

CONAN

Screenplay by

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Based on the writings of Robert E. Howard

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RESHOOT PAGES (begin page 104)

Sean Hood - 11/19/10

INT. WOMB - DAY

IN DARKNESS, the solitary sound of a HEARTBEAT, resounding like a drum over the distant sounds of war, STEEL AGAINST STEEL, the crack of bootleather on bone.

NARRATOR (V.O.)

Between the years when the oceans drank Atlantis, and the rise of the sons of Aryas, there was an age undreamed of...

TILT DOWN to the immaculate crown of an UNBORN BABY, eyes closed, floating at peace within the warm glow of the womb.

NARRATOR (V.O.)

It was an age of war. And of all Hyboria, none knew war like the Cimmerians...

SSSKTTTTCH! A flash of steel as a BLADE PIERCES THE WOMB, not an inch from the child. As the sword is pulled free we MOVE WITH IT, out into the MADNESS OF BATTLE.

EXT. CIMMERIA - BATTLEFIELD - DAY

A VANIR WARRIOR withdraws the stained blade from FIALLA, a wild-maned Cimmerian warrior-woman, many months pregnant.

From atop a mountain of the dead, CORIN, rallying his CIMMERIAN WARRIORS against the Vanir, spots Fialla fall.

Corin races across the battlefield, the FOREST ON FIRE around him, cutting through those in his way.

The battlefield is littered with dead Vanir; by the looks of it they've been fighting over these lands for years.

Fialla clutches her belly, looking up at her attacker, her other hand reaching through mud for her lost weapon.

Her attacker advances. She DRIVES THE BLADE up into the gap in his armor. He HOWLS in agony, raising his sword to finish her off when-

He's CLEAVED FROM HELMET TO STERNUM, a geyser of blood and bonechips. Corin draws back his blade and kneels beside his fallen wife.

Fialla looks down at her bare belly, a visible impression of the baby against her flesh. She tries to speak, coughing up blood.

FIALLA
Take your child.

CORIN
Do not speak, love.

FIALLA
You have never been able to still
my tongue, and you will not on this
day.

Fialla grits her bloodstained teeth, drawing a dagger from
her pelt.

FIALLA
I will see my child before I die.

Fialla NEVER takes her eyes off Corin, NEVER screams as Corin
performs the horrific task. The sounds of war fade away, no
more steel, no more screams...

Just the sound of a CHILD CRYING.

Fialla kisses her newborn, his first taste not of mother's
milk, but of her blood.

FIALLA
See that there will be more to his
life than fire and blood.

No kissing or hugging for these two. Corin and Fialla share a
warrior's handgrasp, touching forehead to bloody forehead.

CORIN
Name your child...

EXT. CIMMERIA - BURIAL GROUND - NIGHT

The air is wild with burning embers from funeral pyres. Corin
stands with his newborn son.

FIALLA (O.S.)
His name is Conan.

Corin raises YOUNG CONAN skyward against the pyres ablaze. A
baptism by fire.

TITLES: CONAN

EXT. CIMMERIAN VILLAGE - CREDIT SEQUENCE - DAY

SMALL BOOTS race through fresh snow. A BOY, 11 sprints through the village. We don't see his face, just his scrawny frame, black unkempt hair hanging in tangles.

The boy cuts through the village center around a large hut, leaping over a sitting CIMMERIAN ELDER and a ring of GIRLS crafting a ceremonial drum. The Elder looks scandalized.

No time to apologize. The boy continues his run, weaving around CIMMERIAN WARRIORS sparring with swords and spears, ducking under a large SLAIN ELK being prepped for the spit.

The village is preparing for a celebration.

EXT. CIMMERIAN VILLAGE - TRAINING GROUNDS - DAY

The boy clears the village, a haven nestled in heavy forests, surrounded by rolling hills and ashen skies. Ahead...

Corin, older, limping from a war injury, stands before a line of eager CIMMERIAN BOYS, 12-15. A ring of CIMMERIAN ELDERS watch this solemn ceremony begin.

As if handing out the Eucharist, Corin walks down the line of boys, placing in each one's mouth a small, blue RAVEN'S EGG. The boys hold the fragile orbs delicately between their lips.

CORIN

When a Cimmerian feels thirst, it is the thirst for blood. When he feels cold, it is the cold edge of steel.

(beat)

But, the courage of a Cimmerian is tempered. He neither fears death, nor rushes foolishly to meet it.

(beat)

So, to be a Cimmerian warrior, you must have cunning and balance as well as strength and speed.

Suddenly, the boy blunders up and takes a spot at the end of the line. He struggles to catch his breath.

CORIN

(surprise)

Conan?

ONLY NOW DO WE SEE CONAN'S FACE. At age 11, the boy has a pre-adolescent scrawniness, lacking the swagger or the size of the other boys. They eye him dubiously.

CORIN
I gave you chores, boy.

CONAN
Finished, father.

Corin studies his son's dark intensity, and then he nods curtly. He places the last egg in Conan's mouth.

CORIN
The first to circle the hills and return, the egg unbroken, earns the right to train with the warriors.

A moment as Corin looks over his son.

CORIN
By Crom, what are you waiting for?

AND OFF THEY RUN, a brutal footrace. They struggle to knock each other down, to trip each other in the river, to break the eggs the others carry in their mouths.

EXT. CIMMERIAN FOREST - DAY

They race along a path towards the hill. A TALL BOY kicks another, whose egg BURSTS as his chin hits the dirt.

Then the Tall Boy swings for Conan's mouth. Conan ducks, stumbles, and nearly falls. But the egg remains unbroken.

The bigger boys take the lead, but Conan gains on them by cutting off the trail, hopping over rocks and logs.

EXT. CIMMERIA - MUDDY FOREST - DAY

Conan takes the lead, with two larger boys right behind him, all bounding over roots with remarkable balance.

They glide through the harsh wilderness like young wolves, careful no false step should break their fragile cargo.

But suddenly, around them, there is MOVEMENT IN THE TREES. Conan spots BARE FEET leaping among the branches, tracking them. He slows, realizing what this means.

The other boys, even the biggest, stop dead, turn and flee, rushing back toward the village.

But Conan stands his ground.

WHOOSH! A BOLA ARCS THROUGH THE FOLIAGE. It snags Conan's feet, drops him face first into the mud.

Conan tries to stand, tangled in the snare. He wipes mud from his eyes, finds he's surrounded by 3 PICT SCOUTS, savages decorated in tribal warpaint, armed with dual handaxes, the rotting heads of their enemies slung at their waists.

The Picts make no move, discussing their catch in their native tongue. Conan watches, mouth held shut, struggling with the bola, his expression dark and canny.

The PICT LEADER draws a CURVED SKINNING KNIFE, snatches a fist full of Conan's hair. He laughs to his fellow scouts.

He doesn't notice that Conan has slipped free of the Bola, or that the weighted end is already rising in a wide arc.

CONAN SHATTERS THE LEADER'S SKULL.

With startling speed, Conan grabs the dead Pict's axe and with a bloodthirsty shriek, leaps towards the two remaining warriors...

EXT. CIMMERIAN VILLAGE - TRAINING GROUNDS - DAY

As Corin and the elders wait for the boys to return.

WARRIOR (O.C.)
Corin! Picts on the trail!

The Cimmerian warriors we saw sparring earlier rush up with all the frightened boys we saw flee from the Pict scouts.

All except Conan.

CORIN
Where?

Corin suddenly turns, and everyone follows his eyes, looking up the path, but instead of the enemy, they see...

CONAN, COVERED IN BLOOD. He walks past the stunned Cimmerian boys, past the dumfounded elders, right up to his father.

He clutches the SEVERED HEADS of the slain Picts by their hair. He SPITS out the broken shell of the egg, and speaks.

CONAN
I am ready to fight.

Corin studies the boy, gravely. All stand in awe. Then Corin nods to the warriors who rush out onto the trail.

CORIN
Search the hills.

INT. CIMMERIAN VILLAGE - CORIN'S FORGE - NIGHT

Corin enters and watches his boy wave a short sword through the air, lost in fantasies of battle. Corin looks troubled.

Corin reaches out and grasps the hilt, trying to take the weapon away. For a moment the outraged boy won't let go. But it only lasts a moment. Coming to his senses, Conan relinquishes the blade and goes back to work.

CORIN
Remember that you fight not just for yourself. There are secrets hidden here that have the power to change the course of history, and someday they will be your responsibility to protect.

Corin opens a WELL HIDDEN DOOR IN THE FLOOR and places the sword back in a cache of weapons, armor and sacred objects.

Conan works the bellows of a complex forge, the walls adorned with ARMS AND ARMOR. He looks bored and impatient, staring into the fire, FLAMES REFLECTED IN HIS EYES.

CORIN
Come. It's time you learned to forge a blade.

Corin leads Conan to their anvil, offers Conan the master smithing hammer. Conan doesn't take it.

CONAN
Crom made me to wield swords, not to hammer them.

CORIN
Crom has shaped you, as he shapes us all, to his own cold ends.

INT. CIMMERIAN VILLAGE - VARIOUS - SMITHING MONTAGE

Over the course of many weeks, Corin teaches Conan the art of blacksmithing. Days and nights pass as,

- Ore is carted in from the hills, BACK-BREAKING WORK.

- Bellows ROAR as the ore is superheated to liquid metal, poured into a mold from an ELABORATE PULLEY SYSTEM.

- The FORGING of the blade, hot iron poured into a mold.
- Corin EXAMINES CONAN'S SWORD. Conan is proud of his work.

CORIN
What is most important when forging
a blade, fire or ice?

CONAN
(obviously)
Fire.

Corin stares. Silence. Conan senses he's made a mistake.

CONAN
Ice?

Corin continues to stare. Conan looks baffled.

CORIN
Are you certain?

Conan nods, uncertain.

Corin sighs, shakes his head, and then STRIKES the anvil with the sword. THE BLADE SHATTERS. Conan stares at his own reflection caught in the shards of broken metal.

CORIN
Let's begin again.

- RELENTLESS HAMMER WORK, Corin and Conan pound the metal together, backlit by the forge. Sparks fly.

CORIN (O.S.)
This sword we make will be yours
one day. But before you wield it,
you must understand it.

- The blade is HEATED until it glows.

CORIN
A sword must bend or it will break.

- The blade is QUENCHED. Steam rises from the cooling tub.

CORIN (O.S.)
It must be tempered...

- Conan watches Corin etch the pommel of the CIMMERIAN GREATSWORD. A work of art.

CORIN
Fire and ice. Together. This is the
mystery of steel.

EXT. CIMMERIAN VILLAGE - FROZEN RIVER - DAY

Conan and Corin spar atop an ice sheet over a shallow river.
For his age, Conan is quite the warrior, and he shows it.

But, his father, the master warrior, wielding the new
greatsword, easily deflects his every blow. It's like nothing
Conan has ever faced before.

CORIN
You are STILL all fire, boy.

Frustrated, Conan just swings harder, struggling for balance
as his feet slip and slide on the ice.

CORIN
No. Slow down. Find your footing.

Corin sidesteps a clumsy thrust, knocks Conan off his feet,
spreading cracks across the ice.

CORIN
(shaking his head)
Enough.

But Conan isn't finished. What he lacks in skill he delivers
in ferocity, slashing and charging. But, with two flowing
strokes Corin knocks the boy back.

CORIN
ENOUGH.

Corin PLUNGES HIS GREATSWORD into the cracked ice sheet, like
Arthur returning the sword to the stone.

In an explosion of sudden anger and frustration, Conan
CHARGES HIS FATHER with his sword. Corin calmly pulls back
his blade stuck in the ice sheet.

Corin's blade works like a lever, cracking the ice further.
And just as Conan reaches him.

CRACK! The ice splits. Conan DROPS INTO THE SHALLOW RIVER.

Corin glares. Conan pulls himself out of the frigid water to
see his father sheathing the blade he wants so badly.

CORIN
(with disappointment)
You are not ready for this sword.

Humiliated, Conan turns and bolts towards the hills.

Corin watches him go, then walks somberly to the village. However, as the wind picks up, he sniffs as if sensing something in the air. Perhaps a coming storm.

EXT. CIMMERIA - HILLTOP - DAY

Conan, hair still soaked, races past snow covered pines, slashing limbs, causing a rain of shattered ice crystals.

Conan sits at the hilltop looking out over the slopes and sombre hills of Cimmeria.

A long beat as he broods. A sudden gust of icy wind.

Conan senses something. He listens. Something in the distance CRACKS like a whip, and panicked birds race across the sky.

Far below, he sees a line of DARK RIDERS galloping ominously towards the tiny village. A rumble like thunder.

Then, from the south, a swarm of lighted arrows rise brightly against the ashen sky, arc slowly and fall on the thatched rooftops, setting them aflame.

Conan gawks, stunned. And then he RUNS...

EXT. CIMMERIA - MUDDY FORREST - DAY

As Conan races home, MOUNTED TURANIANS, scouts for the invading army, ride towards him, hooves kicking up powder.

He ducks into the cover of the forest. The riders spur on their horses and pass by. Conan stays low, taking his shortcut through the wilderness.

EXT. CIMMERIA - WILDERNESS - DAY

Conan bushwhacks his way back to the village. As he gets closer, the forest darkens, thick with BLACK SMOKE.

He slides down a snowbank, racing across the small river running from his village, waist deep before he realizes...

THE RIVER RUNS RED WITH BLOOD.

EXT. CIMMERIAN VILLAGE - OUTSKIRTS - DAY

Conan bursts through the treeline out into an open field. Ahead, his village is in flames. Cimmerian warriors, both men and women form defensive lines. And behind him...

AQUILONIAN BRIGADES COME CHARGING - bandit knights who fight with polished shields and short swords. Conan's shortcut has placed him smack in the middle of the invasion.

He sprints for the village as the mounted riders converge all around him. Conan swerves to avoid being trampled. On foot, these men would be twice his size. On horseback, they're armored juggernauts towering over him.

And then, he sees the most terrible sight of all.

A RIDER EMERGES FROM A CLOUD OF BLACK SMOKE, an angel of death wearing green leather armor and bearing a shield marked with the ACHERONIAN SEAL.

This is the brigand-leader KHALAR ZYM.

EXT. CIMMERIAN VILLAGE - CORIN'S FORGE - DAY

Leading a band of strong Cimmerian warriors, Corin drives the first wave of Aquilonians back. The old master swordsman takes down two attackers himself.

But more and MORE keep coming.

EXT. CIMMERIAN VILLAGE - DAY

As Conan enters the village, he sees FOUR tribes assault his people from different directions.

KUSH SPEARMEN, muscled warriors wearing the bones of slaughtered victims, assault the Cimmerians from the flank.

TURANIAN raiders swarm the opposite flank.

The AQUILONIAN knights have crossed the moat, pushing the defending Cimmerians back.

BRYTHUNIAN ARCHERS, amazons augmented for ranged combat, pepper the village with arrows. THUNK! THUNK! THUNK! The arrows stick into Cimmerian shields.

Conan keeps running.

As the boy passes an unsuspecting Aquilonian, he grabs the warrior, spins him into the path of the arrows. The Aquilonian gets skewered, Conan snatches his shortsword.

SLAM! Conan is knocked down by a Kush warrior. Conan spins to avoid a spear attack, driving his blade into the warrior's gut. The spearman crumbles.

And Conan springs back to his feet.

EXT. CIMMERIAN VILLAGE - NEAR THE FORGE - CONTINUOUS

The air thick with smoke, the snow rich with blood. So many Cimmerians have fallen. It's a massacre.

And still the invaders come, unmerciful and relentless.

Conan sprints to the forge, one of the few buildings not burning, but the open door reveals it is full of enemies.

Looking through the cracks between wall boards, Conan sees his father surrounded by the leaders of each enemy tribe.

INT. CIMMERIAN VILLAGE - CORIN'S FORGE - CONAN'S POV - DAY

It's difficult to hear what is being said. One by one, Conan scans the faces of each tribal leader.

AKHOUN, a Turanian, four hundred pounds of corpulent flesh, not so much armored as wrapped in chain.

CHERIN, the Brythunian, looks statuesque and imposing.

LUCIUS, the Aquilonian leader, corpulent and vain, who rolls and cracks his neck in a distinctive manner. He holds the leash of a growling wolfhound.

UKAFA, a Kush chieftain wielding an enormous mace lined with sharpened bones and rusted metal.

REMO, a crippled hunchback, and with him an acolyte baring the invaders' standard, a death mask made of shards of bone.

And lastly, Khalar Zym himself, an exiled prince from the lands of Nemedias; Khalar may look like a brigand, but he speaks as eloquently as a prince.

KHALAR ZYM

There is no shame in kneeling
before me. All these fighters have
surrendered, left their lands and
sworn their allegiance to me.

(MORE)

KHALAR ZYM (CONT'D)

(beat)

They've done so because they know I
will one day be a god.

Corin stares calmly in Khalar's face, but Conan sees, as Corin turns, that his father's shoulder has been pierced with an arrow, and his back is wet with blood.

CORIN

One day, the other clans of
Cimmeria will gather for vengeance.
Then, god or not, you shall fall.

Khalar rolls his eyes. He hears this all the time. Then he indicates the strange mask of bone.

KHALAR ZYM

There is one piece missing from
this mask. Give it to me now... or
die, and I'll find it myself.

Corin just smiles defiantly.

CORIN

I prefer death.

Lucius steps up, raises his short sword to behead him.

And then, CONAN BURSTS IN like a wild animal.

WHOOSH! A blade SLASHES LUCIUS' NOSE CLEAR OFF. He tumbles backward, grabbing for his severed nose, failing to snatch it before the wolfhound DEVOURS IT.

Then Conan POUNCES, blade thrust at Khalar.

But Khalar is too fast. He deflects the blade, though the strike carries such ferocity that Khalar is knocked back, the sword grazing his ear, DRAWING BLOOD.

Ukafa and Remo seize Conan. Corin lunges to defend his son but he is clubbed down by Akhoun.

Khalar catches his own blood in his palm, shocked, but IMPRESSED. He smiles.

KHALAR ZYM

Is that your son? I LIKE HIM.

MINUTES LATER

Akhoun binds Corin to the forge, a fiery vat of molten steel suspended precariously above him.

Khalar pokes a support chain and the vat wobbles. A tiny glob of molten metal spills from the brim and falls on Corin's shoulder, burning and bubbling through his flesh like acid.

But the gritty Cimmerian does NOT cry out in pain.

KHALAR ZYM

Such a waste. Think of the power I could have shared with you.

CORIN

Cimmerians have no use for sorcery.

Conan is pinned to the floor by the strong chieftain, Ukafa. Lucius presses blood soaked rags to his ruined face.

Remo and Cherin ransack the forge, turning it inside out.

REMO

The bone shard is not here.

KHALAR ZYM

You just don't know how to look.

Stepping eerily from the shadows where she had been lurking all along, is Khalar's daughter, MARIQUE, 13.

Her face is uncanny; with no eyebrows and a hairline high above her forehead, she looks both regal and serpentine.

KHALAR ZYM

Your son has courage, but my daughter has talents as well.

(beat)

Where is it, Marique?

Khalar's lieutenants are clearly unnerved by the little girl. She dangles her long fingers along the ransacked arms and armor, as if she had some sixth sense in her fingertips.

KHALAR ZYM

The Cimmerians do not pray. They have no priests or preachers.

Closing her eyes she SNIFFS, as if catching an intriguing scent, and she feels along the walls like a blind girl exploring the face of a lover.

KHALAR ZYM

This is what matters to them. This is their church. It will be here...

Her witch-eye flashing magically, Marique discovers the hidden door in the floor. She opens it.

Conan sees his father clench his teeth and wince. The boy tries to squirm out of Ukafa's grip but is held fast.

Marique's spidery fingers probe the weapons in the secret cache. She gasps suddenly and smiles.

From the cache, she pulls out a LUMP OF ORE, brings it close to her face to sniff it and to probe it with her tongue.

Then she crosses the forge and places the ore in the furnace.

All watch as the ore heats and rapidly loses its shape. A SHARD OF BONE rises to the surface.

The girl reaches in, and with two budding black nails, pointed as needles, she picks out BONE FRAGMENT. Sharp as sin and white as death, it mysteriously cools before their eyes.

KHALAR ZYM

Your mother would be proud.

The men stand back in deference as she crosses and hands over the shard to her father.

Khalar looks at it with a kind of religious awe. His eyes water. His hands actually tremble as he grasps it.

But then he steels himself.

KHALAR ZYM

Gather the men. Burn everything.

Lucius moves to impale Conan.

KHALAR ZYM

Wait. Not him. Not yet.

LUCIUS

Not yet? HE CUT OFF MY NOSE!

Khalar's other henchmen toss torches against the far walls. The forge catches aflame. Khalar locks eyes with Corin.

KHALAR ZYM

How do I punish you Cimmerian? You fear not death, nor pain, nor insult to honor.

Marique whispers in her father's ear, making him smile.

Khalar hacks at a support chain. The vat of SUPERHEATED METAL begins to tip toward Corin.

Conan SNATCHES the stabilizing chain, grimacing as the links, heated from the fire, SIZZLES into the flesh of his palms.

KHALAR ZYM

Something worse than death. Watch
your son die because he loves you.

Khalar exits, his men follow. Marique, the last to go.

She lingers at Corin's greatsword, awed by the craftsmanship. She runs her finger perversely over the edge, slicing her fingertip. The sting seems to please her.

Smiling sadistically, she steals the blade and goes. Conan is incensed, but helpless: if he lets go of the chain, his father will die in a shower of molten metal.

EXT. CIMMERIAN VILLAGE - CORIN'S FORGE - DAY

Flames sweep over the walls and rooftop, swiftly becoming a raging inferno.

EXT. CIMMERIAN VILLAGE - DAY

Khalar Zym stands, surrounded by his victorious army, and he is joined by his daughter.

Remo hands him the MASK OF ACHERON, a jigsaw puzzle of many bone fragments, arranged in a white mask of death.

With bated breath, Khalar inserts the recovered shard into the mask. It fits perfectly. The mask is complete.

Khalar RAISES THE MASK OF ACHERON. His mercenary army CHEERS.

KHALAR ZYM

We are halfway there, Marique. Now
we must find the pureblood, and
then, *your mother will return.*

INT. CIMMERIAN VILLAGE - CORIN'S FORGE - DAY

Conan struggles to keep the vat of molten ore from tipping. If he lets go, his father dies. If he doesn't let go, the SPREADING FLAMES will kill them both.

CORIN

Conan, you cannot save me.

Conan struggles with the chain, his hands smoldering. A droplet of molten steel falls from the vat, searing his cheek but he does not loosen his grip.

CORIN
Let go of the chain, boy.

Conan's losing ground, his heels sliding through the dirt. He won't look Corin in the eye.

CONAN
I'm not afraid to die.

CORIN
Nor I. But, I watched your mother die so you could live.

But Conan will not let go. He will never let go. And Corin knows this, watching the fire spread around them, blistering the skin of Conan's back.

CORIN
Conan... LOOK AT ME.

The boy looks in his father's eyes.

CORIN
She wanted more for you, in this life, than fire and blood.
(beat)
I love you, son.

Corin uses the last of his strength to pull the chain from Conan's hands. The vat of ore spills down, a TORRENT OF METAL ENVELOPING CONAN'S FATHER.

EXT. CIMMERIAN VILLAGE - FORGE - DAY

Conan crawls from the runoff through the snow toward the frozen river. He plunges his hands into the water.

As he pulls his hands free, he looks at his palms. The chain has been branded into his flesh.

EXT. CIMMERIAN VILLAGE - DAY

Conan stumbles back into the village. The bodies of everyone he knew, litter the ground. In a grim echo of the scene of his birth, all the buildings are aflame.

His blue eyes are wide with the shock of innocence lost.

Looking down, he sees a Cimmerian sword sunk, point first, into the snow. He grabs the hilt and drags it like a stick.

The boy walks on, in shock, and a lingering Turanian Raider looting a corpse, looks up and sees him approaching.

Sensing an easy kill, the Turanian springs towards the boy, but Conan snaps out of his trance and CUTS HIM DOWN.

Then the boy runs wildly forward, HOWLING WITH RAGE. With his wiry, adolescent arm, he RAISES THE BLADE IN THE AIR.

MATCH CUT TO:

EXT. ZINGARAN COASTLINE - DAY

The SAME SWORD RAISED HIGH IN THE AIR, but the arm that holds it is massive, muscled, and scarred.

CONAN, the fully grown icon we all recognize, CHARGES down a hill on horseback, leading a crew of Zingaran pirates.

ARTUS, a dashing captain of Zingaran pirates, rides alongside him, unleashing a lusty battle cry.

Around them a dozen BOULDERS roll downhill like tumbleweeds. It's a wild frenzy of energy, motion and aggression.

DOWN BELOW

A SLAVE CARAVAN rolls across broken earth. SLAVEGIRLS, naked save for their loincloths and the chains that bind them, sit packed in caged wagons, sheltered from the midday sun.

The MALE SLAVES walk alongside the wagon, their feet blistered, skin blacked, and flesh lean from hard labor.

A rumble like an earthquake. The HEAD SLAVER looks up, confused as the ground itself seems to be HURLING TOWARD HIM-

BOOM! A boulder CRUSHES the slaver, crashing into the caravan, sending the horses into a frenzy, spilling loot across the road. BOOM! BOOM! More boulders tear through wagons and shatter carts of food.

Then the Zingaran pirates swarm, waving their steel.

Most of the slavers take one look at their attackers and FLEE, abandoning their caravan. Artus howls with laughter.

ARTUS

Come back and fight! You pink-bellied, stub-cocked, goat lovers!

Conan gallops alongside a caged wagon, past spellbound slave girls gaping at the sight of him. He swats a slaver off his mount sending him head first into the sand.

The Zingaran pirates ride in circles, whooping, screaming, and beating their chests. The few remaining slavers give up, and ride away in panic and terror...

... all except one. The largest slaver, THE WILD MAN, his simian arms, hairy back, ratty beard and blackened teeth.

With a ferocious shriek, the Wild Man CHARGES AT CONAN AND ARTUS. The two men study him curiously as he gallops.

ARTUS

Are you going to take this one?

CONAN

No, you go ahead.

The Wild Man rides closer, raising his deadly spear.

ARTUS

I had the troglodyte last week.

CONAN

Are you sure?

ARTUS

I insist.

At the last possible second, Conan calmly ducks a frenzied spear thrust to his face, and lops off the slaver's head.

As the decapitated body rides on, the severed head twirls in the air like a soccer ball and lands in the sand. THUNK!

Conan scowls at his sword. Artus mimes his swing.

ARTUS

I think you pulled left.

CONAN

(shaking his head)
The blade is warped.

Both pirates and slaves erupt in cheers.

INT. ZINGARAN COASTLINE - LATER

Artus and his pirates loot the caravan of anything and everything of value and load it onto rafts and rowboats. Anchored at bay is their pirate ship, THE HORNET.

Conan cuts the slaves free.

CONAN
Go. You are all free.

The slaves look frightened and bewildered. TWO BUXOM SLAVE GIRLS steps forward.

SLAVE GIRL #1
But... But you have taken all the
food, all the weapons.
(beat)
Where would you have us go?

It's wilderness and unbroken coast in every direction.

Conan looks over the slaves. He's right; no food, no weapons, the men wear loincloths, the women wear even less.

CONAN
You are right...
(thinking)
The women will come with us.

INT. MESSANTIA - ALEHOUSE - NIGHT

SLAVE GIRLS GONE WILD. They dangle from hanging lanterns, dance on table tops, and pour ale into mugs for the randy pirate crew. The air is thick with smoke.

Two women, painted and naked, writhe on Artus's lap. One is a waif, petite and pert, who feeds him dates.

KEERRRACK! A portly GOON'S wrist breaks as Artus beats him in an arm wrestling match. The pirates jeer at the Goon's dangling arm as he stumbles away from the table.

Conan arrives, mugs of ale in hand, and laughing in mock-challenge, takes the Goon's place.

Now Artus and Conan arm wrestle, and the two muscled hulks battle to a tie. Slave girls and pirates cheer them on.

Then Conan cheats, hurling ale in Artus's face, and as his friend flinches, Conan drives his arm to the table.

Conan laughs in triumph, until Artus SLUGS HIM IN THE FACE. Artus ROARS with laughter as his friend shakes off the blow.

CONAN
I still win.

SLAVE GIRL #1 chugs her ale, the foam gushing over her chin and dribbling off her breasts, where Conan happily laps it up. Another SLAVE GIRL # 2 runs her fingers admiringly over his MUSCLES.

SLAVE GIRL #2

You are as strong as Crom himself!

Artus stands from the table and speaks to all...

ARTUS

When I first met him, he was no bigger than you. Just a scrawny little rat picking pockets in Zamora.

SLAVE GIRL #2

(slinking into Conan)

Is it true?

The girls listen in rapt attention, and SLAVE GIRL writhes like a showgirl.

ARTUS

But even so, it was he who stole The Elephant's Heart and slew the sorcerer Yara.

The girls SQUEAL in delighted disbelief.

SLAVE GIRL #2

(impressed)

That was YOU?

CONAN

Who's next?!

There are no takers for the empty seat across from Conan.

Suddenly an wily thief, ELA SHAN, ducks into the alehouse, glancing over his shoulder as if pursued. This rogue in an eye patch tries to lose himself in the raucous crowd.

Seeing only one empty seat, Ela Shan cuts through the drinking and fornication, and sits across from Conan.

Conan drops his elbow to the table, hand open, offering the challenge. The skeptical crowd reacts with wild laughter.

ELA SHAN swallows, hides his face and puts his own arm on the table, accepting the match with trepidation.

As the arm wrestling begins, Conan hams it up for the crowd, grunting and huffing as if his opponent were Hercules.

Conan allows Ela to push his arm closer and closer to the table, but then using only his index finger, he pushes back to center. The slave girls root and cheer!

The anxious thief looks to the entrance and sees...

The CITY GUARD, THREE heavyweights in armor, scan the crowd. The Captain of the Guard, a corpulent man in a strange mask that covers his nose, points directly at the thief.

Conan squints through haze at the Captain, catching only glimpses through the mob. He's familiar: The distinctive way he rolls his neck. *The mask that covers his nose.*

But after dispatching his men, the Captain of the Guard steps into a waiting chariot and is gone.

Conan's face goes dark - the same grim intensity we saw in the boy. Could it be the same man?

Conan looks down at the MANACLES clamped to Ela Shan's wrists. Conan smiles, grips the thief harder, even as Ela tries to pry free and run.

The guards get closer and closer.

ELA SHAN

They'll be happy to take us both to prison, if you don't let go!

Conan smiles and nods. Just as the surly Guards reach them...

CRUNCH! Conan slams his head back, breaking Guard #1's nose, sending him stumbling backwards.

The crowd is shocked. Artus looks up in confusion.

Conan BURSTS UP FROM THE TABLE as Guard #2 charges. Conan lifts up a wooden bench and slams it across Guard #2's face, sending him reeling.

Guard #3 points the tip his sword at Conan. Guards #1 and #2 draw swords too. Conan just raises his hands in surrender.

Artus shoots Conan a look: what the hell are you doing?

Conan shakes his head: don't interfere. Artus raises an arm to keep any of the pirates from stepping in.

Guard #1 nabs Ela Shan as he tries to slip away unnoticed. Conan allows himself to be cuffed.

EXT. PRISON - QUARRY - DAY

Emaciated INMATES, many shackled together, work in a small quarry. They turn to watch the City Guards enter, leading a shackled Conan and Ela Shan into the yard.

Ela looks at Conan, who seems relaxed and determined.

ELA SHAN

Never have I seen one so calm as he
is led to the gallows.

INT. PRISON - GUARD ROOM - NIGHT

In a chamber filled with instruments of torture, a prisoner, skeletal and suffering, sits chained to the wall.

By stark contrast, the BAILIFF sits at a table, calmly eating a "civilized" dinner of wine and pheasant.

The Bailiff throws a bone at the feet of the prisoner, and giggles as the starving man grasps for it, just out of reach.

Conan, still shackled, stands before the Bailiff.

CONAN

Where is the captain?

BAILIFF

Aha, so the hill ape can speak. The
captain is currently... occupied.

From down a corridor, we hear SCREAMS OF PAIN. The Bailiff cackles impishly.

BAILIFF

But don't worry. Everyone gets
their chance.

The Bailiff tries to taunt the barbarian by dangling a pheasant drumstick just out of reach. It's a mistake.

Conan twists his bound hands around the Bailiff's arm. He twists the chains hard, breaking bone.

Then delivers a PRIMAL HEADBUTT, knocking the Bailiff to the ground. Conan places his boot to the Bailiff's throat.

CONAN

Where is the Captain of the Guard?

BAILIFF

His door is sealed from within, and
he will only open it for me!

INT. PRISON - CAPTAIN'S CHAMBER - NIGHT

The CAPTAIN OF THE GUARD sits before a table of knives and hooks. He works a nasty set of CLAMPS onto Ela Shan's wrists. A FAT GUARD watches, vaguely bored.

Then comes a HEAVY KNOCK at the door.

FAT GUARD

Yes?

Another knock. The guard, frustrated, retrieves his keys, sliding open a small EYEHOLE.

The Bailiff stares back at him.

The Guard opens the door, finds Conan holding the Bailiff's head. The Guard barely has time to blink before Conan GUTS HIM. The Captain turns around, the mask hiding his face.

But there's no mistaking him now. It's Lucius, the disfigured Aquilonian Conan last met as a boy.

Lucius reaches for his blade. Conan is faster, grabbing it, DRIVING IT THROUGH LUCIUS'S FOOT into the wood floor below, pinning him in place.

LUCIUS

GUARDS!

INT. PRISON - AREA OUTSIDE CAPTAIN'S CHAMBER - CONTINUOUS

FIVE ARMED GUARDS rush in, weapons drawn. Conan doesn't hesitate. He flings the table through the threshold, sending knives and hooks into Armed Guard #1.

Armed Guard #2 leaps over the table. Conan grabs him midair and slams him down onto the blades. Ela Shan watches in awe.

The other guards rush forward at once. Conan slams Guard #3 face down into a COAL FIREPOT. Then, Conan spins and severs Guard #4's arm at the elbow.

Finally, Guard #5 pins Conan to the wall, choking him with the shaft of his poleaxe. Conan struggles for breath, turning a deep shade of purple.

Conan reaches for his blade. He doesn't need it. The soldier drops, stabbed from behind by Ela Shan.

Conan catches his breath, steadies himself with the wall.

ELA SHAN
NORTHERNER, BEHIND YOU.

Conan spins just in time to block Lucius' dagger attack. He lifts Lucius off the ground by his throat.

CONAN
You remember me?

LUCIUS
What? Who are you?

CONAN
The one who gave you your pretty face.

Conan rips off Lucius' prosthetic, revealing his disfigured face, a GAPING BLACK HOLE where his nose used to be. And now Lucius does remember, eyes growing wide with horror.

Conan grabs Lucius by the empty cavity and pulls him over to the torture rig.

INT. PRISON - CAPTAIN'S CELLS - LATER

Ela Shan tightens the clamps on Lucius. He shrieks. His prosthetic mask hangs awkwardly on his beaten face.

A flag with the Seal of Acheron hangs on the wall.

CONAN
Where is the man who killed my father?

LUCIUS
You seek Khalar Zym?

CONAN
Zym? No. My people were slain by a common bandit, not a king.

LUCIUS
He was a bandit then, but now, a legend - a shadow lord, nowhere to be found, yet everywhere at once.

Unimpressed, Conan picks up an executioner's axe.

CONAN

Well, then, I have no use for you.

LUCIUS

Wait. WAIT. I can help. I'll tell you what I know. Just give your word, give me your word you won't kill me.

Conan thinks about this. A moment, then he SLAMS DOWN THE AXE, nearly cutting off Lucius's hand.

CONAN

Speak. I won't kill you.

LUCIUS

You know of the Turanian deserts, and the forbidden forest?

CONAN

Nothing there but dead men and the animals who pick their bones.

LUCIUS

And yet Khalar leads his legions through the waste as we speak.

CONAN

Not good enough.

Raising the axe again.

LUCIUS

Wait please. The waste is large, yes, but when he returns to his stronghold at Khor Kalba, it will be by way of the Shahpur ravine.

Conan looks to the thief.

ELA SHAN

That's a fine place for an ambush.

CONAN

What does he want in the Red Waste?

LUCIUS

He and his witch daughter are searching for a girl.

CONAN

Searching the wasteland for a woman? Are you sending me into a trap?

LUCIUS

No! I have no reason to lie. He's mad, obsessed with Acheronian sorcery. I have no loyalty to him.

Conan just stares at Lucius. Lucius eyes the axe uncomfortably.

LUCIUS

I've upheld my part of the deal, Northerner.

Conan rips a small key from Lucius' keyring. In one motion he tilts back Lucius' head, stuffs the key down his throat. A second later, Conan pours ale into his mouth.

Lucius can't help but swallow the key.

LUCIUS

By Mitra, what are you doing?

CONAN

Toasting to our deal.

EXT. PRISON - QUARRY - NIGHT

Conan kicks Lucius through the gate into the quarry. The emaciated inmates stare on in confusion.

CONAN

The key to your shackles sits in the captain's gut.

Lucius looks from Conan to the inmates.

LUCIUS

YOU GAVE YOUR WORD. YOU SWORE YOU'D SPARE MY LIFE.

CONAN

I said I wouldn't kill you. And I won't.

But they will...

LUCIUS

BARBARIAN!

Conan leaves Lucius to the inmates, his shrieks turning to horrific GARGLES. The thief moves to catch up with him.

ELA SHAN

Northerner...

Conan doesn't slow. The cloying thief sprints to catch up.

ELA SHAN

I am Ela Shan. Perhaps you have heard that there is no lock I can not break or vault I can not enter.

Conan shakes his head.

ELA SHAN

If you are ever foolish enough to pursue this man to Khor Khalba, come see me in Argalon so I can talk you out of it.

But Conan just walks on.

ELA SHAN

Ask anyone you meet there for Ela Shan!

EXT. HORNET - OPEN SEA - DUSK

The Pirates unfurl the sails and set out to sea.

INT. HORNET - BELOW DECK - DUSK

Conan places a sword fresh from the fire against his torn flesh, cauterizing the wound.

Artus inspects Conan's new injuries. He laughs heartily and takes a swig straight from a bottle.

ARTUS

They'll be rioting in Messantia for days thanks to you!

Artus hands him the bottle but Conan doesn't take it.

ARTUS

What?

CONAN

I learned the name of the man who killed my father and took his sword. Khalar Zym.

Artus is stunned by this information. It's as if Conan told him his father was killed by the devil himself.

ARTUS

Zym?! Do you know who that is?

CONAN
 (shrugging)
 I am told he is dangerous.

ARTUS
 I am told he is the *angel of death*.

CONAN
 (unimpressed)
 I leave tonight to pursue him in
 Shahpur.

ARTUS
 We can sail as far as the bay near
 the Shahpur Outpost.

CONAN
 And then you wait for me there.

ARTUS
 Wait? Ha! I am not your serving
 maid. I will go with you.

CONAN
 Not this time, my friend. It is
 something I must do alone.

Artus nods in sober silence. Conan is lost in his own dark thoughts.

EXT. SHAHPUR COASTLINE - EDGE OF RED WASTE - DAY

Conan embarks on his journey, riding his horse, slowly but relentlessly away from the sea into the unforgiving dunes.

Behind him is the pirate ship, waiting in the bay.

Around him, waves of heat rise from the sand, causing his image to ripple as if on the surface of water.

DISSOLVE TO:

INT. HIDDEN MONASTERY - FASSIR'S CHAMBER - DAY

We dissolve to ripples in an actual pool of water, and the reflected face of a beautiful woman, UPSIDE DOWN, for she is sitting on the opposite side.

TAMARA (O.C.)
 What is it you see, Master?

Reveal FASSIR, 70's, elder monk, staring into the pool, and inhaling deeply from an ornamental hookah. He reads the ripples on the water like a seer reading tea leaves.

FASSIR

It is unclear. I see a journey. I see a man crossing the sands.

Kneeling opposite is TAMARA, 20, a monastery student. The lines of her robed body flawless. Her eyes sharp and bright. She wears a distinctive NECKLACE with a jeweled amulet.

TAMARA

A knight?

FASSIR

A warrior.

A half circle of young FEMALE STUDENTS, in similar robes and necklaces, kneel with Tamara around the old man as if before a guru, and shoot furtive glances back and forth.

FASSIR

Your paths will merge. He will take you home, to your birthplace...

But the trance seems to lift, and Fassir stops himself from talking, as if he has said too much. The master continues to gaze into the pool with a uneasy expression.

TAMARA

Is that all you see?

FASSIR

(shaking his head)
That is all. Continue your exercises.

Fassir seems disturbed by the reading, but he closes his eyes, retreats within himself, and will not say more.

Sensing class is over, the girls hop to their feet and scamper to the exit. Tamara is surrounded by friends who attempt to cheer her up.

TAMARA

Why would I be in the Master's visions?

FEMALE STUDENT #1

Oh, everyone knows you are his favorite.

FEMALE STUDENT #2

(teasing her)

Perhaps this warrior will be *noble and pure*, sweeping you off your feet and onto his dark steed.

TAMARA

(rolling her eyes)

Perhaps the Master had too much of that pipe.

ON FASSIR

His eyes open and he looks away from the pool, thinking.

EXT. FORBIDDEN FORREST - SHAHPUR RAVINE - DAY

A SINGLE DOT ON THE HORIZON, a rider wrapped in a scarf to protect against the sun.

It's Conan. He reaches the end of the desert, and through the jagged Shahpur Ravine, enters an ominous forest thick with gnarled trees and jagged rocks.

EXT. RED FOREST - DAY

An EERIE FOG blankets the rocks and trees. Shapes move like dark creatures in murky water, rising and emerging as FIGURES ON HORSEBACK in stark silhouette.

A CLOAKED FIGURE leads them forward, and Ukafa appears behind her...

UKAFA

To what cursed land have you led us now?

The Cloaked Figure removes her hood, revealing...

MARIQUE

The pureblood is close. I can taste her in the air.

Marique has grown up and become a powerful, intense and perverse young witch. We recognize her by her missing eyebrows and hairline, as she sniffs the air.

Around her belt is the familiar HILT of Corin's broadsword. She grasps and strokes the handle with perverse excitement.

Behind her, an imposing figure rides forward. The fog obscures his face but his voice is unmistakable.

KHALAR ZYM (O.C.)
The mists they summon have hidden
them well, Marique.

MARIQUE
Not well enough, father...

I/E. THE FORBIDDEN FOREST - TUNNEL - DAY

Marique rides on ahead, leading the way like a bloodhound.
Behind her through the mist, the very earth seems to rise up
in a wave. It is an army of Black Riders.

She takes them to a cliff wall, and a HIDDEN TUNNEL.

EXT. HIDDEN MONASTERY - BALCONY - DAY

Fassir walks out onto a balcony that overlooks the monastery
grounds, its plaza, and the north gate. Quiet and austere.

Below him, his female students exercise with balance staffs,
moving in well-practiced forms and routines. On the grounds,
monks prepare rituals and tend to flocks.

ON TAMARA - FASSIR'S POV

She stands out from her peers - more balanced, more focused,
and more radiant.

ON FASSIR

He watches with an expression of sadness and concern.

Then Fassir is distracted by a RUMBLE. Ripples dance across
the reflecting pool. His students look around, curious.

The rumble gets louder, monks look around in confusion.

A LINE OF BLACK RIDERS CHARGE INTO THE MONASTERY, led by
Marique, like a hound leading the hunt.

The monks and their sheep scatter. One freezes, watching in
disbelief as the horseman tramples him.

Tamara gawks in horror as more invaders pour into the
monastery square and impale fleeing monks on THROWING SPEARS.

Several Black Riders carry STANDARDS marked with the image of
the ACHERONIAN SEAL. Behind them trails a War Carriage drawn
by four horses.

Fassir flees the balcony.

43A EXT. HIDDEN MONASTERY - VARIOUS - DAY

43A

WARRIOR MONKS fire arrows from rooftops and raised balconies.

One monk takes out a rider with an arrow to the neck. The riderless horse barrels through a nearby market stand.

A brigade of monks, men and women, charge from a monastery building. These warriors wear no armor, battling with balanced staffs, using a Shaolin-inspired fighting style.

Tamara fights shoulder to shoulder with the others.

A warrior monk leaps onto the back of one of the attacker's horses, crushing the rider's skull with his staff.

But even as the warrior monks engage the horsemen, Ukafa and his retinue of spearmen pour into the monastery grounds, surrounding them.

Cherin and a line of archers return fire at the monks on the rooftops, and several monks are hit.

Then MORE waves of Black Riders wash in, each better armed and more intimidating than the last. This is no ragged troupe of bandits. This is an army, vast and indomitable.

Then, for a moment, nuns and monks alike are frozen in awe. Tamara looks out to see, coming out of the tunnel...

...THE MAN OF WAR, a gargantuan siege ship retrofitted as a movable fortress, glides across the ground as if upon an ocean, borne on the back of twenty four elephants.

Standing at its bow, magnificent and terrible, in the black armor of a future emperor, is Khalar Zym.

EXT. HIDDEN MONASTERY - PLAZA - DAY

Tamara fights through the madness of battle, searching desperately for someone. All around her, the warrior monks struggle to hold off the invaders. They don't stand a chance.

TAMARA

(to the Monks)

We must protect the Master!

She gets no answer. The marketplace has become a killing field. Monks are being slaughtered left and right. Agile and quick, Tamara is one of the few fighters to survive and retreat.

ATOP THE PANTHEON STEPS

Spearman execute the male monks, kicking their lifeless bodies down the marble steps. A carpet of the dead stretches from the steps to the reflecting pool.

ON KHALAR ZYM

He directs his army from the bow of his land ship, and observes the genocide with triumph and satisfaction.

ON MARIQUE

She moves down the line of bound and captured female monks, who kneel and bow their heads.

She removes a glove, revealing her FINGERNAILS, a series of STYGIAN NEEDLES sewn into her fingertips.

Marque examines each girl by piercing her skin with a needle, removing a drop, and then licking the needle's edge to taste it. With each girl, she shakes her head.

Next, UKAFA, following along behind her, lifts his spear and skewers the one she just tested; the girl's limp corpse drops onto the hard marble floor.

With each girl it's the same: Marique tests the blood, shakes her head, and turns to the next as Ukafa executes.

MARIQUE

Which one of you is the pureblood?
The one who points her out will be spared.

STUDENT #1, looks up, confused; her lips are defiantly shut. Marique doesn't bother to test her and just nods to Ukafa who plunges his spear in her back.

Impatient, Marique marches down the line, until she sees FEMALE STUDENT #2 at the end. Her dress and jewelry make her stand out. She looks regal.

Marique stares at her, and her eyes seems to sparkle.

MARIQUE

(triumphant)
You. You are the one.

Female Student #2 is too terrified and confused to speak.

Marique grabs the student by the hair, yanks back her head, and buries a long needle deep into the girl's neck.

As she screams, Marique withdraws the syringe with a drop of her blood. Marique places it to her tongue, and tastes it.

Ukafa and other Kush warriors wait for the result with bated breath. Eager. Hopeful.

Then Marique spits, both disgusted and frustrated.

MARIQUE

Not pure.

With offhand brutality and the speed of a striking snake, Marique sinks two finger-needles INTO HER VICTIM'S EYES.

The girl falls forward, dead before her face hits the marble, and Marique walks past the end of the line.

EXT. HIDDEN MONASTERY - ATRIUM - DAY

Tamara rushes for the atrium, but stumbles.

She scrambles to her feet to see a War Carriage cutting her off, circling wildly and then bearing down upon her, a bloodthirsty Aquilonian warrior at the reins.

Tamara raises her staff to defend herself as the carriage barrels forward, threatening to run her down.

Someone GRABS HER ARM and tugs her out of the way at the last moment...

It is Fassir.

A monk's arrow pierces the Aquilonian driver's chest. Five other MONK PROTECTORS, all on horseback, ride up alongside the War Carriage, taking control of the horses.

FASSIR

Get into the carriage.

TAMARA

NO! I will defend our home!

FASSIR

For the sake of your people you must leave this place and go to the monks in Hyrkania. It is your duty. Do not hesitate and do not waver.

Tamara steps up to get inside the carriage.

TAMARA

I don't want to leave you here.

FASSIR
Do you trust me, Tamara?

TAMARA
With my life. With everything I...

The master touches her cheek, his eyes clear and unblinking.

FASSIR
Then ask no more questions, and do
as I say.

EXT. HIDDEN MONASTERY - PLAZA - ON REMO - INTERCUT

As Remo finishes off the wounded and dying, he looks out towards the western gate and sees...

WESTERN GATE - REMO'S POV

Fassir firmly pushes Tamara inside the carriage and shuts the door. A monk takes the driver's seat and whips the horses.

ON REMO

He waves to his Horse Warriors.

REMO
Let none escape!

EXT. HIDDEN MONASTERY - TUNNEL - DAY

The War Carriage flees through the gate with 6 MONK RIDERS, three in front and three behind.

They go through the cave system, a series of intertwining rabbit holes lit by shafts of light.

EXT. HIDDEN MONASTERY - GATE - DAY

Remo and a dozen Horse Warriors CHARGE INTO THE TUNNEL, pursuing the Monk Riders and the captured war carriage.

EXT. FORBIDDEN FOREST - DAY

Tamara and her escort ride out from the tunnel out into the FORBIDDEN FOREST. They continue out into the foggy forest.

EXT. HIDDEN MONASTERY - DAY

ATOP THE PANTHEON STEPS, Fassir stands, beaten and bruised.

Behind Khalar an Acolyte holds the Acheronian Mask as a battle standard. Fassir looks up at this Acheronian artifact with horror - like a German pacifist viewing a swastika.

KHALAR ZYM

You know who I've come for. Why suffer over it?

FASSIR

None of the ancient blood line remain. Your search is in vain.

KHALAR ZYM

If that is true, why have you monks hidden here for a thousand years?

FASSIR

We live here in peace. We have no riches. We do not make war. We value life.

Khalar's expression goes dark.

KHALAR ZYM

You value life? Have you forgotten what happened in the forests of Ophir?

Khalar moves closer.

EXT. OPHIR FORREST CLEARING - NIGHT - FLASHBACK

A woman dressed in black flees through dark woods.

Around her dogs bark and torches glow. She runs in a wild panic. When she finally bursts into a clearing, an angry mob emerges from the trees to surround her.

KHALAR ZYM (V.O.)

Did not ALL the nations of Hyboria hunt a woman down like an animal?

MALIVA, a mysteriously beautiful young woman, with wicked eyes like her daughter's, is lashed to a wooden Vitruvian Wheel, her hands and feet tied to a central cross.

KHALAR ZYM (V.O.)
 Were not both my daughter and I
 forced to watch as Maliva, my
 innocent wife, was lashed to the
 wheel and set aflame?

The wheel burns. Maliva wails in suffering. The fire consumes her body, burning her luminous white skin coal black.

Bound in chains and forced to watch, their faces blank with shock, are Khalar and the child Marique.

We HOLD ON KHALAR'S FACE and...

MATCH DISSOLVE:

EXT. HIDDEN MONASTERY - DAY

CLOSE ON the older Khalar Zym, perhaps the most cold blooded man in Hyboria, who cannot stop his voice from breaking.

KHALAR ZYM
 It is death you value, and so you
 must suffer and kneel to me, like
 all the rest.
 (composing himself)
 It is I who seek the power to give
 life. I've travelled to the four
 corners of Hyboria for it.

FASSIR
 The monks here had no part in her
 death.

Khalar waves him off.

KHALAR ZYM
 Where is the one I seek?

Fassir stares blankly into space, lips closed tight.

Khalar's eyes narrow. He nods to Marique. She traces a needle under Fassir's cheek, slow, like a lover's caress.

MARIQUE
 Oh, he will tell me his secrets, as
 have all others before him.

But just as she dips her needle in a vial of oily liquid and prepares to pierce his flesh...

The old man looks up, his eyes suddenly flashing defiantly.

FASSIR

Your vain pursuit for the secrets of Acheron is a lust for power not a love of life. Your "innocent" wife sought to enslave all of Hyboria with her sorcery, and so she deserved to burn.

(beat)

You will *never* rule, and Maliva will *never* rise again.

Khalar stares at him blankly, and then EXPLODES WITH RAGE.

He SMASHES FASSIR'S FACE against the marble steps, again and again and again. The rounded up monks watch in horror as Khalar, finished, tosses Fassir's limp body down the steps.

HORSE WARRIOR (O.S.)

M-m-my lord...

One of Remo's Horse Riders approaches. He looks very nervous to be bearing bad news.

HORSE WARRIOR

I've been sent to tell you that a... a... a woman has escaped to the South. But, Remo himself along with his men are in pursuit.

Khalar nods slowly. Marique grits her teeth. The Horse Warrior cringes, expecting his hand to be cut off.

But Khalar smiles, satisfied.

KHALAR ZYM

She must be the one. Remo will surely capture her.

EXT. FORBIDDEN FORREST - DAY

The War Carriage and the six Monk Riders follow the twisting trade route, surrounded on both sides by steep rock and trees. The men's faces are chapped and white with dust.

ABOVE THEM - ROCKY LEDGE

Conan crouches on a rocky ledge, and spots the carriage advance across the path, plumes of dust in its wake.

He unwraps a delicately engraved instrument shaped like a long slender bone. It's only when he looks through it that we realize that it is an ancient LENS.

THROUGH THE LENS - CONAN'S POV

On the side of the carriage he sees emblazoned, THE
ACHERONIAN SEAL.

ON THE CARRIAGE

Meanwhile, the MONK RIDERS see that they are being pursued.

12 HORSE WARRIORS emerge from the clouds of dust behind them.
Three of the Monk Riders fall back to defend the rear.

ROCKY LEDGE

Conan waits until the carriage is about to pass underneath
him, runs along the ledge to match the carriage's speed...

...And JUMPS!

ON THE CARRIAGE

Conan lands on the roof of the carriage with a THUD.

Monk #1, the driver, looks back in shock, as Conan plunges
his fist through the wooden roof, and TEARS IT OPEN.

However, when Conan looks inside, instead of Khalar, he finds
Tamara staring back at him in confusion.

She SLUGS HIM IN THE JAW. Conan grabs her wrist...

CONAN

Where is he?

With her other hand she shoots a dagger towards his neck.
Conan grabs that wrist too, narrowly avoiding the point. This
girl's got spunk.

CONAN

Where is Khalar?

TAMARA

Who is Khalar?

Monk #1, the driver, turns to face Conan, but...

PPFFTT! An arrow hits MONK #1 directly in the chest. He reels
backwards. Conan spots the affixed oil-sack on the arrow,
fuse burning...

The oil sack BURSTS INTO FLAME, liquefying MONK #1, and he
falls burning from the carriage and is trampled.

Conan looks behind him and sees Horse Warrior #1 lower his bow and charge directly towards the carriage.

Tamara pokes her head out of the top of the carriage just in time to see Conan thrust his sword and skewer Horse Warrior #1 as he attempts to jump aboard.

ON CONAN

He leaps from the carriage onto Horse Warrior #1's horse.

ON TAMARA

As the carriage teeters out of control, Tamara crawls out of the hole to the exterior front seat and takes the reins.

ON THE HORSE WARRIORS

Remo and his HORSE WARRIORS close in on MONK RIDERS #3, #4, and #5 guarding the rear. These monks spread out to avoid being surrounded by Remo's men.

HORSE WARRIOR #9 swings a bolo and hurls it at Monk Rider #3. It coils around his neck like a snake. He falls, his head CRUSHED by a horse's hoof.

ON CONAN

He looks back and we linger on his face as he RECOGNIZES the man leading the attack on the carriage and the Monk Riders.

It's Remo! Conan's expression becomes steely.

ON TAMARA

She looks back to see that...

HORSE WARRIOR #2 stands on the back of his horse and hurls a spear. Monk Rider #4 is hit in the back and taken down.

ON CONAN

He sees Horse Warrior #2 raise a spear again, aiming for the carriage horses, but this time Conan charges, swinging his sword and chopping Warrior #2's legs out from under him.

ON TAMARA

She locks eyes with the mysterious man who is, to her bewilderment, fighting on her side. Who IS he?

Then she looks back to see Horse Warrior #9 gaining on her. Suddenly, the rider LEAPS ON THE CARRIAGE rooftop.

Tamara reaches down and pounds the LATCH holding the back cabin. Once unhooked the carriage pulls free and spirals into pieces, taking Horse Warrior #9 down with it.

Now Tamara stands on the front axle, and the four horses pull the remains of the carriage like a chariot.

ON CONAN

He observes the mysterious girl's startling tenacity, and he locks eyes with her again. Who IS she?

ON REMO

As Horse Warrior #3 preps another explosive arrow and aims it at Tamara. Remo stops him.

REMO

No more arrows! You will hit the woman!

Remo engages with MONK RIDER #5, shredding the poor man's face with a BRUTAL SPIKED SHIELD.

ON TAMARA

Tamara grabs the CHARIOT WHIP, lashing at Horse Warrior #3. The whip tangles the front legs of his horse, tripping the animal, and planting him into the dirt.

Tamara cracks the whip again, snagging Horse Warrior #4 by the neck. The two then struggle for control of the whip, in a fierce tug of war.

Tamara tosses the whip handle through the spokes of her own wheel. The whip tangles, violently snapping the rider's neck, yanking him from his horse, and dragging Horse Warrior #4 through the dirt behind her.

Horse Warrior #5 moves to flank Tamara, riding closer. As he reaches out for her-

CRUNCH! The warrior is slammed from the side, caught completely off-guard, a T bone collision with another horse.

ON CONAN

Horse Warrior #6 LEAPS ONTO CONAN'S HORSE, facing him, striking him with his bladed shield.

Conan struggles to fend off the assault - one hand on the reins, the other blocking the warrior's attacks.

Conan backhands the warrior from his horse. The agile warrior flips UNDERNEATH THE STALLION, climbing up the other side, still trying to wedge his shield into Conan's ribs.

ON TAMARA

Remo leaps from his horse onto the carriage. Reacting quickly, Tamara leaps onto the carriages's lead horse.

As Remo clambers after Tamara, she veers the horse directly for a jagged formation of ROCKS.

Conan, still riding behind the remains of the carriage, watches Tamara head directly toward the rocks.

Tamara JUMPS THE HORSE CLEAR OVER THE ROCKS. The landing is tough. Tamara loses her grip, FALLS FROM THE HORSE.

Remo, clinging to the chariot, looks up just as the vehicle SMASHES against the rocks, flipping end over end. Remo rolls off the aerial wreck...

...but instead of breaking his neck, Remo hits the ground rolling, leaping back onto a different horse.

The last of the escorts, Monk Rider #6, ducks as the carriage soars right over his head, CRASHING ON HORSE WARRIOR #7.

Conan, riding behind Tamara, watches a SPLINTERED WOODEN WHEEL break free from the wreck and spin like a frisbee right at him. He grabs agile Horse Warrior #6, lifts him up and-

SMASH! The wooden wheel breaks most of the warrior's face.

Conan spurs on his horse, closing the gap. A pair of warriors spin in their saddles, riding backwards so they can LOB THROWING SPEARS at Conan. He uses the recovered spiked shield to protect against the spear attacks.

As he nears, he lobs the shield like a bladed disc, tripping one of the warrior's horses.

REMO rides alongside Tamara's horse. *But where is Tamara?* He gets closer, staring in confusion at the empty saddle.

Tamara rises up from the opposite side of the saddle, kicks Remo square in the jaw, nearly knocking him from his horse.

Tamara has a brief moment to enjoy her victory. There's nothing but open trail and a clearing ahead of her.

Then, CONAN SNATCHES TAMARA RIGHT OFF HER HORSE. Tamara tries to keep hold of her reins, struggling against him.

EXT. FORBIDDEN FOREST - CLEARING - CONTINUOUS

Ahead, the forest trail opens into a clearing.

In the sand sits the rotting remains of an ancient siege equipment, including a SPIKED TRAP attached by a LONG CHAIN.

Remo launches a BRUTAL BOLA at Conan's steed. It twists around the horse's legs, tripping the animal, sending Conan and Tamara skidding into the dirt.

Conan rises, wipes mud from his face, looks up to see Remo and the 3 surviving Horse Warriors. They encircle the barbarian, weapons readied.

REMO

Step aside, Northerner. The woman
is property of Khalar Zym.

Conan looks over Tamara, bloodied and bruised but unbroken.

CONAN

She is my property now.

Tamara rises and looks at Conan. *Your property?*

Conan stares the warriors down. Remo removes his helmet.

REMO

You have no claim to her!

CONAN

No. But I have a claim to you.

Remo spurs on his horse, CHARGING Conan. At the last moment he REARS UP THE ANIMAL, kicking out its hooves.

REMO

(mocking)

And what "claim" is that?

CONAN

Death.

What happens next happens QUICKLY.

Conan SWIPES his broadsword with such force that he knocks the armored warhorse over. As the beast collapses, Conan lunges for Remo.

But, Remo's too quick, diving back, rolling from the saddle.

Horse Warrior #10 and #11 attack together. Conan dodges them and rips away Horse Warrior #10's weapon. Without slowing, Conan lodges the weapon into Horse Warrior #11's chest.

The armored horses scatter in all directions.

Then in one continuing motion, Conan rips Horse Warrior #10 from his saddle and crushes his skull.

Tamara darts for the loose horse but skids to a halt as Remo leaps atop it from behind, taking it from her.

Warrior #12, the last of Remo's dozen, charges Conan, but, Conan grabs the CHAIN, draws it taught, and TRIPS THE HORSE. Warrior #12 is flipped through the air...

... and he is impaled on the SPIKED TRAP.

ON CONAN AND TAMARA

Tamara stumbles and falling to her knees but scrambles back behind Conan, putting him between her and Remo, who pulls up on his reins.

Remo looks from one body to another, three men were butchered in a matter of seconds.

REMO

Impossible... Who ARE you?

Conan raises up his broadsword.

CONAN

When you fight a Cimmerian, *even a boy*, you best kill him.

Remo is baffled - what is he talking about?

REMO

I... killed hundreds of Cimmerians.

CONAN

Yes. An entire village. But I didn't burn in my father's forge.

Recognition washes over Remo's face, and then terror.

CONAN

If you run from me, I will tear apart the mountains to find you. I will follow you to Hell!

The little coward turns and GALLOPS AWAY.

Conan rushes up to Tamara, grabs her and lifts her up onto the back of the same horse they were riding before.

TAMARA
What are we doing?

Conan snatches up Remo's own SPIKED SHIELD. Then he himself mounts the beleaguered steed.

Together, they gallop after Remo, with Tamara clutching Conan around his waist.

EXT. RED WASTE - EDGE OF THE FOREST - CONTINUOUS

Here the forest gives way to desert - the Red Waste that we saw Conan crossing earlier.

Conan catches up to Remo. As he gets close, Conan HURLS the shield at him like a SAW-BLADE FRISBEE...

EXT. RED WASTE - ANCIENT SHIPWRECK - CONTINUOUS

... The shield hits Remo square in the back. The force of the blow throws Remo off his horse, through the air, STRAIGHT INTO THE SHIPWRECK.

Remo slams into the hull and crumples, unconscious.

Conan pulls up on the reins and dismounts.

Stunned and exhausted, Tamara FALLS FROM THE HORSE to the sand. She looks up to see...

Black hair hanging in his face, blue eyes burning like flame, blood-splattered skin glistening like burnished brass, Conan stands above her like some primitive demigod.

TAMARA
My master told me I would meet you.
He had visions that our paths would
merge.

Conan studies her as if she were barking mad.

CONAN
You are the one that Khalar Zym
seeks?

TAMARA
I know nothing about it.

CONAN
(doubtful)
Those were his men chasing you.

TAMARA
They attacked our monastery.

Conan just turns away to examine Remo. He's still breathing, but he is out cold.

TAMARA
So... will you escort me to Hyrkania?

Conan stares off into the desert in the direction of the forests and the ravine.

CONAN
We will wait for Khalar.

TAMARA
We? There is no "we." I will go to Hyrkania as my master instructed.

Conan bristles at being contradicted.

CONAN
I SAID we will wait.

Tamara bristles at being contradicted.

TAMARA
I SAID I will go to Hyrkania.

She stands up, arms crossed and marches away from him petulantly into the forest. Again, Conan eyes her as if she must be a raving lunatic.

EXT. RED WASTE - CAMPFIRE - NIGHT

Tamara's wrists and ankles are bound together and she is tied to the anchor like a dog leashed to a post.

Remo remains unconscious where he fell, but he is bound. Conan slaps him but he does not awaken.

TAMARA
Is he dead?

CONAN
Not yet.

TAMARA

What are you going to do with him?

CONAN

I will wait for him to awaken. I want to look him in the eyes when I kill him.

The relentless trauma of the day finally overwhelms her.

TAMARA

You... you are NO knight. You are not... NOBLE.

(outraged)

This... all of this... is...BARBARIC.

CONAN

(deadpan)

Yes, I am a barbarian. The "civilized men" were the ones chasing you.

Conan sits beside her in silence. DESERT TOADS cook over the fire on sticks. Conan takes one and hands her the other.

Tamara takes a tentative, dainty nibble of her frog's crispy leg. It revolts her.

CONAN

Do you have a name?

TAMARA

My name Tamara Amaliat Jorvi Karushan.

Conan just grunts and bites the head off his toad. Tamara waits for a response, but gets none.

TAMARA

And yours is..?

CONAN

Conan.

TAMARA

Conan? That's it?

CONAN

How many names do I need?

Tamara sighs and tries a more direct tact.

TAMARA

Why did you save me... only to tie me up?

CONAN

Khalar is a hard man to find. As long as I possess you, he must come to me.

TAMARA

Possess? I am not your property. I am not your "possession."
(gritting her teeth)
Or is it's your plan to force yourself upon me? Because if it is -

Hardly. Conan closes his eyes, utterly exhausted.

CONAN

Go to sleep.

TAMARA

And I take orders from no man. I am a monk of the order of Shahpur and my people have NEVER -

Abruptly, Conan stuffs a GAG INTO TAMARA'S MOUTH.

Enraged, Tamara glares silently at the back of his head.

EXT. THE FORBIDDEN FOREST - NIGHT

Khalar Zym rides by the Man of War with Marique.

INT. MAN OF WAR - KHALAR ZYM'S CABIN - NIGHT

Khalar stands as Marique, behind him, removes his armor. As she unbuckles every metal plate and interlocking ring, she lingers over his body, relishing the well worn ritual.

MARIQUE

No word from Remo and his scouts?

KHALAR ZYM

By dawn, Remo will bring her here. He has never disappointed me.

INT. MAN OF WAR - ZYM'S CABIN - CONTINUOUS

Marique strips off her father's breast plate.

MARIQUE

So, the prize is near father. At last you will have not only the mask but also the blood to fill it.

Khalar runs his fingers over The Mask of Acheron as if were his wife's face. It seems to send shivers of euphoria down his neck. Marique's eyes narrow.

KHALAR ZYM

Ah, how your mother yearned for the sorcery of Acheron. Imagine what secrets she will bring back from the realm of dead. Imagine how INDOMITABLE I will become with her back at my side.

Marique kneels down to remove the plates on Khalar's legs.

MARIQUE

Yes, and we shall have greatness, but... if the girl is lost, or the ritual fails.

KHALAR ZYM

It will not fail.

MARIQUE

But even if it does...

Khalar eyes flash with anger.

KHALAR ZYM

IT WILL NOT! Maliva WILL return.

Still kneeling before him like a supplicant, Marique takes her father's imperial hand...

MARIQUE

My powers are growing, father. I have my mother's blood flowing through me. I could uncover the secrets of Acheron, as she did.

(beat)

I could make them ALL kneel before you, just as I do now.

She gently kisses her father's hand. Khalar stares down at his daughter, studying her gravely and yanks his hand away.

KHALAR ZYM

Yes Marique, you are like your mother in so many ways.

(MORE)

KHALAR ZYM (CONT'D)

(pointed)

But you are... *not her*.

Her father coldly turns and exits. Marique's impenetrable expression melts. For a brief moment, she is devastated.

EXT. RED WASTE - ANCIENT SHIPWRECK - DAWN

The sun is just rising over the sand. Conan pulls the gag from Tamara's mouth and gives his thirsty captive water from a flask.

CONAN

The truth this time. Why does Khalar want you?

TAMARA

How many times must I say it? I am only a simple monk. I am of NO value to a warlord.

But then a weak voice comes from the nearby column.

REMO (O.C.)

She's lying.

Tamara and Conan look over to the feeble, but now fully conscious, Remo.

Conan walks over to Remo and grabs him by the throat. Remo speaks in a rasp.

REMO

It's her blood. Her blood is special. She's last of the bloodline of Acheron.

Conan raises his sword to run him through...

TAMARA

Wait. Don't kill him yet.

(to Remo)

You are mistaken. The bloodline ended a thousand years ago...

REMO

(spitting)

You lie... *whore*.

TAMARA

(deadpan)

You can kill him now.

Tamara turns in a huff, her legs free but her wrists still bound together...

REMO
 (whispering)
 No, PLEASE. For her I can get you a king's ransom! It is true! Khalar has been searching for a pureblood descendant for twenty years.

... but Tamara lurks, listening nearby.

CONAN
 What makes you sure that she is the one he is looking for?

REMO
 All the others are dead. She was the one who ran away.

Conan thinks this over.

CONAN
 We will wait for Khalar.

REMO
 He will not come this way through the ravine. He will travel through the flatlands. I can show you...

EXT. RED WASTE - COLUMN DESERT - DAY

The landscape is littered with broken columns and the remains of wars fought long ago, including a catapult.

Tamara and Remo watch as Conan scans the desert with his spyglass.

THROUGH THE SPYGLASS

The MAN OF WAR moves over the flatlands.

REMO
 You see? I speak the truth. If you want, he will give your weight in gold for this woman. I will arrange everything. I will deliver the message...

CONAN
 Yes. You will.

ON THE CATAPULT - LATER

Reveal that REMO is gagged and TIED TO THE BOULDER.

EXT. RED WASTE - DAY

THE MAN OF WAR moves through the flatlands on the backs of the elephants.

Suddenly, the catapulted rock SLAMS into its side, bursting the hull like a torpedo.

INT. MAN OF WAR - ZYM'S CABIN - INTERCUT

The boulder crashes through the ceiling, ripping through Khalar's prize possessions. An explosion of splintered wood.

MOMENTS LATER

Along with scores of his men, Khalar Zym looks over the ruined boat. Tied to the massive boulder, is REMO.

From Remo's mouth, Marique pulls out a ball of fabric in which is wrapped Tamara's necklace. On the fabric are words written in blood.

KHALAR ZYM

What does it say?

MARIQUE

"I have the woman. The Shahpur Outpost at noon. Come alone."

She sniffs the fabric deeply and licks the necklace to taste it. Her father waits anxiously. She turns to him, and nods.

MARIQUE

It's her.

EXT. RED WASTE - COLUMN DESERT - DAY

Conan cuts Tamara free, and walks to his horse, which is looking much healthier.

CONAN

Come.

TAMARA

Why should I? So you can hand me over to that murderer?

CONAN

Not if I kill him first.

Tamara stands and takes a big step back.

Conan ignores the question and picks up the rope again.
Tamara keeps backing away.

TAMARA

Barbarian, is your head made of stone? Do you really think he'll come by himself?

CONAN

I have a plan.

TAMARA

But even if you kill him, what then? I have seen his massive army. Do you think they will just let us... walk away?

CONAN

It does not matter what happens to us as long as he dies by my hand.

TAMARA

So you're willing to give up both my life AND yours... for what?

CONAN

Must I gag you again?

Tamara is backed up against a column, but as Conan RAISES THE ROPE to tie her...

...quick as a cat her hand darts out and GRABS THE KNIFE ON HIS BELT. She crouches like a warrior, holding the blade with remarkable skill.

Conan stares, eyes blazing, and she stares back defiantly.

EXT. SHAHPUR OUTPOST - DAY

From afar the crumbling stone structure seems abandoned and lifeless. Vultures circle overhead.

EXT. SHAHPUR OUTPOST - COURTYARD - DAY

The Shahpur Outpost was once a working fortress, and rickety scaffolding, ladders and platforms remain. On the ground sit loading docks, old farm and construction equipment.

Conan stands and waits. Any who approach the fortress can be seen. He looks to the walls, to the entrance, to nearby hills. He sees no one. He continues to wait.

Wind rattles the planks and kicks up dust.

Behind him Tamara stands BOUND TO A POST like a prisoner. Her lips move as if in silent prayer.

Conan looks down at his hand. With his index finger he traces the old scar on his palm left by the heated chain.

Then he closes his eyes and breathes. This is the moment he has been waiting for his adult life.

Conan paces. Each footstep crunches loudly in the sand. His sword rattles in its sheath. Amplified in the quiet.

He looks at Tamara again and she back at him, her eyes fierce and inscrutable. They hear footfalls of an approaching horse.

Conan turns to face the entrance. Every sense on high alert.

Riding in slowly on a magnificent white warhorse, resplendent and regal, is Khalar Zym.

Conan stands motionless, only his eyes move to track the warlord as he trots casually to a crumbling platform opposite him across the courtyard. Khalar dismounts.

The warlord stands atop the ramp, statuesque; the sun gleams off his gilded armor, and he shimmers like a god.

Conan, ragged and primitive, painted in dust and dry blood, stares back at him. Khalar does indeed seem to be alone.

Khalar takes a moment to look over at Tamara. His expression betrays nothing but curiosity and vague amusement.

Then he looks back at Conan, eyes narrowed.

KHALAR ZYM

You are bold, Northerner. I admire
valor, even in the foolish.

Khalar tosses a CANVAS BAG down into the courtyard, GOLD COINS spilling across the sand.

KHALAR ZYM

Your reward.

CONAN

I don't want your gold.

A long moment. Khalar studies Conan. Finally,

KHALAR ZYM
What then do you want?

Conan draws his sword.

CONAN
Your head.

Conan jumps down and strides towards his foe. Khalar Zym nods and sighs, as if already bored with this.

KHALAR ZYM
Yes. Yes. Of course.
(aside)
Kill him...

ON MARIQUE

Peering out from the shadows high atop the outpost walls near the entrance, Marique lips move in silent incantation. Her fingers fondle the hilt of Corin's sword.

THE COURTYARD

The ground between Conan and Khalar ripples... and EXPLODES.

THREE STYGIAN SAND WARRIORS burst from the dust, covered in branded glyphs and armed with bladed gauntlets.

Conan swings his sword, but the Stygians dive through the sand as if it were water, and burst up from behind him.

They circle the barbarian, like hyenas assaulting a bear.

Stygian #1 launches a bladed skyhook, but Conan dives out of the way, rolling back to his feet.

Stygian #2 catches the skyhook with his gauntlet, and quickly hurls it, spinning back toward Conan, slicing open his side.

The Stygians toss the skyhook back and forth, trapping Conan in the center like some murderous circus act.

ON KHALAR

Between him and Tamara, the Sand Warriors assault Conan. So, he calmly but purposefully walks around the perimeter of the Outpost towards the bound and helpless woman.

ON CONAN

He rips off a plank from the loading ramp. As the skyhook flies at him he swings out the plank, CATCHING THE SKYHOOK, its jagged tip piercing deep through the wooden plank.

And he hurls the entire plank, end over end, SPLITTING STYGIAN #1 with the makeshift axe. Stygian #1 doesn't bleed; he falls apart, returning to mud and raw earth.

Conan tosses Stygian #2 off his back at the parapet wall. The warrior flips in mid-air, rebounding back at Conan.

This time, Conan catches him with his broadsword, and Stygian #2 BURSTS in an explosion of dirt, leaving only his weapons to clatter to earth.

Stygian #3 leaps up from the sand behind him...

ON TAMARA

As Khalar gets closer and closer, Tamara stays perfectly still... right to the point that he reaches out to GRAB HER.

ON CONAN

He whips his sword and the tip catches his attacker, slicing Stygian #3. His RIGHT ARM AND LEG dissolve a shower of dirt, his BOW AND QUIVER falling to the ground...

ON KHALAR

Khalar moves to cut the ropes binding Tamara's hands, but in one swift motion, she reveals THE KNIFE HIDDEN BEHIND HER BACK and tries to drive it into Khalar's neck.

She was never really bound at all.

Khalar jumps back, narrowly avoiding the point, and instinctively draws his sword. But he hesitates, not wanting to harm his prize.

TAMARA

Conan!

Khalar turns to see the Northerner bolting towards him.

CONAN

Run, woman! FLEE!

EXT. SHAHPUR OUTPOST - CONTINUOUS

Conan and Khalar meet in a LOUD CLASH and SPARK of steel.

CONAN AND Khalar DO BATTLE. Conan unleashes furious strike after furious strike, and it's all Khalar can do to block them. Conan is fast, skilled, and incredibly strong.

ON TAMARA

Doing as she was told, she flees towards the exit. But reaching up from the sand, STYGIAN WARRIOR #3 reaches out with his remaining arm and GRABS HER FOOT.

Tamara falls to the ground, turns over, and hacks at him with her dagger...

ON CONAN AND KHALAR

Khalar is shocked to face such a worthy opponent. Khalar parries and jumps back out of reach of Conan's long, dangerous blade. Khalar circles his foe, sizing him up.

KHALAR ZYM

Who ARE you?

CONAN

I am the boy you left behind, holding a chain, to watch his father die.

Recognition washes over Khalar's face.

An unexpected up-swipe of Conan's sword clips Khalar's helmet, knocking him to the ground.

KHALAR ZYM

Cimmerian...

Khalar is vulnerable. With a feral cry Conan LEAPS to impale him, but Khalar is too quick. He rolls, avoids the falling sword, and springs to his feet.

KHALAR ZYM

There, that was your chance. You won't get another.

(beat)

Wouldn't your father be ashamed?

Now Conan unleashes all his rage, rushing Khalar...

ON TAMARA

She drive her blade into Stygian Warrior #3's face, and it POPS like a balloon filled with dust.

ON CONAN AND KHALAR

Conan's blows become wild and reckless, and Khalar handles them easily, revealing that Khalar too is a warrior of breathtaking skill.

Well aimed counter strikes push Conan back. More and more, Khalar takes advantage of his opponent's loss of composure.

With nowhere to go, Conan is forced up a loading ramp.

EXT. SHAHPUR OUTPOST - COURTYARD - ON MARIQUE - CONTINUOUS

Marique readies a double-bladed DAGGER, dipping its points in black poison. She raises it up, and prepares to throw...

ON CONAN

He hears the whistle of the knife and dodges it, but the razor sharp missile nicks his thigh.

Then Conan raises his sword just in time to block Khalar's heavy blow, the weapon glancing off his blade.

CONAN'S POV

Sounds become warped, and Khalar seems to move in slow motion, spinning and twirling his weapon.

Conan's own arms are heavy. He struggles to focus his eyes.

ON KHALAR

Now Khalar dodges Conan's clumsy, off-balance blows, and dazzles his groggy opponent with a three-part attack ending in a SLICE TO CONAN'S SIDE.

Then Khalar delivers a KICK to Conan's chest, knocking him back onto the stack of rotting barrels.

Khalar leaps onto the barrels, looming over Conan, weapon ready for the kill.

THUNK! An arrow lands inches away from Khalar's skull and pierces a rotting barrel. Seeing it's a BURNING OIL BAG, Khalar dives away.

A BALL OF FLAME drives him to the ground.

ON TAMARA

She lets fly another arrow from the Stygian's quiver.

ON KHALAR

He rolls away and the arrow just misses him. BOOM! A rotting cart explodes into flames. Khalar scrambles back further.

ON CONAN

Tamara rushes to the barbarian as he struggles to his feet, the world spinning around him. Some noxious substance bubbles poisonously along the cut to his neck.

ON THE ENTRANCE

Suddenly Khalar's warriors, led by Marique, swarm the entrance and the crumbling walls.

Khalar rushes towards them from one direction. Marique and a horde rush toward them from the other...

...Tamara slides under Conan's arm, grabs Conan's wrist and pulls it up so that THE SWORD IS AT HER THROAT.

Khalar Zym stops dead in his tracks, holding up his hands and calling out to his warriors.

KHALAR ZYM

Stop! She mustn't be harmed.

Tamara and Conan back away... towards the wall. Conan is losing a lot of blood VERY fast.

Now the outpost is teaming with Khalar's fierce warriors, blocking every conceivable exit.

KHALAR ZYM

There is only one way out of the fortress. You're trapped. Give her to me, and I'll let you live.

TAMARA

(low, to Conan)

Is this your plan? This is a very, very bad plan.

Gathering all his remaining strength and focus, Conan grabs Tamara, and rushes backwards AWAY FROM THE EXIT.

The soldiers swarm after them, racing around the outpost to the left, storming across the outpost from the right.

And, Khalar bares down on them with sword raised.

Conan and Tamara keep going scrambling up scaffolding to the top of the rear outpost wall.

ATOP THE WALL

Tamara stops at the edge - a vertiginous drop to cliffs and a raging sea.

TAMARA

There's nowhere to go...!!!

CONAN

But down.

Shocking all who watch, Conan and Tamara LEAP off the wall out INTO OPEN AIR BESIDE A WATERFALL, plummeting down toward the harbor below.

EXT. VILLAYET COAST - SHAHPUR OUTPOST - MOMENTS LATER

Khalar looks down in shock. Marique joins her father, but avoids his accusing stare. His tone is low but dismissive, as if she were some annoying insect.

KHALAR ZYM

Your sorcery has failed me... and
your *weakness* sickens me.

Marique backs away from him shocked and wounded by his words. Khalar continues to stare out to sea, and then...

MARIQUE (O.C.)

My weakness? It was I who found
her. MY "WEAKNESS?!!"

Khalar turns and looks off screen, and what he sees makes his heart skip beating and his lungs strain for air.

All the warriors suddenly freeze, looking up...

REVEAL MARIQUE

She dangles The Mask of Acheron over the side of the wall.

MARIQUE

Watch my sorcery shatter the mask
and scatter the pieces in the sea.
Watch me tear the eyes from your
soldiers and set the walls aflame.

(beat)

And then, AND THEN will you dare
call me WEAK?!

For a LONG BEAT, both are motionless, The Mask hanging precariously between her nimble fingers.

But then her father smiles, charming as the biblical serpent, and he slowly walks towards her.

KHALAR ZYM

Forgive me for scolding you. We are
SO close to everything we have
spent our lives pursuing.

He reaches out and touches her cheek, and her anger cools. He gently takes The Mask away. Once again she bows her head.

KHALAR ZYM

I want you to use all your unique
and valuable gifts... *to find her
again.*

DISSOLVE TO:

EXT. OCEAN - DAY

The Hornet sails over water sparkling in the sunlight.

INT. HORNET - BELOW DECK - NIGHT

CLOSE ON rippling water under candle light.

A white rag is dipped in a basin of clear water. It runs up and down bronzed skin, washing away the soil and blood.

CLOSE ON CONAN - FEVER DREAM

Conan slips in and out of consciousness and fever dreams. A FORGE burns brightly with FIRE. He's bathed in sweat.

CONAN (O.C.)

My skin burns.

TAMARA'S FACE appears, going in and out of focus, hovering over him like a ghost, and the forge flames die down. Her voice is soothing and maternal.

TAMARA

Don't speak. You were poisoned and
your wounds are inflamed. It's
given you fever.

RAGS press, cool and wet, to his cheeks. HISSSS! A sword is quenched in icy water, steam rises around his flesh.

TAMARA'S HANDS cleanse his wounds and wrap them in bandages. Still hallucinating, Conan flinches and growls in pain. Tamara cradles his head and lifts him up.

TAMARA

Hush. Hush now. Drink this.

COOL WATER gushes from a flask over his CHAPPED LIPS, and Conan falls back asleep...

INT. HORNET - BELOW DECK - DAY

As Tamara washes him, she can't help being taken by both the raw physical beauty of his rippled flesh and the astounding physical punishment he's endured.

She examines his palms, the ten year old scars from gripping the red-hot chain. As she touches his scar, CONAN GRABS HER.

She gasps. He's disoriented, still a bit delirious.

CONAN

Where am I?

TAMARA

You are with friends. Though I was surprised to find you had any.

He releases her, and winces. His wounds and internal injuries causing him great pain, he struggles to his feet.

TAMARA

Don't get up. You've lost too much blood. Your stitches will burst!

CONAN

CROM! Enough of your ceaseless prattle.

He falls to one knee, clutches his side, and rises again.

TAMARA

Where do you think you're going?

CONAN

To find Khalar, and cleave his skull to the teeth.

Tamara sighs, exhausted from too little sleep. Her ragged monk's gown is torn, bloody, and filthy.

TAMARA

Well, he is not on the boat. Lie back down. You need to rest.

CONAN

I am well enough.

TAMARA

You can barely stand! You think you are going to kill him now?

CONAN

Yes. If I don't have you to carry on my back!

TAMARA

If it weren't for me you'd be dead.

Conan has no comeback. He exits gruffly to the galley.

INT. HORNET - GALLEY - NIGHT

Artus and Conan sit alone at a table drinking mead.

CONAN

I had him, Artus. I had him.

ARTUS

The gods are cruel.

CONAN

Blast the gods. This was not their doing. It was I who failed.

ARTUS

Are the tales they tell true? Does he have fiery red eyes and a hide of golden scales?

CONAN

He is just a man.

ARTUS

Then it is he who failed. In fact, you may be the only man in Hyboria to fight Khalar Zym and live.

Conan spreads a MAP out on the table before them.

CONAN

I must go ashore to find him. Are we near the coast?

Artus places SHARK'S TEETH on the map: One for Khalar's position at Shahpur and one for the boat sailing close to the coastline.

ARTU

Yes. We left him at Shahpur, here. You must catch him along the costal roads here...

With a third tooth, Artus marks the hidden cove marked by a fallen colossus.

ARTUS

...Before he reaches Khor Kalba,
because neither god nor demon can
touch him once he is behind his
fortress walls.

He marks Khor Kalba with the tiny skull of a monkey.

CONAN

He won't go home without the woman.
After I go, you must take her
someplace safe.

Artus laughs, playfully mocking his friend.

ARTUS

What favors does this beauty shower
upon you to win such gratitude?

CONAN

She saved my life. For that she has my
loyalty.

ARTUS

Then she has mine as well.

EXT. HORNET - MAIN DECK - DUSK

At the bow of the boat, his sword gleaming with the setting sun, Conan practices his moves and strikes. Despite his injuries he is relentless in his discipline.

Tamara climbs on deck. She now dressed like a HAREM GIRL, her skin barely covered in the silken drapes, and she doesn't look happy about it.

Artus approaches her from the helm. They watch Conan from afar. His movements have grim beauty.

TAMARA

A charming man, your friend.

ARTUS

(shrugging)
Most men are born to mother's milk.
But his first taste was of his
mother's blood. He was battle born.

TAMARA

So all he can do is kill?

ARTUS

Oh no. He has the heart of a king. The loyalty of a bloodhound.

(beat)

Barbarians may be warriors, but they do not sacrifice their children or enslave their allies like the priests and princes of the "civilized" world.

(beat)

As for his manners...

CONAN (O.C.)

You look like a harlot!

Conan lurches past them, eyeing her clothes with disapproval. Tamara stares right back at him, matching fire with fire.

TAMARA

Yes, apparently I'm the only woman you have ever met who isn't one!

The stare-off continues between the hulk and the pixie. All the other pirates watch, curious to see what will happen. Surprisingly, it is Conan who blinks first.

CONAN

(to Artus)

Give her leather and armor.

(to all)

She handles a knife better than any of you drunken cutthroats!

Conan limps to the helm, clutching his side and cursing as he goes. Artus smiles at his friend's outburst.

ARTUS

I think he likes you.

INT. HORNET - GALLEY - NIGHT

Conan sits alone, finally relaxing. He lights a PIPE, breathes out a plume of smoke, then closes his eyes.

Appearing in leather and armor, Tamara makes both a sexy and steely warrior. She marches up to him and KICKS his boot.

TAMARA

We have to talk.

His looks says, "Please Crom, kill me now."

TAMARA

I must go to Hyrkania, as my master instructed.

CONAN

Artus will take you. I must go ashore alone and hunt Khalar.

TAMARA

So, you're not using me as bait?

CONAN

No.

Conan offers her the pipe, insisting. She takes it and sits down beside him.

TAMARA

Why did Khalar slaughter your village?

CONAN

For a sliver of bone that fit into a mask.

TAMARA

The Mask of Acheron?

CONAN

What do you know about it?.

Tamara smokes, inexpertly, and COUGHS.

TAMARA

I only know the stories I heard as a girl. 3000 years ago in the empire of Acheron, Necromancers discovered powerful magic and enslaved almost all of Hyboria. It was their mask.

She looks at the WATER SHIMMERING IN THE BUCKET just as Fassir gazed in his pool...

INT. KHOR KALBA - SKULL CAVE - TAMARA'S VISION

Tamara's face dissolves to a vision of the Mask of Acheron. The abstract images look like shadows on rippling water.

TAMARA (V.O.)

They crafted it from the bones of kings, and sacrificed their daughters to their baleful gods.

We see hazy, murky images of a lithe body being strapped to a VITRUVIAN WHEEL before a SACRIFICIAL PIT.

The Acheronian wizard, holding the mask, raises a SACRIFICIAL SWORD, and slices his own flesh at his chest.

He fills the mask with his own blood, and the bone shards writhe like tentacles.

TAMARA (V.O.)

Then the barbarian tribes rose up
and shattered the mask.

We see dreamy abstract images of battle; the MASK IS SHATTERED into dozens of sharp slivers of bone.

TAMARA

The slivers were indestructible. So,
each tribe HID A PIECE, scattering
them across the land.

INT. HORNET - BELOW DECK - NIGHT - BACK TO SCENE

Back on Tamara's face, her vision becoming more intense.

CONAN

What does the mask do?

TAMARA

Resurrection. It raises the souls
of the unspeakably evil.

Like Fassir, Tamara's face twists in horror at the vision in the shimmering water...

EXT. BALD MOUNTAIN - NIGHT

TAMARA (V.O.)

The spirits and demons they summoned
gave them powers no mortal men should
hold.

The vision swells into a panoramic view of thousands of slaves driven over fiery rocks and crimson water. It's like a vision of Hell by Hieronymus Bosch.

INT. HORNET - BELOW DECK - NIGHT - BACK TO SCENE

Horrified, Tamara snaps out of her trance, but she is groggy. Her eyes flutter open and shut.

CONAN

What?

TAMARA

I... I'm not sure if I saw a vision
of the past or of the future.

Tamara struggles to focus, but she is nodding off.

CONAN

What did you see?

TAMARA

Kingdoms in ruin. An ocean of
blood. An... apocalypse...

Tamara passes out from pipeweed. Conan gently takes her in his arms and puts her gently down on the bed of straw.

THUMP. He hears something brush the hull of the ship. It's very soft, but it still troubles him...

INT. HORNET - GALLEY

The Pirates, Artus among them, lie asleep on benches, some on the floor. None of them hear another dull *THUMP*.

EXT. HORNET - MAIN DECK - NIGHT

The sea is dead calm, like a sheet of black marble. The main deck is eerily quiet and still.

Conan walks up above deck. He hears a soft *THUMP* again. He crosses the deck, and looks over the side of the boat.

There he sees an empty RAFT and a ROWBOAT in the water, tied to the side of the ship, gently brushing the hull.

Alarmed, Conan looks up to see...

AT THE HELM

The Boatswain lies dead, his throat cut, in a pool of blood.

CONAN

ARTUS!!

AT THE BOW

A DOZEN of Khalar's warriors, Kush spearmen and Turanian Raiders, swarm over the rail like ants from small boats below. They rush across the deck, weapons raised...

Unarmed, Conan turns and turns back, grabs a HAMMER and slams the iron shell of an ALARM BELL...

INT. HORNET - GALLEY - INTERCUT

CLANG! Artus's eyes snap open. He jumps to his feet and rushes out. The other pirates are groggy and slow to awaken.

INT. HORNET - BELOW DECK - NIGHT

CLANG! Tamara is startled awake. She stands up from the bed of straw, but suddenly...

UKAFA GRABS HER and covers her mouth. As she kicks and bucks, he drags her through the claustrophobic corridors.

UKAFA

Be still.

Tamara sinks her teeth into Ukafa's hand. Ukafa squeals in pain and raises his ugly fist to club her.

CRASH! Conan BURSTS THROUGH the wall behind Ukafa, fist right through wood, grabbing Ukafa from behind. Tamara breaks free as Conan shoulders his way through the broken planks.

UKAFA

I remember those eyes...

Ukafa tries use his spear, but there isn't space to maneuver. Conan grabs the shaft and wrestles for control.

They both buck and thrash, two giants SMASHING one another into the walls of the hold, like bulls in a pen.

Tamara jumps back, pulls a dagger from her boot, grips the tip, and raises it up to throw...

But as the two men careen and spin, slamming back and forth, she can't get a clear shot. She waits for her opportunity. Knife raised high. COMPLETELY STILL.

EXT. HORNET - STERN - NIGHT

Artus rushes on deck...

THUNK! Pirate #1 is struck dead. A spear piercing his chest and impaling him to the mast.

Artus draws his sword just as the defending Pirate #2 is CUT DOWN by Khalar's warriors.

Artus is completely overwhelmed... driven back by the horde advancing across the deck towards the galley.

INT. HORNET - BELOW DECK - NIGHT

Conan knocks the spear from Ukafa's hand, and it sticks butt first into the splintered wall. This gives the Kush warrior time to land a fist to Conan's jaw, knocking him backwards.

They fight now with fists and shards of broken wood. Neither able to gain the advantage.

Then Conan kicks Ukafa and sends him flailing to the floor. Ukafa springs to his feet, hand reaching out for his spear...

THUNK! Tamara's throwing knife pins his hand to the wall, slicing off one of his fingers. Ukafa SCREAMS!

Then Conan grabs UKAFA by the collar, and with all his brute strength, lifts the fat assassin up...

CONAN

How many Cimmerians died at the point of that spear?

...and THROWS UKAFA ONTO HIS OWN SPEAR, impaling him through the heart and killing him instantly.

EXT. HORNET - MAIN DECK - NIGHT

Only Artus and a few other pirates defend against the onslaught, fighting valiantly, taking on three and four invaders each, but there are too many opponents to handle.

Marauders slash through sails and ropes, pressing forward.

Attackers to their right and left, Artus and his men are driven back against the entrance to the galley.

Cherin leads Khalar's warriors, bloodthirsty and energized, on the verge of a complete massacre...

INT. HORNET - GALLEY - NIGHT

Some primal edge to Conan's voice rallies panicked men to action...

CONAN

Grab your steel, dogs! Spill some blood before you greet your ancestors in Hell!

EXT. HORNET - MAIN DECK - NIGHT

Just as Artus and his defenders are about to be overwhelmed and cut down, the tide turns...

ON CONAN

CONAN
NOW is time for the feasting of
swords!

Leaping out from below deck, flying athletically through space, Conan sweeps his long blade in a wide arc. The sharp point finds the throat of a hapless warrior, sending a fountain of blood over the heads of the attackers.

The man is dead before his corpse hits the floor.

THE PIRATES ATTACK!

Bursting from below deck, pirates assault Khalar's Warriors with battle axes, forcing them backwards to the rail.

ON ARTUS

He hacks, slices, and unleashes a fierce battle cry.

ON CHERIN

She directs warriors away from the central battle.

CHERIN
FIND THE GIRL.

Cherin advances towards the galley when AN ARROW hits the warrior queen BETWEEN THE EYES. She drops to the deck in a lifeless THUD!

Tamara stands across deck, bow in hand.

TAMARA
You found me.

ON CONAN

Despite his injuries Conan fights like a god of war. Slicing right, and hacking left, taking down several warriors at a time, and completely shattering the enemy's morale.

ON TAMARA

Now she fights alongside Conan and the pirates, spinning an elegant dagger in each hand.

Her martial arts training is on full display as she parries, dodges and spins to cut down one warrior and another, until her blade reaches...

CONAN'S FACE. She stops the knife thrust inches from his nose. Conan shoots her a look.

TAMARA

Sorry!

ON ARTUS

He swings on a jib, knocking a pair of Khalar's Warriors off the ship. He drives his sword through another attacker up to the hilt, then uses the impaled attacker as a human shield.

ARTUS

CONAN.

Conan turns and tosses an attacker towards his friend, impaling the second warrior upon the blade.

WIDE ON THE DECK

It's a complete rout. Those few of Khalar's warriors who are not cut down leap over the rail in retreat.

SEA BATTLE WITH KHALAR'S WARSHIP - OMITTED

*

EXT. HORNET - MAIN DECK - NIGHT

The battle is over. Conan raises his bloody sword in TRIUMPH!

Tamara and Conan gaze at each other, burning with battle lust and the joy of victory. They share a warrior's handshake.

EXT. OCEAN - DAWN

As the sun rises, the Hornet sails over calm waters.

EXT. HORNET - MAIN DECK - DAWN

The pirates celebrate their victory drinking from mugs and flasks in rowdy celebration. Conan looks around for Tamara but he doesn't see her...

INT. HORNET - BELOW DECK - DAWN

In a quiet corner, Tamara sets up a simple altar with a candle, a bowl, and runes scratched into the wood.

She has stripped off her armor, and wears her clean monk's robe - so torn it barely covers her bare flesh underneath.

She kneels before it and prays in a whisper.

TAMARA

Mitra, help overcome whatever sins
I may carry in my blood. Show me my
purpose, and help me find peace.

Conan watches her from the shadows nearby. He is spellbound, perhaps for the first time, by her extraordinary beauty.

TAMARA

With your gentle wisdom, bless this
man who protects me, and lift his
burden of pain, as you do mine.

Sensing a presence in the room, Tamara looks up...

For a moment their eyes lock. The bare skin on her thighs and shoulders are luminous in the candle light. His bright blue eyes are, for once, soft with empathy.

But then he looks away, respectfully, turns and exits.

DISSOLVE TO:

EXT. HORNET - DAY

The pirates work to repair the boat. Fresh planks line the deck like the scars of healed wounds.

EXT. VILLAYET COASTLINE - WIDE - DAY

The tiny pirate ship sits at the ancient dock. Beyond it is a rocky shore covered in spectacular, crumbling ruins.

EXT. HORNET - DAY

Conan stands near Artus at the helm, as pirates repair the wheel. He and Artus share a warrior's handshake.

ARTUS

May you find what you seek, Conan.

ON TAMARA

She watches Conan gather his weapons and gear on the dock. Artus joins her at the rail of the ship.

ARTUS

Our repairs are almost complete.

TAMARA

Thank you, Artus. I hope one day to pay you all handsomely for your trouble.

ARTUS

What do pirates care for gold?

Artus notices how she looks at his friend as he walks towards the cliffs. Artus pulls out a piece of folded parchment.

ARTUS

It seems our friend has forgotten his map of the shoreline. I think you should take it to him... And say goodbye.

Without hesitation, Tamara takes the map, quickly disembarks and chases after Conan.

ARTUS

We sail at dawn... Don't be late!

He watches as Tamara catches up and hands Conan the map. As he sees the two exchange words and continue walking together, Artus smiles to himself.

EXT. VILLAYET COASTLINE - DAY

Conan and Tamara climb the rocks up from the shoreline, Tamara catches up with him. Together they look up at the ruins of some once grand culture, long forgotten.

TAMARA

They too, whoever they were, once sought to rule the earth and sea.

The fog parts revealing the fallen remains of an ANCIENT COLOSSUS STATUE, body crumbled and broken. Tamara gazes up at the fallen giant.

TAMARA

(re: The Colossus)

Do you ever wonder if our actions serve some plan - some purpose spun by the gods? Or like him, are we all just doomed to chaos and ruin?

Conan speaks without irony or affectation.

CONAN

I know not, and I care not. I live,
I love, I slay... I am content.

Tamara stares at him - raw, unrefined, true to himself.

Abruptly, like a damn bursting, she lunges forward and kisses him. Each grabs fistfuls of the other's hair.

INT. VILLAYET COASTLINE - COLOSSUS HEAD - DUSK

A gush of rough ardor and tender caress. Conan and Tamara buck and writhe in a slip-slide display of the most gorgeous naked flesh to fill a movie screen.

The waves of nail-raking, back-arching, breast-heaving ecstasy, rise... froth... and crash upon the sand.

ON CONAN AND TAMARA - LATER - NIGHT

Tamara lies in Conan's arms by a small fire. She traces her finger tip over the long scars across his bare flesh, like roads or rivers on a map.

But when runs her finger tip over the scar that splits his eyebrow, HE FLINCHES, pulling away the touch, the strange intimacy of it is more than he can bear.

But seeing the sympathy in her eyes, he relaxes, allowing her to brush her lips gently against his brow. Then she kisses his eyelid and the scar along his cheek.

Finally, and perhaps most intimately of all, she takes his hand, brings it to her mouth and KISSES THE SCAR ON HIS PALM.

His eyes sparkle. He is soothed. He kisses her forehead.

Her head on his shoulder, they stare up through the eye of colossus at a sliver of THE MOON, which glimmers like a reflection in an iris.

INT. VILLAYET COASTLINE - COLOSSUS HEAD - DAWN

Tamara, fully dressed, gazes down at the sleeping barbarian. Without waking him, she kisses his cheek.

TAMARA

(whispers)

Goodbye.

EXT. VILLAYET COASTLINE - FOREST - DAY

Leaving the ruins behind her, Tamara walks alone through the woods back to shore, towards the row boat.

Lost in the afterglow, she doesn't notice the dark, blurry form of A FIGURE stalking her from the trees.

Ssssst! Tamara flinches as if stung by a bee. She reaches to the back of her neck and finds stuck there...

A DART in the shape of a bug - similar to the dart that struck Conan at the Outpost. She YANKS it out and flings it away.

Panic. Tamara looks around her and glimpses a movement all around on the path. Her head spins with venom.

She BOLTS, racing back towards the colossus head, stumbling, gasping for air, the trees melting and rippling around her.

TAMARA

Conan...

Many pursuers rush upon her. She glimpses a shield with an ACHERONIAN SEAL. A rider appears on the path. And another.

As a dark rider lurches towards her Tamara reacts instinctively, THROWING HER KNIFE. The rider is hit, and the horse spooks and BOLTS...

...then Tamara falls. Dizzy. Nauseated. The world a blur.

She thrashes as cruel hands pin down her arms. The last things she sees before passing out are the needle-nails on Marique's fingertips, dangling over her face like a spider.

INT. VILLAYET COASTLINE - COLOSSUS HEAD - DAY

Conan's eyes snap open at the sound of the muffled roll of galloping horses.

EXT. VILLAYET COASTLINE - FOREST - DAY

Conan crouches and finds the Stygian needle, discarded on the ground. Around him are footprints and horse tracks.

Conan's blue eyes glow, fierce and iridescent in the fading light. He grits his teeth and snaps the needle in half.

Conan stands and walks to the place where the rider fell when he was hit by Tamara's knife. There is a heavy imprint in the mud and a pool of blood.

A shape moves through the brush. Conan whips around to see...

... the rider's abandoned horse, fully armored, with the SEAL OF ACHERON emblazoned on the metal plates.

Conan's eyes widen in horror.

EXT. WILDERNESS - WIND AND RAIN - NIGHT

An ashen sky hangs over an ancient trail.

Riding the horse now stripped of its armor, Conan tracks west across a cold and rocky wilderness.

A bitter wind blows in his face, and even the horse looks weary and defeated. Conan's burden has never been greater.

EXT. KHOR KALBA - THRONE ROOM - DUSK

Massive iron doors like inverted fangs swing slowly open. Into the room comes Khalar's triumphant daughter, Marique.

Behind her four ACOLYTES lead Tamara in chains. She is still unsteady and sick from the effects of the poison.

Tamara scans the long room, filled with ominous statues, mosaics and artifacts of the age of Acheron. She sees Khalar sitting upon a gigantic throne cut into the stone wall.

As they approach the throne, Marique takes Tamara by the hair and forces her to kneel.

Khalar steps forward, gazes down at his helpless captive, and lifts Tamara's chin so that she looks up into his eyes.

KHALAR ZYM

Hello, my elusive one.

TAMARA

(desperate)

You have made a mistake. I am not the one you are looking for.

Khalar nods to Marique...

A black needle sinks in Tamara's neck and she flinches as if bitten. Marique withdraws it and puts it to her tongue.

MARIQUE

She is the pure blood descendant of
the Necromancers of Acheron.

Tamara closes her eyes and holds back tears, all hope lost.

Khalar smiles.

KHALAR ZYM

We begin the ritual at once.

MARIQUE

No... tomorrow night. When the moon
is dark and eager to be reborn, and
the tide ebbs, leaving the ruins
dry.

KHALAR ZYM

You have made me proud, my
daughter.

He touches her cheek, and Marique's face glows. THE DOORS
BOOM SHUT.

EXT. ARGALON - OUTSKIRTS - DUSK

Conan rides to a hilltop with a wide view, and he gazes down
upon Argalon, a city near the coast with domed buildings.

EXT. DEN OF BLADES - VARIOUS - NIGHT

VARIOUS SHOTS of Conan moving past dilapidated stands.
Loitering thugs and cutthroats trade weapons, poisons and
contraband.

We see him approaching several wily thugs who shake their
heads. Finally a skinny street urchin points to...

A rotting door bears the mark of SEVEN BLADES. Conan opens it
and enters.

INT. DEN OF BLADES - NIGHT

The Den of Blades is a hookah bar - dark, smoke-filled, and
ominously quiet. It functions as a thieves guild, and it is
densely packed with shiny stolen objects like a bazaar.

As Conan crosses from the door, dozens of treacherous eyes
mark him from the shadows. There are belly dancers and women
writhing with snakes.

Conan approaches a FAT MAN, who stands and pours colorful drinks onto a silver three-level serving tray.

CONAN
I am looking for a thief.

FAT MAN
Argalon is a city of thieves.

Conan clutches him by the folds of his neck, the tray falls to the ground and the drinks spill across the floor.

CONAN
I am looking for a thief named Ela Shan.

The Fat Man just cackles.

BARMAN
Who are you to ask, Barbarian?

Suddenly from every shadow and every corner, a DOZEN ugly, treacherous THIEVES of all shapes and sizes, weapons drawn, stand and leap forward to surround Conan.

Conan crouches and clutches the hilt of his sword...

ELA SHAN
Stand down, fools!

The bandit steps forward. It is Ela Shan himself.

He steps into the light to show off elaborate armor instead of prison chains; Ela Shan LAUGHS and waves off his men.

ELA SHAN (CONT'D)
Fast as Yezud, he will gut you like fish. I owe this man my life.

Conan relaxes, sheaths his sword, and eyes the thief.

CONAN
Well, Ela Shan, you will have your chance to repay it.

Ela Shan's smile fades.

AT A CORNER TABLE - LATER

Conan and Ela Shan sit and drink. Ela Shan looks anxious, trying to talk him out of it.

ELA SHAN

It is not for me to criticize a great man such as yourself but... This is madness. Don't go in. Just wait for him to come out!

CONAN

A woman is inside.

Elan rubs his temple. *A woman?*

ELA SHAN

She must be a pretty one. Breaking into Khalar Zym's fortress is like reaching under a sleeping dragon to steal her eggs.

(beat)

It can't be done.

CONAN

It MUST be... And quickly.

ELA SHAN

(scoffing)

Quickly? No one has done it in a thousand years!

CONAN

There must be a way. You owe me this.

ELA SHAN

(shaking his head)

Well, below the flooded spires is the tunnel of locks.

CONAN

Didn't you say there is no lock you can not break?

Ela Shan spits, silently cursing his words.

ELA SHAN

I am without doubt the only thief alive who could get you through it.

CONAN

Then that is the way.

ELA SHAN

It is the way to "The Dweller" that guards the fortress depths... or so the rumors say.

CONAN
And what is The Dweller?

Ela Shan throws up his hands, and smiles.

ELA SHAN
Certain death.

INT. KHOR KALBA - THRONE ROOM - DAY

Along the walls are primitive but macabre images of genocides and slavery - fire and blood. Artifacts of Acheron displayed as if this were some sinister museum.

A CEREMONIAL TUB - VARIOUS SHOTS

Still weakened and hazy, as if drugged, Tamara sits in s ceremonial tub. ACOLYTES scrub and cleanse her body, comb and arrange her hair, clip her nails.

As she rises up from the water, they swath her in red towels with all the formality of a religious ceremony, drying her naked skin as if polishing white marble.

As the acolytes anoint Tamara's bare flesh with oil, Marique watches over the preparations, darkly.

LATER

Marique grooms the groggy Tamara before a full length mirror of dark polished obsidian. Tamara is wearing Maliva's distinctive dress, her jewelry and dark makeup.

MARIQUE
My mother wore this gown on her wedding day. It flatters you.

TAMARA
I am NOT your mother.

MARIQUE
No but you *will be*.

She runs a finger-needle up Tamara's chest to her neck, and whispers sadistically.

MARIQUE (CONT'D)
Imagine your body is a vessel and your soul is the water that fills it. When your blood seeds the mask, my father will empty you.

As Marique speaks, she takes a long, sinuous glass vase and pours the water out on the stone floor.

As Marique continues, she refills the vase with red wine.

MARIQUE

And my mother's soul will rise to
fill up your toes, your legs, up
into your breasts, neck and lips...

She leans in close, lips practically pressed against Tamara's cheek.

MARIQUE

... until my mother turns your
pretty blue eyes pitch black.

TAMARA

I would rather die.

KHALAR ZYM (O.C.)

Oh yes, you will...

At that moment, Khalar enters, continuing for Marique.

KHALAR ZYM

... and your death shall herald a
New Age of Acheron. The spirits I
raise will melt flesh from the
bones of kings. My wife and I will
cast *all rivals* into oceans of
blood.

Marique presses the point of the needle hard against Tamara's skin, almost but not quite breaking the surface.

MARIQUE

And what of me, father?

Khalar freezes, seeing the deadly nail at Tamara's throat.

KHALAR ZYM

What of...? Remove your nail.

Marique stares at her father with eerie intensity.

MARIQUE

Why? So that I can be cast aside...
into an ocean of blood?

Nobody moves, but then Khalar approaches his daughter.

KHALAR ZYM
So that you may reign as our
princess and heir.

He touches her cheek and she melts, all her rage rushing out of her like water.

She removes the nail, and hugs him around the waist.

IN THE OBSIDIAN MIRROR

It frames a strange triangle: two women and Khalar between them. Only Tamara can see that Khalar's expression is treacherous, even as his voice is silky and smooth.

KHALAR ZYM
Smile, my cruel angel. Tonight we
will be a *family* once again.

And looking away from the mirror, only Tamara can see that Marique's expression is equally cold and bitter, even as her voice is sweet and obedient.

MARIQUE
Yes, my dear father. Yes.

EXT. KHOR KALBA - OUTSKIRTS - DUSK

Khor Kalba is the flooded ruins of jagged stone towers that have stood against the sea for thousands of years. Indeed the walls and fortifications make it look impregnable.

EXT. KHOR KALBA - FLOODED RUINS - NIGHT

Conan and Ela Shan scramble over rocks along treacherous cliffs and pounding surf. They find a round rock with a metal face plate and runes etched around the edges.

Ela Shan slips slender hooks and pointed dowels into the face plate and opens it, but his hands are shaking badly.

Inside is an ornate locking mechanism.

ELA SHAN
Please. I beg you one last time. Do
not do this. Let us turn back.

Conan shakes his head. Silent but firm.

As Ela picks at the mechanism there is a cascade of CLICKS and CLANKS swelling into a deafening RATTLE as somewhere massive tumblers spin. The noise becomes frighteningly loud...

... and then with a SNAP, the lock turns. The stone slides open in halves revealing stairs down to the flooded sewers.

INT. KHOR KALBA - THRONE ROOM - NIGHT

The acolytes bind Tamara to the VITRUVIAN WHEEL. Each wrist and ankle is bound with MANACLES and long CHAINS to the spokes. She is spread eagle.

Carrying Corin's greatsword, Marique approaches Tamara.

MARIQUE

Did you know I met your Barbarian when he was a boy? I took this sword from him.

She runs her lips perversely over its hilt.

MARIQUE

I'm told that Cimmerian steel is *sharper* and *harder* than any other, and that when it cuts, the pain is close to pleasure.

She holds the edge against Tamara's bare skin on her chest.

MARIQUE

I know it will please you.

INT. TUNNEL OF LOCKS - CURVING TUNNELS - NIGHT

Ela Shan pops the lock to another spiral gate leading them into a CURVING SEWER TUNNEL. The water is waist high, and roiling as if something large were moving below.

Their torches flicker, giving off more smoke than light. There are deep ominous RUMBLES from above and below.

The surface of the water ripples, as if teeming with fish. Ela stops and grabs Conan's arm.

ELA SHAN

Something moves in the water.

As Ela turns we see that clinging to the other side of his face and neck is a BLACK, THROBBING MASS the size of a lobster.

Ela sees Conan's expression. The thief SQUEALS in horror, tears the leach off his face, and throws it away. The water is alive with the slimy creatures.

Conan rips a GIANT LEECH off his own arm and yanks another off Ela's back. Ela finds another squirming on his belly.

Ela's scream still echoing in the chamber, they hurry, sloshing towards the next gate.

EXT. KHOR KALBA - RUINS - NIGHT

A procession moves slowly from the central tower, towards the Skull Cave. Khalar leads them in his resplendent armor. Then comes Marique leading twelve Guards.

TWO acolytes chant in a long forgotten language and strike GONGS etched with the Seal of Acheron. It is as ominous as a funeral march. Ceremonial and grim.

Behind them, another FOUR ACOLYTES bear Tamara on the Vetruvian Wheel, like a corpse upon a stretcher.

Surrounding the procession is a LEGION of Khalar's soldiers.

INT. TUNNEL OF LOCKS - BLOOD GATES - NIGHT

Ela and Conan trudge through a long, narrow sewer. Ela is shaking badly, and he looks a bit lost.

Above them are HOLES in the rock where runoff water gurgles into the chamber. They reach a DEAD END.

Far above them is a clang and rumble, as if some giant valve were turning and a torrent of water unleashed.

ELA SHAN

We should not have come this way.

Liquid bursts from the runoff holes and gushes into the chamber - hundreds of gallons of deep red.

Conan and Ela retreat through the fountains of blood. The liquid becomes thicker...

... and the two are hit with chunks of human bone, severed arms, severed legs, and ground gore - a ghastly soup of human flesh showering down upon them!

They flee, out of the dead end tunnel, as human heads bob in the water like buoys. Conan drives his shoulder into a gate, breaking the rusty bars and slamming it open.

INT. KHOR KALBA - TUNNELS UNDER THE PIT - CONTINUOUS

Ela Shan reignites a STASHED TORCH. There are no more gates to be seen. A triumphant smile beams on Ela Shan's face.

ELA SHAN

That was the last gate. I told you
I could get you in safely!

A great RUMBLING PASSES, the sound of something ENORMOUS moving underneath them in the depths.

Ela's smile fades.

WHOOSH! Conan and Ela are DRAGGED UNDER THE WATER, whipped down and away in less than a second.

INT. KHOR KALBA - UNDER THE PIT - NIGHT

Conan is yanked through deep, murky water. He's just a flailing shape in the darkness.

He lashes out with his blade, hacking at something that has wrapped around his foot like a snake. It releases him.

Ela Shan is not as lucky. He is dragged passed Conan, towards some MASSIVE THROBBING SHAPE with UNDULATING ARMS, but Conan grabs Ela by the collar and yanks him free.

Conan drags Ela towards the glow of the surface.

INT. KHOR KALBA - THE DWELLER PIT - NIGHT

Ela and Conan burst to the surface of a circular pool. Both of them gasp for breath. The danger seems to have passed.

They scramble to the edge, and as they climb out they look up into the gigantic space around them, taking it all in.

The pool is surrounded by the curving steps and tall columns of a massive amphitheater. The air is thick with steam.

Above them, cages hang from pulleys attached to an iron grid. Chains strung through the pulleys hang like vines.

Inside the cages are virgins, ADOLESCENTS in nothing but loincloths. One cage near the water is filled with the same blood and remains that were showered upon them below.

AKHOUN (O.C.)

YOU!

Conan looks across the pit to see the last of Khalar's henchmen who was present in Corin's forge.

AKHOUN

The giant villain holds chains attached to pulleys high above him on the iron grid. This allows him to raise and lower cages like a puppet master.

CONAN

Another feast for my sword.

There is an ominous rumble, and the surface bubbles. Akhoun lets loose a long peal of laughter.

AKHOUN

No! Another feast for my pet!

THEN A TENTACLE bursts from the water, BLOCKING CONAN'S PATH, thick as a tree trunk, lined with bony spurs.

The tentacle curls and snaps like the tail of a scorpion. Conan defends himself with swipes of his sword sending jets of the creature's blood, black as ink, across the water.

Ela squeals, swims away, and climbs up into the empty cage. He slams the door shut, trying to shut the tentacle out.

The tip of a tentacle coils around Conan's arm, but he drives his sword into its base.

From somewhere deep in the pool comes an agonized rumble and a squeal of pain. The tentacle retracts.

But then TWO ENRAGED TENTACLES whip out of the water, replacing the first, attacking the barbarian, and driving him backwards.

A THIRD TENTACLE shoots out of the water and probes the cage where Ela is hiding. Ela kicks at it in desperation.

A massive undulating SHAPE rises just under the surface of the pool. It is ENORMOUS and GROTESQUE, with an ugly mouth rimmed with teeth the size of sabers: The Dweller.

Conan avoids the mouth and stabs at a tentacle, but then Three PIT GUARDS enter and stalk Conan around the edge of the pool, walking over iron rails on its surface.

PIT GUARD #1 is immediately snatched by a tentacle that wraps around his neck and yanks him high up into the air and down into its hungry mouth.

Red Blood fills the pool, mixing with black.

PIT GUARD #2 and PIT GUARD #3 attack Conan together, but Conan slays #3, right under Ela Shan's hanging cage.

Conan eyes Akhoun and lures Pit Guard #2 closer to him. Just as Pit Guard #2 reaches him, Conan leaps away...

CRASH! Akhoun drops Ela Shan's cage, misses Conan, and crushes Pit Guard #2 instead.

Conan rushes at Akhoun and the two clash. Conan allows Akhoun to land several ugly blows, but as he does so, Conan wraps the hanging chain around the villain's neck.

As Ela Shan's cage is PULLED UNDERWATER by several strong tentacles, Akhoun is lifted up by his neck, hanged by his own chains.

TWENTY KHOR KALBA WARRIORS rush into the amphitheater, and surround the pool, blocking the floor level exits.

Conan swims to Ela's sinking cage, but Ela is already under the surface - the cage dragged towards the Dweller's MOUTH.

Above Conan, tentacles wrap around the dangling Akhoun.

Then a massive SINGLE EYE rises up out of the water like a glistening, oily DOME.

Standing up on the sinking cage, Conan leaps, raises the sword like a stake, and drives it into The Dweller's eye...

With a LOW ROAR and a HIGH WHISTLE The Dweller's massive arms CRASH upon the surface and sink into the depths.

As Akhoun and his chains are dragged DOWN with the Dweller, Conan, who is clinging to Ela's cage, is pulled UP...

... to a mid-level above the grid, where Conan helps Ela escape through the DAMAGED bars.

INT. KHOR KALBA - TUNNELS ABOVE THE PIT - NIGHT

Conan rushes out of an exit from the mid-level of The Pit, and he drags the hapless thief along with him.

EXT. KHOR KALBA - NIGHT

Conan pulls himself up out of a crack in the Khor Kalba ruins. Then he pulls the exhausted Ela Shan up beside him. High up, he gets a view of the entire fortress.

CONAN'S POV

The procession rides out over the peninsula towards the Skull Cave. They are escorted by the legion of Khalar's soldiers.

EXT. KHOR KALBA - SKULL CAVE - ENTRANCE - NIGHT

Khalar leads a procession on horseback into the ancient Acheronian site. Marique and two acolytes ride closely behind.

Tamara, bound tightly to the Vitruvian Wheel, is carried by four ACOLYTES as if it were some nightmarish funeral march.

Behind them the twelve Cave Guards and another twelve Warriors from the legion, bring up the rear.

Before them is a massive Excavation Site, with scaffolding, carts and crude tools. Bit and pieces of purple, Acheronian ruins sprout out of the cave floor like the bones of some massive fossil.

On the high cave ceiling are openings - the "eyes" of the skull that we saw from the outside.

The bulk of the Legion of warriors wait outside the cave.

INT. SKULL CAVE - MAIN CHAMBER - CONTINUOUS

Two Acolytes blow RAM'S HORNS in steady rhythm, like a primitive siren.

They reach a central PLATFORM, on which are more scaffolding and LONG CHAINS hanging from pulleys. In front of all this is a sacrificial PIT.

OUTER RING

Along the edges is an OUTER RING where Cave Guards and Warriors take up positions.

ON THE PLATFORM

Four of the Acolytes carry the ancient Vitruvian Wheel to the Platform. The other two hold ceremonial torches.

With the pulleys and chains, the wheel is hoisted and positioned so that two long pins on its outer rim fit into two stone posts on The Platform. This allows the entire wheel to tip forwards and backwards.

EXT. KHOR KALBA - COASTLINE CLIFFS - NIGHT

Conan climbs and jumps over jagged rocks toward the skull cave. Never has he looked more determined. Terrified and gasping for breath, Ella can barely keep up with him.

INT. SKULL CAVE - ALTAR - NIGHT

The Acolytes CHANT, some low and guttural, some high and shrill - an eerie, pagan cacophony.

Marique hands Khalar Corin's Greatsword.

MARIQUE

As a victorious Barbarian sword
once shattered the mask, a
vanquished Barbarian sword shall
revive it.

Khalar takes the Cimmerian Blade, impressed by its balance and craftsmanship. He is pleased.

Marique bears the MASK OF ACHERON on a RITUAL TRAY.

EXT. SKULL CAVE - NIGHT - INTERCUT

Grasping tangled vines and roots, Conan and Ela Shan drag themselves up and over the rain-slick rock, arriving above one of the two massive HOLES in the cave ceiling.

Below, they see the whole, perverse spectacle, with Tamara at the center of it all, bound to the wheel.

Ella gawks and swallows; he trembles like a wet gerbil.

CONAN

Your debt is paid. Go.

ELA SHAN

I humbly respect your decision.

INT. SKULL CAVE - ALTAR PLATFORM - NIGHT

Two Acolytes tilt the wheel forward so that Tamara faces down. Khalar raises Corin's greatsword.

KHALAR ZYM

By lusty Derketo and serpent-headed
Set, by Dagon and Nergal, I seed the
mask with its master's blood.

Every movement in this ritual seems well-practiced and choreographed, as if each gesture had symbolic meaning.

Khalar cuts Tamara just below her collarbone. She SCREAMS!

BLOOD flows from the wound. Marique holds The Mask beneath her on a sacred ritual TRAY.

ON TAMARA

Tamara gasps in horror. She watches helplessly as blood runs down her body into the mask, seeding it.

CAVE ENTRANCE - ON CONAN

SNAP! Cave Guard #1's head is turned and his neck is broken. Conan drops the body quietly.

Conan moves swiftly, silently and almost invisibly along the side of the cave.

THE PLATFORM - ON THE MASK

Fertilized by the blood, the Mask of Acheron comes alive. The shards of bone swell and squirm like the arms of The Dweller.

ON KHALAR AND MARIQUE

They exchange a look of eager anticipation. They have both waited a long time for this moment.

With the sword in one hand, Khalar raises the mask with the other, high above his head before The Pit.

KHALAR ZYM

Ancient Ones, who burn beneath us,
unspeakable are thy names,
Behold and despair, your new
master.

With both excitement and trepidation, Khalar places the mask on his face. It fuses with his flesh, the tentacles piercing his forehead, cheeks and neck. He and the mask become one.

ON THE PIT

An eerie glow paints its rim, a low rumble shakes the cave, as if something in the depths were awakening.

ON KHALAR

The excruciating pain of the piercing shards gives way to exhilaration as The Mask's power flows through him.

ON TAMARA

She can't watch. She turns her head, chin to shoulder. But from her high vantage point, she can see...

CONAN - TAMARA'S POV

Intent and unstoppable, Conan climbs up the rocks from behind the altar. He quietly cuts Cave Guard #2's throat.

Then, he looks up and sees TAMARA STARING DOWN AT HIM. He is dismayed to see her awash in her own blood.

ON TAMARA

Its all she can do to keep from calling out to him. She shakes her head... GO BACK!

ON CONAN

But he does not stop. He comes closer and CLOSER, listening to Khalar's incantation to his dead wife.

THE PIT

KHALAR ZYM (CONT'D)
Maliva, my queen, hear my call...

But Khalar is interrupted...

BEHIND THE WHEEL - ON CONAN

Bolting from his hiding place, Conan LEAPS and SWINGS his sword in a mighty arc.

At the last second, Khalar ducks, and RAISES CORIN'S SWORD to block him...

Conan's sword GLANCES THE EDGE OF THE MASK, chipping it, causing bright sparks and a resounding CLANG as the metal hits bone.

Reeling, Khalar falls backwards to the ground.

As the mask is hit, the Pit rumbles with energy, causing TREMORS across the excavation site.

The Platform CRACKS and the stone posts holding The Wheel crumble. Conan is knocked off his feet.

DOZENS of Warriors and Guards rushing to the altar are swallowed into the trembling, crumbling Pit.

INSIDE THE PIT

The men tumble helplessly into a fiery abyss.

ON THE PLATFORM

The SCAFFOLDING COLLAPSES, crushing Cave Guard #3 and #4 under its weight, and dangling long chains into The Pit.

ON THE PLATFORM

The WHEEL FALLS from its chassis, with Tamara still attached to it. It tips forward and DROPS INTO THE PIT.

INSIDE THE PIT

After falling ten feet into the shaft, The Wheel gets STUCK as its two PINS catch on the walls.

ON TAMARA - UNDER THE WHEEL

Bound to The Wheel, Tamara SCREAMS and pulls at the chains.

Wide eyed, Tamara gawks down into a yawning abyss. The sides of The Pit open up into a wide crevice filled with purple-tinged, ACHERONIAN RUINS.

Below that is a fiery, bottomless VORTEX.

SKULL CAVE - ABOVE THE PIT - ON CONAN

Conan hops to his feet, looks down to see Tamara on the wheel, and HE JUMPS DOWN...

INSIDE THE PIT - ON THE WHEEL

Conan lands on the wheel with startling balance. He reaches down and breaks one of the manacles with the hilt of his sword. Tamara's wrist pulls free.

SKULL CAVE - ABOVE THE PIT - ON KHALAR

He scrambles to his feet, looks into the Pit, and sees Conan breaking Tamara's legs free.

He calls out to Marique.

KHALAR ZYM
Don't let her escape!

Then, Corin's sword in hand, he JUMPS DOWN...

INSIDE THE PIT - ON THE WHEEL

Khalar lands on the wheel and nearly slips and falls. The wheel teeters right and left under his feet like a see-saw.

SKULL CAVE - ON MARIQUE

Pulling out a DAGGER, Marique rushes away from The Platform to an outcropping of ruins, leading down...

ON TAMARA - UNDER THE WHEEL

She hangs upside down like an acrobat as the men fight above her. She pulls her other wrist away from the wheel, but it is still bound to a long, loose chain.

She climbs off, scrambling down the ravine walls to...

INT. RUINS OF ACHERON - BALCONY - INTERCUT

Tamara claws desperately at the sides of the rocky crevice, and slides to the Stone Balcony.

Around her are the bizarre Acheronian Ruins - an entire subterranean city. Stairways extend in all directions, some sideways or upside down, all leading through A MAZE of archways and columns.

Below her, flaming magma flows through the ruins in canals and pours into the Vortex.

Tamara doesn't see the dark figure rushing towards her from behind out of The Maze.

She stares up at the men fighting. She has no weapon, and no way to climb back up to help.

CONAN
(from above)
Find a way out!

Reluctantly, Tamara rushes away into The Maze, dragging the long chain with her.

INT. INSIDE THE PIT - ON THE WHEEL - INTERCUT

Khalar and Conan clash. Every thrust and parry of their weapons causes the wheel to tip precipitously in one direction and then another.

When Khalar attacks, Conan shifts his weight on the wheel, making the masked warlord stumble to regain his footing.

INT. RUINS OF ACHERON - THE MAZE - INTERCUT

Tamara runs over stairways, under archways, and around columns, but the labyrinth is disorienting, and she doesn't see the dark figure rushing towards her from behind...

MARIQUE GRABS TAMARA, but she resists capture.

Tamara throws her elbow into Marique's gut, driving the witch backwards. She slams her fist against Marique's jaw, snapping Marique's head to one side.

Frustrated, Marique steps back and brandishes her dagger.

MARIQUE

Kneel down!

Tamara doesn't kneel. She twirls the long chain still attached to her wrist and faces off with the witch. Marique raises the dagger, and Tamara swings the chain...

...wraps it around Marique's wrist, and YANKS THE DAGGER OUT OF MARIQUE'S HAND. The blade clatters away.

Marique lunges for Tamara, her needle-fingers extended, and grabs Tamara by the hair.

INT. THE PIT - KHALAR AND CONAN - INTERCUT

Khalar lunges and misses, slipping on the wheel, and his mask writhes in frustration.

CONAN

You had your chance Khalar, and you won't get another.

(beat)

Won't your dead queen be ashamed?

With an explosion of fury, Khalar lunges at Conan... and KHALAR LOSES HIS BALANCE.

Khalar slips, stumbles and KICKS the pin stuck in the side of the ravine. THE PIN SNAPS OFF!

As the pin in the wheel breaks free, the "floor" falls out from beneath their feet.

The Wheel falls, bouncing off the crevice walls. Conan and Khalar fall, scrambling desperately to the sides of the ravine, into plumes of dust.

INT. RUINS OF ACHERON - THE VORTEX BELOW - CONTINUOUS

The wheel crashes off the balcony, flips and plummets,, and then disappears into The Vortex.

It's only by watching the wheel fall that we get a sense for just how breathtakingly deep the abyss really is.

INT. RUINS OF ACHERON - BALCONY - CONTINUOUS

Conan and Khalar tumble down to the balcony. Panther-like, Conan lands on his feet.

By contrast Khalar LANDS HARD on the stone floor, and HE STUMBLES. Conan swings and Khalar ducks the blade...

CRACK! The tip of Conan's sword clips the mask, and once again, when the mask is hit, TREMORS shake the ruins.

Khalar FALLS TO THE EDGE of the balcony. As when he fell at the Shahpur Outpost, HE IS VULNERABLE.

But just as Conan raises his sword and is about to spring across the balcony to where Khalar has fallen...

... CONAN HEARS TAMARA SCREAM!

Locking eyes with Khalar, Conan hesitates - another chance for vengeance hanging on his decision.

The villain smiles.

Then Conan DARTS INTO THE MAZE to save the woman he loves.

INT. ACHERONIAN RUINS - ON TAMARA AND MARIQUE - CONT.

As the women fight, more tremors shake the ruins. Lava bubbles and spills over ancient timbers, which burst into high flames.

Marique drives her knee against Tamara's chest pinning her to the ground. But, Tamara STILL won't submit.

TAMARA

How will it feel when your father
casts you aside?

Marique flashes with anger and threatens Tamara with her long needle fingers, holding them above Tamara's face.

TAMARA

You are nothing to him. He only
cares for her.

Marique HISSES, enraged beyond all reason, but as she plunges
five finger-needles towards Tamara's eyes...

Marique finds her thrust BLOCKED, and her needles SNAP
against the flat end of a hard Cimmerian blade!

Conan whips the sharp blade back, and he SLICES OFF MARIQUE'S
FINGERS!

Marique SCREAMS and clutches her mutilated hand. She's
delirious with fury.

Tamara grits her teeth...

TAMARA

Burn like your mother, witch.

Tamara KICKS MARIQUE into the burning timber below...

ON MARIQUE - AS SHE FALLS

She flails and claws at the air, and she is IMPALED on a
jagged, burning timber. Her skin bursts into flames.

ON KHALAR

He enters the maze, and just as he once watched Maliva, he
watches Marique as she is consumed by the fire.

INT. RUINS OF ACHERON - THE MAZE - NIGHT

Darting in one direction and then another, Tamara and Conan
flee DEEPER into the labyrinth.

There are more rumbles from below and PILLARS TIP and CRASH
around them. They narrowly avoid getting crushed.

INT. RUINS OF ACHERON - THE MAZE - CONTINUOUS

Conan doubles back and tries a different direction, around
the perimeter but HE IS CUT OFF BY KHALAR.

Tamara rushes back behind Conan, and the two magnificent
warriors clash.

It is the most spectacular fight we have seen in the film. Conan
swings his blade with all his father's balance and skill.

But, empowered by the mask and with room to maneuver, Khalar fights with phenomenal strength.

As he wields Corin's greatsword, Khalar's shear speed and dexterity are breathtaking. He seems invincible, and Conan now looks overmatched. He's driven back...

... or perhaps leading his opponent forward as...

...another RUMBLE shakes the ruins and another ARCHWAY CRUMBLES AND FALLS. Conan leaps away just in time, but Khalar is seemingly buried in rubble.

INT. RUINS OF ACHERON - ANCIENT BRIDGE

Conan and Tamara flee out onto a thin wooden BRIDGE that spans the crevice, and below it is the fiery vortex.

The bridge is made of flat rotting panels, suspended by ancient chains and propped up by cracked girders.

Conan crosses quickly to the other side, but behind him, as Tamara runs to the center of the bridge, she stumbles, the panels crack and splinter beneath her feet...

...and she FALLS THROUGH.

CONAN
(gasping)
Tamara.

The chain trails after her into the hole...

ON TAMARA

Tamara plummets...

...and then she is YANKED to a full stop. She dangles under the bridge by her manacled wrist.

ON CONAN

He clutches the end of the chain and he is nearly pulled into the hole himself...

...but he stops her fall.

And then, the barbarian looks up to see, emerging out of clouds of dust and falling rubble...

KHALAR ZYM

Arms raised, he steps out upon the bridge and calls out the final verse, completing the ritual.

KHALAR ZYM

Beside me none are equal,
Beneath me all must submit,
Before me all rivals will be
sacrificed!!

(beat)

Maliva, I summon you here!

ON THE RUINS

As if responding to his words, they rattle and hum.

ON THE BRIDGE

A fierce wind rises from the depths. Around them millions of glowing embers stream up in swarms and float slowly down like fiery confetti.

UNDER THE BRIDGE - ON TAMARA

Her eyes flicker to pitch black, but as she screams and shakes her head in defiance, they flicker back to blue.

INT. RUINS OF ACHERON - ANCIENT BRIDGE - CONTINUOUS

The whole bridge sways and buckles under their weight. Khalar strides towards Conan in triumph.

KHALAR

Once again, the little Cimmerian
boy is caught holding a chain.

TAMARA

Drop me!

Conan looks back from Tamara beneath him to Khalar across from him. With one hand on the chain and the other holding his sword he can neither fight nor pull her up.

ON TAMARA

Waves of heat sizzle her skin. The hem of her clothing is starting to light aflame. Tamara's eyes flicker black.

TAMARA

Let GO of me, CONAN!

ON CONAN AND KHALAR

KHALAR ZYM

No. Kneel to me, and she will live.

TAMARA

His witch possesses me! I can't
fight her... DROP THE CHAIN!

Khalar's voice is as silky and convincing as a serpent.

KHALAR ZYM

And let another die in your place
like your father?

Conan cannot strike. He cannot let go. His fully extended arm
shakes from the torque and strain. He can't win...

And so, Conan kneels.

Khalar smiles, knowing full well the barbarian would never let
go of the chain.

ON TAMARA

Eyes jet black , Maliva has overcome her. Around her BLACK ASHES
and GLOWING EMBERS swirl and undulate like a swarm of insects.
Scalding WIND whips her hair.

She crawls up the chain towards Conan...

ON CONAN AND KHALAR

Conan drives his sword point-first into the wooden panel. But
just as Khalar steps forward to take the chain...

KHALAR ZYM

I warned him that I would one day be a
god.

CONAN

And my father warned you...

Conan calmly pulls back his blade stuck in the panel. Just
like Corin's blade in the ice, it works like a lever,
CRACKING THE WOOD UNDER KHALAR'S FEET.

Khalar FALLS THROUGH, extending his arms to clutch the
splintering wood at his sides to keep from falling through to
the abyss. He FUMBLES CORIN'S SWORD.

SLOW MOTION: Corin's Sword shoots into the air, tumbling and
spinning, until...

...Conan grabs the hilt!

CONAN
God or not...

Conan swings Corin's sword ONCE, and SHATTERS KHALAR'S MASK.

CONAN
... You will fall.

And swings TWICE, back the other way and BEHEADS HIM!

CLOSE ON KHALAR'S HEAD - FOLLOWING IT AS IT FALLS

Mouth still gnashing and eyes still rolling in shock and rage, Khalar's head tumbles into the vortex.

As each shard of the mask falls into the vortex...

ON TAMARA - INTERCUT

As Conan pulls Tamara up, Maliva's spirit dissipates. Her eyes turn back to blue.

Conan scoops her up to her feet. She lost a lot of blood, but she is still alive. As Conan is about to kiss her...

The vortex rumbles. The bridge buckles and shakes. Great fissures appear in the ruins. Boulders fall from above.

INT. ACHERONIAN RUINS - VARIOUS LEVELS - NIGHT

The ancient city collapses and the fissures open wide and split the ravine. Staircases, columns and archways fall into the abyss.

INT. SKULL CAVE - THE PLATFORM - NIGHT

As Tamara and Conan escape out of the same outcropping of pillars that Marique entered earlier, The Platform is consumed. The ravine closes. The Pit is shut.

The entire cave is collapsing around them.

EXT. SKULL CAVE - NIGHT

Conan and Tamara rush out of the cave.

The Skull face of the cave implodes in a final dramatic quake. The Warriors from Khalar's legion, those who are not swallowed and buried in the rubble, scatter and flee.

The Acheronian ruins are buried.

On the rocky shore there are two abandoned HORSES from the procession. The sun rises over the water.

MOMENTS LATER - AT THE SHORELINE

Both mounted on the horses, Tamara looks to Conan.

TAMARA

And now?

Conan extends his father's sword and watches the sunlight gleam across the steel.

CONAN

We think of life. The dead are dead, and what has passed is done.

Conan, black-haired, sullen-eyed, his father's sword in hand, leads her towards a fiery sunrise and a darkened sea.

FADE TO BLACK

ALTERNATE ENDING:

EXT. CAVE - DAWN

Conan carries Tamara - bloody, pale and weak - out of the cave. He puts her limp body down on the sand.

Blood runs from her mouth. Her body shivers in pain

CONAN

What is it?

Conan sees THE WOUND that Marique gave her in the fight.

TAMARA

Poison.

Conan realizes she is dying, and he looks stricken. With the last of her strength she smiles and whispers to him.

TAMARA (CONT'D)

Grieve not my death, Conan. Think
of life.

She rises up with bloody lips and like his mother, Fialla, kisses him so that he can taste her blood.

Tamara dies in Conan's arms.

EXT. BEACH - DAY

Conan carries Tamara like a groom carrying his bride through a threshold, but he carries her not to the wedding bed...

... but to a small funeral pyre of beachwood.

Conan lays Tamara's body atop it.

Conan lights the pyre. Flames glimmer in his eyes. The air fills with embers. Conan steps away.

As the fire burns behind him, his father's sword in hand, Conan walks alone towards a darkened sea.

RESHOOTS

EXT. PITCH BLACK - NIGHT

NARRATOR

Between the years when the oceans
drank Atlantis and the rise of the
Sons of Aryas...

The sky shimmers with a cascade of STARS.

NARRATOR

...there was an Age undreamed of,
when shining kingdoms lay spread
across the world like blue mantles
beneath the stars.

We TILT DOWN past the milky way to...

EXT. ACHERONIAN TEMPLES - CONTINUOUS

A WIDE SHOT [Matte painting] of Acheron, the dark landscape
and colossal edifice built into cliffs by the sea.

NARRATOR

First came the dark empire of
Acheron, where cruel necromancers
sought secrets of resurrection.

[As Shot] A priest raises The Mask of Acheron.

NARRATOR

They crafted A MASK from the bones
of kings...

[As Shot] A pureblood daughter is bound to the Wheel.

NARRATOR

...and sacrificed their daughters
to baleful gods.

CLOSE ON THE MASK. The victim's flesh is CUT, her blood flows
onto The Mask. [This will mirror the climax]

[As Shot] the priest lowers the mask and puts it on his face.

NARRATOR

The mask summoned spirits of
unspeakable evil, giving them power
no mortal men should hold.

CLOSE ON THE WHEEL - THE GIRL'S FACE *

The girl screams, as black embers swirl around her, and her face becomes POSSESSED by some loathsome demon. [This will mirror Tamara's possession by Maliva in the climax.] *
*
*

NARRATOR *

Soon rivers ran red with blood, and cities burst in flame. Acheron enslaved the civilized world. *
*
*

IMAGES OF APOCALYPSE *

A landscape boils with explosions of fire and waves of blood. *

SCENES OF WARFARE *

Barbarian hordes swarm Acheron. A fierce battle rages. *

NARRATOR *

Only the barbarian tribes were left to rise up against them. *
*

CLOSE ON The Mask CLEAVED by a barbarian sword. *

NARRATOR *

The Mask was shattered... and Acheron fell. *
*

CLOSE ON the shards as they are separated, divided, and hidden among the tribes. *
*

NARRATOR *

Each tribe kept a single shard, so that no man might attempt to join them back together, and drive the world again into madness and ruin. *
*
*
*

The final shard hidden in a GOLDEN BOX [the one we will reshoot in Corin's forge.] *
*

NARRATOR *

The pieces remained hidden, scattered across the land for three *thousand* years. *
*
*
*

INT. WOMB - DAY *

DARKNESS again, and SILENCE. Then, the sound of a HEARTBEAT heard from the womb. *
*

NARRATOR
 So rose the Hyborian Age, both
 bleak and brutal,...

TILT DOWN to the immaculate crown of an UNBORN BABY, eyes
 closed, floating at peace within the warm glow of the womb.

NARRATOR (V.O.)
 ...and so came a child born of
 battle.

SSSKKTTTCH! A flash of steel as a BLADE PIERCES THE WOMB, not
 an inch from the child. As the sword is pulled free we MOVE
 WITH IT, out into the MADNESS OF BATTLE.

YOUNG CONAN/ADULT CONAN TRANSITION

EXT. CIMMERIAN VILLAGE - DUSK [AS SHOT]

Looking down, young Conan sees a Cimmerian sword. Howling
 with rage he raises the blade in the air.

Camera BOOMS UP with the sword...

FADE OUT.

[OPTIONAL NARRATION]

NARRATOR
 For twelve long years Conan, son of
 Corin, wandered the ragged edges of
 the world.
 (beat)
 But, the nameless man who killed
 his father remained in shadow.

YOUNG CONAN/ADULT CONAN TRANSITION - VERSION TWO

EXT. ZINGARAN COASTLINE - DAY

VERY CLOSE ON skeletons half-submerged in desert sand.

CAMERA DRIFTS over old, rusted chains and massive shackles as
 the wind blows sand and ashes over the slave's bones.

NARRATOR
 Cimmerians do not pine for the
 hereafter.
 (MORE)

NARRATOR (CONT'D)

Their god is Crom, who rules over a
sunless place of everlasting mist,
the land of the dead.

*
*
*

A mighty hand digs into the sand past skull and bone, and
lifts dust into the wind.

*
*

The dust falls through his fingers like sand in an hourglass.

*

NARRATOR

Conan left Cimmeria and wandered
the edges of the world, slaying,
thieving, surviving , storming the
high walls of Venarium and prowling
the dark seas among pirates.

*
*
*
*
*
*

CAMERA MOVES around the strong, scarred arm revealing the
face of the mature CONAN. On bent knee, Conan looks into the
dust as if he can see something through it.

*
*
*

He rises, brushing sand from his hands and looks at his palm.

*

CLOSE ON HIS PALM

*

We see the burn scars from the hot chains he once held to
support his father in the forge. His hand balls into a fist.

*
*

NARRATOR

But the nameless man who scarred
his hands remained in shadow.

*
*
*

EXT. ZINGARAN COASTLINE - DAY

*

[We begin with the "Zingaran Slave Colony" matte, and shots
of the slaves being whipped and abused by their masters]

*
*

CONAN ENTRANCE SHOT:

*

[If this were a commercial, this would be our product shot]

*

We PAN up the edge of a broad sword, over the massive fist
that grips the hilt, over the powerful muscles of the arms to
the chiseled chest, and we PULL BACK to REVEAL the adult
Conan, staring down at the slavers from atop a horse.

*
*
*
*

Artus enters frame and looks up at the barbarian.

*

ARTUS

Conan, I am told the man you seek
is not here. Why attack?

*
*
*

CONAN

No man should live in chains.

Conan raises his sword high in the air, giving the signal to the other pirates.

We cut to the existing shot of Conan with sword raised and Messantia in the background [... and the rocks begin to roll.]

INT. MESSANTIA - ALEHOUSE - NIGHT

Conan squints through haze at THE CAPTAIN, catching only glimpses through the mob. He's familiar: The distinctive way he rolls his neck. *The mask that covers his nose.* [As Shot]

A hush falls over the rowdy crowd.

SLAVE GIRLS (O.C.)

(gasping)

The captain of the guard!

[Then after Ela and Conan fight the surly guards]

Conan offers his wrist in surrender. As the guard hesitates to shackle him...

CONAN

Take me to your captain, or die where you stand.

SAND WARRIORS

EXT. SHAHPUR OUTPOST - DAY

From afar the crumbling stone structure seems abandoned and lifeless. A wisp of smoke rises from behind the walls.

EXT. SHAHPUR OUTPOST - COURTYARD - DAY

[As shot] The Shahpur outpost was once a working fortress, and rickety scaffolding, ladders and platforms remain. On the ground sit loading docks, old farm and construction equipment. A few torches burn on the walls.

Conan stands and waits. Behind him Tamara stands BOUND TO A POST like a prisoner.

Conan studies his surroundings. He looks right and sees... *

One of several TORCHES, burning. *

Conan looks left and sees... *

POOLS OF TAR leaking from BARRELS. *

... [Then at the end of the fight sequence] *

ON TAMARA *

She hides behind fallen debris, and she watches... *

KHALAR AND CONAN [As shot] *

Khalar delivers a KICK to Conan's chest, and he spins in slow motion and falls hard to the ground. *

Khalar moves toward Conan. Khalar is ready for the kill. *

ON CONAN *

Poisoned and weak, Conan locks eyes with Tamara, and NODS... *

ON TAMARA *

She dashes from her hiding place, grabs the BURNING TORCH, and tosses it to him... *

ON CONAN *

He catches it and HURLS the torch at the POOL OF OILY TAR. *

ON THE BARRELS *

The tar IGNITES and flames rush towards the barrels! *

ON CONAN AND TAMARA *

Tamara helps Conan to his feet. *

CONAN *

Run! *

As they bolt... *

WIDER ON THE OUTPOST [AS SHOT] *

KABOOM!!! The barrels explode into flames. Khalar dives for cover. *

ON CONAN AND TAMARA [AS SHOT] *

Conan and Tamara scramble up scaffolding to the top of the rear outpost wall. *

ATOP THE WALL [AS SHOT] *

Tamara stops at the edge - a vertiginous drop to cliffs and a raging sea. Tamara hesitates... *

ON ARTUS - IN THE BOAT *

ARTUS
By Mitra... JUMP! *

WIDE ON THE CLIFFS [as shot] *

Conan and Tamara LEAP off the wall, plummeting down toward the harbor below. *

ON CONAN AND TAMARA *

They land in the ocean water and sink... *

ON THE OCEAN SURFACE *

Like a life guard, Tamara clutches a semi-conscious Conan and drags him across the ocean towards the boat. *

CLIMAX ON THE BRIDGE *

INT. RUINS OF ACHERON - ANCIENT BRIDGE *

Conan and Tamara flee out onto a thin wooden BRIDGE that spans the crevice, and below it is the fiery vortex. *

The bridge is made of flat rotting panels, suspended by ancient chains and propped up by cracked girders. *

KHALAR ZYM (O.C.)
Barbarian! *

As they hesitate, turning back at the sound of Khalar's voice, the panels splinter beneath Tamara's feet... *

...and she FALLS THROUGH. *

The chain trails after her into the hole... *

ON TAMARA *

Tamara plummets... *

ON CONAN *

... Conan lunges for the chain. *

ON TAMARA *

...she is YANKED to a full stop. She dangles under the bridge by her manacled wrist. She looks down in terror at the yawning abyss. *

ON CONAN *

He clutches the end of the chain and he is nearly pulled into the hole himself... *

...but with his free hand he drives Corin's sword into the wood, anchoring himself. It takes all his strength to hold on. *

But then, the barbarian looks up to see, emerging out of clouds of dust and falling rubble... *

KHALAR ZYM *

Arms raised, he steps out upon the bridge and calls out the final verse, completing the ritual. *

KHALAR ZYM
Maliva, I summon you here! *

ON THE RUINS *

As if responding to his words, the ruins rattle and hum. *

ON THE BRIDGE *

A fierce wind rises from the depths. Around them millions of glowing embers stream up in swarms and float slowly down like fiery confetti. *

UNDER THE BRIDGE - ON TAMARA *

Her eyes flicker and roll back as Maliva's spirit washes over her. But she RESISTS. She screams and shakes her head in defiance. Her eyes return to normal. *

INT. RUINS OF ACHERON - ANCIENT BRIDGE - CONTINUOUS *

Khalar strides towards Conan in triumph. *

KHALAR
Once again, the little Cimmerian boy is caught holding a chain. *

Conan looks down to...

TAMARA

...dangling beneath him like a spider on a thread. Her body convulses and twitches as she struggles against the demonic spirit taking hold of her. It's getting worse.

TAMARA

His witch possesses me!

ON CONAN AND KHALAR

Calmly, Khalar stands over Conan.

KHALAR ZYM

Boy, there is no shame in kneeling before me.

With one hand on the chain and the other holding his sword Conan can neither fight nor pull her up.

Khalar places his hand on Conan's hand the grips the chain.

ON TAMARA

Waves of heat sizzle her skin. The hem of her clothing is starting to light aflame. Tamara's eyes roll back, and her face changes shape as Maliva flows through her.

TAMARA

I can't fight her. Drop the chain!

ON CONAN AND KHALAR

Khalar's voice is as silky and convincing as a serpent.

KHALAR ZYM

And let another die in your place like your father?

TAMARA

LET GO, CONAN! Drop me and KILL HIM!

Conan cannot strike. He cannot let go. His fully extended arm shakes from the torque and strain. He can't win...

Khalar smiles, knowing full well Conan would never let go.

ON TAMARA

Eyes blank, her hairline receding to reveal the witches long forehead, Maliva has overcome her. She hisses in delight.

Around her BLACK ASHES and GLOWING EMBERS swirl and undulate like a swarm of insects. Scalding WIND whips her hair. *

She crawls up the chain towards Conan... *

ON CONAN AND KHALAR *

Conan drives his sword point-first into the wooden panel. But just as Khalar steps forward to take the chain... *

KHALAR ZYM
I warned him that I would one day
be a god. *

CONAN
And my father warned you... *

Conan pulls back his blade stuck in the panel. Just like Corin's blade in the ice, it works like a lever, CRACKING THE WOOD UNDER KHALAR'S FEET. *

CONAN
God or not... *

Khalar LOSES HIS BALANCE, extending his arms at his sides to keep from falling through to the abyss. *

CONAN
... You will fall. *

Conan swings Corin's sword and SHATTERS THE MASK. *

The bridges buckles and breaks. KHALAR FALLS. *

CLOSE ON KHALAR - FOLLOWING HIM AS HE FALLS *

Mouth still gnashing and arms still thrashing in shock and rage, Khalar tumbles into the vortex. *

ON THE MASK *

As the shards of the mask fall into the vortex... *

ON TAMARA *

...Maliva's spirit dissipates. The spell is broken. Tamara's face becomes normal. *

ON CONAN *

Using both hands he draws the chain up. *

ON TAMARA - INTERCUT *
 As Conan pulls, Tamara reaches up to him... *

ON CONAN *
 Conan grabs her hand and scoops her up through the hole. She *
 groggy and disoriented, but she is still alive. *

As he holds her in his arms, their eyes lock. Just as it *
 seems as if Conan is about to kiss her... *

The vortex rumbles. The bridge buckles and shakes. Great *
 fissures appear in the ruins. Boulders fall from above. *

WIDE ON THE BRIDGE *
 Conan and Tamara race off the bridge. *

MAZE OF PILLARS *
 Conan and Tamara flee as ruins collapse. *

INT. ACHERONIAN RUINS - VARIOUS LEVELS - NIGHT *
 The ancient city crumbles and the fissures open wide. *
 Staircases, columns and archways fall into the abyss. *

EXT. SKULL CAVE - DAWN *
 Conan and Tamara ride along the shore away from the cave. *
 Behind them The Skull face of the cave collapses and implodes *
 in a final dramatic quake and thunderous boom. *

EXT. SHORELINE - DAWN *
 WIDE ON the beach as they continue to ride across the sand. *

DISSOLVE TO: *

EXT. HYRKANIA - DAY *
 Conan slows the horse to a stop. *

Tamara dismounts. In the distance is a monastery surrounded *
 by lush fields and idyllic woods. *

TAMARA

So, my master was right, Conan. You did take me home.

She takes his hand and kisses it, but then she steps back. She looks up at him, sullen and strong.

TAMARA

Now go... and seek life. I am content.

With a touch of sadness, Tamara watches Conan ride off.

EXT. ROCKY BLUFF - DAY - FINAL SHOT VERSION #1

Our iconic hero's exit shot: As the narration begins Conan rides up the bluff towards us until he fills frame.

For a moment he pauses, iconic, mythic, and bold. He holds his father's sword by the hilt.

NARRATOR

Hither came Conan the Cimmerian, his father's sword in hand...

Then as the narration continues we PULL BACK.

As we move farther and farther away, Conan get's smaller and smaller, until the hero is obscured by swirling mist, and he fades away like a ghost.

NARRATOR

...a thief, a slayer, a son born of battle, to tread the shadow-guarded tombs and ride the battle-ravaged earth where he would one day rise as King.

EXT. CORIN'S FORGE - DAY - FINAL SHOT VERSION #2

Now all that remains of the Cimmerian village is a circle of stone hearths, crumbling chimneys, and rusted metal scraps.

We pan over the remains of the forge to THE STONE MOLD, where Corin's sword was pored. It still has the shape of a blade.

Conan approaches the stone mold and hearth as if it were a tombstone, running his finger over the edge.

CLOSE ON THE STONE

On the stone Conan places a single, unbroken RAVEN'S EGG.

ON CONAN - [WITH OPTIONAL NARRATION]

NARRATOR

Hither came Conan the Cimmerian,
his father's sword in hand...

Conan crouches on the grounds, holding his father's sword,
waving and thrusting and sparing, just as he did as a boy.

As the sun sets behind him and the blade flashes, Conan looks
larger than life - a mythic and timeless icon.

NARRATOR

...a thief, a slayer, a son born of
battle, to tread the shadow-guarded
tombs and ride the battle-ravaged
earth where he would one day rise
as King.

We PULL BACK and PAN UP as he raises the sword to the sky.