hair and pulls her head around. She stares up at him.

PRINCESS

You!

Her hands flash at his throat. He easily breaks her grip and backhands her harshly with his massive fist. She crumples, limp. He slings her over his shoulder. Valeria smiles.

CONAN

Let's go.

They leap over the balcony to where Subotai is already waiting, bow strung and ready.

SUBOTAI

This way -- along the ledge.

They follow.

CUT TO:

357 DARK CORRIDOR - INT. GREAT CAVE CAVERNWAY - N - 357

They scamper along the slippery rock. Conan carries the Princess, Valeria and Subotai lead. The drums increase in intensity.

CUT TO:

358 THE CHAMBER - INT. THULSA DOOM'S CHAMBER - N - 358

The fire and chaos has subsided; only smoke and death remain. The figure of Thulsa Doom glides out of the shadows, clad in scaled reptilian armor with snakes hanging from his neck. Priest Yaro appears with a contingent of dark giants clad in steel, their helmets part of their faces.

YARO

My master -- They could not harm you.

THULSA DOOM

Infidels -- brazen assassins --
purveyors of their own death --
the death of thousands.

There is a RUMBLING and GROANING. They look down and Rexor pulls himself up from the rubble, bloodied but functional.

THULSA DOOM

Help him!

Yaro rushes to help Rexor up. The huge men push stones away.

THULSA DOOM

Infidel defilers! Shameful
debasement. They have violated
our bodies. They have raped our
souls. They shall all drown in
lakes of blood.

Rexor stretches, shrugs off dirt, blood and dizziness and grasps his axe.

CUT TO:

359 DARKENED RECESSES - INT. GREAT CAVE ENTRANCE - N - 359

Conan and Valeria crouch above a cave exit. A fire glows at the mouth and some white robed cultists sit around it chanting. Some have bows, others spears. They all carry daggers. Subotai stands up, draws his bow smoothly and fires.

360 FIRE - GUARDS

360

A youth SCREAMS hideously as the arrow snaps through his chest. He bows forward and thrashes into the fire. A second guard stands up and falls backwards into the night. Suddenly, Conan and Valeria are upon them. There is a flash of steel in the firelight, then screaming, confusion and ripping SOUNDS. Bodies fall. Those few who are left suddenly leap off the edge into the night.

CONAN

Why did they do that?

Looking over the edge.

VALERIA

Something must be in there --
something worse than death.

361 OMITTED

361

362 DIFFERENT ANGLE

362

Conan and Valeria grab up shields and brace for the attack they know will come out of the dark.

363 CLOSE - SUBOTAI

363

The ropes, secured around a rock spire, spill forth the night from the edge of the cave. Valeria and Conan position themselves between the fire and these ropes. Subotai puts his bow over his shoulder and grabs the Princess who he has tied. She screams and struggles as he slings the rope around them.

SUBOTAI

Do not fear -- the fall will be quick.

Conan grabs the other side of the great loop and pulls it tight against the rock so that Subotai can cast himself over.

SUBOTAI

Now!

Conan lets it slip through his hands.

364 ANGLE - SUBOTAI, PRINCESS - EXT. MT. OF POWER - N - 364

They fall straight down towards the rocks and river below.

365 CLOSE - CONAN - INT. GREAT CAVE ENTRANCE - N - 365

He strains the rope against the rock, stopping it.

366 SUBOTAI - PRINCESS - EXT. MT. OF POWER - CLIFF - N - 366

They crash into the cliff, proceed down again and stop short, slamming against the cliff once more, then drop out of sight. Dust rises.

367 CLOSE - CONAN 367

A hideous HOWLING and SNARLING, followed by movement, comes out of the dark. Conan drops the rope and rushes to Valeria's side.

368 THE FIGHT - INT. GREAT CAVE ENTRANCE - N - 368

Hideous beast men covered with hair and metal come hurling out of the dark, through, around and over the fire. They are dark, howling faceless shapes. A fury of battle ensues as Conan and Valeria, using sword and shield, dodge and slash, hack and parry. The screams of death and pain reach a crescendo with the drums. Neither Conan nor Valeria have ever fought more brilliantly, slashing, thrusting, and hacking in perfect accord with one another, back to back, splattered with blood and marrow. It is a berserker dance of their ultimate love.

369 CLOSE - CONAN, VALERIA 369

They stroke, duck, cover each other; both impassioned beyond sex or any other pleasure. It is that state that overcomes man in war, a moment before death or victory -- pure, barbaric, animal exultation -- the ecstasy of combat.

CUT TO:

370 SUBOTAI - PRINCESS - EXT. MT. OF POWER CLIFF - N - 370

He readies his bow, standing next to the river and the inflated skins which he has made ready. He can see the battle above. Shadows crash and duck, scream and die. Bodies come splattering over the edge and smash on the rocks at their feet. The air is filled with howls of exalted fury. Subotai aims, looses an arrow into a screaming, black figure that whips around, clawing frantically.

371 THE FIRE - INT. GREAT CAVE ENTRANCE - N - 371

Suddenly they retreat leaving dead and maimed bodies all about the cave entrance. Hideous screams and groans merge with the HOWLING in the darkness that begins building for another attack. Conan grabs the rope and throws it to Valeria. They cast their weapons over the edge and, taking both sides of the rope, follow them.

372 SUBOTAI - EXT. MT. OF POWER CLIFF - N -

372

He sees them coming, climbing down as quickly as they can. The HOWLING builds to a fury as shadows flicker across the fire. Suddenly, huge figures loom over the edge. They hurl spears and rocks at their fleeing enemies. Subotai holds back, arrow ready, but doesn't shoot. A bowman draws a huge, curved bow. Subotai quickly lets go; the arrow thuds into his stomach and he falls over. Another tries to hack at the rope with an axe. Again Subotai shoots brilliantly. The ape screams and thrashes about but continues hacking at the rope.

373 CONAN AND VALERIA

373

They slide and slip as fast as they can. Subotai fires again, but the mutant manages to hack the rope through. They fall the last ten or fifteen feet, followed by the body of the Neanderthal.

374 THE CAVE - INT. GREAT CAVE ENTRANCE - N -

374

On top, the few creatures left howl and throw rocks and weapons, but to little avail. The infidels, the violators, are escaping. Suddenly, out of the dark emerges Thulsa Doom and his retinue. Yaro carries an ornate bow and a quiver of arrows. The howling ceases. The mutants scurry away like gigantic rodents and bow their heads to their master. Calmly, he strides through carnage to the edge. A mist of steamy death rises from the bodies, partially enshrouding him.

375 THE STREAM - EXT. MT. OF POWER - N -

375

Conan and Valeria sling their weapons over their backs, Subotai grabs the Princess and leaps with her headlong into the boiling water, clutching one of the inflated skins. Valeria and Conan each grab a skin. Conan is just about to leap in when an arrow snaps through his bag, instantly deflating it. Valeria leaps in, standing up to hold her bag to Conan.

CUT TO:

376 CLOSE - THULSA DOOM - INT. GREAT CAVE ENTRANCE - N - 376

He holds the bow of Yaro and takes a twisting viper from around his neck. With a swift motion he straightens the snake into a scale-covered arrow, the triangular head remaining. He locks it into the string and draws, his eyes gleaming with evil fire and intensity. He shoots.

377 CLOSE - VALERIA - EXT. MT. OF POWER - STREAM - N 377

She stiffens as the deadly arrow snaps through her under the right breast. She gasps and turns as Conan grabs her and they fall headlong onto the skin and are lost in the rushing waters.

378 CLOSE - THULSA DOOM - INT. GREAT CAVE ENTRANCE - N 378

He lowers the bow, a thin smile crossing his lips. Yaro stands at his side; Rexor is behind him.

YARO

It was straight and true, Master.
Death to the infidel.

THULSA DOOM

Death to them all!

CUT TO:

379 THE HORSES - EXT. MT. OF POWER - GORGE - N 379

Down the canyon, Subotai pulls the Princess from the water. He looks hard into the water. Finally, another skin comes washing through the rocks. He leans out and grabs Conan's massive arm. The skin goes past and the two men struggle over the rocks, Valeria held limply by the Cimmerian's powerful grip. Her head lolls from side to side and her arms hang loose in the water. Finally, Conan picks her up in his arms and clambers up the rocks. He kneels down beside the horses. Valeria looks up at him, her eyes far away.

CONAN

No -- please, no!

He sees the arrow, the snake's head. He reaches down, takes it by the neck and pulls it through her. She gasps in pain. The arrow becomes a snake again, and he hurls it into the river. He holds her, looking into her eyes.

VALERIA

The wizard -- I told him -- I --
would pay the gods.

She puts her arms around him weakly. They are shaking.

VALERIA

Hold me! Hold me close so that
my wounds bleed into yours --

Indeed, they both run with blood from the vicious fight.

(CONTINUED)

379 CONTINUED:

379

VALERIA

Hold me tight -- kiss me -- let
me breathe my last breath into
your mouth. I'm so cold -- so
cold. Keep me warm.

He kisses her. She strains in the embrace, pulls and
twists with a shaking fury and then begins to loosen
her grip. Her hand goes to her neck in a violent
movement -- she grasps the stone and rips it loose.

380 CLOSE - HANDS

380

Her hand finds his and presses the stone into it. His
great hand closes over hers, which shakes.

381 CLOSE - VALERIA

381

Her lips part from his, her voice barely a whisper.

VALERIA

Keep me warm.

Her lips find his again and then fall away. Her hand
falls back. Her hand falls limp; the stone rolls from
it.

382 DIFFERENT ANGLE

382

He holds her there, looking into her face. She is gone.

383 FLASHBACK - EXT. WHEEL OF PAIN - D

383

The boy, Conan, pushing at the Wheel of Pain. A tear
falls from his eye and is frozen. It was the last time
the Cimmerian vowed he would ever cry.

384 CLOSE - CONAN - EXT. MT. OF POWER - GORGE - D

384

Perhaps it is only a drop of water from the river, but
it slips down his cheek. He grasps the dead Valeria
to him and buries his head in her hair.

CUT TO:

385 CLOSE - VALERIA - EXT. THE MOUNDS - N

385

She is beautiful -- asleep in her fine steel armor. Her
breasts stand up, proud and firm. Between them rests
the stone -- the Eye of the Serpent. Her skin is pale
and delicate, her hands crossed over her chest, holding
her sword. PULL BACK to reveal Conan standing over her.
He is dressed in his armor and sword, his body torn and
wounded. She rests on a bed of dried wood, her shield
by her side. It is a pyre waiting to be ignited.

386 THE MOUND

386

The great mound of the kings with its grizzly sentinels. Conan walks down it leaving Valeria on her pyre. The Wizard stands at the bottom with Subotai. The Wizard holds a flickering torch.

WIZARD

Fire won't burn here. No fire at all.

Conan grabs the torch out of his hand and runs back up the mound. He torches the wood. It ignites ferociously, burning with an incandescent brilliance. Conan steps back as the heat is intense. He comes back down the mound.

387 CLOSE - VALERIA

387

The flames lick up around her still and alabaster beauty. Only her hair moves, caught in some unearthly wind as the flames and smoke rise.

388 SUBOTAI AND PRINCESS YASIMINA

388

Subotai sobs softly, tears rolling down his cheeks. The Wizard looks at him.

WIZARD

Why do you cry?

SUBOTAI

He is Conan, a Cimmerian. He cannot cry -- so I cry for him!

389 CLOSE - CONAN

389

He looks back. The old Wizard stares wide-mouthed. Their faces reflect the fire.

390 THE MOUNDS - EXT. THE MOUNDS - N

390

In the distance rise the mounds. The fire glows at the top of the highest one. It sends up smoke that does not dissipate but rises straight up into the starry heavens.

391 CLOSE - CONAN - EXT. THE MOUNDS - DAWN

391

The sky begins to lighten behind him. His face is dark and mournful, his eyes dark and brooding. A cast of bitter depth that will stay with him the rest of his life has crossed his brow.

CONAN (v.o.)

Blood and vengeance
My sword singing
Through bone and flesh
The way of the warrior
Is found in death.

392 THE MOUNDS - DAWN

392

Further back, Conan sits, his chin on his fist looking at the smouldering ashes from a distant mound higher than the others. All around its base are ditches and strange slabs. A huge slab rises behind Conan and chained to it is the Princess. Conan watches the sun come up.

PRINCESS

Enjoy this day, warrior, for it will be your last.

He turns and looks at her.

PRINCESS

He saw your fire. He will come for me. Wherever you take me, he will come for me, and when he does -- he will kill you.

Conan walks over to her, seizes her chin in his hand and glares down into her fiery eyes.

CONAN

(softly)

I was born on a battlefield --
The first sound I heard was a
scream.

He lets go and walks down the mound.

393 SUBOTAI

393

is in a ditch surrounding the mound which was once a wall. He is carefully placing sharpened bamboo stakes. Conan squats down above him.

CONAN

Where did you find those?

SUBOTAI

By the sea -- behind the tall
grass. There is much to do and
little time.

CONAN

We have until dark -- she told
me.

He points to the Princess.

394 DIFFERENT ANGLE

394

The Wizard scurries up, bringing food to them. He crouches down.

(CONTINUED)

394 CONTINUED:

394

WIZARD

What are you doing? You plan to stay here?

CONAN

Until our guests arrive.

WIZARD

Many battles were fought here. At night you can see the dead and hear their tales.

CONAN

Then it is a good place. Perhaps you will sing of us when it is over.

SUBOTAI

Or to us.

WIZARD

Much has happened here. The grass and corn grow high because the land is so fertile. It has drank up much -- blood.

CUT TO:

395 MONTAGE - EXT. THE MOUNDS - D

395

Conan and Subotai are digging, digging, digging -- ditches and traps lined with punji stakes and barriers at the end of trenches so that horses will be trapped.

Subotai stretches rope across a bent sapling.

Conan watches as Subotai springs it and the rope goes taut across a narrow passage.

Conan strains at bending fresh cut saplings that have sharpened stakes on them. Subotai ties them down.

Subotai checks arrows, mends feathers, and sharpens points.

396 CONAN - EXT. THE MOUNDS - D

396

He walks up the mound and offers water to the Princess. She drinks it eagerly, then glares at him. Conan looks up at the sun. It is getting low; the shadows are long.

CONAN

Soon.

PRINCESS

Soon.

CUT TO:

397 SUBOTAI - EXT. THE MOUNDS - D

397

He carefully covers a great gaping hole with a matting he has made of grass and bamboo covered in dirt. Conan helps as they pull it into place.

CONAN

This one is big enough for five horses and riders.

SUBOTAI

Let's hope so.

They turn as they hear the SOUND of ARMOR CLANKING. It is the Wizard, covered in ancient armor -- three or four breastplates, helmets, and carrying spears and arrows and ancient swords. Conan and Subotai rush to him excitedly.

SUBOTAI

Hey, old man, where'd you find this stuff?

WIZARD

The dead.

They pick out the pieces that they want, undisturbed. The old man is quite delighted.

WIZARD

The gods are pleased with you. They will watch the battle.

Conan looks at a shield, tries it.

CONAN

Will they help?

WIZARD

No.

CONAN

(hefting a spear)

Then tell them to stay out of the way.

CUT TO:

398 THE PRINCESS - DARK - EXT. THE MOUNDS - N

398

She looks out across the barren, distant steppe to the Mountain of Power, the sun setting behind it. The wind picks up her golden hair and blows it back. Below, all is empty and the mounds glow in the soft light. No one can be seen. She starts to chant, a beautiful full chant -- melodic, seductive. She writhes and turns on her chains and the chant flows out across the wind.

CUT TO:

399 SUBOTAI - WIZARD - EXT. THE MOUNDS - N

399

They listen, hidden in the slabs and columns off to one side. Beyond them is a sea of tall grass.

SUBOTAI
(listening)

How beautiful!

WIZARD

What will happen now?

SUBOTAI

War, old man. War as you've never known it.

The old Wizard, dressed in armor and carrying a spear, howls and runs off into the tall grass. Subotai smiles and listens to the chanting.

CUT TO:

 400 CONAN - EXT. THE MOUNDS - N

400

alone behind a slab at a narrow between greater and lesser mounds. He looks at his sword, sheathes it and checks a spear, then thrusts it into the ground beside him. He then picks up a massive bronze axe. He leans on it as the shadows turn purple.

CONAN

Crom, I've never prayed to you before; I've no tongue for it. You don't care. The outcome of this battle does not matter. No one, not even you, will remember -- whether we were good men or bad, why we fought or why we died. No, all that matters is that two stood against many. That is what's important.

(beat)

Valor pleases you, Crom, so grant me one request -- Grant me revenge.

(pause)

And if you do not listen -- then to hell with you.

 401 CLOSE - THE PRINCESS - EXT. THE MOUNDS - N

401

She stops chanting and a stillness covers all. A solitary wind whistles through the mounds.

 402 MUD FLATS - EXT. MUD FLATS - N

402

Waterfowl rise and fly away. The plaintive cries of geese and herons are heard drifting by, then gone.

| | | |
|-----|---|-----|
| 403 | GRASS | 403 |
| | Tail and luxuriant, as high as a man standing, bordering the far side of the mounds. Soft undulations ripple across. | |
| 404 | THE MOUNTAIN - EXT. MT. OF POWER - N | 404 |
| | Clouds drift across a rising moon. Silence pervades. | |
| 405 | CLOSE - CONAN - EXT. THE MOUNDS - N | 405 |
| | His face hardens, his eyes glint. | |
| 406 | A FISHING LINE - EXT. CIMMERIAN VILLAGE - D | 406 |
| | plops into a Cimmerian lake long ago. | |
| | A falcon rustles its wings. | |
| | A girl opens her mouth to scream. | |
| | Porridge spills into the snow. | |
| | Horses' hooves crash through ice, snow and underbrush. | |
| | Horses' hooves thunder across the desert steppe in the gathering darkness. | |
| 407 | THE FIRST MOUND - EXT. THE MOUNDS - D | 407 |
| | Twenty iron-plated riders, black against the sky, thunder over the mound and down around the others on either side. | |
| 408 | CLOSE - THE RIDERS | 408 |
| | Their horses are breathing fire, weapons and iron glinting. Shields and standards are emblazoned with two snakes facing each other over a black sun. They are faceless and huge, with helmets forming part of their heads. They raise spears and swords and scream an unearthly howl. | |
| 409 | CLOSE - SUBOTAI | 409 |
| | He grips a spear with bow over shoulder as a rider flashes by. | |
| 410 | CLOSE - CONAN | 410 |
| | Several riders thunder by; one goes over. | |
| 411 | FACE OF CONAN AS A BOY - EXT. CIMMERIAN VILLAGE - D | 411 |
| | watching the rider go over in slow motion. | |

412 CONAN - EXT. THE MOUNDS - N 412

He steps out full into their path and swings with all his strength. There is a terrible METALLIC CLANG and splattering as the rider is cleaved from his horse. A wild overhand takes down another, horse and all. Conan recovers the axe as two more thunder at him. Lances batter his shield, spinning him. He hurls the axe; it sinks into a rider's back. He topples from his bucking mount. A final horseman crashes headlong over Conan, tripping the steed end over end and dashing the rider into the ground.

CUT TO:

413 CLOSE - SUBOTAI 413

He steps out as the body of riders go past and impales one on his spear, screaming. The spear breaks and Subotai whips around with the other end jamming it through another rider's faceplate. He runs up through the columns with riders wheeling about on the other side. A rider follows; he ducks back into a cleft and backhands with his sword. The rider crumples in the saddle and goes off into the darkness.

CUT TO:

414 CONAN 414

He hurls a spear; it arches through the dark and crashes through the armored side of a warrior, pinioning him to the side of a mound.

415 RIDERS 415

They wheel and group, turn and charge back down the mounds again, howling and screeching with spears and swords glistening.

416 CONAN 416

He draws his sword, holding it across his face in the pit-fighter salute, then drops it behind him in position.

417 CONAN'S FATHER - EXT. CIMMERIAN VILLAGE - D 417

The Master taking a similar position in the snow years before.

418 RIDERS - EXT. THE MOUNDS - N 418

thunder down on Conan.

CUT TO:

- 419 SUBOTAI 419
 He tops a mound near the Princess who shrieks and glares. He raises his bow, draws smoothly and fires.
 A rider slams into the earth.
- 420 SUBOTAI 420
 draws and fires again.
 Another horse and rider go end over end.
- CUT TO:
- 421 CONAN 421
 The riders are upon him. His blade flashes -- a body reels off. He ducks a lance and chops the horse down from under a rider, comes up spinning and backhands another through the head. He parries a sword blow and is knocked head over heels into the columns by another horse. It all takes place in an instant.
- CUT TO:
- 422 SUBOTAI 422
 He turns as three riders come up the mound at him. He looses a shaft through the metal face of the first, who crashes to his feet. Then he turns and runs, hotly pursued by the second. He runs down the mound and leaps over the bottom ditch as the rider leans out to lance him, but the horse crashes headlong into the ditch and the rider is thrown into the punjis. Subotai turns and hacks at him with his sword to finish him off. Then he looks up to see that the third rider, wielding an axe, has galloped up the mound to the Princess.
- 423 CLOSE - PRINCESS 423
 She twists, mouth agape as the huge rider swings back with the axe. She strains at her chains for him, then realizes the blow is meant for her head. At the last second she ducks and the axe blade splinters off the stone, leaving a large cleft. She screams as the warrior wheels back again.
- 424 SUBOTAI 424
 He draws his last arrow and shoots.
- 425 PRINCESS 425
 She screams again as the axe topples from the massive rider's grip.

---(CONTINUED)

425 CONTINUED:

425

He twists in the saddle, revealing an arrow in the back of his head, crashes CLANKING from the horse and rolls down the mound.

CUT TO:

426 CONAN

426

He rushes through the ruined walls and columns. A horseman pursues him with a long spear. Another comes over a mound behind him, but the ground gives way and he falls screaming into a stake-filled pit, horse and all. The other horseman drives Conan up a trench where a barrier has been built. Conan leaps over the barrier and as the rider thrusts with his lance, Conan severs it with Atlantean steel. The rider withdraws and dismounts in the darkness. Conan can't see him, so he rushes on into the broken columns.

CUT TO:

427 REXOR

427

and a rider on the other side of the column dismount. Rexor throws away his lance and draws none other than -- the sword of Conan's father. He stalks through the slabs and columns with his burly companion.

CUT TO:

428 THE FIRST MOUND - EXT. THE MOUNDS - N

428

Standing atop it, mounted on a magnificent black horse, is Thulsa Doom in his resplendent reptilian armor. He watches, his horse pawing the ground.

CUT TO:

429 SUBOTAI - EXT. THE MOUNDS - N

429

He crouches as he sees two riders. They see him at the same instant and charge. He runs for the tall grass, but he deliberately passes through a narrow space between the mounds and slabs. The first rider is almost upon him when he cuts down with his sword and springs a rope taut across the pass, dismounting the warrior who crashes to the ground with a CLANG. Subotai quickly backs his across the throat, but the second horseman is now upon him. In desperation he hurls his sword at him. It CLANKS off the helmet and causes the horse to spin. In that instant Subotai is up and running headlong for the tall grass. The warrior thunders down on him, but Subotai hurls himself into the grass and the rider overruns him. Now the rider wheels about, looking through the grass and thrusting with his lance. He sees the grass move and rides after the movement.

CUT TO:

430 NEANDERTHAL WARRIOR

430

stalking, sword in hand, from column to column, with Rexor and the other just outside the columns. There is a hint of movement ahead. The warrior braces, then screams and swings. A helmet CLATTERS and his sword chops through thick rope. A sapling with sharpened stakes WHISTLES up and slams into him, but doesn't pierce the armor. The Neanderthal screams and crashes against a column. From behind he has received Conan's blade which has pierced the armor. Conan wheels him out into the others who hack him down. Then Conan steps out and, with a flash of short, brutal strokes and CLANGS of steel, he engages the nearest warrior. His blade chops through sword and shoulder, and the beast goes to his knees. Conan, however, receives a tremendous blow from the side, caving in his armor and knocking him down onto one knee. Conan looks up to see the face and form of Rexor looming over him. He parries another blow and sparks flash from the blades as he retreats.

CUT TO:

431 SUBOTAI

431

desperately thrashing and scrambling through the grass and bamboo. A huge horseman looms over him, sees him; the horse bolts forward and tramples him under. The horseman spins; Subotai scrambles out from under, flashing his useless climbing knife, only to be speared through the thigh by the impassively masked rider. Subotai lunges, uttering a guttural cry. The horseman thrusts harder, pinning his leg to the ground.

431A ANGLE

431A

The masked face of the horseman leans over and withdraws the spear only to thrust through the body. Suddenly he stiffens and gurgles. He has been speared from out of the grass. Subotai pulls himself up on his good leg and sees the Wizard on the other end of the spear. The warrior is transfixed and the horse moves about underneath him.

SUBOTAI

Good. Hold on — This is how we do it.

He slaps the horse and it gallops off, leaving the warrior to crash down. Subotai then jumps on him and plunges down with the knife into his neck.

WIZARD

I did it — it was my spear!

SUBOTAI

Yes! Yes!

(CONTINUED)

431A CONTINUED:

431A

They hug each other quickly, then Subotai grabs up the spear and shield and rushes off.

CUT TO:

432 CONAN AND REXOR

432

maneuvering silently for position, both masters. The moon glints off their armor. Suddenly Conan sees --

432A THE SWORD

432A

its hilt gleaming in the moonlight.

433 REXOR

433

The distraction is enough -- he wields in a curving, powerful attack. Conan is already bleeding from the last blow. Rexor batters him back and then smashes a mighty blow that glances off Conan's blade and smashes his helmet off. Conan goes down and his sword CLATTERS across the rock.

434 REXOR

434

silhouetted against the sky, steps in and wheels up for the final stroke. He starts to come down when, suddenly, the blow is met and firmly held by a tulwar. Conan blinks; he can't believe his eyes -- the blow is blocked by a radiant Valeria, clad in gleaming mirror-like steel, her hair hanging in long braids and a winged helmet, made of unearthly metal crowning her head. Her tulwar radiates light, her muscled legs and arms oiled and shining. She flexes and actually drives Rexor back. Then, with a deft cross stroke, she slashes him across the eyes. He screams and recoils. She looks down at Conan.

VALERIA

Do you want to live forever!

435 CLOSE - CONAN - EXT. THE MOUNDS - TRENCH - N

435

He reaches out, grabs his sword. It seems to leap into his hand. Quickly he turns but Valeria is gone. Only the stumbling Rexor, rubbing his eyes, remains. Conan is on his feet and Rexor blinks, clears his eyes and charges, growling. Conan sidesteps and catches his blow and kicks him off his feet. He rolls end over end into a trench. Conan leaps in after him.

Rexor leaps to his feet in the narrow deep trench. There is nowhere to go. Conan faces him; they are in the Pit! Conan does the Pit Fighter salute and then advances.

(CONTINUED)

435 CONTINUED:

435

Rexor slashes, Conan ducks and comes around. Blades connect; sparks and fire fly. The BLOWS RING through the night. Rexor slashes up. Conan catches it and drives him back with massive, wheeling strokes. Rexor raises his blade to parry, but the Atlantean steel cleaves through. Another overhand sinks the steel through Rexor's neck. He stands upright. Conan slashes again and again, cutting vertically and diagonally and crossing these. With each blow the huge neanderthal splatters gore and staggers back. Finally, he falls from sight. Conan reaches down and picks up his father's broken sword.

436 CONAN

436

outlined against the sky in the Pit, with his father's sword in one hand he thrusts his own into the air. The wind blows his hair. Smoke swirls up from the edges of the Pit.

437 STORM - EXT. BARREN ROCKS - N

437

and lightning on that mountain so long ago. The master's great arms fold around Conan, the little boy, pulling him to his breast. Tears spill from the master's eyes and Cimmerians never cry.

438 CONAN - EXT. THE MOUNDS - TRENCH - N

438

The wind dies and he hears the Princess screaming.

PRINCESS (o.s.)

Doom -- Doom -- don't leave me --
don't leave me here.

CUT TO:

439 THULSA DOOM - EXT. THE MOUNDS - N

439

in the half light, facing the great mound. The Princess strains and calls for him.

PRINCESS

Don't leave me, my Lord! Don't
leave me, father!

Subotai clambers up the mound, spear and shield in hand. Thulsa Doom takes his bow and pulls a viper from around his neck, straightens it into an arrow and slips it into his bow.

440 CLOSE - SUBOTAI

440

He scrambles up, crawling, grasping toward the Princess -- only a few yards -- feet away -- his bloody leg dragging behind.

441 CLOSE - THULSA DOOM 441

He draws smoothly, holds, fires.

442 CLOSE - SUBOTAI 442

He hears the arrow and lunges out with his shield. The Princess screams and Doom's arrow thuds solidly into the edge of the Hyrkanian shield. Subotai rolls away, gasping. The Princess collapses, crying hysterically.

CUT TO:

443 THULSA DOOM 443

Now he sees another figure -- Conan. Conan walks toward him, both swords at his sides.

444 CLOSE - CONAN 444

He looks across the mound at Thulsa Doom. The great horse prances, then Doom turns it slowly in fear and rides into the night. Conan watches; only the SOUND of GASPING and CRYING is heard.

445 CLOSE - SUBOTAI 445

Below him is the Princess, gasping and out of breath. He binds his leg with cloth from the turbaned helmet of a dead neanderthal. The Princess has collapsed sobbing onto her chains. Conan walks up with the Wizard behind him.

WIZARD

They're dead! They're all dead!
Powerful spirits guard these
mounds.

Conan leans down and takes the Princess' face in his hands gently. She is gasping; he brushes the tears from her eyes.

CONAN

He would have killed you -- you
know that. And now I must kill
him, and you must see it. You
will take me to him.

She is transfixed by his gaze. She would do anything for him.

CONAN

You will understand -- someday,
when you are a queen.

With that he lashes with his blade at her and severs the chains at her wrists in two deft strokes.

446 THULSA DOOM - EXT. THE TEMPLE OF DOOM - N

446

At the top of the great steps Thulsa Doom, still in his reptilian armor, stands before the masses of his faithful -- his assassins. They all bear candles and what seems like thousands of them are gathered below, around the small, fountained pool at the bottom of the stairs. Thousands of candles like so many dots in the night. A deep and soft CHANT flows through the heavy air.

THULSA DOOM

Doom -- The purging is at last at hand. The day of Doom is here. All that is evil -- all that are lies -- your parents -- your leaders -- those who call themselves your judges -- those who have lied and corrupted the earth. They shall all be cleansed.

CUT TO:

446A THE CAVES - THE PRINCESS

446A

Her face dark and mysterious, her expression impassive. She moves through the mottled flickering light of the dark chambers. Behind her a gleaming, armored guard stands in the distance, casting a huge shadow over the stalagmited wall. Suddenly, he lunges back into the shadow as he is taken from behind by Conan, his sword cleaving brightly into the darkness. All the while the Princess moves on as if floating, and the voice of Thulsa Doom echoes from above.

446B CLOSE - THULSA DOOM

446B

He makes a vast blessing motion with his hands. Yaro kneels in front of him, holding a candle. Thulsa Doom takes it.

THULSA DOOM

You -- my children, are the water that will wash away all that has gone before. You shall cleanse the earth. In your hand you hold my candle -- my light -- the gleam in the eye of Set. Know that wherever you go, this flame will burn away the darkness, show you the way to Paradise.

He holds out the candle.

CUT TO:

446C CLOSE - PRINCESS

446C

Still shrouded in the caves, nearing the surface.

(CONTINUED)

446C CONTINUED:

446C

Her face is a landscape of mystery and passions. Behind her, another guard is butchered by Conan, who moves from shadow to shadow.

446D CLOSE - CONAN

446D

His eyes gleam with a calm ferocity. It is no longer revenge, it is destiny. His blade glints between his eyes, red with mutant blood. He watches as the Princess glides up towards the light of the cave opening. The temple where the voice of Doom emanates.

446E CLOSE - YARO

446E

Yaro begins strange incantations. They chant.

YARO

Blind your eyes mystic serpent.
Kabil Saboul -- kabil -- kabil --
kabil -- hakim -- Blind eyes to
the moon. Whom do you call from
the gulfs of the night. Whose
shadow falls on the light. Look
into his eyes, Set. Look and
blast his soul -- Kill him, kill
him, kill him -- and all his
people with him -- Kill --

He stops, looks up behind Thulsa Doom.

447 FACES OF THE FAITHFUL

447

They stir in their chanting and stop. A wave of consternation, a break in the spell, a nervous lack of response sweeps over them.

448 THE TEMPLE

448

From out of the temple walks Conan, slowly, deliberately -- his sword across his back, his chest bare of armor, his wounds caked with dried blood. In his hand is his father's broken sword. He walks with a certain inevitability, as a tide sweeping in across the shore. Thulsa Doom turns and stands full to meet him. Yaro backs down the stairs in fear.

449 CLOSE - THULSA DOOM

449

His face is void, void of any feeling or emotion, lost to the fates. He sees Conan's strength but also his humanity, which he considers weak.

(CONTINUED)

449 CONTINUED:

449

THULSA DOOM

(softly)

You have come to me, my son, my child. Who is your father if it is not me? Who gave you the will to live? I am the wellspring from which you flow -- when I am gone, you will have never been. What will your world be without me?

He reaches out and touches Conan's shoulder.

THULSA DOOM

My son.

They stand eye to eye -- a test of ultimate will.

449A CLOSE - PRINCESS

449A

Her face is half covered by a temple shroud; her eyes are pools, deep to infinity.

450 CLOSE - THULSA DOOM

450

His eyes are strong, dark and filled with sorcery and power but nothing human.

451 CLOSE - CONAN

451

His expression is forceful and brave but deeply wrought with inner emotion. His eyes widen softly, his face slackens as if he has been relieved.

452 CLOSE - THULSA DOOM

452

He sees the change and believes Conan has weakened, has bent to his will.

THULSA DOOM

My son.

453 CLOSE - CONAN'S HAND

453

holding his father's broken sword, moving up in a swift arc and down, chopping into Thulsa Doom's neck and shoulder. Thulsa Doom staggers and gasps out a scream. He sinks to his knees. Conan's face remains unchanged.

453A CLOSE - PRINCESS

453A

She gasps and quivers as if life is escaping her, but her eyes never waver, never change.

- 454 THE FAITHFUL 454
 Move across their candlelit faces as they gasp, almost as one. Some fall to the ground. The flames flicker and waver.
- 455 THULSA DOOM AND CONAN 455
 Doom sinks to his knees.
 THULSA DOOM
 You would kill your -- father?
- 456 CLOSE - CONAN 456
 He withdraws the blade and wheels it down with another mighty chop -- and another.
- 457 THE CROWD 457
 Each blow shakes them and drives them back.
- 458 CONAN 458
 He pulls back the head of Thulsa Doom and the body falls back sliding down the stairs. He stands full on looking down on the thousands of lights, the head in one hand, his father's broken sword in the other. Silence.
 CONAN (v.o.)
 He was right -- the answer was not in the blade but in the man.
 The blade falls from his hand and CLATTERS on the steps. He hurls the head out and down into the night. It falls splashing into the pool at the base of the stairs.
 CONAN (v.o.)
 My father was the light of day -- Thulsa Doom was my night.
- 459 THE CROWD - THE POOL 459
 First one, then another drop their candles into the pool, then go away into the night. The tiny dots of light converge on the pool, extinguishing themselves.
- 460 CONAN 460
 He sits on the steps and watches as the lines form myriad patterns of light far below him.
 CONAN (v.o.)
 His children and now so many orphans -- but now like myself -- they were free.

DISSOLVE TO:

461 CONAN - EXT. TEMPLE OF DOOM - N 461

Head on fist, like Rodin's "Thinker". He ponders as the wind blows dust around him. The temple is empty, the lights are gone save the few fire-pots that hang around the pool.

461A BASE OF STAIRS - PRINCESS 461A

She is looking up at Conan far above. At the edge of the pool she kneels in supplicant prayer. She may have been there for hours, days.

462 CONAN 462

He stirs as if he's finally thought it out. He looks to the east, a brightening sky, a new day. He gets up and starts down the long stairs, finally coming face to face with the Princess. Here, the pool is choked with thousands of candles. He takes up one of the firepots. Slowly and with gathering force he swings it around his head, faster and faster, in great whirring sweeps, every muscle straining, glistening. He throws.

463 THE FIRE POT 463

Arcs into the dawn sky and down into the temple. Fire begins to glow.

464 CONAN 464

He walks slowly to the Princess. She places her hands together at his feet and lowers her head to him in total subservience. Quietly, he steps away, walking past her hands and is gone. Finally, she raises her head and sees neither her old master or new, only the temple burning at the top of the stairs.

464A LONG SHOT - CONAN 464A

He has stopped and watches her rise in bewilderment, as she stares at the burning temple. She turns slowly and sees him; she takes a faltering step. He holds out his hand in a gesture of guidance -- no more. She comes to him and takes it. They walk full into frame and out. Only smoke curling up into the sky remains. A sky full of stars.

465 ANOTHER SKY - EXT. SKY - THREATENING - N 465

angry with clouds, full of vultures.

DISSOLVE TO:

466 A BLUE SKY - EXT. SKY AND MEADOWS - D 466

filled with rich, fluffy clouds and thousands of wrens.

(CONTINUED)

466 CONTINUED:

466

TILT DOWN to a verdant land of green, lush sprouts. A horse thunders over; the horseman gallops off through the flowered meadows. It is Conan.

467 A ROAD

467

Conan rides silhouetted against the beautiful fields of spring toward a lone figure running in the distance.

468 SUBOTAI

468

He stops and looks back as Conan thunders up. They look at each other, not knowing what to say. Conan dismounts. They kick the dirt and scratch awhile.

CONAN

They told me you had gone.

SUBOTAI

You had business with the queen.
She offer to make you king?

Conan looks up embarrassed.

CONAN

I'll be a king someday -- by my
own hand.

Subotai looks around. Peasants are busy with the planting; everywhere it is green.

SUBOTAI

Springtime -- things are new
and fresh.

CONAN

Yes, flowers and mud and the
sound of birds.

He looks at Subotai.

CONAN

Where do you go?

SUBOTAI

North and East -- and you?

CONAN

South and West.

They laugh and embrace, slapping each other's shoulders.

SUBOTAI

We will meet again at the gate
of hell.

(CONTINUED)

468 CONTINUED:

468

Conan swings up into the saddle.

CONAN

Until that day, my friend -- let
it be Springtime with you.

They separate, each to a different horizon. A vast world
lies open to each.

CONAN (v.o.)

Thus, I went West, where the
merchants were fat and the ports
crammed with women, wine and
plunder. Ah, but that is another
story...

FADE OUT.

THE END