



#34.

Telepictures Corporation

Presents



A

Half-Hour

ANIMATED

Television Series

A

RANKIN/BASS PRODUCTION

SHOW #34

"THE ANOINTING OF LION-O
THE THIRD DAY:
THE TRIAL OF CUNNING"

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PART ONE

FADE IN:

EXT: CASTLE PLUN-DARR - DAWN

The lights are on, flickering in the crude windows.

A ribbon of pale light shows on the horizon.

The BATS' WING drawbridge/gates open.

The NOSEDIVER emerges, closely followed by the two SKYCUTTERS.

S-S-SLITHE is in the NOSEDIVER.

MONKIAN and JACKALMAN pilot the SKYCUTTERS.

They communicate with each other through headsets.

The SKYCUTTERS take off, the NOSEDIVER bouncing along below them.

MONKIAN

It's true! He has to fight the Thundercats one at a time. If he defeats them, they will anoint him Lord of the Thundercats!

JACKALMAN

But he's already Lord of the Thundercats!

MONKIAN

Every Thundercat Lord has to go through The Anointment Trials. Lion-O's time has come ... He's already defeated Panthro and Cheetara. Now it's the Thunder-kittens' turn.

JACKALMAN

They don't stand a chance against that wretched Sword of Omens, hnyah! Hnyah!

MONKIAN

That's the whole point, yip, yip! He's not allowed to use any weapons! And he can't ask for help! If he does, he fails the trial.

S-S-SLITHE
 We'll never have a better chance
 to destroy him once and for all
 ... yesssssss?

The SKYCUTTERS and the NOSEDIVER zoom from FRAME.

DISSOLVE TO:

EXT: HILLSIDE/MAZE OF INFINITY - DAWN

WILYKAT and WILYKIT are on a scrubby hillside which stretches above and below them.

Far below them, right at the bottom of the rugged hillside, is the entrance to the Maze of Infinity.

WILYKAT SEES:

the sun appearing over the horizon.

WILYKAT
 The sun's up, Wilykit! Time to start the trial.

WILYKIT
 He'll never beat us through the Maze of Infinity ... we've explored every twist and turn.

WILYKAT
 Well ... he won't be anointed unless he does beat us -- and he he hasn't even turned up yet.

WILYKIT
 Come on! Let's get down to the entrance ...

They start down the hill toward the entrance, which is right at the bottom, in EXTREME BACKGROUND.

THE MAZE

SOUND: approaching engines of the SKYCUTTERS and the NOSEDIVER.

WILYKAT
 Mutants! What are they doing here?

They dive for cover.

The SKYCUTTERS ZOOM INTO VIEW.

CLOSE ON - MONKIAN

looking over the edge of his cockpit and down.

MONKIAN

No sign of him ...

CLOSE ON - JACKALMAN

also scanning the ground.

ANGLE ON - THE NOSEDIVER

bouncing toward the entrance to the MAZE.

S-S-SLITHE

You better be right this time,
Monkian ...

Suddenly, S-S-SLITHE sees LION-O's silhouette, near the entrance to the MAZE.

S-S-SLITHE

Wait!

(he stops the nosediver)
I see him! He's by the entrance
to the Maze of Infinity. You'll
have to land and sneak up on him!

ANGLE ON - WILYKIT & WILYKAT

creeping toward the MAZE entrance.

SOUND: the SKYCUTTER engines FADE. There is only silence.

WILYKAT

The sooner we're in the Maze,
the better!

They begin to move down the hillside, toward the MAZE entrance in BACKGROUND.

THEY SEE:

LION-O's silhouette.

They skid to a halt, looking down at the silhouette.

WILYKAT

It's Lion-O!

WILYKIT

If he's already here, why hasn't
he started?

ANGLE ON - MONKIAN & JACKALMAN

on a level with LION-O (well below WILYKIT and WILYKAT) creeping up on LION-O's silhouette.

WILYKIT (VO)

Those miserable Mutants again!

WILYKAT (VO)

Lion-O hasn't seen them! We have to warn him!

ANGLE ON - WILYKIT & WILYKAT

Looking down at the scene.

WILYKIT

We can't! We're forbidden to help him in any way during the Anointment Trials!

ANGLE ON - MONKIAN & JACKALMAN

closing on the silhouette.

MONKIAN

Ready?

JACKALMAN

(super-excited)

Hnyah! Hnyah!

MONKIAN raises his MACE. JACKALMAN readies his halberd.

ANGLE ON - WILYKAT

above.

WILYKAT

(anguished)

I don't care about the Trials!
I'm going to warn him!

He stands and is about to shout ...

ANGLE ON - MONKIAN & JACKALMAN

They BOTH rush forward, MONKIAN swinging his MACE at the head of the silhouette and JACKALMAN thrusting his halberd into its side.

CLOSE UP - THE MACE

shatters.

MONKIAN

WHAAAT!

REVERSE SHOT -

Now the silhouette IS SEEN for what it is -- A DUMMY ROCKPILE arranged to look like LION-O.

As MONKIAN's MACE shatters, the rockpile collapses.
JACKALMAN's halberd snaps as the rocks tumble down on it.

They stare at their broken weapons in fury.

MONKIAN points to the entrance to the Maze of Infinity.

MONKIAN

He must be in there!

JACKALMAN

But ... but that's the Maze of
Infinity!

MONKIAN

We'll get the Skycutters, you
snivelling coward! He's unarmed
-- remember?

They run back the way they came.

ANGLE ON - WILYKIT & WILYKAT

WILYKAT

It was a trick! A dummy!

WILYKIT

And Lion-O set it to fool us!

WILYKAT

He must already be in the Maze!
Come on, Wilykit! Let's take
that shortcut! The air vent!

They run from FRAME.

DISSOLVE TO:

THE SKYCUTTERS

are now parked near the NOSEDIVER. The MUTANTS are
arguing with each other.

S-S-SLITHE

You let him escape? Imbeciles!

JACKALMAN

He can't outrun us on foot ...

S-S-SLITHE

You've made enough mistakes for
one day, wretch! I'll get him!

S-S-SLITHE springs into the NOSEDIVER and roars into the
MAZE entrance.

DISSOLVE TO:

INT: THE CATS' LAIR/CONTROL ROOM - DAY

PANTHRO, CHEETARA and SNARF watch the screen that monitors
the progress of the trial.

It looks similar to a video game and shows the layout of
the Maze of Infinity. It's a mass of convoluted paths.
One of these paths, delineated by a separate color, is the
only way through the MAZE from beginning to end.

PANTHRO

Lion-O should hit the Maze any
moment now ...

CHEETARA points to the screen.

CHEETARA

Look!

A red DOT flashes on screen, near the start of the MAZE.

CHEETARA

There he is!

PANTHRO

But where are the kids?

DISSOLVE TO:

THE NOSEDIVER

zipping into the cave, bouncing on the rocky floor.

CUT TO:

CLOSE UP - S-S-SLITHE

at controls. Turning a corner, the NOSEDIVER skids to a
halt in front of a wall-to-wall barricade of rocks. There
is considerable space between the top of the barricade
and the roof of the cave. Light smoke rises from the
rocks but at this point it should look as though it's dust
kicked up from the NOSEDIVERS.

S-S-SLITHE (VO - thoughts)
A barricade! No problems-s-s for
the Nosediver!

The NOSEDIVER surges forward, starts to climb.

CUT TO:

LION-O

on a ledge slightly beyond and above the barricade. He holds a forked branch (like a large slingshot with a long handle). In the fork is a rock about the size of a basketball. He smiles, and with a looping jai-alai swing, flings the rock, also smoking slightly, onto the barricade, causing it to burst into flame.

CUT TO:

CLOSE UP - S-S-SLITHE

at controls. Fire rages beyond the windshield and he shields his face with one hand.

S-S-SLITHE
Fire rocks!!

CUT TO:

THE NOSEDIVER

slips back down the barricade. As its tail hits the floor it flips over on its back. It rolls over once or twice and comes up on its wheels. It roars out of the cave.

CUT TO:

LION-O

on the ledge. Leaps down.

LION-O
Now to find my way through this
Maze before the kids do!

He touches the THUNDERCAT insignias on his belt. Next to his own, are those of PANTHRO and CHEETARA.

LION-O (VO)
It's the only way I'll win their
Thundercat insignias!

He trots OUT OF FRAME.

DISSOLVE TO:

EXT: NEAR THE MAZE ENTRANCE - DAY

The NOSEDIVER bursts out from the MAZE and skids to a halt next to the SKYCUTTERS.

S-S-SLITHE
This Maze goes right through to
the other side of the mountain.
We'll wait for Lion-O there!
It's the only way out!

He bounces OUT OF FRAME. The SKYCUTTERS follow, zooming up off the ground.

DISSOLVE TO:

EXT: HILLSIDE - DAY

WILYKIT and WILYKAT are searching the area desperately, pushing bushes aside and examining the ground.

WILYKAT
That ventilation shaft was here
somewhere! I marked it myself ...

WILYKIT (VO)
Got it!

WILYKAT runs over. They BOTH look down at the hole that leads directly down into the MAZE. It's about 5 feet in diameter.

SOUND: the approaching SKYCUTTERS.

WILYKAT looks up.

WILYKAT
SKYCUTTERS! Quick, Kit!

ANGLE ON - THE SKYCUTTERS

banking above the ventilation shaft.

CLOSE ON - JACKALMAN

looking down.

HE SEES:

WILYKIT and WILYKAT disappear down the shaft.

JACKALMAN
Those pestiferous Thunder-
kittens, hnyah! Hnyah!

CLOSE ON - MONKIAN

MONKIAN

They must have found a shortcut
into the Maze.

(he flips a switch on
his intercom)

S-S-Slithe! Monkian calling!
We've found them ... Over!

DISSOLVE TO:

INT: VENTILATION SHAFT - DAY

SOUND: muffled engines of the circling SKYCUTTERS.

CUT TO:

WILYKAT & WILYKIT

making their way down the airshaft feet first at about
a 45 degree angle.

CUT TO:

INT: MAZE

LION-O, looking over his shoulder, rounds a corner, skids
to a halt as WILYKAT and WILYKIT come shooting out of a
hole in the side of the cave as though from a slide.

LION-O

WHAT ...

WILYKIT

WhooOOOPS!! ...

As they hit the ground they tumble, immediately spring to
their feet about ten feet away from LION-O.

LION-O

So. We start even after all,
despite your secret shortcut.

WILYKIT

It looks like it ...

LION-O

Anytime you're ready, then.

WILYKAT throws down a pellet. It explodes into an opaque
puff of pink smoke, obscuring WILYKAT and WILYKIT completely.

WILYKAT

We're always ready!

Arms outstretched, his body whirling, LION-O thrusts himself into the smoke, trying to dissipate it.

On the other side of the evaporating smoke LION-O looks about. WILYKAT and WILYKIT are gone.

CUT TO:

FULL SHOT

LION-O's figure small, showing vastness of cave. There are four paths, apertures, etc., leading off before him.

LION-O
... Four paths ... Hmmm.

CUT TO:

LION-O

looks down a narrow, rock-strewn path, stalactites and stalagmites practically interwoven, but not so tight that the KITS couldn't squeeze through.

LION-O
This one looks the most promising
... because it looks the meanest!

He squeezes himself between two stalagmites, ducks under a stalactite. Something catches his attention to the side. His head snaps around.

LION-O
There they are!

CUT TO:

POV - BEHIND LION-O'S HEAD

looking down another corridor. The shadows of WILYKAT and WILYKIT moving along a wall.

LION-O must round a corner to get to the other path. As he does so, he steps into a stream, about knee-deep.

LION-O splashes across the stream quickly, keeping the the shadows in sight. The shadows bob up and down as though running. LION-O steps up to solid ground, breaks into a fast run after the shadows. He has been running alongside the stream. It curves around a bend in front of him.

CUT TO:

REVERSE ANGLE - THE STREAM BEYOND THE BEND.

Still following it, LION-O comes INTO THE FRAME running AT THE CAMERA. CAMERA PULLS BACK FOLLOWING the stream until IT PICKS UP a board raft, about six feet long. Mounted on one side of the raft are stiff cardboard cutouts of WILYKAT and WILYKIT. On the other side is a phosphorous torch, set upright and casting their shadows on the opposite wall. LION-O runs up to it.

LION-O
Cardboard dummies! They're
giving me some of my own medicine!

He scoops the raft out of the stream and hurls it against the cave walls. Sparks from the torch go flying.

He begins to move off.

WILYKAT (VO)
(echoing laughter)

...

LION-O stops. He turns toward the SOUND.

HE SEES:

a part of the cave with three distinct and separate choices of direction.

LION-O (VO)
That's Wilykat! Seems to come
from the LEFT!

He heads for that direction.

WILYKIT (VO)
(echoing laughter)

...

LION-O stops.

LION-O
But that's Kit -- from the RIGHT!

WILYKIT (VO)
(echoing)
Go right, Lion-O! Right ...
(laughs)

WILYKAT (VO)
Go left, Lion-O! Left!
(laughs)

LION-O smiles.

LION-O (VO)
Thanks just the same, kids, but
I'll find my own way out!

He takes the center path.

ANGLE ON - WILYKAT & WILYKIT

deep inside the center tunnel.

WILYKIT
We fooled him! He took the
wrong path!

WILYKAT
Come on! Let's get those traps
set at the other end! It won't
take him long to figure out where
he is ...

DISSOLVE TO:

EXT: HILLSIDE/VENTILATION SHAFT - DAY

S-S-SLITHE bounces up in the NOSEDIVER. The SKYCUTTERS
are circling the SHAFT.

S-S-SLITHE
Well, get after them, foolssss!
Do I have to do everything?

CLOSE ON - MONKIAN

who aims his SKYCUTTER directly at the SHAFT.

MONKIAN (VO)
That opening's too small for the
Skycutter but ...

INSERT - MONKIAN

presses a trigger.

MONKIAN
I'll soon change that, yip, yip,
yip!

CUT TO:

LION-O

on a narrow path leading downward, cave walls to either
side of him. Ahead of him is what looks to be slightly
sparkling sand.

LION-O (VO - thoughts)
Ha ha! ... It's when Wilykat and
Kit are pretending to be the most
helpful that they're the most ...

He steps on the sand, loses his footing, his feet bicycle.

LION-O
Whoah ... ooooooOooooHHHH ...

He falls on his back, slides down a twisting path like a
funhouse slide. Tries to grab onto the walls without
success.

The sparkling dust has been billowing around him. He
squeezes his eyes shut, grimaces. Some dust billows to
the FOREGROUND ... showing sharp points.

LION-O
Diamond dust! ... Getting in my
eyes! ... Can't see! ...

LION-O is dumped off the slide, gets to his hands and
knees, eyes still squeezed shut.

INSERT - WHAT HE SEES

all fuzzy and sparkly.

LION-O
Can't let it slow me down!

CAMERA PULLS BACK until LION-O's figure is tiny. He is
inching along a narrow ledge, nothing below him as far as
the eye can see. Beyond him,--

CUT TO:

THE SKYCUTTER

its nose-cannon blasting a focused beam at the airshaft,
melting the edges of the opening as it widens it. The
SKYCUTTER dives into the hole without hesitation. CAMERA
FOLLOWS in a CUTAWAY CROSS-SECTION SHOT, the SKYCUTTER
blasting its way downward through the shaft.

CUT TO:

THE SKYCUTTER

blasting out of the shaft at the cave end. The beam snaps
off, the SKYCUTTER zips upward into the cave proper.

INT: CATS' LAIR - CONTROL ROOM - DAY

PANTHRO, CHEETARA and SNARF watching video diagram.
LION-O's dot (Bitter than WILYKAT's and WILYKIT's two smaller ones) in on the center trail. WILYKAT and WILYKIT's dots (smaller) are on the main trail (marked in a different color).

CHEETARA

Lion-O's still on the wrong route!

SNARF

Look! ...

His finger traces convoluted curves leading back to the main path)

SNARF

... He can get back to the main trail this way.

PANTHRO

Yeah ... Except going through that part of the cave is almost impossible.

A wedge-shaped blip appears on the screen quite close to LION-O.

CHEETARA

(pointing)

What's that?!

PANTHRO

(frowning)

A vehicle of some kind ...

SNARF

(tremulously)

Must be ...

PANTHRO slams his fist on controls panel.

PANTHRO

Mutants!!

SNARF

And Lion-O doesn't have the Sword or the Claw/Shield! Snarf, snarf ...

CHEETARA

Those are the rules, Snarf ...

INT: MAZE OF INFINITY - DAY

LION-O, eyes still squeezed tightly shut, hands grasping the wall, inches forward.

One of his feet steps out into mid-air ... wavers ...

INSERT - WHAT HE SEES:

(His vision is a mass of glittering sparkles, the images around him refracted and distorted by the diamond dust.)

HIGH ANGLE - DIRECTLY ABOVE LION-O

SHOWING a wide gap in the ledge and a pure white ribbon of river far below.

CUT TO:

FULL SHOT

LION-O tiny on the ledge. The WHOOOSH of the SKYCUTTER is heard before it zips INTO THE FRAME at top left FROM BEHIND CAMERA.

MONKIAN

There he is! ...

CUT TO:

CLOSE UP - MONKIAN

at controls.

MONKIAN

(grinning evilly)

... Alone and unarmed!

(evil hissing laugh)

He presses button on steering handle.

CUT TO:

CLOSE UP - NOSE CANNON OF SKYCUTTER

It blasts. Sound.

CUT TO:

LION-O

hunches as the cannon blast hits the wall slightly to the left and above him. More fire-rocks are shaken loose from above, a couple glance off the wall very close to him.

LION-O

What ... ?

Another cannon blast to the right and below him.

CUT TO:

CLOSE UP - LION-O

blinks, shades his eyes with a hand.

LION-O

A cannon?

Flash and sound from another explosion OFF CAMERA.

LION-O

Getting closer!!

Under cover of a hail of falling rocks, he ducks into a crevice.

CUT TO:

POV - FROM WITHIN NARROW CREVICE

A thin strip of light SEEN past LION-O.

INSERT - HIS POV

eyes clearing up -- still a bit fuzzy.

LION-O

(blinking)

Eyes clearing. Maybe I can
see what ...

As he starts to lean out, the SKYCUTTER zips past the crevice with a loud WHOOSH, momentarily blotting out the strip of light. LION-O pulls back quickly.

LION-O

A Skycutter!!

CUT TO:

POV - FROM BEHIND LION-O'S HEAD

as he looks out at the SKYCUTTER pulling away. MONKIAN is clearly visible at the controls.

CUT TO:

CLOSE UP - MONKIAN

frowning, checking the ledge in BACKGROUND as he zips past it.

MONKIAN (VO - thoughts)
Where did he go?! ...
(smiles)
Must have disintegrated him! ...
(frowns)
Hmm ... Better make sure! Thunder-
cats aren't that easily disposed
of! ...

MONKIAN leans out to peer at the ledge.

CUT TO:

FULL SHOT

SKYCUTTER flying just below the ledge, much slower, as MONKIAN examines the nooks and crevices of the cliffside.

MONKIAN
No sight of him! Nothing down
here, either ...

Suddenly LION-O leaps out of his crevice and onto MONKIAN, starting his leap before the SKYCUTTER's arrival at that spot to allow for trajectory. The SKYCUTTER is about 20 feet below the ledge.

MONKIAN
LION-O!!

CUT TO:

FULL SHOT

SKYCUTTER weaving, dipping, swooping crazily in the canyon, once or twice almost scraping the walls with its wings, dipping dangerously close to the sluggishly moving white river as MONKIAN tries to dislodge LION-O from his back.

CUT TO:

LION-O'S GRIP ON MONKIAN

is such that MONKIAN's hands on the control handles are pulled this way and that. Crazy angles on the SKYCUTTER, its direction mostly downward.

With LION-O and MONKIAN struggling for control of the SKYCUTTER, it spirals, tumbles, spins, swoops and zooms ...

... lower and lower ...

... eventually going into a vertical nosedive directly toward the gleaming white river below.

The SKYCUTTER plunges into the river with a gloppy, pudding-like SPLASH.

FADE OUT.

END PART ONE

TIME: _____

PART TWO

FADE IN:

INT: MAZE OF INFINITY/GLOPPY RIVER - DAY

As the SKYCUTTER plunges beneath the surface, LION-O leaps off MONKIAN's back.

The SKYCUTTER sinks, taking MONKIAN down with it.

(NOTE: the underwater colors should be very pale, as though seen through an undulating thin white scrim. Some indication must be given that this is a river and that it has a slow-moving current.)

LION-O struggles toward the surface.

LION-O (VO)
This stuff is like putty!
(his muscles bulge
and strain)
Can't breathe!
(he reboules his
efforts)
Must get to the surface!

ANGLE ON - THE SKYCUTTER

sinking fast. MONKIAN wrestles with the controls and short blasts come from the vehicle's exhausts.

The SKYCUTTER begins to move upwards, its engine sputtering and stalling.

ANGLE ON - LION-O

bursting through the sticky surface of the white river.

From beneath the surface comes the SOUND of the muffled SKYCUTTER engines.

ANGLE ON - MONKIAN

working the control handles violently.

ANGLE ON - THE JET EXHAUSTS OF THE SKYCUTTER

A tremendous blast of power is emitted, pushing away the glop of thick waves.

ANGLE ON - LION-O

on the surface. He looks round, reacting to the explosive SOUNDS from beneath him.

LION-O (VO)
Don't like the sound of that!

His next powerful downstroke makes something more like a real SPLASH.

LION-O (VO)
This gook is getting thinner!

HIGH ANGLE - LOOKING DOWN ON THE RIVER

It is moving more swiftly and there is some blue mixed in with the white.

LION-O (VO)
And it's moving faster!

Suddenly, the SKYCUTTER zooms out of the water, trailing globs of white glop.

SOUND: WHOOOSSSHHHHHH!

CUT TO:

LION-O

The river is moving really fast now. It is much bluer. The SKYCUTTER zooms INTO THE TOP OF THE FRAME FROM BEHIND CAMERA. Still traces of white glop on wings and fuselage.

MONKIAN fires a cannon blast at LION-O which sends up a geyser near him.

CUT TO:

LION-O

swims faster. The river is flowing into a narrow hole (about 6 feet in diameter) in a sheer rock-face with such force that that heavy-looking debris from the river is flung up against it and shatters.

LION-O
... WHOA!

He backstrokes, trying to slow down the momentum.

LION-O
... Don't like ... the looks of
... that!! ...

Another blast sends up a geyser near him, pulling him half out of the water.

LION-O
...But I like that less!!

He dives underwater, is sucked rapidly towards the hole and is sucked in even more quickly at the hole itself with a loud suction sound.

CUT TO:

THE SKYCUTTER

banks, turns, and comes at the hole.

MONKIAN

... You don't get away that
easily, Thundercat!!

The focused ray-beam from the nose-cannon zaps at the hole as the SKYCUTTER comes directly at it, as it did at the airshaft. The rock around the hole glows but doesn't widen.

CUT TO:

CLOSE UP - MONKIAN

at controls.

MONKIAN

(aghast)
C-can't make it! ... Wall's ...
too thick!!

CUT TO:

MONKIAN

is practically at the hole, about to crash into it. The beam snaps off and he suddenly swoops upward, loops and zips back into the cave.

FULL SHOT

SKYCUTTER swoops to the top of the cave, turns towards an opening.

CUT TO:

LION-O

spinning around in the underground tunnel.

CUT TO:

LION-O

ejected from the tunnel, hands first. His momentum slows, then suddenly accelerates again. It is now pretty much clear water.

CUT TO:

A GEYSER

shooting up from the middle of a pool. Stalactites of various sizes hang down from the roof of the cave. LION-O suddenly appears in the geyser, is shot up to the roof, thrown clear. He grabs onto a stalactite.

LION-O looks around. The pond is rimmed with flat areas that go off into other parts of the cave. The geyser has subsided.

He pushes off with his feet, leaps to another stalactite, slips down, gets a better grip, pulls himself up. Holding on with one hand, his feet braced against the lower part of the stalactite, he reaches for another stalactite a considerable distance away. He makes a couple of lurching moves towards it.

CUT TO:

LION-O

He grabs it, pulls himself to a ledge, looks around, then trots FROM FRAME.

DISSOLVE TO:

INT: CATS' LAIR - CONTROL ROOM - DAY

PANTHRO, CHEETARA and SNARF watch the INFINITY MAZE MONITOR.

LION-O's dot is veering toward the main trail. WILYKAT's and WILYKIT's dots are on the main trail near the point where LION-O will emerge, which is about a third of the way from the entrance.

SNARF

(excitedly)

Look! Lion-O's finding his way
back to the main track!

CHEETARA

(points to Wilykat's
and Wilykit's dots)

... And Wilykat and Kit are waiting
for him ... With more of their
traps!

CUT TO:

LION-O

running through the cave, ledge-like formations in the BACKGROUND. As LION-O passes OUT OF THE FRAME the CAMERA

CLOSES IN ON the formation. Between the ledges in the blackness beyond, numerous eyes glow. There is a murmur of voices.

CUT TO:

REAR VIEW OF LION-O

trotting through the cave. Several pairs of legs run ACROSS THE SCREEN in the FOREGROUND with a barely audible patter. The legs are spindly, pale gray, the toes on the unshod feet barely formed. LION-O's figure in the BACKGROUND rounds a bend.

CUT TO:

WILYKAT & WILYKIT

WILYKAT is already wearing suction cups on his hands, held by a band across the back of his hands, his fingers free. He is slipping two more such cups on his feet. The faint sound of LION-O's echoing footsteps is heard, growing gradually louder. WILYKIT is already wearing both sets of cups, is adjusting the ones on her hands. WILYKAT turns his head, cups a hand to his ear.

WILYKAT

There's Lion-O!

WILYKIT

Then let's go!

WILYKAT stands, leaps up at the wall of the cave, quickly climbs up on all fours. WILYKIT follows. CAMERA FOLLOWS as they follow the arch of the roof, get to the center and stop, hanging upside down.

CUT TO:

MEDIUM SHOT - SAME

LION-O's footsteps grow louder.

WILYKAT

Any minute now ...

WILYKIT withdraws a capsule from in back of her cartridge-like belt. Holds it poised, ready to throw.

WILYKIT

I'm ready ...

CUT TO:

A PUDDLE IN THE FOREGROUND

Water drips into it from a stalactite above with tiny plops. LION-O approaches trotting in the BACKGROUND.

CUT TO:

WILYKAT & WILYKIT

on the ceiling. BOTH hold a capsule, ready to throw. WILYKIT raises her arm, very nearly throws the capsule.

WILYKAT
(loud whisper)
Not yet! These capsules need
water to activate them!

CUT TO:

LION-O'S LEGS

approaching the puddle. One foot splashes into it.

CUT TO:

WILYKAT & WILYKIT

as before.

WILYKAT
Now!

WILYKAT throws his capsule. WILYKIT throws hers a couple of beats later.

CUT TO:

FULL SHOT

As WILYKAT's capsule hits the puddle it explodes, expands into a GIANT MONSTER, vaguely prehistoric, like Tyrannosaurus Rex. WILYKIT's capsule follows but does not explode. The MONSTER darts its head at LION-O.

LION-O jumps back, eyes it suspiciously.

LION-O (VO - thoughts)
... There's something funny about
this thing ...

The MONSTER's head darts at him again. He ducks underneath it, close to its belly.

LION-O
... Whatever it is, I'd just as
soon not tangle with those teeth!

LION-O delivers a mighty blow to its belly. Frowns as his
arm sinks in almost to the elbow.

LION-O
Wha ... ?

CUT TO:

WILYKAT & WILYKIT
on ceiling.

WILYKIT
(agitated)
LION-O is fighting the monster!
I thought he'd avoid it and take
another wrong trail!

WILYKAT
Your capsule was a dud! Our
trick might have worked with
two monsters!

WILYKIT
At least it will slow him down!
Come on!

They scamper off across the ceiling.

LION-O delivers another shot into the MONSTER's belly.
It explodes.

SOUND: WHOOOMPPPPP!

LION-O pulls back, shocked.

CUT TO:

CLOSE UP - WILYKIT'S CAPSULE
in the puddle. It starts to smoke.

CUT TO:

FULL SHOT

as the SECOND MONSTER explodes, expands. This ONE is some-
thing like a brontosaurus, small head, long, slender neck.
LION-O looks at it without fear.

LION-O
(annoyed)
They're fakes! Another trick!

LION-O angrily grabs the MONSTER by the neck, swings its large but light form around the cave, swings it up to slam it down on the cave floor. As it comes down ...

CUT TO:

MEDIUM CLOSE SHOT - PART OF THE MONSTER

coming down on a pointed stalagmite. It is punctured with a loud hissing of released air.

CUT TO:

THE MONSTER

whips around the cave like a balloon deflating, LION-O still hanging onto the neck, his body whipped this way and that.

LION-O
WooooOOOOOOAHHH ...

CUT TO:

LION-O

is slammed against the cave wall. He lets go of the MONSTER.

LION-O
UMMPH! ...

He falls to the ground and lies unconscious.

CUT TO:

THE SPINDLY GRAY LEGS IN THE FOREGROUND

moving cautiously towards LION-O's still form in the BACKGROUND. A murmur of voices.

CUT TO:

SHOT FRAMING LION-O'S HEAD AND CHEST - POV ABOVE

Spindly gray arms COME INTO THE FRAME from all sides, touch LION-O tentatively. They speak in light whispery voices.

VOICES (VO)

Look! Do you see?

Yes! ...

An Over-Earthman!

Yes! An Overlord!

LION-O's eyes open. A beat as he becomes aware of the hands touching him. He sits up with a start, brushes the hands away from him.

LION-O

Hey! What's going on?!

CUT TO:

FULL SHOT

LION-O stands, surrounded by the CAVE DWELLERS. They stand about chest-high to him, bald, small indistinct features except for their eyes, which are very large, a thin rim of yellow iris around large black pupils. Their skins are pale gray, their limbs spindly, all in all very fragile looking.

LION-O

Who are you?!

They pull at him, try to lead him off.

CAVE DWELLERS

... Look! Look at his eyes!

... Yes! Over-Earth eyes!

(anticipatory murmurs
from the others)

LION-O

Look ... I'm in kind of a hurry ...

CUT TO:

CAVE WALL

They have led LION-O to a largish niche in the cave wall. In front of it is a stone altar, upon which rests a large tome, dusty and tattered. SOME of the CAVE DWELLERS pull him by the arms, OTHERS push him towards the altar.

CAVE DWELLERS

Here, teller! ...

Your place is here ...

LION-O

(takes a hard look
at the altar)

Hold it! That looks a lot like a
sacrificial altar!!

DWELLER
Can you read, Over-Earthman?

LION-O
Huh? Well, sure I can read,
but ...

CUT TO:

INT: CAVE - FULL SHOT

Crude shelves have been cut into the walls on all sides,
and books of all sizes are crammed on them, old, dusty.

DWELLER gestures at them.

DWELLER
You will read to us, Over-
Earthman!

LION-O
(frowns, puzzled)
Why don't you read them your-
selves?

The DWELLERS crowd in on him, looking mean.

DWELLERS
One needs light to read ...
Our eyes can no longer bear the light ...
... Because of you and your kind! ...

LION-O
Because of me?!

LION-O makes to push through them. Hands grasp his wrists,
arms, chest, shoulders. Sparks crackle where they touch.

LION-O
YAHHHH ...

DWELLERS
(threateningly)
A mild shock, Over-Earthman ...
We can do worse ...
Much worse ...
Your kind forced our ancestors to
hide in these caves!

LION-O
(angry)
My kind?!

DWELLERS

The Overlords! They feared our books! ...
 ... They sought to destroy them!
 Now you will read to us until your
 eyes can no longer bear the light! ...

REPEAT SAME DWELLERS

... And then you will be one of us! ...
 ... Without Over-Earth eyes you must
 remain down here! ...
Forever!

LION-O

I don't want to hurt you --

LION-O starts to push past them. ONE or TWO grab him,
 larger sparks than before emanate from their touch. He
 flings them aside, not hurting them, still going forward,
 his face clenched in pain.

LION-O

OW! ... OOH!! ...

Other hands grab him. Larger sparks.

LION-O

AGHHH!! ...

He flings them aside as well, breaks free.

DWELLER

He's getting away!!

There is a sudden loud WHOOSH and the flash of a blast
 from behind LION-O.

DWELLER (VO)

Our books!!

CUT TO:

LION-O'S POV

as he turns. There is a smoking hole in the cave wall
 next to one of the shelves of books, some of the books
 damaged. The SKYCUTTER has banked and is coming out of
 a turn, low, threatening the DWELLERS between the
 SKYCUTTER and LION-O.

LION-O

(to Dwellers)

Get back!! It's me he's after!!

(he waves his arms)

Monkian!! Here!!

He looks over at the shelves as the books take another blast, then darts over to a clear area.

CUT TO:

POV BEHIND MONKIAN IN SKYCUTTER

LION-O SEEN small through the windshield running toward an open part of the cave.

MONKIAN
(evil hissing laugh)

...

A cannon blast hits near LION-O.

CUT TO:

LION-O

running toward an area thick with stalagmites and stalactites.

CUT TO:

LION-O

running TOWARD CAMERA between two tall, thick stalagmites in FOREGROUND, the SKYCUTTER looming up toward him in BACKGROUND.

At the last moment the SKYCUTTER's wings tilt and it goes through the gap sideways, narrowly missing the sides of the stalagmites.

CUT TO:

THE SKYCUTTER

banks and turns, comes back at LION-O, the cannons firing. LION-O darts away from the blast. FRAME SHAKES.

CUT TO:

CLOSE UP - STALACTITE ON ROOF OF CAVE

vibrating. About 3/4 of it snaps off and falls off.

CUT TO:

STALACTITE

falling on MONKIAN in the SKYCUTTER.

MONKIAN

YAHHHH!! ...

CAMERA PULLS BACK TO SHOW MONKIAN clutching his head with one hand. The SKYCUTTER dips, one of the wings scrapes the ground. It whips around facing away from LION-O.

CUT TO:

MONKIAN

frantically working the controls as the SKYCUTTER nears the ground. Suddenly the wings come down, the wheels lower. It hits the ground hard but safely, except that the jet exhausts sputter. The SKYCUTTER lurches forward uncertainly then bounces off at a fair speed, away from LION-O.

LION-O breaks into a run, in a different direction from the SKYCUTTER.

DISSOLVE TO:

INT: CATS' LAIR - CONTROL ROOM - DAY

PANTHRO, CHEETARA and SNARF watching the video diagram. LION-O's dot is on the main trail. WILYKAT's and WILYKIT's are considerably ahead, but on one of the convoluted paths off the main trail.

SNARF

(excitedly)

Lion-O's back on the track!

PANTHRO

But look ... Wilykat and Wilykit are off in one of the side caves ...

SNARF

Snarf! Another underhand trick!

CHEETARA

They're only doing what they're supposed to, Snarf.

SNARF

But why do they have to do it so good ... snarf, snarf?

INT: MAZE OF INFINITY - DAY
LONG SHOT - WILYKAT & WILYKIT

their figures tiny, in the massive cave.

ZOOM IN: They look this way and that, puzzled.

WILYKAT
How can we be lost?! We explored
every inch of these caves!

CUT TO:

CLOSER SHOT

WILYKIT
Well, it sure looks like we missed
a few inches! Look at this place!
It must go on for miles!

WILYKAT
Yeah, but we got in here somehow
and we'll get out somehow! ...

He sits down on a rock. There is a crevice in the wall
behind him. Just within is what appears to be a large
fungus, actually the closed mouth of the CAVE SERPENT.

WILYKIT
How can you rest?! Are you
forgetting the Trials? Could you
you ever face Lion-O again if
he felt you let him win! Let's
move!

The SERPENT's lips behind WILYKAT move, but don't yet
open.

WILYKAT
OK, Kit ...

The SERPENT's mouth suddenly opens wide. It is large
enough to swallow WILYKAT whole. He doesn't see it.

CUT TO:

CLOSE UP - WILYKIT

aghast.

WILYKIT
LOOK OUT, WILYKAT!!

WILYKIT yanks him out of the SERPENT's way. Its momentum
carries the rest of its body slithering past him.

CUT TO:

WILYKAT & WILYKIT

They watch as the SERPENT slithers in and around the
stalagmites, turns and comes back at them.

They run into an adjacent cave. Water drips from the ceiling here, they splash through puddles. The SERPENT is in hot pursuit. They climb stalagmites, it arcs up after them, they slide down, run, duck around stalagmites, the SERPENT whips around after them. They run along the edge of a chasm, a fiery glow emanating from below. The ceiling above still drips, forming puddles. WILYKAT suddenly trips, falls into a puddle with a splash. The SERPENT is directly behind him, closing in at full speed. WILYKAT looks behind him in terror.

CUT TO:

CLOSE UP - WILYKIT

terrified.

WILYKIT

Wilykat!!

CUT TO:

WILYKAT

The SERPENT is closer.

WILYKAT

Keep going, Kit! I ... can't
make it ...

CUT TO:

CLOSE UP - STALACTITE ON CAVE ROOF

A drop of water drips off its tip. CAMERA FOLLOWS the drop down as it falls directly at WILYKAT. He is on the verge of being engulfed by the SERPENT.

QUICK CUT TO:

CLOSE UP - THE DROP OF WATER

hits a capsule on the back of WILYKAT's belt. It immediately starts to smoke.

QUICK CUT TO:

FULL SHOT

The same prehistoric-type MONSTER (as before) explodes and expands. The SERPENT rears back, its rear portion slithers off the edge of the fiery chasm. It tries to hang on to the lip of the ledge, its feet scrabbling,

but the bulk of its body is over the edge and its weight carries the rest of it over and down.

SERPENT

GGGRRROOOOOOooooooo ...

CUT TO:

WILYKAT

still attached to the MONSTER by his belt, tries to free himself as the MONSTER, still expanding, rears up. WILYKAT's thrashing movements jam its neck up against a stalactite, which punctures it. Loud hissing noise. It zips around the cave like a balloon deflating, carrying WILYKAT along with it. WILYKIT jumps up at him as he whips past her, trying to grab his legs.

WILYKIT

(screams)

I'll catch you, Wilykat! Hang on!!

WILYKAT

(screams)

I can't ... help hanging on! I'm trying to ... let go!!

The deflating MONSTER carries WILYKAT past the ledge, over the fiery chasm.

WILYKAT

oooohhhhhHHHHH ...

WILYKIT grabs WILYKAT's ankles as he goes over the edge. This is enough to pull him loose from the deflating MONSTER, but they BOTH drop down into the chasm.

WILYKIT

GOT'CHA!!

(looks down, gulps)

YIIIIIIiiiiiii ...

CUT TO:

WILYKAT

grabs onto a projection in the wall. WILYKIT, still hanging on to his ankles, swings down to a ledge. Fiery glow from the chasm below them. Heat waves rise. WILYKIT tries to climb back up. Her hand slides off.

WILYKIT

I ... I can't get a handhold,
Wilykat ...

WILYKAT
Me neither ... Wall's covered
with some kind of moss ... Too
slippery ...

CUT TO:

CLOSE UP - WILYKIT

She looks down, her face bottom-lit by the fiery glow.

WILYKIT
... Getting kind of hot, Wilykat ...

CAMERA PANS UP TO WILYKAT hanging on to his projection.

WILYKIT
Yeah ...

ANGLE ON - LION-O

toward the end of the MAZE OF INFINITY.

HE LOOKS UP AND SEES:

the MAZE's exit. Beyond it is a large, sunlit tree.

LION-O (VO)
That tree! The finish line.
Just a few more steps.

WILYKAT & WILYKIT (VO)
(very faint)
Help! Help us! Lion-O! Help!

LION-O turns sharply.

LION-O
Wilykat and Wilykit? Sounds like
they're in trouble.
(he smiles broadly)
Another trick!
(he laughs)

He heads for the exit.

WILYKAT & WILYKIT (VO)
(as before)
Help ... Lion-O ... Hurry ...
Please ...

LION-O stops -- halfway to the tree.

LION-O
(frowns)
... But what if they're really
in some kind of danger?

CUT TO:

WILYKAT & WILYKIT

clinging to the wall, the cavern floor above them, the
cave beyond. Fiery glow illuminating them from below.
LION-O comes running up above them.

LION-O
Wilykat! Kit!

WILYKAT
Here, Lion-O ...

WILYKIT
Down here ...

CUT TO:

LION-O

peering down at them over the edge.

LION-O
Hang tough!

He lowers himself over the edge, his hands partly on the
rocky lip, partly on the green mossy stuff.

LION-O
... grab my ankle, Wilykat ...

CUT TO:

WILYKAT

reaching for LION-O's ankle, his fingers stretching, almost
touching.

WILYKAT
Not ... quite ... Lion-O ...

CUT TO:

LION-O

tries to get a handhold lower on the cliff's mossy stuff,
succeeds.

LION-O
I'll try to get a bit ... lower ...

CUT TO:

FULL SHOT

WILYKAT grabbing LION-O's ankle, WILYKIT on the ledge below.

WILYKAT
Got it!!

CUT TO:

CLOSE UP - LION-O'S HAND

on the moss. It slips off.

LION-O (VO)
Slippery ...

CAMERA PULLS BACK TO SLIGHTLY FULLER SHOT. The other hand loses its grip on the ledge. Both are in the air.

LION-O (VO)
I can't hang on!!

Suddenly thick gray hands grasp LION-O's wrists, forearms.

CUT TO:

POV FROM BELOW LION-O'S HEAD

LOOKING UP at DWELLERS. OTHERS have climbed down over the edge head-first, have him under the armpits.

LION-O
You!!

DWELLERS
We heard the cries ...
We'll help your friends ...
You helped us ...
You saved our books ...

CUT TO:

THE DWELLERS

climbing down the wall head-first. Their eyes are squeezed shut against the glow below, and they move quickly, forming a human chain. The DWELLER furthestmost down approaches WILYKAT, who has let go of LION-O's ankle.

CUT TO:

THE FURTHERMOST DWELLER

his eyes squeezed shut, reaches his arms toward WILYKAT.
Their hands are almost touching.

DWELLER

Are my hands close to yours?

WILYKAT

Y-yes ... Just a few inches more ...

The DWELLER turns his head, calls upward.

DWELLER

A bit lower! ...

His hands come closer to WILYKAT's, they touch, he feels
around the way a blind man would, grasps WILYKAT's wrists.

DWELLER

I have him! Pull us up!

The DWELLER and WILYKAT begin to be pulled up OUT OF THE
FRAME.

CUT TO:

LION-O'S POV

on the cavern floor facing the chasm. He takes WILYKAT
off the DWELLERS' hands as they help him up over the edge.

WILYKAT

Kit ... is still down there,
Lion-O ...

The DWELLER looks up at LION-O, eyes still squeezed pain-
fully shut, tears rolling down his cheeks.

DWELLER

We'll get her!

LION-O is shocked. Looks at the OTHER DWELLERS, who are
in the same condition or worse.

LION-O

Your eyes! You've hurt them!

DWELLERS

They'll be all right ...
We kept them shut ...
We'll save your other friend ...

LION-O

No! You might damage your eyes
for good!

(to Wilykat)

Do you still have your lariat,
Wilykat?

WILYKAT loosens the lariat from around his waist, pulls
the coiled rope over his head.

WILYKAT

Yes ...

He hands the coil to LION-O.

CUT TO:

LION-O & THE OTHERS

on the cavern floor, looking down at WILYKIT on her
ledge below, still clinging to the wall. LION-O swings
the lariat. It loops down close to her.

LION-O

(shouts)

Kit! When the catch the lariat,
loop it under your arms!

WILYKIT

All right, Lion-O ...

CUT TO:

WILYKIT

clinging to the wall with one hand as she reaches out with
the other. The noose of the lariat swings by, she makes
a grab for it, but misses.

WILYKIT

S-swing it closer ...

LION-O (VO)

All right! Here it comes again!

The noose swings by again. She makes a desperate lunge
for it, grabs it.

WILYKIT (contd)

I've got it, Lion-O!

LION-O (VO)

Good! ...

CUT TO:

MEDIUM SHOT - WILYKIT

the noose under her arms, being hoisted up.

LION-O (VO)
... Hang on, now! ...

CUT TO:

WILYKAT

helping LION-O pull the noose over WILYKIT's head. The DWELLERS' eyes are now partially open, but still looking sore.

WILYKAT looks at DWELLERS.

WILYKAT
Who are these people, Lion-O?

LION-O
Uh ... Friends of mine ... I
guess ...

CUT TO:

WILYKAT & WILYKIT

VERY IMPORTANT: WILYKAT and WILYKIT are facing CAMERA. They talk to LION-O, who is between and behind them, over their shoulders. He appears to have his hands on the smalls of their backs in a friendly fashion. He is actually tying ropes to the backs of their belts. This is unseen as yet.

WILYKAT
(astonished)
You stopped to make friends?

WILYKIT
(same)
... And risked failing your
Anointment Trials?

LION-O
I didn't plan it that way, but
it turns out you can't have too
many friends ... As you two found
out!

WILYKAT
(slying, a side glance
at Lion-O)
Did you get to the tree?

LION-O

Well -- almost -- then I heard
your calls and --

WILYKAT

Then ...

WILYKAT exchanges glances with WILYKIT. She nods.

WILYKAT

... You haven't beat us yet!!

WILYKAT and WILYKIT take off like bullets, running for the entrance, which is now visible. LION-O starts to trot after them, smiling slightly, strangely unconcerned.

CUT TO:

MEDIUM CLOSE UP - THE LARIAT

minus the noose, around the bottom of a stalagmite (not looped) leading to two tangles of rope on either side of it. Both sides begin to untangle as they are pulled OFF SCREEN to the right. CAMERA FOLLOWS both ropes as they wiggle past LION-O trotting, then to WILYKAT and WILYKIT, where the ropes ARE NOW SEEN tied to the backs of their belts.

QUICK CUT TO:

BOTH SIDES OF THE ROPE

being pulled taut around the stalagmite.

QUICK CUT TO:

THE ROPES

going taut on WILYKAT's and WILYKIT's belts. They are jerked off their feet, do comedy pratfalls. LION-O calmly trots past them.

WILYKAT & WILYKIT

(furious)

You tricked us!!

LION-O doesn't look at them, keeps going.

LION-O

(amused)

Yep. It's been a trick for trick
all day ... but it's the last
trick that wins the game!

LION-O passes OUT OF THE FRAME, CAMERA CLOSES IN ON WILYKAT and WILYKIT, still sprawled on the floor.

WILYKIT
(amused chagrin)
... And we were worried about
him!

They BOTH laugh, hug each other.

WILYKAT
Only two more trials to go, and
we'll have a properly anointed
Lord of the Thundercats!!

FADE OUT.

END PART TWO

TIME: _____

EPILOGUE

FADE IN:

INT: CATS' LAIR - MAIN CHAMBER - DAY

The arrangement of the Sword, Robe and Coronet as in previous episodes. PANTHRO, CHEETARA and SNARF look at it expectantly. No music BACKGROUND. They turn to the telescreen.

CHEETARA

Panthro! The screen's gone dead!!

PANTHRO

... And no signal from the Sword.

SNARF

Does that mean ...

PANTHRO

... That Lion-O failed the Wilykats' trial? Probably.

CHEETARA

Well ... If he couldn't defeat the Wilykats, he wouldn't have had much chance against Tygra's Mind Power ...

PANTHRO

I wasn't crazy about Lion-O's chances against Tygra even if he had beaten the Wilykats.

SNARF

(pointing out the window, orange glow)
Hey! C'mon, you guys! We don't know that he lost.

CUT TO:

EXT: CAVE

LION-O, hands on hips, outside the cave watching the entrance. WILYKAT and WILYKIT emerge, see LION-O.

WILYKAT

(puzzled)
What is it, Lion-O? Isn't the trial over?

LION-O

Not quite.

KIT

Oh!

WILYKIT points to WILYKAT's insignia.

WILYKAT

Our insignias!!

LION-O

(smiles)

Exactly.

They remove their THUNDERCAT insignias, hold them out to LION-O.

CUT TO:

CLOSE UP - THE INSIGNIA

being placed in LION-O's hands. Just as they touch his palms, they begin to glow.

DISSOLVE TO:

INT: CATS' LAIR - MAIN CHAMBER - DAY

The EYE OF THUNDERA, its lids opening, the Eye glowing, the THUNDERCAT roar begins, the Eye flashes more brightly, the THUNDERCAT roar full up.

CHEETARA (VO)

Panthro! Snarf! The Sword!!

The Sword grows to its magic shape.

CUT TO:

PANTHRO, SNARF & CHEETARA

happily looking at the Sword.

PANTHRO

He did it! Lion-O did it!!

SNARF

(smugly)

I knew he would. Knew it all along. Look out, Tygra!!

FADE OUT.

END EPILOGUE

TIME: _____