

Thundarr The Barbarian

By

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Based on

The Ruby-Spears Production Cartoon Character

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WHITE UP.

A metal archway.

Crude.

Man-made.

Burned into the metal-

A SYMBOL.

Sinister.

A two-faced dragon, encircling the earth.

SMOLDERING.

MOVING DOWN to reveal...

A CORPSE.

Female.

Frozen in magical black ice.

MOVING.

Up and around the corpse.

Revealing a clear panoramic view of-

EXT. POST-APOCALYPTIC TEXAS TOWN - DAY

Burning structures.

More bodies encased in black ice.

Men.

Women.

children.

The aftermath of a great battle...

The town obviously lost.

INT. 7-ELEVEN, TEXAS TOWN - SAME

Grimy.

Filthy.

(CONTINUED)

Debris everywhere.

Lying around, the dead bodies of mutants.

Rat-like creatures...

THE GROUNDLINGS.

Amidst this carnage.

Lying on the floor nearby.

Bloody as hell...

A WOMAN, 30's.

Gun in hand.

Dying.

Flesh slowly being eaten away.

Some kind of super-virus.

She CRIES OUT in agony.

WIND.

A breeze from nowhere.

SWIRLING trash and debris in here.

Then...

ARCS OF ELECTRICITY.

Twisting.

Forming an immense blue energy ball.

A bright FLASH.

BOOM! SIX MEN appear.

Black leather.

Armed with guns.

Swords.

Their leader steps forward.

Fading blue GLOW on his hands.

Face hidden inside a hood.

SABIEN THE MYSTIC.

He kneels over the dying woman.

Removes the hood.

A hard face beneath.

Strange eyes.

Sadness, compassion, Sabien looks at the woman.

She struggles to speak.

Flesh slowly DISSOLVING away.

SABIEN

Damn me for this.

The woman leans forward.

Puts something in Sabien's hand.

DYING WOMAN

Her father. Ariel. Her father...

The woman dies.

The virus EATS her away to the bone.

The bones turn to ash.

Sabien lowers his head.

WHISPERS to himself.

Behind Sabien; one of his men, TALBOT, looks around.

TALBOT

Found something, sir.

TALBOT'S BOOT presses down on the floor.

A soft spot.

Sabien approaches.

SABIEN

What is it, Talbot?

TALBOT  
My guess would be a crawlspace,  
sir. Shall I...?

SABIEN  
Do it.

Talbot TEARS OPEN the secret compartment.

ANOTHER SOLDIER helps.

They both peer inside...

TALBOT  
By the Old Father...

INSIDE THE CRAWLSPACE

wrapped in blankets.

A ONE MONTH OLD BABY GIRL.

Cute.

Precious.

This is BABY ARIEL.

SABIEN  
Ariel...

TALBOT  
Sir...?

SABIEN  
She's coming with us, Talbot.

Talbot SCOOPS up baby Ariel.

Sabien turns to one of the other men, GRANT.

GRANT  
Sabien, who did this? Not even  
Merlin would have had the power to  
wipe out an entire territory.

SABIEN  
Yes, but make no mistake, it was  
magic that did this, Grant...old  
magic.

GRANT

But who...?

Sabien opens his hand.

Stares at what the dying woman put there.

SABIEN

Gemini...son of a bitch.

Grant looks at Sabien's open palm.

A ring is there.

The symbol seen earlier.

Two-faced dragon.

The earth...

The Symbol of Gemini The Mystic.

TALBOT (O.S.)

Sabien...?

Sabien is busy studying the ring.

SABIEN

Yes, Talbot?

TALBOT (O.S.)

Forgive me for saying so, sir, but  
I don't think this child is  
normal...

SABIEN

By the Old God, Talbot, why would  
you say such a terrible--

Sabien turns.

FREEZES.

Eyes wide...

SABIEN

--Thing?

Sabien's men react.

Tensing.

Guns and swords rise.

(CONTINUED)

TALBOT

baby in hands, FLOATS in mid-air.

A RING OF MAGICAL LIGHT surrounds him and baby Ariel.

Ariel is all GIGGLES.

Her eyes GLOW an emerald green.

TALBOT

Lucky guess, perhaps...

Sabien steps forward, entranced.

SABIEN

My what secrets you must hold,  
little Ariel...

WHITE.

EXT. SKY - NIGHT

WINKING stars.

The two GLOWING halves of a SPLIT MOON.

Beneath this...

The sound of DRUNKEN SINGING.

Unison VOICES.

Off-key.

Horrible...

DRUNKEN VOICES (O.S.)

(singing)

"Ba-dum, ba-dum, we eat until we're  
fat! Ba-dum, ba-dum, cook a child  
and boil a rat! Ba-dum, ba-dum...!"

SMALL CAMPFIRE.

Roughneck DRUNKARDS.

These are the songbirds.

In the firelight, a bottle is passed between them.

They drink.

SING.

(CONTINUED)

Merry, drunken men.

MOVING...

Few yards past their camp.

A rusted sign

"Welcome to Yellowstone National Park, Home Of OLD FAITHFUL"

There she sits...the old cone geyser herself.

STEAM drifts up from her spout.

Scorched ground.

Littered with bones.

Human remains.

In the distance, the drunken bandits continue to SING.

RATTLING.

Metal against metal.

A GRUNT of effort.

Someone struggling.

CURSING.

FEMALE (O.S.)  
...I swear by the Old Father...!

RISING.

Above Old Faithful.

Suspended by crude cables and chains.

The height of a giant man.

Hovers...

A GIANT METAL CAGE-

INSIDE.

A WOMAN.

She TWISTS.

JERKS.

Among a bed of burned human remains.

This is ARIEL, twenty years older.

Face dirty and bruised.

Her hands are bound behind her back.

She struggles.

Desperate to free herself.

No good.

She is trussed up tight.

BELOW HER.

Old Faithful HISSES out more steam.

Worry appears in Ariel's eyes.

Time is running out.

A drunken rogue STUMBLES over to the cage.

TAPS his bottle against it.

He LAUGHS.

Teeth, rotten stumps.

DRUNKEN ROGUE

Ba-dum, ba-dum, ba-dum, eh, pretty,  
pretty princess...?

Frantic, Ariel sits forward.

ARIEL

Please don't call me that.

She smiles at the drunkard.

Sweet.

Innocent.

ARIEL

Listen, what's your name?

The rogue thinks...hard.

DRUNKEN ROGUE

Name?

ARIEL

Yes. You do have a name, don't you?

Scratches his head.

Unsure.

DRUNKEN ROGUE

Name...? yeah, everybody's got one  
of those...escapes me at  
present...but...

Ariel smiles.

He's a moron.

Obviously.

ARIEL

Well, names are overrated anyway.  
Listen, I know you and your friends  
over yonder intend to have me as  
your meal, but I was wondering if  
perhaps you might be willing to...

She SHIFTS.

Shows him her bound wrists.

The rogue is barely listening.

MUTTERING.

Drinking.

Thinking.

DRUNKEN ROGUE

...know my old mammy gave me one...

ARIEL

...Release my wrists? Obviously I'm  
not going--

DRUNKEN ROGUE

BOGGS!

Ariel jumps, startled.

BOGGS

That's my damn name! Boggs! How do you fancy that, pretty princess?

LAUGHING.

Boggs takes a swig.

BURPS.

LAUGHS some more.

ARIEL

Congrats! The world sings your name, Boggs! Now would you mind untying these...?

Boggs shows her his large, shiny buck knife.

TAPS the bars with the blade.

BOGGS

I would love to, pretty missy!

Ariel smiles.

Excited.

She shifts around so Boggs can cut.

But, Boggs puts the knife away.

ARIEL

Boggs, what are you doing?

BOGGS

Sorry, pretty princess...

ARIEL

Don't call me that!

BOGGS

...Tillman likes to keep the food trussed up. Got into a pretty fit with old Boggs about that, I tell you! Said he'd cook my hind parts I ever done it again!

ARIEL

That's silly, Boggs! Where am I going? I'm trapped in this thing!

Boggs has wandered away.

Oblivious.

Drunk.

Ariel's eyes widen.

ARIEL

Boggs? BOGGS!? By the light of the  
old God, you come back here and  
release me!

Boggs stands near a large bush.

Hidden by shadows.

He SINGS.

Unzips his pants.

His STREAM OF URINE SPLASHES on...very large ANIMAL FEET.

A low GROWL.

Boggs looks up.

Drops the bottle.

Eyes big.

FLOURESCENT GREEN EYES look down on him.

They narrow to vicious slits.

Boggs's mouth works.

Lips tremble.

Trying to form words.

BOGGS

...Ba-ba-ba-ba-dum...?

IN THE CAGE.

Ariel continues to struggle.

SEEING PAST HER...

Through the bars; Boggs is SNATCHED into the shadows.

Ariel looks around..."What the--"

A beat.

(CONTINUED)

She thinks.

Icy terror shoots through her.

She starts to fight wildly to free herself.

Below her.

Hot steam rises from Old Faithful.

The songbirds continue to SING in the distance.

ARIEL

rolls around in the cage.

ONE DROP OF SWEAT falls off her face.

FOLLOWING that drop down into the...

GEYSER - SAME

...as it falls into a dark pit.

And devoured by a ROILING fire.

SHOOTING and SPITTING flames.

Ready to burst upward!

IN THE CAGE

the bars get hot.

Ariel is frantic as hell.

She cocks her head, listens.

ARIEL

No singing...

She looks through the bars.

The songbirds now lie unconscious by the campfire.

ARIEL

Old Father...

PANIC.

Ariel PULLS.

TUGS.

Needing to free her bound wrists.

A DARK FIGURE

appears outside the steam-filled cage.

DARK FIGURE

You eat meat?

Ariel looks around, startled.

Wet hair in her sweaty face.

ARIEL

What...?

DARK FIGURE

Do you eat meat?

ARIEL

Get me out of here, please!?!

DARK FIGURE

Answer the question, pretty...or  
cook!

Hot.

Exhausted.

Terrified.

ARIEL

YES! YES! I eat meat! Now free me!

In the dim firelight, the figure reveals a handsome face.

THUNDARR THE BARBARIAN

Leather-clad.

Tattooed.

Muscles.

Blond.

He grins at Ariel...

THUNDARR

Now you know how those animals  
felt. The ones you ate, woman.

Frowning.

Pissed...

ARIEL

Okay, fine! Great lesson I have  
learned today! Now will you--

A slight GROUND TREMOR.

Ariel's looks up.

Thundarr tenses.

His hand goes to the handle of a shotgun strapped to his  
back.

He stares deep into Ariel's eyes.

REFLECTED IN THEM; a huge LUMBERING shape.

Coming out of the dark woods.

Straight for them.

A RAMPAGING juggernaut.

Ariel SCREAMS.

Thundarr MOVES.

WHIPS out his gun.

He turns...too late...

The juggernaught SLAMS the barbarian with one gigantic FIST.

KA-BOOM!

KNOCKING Thundarr twenty feet.

The barbarian CRASHES back to earth, losing the shotgun.

The giant is a monstrous MUTANT HUMANOID.

Fifteen feet tall.

Piss-mean.

It ROARS...

Thundarr rolls over.

In genuine pain.

Bones broken.

(CONTINUED)

Face bleeding.

He looks up at the monster.

THUNDARR  
Tillman...!

Tillman the mute grins at Thundarr.

TILLMAN  
Barbarian! I would feast upon your  
flesh and bones this fine  
evening...

Tillman grabs Ariel's cage, a toy in his enormous grip.

He violently SHAKES it.

TILLMAN  
...And use little pretty's blood  
here as my wine to wash it down!

Thundarr scrambles to his feet.

Broken.

Bloody.

But strong.

He forms a battle stance...

THUNDARR  
And that would be your last supper,  
mute!

A great ROAR.

Tillman KNOCKS the cage out of his way.

BOLTS forward.

Thundarr steadies himself, eyes closed, focusing on...

TILLMAN'S THUNDERING FOOTFALLS, as they approach;  
closer...closer...closer...

Thundarr's eyes open...NOW!

Tillman is on him.

Thundarr moves swiftly.

Unsheathing a magnificent SWORD.

He SEVERS Tillman's right hand.

All in one spectacular motion.

Tillman ROARS.

MEANWHILE...

Ariel SHRIEKS.

The cage PENDULUMS back and forth.

Narrowly avoiding the GEYSERS of fire SPITTING up from Old Faithful...

Thundarr and Tillman CLASH.

The giant is nimble for his size.

The barbarian CUTS, CHOPS AND SLICES the massive brute.

BEYOND THESE TWO

the metal cage continues to SWING to and fro.

SWISHING past firey JETS of molten flames.

Ariel SCREAMS.

Thundarr looks around, sees her peril...

THUNDARR

Hateful woman!

The barbarian DUCKS Tillman's GNASHING teeth.

Whips out a crude THROWING BLADE.

He FLINGS it at the cage...

BAM!

...just as a bloody Tillman KICKS him in the chest.

Forcing the barbarian to LOSE his sword...

FOLLOWING THE BLADE, as it SPINS through the air.

RISES above the cage, and the SHRIEKING Ariel.

It SLICES through the cables suspending it.

The cage FLIES FREE...Ariel SCREAMS.

(CONTINUED)

Thundarr narrowly avoids a killing blow by Tillman...

THUNDARR

OOKLA!

Ariel's cage SPINS out of control, HIGH through the air.

INSIDE.

Ariel is TUMBLED and TOSSED about.

The cage comes back down.

FALLING FAST to the earth below.

Turning end over end.

Only to be caught by...

OOKLA THE MOK.

Seven feet.

Brutish.

Furry.

He holds the cage.

Ariel stares through the bars.

Into the Moks fluorescent green eyes.

OOKLA

He has sworn off meat.

ARIEL

...Uh...have you...?

A low GROWL from Ookla...

Meanwhile...

THUNDARR SLAMS INTO THE GROUND; face bloody as hell.

Tillman's shadow falls over him.

Thundarr TUCK-ROLLS out of the way.

Just as Tillman's GIGANTIC FOOT comes SMASHING down.

The barbarian gets to his feet, SWAYING woozily.

Tillman faces him, SWAYING woozily.

(CONTINUED)

Thundarr faces the menacing giant...a smile...

TILLMAN

You would dare to smile before the  
great devourer himself, barbarian?

THUNDARR

Yes, about that last supper...

In the distance; a low WHIZZING...

Something moving fast.

Cutting through the air.

It BANKS up.

CUTS a hard right.

Heading straight for the head of...

TILLMAN

What of it--

SPLAT!

Thundarr's throwing blade BURSTS through Tillman's head.

only to be caught by...THUNDARR'S GLOVED HAND...

THUNDARR

...Certain foods can be a killer!

Agony.

Thundarr collapses to one knee.

COUGHS up blood.

SPITS.

Then...a low CREAKING.

A shadow falls over him.

Thundarr looks up.

Tillman's corpse STUMBLES sideways.

SWAYS forward...backward...

The barbarian has no time to move.

The mutes large frame TOPPLES forward.

(CONTINUED)

Thundarr CROUCHES.

Prepares for imminent death...

A beat...nothing.

Thundarr takes a peek...

Tillman's corpse is FROZEN in mid-fall.

Hovering over Thundarr.

The barbarian wastes no time.

He SCRAMBLES to safety.

Looks around, sees...

ARIEL

hands outstretched.

Using telekinesis to hold Tillman's body suspended.

She drops her hands.

Tillman's body hits the ground...BOOM!

Ookla appears behind her.

Thundarr approaches them.

Ookla TOSSES Thundarr his sword.

The barbarian points the blade at Ariel, pissed.

THUNDARR

Hateful Sorceress, I should have  
let you cook!

Ariel stands her ground, tough chick.

ARIEL

Why did you save me, barbarian?

Ookla stalks off, shaking his head.

The Mok goes to rob the corpses lying around.

MUTTERING to himself.

Thundarr lowers his sword.

(CONTINUED)

THUNDARR

I got word that a princess from the  
Old Texas Territory was looking for  
me.

With lightening-quick speed, Ariel POINTS to Thundarr's  
sword.

Instantly the sword FLIPS into the air.

The blade at the barbarian's throat.

ARIEL

You heard correct. I was looking  
for you, Thundarr...to KILL you!

The barbarian looks bored, he's obviously been here before.

THUNDARR

Was I roguish to you, princess?  
Been roguish with many women--

The blade pokes his esophagus...silencing him.

ARIEL

Don't call me 'princess'! My name  
is Ariel, step-daughter of Sabien,  
mystic lord of Old Texas...

She leans close, baleful, RED LIGHT in her eyes...

ARIEL

...And murdered at the hands of the  
last barbarian warlord of this  
rotted world. Murdered by you!

THUNDARR

Only one wizard I'm looking to  
kill, princess. I knew Sabien, he  
was a good man, during the Great  
War he sided with the Barbarian  
Warlords against the Mystic Circle,  
against his own kind. If he's been  
sent into his Final Light, I offer  
him a piece of my soul to take with  
him...

He looks closely at Ariel...

THUNDARR

...But wasn't by my hands that his  
blood spilled.

(CONTINUED)

ARIEL

You lie!

Enough.

Thundarr advances on her, face serious, eyes dark.

Ariel backs away...a little.

The blade hovers at the barbarian's throat.

THUNDARR

You're part mystic, princess...

ARIEL

Quit calling me--

THUNDARR

...Look deep into my eyes. A mystic  
can see the truth there. Read my  
soul, tell me if it's writ with  
damnation, lies and murder.

She tries to hold her ground, he forces her back.

The BARBARIAN'S FINGER touches the floating blade tip.

Moving it from his throat.

Down to his chest...his heart.

ARIEL'S BARE FEET

inch slowly towards the edge of Old Faithful.

ARIEL

I will kill you, barbarian!

THUNDARR

I don't need a mystic's eyes to see  
that, Ariel, step-daughter of  
Sabien.

ARIEL

I will...

THUNDARR

Then do it...

Hesitation.

ARIEL

What?

THUNDARR

I said do it!

She STUMBLES.

Off-balance.

About to fall backward...into Old Faithful.

Thundarr MOVES, lightening quick.

He grabs her by her hair.

Ariel CRIES out in pain.

They stand.

Both frozen.

Thundarr gripping Ariel's hair.

Ariel TEETER-TOTTERING on the edge of the geyser.

A beat...they both look down.

The barbarian's sword juts from his chest.

Blade pierced through his heart.

He shows no sign of pain.

Thundarr releases Ariel.

She gazes at him, thunderstruck, their eyes meet.

The barbarian pulls out the blade, sticks it in the ground.

He opens his shirt, showing her the wound...it HEALS ITSELF.

ARIEL

By the God of Old...you're cursed!

Thundarr GRABS her roughly, YANKS her close enough to kiss.

THUNDARR

You don't listen. I told you,  
princess, there's only one mystic I  
want to kill.

He SHOVES her away from him and stalks off.

(CONTINUED)

MEANWHILE...

Ookla has gathered supplies from the corpses.

The Mok sits near the campfire, sniffing the Ale bottle.

After a beat...he takes a SWIG.

A disgusted face.

A GRUNT.

Takes another SWIG.

Thundarr moves about, gathering up supplies as well.

Weapons.

Clothing.

Hand-made jewelry.

Anything of value.

Ookla DRAINS the bottle.

COLLAPSES on his back, big feet sticking up.

Passed out.

Drunk...

Ariel lingers nearby. She approaches the barbarian.

ARIEL

I see you heal fast...

The barbarian looks at her.

ARIEL

I mean from the mutes attack. Is that part of your curse, too?

He ignores her.

ARIEL

I suppose I should thank you for saving me. Those rogues attacked our caravan, I woke up in that cage, I don't know what happened to the others. Perhaps they escaped--

(CONTINUED)

THUNDARR  
Dead. Your group is dead.

Silence. She takes that in.

ARIEL  
Who was it done this to you? What  
sorcery could have done such as  
this to a barbarian warlord?

Still ignoring her, Thundarr SNATCHES an earring out of a  
dead man's ear.

Holds it up to the dim light.

BITES IT.

Satisfied, he pockets the earring.

ARIEL  
I believe we seek the same evil,  
barbarian.

THUNDARR  
So...?

ARIEL  
I would travel with you to find  
this evil. The same evil which may  
have killed my--

THUNDARR  
Sh!

ARIEL  
You have no authority to shush me--  
Ookla appears behind Ariel, SWAYING drunkenly.  
Thundarr closes his eyes and listens, hard...

ARIEL  
I am not a child to be shushed...

Ookla MOCKS Ariel from behind.

IMITATING her gestures perfectly.

ARIEL  
You have no authority over me,  
barbarian!

THUNDARR

Ookla...

The big Mok grabs Ariel from behind.

CUPS her whole face with one large palm.

Ariel continues to MUMBLE, refusing to be silenced.

In the distant skies...

The FLAPPING of giant leathery wings is heard.

Thundarr looks around at Ookla, eyes big.

THUNDARR

Ookla?

OOKLA

Heard their approach some time ago.

THUNDARR

And you didn't think to share,  
beast?!?

OOKLA

You seemed preoccupied with  
impaling yourself with your own  
sword and...

The Mok indicates Ariel.

OOKLA

...This.

Ariel continues to MUMBLE beneath the Mok's great palm.

In the dark skies above...a piercing SCREECH!

Everyone freezes, even Ariel.

ARIEL

(muffled)

Whuh duh...?

Ookla and Thundarr's eyes meet.

OOKLA

We should beware for prattle.

THUNDARR

What...?

(CONTINUED)

OOKLA  
PREPARE for BATTLE!

Thundarr gives the intoxicated Mok a suspicious look.

THUNDARR  
Nay, there's no gain in it for us!

Thundarr picks up his shotgun. Ookla indicates Ariel.

OOKLA  
What of her?

A beat.

The barbarian looks at his shotgun...

At Ariel...

At his shotgun...

At Ariel...

Very tempting.

OOKLA  
Time is not ours to waste,  
Duntharr...THUNDARR!

THUNDARR  
Mok wisdom! Fine!

Annoyed, Thundarr gestures for him to release her.

As soon as she is free, Ariel turns on Ookla.

She pounds the great beast with her tiny fists.

Another piercing SCREECH stops her.

Thundarr WHIPS around, sword out, eyes to the skies.

High above; WINGED SHAPES coming their way.

THUNDARR  
I think they've seen us!

ARIEL  
What? What has seen us? What are  
those things?

Ookla UNSHEATHES two large axes, forms a battle stance.

(CONTINUED)

OOKLA  
Carrion Bird-men! They would feast  
on the dead! We shant flee! Let us  
bepare for prattle...

A beat.

Ookla BLACKS OUT, collapses backward, boom!

THUNDARR  
Hateful beast!

ARIEL  
By the Old Father, what's wrong  
with him?

THUNDARR  
Moks and Ale don't go together!  
Princess, listen, can you--

ARIEL  
Ariel!

THUNDARR  
Whatever! Can you raise the beast  
as you did Tillman the mute?

ARIEL  
Perhaps. Were I properly motivated.

She folds her arms, refusing to move.

Thundarr can't believe this.

His eyes go to the winged shapes approaching fast.

Time is running out...

THUNDARR  
What do you want, woman? Be swift  
in naming your price!

ARIEL  
Promise to take me with you. By the  
Barbarian Code, no warlord can--

THUNDARR  
I know the hateful code!

ARIEL  
Then promise me, Thundarr! And be  
swift in giving me your answer.

The barbarian looks to the sky, eyes closed, defeated.

(CONTINUED)

THUNDARR

Fine! Come you shall! Now move the  
beast. Hurry!

Satisfied.

She concentrates.

LEVITATES Ookla's LOUD-SNORING carcass.

They move with purpose.

As they flee off...

THUNDARR (O.S.)

Can you move a little SLOWER,  
princess!

ARIEL (O.S.)

Would you quit calling me,  
'princess'!

THUNDARR (O.S.)

Be silent...PRINCESS!

ARIEL (O.S.)

You be silent! perhaps I should  
have put that sword in a better  
part of your anatomy, barbarian!

THUNDARR (O.S.)

Yes, like my eardrums, so I no  
longer have to suffer your hateful  
jabba-jawing!

Ookla is heard coming too...BIG MOAN.

OOKLA (O.S.)

You two...! Still bickering! Why  
not take the blade and end MY  
suffering?

BLACK.

FADE UP:

EXT. ALCATRAZ PRISON/MINING FACILITY - DAY

200 years ago this was a regular prison facility.

Now a mining/prison operation.

The facility is surrounded by a massive electrified fence.

(CONTINUED)

BEYOND THE FENCE

San Francisco Bay is now a bone dry wasteland.

The Golden Gate Bridge has long since rotted and collapsed...

IN THE PRISON YARD-

MUTANTS and HUMANS mill about.

Sweaty.

Dirty.

Working like slaves inside a giant pit.

INT. CELL, ALCATRAZ PRISON - SAME

Sketches decorate the walls; architectural designs, layouts.

BAM!

A MAN'S FACE SLAMS into one of the sketches; 70's.

Face bloody.

Broken glasses.

This is THE ENGINEER.

                                  INHUMAN VOICE (O.S.)  
                                  Perhaps, I wasn't clear when I said  
                                  I wanted those structure designs,  
                                  Engineer!

The Engineer CRUMPLES to the floor.

He has to struggle to catch his breath.

Fixes his glasses.

                                  ENGINEER  
                                  Well, I'm very clear now,  
                                  Lafayette!

A half-human MUTANT kneels over The Engineer, leans close.

It's face is split in halves.

One side a human man.

The other, a grotesque monster.

(CONTINUED)

Boils and blisters and wearing make-up like a woman;  
lipstick, eyeliner, blush.

This is LAFAYETTE.

LAFAYETTE

You better be, old man! Because  
things can get very uncomfortable  
for you in this place!

ENGINEER

So I'm learning...

LAFAYETTE

You designed this place...

ENGINEER

Yes.

LAFAYETTE

You know the layout...

ENGINEER

Yes.

LAFAYETTE

You can get us out of here...

ENGINEER

Yes.

LAFAYETTE

Tonight!

ENGINEER

Yes...NO! I mean...what...?

Lafayette raises his hand.

The talons at the tips of his fingers grow longer.

He pokes one under The Engineer's chin.

LAFAYETTE

Aye, tonight, old man! Waste not,  
want not as my old mammy used to  
say, before she died of The Plague  
choking and spitting up her  
insides. So, tonight, yes?

The old engineer is defeated.

ENGINEER

Aye. Tonight.

Lafayette rises.

Behind him stands HIS GANG...

Mutants, humans, and half-breeds.

All grinning at The Engineer.

LAFAYETTE

Done deal, gents. The Engineer is now clear. Lets take our leave so he can work.

GRUNTS and GROWLS from the gang as they file out.

Lafayette lingers in the doorway.

LAFAYETTE

One more thing, old man...

The Engineer gets to his feet, broken, hurt.

ENGINEER

I'm listening.

LAFAYETTE

If you try anything slick I'll rip off those old knockers between your legs and make you swallow them before you choke to death. Ten-four?

ENGINEER

Ten-four...

LAUGHING, Lafayette leaves.

The old man STAGGERS over to his work station, sits.

PHANTOM VOICE (O.S.)

Isn't he charming.

The Engineer lowers his head, not startled by the voice.

ENGINEER

I wish you would get out of my head.

(CONTINUED)

PHANTOM VOICE (O.S.)  
You realize he's going to kill you  
as soon as you get him out of this  
place?

ENGINEER  
What do you want?

PHANTOM VOICE (O.S.)  
I want you to turn around and look  
at me, Jack...

Startled, The Engineer looks around.

A DARK FIGURE is crouched in the corner.

A shadow with GLOWING red eyes.

ENGINEER  
By the Old Father...you're not  
here! You're not real!

The dark figure rises.

Impossibly tall.

Shrouded in SMOKY SHADOWS.

DARK FIGURE  
Aye, old man. I am as real as your  
fear of me.

ENGINEER  
What do you want?

DARK FIGURE  
You!

The Engineer is LIFTED off his feet and SLAMMED into a wall.

The dark shape approaches him.

DARK FIGURE  
I need you, Jack. Aye, so I do.

ENGINEER  
For what?

DARK FIGURE  
You'll know when the time comes.  
For now, you will stay away from  
Lafayette.

ENGINEER

How can I? He's the--

DARK FIGURE

SILENCE.

A beat...both the dark figure and The Engineer look down...

Urine LEAKS over the old man's floating shoes.

PUDDLES on the floor.

The dark figure LAUGHS.

DARK FIGURE

Well, at least we don't have to concern ourselves with your plumbing, Engineer. Aye, so we don't indeed.

ENGINEER

Please, just go away and leave me to my fate. I'll be going into my Final Light soon anyway, whatever purpose could I possibly serve? I'm just an old--

The dark figure covers The Engineer's mouth with one hand.

An evil red LIGHT glows between the figures fingers.

MUFFLED SHRIEKS from The Engineer.

DARK FIGURE

I just need you to listen, old man.

The dark figure leans close and WHISPERS into The Engineer's ear.

INT. UNDERGROUND TUNNELS, FACILITY - NIGHT - LATER

Dark, grimy, filthy.

FLASHLIGHTS bob around in the darkness.

The Engineer is leading Lafayette and his gang.

Lafayette stops, WINDED.

LAFAYETTE

Devil's knockers, old man! How much farther?

(CONTINUED)

ENGINEER

Little ways.

LAFAYETTE

You said that a little ways back!

The Engineer LAUGHS.

He's in good spirits and unnaturally spry for a man his age.

ENGINEER

Apologies! This time, I mean it!

He heads onward, flashlight shining.

One of Lafayette's gang approaches him.

A MAN, wearing dark goggles.

GOGGLES

I say we gut him now, Lafayette! I don't like it! Something feels wrong. I say we--

LAFAYETTE'S CLAWS POP OUT.

SLASH!

He RIPS Goggles' throat out.

Looks at the others.

LAFAYETTE

Anyone else feeling the need to tell me what to do here? Come on then...speak up!

Terrified silence from the gang.

LAFAYETTE

Aye then! Lets move!

They move.

Gingerly stepping over Goggle's corpse.

INSIDE A DARK CHAMBER-

Lafayette and his gang enter.

Flashlights SHINING here and there.

The Engineer is nowhere to be found.

(CONTINUED)

LAFAYETTE  
Old man? OLD MAN...?

Silence.

Fear settles over them...even Lafayette.

The flashlight beams suddenly dim...then BLINK off.

Darkness.

Scared VOICES. Nervous MURMURS...

LAFAYETTE  
Hush! The lot of you!

Dozens of beady RED EYES open in the dark.

All around them, low HISSING noises...

A set-up!

LAFAYETTE  
Groundlings! It's a trap!

The red eyes move in on Lafayette and his gang.

AN UNSEEN MASSACRE follows.

SCREAMS.

HISSING.

The sound of flesh being RIPPED apart.

EXT. ALCATRAZ PRISON/MINING FACILITY - NIGHT - SAME

Quiet.

Then...the wind picks up.

In the clear sky above an unnatural STORM CLOUD appears.

Massive.

Lightening.

Scary.

The storm cloud looms over the facility.

IN A GUARD TOWER-

one of the guards...a MAN.

(CONTINUED)

Human.

Armed.

Looks up into the windy night sky.

Sees the cloud.

GUARD

What the--

He goes to the large spotlight.

Flicks it on.

SHINES a massive search light up into the sky.

The spotlight strikes the cloud.

The guard moves it over the cloud and stops the beam...revealing...

GUARD

Old Father!

...AN ENORMOUS CANON MOUNT, aimed directly at the guard tower.

A beat...

BOOM!

The canon FIRES at the guard tower, OBLITERATING it.

An alarm SOUNDS.

Chaos erupts.

Guards run here and there.

FIRING high-powered guns up into the sky.

THE STORM CLOUD VANISHES, revealing; a monstrous FLOATING BATTLESHIP.

The symbol of Gemini is stamped into the hull.

An epic fire battle ensues.

Those in the facility don't stand a chance.

Gemini's battleship unleashes a barrage of canon fire.

Effectively wiping out the entire facility.

(CONTINUED)

EXPLOSIONS.

Destruction.

SCREAMS.

Prisoners are INCINERATED in their bunks.

Guards BLOWN to bloody chunks.

The entire structure is destroyed to it's island foundation.

FIGURES appear out of the ash and smoke.

It's The Engineer.

Being DRAGGED by the hideous Groundlings.

They stop directly beneath the overhead battleship...waiting.

ARCS of lightening SPIT and SPARK beneath the bow of the ship.

Then BOOM!

LIGHTENING BOLTS shower down on The Groundlings and The Engineer.

They vanish in spectacular BURSTS of electricity.

The battleship is once again engulfed by that magical storm cloud.

It SOARS off into the night sky.

Leaving behind...

ALCATRAZ PRISON/MINING FACILITY-

now nothing but a dead island.

Burning rubble and charred bodies...

EXT. ROAD - DAY - LATER

THROUGH A PAIR OF HIGH-TECH BINOCULARS; an abandoned factory is seen...

ARIEL (O.S.)

We've been watching that place for  
two hours now!

The binoculars lower.

(CONTINUED)

Revealing; Thundarr.

He looks grim.

Turns to face the others.

Ariel sits on a horse.

Ookla stands nearby, pack on his shoulder, chewing on a twig.

THUNDARR

Ookla...?

OOKLA

I sense nothing but death in yonder place.

THUNDARR

Aye, as do I, old friend.

ARIEL

Then it's settled. We move on.

THUNDARR

Nay.

ARIEL

But The Mok just said--

OOKLA

We need water, Ariel, step-daughter of Sabien. Ancient factories always possess a watering facility.

ARIEL

How much water do we have left?

Thundarr loads up his weapons.

He TOSSES Ariel a water canteen.

THUNDARR

Here, princess! Drink!

ARIEL

Kindness from you, barbarian?  
Perhaps I should be worried!

She LAUGHS.

DRINKS greedily.

No laughter from Thundarr, he just watches her drink.

(CONTINUED)

Ookla looks saddened for some reason.

OOKLA  
Let us make haste.

ARIEL  
And what of the part about sensing  
death in yonder place?

THUNDARR  
We deal with it. If a little danger  
unnerves you, princess, stay here  
and be on your guard.

Thundarr and Ookla head towards the factory.

Ariel hangs back, on her horse, annoyed.

EXT. FENCE, OUTSIDE FACTORY - MINUTES LATER

The fifty foot fence has been chained and locked.

The barbarian and The Mok approach the fence.

Both on guard.

Thundarr nods to Ookla...

THUNDARR  
You know what to do, old beast.

The barbarian touches The Moks shoulder pack.

THUNDARR  
Maintain your carries. You'll need  
them.

OOKLA  
Aye.

The Mok approaches the high gate.

Considers it.

Then LEAPS impossibly high into the air and over the fence.

Landing on the other side.

Axes out, waiting for an attack...

A beat...

The Mok rises and heads off.

(CONTINUED)

Thundarr waits patiently on the other side of the fence.  
He senses something...a smile.

THUNDARR  
Started to miss the old barbarian?

Ariel appears behind him.

ARIEL  
Aye, about as much as I miss my  
Bleed every month, you ape.

Thundarr LAUGHS.

Ariel approaches the fence, meaning to touch it.  
The barbarian grabs her wrist at the last second.

THUNDARR  
That would be unwise, Princess.

She SNATCHES her arm away.

Thundarr removes a knife, TWIRLS it.

TOSSES it at the fence.

SPARKS.

Electrified.

Thundarr looks amused.

THUNDARR  
You were nearly boiled last night.  
Are you in such a hurry to be fried  
this morning?

Ariel faces the fence, raises her hands towards it.

Concentrates.

WHISPERS to herself.

Thundarr watches.

The fence SHAKES, WRIGGLES, then FOLDS in on itself.

SPITTING electricity.

An opening appears.

Ariel looks at Thundarr.

(CONTINUED)

A smirk.

She walks through the hole in the fence.

He follows her.

They stand in the devastated courtyard.

Debris.

Rusted hulks of abandoned machinery.

Ariel looks around, uncertain.

Thundarr SNIFFS the air.

ARIEL

What was this place?

The barbarian kneels.

Picks something out of the dirt.

An old name badge.

"Dr.Ruby Spears"...

THUNDARR

Hell.

Ariel suddenly STAGGERS slightly.

Thundarr catches her before she collapses.

THUNDARR

Easy, princess.

ARIEL

Don't call me...

DIZZINESS creeps over her.

She shakes it off.

ARIEL

What's wrong with me?

THUNDARR

The heat, exhaustion...old age,  
perhaps?

ARIEL

You really are a brutish ape,  
barbarian! I'm fine now. It's  
passed.

She steps away from him, feeling better.

They both observe the tomb-like silence of their  
surroundings.

ARIEL

Where is Ookla?

In the distance, the SQUEAKING-SCREECH of rusted metal.

Low MOANS.

FIGURES appear out of nowhere.

Thundarr gets to his feet, weapons out.

Ariel lifts her hands.

A faint EMERALD GLOW illuminates her fingers.

ARIEL

What are they?

THUNDARR

Flesh-eaters...

The creatures slowly emerge from the shadows.

THUNDARR (O.S.)

...Part machine...

Converging on the new arrivals.

A horde of CYBERNETIC ZOMBIES; men, women and children.

THUNDARR (O.S.)

...Part dead flesh...

Static-filled SCANNERS analyze the strangers.

The cyborg-zombies close in on Thundarr and Ariel from all  
sides.

ARIEL

How do we kill them?

(CONTINUED)

THUNDARR

We do nothing, princess! I do!

ARIEL

What?

THUNDARR

I'll handle this. I want you to find Ookla and that water source, it'll be guarded so be careful.

ARIEL

Aye!

Before she runs off..

THUNDARR

Ariel, don't let them bite you. Their bites are poisonous!

She BOLTS.

One of the cyborg-undead SHOOTS a whip at Ariel.

It SNAGS her around the ankle.

She trips.

The young sorceress CRASHES to the ground...

The cyborg-zombies close in on her, metal teeth GNASHING.

A low WHIZZING sound is heard.

THUNDARR'S THROWING BLADE comes out of nowhere.

DECAPITATES a few of the zombies.

Ariel looks around at Thundarr...

Just as the throwing blade returns to his hand.

THUNDARR

GO!

She BOLTS.

Thundarr BLASTS a few more of the cyborg-zombies.

They keep coming.

CLICK!

The barbarian's gun is empty.

(CONTINUED)

He THROWS it away.

WHIPS out his sword...smiles.

THUNDARR  
Come and get it.

INT. CORRIDOR, FACTORY - SAME

Ariel stops to catch her breath.

Lifts her hands.

Closes her eyes.

Concentrates.

Her HEARTBEAT slows.

Then...

ARIEL  
Ookla, where are you?

A bright FLASH of green light.

MOVING. Faster than the speed of light.

Through the factory corridors.

Looking.

Searching.

Finally stopping...

INSIDE A MAINTENANCE CHAMBER-

...Seeing Ookla, lying on the floor, unconscious.

WHITE.

WHITE UP ON:

ARIEL-

her eyes pop open, icy terror.

ARIEL  
Old Father!

She RACES off.

Stops.

DIZZINESS.

SWAYS on her feet...

ARIEL

Thundarr...you goddamn ape-

Ariel blacks out.

IN THE MAINTENANCE CHAMBER-

Ookla comes to, groggy. He sits up, SNIFFS...

OOKLA

It was you who kept the power  
running in this place, yes?

Something SHIFTS way up in the overhead shadows.

Something big and hideous.

CREEPY VOICE (O.S.)

Human bodies are nothing but stored  
energy. I know why you have come  
here, Mok. Not for water. Nay, you  
seek something much more precious  
and deadly.

Ookla rises.

Checks for his weapons...gone.

His shoulder pack...gone.

He looks up.

OOKLA

You took my weapons? My carries...?

The shadowy creature SHIFTS.

CREEPY VOICE (O.S.)

You won't need them.

OOKLA

Why so, mute?

The creature comes down out of the darkness.

RIDING on strands of black silk.

A MUTANT.

The upper part, a beautiful female.

(CONTINUED)

Lower part, that of a giant black widow spider.  
Complete with the hour glass shape and eight deadly legs.  
This is KISHMA.

KISHMA  
Because I plan to give you what you  
want, Mok.

She leans close.  
Caresses Ookla's furry face.  
Fingers sticky with silk.

OOKLA  
And in exchange?

LAUGHTER.

Kishma RAISES herself...  
Up...up...up into her giant black web.

KISHMA  
Do I seem untrustworthy to your  
great senses, Mok? Do share?

OOKLA  
I trust nothing and fear less,  
Kishma, queen of the dead.

KISHMA  
BAH! Don't insult me with that  
pathetic barbarian script! You are  
a Mok! You are above such things!  
Aye, so you are.

She LOWERS herself back down to Ookla.  
Evil smile.

KISHMA  
Perhaps you harbor a secret unknown  
even to the great barbarian warlord  
you travel with, Mok. Aye, I can  
see it in your eyes...you do!

OOKLA  
Be still your tongue, mute!

A flash of rage.

(CONTINUED)

Kishma KNOCKS Ookla off his feet.

SHOOTS a web strand.

Catches Ookla.

FLINGS him off in another direction.

The Mok is SMASHED against a wall...

Another web strand...

BOOM!

TOSSED up into the air.

Caught by another web strand.

Kishma is on him.

Her speed is supernatural.

she SPINS his body into a cocoon of black silk.

BAM! Ookla's cocooned body hits the ground.

Coated in sticky black silk from the mouth down.

Kishma's form leans over him.

KISHMA

"I would feast on more than your  
blood, I would feast on your mind  
as well." Said the spider to the  
fly! You would do well and wise to  
remember who the fuck you're  
dealing with, Mok. Mind your words  
to me carefully or I'll eat you  
from the inside out.

Ookla eyes the mute, no fear, just anger.

One of Kishma's spider-legs lifts Ookla into the air.

She leans close.

SNIFFS him.

Ecstasy.

KISHMA

But, such will not be your fate,  
Mok. I be a gracious hostess.

(CONTINUED)

Another spider-leg SLASHES at Ookla's bindings.

RIP!

He is freed.

DROPS to the floor.

Kishma rises back up into her majestic web.

Perches there.

In the shadows.

Red eyes GLOWING.

Watching Ookla.

OOKLA

You would give me what I came for?

KISHMA

Aye...for a small condition, Mok.

Exhausted, Ookla gets to his feet.

OOKLA

Name it and let it be met, Kishma.

KISHMA

You will take the accursed thing from here on this day, Mok. This I will allow and give it freely. You will take it and you will go. But you will leave behind that which you came with. That is the condition. Will it be met?

A beat...Ookla thinking.

KISHMA

The sand in the hour glass runneth low, Mok! Decide!

OOKLA

Let it be so.

In the darkness.

Kishma CLAPS.

EXCITED.

She leans into the dim light.

(CONTINUED)

Greedy grin.

KISHMA  
And so it be!

Blinding RED LIGHT engulfs everything.

IN THE FACTORY COURTYARD-

Thundarr is ASLEEP.

SNORING atop a huge pile of dismembered cyborg-zombies.

A SHADOW appears.

Quick MOVE.

SPLASH!

Thundarr is hit with water.

The barbarian sits up.

Sword raised.

Pissed.

THUNDARR  
Hateful--

He stops.

Recognizing the shadow.

Relaxes.

THUNDARR  
You got it? And the water...?

OOKLA

Hefts a huge barrel of water on one shoulder.

Tosses Thundarr an old sword case.

OOKLA  
You doubted I would?

As he admires the case...

THUNDARR  
Nay, old friend. I knew I could  
count on Kishma's insatiable greed.

OOKLA

It is your insatiable lust for  
revenge that worries me.

THUNDARR

Aye, you mean Ariel?

OOKLA

Drugging the mystic and trading her  
life for that accursed sword will  
only warrant us being at the front  
of the line as we are ushered into  
the Final Darkness. I like it not!

THUNDARR

If it makes you feel better I  
actually do feel bad about it  
myself.

OOKLA

You have no heart with which to  
feel anything, Thundarr. Gemini saw  
to that.

Silence from the barbarian.

That hurt, but Thundarr remains cool.

OOKLA

How did you know Kishma would want  
Ariel more than us?

THUNDARR

Ariel is part mystic. Her blood and  
mind is too great a feast for a  
Blood Mute such as Kishma. Are we  
done with the questions?

Ookla looks off into the distance.

OOKLA

Not quite...

BAM!

The Mok BACKHANDS Thundarr.

The barbarian FLIES backward.

Over the pile of cyborg corpses.

Into the electrified fence.

SMASH!

(CONTINUED)

The barbarian hits the ground.

Disoriented.

Fried.

Hurt.

OOKLA

picks up the sword case.

ROARS at the barbarian.

Thundarr gets to his feet.

SPITS blood.

OOKLA

I wish to see my Final Light, not  
the Final Darkness as you would  
have it, barbarian!

Thundarr BRUSHES himself off.

A faceoff.

Only dusty air between them.

THUNDARR

Give me the Sun Sword, Ookla.

Ookla TOSSES the sword case.

Behind him...

It hits the ground.

OOKLA

Having no heart has turned you  
cold, Thundarr, the barbarian.  
Better that I send you into your  
Final Light this day!

THUNDARR

Ookla, give me the sword. I won't  
ask it again.

A ROAR.

Ookla BULL-CHARGES Thundarr.

They CLASH.

(CONTINUED)

A bloody, bone-crushing battle follows...

IN KISHMA'S LAIR-

Ariel comes to.

Groggy.

She sits up.

Pale.

Sickly.

Hands bound in black silk.

ARIEL

I know you're there. Speak to me.

KISHMA (O.S.)

Do you know what happens when a  
mute gorges themselves on a mystics  
blood, Ariel, step-daughter of  
Sabien...?

A surprise.

ARIEL

How did you know my--

DIZZINESS.

Ariel SWAYS.

Glances at her legs.

A nasty BITE on her upper thigh.

ARIEL

What have you done to me?

Ariel BLACKS OUT.

Kishma LAUGHS.

IN THE COURTYARD-

Both Thundarr and Ookla have beaten each other to a bloody  
pulp.

Literally!

On the ground: they lie side by side.

(CONTINUED)

LAUGHING.

OOKLA

Amazing, this was all part of your scheme? I am in awe...and OW!

THUNDARR

I couldn't tell you, Ookla. I could not risk Kishma biting you and seeing it in your mind.

OOKLA

Aye.

Thundarr sits up.

A big MOAN.

Ribs busted.

Ookla sits up beside him.

THUNDARR

Time to go and rescue the princess...

Thundarr gets to his feet.

His wounds and bruises instantly HEAL.

OOKLA

Better?

THUNDARR

Aye. Be ready, old beast. I'll be coming on the run.

Ookla gives him the thumbs-up.

Thundarr hurries off.

IN KISHMA'S LAIR-

Ariel MOANS.

Barely conscious.

on the floor...still bound, weak.

Kishma is nearby.

On an unbelievable high.

She studies her

HANDS-

and the EMERALD LIGHT emanating from her fingertips.

KISHMA

Oh, Ariel, this is...this is...

Kishma looks up...her eyes go wide!

KISHMA

NAY!

Ariel has vanished.

Kishma flies into a panicked rage.

THUNDARR (O.S.)

Oh, Kishma. You're too trusting.

Kishma looks across the chamber.

On the other side stands...

Thundarr, smiling.

KISHMA

Where is she, barbarian? The mystic  
is mine. The Mok and I--

THUNDARR

Yes, you made a word bind with the  
Mok, mute. And Ookla can be trusted  
to honor that bind. It's his way.

KISHMA

Please give her back to me. Her  
blood--

THUNDARR

Kishma, you're not listening. I  
said it was the Mok's way...but it  
isn't MINE.

Understanding.

Rage.

Murder.

Kishma SHRIEKS.

She CHARGES.

Thundarr stands his ground.

(CONTINUED)

Unmoving.

Kishma closes the distance.

Closer...closer...

BOOM!

Kishma COLLAPSES.

Weak.

Sick.

Dying.

Thundarr appears over her.

KISHMA

What have you done to me, hellish  
barbarian?

He removes a metal flask.

Shows it to her.

THUNDARR

It's a poison. Slow acting, works  
through the bloodstream.

Dying.

Fading...

KISHMA

How...?

THUNDARR

Ariel. I knew you couldn't possibly  
resist taking a bite out of her.

KISHMA

You poisoned her to poison me?

A shrug.

THUNDARR

Like I said, you're too trusting.

Kishma LAUGHS.

KISHMA

Aye, Thundarr. I had heard stories that you were as crafty as the devil of old! Shame though to kill the girl just to get your hands on the Sun Sword.

THUNDARR

Nay. She's going to be fine.

KISHMA

What? But the poison...?

THUNDARR

There's only one cure for it, old girl.

A beat.

Finally...understanding.

She LAUGHS.

CHOKES up blood.

KISHMA

A spider's bite!

THUNDARR

Aye, Kishma. Now go. Be on your way into your Final Light.

Thundarr rises.

Gets a few feet away.

Kishma LAUGHS.

KISHMA

Thundarr? I have lived a very long time. Longer than you. Do you not think I would have planned for something like this? Did you honestly think those Borg-flesh-eaters were my only creations?

Thundarr turns.

Kishma dies.

A beat...

Ground TREMBLES.

(CONTINUED)

Thundarr BOLTS.

Just as...

a giant MUTANT-CYBORG BURSTS up from the chamber floor.

Combination of metal and humanoid muscle.

THE MUTANT-CYBORG'S EYES scan the chamber.

Sees Kishma dead.

It's TRACKING SYSTEMS hone in on...

THUNDARR'S HEAT SIGNATURE.

HAULING ASS.

The mutant-cyborg gives chase.

IN THE FACTORY CORRIDOR-

Thundarr RUNS.

Removes a communication device.

THUNDARR  
(communication device)  
Ookla!? Now would be a good time!

OUT IN THE FACTORY COURTYARD-

Ookla SNORES.

The communication device in one hand.

Light BLINKING.

The barbarian's desperate voice.

Frantic as hell...

THUNDARR (O.S.)  
(communication device)  
Off your ass, hateful beast!

IN THE FACTORY CORRIDOR-

Thundarr rounds a corner.

Stops.

Exhausted.

(CONTINUED)

The communicator BEEPS...

ARIEL (O.S.)  
(communicator)  
Thundarr...?

THUNDARR  
(communicator)  
Ariel, you're awake! Good. I need  
your help!

ARIEL (O.S.)  
You poisoned me, didn't you?

THUNDARR  
Be angry later!

ARIEL (O.S.)  
I'm looking at your precious Sun  
Sword. So this is what my life was  
worth to you? A stinking blade?

THUNDARR  
No, Ariel, listen to me, do not  
touch that sword! It's not what you  
think--

Behind Thundarr...

The Mutant-cyborg RISES up.

On the ground...

Thundarr sees the massive shadow GROWING out of his own.

Ariel's voice comes through the communicator.

CURSING at the barbarian...

OUT IN THE COURTYARD-

Ookla awakes.

Hears the commotion.

SNATCHES the communicator.

IN THE FACTORY-

Thundarr faces the creature.

The mutant-cyborg ROARS at the barbarian.

Lifts a large sword.

(CONTINUED)

Meaning to chop the barbarian in half...

IN THE COURTYARD-

Ookla looks at Ariel.

He holds up the communicator.

OOKLA

Kishma taking my carries was a  
mistake. But part of the plan!

ARIEL

What plan? To trade me for a--

WHOOSH!

The Mok HEFTS her onto his shoulder.

Ookla PRESSES a button on the communicator.

TOSSES the device.

Grabs up the big water barrel.

RACES out of the factory.

Top speed.

IN THE FACTORY-

Thundarr LEAPS out the way.

Nearly cut in half by the mutant-cyborg's slashing blade.

Mid-leap...

The barbarian FLINGS his THROWING BLADE.

FOLLOWING the blade.

It WHIZZES straight towards the...

MUTANT-CYBORG-

...who BLOCKS the throwing blade.

Cutting it in half.

Thundarr and the mutant-cyborg CLASH.

Then...

KA-BOOM!

(CONTINUED)

A FIERY EXPLOSION.

Both are engulfed in flames.

BEYOND THE FACTORY-

Ookla and Ariel HIT THE DECK.

Just as the entire factory BLOWS SKY HIGH.

A fiery MUSHROOM CLOUD.

Metal and debris.

They watch the fire show.

Ariel sits in shock.

Ookla looks grim...as usual.

ARIEL

You killed him...? GOOD! Saved me  
the trouble!

Ookla GRUNTS.

Stalks off.

Ariel sits.

Watches the roaring flames.

Then...she sees it.

In the distance; a FIGURE.

Emerging out of the inferno.

A figure made of flame.

Walking casually up to meet them.

Ariel gets to her feet.

ARIEL

Is that...? Nay, that's not  
possible! Even a cursed man could  
not survive that, Ookla!

The BURNING figure nears them.

It's fiery coat dies down.

Ariel can't move.

(CONTINUED)

The SMOLDERING figure closes the distance.

Behind her; Ookla FILLS a canteen.

The charred figure approaches Ariel.

Stops.

Ariel stands...

Shocked.

Horrificed.

The STEAMING, crispy, BURNT corpse stands unmoving.

After a long beat of terrified silence...

ARIEL

I--

BOOM!

The scorched figure KNOCKS Ariel out of the way...

ARIEL

HEY!

...and grabs the canteen Ookla is holding.

The barbecued figure DRINKS greedily.

Ariel can only watch in amazement.

The burned figure GULPS down the water.

It's charred flesh begins to FLAKE off in the light breeze.

Revealing healed white skin beneath...

The figure drains the canteen dry.

It turns to face Ariel, revealing...

THUNDARR

no burns...

No scars...

A new head of dirty blond hair.

Completely healed.

(CONTINUED)

smiling...and bare assed naked!

Ookla tosses Thundarr his jeans.

The barbarian dresses.

Ariel advances on him.

Enraged.

Her hands roll into GLOWING fists of green energy.

ARIEL

I'm glad you're alive, barbarian!

THUNDARR

Of course you are, prin--

He never sees it coming.

Thundarr looks up...

KA-POW!

Ariel throws a solid RIGHT CROSS.

KNOCKING him thirty feet into the air.

He comes down hard.

Ookla just watches, shaking his head.

Ariel's eyes, like her hands, GLOW a bright emerald.

ARIEL

Now I can take pleasure in kicking  
your selfish...

LIGHTENING QUICK.

She RUSHES him.

FRONT KICKS him in the stomach.

OOF!

The powerful kick sends Thundarr SPINNING up.

Into the air.

Back down again.

BAM!

(CONTINUED)

ARIEL  
...Sorry, good-for-nothing...

The barbarian looks up.

Bloody.

Groggy.

Out of it.

Ariel lifts her hands.

Pulls them in towards herself.

A RUSH of wind.

GREEN ELECTRICITY.

Building...

Building...

Until...

ARIEL  
...Stinking, worthless, ape's ASS!

WHOOSH!

Ariel SHOOTS him with a blast of green energy.

A titanic EXPLOSION happens.

OOKLA

shields his eyes.

MUTTERS to himself.

OOKLA  
This is becoming tedious.

THUNDARR

gets to his feet.

Green steam rising from his body.

He shakes it off.

THUNDARR  
Are you finished, woman?

ARIEL  
Aye, barbarian. But know this; if  
you ever try something like that  
again...

She shows him a fist.

It FLASHES with her inner power.

ARIEL  
...I will rip the cursed bones from  
your body and earth the pieces  
across this rotted world!

THUNDARR  
Aye, princess. And that will be the  
day one of us enters the Final  
Light.

ARIEL  
Aye.

Thick silence between them.

Tense.

Finally...

ARIEL  
So, what's next?

THUNDARR  
Aye, what's next.

Thundarr turns to Ookla.

A smile.

The Mok shakes his head.

OOKLA  
Please do not say it...

THUNDARR  
She's the only one who can help us  
from here, Ookla.

ARIEL  
Who?

OOKLA

This is a bad idea, barbarian.

ARIEL

What? What is a bad idea?

The barbarian is all smiles.

EXT. MOUNT RUSHMORE - DAY - LATER

Giant presidential faces.

Crumbling.

Decayed.

A RUSH of wind.

That unnatural STORM CLOUD.

Then it appears...

Over the monument.

GEMINI'S BATTLESHIP.

Powerful WINDS.

CRACKING sounds.

Pieces of Roosevelt's face fall off.

LIGHTENING.

Striking the mountaintop.

Gigantic FLASH...

GEMINI and The Engineer appear.

The ancient mystic stands...

An odd mix of old western gunfighter and medieval sorcerer.

Cloaked.

Bearded.

Black-eyed.

Menacing.

THE ENGINEER

(CONTINUED)

STUMBLES forward.

Gemini catches him.

Steadies him.

GEMINI  
Easy, old man. It takes some  
getting used to.

ENGINEER  
That is not a natural way to  
travel.

Gemini LAUGHS.

The Engineer looks around.

Curious.

ENGINEER  
Why are we here?

GEMINI  
We are here to collect something of  
priceless importance to me, old  
man.

ENGINEER  
I still do not understand what it  
is you want from me, mystic. I  
serve no real purpose to you. I'm  
just an--

GEMINI  
SILENCE.

Startled.

The Engineer STAGGERS back.

Gemini hesitates.

Looks around.

SNIFFS the air.

Looks at The Engineer...

A grim look.

(CONTINUED)

GEMINI

We are not alone here.

As if on cue...

FIGURES

rise up from the dirt.

Three dozen or more.

Humans.

Filthy.

Savage.

Wild.

All armed with weapons.

These are the DIRT DWELLERS OF RUSHMORE MOUNTAIN.

The Engineer PANICS.

Cowers behind Gemini.

The Dwellers surround them, weapons drawn.

Gemini stands his ground, cloak billowing.

Calm.

Cool as a corpse.

ENGINEER

What are they?

GEMINI

The Dirt Dwellers Of Rushmore  
Mount.

ENGINEER

What do they want?

GEMINI

Well, they are savages, so, I would  
wager to rob us, rape us and kill  
us. It is their way.

ENGINEER

Well, what are you waiting for?  
Abracadabra them or something!

(CONTINUED)

GEMINI

Nay, I have use of these savages.

The Dweller Leader steps forward.

Dirty sash across his face.

Pierced.

Tattooed.

Vicious eyes.

DWELLER LEADER

We have no quarrel with you,  
mystic. Give us the man and we  
shall leave you to your business.

GEMINI

Nay, the man belongs to me.

DWELLER LEADER

That is not wise, mystic. This be  
the territory of The Dirt Dwellers.  
You would dare to trespass and  
offer nothing for it?

The Dweller Leader draws out a huge machete.

Points it at Gemini.

DWELLER LEADER

That is an act of--

Gemini removes a device.

An ancient iPhone.

Holds it up high.

They all see it.

GEMINI

I offer old tech, in exchange for  
our presence here. Nothing more.

The Dweller Leader SNATCHES the iPhone.

Greedy.

One of his minions reaches to touch it.

POW!

(CONTINUED)

The Leader WHACKS the minion.

He touches the Apple logo.

A grin.

He is pleased.

DWELLER LEADER  
The symbol of the bitten apple.  
Good trade. But not enough.

The Engineer leans close Gemini.

ENGINEER  
Greedy savages, ay?

GEMINI  
Aye, are there any other kind in  
this rotted world?

Gemini SIGHS...

GEMINI  
What more do you want, Dweller?

DWELLER LEADER  
The old mans arm...

ENGINEER  
What...?

GEMINI  
Which one...?

The Engineer nearly has a heart attack.

ENGINEER  
WHICH ONE?

DWELLER LEADER  
The right!

GEMINI  
This you shall have.

A ROARING CHEER from the Dwellers.

GEMINI  
On one condition...

DWELLER LEADER  
Name it, mystic.

GEMINI  
I will need your services. Do this  
for me and the old mans arm you  
shall have. Agreed?

DWELLER LEADER  
Aye, mystic! Let it be so!

ENGINEER  
Damn you to hell for this, Gemini.

GEMINI  
Aye, old man.

EXT. ABANDONED SUBWAY STATION - DAY

Thundarr and the others stand.

Just outside the entrance.

OOKLA  
Did I mention this being a bad  
idea?

THUNDARR  
Aye, more times than my nerves can  
bare, beast. From here we travel on  
foot to Nezarria's Cradle. We travel  
light, take only what you can carry  
and move swiftly with if need be.

They dismount.

Ariel approaches the barbarian.

Nervous.

ARIEL  
Nezarria's Cradle, barbarian?

THUNDARR  
That's right.

ARIEL  
That's a myth. Many who have sought  
it were--

OOKLA (O.S.)  
Never heard from again! Aye, Ariel,  
stepdaughter of Sabien. Yet, here  
we are. Again...bad idea!

(CONTINUED)

ARIEL

Yes...thank you, Ookla!

(to Thundarr)

What the Mok said. Why do we pursue  
The Cradle? You have the Sun Sword.

Thundarr checks his weapons.

THUNDARR

Do you know the mystic we seek,  
princess?

ARIEL

Nay, you have not told me. I would  
assume one who possesses great  
power and--

THUNDARR

Gemini.

Ariel stops dead.

Thundarr joins Ookla at the entrance.

They look back at Ariel.

She stands in stunned silence.

OOKLA

Ariel?

THUNDARR

Get your feet under you, woman. We  
cannot afford to lose the daylight,  
it may be our only salvation  
against the mutes in yonder tunnel,  
who would stand between us and The  
Cradle. Lets move--

ARIEL

Nay, I cannot travel with you.

THUNDARR

Now is not the time for this,  
Ariel.

ARIEL

Had I known it was him we sought, I  
never would have...

She trails off.

Turns away.

(CONTINUED)

Quiet.

Emotional.

Unable to face their looks.

They approach her, curious.

THUNDARR

Tell us.

Ariel turns to them, wet eyes.

ARIEL

I didn't know it was--

Pissed.

Thundarr grabs her.

YANKS her close.

THUNDARR

What are you hiding, Ariel?

ARIEL

You can't--

THUNDARR

WHAT ARE YOU HIDING?

ARIEL

I CANNOT HELP YOU KILL GEMINI!

She SHOVES the barbarian away.

COLLAPSES into tears.

Thundarr looks at Ookla.

A bomb has been dropped.

THUNDARR

Your father...? I should have known! He's your father, isn't he? All this time and you never thought to tell us.

ARIEL

Had I known it was Gemini I would have--

THUNDARR

Silence!

The barbarian removes the Sun Sword.

A beautiful blade.

Points it at Ariel.

THUNDARR

I should take off your hateful  
head, woman!

Ariel looks at him, broken.

ARIEL

Aye, Thundarr the barbarian. Do as  
your heart tells you.

The tension grows thick.

Everyone waits.

Will Thundarr kill her?

Finally...Thundarr decides.

He SWINGS the great Sun Sword at Ariel's head.

CLANG!

The killing blow is BLOCKED by Ookla's ax.

OOKLA

Nay!

THUNDARR

Ookla, we have already been here.  
Stand aside.

OOKLA

You would kill her, Thundarr?

THUNDARR

Aye!

OOKLA

Then kill me first.

Ariel appears behind Ookla.

Gently moves him aside.

Faces the barbarian's Sun Sword.

(CONTINUED)

ARIEL

You believe I stand with Gemini,  
Thundarr?

THUNDARR

Evil begets evil, woman.

ARIEL

Aye. What could I do to convince  
you otherwise?

THUNDARR

You can die...

Ariel steps closer.

Blade tip touching her chest...her heart.

ARIEL

You would kill me?

THUNDARR

Aye, I would want you to know your  
father's fate as you enter your  
Final Light, Ariel, daughter of  
Gemini!

With one finger Ariel guides the blade down...to her  
stomach.

ARIEL

Then I would ask that you send  
Gemini's child into the Final Light  
first.

Surprise.

The blade lowers.

THUNDARR

What...?

ARIEL

Gemini is not my father, barbarian.  
He was my lover. It is his child  
that grows inside of me.

Hesitation.

Thundarr gathers himself.

Then heads off to think.

Ookla approaches Ariel.

(CONTINUED)

OOKLA

Do you love him? Gemini?

Silence from Ariel.

Thundarr reappears.

THUNDARR

We keep moving. Lets go.

OOKLA

And Ariel?

THUNDARR

She comes. Her abilities could come in handy.

ARIEL

I am honored I serve a purpose for your precious mission, barbarian.

THUNDARR

Careful, Ariel. I don't trust you, and if I sense the slightest treachery in you at any point, you're dead.

ARIEL

So be it, barbarian. And if your poison has harmed my baby in any way, you will die like no human has in the history of the world.

She gets to her feet.

SWAYS woozily.

Ookla steadies her.

OOKLA

Easy, Ariel. You need water and rest. We have not eaten in hours, Thundarr.

THUNDARR

Aye.

The barbarian eyes her seriously.

THUNDARR

Then it's settled, we shall make camp tonight. We leave at first light.

INT. DIRT DWELLER'S LAIR, INSIDE MOUNT. RUSHMORE - DAY  
Fire-lit.

Claustrophobic.

Dank.

THE DIRT DWELLER LEADER

leads Gemini and The Engineer to an ancient looking...

SEALED VAULT

...where all the Dweller's fall to their knees.

In worship.

Including their leader.

The Engineer leans close to Gemini...

ENGINEER

What's going on? What is this  
place?

GEMINI

The final piece to a great puzzle.

The Dirt Dweller Leader looks to his guests, a slight frown;

DWELLER LEADER

You would kneel before the Great  
Door, mystic!

GEMINI

Nay.

Enraged.

The Dweller Leader moves to attack them.

Gemini is a BLUR.

His guns appear.

He MOWS down every single Dweller in a hail of bullets.

The Engineer hits the deck, terrified.

A beat...

GEMINI'S GLOWING RED EYES scan the carnage.

(CONTINUED)

Nothing moves.

It's over.

Satisfied.

He holsters his magic pistols.

Goes to the...

SEALED VAULT - SAME

...and places one gloved hand on the door.

Concentrates.

The Engineer watches from a safe distance.

A beat...

WHOOSH!

The vault door HISSES open to reveal;

INT. VAULT ROOM - SAME

a huge nuclear arsenal stockpile.

Gemini enters the room.

Followed by the Engineer.

The Engineer has to clean his spectacles.

Pops them back on.

Takes a second look...

ENGINEER  
By the Old Father...

GEMINI

simply LAUGHS.

Eyes BURNING RED.

He finally has what he needs.

EXT. SUBWAY STATION, TUNNEL ENTRANCE - DAY

Our group is nowhere to be found out here.

DOWN IN THE SUBWAY TUNNEL-

(CONTINUED)

In the darkness...

Thundarr follows a flashlight beam.

Up ahead he sees a

SUBWAY CAR-

dark, ancient, rusted.

The barbarian removes his gun.

Tense.

Ready for anything.

He approaches the subway car.

Stops!

SNIFFS...disgusting odor.

Something-

MOVEMENT BEHIND HIM.

Thundarr WHIPS around.

Gun raised.

About to blow the head off...

OOKLA

We should move quickly! The Low  
Dwellers approach!

Thundarr hesitates.

Ookla RUNS towards the...

SUBWAY CAR - SAME

...YANKS open the access door.

INSIDE THE CAR

They FREEZE...

The place has become a stockpile chamber.

Full of rotted corpses.

Animals.

Mutes.

Humans.

The Low Dwellers have been feasting down here for a very long time.

Ookla covers his nose and mouth.

The place reeks.

MOVING QUICKLY; he rummages through the corpses.

Searching.

Thundarr appears outside the entranceway.

Fearful to step inside.

Anxious to leave...

THUNDARR

Ookla, this place is cursed! What in the Old Father's sacred true name are you--

OOKLA

There are things here we would be in need of, barbarian!

THUNDARR

I'm sure the Low Dwellers have taken the carries from these dead!

OOKLA

Nay, the Low Dwellers care only for blood, barbarian. They have no need of carries, weapons, or valuable trades. We, however-

He stops.

Turns over the gray wet corpse of a LITTLE BOY.

Finds what he needs.

OOKLA

-Do...

Ookla pockets the object.

Turns to face the barbarian.

Stops.

(CONTINUED)

Eyes wide.

A low SNARL.

The axes come out.

OUTSIDE IN THE TUNNEL-

Thundarr follows Ookla's gaze.

Something behind him.

The flashlight comes up.

Gun ready.

A Slow turn to see...

A NAKED WOMAN

..beautiful, fire red hair.

Mouth and chest messy with bloody gore.

She smiles at the newcomers.

Her eyes GLOW like two silver coins.

NAKED WOMAN

Hello, Thundarr.

Thundarr stares.

Hypnotized by the woman's silvery gaze.

His eyes grow heavy.

The flashlight and the gun lower.

He smiles at the vampiress...

THUNDARR

Hello, mother...

Ookla's VOICE comes from a million miles away...

OOKLA (O.S.)

Barbarian, that is not your mother!  
No, stare not into that Dweller's  
eyes!!

The vampiress's VOICE is loud and powerful.

Drowning out all sound.

(CONTINUED)

NAKED WOMAN

You have grown into such a beautiful man-creature! I can smell the blood in your veins, aye, so strong and full of life and sustenance!

THUNDARR

Thank you, mother...

The vampiress reaches for him.

Lusty.

Savage smile.

Flashing a maw of sharks teeth.

NAKED WOMAN

Is your mother not deserving of a kiss?

THUNDARR

Aye...

The flashlight and the gun drop.

The barbarian STAGGERS.

Drunk-walks towards the vampiress's waiting embrace.

She starts to SING.

Drawing herself further and further back.

MELTING into the shadows.

Arms outstretched.

Beckoning Thundarr to his doom...

THUNDARR

I remember that song...

NAKED WOMAN

I know you do. I sang you to sleep with it. As I will do now. The sleep of forever...come to your mothers eternal kiss, Thundarr, the barbarian...

INSIDE THE TRAIN CAR-

Ookla moves swiftly.

(CONTINUED)

Discarded weaponry.

HIS HANDS

quickly piecing them together.

OUT IN THE TUNNEL

The vampiress ATTACKS.

In the darkness

They struggle.

She BITES.

Not into his neck...

But into Thundarr's face.

Thundarr SCREAMS.

It REALLY HURTS.

BLOOD splashes everywhere.

The vamp grips him tight.

She crouches.

Still SUCKING him dry.

Then...

The vamp LEAPS.

Both of them take FLIGHT.

SOARING up...up...and away!

They vanish.

Swallowed by the overhead shadows.

OOKLA

appears, weapons raised.

OOKLA  
Barbarian...?

Quiet.

Eerie.

Waiting...

Then...plip, plip...

BLOOD DRIPS from above.

Into the Mok's upturned face.

THUNDARR

comes FALLING from above.

Ookla tenses.

Too late to react.

They collide.

OOOF!

Both hit the ground.

From above them...a SHRIEK.

ON THE GROUND

Ookla rolls Thundarr off.

BOUNDS to his feet.

Tenses for the attack.

THE VAMPIRESS

comes FLYING down.

Out of the overhead black.

Straight for Ookla.

The Mok lifts the object from earlier.

Points it up at the vamp.

FIRES A LAZER BURST at her.

And...MISSES!

THE VAMPIRESS

does a sweet midair SPIN-ROLL MANEUVER.

Dodges the lazer blast.

Comes down on Ookla.

Delivering a superhuman KICK to his face.

OOKLA

is knocked off his feet.

Lands on his back.

Hard.

THE VAMPIRESS

comes STROLLING out of the shadows.

Towards a disoriented Ookla.

Her feet HOVERING a few feet off the ground.

VAMPIRESS

Mok...I know what you desire as  
well. See me with your heart.

Her EYES FLASH at Ookla.

He looks at her.

The vampiress wave her hands across her body.

Her shape changes.

Becoming...a FEMALE MOK.

Ookla instantly recognizes her.

OOKLA

K'lara...?

"K'LARA"

smiles at Ookla.

Her shape FLOATING at him.

SHIFTING between the figure of K'Lara...

And the horrifying form of the vampiress.

K'LARA/VAMPIRESS

Yes, Ookla. It has been so very  
long, my king. How I have longed  
for you. Longed for your touch.

She embraces Ookla.

A kiss...

The vampiress leans back.

Ookla sways, hypnotized.

The vampiress CHANGES.

Her face SHIMMERS.

Becoming something frightening.

Monstrous.

She is about to drink.

Just as...

One of Ookla's battle axes FLOATS up behind her head and...

ARIEL (O.S.)

Psst!

The vampiress looks around.

WHACK!

Ookla's ax HACKS OFF the vampiress's head at the neck.

Blood SPLASHES Ookla.

Snapping him out of it.

He looks from the headless vamp corpse to Ariel.

She emerges from the shadows.

Cradling a weakened Thundarr...

OOKLA

This is never to be spoken of.

Ariel fights a smirk.

ARIEL

Understood.

They lay Thundarr on the ground.

He is not looking good.

Sweaty.

(CONTINUED)

SHIVERING.

The vamp's bite was sheer poison.

Foam FIZZES from the wound.

Thundarr MOANS.

ARIEL  
He's such a baby!

Ookla SNIFFS.

He looks around just as...

A BLOOD-CURDLING SHRIEK fills the dark tunnel.

OOKLA  
That would be our cue to flee.

ARIEL  
You think...?

OOKLA  
I will take the barbarian.

ARIEL  
How far is the cradle?

OOKLA  
Too far. But we must try, Ariel.

Ariel is on her feet.

Heading towards the...

SUBWAY CAR - SAME

...she climbs in.

Frantically steps over the many corpses.

Moving towards the

MOTORMAN'S CAB

where she goes to work.

Trying to get the thing started.

Ookla climbs in.

Carrying Thundarr's body.

(CONTINUED)

The wailing SHRIEKS out in the tunnel draw closer.

OOKLA

Ariel, what-

ARIEL

If we can get this thing moving we  
might have a chance, Ookla.

Ookla lays down an unconscious Thundarr.

Goes into the...

MOTORMAN'S CAB - SAME

...where he rips off an access panel.

Starts SPARKING wires together.

OOKLA

There is juice still in this thing!  
But it will take time to get it  
going.

ARIEL

How much time do you need?

OOKLA

As much as you can give me, Ariel.

Ariel leans back.

Touches her belly.

She looks very weak herself.

Ookla rises, faces her.

OOKLA

The child growing in you is sapping  
your strength. If you strain too  
much-

Ariel smiles.

Touched at his concern.

She caresses his furry face.

Kisses his cheek.

The outside SHRIEKING has gotten louder now.

(CONTINUED)

ARIEL

I'll be fine, Ookla. I'll buy you  
the time you need. Just dont waste  
it.

She exits.

Ookla goes back to work.

OUT IN THE PASSENGER AREA

Ariel STAGGERS out.

She checks Thundarr, still out cold.

She gets to her feet.

Concentrates...

OUT IN THE SUBWAY TUNNEL

the entire subway car begins to GLOW a bright green on the  
inside.

A MOB OF LOW DWELLERS

appears out of the darkness.

Closing in on the glowing subway car.

HISSING.

SHRIEKING.

SNARLING.

THE SUBWAY CAR DOOR BURSTS OPEN.

The CORPSES emerge.

Brought to life by Ariel.

They GLOW green.

THE LOW DWELLERS

hesitate.

Eyeing the zombies.

HISSING at them.

INSIDE THE SUBWAY CAR

(CONTINUED)

Ariel is on the floor.

Next to Thundarr.

Sweaty.

Using all her strength.

Her eyes BURN A BRIGHT GREEN.

IN THE MOTORMAN'S CAB

OOKLA'S HANDS

move with superhuman speed.

Connecting wires.

Flipping switches.

Pushing buttons.

OUT IN THE TUNNEL

a BATTLE is being waged.

Vamps versus zombies.

IN THE SUBWAY CAR

Thundarr stirs awake.

His face has changed.

Teeth sharper.

Blue eyes now a cloudy red.

He SHRIEKS.

His new VAMP'S EYES look around at Ariel.

A PULSING vein in her neck.

Thundarr leans forward, teeth bared.

STOPS...

Realization on his face.

He fights it off.

A beat...

Concentrating.

Then...

Thundarr, the barbarian DOUBLES OVER and PUKES.

The black vamp poison comes out of him.

He SLUMPS back.

Exhausted.

But better.

The bite wound HEALS.

IN THE MOTORMAN'S CAB

Ookla connects the right wires.

VRRROOOM!

The subway car ROARS to life.

IN THE PASSENGER'S CAR

Ariel COLLAPSES.

Totally drained...

OUT IN THE TUNNEL

the subway car starts to ROLL.

The vamps tear the now lifeless zombie corpses apart

They give chase.

The subway car picks up speed.

INSIDE

Ookla is behind the controls.

Thundarr STAGGERS in.

THUNDARR  
Hateful Low Dwellers!

OOKLA  
Ariel saved us, barbarian. Perhaps  
you owe her an apology.

THUNDARR

Aye, and perhaps I'll wear my own  
*knockers* as earrings, Mok! Just  
tell me where we we're headed?

OOKLA

At this rate of speed, we should  
reach Nezarria's Cradle in thirteen  
minutes. That, sadly, is the good  
news...

THUNDARR

And the bad...?

OOKLA

There are no brakes.

THUNDARR

By the Old Father!

Thundarr leaves out.

EXT. BARRINGER CRATER - DAY

Lot of activity in the middle of this gigantic hole.

Groundlings moving about.

Equipment being set up, moved into place.

HOVERING ABOVE...

Gemini's battleship.

Shooting down lightening.

Groundlings appearing out of the lightening strikes.

Moving bulky machinery, the nuclear arsenal from earlier.

Something huge is going down.

INT. WAR ROOM, GEMINI'S BATTLESHIP - SAME

Gemini is busy monitoring a viewscreen, his back turned.

Behind him, the Engineer CREEPS UP, blade in hand.

Gemini's eyes never leave the screen.

GEMINI

JACK...!

Engineer FREEZES.

(CONTINUED)

GEMINI

...Just the man I wanted to see!  
Come and take a look at this.

The Engineer steps close.

Quickly tucks the blade away.

He looks at the...

VIEWSCREEN

...and cleans his spectacles.

Takes another look. Wide-eyed. Thunderstruck.

ENGINEER

By the Old Father what is that...?

GEMINI

Your kind would call it Sirius C. I  
call it...*home*.

The Engineer looks at him. Awestruck.

ENGINEER

An extraterrestrial. You're trying  
to go home?

A smile. LAUGHTER. Gemini touches the old man's face.

GEMINI

Sadly, Jack, no. Nothing so  
honorable.

ENGINEER

Well then what-

Gemini grins.

The Engineer thinks.

It all comes together.

ENGINEER

You son of a bitch!

Pissed.

The Engineer LUNGES.

The knife comes out.

BOOM!

(CONTINUED)

He buries it in Gemini's chest.

Silence.

The men stare at one another.

Gemini pulls out the knife. Unhurt.

ENGINEER

If you think I'm going to help you  
bring **him** back-

GEMINI

Of course you're going to help me,  
Jack.

ENGINEER

Go to hell!

Gemini MOVES.

A flick of the hand.

The Engineer SCREAMS.

The knife now buried in his forearm.

Blood.

Gemini gets in his face. Dead ass serious.

GEMINI

Thundarr draws closer, Jack. We're  
not so arrogant to think that he  
and his friends wouldn't find a  
clever way to stop us. That  
wouldn't be real life, now would  
it? That's why we need a friend,  
old man. That's why we need you.

ENGINEER

This is what the Great War was all  
about. Many people died to be rid  
of that bastard! Now you want to  
undo all of that? You want to bring  
him back here? Why?

Silence.

Gemini smiles.

The Engineer fights tears.

INT. SUBWAY TUNNEL - DAY

(CONTINUED)

The subway car WHIPS by.

Too fast.

Out of control.

INSIDE THE CAR

Thundarr and Ookla nurse Ariel.

They both look concerned.

Not looking good for her.

OOKLA

She spent a massive amount of power  
and energy trying to fight off  
those Low Dwellers.

THUNDARR

She dying?

OOKLA

Aye.

ARIEL (O.S.)

Where are we?

Startled, they both look down.

She's conscious. Barely.

THUNDARR

On our way to the Cradle. Can you  
hold on a little while longer,  
princess?

Ariel touches his face. A smile.

ARIEL

Don't call me-

She doesn't finish.

The hand drops away.

The eyes stare. Blank. Seeing nothing.

Dead.

Silence among them.

OUT IN THE TUNNEL

(CONTINUED)

The subway car FLIES around a sharp turn.

IN THE CAR

Ookla PACES. Rage. Frustration.

THUNDARR

stands off to the side.

Quiet.

Focused.

Thinking.

BAM! Ookla SMASHES a panel with one fist. ROARS.

OOKLA

I wish to kill something,  
barbarian.

THUNDARR

You'll get your chance.

OOKLA

You feel nothing for Ariel going  
into her final light?

a weak smile, Thundarr THUMPS his chest.

THUNDARR

No heart to feel with, remember?

OOKLA

Aye. Lucky you then.

THUNDARR

No, old beast, lucky **us!**

OOKLA

What?

THUNDARR

Ariel dying might be the best thing  
to happen for us yet.

OOKLA

I don't-

THUNDARR

Not now, Ookla. I'll explain later.  
For now not getting ourselves dead

(MORE)

(CONTINUED)

THUNDARR (cont'd)  
on this hateful subway car is our  
priority.

OOKLA  
Aye, you're thinking of...

THUNDARR  
Contacting The Gatekeeper. It's our  
one shot. Come.

He heads for the motorman's cabin. Ookla in tow.

Neither one sees...

OUTSIDE A WINDOW

...a Low Dweller. Clinging on. Eyes GLOWING.

INT. WAR ROOM, GEMINI'S BATTLESHIP - DAY

The Engineer tends to his wound.

Gemini checks gauges. Last minute prep.

A Groundling enters, SNARLS at the Engineer. Approaches  
Gemini.

GROUNDLING  
Gemini, everything is in place.

The Engineer panics.

ENGINEER  
No, Gemini! Please by the All  
Father, don't do this!

Gemini stares at a monitor.

GEMINI  
It's already done, Jack.

He FLIPS a switch and...

OUTSIDE THE BATTLESHIP

...an enormous ENERGY BEAM EXPLODES upward form Barringer's  
Crater and into...

OUTERSPACE

...shooting beyond the stars.

IN THE WAR ROOM

(CONTINUED)

The Engineer prays.

The Groundling grins.

Gemini is distracted. Sensing something. Looks around.

GROUNDLING  
What is it, Gemini?

GEMINI  
Something is wrong.

IN THE SUBWAY TUNNEL

The subway car BLOWS past.

Ripping along the tracks at top speed.

INSIDE THE MOTORMAN'S CABIN

Thundarr is behind the controls. Tinkering with a communicator.

Ookla lingers nearby.

THUNDARR  
(communicator)  
This is Thundarr, the barbarian,  
seeking The Gatekeeper at Nezarria's  
Cradle, come in!

INT. CHAMBER, NEZARIA'S CRADLE - DAY

A pimped out underground lair.

On a nearby table sits...

A TWO-WAY RADIO

...Thundarr's static-filled voice coming through.

THUNDARR (O.S.)  
(radio)  
...barbarian, seeking The  
Gatekeeper at...Cradle...come in...

THE GATEKEEPER

comes out of nowhere.

Young, geeky-cool.

Grabs the two-way.

GATEKEEPER  
(radio)  
This is The Gatekeeper! Who the  
hell is this again? Come back?

THUNDARR (O.S.)  
Thundarr...barbarian...

Pause.

The Gatekeeper almost drops the radio mic.

GATEKEEPER  
Did you say-

THUNDARR (O.S.)  
Yeah, I did! Now listen to me,  
Gatekeeper, we're coming your way  
in an out of control subway car...

Static.

GATEKEEPER  
You're breaking up, barbarian!

THUNDARR (O.S.)  
...Take these coordinates...

Static.

GATEKEEPER  
Coordinates! I'm ready, barbarian!  
Give them to me!

Static.

THUNDARR (O.S.)  
Barringer Crater...

GATEKEEPER  
Barringer Crater! Got it! What are  
the exact coordinates?

Static.

Glass SHATTERING.

A SHRIEK.

SHOUTS. Commotion. GUNFIRE.

Static.

(CONTINUED)

THUNDARR (O.S.)  
HATEFUL LOW DWELLER! OOKLA, WATCH  
OUT-

Static.

Then...nothing.

Silence.

The Gatekeeper PANICS.

GATEKEEPER  
Barbarian, what's going on? What's  
happening?

Static.

The Gatekeeper rushes to a...

CRUDE, PIECED-TOGETHER DESKTOP

...starts typing like mad.

GATEKEEPER  
Barringer Crater, Barringer Crater,  
why do you want to go to Barringer  
Crater, barbarian? What's so  
special about-

Pause.

Stares at the computer screen.

Thunderstruck.

GATEKEEPER  
By the Old Father...

EXT. BARRINGER'S CRATER - DAY

Gemini's battleship orbits the massive energy beam.

INSIDE THE BATTLESHIP

The Groundling hits the floor.

The life burned out of it.

Carcass steaming.

Gemini stands over it. Pissed. Hands GLOWING.

GEMINI  
Ariel is dead.

The Engineer is across the room, facing a wall, quiet.

ENGINEER  
Whatever has become of her, it is  
your fault, mystic.

GEMINI  
Aye, old man. Perhaps we both share  
blame.

INT. SUBWAY CAR - DAY

The Low Dweller on the floor. Dead.

Ookla in a corner, bleeding, wounded.

THUNDARR

appears, FLOPS down beside Ookla. Blood-stained Sun Sword in  
one hand.

THUNDARR  
Radio is smashed to hell. And we're  
picking up speed.

OOKLA  
This has not been fun, barbarian.

THUNDARR  
Aye, old beast.

They look at Ariel's covered body.

THUNDARR  
There have been better days in this  
old rotted world. It's up to the  
All Father now.

The subway car ROCKS. Racing faster.

They both go to Ariel's body.

Lie down beside it. Her in the middle.

THUNDARR'S HAND comes up.

OOKLA'S HAND grips it.

IN THE SUBWAY TUNNEL

the subway car RACES OUT OF CONTROL.

(CONTINUED)

INT. CHAMBER, NEZARIA'S CRADLE - SAME

The Gatekeeper MOVES frantically.

GATEKEEPER  
Barringer's Crater!

Pushing buttons.

GATEKEEPER  
What the hell!

Hits switches.

GATEKEEPER  
I hope that's where you're going,  
barbarian...

Stops at a red pull lever.

Pause.

Prays softly.

IN THE SUBWAY TUNNEL

the speeding car BLOWS through an...

AN ABANDONED SUBWAY STATION

...shoots around a corner and up ahead...

NEZARIA'S CRADLE

A gigantic, circular, window.

Tracks end here.

INSIDE THE CRADLE CHAMBER

The Gatekeeper sees...

OUTSIDE THE GIANT WINDOW

...the approaching subway car.

Coming at the window FAST.

Out of control.

No time.

The Gatekeeper THROWS the lever and...NOTHING.

(CONTINUED)

No power.

Nothing happens.

Shit...the Gatekeeper has a heartattack.

GATEKEEPER

You got to be kidding me!

The car is closing the distance.

He only has seconds.

The Gatekeeper MOVES.

More switches hit.

More buttons pushed.

Tries the lever again and...NOTHING.

GATEKEEPER

COME ON!

OUT IN THE TUNNEL

here it comes. Closer...closer...

IN THE CRADLE CHAMBER

one last trick. The gatekeeper PRAYS.

He PUMPS the lever a few times.

Death is imminent.

The last second. Subway car lights fill the chamber.

This is it...

The Gatekeeper THROWS THE LEVER and...

FWOOOSH!

POWER.

SHIMMERING light appears in the window.

Electricity.

The Gatekeeper DIVES to safety as...

THE SUBWAY CAR

(CONTINUED)

reaches the giant circular window.

JUMPS the track.

FLIES directly at the chamber and VANISHES.

It is SWALLOWED into the energy window.

Gone.

The Gatekeeper COLLAPSES.

EXT. BOW, GEMINI'S BATTLESHIP - DAY

Gemini stands on the deck. Tears on his face.

Then...

WIND.

Electricity.

In midair, a circular window of energy appears.

Massive.

Something coming through.

THE SUBWAY CAR.

A dead on collision with the battleship.

Gemini sees it. Reacts.

BOOM!

The subway car SMASHES into the battleship. Impales it.

SPINNING it out of control.

Pandemonium erupts on the ship.

IN THE SUBWAY CAR

Thundarr and Ookla are both horribly injured.

Thundarr HEALS.

Ookla is too broken and bloody.

THUNDARR  
Stay here, old beast. Rest.

(CONTINUED)

OOKLA  
Good. Plan. Barbarian.

The Mok blacks out.

Thundarr grabs his Sun Sword.

OUTSIDE THE BATTLESHIP

Groundlings close in on the subway car.

Thundarr emerges. Sun Sword raised. Ready for battle.

Then...

GEMINI (O.S.)  
NAY!

Pause.

The Groundlings back off.

Gemini appears out of black smoke.

Raises his hands.

Concentrates.

THE BATTLESHIP STEADIES.

Flies straight.

Thundarr and Gemini's eyes meet.

GEMINI  
Long time, old man. Still a  
vegetarian?

THUNDARR  
You still a two-faced asshole?

BOOM!

Gemini DRAWS his guns.

FIRES.

Thundarr is BLOWN...

OVERBOARD - SAME

...falls, gone...

ON DECK

(CONTINUED)

Gemini holsters his pistols.

Addresses the Groundlings.

GEMINI

Check to make sure that pretty boy  
barbarian is not still clinging to  
the side of my ship, please.

A Groundling peers over the bow. Sees nothing. All clear.

GROUNDLING

Nothing. The barbarian is gone.

GEMINI

He better be. Bring me Ariel's  
body. Do it quickly.

GROUNDLING

But, Gemini, the ship is so  
damaged-

Pause.

A dark look from Gemini.

The Groundling shuts his trap.

GEMINI

Kill the Mok...*slowly*.

The Groundlings SNARL, grin, salivate.

They swarm over the subway car.

The battleship SOARS around the energy beam.

ROCKING.

BUMPING.

RATTLING.

INT. CHAMBER, BATTLESHIP - LATER

GASP.

ARIEL sits up.

Startled. Shaken. Breathing. Alive.

But...chained at the wrists.

From the shadows...

(CONTINUED)

GEMINI (O.S.)

I'm sorry for what happened to both of you, Ariel. But even though our child is dead it will still serve a purpose.

Ariel listens. Thinks. Understands.

HER HANDS go to her belly.

No baby.

Tears.

ARIEL

What have you done? Where is my baby?

Silence.

GEMINI

He will be the vessel.

ARIEL

Gemini...I'm going to make sure you that you die screaming.

Slowly, Gemini emerges from the shadows.

GEMINI

Take a pause. Don't you feel it?

A beat...she feels something.

Her eyes close.

Concentrates.

A GASP.

ARIEL

Maerlyn! By the All Father!

GEMINI

He's coming back, Ariel.

ARIEL

Maerlyn nearly destroyed this world during the Great War!

BOOM!

The ship ROCKS.

(CONTINUED)

BUMPS.

Gemini frees Ariel.

YANKS her to her feet.

GEMINI

That's right. And it's time for you  
to do your part in bringing him  
back, girl! Come on!

EXT. ENERGY BEAM, BARRINGER CRATER - SAME

Bright. Unstable. Destructive.

INSIDE THE BEAM

a monstrous ENTITY is coming through.

INT. ANOTHER CHAMBER, BATTLESHIP - SAME

Oily, dank.

Cavernous.

An ECHOING ROAR.

MOVING FURTHER IN...

Two Groundlings TORTURE...

OOKLA

...with electric cattleprods.

Beaten, bloody, the Mok ROARS.

Pause.

An odor.

The Groundling's SNIFF the air.

In the surrounding darkness, a NOISE.

Groundling #1 SHOVES #2...

GROUNDLING #1

Go check it out!

Nervous, Groundling #2 investigates.

Steps into a shadowy area.

(CONTINUED)

Tense silence.

Until...

WACK!

Groundling #2 SHRIEKS, comes STUMBLING from the dark.

HOBBLING on one bare foot.

The other foot has been caught in a large mouse trap.

Groundling #1 raises his knife.

He doesn't see...

A FIGURE

...rise up behind him, aiming a gun.

POW!

Groundling #1 goes down, shot in the back.

POW!

The figure BLOWS AWAY Groundling #2.

Goes to Ookla, the dim light revealing...

THE ENGINEER

he tucks the gun away, releases Ookla.

The Mok is very weak.

Sees the Engineer's bandaged arm.

OOKLA

Who are you?

ENGINEER

A friend. Can you walk?

OOKLA

Aye. Walk...and *kill*

ENGINEER

Good. We're about to do both.

EXT. MAIN DECK, BATTLESHIP - SAME

Gemini and Ariel study the energy beam.

(CONTINUED)

Gemini holds a small object, wrapped in cloth.

GEMINI

It's time.

He flips his hood back.

Revealing; another face, scarred.

Ariel reacts, disgusted.

The two faces SPEAK in unison.

GEMINI

Imprisoned by blood...

Pulls a knife, grabs Ariel.

GEMINI

...Freed by blood.

ARIEL

Get off of me!

A flash of silver.

The blade SLICES through...

ARIEL'S PALM

...bringing blood.

He lifts the cloth-wrapped bundle.

Unwraps it, to reveal an aborted FETUS.

Pissed, Ariel ATTACKS him.

Gemini grabs her wounded hand.

Forces her to touch the fetus.

Her blood stains it's tiny body.

Gemini TOSSES her aside.

Triumphant, he re-wraps the fetus.

Gently releases it into the...

ENERGY BEAM - SAME

...where it is absorbed.

(CONTINUED)

Then...

An EXPLOSION OF AWESOME POWER.

A WAVE OF ENERGY from the beam.

The battleship is TOSSED ABOUT.

It begins...

Then, from behind him, two guns being COCKED.

Slowly, Gemini turns.

THUNDARR AND ARIEL

stand there, guns pointed at the evil wizard.

Gemini smiles, no fear.

He shows Thundarr a...

CONTAINER

...with a beating heart inside of it.

GEMINI

Missing something, barbarian?

Thundarr is more interested in Ariel.

THUNDARR

Welcome back, princess. How do you feel?

ARIEL

Kill yourself, ape.

THUNDARR

Aye, that's about what I figured.

Without warning...

BOOM!

An EXPLOSION from the bowels of the ship.

The blast rocks everything.

Thundarr and Ariel UNLOAD their guns.

GEMINI

drops the container, takes cover, FIRES back.

(CONTINUED)

GUN BATTLE ensues.

The ship begins to WHIRL out of control.

INSIDE THE ENERGY BEAM

the fetus is BOMBARDED with power. It's growth is ACCELERATED.

The beam itself becomes UNSTABLE.

BACK ON THE MAIN DECK

Thundarr and Gemini face off.

Both UNSHEATHING their swords.

CHAOS all around them.

The two meet amidst the ships devastation.

Swords CLASH.

Epic battle.

ARIEL

is after the container. Unable to grab it.

The imploding ship won't let her.

She keeps missing it.

INSIDE THE ENERGY BEAM

the fetus is nearly a fully developed adult.

BACK ON THE MAIN DECK

Ookla and the Engineer appear.

only to find their way blocked by...

A MOB OF PISSED OFF GROUNDINGS

...all armed and attitude.

OOKLA  
Groundling waste!

The Groundlings SNARL.

Ookla ROARS.

The Engineer SCREAMS A BATTLE CRY.

They all CLASH.

THUNDARR AND GEMINI

continue their epic sword battle.

ARIEL

continues to CHASE that damned container.

GROUNDLINGS

chase the Engineer, corner him.

Quickly, the Engineer goes into his pocket, removes...

A BLOCK OF CHEESE

...and TOSSES it at the greedy Groundlings.

They SQUABBLE, devour it, LAUGHS.

The Engineer LAUGHS.

Everybody is LAUGHING.

Until...

Pause.

The Groundlings CHOKE.

Collapse.

WRITHE around.

The Engineer steps over their corpses.

Drops an empty box on one of them.

The box reads: "d-Con Kills Rats"

OOKLA

is surrounded by Groundlings, armed with blades and guns.

They close in on him, SNARLING, teeth bared.

GROUNDLING

Stupid Mok.

Ookla MOVES.

WHIPPING through their number, almost dancing.  
The Groundling horde FIRE their guns, JERK their swords.  
Managing to only SHOOT and IMPALE...each other.  
The Mok is too fast for them.  
His movements leaves them all dead.

ARIEL

reaches for the container. She concentrates.  
Focusing.  
Determined.

Nothing...she has no power.

The ship ROCKS.

The container ROLLS.

Ariel LUNGES, grabs it, goes SLIDING to the...

EDGE OF THE MAIN DECK

...and is almost gone when...

A HAND

...comes out of nowhere, YANKS her back to safety.

She rolls over, face to face with

THE ENGINEER.

A beat...

He smiles.

She smiles.

They embrace.

ARIEL

Hi, daddy.

BOOM!

Another EXPLOSION.

The ship begins to come apart.

(CONTINUED)

Ariel hands her father the container.

ENGINEER  
Ariel, what-

ARIEL  
Keep this safe, daddy. I'll be  
back.

Kisses his cheek, she BOLTS.

The Engineer observes the...

BEATING HEART

...inside the container.

GEMINI AND THUNDARR

go for broke at this point.

ARIEL

comes out of nowhere, ATTACKS Gemini.

She and the barbarian go at Gemini together.

The two-faced wizard handles their onslaught easily.

Until...

SIMULTANEOUSLY-

Ariel SHOTS Gemini in the head.

Thundarr STABS the wizard through the heart.

Gemini DIES...bloody.

BOOM!

No time to celebrate.

The ship really goes out of control now.

Things BLOWING UP.

The ship BREAKING APART.

SPINNING...SPINNING....SPINNING...

Straight at the energy beam.

INSIDE THE BEAM

the newly formed being is coated in raw power.

ON THE MAIN DECK

our group gathers. Destruction everywhere.

ENGINEER

What do we do?

OOKLA

I do not wish to go into my Final  
Light on this day.

Thundarr thinks.

A beat...it hits him.

He rises.

THUNDARR

We only have one chance to survive  
this hateful mess! Chances are we  
won't, but it's all we have.

OOKLA

You don't mean-

THUNDARR

Aye, old beast.

ENGINEER

Well, I'm afraid. Anyone else?

They rise as one, rush to the edge of the...

MAIN DECK

...and peer over the side, searching for something.

THUNDARR

THERE! Here it comes!

BEYOND THE SHIP

coming at them fast is that teleportaion window.

Same one they came through earlier.

ARIEL

however is looking at that energy beam.

ARIEL

I have to stay behind.

They all turn to her.

ENGINEER

Ariel, what are you talking about?

ARIEL

Gemini, he-

OOKLA

We must jump now! Timing is everything!

Thundarr grabs Ariel. Ookla grabs her father.

They all LEAP off the side of the ship.

Directly into the...

TELEPORTATION WINDOW

...and vanish in a BURST OF LIGHT.

THE BATTLESHIP

goes CRASHING into the

ENERGY BEAM - SAME

Just as the newly formed being OPENS IT'S EYES.

KA-BOOM!

THERMONUCLEAR EXPLOSION

WHITE.

INT. CHAMBER, NEZARIA'S CRADLE - DAY

EXPLOSION of light.

Thundarr and co. DROP from nowhere.

IN AN ANCIENT HYPERSLEEP POD

THE GATEKEEPER

sits up, groggy, half-asleep.

He rises, goes to help.

They all get to their feet, disoriented.

(CONTINUED)

OOKLA  
That was not fun.

The Gatekeeper approaches Ookla, thunderstruck.

GATEKEEPER  
You're a Mok.

Low GROWL, Ookla walks off.

The Gatekeeper checks out the others.

GATEKEEPER  
Where did you guys go? Did you go  
on an adventure? Going on another  
one? Can I come along? Will there  
be danger? I don't like danger, bit  
of a coward, but still-

THUNDARR  
Gatekeeper!

GATEKEEPER  
Yeah...?

THUNDARR  
Tell me your name, son?

GATEKEEPER  
I'm Rob...Rob Ridgely.

THUNDARR  
Well, Rob Ridgely, do you have  
water? Food?

GATEKEEPER  
Yes!

Rob Ridgely exits, excited.

The Engineer approaches Thundarr, hands him the container.

ENGINEER  
I would assume this belongs to you.

The barbarian looks at it, hands it back.

THUNDARR  
Nay. Keep it safe for now. Being  
cursed comes in handy. And I feel  
that to be more truer now than ever  
before.

The Engineer agrees, goes to Ookla.

(CONTINUED)

ENGINEER  
You are Ookla, the Mok?

OOKLA  
Aye.

ENGINEER  
I am honored...and saddened.

OOKLA  
Why?

ENGINEER  
For what has become of your queen.

OOKLA  
K'Lara...?

ENGINEER  
I know where she is.

OOKLA  
Tell me.

ENGINEER  
The Brotherhood Of Night has your  
queen, Ookla.

Ookla's eyes narrow, a LOW GROWL.

ARIEL

stands off by herself, quiet, thinking.

Thundarr approaches her.

THUNDARR  
I knew Gemini could resurrect you.  
I wasn't sure about your baby. Was  
he-

ARIEL  
My baby's dead.

Thundarr takes her into his arms.

She breaks, SOBS.

THE GATEKEEPER

reappears, with drink and food.

(CONTINUED)

GATEKEEPER  
TIME FOR OUR CELEBRATION MY NEW  
FRIENDS AND-

Pause.

He sees the tension, the sadness.

GATEKEEPER  
Or...*not*.

EXT. BARRINGER CRATER - DAY - LATER

Boil of smoke, enormous, choking.

CARRION BIRDMEN

arrive, SWOOPING down from the skies.

MOVING.

Through the smoke, scavenging.

Then...A FIGURE.

Naked.

It RISES out of the ash, unrevealed.

Faces the birdmen, silent.

Seeing the figure, The Carrion Birdmen KNEEL.

BIRDMEN LEADER  
Lord Merlin...

BLACK.