

BARBARELLA

Screenplay by

Neal Purvis and Robert Wade

based on the French comics "Barbarella" by
Jean-Claude Forest and Claude Brulé

and the 1968 screenplay "Barbarella" by
Terry Southern and Roger Vadim

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EXT. PRISON HULK - DAY

SUPER:

ALPHAX PENITENTIARY, CRONOS QUADRANT, VULVARIA

A dark PRISON 'PLANET' slowly revolves in space.

We hear MAD voices yelling out as we close in on a section. The universe's most dangerous reside here.

INT. CELL

Legs.

Gorgeous, luscious legs.

Defying gravity. They strap on boots as the cell door opens.

INT. CORRIDOR, PRISON HULK - DAY

The boot heels click on a cold steel floor.

Is this Barbarella?

A deep voice barks out:

VOICE

Dead Girl walking!

A handsome PRISON GUARD owns that voice. The girl is heading toward a barred gate.

GUARD BEHIND GRILLE

Inmate one five triple-six
transfer to isolation tank for
termination. Permission to leave
Sector D?

The GIRL stands behind the barred gate. Beautiful, athletic, dark-haired. She only has one eye and right now it has an evil glint in it. The other is concealed by a small dark patch. She waits, a GUARD on either side of her as the gate slides back. Her name is SEVERIN.

They move to a grille where there sits another GUARD.

GUARD

Last meal?

(CONTINUED)

CONTINUED:

SEVERIN

Oh why don't you choose for me?
You've always had such good taste.

GUARD

Seems someone sent you a goodbye
present.

He has a bag. Passes it across a counter, through a slot
under the grille - one of her guards takes it, looks
inside. Cosmetics and jewelry.

GUARD

Make-up?

OTHER GUARD

You know the word 'cosmetics'
derives from Kosmos meaning order.

GUARD

(to Severin)
Why order your face when you're
going to die?

SEVERIN

(applying lipstick)
I want to look good in the
Afterlife.

He pours the contents onto the counter. Compact.
Mirror. And a few bits of space jewelry: rings, bangles
and chains. Primitive in style.

GUARD BEHIND GRILLE

Three murders inside this place.
If you'd kept your nose clean
you'd just be looking at a life
sentence.

SEVERIN

You believe in reincarnation?
What are you going to come back
as? Cause you've done the
shithead thing.

He ignores her unpleasant tongue. One of the Guards
beside her takes a necklace out. It has sharp edges.
Strange.

GUARD

I guess once you got the
termination order for the first
killing, anyone else is free.

(CONTINUED)

CONTINUED: (2)

She smiles, looking him over in a disconcerting way:

SEVERIN
(smiles menacing)
True. You'd be on the house.

He tries to conceal that he's unnerved - and flinches as he cuts his finger on the necklace -

And suddenly Severin is in motion -- grabs the Guard, SMASHES him into the bars. Finds the LIPSTICK, aims it at the guy behind the grille - a sharp BLADE shoots out like a silver finger, straight through his heart.

She's lethal, fast, sexy as hell.

The third Guard swings a punch - she ducks, brings a fist up into his solar plexus - he DROPS, winded - another punch flattens him. His head lands beside the gate.

Severin takes a quick moment to PIECE TOGETHER the rest of the make-up and jewelry into a weird, lethal makeshift BLADE gun.

Then she hits a BUTTON by the SPIKED GATE - it's CLOSING.

The Guard is conscious - sees the closing gate on its way to his head. Severin waits by the button, could stop it at any time.

But she just walks away - pure menace on her face as we hear a YELL and the gate SLAMMING SHUT.

CUT TO:

INT. WARDEN'S OFFICE, PRISON PLANET

The Warden's door slides open. Behind Severin's feet we see the RECEPTIONIST lying on the floor.

The Warden is shocked as Severin moves into the office.

WARDEN
Prisoner one five triple-six..

Severin raises the curious laser weapon she's fashioned.

SEVERIN
I'm not a number. You know my name.

We follow her boots into the room:

(CONTINUED)

CONTINUED:

SEVERIN

Where is she?

WARDEN

Severin... I... don't know - who do you mean?

She walks atop his desk.

SEVERIN

The bounty-hunting bitch who put me here! The one who took my eye...

WARDEN

Barbarella hasn't been here for...

Severin BLASTS the Warden in the chest. The spinning blade exits the other side of his chair.

She looks to a skylight above her - a shadow moves across - an EVIL-LOOKING SHIP, sent for her escape. The roof blasts upward and a line drops to her.

A SCORPION-LIKE BIO MECHANICAL CREATURE with a glowing sack crawls from the line onto hand.

She smiles, flinging it at the Warden. It attaches to his throat and burrows straight into him as he shudders and shakes (we will later recognize this as the process of 'absorption').

SEVERIN

I'm going to find her, and when I do...

(fastens the line to her belt)

She's going where you're going.

- As she is lifted up through the ceiling, the Creature RIPS from the dead warden and flies back into Severin's hand as she sails upward.

CUT TO:

INT. MARBLED TEMPLE ON EDGE OF SEA

Three men (CLYTUS, CASANOVA and MATTHIAS) dressed in simple clothes are talking as one of them studies a giant 3D map of space. Some of the planets are TURNING RED. The men move among marbled pillars mapped with constantly changing numbers and immense equations. Placid and wise, these are THE WATCHERS. But they are grim.

(CONTINUED)

CONTINUED:

CLYTUS

The Baal expansion accelerates as we projected. Soon they will number in their trillions.

CASANOVA

While we can now be counted on one hand.

Matthias reacts to an incoming DATASTREAM, moves to a futuristic time-piece:

MATTHIAS

The Severin escape has just occurred. Probability paths now branch to outcome gamma five-double-six-five-six.

All eyes go to the infostreams.

CASANOVA

So it has started. All hope rests with our last warrior. Where is she at this moment?

INT. CHURCH, PLANET X

Booted legs cross a church floor.

A Blonde in a cloak enters a confessional box. We don't see much of her face. But her voice purrs sweetly...

WOMAN

Forgive me father, for you have sinned. Let me unburden you of your load.

PRIEST

You know the price.

A collecting tray shunts out in front to her. She drops in some weird electronic coins: Zulecs.

PRIEST (CONT'D)

Zulecs are always welcome. But then there is ... my commission.

WOMAN

So I heard. A touch of my flesh.

PRIEST

Six, actually.

(CONTINUED)

CONTINUED:

When she does not answer right away:

PRIEST (CONT'D)

I do have other buyers lined up -

WOMAN

The Baal? But they don't have
what I have.

(beat)

Four.

PRIEST

Agreed.

Another door slides open - a hand reaches down, caresses the woman's calf. The hand withdraws, then a small object comes through: it's reflective, like a sliver of mirror, but as she turns it over in her hand we see it is formed of fused diamond-like crystals.

PRIEST (CONT'D)

Fragments from the Chamber of
Intuition.
Just look at those diamonds ...

WOMAN

How did you get it?

The hand touches her knee - another fragment is proffered-

PRIEST

By killing anyone in the way.
(laughs)
Any *woman* in the way, actually.

His groping hand comes through - but she GRABS it, pulls the man hard into the wire mesh - his face forms in the mesh like a pin sculpture toy. The force has knocked him unconscious.

BLONDE

Poor baby. You were one touch away
from this.

She places his unconscious hand onto her breast, then tosses it and his body aside.

CUT TO:

THE GIRL WALKS AWAY - BRINGS HER FACE UP AND BY THE
STARLIGHT WE SEE THE BEAUTEOUS VISAGE OF OUR TITULAR
HEROINE.

CUT TO:

(CONTINUED)

CONTINUED: (2)

The Priest recovers - starts running in a different direction to the Blonde.

AN ALARM GOES OFF

MEN IN CLOAKS flood into the cathedral. They take up positions as she tries to find the best way out.

There is none.

Eight Cloaked Men surround her and aim weapons.

She drops her entire cloak. A shudder flows through them.

She is barely dressed in a stunning, skimpy gold outfit. No visible weapons other than her hypnotic presence.

She kicks the cloak away defiantly.

Why don't they simply shoot her? She seems to have them under her spell, for she walks slowly and cat-like in a small circle, making eye contact with each of them.

The sound of her heels clicking and echoing through the silent church.

A small PURRING SOUND as her bracelets begin to defy gravity... spinning on their own, away from her skin.

They rise up and down her arms as she raises them. She points her fingers at two of the bewildered men.

In a flash the bracelets SLIDE OFF HER ARM and into her hands, REFIGURING THEMSELVES into FIRING DEVICES. She takes OUT the first two men. WEAPONS FIRE.

She ducks and uses the FLYING DARTS section of the bracelet to take out three more, striking them in the foreheads.

The bracelets go back on her arms as two of the men RUN AWAY in opposite directions.

She faces the last man with her hands at her sides.

He has a clear shot now. but still the hesitation.

PRIEST #2

(admitting)

I can't... win against you.

Her bracelets stop spinning, and settle.

(CONTINUED)

CONTINUED: (3)

BLONDE

I know.

He quickly tries to fire, but she QUICK DRAWS a section of jewelry that was clinging to her waist, which instantly re-configures into a gravity defying and elegant gun that fires and sends the priest flying back into a wall - killing him instantly.

She then fires at the two priests far in the distance who ran away earlier. They too drop.

Her gun spins and reattaches to her hip, reconnecting itself against her bare skin like a piece of jewelry.

INT. AIRHEART

The Blonde races into the ship. She leaps behind the controls, blasting them off from the planet - then flings the MIRRORED FRAGMENTS into some kind of spectrum analyzer. As a lightbeam examines the glinting shards...

The maternal, soothing voice of the ship has something to tell her:

AIRHEART (O.S.)

There's something you should know -

BLONDE

(urgent)

- Just tell me if they're real?

AIRHEART

... Very well. Ultra-pure croton diamonds. Magnetic resonance in permanent flux ... sufficient mass would treble synaptic activity in the visual cortex.

BLONDE

So it's true. There really is an Intuition Chamber.

AIRHEART

And the contaminants place it on only one planet. Lythion.

BLONDE

Alert the Watchers, Airheart.

AIRHEART

I would, but -

(CONTINUED)

CONTINUED:

And now Barbarella hears a NOISE - realizes she is not alone (so that's why Airheart was being so coy).

It's the CONFSSIONAL PRIEST - and he has the drop on her, sitting on her bed, a gun in his hand!

PRIEST

There's that matter about my
commission...

Barbarella is not unduly worried. She simply smiles at him, then she moves to an area of the ship, presses a button and zero gravity sends her drifting upwards...

The Priest watches on, captivated...

She begins to strip. First her deadly bracelets, her hip gun... Then other, more essential items. Sending them floating away.

She adjusts her gravity, and drifts to the fur-lined floor of the ship. (It's like an open-plan apartment, with minimal space given over to technology and drive controls etc.,).

She looks to the Priest on the bed:

BARBARELLA (CONT'D)

Strip for me.

He's less interested in turning her on, wants to get his robes off quickly. Leaves just his sci-fi form-fitting speedos on.

Focus on Barbarella walking towards the bed, in foreground it seems like the Priest(out of focus) has two dicks!

She lays on his stomach for some sweet talk... Pushes his gun aside. Then notices his double cock.

BARBARELLA

Impressive.

PRIEST

(smug)
It works everytime.

BARBARELLA

I bet it does!

She kisses him.

(CONTINUED)

CONTINUED: (2)

BARBARELLA

(seductive)

You know what else works
everytime?

She leans back and her metal bra begins to undo itself...

And we suddenly HEAR a MACHINE SOUND. He aims his pistol but his arms and ankles are instantly bound by metal constraints. She hits a button and the bed flips upwards like an old hideaway bed, only CAGE BARS come down from the ceiling securing him into a neat package ready for transportation.

BARBARELLA

(to Airheart)

Tell the authorities a new
prisoner's checking in.

The package slides into an exit port.

PRIEST

(hidden, muffled)

You two-faced cock-teaser!

BARBARELLA

Call me anything you want. But my
name...

(flips switches)

is *Barbarella*.

His cargo container seals violently shut.

A BIG, BOLD, SEXY TITLE CARD COMES UP:

B A R B A R E L L A

CUT TO:

EXT. BAAL ESCAPE SHIP

The ship that helped Severin escape zooms along ...

INT. BAAL ESCAPE SHIP

Severin is alone in a forbidding room, angled around a weirdly glowing pit... A voice emerges from thin air:

BAAL VOICE (O.S.)

Your escape will have put your ex-
colleagues on alert.

(CONTINUED)

CONTINUED:

SEVERIN

Colleagues? I was their slave.
Just like Barbarella. Only she
never woke up.

BAAL VOICE

We want everything you know about
the Watchers.

SEVERIN

(scathing)

With pleasure; big-brained
shitheads set themselves up as
gods - the guardians of harmony.
Only they're male, can't do
interplanetary - so they need
women like me - and *her*.

She is slightly distracted by a sinewy, metallic, quasi-
medical apparatus rising from the pit. It moves toward
her like an electric snake.

SEVERIN

What's that?

BAAL VOICE

It helps us get at the truth.

SEVERIN

I'm telling it.

BAAL VOICE

We need to go *deep*.

The snake nudges at her belt. Unwraps it...

We do not see what else happens with the apparatus, but
stay on Severin's face - the snake is somehow attaching
itself to her, accompanied by strange metallic sounds...

BAAL VOICE

Why do you think we Baal are the
fastest evolving organism in the
universe?

She moans involuntarily as something happens to her.

BAAL VOICE

That's right - we absorb only the
strongest genes of the best races
we encounter, then eradicate all
rival genetic material by
destroying the host planet.

(MORE)

(CONTINUED)

CONTINUED: (2)

BAAL VOICE (CONT'D)

Thus our intelligence increases,
our strength, resistance to
disease, our rate of expansion -
at the expense of any other
species we encounter.

Severin closes her eyes as pleasure courses through her.

BAAL VOICE

But in your case, Severin - we are
prepared to ...co-exist.

INT. AIRHEART - THE GALLEY

Barbarella sinks into a hot, near zero gravity clear tub.
The water flows over her as we see something weird
happening behind her.

3 PAIRS OF EYES APPEAR. Then they acquire NERVES that
connect to a coalescing BRAIN and nerve stem. (As the
scene progresses their bodies build before our eyes;
nerves, SPINE, ORGANS, VEINS, BONES, MUSCLES, SKIN...)

Barbarella turns - it looks scary - but she's calm.

AIRHEART

Mindstream opening.

The Watchers are formed.

BARBARELLA

Mathias. Clytus. Casanova. You
always know the right time to
call.

MATHIIAS

Congratulations Barbarella, you
located the fabled Chamber. But to
protect it we have decreed you
must destroy every fragment you
hold.

BARBARELLA

(surprised, then)
Of course. You are all knowing.
I've never questioned your orders.

CASANOVA

I'm sure the Priest offered great
resistance.

(CONTINUED)

CONTINUED:

BARBARELLA

Oh he couldn't resist... If only the male humanoid thought with his head. But you're here about Severin? I just heard she escaped.

CASANOVA

She was sighted in the Vortigern Chaosphere. But whatever your feelings, you are not responsible for the change in her. We need you for something much more urgent. There's a King we need you to save-

BARBARELLA

- A King? Isn't that kind of ... old?

CLYTUS

We do not question the culture of others. The Watchers observe merely to know when to help and protect.

(beat)

You must journey to the Black Moon and save its King.

The bombshell has been dropped.

BARBARELLA

The Black Moon? A dead, haunted planet - in the Baal zone? On a half-chance that someone has survived their extermination? Why so dangerous a mission?

MATHIIAS

We have extrapolated that this is the best use of your qualities.

CORNELIUS

Everything we have ever asked of you has helped keep the universe in harmony, however odd it may have seemed at the time. But this is a mission of ultimate gravity.

BARBARELLA

Gravity.

(beat)

Very well.

(CONTINUED)

CONTINUED: (2)

THE WATCHERS DISAPPEAR

Barbarella checks A SPACE MAP ON A SCREEN. Isolates the galaxy where the Black Moon is - then the Vortigern Chaosphere.

BARBARELLA

...At least I can pick up Severin on the way. There's only one place she'd be going, right Airheart?

Her extensive wardrobe of outfits offer themselves to her, twirling themselves seductively.

AIRHEART

I'd advise something with good protection against Severin.

Barbarella slips on a chain mail dress. Winces at it.

BARBARELLA

(choosing stunning outfit)
True...but to find her I'll need to turn some heads.

She takes off the dress as we:

CUT TO:

EXT. SPACE

SUPER: VEGA - EDGE OF THE CHAOSPHERE

We PUSH IN ON A GIANT FLOATING CASINO CRUISE LINER, buzzing with life (serving the industrial sector - a mecca for rich gamblers - but also for the not-so-rich: miners and rig workers on leave come here to blow their pay.)

On the outside there are REFUELLING BAYS and service areas - and BENEATH A GIANT OPEN-PLAN GLASS DOME, hotels, brothels, bars, zoos, huge overhanging see-through swimming pools, with nude bathers entertaining the masses below. There are themed casinos, just like Vegas. (The themes will tell us something about the course of history that led to this future).

Several interstellar craft are coming alongside in the 'docking' area...

INT. TABLES - VEGA

Down in the pit, a game of quantum craps is in progress.

A handsome guy rubs his face. Humanoid in concept but somehow ...other. His name is RAEL. He makes a decision, puts down the KEYS to a spaceship, points it out on a landing deck above them.

RAEL

I bet my ship. The Goose. Three offboard stormdrives. Zero-to-lightspeed, six seconds. Do you take the bet?

The CROUPIER is indecisive. He glances at an OVERBEARING PRESENCE... CORNELIUS the CASINO OWNER. A foul mass of blubbery flesh with 4 eyes, 2 faces, and 5 hands. He SNIFFS Rael.

CORNELIUS

I thought you Antarians had all been wiped out by the Baal. You could make your fortune working for me.

Rael glares back at him.

CORNELIUS

(waving 3 hands)
"See the last Antarian - sideshow freak!"

RAEL

The Baal will get here one day, Cornelius. And then all this will be over.

CORNELIUS

So ... you want to run away?
Desperate for a faster ship?

RAEL

Take the bet.

CORNELIUS

(smiles)
No.

RAEL

Okay. My ship - and me. My life.

(CONTINUED)

CONTINUED:

CORNELIUS

But as an Antarian what's left of
it? Four of our years? Five?

RAEL

Yes our lifespans aren't the same
as most. A year for you is ten
for me. So it means even more.

Rael holds his vile gaze.

CORNELIUS

Why would the Baal absorb the DNA
of a species that only lives to
twelve?

RAEL

It was the genes for our good
looks they wanted. So you should
be safe.

Cornelius' buttons have been pushed:

CORNELIUS

(to Croupier)
Take the bet.

Rael kisses the dice.

RAEL

Random gravity.

The Croupier adjusts a knob ... Rael tosses the dice - in
the random gravity they dance around endlessly ...

Finally the dice drop. The crowd OOOHH - because he's
lost...

Cornelius now owns him and his ship.

But Cornelius is not happy.

CORNELIUS

You eased my boredom for a moment.

His chair rises. A huge blaster is under the table.
Cornelius aims it at Rael's ship.

CORNELIUS

But I have the opposite problem to
you, an infinite lifespan.

(CONTINUED)

CONTINUED: (2)

RAEL
(smiling daggers)
Until someone kills you. Or the
Baal arrive.

CORNELIUS
Good point. Is that your ship?

He BLASTS it. Rael is devastated. Others cheer.

CORNELIUS
(to Aide)
He can serve out the rest of his
days behind bars. Start him in
that one.

He points to a nearby bar. Rael is led away.

EXT. VEGA, ARRIVALS AREA

The Airheart swoops over the giant decadent casino and
comes down to land.

INT. VEGA

A SCREEN shows Barbarella climbing out of the Airheart.

CORNELIUS
(his eyes dance)
Mmm. My boredom is... *temporarily*
impaired.

AT RAEL'S BAR

Flying serving trays float around, carrying drinks as
well as orders.

A space alien who's a bit the worse for wear tosses down
a few Zulecs.

ZOONIAN
Gimme the Vega special.

RAEL
Remind me what that is.

The Zoonian presses a button on a screen - Rael checks
the recipe. Starts putting together a foul looking goo.
The Zoonian bore wants to talk:

(CONTINUED)

CONTINUED:

ZOONIAN

So ... your planet got wiped out,
too?

RAEL

The Baal are coming. But I guess
no one worries about what can't be
stopped.

ZOONIAN

Then why bet your ship?

RAEL

Engine blew. Even I can't fix it.

He knocks back another gulp, pissed off with himself.

ZOONIAN

Everything's a let down these
days. I mean, take the universe -
it just don't measure up. Every
intelligent species in all the
different galaxies is basically a
variant on the same thing? What's
that about? Two arms, two legs,
two eyes -

He's stopped because the ultimate version of two of
everything has just walked in. Heads turn. Barbarella
saunters over to the bar. Oozing sexuality. The Zoonian
calls to Rael who has moved away to serve another
creature.

ZOONIAN

Get the girl a special on me.

Barbarella smiles at Rael:

BARBARELLA

(to Rael)
Make that a glass of blue. Strong.
And I'm paying.

ZOONIAN

(unfazed)
You're Barbarella. The Bounty
Hunter. And that ship of yours is
the fastest in the zone.

Rael takes note of all this.

She smiles at the handsome Rael who hands over her drink,
shows him a hologram OF SEVERIN.

(CONTINUED)

CONTINUED: (2)

BARBARELLA

Seen her around? Her name's
Severin.

He shakes his head. She sips her drink.

BARBARELLA

If a barman doesn't have
information, he should at least
know how to fix a strong blue.

RAEL

Sorry. I can fix a busted storm
drive, even a broken mindstream
crystal. But drinks - forget it.

BARBARELLA

Then what are you doing there?

RAEL

Let's say, I'm newly acquired.

The drunken Zoonian butts in:

ZOONIAN

He's the last Antarian.

BARBARELLA

(ignores him)

Ah. Bad luck, then. Cornelius
likes to collect special things.

(re: Cornelius)

Is he looking at me?

Rael glances over at the watching Cornelius. Nods.

BARBARELLA

Excellent. And don't worry. Bad
luck is always followed by good.

And with a smile she heads off.

ZOONIAN

Or worse.

All the gamblers and their alien molls take in this most
beautiful of astral bodies as she strides through the
casino.

She sits down opposite Cornelius.

CORNELIUS

I hoped you'd join me.

(CONTINUED)

CONTINUED: (3)

BARBARELLA

(smiles)

Perhaps a little Nines?

CORNELIUS

What stakes?

The dealer is already dealing.

BARBARELLA

Zulecs, and... Information.

She lays down the hologram of Severin. She sees a flash of recognition in Cornelius' four eyes.

CORNELIUS

And if you lose?

She picks up her cards.

BARBARELLA

You get to quiz me all you want.

She lays down a card, receives two more from the dealer.

CORNELIUS

It's not talking I really had in mind.

(unctuous)

Money is so dull can I not sweeten the pot in some other currency?

He plays his cards, gets dealt some more.

BARBARELLA

Apart from the info, you have nothing I want.

(thinks, studies hand)

Tell you what -

And she glances at Rael watching from the bar.

BARBARELLA

Throw him in.

- and she points to Rael.

A small shudder goes through the crowd as they see something's happening with Cornelius again.

CORNELIUS

Are you really as good as you look?

(CONTINUED)

CONTINUED: (4)

BARBARELLA

Looks are highly subjective.

(She says this to the face of a being who is objectively disgusting.)

CORNELIUS

Throw yourself in and we have a deal.

This is a big decision for her. She doesn't need to do this but she wants to face down this ... thing.

She stands, revealing her side arm. (a sword or gun.)

Is she planning on using it? The moment is tense.

She surprises the room as she steps atop the table. All eyes are on her. She walks across the table, sensuous, drops herself into Cornelius's lap!

BARBARELLA

I'm in.

The ROOM LAUGHS.

Cornelius is taken off guard.

He's looking at her as he plays his final card. Totally distracted with Barbarella in his lap, Cornelius's judgment falters.

Barbarella looks to the table, then takes a peek at the cards still in his hand.

BARBARELLA

Oh, you could have had me.

She's won. His smile drops as he realizes what's happened.

BARBARELLA

Where is she?

Cornelius is still staring at the cards on the table.

CORNELIUS

Severin? Room 667.

BARBARELLA

Thank you.

She kisses what could be his cheek. And leaves his lap.

(CONTINUED)

CONTINUED: (5)

Rael comes up to her.

RAEL

Is it true? Guess I'm yours now.

BARBARELLA

(shakes head)

I won you but I don't own you.

You're yours.

(smiles)

Told you about luck.

She takes a glance at a screen by the bar:

CLOSE ON SCREEN:

Lists of rooms and orders coming in: weird drinks and food.

BARBARELLA

pauses by the screen, seems to note something, then slinks off, leaving Rael staring.

BACK TO:

CORNELIUS

watching her, to his table, shaking his head.

CORNELIUS

It's a woman's universe...

CUT TO:

INT. HOTEL ROOM

CRIES OF PLEASURE, as Severin fucks a CASINO GUARD. She is wearing a shiny tight black outfit, metal spikes protruding all over. Wears a helmet, a metal tag now concealing her blind eye.

She's as wild and lethal in bed as she is in action. As the casino guard climaxes she unsheathes a blade and chops his head clean off. She writhes to his death spasms...

A KNOCK on the door, and A BLUE-HAIRED SERVANT GIRL enters with a tray of drinks.

SEVERIN

(shuddering and flexing)

Put it over there.

(CONTINUED)

CONTINUED:

The servant girl puts down the drinks, and notices the bloody mess.

Severin is unfazed.

SEVERIN

You can clean up this mess later.

The girl goes to leave, but then shuts the door.

BARBARELLA

Oh why not clean this up now.

Barbarella, in the blue hair and new outfit unholsters her side arm, glances about the room, expecting Severin has help at hand.

Severin looks surprised:

SEVERIN

Barbarella. Taking me back to my death?

Barbarella has her weapon trained on Severin.

SEVERIN

I'm afraid only one person got caught today, pretty one.

Barbarella sees Severin looking up. Follows her gaze.

SEVERIN

And it's not me.

- a series of monstrous BOTS cling to the ceiling.

As one they DROP, SPIN, ROLL -

Barbarella blasts One - his ARM goes flying.

Two quickly knocks the gun from her hand, clings tight to her -

Barbarella flicks a switch on her outfit - and blades shoot out of the elbows - she hurls the DRINKS TRAY at Three - Slices off his arm - elbows the bot behind her, knifing into his motherboard showering them both in sparks.

But the bots are quickly all over Barbarella. They soon have her. Severin approaches, in control.

Barbarella is restrained by one of the bots who has become a deadly machine, while sitting her in his lap.

(CONTINUED)

CONTINUED: (2)

A brace wraps tightly against her neck and pushes her chin upward, completely restrained in mechanical bondage.

SEVERIN

You left me to rot on Vulvaria.

Barbarella stares back at her.

BARBARELLA

I was just doing what I was told.

SEVERIN

You think the Watchers must always be right?

BARBARELLA

They were right about you, weren't they?

Severin holds her hand to Barbarella's head.

SEVERIN

Well then, Watchers... Watch this. Our story. Remember?

They're suddenly seeing the same memories. So are we:

SEVERIN

There we are completing training. Two young girls from opposite ends of the Universe. Best friends...

Then we see them running down an alley together. The sound of explosions all around.

SEVERIN

...Getting nutrition pods through at the Siege of Eon. Stealing sacred herds from Oleandra. Doing whatever the Watchers asked of us, no matter how right, or wrong it seemed. I rebelled. So then here I am being taken to prison...

She's thrown into a cell, one eye a dark hole.

SEVERIN

...the jelly of my eye gouged from its socket. Now how did we get from there to here?

BACK TO SCENE:

Barbarella is affected by all this. It hurts to see where they have now got to.

(CONTINUED)

CONTINUED: (3)

BARBARELLA

So you're going to end the story
by killing me?

SEVERIN

The final chapter *is* missing,
pretty one.

Severin unsheathes her knife and SLASHES Barbarella clean
across the face!

Barbarella gasps. The blade cut a thin bloody trace
across her skin.

SEVERIN

But... not so *soon*, not so soon.
Plenty of time for that.

Severin leans down and her bad eye uncovers itself. It
eagerly looks Barbarella over, a smile curling on her
face.

We tilt down to see that wherever her mechanical eye
moves, her plated breast's eye follows.

Her voice soothes as the breast plate sends a beam that
instantly heals as it moves across the scar.

BARBARELLA

So you're with the Baal? You want
a Universe of chaos?

SEVERIN

Chaos is already here. Even with
the Watcher's 'higher
intelligence' decreeing what's
best for the Universe. And you
don't even question it.
Look at you - you don't even know
who you are. The Baal are the
future. The Watchers are the
past.

BARBARELLA

There must be acceptance at least,
if not harmony!

SEVERIN

(cutting her off)
There need not be anything!
(she straddles her)
Don't worry. I'll fill you in.
It's a long way to the Black Moon.

(CONTINUED)

CONTINUED: (4)

Barbarella reacts to this enigmatic utterance. And then is stunned to hear:

SEVERIN

Why? Because you're its daughter.

BARBARELLA

I'm...

SEVERIN

Yes... The Last Daughter of the Black Moon. See? Not even *your Watchers* would tell you that. You know enough for now.

Smiling, she closes in for a kiss. A kiss of dominance, a kiss of desire...

SEVERIN

...Secrets are for keeping...

And she kisses her on the lips. Then pulls back a little.

SEVERIN

Your future. Sealed with a kiss.

EXT. CORRIDOR, VEGA

As Barbarella is taken along by the three slightly damaged bots, Severin consults a small radar.

SEVERIN

Antarian approaching. Thirty feet, twenty-five...
(to Bot)
Take him out.

The bot prepares his weapon - we wait for Rael to turn the corner into the corridor...

Barbarella has to act. As he appears and the bot presses the trigger - she kicks him in the back of the leg - the bot buckles, shooting upwards - just over Rael's head!

Barbarella kicks the bot's gun away - sliding it to Rael.

He picks it up and blasts away expertly - smashing the bots and sending Severin diving - huge holes appearing in the wall behind her. As Barbarella painfully escapes her binds and goes for a gun, Severin slips through a hole...

Bots now in pieces. Rael joins Barbarella.

(CONTINUED)

CONTINUED:

Barbarella looks through the hole to see Severin escaping, sliding down the sloping hotel wall on the long journey down to the gambling floor below... A little daunted by the height they're at - but brave - Barbarella heads after her. Rael looks even more concerned as he follows too.

DOWN BELOW

Severin fires spinning blades as she slides, just missing them, but taking out some gamblers in the process.

She slides off the end - turns back - fires below where they're sliding - creating a giant spread of blades that become unavoidable.

Barbarella gets ripped up hard, as she shields Rael.

CORNELIUS

hears the mayhem off in the distance and sends his guards to investigate.

BARBARELLA

Is badly injured... sees Severin far ahead, rushing through the heart of the Vega gambling area to get to her ship. She starts its engines by remote.

Barbarella rips a few blades out of her torso.

Rael is in better shape, sees Cornelius' security force arriving, attracted by the commotion...

Rael starts to lift Barbarella.

RAEL

I came to thank you.

Barbarella takes his gun, and pushes past him.

BARBARELLA

You're quite welcome.

Her THEME MUSIC pounds as bloodied but unbeaten she heads off for Severin, determined to take her down.

ONE OF CORNELIUS'S GUARDS

Surprises Severin, grabs her - but SPIKES suddenly protrude out of her costume like a porcupine. His hands cut, he lets go. Several other guards appear in front of her.

(CONTINUED)

CONTINUED: (2)

She turns and sees Barbarella staggering in hot pursuit. Turns back and - FIRES her spikes into the guards in front of her. Runs right past them.

Then fires the spikes protruding out of her back at the trailing Barbarella.

Barbarella leaps atop two floating serving trays and uses them as floating skis, fires a few rounds at Severin, tearing through flesh.

She then spots the see-through swimming pool that hangs just above the section that Severin is running through.

She fires repeatedly, cracking the giant water tank open, sending tons of water (and swimmers) crashing down onto Severin, who is thrown hard into a wall by the waterfall.

Barbarella, wiping blood from her eye, gets one final shot in, a good clean hit, but as more water pours down - she loses sight of her quarry.

And now she glances back at the destruction they've wrought - and sees Cornelius's guards on their way.

She and Rael struggle away to the AIRHEART...

EXT. SEVERIN'S SHIP

Severin is weak at the controls - but manages to blast her ship away from Vega...

INT. AIRHEART, LAUNCH BAY - VEGA

Barbarella collapses inside her ship. Rael checks her over. She's lost a lot of blood.

BARBARELLA

(weak)

I can't fly us out of here.

RAEL

I can.

He starts powering the Airheart up:

BARBARELLA

Men can't travel into deep space.
Their hearts... explode.

(suddenly concerned)

You are male aren't you?

(CONTINUED)

CONTINUED:

RAEL

(nods)
Antarian. We do interplanetary.

BARBARELLA

(going under, weak)
My perfect mate...

AIRHEART

(to Barbarella)
Did you give him permission to fly
me?

BARBARELLA

Nnnnn...

She passes out.

AIRHEART

What did you do to that girl?

RAEL

Saved her ass.

And he hits a BUTTON and THEY BLAST OFF.

He starts to program a destination.

AIRHEART

The only person who can override
me is sleeping in front of you.

Rael flicks some switches.

AIRHEART (CONT'D)

You can't do that. Restore my
functions immediately.

RAEL

She needs to rest. And so do you.

AIRHEART

But...

Rael flicks another switch and she's silenced.

EXT. LAUNCH PAD, VEGA

Cornelius arrives just in time to see the Airheart
leaving his city in the sky.

Then he turns to look at all the damage to the hotel.
Gets handed a microphone device.

(CONTINUED)

CONTINUED:

CORNELIUS

Back to the pleasures we offer
you. Where all your dreams... all
your imagination... all your
fantasies... are realized.

INT. AIRHEART - LATER

Rael kisses Barbarella softly on her forehead.

Rael seems to glow as he starts to reveal her naked
body... kissing her wounds... and they magically seem to
heal...

He rolls her over... continuing to kiss away her pain...
takes a sharp intake of breath as if saving her is taking
some kind of toll on his system, but he carries on... the
wounds continuing to disappear... her lifeforce
returning...

CUT TO:

INT. AIRHEART - LATER

Rael is gazing out the window at the planet VUULA.
Rising up from it is an amazingly high mountain peak. In
orbit above it is the bedraggled equivalent of a
MOUNTAINEERING BASE CAMP. The Airheart approaching it.

VOICE (O.S. - BARBARELLA)

How did I ... get well?

He turns to see Barbarella.

RAEL

Just something us Antarians can
do. Only not too often.

(off her puzzlement)

It takes a little off our life.

BARBARELLA

(amazed)

You gave some of your life for me?

RAEL

Don't forget you got mine back off
Cornelius. We're quits. The
name's Rael. Glad you woke before
I got off.

This is all happening so fast:

(CONTINUED)

CONTINUED:

BARBARELLA

You're leaving?

RAEL

(indicates mountain)
Mahar. Tallest peak in the
universe. I've climbed the ten
next tallest. The ride down
should be incredible, if not
fatal.

BARBARELLA

You're the last of your species
and you want to kill yourself
climbing a mountain?

RAEL

(irritated 'patience')
What would you recommend?

BARBARELLA

I don't know, I guess I just don't
want to see the Baal win.

RAEL

Then good luck.

It looks like he's heading off.

BARBARELLA

You give up just like that?
That's why the Baal can just sweep
through - people don't care. No-
one has any lust for life.

He gives her a real second look.

RAEL

You've got enough of that for all
of us. Who are you anyway?

BARBARELLA

(trying it for size)
The Last Daughter of the Black
Moon?

(troubled)
But if that's true, the Watchers
have been lying to me my whole
life...

RAEL

So ask them.

(CONTINUED)

CONTINUED: (2)

BARBARELLA

I can't. They come to me through a
Mindstream.

We see him register this. Hesitates, then, despite himself:

RAEL

You can invert a Mindstream.
Project yourself wherever you
please. It's not easy but it can
... be ...done.

He turns to see her staring at him blankly.

RAEL

(needling)
You can't invert a Mindstream?

Irritated, she leans past him to fiddle with the
navigation controls:

BARBARELLA

No. But if you want to die on that
mountain, you should get going.

He looks out of the window at the fabulous mountain -
then back at the fabulous Barbarella.

RAEL

I figured it would be the ride of
my life.
(smiles)
But now I look at it - it's just a
mountain.

She doesn't smile - outwardly, at least.

RAEL

So find me a proton storm.

SHE PUSHES PAST HIM TO GET TO THE HOLESTICK. AS SHE
FIRES THINGS UP:

BARBARELLA

(matter-of-fact)
By the way. Did you turn Airheart
off?

As she pilots them away...

RAEL

(shrugs)
She was annoying me.

(CONTINUED)

CONTINUED: (3)

BARBARELLA

(to self)

...Really.

She clicks a button.

AIRHEART

Thank you Barbarella. You have no
idea what I've been through. I...

Barbarella clicks her back off. Smiling to Rael.

BARBARELLA

Get some rest, Airheart.

EXT. SPACE - A PROTON STORM

Outside, the storm silently rages. The Airheart is being
rocked about.

INT. AIRHEART

Rael has stripped down the MINDSTREAM CRYSTAL and has it
hooked into the ship's power supply.

RAEL

Every thoughtform that's moved
through this crystal will have
left a trace. The proton
agitation we're moving through
will make the pattern stronger.

BARBARELLA

Is it dangerous?

RAEL

I'd say...exciting.

As he fiddles with the crystal and the circuits:

BARBARELLA

Where did you learn this?

RAEL

My people have -
(corrects self)
- had ... a distributed brain.
Someone learns something, it's
transmitted to all others.

(CONTINUED)

CONTINUED:

BARBARELLA

So ... when they were all killed,
you felt their pain?

He doesn't answer. Deep. But she doesn't get the hint:

BARBARELLA

How terrible. No wonder you want
to die.

RAEL

The Watchers may have trained you
up but they sure didn't teach you
much about life.

She doesn't really hear, nervous about what she's about
to do.

He shaves a sliver off the crystal and drops it into a
glass bowl of silver liquid. As the crystal dissolves, a
swirling IMAGE appears in the bowl.

RAEL

(reassuring)
I'll be keeping an eye on you.
(sensing her anxiety)
Think they won't want you just
dropping in?

BARBARELLA

(putting on brave face)
They're my guardians. It's part
of the deal that I annoy them once
in a while.

And so saying, she touches the CRYSTAL

BLAM ! -

She's slammed into another world.

INT. WATCHERS' TEMPLE - DAY

Clytus, Casanova and Matthias are huddled in a circle and
turn when Barbarella comes in:

BARBARELLA

(insulted and hurt)
Hiding from me?

(CONTINUED)

CONTINUED:

CASANOVA

(weary)

No my dear. We knew well enough
this day would come.

BARBARELLA

But I'm from the Black Moon! Why
didn't you tell me before?

CLYTUS

We calculated it would have been
disastrous.

BARBARELLA

I have a right to know about
myself.

MATTHIAS

Even if it could cause the end of
the universe, my child?

And then she notices the reason they were in a huddle:
they are each holding phials - now almost empty. Liquid
traces on their lips.

BARBARELLA

What are you doing?

CASANOVA

What we knew we would have to do.
You will have been followed. The
Baal will be here within minutes.
We cannot let them absorb us.

(weakening)

Our knowledge would make them
unstoppable. Goodbye my child.

BARBARELLA

You can't leave me! What am I
supposed to do!?

CLYTUS

(weak)

You will find your way.

MATTHIAS

(dying)

Go now. Goodbye, Barbarella.

She stares as they fall down. Dead. Then comes to her
senses as the air begins to darken. She looks across the
ornate room - Severin walks in...

(CONTINUED)

CONTINUED: (2)

SEVERIN

Surprised?

Barbarella suddenly VANISHES.

INT. AIRHEART

And finds herself back on the Airheart.

BARBARELLA

What the hell are you doing?!

RAEL

It wasn't a good place to stay.
And Airheart tells me we're being
tracked.

He's at the controls, speeds the ship along... they're
starting to lose transmission as they begin to leave the
proton storm...

But on the GLASS SPHERE, Barbarella watches in horror as
Severin walks among the corpses of the Watchers. She
leans down and kisses the dead Casanova.

SEVERIN

You think you've defied us? Not
while Barbarella's out there.
(vicious)
Extrapolate that, with your
supreme intelligence.

The IMAGE FLICKERS WITH STATIC INTERFERENCE... for a
brief moment we glimpse something behind Severin: scary,
sinister - elusive... two creatures - The BAAL!

Now Severin comes up close to the screen image, knows
Barbarella is watching... the image is breaking up.

SEVERIN

Go to the Black Moon, Barbarella -
like the Watchers told you to.
After all, you've YET to disobey
their wishes.

Barbarella grabs a ray gun, BLASTS the mindstream
CRYSTAL. It shatters. SHARDS FLY EVERYWHERE.

BARBARELLA

(suddenly panicked,
to Airheart)
Are we still being followed?

(CONTINUED)

CONTINUED:

AIRHEART

Distantly... yes.

A FLASH TO SEVERIN'S LIPS ON HERS:

BARBARELLA

(remembers)

My future. Sealed with a kiss.

She takes a mirror to her lips, flicks a switch on the mirror: HER LIPS GLOW WITH SMALL PARTICLES.

CUT TO:

MOMENTS LATER

Barbarella is running water on her hands, then rubbing her lips. Scrubs them hard - shades of Lady Macbeth.

Rael comes in. She stares at the glittering traces of the kiss in the mirror.

BARBARELLA

It's how she tracked us. I led them there. And now they're dead.

She buries her face in his shoulder.

RAEL

They had the poison ready. They must have calculated you would come.

(forceful)

It's not your fault.

The enormity of it all is sinking in:

BARBARELLA

How could they kill themselves? They're the only ones protecting the universe.

The safety net of her life has suddenly been cut away.

BARBARELLA

(chilled to the bone)

Without them, the Baal can do what they want.

RAEL

The Watchers *also* told you to go to the Black Moon?

(CONTINUED)

CONTINUED:

BARBARELLA

(she nods)

Yes, but why would the Watchers
AND the Baal want me to go to the
same place? It has to be a trap.

RAEL

You're not gonna go?

She looks at him, finding strength from somewhere. And then her eyes go to the glinting shards of the shattered Mindstream crystal - reminiscent of the mirror-shards early in the film - and suddenly all is clear to her:

BARBARELLA

I have to know for sure.
(to Airheart)
Set a course for Lythion. The
Intuition Chamber.

RAEL

Few have ever escaped alive.

BARBARELLA

It's what I have to do.

RAEL

Says...?

BARBARELLA

My OWN intuition.

EXT. VEGA - EDGE OF THE CHAOSPHERE

The giant floating casino cruise liner, still buzzing with life. But not for much longer.

A BAAL SHIP moves across the screen, on its way to absorb and destroy...

INT. VEGA

One of Cornelius' men whispers in his ear. He moves to a window to look out at the approaching horror. Weary, resigned to their oncoming fate, he addresses his customers:

CORNELIUS

(booming)

Last orders!

INT. AIRHEART, LYTHION - DAY

The Airheart traverses the colorful waves of Lythion's atmosphere, racing over a rain-forest canopy... diving through a small gap in the mass of leaves.

...And smashes down in a hot steamy clearing. A rough landing - they shudder to a stop.

Barbarella and Rael look at one another: a sense of foreboding at this strange place.

EXT. AIRHEART, LYTHION, BENEATH THE TREES - MORNING

The door to the spaceship opens.

Barbarella walks outside. Strips of light shaft down, illuminating strange luscious foliage. The trees are amazingly high, oddly shaped - as are their fruits.

She peers around her ship, in her almost transparent costume (notable for its plastic breastplate). She hears a noise, turns quickly - and falls over some twine.

RAEL

steps out of the ship to help when he feels the earth vibrate.

BARBARELLA

feels it too. Swivels her eyes to see...

...THREE HUGE STUNNING MENACING AMAZONIAN WOMEN

One of them stops, sniffs the air like a wolf. Spins.

AMAZONIAN 3

There is another.

BARBARELLA

No.

RAEL

Was following, holds back. Looks about him. Finds some wet leaves, rubs them over him, trying to take away his odor.

(CONTINUED)

CONTINUED:

THE AMAZONIANS

still look about but the smell seems to have disappeared. They surround - and shove Barbarella forward.

The forest opens onto an Amazonian camp. In the center an amazing sight: a HUGE BATTLE ARENA - four bleachers reaching up high into the sky like giant petals. There are several violent FIGHTS going on between beautiful athletic women, but not many spectators.

Barbarella starts to notice an underclass - SCARRED, LIMBS TWISTED OR MISSING ... the losers of past contests. Now they're the servants, washing savage armor, cleaning weapons, arranging food on tables for the warriors. There doesn't seem to be anything other than eating and fighting to this world.

As they walk on and see more of the denizens, something else dawns on Barbarella:

BARBARELLA

Where are the males?

The sniffer turns to her. SPITS.

EXT. AMAZONIAN CAMP, LYTHION - DAY

Barbarella is dragged, head down. She looks up to see a beautiful woman with entrancing violet eyes. She shows the scars of many battles, but is tall and strong - clearly she has never lost.

AMAZON LEADER

Before you die, what is your want?

BARBARELLA

My future.

AMAZON LEADER

Your future is death.

BARBARELLA

True of everyone.

AMAZON LEADER

You have come for the Chamber.

Barbarella looks around at this place of savagery and violence:

BARBARELLA

Why else would anyone come here.

(CONTINUED)

CONTINUED:

AMAZON LEADER

Who are you to judge our ways?

BARBARELLA

What did you do to the males, eat them?

The word 'male' affects the leader, though she's skilled and doesn't give this away to her cohorts, whom she dismisses with a flinch of the head. The two women are left alone.

AMAZON LEADER

How do you speak of males so easily?

BARBARELLA

I've 'met' more than my share.

AMAZON LEADER

We do not talk of them. Ten have come here - each time to pillage the jewels from the Chamber. They killed many. We have made ourselves strong to repel anymore.
(reading her)
Are you here to steal?

BARBARELLA

Only knowledge. I'm heading for a trap and I don't want to go in blind.

AMAZON LEADER

There is nothing for you here.
The Chamber is broken, pillaged.
It cannot help you.

Making a decision, Barbarella carefully produces a pouch, and pours out the GLINTING FRAGMENTS she took from the Priest. The Amazon Leader becomes very still in the presence of this manna.

BARBARELLA

Will it work with these?

AMAZON LEADER

You return them?

BARBARELLA

If you let me consult the Chamber.

(CONTINUED)

CONTINUED: (2)

Moved, but not one to be dictated to, the Amazon Leader slams her giant hand onto the fragments. But she has a grudging respect for this brave, fair adventurer:

AMAZON LEADER

The price of your knowledge will be my people's ignorance. To them all males are killers and must be killed. I need it to stay that way. Agreed?

BARBARELLA

You'll admit me to the Chamber?

AMAZON LEADER

If you pass the test. Unarmed combat.

Now Barbarella looks around at what she's just agreed to. All the women are huge. Perfect athletes.

BARBARELLA

(faint)
Agreed...

EXT. COURTYARD - DAY

Incense burns. Barbarella is prepared for her ordeal. Women ritualistically strip her, anoint her naked body in exotic oils...

One of the women who brought her in:

AMAZONIAN

These... 'males' you speak of. They are... disgusting, yes?

Barbarella is not sure whether to say anything, but cannot allow herself to perpetuate the Amazon Leader's negative propaganda...

BARBARELLA

They're another side of us. You need the downs to appreciate the ups.

Barbarella smiles.

BARBARELLA

The question is which is down... which is up?

The woman doesn't understand.

EXT. COURTYARD OF MEDITATION - LATER

As Barbarella waits in the covered courtyard of meditation, calming herself before the inevitable storm - she hears a noise in the shadows - she looks to the door then back to the shadow. Anxious. Then all is revealed. Rael steps out of the shadow. She can just see a vent grille lying behind him - his way in.

RAEL

Come with me. I've scouted the area. We can find the Chamber ourselves..

BARBARELLA

No. If they catch us we'll be torn to shreds.

RAEL

You don't think that's on the cards already? We find this place and go in together.

BARBARELLA

(shakes head)

I go alone. This is about what's hidden in me...

He looks to her. Worried this may be the last time he sees her.

BARBARELLA

What about giving the condemned girl one last kiss?

RAEL

I'll admit... making love to an Antarian will give you an extra boost in strength.

BARBARELLA

Really...

As he closes in to kiss her, she touches his cheek. Then sees where her hand is his skin is becoming glassy, transparent.

RAEL

(smiles)

Can't hide my feelings.

He kisses her - it takes her breath away. She's never experienced a sensation like it.

(CONTINUED)

CONTINUED:

BARBARELLA

Ooh. What is that?

RAEL

A secretion is emitted which stimulates the -

Barbarella holds up her hand.

BARBARELLA

Enough. Don't say it. Just... do it again.

As things heat up he becomes more transparent.

BARBARELLA

...slow down... in your short life you need to savor these moments... hmm... slow... good.. That's better.

She rolls over...

BARBARELLA

You're heavy. Remember, a gentleman uses his elbows. Good. Oh, that's very good.

At the height of their passion, she is making love with a man who isn't there...

EXT/INT. WALL OF COURTYARD - DAY

A FEMALE GUARD hears a muffled noise inside the courtyard - opens the gate... goes

INSIDE THE COURTYARD

GUARD'S POV:

Barbarella looks round, seemingly in the middle of a devout prayer - the Guard does not realize that she is in fact straddling the invisible Rael...

GUARD

It is time.

BARBARELLA

Coming.

The Guard steps aside, facing the other way until Barbarella joins her.

(CONTINUED)

CONTINUED:

RAEL
(invisible, whispered)
Good luck.

EXT. ARENA, AMAZONIAN CAMP, LYTHION - TEN MINUTES LATER

The door opens, a ROAR goes up, and Barbarella walks out into the arena lined with the Amazon-filled bleachers. An excited hush falls.

The air is dripping with moist heat.

Then a BEAUTIFUL YET TERRIFYING SUPER-ATHLETIC WARRIOR WOMAN steps into the arena. Possibly the most perfect specimen of this tribe we have yet seen.

She is carrying a huge sword. Barbarella looks to the Amazon Leader -

BARBARELLA
You said it would be 'unarmed'
combat?

The Leader smiles:

LEADER
I only meant you.
(beat)
It's the way it is.

And now the Warrior starts running at Barbarella...

When she's about twenty feet away, the Amazon jumps high in the air, does a somersault and then suddenly there are three of them! THE THREE AMAZONS LAND SIMULTANEOUSLY! Their extraordinary coordination makes them look like one person. Their skins shine with the jungle-wet air.

They descend on her, two bearing a mighty sword, the other a spear.

Barbarella grabs the spear, pivots and scissor-kicks the two other Amazons. She surprises herself at her abilities.

The three Amazons immediately recover and are one person again.

The fighting ground is filled with posts that rise and fall to make the battle more 'interesting'. The post the Amazon stands on drops. So low that Barbarella can barely see where it is down below.

(CONTINUED)

CONTINUED: (2)

The post shoots upward again, and the Amazon strikes Barbarella as her post takes her even higher.

Barbarella lies back on her post as it rises as well, so that the spectators in the pigeon seats get a wonderful view of the fight and scream wildly for it.

The Amazon jumps high in the air again and throws the second Amazon in the air, who in turn throws up the third Amazon, who reaches an incredible height.

The prostrate Barbarella uses all her strength to hurl the spear high into the air - it impales one of the Amazons - who crashes down, dead.

THE CROWD GO WILD. THE LEADER IS IMPRESSED.

UNLIKE BARBARELLA WHO FEELS SICK.

Without a weapon, she looks around - sees a latticed area that might help. The posts are all rising and falling now, so she leaps from post to post, leading the Amazons that way...

As she gets there she swings under the trellis, moving fast above a LONG DROP...

Up above the Amazons search for her, smashing through more and more of the trellis. Barbarella manages to use one of the thorny vines to trap an Amazon's sword and then loops her legs and swings her under so she's suspended - but as the girl is close to releasing herself Barbarella rips the Amazon's metal bra off and whacks her with it, knocking her out.

Now Barbarella leaps up and confronts the last Amazon. She disarms her but the Amazon zooms up on a post, reaches her friend's corpse and pulls out the spear. But as she comes back down Barbarella surprises her, rips the spear away, has her covered. Holds the tip of the blade to her throat, prepared to kill, drawing blood. Maybe slightly crazy. A new ferocity has emerged in her character.

BARBARELLA

Don't make me do this.

At this point the Amazon Leader stands and calls:

AMAZON LEADER

You want knowledge? Kill her!

(CONTINUED)

CONTINUED: (3)

The CROWD takes up this chant. Barbarella looks at their frenzied faces, twisted with blood-lust. Even the crippled servants want blood. KILL HER KILL HER KILL HER!

Barbarella stands there, breathing hard from her exertions. Looks up through her wet straggly hair. she lowers the spear.

BARBARELLA

(against chants)

No! This is not my destiny! Nor yours. Look at you!

They fall silent.

BARBARELLA (CONT'D)

You are beautiful, you are strong - but you're ... broken. Love isn't weakness, it's strength. I will help you see, I swear. But let me in the Chamber to find an advantage in the battle I have ahead.

The Amazon Leader stands.

AMAZON LEADER

You set yourself as better than us. But kill, and you will be one of us.

(holds up POUCH)

Here lies the way to knowledge - will you pay the price?

For a moment, Barbarella considers her injured, vicious victim - why not finish her off, for the good of everyone? And then she realizes what she is thinking and shakes her head.

AMAZON LEADER

You are weak.

But quite suddenly Barbarella HURLS the spear at the LEADER - who tries to catch it with both hands, DROPPING the pouch, which Barbarella catches before it falls into the pit below.

The Leader stares, motionless for a while, gripping the spear. The crowd stares, agog.

She pulls the spear away and we see a small trickle of blood. Another inch and she would have been dead.

(CONTINUED)

CONTINUED: (4)

AMAZON LEADER

So... close.

BARBARELLA

Fortunately for you, I threw at
half strength. I've paid the
entrance fee - now let me in!

The Amazon Leader removes the spear's point out of
herself and moves to Barbarella.

AMAZON LEADER

You'll be needing the Sacred Way -
(smiles)
- Due South.

- And with that the Amazon Leader NODS, and the post
which Barbarella stands atop RETRACTS, sending her
tumbling thirty feet, falling hard onto the leaf strewn
floor!

INT. BENEATH LATTICE/DOOR/PATH

Barbarella recovers her senses and slowly draws herself
back to her feet - finds herself near a stone door built
into a rock-face. Cautious, she opens it... onto:

A SUN-DAPPLED TREE-LINED PATH...

Passing through the door, she walks along The Sacred Way,
tall trees bending over. She keeps walking, amazed at
the colorful environment... Until at the end of the path,
she reaches what looks like the MOUTH OF A CAVERN,
curiously even-shaped. Darkness inside. She looks about
her. All is peaceful. Up above, a hole in the rocks.

ADJUST ANGLE

If Barbarella could see what our now-rising angle sees,
she would make out a series of ragged HOLES in different
rocky outcrops, tracing the CRASH TRAJECTORY of something
very hard which has punched its way through meter after
meter of rock. A METEOR? Or some kind of spacecraft...
The crash must have been a long time ago, judging from
the ancient vegetation draping the rocky holes.

WITH BARBARELLA,

As she calls:

BARBARELLA

Rael!!

(CONTINUED)

CONTINUED:

Her voice echoes. He's not about.

Cautious, she enters the darkness...

INT. CHAMBER - DAY

...Though it is smashed and misshapen, deep inside the gloom, she can make out the remnants of an orderly structure. This is some kind of ancient crashed space ship. She sees a flickering light up ahead. As she closes on it... she finds the CHAMBER WIDENS, candles have been placed all around - and on one wall, A HUGE MIRROR.

Shards are missing - the pieces that Barbarella recovered at the start of the film.

She opens the POUCH, places the pieces in the breaks in the mirror, expecting something to happen.

She walks about, seeing her reflection, waiting...

BARBARELLA
(thinking aloud)
Now, what do I have to do to make
you work?

Suddenly:

MIRROR (O.S.)
(her own voice)
Nothing. Just be you.

The reflection in the mirror is swimming...

BARBARELLA
(wary)
And who am I?

And now she sees her reflection moving on its own, coming closer to her, closer to the mirrored surface.

BARBARELLA REFLECTION
You're a lonely girl. But you
weren't always an orphan.

She is suddenly plunged into

SILENT FLASHES -

A WOMAN, kind, towering over us, holding our hand (this is a child's POV)

(CONTINUED)

CONTINUED:

A TEAR in the woman's eye as she and the girl step over the threshold of a spacecraft (very different to this ancient wreck). There is a kindly man there as well - perhaps a scientist? (We will later know him as DURAND).

Inside the ship are TRANSLUSCENT PODS: each contains STRANGE YET FAMILIAR FACES. YOUNGER VERSIONS OF CLYTUS, CASANOVA, MATTHIAS. THE WATCHERS.

They look tense, nervous.

And now we see a different POD, glowing creepily...

CUT TO

The CHILD's POV of being shut into the POD, more tears from the woman ... and we see a REFLECTION of the CHILD, three years old, beautiful, confused ...

The door of the craft closes, and suddenly the view through the window changes as the craft SHOOTS ALONG A TUNNEL ...

AND EMERGES INTO SPACE - LOOKING BACK AT THE GIANT SPACE SHIP IT HAS JUST BEEN EXPELLED FROM.

WE SPEED AWAY ... and with distance, see the huge ship was just one of an ENORMOUS FORMATION. An armada.

BACK TO NOW:

BARBARELLA stares, rocked by these memories.

BARBARELLA REFLECTION

Had you forgotten?

Her mirror image walks up to the magical surface - and steps through it - into the candle-lit cavern.

The reflection walks about the real Barbarella.

BARBARELLA

What are you?

BARBARELLA REFLECTION

Reflection. Essence. Truth.

(beat)

You are the Last Daughter.

BARBARELLA

So I must ... return there?

(CONTINUED)

CONTINUED: (2)

BARBARELLA REFLECTION

Yes. But ... don't rush off just yet.

She slinks around her, very close. Somehow the proximity is arousing. Her reflection leans in to kiss her own lips.

BARBARELLA

Don't play with me.

She moves her face away, reluctantly. The candle light flickers across their faces.

BARBARELLA REFLECTION

I'm just revealing you to your true self. In your heart you carry love.

(smiles)

If not, we'd be fighting now.

BARBARELLA

And what good is love at a time when there is so little of it.

BARBARELLA REFLECTION

Its light can brighten even the darkest places.

And suddenly Barbarella's mind is shattered by broken fragments of memories: IMAGES of HOME?

A BLACK CARBONISED WASTELAND.

But suddenly she's walking on perfect grass. A pristine verdant planet.

A child's dress.

BARBARELLA REFLECTION

(gentle)

There is another side to you however.

She kisses her shoulder and moves to her neck to whisper.

BARBARELLA

What's that?

BARBARELLA REFLECTION

The girl that tries to please. Who does as she's told.

Caught up in the dreaminess, Barbarella nods faintly.

(CONTINUED)

CONTINUED: (3)

BARBARELLA REFLECTION

Now touch me there.

We don't know where she means. But from a flicker in her reflection's eyes we know she's done as she was told.

BARBARELLA REFLECTION

(enjoying it)

See how it soothes to yield?

They move in to kiss as Barbarella loses all will to resist.

But Barbarella somehow comes to her senses and pushes her reflection away.

BARBARELLA

I have to go there - now!

BARBARELLA REFLECTION

But that's just doing what everyone told you to. The Watchers, Severin, the Baal...

BARBARELLA

It's my destiny.

The reflection smiles.

BARBARELLA REFLECTION

Very good. Go. Find your King. Shine your light.

And suddenly the reflection vanishes. Barbarella swings to look at the mirror. In it, no reflection, but half-lit images:

THE NAKED BACKS OF MANY MEN WALKING SUBTERRANEAN TUNNELS.

And a MAN IN A FUTURISTIC REGAL HEADDRESS... He's turning... a strong man... his face hidden in shadow... Now, around him, men and women.

Above them a CEILING - elaborately vaulted, decorated with gild and frescos...

Then it STARTS TO SHAKE, CRACK UP - and we see the CARBONISED GROUND OUTSIDE BEGIN TO CRACK UP AS A FORCE HITS THIS WORLD, makes it shudder, THE IMAGE FADES...

And strangely, silent SNOW is now drifting down onto her shoulders.

(CONTINUED)

CONTINUED: (4)

Abruptly the peace vanishes, as a male hand reaches around her - she struggles - but it's Rael -

RAEL

(quiet)

Come with me. You've been gone for days.

EXT. CAVERN - DAY

Rael drags Barbarella out of the cavern. It's raining. A MONSOON.

AND FACING THEM - a whole array of AMAZON WARRIORS - staring at this male.

But they are also entranced by the HUMMING of the CHAMBER. Seeing his chance Rael looks to Barbarella and lifts her over his shoulder. He runs through the rain, back along The Sacred way...

A few of the more hardbitten warriors give chase, throwing spears -

Rael turns, expertly fires at a tree branch, brings it down, blocking their way... Barbarella can't help but notice his accuracy.

The other Amazon girls remain staring at the Chamber... They part to let the Amazon Leader through. She hears the HUM of the Mirror.

AMAZON LEADER

The Mirror has awoken. She left it for us.

As in the distance

THE AIRHEART

lifts off and away, zipping low through the trees, crashing through branches, then heading up and up,... bursting up out of the giant green canopy and off toward the twinkling darkness of space...

INT. AIRHEART

Barbarella stares back at the receding planet.

BARBARELLA

(beat, recovering)

My family is on the Black Moon.

(MORE)

(CONTINUED)

CONTINUED:

BARBARELLA (CONT'D)

It's going to disintegrate. I saw
it all. We have to get there as
fast as we can.

Rael can see how confused this makes her feel. Puts an
arm around her. She slowly accepts its comfort.

BARBARELLA

(beat)

You saved me again, didn't you.

She smiles at him - and a kiss begins which we know will
end in heaven. Through the kiss:

BARBARELLA

(to Airheart)

Airheart, set co-ordinates for the
Black Moon - full throttle.

INT. SEVERIN'S SHIP - LATER

Another wild orgasm. Another be-heading. Severin is at it
again.

She kicks the body of her bed and turns to a mirror.
Severin is looking at her reflection. She reaches up to
the patch covering her eye - takes it away - revealing
her dead eye.

Then her face hardens: she flicks a switch on a control -
and SUDDENLY SHE'S HEARING THE SOUNDS OF Rael AND
BARBARELLA MAKING LOVE.

INT. AIRHEART

Rael slowly reappears. Sex over. Their naked bodies
covered in reflecting stars...

RAEL

I wanted to ask you. When you
kiss, you don't close your eyes.

BARBARELLA

Don't I?

(thinks, realizing
something)

You're right. But don't take it
personally. I never have.

RAEL

You're wary, you can't let go.

She deflects:

(CONTINUED)

CONTINUED:

BARBARELLA
(curious, fishing)
So this thing of you being
Antarian ...

RAEL
(cutting to chase)
You want to know how long I've
got?
(off her nod)
In your years - another five.

She makes a quick calculation:

BARBARELLA
That makes you...
(slightly troubled)
...You're seven years old?

Rael smiles and shrugs. Barbarella lies back, looking up.
A suspicion begins to grow...

BARBARELLA
I've been thinking. You're pretty
skilled with a blaster for just a
random roaming guy. And inverting
the mindstream. like you said, I
couldn't do it - but, really...
neither could you, no-one could -
that know-how could only really
have come from one source.

Rael is quiet.

BARBARELLA
Rael... Did... the Watchers...
send you to help me?

A long beat. Rael's silence says it all.

Barbarella gets up, angry.

BARBARELLA
I don't believe it! How could you?
And you were meant to sleep with
me too?!

RAEL
No!

BARBARELLA
Why did you do it? Money? -
(realizing something)
(MORE)

(CONTINUED)

CONTINUED: (2)

BARBARELLA (CONT'D)
Losing yourself to Cornelius - how
did you know I would help you?

RAEL
They told me you're interested in
hard-luck cases.

She leans back against the window.

BARBARELLA
Us? This is all just... fake.

He gets up and comes over to her. Hugs her. She resists a
little.

RAEL
I'm one of the last of my race and
I don't have long to live. If I
could help someone against the
murderers of my people then I'd be
crazy not to. I was able to keep
you alive - they knew about my
powers. So, no I didn't do it for
money - and what I got out of it
is something I never could have
expected.

He doesn't have to say 'you'. She's still not convinced.

RAEL
And when we get to the Black Moon,
I'll be there to watch your back
and I'll help you find your
family.
(beat)
Wonder what your mother will make
of me?

She's resistant to his kisses.

BARBARELLA
(half-joking)
She'll see right through you.

Rael backs off. Stands by one of the huge windows,
looking out.

BARBARELLA
How long, Airheart?

INT. SEVERIN'S SHIP

Severin, still getting the audio from The Airheart:

(CONTINUED)

CONTINUED:

AIRHEART (O.S.)

Fifty hours.

SEVERIN

Raggio! I have a target.

INT. ROOM, SEVERIN'S SHIP

BRIEF CLOSE-UPS: we can't see the whole creature but this is a Baal. Our first experience of one.

It's made of TWO PARTS: a walking exo-organism woven from many different species' dna - and a biomechanical scorpion-like creature that lives in the fold of the skin around its neck. We now see this as the exo-organism's weird hand reaches inside and pulls out the creature.

Contrast this with the perfect skin on Severin's hand as it reaches out with a vial - the creature is placed inside.

The vial is put inside the tip of a missile, which is loaded into a launch chute.

The creature is shot out.

EXT/INT. AIRHEART

The sharp-nosed creature shoots through space... straight for The Airheart... closing on the window... and Rael looking out of it...

It pierces the window - and shoots straight into Rael's throat.

ALARMS SHRIEK! Decompression is instant. Everything not fixed, starts floating, some small objects zoom toward the hole. Amid the sound of the air rushing out:

AIRHEART

Hull breached, section Delta 22 --
Repair procedures initiated --

CREATURE POV:

Burrowing through Rael's internal system... collecting his vital juices... and then heading up towards his brain...

(CONTINUED)

CONTINUED:

BARBARELLA

Is freaking out. Objects flying around her. Rael is on his knees. She cradles him, in total fear - then moves her hand as she feels something where she is holding him, at the top of his spine - she watches in horror as the scorpion creature burrows out of the nape of his neck - then shoots back toward the hole in the window - escapes just before the ship's rescue process seals up the opening.

A SCREEN lights up: an incoming transmission. Severin's face appears.

SEVERIN

No more help now, pretty one.
Final chapter on its way.

BARBARELLA

ignores the transmission, intent on holding the dying Rael tightly, hugging him. The light beneath his translucent skin starts to fade...

RAEL

Goodbye, beautiful alien. A few
days with you was worth a lifetime.

Then his light goes out completely. She is more alone than ever.

Gravity is returning but it is low: a beautiful tear drifts up from her eye... She stays cradling him.

DISSOLVE TO:

EXT. AIRHEART - GURALAJI VORTEX

We see Barbarella through the window, looking out into the stars.

A HATCH opens and Rael's bound corpse drifts out...

It floats there a moment - then something magical happens, as it is caught by a barely visible vortex which whisks it through the gas belt in a vertiginous ride that Rael would have loved.

INT. AIRHEART

BARBARELLA

How many hours?

(CONTINUED)

CONTINUED:

AIRHEART

Forty-eight.

And the stars that swallowed her love tug away as the ship moves on..

INT. AIRHEART - LATER

The ship speeds toward the Black Moon as she moves among the myriad outfits floating in her wardrobe. She settles on a red, armored outfit ... means business. Then moves to the weapons bay, grabbing a RED RAY GUN. Looks out of the window.

AIRHEART (O.S.)

Black Moon dead ahead.

EXT. SPACE/BLACK MOON

The Airheart glides through the mist shrouding this terrifying haunted place... and enters the Black Moon's atmosphere - the SOUNDTRACK GOES SILENT as the spaceship swoops through dark valleys and hills...

INT. AIRHEART, BLACK MOON - LATER

Nothing but blackness. Black seas, dark misty skies, charred land. Barbarella is affected.

There's a glistening CRESCENT MOON high above.

BARBARELLA

Can I be from here? A place that has ... nothing?

And through the mist... MOUNT RUSHMORE. Long decayed.

BARBARELLA

I've seen that before. An Earth landmark. What's it doing here?

AIRHEART

This is planet Earth.

BARBARELLA

It can't be.

She looks up to that crescent moon and now we see more clearly - IT IS ONLY A CURVED SHARD OF SPLINTERED ROCK suspended in the sky. The rest of it is gone. Barbarella looks down to the rubble-strewn surface:

(CONTINUED)

CONTINUED:

BARBARELLA

(awed)

That's why it's black ...
something exploded the moon.

EXT. AIRHEART, BLACK MOON - CONTINUOUS

The Presidents' faces aren't the only landmarks here. A number have been collected together. THE EIFFEL TOWER lies horizontal - near THE SPHINX; then THE BASILICA from Venice, the WHITE HOUSE, PETRONAS TOWERS, SYDNEY OPERA HOUSE, the TAJ MAHAL, the STATUE OF LIBERTY (as well as a few more modern buildings we've never seen before).

Just as curious, among all the iconic debris hundreds of old abandoned cars: from people trying to escape or more museum pieces?

INT. AIRHEART, BLACK MOON - CONTINUOUS

Barbarella is amazed at the scenery - and confused.

AIRHEART (O.S.)

Why gather these together?

BARBARELLA

The Baal. They take trophies from every culture they absorb. Are they still here?

AIRHEART

Uncertain.

BARBARELLA

Great.

(deep breath)

Take us down, Airheart.

EXT. AIRHEART, BLACK MOON

Airheart lands in this strange place.

Barbarella walks down the ramp, across the desolate landscape - and towards the bizarre collection of landmarks.

Gazing about at the scarred earth,... she is SUDDENLY TREATED TO IMAGES OF A PRISTINE EARTH FROM HER INTUITION CHAMBER DREAMS... The way things were.

(CONTINUED)

CONTINUED:

SHE PICKS HER WAY THROUGH THE BROKEN ICONS...

Climbs over part of the Eiffel Tower, she sees the VENETIAN BASILICA. AND SUDDENLY SHE HAS A FLASH OF THE GILDED CEILING SHE SAW IN THE INTUITION CHAMBER. She moves close - can see through the stained-glass window - SOMEONE WORKING.

INT. BASILICA, BLACK MOON

Barbarella enters the church-like room, set at an angle. The ceiling is just as she saw it in the chamber. This room is incongruously full of hi-tech equipment. A man is huddled over, working on some radio contraption. Barbarella holds her gun at him.

BARBARELLA

Who are you? You don't look much like a King.

He turns, amazed to see her. He looks like a wild, scared, and paranoid Scientist - which he is. He holds his chest, relieved.

SCIENTIST

Phew. I thought you were the Baal returning.

BARBARELLA

Why would they?

SCIENTIST

Because they're looking for something - like me. The men.

(beat)

The name's Durand. Who are you?

And now she remembers she'd seen him in her Intuition Mirror dreams.

BARBARELLA

The name's Barbarella.

Durand is shocked.

DURAND

Barb...arella! You may find this hard to believe, but...

BARBARELLA

You knew my mother.

He shakes his head.

(CONTINUED)

CONTINUED:

DURAND

She ... left. With the others on the escape fleet. I was at a space lab when it all happened - I've only been back here a short -

BARBARELLA

When ?

DURAND

Many moons ago. She sent a commun -

Then he holds himself back. Durand exhales, said more than he meant to. Considers her, makes a decision to show her something.

He presses a few buttons and an image appears in the center of the room. A WOMAN.

DURAND

You might as well see...

WOMAN

...So we know we cannot make it. Now all we can do is to put one child in a survival pod with the three surviving Watchers, carrying the hope of mankind. By a strange chance that child is mine.

The face is familiar from Barbarella's dream - A SHARD OF MEMORY CUTS INTO HER BRAIN. The face she saw in the intuition chamber, closing the door on the young girl. She puts down her gun.

As she talks Barbarella walks around the holographic image, entranced. Her mother is there but she's not.

BARBARELLA'S MOTHER

Maybe someone will find them -
maybe someone will find us.
Perhaps one day, I can see my
little Barbarella all grown up.

By this point the all grown-up Barbarella is standing right in front of her mother's holographic image. Face to face. Her mother smiles, tears in her eyes.

BARBARELLA'S MOTHER

That would be heaven.

She's staring into nothingness, merely an image, looking out at her grown daughter but not seeing her.

(CONTINUED)

CONTINUED: (2)

As Barbarella lifts her hand to touch the ghost-image...
it disappears.

Barbarella stares, consumed with emotion.

BARBARELLA

The men... Did any of them
survive?

DURAND

I've been searching with all this
equipment for years... because I
don't want to accept I'm the last
man in the universe. I imagine
you're here for a similar reason?

BARBARELLA

I'm supposed to find the King.

KERRASHH!!!

PART OF THE WALL IS BLOWN OUT AS A GIANT SHINY BLACK
ROBOT COMES SMASHING THROUGH INTO THE BASILICA.

The first thing it does is aim its DEATHRAY eyes at
DURAND - but he slips away before the ray can hit him.

Barbarella BLASTS at the Robot, but as she tries a second
deadlier shot, a metal hand snatches the gun from her.
She grabs an iron candelabra off the wall, swings at the
machine, dents it - but that's all - it soon smothers
her, lifts her into the air. Then starts moving back
toward the hole in the wall.

Durand struggles to his feet, looks about his desk of
equipment for something - quickly flicks a couple of
switches, checks a monitor - and watches an AERIAL VIEW
OF THE SPEEDY PURSUIT OF THE ROBOT.

EXT. SOMEWHERE, BLACK MOON

The Robot speeds fast across the black plains - then
senses something behind him - A FLYING LENS. The Robot
fires his DEATHRAY eyes, melts the tiny spy lens in mid
air. Then speeds on, until...

He lifts a giant rock and they disappear under it...

INT. UNDERGROUND

ROBOT and BARBARELLA emerge in an underground cavern.

(CONTINUED)

CONTINUED:

As he puts her down, A THOUSAND SEMI-NAKED MEN stare at her, as if she is an exotic but dangerous new zoo exhibit.

Behind them, Barbarella can see the cavern is gigantic. An entire city has been carved into the stone.

Strangely, a forest grows from the roof - so it's as if the sky is made of wood.

The stone is riven with shimmering quartz - reflected light emanating from a fissure in the cave wall: the source of all light. They have vegetation (even if it is upside down). There is an underground well. In this strange world the remnants of mankind now live.

They stand amazed at this beauty. Then - CLUNK, as the ROBOT unexpectedly drops Barbarella's pistol on the ground before her.

She eyes it. So do the men. Then the bravest male picks up the pistol as if it is a strange unrecognized artifact, and hands it to her. He steps back and tentatively bows:

MAN

...Is this the correct greeting?
We have never seen a woman in the
flesh.

Barbarella ponders, looking out as the sea of men uncertainly copy him and bow.

BARBARELLA

Yes. That is the correct
greeting. Well done. Now get up.
(beat, holsters gun)
Do you have... a King?

A handsome man steps through the crowd, wearing a rather un-extravagant outfit.

BARBARELLA

(unimpressed)
YOU'RE the King?

HANDSOME

Unless there's another leader here
I don't know about.

BARBARELLA

Aren't Kings supposed to be ...
regal?

(CONTINUED)

CONTINUED: (2)

HANDSOME

It's just a name. The men chose me to lead, and chose me a title. They considered the different ones used across this planet over the years ... I was lucky. If they'd followed the pre-imperial Chinese, I'd be a 'Wang'.

Barbarella smiles.

HANDSOME

And you are?

BARBARELLA

(smiles)
Confused.

INT. UNDERGROUND - DAY

We are in one of the carved rooms high up in the cavern wall, as the King gives Barbarella a tour of the place. The men can't help but keep their eyes and ears open to their exchange.

KING

...When the women and children left we were driven underground - the Baal were too strong. We've got used to it down here.

Through a small window she can see a few children playing down below.

BARBARELLA

How do you... reproduce?

KING

We clone ourselves.

Now she realizes that every child she sees is male. Some men are carrying their clones in makeshift backpacks.

KING

Somehow the fact there are no women makes things work.

Barbarella gives him the look of someone staring at a sexist loon. But they do seem a peaceful group, happy with their lot.

(CONTINUED)

CONTINUED:

KING

They're worried what's left of
their world will also come to an
end with your presence here.

And as she looks out - down below, two of the men
watching her start arguing - one throws a punch at the
other and they are pulled apart.

A man comes to the King, whispers in his ear, agitated.

KING

That was the first punch thrown in
twenty-two years. I was wrong to
bring you here. You must go before
it gets worse.

BARBARELLA

But this is my home, you are my
people! I've lost my family -
you're all I have left.

The King takes her gun from her.

KING (CONT'D)

I had to know what you were doing
here - but now I see you carry
this tool of pain, I realize I
made a mistake. This is not our
way.

BARBARELLA

The Watchers hid all this from me -
in case I came and led the Baal to
you. They thought you were better
off hiding.

(a realization)

But then they realized they were
wrong. You've got to move on,
leave this place. I was sent to
help you.

KING

But we don't want your help.
(to Aide)
Take her away.

BARBARELLA

Listen to me! You must fight!

She moves to the door - addresses the watching men below.

(CONTINUED)

CONTINUED: (2)

BARBARELLA

Men! All these years without women, families. You've had nothing to defend. But this is not life. Out there, beyond the Baal - is your future - but you must earn it. Rise up, find weapons - and escape this living grave.

A voice from the men:

MAN

The Baal cannot be defeated!

The King steps up and grabs her arm to pull her away from the gathering men.

Barbarella reverses the move, pinning his arm behind his back. He's in sufficient pain.

BARBARELLA

The Baal are many, but they can be defeated. The Baal itself lives just below the head of the exo-organism.

She grabs her gun back from the King and aims it at his throat to point it out.

BARBARELLA

Under the jaw. At a close distance, they can be shot, or in hand to hand battle they can be ripped from the folds in their neck.

She rubs her hand up and down his throat and then RIPS her hand downward to demonstrate.

They have never seen a woman much less someone that would handle their King this way. Many are bewildered, some amused. A FEW SHOUT PROTESTS.

BARBARELLA

Then they can be crushed and destroyed.

She lets the King stand. His feathers clearly ruffled.

KING

Enough!

(CONTINUED)

CONTINUED: (3)

BARBARELLA

(low, powerful)

That's right. It is time for you
to be Men again.

A rumble spreads amongst the men.

She offers the gun to the King. He snatches it back.

BARBARELLA

(faint smile)

I had to at least try.

KING

(to Robot)

Take her to a secure room.

(to Aide)

Gather the Quorum.

There's murmuring from below. Have her words had any
effect? She doubts it.

INT. ROOM, UNDERGROUND

The robot drops Barbarella inside the room. Inside are
the remnants of old broken down robots.

She sits down on the body of one looking at the door.
Angry.

Then her eyes drift across the electronic trash. A
thought forming... She walks about, takes bits from
different parts of these robots - and starts fashioning
something that could be a zip gun.

She tries a few robot FINGERS to act as the barrel but
nothing seems to fit right. Then as she searches, she
pulls back a covering low on a discarded torso, raises an
eyebrow at what she sees...

INT. CORRIDOR, UNDERGROUND

A man opens the door to Barbarella's 'cell'. She's
sitting back down, looking innocent.

INT. CAPSULE ROOM, UNDERGROUND

She is lead into a room housing a strange kind of capsule
at the mouth of a tunnel.

(CONTINUED)

CONTINUED:

BARBARELLA

This is a mistake -

KING

It is the will of the Quorum. Our relationship must end.

The King looks sombre as a couple of men push her back into the capsule. It's reminiscent of when she was sealed up by her mother and cast into space.

KING

I am sad to say goodbye to you,
last daughter of the black moon.
I wish you success.

Lying back in the capsule, she looks straight at him:

BARBARELLA

You're taking away any chance of success.

KING

In time you will see why this was necessary.

He closes the capsule door. They retreat as a button is pressed and - the capsule is shot along the tunnel!

THE CAPSULE HURTLES ALONG THE TUNNEL WHICH STARTS TO BEND, THE INCLINE INCREASING... (the journey reminding Barbarella of when she was shot out in her pod).

EXT. SURFACE, BLACK MOON

THE CAPSULE ROCKETS OUT OF THE EARTH, FLIES HIGH INTO THE DARK SKIES...

Then a SMALL EXPLOSION as a parachute emerges - the capsule floats to the ground...

Barbarella opens the door to the capsule, gets out.

All she can see is scorched earth - no idea where the underground world is. She looks despondent as she starts traipsing back to her spaceship, the mockery of a crescent moon hanging above her...

EXT. NEAR AIRHEART

As she closes on her ship a figure comes running towards her: Durand is excited to see her again.

(CONTINUED)

CONTINUED:

DURAND

What happened? Thank God you're still alive.

Barbarella keeps heading for The Airheart, pissed off. Durand tries to keep up with her.

BARBARELLA

The men here are pathetic. Cowering underground. If they fought maybe they wouldn't win - but at least they'd die men.

DURAND

Where are they? Take me to them, maybe I can talk them into helping themselves?

BARBARELLA

It was nice to meet you, Durand but I've got to go.

DURAND

Go where? What's out there for you? You've got nothing!

A little blunt but he's right. Her journey has come to nothing. Nowhere to go and no-one to go with.

DURAND

Stay here. You and I could repopulate the Earth together?
(off her expression)
Of course I'm only joking.

BARBARELLA

I like you Durand.

DURAND

Half-joking, really... I ..

And she hugs him -

BARBARELLA

(smiles)
But not that much.

DURAND

Oh, how I wish you could see me differently.

(CONTINUED)

CONTINUED: (2)

BUT WE SEE HIS REFLECTION IN A BLACK PUDDLE, IT FLICKERS TO REVEAL A MORE HORRIBLE IMAGE BENEATH THAT KOOKY EXTERIOR.

She doesn't see the weird effect her hug causes.

DURAND

One last time. Where are they?

His request seemed tinged with a threat. But she's going:

BARBARELLA

I'm not screwing with their choices. Like me, Durand, you're on your own now.

And just then - a HORRIBLE ALIEN SOUND SURROUNDS THEM. They look up - to see a HUGE, HORRIFIC SPACESHIP appear in the black skies.

Her eyes show a determination. Whoever is on board is not going to take them. But a rock is swiped against the back of her head.

She turns as she falls - Durand is holding the rock.

DURAND

But I'm not like you, Barbarella.
And I'm not alone. You will tell me where they are!

She crashes to the black earth, losing consciousness...

THE SHIP LANDS... Shadows of horrible Baal aliens approach... Words echo in her head:

DURAND (O.S.)

Take her to the ship and strap her to the orgasmatron!

INT. ROOM, BAAL SPACESHIP

THROUGH THE WINDOW OF THE SHIP: a windstorm kicks up, black mistrals chasing each other across the land.

INSIDE THE SHIP: A room angled around a glowing pit in the floor. Barbarella is being stripped. A familiar figure helps remove her clothes - Severin. And now out of the pit rises the same creepy metal apparatus we saw Severin exposed to early in the movie.

Barbarella hears voices as she comes round:

(CONTINUED)

CONTINUED:

BAAL 1

No weapons...

DURAND/BAAL LEADER

Strip her.

SEVERIN

The machine is peaking, ready for use.

BARBARELLA

(groggy)

So you're the Leader.

DURAND/BAAL LEADER

Of this small phalanx of the Baal, yes. I absorbed the scientist Durand a long time ago. He was a clever man, helped your mother and the others escape.

Severin leans over, holds her hand to Barbarella's head, treats her to THE IMAGE OF HER MOTHER CRAWLING THROUGH SMOKE, DYING... Then - DEAD HULKS, THE ESCAPE ARMADA DESTROYED.

DURAND/BAAL LEADER (V.O.)

Until with his knowledge I found them and killed them!

BACK TO the Baal Leader as he leans into her, curious:

DURAND/BAAL LEADER

I'm disappointed, I thought his kind face might appeal to you.

Barbarella struggles with her binds. Hate in her eyes.

SEVERIN

Sshhh... Give in to the machine - and we can be friends again.

Barbarella looks at her, horrified.

DURAND/BAAL LEADER

Certain species like yours have a weakness - carnal desire. The Endorphin Feedback Accelerator magnifies those desires.

BARBARELLA

Why are you doing all this? Why do you murder... planets?

(CONTINUED)

CONTINUED: (2)

DURAND/BAAL LEADER

(equable)

To absorb is our evolution. We are not conquering, we're unifying. One day all the finest genetic matter shall be united in us.

BARBARELLA

No one species has the right to decide the destiny of others. Not even the Watchers.

She glances at Severin for this. Who confirms with a nod.

BARBARELLA

Everyone will join against you one day.

DURAND/BAAL LEADER

Nobody, no species cares about others. Except you. And maybe he did...

- and a Baal steps out that resembles RAEL. Nestling in the Baal's neck she sees the same Sacked Scorpion that attacked and killed Rael.

DURAND/BAAL LEADER

(beat, pleasant)

Now Severin enjoyed this machine, although it deranged her quite considerably.

He nods to Severin - the Orgasmatron is adjusted and Barbarella rises gently into the air...

BARBARELLA INHALES FAST AS THE CONTRAPTION CONNECTS TO HER...

DURAND/BAAL LEADER

Unlike her, you embody a purity and sexuality we don't want to absorb... in fact it's a quality we must abolish. But, like Severin, we'll allow you to coexist with us... If you reveal the whereabouts of the KING.

FROM ABOVE: Barbarella is in the fetal position, slowly revolving...

BRIEF SHOTS OF HER BODY, HER FACE INTERCUT WITH THE PLEASURES DRIFTING THROUGH HER MIND...

(CONTINUED)

CONTINUED: (3)

SHE FEELS TONGUES ON HER BODY.

FEATHERS BRUSHING HER FLESH.

WHIPS FLAIL HER

MEN RAVAGE HER. WOMEN RAVAGE HER.

HER BODY SHAKES AS AN ORGASM WRACKS HER.

The Baal Leader's Voice sears through it all:

DURAND/BAAL LEADER (O.S.)

You are dying from a thousand
little deaths. Your perversions
will devour you Barbarella. Where
is he?

As she spins slowly her body experiences another orgasm, the machine is driving her to insanity... The Baal and Severin are captivated by the sight of this gorgeous creature. But then something starts happening... Barbarella is concentrating her mind on the machine.

DURAND/BAAL LEADER

Something's wrong.

SEVERIN

She's reversing the polarity of
her own sexual gratification. The
machine is being over-stimulated.

THE ELECTRONIC BRAIN OF THE MACHINE IMAGINES ITSELF WITH BARBARELLA, IT IS AN ELECTRONIC 'THING' AND SHE IS EXCITING IT, KISSING IT, MAKING LOVE TO IT... FIREWORKS GO OFF IN ITS CIRCUITRY.

BACK IN THE ROOM:

The Machine fizzles. Barbarella getting the better of it... Until IT SPARKS AND EXPLODES.

The Baal fall back in shock and horror.

And through the smoke - a sweat-drenched Barbarella RIPS HERSELF FREE, reaches between her legs to where she hid her ZIP GUN - pulls it out - and triumphantly leaps into her iconic stance.

The Baal crawl away from our stark naked heroine. The Durand 'mask' disappears completely, the Alien Baal Leader beneath is fully revealed.

(CONTINUED)

CONTINUED: (4)

Getting to his feet he stares at her gun - made from spare parts, the barrel surprisingly formed from what must be the robot's dick.

BAAL LEADER

(dismissive)

Built from spare parts? How powerful could that little thing possibly -

KERBLANG!

- before he can finish his sentence she fires off to his side, sending a Baal guard flying 20 feet back, and causing a massive explosion.

BARBARELLA

You of all should know size isn't everything, Durand.

The Baal stare at her, but then past her; she turns to look:

THROUGH THE WINDOWS OF THE ALIEN SHIP:

Men running toward the ship. Carrying blunt instruments, an entire army risen from underground to attack their foe!

BARBARELLA'S HEART SWELLS AS SHE WATCHES:

The monstrous Baal guards advance upon the men, trying to keep them from their ship. In the vanguard of the human attack are a handful of the slick black robots, swiping the Baal aside.

Every dropped Baal weapon is picked up by a human, and the men start blasting the Baal themselves. When the first Baal dies, the creature in his neck scutters out, seeking a new host - only to be STOMPED ON like a bug by one of the robots.

Seeing this returns the Leader to his senses.

BAAL LEADER

Deploy the Gravity Cannon!

And from the top of the Baal ship a CANNON-LIKE WEAPON emerges, quickly zapping the robots - who are instantly FLATTENED into dense blobs of black matter...

The men see this and their vigor is drained. Soon they are starting to succumb...

(CONTINUED)

CONTINUED: (5)

MEANWHILE... BARBARELLA

fires her gun, blasting a way clear. Grabs her ragged clothes, jumps through the smoke and fire. Still naked, she blasts another couple of guards.

THE BAAL LEADER

Strides after her, shouting to his dazed men:

BAAL LEADER
She must not leave the ship!

EXT. CARGO BAY, BAAL SHIP

A few Baal Guards flying through the air is followed by Barbarella's appearance in the cargo bay. Dressed again.

She fires at a control unit - causing the cargo door to start opening. More Guards try to take her on - but accurate shots and a few whacks take them out of the game.

She runs down the cargo ramp...

TO WITNESS THE CHAOS ON THE BLACK MOON

Men are dying, being captured. It's hard to watch.

As ray-gunfire is directed at her, she avoids the EXPLOSIONS and dives behind a building.

She goes to look at the scene - but ANOTHER EXPLOSION nearly takes her head off. She lies back against a wall as the sounds of the battle rage on. She shakes her head:

BARBARELLA
Shit!

Then saddened by it all, she runs away down the side of the building...

Like a devil, Severin stands atop a small black hill swinging her spiked whip, taking off men's heads while firing spiral blades with the other hand.

EXT. NEAR AIRHEART

Barbarella moves through the hills, keeping low, until she peers out over a boulder - to see her beloved Airheart - ON FIRE. Destroyed. Tears fill her eyes. She slumps back on the ground. Now what?

SHE HEARS A MOVEMENT TO THE SIDE OF HER - superfast, without looking, she swings her arm, points her zip gun to the side - then turns to look at who she has in her sights... the King.

KING

Hello to you too.

She keeps the gun directed at him. Wipes away a tear.

KING

Don't worry, I'm well aware of what you're capable of.

BARBARELLA

You don't -

KING

- Know you at all? Ah, but I can guess. Just like I knew you'd come here right now.

BARBARELLA

Or are you -

KING

- Just hiding from the battle? No. I wanted to talk to you.

BARBARELLA

Why do you keep finishing my -

She waits for him to say 'sentences' but he doesn't. Merely smiles.

BARBARELLA

...I don't believe it. No. You can't be. You can't be.

He nods, knowing what she's thinking.

BARBARELLA

You're a Watcher.

She lowers the gun.

(CONTINUED)

CONTINUED:

BARBARELLA

That's why the Baal want to find you... why they haven't destroyed the Earth yet.

KING

You were the bait to draw us out. If they absorb me, they will immediately have the intelligence to find and destroy every lifeform in the universe. That was why your guardians had to kill themselves.

BARBARELLA

But why -

KING

- Didn't I tell you this before?

BARBARELLA

Stop doing that!

KING

Sorry. I had to send you back out without knowledge - you were going to reveal it all under torture.

BARBARELLA

So you sent me out KNOWING I'd be tortured?! I don't believe this!

KING

Yes... but I knew you would escape.

BARBARELLA

I had to build my own weapon!

KING

As I knew you would.

Barbarella pauses. Right now she'd like to flatten him with a punch.

KING

This is not the time for you to hit me.

So she aims the Dick Gun at his head.

BARBARELLA

You know if I killed you now it would make sure the Baal couldn't absorb you.

(CONTINUED)

CONTINUED: (2)

KING

But then who would be left to
protect the galaxy from the Baal?

BARBARELLA

You?

KING

(sincere)
With you. Together.

BARBARELLA

(beat, then together)
This is no time for sincerity.

She glances back to the landmarks, can hear the battle
raging:

BARBARELLA

So what do you calculate the Baal
will do next?

KING

Point their gravity cannon up at
that moon and issue their
ultimatum: if I don't come
forward they'll drop it on earth
and destroy the last remnants of
the human race.

BARBARELLA

But they'll do that either way?

KING

(nods)
Which means ... you have about ten
minutes to save mankind.

He surprises her by holding up a NEW OUTFIT. Which is
sensational. (Her clothes are torn and tattered).

KING

But you can't go anywhere in that.

She looks at the dress, thoughtful...

KING

(with a smile)
It belonged to my mother.

As Barbarella considers the amazing outfit... In the
distance, an OMINOUS CHARGE OF STATIC:

(CONTINUED)

CONTINUED: (3)

KING

Don't mean to hurry you - but
that's a proton storm approaching.

BARBARELLA

Tell me something - what did you
use to communicate with the other
Watchers?

The King smiles.

EXT. LANDMARKS

Barbarella in her most iconic outfit yet... stepping out
in her full glory. She walks the vast length of the
horizontal Eiffel Tower.

As she moves on, shadows shift, dark clouds move, some
light breaks through the gloom, illuminating her, destiny
written across her face. Her strides gain in purpose
until she reaches the tip of the tower. Stands there.

Her eyes focus on the Taj Mahal where the battle still
rages.

Whatever happens -- this is it. The final push. A
couple of deep breaths, then...

Barbarella starts blasting. Again and again.

They come out to take her on. She ducks and dives, rolls
and jumps from one great landmark to another - then
running across the roofs of old cars - the Baal attempt
to hit her, resulting in the destruction of these icons:
she leaps from the Eiffel Tower onto the Basilica, then
dives onto the Statue of Liberty as it's blasted - she
rides it as it topples, jumps off it onto the mane of the
Sphinx -

She is already shooting a Baal while behind her the
Statue of Liberty is smashing down, straight through the
White House!

EXT. UNDERGROUND

The King emerges from the old hiding place, carrying
something in a satchel.

EXT. BAAL SHIP

Races to the ship... holding the gun he'd confiscated from her. Lifts it up, uneasy, not used to the weapon. Not used to violence. But he fixes a determined jaw - and resting his gun arm on a broken icon, blasts away at some Baal who have some men cornered by the Taj Mahal. Misses completely.

The Guards look to each other wondering what just happened.

The King stops breathing. Steadies his hand. Braces himself even more. BLAM BLAM BLAM BLAM BLAM. The Guards perish instantly.

The cornered men look to each other then see the King and cheer like hell. Finally they have a King with balls!

The King smiles as the men grab the Baal weapons. Then he looks at his watch, something on his mind. Up on the horizon - the PROTON STORM is sweeping this way. He swings that satchel on his shoulder.

BARBARELLA

turns a corner and is face to face with the RAEL BAAL. He smiles. For an instant she freezes. He lunges at her and she comes to her senses and blasts him. She pulls the creature from his neck. Stamps on it then blasts it.

SEVERIN (O.S.)

You can still change.

She turns to look at Severin. The spikes slowly emerging from her outfit, about to fire out and impale Barbarella.

SEVERIN

Drop the gun.

BARBARELLA

You've got to let me stop them.

(beat)

You're still in there. The girl I knew.

She drops the gun - and for a moment there is a tenderness in Severin's eye... almost wistful -

SEVERIN

...Once, maybe... But hate ... is a stronger drug than love.

(CONTINUED)

CONTINUED:

Barbarella sees that there's no hope - and as Severin fires she dives away, catching a spike en route, millimeters from piercing her skin. Severin looks surprised - as a spike comes flying back at her - and hits her in the throat (just like the creature that killed Rael). Coughing blood, she drops to her knees. Barbarella's eyes cloud with tears. But there's no time. Barbarella runs...

INT. BAAL SHIP

The Baal Leader looks out as static shocks chase across the landscape with the arrival of the proton storm. And illuminated weirdly by the storm he sees the figure of the KING, rallying the men outside the White House. His suspicions grow to certainty...

BAAL LEADER
(to Baal Engineer)
Give me the remote. Ready the gravity cannon.

BAAL ENGINEER
What target?

BAAL LEADER
That!

The Engineer follows his finger to look at the sliver of moon above.

EXT. BAAL SHIP

The Baal Leader comes off the ship, into the raging proton storm: he urges his men into the fight.

BAAL LEADER
There is their King! We have him!
Don't bother with the others,
surround the white building.

(He means The White House)

EXT. WHITE HOUSE, BLACK MOON

The Leader and his Baal warriors move through the storm, swarming around the White House.

BAAL LIEUTENANT
He's inside. The others ran when they saw us coming.

(CONTINUED)

CONTINUED:

With contempt and victory, the Baal Leader heads in flanked by bodyguards.

INT. OVAL OFFICE, WHITE HOUSE, BLACK MOON

The Leader - clutching the REMOTE CONTROL - and his men enter. The King turns to face them - when suddenly there is a flurry of fire from the shadows and the Leader's bodyguard are blasted into oblivion.

Unfazed, the Leader holds his thumb over the remote:

BAAL LEADER

Shoot me and I will bring down the moon!

BARBARELLA (IN SHADOWS)

I know.

She steps out of the shadows... The Baal Leader smiles despite himself.

And then, surprisingly, Barbarella points the gun at the King - who looks suddenly anxious.

KING

Hold on, this isn't how it was meant to be! You're supposed to be leading everybody onto that ship, getting control of it.

The Baal Leader takes his creature from his neck - ready to absorb the last Watcher.

KING

You were to be a rallying point for all resistance against the Baal. An end to apathy!

BARBARELLA

I know. But I just couldn't trust you to kill yourself before they absorbed you.

And she shoots the King point blank, right in front of the startled Baal Leader. His body disappears into the shadows.

BAAL LEADER

What are you doing?!

BARBARELLA

Had to make sure.

(CONTINUED)

CONTINUED:

And now they hear DISTANT EXPLOSIONS. The Baal Leader hardly notices, devastated to have lost his prize like this.

BARBARELLA

You've lost. Whatever happens.
It doesn't matter about me -
you've destroyed everything I had.
My parents, my guardians, my
lover. But your superiors aren't
going to be happy. You let the
last Watcher slip through your
grasp.

The Baal Leader looks out to the proton storm and has a sudden insight:

BAAL LEADER

No. The proton storm... this is a
trick! He isn't dead. Just a
mindstream projection!

In her face he sees he's right.

CUT TO:

INT. BAAL SHIP - SAME TIME

The real King (alive) drops his mindstream crystal into his satchel as he leads his men in storming the undermanned ship.

They battle the Baal - some winning, some dying. It's is a desperate race against time:

KING

Get to the gravity cannon!

BACK TO:

INT. OVAL OFFICE, WHITE HOUSE, BLACK MOON - SAME TIME

The Baal Leader swings his blaster in Barbarella's direction and FIRES, blasting the dick gun from her hand.

BAAL LEADER

But you ... You couldn't have shot
my men without being real. 'Had
to make sure' of what? That I
didn't press the button?
(smiles)
Too late.

(CONTINUED)

CONTINUED:

And he BLASTS HER AGAIN - this time she DIVES behind a pillar as the blaster zaps hard. She missed most of the blast but is hit. She's injured. Scared.

BAAL LEADER
We're all going together.

And he PRESSES THE BUTTON.

EXT. BAAL SHIP

The gravity cannon pulses at the slither of moon -

INT. OVAL OFFICE, WHITE HOUSE, BLACK MOON

They both look up through the broken roof as the CRESCENT SHUDDERS AND SHIFTS...

It starts to plunge, picking up speed fast, drawn toward Earth.

Just then the Baal Ship's engines ROAR. It starts to lift off the ground.

BARBARELLA
(heartened)
They're going to get away.

BAAL LEADER
How do you know it's the humans?

She suddenly feels very demoralized as the ship heads away. But then it arcs around and starts this way.

BARBARELLA
...Because your guys wouldn't risk their lives to save you.

He knows that's true and snarls, blasting as he moves nearer to her, hunting her down.

THE CRESCENT MOON THUNDERING TOWARD EARTH...

As the Leader blasts over a pillar, Barbarella rolls and grabs her dick gun back. She blasts the Leader in the guts:

He sinks down, just as the SHIP skims down toward them:

BAAL LEADER
You bitc -

(CONTINUED)

CONTINUED:

BARBARELLA

Call me anything you want - but my
name is Barbarella.

He blasts at her just as the KING reaches down from the
ship and she grabs his hand. The ship races away as the
shadow of the crescent moon looms large...

INT. BAAL SHIP

Barbarella and the King get to the bridge of the Baal
ship, dead Baal lying around them, as the ship races away
from the planet - just in time to see

THE CRESCENT MOON PLUMMETS DOWN, SMASHING THE PLANET -
CAUSING A CHAIN REACTION OF EXPLOSIONS...

The spaceship warps away - safely running from the most
gigantic explosion behind them - the EARTH DISINTEGRATING.

INT. BAAL SHIP, SPACE

BARBARELLA

It's a start.

KING

It's more than that. This ship
can tell us all about the other
Baal out there. I'll -

Barbarella surprises him by pulling him in for a
passionate kiss.

BARBARELLA

Did you see that coming?

KING

Honestly? No. I didn't.

Then she stares, hit with a thrilling realization.

KING

What's wrong?

BARBARELLA

Nothing wrong... I just realized.
I had my eyes closed.

He shakes his head, not understanding and not caring as
they kiss again, unaware of the figure sneaking though
the corridor behind them...

(CONTINUED)

CONTINUED:

SEVERIN - dried blood at the neck, rounds the corner, levels her Blaster at the unaware Barbarella.

ZAP!

Barbarella turns, too late to react herself, but Severin falls to the ground in a heap. Dead. She shakes her head, sad to have lost her old friend - then looks to see who shot the fatal blast - it was none other than the KING.

He used that zip gun in her belt. He holds the gun up.

BARBARELLA

There's hope for you yet.

She blows smoke from the barrel.

CUT TO:

SPACE - LATER

The stars. The Baal ship whizzing through them.

BARBARELLA watches through the window, her new family currently in hypothermic suspension. Our heroine is alone on the bridge. The innocent beauty perhaps not so innocent now. Forced to grow up through her adventures. With a new knowledge of her past.

The ship shoots forwards, into the future...

DISSOLVE TO:

EXT. LYTHION -- DAY

The Amazon Women emerge, armed, as the GIANT ALIEN BAAL SHIP LANDS. They're wary, ready to defend themselves.

The Cargo door opens and a SPEAR comes flying at it. BARBARELLA'S HAND CATCHES IT. She walks down the ramp and plants the spear in the ground.

The Amazon Leader watches the Men Of Earth emerge, stepping out with a certain 'just-defrosted' gait.

Barbarella has impressed her influence on the men, for their hair is shorn and they are clean and groomed. She brushes one's hair from his face as he walks by. Keeping them presentable.

(CONTINUED)

CONTINUED:

The men bow at the Amazonians' feet. The Leader studies them - their almost female-like disposition, some of them carrying their babies in backpacks.

AMAZON LEADER

I suppose we could... try them.

The men stand, and a beat passes before the Amazonians jump them in glee, taking them to the ground.

The King takes this opportunity to kneel and bow to Barbarella.

KING

Barbarella. Will you be my Queen?

BARBARELLA

I know I said it earlier, but enough with the kneeling. Had it. Stand up.

He stands.

KING

Can I be your King?

BARBARELLA

Why ask if you already know what my answer will be?

KING

It's a woman's prerogative to change her mind, is it not?

She smiles. They look at one another.

BARBARELLA

Take me around the universe once, and I'll give you my answer.

KING

I can't fly.

She smiles.

BARBARELLA

Then we'll just have to do shallow orbital maneuvers.

- With that she kisses him.

(CONTINUED)

CONTINUED: (2)

ROLL END CREDITS

...Barbarella's striptease, TO HER FULL THEME MUSIC. The King is in the corner, watching all.

The scene continues, and they make love in Zero Gravity.

This goes on throughout the credits (which cover almost everything... Almost.)

- THE END -

BARBARELLA WILL RETURN IN
BARBARELLA & THE GARDENS OF EDEN