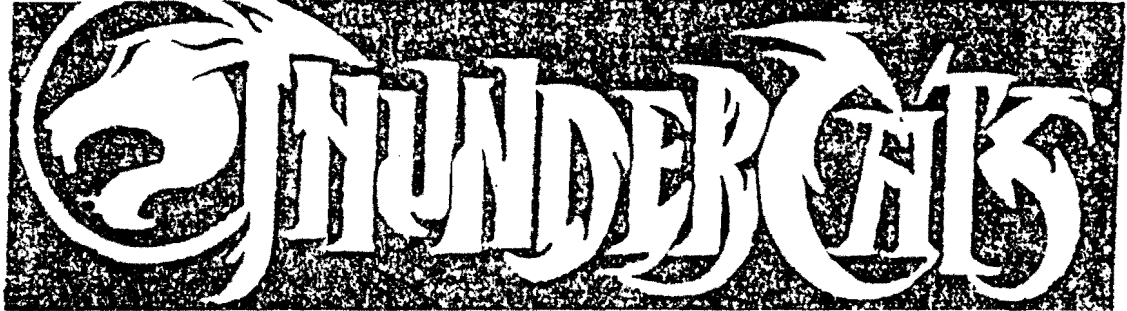




3

Telepictures Corporation

Presents



A

Half-Hour

ANIMATED

Television Series

A

RANKIN/BASS PRODUCTION

Thundercats Ho!!
LEONARD STARR

SHOW #3

"BERBILS"

Written by LEONARD STARR

6/26/84

PART ONE

FADE UP:

EXT: THE ONYX PYRAMID OF MUMM-RA

It is silhouetted against a serene evening sky. Dark blue-black clouds form above it almost immediately with unnatural speed. A faint red glow outlines the Pyramid and Obelisks.

CUT TO:

INT: MUMM-RA'S TOMB

MUMM-RA's sarcophagus stands at the far end of the tomb. THE CAMERA PANS along the four Man/Beast statues and COMES IN CLOSE on the sarcophagus. The lid slowly creaks open and at first nothing is seen in the blackness but MUMM-RA's glowing eyes. The lid opens further and MUMM-RA is seen, his arms folded across his chest in regulation mummy fashion. His eyes glow brighter, his whole body glows and pulsates. He lowers his arms and steps out dragging his bandages. There is a rumble of thunder.

CUT TO:

EXT: THE PYRAMID

Thunder continues over, the clouds have become more turbulent. There is a terrific crash of thunder. The red glow around the Pyramid and Obelisks grows brighter, pulsates. There is a crackle of lightning from the tips of the Obelisks, but not full force as yet, they are just warming up.

CUT TO:

INT: TOMB

MUMM-RA, with his dragging steps, comes before the urn in the center of the tomb. He gestures at it and it flares up with a terrific hiss and another crash of thunder. The Eye of ThundEra (The THUNDERCAT symbol) appears, shimmering, in the flames. Its electronic growl is heard mingled with the other sounds, but like that of an angry trapped large cat.

CUT TO:

ANOTHER ANGLE - MUMM-RA

From low angle, bottom lit.

MUMM-RA
The Eye of ThundERa ... finally
within my reach ...

CUT TO:

CLOSE UP - URN - FLAMES

The Eye of ThundERa fades and the THUNDERCATS appear,
shimmering, TYGRA, CHEETARA, PANTHRO, WILYKAT and WILYKIT,
all but LION-O.

MUMM-RA (VO)
... But the Thundercats are
resourceful, they could be
bothersome ... Ah! They are
all present at their camp except
Lion-O, their young leader.

CUT TO:

MEDIUM CLOSE UP - MUMM-RA

From low angle, bottom lit.

MUMM-RA
(pleased)
... Excellent! Since Lion-O
always carries the Eye of
ThundERa with him, embedded in
the hilt of the Sword of Omens,
I needn't fear that it might be
accidentally destroyed ...

His monster image forms over him, a green silhouette,
like a double exposure.

CUT TO:

CLOSE UP - URN

THUNDERCATS' faces now distorted in flames as though in
pain.

MUMM-RA (VO)
... When I destroy the Thundercats!!

The loudest crash of thunder yet.

CUT TO:

EXT: PYRAMID

Thunder continues over. Red glow around Pyramid and

Obelisks now very intense. Great bolts of lightning crackling from the Obelisks. Dark clouds really boiling.

CUT TO:

EXT: THE THUNDERCAT CAMP - ALL BUT LION-O

PANTHRO stands before completed ThunderTank.

WILYKAT

(admiringly)

Wow! You did it. A ThunderTank!
... And you built it just from
the junk you scrounged from the
spaceship?!

PANTHRO

"Salvaged." From stuff I salvaged
from the ship.

TYGRA

(shaking head)

I must admit, Panthro ... I didn't
think even you could do it!

PANTHRO

Are you kidding? You're looking
at the champion scrounger of the
Universe!

There is a rumble of thunder.

CHEETARA

(points at sky offscreen)

Looks like quite a storm coming up.
Is that thing rustproof?

CUT TO:

THE SKY

The dark clouds come tumbling towards the CAMERA above
the treetops. Menacing jagged flashes of lightning.
Rumbles and crashes of thunder grow louder.

TYGRA (VO)

Going to be a bad one. Let's
take cover!

CUT TO:

THE THUNDERCATS

Scattering as rain cascades down on them.

WILYKAT
Too late! It's a cloudburst!

CUT TO:

ANGLE ON WILYKIT

Shielding her head with her arms as stones ping off her shoulder, forearms.

WILYKIT
Wilykat! It's raining stones!
Oww!!

CUT TO:

ANGLE ON WILYKAT

A boulder very nearly his size slams into the ground to his right. Another, larger one hits the ground behind him to his left!

WILYKAT leaps into the air, feet bicycling.

WILYKAT
Stones, my whiskers! Those are
boulders!!

CUT TO:

ALL OF THEM

TYGRA whisks WILYKIT into the crippled spaceship. CHEETARA and WILYKAT also run for the hatch between the ever-increasing falling boulders. PANTHRO runs in the other direction.

TYGRA
Into the ship! Quickly!!

CUT TO:

PANTHRO

As he leaps into the ThunderTank.

PANTHRO
Not this cat! I'm not leaving
this baby alone!

As he pulls the plastic hatch over the cockpit a boulder bounces off it. Others hit the ground around it, bounce off other parts of it.

CUT TO:

EXT: THE SPACESHIP & THE THUNDERTANK

POV ABOVE as the boulders rain down, soon completely covering the ship and the ThunderTank. Genuine rain has continued throughout and now a greenish-gray mudslide comes down from off-screen and settles between the boulders, solidifying the mass.

DISSOLVE TO:

THE SAME SCENE - ANOTHER ANGLE

The boulder shower and rain have stopped. CAMERA HOLDS on the scene two or three beats and then the scene vibrates slightly. There is a rumble and a scraping sound. The mud shows cracks around four or five boulders and suddenly the boulders fly aside as the nose of the ThunderTank appears, then its extended claws, grabbing at other boulders as it pulls itself out. The plastic hatch slides back. PANTHRO raises himself in his seat, looks around angrily.

PANTHRO

Blasted rocks buried the spaceship
too!

Slams the plastic hatch back over his head.

CUT TO:

EXT: THE THUNDERTANK IN ACTION

Its claws grab at the boulders, toss them aside as it burrows into the earth. It disappears from sight, then boulders start lifting, sliding back as one side of the spaceship lifts up, the nose of the ThunderTank soon visible underneath, pushing it up. The hatch of the ship opens.

CUT TO:

PANTHRO

He leaps out of ThunderTank.

PANTHRO

Everyone okay in there?!

CUT TO:

TYGRA - CHEETARA - WILYKAT & WILYKIT

They jump down from the open hatch, join PANTHRO.

CHEETARA
(frowning)
Yes, luckily!

WILYKIT
What kind of a storm was that,
anyway?!

TYGRA
(grimly, looking up
at sky)
It wasn't anything natural, that's
certain! ...

DISSOLVE TO:

EXT: A JUNGLE AREA

LION-O and SNARF are walking alongside a swampy looking
lake.

SNARF
(looking about)
... We're gettin' awf'ly far from
the Thundercat camp, Lion-O ...

LION-O
Go on back if you want to, Snarf.
Nobody forced you to come along.

SNARF
Well ... It's kind o' ... creepy
around here ...

LION-O
Oh, pretty soon you'll be jumping
at your own shadow!

SNARF
(indignant, expression
turns fierce)
Who me?! Ol' Snarf isn't afraid o'
noth ...
(rounds a bend, sees
own shadow, jumps)
YOWWP!

LION-O
Ha ha ha!! See?!

SNARF
(disgruntled)
When you're fierce like me, y'
throw a fierce shadow, that's all!

LION-O

Ha ha ...

CUT TO:

LION-O - SNARF

Seen walking from about the waist down. As they move along dozens of eyes are seen peering at them from the underbrush just beyond them.

SNARF

(looking behind him)
Okay, go ahead and laugh, but
I keep hearin' things, Lion-O.

LION-O

(chuckles)
Naturally! The jungle is teeming
with life! ... and all of it is
noisy!

CUT TO:

ANGLE ON THE SURROUNDING FOLIAGE

The leaves rustle. There is the sound of many pattering footsteps keeping up with LION-O and SNARF.

CUT TO:

SNARF

(quickly whirls, goes
through some ungainly
Kung Fu maneuvers,
chopping, kicking,
at the air)
HYAAH! WHUMPH! WOOK!

LION-O

(turns to watch)
Ha ha ha! Nice going, Snarf!
You scared 'em clear out of
sight!

SNARF

(embarrassed)
Yeah, well ... If somethin' wuz
sneakin' up on us, it'd be a
goner!

LION-O doesn't want to rub it in, throws an arm around
SNARF's shoulder.

LION-O
That's for sure! I feel real
safe with you guarding our rear,
faithful old Snarf ...

SNARF's expression suddenly turns to alarm. He growls.

CUT TO:

BEAKED-HORNED RHINO

It is roughly shaped like a rhinoceros except that it has a beak and two horns curving forward on either side of its nostrils. It is about twice the size of SNARF and comes charging out of the woods at the CAMERA.

CUT TO:

SNARF leaps forward at the ANIMAL.

LION-O
Snarf! Don't ...

SNARF butts the ANIMAL in its side, knocking it to the ground. He clamps his jaws on one of the ANIMAL's ankles. They tumble about in a cloud of dust.

ANIMAL
(more in surprise
than pain)
GROWWWR??

It doesn't know what to make of the strange-looking SNARF. Decides it doesn't want to find out. It lurches to its feet and takes off. SNARF aims a kick at its rump, misses.

CUT TO:

LION-O rushes up to SNARF.

LION-O
What's the matter with you, Snarf?!
That thing was twice as big as you
are!

SNARF
(smugly)
That don't faze me! Just so's
you know that everything I see
isn't just shadows an' imagination!

LION-O
(smiles, a bit guiltily)
Never thought that for a second ...

LION-O turns to go further up the trail.

LION-O
... We'll turn back as soon as
we see where this trail leads,
and ...

CUT TO:

Suddenly LION-O tumbles into a camouflaged pit. Sound of cracking branches, rustling leaves, a thump as LION-O hits the bottom.

LION-O
wwwwwwooooOOOOHHHH ...

SNARF
(rushes to pit,
peers in)
LION-O!!

CUT TO:

LION-O tries to climb out of the pit, keeps slipping back.

LION-O
Can't get ... a foothold! Sides
too ... slippery!

CUT TO:

LION'S POV

From bottom of the pit in steep perspective. SNARF peering down from above.

SNARF
I'll get you out, Lion-O! Stay
right there!

CUT TO:

REVERSE ON LION-O

LION-O
(wryly)
There's nothing else I can do!

CUT TO:

SNARF yanks at a vine. It sticks. He climbs up the vine and bites off an appropriate length, falling heavily to the ground as he severs it.

SNARF

OOOMPH!!

Scrambling to his feet, he grabs one end of the vine in his forepaws and whips the other end into the pit.

SNARF

GRAB HOLD, LION-O! PULL YOUR-
SELF UP!!

CUT TO:

FULL FIGURE - LION-O

in the pit. He has a firm grip on one end of the vine, is pulling himself up arm over arm but stays in the same place.

LION-O

THAT'S WHAT I'M DOING, BUT I
DON'T SEEM TO BE GETTING ANY-
WHERE! ...

CUT TO:

FULL FIGURE - SNARF

is holding on to his end of the vine with all his strength, his eyes squeezed shut from the strain, but he is being pulled towards the pit, his rear end cutting a groove in the earth, feet up in the air.

SNARF

YOU MUST BE DOIN' SOMETHIN'
WRONG, THEN! OL' SNARF'S AS
STEADY AS A ... puff! ...
MOUNTAIN!

Suddenly the noose of a lariat loops over SNARF's shoulders, pinning his arms to his side. He lets go the vine.

SNARF

WHUH??!

CUT TO:

FULL FIGURE - LION-O

as he falls back, hits the bottom of the pit with a thump!

LION-O

OOOFF!

(MORE)

LION-O (contd)
 (gets to his feet,
 rubbing his behind)
HEY! IS THAT YOUR IDEA OF A JOKE,
SNARF?!

A lariat noose loops over his shoulders ...

What's this?!

Another lariat pinions his arms to his side as he tries to remove the first one. Another noose tightens around his arms, then another and another, six in all.

SNARF!! WHAT'S GOING ON?!!

The lariats go taut as they are pulled from all sides of the pit above. LION-O is furious as he is hoisted above, writhing to loosen his bonds, kicking at the sides of the pit, which swings him from one side of the pit to the other. He is very much the trapped beast.

LION-O spits, hisses, growls, roars (large cat sounds).

From above we hear the BERBILS chattering:

BERBILS (VO)
 Watch it, he's slipping back!
 Pull!
 We're pulling, we're pulling!
 Pull harder!
 Give us a break, he's heavy!

CUT TO:

LION-O

being pulled out of the pit. Only the hands of the BERBILS visible within the frame.

LION-O
 Snarf?! Are you all right?!

CUT TO:

ANGLE ON SNARF

sitting on ground, his arms also pinioned by several lariats. Ropes pulled taut, only hands of BERBILS visible.

SNARF
 (looking up to either side
 from under his brows)
 Um ... Sort of ...

CUT TO:

LION-O

looking down in amazement at the BERBILS (who are OFF CAMERA except for the tops of three or four heads in the foreground).

BERBILS (VO)

What is he?
Doesn't look much like the other one!
Lucky for him, too!

CUT TO:

SNARF

SNARF

(looks down his nose.
Injured dignity)
Hmmp! You guys don't look like
much yourselves! ... If you'll
pardon th' observation!

CUT TO:

LION-O - POV LOW ANGLE

ringed by BERBILS.

LION-O

(heroic)
Untie us at once! I am Lion-O!
(roars like a lion!)

CUT TO:

THE BERBILS

as the CAMERA PANS ACROSS them. WE SEE their faces for the first time. They are in high glee, laughing, jumping up and down, nudging each other, pointing at LION-O derisively.

BERBILS

Haw Haw! Lion-erbil!!
Lion-erbil-berbil!!! Hee heehee!
(several together)
Lion-erbil! Ber-bil-lion!
Lion-erbil! Hahahahaha!!

CUT TO:

MEDIUM CLOSE UP - LION-O

LION-O
(furious, straining
against his ropes)
You dare to make fun of me?!
The Lord of the Thundercats?!
(lets loose a mighty roar)

CUT TO:

THE BERBILS

This really breaks them up.

BERBILS
(doubled over laughing,
slapping their thighs,
pointing, etc.)
Thunder-berbils!! Haw haw!
Heeheehee! Thunder-bobble-booble-
erbils!!

One of them throws back his head and roars, an exact
imitation of LION-O's. All laugh.

CUT TO:

LION-O

is taken aback.

CUT TO:

SNARF

still tied, sitting on the ground.

SNARF
I don't guess they've ... uh ...
heard of us ...

CUT TO:

LION-O - BERBILS

FIRST BERBIL points at the sky. Precisely imitates the
sound of the THUNDERCATS' spaceship in flight.

LION-O
The sky? ... Oh ... Yes! We came
from the sky!

The BERBILS chatter among themselves.

SECOND BERBIL arcs a hand over his head and then down towards the ground, accompanied by a whistling sound building in volume as it descends. As his hand touches the ground he imitates the sound of a terrific explosion, so loud that the frame vibrates.

LION-O
(admiringly, almost awed)
... And yes! We crashed!

More chatter among the BERBILS, more excitedly now.

CUT TO:

LION-O - SNARF - BERBILS

They pull SNARF to his feet, pull him and LION-O up the trail, some behind them, pushing. Lots of BERBIL chatter.

LION-O
Now where are they taking us?

SNARF
(winces as a rope
tugs at him)
Maybe I'd ... uh ... better keep
my fightin' spirit in check 'til
we find out ...

BERBILS
(fake an army type
Marching Song --
no music)
.....

DISSOLVE TO:

EXT: THUNDERCATS' CAMP - CHEETARA, TYGRA & PANTHRO

CHEETARA
(looking toward jungle)
Shouldn't Lion-O be back by now?

TYGRA
I'm sure he's okay. If he was
in trouble the Eye of ThundERA
would have summoned us.

PANTHRO
Sure ... No sense worrying --
He's a man now!

TYGRA and PANTHRO look off towards the jungle, clearly not convinced of their argument.

CUT TO:

CLOSE UP - THE EYE OF THUNDERA ON THE HILT OF THE SWORD

The Eye is closed, the Sword in its short state.

CAMERA PULLS BACK TO SHOW LION-O's right hand reaching across his pelvis, shaking a bit with the strain, but about a foot short.

SHOW LION-O up against a tree, ropes still pinioning his arms to his side, preventing him from reaching the Sword. SNARF is next to him similarly tied.

LION-O

No use, Snarf ... I can't reach
it ...

FADE OUT.

END PART ONE

TIME: _____

RUNNING: _____

PART TWO

FADE UP:

EXT: LION-O & SNARF

tied -- as we left them. BERBIL chatter is heard.

SNARF

Uh oh ... This looks like th'
head whutever-they-are comin'
over ...

CUT TO:

THE BERBILS - LION-O - SNARF

An elderly BERBIL stands before LION-O and SNARF. He perhaps has a beard and maybe wears some sort of badge of office. His name is COO-BER-BILL. Another BERBIL steps forward.

THIRD BERBIL, feet marching in place, precisely imitates the sound of LION-O's and SNARF's footsteps, the sound of the branches over the pit breaking, and the thump as LION-O hit the bottom.

COO-BER-BILL

(peers at Lion-O)

You fell into one of our traps?

LION-O

(glowering)

You heard him.

COO-BER-BILL

Berbils.

LION-O

(snotty)

Uh-huh. Erbil-derbl-e-berbil-erble.

CUT TO:

COO-BER-BILL

looking serious, pulls out his knife with a quick motion.

CUT TO:

LION-O - SNARF

SNARF

Uh ... It may not be a good idea
t'make 'im sore, Lion-O ...

CUT TO:

COO-BER-BILL

approaches LION-O with knife. LION-O leans back from the waist, hisses. COO-BER-BILL looks at him in surprise, holds up his hand as though to reassure them. Stepping forward quickly, he severs the bonds on LION-O and SNARF. They rub their arms, perplexed.

COO-BER-BILL
(gestures at the other
Berbils, then at
himself)
Berbils.

LION-O
I think they're called Berbils,
Snarf ...

COO-BER-BILL nods. Happy chatter from other BERBILS.

SNARF
That's not whut I've been callin'
'em!

CUT TO:

FULL SHOT

COO-BER-BILL leads LION-O and SNARF through the village, which is now seen to be a group of mushroom shaped huts grouped around a central clearing. Other BERBILS accompany them chattering happily, some hopping and skipping. Among them are what are clearly female BERBILS.

LION-O
Kind of a cheerful bunch, aren't
they, Snarf? ...

SNARF
(still suspicious)
Well ... I gotta admit they look
better t'me than when we wuz
tied up ...

CUT TO:

MEDIUM SHOT - SAME

COO-BER-BILL claps his hands.

COO-BER-BILL
Ber-bil-belle! ... Guests!

A female BERBIL appears, carrying a tray of what appears to be glowing fruit. She is young, very cute, very shy -- It's all she can do to lift her eyes to look at LION-O.

COO-BER-BILL points to fruit, rubs his stomach. The BERBILS behind him make noisy eating sounds.

COO-BER-BILL
Eat! Very good!

LION-O
(not too sure about it)
Well ... uh ... Thank you ...
(reaches out his hand)

SNARF snakes his hand in ahead of LION-O's, snatches up a piece of fruit.

SNARF
Hold on! Not 'til I make sure
it's safe!

He bites into fruit noisily, chews, swallows, considers, takes his pulse, nods.

It's okay. In fact ...

His eyes light up, ears fly up, smacks his lips.

... it's DEE-licious!!

CUT TO:

CLOSE UP - LION-O

takes a bite, also finds it delicious.

LION-O
It sure is! ... And what a change
from those space rations we Thunder-
cats have been living on!

CUT TO:

MEDIUM SHOT - LION-O, SNARF & COO-BER-BILL

LION-O
... Where can this fruit be picked,
uh ... uh ...
(grotes for
Coo-Ber-Bill's
name)

COO-BER-BILL
 (points to himself.
 Big smile)
 Coo-Ber-Bill!
 (gestures for them
 to follow him)
 Come!

CUT TO:

EXT: THE BERBIL FIELDS

LION-O, SNARF and COO-BER-BILL stand at the edge of cultivated Berbilfruit fields. Berbil farmers are hoeing, picking, etc. Sound of Berbil chatter, laughter, maybe singing. The field before them is laid out in rows of Berbilfruit, a different color for each row.

COO-BER-BILL
 (indicates field)
 Berbilfruit! ...

CUT TO:

CLOSE UP - BERBILFRUIT ROWS

as CAMERA PANS from left to right, the color of the fruit in this order: Red, White, Yellow, Orange, Green, Blue, Purple, and at the far right, Red and White candy striped.

COO-BER-BILL (VO)
 ... Meatfruit, Breadfruit, Veggi-
 fruit of all kinds ... and Candy-
 fruit ...

CUT TO:

CLOSE UP - SNARF

SNARF
 (ears fly up)
Candyfruit?!

CUT TO:

ANGLE ON LION-O, SNARF & COO-BER-BILL

COO-BER-BILL plucks a candyfruit off a shrub or tree, hands it to SNARF who plops it into his mouth whole, his cheeks bulging.

SNARF
 (his mouth full, muffled)
 Mmmmm ... Goo-o-od!!

An alarm suddenly sounds, someone ringing a large triangle, loud.

BERBIL (VO)
TROLLOGS!! ATTACK!! ATTACK!!

SNARF
 (mouth still full)
 Trollogs? ...

CUT TO:

THE BERBILS

are mobilized into action. They run past LION-O, SNARF and COO-BER-BILL carrying long blowguns.

LION-O
 (frowning)
 Coo-Ber-Bill -- Who are these
 Trollogs?!

COO-BER-BILL
 (oddly resigned)
 They live in the caves to the
 north. From time to time they ...
 (sigh)
 Raid our village for the Berbil-
 fruit ...

LION-O
 We'll help you! C'mon, Snarf!!

COO-BER-BILL
 (his hand on Lion-O's
 arm, restrains him)
 Oh no ... We couldn't involve you
 in our troubles. You're our guest.

CUT TO:

THE TROLLOGS

advancing on the BERBILS. The TROLLOGS are not much taller than the BERBILS (about up to LION-O's ribcage) but they are much more muscular, very ugly and armed with battle-axes, spiked clubs, etc. The BERBILS fight them off with their blowguns which shoot luminous little darts. When hit by one of them, the TROLLOGS are thrown backwards and dumped on their rears, but they get right back up and advance again.

LION-O (VO)
(urgency in his voice)
Even so, Coo-Ber-Bill! ... You
need help! Those stun-darts
aren't doing much good!

CUT TO:

LION-O - COO-BER-BILL - SNARF

COO-BER-BILL
No ...
(sigh)
... They never do ...

LION-O
(looks at Coo-Ber-Bill,
astounded)
They don't?! Then why do you use
them?

COO-BER-BILL
(surprised that Lion-O
should ask)
... Because we wouldn't want to
hurt anyone.

LION-O
(slightly exasperated)
Then ... Why don't you just let
the Trollogs march into your
village and take your Berbil-
fruit?!

COO-BER-BILL
(indignantly)
... And behave like cowards?!

LION-O
(throws up his arms)
I don't get it!!

SNARF
(thinking it over)
I dunno ... Makes perfect sense
t'me ...

CUT TO:

THE TROLLOGS

definitely have the upper hand, the BERBILS are falling
back.

LION-O (VO)
Look! Your Berbils are being
 overrun, Coo-Ber-Bill!

COO-BER-BILL (VO)
 (sadly)
 Yes ... They always are ...

CUT TO:

LION-O & COO-BER-BILL

LION-O
 (straining forward,
 exasperated)
 ... And we're just going to stand
 here and let it happen?!

COO-BER-BILL
 (sighs)
 Nothing much else to do ...

LION-O
 (raises his fists, teeth
 clenched, his whole body
 quivers with exasperation)
 I CAN'T STAND IT!!

LION-O whips out his (short) sword.

CUT TO:

LION-O

leaping into the fray with a mighty roar. Racing past
 the retreating BERBILS, who exclaim in their astonished
 chatter, and plunges headlong into the oncoming TROLLOGS
 like a charging bull.

TROLLOGS
 OOF! UNGH! OWWW!

LION-O does a somersault on the ground, springs to his
 feet and holding the Sword with both hands, whirls it
 above his head. There is a whirring sound.

LION-O
 (yells)
 HO -- !!

CUT TO:

CLOSE UP - THE SWORD

growing into the Sword of Omens as it whirls above LION-O's

head. Its distinctive electronic roar is heard above the whirring sound.

CUT TO:

LION-O & THE TROLLOGS

The Sword has created a force field which is visible beyond the arc described by the Sword. The TROLLOGS hack at the arc with their axes, clubs, etc., but as they strike the force field their weapons go spinning out of their hands. The TROLLOGS panic and fall back.

TROLLOGS
YAHHH! YIIII! AAARGH!

CUT TO:

THE TROLLOGS

running away in full retreat. As LION-O brings the Sword down it shrinks to its benign size and stops glowing.

CUT TO:

LION-O

returning to the BERBIL VILLAGERS standing grouped behind COO-BER-BILL, SNARF to one side. Alongside and slightly behind COO-BER-BILL stands COO-BER-BELLE, she who served them the fruit.

COO-BER-BILL
(smiling)
My my! That certainly was exciting,
Lion-O!

COO-BER-BELLE
Oh, yes!

As LION-O looks at her, she immediately lowers her head shyly.

LION-O
(sheepishly)
You're not ... angry with me for
butting in, Coo-Ber-Bill? I ...
lost control ...

COO-BER-BILL
Well, yes ... But no one got hurt,
after all.

LION-O

No ... anyway, the Trollogs
shouldn't be bothering you for
a while.

COO-BER-BILL

No. Poor Trollogs.

LION-O

(surprised)

You feel sorry for them? ...
Even though they keep raiding
the village for your Berbilfruit?!

COO-BER-BILL

Oh, they don't do that for them-
selves. Trollogs don't eat
Berbilfruit. They can't eat
anything but the leaves of
Krawberry bushes ...

CUT TO:

EXT: THE TROLLOGS & THE GIANTORS

As COO-BER-BILL's voice continues over, TROLLOGS are seen climbing a cave-pitted mountainside, the top of which is covered by purple Krawberry bushes. Lounging around atop the mountain are five GIANTORS. They are about twice the size of the THUNDERCATS, are very ugly, scruffy looking, dressed in animal skins. They glance over at the TROLLOGS approach, lazily scratch themselves.

COO-BER-BILL (VO)

... The mountain tops above their
caves are covered with those bushes,
but the Giantors who live up there
won't let the Trollogs pick them
unless they bring them Berbilfruit
... And now the Trollogs must return
empty handed ...

The picture under the above has shown the GIANTORS holding out their hands for their booty, the TROLLOGS miming that they are empty handed. They gesture at the Krawberry bushes, rub their bellies, look really hungry, so that some sympathy is felt for them. Angrily the GIANTORS rouse themselves, rip up Krawberry bushes and toss them over their shoulders out of reach of the TROLLOGS. With loud growls, they chase the TROLLOGS back down the mountain.

GIANTORS

MMMNRAAAGH! GRAUGHHHH! RRRAAAGH!

CUT TO:

EXT: LION-O, COO-BER-BILL, SNARF & BERBILS

A stand of trees in background.

COO-BER-BILL

(continuing)

... Oh, the Giantors will be
fu-u-urious!

LION-O

What will the Giantors do for
Berbilfruit now?

We now see that there are crude spiggots protruding from
the trunks of the trees around them.

COO-BER-BILL

(picks up a cup)

Well, they can eat other things ...
(turns spiggot,
fills cup)

... But this is what they'll really
miss! Try it, Lion-O.

LION-O

(drinks, smiles,
smacks his lips)

Mmmm! That's good! What is it,
Coo-Ber-Bill?

COO-BER-BILL

The sap of the Tingo tree. It's
very good for our health, but it
makes the Giantors act funny.

LION-O

Funny how?

COO-BER-BELLE

Like this!

She staggers, lurches around on rubber legs, crosses
her eyes, almost falls, just barely manages to stay erect.

HIC-cup!

LION-O

(doesn't understand
what it means either.
Frowns)

That's pretty strange, all right!

SNARF

(shakes his head)

Me, I wouldn't go near that stuff
if it made me that goofy!

COO-BER-BILL

That's the strangest part! You'd
think the Giantors wouldn't either,
but they can't get enough of the
Tingo juice! They just...

There is a low growl.

CUT TO:

CLOSE UP - THE EYE OF THUNDERA ON THE HILT OF THE SWORD

The low growl continues over, the Eye is seen half lidded,
suddenly springs wide open with its full roar, glows.

CUT TO:

THE BERBILS

jump at the sound. LION-O draws his Sword.
Lots of alarmed BERBIL chatter.

LION-O

Don't be afraid! ... Not of the
Sword anyway! It's a warning!

CUT TO:

LION-O

as he brings the Sword to his face. The crossbar begins
to curl, the eye-holes form. A glow envelops it all,
the Eye most of all.

LION-O

SWORD OF OMENS! GIVE ME SIGHT
BEYOND SIGHT!!

CUT TO:

EXTREME CLOSE UP

LION-O's eyes through the eye-holes.

CUT TO:

POV THROUGH EYE-HOLES

GIANTORS seen stomping towards the BERBIL fields.

LION-O
Whoo! Those things just have
to be the Giantors!

CUT TO:

LION-O - SNARF - BERBILS

As LION-O lowers the Sword:

LION-O
(boyish bravado)
I could probably handle them
myself ...

SNARF
(panicked, looking
towards Giantors'
direction)
Lion-O, no! Puh-lease! Call the
other Thundercats!!

The screen shakes as the Thump Thump Thump of the approach-
ing GIANTORS' footsteps is heard.

LION-O
(having second thoughts)
Uh ... Well, all right, Snarf ...
just to ... uh ... please ... you ...

CUT TO:

LION-O

lifts the Sword, tilts it toward the sky.

LION-O
Thunder-Thunder-Thunder-THUNDERCATS
-- HO!!

The laser beam shoots the Thundercat insignia up at the
sky.

CUT TO:

CLOSE UP - BERBILS, MALE & FEMALE

They love it, watch the whole process with delighted awe.

BERBILS
OOOOOHH ... AHHHHH ...

CUT TO:

EXT: THUNDERCATS' CAMP

The insignia is seen in the sky. All turn at the sound of the roar.

WILYKAT

LOOK! The Thundercat signal!

CHEETARA

Lion-O needs us!!

PANTHRO

Let's go, Thundercats!

CUT TO:

EXT: LION-O

seen from the back in a fighting stance, holding the Sword, still glowing. The GIANTORS are coming at him, trampling across the BERBILS' field. They loom over LION-O. SNARF watches, trembling.

SNARF

D ... D'you suppose th' Thundercats didn't see th' signal, Lion-O? ...

LION-O

(swinging Sword slightly)

Can't worry about that now ...

CUT TO:

LION-O & THE GIANTORS - SIDE VIEW

The GIANTORS lurch at LION-O. The hairy hand of one of them reaches down for LION-O who pulls the Sword back in a striking position.

CUT TO:

CLOSE UP - GIANTOR'S HAND

as TYGRA's bolo whip wraps itself around the GIANTOR's wrist.

CUT TO:

TYGRA

yanks on the whip and pulls the GIANTOR off balance. He falls to the earth with the sound of a pitched kettle

drum, Ba-OOOM!! The other THUNDERCATS come on the scene. The GIANTORS turn, seeing them.

TYGRA

LION-O! GET THE ONE ON THE RIGHT!!

PANTHRO

... WE'LL HANDLE THESE BABIES!!

CHEETARA's baton springs into the long staff. She sends it whirling at the feet of one GIANTOR. It gets tangled around his ankles and he too falls with a Ba-OOOM!

WILYKIT springs up onto WILYKAT's shoulders, taking a capsule from her belt she crushes it, blows the powder at a GIANTOR's upper body. It is itching powder and the GIANTOR starts to scratch furiously.

GIANTOR

UMMPH! AHHH!

WILYKAT below scatters his child's jacks-type tacks under the GIANTOR's feet. He dances about.

GIANTOR

OOOHH! OWWW!!

PANTHRO goes through his num-chuk drill, the num-chuks flashing closer and closer to his face, forcing him backwards. He trips and falls -- Ba-OOOM!!

As the GIANTORS stumble to their feet, LION-O rushes forward swinging the Sword overhead, creating the force field, the Sword whirring, LION-O roaring. The GIANTORS have had enough, they back off, lurch away.

CUT TO:

EXT: THE THUNDERCATS

watching the GIANTORS disappear on the horizon.

TYGRA

That's it, Thundercats!

PANTHRO

Right! They've had it!

The BERBILS come running toward them, soon surround them, chattering excitedly.

LION-O

Tygra, Cheetara, Panthro, Wilykat
and Kit ... I've made some new
(MORE)

LION-O (contd)
friends, the Berbils. This is
their elder, Coo-Ber-Bill!
(to the Berbils)
... and these are my people, the
Thundercats.

Excited chatter from the BERBILS.

DISSOLVE TO:

INT: MUMM-RA'S TOMB

He's in his mummy shape gazing into the flames in the urn.

MUMM-RA
(furious)
... The Thundercats have survived!
... And now they have befriended
the Berbils! They will have an
endless food supply ...

CUT TO:

SAME - ANOTHER ANGLE

Flames leap higher.

MUMM-RA
... That cannot be allowed to
happen!

His green monster silhouette forms around him, remains a silhouette as the mummy form fades. The silhouette then shrinks, becomes a single locust flying in place in mid-air. In a fast series of dissolves two locusts appear in its place, then four, until they suddenly become a swarm. The swarm flies upward toward and then out of the aperture at the top of the pyramid. Loud clattering buzzing sound.

CUT TO:

EXT: MEDIUM SHOT - LION-O & COO-BER-BILL

They're standing at the edge of the BERBIL farm lands.

COO-BER-BILL
... Thank you, Lion-O. And please
thank your friends ...

LION-O
They're your friends too, Coo-Ber-Bill. Friends help each other.

The locusts' buzzing sound is heard. They turn towards it.

CUT TO:

FULL SHOT - BERBILS & LOCUSTS

They are running through the fields carrying smoke torches, flapping cloths as the locusts descend.

BERBILS
PLAGUE! PLAGUE! LOCUSTS!!

As the swarm descends they form the shape of a single giant locust.

CUT TO:

LION-O & COO-BER-BILL

LION-O restrains COO-BER-BILL as he starts for the field.

COO-BER-BILL
Oh, my goodness! They'll wipe
out our crops! ...

LION-O
Wait, Coo-Ber-Bill! I think
there's something peculiar about
that swarm ...

CUT TO:

LION-O & LOCUST

POV from behind LION-O as he runs into the field. Beyond him the swarm turns into an actual giant locust.

CUT TO:

LION-O

directly in front of the locust.

LION-O
Uh ... In fact I know there's
something peculiar about it!

The locusts pounces at LION-O, its jaws clacking at him. He jumps aside, leaps on its neck, wraps his legs tightly around it, pulls its head up with his hands, his muscles straining.

Up, bug!

LION-O yanks at its head with powerful jerks.

LION-O
... Up and away from here if you
value your neck!

CUT TO:

ANOTHER ANGLE

LION-O's yanking at the locust's neck makes it take to the air. It bucks, rolls and thrashes like a bronco. LION-O hangs on like a rodeo rider.

LION-O
Gentle down, bug! You've met
your master!

The locust stops bucking, flies straight. LION-O almost smirks with satisfaction.

CUT TO:

ANOTHER ANGLE - POV ABOVE

LION-O and the locust are directly over a volcano.

LION-O
That's bet ...

The locust becomes a swarm again, loses its locust shape and disperses. LION-O starts to fall.

LION-O
WhoooooOOOOOAAA ...

He turns in mid-air. The Sword slips out of its scabbard, goes spinning away.

CUT TO:

CLOSE UP - LION-O

Upside down as he falls.

LION-O
(aghast)
The Sword! It's ... it's ...
(brightens)
... The Sword! Yes!! ...

CUT TO:

JAGA

appears.

JAGA
Call to it, Lion-O -- call and
it will obey --

LION-O is directly above the volcano, the Sword spinning away below him.

LION-O
Jaga -- yes -- SWORD OF OMENS!
COME TO MY HAND! I, LION-O,
COMMAND IT!

CUT TO:

CLOSE UP - SWORD

As it spins, the Eye opens, glows, the THUNDERCAT roar is heard as the crossbar and blade change shape.

CUT TO:

LION-O'S

arms and legs spread as though sky-diving. The glowing Sword spins toward him. He grasps it by the crossbar with both hands, rides it past the volcano, at which time the laser beam from the Eye shoots straight down at the earth. It lowers him gently to the earth.

CUT TO:

INT: MUMM-RA'S TOMB

The locust swarm returns to the aperture and in a reverse of MUMM-RA's original transformation he becomes his mummy self again.

MUMM-RA
(venomously)
You must do better against the
Thundercats next time, Mumm-Ra ...
(evil laugh)

CUT TO:

MEDIUM CLOSE UP - SARCOPHAGUS

as it slowly closes on MUMM-RA until nothing but his glowing eyes are seen.

MUMM-RA
... And you will ... Time means
nothing to Mumm-Ra!

The lid clangs shut.

CUT TO:

EXT: THUNDERCATS' CAMP

It is still a shambles but some order has been restored. TYGRA and PANTHRO have been studying a large drawing of the Cats' Lair on a tilted drafting table. LION-O enters the scene, replacing the Sword in its scabbard.

CHEETARA

Here's Lion-O!

TYGRA

(looks up from drawing)

Well! What kept you?

LION-O

It's ... uh ... kind of a long story ...

The chatter of the BERBILS is heard. All turn toward the sound.

CUT TO:

THE BERBILS

They come into the THUNDERCATS' camp in what is virtually a procession. The females carry trays loaded down with varicolored Berbilfruit. The THUNDERCATS come into the frame.

LION-O

(smiling)

Well, hello, Coo-Ber-Bill! ...

Everyone! What's all this?

COO-BER-BILL

We are bidding you welcome, Thundercats. We are happy to have you as neighbors.

PANTHRO

Well, I guess that makes it mutual!

TYGRA

Thank you for the feast, friends!
You'll join us, of course!

FADE OUT.

END PART TWO

TIME: _____

RUNNING _____

EPILOGUE

FADE UP:

EXT: THUNDERCATS' CAMP - COO-BER-BILL, LION-O & TYGRA

TYGRA's drawing of the Cats' Lair is standing vertically on some sort of space-design easel or drawing board. It catches COO-BER-BILL's attention.

COO-BER-BILL

(to Tygra)

Your home?

TYGRA

Yes.

(chuckles)

Well ... It will be! We'll be building it right up there!

COO-BER-BILL

You will build it?

(indicates other
Thundercats)

Just you few?

LION-O

(confidently)

Oh, it'll take us quite a while,
of course, but we'll ...

COO-BER-BILL holds up a hand.

COO-BER-BILL

Please ...

He turns and motions other BERBILS to join him. They huddle and we hear BERBIL chatter. They decide upon something and COO-BER-BILL comes back to face the THUNDERCATS, the others following behind him.

COO-BER-BILL

We will help you build your home.

TYGRA

Well, thank you, but we couldn't allow you to! It's much too great an undertaking for ...

LION-O

Wait, Tygra! Why not let the Berbils help us? We protected them from their enemies, so it's only fair that they do something for us!

TYGRA
 (looks at him levelly,
 a couple of beats)
 No, Lion-O. Have you forgotten?

LION-O
 (frowns)
 Huh? Oh ... I guess I did
 forget ...
 (turns to Coo-Ber-Bill)
 I'm sorry, Coo-Ber-Bill ...
 Thundercats can't accept payment
 for doing what has to be done.

The BERBILS chatter unhappily among themselves. COO-BER-BILL looks terribly hurt.

COO-BER-BILL
 You said we were friends. Friends
help each other ...

LION-O
 (to Tygra)
 He ... uh ... has a point, Tygra.
 I mean ... doesn't he?

TYGRA
 (wry smile)
 He does indeed, Lion-O.
 (to Coo-Ber-Bill)
 The Thundercats accept your kind
 offer, Coo-Ber-Bill ... With
 gratitude.

LION-O holds out his hand, COO-BER-BILL takes it. The BERBILS chatter happily. Some jump up and down.

DISSOLVE TO:

FULL SHOT

The THUNDERCATS and the BERBILS at a large table
 improvised from sawhorses and planks. COO-BER-BILL
 stands, raises his cup.

COO-BER-BILL
 ... A toast! ... To the Cats' Lair!

One of the BERBILS throws back his head and lets go with
 an exact imitation of the THUNDERCATS' roar. The THUNDER-
 CATS look at him in amazement, then burst out laughing.
 The BERBILS chatter happily. TYGRA stands.

TYGRA
... To the Berbils! ... and
friendship!

All cheer.

FADE OUT.

END EPILOGUE

TIME: _____

RUNNING: _____



the **studio** duplicating service, inc.
446 west 44th street, new york, new york 10036
longacre 3-1225