

TRANSFORMERS - THE MOVIE

by
Ron Friedman

New draft April 24, 1985
COMPLETED APRIL 27, 1985

5/2/85

Page one

FADE IN

SWIRLING POOL OF MIST

As we close in it is impossible to tell whether we are looking at a thick and ominous fog at close range or at some gaseous formation far from us. As we CLOSE STILL MORE we HEAR RUMBLING SOUND OF WEIRD STATIC, an overlay of sounds actually, as though thousands upon thousands of electrical interferences were occurring at once, overlapping, echoing one on the other to infinity.

CLOSER STILL TO "MIST"

so we now see what might be SWIRLING, OCTOPUS LIKE SHAPES MOVING BENEATH AND THROUGH THE MIST. These "shapes" might have ghostly eyes and mouths seen only as darker shadows beneath the still swirling fog shapes. It seems these MENACING SHAPES ARE MOVING OUT AT US THROUGH THE NOW SHIFTING MISTS as we CLOSE IN MORE and then , AS MENACING SHAPE SUDDENLY HURTLES OUT TOWARD CAMERA, FILLING SCREEN WITH SHOCKING RAPIDITY, WE PAN PAST THAT SHAPE WITH A STATIC ROAR to reveal that we have been looking at

THE FACE OF A VAST PLANET IN SPACE (UNICRON)

As on the PAN we now see the CURVE OF ITS ORB AGAINST THE DARKNESS OF SPACE, the "menacing shape" of mist EXPLODING AWAY FROM ITS SURFACE BUT THAN BEING DRAWN BACK TO RESUME ITS PLACE WITHIN THE SWIRLING MISTS - like a "sunspot" or solar storm - whose action is continuous, MORE MIST SHAPES MOVING OUT AND THEN BEING PERPETUALLY SUCKED BACK INTO THE SINISTER, SWIRLING ATMOSPHERE OF THIS HUGE, OMINOUS LOOKING PLANET. DURING THIS SEQUENCE, we CONTINUE TO PULL BACK, BACK, BACK so that we see more and more clearly that we have been looking at a scary planet all along. As we CONTINUE PULL BACK, the "MUSIC" OF THE PLANET (UNICRON) intermixes with the static overlay of sounds - the "Music" is like the wailing, whispering composite of a thousand sighs and breaths withheld and when we are PULLED BACK FAR ENOUGH so that perhaps one half of Unicron is visible we CHANGE TO

FULL SHOT OF UNICRON FROM THE REACHES OF SPACE

and we HOLD for a beat and then PULL AWAY AND CHANGE ANGLE TO OUR OPENING SHOT OF THE MOONS ORBITING CYBERTRON. (ALL THE PRECEDING TO TAKE PLACE DURING OPENING CREDITS)

(go to present page one which should now be numbered as 1A)

FADE IN

LONG SHOT- MOONS ORBITING CYBERTRON IN DEEP SPACE

There are five or more MECHANISTIC MOONS orbiting the huge planet of Cybertron and, as NARRATOR speaks in VOICE OVER, we MOVE IN RAPIDLY, CLOSING on one of those moons. The orbiting moons CAST GROTESQUE SHADOWS on the machined-high tech canyons and plateaus of Cybertron far below

NARRATOR (V.O.)
It has been five years since the noble Autobots joined forces with the people of Earth in a continuing battle against the evil Decepticons.....

CLOSER ON ONE OF THOSE MOONS

we ZOOM IN CLOSER still to show ROBOTIZED WEAPON AND VEHICLE FACTORIES surrounding a circular SPACE LAUNCH STAGING AREA on which assembly line CONVEYOR BELTS AND ROBOTIZED LOADERS load a SPACE SHUTTLE - one of several waiting ,like trucks at a factory loading dock

NARRATOR (V.O.)
(continuing)
...as a cargo of urgently needed weapons leaves an Autobot munitions factory on one of the moons of their home planet of Cybertron.....

DURING NARRATION OVER we MOVE IN CLOSER AND PAN briefly to establish space shuttle receiving load, its doors closing as it moves silently into launch position and END PAN ON

OPTIMUS PRIME AT CONTROL CONSOLE, JAZZ AND CLIFFJUMPER NEARBY

as he activates console board, LIGHTS, BEEPS, LASER BURSTS indicating preparation for blast off. Shuttle SMOKES AND SHUDDERS, TILTS UP in background

OPTIMUS PRIME
Clear for launch.....And ..fusion!

ANGLE FEATURING SHUTTLE

as it SPEWS FLAME AND LASER TRAIL OF EXHAUST and WHOOSHES up and off into deep space, becoming a glowing, fast vanishing dot almost immediately as we CUT TO:

INT. THE SHUTTLE - IRONHIDE AT CONTROL CONSOLE

as he looks out cockpit window and he and we SEE RAPID LIFT OFF AND BLAST AWAY into deep space. RATCHET, PROWL and BRAWN are with him, working various wall controls in b.g. during

IRONHIDE
(using intercom)
Fusion achieved, Optimus Prime.
Next stop....

DEEP SPACE - THE SHUTTLE MOVING RAPIDLY

as it heads down toward the distant planet Earth

IRONHIDE (V.O.)
Autobot City, Earth.

ANOTHER ANGLE - THE SHUTTLE

as it passes close by LARGE , DEAD PLANETOID in midst of floating ASTEROIDS, METEORS and similar space debris. As soon as it passes, we MOVE BACK TO SHADOWED AREA NEAR DEAD PLANETOID and CLOSE IN ON

MEGATRON

as he suddenly MOVES OUT INTO EXTREME CLOSEUP, his eyes blazing with hate, mouth contorted as he looks back and calls order

MEGATRON
Now!

WIDEN SHOT to show Megatron FLYING OUT AFTER fast receding and unaware shuttle. Megatron is accompanied by a battle "armada" consisting of INSECTICONS - SHRAPNEL, BOMBSHELL, KICKBACK , and CONSTRUCTICONS - SCRAPPER, BONECRUSHER, SCAVENGER, HOOK, LONG HAUL, MIXMASTER, and STARScream, DIRGE, THRUST, BLITZWING, and other Decepticons and they FLY OUT, FILLING SCREEN and seemingly FLY THROUGH AND OVER CAMERA as we CUT TO:

CLOSE SHOT- RADAR TYPE SCAN SCREEN

as TRAVELLING BLIP moves across star map toward pulsing dot of light which indicates position of the earth. A child's HANDS are working scanner device to track the blip

DANIEL (V.O.)
The Cybertron Moon Shuttle's coming!

INT. THE SHUTTLE - IRONHIDE AT CONTROL CONSOLE

as he looks out cockpit window and he and we SEE RAPID LIFT OFF AND BLAST AWAY into deep space. RATCHET, PROWL and BRAWN are with him, working various wall controls in b.g. during

IRONHIDE
(using intercom)
Fusion achieved, Optimus Prime.
Next stop....

DEEP SPACE - THE SHUTTLE MOVING RAPIDLY

as it heads down toward the distant planet Earth

IRONHIDE (V.O.)
Autobot City, Earth.

ANOTHER ANGLE - THE SHUTTLE

as it passes close by LARGE , DEAD PLANETOID in midst of floating ASTEROIDS, METEORS and similar space debris. As soon as it passes, we MOVE BACK TO SHADOWED AREA NEAR DEAD PLANETOID and CLOSE IN ON

MEGATRON

as he suddenly MOVES OUT INTO EXTREME CLOSEUP, his eyes blazing with hate, mouth contorted as he looks back and calls order

MEGATRON
Now!

WIDEN SHOT to show Megatron FLYING OUT AFTER fast receding and unaware shuttle. Megatron is accompanied by a battle "armada" consisting of INSECTICONS - SHRAPNEL, BOMBSHELL, KICKBACK , and CONSTRUCTICONS - SCRAPPER, BONECRUSHER, SCAVENGER, HOOK, LONG HAUL, MIXMASTER, and STARSCREAM, DIRGE, THRUST, BLITZWING, and other Decepticons and they FLY OUT, FILLING SCREEN and seemingly FLY THROUGH AND OVER CAMERA as we CUT TO:

THE SHUTTLE MOVING RAPIDLY

As Megatron MOVES INTO SHOT and TRANSFORMS INTO BLASTER MODE and FIRES at the far side of the Shuttle (The side away from camera) During this, we see FIRE LEAVE HIS BLASTER AND COME RIGHT AT US AND THE SHUTTLE

INT. THE SHUTTLE - ON IRONHIDE AT CONTROLS WITH PROWL

as SHUTTLE TAKES IMPACT and they react, looking over their shoulders to the side of the shuttle as we SMASH CUT TO

THEIR P.O.V.- MEGATRON'S BLAST TEARING A HUGE HOLE IN SIDE OF SHUTTLE

as GAPING, FIERY HOLE IS BLASTED THROUGH, Megatron TRANSFORMS BACK TO HUMANOID MODE and MOVES INTO SHUTTLE fast, FILLING SCREEN WITH SCOWLING PRESENCE, FIRING SIDEARM as Kickback and Shrapnel START PULLING BACKING TORN SIDES OF SHUTTLE to make more room for invading Decepticons

INT. THE SHUTTLE - ON BRAWN, RATCHET AND PROWL

as Prowl moves up beside his friends, FIRING BACK and Brawn is CUT IN HALF BY MEGATRON'S BLAST. THEN PROWL TURNS

ON PROWL

as SCAVENGER MELTS HIM DOWN, then turns and, as we WIDEN SHOT, joins Megatron who is joined by Kickback, the three FIRING AT ONCE AT

IRONHIDE AND RATCHET

who, in the act of FIRING BACK are FUSED TOGETHER then BLASTED APART and FALL IN SMOKING, GLOWING FRAGMENTS

RESUME ON MEGATRON IN SHUTTLE

as he takes controls and shouts command to other Decepticons, Dirge now standing by as his "lieutenant" and awaiting orders

MEGATRON

Close ranks and maintain tight formation on the space side of this craft.

As Dirge salutes and starts out blast-hole in shuttle wall we CHANGE ANGLE TO

MEGATRON IN CLOSE UP

as he grins malevolently and works controls

MEGATRON

The Autobot's own shuttle will screen our arrival from their detection sensors!

(he laughs)

CUT TO:

5/2/85

2B

CLOSE SHOT- RADAR TYPE SCAN SCREEN

as TRAVELLING BLIP moves across star map toward pulsing dot of light which indicates position of the earth. A child's HANDS are working scanner device to track the blip

DANIEL (V.O.)

The Cybertron Moon Shuttle's coming!

ON DANIEL

Daniel is a classical twelve year old American boy and he is watching shuttle blip on a portable space-scan viewer which is like an oversized Boy Scout compass in a carrying box. As Daniel speaks excitedly, we WIDEN SHOT to show he is at an old fashioned "fishin' hole" on earth - a pond surrounded by weeping willows, assorted trees and shrubs on a summer day - and that his fishing pole is stuck in the dirt by its handle, the line floating lazily out on the water. We don't yet see to whom he is speaking

DANIEL

Let's watch it land! Come on,
Hot Rod!

As Daniel runs to his bicycle and starts pedalling furiously to get up steep, grassy hillside we CHANGE ANGLE TO FEATURE:

HOT ROD

HOT ROD is an "adolescent" Autobot - kind of hot tempered, cocky, uncertain but good natured and , on occasion, stupidly heroic. He is in robot mode, sitting at edge of fishin' hole with fishing rod held between two fingers, looking bored with it all. When he speaks, his voice cracks, still unsettled in growth process. (NOTE: This adolescent voice-crackle has a certain electronic static quality to it and that will become a baritone undertone when Hot Rod "matures")

HOT ROD

What's the big deal, Daniel?
It's all strictly auto-circuit
pilot programming....
(gets jerk on his line,
PULLS line up to show
he's caught three large fish.
He looks them over without
interest)

Hmmph. Talk about boring.....!

ON DANIEL RIDING HIS BIKE UP THE HILL

DANIEL

(calling excitedly)
We're gonna miss it!

ON HOT ROD

as he smiles, tosses fish and rod aside and starts loping up hill after Daniel

HOT ROD

If you're gonna ride...ride in
style!

Hot Rod catches up with Daniel, scoops him off his bicycle, TRANSFORMS to automotive mode and RIDES OVER CREST OF HILL with Daniel in the front seat.

ANOTHER ANGLE - ON AUTOBOT CITY

as we FOLLOW Hot Rod in Automotive Mode and ride up and over roadway leading around perimeter of Autobot City which becomes visible the instant Hot Rod clears the rim of the hill. As we MOVE ALONG WITH HOT ROD, we are, in effect, PANNING TO ESTABLISH AUTOBOT CITY and its fortified areas, bridges, ramps, structures, etc. and we also see activity of several AUTOBOTS working to install huge metal shields, fortification style walls and electronic panel boards, gun emplacements, etc. All the while, Hot Rod and Daniel are riding out from the Autobot City and up into neighboring hills for an overview of the CIRCULAR LANDING AREA which resides within the "bowl" created by the City structure and natural surroundings. INTERCUT TO DANIEL as required.

DANIEL

Wow! We're at observation level
already! Let me out.

HOT ROD

Why settle for a peek when you
can see everything from Lookout
Point?

DANIEL

But we're not supposed to go
beyond City security!

HOT ROD

Hey, what are you anyway - a
Chromo-Chicken? Nothing's gonna
happen.....

ON KUP AND OTHER AUTOBOTS

As KUP - a grizzled, "old Soldier" of an Autobot - is directing the positioning of a large metal road barricade at the start of a narrow road which winds up the mountain which backs Autobot City. Before barricade can be placed beside sign which reads "STOP - THIS AREA OFF LIMITS" Hot Rod barrels past, almost knocking Kup over in dust and wind

HOT ROD (V.O.)
Now relax and enjoy my driving!

ON KUP as he reacts and watches Hot Rod drive up the mountain

CUT TO:

MOUNTAIN ABOVE AUTOBOT CITY- LOOKOUT POINT

as Hot Rod arrives at viewing platform carved in mountainside and TRANSFORMS back to humanoid mode. Daniel rushes to LARGE VIEWING BINOCULARS - the kind you see at National Parks - and turns to look up

DANIEL
I should be able to pick up the shuttle as soon as it reaches the atmosphere.....Here it is!

DANIEL'S P.O.V. - BINOCULAR MATTE - THE SHUTTLE

as it moves into view it turns NOSE TOWARD CAMERA AND THEN MOVES TO THE SIDE REVEALLING GAPING HOLE IN ITS SIDE AND DECEPTICON-HORDES

DANIEL (V.O.)
Hot Rod, there's something wrong, it's.....

HOT ROD (V.O.)
Now relax and enjoy my driving!

ON KUP as he reacts and watches Hot Rod drive up the mountain

CUT TO:

THE SHUTTLE IN SPACE

as it is now much closer to earth but we don't see Megatron and Decepticon group as yet

IRONHIDE (V.O.)
Point nine astroseconds to
touchdown....

INT. THE SHUTTLE

as Ironhide works controls and Prowl and Brawn look over his shoulder through window where earth is coming up fast

IRONHIDE
There's no warning on the
sensors but I had this tickle on
my neck diodes ever since lift off.
Must be getting old.....

ANOTHER ANGLE - MEGATRON

as he suddenly CRASHES THROUGH WINDOW and into control area of shuttle his blaster aimed right at Ironhide

MEGATRON
But no older!

He BLASTS IRONHIDE TO PIECES as Kickback and Bombshell TEAR INTO SHUTTLE FROM THE SIDES and Constructicons pour in, FIRING LASERS, DISINTEGRATING PROWL and then CHEWING BRAWN into bits as we CUT TO:

MOUNTAIN ABOVE AUTOBOT CITY- LOOKOUT POINT

as Hot Rod arrives at viewing platform carved in mountainside and TRANSFORMS back to humanoid mode. Daniel rushes to LARGE VIEWING BINOCULARS - the kind you see at National Parks - and turns to look up

DANIEL
I should be able to pick up the
shuttle as soon as it reaches
the atmosphere.....Here it is!

DANIEL'S P.O.V. - BINOCULAR MATTE - THE SHUTTLE

as shuttle moves into view, the Insecticons are CHEWING IT UP until it is completely DEVoured , leaving nothing but Megatron, Constructicons, Insecticons, etc. MOVING OUT AND INTO EXTREME CLOSE UP as if ready to break through the lens into Daniel's face

DANIEL (V.G.)
Hot Rod! It's Megatron.....

CUT TO:

MEGATRON

in mid-air, high above Lookout Point but descending fast, the sky dark with his attacking forces which start BOMBING and using LASER FIRE on Autobot City and on Lookout Point area

MEGATRON
(shouting to forces)
Destroy Autobot City! Decepticons,
Ho!
(he looks down and
FIRES)

ON HOT ROD AND DANIEL

as Hot Rod pulls Daniel back and Megatron's BLAST SHEARS OFF VIEWING PLATFORM which crumbles and falls off into space

HOT ROD
Hang on!

Putting Daniel under one arm, he pivots and kicks up at Hook and Scavenger who are descending on him in humanoid mode. He kicks Hook into Scavenger causing them both to CRASH AGAINST MOUNTAINSIDE which starts LANDSLIDE on which Hot Rod "rides" - his feet churning to keep his balance as he moves down slide pursued by Decepticon Fire, shouting "oooooooooh!" as he tries to survive the motion.

ANGLE ON BOTTOM OF MOUNTAIN SLOPE - BLITZWING

as Blitzwing looks up and "slide riding" Hot Rod and Daniel and takes aim up at them

BLITZWING
(amused)
I'm waiting for you, Autobrat !
Come on down!
(he snickers, levels
to fire)

as shuttle keeps coming, the Insecticons start CHEWING IT UP until it is completely DEVOURED , leaving nothing but Megatron, Constructicons, Insecticons, etc. MOVING OUT AND INTO EXTREME CLOSE UP as if ready to break through the lens into Daniel's face

DANIEL (V.G.)
It's Megatron.....

CUT TO:

MEGATRON

in mid-air, high above Lookout Point but descending fast, the sky dark with his attacking forces which start BOMBING and using LASER FIRE on Autobot City and on Lookout Point area

MEGATRON
(shouting to forces)
Destroy Autobot City! Decepticons,
Ho!
(he looks down and
FIRES)

ON HOT ROD AND DANIEL

as Hot Rod pulls Daniel back and Megatron's BLAST SHEARS OFF VIEWING PLATFORM which crumbles and falls off into space

HOT ROD
Hang on!

Putting Daniel under one arm, he pivots and kicks up at Hook and Scavenger who are descending on him in humanoid mode. He kicks Hook into Scavenger causing them both to CRASH AGAINST MOUNTAINSIDE which starts LANDSLIDE on which Hot Rod "rides" - his feet churning to keep his balance as he moves down slide pursued by Decepticon Fire, shouting "ooooooooooh" as he tries to survive the motion.

ANGLE ON BOTTOM OF MOUNTAIN SLOPE - BLITZWING

as Blitzwing looks up and "slide riding" Hot Rod and Daniel and takes aim up at them

BLITZWING
(amused)
I'm waiting for you, Autobrat !
Come on down!
(he snickers, levels
to fire)

ON HOT ROD AND DANIEL

as Hot Rod covers Daniel with his arms and desperately "treads" falling rock, his pumping feet almost a blur, slowing his descent but unable to stop completely or get away from Blitzwing's evil grin

HOT ROD

Yiiiiiiiiiii!

ON BLITZWING

as he is about to fire, an evil smile on his face, Kup 's ARM SHOOTs INTO SHOT, knocking Blitzwing's weapon askew so its BLAST SCORCHES Shrapnel who is flying nearby. As Blitzwing reacts, he turns and we CHANGE ANGLE TO

KUP

as he comes flying, feet first, into Blitzwing knocking him off the mountain ledge . Kup lands and confronts Hot Rod who is just coming to a stop at the bottom his his slide-ride with Daniel

HOT ROD

Gee, thanks, Kup. We were in big trouble.

KUP

(gruffly)

You still are! Transform and roll for the city!

Starscream ZOOMS PAST IN JET MODE and strafes them with laser bursts which CHEW UP ROCKS AND GROUND beside them. Hot Rod reacts with yelp and TRANSFORMS as does Kup, both in vehicular mode, racing back down mountain under ATTACK from Starscream and other Decepticons which pursue them on their flight down and into Autobot City as we CUT TO:

PERCEPTOR ON "BATTLEMENT" OF AUTOBOT CITY

as he watches Insecticons, Megatron, Constructicons, and other Decepticon forces coming down at city from the sky and toward the city from the ground. Perceptor reacts and RUNS BACK to speak to ARCEE, a lovely female Autobot of about Hot Rod's age, SPRINGER, a very muscular and bantering "Indiana Jones" type Autobot and ULTRA MAGNUS, the large and soldierly City Commander.

PERCEPTOR

Ultra Magnus!....a cursory
evaluation of Decepticon
capability indicates a distinct
tactical deficit!

ULTRA MAGNUS

(thoroughly puzzled)

What....?

SPRINGER

(translating)

We're outnumbered!

(turns, FIRES from his
hip)

ON DIRGE IN JET MODE

as it zooms in to strafe and takes the hit, SPINNING OUT OF FRAME
as Springer's blast EXPLODES ON WING TIP

RESUME ON SPRINGER, ULTRA MAGNUS AND OTHERS

as Decepticon BOMBS AND LASER FIRE start pouring in at the City
from all sides

ULTRA MAGNUS

(FIRING BACK, shouting
orders)

Springer! You and Arcee mobilize
resistance units on the perimeter!
Perceptor! Come with me!

As Springer snaps a casual salute at Ultra Magnus and starts in
one direction with Arcee, Ultra Magnus and Perceptor move off in
other direction. We MOVE WITH ULTRA MAGNUS AND PERCEPTOR as
Decepticon FIRE TEARS UP STRUCTURE ON EITHER SIDE OF THEM

ULTRA MAGNUS

(continuing, twists back
his hand to form a BULLHORN
into which he shouts)

Autobot City, transform!

ANGLE ON DOORWAY AT END OF BATTLEMENT PASSAGEWAY

as Ultra Magnus and Perceptor run toward that doorway, it TRANSFORMS,
with STEEL ARMOR PLATING APPEARING, SLIDING DOWN AND ACROSS THE
PASSAGEWAY, the doorway suddenly changing shape and becoming an
IRIS LIKE OPENING which IRISES CLOSED WITH STEEL SHIELD PLATES

(CONTINUED)

as Ultra Magnus and Perceptor enter and we CHANGE ANGLE TO:

OPEN COURTYARD AND STAIRS FROM BATTLEMENT AREA

as Springer and Arcee run down stairs and start across courtyard through HAIL OF DECEPTICON FIRE, FIRING BACK as they run, the STAIRS SUDDENLY TRANSFORM into METAL PLATED SEGMENTS, CLOSING, ONE ONTO THE OTHER like the armored tail segments of an armadillo. Then, the armor plated, interlocking stair unit FOLDS INTO ITSELF AND INTO walls as they TRANSFORM in series of steel plates which SLIDE ACROSS AND DOWN from all angles, locking into each other then OPENING TO REVEAL GUN PORTS through which LASER CANNONS AND BLASTERS send FUSION RAYS and GUNFIRE out at attacking Decepticons. We MOVE WITH Springer and Arcee as they start across open courtyard in still transforming city, running for all they're worth TOWARD ARCHWAY

SPRINGER

Got to reach the armory before
the City shuts us out, Arcee!

ARCEE

(breathless)

Then stop talking...and run!

HIGH ANGLE - LOOKING DOWN ON COURTYARD - TRACKING SPRINGER AND ARCEE

STARSCREAM (V.O.)

Pathetic fools!

ON STARSCREAM IN JET MODE

as he TRANSFORMS and zooms down in humanoid mode, SENDING LASER BURSTS IN ALL AROUND THEM as they dig for archway across courtyard

STARSCREAM

There's no escape...Uuuuh!

Just then, the floor of the courtyard STARTS TRANSFORMING, the center line of the floor SINKS and SIDES SNAP UP AND SHUT like the halves of a gigantic STEEL SHELLLED GIANT CLAM, SNAPPING CLOSED on Starscream's foot as he sees what's happening and tries to pull out of his dive too late to avoid it.

ANGLE ON SPRINGER AND ARCEE

as they make it through archway which TRANSFORMS, FOLDING INTO ITSELF IN STEEL SHIELDS as they run through

ON STARSCREAM -HIS FOOT STILL CAUGHT IN "CLAM" OF COURTYARD

as still transforming courtyard now starts RETRACTING "GIANT CLAM" like protrusion into the newly forming contours of the fortified city and Starscream struggles to get free before he is "eaten". He hammers and uses blaster on "clam" and then PULLS FOOT FREE as "clam" shape RETRACTS COMPLETELY and more armored shielding SLIDES INTO PLACE TO COVER where Courtyard had formerly been.

STARSCREAM

Aggggggh! My foot!

ANGLE FEATURING HIS FOOT

as he pulls it out of his metal armor "SHOE" AND FOOT STRUCTURE so he limps and winces in mid-air, flying back and away as City continues TRANSFORMING INTO FORTRESS BELOW

CUT TO:

TOWERS AND BUILDINGS OF CITY

as Constructicons start FIRING AT THEM but TOWERS AND BUILDINGS PIVOT AND RETRACT, withdrawing like periscopes, turning and vanishing into STEEL SHIELD COVERINGS which slide and move, continuing to TRANSFORM THE CITY, the METAL DEPRESSIONS INTO WHICH THE TOWERS AND BUILDINGS HAVE SUNKEN then becoming FIRE JETS which shoot at Long Haul and Mixmaster as they try to REACH INTO THEM to get at vanishing cityscape.

LONG HAUL

(knocked back as FLAME
JET scorches him)

Yaaaaagh!

ON MEGATRON

as he FLIES OVER SCENE, BLASTING this way and that, shouting

MEGATRON

Breach the perimeter, you dolts!
We must penetrate the interior
before transformation is complete!

ON INSECTICONS

who are trailing Megatron and attack the fast CLOSING CITY, trying to GNAW AND DEVOUR their way through the PORTS and BRIDGES leading inside.

SHRAPNEL

(CHEWING on draw-bridge
to City)

Penetrate! We shall penetrate!

BRIDGE STARTS TO RETRACT AND ARMOR PLATE ITSELF, but gnawing Insecticon gets in the way and Kickback KICKS SLIDING ARMOR PLATES as they try to seal bridge entry to City

KICKBACK

(Chewing on jamb of
doorway near bridge)

Penetrate! Mmmmmmmmm!

ZOOM BACK UP MOUNTAIN TO:

KUP, HOT ROD AND DANIEL

as Kup and Hot Rod are racing down mountain toward draw-bridge entry to still transforming city. Decepticons are FIRING AT THEM but they keep coming.

KUP (V.O.)

The last door into the city is
at the drawbridge and the Insecticons
are in our way.

HOT ROD (V.O.)

Wrong! They're our way in!
Yaaaaaay-hah!

ANOTHER ANGLE

as Hot Rod speeds up, passes Kup and RIDES UP AND OVER KICKBACK'S BACK, using it like a stunt driver's ramp to HURTLE ACROSS the open space between Kickback and the doorway into the city. As Shrapnel looks up and reacts, Kup comes HURTLING UP AND OVER KICKBACK'S BACK just as Kickback is starting to rise to see what it was that knocked him face down onto the bridge in the first place. Kup goes SAILING OUT OVER OPEN SPACE between Kickback's back and the doorway into the city, CLOBBERING SHRAPNEL who is in the way and completing landing on threshold of city doorway, driving in as DOORWAY TRANSFORMS, SHUTTING DOWN WITH METAL SHIELDS WITH A "CLANK" SOUND as Kickback and Shrapnel both leap at it, to bite Kup and Hot Rod and instead BREAK THEIR TEETH on steel door, falling face down with a grunt as LAST BITS OF CITY TRANSFORM, ROTATING INTO METAL SHIELDED BUNKER FORTIFICATIONS.

CUT TO:

INT. CITY SIDE OF DRAWBRIDGE

as Kup and Hot Rod roll in and TRANSFORM where Ultra Magnus is waiting for them with Perceptor as Autobots are moving into battle stations in the b.g. and ALARMS SOUND. Daniel looks on in awe

ULTRA MAGNUS

(sternly)

You can explain your violation of security later, Hot Rod! Right now, you and Kup report to your defensive stations. And take Daniel with you!

HOT ROD

I'm really sorry, Ultra Magnus, I just wanted to get a better look at...

KUP

(tugs him along roughly)

He said "later!"

As Kup moves OFF with Hot Rod and Daniel, we MOVE WITH Ultra Magnus and Perceptor as they hurry to control room area where SCENE OF BATTLE AROUND NOW FORTIFIED AND TRANSFORMED CITY IS SHOWING ON HUGE MONITOR

ULTRA MAGNUS (to Perceptor)

Megatron won't rest until he overruns this position and destroys us! Blaster must contact Optimus Prime for reinforcements at once.

PERCEPTOR

I shall attend to it at once, Ultra Magnus!

(he goes OFF rapidly)

ANGLE FEATURING ULTRA MAGNUS AT HUGE "WAR SCREEN" MONITOR

View on "war Screen" shows Constructicons converging on a wall of the transformed, Fortress City - Long Haul, Mixmaster, Bonecrusher, Scavenger, Hook, Scrapper are FIRING and TEARING AT ARMOR PLATES

ULTRA MAGNUS

(turning to WHEELJACK who
is at War Screen control
console)

The Constructicons are at the southern
wall. Report on available resistance
in that sector, Wheeljack!

WHEELJACK

(works controls)

It doesn't look good....

ON WAR SCREEN we see X-RAY TYPE SHOTS OF INTERIOR WALL STRUCTURE
as Constructicons continue to peel away armor plate and FIRE AND
BOMB to get in

WHEELJACK (V.O.)

Fusion ports and photon torpedo
tubes were damaged during City
transformation....

BACK TO SCENE

as Ultra Magnus scans plan drawings on which show up on SPLIT SCREEN
VIEWS OF WAR SCREEN. Drawings show structure of city and levels
below ground at point of attack. Ultra Magnus runs his finger
along plans on screen and PENCIL THIN BEAM OF LASER LIGHT EMERGES
to trace lines on huge screen like a laser-light "pointer"

ULTRA MAGNUS

But it's in the same quadrant
as the Roboto-zoo lab!

(smacks fist onto
board decisively, shouts
order)

Activate the Ani-bots!

Wheeljack nods and works controls, looking up at War Screen

ANGLE ON WAR SCREEN

as picture CHANGES TO SHOW Constructicons attacking wall, then PAN
PAST to another section of city wall which SUDDENLY TRANSFORMS INTO
THE BARS OF A HUGE SERIES OF CAGES which OPEN WITH A LOUD CLANKING
to reveal a darkened interior. The Constructicons react, stop their
work of destruction and turn toward gaping, dark "caverns"

SCAVENGER

What is that?

BONECRUSHER

A way into the City! Follow me,
coward!

ON BONECRUSHER AT THE ACTUAL SITE

as he moves toward dark and gaping "cavern" then reacts in shock as SIMBA, a huge lion Anibot leaps out with a metallic ROAR and seizes Bonecrushers SHOULDER AND ARM IN ITS JAWS, shaking him like a rag doll

BONECRUSHER

(continuing , all shook up)
A-a-a-a-anibots!

ANOTHER ANGLE ON "CAVERN"

as PARDO, a huge Leopard Anibot, SHRIEK, an Anibot Eagle, THUMP, an Anibot Buffalo and CLUMP, an Anibot Rhinoceros come storming out, knocking the Constructicons all over the place with assorted bellows, snorts and screeches as

PARDO

leaps on Mixmaster's back and RIPS AWAY PORTIONS OF HIS ANATOMY, hanging on as Mixmaster turns and tries to pull it away

SHRIEK

as it SINKS ITS TALONS onto Long Haul's head, flapping its wings to cover his optic sensors so Long Haul FIRES blindly, hitting Hook and Scrapper as

THUMP

butts Scavenger into wall where he rebounds and ricochets onto

CLUMP

who catches Scavenger on his horn and tosses him into other Constructicons who start FIRING BACK, batting at and kicking at the ferocious Anibots who growl and menace them as we

CUT TO:

BLASTER ON FORTIFIED "CROWS NEST" LOOKOUT TOWER

where Blaster is broadcasting battle reports. The "Crows Nest" has unbreakable windows all around and Blaster's seat rotates so he can watch action around 360 degrees and report like Top 40's DeeJay. Perceptor climbs up ladder into "Crows Nest" from lower level.

BONECRUSHER

5/2/85

A way into the City! Follow me,
coward!

ON BONECRUSHER AT THE ACTUAL SITE

as he moves toward dark and gaping "cavern" then reacts in shock as SIMBA, a huge lion Anibot leaps out with a metallic ROAR and seizes Bonecrushers SHOULDER AND ARM IN ITS JAWS, shaking him like a rag doll

BONECRUSHER

(continuing , all shook up)

A-a-a-a-anibots!

ANOTHER ANGLE ON "CAVERN"

as PARDO, a huge Leopard Anibot, SHRIEK, an Anibot Eagle, THUMP, an Anibot Buffalo and CLUMP, an Anibot Rhinoceros come storming out, knocking the Constructicons all over the place with assorted bellows, snorts and screeches as

PARDO

leaps on Mixmaster's back and RIPS AWAY PORTIONS OF HIS ANATOMY, hanging on as Mixmaster turns and tries to pull it away

SHRIEK

as it SINKS ITS TALONS onto Long Haul's head, flapping its wings to cover his optic sensors so Long Haul FIRES blindly, hitting Hook and Scrapper as

THUMP

butts Scavenger into wall where he rebounds and ricochets onto

CLUMP

who catches Scavenger on his horn and tosses him into other Constructicons who start FIRING BACK, batting at and kicking at the ferocious Anibots who growl and menace them as we

SCRAPPER AND HOOK

CUT TO:

as they recover from Long Haul's wild shots and, in unison, TEAR SIMBA OFF BONECRUSHER and hurl Simba onto Thump who is charging, knocking Thump into a rolling fall- like a rolling block in football which takes Thump into

PARDO AND MIXMASTER

knocking Pardo aside so that Mixmaster gets up as Scavenger MOVES INTO SHOT TO JOIN HIM and they start blasting ANIBOTS BACK, forcing them to retreat as we

CUT TO!

BLASTER ON FORTIFIED " CROWS NEST" LOOKOUT TOWER

where Blaster is broadcasting battle reports. The "Crows Nest" has unbreakable windows all around and Blaster's seat rotates so he can watch action around 360 degrees and report like Top 40's DeeJay. Perceptor climbs up ladder into "Crows Nest" from lower level.

As Blaster speaks, we see Decepticons FIRING at windows of Crows Nest but bursts explode harmlessly against glass

BLASTER

And lookout and shout , here come
da clout of another cluster bomb
barrage on da ol' Autobot garage!
Yow!

(FIRECRACKER LIKE explosion
chain against windows rocks
the Crows Nest)

Like, set your enemy heater meter
at coordinates five niner niner,
Ultra Magnus. I see Insecticons
nibblin' and quibblin in that
area.....

Blaster swivels around and tilts so he and we SEE Insecticons CHEWING ON ARMOR PLATING at lower edge of fortified, transformed city. Blaster activates turret type LASER CANNON

BLASTER

(continuing)

Lemme lay a couple slugs on dem
scrap metal bugs! Whoa, vermin,
let's do some squirmin'!

(FIRES Laser Cannon)

CANNON SWIVELS

LASER BLAST cooks out and we FOLLOW IT OFF SCREEN to

THE INSECTICONS CHEWING ON ARMOR PLATE

as Laser BLAST hurls Bombshell up and out of sight and causes Shrapnel and Kickback to get sucked into vacuum created by his fly-away departure with a sickening CRUNCH AND CLANG, both slowly sagging to the ground in a smoking heap as we

RESUME ON BLASTER AS PERCEPTOR JOINS HIM

BLASTER

(joyful at his direct
hit)

I'm talkin' hits here, Autobuddies!
Hits with "aitch" like in Hard, Heavy
and....

(sees Perceptor)

Hello, Perceptor, what's shakin'?

BLASTS of enemy fire continue to rock the crows nest as Perceptor answers

PERCEPTOR

Everything! You must contact Optimus Prime at once - if possible.

BLASTER

Hey, no way no Decepticon scramble net's gonna keep ol' Blaster from gettin' through! Cover your auditory adjustors.....

Blaster TRANSFORMS to ghetto blaster mode and BROADCASTS LOUD MESSAGE which sends VISIBLE SOUND WAVES in ECHOING series of overlapping tones, the WAVES RISING AND EXPANDING up into space

BLASTER

(continuing)

Optimus Prime...now is the time....
we need ya the most! We're in
deep Decepticons....

ON SOUND WAVES SPREADING THROUGH SPACE

as ECHO OVERLAPPING SOUND of Blaster's speech expands in space and we

CUT TO:

LONG SHOT - THE MUNITIONS FACTORY MOON OF CYBERTRON

JAZZ (V.O.)

You hear somethin, Cliffjumper?

JAZZ AND CLIFFJUMPER AT LOADING AREA ON THAT FACTORY MOON

They are assisting in loading of another shuttle at end of assembly line as STRANGE UNINTELLIGIBLE REMNANTS OF BLASTER'S MESSAGE wafts over the scene

CLIFFJUMPER

(pausing)

Sounded like Blaster from Autobot City but I couldn't make it out.

JAZZ

Whatever it is, it can't be good news! We got to tell Optimus!

Cliffjumper and Jazz TRANSFORM and roll off as we CUT BACK TO:

MEGATRON LEADING ASSAULT ON TRANSFORMED AUTOBOT CITY

He is FIRING at SEALED ARMORED DOOR, trying to melt through when he reacts to SOUND of Blaster's broadcast for help and stops, looking up at CROWS NEST

MEGATRON

That message must not get through!
Soundwave! Intercept and destroy!

ON SOUNDWAVE

SOUNDWAVE moves forward and starts heaving CASSETTES upwards toward Blaster's Crows Nest position

SOUNDWAVE

Intercept and destroy! Rumble!
Frenzy! Ravage! Ratbat!

ON CASSETTES

as they FLY UP AND TRANSFORM into RAVAGE, RUMBLE, FRENZY, RAVAGE and RATBAT, a vampire bat-like creature all of which go right up to the windows of the CrowsNest

ON RUMBLE

as he starts PILE DRIVER MOTION on Crows Nest windows

RUMBLE

Got to crack this nut, then
we crack the nuts inside!

INSIDE CROWS NEST

as Blaster and Perceptor see Rumble and others and react. Blaster stops broadcasting

BLASTER

We got Cassette Critters knockin'
on the window!

ON RUMBLE

as he CRACKS THROUGH GLASS and he and others swarm in and attack Perceptor who tries to beat them away

PERCEPTOR

Flee, Blaster! I'll hold them off!

BLASTER

No way. Two can play!

ON BLASTER

as he spews out CASSETTES which TRANSFORM into CUBBIE, a lion, STRIPES, a tiger, STINGER, a scorpion and BOLTS, a small, tough robot.

BLASTER

Sic 'em!

ON RUMBLE

as Cubbie takes him down by the foot, turning him over and over

ON STRIPES

as he SNAPS at Ratbat which screams and darts, trying to escape as we move to

STINGER AND BOLTS

as Bolts swats Frenzy into Stinger who JABS STINGER into Frenzy making him yowl and flee

ON BLASTER AND PERCEPTOR

as they start off amid cassette creature battle

BLASTER

Don't know if I got through, but
we better hope I did!

Ravage leaps at Blaster but Bolts kicks him aside as we

CUT TO:

THE FORTIFIED CITY- LONG SHOT

as Blitzwing zooms down, FIRING AND BOMBING, laughing, doing a loop and then reacts , stops laughing and almost comes to halt in mid-air

HIS P.O.V. - POWERGLIDE AND WARPATH

Coming right at him

BLITZWING

cringes and tries to loop back and away

BLITZWING

Uh oh!

ANOTHER ANGLE

as Powerglide swoops by left side and Warpath past right side, each FIRING BURSTS, catching Blitzwing on both sides which catch FIRE making him yelp as he dives down and through Decepticons who are hurling fire bombs at the city, scattering them, singing them as he passes and we follow him as he keeps going down and into

THE FISHIN' HOLE

as Blitzwing lands with a HISSSS of steam his flames crackling out as Powerglide and Warpath lay a final load of BOMBS on him in the water and blast off as we CHANGE ANGLE TO

MEGATRON WITH DECEPTICONS

as Megatron motions for Decepticons to PRY OPEN ARMOR PLATE to create a breach in the city wall. The metal plating CREAKS, BUCKLES, STRAINS but isn't open yet . In b.g. FIRE FIGHT continues between the city and other Decepticon attackers

MEGATRON

Heave! Put your servo-mechanisms
into it!

ANGLE ON CITY WALL

as THUNDERCRACKER and SKYWARP, in lead of team of Decepticon wall rippers, PULL BACK A METAL FLAP , shout and charge the opening, FIRING

INT. THE NEWLY MADE BREECH- SUNSTREAKER, HOUND, BLUESTREAK

as they wait for Thundercracker and Skywarp and other Decepticon invaders whom we see in silhouette against sky at newly made opening

BLUESTREAK

(to other Autobots)
We've got to stop 'em!

ANOTHER ANGLE- ON BLUESTREAK

as he steps out with LASER SABER and CUTS Thundercracker in half with a roar as Skywarp throws himself on Bluestreak and Decepticons swarm in as Autobots fight back, Hound USING BLASTER from low position, CUTTING OFF DECEPTICON LEGS, toppling them, still fighting as they go down and we

CUT TO:

THE MUNITIONS FACTORY MOON OF CYBERTRON

OPTIMUS PRIME (V.O.)

There's no time to lose....

SHUTTLE LOADING AND LAUNCH AREA - ANGLE FEATURING OPTIMUS PRIME

as he directs hurried loading of huge SPACE SHUTTLE where Jazz and Cliffjumper, once again in humanoid mode, are assisting , herding the DINOBOOTS inside.

OPTIMUS PRIME

Hurry, Dinobots!

ON GRIMLOCK

as he roars and flicks Jazz aside, resisting getting inside shuttle

GRIMLOCK

Me, Grimlock, not take orders!

ON BUMBLEBEE

as he runs out and pats Grimlock's huge foot, gently urging him into the shuttle where SLUDGE and SWOOP have already started to go

BUMBLEBEE

No offense, Grimlock. It's just that we need your strength to save Autobot City. But more than that, we need your strategic intelligence.....

GRIMLOCK

(flattered, lets little Bumblebee lead him on board)

Me ,Grimlock, understand. Me, Grimlock make clever plan!

ON OPTIMUS PRIME

as he boards shuttle last and calls back to Jazz and Cliffjumper

OPTIMUS PRIME

Take charge of operations here until you hear otherwise!

SHUTTLE DOOR CLOSES, SHUTTLE TILTS and LAUNCHES ITSELF with a roar and steam trail and we FOLLOW IT UP, UP, UP and into

DEEP SPACE BEYOND MOONS ORBITING CYBERTRON

as the large Space Shuttle turns sharply and starts downward trajectory toward distant Earth

OPTIMUS PRIME (V.O.)
Lock coordinates and accelerate
to maximum speed!

DEAD PLANETOID AND ASTEROIDS IN SPACE

as the Space Shuttle SPEEDS UP and MOVES INTO VIEW passing the same area previous, smaller shuttle had gone by. As Space Shuttle hurtles past we PAN BACK TO SHADOWY AREA next to dead Planetoid. ASTROTRAIN suddenly whooshes out of hiding and with a roar, goes after Optimus Prime's speeding Space Shuttle, SENDING OUT SERIES OF BLASTER RAYS which chew up small asteroids and space junk on all sides of the shuttle

ASTROTRAIN
Destruction to all Autobotssssss!

ON SPACE SHUTTLE

as it takes several direct HITS from fast gaining Astrotrain

OPTIMUS PRIME (V.O.)
Fight back but stay on course!

INT. THE SPACE SHUTTLE - ON OPTIMUS PRIME IN CONTROL COCKPIT

as Astrotrain starts gaining alongside, FIRING at side of Shuttle which is shaken violently by repeated impact. Bumblebee mans shuttle controls

OPTIMUS PRIME
We must get through!

A BURST from Astrotrain SENDS FIREBALL THROUGH HULL and into shuttle, striking Grimlock who howls with fury as it EXPLODES on his side

CUT TO:

LONG SHOT -AUTOBOT CITY BESIEGED

as armor plates of the city show GAPS, DENTS, SMOKING HOLES and Decepticons continue to pump FIRE POWER INTO IT and get back sporadic return fire from inside as Megatron moves INTO CLOSE SHOT to FILL THE SCREEN

MEGATRON

They're weakening! Constructions,
merge for final assault!

IN "PILLBOX" LIKE GUN EMPLACEMENT IN CITY'S ARMORED WALL

Where Springer and Arcee are hurrying to clear the twisted remains of Autobot defenders away from still smoking and blackened form of a CATAPULT LIKE TORPEDO LAUNCHER . Through launcher port we see a view of the mountain and vicinity where Decepticons are getting ready for big push.

SPRINGER

Great! Megatron's making his
big push and we can't even push...
(struggling to turn Catapult
around to re-aim it)
....back!

Arcee starts to push beside him. The huge Catapult CREAKS AND MOVES SLOWLY as we CHANGE ANGLE and Kup, Hot Rod and Daniel ENTER SHOT

KUP

Keep at it, Springer, lad! Help's
at hand!
(to Hot Rod)
Together now!

Hot Rod joins Arcee and Springer and Kup in pushing huge Catapult weapon into new firing position Daniel also leans against it, his small legs churning, puffing. The Catapult starts moving easily now

ON ARCEE BESIDE HOT ROD

ARCEE

(pushing, manages to speak
to Hot Rod. She likes him
but doesn't want to go too far)
I was afraid you'd....be trapped....
outside the city...walls...

HOT ROD

(also pushing with effort,
likes her, too, but tries to
be cool and collected)
Hey, I wasn't worried...for...a...
micro-minute!

ARCEE
 (enjoying letting him have
 it)

Then you...probably didn't...
 understand the situation.

Before Hot Rod can react, Kup steps back from repositioned Catapult

KUP
 That did it!

DANIEL AT LAUNCHER PORT (Opening in "pillbox" through which the
 Catapult will fire)

DANIEL
 Kup, Hot Rod! Look!
 (he points)

THEIR P.O.V. - THE CONSTRUCTICONS

as they start linking themselves together into enormous DEVASTATOR

KUP (V.O.)
 They're forming Devastator!

ON DEVASTATOR

as it rises up and starts FIRING, HAMMERING, TEARING AWAY at
 metal shields which create armored walls of the transformed City

DEVASTATOR
 Prepare for extermination, Autobot
 weaklings! Aha ha ha ha!

WIDEN SHOT TO INCLUDE MEGATRON, STARScream, DIRGE, ET, AL.

as they line up behind Devastator, FIRING INTO THE CITY, ready to
 follow Devastator inside when it has torn the "roof" off

SPRINGER (V.O.)
 Megatron's waiting for an opening...

ON SPRINGER , ARCEE, HOT ROD, KUP AT CATAPULT

as Springer LOADS TORPEDOES ONTO CATAPULT LIKE SLING

SPRINGER
 Let's make sure he can't take
 advantage of it!
 (he FIRES Catapult)

ANGLE ON CATAPULT

as it HURLS FLAMING TORPEDO BOMBS one after the other out the launch port and we FOLLOW THEM TO

MEGATRON AND OTHER DECEPTICONS WAITING FOR DEVASTATOR TO OPEN THE WAY

as succession of torpedo-bombs EXPLODE, SCATTERING THEM, knocking them aside, some of the Torpedo-Bombs striking Devastator and EXPLODING HARMLESSLY as Devastator continues to grunt and TEAR OFF ARMORED LAYERS GUARDING THE CITY as we CUT TO:

INSIDE THE CITY AT THE WAR SCREEN- ULTRA MAGNUS

as he watches Devastator tearing at "roof" of transformed city and Catapult action scattering the other Decepticons

ULTRA MAGNUS

(to Wheeljack)

Devastator's almost reached our inner defense membrane. Initiate Dragon-Beast!

ON WHEELJACK

as he works control board

WHEELJACK

Merging Anibots!

CUT TO:

ANGLE ON BASE OF AUTOBOT CITY - ANIBOTS

as they pick themselves out of rubble and from various fights in progress and INTERLOCK to create a huge, DRAGON LIKE MECHANO-BEAST which BREATHES LIGHTNING BOLTS which emerge from it's maw like the stylized ocean waves in a Japanese print

DRAGON BEAST

Dragon Beast will annihilate Devastator! Aaaaaaaaaaaaaaaaaah!

BILLOWING OUT A HUGE TONGUE OF LIGHTNING , Dragin Beast SCORCHES Devastator which reels back, away from the City, stunned, turning to retaliate with flame thrower tongues, bombardment, etc. as Dragon Beast lumbers onto it, both huge interlocking creatures TEARING AT EACH OTHER, sending out FLAME and LASER FIRE, their battle SHAKING THE EARTH, KNOCKING DOWN Decepticon heavy weapons, falling and rolling up against City walls, MAKING WALLS BUCKLE, their combined weight threatening to SQUASH THE CITY and all the Autobots inside as we

CUT TO:

SPACE AT EDGE OF EARTH'S ATMOSPHERE

as Optimus Prime's Space Shuttle is hurtling in and starting to show FIRE PATTERN OF ENTRY INTO ATMOSPHERE with Astrotrain still on its tail, FIRING AWAY STEADILY as Shuttle FIRES BACK. The Shuttle shows many dings and is SMOKING from direct hits in several places.

OPTIMUS PRIME (V.O.)

Time has run out...

INSIDE THE SPACE SHUTTLE - OPTIMUS PRIME WITH DINOBOTS

OPTIMUS PRIME

You must lead us in, Dinobots,
any way you can!

GRIMLOCK

Uhhhh! Me Grimlock, love challenge!
Dinobots, transform!

DINOBOTS TRANSFORM and, with Grimlock at the front, FLY OUT IN WEDGE FORMATION, blasting in unison, BLOWING ASTROTRAIN OVER, making him ROLL OVER AND OVER AND OFF SCREEN as they swoop up and over and then down, BLASTING AWAY AS THEY LEAD SPACE SHUTTLE DOWN TO

THE AUTOBOT CITY UNDER SIEGE

as battle between Devastator and Dragon Beast stops at NOISY ROAR OF INCOMING DINOBOTS who SHOOT LASERS AND FLAMES IN AHEAD OF THEM scattering Decepticons and Autobots as we FOLLOW DINOBOTS IN as they TRANSFORM AGAIN and, in dino mode, SWOOPS OVER DECEPTICONS, LANDING ON THEM with crushing results, tearing, stomping, SCORCHING AND FIREBOMBING this way and that as Megatron runs, shouting, blasting, trying to regroup his fleeing troops

MEGATRON

MEGATRON

Stand and fight, Decepticons! Hold
your ground, I say!

ON DEVASTATOR

as it comes apart, the separated Constructicons falling, getting blasts from Grimlock and Swoop who LIFTS HOOK IN A DIVE AND THEN DROPS HIM onto Starscream

ON DRAGON BEAST

as it roars with laughter and SMASHES DIRGE AND RAMJET together

ON ARCEE, HOT ROD AND KUP IN "PILLBOX" PORT

as they cheer and clasp hands. Hot Rod reacting as Arcee places her smaller hand on top of his

HOT ROD
It's Optimus and the Dinobots!
(sees Arcee's hand,
clears his throat and
removes his hand)
It's not over yet.

DANIEL

as he climbs onto Kup's shoulder for a better look out

DANIEL
The Decepticons are retreating!
Yaaaay!

CUT TO:

AREA OUTSIDE THE CITY - MEGATRON

as he stands , almost deserted by his Troops, still brandishing his blaster and shouting for his forces to regroup. In the b.g. Dinobots back away to allow the Space Shuttle to LAND and while Megatron is ranting, Optimus Prime gets out and moves into the clear to challenge him

MEGATRON
Starscream! Soundwave! Dirge! I
order you to battle at my side!
I.....
(aware he is alone, turns
and reacts with fury)
Optimus Prime!

CLOSE ON MEGATRON

his eyes blazing with hatred as he aims his blaster at Prime

MEGATRON
(continuing)
Curse you to eternity! You shall
fall this day!

ON OPTIMUS PRIME

as Dirge takes a sneaky leap at him from the side and Optimus simply raises his arm, stiffarming him with a shuddering clank, then turns him upside down with one hand and DRIVES HIM HEADFIRST

(CONTINUED)

INTO THE ROCKY GROUND, letting him then crumple and fall.

OPTIMUS PRIME
 (answering Megatron's
 challenge now)
 Do your worst, Megatron!

MEGATRON

with a roar he hurls himself at Optimus Prime, knocking them both back into the walls of the City, DENTING THOSE WALLS and CAUSING SHORT CIRCUIT of ELECTRONIC PANELS INSIDE, surrounding them as they battle with A FIERY NIMBUS OF CRACKLING ELECTRICAL ENERGY.

INTERCUT TO HOT ROD, KUP, DANIEL, ARCEE, BLASTER, PERCEPTOR, et.al. as they watch the battle of the titans. Decepticon resistance has stopped as remaining Decepticons huddle back out of the way to watch while Autobots cheer Optimus Prime on, adlibbing, "Clobber the Deceptibum , Prime.... Take him apart....Put out his luminators!" etc.

ANGLE ON OPTIMUS AND MEGATRON

as Optimus catches Megatron's foot as he attempts to kick him in the throat, TWISTS THAT FOOT and hurls Megatron backwards into JAGGED STRUCTURAL METAL PILE. Megatron grabs JAGGED, SPEARLIKE PIECE OF STEEL and HURLS IT AT

OPTIMUS PRIME

as Steel "Spear" PIERCES HIS SIDE and sticks in him as he keeps coming at Megatron, ducking a first, then a second, then a third burst of Megatron's BLASTER to deliver a huge UPPERCUT which lifts Megatron into the air so high that HIS HEAD BUTTS SHARPLY AGAINST OVERHANGING CONCRETE BALCONY, MASHING HIM DOWN and sending him rolling through the crowd of spectators where we FOLLOW HIM

MEGATRON

as he stops rolling up against chunks of broken rock and metal and stealthily slips a LASER DAGGER FROM HIS BOOT, turning and SLASHING AT PRIME as he comes for him, TEARING A GASH ACROSS PRIME'S MIDSECTION, forcing Prime to back up, his gashing wound showing SMOKE AND SPARKS and dropping Prime to one knee

MEGATRON
 (gloating)
 Farewell, Optimus!

He hurls the Laser Dagger as we CHANGE ANGLE TO

OPTIMUS PRIME

as he suddenly lifts CHUNK OF BROKEN CONCRETE and catches the Laser Dagger on it, tossing it aside as he lunges at Megatron who CLAWS HIS FINGERS AND DIGS THEM INTO PRIME'S EYES

MEGATRON

I'll rip out your optics!

They struggle for an intense beat, then Optimus grabs Megatron's clawed hand in one of his hands, TWISTS IT IN SEE SAWING TEST OF STRENGTH which Optimus wins in a JUDO TOSS which sends Megatron SKIDDING FACE FIRST THROUGH STEEL RUBBLE , CUTTING A GROOVE IN THE ROCK WITH HIS CHIN in a SHOWER OF SPARKS until he comes to a collision-rest against the side of the City.

HOT ROD

That's showing him, Optimus!

KUP

Finish him off, Prime! Do it now!

ON MEGATRON

as he feels shakily on ground ahead of him and reaches around rubble to find a discarded BLASTER. He reacts, scooping it up under him quickly, huddling over it on his knees, feigning a sobbing, racking imitation of utter defeat

MEGATRON

No more, Optimus Prime! Grant me mercy, I beg of you!

(he casts aside his side weapon but retains hidden Blaster)

You see, I cast down my arms!

ANOTHER ANGLE FEATURING OPTIMUS PRIME AND HOT ROD

as Optimus Prime warily moves out to look down at the cowering Megatron

OPTIMUS PRIME

You who are without mercy now plead for it. I thought you were made of sterner stuff, Megatron!

ON HOT ROD

as he sees Megatron go for the Blaster and leaps out to grapple with him

HOT ROD
Look out, Prime!

MEGATRON AND HOT ROD

as Hot Rod grabs for the Blaster, Megatron quickly gets Hot Rod in a headlock and points the Blaster up into Hot Rod's midsection

MEGATRON
Stand back, Prime, or your lackey becomes dust!

HOT ROD
(struggling, but not strong enough to break free)
Prime....forget about me....
Terminate him!

MEGATRON
Bravery! You all flaunt your....bravery!

As he says this, he HURLS HOT ROD at Optimus Prime and then BLASTS PRIME IN THE WOUND HE'D MADE WITH HIS LASER DAGGER

ON OPTIMUS PRIME

as he reacts, his midsection now glowing and smoking, a huge hole where the Blaster had struck. Hot Rod regains his feet and reacts

HOT ROD
It's all my fault.....

ON MEGATRON

aiming blaster again

MEGATRON
Fall, you great scrap heap! Fall!

ON OPTIMUS PRIME

as he gathers his remaining strength and with all his strength, roars and smashes Megatron with both fists clasped together.

(CONTINUED)

He bashes in Megatron's TORSO CASING, FRACTURING THE SIDES WHICH SPLIT, SPILLING WIRES, FUSES, LIGHTS, CIRCUITRY which sparks and smokes

OPTIMUS PRIME

(gasping painfully)

I should have known you'd be...
treacherous to....the last!

He falls to his knees, tries to rise, collapses to his side and falls slowly back. A beat as Autobots react and then rush around their fallen leader.

HOT ROD

(kneeling beside Optimus)

Forgive me, Optimus! I was only
trying to help.....

KUP

(puts arm around Hot
Rod's shoulder)

It wasn't your doing, lad....It
was Megatron.

ANOTHER ANGLE- MEGATRON

as battered Decepticons led by Starscream - all showing battle dents and scars - move in around him. Megatron WHEEZES and LEAKS SPARKS, his hatefilled eyes flickering evilly as Starscream leans in close to study him

STARSCREAM

(sarcastic, filled with
false sympathy)

How do you feel, Mighty Megatron?
You look dreadful.

MEGATRON

(weakly clutching at
Starscream's hand, gasping)

The wound is...mortal...my Life Spark
hungers for infinite...peace.

STARSCREAM

(drops Megatron's hand coldly,
calls to other Decepticons)

Megatron approaches ultimate termination.
We shall take him to Cybertron and
there determine which of us shall
rule in his stead!

ANOTHER ANGLE- ASTROTRAIN

as he MOVES ONTO SCENE in Space Shuttle mode showing battle burns
and scars. Starscream, Ramjet, Thrust, Dirge, the Constructicons,
Soundwave and his cassettes, et.al. BOARD ASTROTRAIN, Starscream
dragging Megatron by one leg, callously disregarding the way
Megatron's head and upper body BUMP AND GET KNOCKED from dragging.
Starscream and the others argue as they get on

THRUST

I am the strongest! I should lead!

SCAVENGER

Constructicons are powerful and
intelligent! The new leader must
come from our ranks!

STARSCREAM

Fools! Only I, Starscream, possess
greatness !

STARSCREAM

Without greatness, we are
nothing....

DIRGE

I shall demand notice!
I shall not stand down!

HOOK

It must be one
of us!

During argument, all get on board and Astrotrain TAKES OFF as we

CUT TO:

DANIEL WITH AUTOBOT GROUP GATHERED AROUND OPTIMUS PRIME

as he looks up at Astrotrain and reacts

DANIEL

The Decepticons are getting away
with Megatron!

ARCEE

(gently)

Megatron is finished, Daniel.
Our thoughts are with Optimus now.
(turns so he can see)

THEIR P.O.V. - OPTIMUS PRIME

as he lies on improvised bier-like platform, a profusion of ELECTRICALLY DISCHARGING TUBES AND "PLASMA" BOTTLE DEVICES hooked up to his arms and into his gaping middle wound. SCANNERS EMIT BEEPS and show OSCILLOSCOPIC PATTERNS but SOUNDS and WAVE PATTERNS are steadily growing weaker and weaker. Perceptor, using HAND HELD DEVICE LIKE COMPUTERIZED STETHOSCOPE WITH LIGHT BEAM PROJECTOR is bent over Prime, examining him. He then steps back and straightens up, his voice strained and cracking with emotion

PERCEPTOR

His wounds are mortal. Soon, his life maintenance system will self-extinguish, and all function will cease for eternity.

INTERCUT TO HOT ROD, KUP, ARCEE, DANIEL AND OTHER AUTOBOTS as they react. Hot Rod stifles a sob and Kup again tries to comfort him.

OPTIMUS PRIME

(using remaining strength
to make himself heard)

Autobots...do not grieve....

HOT ROD

(a flash of hope)

Prime!

(looks off at Prime)

HIS P.O.V. - OPTIMUS PRIME

his head is turned so all assembled can see. His eyes flicker weakly, his voice RUMBLES with overtone of vast weariness and resignation

OPTIMUS PRIME

My time in the light has ended....

(reaches up with right
hand with great effort)

In accordance with our tradition,

I now summon my successor.....

Ultra Magnus! Give me your hand,
old friend....

ANOTHER ANGLE FEATURING ULTRA MAGNUS

as he steps forward unwillingly, mixed grief and surprise on his face

MAGNUS

Not me, Prime. I'm just a soldier.

OPTIMUS PRIME
 (gasping)
 Your....hand.....

TIGHT SHOT - ULTRA MAGNUS AND OPTIMUS PRIME

Optimus Prime is tilted into half sitting position by other Autobots manipulating the platform as Ultra Magnus grasps his hand with great emotion

OPTIMUS PRIME
 (voice failing, pressing
 on with it)
 You and I battled the Decepticons
 hordes across the corridors of
 time itself. I know you will continue
 that struggle....
 (sags, gasps, hanging
 on)
 My Life Spark!Transfer the spark!

TIGHTEN SHOT ON ULTRA MAGNUS AND OPTIMUS PRIME

A distraught Ultra Magnus nods, reaches out with free hand, points forefinger at Optimus Prime's chest. A GLOWING BEAM SHINES FROM FINGER TO CHEST, and then in a SUNBURST EFFECT -like opening a door on Heaven - a DOOR IN PRIME'S CHEST OPENS REVEALING A PURE WHITE LIGHT and a COLUMN OF THAT LIGHT GOES FROM OPTIMUS' CHEST across to similar spot on Ultra Magnus' chest where a SIMILAR DOOR OPENS to let that column of light in. Then Optimus Prime's LIFE SPARK FLOATS OUT - the Life Spark is a glowing, pulsating, visible creature of pure, radiant energy in the form of a miniature Optimus Prime. Accompanied by ETHEREAL, BELL LIKE SOUNDS, the Life Spark goes from Prime's chest to Ultra Magnus' chest, the chest doors CLOSE AND ETHEREAL LIGHT AND SOUNDS STOP. Optimus Prime lies back with a contented sigh, his face and entire body bathed in ethereal afterglow which bonds him faintly with Ultra Magnus

ON OPTIMUS PRIME

OPTIMUS PRIME
 Now I take my leave, dear friends,
 but I am not gone - I am forever
 one with each of you...
 (suddenly sits up and
 shouts in a strong voice)
 Til all Life Sparks are one!

ON KUP, HOT ROD, ARCEE AND PERCEPTOR

as they and other Autobots repeat the cry

KUP, HOT ROD, ARCEE, ET.AL.
Til all are one!

OPTIMUS PRIME
(a sigh)
Remember me...

With that he falls back and AFTERGLOW IS DRAWN OFF HIM and absorbed by Ultra Magnus

PAN FOR GRIEF REACTIONS. Hot Rod hangs his head and sobs. Daniel reaches up and pats his huge hand as Kup stifles a tear and pats Daniel on the head. A beat and then Ultra Magnus steps forward and clears his throat

ULTRA MAGNUS
I never was one for fancy speeches,
but I think you all know how I
feel...but the time for feeling is
past. The time for action is upon
us.

KUP
Hear, hear! We're with you, Ultra
Magnus!

SHOUTS OF AGREEMENT from Autobots and Ultra Magnus raises hand for silence

ULTRA MAGNUS
We must pursue the remainder of
the Decepticon forces and root them
out before a new leader is selected
to replace Megatron!

PERCEPTOR
A sound strategy which I heartily
endorse since it brooks no tendencies
to appeasement!

ULTRA MAGNUS
(he didn;t get it)
What....?

SPRINGER
He says he's with you!

PERCEPTOR
Well, I suppose you could put it
that way.....

ANOTHER ANGLE ON ULTRA MAGNUS

as he gestures toward ruins of Autobot City

ULTRA MAGNUS

we cannot leave until this city
and the citizens of earth have
been fortified to resist another
Decepticon assault! We must rebuild
and rearm, and we must do it quickly!

(a shout)

Autobots, to work!

With a roar of approval, several Autobots TRANSFORM and start rolling out, moving rubble and "dead" Decepticon warriors aside, hauling out ruined shuttles and stores of weaponry , etc. as we MOVE TO KUP, HOT ROD, ARCEE AND DANIEL

HOT ROD

(still hanging his head)

Optimus Prime would still be leading
us if I hadn't been so dumb!

KUP

(bellowing)

You can't mourn him back to
existence, lad! Now pull up
your diodes and get to work!

ARCEE

(gently, to Hot Rod)

I thought what you did was the
bravest thing I ever saw.

HOT ROD

(a beat, looking up
shyly)

You...you did?

ARCEE

(teasing him, but with
a smile)

Of course, I'm only a she-bot, so
I could be mistaken.....

KUP

(slaps Hot Rod on the
back, bellowing)

Are you just going to hang about
like a Drucillian Proto-Pig or
are you going to move?

HOT ROD
 (in motion, yells back)
 I'm moving so stop hollering!

DANIEL
 Wait for me, guys!

As Kup, Hot Rod and Arcee TRANSFORM and roll out, Daniel tries to run after them but immediately starts lagging. Springer MOVES UP behind him, shakes his head and scoops him up as he begins to TRANSFORM

SPRINGER
 Okay, Squirt, just don't get
 in the way!

His TRANSFORMATION complete, Springer now rides off with Daniel riding inside as we watch other Autobots setting out to rebuild the city and we

CUT TO:

DEEP SPACE - A MOVING POINT OF LIGHT (ASTROTRAIN)

as Astrotrain quickly ZOOMS IN from great distance to FILL THE SCREEN we HEAR MUFFLED WHISPERING which becomes a roar of argument from inside Astrotrain as Starscream and the others demand the leadership role. SOUNDS of conflict are also heard

STARSCREAM(V.O.)
I...I alone am qualified....

SCRAPPER (V.O.)
 Qualified my drive shaft! You're
 a pompous Alumin-ass.....

DIRGE(V.O.)
 ...leadership for me!

THRUST, SOUNDWAVE, RAMJET ET. AL.
I, do you hear?....My powers are greater...
I...Me!...I...I...I...!

INSIDE ASTROTRAIN

Scavenger is trying to throttle Starscream who has his knee on Dirge's throat while Dirge is kicking out at Scavenger as Ramjet is shoving Soundwave in b.g.

STARSCREAM

We shall decide our future leadership as soon as Megatron is enshrined in the Decepticon Hall of Heroes, and not one milli-bleep before....

SOUNDWAVE

(shoves Ramjet into Starscream)

Who says so? Certainly not you!

As Decepticons continue bashing each other with louder cries of "I" "Me" "I" we PAN to MEGATRON who lies slumped, smoking, leaking spraks against inside of the ship, trying to make his weak voice heard over the argument

MEGATRON

Wait! I still exist...while I function I alone rule....Hear me, Decepticons! I am still your leader.....

ASTROTRAIN APPROACHING CYBERTRON

we MOVE DOWN TOWARD CYBERTRON, spiralling toward the mechano-planet, down past the orbiting moons FROM A DIFFERENT ANGLE so we are not passing the Autobot Munitions Factory Moon, quickly descending past metal saw-toothed mountains and machined plateaus, ball-bearing waterfalls, etc. DOWN TOWARD A HUGE, METALLIC EQUIVALENT OF A CLASSICAL , ROCK-CUT MASOULEUM. It is THE DECEPTICON HALL OF HEROES.

MEGATRON (V.O.)

(pitiful, whining)

You must hear me and obey....

I'm not dead yet!

THE DECEPTICON HALL OF HEROES

as Astrotrain lands. The Hall looks like a mechanistic- Art Deco- High Tech version of the Albert Speer designed setting for Hitler's Nuremberg Party Rally - a semicircular COLONADE in which the COLUMNS are constructed of an eerie, LIGHT EMITTING CARVED METALLIC CRYSTALLINE SUBSTANCE glowing coldly. The columns ring half of a large CIRCULAR FLOOR PAVED WITH STEEL AND STONE flooring plates which interlock in an intricate design. Inside the half-ring of huge columns is another semi-circle of Decepticon dead Hero STATUES, each STATUE IS SET IN A COFFIN LIKE STONE NICHE and each statue and coffin rests on a PEDESTAL and INSIDE EACH PEDESTAL is a GLOWING NICHE in which rests the LIFE SPARK OF EACH DECEPTICON STATUE in a

(CONTINUED)

TRANSPARENT URN. The Decepticon LIFE SPARKS are something like the Autobot Life Spark we saw in Optimus Prime only their LIGHT is a COLD ,GREENISH, BALEFUL GLARE and their forms are indistinct and GHOSTLY, shimmering, uncertain. A TRICKLE OF PALE LIGHT MOVES UP from each Life Spark in each Urn in a thin line of energy which ends in a SLOW AND PULSING GLOW on the chest cavity of each glaring statue. We PAN THE HALL TO ESTABLISH as Starscream and other battling Decepticons tumble out struggling and arguing in the b.g. and Astrotrain TRANSFORMS to get into the argument. All start hitting one another

STARSCREAM

You simpletons must choose me....

ASTROTRAIN

You're all too puny for the job!
I'm the best choice....

SCAVENGER, RAMJET, DIRGE, ET. AL.

No, I am...Me! I...I...I...

PAN HERO STATUES IN COFFIN LIKE NICHES

as argument and fighting continue in background and Dirge GOES FLYING ACROSS SCREEN from a blow we PAN hero names carved in base of coffin-niches and see menacing statues of dead Decepticon Heroes. Names are GHOULON, MURDRON, BLOODRON, etc and last niche and coffin show statue OF MEGATRON with his name inscribed below above EMPTY AND WAITING URN NICHE

MEGATRON (V.O.)

(weakly shouting over din)

Help me.....My Life Spark is flickering.....

ON MEGATRON

as he half crawls toward battling Decepticons, reaching out to them but they're too busy clobbering each other to pay attention to him

MEGATRON

You must place my Life Spark in the urn and deliver it to my resting place.....

ON STARSCREAM

as he viciously delivers forearm blow to Dirge driving him backward into row of coffin-niches, BREAKING A HERO STATUE AND URN and causing that Hero's Life Spark TO BREAK LOOSE AND DRIFT UPWARD

(CONTINUED)

like a spark from a fireplace. The freed Life Sparks EMIT A GHOSTLY, PLAINTIVE MOAN as they start rising up into dark space

MEGATRON

reaching to touch Bonecrusher who is grappling with Thrust and Hook, each trying to stab or blast the other

MEGATRON
(weaker still)
My...Life Spark.....quickly.....

Bonecrusher BLASTS Thrust who FALLS BACK, BREAKING MORE HERO STATUES and freeing more Life Sparks. Megatron is panting, groping to grab at Hook who is now rolling over and over on the floor with Dirge as Hook frees a laser weapon and tries to fire.

MEGATRON
(continuing)
..before it escapes into....
eternity.....

ANOTHER ANGLE- STARSCREAM

as he MOVES INTO THE SHOT, BLASTS HOOK with weapon, KICKS Dirge viciously but gets a thrust from a BRAZIER STAND which Dirge uses like a lance. This makes Starscream spin back, his BLASTER FIRING WILDLY, BREAKING ANOTHER HERO STATUE WHICH FALLS OVER ON MEGATRON

THE FALLING STATUE FROM MEGATRON'S P.O.V.

MEGATRON (V.O.)
Arggggghhhhhh

MEGATRON AND FALLING STATUE

as the BROKEN STATUE CRUSHES AND BREAKS MEGATRON into a thousand metal shards in a SHOWER OF SPARKS AND SMOKE out of which Megatron's LIFE SPARK suddenly RISES WITH A GHOSTLY, PITIFUL WAIL and joins ASCENDING STREAM OF GHOSTLY LIFE SPARKS and we FOLLOW MEGATRON'S LIFE SPARK which is brighter and more distinct than the others as it moves to the lead of the "pack" - below, the battle for leadership still goes on but we leave the SOUNDS of battle and argument behind and move UP, UP, UP TO

DEEP SPACE - FEATURING MEGATRON'S LIFE SPARK

His Life Spark still looks like a little Megatron and he turns and twists in "comet trail" of other old hero Sparks and the DEBRIS OF HIS BROKEN BODY AND DEBRIS OF THEIR BROKEN STATUES . Throughout this sequence , all Sparks keep moving up and out to bleaker and deeper SPACE

MEGATRON LIFE SPARK

My Life Spark....my precious Spark.....It will decompose in space and I shall cease to exist.... Agggghhhhhhhhhhh....

Megatron and the Sparks move up and out FASTER, FASTER to:

A "GHOSTLY" PART OF SPACE

Miasma like clouds - like the mist over a graveyard in an old Frankenstein movie - swirl around Megatron's Life Spark and other Sparks and debris

MEGATRON LIFE SPARK

(furious now)

If I could be restored to function, what vengence I would take upon those who denied me my destiny..... I would do anything for that satisfaction...Anything!

GHOSTLY VOICE

(from infinite distance, a fearsome, sepulchral voice made up of many, overlaid voice of menace-whispering)

Megatron!

MEGATRON LIFE SPARK

(startled, frightened)

Who calls "Megatron" here?

GHOSTLY VOICE

(louder, as if that voice ITSELF could come and get him)

Come to me, Megatron....Come to me!

ANOTHER ANGLE ON MEGATRON LIFE SPARK

as he is suddenly BATHED IN AND GRIPPED BY A PALE, COLD RAY which DRAWS MEGATRON LIFE SPARK, OTHER SPARKS AND DEBRIS across space with dizzily INCREASING SPEED , HAULING EVERYTHING FASTER AND FASTER AND THEN DOWN, DOWN, DOWN

MEGATRON LIFE SPARK

Aiiiiiiiiiiiiiii!

A SLAB-LIKE MECHANICAL PLANET

The SLAB PLANET is huge and rotates on its axis through MIASMA LIKE CLOUDS and SWIRLING, OMINOUS STORM CLOUDS through which STRANGE ELECTRICAL DISPLAYS PLAY and we FOLLOW THE WAILING MEGATRON LIFE SPARK, OTHER SPARKS AND DEBRIS DOWN THROUGH THE MISTS TO:

THE SURFACE OF THE SLAB PLANET

as Megatron's Life Spark LANDS and then cowers in a SMOKING, HELL-LIKE, MECHANICAL, HIGH TECH CAVERN SETTING amid belching sulfurous FUMES and the COILING AND UNCOILING OF SNAKE-LIKE IRON "GRASS" and the ceaseless UNDULATION OF STEEL "TREE-TRUNK" FORMS which writhe menacingly. These "Tree-Trunk" forms are COVERED WITH GEOMETRIC SHAPED, METALLIC, CRYSTALLINE SCALES which create an EERIE CLANGING, BELL SOUND as they sway around Megatron's terrified Life Spark. (NOTE: We will later learn that the "Tree-Trunks" and "Grass" shapes are HAIRS ON THE BACK OF INGESTOR'S HAND, but for now, we are ignorant of that fact)

GHOSTLY VOICE

(now loud, resonant and
clearly composed of
innumerable voices)

Welcome, Megatron! Welcome
to the Planet Unicron.

MEGATRON LIFE SPARK

(quavering)

Who greets me ? Show yourself
that I may know you.

GHOSTLY VOICE

(roaring like thunder)

You give no orders here. Here,
I alone am master. For I am
Ingestor.....The Absorber of
Unicron!

(many of his voice overlays
now RUMBLE AND ECHO AND
REVERBERATE fearfully,
SHAKING THE "GRASS" AND
"TREE TRUNK"FORMS)

MEGATRON LIFE SPARK

(cowering)

Why did you bring me here? I'm
of no use to you. My Life Spark
is dissolving into the void....

GHOSTLY VOICE (INGESTOR)

(bellows, roaring ECHO,
VIBRATION)

Silence!....You said you would
do anything to regain function
and be revenged!

MEGATRON LIFE SPARK

(stops cowering, shows
glint of cunning. He's
beginning to plot)

Yes...I did! But why should that
concern you, mighty Ingestor?

GHOSTLY VOICE (INGESTOR)

(as "Tree-Trunks" and "Grass"
WHIP AROUND in the "gale" of
his voice)

I can grant what you wish and more
if you but enter my service.

MEGATRON LIFE SPARK

(hooked, crafty)

Be specific, please.

GHOSTLY VOICE (INGESTOR)

(roars, FLAMES AND FUMES
BELCH ALL AROUND and everything
TWITCHES AND UNDULATES under-
scoring his power)

I will transform your pitiful remains
and those of your dead colleagues to
new and more powerful life forms! I
will help you destroy your enemies
and wreath you in eternal majesty
when I absorb the universe into my
dominion.....

MEGATRON LIFE SPARK

On what conditions?

GHOSTLY VOICE (INGESTOR)

(a roar)

You become mine forever and serve
only my will!

(a beat)

Give me your answer.

MEGATRON LIFE SPARK

Surely, there's room for negotiation....

GHOSTLY VOICE (INGESTOR)

(furious, TONGUES OF FLAME

ERUPT AT MEGATRON'S FEET,

TREMORS, SMOKE, LIGHTNING, etc.)

Your answer or I shall return you
and your pitiful retinue to the
cold nothingness of the grave!

ON MEGATRON LIFE SPARK

as he looks at quavering, indistinct and flickering Life Sparks
shimmering behind him in pile of debris

MEGATRON LIFE SPARK

New life...more powerful life....

I and these ancient heroes.....

(a beat, then turns

and bows in several

directions)

Yes, Ingestor! I accept your
conditions!

GHOSTLY VOICE (INGESTOR)

(a long, frightening exhalation
of breath, like an endless sigh
from Hell)

Aaaaaaaaaaaaaaaaaaaaaah! Then Megatron
is no more...

ON MEGATRON LIFE SPARK

as a COLD RAY BATHES HIM IN A VERTICAL COLUMN OF LIGHT and the
"weight" of it forces him to bend, contort and start to SHIMMER
AND DISSOLVE

GHOSTLY VOICE (INGESTOR)

(continuing)

Arise, Galvatron!

The DEBRIS starts SWIRLING AROUND AND INTO THE SHIMMERING LIFE SPARK OF MEGATRON, merging into it, spinning and interlocking, an X-RAY EFFECT LIKE CHANGE OF IMAGES takes place in which we see a NEW SKELETAL STRUCTURE, WIRING, CIRCUITRY, etc. FLASH IN AND OFF as a new and larger being starts to form, getting bigger, fuller, changing from little Life Spark to huge, fully formed new creation: GALVATRON. The TRANSFORMATION- CREATION ENDS IN A BLINDING FLASH and Galvatron - who still resembles Megatron somewhat but now WEARS A NEW INSIGNIA which marks him as servant of Ingestor - laughs and flexes his muscles and stretches. His voice is deeper, different from Megatron's

GALVATRON

Life! Function! Power! Aha ha ha
ha ha ha. Megatron begone -
long live Galvatron!

GHOSTLY VOICE (INGESTOR)

And these shall be your minions....

ANGLE ON OTHER LIFE SPARKS

as SERIES OF COLD RAYS DESCEND ON THEM and repeat TRANSFORMATION PROCESS only more rapidly, first TRANSFORMING PALE LIFE SPARK TO:

SCOURGE

SCOURGE (Sweep character) is bearded, fanged and ferocious looking and as soon as he has been CREATED, he roars and stretches and an ARRAY OF SIMILAR CREATURES - smaller and all wearing dark and matching uniforms - are INSTANTLY CREATED FROM OTHER LIFE SPARKS behind him

GHOSTLY VOICE (INGESTOR)

Scourge, the tracker....and his
huntsmen....the Sweeps....

ON CYCLONUS (NEW DECEPTICON WITH PLANE TRANSFORM ABILITY)

as CYCLONUS is CREATED from Life Spark and then his "armada" of similar, but smaller and similarly colored and clad creatures are formed.

GHOSTLY VOICE (INGESTOR)

Cyclonus, mighty warrior...and his
armada.....

ANGLE FEATURING GALVATRON

as he roars with laughter and flies up in the lead of his new force followed by Scourge and the Sweeps and Cyclonus and his armada which TRANSFORM INTO FIGHTER PLANES as they move OUT INTO SPACE

GHOSTLY VOICE (INGESTOR)
 (loudly proclaiming over
 the scene)

Now go....take command of your
 forces on Cybertron and deliver unto
 me the energy remaining on that world!
 Go! I command you! Go and do my bidding!

DURING INGESTOR'S COMMANDS we CHANGE ANGLE TO SHOW

LONG SHOT OF UNICRON

as Galvatron and his newly created force FLY UP AND AWAY with
 great speed, Galvatron's LAUGHTER ECHOING THROUGH SPACE and merging
 with echoes and rumbles of Ingestor's Ghostly Voice as we

CUT TO:

THE DECEPTICON HALL OF HEROES - STARSCREAM

The Hall is a shambles. Several Decepticons lie in various stages
 of destruction as Starscream stands in center of circular floor
 area on a raised platform. He has a CLOAK on his shoulders and
 Thrust and Ramjet - both showing effects of a battering, bow
 in front of him as Astrotrain - also showing damage- holds a
 huge Art Deco-Metallic CROWN over his head. Other Decepticons
 look in on neat ranks but their grim expressions show their
 displeasure.

STARSCREAM
 (preening)
 Well, get on with the ceremony!
 Your future monarch is waiting!

ANOTHER ANGLE- STARSCREAM AND DIRGE

as Dirge intones ritual from an ancient book. His voice shows he's
 not thrilled about any of this

DIRGE
 In accordance with ancient ritual,
 we, the Decepticons of Cybertron,
 herewith annoint and extol thee,
 noble Starscream and proclaim thee
 King until time ceases to flow and...

Dirge and others react to EERIE SOUNDS and look up and off and
 react , annoying Starscream who petulantly shouts to them

STARSCREAM
 Get on with it! Complete my
 investiture! I....

Starscream looks where others are looking and reacts

HIS P.O.V. - GALVATRON AND HIS FORCES

as they descend in Hall of Heroes and Galvatron moves out to confront Starscream

ON STARSCREAM AND GALVATRON

STARSCREAM

How dare you disrupt my crowning?
I shall....

(looks closely)

You look vaguely familiar....
something about you reminds me....
of Megatron?

GALVATRON

There is no Megatron! I am
Galvatron and I rule!

STARSCREAM

You rule nothing! I, Starscream,
am supreme on this planet. I alone
and....

(he blanches and reacts)

HIS P.O.V -GALVATRON

as Galvatron draws blaster and levels it at Starscream, FIRING A
HUGE BURST

ON STARSCREAM

as BLAST DISINTEGRATES HIM and his "SMITHEREENS" retain his shape
and terrified expression for an instant, then they FALL AWAY and
DISSOLVE leaving only a BURNT SPOT on the floor where Starscream
had been standing

GALVATRON

he confronts other Decepticons boastfully

GALVATRON

Does anyone else question my
authority?

ON DECEPTICONS - THRUST, DIRGE, ASTROTRAIN, BONECRUSHER, ET. AL.

as we PAN for their reaction as they ponder for a brief beat and
then exchange looks

DIRGE
 (quickly, fearfully)
 All hail Galvatron!

THE DECEPTICONS
 Hail Galvatron! Hail!

RESUME ON GALVATRON

as he swaggers onto raised platform on which "King" Starscream had been standing, takes cheers of Decepticons for a beat and then raises hands abruptly getting instant silence and shouts

GALVATRON
 Prepare an offering of energy
 for Ingestor!

ON SCOURGE AND THE SWEEPS

as they quickly haul ENERGEN CUBES out to center of the hall and stack them up as Cyclonus and his minions also bring in energon cubes from adjacent storehouses, making a large pile as other Decepticons look on and react

ON BONECRUSHER

BONECRUSHER
 That's all the energon left on
 Cybertron!

DIRGE, THRUST, ASTROTRAIN

as they push forward to watch and react similarly

ASTROTRAIN
 We'll have no energy left for
 ourselves!

GALVATRON

GALVATRON
 (shoves Dirge and Thrust
 aside to let more Energon
 Cubes pass)
All energy to the Ingestor!

Galvatron reacts as COLD RAY SUDDENLY PIERCES THE SKY AND BATHES
 STACK OF ENERGEN CUBES IN ITS LIGHT

GHOSTLY VOICE (INGESTOR)
 (greedily)
 Energy! Aaaaaaaaaaaaaaaaaah!
 (noises of devouring)

ON ENERCON CUBE PILES

as ENERCON CUBES SHIMMER and then DISSOLVE AND ARE SUCKED UP INTO THE COLD RAY and MOVE OFF AND UP THROUGH THAT RAY IN SPACE travelling at great speed. WE FOLLOW ENERGY MOVING UP THAT RAY

BONECRUSHER (V.O.)
 It's sucking up the energon cubes....

DIRGE (V.O.)
 Like soda-oil through a straw....

ON COLD RAY IN SPACE

we MOVE ALONG RAY arching down to Cybertron from great distance, moving up very, very fast, following the energy stream accompanied by SUCKING SODA STRAW NOISES as energy stream reaches the end of the cold ray which is on

UNICRON

where ENERGY FLOWS DOWN INTO UNICRON through Cold Ray "Straw" and INSTANTLY CHANGES COLOR OF THE SLAB PLANET, causing entire planet to start ROTATING MORE RAPIDLY ON ITS AXIS, A LIGHT SOURCE INFUSING ITS SURFACE as Unicron EXPANDS WITH A GREAT SIGH and starts MOVING OUT OF ORBIT AND TOWARD CAMERA, FILLING SCREEN AS IT MOVES WITH GREAT SPEED TO

HALL OF HEROES - GALVATRON AND OTHERS

as they look up into sky at COLD RAY which has now sucked all energon cubes dry

ASTROTRAIN
 Look! Up in the sky!

DIRGE, SCRAPPER, ET. AL.
 What is it?.....It's a whole planet...
 It's coming to us on that beam of
 light.....!

THEIR P.O.V. - A GLOWING SPECK IN SPACE WHERE COLD RAY ENDS

as Glowing Speck HURTLES CLOSER, CLOSER, CLOSER to reveal it is Unicron, itself, COMING TOWARD CYBERTRON , CLOSER, CLOSER, CLOSER

ANOTHER ANGLE FEATURING UNICRON FROM HALL OF HEROES

as Unicron comes to a stop in the sky CLOSE TO CYBERTRON, looming enormously close, like some Giant Moon threatening to crush the planet which has attracted it, still "tethered" to Cybertron by the Cold Ray . We see the ORBITING MOONS OF CYBERTRON passing in the sky between Cybertron and Unicron.

PAN DECEPTICONS, GALVATRON, SCOURGE ET. AL.

as they gape and gasp

CUT TO

THE MUNITIONS FACTORY MOON OF CYBERTRON - JAZZ AND CLIFFJUMPER

as they react, looking off at Unicron which looms even larger to them since moons are nearer to it than Cybertron. A strange, LOUD HUM fills the air and the ground heaves and SHAKES beneath their feet

JAZZ

What is that humongous planet
doing here?

CLIFFJUMPER

(as ground SHAKES)
It's destabilizing our gravity!

JAZZ

(on communicator device)
Talk to me, Earth! We got a
situation!

CUT TO:

AUTOBOT CITY- EARTH -LONG SHOT

Autobot City is almost rebuilt and re-fortified and we see Kup and Hot Rod working with other Autobots to move large reinforced panels into position. In the background, two huge SPACE SHUTTLES are almost completed and Ultra Magnus is directing the work. During this ESTABLISHING SERIES OF SHOTS, we HEAR JAZZ'S VOICE OVER on filter and echo

JAZZ (V.O.-FILTER)

Talk to me, baby! Whatever's
happenin' out here can't be
good....Come in, will ya? Roger
me or somethin'!

CUT TO:

OUTSIDE OF LARGE SPACE SHUTTLE UNDER CONSTRUCTION

Springer and Arcee are working to fit a hull section into place as Daniel is motioning them to move it a little this way, a little that as Blaster looks on and we CLOSE IN BLASTER as he reacts to SOUNDS OF STATIC and muffled transmission from Jazz.

BLASTER

Somethin's comin' down the pike
that I shall play upon my mike!
Whoa!

BLASTER TRANSFORMS to blaster mode and Jazz's VOICE is broadcast loud and clear causing Springer, Arcee and Daniel to react

JAZZ (V.O.-ON FILTER)

There's this gi-normous weird
lookin' planet that just showed
up next to Cybertron....

CLIFFJUMPER (V.O.-FILTER)

(excited, panicky)

Something's happening, Jazz!
It's...it's like being caught
in a space whirlpool....

STATIC and MUFFLED TRANSMISSION obscure the message

SPRINGER

sets hull fitting into place and quickly steps back

SPRINGER

Better tell Ultra Magnus!
(starts off, shouts back)
Keep working on the shuttlecraft!
Until we nail the Decepticons
for good, anything can happen!

Springer TRANSFORMS and rolls OFF as we

CUT TO:

CYBERTRON- DECEPTICON HALL OF HEROES

as Galvatron and others react to CYCLONE LIKE WINDS that sweep through and around them, all looking up at enormous form of Unicron in the sky

SCOURGE

What's happening, Mighty Galvatron?

GALVATRON
I...I don't know.....

DIRGE
(pointing up)
Look! The third moon!

HIS P.O.V.- THE THIRD MOON (MUNITIONS FACTORY MOON)

It is beginning to PULL AWAY FROM ORBIT RING and slowly MOVE OUT TOWARD UNICRON. A DARK SPOT APPEARS IN UNICRON AND SPOT APPEARS TO OPEN INTO GAPING, DARK HOLE which changes outline and shows LINES OF MOISTURE, LIKE SALIVA as SALIVATING SOUNDS OF SLURPING AND SUCKING ARE HEARD OVER from great distance

DIRGE (V.O.)
That planet is trying to
devour it!

ANOTHER ANGLE FEATURING UNICRON

as great maw works more intensely and COLD RAY SUDDENLY EXTENDS FROM IT TO THAT MOON, drawing moon toward it faster and faster as EATING SOUNDS BECOME MORE URGENT

CUT TO:

JAZZ AND CLIFFJUMPER ON THAT MOON

as QUAKES, TREMORS AND CYCLONIC WINDS toss and tear at all structures on the moon and Jazz and Cliffjumper - using handholds every step of the way - get into ESCAPE POD VEHICLE AS UNICRON LOOMS LARGER, LARGER, its maw working closer, closer, the COLD RAY BATHING THE LANDSCAPE

JAZZ
Got ...to....blast free....if
we can.....

They get into Escape Pod vehicle and START RETRO BLASTERS, the FLAME OF BLASTERS whirling in wild winds as MOON IS SUCKED CLOSER, CLOSER, CLOSER

CUT TO:

GALVATRON IN HALL OF HEROES

as he reacts, watching spectacle of Unicron sucking moon into itself

GALVATRON
(musing in a fury)
Cybertron and its moons are mine! (CONTINUED)

GALVATRON (CONTINUED)

Ingestor has no right to absorb
any of them!!!
(he gasps)

HIS P.O.V. - THE MOON IS NOW VERY CLOSE TO UNICRON'S MAW
as Moon is being dragged closer, closer in BEAM OF COLD LIGHT
ON THAT MOON- ESCAPE POD

CLIFFJUMPER (V.O.)

Ignition and....

SOUNDS OF TORRENTIAL WINDS, QUAKES, etc as MOON IS NOW ALMOST AT
"LIPS" OF UNICRON'S PLANETARY MAW

JAZZ (V.O.)

Hit it!

ON ESCAPE POD

as it BLASTS OFF and away from Unicron with an EXPLOSION as
ANOTHER ANGLE- THE MOON

as Moon is sucked COMPLETELY INTO UNICRON'S MAW which closes around
it with a snap and a JUICY SERIES OF SLURPING NOISES which cause
the COLOR OF UNICRON TO CHANGE AGAIN AND ILLUMINATION WITHIN
UNICRON TO SHIFT AND GLOW IN ODD SERIES OF PATTERNS

GHOSTLY VOICE (INGESTOR)

Aaaaaaaaaaaaaaaaaaaaaah!

GALVATRON IN DECEPTICON HALL OF HEROES

Silence. No more winds. No more movement. All is still and then,
with a sudden continuous motion, UNICRON SWELLS IN SIZE so it
looks even closer - like a balloon into which more air has suddenly
been pumped

GHOSTLY VOICE (INGESTOR)

(voice is now deeper, louder,
more overtones added)

There is insufficient energy in this
galaxy! Go to earth! Deliver its
power to me!

GALVATRON

(defiant)

That moon...this universe is mine!

ANOTHER ANGLE ON GALVATRON

as COLD RAY SUDDENLY DESCENDS AND TRAPS HIM making him writhe in pain beneath it, powerless to resist

GHOSTLY VOICE (INGESTOR)
I am Ingestor, dominator of the
cosmos! You shall obey!

GALVATRON
(gasping for breath,
writhing, nods)
I....I hear and obey, mighty one!

The COLD RAY VANISHES and Galvatron clutches his throat and tries to regain his composure

GHOSTLY VOICE (INGESTOR)
To earth! To earth and victory!

GALVATRON
(a ferocious yell)
Ingestor and victory!

PAN SCOURGE, SWEEPS, AND OTHER DECEPTICONS as they quickly take up the battle cry

SCOURGE ET AL
Ingestor and Victory!

And Galvatron and his entire force of newly created-Life Spark minions and Decepticons TAKE OFF in battle formation, shouting the "Ingestor and Victory" cry as we

CUT TO:

ULTRA MAGNUS IN AUTOBOT CITY

He is studying scanner device as Springer, Kup and Hot Rod look on amid general gathering of Autobots. Arcee holds Daniel up on her shoulder so he can see .Blaster is in b.g.

ULTRA MAGNUS
(looking away from the scanner)
The third moon of Cybertron has
vanished!

Reaction, adlib through the crowd of disbelief

ON KUP AND HOT ROD

as Kup steps forward and calls to Ultra Magnus

KUP

Was it the work of Decepticons?

RESUME ON ULTRA MAGNUS

ULTRA MAGNUS

I don't know.

(looks off, points)

This may be the answer!

All look off where he points

THEIR P.O.V. → A SMALL CLOUD OF DUST IN THE DISTANCE

as small cloud of dust on ridge of far line of mountains suddenly MOVES CLOSER, CLOSER, CLOSER UNTIL IT IS VISIBLE as a fast travelling Autobot whose form is still not quite discernible, MOVING FAST DOWN FROM HEIGHTS to the plains area and into Autobot City where Ultra Magnus and others are assembled

ULTRA MAGNUS (V.O.)

A special messenger from our
forward observation post.....

ANOTHER ANGLE - THE "SPECIAL MESSENGER" (BLURR)

as Special Messenger BLURR WHIPS INTO SHOT AND UP TO ULTRA MAGNUS, his fast motion such that his TRAILING IMAGE has to CATCH UP WITH HIM when he stops. He speaks extremely rapidly

BLURR (very, very rapid speech)

Greetings, Ultra Magnus. I bring
word of sky scan findings
regarding the ingestion and
absorbtion of the third moon
of Cybertron!

BACK TO SCENE

as Ultra Magnus motions Blurr to move up beside him and all react and move closer to see and hear

ULTRA MAGNUS

Come forward, Blurr

BLURR

(very, very rapidly)

The moon was practically swallowed up by a gigantic planet of unknown origin which moved into Cybertron orbit within the last astro-decimal-minute....

INTERCUT TO AUTOBOTS FOR REACTIONS

SPRINGER

Were there any survivors?

BLURR

(very, very fast)

Unknown! But since ingestion of the moon, large invasion force of Decepticons has left for Earth....

HOT ROD

An invasion force? We've got to man battle stations!

BLURR

No time! Estimated arrival is.....now!

CUT TO:

THE SKY - GALVATRON AND ENORMOUS INVASION FORCE

His descending force from Cybertron is joined by land force of other Decepticons - Insecticons, et. al. - which have been on earth all this time. The invading forces are so vast they CAST SHADOWS OVER THE ENTIRE LANDSCAPE, the NOISE OF THEIR ARRIVAL creating an OMINOUS BUZZ as we CLOSE ON GALVATRON WHO FLIES INTO CAMERA, his eyes gleaming malevolently

ON AUTOBOTS- PAN FOR REACTIONS

as Decepticons descend and approach and SHADOWS DARKEN THE SCENE AND RACE OVER UPTURNED FACES OF AUTOBOT DEFENDERS , Daniel, Arcee, Springer, et al

SPRINGER

I don't think this is going to be my favorite day!

HOT ROD

(anxious to fight, moving
back and forth, uncertain
how to begin)

Come on! Let's get behind some
cover or start shooting or something...

KUP

(stays him with a hand
on the shoulder)

Steady, lad. We've got to be an
army now, not a frightened mob.

ANOTHER ANGLE - ARCEE AND DANIEL

As Daniel looks up and Arcee moves over to him protectively. Hot
Rod looks at Arcee in the same way she is looking at Daniel

ARCEE

Stay close to me, Daniel....

HOT ROD

(to Arcee)

And you better stay close to me.....

ON ULTRA MAGNUS

as he unleashes sidearm and motions to Autobot groups to separate
into two groups on either side of him. He adjusts dials on
freestanding console beside him and seems preoccupied with
that action and unconcerned by approaching enemy force

ULTRA MAGNUS

Maintain positions until further
orders!

ON HOT ROD, KUP AND SPRINGER

HOT ROD

(he holds weapon ready)

We'll be melted down on the
spot!

SPRINGER

Ultra Magnus knows what he's doing,
kid. Don't sweat your circuits.
(looks up)

HIS P.O.V. - GALVATRON AND FORCES NOW DIRECTLY OVERHEAD AND COMING
DOWN LOWER

GALVATRON
 (the battle cry)
 Ingestor!

Galvatron starts FIRING down at Autobots

ON ULTRA MAGNUS AT CONSOLE

as he PULLS LEVER ON CONSOLE and hurls himself away from CENTER OF THE AREA

ULTRA MAGNUS
 Autobots, keep down....

ON CENTER OF AREA ON WHICH HE'D BEEN STANDING

as LARGE OPENING IRISES IN and a BILLOW OF WHITE GAS SPEWS UP in EXPANDING, MUSHROOM SHAPED CLOUD THAT EXPLODES WITH A SOFT POP SOUND and then TINKLES LIKE THOUSANDS OF GLASS BELLS as an even larger, FAST EXPANDING CLOUD OF BLINDING, GLITTERING PARTICLES SURGE UPWARD FILLING THE SCREEN

GALVATRON (V.O.)
 Optic Dazzler Gas!

ON GALVATRON AND OTHER DESCENDING DECEPTICONS

as Galvatron averts his eyes, shielding them with the flat of his hand as he and others are SHARPLY SILHOUETTED AGAINST BRILLIANTLY GLARING WHITE SKY - like figures caught in strobe lights in dark room.

ON THRUST

as he is blinded and FLIES CRASHING INTO BONECRUSHER who SPLATS DOWN ACROSS SEVERAL SWEEPS TROOPERS, FALLING HEAVILY

ON ASTROTRAIN

He is also blinded and SPINS OUT OF CONTROL, TRANSFORMING FROM TRAIN TO SPACE SHUTTLE TO HUMANOID AND BACK AGAIN AS HE SPINS, KNOCKING CYCLONUS AND WING OF DECEPTICON PLANES into one another causing them to crash, zoom away and through their own forces, scattering them in the sky - all action in FLASHING SILHOUETTE effects like after-images . Over this action, we HEAR GALVATRON SHOUTING

GALVATRON (V.O.)
 Cover your sensors and regroup!
 Follow my voice patterns, you
 cretins!

ON ULTRA MAGNUS

as he lands from his leap away from center area to join Springer, Kup, Hot Rod and Arcee

ULTRA MAGNUS
(shouting command)
Autobots, fire and take evasive
action!

SPRINGER

as he yells and AIMS BLASTER SKYWARD, SHOOTING DOWN RAMJET who is just recovering his sight and turning to strafe. And as Ramjet - in plane mode - streaks sidewise across sky and THROUGH MORE ADVANCING DECEPTICONS, Springer grabs Daniel under his arm and starts to run followed by Kup and Hot Rod with Arcee bringing up the rear and stopping to react

HER P.O.V. - DECEPTICON GROUND FORCES LED BY SCOURGE

as Scourge lands and assumes front rank position

SCOURGE
(to his troops)
Exterminate the Autobots!

ON ARCEE

aiming her weapon at Scourge

ARCEE
Get exterminated yourself!
(she FIRES)

SCOURGE

he is BATHED IN ARCEE'S BLAST OF FLAME which licks and dances around his body but doesn't phase him. He shakes himself as FLAMES CEASE and continues coming forward, FIRING with his own weapon

ON ARCEE

as Hot Rod grabs her by the waist and pulls her to one side as SCOURGE'S BLAST MISSES HER BY INCHES AND MELTS DOWN PORTION OF CITY ARMOR PLATED WALL

HOT ROD
Practice bravery some other time!

ARCEE

(protesting as Hot Rod
pulls her to safety)

But I made a direct hit!

HOT ROD

(with look back at oncoming
Scourge)

Not so loud! He'll hear you and
get mad!

Scourge is almost on them and Hot Rod REACHES UP AND QUICKLY
PULLS DOWN A TRUSSED COLUMN HOLDING UP NEW CONSTRUCTION .

ON SCOURGE

as STEEL, BRICKS, LARGE STRUCTURAL SECTIONS RAIN DOWN ON HIM,
stopping him, burying him and his Sweeps , allowing Hat Rod and
Arcee to dodge other Decepticon FIRE and duck behind

AN ARMORED RETAINING WALL NEAR MOUNTAINSIDE

as Hot Rod drags Arcee back there just in time to avoid RICOCHETING
LASER FIRE, Springer comes up behind them and deposits Daniel

SPRINGER

Don't get too comfortable! Take
care of shorty, here, until I come
for him.

HOT ROD

But I want to nail some Decepticons!

SPRINGER

(sharply)

That was an order, junior!

(to Arcee)

Make sure he doesn't do anything
too heroic!

(he turns, tosses CLUSTER OF
GRENADES AT ONCOMING DECEPTICONS)

ON DECEPTICON TROOPERS

as Springers grenades EXPLODE IN FRONT OF FIRST TROOPER causing
him to fall so that Trooper behind him falls, domino-like, over
him and then next Trooper does same as next grenade EXPLODES ON
THEM so that whole line of Decepticons FALL, DOMINO LIKE, EACH
GETTING ANOTHER GRENADE AS THEY TUMBLE

RESUME ON SPRINGER AND DANIEL

SPRINGER

Later.

Springer SPRINGS UP AND OUT with mighty flexing of his knees and SPROONG SOUND, SPRINGING IN BOUNDS ACROSS BATTLE FIELD between Decepticons and Autobots

ON GALVATRON

watching Springer, shouting to Scourge and Sweeps who have just joined him

GALVATRON

Destroy him!

(he FIRES at Springer)

Scourge and Sweeps FIRE, FIRE, FIRE

ON SPRINGER

as he darts this way and that in giant springing motions so that he works himself around and SPRINGS BETWEEN DECEPTICON GROUPS, EXITING just as Scourge turns and FIRES INTO OTHER DECEPTICONS, MELTING THEM DOWN and enraging Galvatron

GALVATRON AND SCOURGE

as Galvatron angrily swats Scourge's weapon aside and bellows

GALVATRON

You're decimating my forces,
imbecile!

(turns and shouts)

Melt down the city!

ON CONSTRUCTICONS AND CYCLONUS

as Constructicons and Cyclonus and his jets START USING LASER MELTERS and begin MELTING THE CITY, the ARMORED STEEL WALLS VAPORIZING, MELTING, HUGE SECTIONS OF THE CITY CATCHING FIRE AND TOPPLING ONTO AUTOBOT DEFENDERS as we

CUT TO:

BLURR AND THE DINOBOTS - GRIMLOCK, SWOOP, SLAG AND SLUDGE

as Blurr tries to herd the Dinobots toward the space SHUTTLES as CITY BURNS AND MELTS BEHIND THEM AND AROUND THEM. The Dinobots are ROARING AND ALMOST IN STATE OF STAMPEDE FROM FLAMES AND CONFUSION.

BLURR

(very, very fast)

Be calm, stay cool, don't panic,
hang loose! No need to worry.
No need to stampede. No need!
No need ! No need!

GRIMLOCK

(puts heavy foot on Blurr)

Shut up! You make me, Grimlock,
crazy!

(he bellows)

SLUDGE

(panicking as HUGE WALL
OF CITY EXPLODES IN FLAME,
like a horse in a barn fire)

Unh, me, Sludge hot! Too hot!
Hot!

SWOOP

(flutters up, BATTING WINGS
TO PUT FIRE OUT, but RENEWED
LASER BURSTS SCORCHES HIM
and he shrieks)

Swoop crazy, too hot ,too! Too hot, too!

ANOTHER ANGLE - ULTRA MAGNUS WITH PERCEPTOR

as Ultra Magnus WRESTLES HOOK ASIDE and smashes another Decepticon to the ground. Perceptor who has been looking on uncertainly then turns and deftly dispatches two Sweeps with flat of his hand in a SLICING KARATE MOVE WHICH CUTS THEM IN HALF THROUGH THE TORSO, each half walking about - part on legs - part on hands, bumping into one another and growling - as Ultra Magnus motions Perceptor to join him in calming the rampaging Dinobots which rear and roar and continue to stand on Blurr

ULTRA MAGNUS

Grimlock! Steady yourself! Activate
your temperature monitors!

(shouting)

Temperature monitors!

ON GRIMLOCK

as he becomes aware of what Ultra Magnus has said and claws at his chest, opening concealed panel, pressing flashing lights.

GRIMLOCK

Me ,Grimlock, understand....

A WHOOSH OF AIR and GRIMLOCK'S COLOR CHANGES -like metal cooling down from red hot - and he sighs contentedly , turns and starts SWATTING SLUDGE, SWOOP AND SLAG, each swat clicks each Dinobot's temperature monitor on, cooling them down instantly

GRIMLOCK

(continuing)

Monitor....Monitor..Monitor!

ON BLURR AND ULTRA MAGNUS

ULTRA MAGNUS

(to Blurr)

Get the Dinobots on board a space shuttle! We'll need their power !

(he starts off, FIRING at Decepticon SNIPER which falls and CRUSHES ACCORDIAN STYLE in drop from a tower)

BLURR AND PERCEPTOR

as Dinobots are calming down in b.g.

BLURR (very, very fast)

Power for what? What're the Dinobots going to the shuttle for? I don't understand!

PERCEPTOR

Why, to live to fight another day, of course! Can't you see Autobot City is finished!

(indicates the City with sweep of his hand)

HIS P.O.V.- THE CITY

Autobot City is in FLAMES - towers MELTING, WALLS EXPLODING IN FLAME AND COLLAPSING and the side of the mountain adjoining the city is SLOWLY MELTING IN A FLOOD OF ROCK TURNED TO LAVA - absolute destruction and desolation is everywhere and the sky is dark with smoke

ON GALVATRON AT VANTAGE POINT ABOVE CITY

as he watches and roars with laughter. Scourge comes up to him and salutes as Decepticons rain destruction down from the skies and hillsides looking down at the smouldering City

SCOURGE

(saluting)

Victory is ours, mighty Galvatron!

GALVATRON

But not complete! Prepare to drain earth's energy for absorption by Ingestor!

(looking again at burning City as Scourge salutes and EXITS in b.g.)

I shall not rest until all Autobots and their earthling allies have been crushed to molecules beneath my heel!

CLOSE IN ON GALVATRON

his eyes gleam with malevolence as he roars

GALVATRON

(continuing)

Then I shall rid myself of Ingestor and take my place as Lord of All that shall ever be!

ANOTHER ANGLE

as Powerglide and Warpath - battered but still operational - ZOOM IN TOWARD GALVATRON forcing him to run and fire at them over his shoulder

GALVATRON

(continuing)

Ingestor and victory!

HOLD ON AREA OF RUBBLE AND TWISTED STEEL as Galvatron EXITS SCENE pursued by Warpath and Powerglide. A beat and then, with SPROONG SOUND, SPRINGER POPS UP from hiding place beneath rubble. He reacts and muses aloud

SPRINGER

Ingestor, huh?

He SPRINGS OFF rapidly, dodging Decepticon FIRE as we

CUT TO:

ANOTHER VIEW OF AUTOBOT CITY

as Decepticons and Sweeps along with Cyclonus' planes are POURING FIRE ONTO SMALL RING OF AUTOBOT DEFENDERS who are huddled between face of mountain and remaining walls of the city, FIRING BACK

CYCLONUS SWOOPS INTO VIEW

CYCLONUS

Turn them to molten scrap!
For Ingestor and Victory!
(he FIRES)

ON AUTOBOT BAND

as we see Blaster in command. With him are WINDCHARGER, MIRAGE and GEARS and all are practically back to back, FIRING UP AT SURROUNDING DECEPTICONS

BLASTER

Keep feedin' 'em fusion fritters
'n laser latkes! We ain't finished
yet!

GEARS

But not far from it! Our energy
is running low.

BLASTER

Then throw somethin' at 'em, babe!
Man, there ain't nothin' no Decepticon's
gonna get from me but flame and shame!
Yo!

ANOTHER ANGLE - GEARS

as Cyclonus swoops past and BOMBS GEARS TO PIECES, the force of the blast THROWS WINDCHARGER UP and away from cover

BLASTER

Gears.....! Oh, man....
(looks up)

HIS P.O.V. - WINDCHARGER

as several of Cyclonus' planes JET THROUGH HIM, TEARING HIM TO PIECES which rain down on Blaster's position

BLASTER

as arm, leg , torso of Windcharger rain down

BLASTER

I think the time has come to
hide my pride and.....run!

Blaster RUNS followed by Mirage and other in Autobot party as they dodge behind rubble and duck as WALL OF CITY COMES FALLING in the way of their pursuers and we

CUT TO

HOT ROD, ARCEE AND DANIEL BEHIND COVER

as Hot Rod looks over top of rubble and reacts

HOT ROD

I have bad news and bad news....

ON HOT ROD, ARCEE AND DANIEL

as he ducks down to rejoin them

HOT ROD

(continuing)

The Decepticons are coming
and we're trapped.

ARCEE

(tongue in cheek)

What's the bad news?

HOT ROD

We're out of ammo!

(looks, reacts)

Get down, Dañ-o!

ANGLE ON DANIEL

as he peeks over rubble barricade

DANIEL

The news just got good!

HIS P.O.V. - KUP AND SPRINGER

as they COME UP behind advancing Decepticons and with roars, start cutting their way through them to Hot Rod, Arcee and Daniel

ON SPRINGER

as he uses WAR CLUB improvised of fallen, melted IRON BEAM and BASHES ONE Decepticon through the torso, keeps spinning in karate
(CONTINUED)

movement, SWEEPS THE LEGS OUT FROM UNDER TWO MORE DECEPTICONS, turns and spins his "War Club" horizontally across his body like quarterstaff as he looks up

HIS P.O.V. - BONECRUSHER

as he looms over him and , with a malevolent gleam, SMASHES DOWN AT HIM WITH A LASER CHAINSAW like weapon , ITS FLAME TEETH WHIRLING

BACK TO SCENE

as Springer blocks the chainsaw with his war club, FORCES Bonecrusher back and then SPINS "WAR CLUB" so its handle gives UPPERCUT TO BONECRUSHER'S JAW, driving him back

BONECRUSHER

starts to throw Laser Chainsaw like a spear

BONECRUSHER
It's over, Autobot!
(he throws Laser Saw)

ON SPRINGER

as he ducks and SAW WHIRLS BY, CUTTING THROUGH STEEL PLATES BESIDE HIM as, at the same moment he HURLS WAR CLUB like a javelin

ON BONECRUSHER

as "War Club" PIERCES HIS TORSO AND DRIVES HIM BACK, NAILING HIM TO THE WALL. He is furious and starts pushing himself forward to get off the "Pin" with an angry growl as Springer hurries to Hot Rod, Arcee and Daniel

ON KUP WHO IS STRUGGLING BETWEEN TWO DECEPTICONS

as , with a mighty effort, holding each around the waist, he suddenly LIFTS THEM UP and SMASHES THEM TOGETHER to their casings flatten into one another and they hit the ground like a double-backed beetle, arms and legs working, going no where

KUP
We've got to get out of here!

HIS P.O.V. - SPRINGER

as Springer , carrying Daniel on his shoulder, leads Hot Rod and Arcee OFF. Bonecrusher - still trying to unpin himself - is in the background roaring furiously

SPRINGER
We're going, we're going!

ANOTHER ANGLE - BONECRUSHER PINNED TO THE WALL

as Springer moves past Bonecrusher, Bonecrusher reaches out to grab Daniel from behind. His clawed fingers are almost on the boy's neck. Hot Rod and Arcee are now ahead of Springer and don't see. Bonecrusher reaches a little more, his eyes gleam, he's going to grab the kid

ON KUP

as he QUICKLY BENDS END OF "WAR CLUB" BACK OVER so it acts like a GIANT STAPLE, really pinning Bonecrusher to the wall and saving Daniel

BONECRUSHER

(startled)

Hey.....!

KUP

Stay put!

(he goes OFF rapidly)

Bonecrusher kicks and struggles helplessly, muttering loud, muffled curses as we

CUT TO:

GALVATRON - BEHIND HIM THE CITY BURNS

as Cyclonus moves up beside him and salutes

GALVATRON

Report!

CYCLONUS

All is in ruins but Autobot resistance remains strong in the vicinity of their shuttle launch area.

GALVATRON

(furious)

There must be no survivors!
Concentrate our entire force
on that location!

Galvatron turns away sharply with Cyclonus following to

NEWLY MADE CLEARING AMID FLAMING RUBBLE OF THE CITY

An endless line of Decepticons are delivering and stacking ENERCON CUBES under Scourge's direction as Galvatron sweeps INTO SCENE followed by Cyclonus

GALVATRON

Leave that! There are Autobots to destroy!

Cyclonus TRANSFORMS and FLIES OVERHEAD as his PLANES do the same and Scourge and his Sweeps TRANSFORM (for the first time) to show them in vehicular mode. As they DRIVE OFF, we see

SCOURGE

as he does PARTIAL TRANSFORMATION so his head rises above his vehicular mode as though serving as the "eyes" for the expedition.

SCOURGE

Sweeps, forward!

LONG SHOT- THIS AD HOC NEW DECEPTICON FORCE

as it MOVES OFF RAPIDLY and PASSES GALVATRON who stands there with arms folded across his chest as though watching a battle parade and we WHIP PAN AHEAD TO:

THE SHUTTLE LAUNCH AREA - FEATURING BLURR AT SHUTTLE

Blurr is trying to get Grimlock into Shuttle with the rest of the Dinobots as Decepticon FIRE COMES IN ALL AROUND. Grimlock is like a "spooked horse" refusing to be shut in the barn

BLURR

(pleading with him, shoving him, talking very, very rapidly)

Nice Dino, good, Dino, sweet, Dino! Won't you get into the nice shuttle for Blurr?

GRIMLOCK

(sticking head out past struggling Blurr)

Me, Grimlock, not "nice Dino!" Yiiich!

(looks up, reacts)

Uhhhhh?

HIS P.O.V. - SEVERAL DECEPTICON JETS COMING AT HIM

GRIMLOCK (V.O.)
More Decepticons!

GRIMLOCK

as he gives FIRE BREATHING BLAST AT JETS as they go by STRAFING
THE SHUTTLE , SHOTS RICOCHETING AROUND GRIMLOCK AND BLURR

THE DECEPTICON JETS

as Grimlock's BLAST SETS THEM ALL ON FIRE and they spin into one
another and OFF as we CHANGE ANGLE TO

SPRINGER

as he SPRINGS INTO SCENE with Daniel on his shoulder, quickly
setting the boy down and speaking to Blurr and Grimlock as
Kup, Hot Rod and Arcee MOVE INTO SCENE BEHIND HIM

SPRINGER
You still here?

BLURR
(very rapidly)
It's not my fault, Springer!
You know how intractable these
Dinobots can be and I've been
pushing and pulling and pleading....

SPRINGER
(cutting him off)
Sure, right, okay....
(shoves Daniel over
to Blurr)
Daniel, Blurr. Blurr, Daniel.
Keep the shrimp out of trouble
until Ultra Magnus decides what
to do with him.

DANIEL
I want to go with you!

SPRINGER
No way.

DANIEL
(same breath)
I want to go with Hot Rod!

ANOTHER ANGLE - FEATURING HOT ROD, KUP AND ARCEE

as Daniel takes Hot Rod's hand

HOT ROD

Gee, Dan-o, I don't know if it's
okay. What do you say, Springer?

He is about to give his opinion when he and others turn in
reaction to a ROAR O.S. from Grimlock

THEIR P.O.V.- GRIMLOCK

sticking his head and neck out of shuttle again

GRIMLOCK

More Decepticons!

RESUME ON SPRINGER

SPRINGER

(not too interested)

Right, the joint's full of 'em,
Grimlo....

(looks off , reacts)

HIS P.O.V.- THE JUST ASSEMBLED NEW DECEPTICON FORCE

as it darkens the sky and starts RAINING FIRE AND BOMBS DOWN

BACK TO SCENE

as Springer scoops Daniel out of the way of INCOMING BOMBS and
runs, shouting instructions

SPRINGER

Hot Rod, Kup, get the Dinos out
of here! The rest of you, come
with me!

He SPRINGS OFF with Daniel and we FOLLOW THEM THROUGH THE AIR
in his springing leap

ON DANIEL AS HE RIDES SPRINGER

DANIEL

(blinks, gasps)

Wow!

ANOTHER ANGLE INCLUDING BLURR, ARCEE

as Blurr puts on the SPEED and blurs out, Arcee TRANSFORMING to ride after him as Decepticon BOMBS DESTROY ANOTHER SHUTTLE NEXT TO DINOBOT SHUTTLE .

KUP AND HOT ROD

as they run into Dinobot Shuttle, retracting their entry ramp in HAIL OF FIRE FROM SCOURGE AND HIS SWEEPS.

ON SCOURGE

as he TRANSFORMS to Humanoid mode and shouts orders, FIRING AT Blurr who BLURRS PAST and then at Arcee who also WHIPS BY

SCOURGE

No prisoners! No survivors!
Destroy! Destroy! Destroy!

IN DINOBOT SHUTTLE

as Hot Rod squeezes past Sludge and Slag to join Kup who is already at control deck where Grimlock sticks his head down to look out the window. Kup shoves him aside

KUP

Get your great lump of a noddle
out of me face, Grimlock!
(starts throwing
switches, gets CONTACT,
shuttle QUIVERS, SHAKES)

GRIMLOCK

Me, Grimlock, love Kup's war
stories!

KUP

Wonderful!
(to Hot Rod)
Will you engage the thruster
boosters for Cybertron's sake?

Hot Rod nods and quickly passes his hand over bank of SWITCHES all of which GLOW AND PULSE with the action

ANOTHER ANGLE

as DECEPTICON FIREBALL COMES UP and SPLATTERS AGAINST WINDOW, sending tongues of fire running across the glass behind Hot Rod's head

HOT ROD
You got boosters!

BACK TO KUP AND GRIMLOCK

Grimlock still trying to stick his face in the control panel as Kup works furiously and more DECEPTICON FIRE HITS THE SHIP

GRIMLOCK
(to Kup)
Tell Grimlock about Petro-
Rabbits of Omicron Recta again.

KUP
(muttering, using joystick)
I'll give you Petro-Rabbits,
you lummoX!
(a shout)
Contact!

The Shuttle lurches and shakes

ANGLE ON SHUTTLE WITH DINOBOOTS

as it FIRES ROCKETS just as Sweeps are starting to swarm over its hull and SLOWLY, SHUTTLE TAXIES, gaining speed, MOVING THROUGH LASER FIRE and then , ROCKETS EXPLODE IN WHITE HOT BURSTS and it is LIFTING OFF

HOT ROD (V.O.)
Yaaaaaaaaaho! We're airborne!

GRIMLOCK (V.O.)
Groooooowwwwwrrrr!

ON CYCLONUS AND HIS "WING" OF PLANES .

as they bank down toward RISING SHUTTLE FAR BELOW. Shuttle launch area is RINGED BY BURNING REMAINS OF AUTOBOT CITY

CYCLONUS (V.O.)
Terminate that spacecraft!
Ingestor!

Jets streak down toward upward rising Shuttle as we

CUT TO:

ANOTHER PART OF SHUTTLE LAUNCH AREA

as several "parked" shuttle craft ARE OBLITERATED IN HAIL OF DECEPTICON FIRE and Springer SPRINGS ONTO SCENE with Daniel and bounds to last remaining shuttle where Ultra Magnus and Perceptor are GUARDING THE ENTRY RAMP, FIRING at Decepticons and waving to Springer to hurry.

SPRINGER

(to Daniel)

Looks like we're gonna be shipmates, squirt!

DANIEL

All right!

SPRINGER

(sternly, moving up shuttle entry ramp)

But if you get space sick, I'll put you in quarantine!

ANOTHER ANGLE FEATURING ULTRA MAGNUS AND PERCEPTOR

ULTRA MAGNUS

Hurry!

(aside to Springer as he passes with Daniel)

Is it as bad as it looks?

SPRINGER

No. Worse.

ANOTHER ANGLE - BLURR

as he BLURS INTO SCENE, his trailing image catching up with him as he waits for Arcee who ENTERS and TRANSFORMS from Automotive mode to humanoid mode

BLURR (fast as usual)

Oh, hurry, hurry, Arcee, hurry!
(looks off, reacts)

ONE OF SCOURGE'S SWEEPS

as the Sweep aims BLASTER AT THEM

ON BLURR

as he BLURS ACROSS TO THE SWEEP in his humanoid mode and RUNS HIM OVER, talking all the while, then BLURS BACK to rejoin Arcee

BLURR

Nasty, nasty, nasty character!

ON ULTRA MAGNUS AT SHUTTLE RAMP

ULTRA MAGNU

On board at once!

Blur BLURS UP RAMP and Arcee has to run as SHUTTLE STARTS SKIPPING AND MOVING AWAY WITH RAMP STILL DRAGGING

ON BOARD THE SHUTTLE- ANGLE ON SPRINGER

as he reaches down for Arcee as ramp STARTS TO RETRACT

SPRINGER

Try springing for it, ladybot!

ON ARCEE

as she can't quite reach Springer's outstretched hand as RAMP RETREATS COMPLETELY and SWEEPS TRANSFORM TO AUTOMOTIVE MODE behind her on the "runway" and start pursuing.

ARCEE

(running, speaking
to herself)

Spring.....

She SPRINGS and flies up and into Shuttle

INSIDE THE SHUTTLE

as Springer grabs her hand and pulls her in, RAMP DOORWAY CLANGING CLOSED just as SWEEP'S FIRE BARRAGE COMES IN . Daniel is watching and agape

DANIEL

That was close!

Concussion of Decepticon hit rocks the shuttle

SPRINGER

It's gonna get closer!

IN "COCKPIT" OF ULTRA MAGNUS' SHUTTLE

Ultra Magnus is at control deck with Perceptor as they "taxi" for launch and we see ONCOMING DECEPTICON JETS FIRING IN AT THEM

ULTRA MAGNUS

No time to preheat....Can this
ship take it?

PERCEPTOR

(musing thoughtfully)

With an accelerated ignition
procedure the ceramic housings
on the gravity destabilizers
might create a magnetic flux.

ULTRA MAGNUS

(baffled)

What?

SPRINGER

(ENTERING SHOT, reaches in
and pushes joystick forward)

He says "Go for it!"

Shuttle SHUDDERS in SOUND OF ROCKETS IGNITING

ANGLE ON RUNWAY

as Shuttle ROCKETS SURGE AND FIRE IN WHITE HOT EXPLOSION which
MELTS PURSUING SWEEPS as Shuttle HITS THE SKY and SOARS

ON DINOBOT SHUTTLE

as it climbs for altitude pursued by wing of Cyclonus' Jet Force
which is FIRING ON THEM, GAINING as we CHANGE ANGLE

ON ULTRA MAGNUS' SHUTTLE

as it ROARS UP BEHIND CYCLONUS' JETS and overtakes and SMASHES
THROUGH THEM, SCATTERING THEM as it pulls up alongside the
Dinobot Shuttle

INT DINOTBOT SHUTTLE- KUP AND HOT ROD IN "COCKPIT"

Grimlock is peering out side ports along with them

HOT ROD

(elated, pointing off
at side port)

Hey , guys, look who's here!

(gives thumbs up gesture)

ANOTHER ANGLE INCLUDING VIEW OF ULTRA MAGNUS' SHUTTLE THROUGH SIDE PORT

as Springer gives thumbs up signal in return and Daniel waves

SPRINGER (V.O.)
Piece of carbon-cake!

ON SPRINGER

as he turns and reacts, looking straight up and ahead

HIS P.O.V. - ASTROTRAIN AND MORE DECEPTICON JETS

SPRINGER (V.O.)
Hold the icing!

ON ASTROTRAIN AND DECEPTICON JETS

ASTROTRAIN
Take 'em apart!

Astrotrain starts diving into upcoming Shuttles BLASTING AWAY as
Jets dive toward them and also BLAST AWAY

INT. ULTRA MAGNUS' SHUTTLE - "COCKPIT"

shuttle ROCKS WITH DIRECT HITS as Ultra Magnus struggles with
controls

ULTRA MAGNUS
Can't take this punishment...
(using intercom)
Kup...do you read me?

INT. DINOBOT SHUTTLE - "COCKPIT"

as Kup struggles to hold controls, his shuttle also ROCKING from
direct hits

KUP
Roger, but not for long.....
we're getting pasted!

INTERCUT FROM ULTRA MAGNUS TO KUP

ULTRA MAGNUS
Then strap in...we're going to
hyper vault!

KUP
Vaulting....now!
(shoves lever FORWARD)

Ultra Magnus also shoves LEVER FORWARD

ON THE SHUTTLES

as first Ultra Magnus' Shuttle, and then the Dinobot Shuttle, SHOOT FORWARD AND UP THROUGH ASTROTRAIN AND DECEPTICONS with INFINITE SPEED, THE IMAGE OF EACH SHUTTLE TRAILING AFTER IT CREATING AN ENORMOUSLY LONG AND CONTINUOUS AFTER IMAGE THAT - unlike Blurr's trailing image - DOES NOT FADE AS IT PASSES. THIS LONG, LONG, LONG AFTERIMAGE - LIKE A FROZEN "SNAKE" OF PICTURE SHOWING THE SHUTTLES VANISHING IN DEEPEST SPACE - SUDDENLY "SWALLOWS" ITSELF UP, FROM FOREGROUND, "REELING" UP INTO ITSELF IN THE INFINITE DISTANCE OF SPACE WHERE IT VANISHES INTO A BLAZING PINPOINT WHICH THEN VANISHES COMPLETELY ACCOMPANIED BY A MUSICAL "INHALATION" OF SOUND THAT ECHOES DISTANTLY AND THAN ALSO FADES AWAY LEAVING ONLY BLANK SPACE WHERE IT HAD BEEN.

ON CYCLONUS IN JET MODE

as he TRANSFORMS and looks after vanished Shuttles

CYCLONUS

Gone!

CUT TO:

GALVATRON AND CYCLONUS IN AUTOBOT CITY AREA - NIGHTFALL

Galvatron's mad and smashes his fist through a portion of still smouldering city wall . Cyclonus hangs his head

GALVATRON

Impossible!

WIDEN SHOT TO SHOW Scourge and Sweeps have PILED HUGE SUPPLY OF ENERGEN CUBES in staging area, their endless supply line still hauling Energon and SECOND SUPPLY LINE also feeding Energon Cubes

GALVATRON

(continuing)

Your bungling has cost me the sweet taste of vengeance I have hungered for - a taste I shall not be denied!

(starting off, shouts to Scourge)

Maintain energy production!
I shall see to the Autobots!
Ingestor and victory!

He roars and boards HUGE DECEPTICON WEDGE SHAPED "FLAT TOP" SPACE CARRIER and it FLIES UP accompanied by an "armada" of Cyclonus' jets as we

CUT TO:

ON BLASTER IN HIDING OVERLOOKING BURNING AUTOBOT CITY

Blaster is accompanied by other Autobot survivors, TRAILBREAKER and SUNSTREAKER among others - all show battle damage but are still armed and alert - guerrilla fighters now.

BLASTER

The shuttles made it through
but we still go lots to do -
we're gonna play guerrilla
and make every day a thrill -
whoa!

SUNSTREAKER

Why did Ultra Magnus and the
others abandon us?
(petulantly)
It isn't fair!

BLASTER

Fair 'n square ain't nowhere
when Decepticons're playin'
shake 'n bake with the universe!
(looks up)
Somethin' up there gobbled up
the third moon of Cybertron
and put the Decepticons back
together after we tore 'em apart....

PAN UP INTO THE NIGHT SKY FROM HIS P.O.V.

There the stars are still visible through the smoke and flame of
battle glow below

BLASTER (V.O.)

Ultra and the gang got to
find that somethin' and un-
somethin' it! They are our
only hope! Yeah!

CUT TO:

DEEP AND SERENE SPACE - ULTRA MAGNUS' SHUTTLE AND DINOBOT SHUTTLE

as both shuttles soar majestically through the vast depth of
infinite space.

KUP (V.O.)

Reminds me of the time we faced
the Ick Yak Cyborgs of Phospho-Norn.....

INT. DINOBOT SHUTTLE - KUP

as Kup sits spinning yarns, leaning back in chair as Grimlock, Sludge, Slag and Swoop lie, lounge, sit with chin on hands, all listening like little kids to a bedtime story - in rapt attention

KUP

It was during the Storm Cycle,
and the Magento-Dust was so thick
you had to use windshield wipers
on your optic sensors....

SLUDGE

(thrilled, nudging
Grimlock)

Unh, windshield wipers, Grimlock!
Unh. Unh. Unh!

GRIMLOCK

(impatiently)

Me, Grimlock, know all about
wipers! Want to hear good part
of story!

SWOOP

(beating wings rapidly,
excited)

Good part, Kup! Tell Swoop good
part!

SLUDGE

(excitedly)

Unh unh unh....

SLAG

(beating tail on floor)

Good part...tell ...tell...

ON HOT ROD

He is practicing sparring with a SPINNING AUTO-COMBATANT - a very stylized ROBOT MOUNTED ON A POLE THAT RUNS FLOOR TO CEILING so that Auto-Combatant is free to move its stick-like metal arms, legs, weapons in many directions, rotate around the pole and kick, rabbit-punch, etc. Hot Rod wears sparring GLOVE in which he holds small LASER DAGGER and holds a special shield. As he lowers shield and reacts to Dinobot reactions to Kup's story telling he is clearly less than thrilled

HOT ROD

Will you tell the dumb story,
already? I can't stand this anymo....

As he is speaking, Auto-Combatant "sees" its opening and ROTATES, SWINGING A LEG AND FOOT INTO HOT ROD'S REAR, sending him flying

(CONTINUED)

and then HAMMERS ARMS AND FISTS on top of his head in a TATTOO BEAT, stopping as he angrily ducks out of the way and shouts up to Auto-Combatant's stylized face plate

HOT ROD
(continuing)
Time out, for pete's sake!

ON AUTO-COMBATANT'S FACE

as it stick out a metal tongue and gives him a LOUD RASPBERRY

BACK TO SCENE

as Hot Rod rises and draws his fist back to clobber the Auto-Combatant

AUTO COMBATANT
(mechanically, quickly)
Time out,time out, time out!

Hot Rod is about to say something or hit the damn thing when Grimlock shouts at Kup

GRIMLOCK
Tell story! Me,Grimlock,
want story!

Other Dinobots adlib agreement and Hot Rod turns away and starts mumbling, throwing off his sparring glove and shield as he heads away from Kup and the Dinobots

KUP
(calling after him)
It wouldn't hurt you to listen,
lad. You might learn something!

ON HOT ROD

as he mutters "Might learn something! Ha!!" and throws up his hands and sits in a corner, glum faced, in a snit.

KUP
(to Dinobots in b.g.)
Now, where was I...Oh, yes....
The Magneto dust was really thick,
and then this Gigantic Bull Ick Yak
comes stomping at us out of nowhere.....

SLUDGE
 (wide eyed, loving it)
 Big Ick Yak stomp!

KUP
 Yes! And each footfall was like
 mega-thunder!
 (imitating footfalls)
 Crump! Crump! Crump! Closer and
 closer he came...Crump,Crump....

SUDDEN SHARP BUZZER OF INTERCOM PHONE startles Dinobots as it BUZZES AND LIGHTS UP ON SHELF NEAR KUP and they flail around, knocking each other aside, reacting like kids hearing a ghost story when the ghost says "boo!"

HOT ROD

disgusted, answering intercom "phone" which is like a metal speaker horn on an old gramophone with electronic components.

HOT ROD
 It's only the intercom, you
 Dino-Yo-Yos !
 (flicks switch, gets
 IMAGE OF ARCEE IN HOLOGRAM
 over intercom "phone")

ARCEE
 I'm just calling to see how everyone
 is on your ship.....

KUP
 We're fine, Arcee. Just fine.
 INTERCUT WITH ARCEE ON BOARD ULTRA MAGNUS' SHUTTLE

ARCEE
 Grimlock? Sludge, Slag, Swoop?
 All right?

GRIMLOCK, SLAG, ET. AL.
 Unnnh....Me, fine....Good, good, fine.

HOT ROD
 (testily to Arcee)
 Well, I'm not okay....

ON ARCEE ABOARD ULTRA MAGNUS' SHUTTLE

as she watches HOLOGRAM OF HOT ROD above her intercom "phone".
 In b.g. Daniel is watching

HOT ROD
 (his hologram)
 In case anybody's interested,
 I'm going bronze-o-bananas aboard
 this Dinobot barge!

DANIEL
 (pressing forward to
 address Hot Rod's
 Hologram image)
 Why don't you transfer over for
 a visit, Hot Rod?

INTERCUT TO HOT ROD WATCHING DANIEL AND ARCEE'S HOLOGRAM ON HIS SHUTTLE

DANIEL
 (continuing, as HOLOGRAM)
 Then you, me and Arcee could play
 Semi-conductor chess....

HOT ROD
 (a beat, looking at Arcee's
 Hologram image, interested
 in her but trying to be cool)
 I don't know, Dan-o....how does
 Arcee feel about that?

DANIEL
 (his Hologram, looking
 to Arcee)
 Please, Arcee? Please?

ARCEE AND DANIEL ON BOARD ULTRA MAGNUS' SHUTTLE

as Springer moves INTO SHOT with them as they watch HOLOGRAM of
 Hot Rod

ARCEE
 (coyly, to Hot Rod's
 Hologram)
 Well, I suppose it would be all right....

SPRINGER
 (urgently)
 Hold the personal calls! Perceptor's
 trying to lock coordinates on an
 energy transfer now leaving earth
 and we need the circuits.....

The hologram of Hot Rod VANISHES and we CHANGE ANGLE TO
 PERCEPTOR AND ULTRA MAGNUS AT HUGE SCANNER-MONITOR

as Perceptor PLUGS HIS FINGERS INTO CONSOLE BOARD and changes scanner
 GRID AND PICTURES as he twists his wrist or flexes his fingers.
 A VIEW OF EARTH APPEARS ON SCREEN as Springer, Arcee and Daniel
 move up to look on with Blurr in the b.g.

PERCEPTOR

I shall interface with onboard
 telemetry to locate the exact
 destination of the displaced
 energy.

ULTRA MAGNUS

(starts to say his usual
 "What?", pauses, smiles)
 I understood that!

SPRINGER

Congratulations! Look!

CLOSE IN ON SCANNER - MONITOR

as RADIANT LINES APPEAR CRISSCROSSING THE EARTH , all lines
 intersecting at one GLOWING POINT WHICH STARTS PULSING OUT INTO
 SPACE

ULTRA MAGNUS (V.O.)

It appears that the ruins of Autobot
 City are the source of energy shipment....

CLOSE IN FURTHER ON GLOWING, PULSING POINT ON SCANNER

CUT TO:

THE ENERCON CUBE "SENDING STATION" IN AUTOBOT CITY RUINS

as Scourge directs several endless assembly lines of energon
 Cube deliver to ENORMOUS STACK OF ENERCON CUBES as he turns
 and shouts

SCOURGE

More energy for Ingestor!

ANGLE ON ONE OF THE ASSEMBLY LINES

we now see HUMAN SLAVES AND AUTOBOT SLAVES hauling energon cubes
 under whips of Decepticon and Sweeps guards. As they bring more
 cubes to the stack we CHANGE ANGLE

ON TOP OF ENORMOUS, HIGH STACK OF ENERAGON CUBES

as, with a LONG DRAWN SIGH FROM GHOSLTLY VOICE (INGESTOR) O.S.
the COLD BEAM ZINGS DOWN TO PEAK OF ENERAGON STACK

GHOSTLY VOICE (INGESTOR)
More energy! Ahhhhhhhhhhhhhhhhh!

ENERAGON CUBES start to be SUCKED DRY WITH ENERAGON BEING SHIMMERED UP AND THROUGH COLD BEAM UP, UP, AND OFF INTO DEEPEST SPACE with attendant "soda straw sucking" SOUNDS we heard before when Ingestor drained Cybertron's energon offerings. The DRAIN is continuous as more and more energon cubes are being loaded into center of "feeding station"

SCOURGE
(shouting, using whip
on line of slaves)
More energy, do you hear! More!
More! More!

CUT TO:

THE SCANNER-MONITOR ON BOARD ULTRA MAGNUS' SHUTTLE

as ELECTRONIC DOTTED LINE BLEEPS AWAY FROM PULSING CENTER OF ENERAGON DELIVERY and bleeps off the screen on monitor-scanner

SPRINGER (V.O.)
We're losing it!

RESUME ON SPRINGER, PERCEPTOR, ARCEE, DANIEL AND ULTRA MAGNUS

as they look at scanner-monitor. Perceptor's eyes are blank

SPRINGER
You've got to track it down, It's called
"Ingestor" whatever that means and....
(studies him, waves hand
in front of his face)
Perceptor?

ULTRA MAGNUS
He's merged with the computer. It's
the only chance of following that
energh stream through uncharted space.

ON PERCEPTOR

we CLOSE IN TIGHTER AND TIGHTER ON HIS EYE. WHEN HIS EYE ALMOST
FILLS THE SCREEN, we see CLOUDY IMAGE FORM ...IMAGE IS OF ENERGY

(CONTINUED)

STREAM LEAVING EARTH ALONG COLD BEAM. Energy flows across vast space and down to.....Unicron! We see MAW"SWALLOWING" EARTH ENERGY THROUGH "SODA STRAW" OF COLD BEAM with MUFFLED GULPING AND SWALLOWING SOUNDS

PERCEPTOR (V.O.)

I...I have established energy destination!

RESUME ON PERCEPTOR, SPRINGER AND DANIEL

as Perceptor blinks eyes and seems to come out of trance, UNPLUDDING FINGERS FROM CONSOLE , sagging wearily

PERCEPTOR

It is....inconceivable!

DANIEL

What is it, Perceptor? Tell us!

Before Perceptor can speak, the shuttle ROCKS FROM IMPACT and SPARKS AND FLAMES SHOOT OUT OF LARGE HOLE IN WALL

ARCEE

Damage control procedure, Blurr!

ON BLURR

as he BLURS OVER TO HOLE AND QUICKLY PATCHES IT WITH METAL PLATE as another, then another and another HIT ROCK AND SHAKE THE CRAFT.

BLURR

(very fast)

Is it meteors, comets, asteroids, what?

ON SPRINGER AT COCKPIT WINDOW

as he mans LASER ACK ACK GUN . Through window we see what he sees - the arrival of Galvatron in huge Decepticon "flat top" Carrier with armada of Cyclonus planes

SPRINGER

None of the above.....It's time to play Deceptic-Tank Raiders in outer space!

(STARTS FIRING as shuttle is RACKED WITH HITS)

ON ULTRA MAGNUS AT CONSOLE INTERCOM

ULTRA MAGNUS

Kup! Elevate force fields at once!
They're armed with.....

ON GALVATRON ON "BRIDGE" OF FLAT TOP

as he PRESSES FIRING BUTTON on freestanding control console.
As he does we CLOSE ON DEVICES THAT LOOK LIKE DEPTH CHARGE
FIRING APPARATUS that EJECT CANNISTER BOMBS which TRAIL ROCKET
EXHAUST and RAPIDLY MOVE TOWARD THE DINOBOT SHUTTLE

ULTRA MAGNUS (V.O.)

Moleculon Missles!

INT. THE DINOBOT SHUTTLE - KUP AND HOT ROD

as Dinobots roar and watch through see-through CEILING DOME, Kup
and Hot Rod are throwing all sorts of switches on control board

KUP

Force fields engaging.....

HOT ROD

(urgently)

The magnetic feed is too slow!

KUP

(pushing lever forward
with great effort)

I'm trying to speed it up.....

OUTSIDE DINOBOT SHUTTLE

as the Flat Top's Cannister Bombs (The Moleculon Missles) STRIKE
HULL OF SHUTTLE causing a VIBRATING LINE OF ELECTRICAL ENERGY
TO CRACKLES ALL AROUND THE SHUTTLE, LACING OVER AND AROUND IT
LIKE A WEBBING OF SOME FIERY SPIDER

KUP (V.O.)

We're hit! Abandon.....

THE SHUTTLE CRACKS VIOLENTLY APART, its shards and sections BLASTING
IN ALL DIRECTIONS, TOWARD CAMERA, "THROUGH" CAMERA, AS HOT ROD
COMES FLYING OUT, TURNING OVER AND OVER IN SPACE, TOWARD CAMERA AND
OVER CAMERA AND OFF AND DOWN, FALLING FALLING , FALLING

KUP (V.O.)

(continuing)

...ship!

ON HOT ROD

as he falls out of sight and we hear echo of his yell

HOT ROD
Aaaaaaaaaaaaaaaaaah!

ON GALVATRON

as he smiles malevolently

GALVATRON
One down, one to go!

PULL BACK AS Galvatron WHIRLS OFF AFTER ULTRA MAGNUS' SHUTTLE
atop Flat Top and we

CUT TO:

INT. ULTRA MAGNUS' SHUTTLE - ULTRA MAGNUS, SPRINGER

as they man control panel in cockpit. In b.g. Blurr and Arcee work to patch other holes in hull and Daniel helps them. Perceptor is slowly, methodically plotting coordinates on light-up table, seemingly oblivious to SHAKES AND ROCKINGS of hits being scored on their ship

SPRINGER
Kup and Hot Rod have bought it!
Maybe the Dinobots were tough enough to survive, but I wouldn't bet on it.

ULTRA MAGNUS
Our force field shields are weakening....
(shouts)
Damage control report!

ON DANIEL , WITH ARCEE AND BLURR

DANIEL
(hammering small metal patch plate over SMOKING PIN HOLE IN HULL)
There're a million holes in the fuselage!

ARCEE
(the more adult report)
Sixty-two percent deficit in structure,

(CONTINUED)

ARCEE (CONTINUED)
 power supply depleted, survival
 factor minus three.

ON SPRINGER AND ULTRA MAGNUS

SPRINGER
 We've got no choice....we've
 got to die!

Ultra Magnus nods solemnly as we

CUT TO:

THE DECEPTICON FLAT TOP AND CYCLONUS' ARMADA

GALVATRON (V.O.)
 Maintain Moleculon barrage!

ON GALVATRON

as he works controls which eject more cannister bombs (Moleculon
 Missles)

GALVATRON
 They haven't sufficient reserves
 to ward off destruction of that
 magnitu.....
 (reacts as SKY LIGHTS UP)

HIS P.O.V. - ULTRA MAGNUS' SHUTTLE

as ELECTRICAL OUTLINE ENVELOPES IT AND THERE IS A BLINDING FLASH
 after which LARGE PARTICLES OF SPACE JUNK AND REMNANTS OF THE
 HULL AND SUPERSTRUCTURE COME EXPLODING OUT TOWARD CAMERA AND PAST
 CAMERA accompanied by EXPLOSIVE SOUND and then, SILENCE! Where the
 shuttle had been there is now...nothing! Just loose ASTEROIDS AND
 CLOUDS OF SPACE DUST

GALVATRON (V.O.)
 At last!

ON GALVATRON

as he turns and shouts

GALVATRON
 Report!

ON CYCLONUS who lands and TRANSFORMS

CYCLONUS

Sensor readings indicate an explosion of magnitude zeta!

GALVATRON

Then they have been terminated!

(shouts)

Return to Earth base. I intend to claim the fruits of this victory from Ingestor, personally!

Galvatron flies up and away from Flat Top as Cyclonus takes command of the "bridge"

CYCLONUS

Prepare to come about!

DECEPTICON "SAILOR"

(working deck gear,
shouting)

Coming about, my lord!

LONG SHOT ON THE HUGE FLAT TOP

as it VEERS OFF AND TURNS AWAY FROM SPACE CLOUD AND ASTEROIDS followed by Cyclonus' armada as they go one way and Galvatron another. Galvatron's LAUGHTER Echoes over the scene for a beat until both he and Flat Top and Decepticon Armada are gone. We HOLD ON SCENE A BEAT and then CLOSE IN ON DUST CLOUD

DUST CLOUD EDGE

as Ultra Magnu's shuttle - or rather a quarter of it FLIES OUT INTO THE CLEAR

SPRINGER (V.O.)

They bought it!

INT. SHUTTLE

as we see Arcee, Perceptor, Springer, Blurr crowded together in cramped remnant of cockpit as Daniel and Ultra Magnus sit at control deck

ARCEE

We had to detonate three-quarters of the shuttle to convince them, but that doesn't leave us much to go on!

SUDDEN SHUDDER AND THE SHIP DROPS SHARPLY, all holding on to each other and to any protruding handhold

BLURR

(very fast)

Power outtage, sagging wattage,
minimal voltage.....

(a sigh as FALLING STOPS
WITH ABRUPT SHAKE)

But we're still here!

ULTRA MAGNUS

But not for long if we don't make
major repairs! Perceptor....can
you find us someplace to set down?

PERCEPTOR

(still calmly working at
light table even though
he shows dents and table
is cracked and smoking)

Beta waves in this sector of space
create marginal navigation probabilitates,
however.....

(looks at Ultra Magnus)

ULTRA MAGNUS

Holds his head in his hands as Springer grimaces

RESUME ON PERCEPTOR

realizes he's overdoing it again, clears his throat

PERCEPTOR

Ahem.....I think I know just
the spot! Turn 19 degrees axial
north.....

Ultra Magnus works controls and shuttle SHUDDERS AS IT MOVES

LONG SHOT- SHUTTLE CHANGING COURSE TOWARD LARGE DISTANT PLANET
which we see as dim shadow at edge of space

PERCEPTOR (V.O.)

It won't be perfect, but then,
what is?

as Ultra Magnus' shuttle flies toward that distant planet we

CUT TO:

A ROADSIDE IN THE MOUNTAINS OF EARTH - NIGHT

in the distance we see the fiery glow of burning remains of Autobot City and the COLD RAY "FEEDING STRAW" extending down from somewhere in space. A beat and we CHANGE ANGLE TO SHOW APPROACH OF SCOURGE AND SWEEPS in vehicular mode. Scourge is in mid-transform position, his head sticking up from his vehicle, leading the ominous procession which is accompanied by a BLEEPING, SCANNING NOISE as A SWEEP ANTENNA TURNS AND BEAMS SONIC WAVES HERE AND THERE, COVERING THE AREA. SOUND OF BLEEPS BECOMES FASTER AND HIGHER PITCHED

ON SCOURGE

SCOURGE

Life forms sensed! Eliminate
at once!

ANOTHER ANGLE -ON SWEEPS VEHICLES

as they suddenly RUN UP OVER SIDE OF ROAD AND TURN, OPENING FIRE in FLAMETHROWER LIKE BLAST at LINE OF TREES AND OLD STONE FARM BUILDING IN THE SHADOWS. BUILDING EXPLODES AND TREES BURN AND CRACKLE as section of wall FALLS TOWARD CAMERA AND WE CLOSE IN ON

OLD "SKELETON" OF DECEPTICON

which is now a flaming HULK as it FALLS FORWARD AND CLUNKS APART in a HISSING PUDDLE OF WATER, STEAM AND DEBRIS RISING as the head SEPARATES AND AN EYE ROLLS OUT and across dirt to

SCOURGE'S HAND

where Scourge, now in humanoid mode, scoops it up and looks at it. The Eye BLINKS back at him.

SCOURGE

One of our Troopers. He must have
been terminated yesterday.

(tosses the eye to
a Sweep)

Take it back to the spare parts
bank. A functioning unit may
have need of it!

(shouts)

Sweeps, Transform!

Scourge TRANSFORMS followed by Sweeps vehicles and they ROLL OFF. HOLD ON ROADSIDE A BEAT then CHANGE ANGLE as Blaster pops up from hiding accompanied by other Autobots including Sunstreaker.

BLASTER

Those ugly suckers'll be back!
 We got to keep rollin' until we
 can put together enough muscle
 to boot their bustle! Yeah!
 (turns, looks off,
 reacts, drawing weapon)
 They doubled back to attack!

Sunstreaker and other Autobot survivors crouch, ready for battle,
 weapons drawn, as SOUND OF APPROACHING VEHICLE DRAWS CLOSER

THEIR P.O.V. - SHADOWY TREES ON OTHER SIDE OF FIELDS - NIGHT

as DARK VEHICLE HURTLES TOWARD CAMERA and then almost fills screen

BLASTER (V.O.)

Mess 'em up!

ANOTHER ANGLE - SHOWING MYSTERY VEHICLE TO BE WHEELJACK

as Wheeljack TRANSFORMS to humanoid mode

WHEELJACK

Hold it!

Blaster, Sunstreaker and other Autobots react happily, adlibbing,
 "Wheeljack!...He's still functioning.....Hey, Wheeljack!" etc.

BLASTER

Wheeljack! I figured you got
 incinerated in the city! I sure am
 glad to be respondin' to your
 image on my optic readout circuitry!
 Yeah!

WHEELJACK

(grimly)

You might not be so thrilled when
 you hear what I've got to say....
 (a beat to regain
 his composure)
 I've been tracking the shuttles....
 Ultra Magnus and the Dinobots....
 ever since they blasted off, and.....
 (lowers his head)

SUNSTREAKER

Well, go on! I hate suspense! Are
 they all right?
 (a beat, understands, hangs head)

BLASTER

(to Wheeljack)
You could be wrong, Jack!

WHEELJACK

(shakes his head)
The Decepticons used moleculon
devices. There's no mistaking the readouts....

Adlib reactions of sadness and sorrow... "Ultra Magnus..everybody...
lost!" etc.

BLASTER

(a beat, then with
resolve)

I don't believe in readouts -
I believe in hope! So, far as
I'm concerned, everybody that
counts is still operational
somewhere! Now let's get us gone
whilst the gone-in' is good!

(shouts)

Roll, you Autobots!

ANOTHER ANGLE

as Autobots shout adlib "Roll!" "You got it!" etc. and some TRANSFORM
and start moving out as a SHUDDER GOES THROUGH THE LANDSCAPE,
the FIELDS AND HILLS UNDULATE and there is a HUGE , SUBMERGED
ROAR AND CRACKING SOUND and then, all is still.

SUNSTREAKER

(breathlessly)

Wha...what was that?

WHEELJACK

The earth's reaction to the
Decepticon energy drain.....
If depletion continues at its
present rate, this planet will
self-destruct within the next
forty eight hours.

On Blaster's reaction and reaction of others, the EARTH AGAIN
UNDULATES, SHUDDERS AND CREAKES OMINOUSLY AS WE

CUT TO:

DEEP SPACE IN VICINITY OF LAST BATTLE WITH DECEPTICON FLAT TOP
SHOT FEATURES a new planet of an odd, distorted shape and color
(CONTINUED)

something like a huge Baroque pearl which wobbles in its rotation pattern in an atmosphere of nacreous gasses. (NOTE : This is the planet QUINTESSON and it should be completely distinct in appearance so it cannot be mistaken for the larger planet toward which Ultra Magnus is now heading)

A SMALL, FALLING OBJECT appears high above Quintesson and HURTLES DOWN, DOWN, OVER AND OVER UNTIL IT IS IN VIEW and we see it is Hot Rod, still cartwheeling down toward the planet below, trying to change the angle of his fall, regain his bodily control as we MOVE DOWN WITH HIM

HOT ROD

I'm getting.....space sick.....!
Ooooooooooooooooooh!

ANGLE ON ATMOSPHERE OF QUINTESSON

as Hot Rod plummets down through LAYERS OF ATMOSPHERE and continues to FALL AS WE TRACK HIM ON THE WAY DOWN then MOVE ALONGSIDE WITH HIM as he falls past shiney rock pinnacles of unusual construction and a bizarre landscape, careening wildly then CHANGE ANGLE TO

AERIAL VIEW OVER A VAST SEA OF LIQUID ENERGY

as Hot Rod FALLS DOWN, DOWN and INTO THE SEA as we CUT TO

THE SILVERY ENERGY SEA

as Hot Rod sinks to the bottom where he collides with a high-tech, metallic structured sort of reef, bounces, manages to right himself, shaking his head as he regains equilibrium, and, swaying in the UNDERWATER CURRENTS, he GENERATES A GLASS "BUBBLE" HEAD-PIECE, takes a huge breath and EXHALES A TRAIL OF BUBBLES FROM TOP OF HEAD-PIECE. Then he TRANSFORMS INTO AN AUTO MODE MODIFIED FOR UNDERSEA ACTION and starts RIDING OFF as he calls through intercom.

HOT ROD

(bubbling, filtered voice)

Kup....Grimlock? Slag! Sludge!
Swoop?.....Anybody?

WE FOLLOW him through undersea world as he rounds a "corner" of the Reef Wall and reacts

HIS P.O.V. - A HUGE, MECHANICO - SQUID CREATURE

The ROBOTOID SQUID is tearing Kup to pieces, REMOVING ARMS, LEGS, FEET, A HAND, etc. and TOSSING THEM across the ocean floor with its silvery metal tenacles

ON HOT ROD

HOT ROD

Kup!

He uses sidearm to BLAST THE SQUID which reacts by releasing a LASER PRINT INK STREAM which BOILS OUT IN THE WATER IN A SERIES OF DOTS AND "X" SHAPES which merge to CONCEAL HIS RETREAT. Hot Rod lowers his head and BLOWS BLAST OF AIR THROUGH HEAD-PIECE - the air blast CLEARS THE WATER , revealing Kup's head and torso half buried in the "sand"

ON HOT ROD AND KUP'S HEAD

as Hot Rod kneels

HOT ROD

Kup! Say something!

CLOSE ON KUP'S HEAD

as he turns head around to look up at Hot Rod and spits out a mouthful of sand

KUP

(burbling as he speaks)

Button.

HOT ROD

Button?

KUP

But your lip differential and get me out of here! I'm starting to rust!

HOT ROD

Sure, Kup....right away!

As he speaks, Hot Rod extends one arm and sends out a VISIBLE MAGNETIC WAVE which spreads and rapidly PULLS KUP'S SCATTERED BODY PARTS TOGETHER. They CLANG and STICK to Kup's head and torso in a jumble of odd-part and machine ends.

HOT ROD AND KUP

as Hot Rod cradles Kup's head in the crook of his arm and starts ascending through the energy sea, scattering SCHOOLS OF CURIOUS METALLIC "PEEPER" FISH . The fish are cigar-shaped, long nosed, one-eyed and they PEEP, PEEP, PEEP like tinny chickens as we CUT TO:

KUP AND HOT ROD ON THE RED DESERT SHORE OF THE ENERGY SEA

as Hot Rod is completing the re-assembly of Kup who stands there impatiently , like a man being fitted for a suit he is going to hate. It's clear Kup is none too pleased with the results of Hot Rod's handiwork and he feels at his elbow joint, then twists his neck side to side and gets CREAKS AND SQUEAKS and moves legs in odd, CREAKY way as he is trying himself out.

HOT ROD

Well...what do you think?

KUP

(a beat, then grimaces)

There's a piece missing.

HOT ROD

Hey, no way....

(sifts through pile of
SCRAP METAL PARTS lying
at Kup's feet)

See, this wasn't yours...it's
some kind of prehistoric ion
cruncher....and this doohickey
looks like a funky energon funnel...
and this...

KUP

(moving up and back, bending
arms and hands, CREAKING,
CLUNKING, SQUEAKING)

I know if I've got all my components,
and I'm telling you I'm short a part!
Why it's worse than the time I was
stranded on the Ice Rings of Radon
with Galactic Flu. I.....

(sees Hot Rod hang his
head dejectedly and lightens up)

(CONTINUED)

KUP (CONTINUED)

(continuing)

But all things considered,
you did an amazing job, lad!
Amazing!

HOT ROD

(brightening)

You really like it?

KUP

(rotates arm rapidly)

You even got rid of a nasty
burr on my rotator epaulet!
Defied the best Medicobots
for astro years!

HOT ROD

(turns away, punches fist
into his palm and looks
into the sky)

Yeah, everything's just perfect....
Ultra Magnus, Springer, Daniel,
and Arcee.... What happened to them?
We don't even know if the Dinbots
are still functional!

ANOTHER ANGLE -KUP AND HOT ROD

as Kup puts a CREAKING arm around Hot Rod's shoulder

KUP

We've got to go on, lad! We're
still in one unit - more or less -
and others are countin' on us
to follow through.

HOT ROD

(a beat, nods firmly)

Right! So let's stop reminiscing
and transform! We've got to find
the Dinos and get off this jerky
little planet!

Hot Rod TRANSFORMS and starts rolling over the low, dune-like
red metallic hills as Kup trots at his side and then starts
TRANSFORMING as he switches on a SCANNER DEVICE BUILT INTO HIS
SIDE

KUP

Now, you're talkin'! I'll switch on
my homing sensor and....

ON KUP

as he TRANSFORMS it's evident that a fender is misplaced and a wheel mounted improperly so it WOBBLER and he rides unevenly with much CHUGGING and OIL SPEWING

KUP (V.O.)
 (in vehicular mode)
 Chrome Crosscoots of Cybertron!
 I told you a part was missin'!
 Of all the ding brain circuit
 glitched diode blowin' dim-wittery...

as we watch Hot Rod and Kup move off into the distance we CHANGE ANGLE AND PULL BACK to show they are being watched by SHADOWY BEINGS who emit short bursts of odd, CLACKING, HARSH CHATTER as we

DISSOLVE TO:

ANOTHER PART OF QUINTESSON - THE TOP OF A RIDGE

as Kup and Hot Rod emerge over ridge crest and SOUND OF KUP'S SCANNER is heard OVER

KUP
 Hurry up! I'm gettin' a
 peculiar alien reading.....

Hot Rod TRANSFORMS and joins Kup who also TRANSFORMS and turns to align SCANNER BLEEPs with direction, then motions off toward the area in question

HOT ROD
 Let's investigate!

KUP
 (stops him)
 When will you learn there's such
 a thing as caution?

HOT ROD
 (starts to move again)
 We're wasting time! The Dinobots
 might be in trouble. Or maybe it's
 Arcee out there, surrounded by
 aliens, or maybe....

KUP
 (silences him with
 upraised hand) (CONTINUED)

KUP (CONTINUED)

I'm the one with the fantasy stories, remember? But I know enough not to use my imagination before I use my common sense.

HOT ROD

(steamed)

Okay, so I'm a mega nerd...why can't we go see what it is?

KUP

Because we must be prepared to exchange proper greetings to assure those unknown creatures out there that we mean them no harm!

HOT ROD

Right. What if we don't communicate on their frequency?

Kup winks, UNHINGES A SMALL CASE AT HIS BELT, presses series of buttons and gets BLIPS, BLEEPs AND WEIRD SOUNDS

KUP

Pay attention, Rod.....

BEEPING CASE emits a series of strange SOUNDS

KUP

(continuing, mimics the strange sounds)

Graaaaaagnah wheep ni ni bong!

(to Hot Rod)

Repeat.

KUP AND HOT ROD

Graaaagnah wheep ni ni bong!

HOT ROD

(sarcastic)

Real catchy. What is it?

KUP

The universal alien language salutation! Just say that and offer 'em an energy goodie....

(CONTINUED)

KUP (CONTINUED)

(he holds up a fistful of
small, pretzel like energon
sticks and smiles)

They'll be eatin' outta your hand!
Now try it again....

HOT ROD

(practicing as he
lets Kup play teacher)

Graaaaagnah wheep ni ni bong...
Graaaaaagnah wheep ni ni bong....

Both react to WHIRRING SOUNDS ALL AROUND THEM. They exchange a
"What's that?" look and then Kup nods solemnly.

KUP

The aliens, lad. Don't forget
to smile.

They both put on big, fixed , soapy grins as they turn toward
camera and then they react with shock

THEIR P.O.V. - THE ALIENS (SHARKTICONS)

The Aliens are HUGE ROBOTIC SCAVENGERS with ferocious, toothy
faces and jagged, warlike protruberances, armor and "spikes"
around limbs and body parts. They are in their humanoid mode
at this juncture as they "WHIRR" TOWARD KUP AND HOT ROD, making
distinctive CLACKING NOISE, moving close around our friends

HOT ROD

(moves toward the LEAD
SHARKTICON holding out
bunche of energy sticks
in a friendly manner)

Graaaaaagnah wheep ni ni bong!

ANGLE FEATURING LEAD SHARKTICON

as it WHIRRS closer, CLACKS AND CHATTERS for a split second and
then TRANSFORMS as it grabs energon sticks, BECOMING AND EVEN
MORE FEARSOME, ANIMAL-LIKE CREATURE CONSISTING OF A HUGE MOUTH
WITHIN A LARGE , FANGED JAW SHOWING ROW WITHIN ROW OF SHARP,
GNASHING TEETH - like mouths within hungry mouths - and it CHEWS
STICKS UP GREEDILY. This causes all SHARKTICONS TO TRANSFORM and
they WHIRR AND CHATTER EVEN CLOSER AROUND KUP AND HOT ROD

HOT ROD

(aside to Kup)

Eating out of our hand, huh?
If we don't get out of here,
they'll start eating out of
my face!

KUP

(a beat, then with a
roar, SOCKS SEVERAL
SHARKTICONS aside and
runs interference for
Hot Rod)

Go, lad!

WE FOLLOW Kup and Hot Rod's brief escape run but they are quickly hemmed in and forced back by phalanx of Sharkticons who employ CATTLE PROD LIKE DEVICES to SHOCK Kup and Hot Rod and "herd" them back into line with the frozen Sludge. The Sharkticon Leader then Clacks and Chatters some sort of command and the Sharkticons start moving along with Kup and Hot Rod in a march formation

WITH KUP AND HOT ROD

as Hot Rod gets JOLT from prod and angrily shouts to Sharkticon.
Kup quickly pulling him along beside him

HOT ROD

Watch it, creep-o!
(sotto to Kup)
What are they?

KUP

(softly)

Near as I could make out on
the lingo translator, they
call themselves Sharkticons.

HOT ROD

Cute. What do they want with
us?

KUP

I'm not sure, but they keep
repeatin' one disturbin' remark
over and over.... "We eat!"

HOT ROD

Eat? Eat what?

Gets another JOLT from Sharkticon

HOT ROD
 (continuing, angrily
 getting back in step
 with Kup)

I'm marching! I'm marching!

As the Sharkticons CHATTER and increase tempo of the "march"
 we

CUT TO:

THE SHARKTICON CAMP ON QUINTESSON - KUP, HOT ROD AND SHARKTICONS

As Sharkticons march Kup and Hot Rod into a HOLDING PEN within a walled compound. As we FOLLOW THEM INTO PEN we PULL BACK and PAN to establish entry procession is being watched by the QUINTESSONS, slender, spindly framed robotic creatures with oversized FIVE SIDED HEADS, each side bearing a different mechanistic FACE with a different expression on each - SMILING, ANGRY, GRIMACING, SUSPICIOUS and the fifth face is not yet to be seen. Their bodies seem too frail to support the massive heads and gleaming metal frames are attached to their thin shoulders to hold up the weighty heads.

KUP (V.O.)
 Reminds me of the Niter Slave
 Mines on Golgonath Seven....

HOT ROD (V.O.)
 (surly)
 Every place reminds you of some
 place else.....

ON HOT ROD AND KUP

as Hot Rod looks around and reacts sharply

HOT ROD
 (continuing)
 Holy Lithium Lilacs!

HIS P.O.V.- THE QUINTESSONS

as we FEATURE LEADER QUINTESSON who is taller and wears different color robe from others. He is watching arrival of Kup and Hot Rod and HIS FACES ROTATE so it goes from smiling face to suspicious face to angry face to furious grimace.

HOT ROD (V.O.)
 If they had a handsome contest
 here, nobody would win!

RESUME ON HOT ROD AND KUP

as Sharkticons shove and prod them, JOLTING them into the holding pen and locking the gate behind the pallisaded walls.

KUP

(shouts as he gets JOLT
from the prod)

I hope you get a toothache in
every fang, you bee-bee brained
rattletrap!

HOT ROD

(looking around)

We got to get a new travel
agent....Whew! What kind of place is this?

PAN FROM HIS P.O.V. - A SHADOWED, ALCOVE LIKE HUT

as a figure moves forward slightly and speaks in a harsh, basso voice . It is GRANIX. He steps into the light and we see he's a ROBOT MADE OF GRANITE AND STONE PARTS, cracked and chipped in several places. And as he steps forward, several other pathetic PRISONERS also step out to be seen. They are all Autobot-Robotoid type creatures and all show signs of abuse and neglect

GRANIX

A place of execution - if you're
lucky!

(raises hand in greeting)

I am Granix, rector of the planet
Lithone.

KUP

We're Autobots of Cybertron, now
of earth. I'm Kup and this
youngster is Hot Rod.

Granix and PRISONERS nod greeting and ad-lib grunts of welcome

GRANIX

(motioning Kup and Hot Rod
to his side, pointing off
as he speaks)

They call this hideous world Quintesson.
If you have hopes of surviving, abandon
them now....

PAN FROM HIS P.O.V. as he tells about what he's pointing at

GRANIX (V.O.)

The Sharkticons are a primitive
tribe of cannibals...they serve only
their accursed masters five-faced
Quintessons, themselves....

On this we ARE CLOSE ON QUINTESSON SENTRY IN GUARD TOWER as his
face rotates, changing from smile, to suspicion, to anger, to
grimace

HOT ROD (V.O.)

I only count four faces.

RESUME ON GRANIX, KUP AND HOT ROD
as they walk into shadow of prisoner hut

GRANIX

(shudders)

Fortune grant that's all you'll
ever see! The Quintessons are
feeble but possessed of a cruel
intelligence. They send their
Sharkticons out to round up any
unlucky enough to land here, then
put them on trial for trespassing.

HOT ROD

But what if you're innocent?

Granix and the Prisoners laugh hollowly

GRANIX

Guilty or innocent makes no
difference- the sentence is always
the same - to be eaten by the
Sharkticons!

(suddenly to Hot Rod)

And don't worry - they find everyone
delicious!

QUINTESSON (V.O.)

That one!

All turn and look off, reacting

THEIR P.O.V. - THE QUINTESSONS WE SAW BEFORE

as FIRST QUINTESSON points through open door of holding pen while Sharkticon Guards gnash teeth and salivate on either side of him. He is pointing at Granix who is aghast

GRANIX (V.O.)

No..have pity!

QUIETESSON

Carry out the sentence!

Clacking and Chattering , the Sharkticon guards come for Granix who falls to his knees in terror and other Prisoners back off into shadowed alcove in their hut

GRANIX

I am the last survivor of the expedition from Lithone, the planet of marble....let me function....

HOT ROD

(to Kup)

You get the one on the left... the other one's mine!

As Sharkticons approach, Kup belts one and Hot Rod drop kicks the other, battering another Sharkticon Guard who tries to use cattle prod device but a bunch of Sharkticons drive them away from Granix with their cattle Prod SHOCKERS , herd them to one side as they haul Granix OFF.

ANOTHER ANGLE- INCLUDING THE LEAD QUINTESSON

as he points at Kup and Hot Rod

QUIETESSON

Soon, you two shall receive your sentence. It would be well for you to watch so you will know what fate to expect!

(to Sharkticons)

Bring them!

Sharkticons herd Kup and Hot Rod along and we FOLLOW THEM TO

THE ARENA

a fenced in ring into which Granix is thrust and then handed a LONG HANDLED STUN STICK, the end of which DELIVERS AN EXPLOSIVE ELECTRICAL CHARGE. Kup and Hot Rod are herded to edge of ring

LEAD QUINTESSON

as he faces Granix gravely, his face rotating

LEAD QUINTESSON

Trespasser, hear me.....your
punishment is proscribed by
Quintesson law...extermination
by consumption!

His face rotates to its fifth expression - a DEATH'S HEAD

KUP (V.O.)

The fifth face!

GRANIX

(reacts as Sharkticons
come at him from all sides.
There are four of them)

All right, you monsters.....All
right! I may be finished but some
of you shall perish with me!

So saying, he spins to one side, dodges rush of a Sharkticon and
uses STUN STICK TO DETONATE HEAD OF SHARKTICON, killing it,
turning and smashing at another Sharkticon which NIPS AT HIS
LEG and using Stun Stick to BLAST HIM IN HALF but other Two
Sharkticons leap on him and quickly GOBBLE HIM UP in a few
huge bites, what's left of him fighting to the last

ON KUP AND HOT ROD

as they react

KUP

Not the end I'd wish for, lad!

HOT ROD

Then we'd better figure something
out before we're called into the
arena! I didn't break my transducer
to pass Cosmic Algebra just to wind up
as main course at a Sharkticon banquet!

The Sharkticons start herding them away as we

CUT TO:

THE EDGE OF A HUGE, SHADOWY PLANET IN SPACE

as Ultra Magnus' Shuttle is BUFFETED BY WINDS AND STORMS as it
enters the atmosphere. This is the planet JUNKION and it is much
larger and of different color and general appearance than
Quintesson.

SPRINGER (V.O.)

Hang on! This isn't going to
be any powder puff landing!

INT. THE SHUTTLE

as it SHAKES AND RATTLES VIOLENTLY and Daniel hangs on to structural
members as Arcee holds him and Springer has himself braced across
both of them. In b.g, Ultra Magnus, Blurr and Perceptor are clustered
around structural supports near control deck and Ultra Magnus punches
in some buttons then turns away to face rest of the group.

DANIEL

Where are we, Springer?

SPRINGER

A long way from home, squirt.

ULTRA MAGNUS

From here on it's automatic pilot
procedure....

BLURR

(very fast, very
frightened)

And automatic digital extremity
crossing!

TIGHT ON BLURR

as he holds up hands and CROSSES fingers on both hands

RESUME ON SPRINGER

as he tenses and crouches protectively around Arcee and Daniel
as we SEE HIGH, JUNK PILED MOUNTAINS OF METALLIC SCRAPS AND JUNK
DERIVED LANDSCAPE RUSH INTO VIEW THROUGH WINDOWS as the shuttle
comes in at great speed

SPRINGER

Glide path declining to
impact! Here it comes.....

ON SHUTTLE

as it CRASHES THROUGH PINNACLES OF JUNK , Tearing away panels from
sides of shuttle, collecting jiggling COILS OF SHINY JUNK AND
SHREDDING NEW METAL OF SHUTTLE HULL as it picks up rusty hunks
of junk metal, SKIMMING OVER JUNK DERIVED "TREES" , UPROOTING
SOME TO EXPOSE RUSTY COIL ROOTS and OIL FOUNTAINS where "trees" have
been dislodged, FOLLOWING LOW FLYING SHUTTLE as it SKIPS AND BOUNCES
across JUNK BUSHES and SLIDES THROUGH LOW "JUNK CURL" VEGETATION
in SHOWER OF SPARKS AND SCRAPING, METAL TEARING NOISES until it
comes to a halt against a FOREST OF FOILAGE THAT RESEMBLES THOUSANDS
OF RUSTY COILED OLD BEDSPRINGS ON WHICH GLEAMING STEEL JUNK FLOWERS
BLOSSOM. For a beat, all is stillness except for JANGLING, METAL
CLANKING AFTERSOUNDS of CRUSHED "VEGETATION" regaining its original
junk formation

INT. THE SHUTTLE

Everyone is in a jumbled tangle - Ultra Magnus beneath Blurr, Perceptor
upside down and hanging from torn end of stairway, Arcee croched
over Daniël and Springer with half his body sticking through the hull

SPRINGER

(pulling himself free
of hull wall)

Remind me to give the Auto Pilot
a raise and a free lube job.....
We made it!

Daniel creeps out from under Arcee and shakes bits of broken
metal and dust off his shoulders

DANIEL

Wow! That ride was better'n
the Roller Coaster at Future
World!

PERCEPTOR

(working scanner,
computer device,
thoughtfully)

Life support readings are within
acceptable limits, but the
composition of this planet
seems to be a chaotic amalgam
-of discarded ferrous and
non-ferrous articulations.

ULTRA MAGNUS

(baffled)

How's that?

SPRINGER

(opening hull door
with a RIPPING OF METAL)

He says the planet's made of junk.

PERCEPTOR

Accurate, but decidedly unscientific!

SPRINGER AND PERCEPTOR AT OPEN DOOR

as they look out on landscape of "living" junk

SPRINGER

What's the reverse of "ecology?"
This dump is a dump.....

ANOTHER ANGLE INCLUDING DANIEL

as he peers out in wonder

DANIEL

Looks like there's plenty of stuff to use for repairing our shuttle. Maybe even enough to build a whole other ship!

ULTRA MAGNUS

as he straps on TOOL BELT

ULTRA MAGNUS

You're right, Daniel. If we all pitch in, we might be able to get this battered old tub space worthy before moonset.

(checks LASER DRILL,
turns it on, off)

That is, if this world has a moon.

Ultra Magnus starts for door followed by Blurr who takes up an ART DECO ELECTRIC SAW and tool belt and Perceptor who rolls up Shuttle Plans as Daniel moves out to join them

DANIEL

Can I help, too?

SPRINGER

It's rough out there, kid. Stay inside and play with crayons or something.

ARCEE

as she steps forward with a smile, a strange GRID LIKE "SUIT" in her hand

ARCEE

I think Daniel can make himself useful with....this!

(holds Grid-like metal
frame "suit")

DANIEL

What is it, Arcee?

ARCEE

An exo-suit...

(starts helping him
into it)

ON DANIEL

as he gets inside the "suit" which fits over his body like a grid-work metal "cage"

PERCEPTOR (V.O.)

The external skeletal structure of the exo-suit increases the wearer's strength and capacity by a factpr of five hundred.... even more perhaps!

Daniel clips "cage" of Exo-Suit shut and stands up inside the gridwork which makes him taller and broader looking . He moves awkwardly, barely able to advance a step

SPRINGER

Don't fight it, Dan-o.....
You control an Exo-Suit by thinking about what you want to do before you do it!

DANIEL

(brows knitted,
thinking)

Thinking.....Thinking....

He suddenly starts moving rapidly backwards, then sideways, then forward, then he starts TAP DANCING RAPIDLY, then bounces off walls, upwards on ceiling, spinning upside down, then flips over several times and lands in a splatter, legs spread, arms this way and that - amused, startled and unhurt. All laugh at his display and he laughs, too.

DANIEL

(continuing)

It's kind of tricky....

He suddenly SHOOTS UP AND FLIPS AROUND TWICE IN MID-AIR then regains his feet and leans way over against Arcee for support. She laughs and pats his shoulder

ARCEE

For the first time out, you were great!

ON SPRINGER AT DOOR

as he sends down RAMP and motions to the others curtly

SPRINGER

Show time's over! We've got
work to do!

(he starts out)

EXT. THE SHUTTLE

as Springer, Arcee, Daniel et.al. comes down the ramp and look around at the lush "vegetation" of growing junk clumps, trees, grass, hills, etc. all around them and a long vista of junk mountains and spires of weathered junk-rock.

DANIEL (V.O.)

(whistles)

This must be the junk capital
of the jniverse!

LONG SHOT- DANIEL AND THE OTHERS

as they start DIGGING UP LARGE JUNK METAL SECTIONS

ULTRA MAGNUS (V.O.)

We'll extract this duralo-metal
first and then start cutting down
as much Titanium Xenomide as we
can find.....

CHANGE ANGLE FROM P.O.V. OF UNSEEN OBSERVERS

as UNSEEN OBSERVERS suddenly turn to camera. There are three of them and they are JUNKIONS - they look like a "Road Warrior" tribe of Robotic Hell's Angels whose faces and bodies are made up of RUSTED, SHARP METAL SCRAP PARTS AND BROKEN DOWN SHARDS OF MANUFACTURED JUNK FITTINGS AND PARTS OF OTHER, DISCARDED ROBOTS. And they look extremely mean. One of them (WRECK-GAR) has a rusty junk metal version of a Viking helmet and a BRILLO like wooly wire-metal vest.

WRECK-GAR

(in guttural, rusty,
metallic rumble)

No welcome-wagon, "hello stranger,"
with kissing fresh smiling and
that good coffee flavor, you betcha,
yeah?

OTHER JUNKIONS

Yeah, yeah, yeah!.....All right!

Wreck-Gar shows large JUNK MODEL LASER ZIP GUN with all sorts of razor sharp fins and rusty little rocket missles mounted around the howitzer like barrel

WRECK-GAR

Tons of fun and madcap adventures
in Demolition to the max, you
betcha? To the total zorch!

They laigh in gutteral, clanking sounds and look out at Springer and the others who keep working as we

CUT TO:

ANOTHER VIEW OF THE QUINTESSON ENCAMPMENT

This view features a CASTLE LIKE STRUCTURE which we have seen only in outline from a distance before. It abuts the slave compound but this is the first good look we've had. As we HOLD on the scene, SHADOWS FALL ACROSS LANDSCAPE and loom large on castle walls as HEAVY CLUMPING OF FOOTSTEPS SHAKE THE AREA and we CHANGE ANGLE TO

GRIMLOCK

as he lumbers up to castle like moat and door at drawbridge and looks back with a bellow

GRIMLOCK

Me, Grimlock, think Kup and
Hot Rod close! Me, Grimlock,
sensitive to friends!

ANGLE ON SLUDGE, SLAG AND SWOOP

as Slag grunts and shakes his massive head sarcastically to Sludge and Swoop

SLAG

Him, Grimlock, sensitive!
Gnah, gnah, gnah,gnah....
(snickering laugh)

SLUDGE

Unh, sensitive! Unh, unh, unh...
(shortles and shakes)

SWOOP

(giggling)
Swoop say "tee hee" Swwop say
"tee hee hee!"

SLUDGE

Unh, unh, unh "sensitive".....

(a pause)

What "sensitive" mean?

GRIMLOCK

GRIMLOCK

(roars angrily)

Shut your face, that what it means! Me, Grimlock, say friends close! You see!

(suddenly hears CLACKING AND CHATTERING of unseen Sharkticon and looks down at his foot)

Huh?

HIS P.O.V. - A SHARKTICON

as Sharkticon OPENS JAWS WIDE AND TAKES BITE OUT OF GRIMLOCK, CHEWS FOR A BRIEF BEAT and then, just as Grimlock is complaining and reaching down to SQUASH HIM, PULLS AWAY, SPITS OUT BITS OF DINOBOT HIDE METAL and makes a face, sticking tongue out and making terrible SOUND like a baby who tastes liver and can't wait to get rid of it

GRIMLOCK

Get off, you thing!

SHARKTICON

(spitting Dinobot hide out)

Bleah yip! T-yuuuuuck!

ON GRIMLOCK AND THE SHARKTICON

as Grimlock reaches down to mash the Sharkticon, it runs from him across bridge and through small DOGGIE DOOR LIKE ENTRANCE beside larger castle door

GRIMLOCK

Me Grimlock, no like little chompers...unh...come back so I can mash you!

MOVE OFF WITH RUNNING SHARKTICON to

INSIDE CASTLE FOYER

as Sharkticon who had bitten Grimlock rushes up to two more

(CONTINUED)

Sharkticon Guards who listen to him rapidly act out the fact that he "tasted" a huge thing which tasted terrible - accompanied by gestures and much Sharkticon clacking chatter - as Lead Quintesson MOVES INTO SHOT, listens and nods with suspicious face

LEAD QUINTESSON

Bad tasting visitors looking
for prisoners, eh? I shall
deal with them...

(he rotates his face
to smiling expression
and goes to door)

ANGLE ON DRAWBRIDGE DOOR

as Grimlock and the other Dinobots start for the door, it opens and smiling Lead Quintesson moves out

LEAD QUINTESSON

Greetings, noble strangers!

ON GRIMLOCK

as he basks in warmth of greeting

GRIMLOCK

Yes! Me, Grimlock, noble!

(a beat, then suspiciously)

But you stranger, not Grimlock!

ANGLE INCLUDING LEAD QUINTESSON

LEAD QUINTESSON

Well stated, my brilliant giant!
But in answer to your question,
your friends are not here. They
must be in the countryside....
across the Mountain of Rusty Shards.

ON SLUDGE AND SLAG

as they nod to one another

SLAG

See? Grimlock full of Beryllium
Baloney! Hot Rod and Kup not here!

SLUDGE

Hnuh, hnuh hnuh....not here!

GRIMLOCK

sticks his head down close to Quintesson's face which rotates to suspicious, then angry, then whips back to friendly

GRIMLOCK

You positive for sure?

LEAD QUINTESSON

Absolutely! A person of my limited abilities could never fool one so perceptive as you!

GRIMLOCK

True!

(starts to turn away, then suddenly wheels around and pokes his head down again)

How you know Grimlock's question before me, Grimlock, ask?

LEAD QUINTESSON

(faces rotating through four expressions, returning to smiling countenance)

Another excellent question! The fact is I heard you speaking with your friends before I came to the door. Satisfactory?

GRIMLOCK

(ponders, musing aloud)

Hear me, Grimlock, before come talk at door.....hmmmmmmmmmm.

(decisively)

Satisfactory! Goodbye, Many Face Thing!

Grimlock and the Dinobots lumber off, grumbling, Swoop cackling as he mutters, "Grimlock wrong, tee hee...Grimlock wrong....."

ON LEAD QUINTESSON

LEAD QUINTESSON

(to Sharkticon)

They'll return and when they do, they must not find their friends here.

(he face rotates)

I sentence them to.....consumption!
(the Death's Head appears)

CUT TO:

LONG SHOT- GALVATRON IN DEEP SPACE

as he FLIES UP TOWARD CAMERA and reacts to SOUNDS OF "SODA STRAW SUCKING" and lip smacking sighing which echoes here and there across the vast reaches of space . The COLD BEAM which serves as Ingestor's "energy draining straw" is Galvatron's guiding line and as he follows it he calls out

GALVATRON

Hear me, Ingestor! I, Galvatron,
demand an audience! I.....

(looks off, up, aghast)

Ingestor!!!!

HIS P.O.V. - UNICRON

Unicron is now TWICE OR MORE AS LARGE AS BEFORE and its colors have changed again, and, as WE MOVE CLOSER AND CLOSER as if on a camera mounted to Galvatron's side, we see that "features" on Unicron - the "Tree trunks" and "Grasses" have now "FATTENED" and become SLEEKER, FULLER, AND, like the rest of Unicron, BRIGHTER

GALVATRON (V.O.)

Your planet has become **truly**..
majestic, Ingestor.....Huge
beyond dreams of vastness....

SURFACE OF UNICRON- THE SETTING WHERE GALVATRON FIRST MET INGESTOR

as Galvatron lands and looks about angrily, his manner bold and not at all deferential this time as STRAW SUCKING SOUNDS AND SIGHING CONTINUE O.S. AND OVER

GALVATRON

Perhaps you have feed too deeply
on the energy of earth. Much more,
and your appetites may exceed wisdom!

(sharply and angrily)

You may hunger for Cybertron, itself,
and that I cannot allow!

A BELLOWING ROAR, A CROSS BETWEEN A HUGE BELCH AND A ROAR which rattles the "Tree Trunks" and makes the LANDSCAPE UNDULATE VIOLENTLY, TOPPLING GALVATRON as "Grasses" SHAKES AND WHIP creating WINDS AND HISSING SOUNDS which reverberate so sharply, Galvatron has to put his hands over his ears.

GHOSTLY VOICE (INGESTOR)

(Voice is now louder, firmer,
more resonant)

I! You dare speak of I?

(CONTINUED)

another BELCHING ROAR AND SHAKE which makes Galvatron tremble

GHOSTLY VOICE (INGESTOR)
(continuing)

You are my worm, you are not an "I"!

GALVATRON
(protesting)

I have served you well. I.....

GHOSTLY VOICE (INGESTOR)
(a wailing shout which
makes LIGHTNING CRASH
around Galvatron)

You have failed to complete your mission! The one called Ultra Magnus still exists!

GALVATRON
Ultra Magnus? Impossible!

GHOSTLY VOICE (INGESTOR)
(thunderously)

Deny me not! He exists as do his colleagues! They plot now on the refuse planet, Junkion! Marshal your forces and destroy them!

GALVATRON
(defiant)

You have over indulged, Ingestor. The gluttony has affected your judgement..

A BURST OF THUNDER AND LIGHTNING and a COLD BEAM DESCENDS - this time it has SNAKE LIKE ENERGY STREAMS WRITHING INSIDE IT - and it COILS AROUND GALVATRON, BITING, STRANGLING HIM as he gasps, struggling

GHOSTLY VOICE (INGESTOR)
Do my bidding! I shall mark the way for you!

THE COLD BEAM SHIMMERS AND SEPARATES into a PULSING DOTTED LINE OF LIGHT ARCHING DOWN AND AWAY THROUGH SPACE as Galvatron sinks to his knees, hands to his throat, eyes wild with terror

GHOSTLY VOICE (INGESTOR)
(continuing)

Now go, slave! I say "go!"

"tree Trunk" LASHES OUT, WHIPS GALVATRON UP AND OFF INTO SPACE where he bounces off PULSING MARKER BEAM SET OUT BY INGESTOR

ON GALVATRON

as he looks back at Unicron with hatred in his eyes

GALVATRON

I hasten to do thy bidding,
beloved "master!"

(his sarcasm is clear,
he turns and FLIES OFF
along pulsing marker light
and sends out an echoing summons)

Decepticons! Merge forces and rendezvous
with me. I, Galvatron, command you.....

CHANGE ANGLE TO FEATURE UNICRON

as whole planet seems to pulsate, breathing, sighing, its MAW AREA NOW LARGER AND CONTORTING, as if licking its lips around "cold beam energy straw"

GHOSTLY VOICE (INGESTOR)

Cybertron, eh? Yes.....Another moon
would slake my hunger.....another
moon...

MAW GENERATES A THICKER COLD BEAM WHICH COMPLETELY OVERLAPS the "soda straw" cold beam and it MOVES DOWN AND AWAY SWIFTLY as we follow it to

CYBERTRON AND THE MOONS OF CYBERTRON

as COLD BEAM CATCHES ANOTHER MOON. The moon QUIVERS, SHAKES OUT OF ORBIT and with a SUCKING SOUND is inhaled rapidly THROUGH THE CONDUIT OF THE COLD BEAM back across space to

UNICRON

where the MOON IS SUCKED INTO THE GAPING, CHEWING MAW with a long, ghastly SIGHING SOUND and Unicron PULSES AND, its crust GETS TAUT AND SEEMS TO FRACTURE INTO MILLIONS OF TINY VEINS which CRACKS AWAY, like a snake shedding its old skin, as the planet SWELLS AGAIN IN SIZE and we HEAR A GREAT SIGH

GHOSTLY VOICE (INGESTOR)

Aaaaaaaaaaaaaaaaaaaaaah!

CUT TO:

THE ARENA AT QUINTESSON CASTLE COMPOUND

as Kup and Hot Rod are herded into Arena and spun around to face the Lead Quintesson who rotates his faces as he prepares to pronounce sentence, his expression moving from smiling to suspicious, etc.

LEAD QUINTESSON

Trespassers.....you have been
found guilty under the laws of Quintesson...

ON HOT ROD AND KUP

as Sharkticon Guard hands each of them a long handled Stun Stick, clacking at them gleefully as it does, licking its fangs with its forked steel segmented tongue

HOT ROD

(to to Kup wryly)

Do you remember a trial? If
we had one, I want to fire our
lawyer.

KUP

(hefting his stun
stick, looking off at
salivating Sharkticons)

Their heads seem their only
soft spot, lad!

(turns to Hot Rod,
very solemn)

'Til all are one!

HOT ROD

Not so fast with that "farewell"
stuff! I have an idea.....

ANGLE INCLUDING LEAD QUINTESSON IN TOWER OR "GRANDSTAND"

as he rotates face to the Death's Head

LEAD QUINTESSON

Therefore, I now sentence you
both to.....

ON HOT ROD

as he TWIRLS STUN STICK like a quarterstaff, EXPLODING THE HEADS off the two Sharkticon Guards closest to him, then twirls it so one end faces the ground as he runs with it like it was a POLE VAULTER'S pole

HOT ROD
 (shouting back at Kup)
 Back me up!

Hot Rod shoves end of Stun Stick into the ground just ahead of several Sharkticons who are running at him. The Stun Stick's EXPLOSIVE CHARGE BLOWS A PIT IN THE GROUND and, at the same time, sends Hot Rod VAULTING UP, OUT OF THE FRAME

ANGLE ON ONRUSHING SHARKTICONS

as they collide with one another and slip and fall into the pit and Kup ZAPS one, two, three of them with his Stun Stick, then runs to the side, looking up, following unseen trajectory of Hot Rod as we CUT TO

THE LEAD QUINTESSON IN TOWER (OR GRANDSTAND)

as he, too, is looking up, his face rotating , as Hot Rod VAULTS INTO THE SHOT, landing right beside the Lead Quintesson and pins him against the wall using his Stun Stick in a horizontal position across the Lead Quintesson's neck.

ON HOT ROD AND THE LEAD QUINTESSON

as Quintesson's face rotates to angry expression

LEAD QUINTESSON
 You cannot escape!

HOT ROD
 Maybe not, but neither can you!

ANOTHER ANGLE - KUP ON ARENA FLOOR

as Kup stands with his back against the wall of the tower (or Grandstand) and holds his Stun Stick out menacingly as a phalanx of Sharkticons confront him, clacking and chattering, unsure what they're supposed to do next. Kup looks up to Hot Rod and calls up over his shoulder

KUP
 Well, lad, what now?

ON HOT ROD WITH THE LEAD QUINTESSON

As he maintains hold on the Quintesson, Hot Rod furrows his brow in thought

HOT ROD
 (sharply)
 I don't know. But I'm open . (CONTINUED)

HOT ROD (CONTINUED)
 to any reasonable suggestion.
 And I'm talking anything!

The Quintesson rotates face to smiling expression and LAUGHS
 in a very ugly manner as we

CUT TO:

THE COUNTRYSIDE BEYOND QUINTESSON CASTLE - THE DINOBOTS

as the Dinobots galumph up and over the rolling hills , looking
 this way and that, craning their necks as Swoop flits back and
 forth overhead, searching from the air

SWOOP (V.O.)
 Nothing! Swoop not see friends,
 no place, no where, no good!
 Unh, unh, unh.

ON GRIMLOCK AND SLUDGE

as they each look in opposite directions

GRIMLOCK
 Me, Grimlock, positive Hot
 Rod and Kup close! Get thump,
 thump, thump.....
 (taps his head hard)
 In friend circuit!

SLAG

as he sticks his head in belligerently and then turns as he speaks
 and slaps his tail just as Grimlock tapped his head

SLAG
 And me, Slag, getting thump, thump,
 thump in my tail! Me sick of looking!

RESUME ON SLUDGE, GRIMLOCK AND SWOOP

as Swoop flits INTO SHOT

SLUDGE
 Unh, unh, unh. Sick, too!

SWOOP
 Where friends are, you, Grimlock?
 Unh, unh, Unh? You so smart - where?

SLUDGE, SWOOP, SLAG

as they stick their faces out angrily and questioningly to Grimlock who draws back in a haughty "how dare you?" manner

SLUDGE, SWOOP, SLAG

Where? Unh, unh, unh?

The Dinobots all react sharply and turn off to look for source as a SQUEAKY, ODDLY CHILDISH VOICE speaks from o.s.

SQUEAKY VOICE (WHEELIE)

Friends find. Look behind.

GRIMLOCK

(furious)

Who say that?

HIS P.O.V. - WHEELIE

WHEELIE is like the Wolf Boy of Quintesson - an Autobot like Robotoid kid who's been running wild, evading the Sharkticons ever since his ship crashed, killing those in his party the Sharkticons didn't devour. He is tough, has necklace of Sharkticon teeth around his neck, packs a three bladed laser knife and a special SLING which hurls FIRE STONES. He fears nothing, especially the Dinobots, and his cockily struts into the clear, walks right up Sludge's tail onto Sludge's back and then shinnies up Sludge's neck and jumps onto Slag's head where he stands eye to eye with Grimlock

WHEELIE

Friends find. Look behind.
Look before. At castle door.
Many Face lie. You fool! You buy!
Lie!

GRIMLOCK AND WHEELIE

GRIMLOCK

(eyes blaze, furious)

Me, Grimlock, "fool?"

WHEELIE

(smiling breezily)

Picture you got. Now fool you not!
(he laughs in a wild,
metallic cackle)

Grimlock raises a claw to swipe Wheelie off Slag's head

GRIMLOCK

Me, Grimlock, no like you!

ON WHEELIE

as he scowls and quickly loads FIRESTONE IN SLING and slings it onto Grimlock's nose where it EXPLODES making Grimlock yowl and pull back, feeling his reddened nose and speaking through his nose angrily

GRIMLOCK

(continuing)

Dooooooooow! Why boy hit by dose?

WHEELIE

(folds arms across his chest)

Wheelie say, find friends today?

Speak, geek! Now!

(nods defiantly)

Grimlock and Slag react as we

CUT TO:

THE QUINTESSON ARENA - FEATURING KUP

as Kup is now fencing here and there as line of Sharkticons is pressing in on him more tightly. He looks back and up into tower (or grandstand) to call to Hot Rod. SOUND OF QUINTESSON LAUGHTER echoes in b.g.

KUP

They won't stay back much longer, Rod!

PAN BACK AND UP TO HOT ROD AND CAPTIVE LEAD QUINTESSON

as we PAN we see other Quintessons watching, gloating and laughing in an ugly manner through their smiling faces. END PAN on Hot Rod still pinning Lead Quintesson with his Stun Stick.

HOT ROD

At least we increased our life expetancy a little.

LEAD QUINTESSON

(rotating to angry face)

Very littæ, Trespasser. Return to the arena and justice!

HOT ROD

Justice, huh?

Hot Rod angrily lifts Lead Quintesson by the neck and, holding him up over his head, turns to shout to the Arena crowd of Quintessons, Sharkticons, and Prisoners watching from their pens

HOT ROD

(continuing)

Get back and stay back or
I'll take this phony judge
apart!

LEAD QUINTESSON

How frightening!

(he rotates to smiling
face, laughs)

Lead Quintesson's HEAD SUDDENLY FLIES UP away from neck and neck and rest of his spindly body falls with a clatter to the Arena floor below.

LEAD QUINTESSON'S HEAD IN MID-AIR LAUGHING AT HOT ROD

LEAD QUINTESSON

Frightening! Aha ha ha ha!

Lead Quintesson's head FLIES TO THE STANDS and we FOLLOW IT TO:

Another Quintesson who shoves out a NEW BODY AND NECK onto which the Lead Quintesson's HEAD FLIES AND LOCKS ITSELF, the face rotating to Death's Head

LEAD QUINTESSON

Now, carry out the sentence!
Devour them!

ON HOT ROD

as Quintessons RISE UP BEHIND HIM and TOPPLE HIM INTO THE ARENA

THE ARENA - KUP

as Hot Rod lands beside him and scrambles to his feet, Stun Stick at the ready, the two friends crouching, ready for incoming Sharkticons who are now CLATTERING AND CLACKING WILDLY

HOT ROD

Well, it wasn't a bad try.

KUP

Aye, lad. Not bad at all!

With a ROAR, Kup lashes out with his Stun Stick, BLASTING a few Sharkticons as Hot Rod spins and kicks one Sharkticon into the path of two others, grabs Kup's arm and "cracks the whips" with him, sending him through a line of Sharkticons. Then Hot Rod smashes butt of Stun Stick onto head of another Sharkticon and bounds up to stand back to back with Kup, furning, turning, watchful as Sharkticons circle them and start closing in warily.

ANGLE INCLUDING QUINTESSON SPECTATORS AND PRISONERS

as Prisoners - including a HUGE ROBOTOID WARRIOR OF GLASS with IRON FITTINGS - rattle the gates of their pen and shout encouragement to Hot Rod and Kup, adlibs of "Keep fighting!....Get as many of them as you can!" etc The Quintessons are rotating faces rapidly, laughing, clapping their feeble hands which sound like bones rattling

KUP (V.O.)

Now, lad....

ON KUP AND HOT ROD

as Sharkticons start closing in

KUP

"Til all are one!

HOT ROD

One!

The battle is on, Sharkticons pressing in, chewing, reaching - Kup and Hot Rod being pushed back even as they fight when there is a sudden WAIL FROM LEAD QUINTESSON O.S.

LEAD QUINTESSON

Intruders! Intruders!

ON HOT ROD AND KUP

as they pish back Sharkticons and look up, reacting as SHADOWS SWOOPS DOWN OVER THEM

HOT ROD

Swoop!

ON SWOOP

as he SWOOPS DOWN WITH A SCREECH and scoops up Hot Rod and Kup

THE SHARKTICONS

as they are scattered and fall from Swoop's course and wing beating and we ZOOM UP, UP AND AROUND

MOVING SHOT OF THE ARENA BELOW- AERIAL VIEW AS FROM SWOOP'S BACK

we see Quintessons and Sharkticons looking up, following course of Swoop's flight with Hot Rod and Kup, FIRING UP AT THEM, hurling BOMBS UP but bombs explode in air far below

THE PRISONERS IN THEIR PENS

as they CHEER and shake their cages, shouting encouragement and then reacting as GATES ON PENS GLOW, FLAME AND EXPLODE AWAY to reveal Grimlock standing there, looking in

GRIMLOCK

Not stand - fight!

ON HUGE GLASS WARRIOR ROBOT

as he roars and breaks PALING OFF GATE, RUNS INTO ARENA and SKEWERS ONE, TWO, THREE SHARKTICONS as other Prisoners stream out and attack

A PRISONER WITH HUGE BOULDER

as he MASHES SHARKTICON into accordion shape

ON SLAG AND SLUDGE

as they TRAMPLE and then FLAME BARBECUE a pack of Sharkticons

WITH SWOOP, HOT ROD AND KUP

as they are carried by Swoop and sweep down over grandstand area

HOT ROD

Lemme down, Swoop! I wanna kick
some Quintesson!

Swoop BLOWS LASER BREATH across arean stands, STRIKING FLEEING QUINTESSONS

ON THOSE QUINTESSONS HIT BY SWOOP'S FIRE

as they CATCH FIRE, THEIR HEADS ROTATING WILDLY, THEN EXPLODING IN PUFF OF FLAME AND SMOKE as sindly bodies CLANK AND FALL APART

KUP (V.O.)

They're finished, Roddie!
It's over!

ON GRIMLOCK - WHEELIE RIDING HIS HEAD, USING SLING

as he roars and DESTROYS THE GRANDSTAND WITH ONE SWEEP OF HIS TAIL, casting remaining Quintessons into the arena in the midst of remaining Sharkticons . Wheelie FIRESTONES a Quintesson

ON QUINTESSESONS, LEAD QUINTESSON AMID SHARKTICONS

as Sharkticons turn away from Dinobots, Prisoners and arriving Swoop, Hot Rod and Kup, pause and then, CLACKING FURIOUSLY, start closing in on the Quintessons

LEAD QUINTESSON

terrified, holds hand out and rotates face to angry expression

LEAD QUINTESSON

Back! We are your masters! You
dare not defy us! Back!

ON SHARKTICON LEADER

as his face contorts in hatred and he MOVES IN FEROCIOUSLY, HIS GNASHING FANGS FILLING THE SCREEN accompanied by screams of O.S. Quintessons

ON HOT ROD AND KUP

as they clasp hands with Huge Glass Warrior and Grimlock lowers Wheelie between Hot Rod and Kup

HOT ROD

We can't hang around. You can
handle things from now on....

HUGE GLASS WARRIOR ROBOT

(smiles, grunts)
Ahhhhhhhh!

KUP

(seeing Wheelie looking
up at him cockily)
And who might you be, my young
bantam rooster-bot?

ON WHEELIE AND SLUDGE

as Sludge nuzzles Wheelie with his huge head

SLUDGE
(affectionately)
Him, Wheelie. Good friend.
Unh, unh, unh.

SLUDGE LICKS WHEELIE like huge dog and Wheelie reacts, feigning disinterest but clearly pleased

RESUME ON HOT ROD, KUP WITH DINOBOTS IN B.G.

HOT ROD
Nice to meet you, squirt,
but, like I said, we've got
to split. Our friends're counting
on us to do a job.
(turns away, speaks to
Kup)
We've got to find space transportation
if we're going to make time....

ANGLE ON WHEELIE

as he tugs at Hot Rod's belt determinedly

WHEELIE
Fly sky? Sky fly?

HOT ROD

turns around

HOT ROD
Hey, kid, get lost!

KUP (TO HOT ROD)
Wait, lad....
(to Wheelie)
You know where we can find
space-worthy vehicles?

ON WHEELIE

proudly strutting to the side and pointing off

WHEELIE
Go for trip. Really zip!

HIS P.O.V.- A LARGE SPACE CRAFT

Space Craft bears five faced insignia of Quintessons

KUP (V.O.)
A Quintesson cruiser!

RESUME ON HOT ROD, KUP AND WHEELIE

as Hot Rod motions Dinobots to follow him and starts up cruiser ramp

HOT ROD
Let's move out!

Kup TRANSFORMS and rolls for ramp as Prisoners cheer them from the background and we see remaining Sharkticons TETHERED TOGETHER IN HEAVY SHACKLES guarded by Huge Glass Warrior Robot

HUGE GLASS WARRIOR ROBOT

smiles and waves, grunting his farewell

ON RAMP ENTRYWAY

as Hot Rod is about to close door after last of Dinobots lumbers in and reacts to see Wheelie standing there, arms folded across chest, looking up at him questioningly

HOT ROD
(a beat, then shrugging)
Okay, okay, come on board!

Wheelie beams and scampers in, taking Hot Rod's hand and shaking it violently as doors close and cruiser starts REVVING UP

HOT ROD
(continuing)
But I think I'm going to regret it!

CUT TO:

LONG SHOT- THE CRUISER

as it BLASTS OFF amid cheers of Prisoners and moves up and off into space as we

CUT TO:

DEEP SPACE - THE PLANET JUNKION

PERCEPTOR (V.O.)

We seem to be finished....

ANGLE ON ULTRA MAGNUS' SHUTTLE

as Arcee and Springer BEND A JUNK CONSTRUCTED SKYLIGHT-ROOF member to fit over open top of rebuilt Shuttle and then FIT IT INTO PLACE as Perceptor watches from the ground, holding plans and pointing out items on them as he calls up to Springer

PERCEPTOR

Be sure the knuckle fittings
are securely welded!

ANGLE ON BLURR

as he uses FLAME JETS FROM FINGER TIPS TO WELD knuckle joints where new "canopy" is fitted

BLURR

(very fast , as usual)
Welds held every time I employed
proper solder flux. Stronger than
before, absolutely, positively,
definitely....

WIDE SHOT TO INCLUDE DANIEL

as he WALKS UP VERTICAL FACE OF SHUTTLE WALL over to Blurr and PLACES LARGE HEAVY CROSS-MEMBER into position to be welded

DANIEL

This exo-suit is fantastic!
(to Blurr)
Want me to do that?

BLURR

Weld? You? Really? Well, why not?
Give it a try, but think it through
first!

DANIEL

(knitting brow)
Think it through.....welding...
welding....
(he extends FINGER OF
EXO-GLOVE which is part
of exo- suit)

CLOSE ON EXO GLOVE AND DANIEL'S HAND

as hand quivers and FINGER SHOOTS OUT A TINY FLAME WHICH
SPUTTERS, SPARKS AND THEN GOES OUT LIKE A WET MATCH

RESUME ON BLURR AND DANIEL

BLURR

Practice, practice, practice!

They react as Ultra Magnus calls O.S.

ULTRA MAGNUS (V.O.)

Well done, all....

ON ULTRA MAGNUS

as he completes hammering a junk-constructed gun and gunner's
chair into the hull and stands back

ULTRA MAGNUS

Prepare to board!

ON ARCEE

as Daniel slips off shuttle and flips in space. She catches him
deftly and restores him to his feet without mentioning his
loss of control

ARCEE

You were very helpful, Daniel!
Just like an Autobot.

DANIEL

(aglow)

Yeah? All right!

She smiles as he starts into shuttle ahead of her and Springer,
Blurr, Perceptor and Ultra Magnus also start for completed ship.
We PULL BACK AND CHANGE ANGLE TO

WRECK-GAR AND JUNKIONS IN HIDING

as Wreck-Gar starts to motion them to the attack

WRECK-GAR

Forward, avanti, apfel and
like, go for Gung ho, friends
and neighbors! Junkions, atta....

(stops as OMINOUS ROAR comes in
overhead and he looks up)

HIS P.O.V. - GALVATRON AND HUGE DECEPTICON FORCE

WRECK-GAR (V.O.)

Hang on, this be industrial strength
marauder war! We watch...

ON WRECK-GAR

as he follows course of passing Decepticon force with glint in
his eyes

WRECK-GAR

Watch and wait! By George
and golly zim zam!

(NOTE: Wreck-Gar speaks Junkionese - a language made up of all
the earth television and radio transmissions he's ever heard and
scraps of all languages and idioms. He sounds like a cross between
Henry Kissinger-a tv talk show host like Bert Parks, and Mr.
Rogers on amphetamines)

CUT TO:

ULTRA MAGNUS

as he, too, hears and then looks up and sees the Decepticon
force

ULTRA MAGNUS

Decepticons!
(to Springer)
Get everyone away from the
shuttle! We've got to draw them
off and then double back!

Springer nods and FIRES UP at INCOMING JETS, calling to the others

SPRINGER

Scatter and follow me!

ON ARCEE, DANIEL, BLURR

as Arcee TRANSFORMS and MOVES OFF IN ONE DIRECTION. Daniel looks
at Blurr who is starting to TRANSFORM

DANIEL

What do I do?

BLURR

Transform! Think and transform!
You can do....

(TRANSFORMATION complete,
he blurs off and , in V.O.
adds)

...it!

Blurr GOES OFF outblurring past HAIL OF LASER FIRE from Ramjet
scorching by overhead

ON DANIEL

as he reacts, looks around, thinks, brows knitting, looking off,
reacting

DANIEL

Think and transform....

HIS P.O.V.- SCAVENGER

Coming at him from one side , Shrapnel coming from other side

DANIEL (V.O.)

Think..think.....

ON SCAVENGER

as he starts reaching for Daniel

SCAVENGER

Human germ!

ON DANIEL

as his Exe-Suit SUDDENLY TRANSFORMS INTO SKELETAL STRUCTURED
RACING VEHICLE - like cut down min-racer, the exo-frame sprouting
wheels and rocket boosters as Daniel TAKES OFF AT GREAT SPEED
with a delighted yell, DRIVING THROUGH SCAVENGER AND SHRAPNEL,
knocking them over as he TAKES OFF, LEAVING A DUST ROOSTERTAIL
in his wake

DANIEL (V.O.)

Way to goooooooooooooooooo!

GALVATRON

flying up to a ridge in advance of his forces, motioning to them to split off and follow Blurr, Arcee and Daniel and Springer

GALVATRON

Separate and run them to ground!
I want none to survive!

Galvatron TRANSFORMS when he hits the ridge and starts pumping LASER CANNON FIRE out after Springer

ON SPRINGER

who TRANSFORMS, speeds up, outrunning bursts and then puts on the brakes as he comes to

BLIND CANYON WALL

and Springer turns as he looks up at ONCOMING BARRAGE OF GALVATRON'S LASER FIRE, TRANSFORMS back to Humanoid mode and SPRINGS UP AND OVER BLAST OF FIRE and onto SHELF OF ROCK ON SIDE OF CANYON WALL where he TRANSFORMS again to automotive mode and roars away and OFF

ON WRECK-GAR AND JUNKIONS WATCHING FROM HIDING

as they nod affirmatively enjoying the spectacle and pounding each other on the back, gibbering happily as Wreck-Gar whistles low and makes OKAY SIGN with thumb and forefinger

WRECK-GAR

Gin! Bingo! Palo chukka touch-
down blitz! Ahee ahee ahee
(laughs junkily)

CUT BACK TO

ULTRA MAGNUS AND PERCEPTOR

as Ultra Magnus SLINGS SLEW OF CLUSTER BOMBS UP at oncoming Ramjet, Dirge and Thrust, CATCHING THEIR WING TIPS IN FLAK so that they go out of control and split off wobbling, smoking as we FOLLOW ULTRA MAGNUS who shepards Perceptor under OVERHANG OF JUNK-ROCK in arear behind and away from Shuttle which is still visible in b.g.

ULTRA MAGNUS

This way, Perceptor....

UNDER PROTECTICE OVERHANG - ULTRA MAGNUS AND PERCEPTOR HUDDLE

as BOMBS and LASER BLASTS ricochet outside their covered area

ULTRA MAGNUS

Did you do what I asked?

PERCEPTOR

(opens something like a steel attache case which had been clipped to his belt, sets it down)

I did, but the tolerances are not quite as close as I would have liked. But then, see for yourself....

Perceptor TRANSFORMS TO MICROSCOPE MODE and Ultra Magnus looks through eyepiece INTO OPEN ATTACHE CASE

PERCEPTOR (V.O.)

However, they should serve the purpose....

VIEW OF INSIDE OF ATTACHE CASE THROUGH MICRO-LENS MATTE

In the case are SMALL MODELS OF BLURR, SPRINGER, ARCEE, AND PERCEPTOR IN HUMANOID MODES

PERCEPTOR (V.O.)

Each is a perfect pseudo-clone in every respect...witness the transforming capabilities...

The MODELS EACH TRANSFORM in unison to their other modes, then TRANSFORM BACK AGAIN TO HUMANOID MODES. These models do not move - just transform.

ON ULTRA MAGNUS

as he looks away and Perceptor TRANSFORMS back to Humanoid mode

ULTRA MAGNUS

Will they fool Galvatron when they attain full size?

PERCEPTOR

Of course. So long as they remain mobile, but there is every possibility Galvatron will realize they are fraudulent should termination take place...

ULTRA MAGNUS

(sharply)

Say it plainly!

PERCEPTOR

If Galvatron examines the remains of the clones after he's destroyed them, he'll know he's been tricked!

ULTRA MAGNUS

I can deal with that! Be ready!

Ultra Magnus ducks out from under Junk Overhang, FIRING UPWARD at strafing Decepticon jets and quickly TRANSFORMS, speeding away, DRAWING DECEPTICON FIRE AFTER HIM as we CHANGE ANGLE TO

DIRGE

flying over area of Junk overhang as Ultra Magnus roars OFF

DIRGE (V.O.)

Ultra Magnus! Fuse him to the ground!

Dirge peels off, FIRING as we CUT BACK TO

PERCEPTOR

as he draws ANTENNA LIKE RODES from back of case which contains miniature clones of Blurr, Arcee, Springer, and Perceptor. The case starts PULSING AS ANTENNA PICKS UP ELECTRONIC WAVES and then the small clones begin to GLOW AND GROW, rapidly expanding to resemble the full sized Autobots they will substitute for

CUT TO:

ARCEE

as she hurtles uphill with Constructicons chasing after her, FIRING, digging away the supporting hillside to cause her to landslide down. The HILLSIDE STARTS TO ROLL AWAY but Arcee TRANSFORMS and FLIES UP AND OVER RIM OF HILL and straight into

ASTROTRAIN

who has been lying in wait, clutching her and pinning her to the ground.

ASTROTRAIN

Prepare for oblivion, little Shebot!

Astrotrain starts to open DOOR TO FLAMETHROWER, white heat starts shining down on Arcee making her twist and glow

ANOTHER ANGLE-DANIEL

as he roars up over rim of hill from opposite direction and reacts, TRANSFORMING Exo- Suit to stand-up "Humanoid" mode

DANIEL

Arcee!

ON ASTROTRAIN AND ARCEE

ASTROTRAIN

(with contemptuous
sneer at Daniel)

You're next, microbe!

ON DANIEL

as he quickly aims Exo-Glove at Astrotrain and , scarcely bothering to think, shouts and FLAME-THROWER BLAST SCORCHES OUT FROM GLOVE

DANIEL

Weld him!

ON ASTROTRAIN

as Daniel's BLAST HITS AND MELTS HIS JOINTS, FUSING HIM INTO WELDED IMMOBILITY

ASTROTRAIN

Uhhhhhh hhhhhh uhhh..

(struggles but is

ARCEE AND DANIEL

frozen, even his jaws)

as she slips away and hurries Daniel off to the side

ARCEE

Let's move!

She and Daniel TRANSFORM and they roar OFF to

BLURR

as he MOVES IN HIS CUSTOMARY BLUR ACROSS OPEN AREA with Decepticons FIRING AND MISSING, UNABLE TO CATCH UP as he roars into gulley as A SUDDEN EXPLOSION OF CAMOUFLAGE GAS BILLOWS UP, FILLING THE GULLEY

IN THE SMOKE - BLURR

as he coughs and slows down, TRANSFORMS, looking around but unable to see

BLURR
(very fast, as usual)
What happened? cough..cough...
Where am I...?

ANOTHER ANGLE -PERCEPTOR

as he holds STRANGE GLOWING LANTERN and beckons to Blurr

PERCEPTOR
(whispering)
This way...quietly....it's
Ultra Magnus's plan...

ANOTHER ANGLE - ARCEE AND DANIEL

as they ENTER THE SMOKE AREA and cough, TRANSFORM and look around as Perceptor's LANTERN MOVES TOWARD THEM and then Perceptor and Blurr emerge in view

PERCEPTOR
(continuing)
Excellent.....now only Springer
remains....

DANIEL
(coughing)
I don't understand.....what's
going on...

SPRINGER

as he SPRINGS INTO SMOKE, looks around, pushes through and EMERGES BESIDE PERCEPTOR

SPRINGER
Ultra Magnus said to double
back, but he didn't say anything
about....cough....cough....this!

PERCEPTOR (whispering)
Please keep your vocal projection
wavelengths on low frequency....
(he presses device like
tv remote control)

ANGLE ON DIRECTION HE'S POINTING CONTROL DEVICE

The CLONES, now full sized replicas of the Autobots MOVE
OUT AND HURRY PAST Springer and the others

SPRINGER
(gaping)
Replicas?

CUT TO:

AERIAL VIEW OF CAMOUFLAGE SMOKE FILLED GULLEY

as Galvatron FLIES INTO SCENE which shows Decepticons surrounding
the gulley full of opaque, swirling smoke

GALVATRON
Why do you hesitate? Are you
afraid of a little camouflage
smoke? Blast them and keep
bla....
(stops, reacts)

HIS P.O.V. - THE BLURR REPLICA

as it roars out of smoke area and off followed by the Arcee,
Springer and Perceptor clone-replicas, each of which FIRES
AT THE DECEPTICONS and takes OFF

GALVATRON (V.O.)
(continuing)
Stop them! Exterminate them!
Now! Now! Now!

ANOTHER ANGLE - ULTRA MAGNUS

as he MOVES INTO VIEW FROM BEHIND SHUTTLE and SENDS STREAM OF
BOMBS AT GALVATRON, hitting, EXPLODING AND KNOCKING HIM OFF
HILL RIDGE, back over and over until he lands on top of
Scourge, MASHING HIM INTO THE SOGGY GROUND

GALVATRON

rising with fury

GALVATRON
Ultra Magnus is mine!

Galvatron starts after Ultra Magnus with Decepticon force
following

HIGH ANGLE VIEW OF FLEEING REPLICAS OF OUR FRIENDS

with Decepticon armada and Galvatron all focusing their
FIRE POWER ON THEM

ON BLURR REPLICA

as it is HIT, EXPLODES, BREAKS IN HALF, FLAMES UP, TUMBLES
then EXPLODES into the Arcee Replica which DISINTEGRATES ON
IMPACT

CUT TO:

ARCEE, SPRINGER, DANIEL, BLURR AND PERCEPTOR

as they watch from edge of gulley , peering out beneath the
now dissolving camouflage smoke

ARCEE

Our clones don't have a chance!

PERCEPTOR

It's what Ultra Magnus planned.

SPRINGER

But those copies won't deceive
the Decepticons once they examine
the remains....

PERCEPTOR

(grimly)

Ultra Magnus has anticipated
that situation.

RESUME ON GALVATRON

as he roars and BLASTS ULTRA MAGNUS who is fleeing, firing,
breaking Decepticons who block his path

DANIEL (V.O.)

Where's my clone?

INTERCUT TO DANIEL AND THE OTHERS AS REQUIRED

SPRINGER

(solemn)

The Decepticons don't care
about earth people, Dan-o.
They only care about finishing
off the Autobots.

ON ULTRA MAGNUS

as he is surrounded and with mighty roars, FLAILS AWAY at Decepticons

with his sidearm which he uses like a saber, then as a war club, then kicks two Decepticons aside, fires with PISTOL LASER as clone replica of Springer BURSTS INTO FLAMES IN THE B.G. and Perceptor replica is DROPPED AND SHATTERS as Blitzwing FLIES BY and releases his prey.

ON GALVATRON

as he pushes Decepticons aside to confront Ultra Magnus who is now on one knee, still fighting, one arm hanging useless at his side, almost severed and SPARKING AND SMOKING FURIOUSLY

GALVATRON

(in fury)

I have waited for this instant,
Ultra Magnus! First Optimus
Prime and now....you!

as Ultra Magnus turns to Galvatron and hurls BOMBS AT HIM, Galvatron roars and TRANSFORMS, letting Ultra Magnus have full blast, point-blank.

ULTRA MAGNUS

he is SHATTERED, BODY PARTS MELTED AND STREWN ABOUT as his torso and head with one flailing arm attached SINKS AND FALLS IN A SPUTTER OF DYING SPARKS

GALVATRON

kneels over Galvatron, EXTENDS A RAZOR SAW EXTENSION FROM HIS HAND and brings it down on Ultra Magnus' chest

GALVATRON

Now I shall have the final
prize of conquest!

He CUTS INTO HEART CHAMBER AND EXTRACTS THE LIFE SPARK OF OPTIMUS PRIME, placing it in a small BOTTLE which he hangs around his neck, rising triumphantly.

GALVATRON

(continuing)

Victory is ours! Return to earth
and stop all energy supply to
Ingestor!

INTERCUT TO DANIEL AND OUR FRIENDS DURING LIFE SPARK OPERATION

as they react in anger and sadness

SCOURGE

as he steps out and looks down at remains of Blurr and Arcee

SCOURGE

What of the other Autobots,
lord Galvatron?

(starts to stoop
to examine remains)

GALVATRON

(sharply)

Carrion for the Cesium Crows!
To earth, Decepticons.....

(rising)

While I, Galvatron, pay a
final visit to Ingestor and
cancel our contract forever!
Aha ha ha ha ha!

Laughing , Galvatron rises and FLIES OFF, HIS AFTER BURNERS glowing
through the murk of battle.

ON SCOURGE

as he SHOUTS COMMANDS AND MOVES TROOPS OUT, taking off in
battle formation

SCOURGE

To earth! Hooooooooooooo oh!

The Decepticon force RISES AND BLASTS OFF WITH OMINOUS ROAR AND
HUM, filling the skies over Junkion and then, in a beat,
VANISHING IN THE SILVERY SWIRLS OF JUNKION'S ATMOSPHERE. A beat,
and we HOLD ON REMAINS OF ULTRA MAGNUS as the remains of replica
clones of Blurr, Arcee, Springer and Perceptor START SHRINKING
AND DISSOLVING AND THEN - ARE GONE

DANIEL (V.O.)

Ultra Magnus.....!

DANIEL

as he moves out and looks down on Ultra Magnus' remains

DANIEL

(tearful)

He sacrificed himself to
save the rest of us!

ANOTHER ANGLE - SPRINGER, ARCEE AND PERCEPTOR

as they move up beside Daniel.

SPRINGER

(a hand on Daniel's
shoulder)

He loved existence, Daniel,
but he loved us and the future
of earth even more.

BLURR

as he blurrs in from the side and stops

BLURR

(agitated, very fast,
very nervous)

The time for mourning is not
at hand. There is no occasion
now to look back and reflect
on the meaning of life or anything
else!

PERCEPTOR (testily)

What are you trying to say?

BLURR

(turns, points off)

Them!

P.O.V. - "THEM" - WRECK-GAR AND AN ARMY OF JUNKIONS

as they are moving in battle array at our friends and the Shuttle.
Junkions are on MOTORIZED TRICYCLE LIKE VEHICLES AND CUT DOWN
JUNK-BUILT BUGGIES AND TANKS ala the vehicles in "Road Warrior"
and they are gibbering, SINGING almost, in a wild kind of
Junk-Rock-War-Cry Song.

ON WRECK-GAR

as he roars into the lead and shows his teeth

WRECK-GAR

Don't look behind door number
two, Monty. It's time to play
End-of-the-line-my-Valentine!
Geroni-roni-doo-ron-ron-i-mo!
(he charges)

ON SPRINGER AND OUR FRIENDS

as they react

SPRINGER

Get gone!

Springer leads the way and Blurr, Arcee, Daniel and Perceptor follow and we MOVE TO

A "ROAD WARRIOR" STYLE CHASE

as Springer and Arcee ride on either side of Daniel and Perceptor with Blurr bringing up the rear, zig zagging back and forth to keep the Junkions from getting at Daniel.

A JUNKION WITH NAZI TYPE HELMET

Nazi Helmet Junkion ROARS ALONGSIDE SPRINGER ON HIS TRICYCLE and throws out LASER BARBED GRAPPLING HOOK, trying to hook Springer.

SPRINGER DUCKS FIRST PASS OF HOOK - all the while SPRINGING FAST as TRICYCLE ROARS TO KEEP ALONGSIDE.

ON NAZI HELMET JUNKION

as he hurls GRAPPLING HOOK AGAIN

ON SPRINGER

as he catches HOOK BY THE CHAIN AND YANKS IT

ON NAZI HELMET JUNKION AND TRICYCLE as Springer PULLS THEM OVER AND THEY SKID, FACE FIRST, WHEELS FLYING OFF, BODY OF JUNKION RAKING THROUGH AND BEING TORN APART BY ROADSIDE JUNK AND LANDSCAPE JUNK -STRUCTURES, entirely decomposing that Junkion which nonetheless keeps skidding forward through the junk

ON DANIEL

DANIEL

Way to go, Springer!

ON SPRINGER

as he releases Grappling Hook and Chain, looks back and reacts

SPRINGER

Hold the congratulations!

ON THE STILL SKIDDING, DECOMPOSED JUNKION IN NAZI HELMET

as he keeps skidding, moving forward through the roadside JUNK, THE JUNK STARTS STICKING AND RESTRUCTURING ITSELF AROUND HIM so that he STARTS RISING UP, STILL SKIDDING FORWARD, IN A NEW HUMANOID JUNK-BODY SHAPE, FULLY OPERATIONAL, having not lost a stride and still side by side with Springer, now "REBORN" as a Junkion and FIRING AT SPRINGER AGAIN with renewed vigor in his roars

ON ARCEE

as she FIRES AT JUNKION TRYING TO SWERVE HER OFF THE ROAD and reacts as that Junkion - A JUNKION IN A STEEL TURBAN WITH A COBRAHEAD IN THE CENTER - STARTS COMING TO PIECE FROM HER BLAST, but, like the Nazi Helmet Junkion - AS THIS ONE IS TORN APART, IT SLIDES AND BOUNCES THROUGH THE ROADSIDE JUNK AND REBUILDS ITSELF INTO A TRICYCLE RIDER....

ARCEE (V.O.)

They're...they're indestructible!

ON SPRINGER

as Junkion RIDES OVER AT HIM, STARTS BELTING HIM WITH JUNK SWORD

SPRINGER

(still running, fighting
back)

We should be so lucky.....

ON DANIEL

as he skids, stopping his Exo-Suit as he reacts to what's ahead

DANIEL

They're everywhere!

HIS P.O.V. - PILES OF JUNK, HILLS OF JUNK

as Junkions ARISE OUT OF EVERY JUNK PILE IN SIGHT and, GIBBERING, SINGING THEIR JUNK-ROCK BATTLE SONG, start moving in

ON SPRINGER

as he stops and Arcee, Daniel, Perceptor and Blurr stop around him. They close ranks and look out at the Junkions grimly

PERCEPTOR

Maybe they're not as mean as they look.

ON WRECK-GAR

as he gnashes his teeth and grins and then BLINKS HIS EYES which roll to show eyes like PING PONG BALLS WITH DOTS IN THEM then roll back. Wreck-Gar makes BLIPPING NOISES as he does this
ON SPRINGER

reacting to Wreck-Gar's noises and eyeball display

SPRINGER
(to Perceptor)
Hold the thought.

ARCEE

looks at Junkions, stifles a scream and holds Daniel close to her

HER P.O.V. JUNKION

as Junkion FLICKS OUT SNIPPING TOOL WITH BLOW TORCH HEAD and starts moving toward Arcee with SNIPPERS WORKING, laughs as he moves in

DANIEL
(stepping in front
of Arcee bravely)
He'll have to get by me first!

Springer moves toward Arcee protectively as Blurr also takes a fighting pose when ALL REACT TO SOUND AND WIND OF PASSING SPACE CRUISER

THEIR P.O.V- HOT ROD , KUP AND DINOBOOTS IN CRUISER

as it SHOOT'S PAST and banks, coming back for a closer look

SPRINGER (V.O.)
It can't be....it's.....Hot Rod!

DANIEL

as he looks up at passing Cruiser and waves

DANIEL
And Kup and the Dinobots! We're saved!

PERCEPTOR
I wouldn't count on that too strongly, small earth person.
(indicating Junkions)

(CONTINUED)

PERCEPTOR (CONTINUED)

They seem to abound on this world!

HIS P.O.V. - EVEN MORE JUNKIONS ARISING OUT OF THE JUNK HILLS

as Junkions newly risen from Junk look up and point at Cruiser and make hostile signs toward it, shaking weapons, etc.

KUP (V.O.)

Not since the Crocodillos
of Strontero have I seen such
a sight....

INT. THE CRUISER - MOVING SHOT - VIEW THROUGH CANOPY

as Hot Rod and Kup look down on scene of army of Junkions below surrounding their friends as they SWOOP BY

KUP

Those junk creatures are
everywhere!

ANOTHER ANGLE GRIMLOCK

as he sticks his face up next to Hot Rod and Wheelie, riding on Grimlock's head, slips down to stand on console next to Hot Rod

GRIMLOCK

Mmmm. Me, Grimlock, no like
odds!

KUP

(strapping on LASER RIFLE)
We've got to go in fightin'!

WHEELIE

Fight not right. Make friends. Get
tight! That smart head. No way dead!

ON KUP

as he straps on another weapon, looks askance at Wheelie

KUP

The universe is not exactly ready
for friendship yet, infant! I;m
afraid battle's our lot.

ANOTHER ANGLE- HOT ROD

as he stops Kup and thinks for a beat, his expression calm

HOT ROD
How do we know?

KUP
What?

HOT ROD
(a small smile)
Sometimes, you don't know who
your friends are until you ask.

On Kup's reaction of surprise, Wheelie nods solemnly

HOT ROD
(continuing)
We're going in!

CUT TO:

WRECK-GAR

as he watches Cruiser descend and start gliding in for a landing
and he waves his force to herd Springer and our friends along
with him to the landing site

WRECK-GAR
Glitz blitz ahead, steady as
she goes, mob! Snoopy visitors
get mud in the eye bye and bye,
skoal, salud and high five!
(gives thumbs up sign,
RIDES OFF)

With a SINGING ROAR of musical, tribal excitement, the Junkions
sweep Springer and our friends along with them, following course
of landing Cruiser to

CRUISER LANDING SITE

as Cruiser sets down and Junkions line up with weapons aimed
at rampway as they watch door

ON DOORWAY

as Hot Rod steps out with big smile and hand full of energon
pretzel sticks followed by a very wary Kup, then the Dinobots
who are looking this way and that nervously with Wheelie riding
Sludge's neck.

INTERCUT TO SPRINGER, DANIEL , ARCEE ET. AL FOR REACTIONS

ARCEE

Hot Rod looks so...different....

ON WRECK-GAR AND OTHER JUNKIONS

as they react to Hot Rod's smile, Wreck-Gar trying to mimic that smile to his followers who laugh

ON HOT ROD

as he steps up beside Kup and gently pushes Kup's rifle aside

HOT ROD

(aside to Kup, still holding smile)

Guns aren't exactly friendly.

KUP

(through his teeth to Hot Rod)

Neither are they in case you haven't noticed.

HOT ROD

(sotto)

Let's find out..... What was that Universal greeting again?

WRECK-GAR

growls and slips a SNIPPER, BLOW TORCH CUTTING TOOL out of a holster and starts toward Hot Rod with it

HOT ROD

HOT ROD

(big smile)

Graaaagnah wheep ni ni bong?

WRECK-GAR AND OTHER JUNKIONS

They look at one another, blink, then beam with smiles

WRECK-GAR

Graaaagnah wheep ni ni bong?

HOT ROD

(nodding, smiling)

Graaaagnah wheep ni ni bong!

(presses energon sticks forward)

As Hot Rod says this, Wreck-Gar takes the energon sticks and holds them over his head and all the Junkions smile and cheer and start chanting the universal greeting phrase, laughing, clapping their hands and dancing around, taking Arcee's hand and taking Springer and Perceptor and Daniel out into center of a SQUARE DANCE TYPE GATHERING, moving back and forth with them dancing happily, SINGING THE UNIVERSAL GREETING in a melodic, rhythmic way

EVERYBODY

Graaagnah wheep ni ni bong
 Graaagnah wheep ni ni bong!
 Graaagnah wheep ni ni bong.....

Wreck-Gar hugs Hot Rod, then hugs Perceptor who winces and tries to enjoy it, hugs Daniel, Wheelie, Arcee, laughing and dancing as SINGING goes on

ON GRIMLOCK

as he reacts to Wreck-Gar hugging his leg

GRIMLOCK

Mmmm. Me, Grimlock, like
 welcome! Me, Grimlock, happy!

WHEELIE

as he claps his hands and gleefully makes noises as he hops about, dancing with Junkions until we CUT TO

WRECK-GAR

as he stands on top of platform and RINGS JUNK BELLS AND SIRENS ON TOP OF PLATFORM RIGGING getting silence and smiling as he waves hands all around

WRECK-GAR

Have a nice day and please,
 close cover before striking,
 friends! Amicus , buddies and
 pardner side-kicks, greetings
 to hello for every member of
 your entire family. Breeep drit,
 aw rootie! So say the Junkions!
 (holds hands over his head)

CHEERS FROM ALL JUNKIONS who smile and applaud the Autobots and Daniel as Dinobots react with uncertainty

ON HOT ROD AND ARCEE

Hot Rod reacts, looks to Arcee

HOT ROD
What'd he say?

ARCEE
I'm not sure but it sounds
friendly.

HOT ROD
(a beat, small smile)
So do you.

RESUME ON WRECK-GAR

as he points off and shouts happily

WRECK-GAR
By George and little fishes,
kimosabes, your smashed up,
blotto friend, recovered like
brand new with ninety day warranty
all iciban parts and labor is!
See show wow!

HIS P.O.V.- JUNKIONS WITH ULTRA MAGNUS

as they MOVE HIS MANGLED BODY THROUGH LINE OF JUNKIONS each of
whom quickly PIECES TOGETHER JUNK AND BODY PARTS, LOCKING THEM
TOGETHER, SPRAYING HIM, DUSTING, LUBING AND FINALLY POLISHING
HIM as he starts at ONE END OF JUNKION LINE A WRECK AND GETS
TO WRECK-GAR IN PERFECT CONDITION, amazed by his own reconstruction

WRECK-GAR (V.O.)
Fix, patch, pitch, glitch,
stitch and rain-beading long
life polish wax for happy
motoring! Cock-a-doodle-do!

ON ULTRA MAGNUS

as he steps away from Junkion line of reconstruction and into
group consisting of Hot Rod, Kup and Springer

SPRINGER
Ultra Magnus!
(seizes his hand)
Until all are one and one are all!

Junkions cheer as Springer and Ultra Magnus hug

ON WRECK-GAR

as he motions for silence and again speaks

WRECK-GAR

Now, I, Wreck-Gar, say, friends
want go fight Decepticons? Yes?
Junkions see how they do to
good guys, so Junkions fight
Decepticons, too! Flush troubles away!

Junkions cheer.

HOT ROD, KUP AND ULTRA MAGNUS

KUP

You hear that? They want to
be our allies! With their help,
we can handle anything the Decepticons
throw at us!

SPRINGER

Let's get going!
(to Ultra Magnus)
What're your orders?

ULTRA MAGNUS

(a beat, lowers his head)
I'm not fit to lead. Without
Optimus' Life Spark I'm just
a soldier!

KUP

as he clears his throat and steps forward

KUP

Well, we can't stand here and
debate. Someone must assume
command....Springer?

HOT ROD

steps out before Springer can answer

HOT ROD

(command tone in his
voice)

The Decepticons were sending earth
energy to an unknown point in space. (CONTINUED)

HOT ROD (CONTINUED)

Which is where we were headed
until our party was split up.
I say we pick up where we left
off and pull the plug on the
Decepticons once and for all!
Autobots, forward!

Junkions and Dinobots take up the cheering and repeat "Forward!"
as Hot Rod gets handshake from Springer and a pat on the back
from Ultra Magnus. Kup looks at him and shakes his head as
Junkions starts boarding JUNKION SPACE SHIP in the background

KUP AND HOT ROD

as Kup puts his hand on Hot Rod's shoulder

KUP

You've grown, lad.

HOT ROD

I know...

(wryly; imitating Kup
affectionately)

Reminds me of the time the
Carbon-Wolves attacked my
party at the Crystal Caverns
of Zoombah....

Kup reacts then roars with laughter, turns and shouts "Forward!"
as we PULL BACK TO

LONG SHOT of Autobots and Junkions boarding space cruisers,
Junkion ships, etc and TAKING OFF as we

CUT TO:

LONG SHOT- UNICRON

as slurping and sighing are heard murmuring in the b.g. and
huge planet now glows and pulses ominously. The COLD BEAM
"SODA STRAW" is no longer present as Galvatron FLIES INTO SCENE
AND DESCENDS DOWN, DOWN, DOWN toward surface of Unicron

GALVATRON (V.O.)

Hear me, Ingestor, I demand an
audience at once.

FOLLOW GALVATRON DOWN, DOWN THROUGH SWIRLING CLOUDS as he once again lands in the HELLISH, SWAYING "TREE-TRUNK" AND "GRASS" AREA which is even "FATTER" and more ominous and shiny this time

GHOSTLY VOICE (INGESTOR)

"Demand," Galvatron? You demand my attentiveness?

ON GALVATRON

as he lands he sneakily slips a LARGE BOMB CARTON OUT AND SNAPS IT INTO PLACE ON GROUND AREA then SHOVS "GRASS" OVER IT TO CONCEAL IT, talking all the while, trying to keep his activities secret

GALVATRON

My accomplishments have made me bold, Ingestor. I have delivered vast stores of energy to you, even the sacred moons of my home planet has served your hunger.....

(carton planting complete,
he straightens up and
parades boastfully)

And now I have come to report the extermination of Autobot resistance.

GALVATRON

belligerently sticking his face up to unseen Ingestor

GALVATRON

(continuing)

Therefore I ask now for an end to our agreement.

Ingestor LAUGHS and the force of it WHIPS GRASSES AND TREE TRUNKS AND CAUSES LIGHTNING FLASHES AND THUNDER WHICH ROCKS THE SURFACE

GHOSTLY VOICE (INGESTOR)

Never! You are mine for eternity!

GALVATRON

(sarcastically)

Then prepare to meet your destiny, you bloated, gluttonous planet master!

(pointing to hidden bomb carton)

I have set an enhanced Thermo Charge!

(CONTINUED)

GALVATRON (CONTINUED)

When I detonate it, it will
burrow into the core of this world
and destroy it and you, whoever you
are!

(hatred on his face as
he roars)

Now taste my wrath!

(he turns, sends IMPULSE
SIGNAL TO BOMB CARTON)

ON BOMB CARTON

as it SIZZLES, GLOWS, THEN ERUPTS IN WHITE HOT CASCADE OF FROTH
like white lava - WHICH EATS SWIFTLY DOWN INTO SURFACE LEAVING A
WIDENING BORE HOLE FROM WHICH WHITE HOT LAVA SPURTS AND CAUSES
THE SURFACE TO UNDULATE AND GLOW, the wild WINDS AND LIGHTNING
EFFECTS NOW WHIPPING GRASS AND "TREE TRUNKS" .

GHOSTLY VOICE (INGESTOR)

(a long, eager sigh)

Aaaaaaaaaaaaaah! At last!....The
final bit of energy which will
at last unlock me from my slumber....
At lasssssst....at lasssst.....
Free!

ON GALVATRON as he reacts with growing terror as the ground beneath
his feet rocks, shifts and the "Landscape" starts rising and
undulating like a NEW MOUNTAIN RANGE RISING BENEATH SOME SORT
OF SKIN, the "Tree Trunks" LASHING AND WHIPPING ABOUT, as the
"GRASS" also waves, rippling as we PULL BACK, Galvatron grabs
a "TREETRUNK" and holds on for his life and we KEEP PULLING BACK
AND ZOOM UP AND AWAY TO REVEAL

RIPPLING "MUSCLES" BENEATH THE SURFACE OF THE PLANET OF UNICRON
as those muscle CONTOR AND FLEX AND SWELL OUT AND AWAY FROM THE
SPHERICAL FORM OF THE PLANET. We CHANGE ANGLE TO THE HORIZON OF
UNICRON

HORIZON SHIFTS, SWELLS AND SUDDENLY, SOMETHING THAT RESEMBLES A
VAST, SMOOTH, PALE MOON starts to "rise" ONLY IT'S NOT A MOON -
IT IS:

THE HUGE BROW AND THEN THE EYEBROWS OF A COLLOSAL ROBOT HEAD

AND AS IT RISES WE SEE MORE OF ITS HEAD and that each portion of its anatomy is MADE UP OF THOUSANDS OF SELF-CONTAINED MECHANICAL ENTITIES - SPHERICAL METAL SHAPES SPINNING IN CYLINDRICAL MECHANICAL SOCKETS LINKED TO RIVETED PLATES CONNECTED TO LIVING CUBES OF STEEL INTERLOCKED TO EVEN LARGER SPINNING, GEAR AND COG SHAPES WHICH LINK TO OTHER ENORMOUS STRUCTURES, THIS ONE FORMING A JAW BONE LINE TO THAT ONE BECOMING THE UPPER LIP, TO OTHER "ORGANIC" MECHANISMS BOLTED IN PLACE AND ROTATING WILDLY AS THE IRIS AND THEN THE "WHITE" OF THIS CREATURE'S VAST, MOON SIZED EYE - ALL A LIVING, INTERACTING WHOLE OF "SEPARATE" BUT INTEGRATED PARTS WHICH ARE THE PLANET ITSELF!

As soon as the head and a portion of facial features are visible we HEAR INGESTOR'S LAUGHTER EVEN MORE LOUDLY and CHANGE ANGLE TO:

OTHER PORTIONS OF "THE PLANET" OF UNICRON

as they OPEN OUT TO REVEAL THE GALAXY SIZED ROBOT THAT IS INGESTOR

ON A VALLEY AND MOUNTAIN

as IT UNFOLDS AND KICKS OUT , REVEALING THAT IT IS A LEG AND FOOT

ON ANOTHER PORTION OF THE PLANET

as it RECEDES AND THEN BURSTS FORTH WITH A HAND AND THEN A CONTINENT SIZED ARM FOLLOWING IT AND FLEXING IN SPACE

GHOSTLY VOICE (INGESTOR)

(still laughing)

At last.....Free to move.....

ON GALVATRON

as the surface on which he stands TILTS VIOLENTLY, THEN MOVES UP VERTICALLY, KNOCKING HIM BACKWARDS AGAINST "TREE TRUNK" HAIRS AS WE PULL BACK, BACK , BACK to see Galvatron RECEDE TO FLEA SIZE AND REALIZE, FOR THE FIRST TIME, THAT THE "TREE TRUNKS" ARE HAIRS ON THE BACK OF INGESTOR'S HAND AND THAT GALVATRON MUST HANG ON

LONG SHOT-EMERGING INGESTOR AS MOST OF SLAB PLANET HAS UNFOLDED TO REVEAL IT WAS HIS BODY ALL ALONG . Here come TOES.....FINGERNAILS WHICH BECOME TALONS.....EARS....HAIR IN EYEBROWS, ETC.

INGESTOR

None can resist me! I shall
 absorb the universe itself!
 (he bellows with laughter)

ANOTHER ANGLE ON INGESTOR

as he shakes out his arms to their full length, spreads his vast legs and then stretches, laughing with delight, arching his back, extending his full length, turning in space, doing some rolling exercises, his feet in his hands, enjoying his freedom of motion

ON GALVATRON CLINGING TO "HAIRS" ON INGESTOR'S HAND

terrified, he releases his grip and starts to fly away, putting on speed, beginning to move away from the enormous Ingestor - like a flea moving away from some gigantic dog

ON INGESTOR'S FACE - THE UPPER CORNER INCLUDING ONE EYE

as that enormous EYE MOVES to sight Galvatron and then the huge FACE TURNS and inclines to get a better look

INGESTOR

What?

ANOTHER ANGLE- MORE OF INGESTOR'S FACE

as the vast mouth scowls and eyes darken

INGESTOR

Stay, slave! I may yet have
 use for you!

ON GALVATRON

as he virtually SWIMS in space, feet and arms pumping, trying to keep flying away from Ingestor as a VACUUM SUCKS HIM BACKWARD in a reverse and VISIBLE FLOW OF WIND

GALVATRON

(struggling)

I have done as you wished!
 It was I who restored your
 mobility! Release me, noble
 Ingestor...release meeeeeeeee!

His voice trails as he suddenly MOVES BACK TOWARD THE INGESTOR in a rush and we CHANGE ANGLE TO SHOW

INGESTOR'S HEAD AND SHOULDERS

as Ingestor INHALES MIGHTILY, DRAWING Galvatron backwards through space and closer to his CHEEK then delicately reaches up with his continent sized LITTLE FINGER AND FLICKS GALVATRON ONTO HIS EYEBROW

GALVATRON (V.O.)

Aiyeeeeeee!

INGESTOR'S EYEBROW

where "tree trunk" HAIRS ANCHOR GALVATRON like manacles bolted to a wall. He struggles , but is pinned

INGESTOR

Now, you may watch me dine!

(inhales sharply)

Cybertron!

(he sighs hungrily)

Aaaaaaaaaaaaaaaaaah!

LONG SHOT -INGESTOR

as he straightens out, arms extended, legs back straight and starts FLYING ACROSS THE HEAVENS, laughing with echoing, frightening overtones

GALVATRON (V.O.)

Not Cybertron.....Not my world!

Ingestor FLIES OUT OF SHOT as we

CUT TO:

CYBERTRON AND ITS MOONS

as we HEAR SOUND OF DISTANT LAUGHTER approaching but do not, as yet , see Ingestor

SHOCKWAVE (V.O.)

Unprecedented life form approaching....

LABORATORY ROOF ON CYBERTRON- SHOCKWAVE AND OTHER DECEPTICONS

as SHOCKWAVE studies large SCANNER SCREEN and turns to THUNDER-CRACKER and SKYWARP

SHOCKWAVE

Prepare to repel unknown invader!

SIRENS AND ALARMS SOUND as other Decepticons starts preparing weapons, TRANSFORMING TO JET MODES, etc. as ENORMOUS SHADOW BLOTS OUT THE LIGHT and Shockwave and others look off in horror, adlibbing reactions of disbelief and shock

THEIR P.O.V. - INGESTOR

as he FLIES INTO SHOT and then, laughing, reaches down onto the surface of Cybertron, dwarfing the planet by his immensity

ON SHOCKWAVE AND DECEPTICONS

as INGESTOR'S HUGE HAND REACHED DOWN, SCRAPING BUILDINGS AND WEAPONS APART AND ASIDE, oblivious to BURSTS OF LASER FIRE AND CLUSTER BOMBS WHICH EXPLODE HELPLESSLY ON HIS FINGERS

INGESTOR (V.O.)

Aha ha ha ha ha....more energy!
More!

ANOTHER ANGLE ON INGESTOR'S HAND

as it PULLS ELECTRICAL MAST UP THROUGH ROOF OF SHOCKWAVE'S LABORATORY - like pulling up a carrot - and with it comes SPARKING, ELECTRICALLY PULSING GENERATORS, POWER STATIONS, FLOORS OF THE LABORATORY AND SHOCKWAVE who is PINNED BY A FINGER TO A WILDLY SPARKING SECTION OF GENERATOR

SHOCKWAVE

Aiyeeeeeee!

INGESTOR'S MANIACAL FACE

as he gleefully works his enormous mouth, bringing Shockwave and the electrical-generator-carrot to his mouth, his teeth MOVING, as he makes GLUTTONOUS NOISES

SHOCKWAVE (V.O.)

Fight, Decepticons, or all is
lo....

ANGLE ON EDGE OF MOUTH

as Ingestor shoves the "carrot" and Shockwave in and starts chewing wolfishly, exhaling in a contented sigh

ON CYBERTRON -WHERE LABORATORY HAS JUST BEEN "PLUCKED"

as other Decepticons, including Thundercracker and Skywarp, roll out huge LASER CANNONS and MULTIPLE ROCKET BLASTERS and let go with barrage of FIRE

ANOTHER ANGLE- INGESTOR'S FACE

as he puts his face down so his mouth will receive all the rockets, laser blasts, etc. The Decepticon Defenders are silhouetted like ants in the foreground as Ingestor OPENS HIS MOUTH AND SWALLOWS THE FIRE BARRAGE

INGESTOR
Aaaaaaaaaaaaaah!

THUNDERCRACKER

looses a CLUSTER BOMB STRING

THUNDERCRACKER
Get back!
(reacts, gasps)
Oh, no!

ANOTHER ANGLE ON INGESTOR'S FACE - IN PROFILE

as he BENDS DOWN AND BITES A HUNK OUT OF CYBERTRON - Thundercracker, Skywarp, their weapons and MORE BUILDINGS ARE IN THAT HUNK as we HEAR ROARS AND SHOUTS OF FEAR from Decepticons and Ingestor's happy sigh

CUT TO:

HOT ROD - IN COCKPIT OF CRUISER IN SPACE - MOVING SHOT

HOT ROD
(looking off, aghast)
It's.....logic circuit boggling!

WIDE SHOT TO INCLUDE KUP AND DANIEL

as they also look through canopy , astonished

DANIEL
Wow!

THEIR P.O.V. - INGESTOR DEVOURING CYBERTRON

as they MOVE CLOSER

HOT ROD
Doesn't it remind you of something,
Kup?

RESUME ON KUP, DANIEL AND HOT ROD

as they MOVE CLOSER STILL. Kup is glassy eyed

KUP

(entranced)

Not a thing in the eternal
universe, lad! Not one energon
crunching thing!

HOT ROD

I knew there had to be a first
time....

(using intercom)

Battle stations!

LONG SHOT- HOT ROD'S CRUISER AND THE JUNKION SPACE SHIP

as hatches open and the Dinobots start FLYING OUT along with
Junkions in space-gear - say, TRANSFORMED TRICYCLES which
are like space sleds, and ROCKET BELTS, etc.

HOT ROD (V.O.)

We're going to board that
planet munching monster and
see what makes him tick!

ON INGESTOR

as he becomes aware of the approach of the space craft and
turns to look that way, interrupting his devouring of Cybertron.

INGESTOR

Huh...who dares interrupt
Ingestor's repast?

Ingestor FLAILS OUT WITH ONE ARM, like King Kong batting biplanes
out of the sky, but we CHANGE ANGLE to show

INGESTOR AND SPACE VEHICLES

as Hot Rod's Cruiser and the Junkion Ship CIRCLE AND FIRE at
Ingestor, DODGING HIS SWIPING MOTIONS

IN CRUISER - HOT ROD, PERCEPTOR AND DANIEL

as Perceptor takes station at CONSOLE PANEL, working dials, switches

HOT ROD

We'll make one pass and then
go for it!

Hot Rod shoves joystick forward and Cruiser DIVES TOWARD INGESTOR whom we see turn to take a swat at it through glass canopy

INGESTOR (V.O.)
Defy me and perish! Graaaaaaaaaaaa

ON PERCEPTOR

as his console board FLASHES AND BLIPS AND RINGS as PRINTOUT STARTS FLASHING ACROSS SCREEN AREA ON CONSOLE

PERCEPTOR
Amazing!

LONG SHOT- INGESTOR BATTLING THE CRUISER

as Ingestor keeps trying to connect with flat of his hand and Hot Rod works Cruiser down and around blows

PERCEPTOR (V.O.)
The creature's exterior plating
is composed of anti-matter
filament....

ANOTHER ANGLE - INGESTOR'S HEAD AND ARM

as Hot Rod's Cruiser FLIES BETWEEN HEAD AND FLAILING ARM, posed, for a beat, between Ingestor's cheek and hand. Ingestor reacts, we see his eyes move to view this scene, and he quickly SLAPS HIS CHEEK, TRYING TO SQUASH THE CRUISER AGAINST HIS OWN FACE but misses, HITTING HIMSELF, as the Cruiser darts free.

INGESTOR (V.O.)
Graaaaaaaaaaaaaa!

LONG SHOT - CRUISER AND JUNKION SHIP

as Dinobots fly in formation behind the two ships and all veer off and head for Ingestor

HOT ROD (V.O.)
Let's do it! On three.....

HOT ROD AT CONTROLS OF CRUISER

as he starts shoving joystick forward

HOT ROD
One.....

ON JUNKION SPACE SHIP

as it pulls up beside Hot Rod's Cruiser so they are both in a line.....The Dinobots behind both ships ...all diving toward Ingestor's nose

INT. JUNKION SHIP - WRECK-GAR AT CONTROLS

As Wreck-Gar also has joystick shoved down and watches Ingestor's face LOOM CLOSER, CLOSER, CLOSER

HOT ROD (V.O.)

Two.....

LONG SHOT- CRUISER, JUNKIONS HIP AND DINOBOOTS IN FORMATION

as Ingestor smiles and cups both hands together, preparing to catch the lot of them as soon as they get within reach

HOT ROD (V.O.)

Three!

INGESTOR

as he roars and reaches out to snatch the ships and Dinobots

LONGER SHOT- INGESTOR, CRUISER, JUNKION SHIP AND DINOBOOTS

as CRUISER, JUNKION SHIP AND DINOBOOTS split into three pronged assault - CRUISER ZOOMING UP TOWARD INGESTOR'S HEAD, JUNKION SHIP ZOOMING Laterally ONTO INGESTOR'S BELT and the DINOBOOTS ZOOMING DOWN ONTO INGESTOR'S FOOT. Ingestor doesn't know which way to grab first and so, grabs nothing, bellowing in fury.

ON DINOBOOTS NEARING INGESTOR'S FOOT

as Grimlock, Slag, Sludge and Swoop DIVE IN FORMATION and then LET GO WITH COMBINED BLASTS OF FIRE AND LASERS, giving Ingestor a MIGHTY HOT FOOT

INGESTOR

with a bellow, he raises FLAMING FOOT and reaches down to put out the blaze

ON THE JUNKION SHIP NEARING INGESTOR'S BELT AND MID-SECTION

as Junkion Ship heads right for the belt area

INT. JUNKION SHIP - WRECK-GAR

as he moves away from controls and motions to JUNKION TROOPERS

WRECK-GAR

Whoosh out, ejecto, by gum!

Wreck-Gar takes place in lines of Junkions, bracing himself

WRECK-GAR

(continuing)

Zorch!

SIDES OF JUNKION SHIP BLAST AWAY FROM CENTER PORTION with Junkions riding sides away from rest of the ship which is still barreling right at Ingestor

ANGLE ON INGESTOR'S BELT

As JUNKION SHIP CRASHES INTO HIS MIDSECTION in EXPLOSION OF FIERY PROPORTIONS - the Junkions are flying in after that and we see them in mid-air, still heading for their own landing site

INGESTOR

as his hotfoot is now replaced by a SHOT TO THE GUT and he reacts, roars and BENDS TO FEEL THE BURNING CRASH OF THE JUNKION SHIP as we CUT TO:

HOT ROD'S CRUISER approaching Ingestor's EAR JUST BENEATH HORNS

HOT ROD (V.O.)

Prepare for impact!

CLOSER ANGLE

as Cruiser SCREECHES IN , SKIDDING AND SLIDING AND STOPS AT AN ODD ANGLE, WEDGED ON A CONVOLUTION OF INGESTOR'S EAR

HOT ROAD (V.O.)

Touchdown!

INGESTOR

as he reacts, stops batting out flames on his belt and reaches up gingerly to feel his ear and horn

INGESTOR

Uhhhhhhhhhhhhhhhh?

ON INGESTOR'S EAR

as Hot Rod exits Cruiser with Daniel -in Exo-Suit - Kup, Ultra Magnus, Arcee, Blurr and Perceptor. Springer following

HOT ROD
 (leaping ahead,
 grabbing overhead for
 handhold on EAR LEDGE)
 Keep him busy outside while
 I drop in!

ARCEE AND DANIEL

ARCEE
 Be careful!

HOT ROD AND ARCEE

as he pulls himself up, looks back and smiles at her

HOT ROD
 You, too, Beauty-bot!

Hot Rod clambers up and then FLIES INTO EAR HOLE WITH A SHOUT WHICH TRAILS OFF IN LONG ECHO LIKE A MAN FALLING INTO A WELL

SPRINGER

running up beside Arcee, hand on Daniel's shoulder

SPRINGER
 If Hot Rod's going to have
 a chance, we've got to keep
 this big galooticron busy!

BLURR

ATTACHING what looks like a BUMPER to his back.

BLURR
 (very fast)
 Busy, busy, busy!

HE TRANSFORMS and the BUMPER is now seen to be a BUMPER WITH FLAME NOZZLES as Blurr takes off, riding down neck and across chest of Ingestor, SPEWING FLAME AS HE GOES, SCORCHING INGESTOR

INGESTOR

in mid-reach to investigate his ear, reacts to travels of Blurr and , with a furious roar, STARTS SLAPPING AT HIS NECK, CHEST, CHASING BLURR like he was some hopping mosquito

ON HOT ROD INSIDE INGESTOR'S EUSTACHEON TUBES

as he lands and surveys the scene which we PAN FROM HIS P.O.V. to show TUNNELS, CORRIDORS, SPIRALLING VERTICAL CORRIDORS - as in cochlea of inner ear - all HIGH TECH-ROBOTIC VERSION OF ANATOMY but with SENTRY ROBOTOID GUARDIAN STRUCTURES - in this case, CLACKING AND ADVANCING RAZOR TREADS- as though the floor surfaces were hinged - like some flattened escalator - and each "step" had a RAZOR EDGE that was designed for drawing in and chewing up anything that walked on it. IT STARTS EATING ITS WAY TOWARD HOT ROD

HOT ROD

No you don't!

Hot Rod GRABS SPIRAL CORRIDOR STRUCTURE FROM THE WALL AND BENDS IT INTO ADVANCING RAZOR TREADS SO THEY CHOMP DOWN ON IT AND SHORT CIRCUIT THEMSELVES, STOPPING THE RAZOR TREAD ACTION

INGESTOR

as he reacts to this, slapping his hand to his ear with a growl

ON SPRINGER, ARCEE AND DANIEL

as Springer shoves them aside to clear way for UPCOMING HAND

ANOTHER ANGLE

as INGESTOR'S HAND ENTERS SHOT AND WHACKS SIDE OF HIS HEAD

INGESTOR (V.O.)

Yooooooooooooooooowwwwwww!

ON DANIEL AND ARCEE

as Arcee is knocked down into FOREST OF "TREE TRUNK" HAIRS on Ingestor's shoulder. The HAIR START WHIPPING AND COILING, FLAILING HER, BINDING HER, STRANGLING HER

ARCEE

Help!

ON DANIEL AND ULTRA MAGNUS

as they react and Daniel leaps off into space before Ultra Magnus can respond

ULTRA MAGNUS

Daniel, no!

ON DANIEL

as he lands beside Arcee who is trapped and struggling in "HAIR" grip. Daniel reacts, the HAIRS START WHIPPING, LASHING AND REACHING FOR HIM

DANIEL

(concentrating)

Hair...think...think...

Daniel BENDS AND GRABS SMALL HAIR BY BOTTOM NEAREST INGESTOR'S SKIN and using EXO-SUIT STRENGTH, YANKS THAT HAIR OUT

INGESTOR

reacts with pain, shaking and reaching for source of irritation

INGESTOR

Graaaaaaaaaaaaa

ON INGESTOR'S SHOULDER

as HAIRS HOLDING ARCEE suddenly release her and quiver as Daniel menaces them

DANIEL

Want any more?

HAIRS CRINGE AND SHIVER as Daniel helps Arcee away from grasp of hairs and she smiles at him

ARCEE

That was very brave!

DANIEL

(blushing, mimicking

the big guys)

Piece of carbon cake!

CUT TO:

HOT ROD INSIDE INGESTOR

as he SLIDES INTO SHOT FROM ABOVE dropping into ENORMOUS CHEST CAVITY from VALVE STEM ENDING. SPARKING, "WHITE CELLS" START

SWARMING IN TO DESTROY THE INVADER - they look like giant, spike-covered versions of POLLEN magnified millions of times and they MAKE OMINOUS HUMMING SOUNDS as they come at Hot Rod

HOT ROD

(batting them left and right with rifle-like weapon as he hurries on)

This giant...glitch....must have... a core...somewhere around here.....

CUT TO:

DINOBOOTS

as they BLAST INGESTOR'S KNEE

GRIMLOCK

More! Give him more!

INGESTOR

reacts and quickly snatches at Dinobots on his knee

ON SLAG AND SWOOP

as Ingestor's PALM SWATS THEM AGAINST HIS SHIN and they hang in leg HAIRS or ARMORED SHINGUARDS, SPARKING and, it seems, dead

INGESTOR

smiles, straightens up and suddenly LASHES HIS HANDS TO HIS MIDSECTION

WRECK-GAR AND JUNKIONS RIDING INGESTOR'S BELLY, SHOOTING AND USING GRAPPLING HOOKS ON IT as they react and look up

THEIR P.O.V. - INGESTOR'S FLATTENED HANDS COMING AT THEM

THE SCREEN GOES BLACK IN CRUNCH AND YELLING SOUNDS OVER

ON SPRINGER, WITH ARCEE AND DANIEL

as he assists them up onto INGESTOR'S CLAVICLE AREA

SPRINGER

He's getting sharper. Make yourselves moving targets

(reacts, looks off)

HIS P.OV. - ULTRA MAGNUS AND PERCEPTOR

as SCRATCHING FINGERS OF INGESTOR SCRAPE THEM OFF HIS NECK and the FALL OUT OF FRAME, shouting

RESUME ON SPRINGER , ARCEE AND DANIEL

SPRINGER
(sharply)

Move!

He SPRINGS OFF and Arcee and Danile start heading another direction

ON INGESTOR'S NECK

as we see the flea like Arcee and Daniel SCURRYING ALONG and then

CUT TO:

HOT ROD AT OPENING AND CLOSING "VALVE"

VAEVE is like mechanical valve in artery and Hot Rod - still swatting back the Pollen like WHITE CELLS turns and times his move, BASHING A SWARM OF WHITE CELLS THAT ATTACK AT ONCE, then leaping, with a shout, THROUGH THE SNAPPING, HUGE VALVE OPENING, just getting inside before VALVE SNAPS SHUT, keeping White Cells from following him

HOT ROD- BEYOND THE VALVE

AREA IS FILLED WITH CATACOMB LIKE, GLEAMING "CAVES" AND SHADOWED PASSAGES AND THERE IS A HUMMING , GLOWING SERIES OF DRIVE SHAFTS WORKING AT THE SIDES AND AROUND - AS IF HE'S ENTERED SOME VAST, DOMED OVER CHEMICAL FACTORY

HOT ROD
Getting closer!

He starts off warily, stepping onto rising, "RAMP" which is MARKED OFF IN GEOMETRICALLY MARKED "TILES"

HOT ROD'S FOOT - A TILE

AS "TILE" DEPRESSES AND CREAKS AS HE STEPS ON IT AND WALKS ON
INGESTOR

as he suddenly stops batting at Blurr and STRAIGHTENS UP SHARPLY

INGESTOR

Uuuuuuuuuuh

ANGLE ON GALVATRON IN EYEBROW

as INGESTOR'S THUMB AND FOREFINGER ENTER SHOT and flick him

GALVATRON

(terrified)

Mercy! Have mercy, I beg of you!

INGESTOR

There is an intruder within
my mechanism! Find him and destroy
him and you shall live!

GALVATRON

Yes, noble Ingestor...as you
saaaaaaaay!

His word trails off as we see INGESTOR'S FINGER PROD GALVATRON
DOWN AND INTO HIS EYE, Galvatron slipping through the space
between RIM OF EYELID AND EYEBALL ITSELF AT THE CORNER OF THE
EYE

ON GALVATRON -"FALLING"WITH HIM

as he falls, rights himself and lands in

ENTRY TO CORE CHAMBER OF INGESTOR'S CHEST CAVITY

At the top of a ramp below which Hot Rod is still climbing

GALVATRON

(getting to his feet,
looking down, reacting)

An Autobot?

HIS P.O.V. - HOT ROD

pausing to look up at remaining area to climb

GALVATRON (V.O.)

(hate filled)

He must be eliminated!

GALVATRON

as he scowls, eyes blazing with hate

GALVATRON

And if I perish, he shall
fall with me!

(a battle roar)

Decepticons forever!

He launches himself down on

HOT ROD

who is stunned and rolls down and over edge of Ingestor's
RIB CAGE STRUCTURE, grappling over and over with Galvatron

ON BLURR

as he blurrs, shooting flames, moving down Ingestor's chest
toward the midsection as INGESTOR'S HAND LOOMS UP BEHIND HIM
but he doesn't see it

ON PERCEPTOR

as he looks down from Ingestor's shoulder and shouts

PERCEPTOR

Blurr! Look behind yo.....

ANOTHER ANGLE ON BLURR AND INGESTOR'S SIDE

as HAND COVERS AREA with a loud SMACKING SOUND and then HAND
MOVES OUT OF SHOT and we CLOSE IN TO SEE SMASHED REMAINS OF
BLURR matted against belt

CUT TO:

HOT ROD AND GALVATRON

rolling INTO SHOT, hand to hand, Galvatron bringing knee into
Hot Rod's chest, kicks him back against SAW-TOOTHED METAL WALL
then RISES AND COMES AT HIM WITH LASER KNIFE PULLED FROM HIS BOOT

HOT ROD

sidesteps so that LASER KNIFE TANGLES IN SAW TEETH ON WALL in
SHOWER OF SPARKS as Hot Rod turns and

ANOTHER ANGLE - GALVATRON

as Hot Rod gives him KARATE SLICE TO THE SIDE OF THE NECK, spinning
him around.

HOT ROD

as he gives a sharp RIGHT CROSS which sends Galvatron to one knee .
Then he he gives a sharp uppercut which makes Galvatron fall
backward. Hot Road leaps on him

GALVATRON

shoots a hand up between him and Hot Rod, his fingers CLAWING
AT HOT ROD'S FACE, DIGGING INTO HIS EYES.

HOT ROD

SOCKS GALVATRON TWICE causing him to release his grip, then Hot
Rod grabs Galvatron by the shoulders and starts to snap him
back against the wall.

GALVATRON

STRUGGLING, DRAWS A BLASTER AND FIRES

HOT ROD

wincing as BLASTER CUTS SIDE OF HIS FACE, SCARRING HIS CHEEK,
He wipes scar and then HURLS HIMSELF ON GALVATRON , GRABBING
FOR HIM, GETTING ONLY THE BOTTLE CONTAINING OPTIMUS PRIME'S
LIFE SPARK which hangs around Galvatron's neck. THE CHAIN HOLDING
BOTTLE DOES NOT BREAK SO THAT GALVATRON IS PULLED UP SHORT and
Hot Rod holds him and the Bottle

HOT ROD

I've been waiting for this....I...

ANGLE FEATURING THE BOTTLE

We now see SMALL LIFE SPARK IMAGE OF OPTIMUS PRIME and it STARTS
TO GLOW AND PULSE

HOT ROD (V.O.)

It's...it's the Life Spark of
Optimus Prime....

ON HOT ROD

as GLOW FROM LIFE SPARK IN BOTTLE ILLUMINATES HIS FACE

OPTIMUS PRIME (V.O.)

(as from a distance)

You have put behind you the
ways of childhood....Be the
Autobot your were created to be....

ON HOT ROD

as he is bathed in GLOW WITH ELECTRICAL EFFECT PLAYING ABOUT HIS FORM

OPTIMUS PRIME (V.O.)
Stand for the light....rise,
Rodimus Prime!

Galvatron falls as Hot Rod drops him and stands in full GLOWING LIGHT AS HE CHANGES INTO THE MATURE FORM OF RODIMUS PRIME

HOT ROD-RODIMUS PRIME

Mature in appearance now, feels his new face, his voice deeper and resonant

HOT ROD/RODIMUS PRIME
I am Rodimus Prime now....

GALVATRON

furious, blaster in hand

GALVATRON
What good is a name to a
dead Autobot?
(he FIRES)

HOT ROD/RODIMUS PRIME

as BLAST DRIVES HIM BACK and Galvatron throws himself on him, kicking, clawing, rolling over and BREAKING THROUGH TRANSPARENT TISSUE LIKE MEMBRANE , FALLING INTO ANOTHER CAVERNOUS SPACE filled with GUSHING ACID GEYSERS AND RIVERS

ON INGESTOR

as with a roar who PLUCKS GRIMLOCK AND SLUDGE OFF HIS LEG and holds them aloft, trapped and squirming

INGESTOR
Parasites! Aggggrrrrhhhh

He THROWS THEM ASIDE, CRUMPLED AND BELLOWING

ON DANIEL , ARCEE AND ULTRA MAGNUS ON HORN OF INGESTOR

as they cling to base of horn, trying to keep behind horn so he can't see them

ULTRA MAGNUS

He's too powerful! Unless Hot Rod can do something, I'm afraid we're finished!

INGESTOR

as he roars and turns back to Cybertron, again reaching for it greedily as we CUT TO

INT. INGESTOR- HOT ROD AND GALVATRON

as Galvatron SMASHES HOT ROD/RODIMUS PRIME with a CHUNK OF METAL WHICH HE HAS RIPPED FROM WALL OF VAST CAVERN, and, as Hot Rod/Rodimus Prime staggers, he pursues him, BATTERING HIM AGAIN AND AGAIN, DRIVING HIM BACK as we ZOOM UP AND BACK, WIDENING SHOT TO REVEAL we are in

STOMACH OF INGESTOR

where Moons of Cybertron HANGS IN WEBBING as though webbed over in digestion process - also there are SPACE BEHICLES IN VARIOUS STAGES OF DECOMPOSITION, ROBOTS, PLANETS, ETC. ETC. ETC.

GALVATRON

You are mine now, Rodimus Prime.....

ON GALVATRON AND HOT ROD/RODIMUS PRIME

as the staggered, dizzy Hot Rod/Rodimus falls back against wall as Galvatron LOOMS OVER HIM WITH SHARP SHARD OF BROKEN METAL IN HIS TWO HANDS LIKE A BROAD SWORD which he is ready to drive into Hot Rod/Rodimus Prime's chest

GALVATRON

(continuing)

Farewell!

He raises sword for death blow and GETS A BLAST OF LASER FIRE ON THE TOP OF HIS HEAD, TURNING, DROPPING "SWORD, LOOKING UP

HIS P.O.V. - JAZZ AND CLIFFJUMPER ON EDGE OF THEIR ESCAPE MODULE

Escape Module is perched on ledge with wrecks of other ingested vehicles. Jazz and Cliffjumper BLAST AT GALVATRON AGAIN with sidearms and Jazz shouts down

JAZZ

Nail the sucker, Rod, baby!
We're with you! Wow!

ON GALVATRON

as he falls back to get out of the way of Jazz and Cliffjumper's blasters and, as he does, Hot Rod/Rodimus Prime regains his feet and comes at him

HOT ROD/RODIMUS PRIME

starts clobbering Galvatron, driving him back with punch after punch

HOT ROD/RODIMUS PRIME

My turn....

ON GALVATRON

as he reels back and collapses up against wall as Hot Rod/ Rodimus Prime moves in for the finish. But as Hot Rod/Rodimus Prime draws back his fist, Galvatron puts his hands out imploringly

GALVATRON

Wait! Would you extinguish me
without knowing my name?

(a brief beat, eyes
narrowing, triumphantly)

Me true name is...Megatron!

He seizes Hot Rod/Rodimus Prime's throat in his hands but Hot Rod/Rodimus slips his arms inside Galvatron's grasp and flicks them apart and IN SO DOING, BREAKS THE CHAIN HOLDING THE BOTTLE CONTAINING OPTIMUS PRIME'S LIFE SPARK which FLIES AWAY

THE BOTTLE

as it STRIKES SAW TOOTHED METAL WALL and the Life Spark of Optimus Prime FLIES OUT AND, IN A PULSING GLOW, STARTS EXPANDING IN CONCENTRIC OUTLINES OF LIGHT

OPTIMUS PRIME (V.O.)

(echoing, growing louder)

This evil must be expunged...
the goodness of the universe must
survive

INGESTOR'S FACE

As it contorts wildly, a spasm of tics in his eyes and mouth, his expressions out of control as he writhes

INGESTOR

No!...My hunger has not been satisfied

ANOTHER ANGLE ON INGESTOR

as he starts clawing at his sides, his face, his throat, writhing

INGESTOR

Your vile presence is within my mechanism....Out! Out! Out!

INGESTOR

writhing in space, he TEARS HIMSELF TO PIECES, grasping a foot, he wrenches it off, then a leg,, toes, some fingers as he CLAWS AT HIS EYES, AND NECK, TEARING AWAY HUGE PORTIONS OF HIS CHEWST MUSCLE EXPOSING "BONES" AND "WIRE-VEINS" , TEARING AT HIS HORNS, SHAKING WILDLY, VIOLENTLY TURNING AND TWISTING, BELLOWING, SHREDDING HIS SIDE, FLAYING HIS METAL SKIN AND SCATTERING AUTOBOTS AND JUNKIONS CLINGING TO HIM

ON GRIMLOCK

as he FLIES BACK and into Sludge who is battered but alive, the two helping each other, LIMPING BACK THROUGH SPACE

INGESTOR

spinning, PULLING KNEE APART ,its segments spiralling into space as he CHANGES COLOR AGAIN, HEATING UP ,STEAMING, SMOKING

ON ULTRA MAGNUS WITH ARCEE AND DANIEL

as they ROCKET AWAY FROM INGESTOR'S NECK AND HORNS

ULTRA MAGNUS

He's overheating.....he'll explode at any astro second!

ON KUP

as he FLIES INTO SHOT, flung free from below

KUP

Hot Rod! He's still inside!

HOT ROD/ RODIMUS PRIME AND GALVATRON

Interior is SHAKING, BREAKING APART, DEBRIS, PLANETS, SHIPS, ET. AL. ARE FALLING as LIGHT OF EXPANDING OPTTMUS PRIME LIFE SPARK MAKES PLACE BRIGHTLY LIT, WHITE HOT

GALVATRON

he stops cowering and kicks out at Hot Rod/Rodimus Prime and the two start grappling again

ON JAZZ AND CLIFFJUMPER

as Jazz gets back into space escape module

JAZZ

(shouting to Hot Rod)

It's gonna blow.....Got to go....

ANGLE ON WALL OF INGESTOR'S STOMACH

as LIGHT"BORES" A WHITE HOT SPOT INTO IT WHICH SUDDENLY EXPLODES BLOWING GALVATRON OUT OF IT ALONG WITH DEBRIS AND JAZZ AND CLIFFJUMPER'S MODULE

SIDE OF INGESTOR- THE HOLE IN STOMACH WALL

as Galvatron FLIES OUT AND OFF

GALVATRON

whirling into deep space

GALVATRON

Yooooooooooooooooooooow!

ON ULTRA MAGNUS AT DOOR TO CRUISER IN SPACE BEYIND CYBERTRON

as he stands and assists Arcee, Daniel and Perceptor in. Perceptor helps a battered Blurr .

ULTRA MAGNUS

We've got to get beyond range of detonation!

ARCEE

But Hot Rod.....

DANIEL

(helping Arcee in)

He'd want you to survive!

THE WRITHING INGESTOR IN SPACE

now vibrating and SWELLING, SHREDS OF BODY SLIPPING OFF INTO SPACE AS HE SHAKES HIMSELF, HOTTER, HOTTER, SWELLING, MORE BLOW HOLES POPPING DEBRIS OUT INTO SPACE ALL AROUND HIM

INGESTOR

Graaaaaaaaaaaaaaaaa

HOT ROD/RODIMUS PRIME INSIDE INGESTOR STOMACH CAVITY

as DEBRIS RAINS ALL AROUND HIM and he straightens up to FLY OFF, pausing as he hears MOANING AND CRIES FOR HELP FROM GREAT DISTANCE AND LOOKS UP

HIS P.O.V - THE MOONS OF CYBERTRON

as they SPIN AND SHAKE IN WEBBING NEAR TOP CORNER OF VAST STOMACH CAVERN

HOT ROD/RODIMUS PRIME (V.O.)

The third and fifth moons of
Cybertron!

ON HOT ROD/RODIMUS PRIME

as he FLIES UP TOWARD THE MOONS - behind them moons we SEE FABRIC OF INGESTOR'S BODY SHELL HAS TORN SHOWING WHITE LIGHT AND SPACE BEYOND IT

HOT ROD/RODIMUS PRIME (V.O.)

Must free those moons before
it's too late....

ANGLE ON HOT ROD/RODIMUS PRIME

as he FLIES UP TO TURN FABRIC OF INGESTOR'S BODY SHELL WHERE CORNER REMAINS INTACT , HOLDING MOONS INSIDE , PREVENTING THEIR ESCAPE THROUGH TEARS IN FABRIC. Hot Rod/ RODIMUS PRIME AIMS HIS BLASTER JETS AT THAT "HOLDING CORNER" , MELTING IT, TEARING IT

ON INGESTOR

Now swollen to bursting point, shaking, shivering, FACE COMING APART

INGESTOR

Arrrrrrrrgggggghhhhhhhh

ON HOT ROD/RODIMUS PRIME

as he BREAKS THROUGH HOLDING CORNER AND FABRIC OF INGESTOR'S
BODY SHELL EXPLODES, HURLING MOONS OUTWARD

ON CYBERTRON

as MOONS SWEEP OUT AND THEN ARE CAUGHT AND PULLED BACK INTO
ORBIT

ULTRA MAGNUS (V.O.)

The moons and the Autobots on
the are saved!

INGESTOR

as HE SUDDENLY GLOWS WHITE ALL OVER, SMOKE AND VIBRATION SHAKING
THE HEAVENS, BODY PARTS DISINTEGRATING

OPTIMUS PRIME (V.O.)

(echoing and mighty)

So shall all evil end! Farewell!
Farewell....

OPTIMUS PRIME'S GLOWING AND NOW ENORMOUS LIFE SPARK IMAGE
SHIMMERS OUT OF SWOLLEN, WRITHING INGESTOR AND DISSAPATES
IN A RAINBOW EXPANDING EFFECT WHICH DISSOLVES and then

ANOTHER ANGLE - INGESTOR

AS INGESTOR INCINERATES AND EXPLODES IN A BLINDING FLASH leaving
a silent, burnt out shell of a carcass SAILING SILENTLY IN SPACE

DANIEL (V.O.)

He's finished.....

DANIEL, ARCEE AND ULTRA MAGNUS INSIDE THE CRUISER

ARCEE

And so is Hot Rod...

(hangs her head sadly)

WRECK-GAR

all "Bandaged up" as Perceptor administers to him. Wreck'Gar
looks off, pointing and beaming

WRECK-GAR

Not so fast with bad news
film at eleven unnecessary!

HIS P.O.V. - THE CARCASS OF INGESTOR

As HOT ROD/RODIMUS PRIME FLIES OUT AND TOWARD CAMERA
he is smiling and brave looking and CHEERS RISE UP FROM O.S.
ALL AROUND as we INTERCUT TO

ULTRA MAGNUS AND KUP

pounding each other on the back, pointing to Hot Rod/Rodimus Prime
as he flies past canopy of Curiser and waves and winks at them

ARCEE AND DANIEL

as she puts arm around Daniel and blows Hot Rod/Rodimus Prime
a kiss

PERCEPTOR, WRECK-GAR, BLURR AND OTHER JUNKIONS

as they cheer and Wreck Gar hoists Perceptor aloft with help
from other Junkions as they applaud and cheer

SPRINGER

as he gives thumbs up to Hot Rod/ RODIMUS PRIME who waves as
he flies by and as MARTIAL MUSIC TRIUMPHANTLY RISES we

FADE OUT

ON IMAGE OF HOT ROD FLYING TOWARD **CYBERTRON**

THE END