

Kevin Eastman

T M N T

by

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A handwritten signature in black ink, appearing to read 'Kevin Eastman', with a long horizontal line extending to the right.

FADE IN...

EXT. NEW YORK SKYLINE - TWILIGHT

The Big Apple in its traditional glory. A card reads--

"NEW YORK CITY"

IN THE FOREGROUND, eight hundred feet high, an OFFICE WINDOW opens. A MAN is standing on the sill.

He gazes down and... steps off.

Desperate hands fly out, snatch him by the ankles. He is saved, but from his pocket falls -- a half-eaten package of REESE'S CUPS.

PLUNGE WITH THE FALLING CANDY, as it races down the floors, turning slowly against the blurred background, until we read: "REESE'S SQUIDBUTTER CUPS." What--??

SPLAT. The Squidbutters slap onto the sidewalk--

--and are instantly consumed by RAVENOUS HYENAS... on leashes.
PULL BACK TO REVEAL--

EXT. AN IMMENSELY CROWDED TIMES SQUARE - EVENING

The HYENAS are pets. Taxi cabs are rickshaws with their RUNNERS locked inside mesh cages. And on every corner, MIME-FACED MUGGERS don't bother to hide as they demand "credit tubes" at gun-point.

In other words, this is an ordinary evening--

"--IN THE PARALLEL DIMENSION"

Darting in an alley--

A STRANGE CLOAKED FIGURE, silent, shadowy. The Figure moves with deadly purpose.

When the Figure slides behind the NEW YORK PUBLIC LIBRARY POWER PLANT, where CITIZENS bring in armloads of books, we lose him.

SWEEP UP, hunting for the Cloaked Figure, and see the massive power stacks where defunct books are converted to electricity ...and billowing city smoke.

MOVE PAST a group of CHILDREN in ill-fitting uniforms, herded by MILITANT TEACHERS, passing under the shadow of...

THE EMPIRE BUILDING BUILDING, a fortress whose upper windows are slits, and from whose spire, searchlights probe and batteries of black-snouted anti-aircraft guns hunt through the sky.

Another glimpse of the Cloaked Figure--

He cuts through CENTRAL DUMP -- the giant, festering landfill in the heart of the city -- and comes out at the broken wharf under the DIVIDED NATIONS HEADQUARTERS.

The Cloaked Figure crawls into a rotting dory, pushes out into the stinking waters of the harbor, ghosts through the vile hydrocarbon mist.

Ahead, looming in the thick atmosphere -- the STATUE OF TYRANNY, trampling all who dare oppose her.

The Cloaked Figure pauses, then sculls forward to Hellish Island, the one-time deportation center that's been converted into an evil stronghold for the indomitable criminal -- MASTER SPYDER.

EXT. HELLISH ISLAND - NIGHT

Searchlights comb putrescent waters. Vicious befezzed MONKEYS SCREECH, held at bay by dirty, cyber-enhanced GUARDS.

The bow of the dory noses to a stop in the mud. The guards instantly spin, weapons ready--

CYBER-GUARD
Visitors not welcome!

Exploding bullets reduce the dory to splinters. But the guards are disappointed to see that the sinking wreckage... is empty.

TWO HUNDRED YARDS downshore, the CLOAKED FIGURE crawls from the sewage infested water. A passing SEARCHLIGHT flashes his face - he's a TURTLE, but the likes of which we've never seen...

He darts away again, straight for the fenestrated battlements of this dark and craggy fortress...

INT. HELLISH ISLAND - SPYDER'S WAR ROOM - NIGHT

In a vaulted stone chamber, dripping with slime and chains, MASTER SPYDER, lord of Hellish Island, stalks, provoked.

He is tall, quick and bristling with ELECTRONIC and MECHANICAL "enhancements"... grafted directly to his flesh.

Steel rods protrude from his limbs, meshing him with an external interchangeable MECHANICAL MUSCULATURE that gives him exceptional speed and strength. Most riveting--

His HALF-MOON CROWN permanently fused to the back of his cranium, from where signals fire like hi-speed optical blood, pulsing down through twisted fiber optic bundles, into the nexus of a hexagonal CHESTPLATE--

Then course via finer cables to every vital point of his electro-mechanical EXO-BODY --

...to WICKED SPURS on his elbows ...to MAGNETIC RAMS reinforcing his sinewy legs ...to scattered PLATES OF CERAMIC-COMPOSITE ARMOR ...to THERMODYNAMIC RUBBER BOOTS ...to a sophisticated MULTI-SPECTRAL IMAGING CELL that augments his vision.

SPYDER

Today... should be the happiest
day of my life. But--

He glares at his--

FOUR MAIN MINIONS, who've obviously just been through a hell of a fight. These "TECHNOGRAFTS" are each a specialized tool in Spyder's personal guard:

A TALL, COOL GUY with a violent mohawk jutting through his headpiece, and fiber optic fangs winking beneath his grin--

A SCARY, HULKING BRUTE whose left arm has been converted into a nickel-steel mallet--

A STUBBY, HEAVILY MECHANIZED MAN who is the worker drone of the group, studded with welding and cutting tools, bristling with power downlinks. And finally--

A CYBERNETIC FEMME FATALE. Even with the most subtle of exo-structures, she is clearly dressed to kill.

But under their Master's scrutiny, they grow uneasy.

SPYDER

My honor remains stained!

He swoops down and snatches up the lifeless figure of a MAN-SIZED RAT. Can it be... Splinter--??

Spyder shoves the lifeless Rat towards his Minions. In a grotesque parody of a ventriloquist, he makes the Rat "talk."

SPYDER

"What have we here...?"

Spyder "walks" the dead Rat Master to the first of three huddled forms on the floor. They look terribly like--

SPYDER
 "One dead Turtle."
 (to the next)
 "Two dead Turtles."
 (and again)
 "Three dead Turtles..."

Spyder hurls the Rat Master aside, roars at his cringing Technografts--

SPYDER
 DO THE MATH!!! There should be
four dead Turtles!

Spyder turns his back on the Minions, gazing at--

A THROBBING WARP BOMB MODULE. It's a machine of fantastic complexity, circuits and capacitors humming with power. At the very center, a glowing orb throbs with an ominous resonance.

SPYDER
 I'm on the verge of inaugurating a
 new Dawn of Reprehensible
 Domination, but how can I enjoy it
 knowing that there's still one
 more...
 (clenching teeth)
 Turtle.

He turns, advancing on his Minions.

SPYDER
 Find it and kill it. I don't care
 how long it takes, I don't care how
 many petty crimes you have to pass
 up, just bring me the head of that
 Turtle!

VOICE (O.S.)
 The only head on tonight's menu--

The STRANGE, CLOAKED TURTLE swoops down, landing before Spyder with his hooked javelin drawn.

STRANGE TURTLE
 --is yours.

SPYDER
 (teeth gnashing)
 Kirby...

With a fury born of vengeance, Kirby attacks. The tip of his kamayari javelin whickers through the air, reaching for the center of Spyder's breastplate.

But Spyder's computer enhanced synapses fire and Spyder flashes out of the way with unbelievable speed. His Minions converge on the lone Turtle, attacking him from all sides.

Kirby spins, slashing, but now the doors have opened and more guards are flooding in. As he falls back, kicking, one of the guard's blows accidentally strikes the Warp Bomb Module.

Furious, Spyder snaps around, menacing the guard.

SPYDER

The Turtle! Not my machine!

But Kirby's heard enough -- hooking his javelin into a dangling chain, he vaults over the heads of the Minions, landing atop the Warp Bomb Module.

Spyder steps forward, smirking at Kirby.

SPYDER

(withering sarcasm)

Well done, you amphibious baboon!
Now don't stub your toes. You're
dancing over 180 kilojoules of raw
power.

Kirby looks down through the nest of cables to the throbbing power center of the device. But instead of fear, his determination intensifies.

Spyder sees this, and for the first time, his voice is laced with sudden concern.

SPYDER

Touch the orb, Turtle, and we all
die.

Kirby raises his javelin.

KIRBY

At least I will die--

His merciless eyes never leave Spyder's face.

KIRBY

--with honor.

Kirby slams his kamayari's steel tip into the heart of the glowing orb.

For an instant, Spyder's shocked expression is etched by a blinding flash. Then a terrible sound, a deep, subsonic rending that is consumed by--

A DEVASTATING IMPLOSION. Space fractures, its unravelling coils snaking around the hapless figure of Kirby. Before he can catch his last breath, he is catapulted screaming into the mouth of this--

QUANTUM MAELSTROM. A thunder of hurtling colors.

When it's passed, there is a silent, black void, broken only by a gentle shower of dying ions...

MATCH DISSOLVE TO:

A GENTLY FALLING RAIN...

Washing clean the sidewalks of NEW YORK, our New York, landing in puddles which reflect the brightly lit window of KAME DOJO.

INT. KAME DOJO - NIGHT

On the simple wooden floors of this small karate studio, a BLACK-CLAD NINJA spars with three young STUDENTS.

For a moment, the Students get an advantage, but the ninja unsheathes a staff: one, two, three -- they're all down. One student, JOSH (8), jerks up, but the Ninja's staff hovers inches from his throat.

Josh rolls his eyes and grins--

JOSH
I know, I know, Sensei. Always
work as a team...

The Sensei pulls off a black mask, revealing -- APRIL O'NEIL.

APRIL
Exactly right. Teamwork is the
heart of Kame-Do.

Since we've last seen her, April's become, in her own right, a martial artist, a minor Master of Kame-Do, or as the painted wall tells us, "The Way Of The Turtle."

Smiling, she helps the boys to their feet. As they brush off and bow, it becomes apparent that they all have terrible crushes on her.

She shoos them off to the lockers and they reluctantly go, trading jokes and punches.

When they're gone, April's smile fades. She looks out into the rainy dusk, through her front window painted with an image of a TURTLE--

Something that has nothing to do with her students is deeply bothering her...

EXT. KAME DOJO - NIGHT

In her street clothes, April starts to the subway. Josh catches up.

JOSH

Hey! It's pizza night at my house, I'm sure there's enough if you want to... uh...

APRIL

Thanks, Josh. But I'm gonna pack it in early.

Josh looks glumly down.

JOSH

You went to Ted's house last week...

April stops, touched by the sensitivity of his feelings.

APRIL

Let you in on a secret. Ted's mom just nukes yesterday's leftovers.

But Josh is too lovelorn to smile at her joke. April decides to tell him the truth.

APRIL

Well, if you really want to know what's going on...

Josh's spirits lift a little.

APRIL

The four founders of our dojo. It's been exactly a year since they disappeared and... I miss them.

Josh studies her, wondering if he can ask a question that has long intrigued him.

JOSH

Sensei...? The founders. They're not like--

He searches for the discreet word...

JOSH
 --unusual or anything, are they...?

Even in her current state, April doesn't miss a beat.

APRIL
 No. They're just my friends.

JOSH
 If they're friends, they'll come back.

Josh's guileless confidence brings a smile to April's face. She gives him a one-armed hug.

APRIL
 Some of my friends are right here.

She turns and descends into the subway, leaving Josh behind her -- still glowing from the hug.

CUT TO:

INT. SUBWAY TRAIN

Strap-hanging on a crowded subway, April is lost in thought. So lost, that she doesn't notice an OBNOXIOUS TEENAGER moving closer to her with a crooked grin.

TEENAGER
 Did you know the ancients navigated by tasting the seas and counting the stars?

He grins amiably at her. April looks coldly back.

TEENAGER
 Fukuoka!

Disgusted, April moves to a new strap. The Teenager follows.

TEENAGER
 That's where the ancients came from. You know... Fukuoka, Japan.

Another goofy grin. April can't figure out what this dork's damage is, but she's not staying to find out. She moves again.

TEENAGER
 (following)
 You're into ancient Asian mysteries, aren't you...?

April turns, doing a slow burn.

APRIL

Open your mouth once more...

The Teenager mocks fear then, deliberately, opens his mouth. With blinding speed, April reaches for him--

But he's not there.

He hasn't just avoided her blow, but seems to have completely vanished in the crowd. Astonished, April's still looking for him when the train pulls into her station.

INT. SUBWAY STATION

Perplexed, April heads for the station exit.

TEENAGER (O.S.)

Cool move...

April spins in time to see the train pulling out, the goofy Teenager at the door.

TEENAGER

...April.

He flashes the ritual Vulcan hand greeting and then he's gone. April blinks; how could he know her name?

April shakes her head, starts up the stairs, but can't get his face out of her mind...

EXT. TRIBECA STREET - NIGHT

April stops in the middle of a quiet sidestreet. She looks both ways, sees that she is alone.

Kneeling, she slides open a manhole cover, wrinkles her nose at the smell, and slips into--

INT. A SEWER

April picks her way through the jetsam, following a long disused path that leads to...

THE DOOR OF THE OLD TURTLE LAIR

Sadly, it is dark and silent, empty as always. She creaks open the door, flips on the light... and tenses--

INSIDE THE LAIR

On the dusty couch, is the strange Teenager -- with a piece of hot pizza in his mouth. April instantly drops into fighting stance.

TEENAGER

Bodacious Doko No Kamae pose, babe!
But shelve all hostility. I just
wanted to say that--

Without bothering to stand, the Teenager stops chewing and,
still grinning...

...turns completely green.

April's jaw drops. The Teenager...

...sucks his hair back into his head.

April's eyes bulge out. The Teenager...

...snaps into -- MICHAELANGELO!

Before April can breathe, RAPH drops from the ceiling, LEONARDO
pops down with a falling Murphy bed, DON snickers from beneath a
lampshade beside April, and SPLINTER emerges from the shadows.

MICHAELANGELO

--we're back!

Whether it's their sudden appearance, or Don's strange glowing
GOGGLES, or Michaelangelo's inexplicable transformation -- it's
all too much for April -- she stammers, stutters, turns away.

THE TURTLES look at each other, stopped cold -- genuinely
shocked that they've hurt "Mom." They turn to Splinter for
help. But he wags a reproachful claw at them--

SPLINTER

I warned you.

The leery Turtles push Leo forward as their envoy. Leo
carefully taps April on the shoulder. She spins on him,
furious.

APRIL

August 22. One year ago. I go out
to get sixteen extra spicy egg
rolls -- that you ordered -- and
when I get back -- no one's here!

But she's not just talking, she's advancing, driving all the
Turtles back. Splinter eyes her technique with approval.

APRIL

How can you be so selfish! You
don't just up and walk out on your
friend! You didn't even send me a
postcard for my birthday! Do you
have any idea--

The Turtles are now pressed against the wall, helpless before her anger. But her anger... dissipates.

APRIL
...how worried I was?

Realizing the storm is over, the Turtles all start trying to reassure her, apologize, joke -- an indecipherable babble.

APRIL
Wait. Stop. Stop!

They do. She jabs a finger towards Michaelangelo.

APRIL
What happened... to you?

Mike hesitates, looking at his brothers. Splinter steps closer.

SPLINTER
It happened to all of them.

LEO
It was the mutagen. The thing that originally transformed us.

DON
It was still in our bodies. We were mutating. Again.

MIKE
When it started, we didn't know what was going on. We were losing control.

RAPH
But Splinter knew someone in Japan who could help us.

APRIL
Help you to do what?

The Turtles look at each other. They might as well show her.

Raph raises his hands, stretches his three fingers and...
ZZZZAAPP!!!

His stubby Turtle digits transform into WICKED TALONS. And one second later, his entire body has become a sleek, deadly RAPTOR TURTLE.

As April gapes, the plates of Leo's shell suddenly pulse with light. A wave of incandescence sweeps over his entire body, leaving his skin like armor. Leonardo is a HARDSHELL.

April darts a quick glance at Mike, discovering that he has once again DUDEMORPHED. Almost afraid of what will happen next, April turns to Don.

Tentative, Don removes his strange Goggles, handing them to April. She looks through the thick optics, then at Don, who's squinting back at her.

DON

My eyes mutated. Not exactly what I hoped for...

LEO

But Don knows things. He's got... inner vision.

Amazed, barely understanding, April hands the Goggles back to Don.

DON

That's why we came back. We weren't really ready, but I had a sense, that you were in trouble.

Splinter and all the Turtles come close around April, concerned. She looks at their worried expressions, touched.

APRIL

You came back, because of me...?

SPLINTER

(somber)

Tell us. What is wrong?

As she looks at the five faces of her lost family, she finally relaxes.

APRIL

Now that you're back? Not a thing.

April breaks into a wide smile. Reaching out, she embraces them all.

Relieved and reunited, the Turtles hoist April up. She surprises them by somersaulting down, and soon they're tussling, laughing, just like old times...

CUT TO:

INT. A MUSTY STONE CHAMBER - NIGHT

Kirby, the strange Turtle from the Alternate Dimension, lies groaning on the cold paving stones. He comes to. Suddenly on the defensive, his fingers lock around his javelin. He lurches to his feet.

Kirby's ready to fight, but...

No one's there.

IN A HALLWAY

Struggling against his disorientation, Kirby rushes into the hall. Moving quickly through the dark passages, he searches for Spyder and his Minions, burning to renew the attack.

He hears a hushed voice. Kirby leaps around the corner, ready to strike. But he's looking at the silhouettes of a YOUNG COUPLE, caught in the middle of a kiss.

When they look up, Kirby has vanished, the only sign of his passage a pair of open shutters on the window.

EXT. ELLIS ISLAND - NIGHT

Now utterly confused, Kirby stares up at the window, trying to make sense of what he just saw. Quickly checking his surroundings, he stops cold.

Across the shining moonlit harbor stands the Statue of...

Liberty? Kirby turns again. And now he sees that what should be Spyder's threatening fortress is in fact "Ellis Island National Historical Park."

The peace and calm couldn't be more alarming to Kirby. He spins towards the glittering skyline of our New York City--

KIRBY

Where am I?!

CUT TO:

INT. SPYDER'S FORTRESS - WAR ROOM - NIGHT

While the majority of his Minions keep a wary distance, Spyder stands dangerously close to his arcing Warp Bomb Module. But he's not looking at the damaged machine. He's scowling incredulously at--

A RIP IN THE TIME/SPACE CONTINUUM

Located exactly where the glowing orb once was, the shifting "portal" gives occasional glimpses of Kirby's fleeing back...

SPYDER

(outraged)

He's... alive?

Spyder grabs a hapless Minion.

SPYDER
Fetch me a Turtle, win a prize.

Spyder shoves him into the portal. There is a quantum thunderflash and... the minion blows up.

The hulking Technograft approaches, his childlike curiosity piqued by the manner of the minion's demise.

HULKING TECHNOGRAFT
Boom...?

SPYDER
(hugely pissed)
Yes, Mr. Crunch. Boom.

Exasperated, Spyder is forced to watch through the shifting portal as Kirby slips into the harbor waters and vanishes.

Spyder, his rage escalating, turns from his machine to his remaining Minions. They... shift uncomfortably. St Elmo's fire crawls over Spyder's exo-fingers as he drums them on the shorting machine.

SPYDER
Though we seem to be experiencing certain technical difficulties... let me assure you, whoever's willing to follow this little green bunny down his interdimensional hole, will be the recipient of my sincerest...
(hunting the word)
...gratitude.

With an expression of forced beneficence, he turns to his Minions. No one's biting. Patience thinning, Spyder tries another tack.

SPYDER
Should that not be enough, I am prepared to offer a two week all expense paid survival trek across the State Of Las Vegas plus -- whatever you can plunder and pillage... from that.

His finger stabs at the fluctuating time/space portal. His Minions murmur, enticed. But the FEMME FATALE TECHNOGRAFT pushes them aside and struts up to Spyder, her eyes gleaming behind her catlike exo-mask.

MISS D
Tune up that toy, Master Spyder... and I'll be your man.

She tosses him a flirtatious glance that wouldn't be out of place on a Black Widow. Spyder... likes it. With a wad of black chewing gum, he plugs a sparking energy leak in the machine.

SPYDER

You, Miss D, have my special dispensation to rip that alternate little world... all to shreds.

The Tall Cool Technograft bristles with jealousy.

TALL COOL TECHNOGRAFT

How come she always gets the special dispensations?

Spyder comes towards him with a witheringly sarcastic smile.

SPYDER

Because, Howard De Lyon -- she's got... moxie.

TALL COOL TECHNOGRAFT

(a peevish attempt to preserve his dignity)

Bob, Master Spyder. We agreed my name is Bob.

But Spyder bristles, and Bob quickly retreats.

And Spyder, resisting the urge to obliterate all who, by their very existence, dishonor him--

--snatches a pneumatic wrench from the chest rack of the squat, mechanized Technograft, TONMAN.

Dragging TonMan like an ambulatory tool box, Spyder turns to his machine, engages all 452 points of his I.Q. on the repair job, and we--

CUT TO:

INT. OUR DIMENSION - TURTLE LAIR - NIGHT

Leo, Raph, Don and Mike carry in a BIRTHDAY CAKE bursting with sparklers. And they're singing a Turtle Barbershop Quartet--

FOUR TURTLES

...HAPPY BIRTHDAY DEAR APRIL--

Don stumbles. Raph swears. Mike slips. And they all go down. The cake catapults out of their hands, hissing across the room to land, with a sickening thud, directly atop--

Splinter's head. One fractured chunk teeters between the Rat Master's ears, its bent sparkler burning brightly.

FOUR TURTLES

(oh, shit...)

--Hap-py... birth. Day--

They stutter to a halt. Splinter suddenly snaps to his feet, his walking stick poised to strike.

MIKE

(sotto, to his
brothers)

Ninja... bail.

Instantly, the four Turtles are gone, leaving only the pattering of their departing feet. Splinter turns to face April.

His walking stick whirls, neatly snatches the remains of the cake from his pate and--

SPLINTER

(throaty singing)

--tooo, youuuuu...

Splinter delicately deposits the cake in front of April. Frosting on his whiskers, Splinter grins.

Touched, she takes the cake, and bows to him in gratitude. She looks over her shoulder at the place the Turtles vanished.

APRIL

Splinter? Where are they-- What are they gonna do... with these new powers?

SPLINTER

They will party on, April. As young boys are wont to do.

April and Splinter share a look, both rueful and indulgent. Then April dips her finger into the cake, tastes it. It's good. But what's better is that everyone's returned.

APRIL

Thanks for coming back.

Splinter's silent gaze replies in kind, and April kneels beside the Rat Master, and gently begins to clean the frosting from his fur...

CUT TO:

EXT. ROOFTOPS ABOVE TIMES SQUARE - NIGHT

Bounding across the rooftops, the four Turtles revel in the rising clamor of cars and voices, boom boxes and sirens.

LEO
Y'know... I never woulda guessed...
I missed the noise.

Don uses his staff to vault and roll through a tangle of live wires.

DON
And the buzz...

Laughing, his brothers follow until--

From below, a screech of brakes, and crunching cars, followed by angry voices. Raph leans on the parapet and tilts his head.

RAPH
That's what I miss...
(yelling at the
yellers)
You tell 'em, buddy!

Using a gargoyle as a diving board, they spring to the roof of the next building and, to their surprise, land in--

A Heap of Trash. The four Turtles are buried in wilted cabbage and rotting weenies.

LEO (O.S.)
(fondly)
Trash...

MIKE (O.S.)
Dig that crepuscular smell!

They erupt out of the filth, FULLY MORPHED. Grinning, RAPTOR RAPH vaults to the next building, his talons digging into the masonry. HARDSHELL LEO follows, DUDEMORPHED MIKE pulling a Bruce Lee Triple right behind him.

But Mike's made one too many flips, and he's not going to reach the other building. So, still in mid-air, he grabs Leo.

And now they're both not going to make it. Leo glowers over his shoulder.

LEO
Smooth move, Blondie.

"Blondie" gives Leo a sheepish smile and THWONK! They slap into the side of the building where Leo... sticks.

MIKE
 (teasing)
 Bitchen gluemorph, bud.

Mike climbs over Leo's head to safety on the roof. Leo, digging his fingers out of the cracks, follows, but before he can chide Mike, they all notice--

DON - STILL ON THE OTHER ROOF

Standing at the edge, looking off, he looks... momentarily perplexed. Something... somewhere... feels wrong.

THE OTHER TURTLES

They look at each other, misinterpreting his hesitation.

LEO
 If you can't make it, no damage,
 bro. We'll get you.

But Don, shaking off his fleeting sensation, takes three steps back from the edge. Brandishing his staff with a cry, he pole vaults across the chasm and over the heads of his brothers.

DON
 Not this year.

And once again, they're all bounding across the rooftops.

BUT FAR BELOW - ON THE FRINGES OF TIMES SQUARE

where Don was just searching...

Kirby is on the run. Disoriented, struck by passing lights, frantically dodging the crowds, Kirby darts from one hiding place to the next, finally backing into--

A SIDESTREET

He finds a tattered blanket, cloaks himself. But before he can duck into a shadow, a group of WELL-DRESSED PEOPLE emerge laughing from the neon haze of a blues club.

Caught between them and the hubbub of the Square, Kirby looks up, down and then stops--

He's standing on a manhole cover.

INT. SEWER PIPE

Kirby drops into the pipe, sliding the cover back into place just as high heels click across the metal. He turns, javelin ready, uncertain of what fresh hell is waiting.

In the dim light, something darts towards him. Kirby raises his kamayari to strike, but...

It's only a rat. It glances at Kirby, shrugs, and moves on. Which makes Kirby wonder...

KIRBY
(sardonic)
Smells like home...

He looks around, the darkness no longer filled with new terrors, but with things he might just know.

A little more at ease, Kirby works his way down the sewer pipe.

And then he stops. Like Don, he too seems to have a heightened intuition. And right now, alarms are ringing--

CUT TO:

THE INTERDIMENSIONAL VORTEX

bursting with COSMIC CRACKLING LIGHT. There's a horrible shudder and--

INT. ELLIS ISLAND - NIGHT

Something catapults out of nowhere, flies across the chamber and sticks a perfect landing...

...on spiked boots. MISS D brushes off the crawling static electricity, casually cracks her neck and, with no more than a glance at this new dimension, strides out.

EXT. ELLIS ISLAND SHORELINE - NIGHT

A GARBAGE BARGE is tied up at the dock, unloading dumpsters.

Two grungy redneck sanitation engineers, HOWARD and RUSH, are pushing a dumpster up the loading ramp, when they stop cold and look at each other

Turning back to the island, they lean debonairely on their dumpster, and whistle.

RUSH
Whoo, baby! Where's the costume party?

Miss D, walking down the ramp towards them, only smiles.

HOWARD
Can we come, too?

Miss D comes right up to them. Rush and Howard can't believe their good fortune. Miss D bats her eyes, beneath her exo-cat-mask.

The guys elbow each other.

But Howard catches sight of the wicked spurs on Miss D's epaulets. And Rush sees pulses of power surging through her exo-enhancements.

As their preservation instincts finally penetrate their sexual haze... Miss D smiles more.

Howard and Rush suddenly realize... they're in the wrong place. At the wrong time. Miss D stops smiling, and--

KA-BOOM! Howard and Rush are blown out of existence.

Miss D gives a sigh of satisfaction and strides past their smoldering hardhats, onto the garbage barge and pushes off, out into this new world...

EXT. THE BLUES CLUB SIDESTREET - NIGHT

Miss D is kneeling, holding in her hands the cover to the manhole Kirby escaped down.

MISS D
 (mock amazement)
 Gosh. What will that Turtle think
 of next?

Exo-muscles flexing, she tosses the manhole cover clear across the street. Her features harden with murderous intent.

MISS D
 Think fast, little Kirby...

She is already gone by the time an exiting BLUESMAN from the bar -- falls down the open manhole...

CUT TO:

INT. SEWER

Kirby, now moving at a fast clip, runs into a dead-end. He sighs: not everything's the same.

And then he jerks up. His intuition is on red alert. Whipping around, he retraces his steps ten yards...

And suddenly races down a side passage, running flat out.

CUT TO:

INT. THE TURTLE LAIR

Splinter, now free of frosting, removes the last dust and debris from a year of disuse. The Turtle Lair is returned to its former glory.

In middle of the floor, on a tatami mat, April kneels, laying out a formal tea. She moves some papers, uncovering an old photo: a chain of Turtles hanging from a window, laughing.

APRIL

Y'know, in one way, I hope they never grow up.

SPLINTER

But the other way -- and might I add, luckily -- is the way of time.

As Splinter sits, chuckling to himself, he is suddenly cut off by a spasm.

But as quickly as it came, it is gone. April's worried, but Splinter touches her shoulder reassuringly.

SPLINTER

This too, is the way of time.

(a beat)

And tea is a beverage best served hot.

April doesn't like this dismissal, but he's smiling now, lightly teasing her, so she smiles back, beginning the Ceremony.

Splinter takes the cup, bowing deeply.

April delicately replaces the ladle on the teapot, and Splinter sneaks a look up at her, secretly proud.

But he can see a different doubt hiding behind April's serene countenance.

SPLINTER

You are wondering--

APRIL

(looks up)

--why you didn't take me with you.

There is a moment as Master and student gaze steadily at one another.

SPLINTER

Your path lay in finding your own strength, which...

(revealing his pride)
 ...you have done.

A moment, and April hides her embarrassment in the continuing tea ceremony. After some silence, she looks back at him.

APRIL
 I've only begun to--

KA-RUNCH!! The lair's door shatters. April spins to her feet, Splinter's claw wraps around his walking stick.

MISS D bursts into the lair, fully expecting--

MISS D
 Oh, Kir-by...

But she stops short when she comes face to face with Splinter. For the first time, Miss D seems momentarily confused.

MISS D
 The Rat...? But you're--

Splinter isn't waiting. He charges Miss D, but his slashing stick is no match for her exo-enhanced reflexes.

She fires a TWISTER from a wrist launcher, a hissing knot of counter-rotating blades that rips Splinter's stick in two and send him sprawling.

Miss D instantly turns to deal with April's impending attack -- but this time Miss D stops cold.

April doesn't know why the masked warrior literally gapes at her, but it gives April the half-second she needs.

Launching into a flying spin kick, April smashes her heel right between Miss D's wide eyes. Her head snaps back, the exo-mask shatters.

And now April freezes, too. She's looking at her interdimensional double, her exact duplicate, a carbon copy of herself gone bad. Very, very bad.

CUT TO:

EXT. UNITED NATIONS PLAZA - NIGHT

The plaza is deserted, but the flagpoles are wobbling strangely. Because up on top...

Don in the lead, the four Turtles are gallivanting in single file, hopping one-footed from pole to pole. Until Don suddenly stops, perfectly balanced on one foot. He's got that inner look again.

But his Turtle brothers are moving too fast to stop. One-two-three! In the next moment, all four Turtles are clinging by their toes to the top of the one swaying flag pole, grabbing for each other in an attempt to keep from falling.

RAPH
Whooooaaaaooooaaa--!

They catch each others' extended hands and all four of them teeter counterbalanced atop the very tip of the pole. A relieved moment. Then--

MIKE
(yokel grin)
Do-si-do with yer neighbor's tail--

LEO
(picking up the call)
One false move and yer bound to bail--

RAPH
Grab yer partner by the shell--

MIKE
Hang on tight or we're going to--

DON
GUYS! Stop it!

Don's urgent voice silences them. They look at their brother, realize that he is sensing something, strongly.

DON
It's April, and Splinter and...

One glance at the desperate look on Don's face, and his brothers don't need to hear anymore.

Leo, Don, Mike and Raph slide down the 75 foot pole, charging back across the city for--

INT. THE TURTLE LAIR

April reels into a wall, pummeled by another of Miss D's brutal exo-backhands. Miss D's learning to enjoy this.

MISS D
Funny, you look so tough.

Still unable to believe she's face to face with herself, April struggles but--

Miss D pins April's neck against the wall with her exo-spiked forearm. Miss D leans close, her voice a dulcet whisper.

MISS D

So, Bambi, the question on the tip of everyone's tongue is... Where's Kirby?

April sees Splinter. Wincing, he is moving slowly towards Miss D's unprotected back. Choking, April tries to buy him time.

APRIL

I don't know any "Kirby"... But if you tell me what he looks like...

Splinter lunges for Miss D's back, but her sensor web warns her. In one smooth spin she sends Splinter reeling, comes right back to April, whose--

--pointed fingers are arrowing towards Miss D's eyes.

But April is slammed into the floor, Miss D's spiked heel grinding into her clavicle, paralyzing her.

MISS D

I always hated that doe-eyed look of mine.

APRIL

(now genuinely afraid)
Who... are you??

MISS D

Miss D.

An access port on Miss D's forearm hisses open. The whirling blades of her TWISTER rise into firing position. She leans closer, until the wind from the spinning blades blows April's hair.

MISS D

(grinning)
And D is for Death.

The Twister blades launch straight into--

The FLASHING blade of a kamayari javelin.

TURTLE (O.S.)

You want me. Deal with me.

Miss D raises an eyebrow.

MISS D

I know that voice...

She turns to face Kirby. April, struggling to her feet, calls out to what must be one of her Turtle friends.

APRIL

Look out, she's not me--!

Kirby glances at her for a fraction of a second, and is stunned to see a duplicate of Miss D, apparently on his side.

April looks back, equally shocked by the sight of a Turtle who is obviously not one of her Turtles.

APRIL

Who...???

Miss D clarifies this moment of confusion by slugging Kirby in the face.

They engage, a swirling, twisting fight of such astonishing speed and ferocity that April can't find an opening to aid her apparent rescuer.

Wounded, Splinter approaches from the other side, signals April. She nods.

Splinter strikes Miss D with the remnants of his walking stick. Miss D turns to deal with him and April hammers her back with a nasty kick.

Miss D falters, Kirby strikes. The hook of his kamayari digs into Miss D's shoulder.

She freezes, glancing down the steel kamayari sunk deep in sparking exo-rams and below, skin.

MISS D

Heavens. What will I do now...?

She snatches out the kamayari, kicking Kirby and April away from her.

MISS D

Three against one... I thought you fought with... honor.

Incredibly, this actually stops Kirby for a moment. It's all she needs. Miss D unloads a CONCUSSION GRENADE. By the time Kirby and April are back on their feet... she is gone.

Kirby doesn't spare a glance for April, he simply turns to pursue Miss D, but just as he reaches the door...

SPLINTER

Wait... We are your friends...

Splinter, gravely injured, collapses in April's arms. And Kirby, who's been fighting, running, searching for so long now, stops in his tracks. His eyes widen.

For the first time, he really sees... what can only be...

KIRBY
(hushed)
Sliver...?

With hesitant steps, Kirby crosses the floor, hardly daring to hope. The kamayari slips from his hand, he keeps approaching.

KIRBY
Master Sliver...

Splinter waits, silent. But April is amazed to see tears welling up in the eyes of the new Turtle.

KIRBY
I thought you were killed--

With a sudden burst of emotion, Kirby embraces Splinter and--

THE FOUR TURTLES burst in, adrenalin pumping. The lair is trashed, April is bleeding, and, from their perspective, some strange, cloaked hulk is crushing the life out of Splinter.

They charge, MORPHING in mid-rush, ready to demolish--

Kirby. Staring aghast at these mirrors of his dead brothers, he doesn't even raise a hand to defend himself. But--

Splinter, using his last strength, interposes himself.

SPLINTER
Stop! He is one of us...

The Turtles stop short, finally seeing that their "opponent" is... another Turtle. But their shock is cut short when--

The Rat Master is racked by a violent spasm... and collapses into unconsciousness.

CUT TO:

INT. SPYDER'S FORTRESS - WAR ROOM - NIGHT

Back in the parallel universe, the now modified Warp Bomb Module hums and throbs quietly. The chamber is deserted, except for--

BOB. Brow furrowed with concentration, Bob studies his reflection in the side of the module, carefully coiffing his mohawk.

His reflection starts to vibrate. A twinkle sparkles in his twisted eye.

Checking to see he's alone, Bob pulls a ram from his exo-arm. The Warp Module rumbles, and Bob deftly places the ram across the strobing portal, just as--

Miss D flies through.

Her spiked boot catches on Bob's ram. And instead of sticking a perfect landing, she crumples in a heap against the wall.

Hiding the ram, Bob walks over, sneering and applauding.

BOB

Bra-vo.

Miss D turns with a caustic look. But Bob's already inspecting her head to toe with smirking eyes.

BOB

Empty... handed? Uh-oh. Master
Spyder will be so...
(mock pondering)
What's the word...?

She discharges the remnants of her crackling static electricity into one of his exo-ports, which jolts the smirk off his face.

MISS D

Electrified. Where is he?

Bob, nurses his blown circuits, glares at her. After a moment--

BOB

Where he always is.

Miss D is already gone. Bob... controlling his ire, goes back to fixing his hair.

INT. SPYDER'S INNER SANCTUM - NIGHT

Spyder is absorbed in his only form of "relaxation" -- working on the three dimensional Holographic plans for his "Tower of Power."

The luminous projection shows a 500 story tower dwarfing the city, lording over it with fantastic weapons and sinister decor.

Spyder is putting the final touches on his masterpiece of industrial brutalism when Miss D enters.

SPYDER

Ah, the sweet worm of my apple.
I've already sketched in three dead
Turtles under the cornerstones. I
assume you've come to complete my
set...?

MISS D

And more.

Miss D plugs a chip into the Holograph Projector Port. The "Tower of Power" is replaced with...

A THREE-DIMENSIONAL HOLOGRAPHIC REPLAY of the fight at the TURTLE LAIR. Its ghostly shapes literally surround them.

From within the Hologram, Spyder's narrowing eyes flick to Miss D. She's not carrying any Turtle heads. Spyder's expression begins to darken.

SPYDER

I trust this will be an entertaining show...

MISS D

You won't want to miss a moment.

In between her and Spyder, the Hologram replays Miss D's combat with April. When Spyder catches sight of April's face, he realizes that she's identical...

SPYDER

A duplicate?

MISS D

(disdainful)
Hardly.

In the Hologram, Miss D flattens April. Spyder steps into the Hologram, his interest vaulting as his peering eyes find...

SPYDER

Sliver??

MISS D

Splin-ter.

In the Hologram: Kirby enters, engaging Miss D.

With growing incredulity, Spyder's exo-arm shoots out, snatches Miss D close.

SPYDER

Does everyone have a duplicate...?
Green-shelled duplicates...?

MISS D

You're the evil genius. You figure it out.

There's a long, harrowing silence as Spyder draws the inevitable conclusion.

And then...

SPYDER
It's Turtle Season.

Nothing could make Miss D happier.

CUT TO:

INT. TURTLE LAIR - NIGHT

Splinter, still unconscious, lies on a cot, jerked by remnants of the spasms.

While April gently holds his hand, the four Turtles, deeply somber, finish a makeshift OXYGEN TENT -- sheets of clear plastic and discarded trashbags crudely taped together.

Raph turns to the bottle of compressed oxygen, and finds--

Kirby, already there, desperately wanting to help. Raph glares at him.

RAPH
You've done enough, don't you think?

Raph pushes Kirby aside, but Kirby comes right back until Leo intercepts.

LEO
Sorry, "friend." This is our Master.

Raph opens the valve.

KIRBY
You're lucky he's alive. Mine was killed.

No one speaks to him.

KIRBY
(to himself)
So were my brothers.

Don, who's been listening closely, steps up.

DON
How many brothers...?

KIRBY
What difference does that make!

But no sooner does Kirby say that, then he realizes just how much difference it makes. Dropping his aggressive stance, Kirby says quietly...

KIRBY

Three.

Then he just stands there, momentarily overcome. But the others start to puzzle it out, and come closer.

APRIL

So... you are one of four Ninja
Turtles--

KIRBY

Samurai Turtles.

APRIL

(nodding)
Samurai. And you had a Master...

KIRBY

Named Sliver.

MIKE

And they were all killed by...

KIRBY

Spyder.

The name itself so incenses Kirby that he can speak no more. April and the Turtles look at each other, beginning to understand the impossible.

Don steps closer, and holds the distraught Kirby by the shoulders.

DON

I might be wrong. I hope I'm
wrong. But you must tell us. Was
there was a blood feud between your
Master and this Spyder?

Kirby nods...

DON

Because years ago, Spyder had
killed your Master's Master.

Kirby looks up at him, shocked.

KIRBY

How did you--

APRIL
And your Sliver trained you for the
purpose of defeating this Spyder?

Kirby stops, understanding what they're all piecing together.

KIRBY
It's all the same... here?

LEO
Which means that you're--

He looks at all of them, getting it. And then specifically at Don. Don gets it, too.

DON
Each other.

Kirby and Don look at each other... a little spooked.

Hesitating, they both reach out one finger and, ever so briefly, touch each other. Neither of them explodes.

MIKE
This is so weird...

Only one thing is more disconcerting to Kirby.

KIRBY
And Spyder...? His double? He's
here, too?

There's an uncomfortable moment. None of them wants to tell him.

LEO
It wasn't easy, but.. we defeated
him.

This make Kirby all the more furious.

KIRBY
Why was I spared if I cannot avenge
my brothers' deaths?! My Master's!

MIKE
Who spared you...?

KIRBY

Nobody did! It was an accident!
There was a machine Spyder was
building to teleport bombs --
anywhere -- instantaneously. It
short circuited, there was an
explosion, and I ended up in a
world Spyder doesn't even know
about...!

But they all look at each other, realization dawning.

DON

Didn't know about. He built that
machine, and he could modify it --
to follow you.

RAPH

That's what Shredder would've done.

There is a long silence.

KIRBY

You're right. But you don't have
to worry.
(all grit)
I will not fail again.

The other Turtles look at each other. And then one by one, they
fall in at his side.

Kirby looks at them, uncertain.

APRIL

What they're trying to say is...
you're not alone.

Kirby may have lost his world, his family, but he's gained five
worthy friends.

CUT TO:

INT. THE OTHER DIMENSION - SPYDER'S WAR ROOM

Spyder, now in full battle regalia, and flanked by the hulking
Technograft CRUNCH, and by TonMan, Bob and Miss D -- also all
dressed to kill. The Warp Bomb Module THROBS louder and louder.

SPYDER

Set honor in one eye, my Minions.
And death in the other. All
Turtles will die.

Miss D has the hint of a smile playing on her sardonic lips. The Module achieves warp threshold, and Bob, who's been getting increasingly nervous, finally blurts out--

BOB
Shouldn't one of us stay behind in order to--

Spyder flips a last switch.

THE CRUNCH
Boom...?

For the first time, Spyder actually grins, and--

BOOM! THE WARP-FRACTURED GATEWAY swallows them, and they're consumed by--

HURRICANE FLASHES of SCREAMING LIGHT, and a tumbling, spinning VORTEX of SPACE-WARPING FRACTELS...

DISSOLVE TO:

EXT. ELLIS ISLAND - NIGHT

Our gang of six heroes stare grim-faced. Before them lies a field of devastation. Holes have been blasted through the old brick walls; hapless guards lie sprawled in the debris.

LEO
Shredder never did anything like this...

KIRBY
(grim)
It's all Spyder does.

Kirby turns and looks at Manhattan, glittering across the water.

KIRBY
And now he's doing it in your world.

CUT TO:

EXT. THE SOUTH FERRY LANDING - NIGHT

The five Turtles and April run full tilt up from the landing -- and screech to a stop when they see--

A burning POPCORN CART, kernels still popping. Around the cart: shattered windows, splintered planks, a thrashed guard station.

Kirby wheels, furious.

KIRBY
Spyder...!

Boiling, he stares out into the "strange" city.

KIRBY
If he loses himself in the City--

Kirby charges, but Raph and Don grab him, holding him back.

LEO
Use your head, Kirby, not your
shell!

MIKE
Yeah. Out think him. He's looking
for you. So where would he go...?

Kirby suddenly realizes.

KIRBY
Miss D knows where your lair is.
My God...

April and Don turn to each other, realizing...

APRIL AND DON
Splinter.

Kirby turns, his blood hot. He starts to charge after Spyder
with even greater determination, but Leo blocks his way.

LEO
We know you're samurai and
everything, and that's cool, but
maybe it's time to start thinking
like a ninja...

CUT TO:

INT. THE TURTLE LAIR - NIGHT

A TINY ENDOSCOPIC PROBE drills through the ceiling tiles. It
makes a circular survey of the lair, then retreats.

One moment later...

The ceiling blows out.

The Technografts drop in, strutting out of a cloud of concrete
dust, crushing tiles beneath their exo-boots.

They march directly towards--

SPLINTER'S OXYGEN TENT

Inside, we see a motionless figure. But it's not Splinter.
This one... is Turtle green.

MISS D
(boasting)
I told you I hurt the Turtle.

Spyder stops, glaring down through the opaque plastic at the inert figure.

SPYDER
(hissing)
Kirby. Now you will taste the long
arm of pain...

But none of Spyder's exo-enhancements activate. Instead, he draws a RITUAL BLADE, raises it above the oxygen tent and...

Plunges it into the motionless figure. Splattering on the inside of the oxygen tent, green ooze and...

Big white seeds.

Spyder's eyes narrow. He jerks his hand back out, bringing with it the impaled "Kirby's head." It's a big green elephant squash, decorated with goofy pretzel eyes and a hotdog smile.

Before Spyder can squash the squash, he is distracted by an annoying squeaking sound. He and his Technografts turn to see--

A HANDCAR

slowly pumped into the lair on a pair of disused tracks. At the handle is a hip, blond-haired surfer dude, who slows to a stop.

He looks at his foot-long hoagie, then at the bristling Technografts. Thinks.

DUDEMORPHED MIKE
Pardon me. Have you any grey
poupon?

Incredulous, Spyder and the Technografts exchange a glance. Then they turn back to the grinning, munching DUDE.

A flurry of clicks and snaps as safeties release and hammers cock.

The Technografts' steel-toed boots crunch across the floor, then stop. Spyder's perimeter sensors flash. He points to the floor.

TonMan unleashes a massive blast of compressed air which blows aside debris, uncovering a disguised pitfall.

Spyder gives Mike a disdainfully contemptuous smirk. The Technografts easily step across the "trap."

DUDEMORPHED MIKE
(nervous cheesy grin)
I'll settle for French's...

The tenor of this crack makes Spyder's eyes narrow. He pauses, murmuring with distaste--

SPYDER
Turtles...

Three Ninja and one Samurai Turtle catapult out of the pitfall-trap. In mid air--

HARDSHELL LEO
Here to kick your butt--!

Raph and Leo, MORPHED, land with Kirby and Don on the Technografts -- and a MASSIVE FIGHT starts. Swords flash, exo-structures spark against Turtle shells.

HIDDEN IN AN ALCOVE

April stands guard over the still-unconscious Splinter. Duty-bound to stay where she is, she can only watch the raging battle where--

MIKE, living a Bruce Lee fantasy, is kicking, flying, hooting. He delivers a cruncher to Bob, but in the next instant, Miss D is in his face.

He freezes, unable to shake how much she looks like April.

MISS D
(coy)
How does it feel to be... a man?

Before Mike can react, Miss D kicks him where it counts. Mike's eyes bug out. He folds up right into an exo-uppercut.

RAPTOR RAPH launches himself through the air, his talons reaching out for Miss D. But the combination of his rage and new powers makes him completely overshoot her.

LEO breaks from TonMan and tries to reach Spyder, who is furiously engaged with Kirby. But TonMan clips Leo with a exo-jackhammer and their struggle continues...

Across the room, April winces as Don, his Goggles short-circuiting, battles the hulking Crunch.

Don's staff splinters on Crunch's head, but the looming Technograft keeps the pressure on, battering Don with blows from his Mallet-Arm.

Don stumbles. Crunch grins, musters the following bon mot.

THE CRUNCH

Four eyes...

He flicks Don's Goggles off his face, then mangles them. Unable to see a thing, Don raises his staff in blind defiance. April shouts out a warning.

APRIL

Don! Behind you!

Don spins, strikes -- and Crunch reels, sparks flying from his logic board. Don is reprieved, but--

April is not. Miss D has found her favorite prey. She bounds across towards the alcove. Quickly hiding Splinter under a tarp, April steps forward, intrepid, proud, defiant.

Miss D stops.

MISS D

Oh, please. Get that simpering look off my face.

April spins to attack, but Miss D neatly blocks her, then muses...

MISS D

To think, if I'd kept playing house with Kirby and the Turtles... I would've turned out just like you.

THWOMP. April's dusted. Miss D returns to the main action, leaving April sprawled and unconscious on the hard tile.

IN THE CENTER OF THE BATTLE - KIRBY

fights with reckless rage, but still cannot get the better of Spyder. And he's starting to see that the other Turtles, even in their morphed state, are not a match for these enhanced killers.

Seeing that TonMan is about to weld Don's shell forever shut, Kirby breaks from Spyder, grabs a broken table lamp, and jabs the exposed filament into TonMan's exo-circuits.

The TonMan jolts, Don breaks free. But in the next instant, TonMan spins, and Kirby is hit with TonMan's own POWERTAP -- a 220 volt blow that slams him into Don's arms.

As Miss D's companions drive the Turtles back, she smiles and begins to unlimber her FLAMETHROWER.

MIKE
Another minute of this, we're
TurtleToast.

Leo fights with his broken sword, trying to buy time.

LEO
(gritted teeth)
Don, get April! Raph, clear an
exit.

RAPH
What?! We're just getting warm--

A TWISTER bites into Raph's shell, snapping off an edge of his armored carapace -- and knocking him cold.

Leo catches his sagging brother with one arm, retreats another step but--

Their shells clack against the wall. Trapped, the Turtles look at each other.

DON
I think it's time for Plan B.

TURTLES
Great. Ready. Let's do it.

KIRBY
(a beat)
What is Plan B?

He watches as our heroes involuntarily DEMORPH. The bad guys advance.

MIKE
Ninja... panic.

LEO
Mike, powder this place!

Mike goes for his bag of ninja tricks, but stops, seeing for the first time, on the floor by his feet -- the CHUNK of Raph's shell.

Leo doesn't give Mike time to recover. He snatches a handful of NINJA EGGS from the pouch on Mike's belt -- and hurls them.

Kirby takes the cue. His javelin spins--

KIRBY
Ninja... vanish!

His kamayari smashes the eggs in mid-air, and they burst in brilliant flashes, the BLINDING POWDER overwhelming the optical sensors of the Technografts.

SPYDER
RAPID FIRE!

The blinded Technografts unleash every weapon at their disposal, a fearsome fusillade that rips into every corner of the Turtle Lair.

When the smoke clears, the old Turtle lair has been reduced to a shattered, crumbling ruin. But the Turtles, April and Splinter... are gone.

TonMan and Crunch step forward to track the escaped Turtles, but their fusillade has knocked loose enough stone to temporarily thwart pursuit.

Guilty, they look back to Spyder. He can only bristle.

SPYDER
We will find them... my way.

CUT TO:

INT. ESCAPE TUNNEL

Bruised, bleeding, Leo leads the Turtles down the dank, narrow tunnel. Bringing up the rear, Kirby and Don are carrying Splinter. Don's mangled Goggles hang uselessly from his belt. Mike steadies a still woozy April.

Wincing, limping, Raph angrily shakes off Leo's steadying hand.

RAPH
(smoldering)
I can't believe we're running
away... We're Turtles...

He glances back at their ragged column, catches Mike's eye.

RAPH
If you hadn't been so busy playing
Bruce Lee--

MIKE
If I hadn't been so busy catching
pieces of your shell--

Mike flings the chunk at Raph, who catches it, only then realizing how big a bite the Technografts took. He falls silent.

APRIL

Leo? Where are we going?

For a moment, it seems like Leo hasn't heard. When he turns, his eyes are burning.

LEO

To find a way to stop him... That was our home--

DON

(determined)

Right. We are ninja.

Kirby listens, but says nothing.

RAPH

The ninja that sent Shredder to the scrap heap.

MIKE

Before we had our morphs!

But as Mike, Leo, Raph Don and April stand there looking at one another, each bloodied and battered, their bravado seems hollow.

LEO

(grim)

But Spyder's not Shredder.

A moment of silence.

DON

How are we gonna stop this guy...?

No one has an answer. Kirby steps a little closer. As the others look at him, they realize that Kirby's the only one to survive the fight without any major damage.

With quiet certainty, Kirby speaks to them all.

KIRBY

I can show you how.

CUT TO:

EXT. THE NYNEX SATCOM BUILDING - NIGHT

A squat windowless building studded with satellite dishes, surrounded by an electrified fence.

With a big sparking hole in it.

INT. SATCOM DOWNLINK - NIGHT

Scorched security doors mark the path the Technografts have cut into--

THE CONTROL CENTER

a room filled with computer equipment which guides this highly sophisticated satellite tracking system.

TonMan finishes cutting open an access panel. Bundles of fiber optic cables tumble out. Pleased, Spyder ushers Bob forward.

SPYDER

Taste-test, Bob.

Bob's lips curl into a smile, revealing two FIBER OPTIC FANGS. He takes a cable and sinks his fangs into the data stream.

BOB

(sampling)

Mmm... Hum. Uh-huh...

He discards that cable, tries another.

BOB

Ah. Some online service... Chat, chat... a lonely singles round table... Ooh--

(smirking)

Take a memo, babe-

Bob sends his message with a good electric chomp, but Spyder grabs his head and shoves it deep into the electrified guts of the machine. It hisses and sparks.

SPYDER

You're really straining my patience, Bob.

Muffled words, more shocks. Spyder pulls Bob's singed head out. Bob pries out a RAM chip embedded in his scalp, quickly turns his attention back to the cable.

BOB

Got it. Cluster AS2R. Fifteenth node.

Spyder moves to the nearest terminal. Exo-fingers flying, he begins to access an avalanche of security files.

BOB
(muttering to himself)
"Thanks, Bob..."

Miss D snickers as she passes Bob, then leans on Spyder's shoulder, watching him surf a flood of information at a speed only he can comprehend.

Bob scowls at Miss D as she flirts with Spyder. Bob turns to his other partners, but finds--

In the corner, Crunch has found something only he can comprehend. A tennis ball. He stares at it, fascinated.

And TonMan is engaged in disassembling the hinge to the door of a vault he's already blown off.

BOB
(mumbling)
This job... sucks.

It's a bad joke, but as he picks up another cable, and sinks his fangs into it, he feels a little better.

At the Main Terminal, Spyder finds what he's looking for.

SPYDER
It's an awfully primitive global positioning satellite system. But I'll reprogram it... to my speed.

Spyder's fingers race. On screen, we see an overview of the Northern Hemisphere, the satellites shifting their orbits.

SPYDER
And change this system from passive to active...

On screen: a flash of a warning from the North American Air Defense Command -- quickly circumvented by Spyder.

SPYDER
And give our eyes in the sky something to look for...

On screen: the NEW YORK ZOO DATABASE. Spyder scrolls through it at blinding speed before stopping on a freeze-frame of a TURTLE.

Spyder frowns.

SPYDER
A few old master touches...

Spyder swiftly bends, twists and bulges the image into a reasonable facsimile of a samurai Turtle.

SPYDER
And we have terrapin sushi.

Spyder pats Bob on the head.

SPYDER
Good boy, Bob.

Bob glows up at Spyder; gloats at Miss D. She gives him a look of withering scorn, turns to Spyder, but--

Her Master is captivated by the Main Terminal, where the satellites begin their search through the heart of Manhattan...

CUT TO:

EXT. NEW YORK STREETS - DAY

The Technografts move through the streets, searching, and taking in -- whatever strikes their fancy.

But Spyder is now solely concentrating on his TRACKER. The small video screen displays the Satellites' ongoing hunt for the Turtles. Still no luck...

A handful of stolen pretzels filling one technofist, Bob sidles up to Spyder.

BOB
(still chewing)
Y'know, Master... This whole world
is like one huge amusement park.
Except that...

Bob snatches a piece of candy out of a passing baby carriage, leaving the baby squalling and the mother hurrying away from these creatures.

BOB
It's all free!

Spyder ignores Bob. Miss D eases up on his other side, a gleam in her eye.

MISS D
I know, Master, we've got a debt of
honor to settle, but after that--

Spyder stops, looks sharply at Miss D. She comes closer, cooing, flattering.

MISS D

A guy like you, from the wrong side
of the dimensional tracks, could
plunder this world to his dark
heart's content.

At last, Spyder looks around. Through a broken plate glass window, Crunch is sitting in the display of a pet store, playing with a vicious MASTIFF.

And in the middle of the street, TonMan is having an altercation with a city STREET CLEANER, whose twirling brushes have rubbed him the wrong way. The Driver yells at TonMan, but the Technograft only relates to the machine -- which he shoots.

Spyder turns back to Miss D.

SPYDER

(with disgust)

Why...? It might... stick to you.

Not exactly what Miss D wanted to hear, but then neither is--

MAN (O.S.)

Hey. April.

She whips around, looking for her nemesis, but instead finds--

A SHORT MAN with a goatee, overly eager to see her.

SHORT MAN

(pumping her hand)

Wow! Wouldya look at you! What?
It's been a year already?

Miss D stares at him. Half mortified, half mystified.

SHORT MAN

It's me. Ted -- Ted Tobin!
Fastest switcher in the network?
Fade up! Take two! Dis-solve!

He glances at her outrageous outfit, and nods appreciatively.

TED

I always saw myself as a martial
artiste, such as yourself, but--

He can't help whistling.

TED

If that's what all the girls in
your "Kame Dojo" wear, well honey--

MISS D
April has a dojo...?

Ted suddenly hesitates. Miss D draws dangerously close -- so do Spyder and Bob.

TED
 Aren't you... April O'Neil?

The metal heel of April's exo-hand answers Ted -- right in the nose.

Following Spyder, she and the other Technografts quickly head out, marching past his sprawled body, and away from what's now a street scene of pandemonium and approaching SIRENS...

CUT TO:

EXT. WATERFRONT WAREHOUSE DISTRICT - DAY

Struggling to remain inconspicuous, the five Turtles slink down the street, carrying a shrouded litter on which Splinter remains unconscious. At the corner ahead, April is point man.

She looks all ways. The coast is clear. She waves the Turtles close, they dart across the street, but--

A TRUCK buzzes by, and out of desperation--

The Turtles retreat the only way that doesn't involve scaling fences or jumping down sewers -- up the long, empty loading ramp.

There's a padlock on the door, and a note: "AT PROVIDENCE REGATTA. BACK MONDAY." They look at each other, nod.

Leo opens the lock, and they dart in under an old wooden sign that reads: "MACKAY SAIL MAKERS."

CUT TO:

INT. "MACKAY SAIL MAKERS" - LATER - DAY

Massive bolts of sail cloth. Hanging, half-finished sails.

Splinter, still unconscious, now rests in a hammock made of spinnaker cloth.

April assists Don as he cannibalizes the computer of a drafting station, working to reconstruct his glasses -- a make-shift job, but enough so he can at least see.

Frustrated at how slow his progress is, Don squints at the others. They are with Kirby, all MORPHED and training hard.

Hardshell Leo charges Kirby with everything he's got. Kirby parries the swift attack and flattens Leo with the butt of his javelin. Leo is back on his feet instantly, but Kirby calls a pause.

Dusty and breathing hard, Mike, Leo and Raph lean on their weapons and listen as Kirby paces before them, chafing at his inability to make them understand.

KIRBY

Raw strength is not the way to beat Spyder. You'll never be quicker, you'll never out-muscle him.

RAPTOR RAPH

(exasperated)

So what? Do we call him names?

Kirby immediately gets in Raph's face.

KIRBY

You must draw your power from your own essential nature.

Kirby looks at all of them, but they don't seem to get it.

KIRBY

Your morphs! They're manifestations of your individual spirit.

Leo nods, catching on. As Kirby continues with earnest passion, Mike, Raph, Don and April listen carefully.

KIRBY

Your morphs are strong only when they are fueled by a total fusion with that essence. And that's how we can defeat Spyder.

But Raph has had enough philosophizing.

RAPTOR RAPH

If you know so much, professor, how come you never morph?

KIRBY

(exasperated)

I don't need to morph.

RAPTOR RAPH

And I don't need you telling me how to take out some tough guy.

KIRBY

And I don't have time for karate kindergarten.

For a second, we think Raph's going to jump him right here. But he turns away, stalks up into the rafters of the loft.

Raph's brothers look at each other. Mike goes to Kirby.

MIKE

(helpfully)

Don't take him personally, Kirby. Raph's always been hot under the shell, and well... Raph's always had so much passion for making things right that it's sort of become a...

Mike turns away, so caught up in his cogent analysis that he doesn't respond to the sound of--

Raph, dropping from above, neatly driving Kirby right through the floorboards.

MIKE

(walking and orating)

...control issue, and therefore you can understand how sensitive he's gotta feel when challenged--

APRIL

Mike!

Leo, Don and April charge past Mike, diving into the hole Kirby and Raph vanished down. Mike looks after them, realizing he's missed something.

MIKE

Right.

And Mike charges down after them into--

THE HOLE

He descends past the broken floorboards, continues to fall into a sinkhole and finally plummets through another set of timbers before finding--

Kirby and Raph, still struggling, as Leo, Don and April pry them apart.

LEO

Stop, the both of you! We're all on the same side.

Leo and April finally pull them apart, Mike steps between them just to make sure.

But Don, looking around through the repaired half of his Goggles, starts to... grin.

DON

Besides, you're trashing... the new lair.

Only at this do the others bother to look at their surroundings. They have landed inside--

AN EIGHTEENTH CENTURY SAILING SHIP

Even Kirby is astonished by what he sees. Once trapped on the mud flats of the harbor, the ship now lies buried beneath the foundations of the sail loft.

Inside its earthen tomb, the ship's interior has been remarkably preserved. There are velvet settees, teak-lined compartments, warm ribbed ceilings.

MIKE

Dibs on the captain's cabin!

Mike, Leo, Don and April scatter, looking for their new digs. Kirby and Raph are left, now feeling a little foolish. Raph demorphs.

KIRBY

(grudging)

You didn't do too bad, Raphael... even if you are named after a comic book artist.

Raph blinks, then laughs.

RAPH

Sorry to burst your bubble, Kirb-o. But we're named after the most famous artists of the Renaissance -
- Leonardo, Donatello,
Michaelangelo and Raphael.

Now it's Kirby's turn to be amused.

KIRBY

The most famous artists of the renaissance were Eisner, Miller, MacFarlane and Kirby.

Raph looks back at Kirby, clearly astonished.

RAPH

But those are comic book artists.

Raph and Kirby stare at each other and then... burst out laughing.

April, Leo, Don and Mike appear from their various cabins, confounded by the sight of Raph and Kirby yukking it up together.

RAPH

What are you boneheads staring at?
We could learn something from this
guy.

CUT TO:

EXT. KAME DOJO - DAY

Josh walks up and is surprised to see the lights are off. He goes to the front window pane, on which is painted the Dojo's emblem -- the Zen brush-stroked TURTLE.

Posted next to it, taped to the inside of the glass, a sign in April's handwriting: "NO CLASS THIS WEEK."

But Josh's disappointment is mitigated when he sees a smaller note taped next to it...

Except that the tape on top has come unstuck, and the note hangs upside down and backwards on the other side of the reflective glass. All Josh can make out is "HSOJ RAED" -- upside-down.

JOSH

"Dear Josh..."

Nose against the glass, he tilts his head as he tries to make out the smaller letters. So intent is he that he doesn't see, looming in the glass around him, the reflection of--

FIVE CYBER-ENHANCED SILHOUETTES. Josh just continues to read--

JOSH

"If you have some--" eerf emit?

Oh. Free time--

(reading again)

"I could use a--" dnah?

FEMALE (O.S.)

Hand.

Startled, Josh spins, and finds himself face to face with four bizarrely armed warriors, and someone who looks exactly like--

JOSH
April...??

Josh is so astonished by "April's" steel-studded bustier, high heels and killer looks, he can only gape.

Again reminded of who she's not, Miss D's face curls up into a expression of distaste and repulsion--

She snatches Josh off the ground. Holds him only an inch from her lips.

MISS D
Think again.

But Josh doesn't have time. She drop-kicks him through the pane of glass.

She turns to go, followed by Crunch and TonMan, but--

Bob stops her.

BOB
Excuse me. But if that little munchkin recognized you, and he seems to be a student of the Turtle Dojo, don't you think, he's a lead?

SPYDER
Well said, Bob.

Bob glows. Simmering, Miss D darts through the broken glass, but little Josh, with his ninja skills, has already vanished...

...leaving behind, only the shredded jacket of his gi.

Miss D spins, her sensors humming, but incredibly -- the boy is nowhere. Outside Spyder's fury coalesces into thought.

He plucks the shredded gi out of Miss D's grasp.

SPYDER
By driving off the one good lead we've stumbled on, you've increased the amount of time -- I have to spend in this PATHETIC DIMENSION!

Miss D thinks of answering, but then thinks better. Spyder calms himself.

SPYDER
I need help. And I'm going to find it, in the only place I ever do find really good help. In me.

He drops Josh's jacket in the gutter, starts away.

The others look at each other, mystified, and--

CUT TO:

EXT. NEW YORK STREETS - DAY

With a beguiling look of anticipation on his face, Spyder strides down New York's meaner streets.

His Technografts follow in a knot, still confused.

Spyder turns down an even meaner alley. He spots a group of THUGS, guarding a bar: "The Red Dacha." Spyder stops.

SPYDER
(to minions, hard)
What is my name?

The Technografts balk. Look at each other with growing unease.

SPYDER
(containing himself)
In this world.

BOB
(over-eager)
Oh, oh, right! He's Slicer! No.
Grater. No, uh... Blender...?

Miss D happily usurps the flailing Bob.

MISS D
They call him Shredder.

After a long look at Bob, Spyder nods. Miss D steps ahead and--

CUT TO:

INT. THE RED DACHA - DAY

This lurid tearoom is a hangout for the Russian Mob. These guys are so nasty, so tough, that the Technografts almost fit in.

But they're not part of the club. A HUGE THUG BOUNCER blocks Spyder's way.

HUGE THUG
Nyet, babushka.

A whole lot of HUGE THUGS jam a variety of weapons at Spyder. On the other end of the weapons, ugly faces -- scars, patches, recent stitches.

Spyder glances at his minions, pleased.

SPYDER
The criminal element.

Spyder turns back, amiably talking past the barrels of a shotgun.

SPYDER
Excuse me. I'm looking for the meanest, scariest, most reprehensible criminal... in this room.

Glasses rattle in a nervous busboy's tray. Other heads turn. Some move slowly away from...

A RED CURTAINED BOOTH.

SPYDER
Thank you.

Spyder startles everyone in the joint by flashing to the curtains in a controlled display of exo-power. Instantly, his Technografts form a defensive line at Spyder's back.

From inside the red curtain, TERRIBLE RASPING BREATHS. Sounds like someone's strangling someone. Spyder opens the curtain and discovers--

YURI. Ex-KGB monster, now confined to the grasp of a custom built, upright IRON LUNG. He holds a vile cigar in steel teeth. Spyder's impressed, but... he's got work to do.

Spyder effortlessly plucks a metal hose out of the Iron Lung. Yuri gasps, the cigar falling from his mouth.

SPYDER
I hope I'm not disturbing you.

Yuri's thugs leap to his defense, but the Technografts hold them at bay. Spyder gives Yuri a breath.

SPYDER
You have. I want.

YURI
(surly, thick accent)
No one steals from the Master Thief...

Spyder pops the pressure line again, Yuri gasps.

SPYDER
Save your breath.

Furious, Yuri knows he has no choice. From inside his Iron Lung he yields up--

A carefully packed ROM CHIP. Spyder raises an eyebrow. Yuri spits out his words with contempt.

YURI

Take it. But even your government couldn't program the Nanobots with it. No one can control them. Your incompetent capitalist scientists sunk billions into a worthless--

Spyder silences Yuri with the pressure line. With only a glance at the ROM CHIP in his fingers--

SPYDER

Fascinating, Yuri. Really. But I didn't come here to snatch some--

An Exo-laser scans the ROM Chip.

SPYDER

--programming and control codes.
(back to Yuri)
I know this may seem a little far fetched for a person of your limited intelligence. But I come from a parallel dimension, and the only thing in your pallid world that accelerates my processor is the other me -- Shredder.

Even without much air, Yuri gasps. It's not the word Spyder's saying -- it's Spyder's face.

YURI

(with fear)
You are Shredder...

Spyder relishes the evident fear his double inspires.

YURI

But... but... You're dead. I went to your funeral.

Spyder's grin freezes. Everything in the place stops cold. But Yuri... extends a gnarled hand from the Iron Lung and pumps Spyder's enthusiastically.

YURI

Master Shredder, I am so pleased to see you again!

(quickly)
Of course, your territories are
once again yours...

Yuri misinterprets Spyder's silent stare for acceptance.

YURI
But tell me. What was this absurd
rumor we heard? That you had been
killed by four, huge, green,
talking--

Spyder's exo-jaw crunches as it locks.

YURI
Turtles!

Yuri bursts out laughing at the ludicrousness of it all. But
Spyder's rams click and hum with barely containable fury.

Yuri stops laughing. But it's too late--

EXT. THE RED DACHA

Explodes.

Spyder stalks out, heedless of the flames, followed by his
Technografts. TonMan concentrates on cleaning the soot off his
gleaming metal exo-structure.

But Spyder, frustrated and furious, Spyder strides down the
street at such a pace that the others can barely keep up.

SPYDER
Turtles...!

He pulls out the Tracker. Still no luck.

He shoves a couple of pedestrians into traffic, but still
doesn't feel any better. Stopping in the middle of a bus lane,
he begins to pound new programming into the Tracker.

The TECHNOGRAFTS stop in the bus lane too, but at a respectful
distance.

A BUS nearly flattens Spyder, then stops, honking obnoxiously.
Spyder doesn't seem to notice. More cars are now honking at all
of them.

Working to curry favor, Bob looks over Spyder's shoulder.

BOB
So. Master Spyder. What's the
plan?

Spyder stops. His eyes turn to Bob, who begins to wonder if perhaps this wasn't quite the time.

SPYDER
 (scathing)
 The plan, Bob? I'll show you the
 plan--

Spyder instantly has Bob in a headlock, strangling him as Spyder continues to work on the Tracker.

SPYDER
 Since the Tracker can't find these
 subterranean reptiles--

He shoves the screen into Bob's face.

THE TRACKER now displays a blinking circle in lower Manhattan.

SPYDER
 --I've reprogrammed it to isolate
 the most likely search area. Get
 it?

BOB
 (gasping)
 Got... it...

Spyder nods, and flings him away. He staggers away, and... Miss D trips Bob.

MISS D
 --Good.

As Spyder and the Technografts begin moving, Bob gets back to his feet, scrambles after them.

CUT TO:

EXT. CENTRAL PARK WEST ROOFTOP - DAY

Spyder perches atop a gargoyle, glowering at the tracker in his hand. Maintaining a healthy distance, his Technografts watch and wait.

MISS D
 Our Master is... tense.

Limbering up her exo-fingers and a coy grin, she struts towards him, but--

Bob, seeing a chance to both usurp Miss D and win Spyder's favor, gets there first. But now that he has the Master's attention, he has to think of something to do with it.

BOB

Master? Uh... That guy in the tin can... and the chip. What is a Nanobot?

SPYDER

(deigning to answer)

A Nanobot is a beautiful idea. A microscopic robot. And since they're the size of a few molecules and theoretically programmable -- they could build anything out of anything.

(looking at Bob)

They might even be able to build a brain out of that cheese between your ears, the only problem being - they're just an idea. They don't exist.

Spyder turns away, even more antagonized. Miss D, instead of smirking at Bob, has a thoughtful look.

MISS D

But what if... they do exist. In this world.

At first it seems that Spyder hasn't heard. But then he removes Yuri's ROM Chip from a pocket, examines it.

SPYDER

If they do exist, then we have ourselves...

Spyder reaches down, ripping a chip out of his nexus. He takes Yuri's chip, shoehorns it into his own exo-motherboard.

Signals fire through his fiber optics, Spyder's half-moon crown begins to flash and pulse as he processes the new data from the ROM Chip.

SPYDER

(smiling)

...a microscopic army.

The Technografts look at him, uncertain.

SPYDER

And new house to call on.

An exo-silk extruder pops out of Spyder's heel, lays an anchor line onto the gargoyle and he simply steps off into space, touching gently down twenty floors below.

Bob peers down.

BOB
I gotta get an upgrade.

CUT TO:

EXT. CENTRAL PARK - EDGE OF THE CONSERVATORY POND - DAY

Slipping through the undergrowth, cloaked in overcoats and wraps, the Turtles skirt behind Don and Kirby, who follow the scent of their intuitive powers.

DON
I lost him. I had a sense, but...

Don turns for Kirby, but Kirby has stopped, and is looking behind them.

The others come to his side, and see that Kirby is staring through the bushes at--

THE POND. It's lined with happy CHILDREN and PARENTS, sailing model boats. Kirby stares, watching something he's never seen in his world...

DON
Kirb-o... What's wrong?

Kirby shakes his head.

KIRBY
You don't see that... in my world.

The others nod, understanding. When Kirby looks away, his resolve is all the firmer.

KIRBY
You're right. Spyder was here.
But, now...

DON
He moves so fast...

The search around, but the outer senses tell them nothing.

LEO
What if you were able to combine
your inner power...?

Don and Kirby look at each other, doubtful.

KIRBY
It's not like that, Leo. It's just
a feeling. Still...

Mike gets an idea, the tail of one.

MIKE

If you are both operating on
clairvoyant bandwidths, there might
be compatible energy signatures...

Turning away, stroking his chin, he struggles with the
complexities of this issue, doesn't see Don and Kirby pick up
the idea, move shell to shell.

MIKE

It's like uniting your auras -- if
you believe in that sort of thing.
But if you did--

Behind Mike, Don and Kirby, their fingers like Spock on each
other's domes, have established some kind of psychic link. Leo
and Raph stare, spellbound.

MIKE

--your combined powers might be
strong enough to...

Kirby and Don abruptly break the link. They stare at each other
with an astonishing prescient revelation.

Wasting no words, Kirby and Don race off into the Ramble,
leading the way. Raph and Leo are right on their heels.

MIKE

(putting it together)
...project into the future! It's
like a giant, modified...

Mike turns. No one is left.

MIKE

--Vulcan Shell Meld... GUYS!

CUT TO:

EXT. WATERFRONT - DAY

Josh unloads a CEILING FAN from the Kame Dojo Van. April adds
it to a large pile of belongings placed next to a derelict PHONE
BOOTH.

While she scans the nearby buildings, Josh stares at her, no
idea what to tell her, about who he saw, about the dojo, about
anything.

APRIL
(without looking at
Josh)

Really appreciate you spending the day with me, Josh. Things are a little... hectic right now.

JOSH
Sure. I kinda had that feeling... Are we going back to your place, or is this the last--

But April hears him stop short, and she looks up just in time to see him wince.

He tries to hide it, but she's already there.

His undershirt is ripped. He starts to pull back, but she won't let him.

She crouches down, lifts his t-shirt, and sees the nasty cut he got from the dojo window.

JOSH
It's nothing. I just--

APRIL
(mortified)
They found you?!

JOSH
No, I--

But April already knows. Her voice is urgent.

APRIL
Go. Go home. I want you to stay there.

JOSH
But the dojo, it wasn't my fault. There were five of them--

April is on her feet, her frustration boiling. Josh backs away from her.

APRIL
Get away from me.

As April glares at him, Josh, betrayed, doesn't understand her fury.

APRIL

Didn't you hear me! Stay away from me. Stay away from the dojo! You have nothing to do with me!

Josh doesn't wait for anymore explanation. Biting back hot tears, he turns and runs.

As soon as he's gone... April stops, realizing she didn't mean to yell at Josh.

But it's too late now.

Frustrated, she hurls her possessions into the derelict phone booth, and goes--

IN THE PHONE BOOTH

Climbing on her stuff, she reaches up to the light, yanks it down, and--

The newly modified floor drops out.

April follows her belongings down a tubular slide... the TURTLE-TUBE, to--

INT. THE BURIED SHIP - DAY

April sits in the heap of her belongings, trying to find the will to continue her work. But she must.

She drags a portable fridge towards the galley. She lets herself have it.

APRIL

Way to go, O'Neil. A ten year old with a crush on you almost gets himself killed defending your little karate school against a bunch of psychopaths from another dimension and what do you do? You lay into him!

The corner of the fridge lands on her toe. She sucks in the pain.

APRIL

(sarcastic)

You've come a long way, baby.

SPLINTER (O.S.)

But you have...

April whips around, startled to see Splinter, back, hanging on the fringes of consciousness. She rushes to his side.

APRIL

What do you need--! How can I--

SPLINTER

My needs are simple -- I do not
want to see you plagued by doubts.

After a moment, always at ease at with the Rat Master, April
relaxes...

APRIL

I'm trying hard, I'm fighting. But
the only thing that's changing is
that the people I care about keep
getting hurt.

She looks away.

APRIL

Like you...

She gets up, pacing, even more frustrated.

APRIL

I'm a girl who went to journalism
school, who had a career in TV
reporting, but I wanted to do
something more, to make a
difference, but... what am I doing?
Me? A ninja? Who am I kidding.

Splinter's eyes won't let her look away.

SPLINTER

Only yourself, April O'Neil.
Because you strive -- in spite of
your doubts -- you are the hope for
salvation.

Splinter's certainty makes April stop, just allowing for this
possibility. For a moment, she pushes aside her lingering
concerns.

APRIL

Do you think Raph, Leo, the others,
have found anything?

But Splinter's eyes are again closed, his breathing erratic,
clipped. April fixes the blankets around him. When he seems to
rest easier, she looks up at the TurtleTube...

And then, because it's all she can do, she begins setting up
Don's Workstation.

CUT TO:

EXT. GOVERNMENT INVENTORY STOREHOUSE - DAY

Although this windowless block, isolated in an industrial wasteland, looks uninteresting, closer investigation reveals that it is covered with security systems.

Security systems that are wailing valiantly because there's a big hole blown in the wall.

INT. THE INVENTORY STOREHOUSE - DAY

A huge space stacked with crates of bizarre inventions. But the most peculiar thing is the strange procession in Aisle Ten.

Ignoring the sirens, Bob, Crunch, Miss D and TonMan are ripping crates apart. Spyder follows in their wake, cynically perusing--

An incredibly sophisticated device in a box labelled: "COLD FUSION."

SPYDER

Been there, done that.

He lets it smash on the floor. Next, a still turning PERPETUAL MOTION MACHINE.

SPYDER

Pathetic...

He stops it with a fingertip. Moving on, Spyder rolls his eyes at a BIONIC ARM and this entire world.

SPYDER

Oh, please...

But then Spyder stops, his eyes narrowing on a stove-in crate labelled "NANO-ROBOTICS." From the broken crate, Spyder takes an air-cushioned framework which contains...

A TINY VIAL. Spyder holds it up to the light. The vial seems empty. But Spyder... is reverent.

SPYDER

Brilliant...

Spyder turns, holding the vial triumphantly out.

SPYDER

Behold. The one thing on this miserable planet almost as impressive as myself.

Spyder's reverie is broken by the sudden appearance of ARMED GUARDS, fanning out as they enter on the other side of the warehouse.

The Technografts eagerly await Spyder's order to attack. He looks at them, at the approaching guards, then--

SPYDER

This is not the time for trivial amusements.

Miss D bristles, her blood lust thwarted, her searching look at Spyder only barely assuaged by Spyder's sly grin.

SPYDER

I have what I came for.

His exo-fist closes around the vial, and he departs, with the Technografts quickly following behind...

CUT TO:

EXT. NEW YORK POWER SUB-STATION - NIGHT

The air of the Electric Yard hums and crackles. Under the shadows of looming high tension transformers--

Spyder's Technografts charge up.

Each of them are plugged directly into the 30,000 volt panels, their exo-bodies sucking amps. But what captivates them, is--

Spyder, holding the TRANSLUCENT VIAL. His shiny Half Moon Crown churns, firing staccato pulses of light through his fiber optic strands, which are now tapped directly into the vial.

Miss D disconnects from her powertap, the others follow. They watch Spyder, then--

THE "EMPTY" VIAL comes to life with a TREMENDOUS FLASH.

Spyder pulls the vial free from his optic strands, looks in at--

A PLATINUM LUMINESCENCE -- the shimmering energy trails of the newly awakened NANOBOTS, too small and fast to see.

MISS D

What are you going to do with those... "things?"

Spyder's eyes never leave the vial.

SPYDER

I'm going to send our new soldiers on a search and destroy mission.

Miss D doesn't like being pushed in the background by microscopic robots.

MISS D

I thought there was a question of honor, here...

Spyder turns to her, a strange pleasure crossing his unearthly face.

SPYDER

Oh... there is. Once these robotic fleas put a burr under the saddle of the Turtles, we'll be right there, waiting. And honor will be served, my pretty, on our own terms.

As his Technografts try to comprehend their Master's obscure brilliance--

Spyder digs an exo-fist into the bowels of a transformer.

Amidst the horrendous clashing of New York City's bipolar current, Spyder shoves the Vial into the transformer's exposed copper bundles. The bundles THROB with sudden power--

--and then the Vial is empty...

SPYDER

(gritted teeth)
Git along little doggies...

CUT TO:

INT. THE BURIED SCHOONER - NIGHT

In the candlelit lair, April is boiling a pot of broth over a campstove.

Beside her, Leo and Mike gaze at the still unconscious Splinter, carefully adjusting the blankets that cover him. If anything, his brief brush with awareness, has left him looking even worse.

Away from the others, Kirby sits brooding, even as--

Raph and Don enter through the Turtle Tube. They are carrying EXTENSION CORDS. They shrug them on the deck, then kneel beside.

RAPH

Okay, boys and girls. Stand clear...

They plug in and suddenly April's lights come on in all the ship's compartments, her stuff making the vessel a proper lair.

Beside Splinter, a heater warms to life. In the open galley, the refrigerator begins to hum. But Don is most interested in...

HIS COMPUTER WORKSTATION. He powers up, sits down and turns a magnifying lamp on--

KIRBY'S KAMAYARI JAVELIN

Still impaled on its shining tip, a chunk of Spyder's EXO-TECH. Delicately, Don frees it, getting buzzed by its static charge.

DON PEERS, at first perplexed, then with growing astonishment.

DON
(to himself)
An optical recognition circuit...?

Not far away, Raph and Leo are working out battle strategy.

RAPH
The metal guy, TonMan, he's got this voltage jab--

LEO
Yeah, but if you're not grounded when he hits you--

MIKE
And what about "Miss D's" turbo shuriken?

Raph replies by showing a fresh scar.

FROM THE COMPUTER WORKSTATION, Don turns to Kirby, who's still alone, brooding.

DON
Kirby. We don't have anything even close to this tech. Isn't there some way we could use it against Spyder?

Intrigued, the Turtles and April come over. Kirby approaches more slowly.

KIRBY
It's a tiny part of his nexus. He'll just rebuild it.

The others peer closer.

DON

But it's got a power source, and a recognition circuit. Think I could integrate it into my Goggles?

Kirby, despite himself, is curious. He studies Don's Goggles as Don begins a computer diagnostic on the exo-tech.

KIRBY

Have your eyes always been a problem?

Popping open the control panel for the Goggles, Kirby begins to fit the exo-tech into it.

DON

Not till the morph. When I got inner vision, the outer vision... became, kinda diffuse. Something like that happen to you?

Kirby solders a couple circuits together.

KIRBY

(hedging)

Not exactly...

Kirby, about to say something more, stops. But Raph has put it together.

RAPH

You do have a morph.

When Kirby doesn't reply--

LEO

We could have used it against Spyder, Kirby.

Now everyone is staring at him. Even April.

KIRBY

(hard to say)

Sure, only last time I used it, everyone died. Eisner, MacFarlane, Miller!

Kirby turns, his eyes finding the motionless Splinter. His blood still runs hot.

KIRBY

And Sliver, too.

He turns back on the Turtles, his pent-up emotions bursting out-

KIRBY

I didn't mean to bring Spyder!
Don't you know that? I didn't even
mean to come here! I didn't mean
for any of this to happen!

April and the other Turtles look at each other. This isn't what they expected. Kirby quiets, looks down.

KIRBY

And if you die I'll have no one.
(bitter)
But a Ronin shouldn't expect any
more.

The other Turtles don't know what to say. April quietly asks Kirby...

APRIL

What is a Ronin?

When he doesn't answer, Leo speaks for him, gravely.

LEO

A Masterless Samurai.

The Turtles glance to Splinter, still deep in the coma. A moment of silence...

The computer diagnostic FLASHES: "Circuitry Compatible."

Slowly, Don turns back to the task at hand and squints at the screen. His eyes flash open.

DON

Hey, look at this...

Don begins typing.

DON

I think I can extract the base code
out of his operating system. That
would basically give us a map of
his weak points--

Everyone leans closer. Don pauses. But, strangely, his computer doesn't.

On screen, the visual begins to part, ever so slowly, like a STAGE CURTAIN. And to everyone's astonishment, Spyder himself appears on the screen.

LEO

Good going, Bro!

Don, sure that his eyes are deceiving him, leans closer to the screen and is shocked to discover that Spyder is dressed like a chef, standing in a Julia Child set.

DON

But I didn't...
 (checking his links)
 This isn't coming from the
 computer...

COMPUTER SPYDER

Good evening. Welcome to... My
 Favorite Recipes! Tonight -- Green
 Turtle Chowder.

With a flourish, Spyder picks up a struggling snapping Turtle. Our Turtles are suddenly paying extremely close attention.

COMPUTER SPYDER

Here's a little chef's trick for
 calming an agitated terrapin.

Computer Spyder snatches a cleaver. It flashes with a resounding chop. No more noise from the terrapin.

COMPUTER SPYDER

See? Tension released.

The Five Turtles go pale green, look at each other. Kirby lunges for the power cord, but before he reaches it--

COMPUTER SPYDER

Don't touch that dial! This is a
 dish you'll never forget.

The Turtles, realizing this is not good, together rip the cord out of the computer, but--

The computer won't die. In fact, its starting to overheat.

MIKE

C'mon, Don! Shut him down!

DON

(pounding keys)
 I can't. Something's got us
 locked!

COMPUTER SPYDER

(demonstrating all)
 First, scrub well. When they're
 nice and clean, boil them. Until
 the claws can be removed by
 pulling.

Trying to swallow their mortification, the Turtles rip access panels off the computer, try to find a way to shut it up.

COMPUTER SPYDER

Then-- pry the plastrons free from
the curved carapace--

(heaving with abalone
iron)

Easier said than done--

Snap. Crunch. Spyder smiles. Squirming, the Turtles would do anything not to hear this.

COMPUTER SPYDER

And reserve the small intestines.
You'll want to chop them for sauce!

Smoke floods from Don's workstation. Computer Spyder shows off the finished dish.

COMPUTER SPYDER

Mmm. Doesn't that look good...?

RAPH

Just smash the stupid thing--

Mike grabs a baseball bat, charges for the monitor. Spyder seems to see him coming.

COMPUTER SPYDER

Wait! You'll miss the ten most
important ingredients that make up-

He shakes the now empty vial.

COMPUTER SPYDER

My secret sauce.

They wait no more. Mike shatters the screen of the computer. There is a second of blessed silence and--

A PLATINUM LIGHTNING BOLT

rockets out of the wrecked machine, flashing to a half dozen locations around the lair. A moment later--

Every ELECTRO-MECHANICAL device in the Turtle lair has become possessed. A BOOMBOX lays down a demented soundtrack, as--

A CLUTCH OF MOLTEN COMPUTER CABLES rise up out of the ruined machine, striking at Don like vipers. He's managed to get his newly modified Goggles back on his face, but they don't seem to be working.

Nearby, Raph retreats from the vicious onslaught of a TOASTER. Fully RAPTO-MORPHED, he defends himself with talons and tridents, but the Toaster leaps at him, its door snapping like angry jaws.

RAPTOR RAPH

Someone wanna tell me what the shell is going on?

Don, pounding his Goggles with one fist, using his staff to beat back the cables, shouts back--

DON

Either we moved into a ghost ship or Spyder's unleashed some kinda remote control--

But a cable wraps around Don's neck and then neither he nor any of the others have time to ponder what it all means. HARDSHELL LEO'S in a duel to the death with a vacuum cleaner and--

KIRBY has spotted the SPACE HEATER beside Splinter. Its white hot coils are bulging towards the helpless Master.

Kirby vaults between Splinter and the malevolent appliance, his javelin parrying aside the bursting coils.

DUDEMORPHED MIKE has cornered something in the oven. He stalks up to it, nunchuks spinning, when--

The door slams open and a tongue of blue flame vomits towards his face. Mike "Bruce Lee's" onto the ceiling, but he's only safe for an instant.

The oven spitefully fires an insta-cooked pizza which clips Mike and sails across the deck to where--

Don's battling the cable vipers. But suddenly, the extension cords wrap around Don's ankles--

And start electrocuting him.

HARDSHELL LEO

Don!

Leo pins the struggling vacuum to the deck with one sword, and now, joined by Raph and Mike, flies to Don's aid. At once, they grab him, and--

ONE HUNDRED AND TWENTY VOLTS of alternating current flows through all four Turtles. Shivering, wailing, the Turtles spin through their MORPH PHASES at sixty cycles per second.

April knows that if she doesn't respond, no one will. With a glance at her rubber-soled sneakers, she ninja-vaults and slams both feet squarely into Don's chest.

The extensions cords rip out, go dead. Freed, the Turtles collapse sprawling and gasping and DEMORPHING.

But Don's Goggles are crackling with electricity, the exo-tech chip jump-started. Don stares through his now glowing lenses, utterly astonished.

But their unseen Assailants marshal for one final assault--

THE HALF-INSTALLED CEILING FAN rips free, whirling down like a rabid Cuisinart.

At instant before Leo, Don, Raph and Mike become sashimi, Kirby leaps in front of them and with a single javelin stroke -- annihilates the fan. Pieces go flying and--

DON

I can see them! Three, four--!

Don, eyes incandescent behind his turbo-charged Goggles, points, tracking their unseen nemeses through the air -- and right into the still BUBBLING PIZZA.

DON

Five-six-seven-eight-nine...!

All weapons drawn, the Turtles encircle the pizza.

DON

LOOK! They're caught--

In the pizza, tiny strands of sticky mozzarella are... trying to escape. The Turtles stare, but Don spins around--

DON

Spyder said ten! Where's the tenth!

Behind his electrified Goggles, Don's eyes widen with shock. He backs into the wall, but he cannot escape. Hissing right towards his face is a--

DON

KAMIKAZE NANOBOT!!

Don's eyes scrunch, and--

A WORN CATCHER'S MITT makes the stop just in front of Don's nose. It's--

SPLINTER. Breathing heavily, he peers at the unseen Nanobot struggling to escape his iron grip.

SPLINTER
(cracked voice)
You're outta here.

Splinter throws the mitt into the quicksand of mozzarella.

SPLINTER
Suggest we put them... on ice.

The Turtles don't need to be told twice. Mike folds the pizza shut, passes the squirming calzone to Don, who slams it into the freezer -- as Leo, Raph, Kirby chain the door shut. April slaps the plug into the one intact extension cord.

Their moment of relief is cold comfort as they look at their new lair. It is a ruin, and they themselves are even more battered. And then...

Splinter collapses. They rush to him, discovering that his efforts have made him still worse. Shivering, feverish, he mutters incoherently, struggling against unseen demons.

LEO
Splinter! Splinter...!

But the Rat Master is far beyond their calls...

CUT TO:

INT. BOHEMIAN COFFEE HOUSE - NIGHT

The Technografts sit around a table in this dark, artsy hang-out, cappuccinos steaming in front of them. Eager to get back to the kill, they look up at--

Spyder. His back to them, he's sitting on a stool on the stage, underneath a banner that reads "Poetry Night," and glowering furiously at the Tracker in his hand.

He rises, his exo-foot squashing the manuscript of the two unconscious BEATNIK POETS at his feet.

When his eyes flick to his Technografts, the ominous look on his face makes even Crunch understand... something has gone terribly wrong.

A harrowing silence follows, broken only by--

The crunching exo-jaws of TonMan, who is consuming an entire tray of double fudge brownies.

There's a clanking behind the espresso maker. All eyes stare at the trembling MOCHA MAN.

MOCHA MAN

So. Can I get you...
 (doesn't know what to
 call them)
 ...cats, anything else?

SPYDER

(withering sarcasm)
 Yes. I need better minions. More
 Nanobots. And a little less lip
 from you, Mister Coffee.

He raises his eyes, frustrated, almost pleading--

SPYDER

This entire world is impossibly
 insignificant. And yet--

He turns all his anger on his Technografts.

SPYDER

Here we are.

He moves on them.

SPYDER

We're going to take this city
 apart, brick by brick. We will
 sift, crush and pulverize every
 last inch -- until we find the
 Turtles. And kill them.

CUT TO:

INT. THE FREEZER - DAY

The ICED NANOBOT CALZONE lurks ominously in the blue mist.
 The door cracks open. A Turtle eye peers in. The door slams
 shut. The door opens. The eye peers in again, and...

The freezer door finally opens all the way. Four wary Turtles
 stare at the frosty calzone. Raph reaches in with his tridents
 and transports it to--

DON'S RECONSTITUTED WORKSTATION

April and the Turtles crowd around as Don and Kirby listen to
 the calzone with a stethoscope.

Don looks at Kirby. Kirby nods... and fires up an electric knife.

In tense silence, Kirby slices into the calzone, Don places the severed slice under a jury-rigged electronic magnifier, built from parts of their destroyed appliances and TV set.

April and Leo quickly put the rest of the calzone back in the freezer, then join the crowd, and look--

THROUGH THE MEGA MAGNIFIER

where they're all astonished to see--

THICK, SWELLING, BULBOUS GLOBULES. Bristling with hairs. Encrusted with jagged spines. Hideous.

RAPH (O.S.)

Nanobots. Ugly as they are nasty.

LEO (O.S.)

They seem to be made of some horrible, gelatinous...

DON (O.S.)

Guys. That's the pizza.

A stunning, and on a moment's reflection, nauseating thought.

MIKE (O.S.)

Pizza is definitely off the menu.

The sample slides past, revealing--

A HUGE, VICIOUS, METALLIC FACE -- of a NANOBOT.

THE NANOBOT looks like a scarab-beetle, but one designed by computer and built for war. Brutal spikes line its back and flanks. Tucked under its armored belly, a dozen arms with infinitesimal tools for tearing apart and rebuilding molecules.

The Nanobot's crystalline lattice wings are particularly fascinating until -- they flick open.

The Nanobot flips to face them, staring at them with an eyeless face. Its industrial diamond teeth snap.

THE TURTLES AND APRIL

jerk away from the magnifiers, SCREAMING.

KIRBY

Guys! Hold it down!

They stop shouting.

KIRBY
 No! Hold that Nanobot down!!
 Before it thaws out!

Leo, Raph, Mike and April dive on it, sandwiching it between the tabletop and the bottom of a pyrex mixing bowl.

But the Nanobot is thawing fast, and its increased kinetic energy is making it impossible to restrain. Leo looks over--

Don and Kirby are rummaging in a foot locker, talking quietly between themselves.

LEO
 I don't mean to disturb you guys--

MIKE
 --but get the smeg over here!!

Kirby and Don are already hurrying back, hot-wiring a strange contraption en route.

They slap it down. Kirby's holding a STROBE GUN, incongruously wired to a Morse code key.

DON
 Stand clear!

Don pounds the key, a rapid burst of Morse Code is translated by the strobe gun into binary FLASHES OF LIGHT -- which hammer down on the unseen Nanobot.

The Nanobot fights back all the more forcefully.

MIKE
 You're pissing him off!!

KIRBY
 No we're not. We're reprogramming him. Slide him under!

They slide the whole pyrex contraption back--

UNDER THE MEGA MAGNIFIER

The defrosting Nanobot is blasted with the rapid fire optical code--

DON (O.S.)
 Nanobots move at the speed of electricity -- 186,000 miles per second.

KIRBY (O.S.)
They searched every single inch of
Manhattan. Till they homed in on
us.

DON (O.S.)
But if we reverse his programming--

KIRBY (O.S.)
--he'll fly right back to Spyder!

MIKE (O.S.)
And attack him?!

A final furious burst of code -- the Nanobot jerks its churning legs and its gnashing teeth lock up.

AT THE WORKSTATION

April, Raph, Leo and Mike look from the dormant Nanobot to Don and Kirby.

KIRBY
It won't be a bomb.

Kirby and Don grin, slowly remove the pyrex lid, and two seconds later--

THE PLATINUM STREAK rockets off the table, vanishing into the severed sparking end of a torn extension cord.

DON
It's a Bug.

The others don't get it, but Don and Kirby, thoroughly pleased with themselves, relax on the sofa, flipping on a battery operated Gameboy.

APRIL
What are you doing now?? Playing a
game??

Don and Kirby grin at them--

DON
It's a really good one.

The others, realizing that Don and Kirby are still on the job, rush over and look down at--

THE GAMEBOY. As Don and Kirby guide it, the Nanobot displays the record of its search on the glowing screen.

It rushes through the electrical grid, peering out through wall sockets into one room after another, one building after another, one life after another...

LIKE A SLIDE SHOW

--Two ten year olds having a pillow fight.
 --A community theater where an actress rehearses her song.
 --A young couple, watching their baby take its first steps.

It's life, life in this City, and while the show continues...

APRIL AND THE TURTLES

watch the procession of hopes, dreams, lives flashing before them. Kirby seems deeply touched.

KIRBY

You don't know how lucky you are,
 not to have people in your world
 like--

Kirby stops himself. But the others understand.

DON

Spyder.

They all look at one another, feeling the weight of responsibility.

Raph looks back at the Watch-Man.

RAPH

We've got a job to do. Let's get
 it done.

Raph's beefy thumb punches the Gameboy's TURBO button, and we--

FLY INTO--

THE NANOBOT'S P.O.V.

It's Mr. Toad's Wild Cyber-Ride. The Nanobot careens through transformer coils, blows circuit breakers, already making thousands of stops before its FISH-EYE LENS jerks to a halt--

STARING AT--

MASTER SPYDER

Holding his winking Tracker, he doesn't look happy. His repaired nexus flashes furiously as solutions evade him.

The vibrating Nanobot view snaps from him to--

BOB, DIRECTING CRUNCH to a heavy iron loading door, which Crunch's sledgehammer arm pulverizes.

The vibrating Nanobot view shifts again to--

MISS D AND TONMAN, who employ a Laser-Duster, and are raising huge latent two-toed TURTLE PRINTS, all over the floor of what we now discover is--

THE SAIL LOFT. Directly over the Turtles heads.

INT. THE BURIED SHIP

April and the Turtles stare at the Watch-Man, shocked to realize--

MIKE

He's right over our--!

April clamps a hand over his mouth. They all look up, now able to hear... the faint scraping of exo-heels echoing down through the sinkhole.

Tinny voices crackle from the Gameboy.

BOB (V.O.)

They were here, Master. But they're not now.

SPYDER (V.O.)

(mocking)

And I know, B-B-B-Bob, that they are here.

Spyder's exo-senses are alerting him of something. He whips into frame. His exo-arm flashes towards the camera. His fist crunches closed, and--

The Nanobot's feed goes dead.

Leo, Raph, Mike and Don look at each other, utterly terrified!

Kirby, staring at his brothers from another dimension, slowly realizes they're only pretending to be afraid. Finally discarding his somber, samurai pose, Kirby at last joins in.

KIRBY

Whooo... I'm scared.

April and the other Turtles high-three him, grab their weapons. April stops Kirby.

APRIL

Hope this isn't bad news, Kirb-o.
But you're sounding more like a
ninja every day.

Kirby takes it as the compliment that it is. All together now,
they charge into the Turtle Tube.

MEANWHILE...

IN THE SAIL LOFT

With no idea that the Turtles are actually right below him, and
disgusted with the efforts of his Tracker and his Minions,
Spyder looks down at the platinum powder on his fingertips.

His cruel features curl into an ominous smile.

SPYDER

Maybe there is a way to satisfy my
much-strained honor. And give me a
power I've only imagined. And...
have a nice cup of tea, too.

CUT TO:

EXT. THE ABANDONED TELEPHONE BOOTH - DAY

The Turtles and April race headlong out of the secret entrance.
They haul across the street, vault onto the shattered loading
dock and burst into--

THE SAIL LOFT

weapons poised to strike. But...

Spyder is gone. April glares at the Technograft's trademark
destruction.

Don rushes forward -- staring into empty space.

DON

An electromagnetic signature...!

He makes a swift adjustment to his Goggles. April and the other
Turtles gather round.

DON

Their cyber-enhancements give off
an electronic trail -- we can track
them!

They waste no time. Don, Goggles glowing, leads the way as they
all charge out.

CUT TO:

EXT. THE RED DACHA - NIGHT

Weapons in hand, hot on the trail, April and the Turtles storm past the unconscious GUARDS and burst into--

INT. RED DACHA

The Tea Room, now twice-destroyed by Spyder, is a ruined shambles. The Turtles are ready to confront Spyder, or anyone, but--

There are apparently no survivors. Fanning out through the smoke and debris, the Turtles begin to search. April creeps forward, stepping on crushed cups until--

A HAND locks around her ankle. April gasps--

YURI

You must... stop him.

April kneels. Yuri rasps inside his riddled Iron Lung.

YURI

He will destroy everything! But he does not care. He is a madman...!

Yuri breaks off, coughing, fighting delirium. April leans closer.

APRIL

Where is he? What is he going to do?

YURI

Nanobots! He has gone to your Government's most secret laboratory.

APRIL

But where is it!

Yuri looks at her, suddenly unsure if he should be telling her.

YURI

It's... a secret.

But Yuri has a change of heart when he sees--

THE TURTLES looming out of the smoke, glaring down at him.

YURI

(horrified)

Penn Station... Under Penn Station!

Yuri sags to the ground, his Iron Lung wheezes its last and April and the Turtles are gone.

INT. PENN STATION - NIGHT

Down here under Madison Square Garden, the station is deserted, eerie. Don pads across the marble floor. Edgy about being in the open, even though it's empty, the others follow him through the Art Deco hall.

GUARD (O.S)

Hey, you!

The Guard rushes around the corner to find--

April. The Turtles have vanished -- only Kirby hasn't vanished very well. Crudely concealed behind a potted palm, his eyes search for a better hiding place.

APRIL

(quickly flirtatious)

Oh, hello officer.

The guard stops in front of her, suspicious.

APRIL

I know this is sort of unusual, this time of night, but... Do you have a light?

The Guard... smiles. Relaxes.

GUARD

For you? No problem...

The Guard pulls out a zippo, fires it up. But April just stands there, giving him that seductive smile.

APRIL

Do you have... a cigarette?

The guard is a little surprised by this request, but he rises to the occasion...

GUARD

Sure I do, missy. I've got everything you need.

He offers the cigarette. April takes it, slips her hand up to his neck and--

APRIL

Don't you know?

She ninja nerve-pinches him. The Guard goes down, still smiling.

APRIL
Smoking is bad for you.

April breaks the cigarette in half, then turns to--

Kirby, who, dripping and sputtering, emerges out of a fountain. They're both surprised and a little please to have gotten away with their separate ruses.

The Ninja Turtles emerge from their masterful plain-view hiding places. They regard Kirby and April.

MIKE
Not entirely shabby...

DON
Guys...

Don's Goggles have tracked an Electro-Magnetic signature to--

A TINY SERVICE ELEVATOR

Don walks in, adjusting the sensitivity of his glasses. Examines the control panel. Hidden among the filigree of the brass -- a SECRET BUTTON.

Don presses it, and a SECURITY PANEL slides out of the wall. Don and Kirby examine it, quickly hotwiring the keypad.

DON
(to the others)
Going down...?

INT. ELEVATOR

The others squeeze in, Don and Kirby connect two exposed wires, and -- they descend.

Forever.

On and on, the elevator drops down what seems an endless shaft.

April squeezes her nose to pop her ears, and notices everyone staring at her. Decorously, she removes the fingers from her nose.

Ka-CHUNK. The elevator stops. They all turn to face the door. It opens, revealing--

INT. SECRET GOVERNMENT LAB - CORRIDOR

It's full of GUARDS -- pointing at the elevator, their weapons drawn.

April and the Turtles are not only completely busted, but they could never beat these odds. Except that--

The guards are somehow... frozen in place, eyes open, asleep.

After a moment--

LEO

This looks like the place.

April and the Turtles creep out of the elevator, warily eyeing the sleeping humans as they pass. At the end of the tunnel, there is a shattered airlock. In the passageway beyond--

They see a huge cylindrical door, slightly open. An INTERIOR GLOW glimmers off the machined steel. April and the Turtles approach.

Inside, they can hear the Technografts.

The Turtles hesitate.

MIKE

Are we not Turtles...
 (then off April,
 quickly)
 ...and April, too?

April, once again reminded that she is not one of them, does her best to join their united resolve.

Unfortunately, she's already two steps behind them as they rush into--

INT. TOP SECRET SUBTERRANEAN CRYOCHAMBER - NIGHT

IT'S A BIG SHADOWY DOME arrayed with computers and the soft hiss of cooling towers. All eyes are drawn to--

A HANGING, LUMINOUS FROST-RIMED GLOBE six feet in diameter. Girded with a chromium harness, fiber optic cables, and cooling hoses, the globe is suspended above nine feet above the floor by eighteen kevlar shock lines.

Spyder and his Technografts, their backs to the Turtles, wait beneath it, as banks of CO₂ clouds spill from the Globe's severed hoses, shrouding the floor. The Globe is slowly defrosting.

But apparently, not fast enough.

SPYDER
I'm losing my patience...

Unruffled by his ire, Miss D points at a ceiling mounted high tension transmission line. Crunch boosts TonMan, who rips it free.

With Bob's wincing aid, they carry the huge, sparking cable towards the Globe.

SPYDER
But first... Eliminate the Turtles
standing behind us.

Spyder never turns, but the Technografts do. Burning with the knowledge of their negligence, Miss D fires a laser beam--

The Turtles dodge, but April sees a look in Miss D's eye -- and she whirls--

Behind the Turtles, the laser beam has tagged a MINE, a booby-trapped, huge TWISTER BLADE -- its wicked edges already slicing for Mike's head.

April has half a second to cut through her doubts.

April shoves Mike out of the way, but the Blade keeps on coming. She grabs a spewing CO₂ hose, smothers the huge Twister in a cloud of glacial frost...

...freezing it in mid-air.

APRIL
Hai-yah!

With one finger, April strikes. The Twister -- shatters.

LEO
April. You are a Turtle.

The other Turtles acknowledge her, but Spyder is in no mood for Turtle bonding.

SPYDER
(burning)
Never again.

Spyder points to our heroes--

SPYDER
ANNIHILATE THEM.

With his Technografts, Spyder moves forward. The Turtles move to counter, but Kirby stops them, steps forward alone. The two groups stand facing each other like gangs at a rumble.

KIRBY
 (to Spyder)
 Just me. Just you. Just our
 honor.

Spyder studies his mortal foe. He too, steps forward, meeting him halfway between the opposing lines.

SPYDER
 As you wish.

Kirby readies his kamayari javelin. Spyder draws his sword. All eyes lock on them as they begin to circle, each looking for an opening. They keep circling until Kirby's back is to the Technografts and then--

SPYDER
 Strike!

For an instant, Kirby thinks this is directed at him. But he hears, behind his back, the sinister snap of Technograft weapons. Kirby spins, but--

But April and the four Turtles spring, tumbling into the air. They land between Kirby and the Technografts, Leo, Raph and Mike now morphed into their MOST THREATENING WARRIOR SELVES.

RAPTOR RAPH
 (wags a finger)
 Cheaters never prosper.

The fight erupts.

Kirby spins back to Spyder, but the evil Master's exo-legs catapult him entirely over the fight and right to the base of the Globe.

Wasting no time, he rips off a welded cover which reveals a SOCKET in the belly of the globe.

From the maelstrom of the fight, Raph gets a glimpse of TonMan slipping back, going for the sparking cable lying on the chamber floor. TonMan takes towing it to Spyder.

RAPTOR RAPH
 I don't know what that cable's for,
 but--

DUDEMORPH MIKE
 You can bet we don't wanna find
 out!

Only they can't disengage to stop him. In desperation, Leo flops onto the back of his Hardshell.

HARDSHELL LEO

Slapshot!

He sucks his head and legs into his shell as Don, Raph and Mike charge towards him. With a flash of Turtle-Inspiration, April jumps onto Leo's belly and--

Don, Raph and Mike fire Leo. The Turtle-puck topples Miss D and Crunch and carries April close enough to leap at TonMan. But she's too late--

A blinding flash of light. A terrible electric buzz. Locked into its socket, the cable is pumping millions of volts directly into the shivering, glowing Globe.

Spyder stands directly beneath the immense sphere, stretches out his arms.

SPYDER

Come to papa--

In the fight, Crunch pounds at Raph with his Mallet-Arm, but the Rapto-Turtle is too quick. One of his talons rips through Crunch's rams. The Technograft staggers back, spurting hydraulic fluid.

Raph whips around, stares into the throbbing glare of the Globe. It's building up to some terrible crescendo.

RAPTOR RAPH

What's in that thing?

Don re-tunes his Goggles--

DON

NANOBOT MOTHERLODE!!!

Mike "Bruce Lee" flips through the Technografts, landing right on the cable. He rips it out of the Globe.

The looming Globe -- goes dark. Spyder turns to his Minions, outraged.

SPYDER

Power, NOW!

Bob rips Mike off the cable, Bob and Miss D shove it back in, holding the crackling cable in place.

But now April and the other Turtles are on the other end of the cable, struggling to pull it free, an infernal tug of war that suddenly ends when--

A MASSIVE FLASH fills the Sphere. The high tension and the internal lightning collide. The Globe swells with an immense charge of pure power. Turtles and Technografts go tumbling, driven back by the expanding sphere of power.

All stare up in awe as...

The looming Globe reaches critical mass. With a sound louder than thunder, shatters. Beneath it, Spyder luxuriates in a waterfall of cascading crystal.

And now the others don't need Don's Goggles to see what's happened.

APRIL

Oh, my God--

Spyder suddenly spins, the LIVING PLATINUM flying from him and forming--

A SHIMMERING, TRANSLUCENT DODECAHEDRON

that rotates around the Turtles.

But Kirby will not be caged. Yelling his samurai cry, Kirby levels his kamayari and charges right at the platinum walls.

But the second the tip of his javelin hits the wall of living Nanobots... it disintegrates. By the time Kirby realizes it is being consumed by the Nanobots, he is face to face with the living wall, and moving too fast to stop.

Only the lightning reflexes of April and Don save him, their hands locked on his shell.

Kirby barely notices.

KIRBY

Coward! Take down this wall and fight!

SPYDER

If you insist, "Kirby-san"...

The dodecahedron vanishes in a mist, so quickly that April and the Turtles are suddenly suspicious. But they don't have to wonder long.

Fat-barreled GATLING GUNS snap out of the Technograft's backs, angling over their shoulders. April and the Turtles have only a second to stare down the spinning barrels before--

The Gatling Guns BLAZE. When the firing stops...

The now DEMORPHED Turtles are astonished to discover -- they're still alive. But they've been completely tarred and feathered with... large and impossibly sticky globules.

They try, but not one of our heroes can free themselves from the globules. Spyder enjoys their growing alarm.

SPYDER

Knowing how you're so cold blooded,
I hope you won't find your end...
too chilling.

Slowly creeping across the floor, sub-zero streams of liquid nitrogen pour from severed cooling hoses. Everything they touch, freezes solid.

Desperate, our heroes try to lurch away, but discover... they might as well be welded to the floor.

SPYDER

There's one thing I've always
admired about you and your
brethren. You stick together.

As April and the Turtles struggle, Spyder can only grin, cruelly.

SPYDER

Just so you know what to expect...
When the liquid nitrogen touches
your...

(looking down)

...two toes, an excruciatingly slow
pain will creep upward through your
body, every green cell individually
exploding as it freezes. That, I
feel, will amply satisfy... my
honor.

Even the Technografts grimace at this impending doom.

SPYDER

And as much as I'd like to enjoy
every last minute of your miserably
annoying lives, I have...

Spyder looks up, his eyes finding the floating mist of Nanobots.

SPYDER

All those little robotic minds...
waiting to be programmed.

Spyder raises his hand and in a flash, all the Nanobots fly to his clenching exo-fist.

SPYDER

After all... It is a matter of
global importance.

Laughing to himself, Spyder strides out of the chamber. As his Technografts swagger after him, they pause.

Miss D reaches out to April, almost touching one of the sticky globules with an exo-fingernail.

MISS D

FYI. "Stickypops."

BOB

First they stick..

MISS D

Then they pop.

Guffawing, Crunch punches a button on his control panel and they all walk out.

Two seconds later -- every single STICKYPOP starts ticking.

DON

BOMBS!

They frantically claw at themselves and each other, but the Stickypops are like a cross between epoxy and velcro. The ticking grows louder as the liquid nitrogen oozes ever closer.

MIKE

Somebody better think of something...!

They are frantically struggling, except for... April.

APRIL

Everyone close your eyes.

They all stop, turn to her.

APRIL

Do it!!

Mystified but desperate, the Turtles clamp their eyes shut. April struggles a moment under the coating of stickypops and then...

...vaults completely free of her encumbered ninja suit.

APRIL

One of you peeks, all of you die.

Her bare feet run swiftly across the chamber to where a still sparking electrical line lies.

April jams it into the nearest piece of machinery and instantly, there is a conflagration. She repeats this again, and again.

Leo can't resist. He opens one eye, and is horrified to discover that he and his brothers are now caught between freezing solid, blowing up and burning alive.

LEO
April! Whaddaya doing?!

The other Turtles open their eyes and join Leo in frantic exclamations. The heat is growing by the second.

APRIL
Saving your shells!

As the heat reaches unbearable temperatures, April's plan becomes clear.

The glue holding the stickypops... melts. The ticking bombs slough onto the floor in wave of sludge. The Turtles dive free from the encroaching liquid nitrogen, sliding on their bellies as...

The ticking stops. Uh-oh. They look at each other and--

LEO
Ninja...

KIRBY
BAIL!!!

With April, all together they charge the exit and...

KA-BOOM!!

BILLOWING CLOUDS of FLAME ERUPT through the chamber, bursting out the doorway.

EXT. PENN STATION - NIGHT

Smoke curls from a blown out sidewalk-elevator and then... silence.

Cinderblock rubble moves, and April crawls up. Bruised, bleeding, wearing a discarded pair of coveralls, she turns to help out a limping Mike. The rest follow, equally battered.

They scout around for any hint of Spyder, but he is long gone. April shivers, glances up. Knowing they have failed, they can hardly look at each other.

Raph gestures. Drawn by the noise, pedestrians are coming their way.

By the time the pedestrians reach the shattered elevator...

There is no one there.

DISSOLVE TO:

INT. BURIED SCHOONER - NIGHT

As a safety measure against electric surfing Nanobots, the lair is lit by lantern light.

Mike, Leo, Raph and April are poring over a hand-drawn map of the City, trying to find a pattern, a clue to Spyder's movements.

Deep in a shadowy corner of the deck, Kirby is a silent bundle of rage, his movements clipped, contained.

Don, eyes closed, perched on a stack of crates, is meditating -- but the deeper he searches, the more frustrated he becomes. Abruptly his fists clench, his eyes open.

DON

Nothing. I can't see anything.
I'm not getting any clues. If I
had a couple weeks I could modify
my Goggles--

But he doesn't have a couple weeks and he knows it. He slips off the crates, kicking at them. April and the other Turtles look back to their useless map.

LEO

And there's no way of telling where
he's taking those Nanobots.

APRIL

Or what he's going to do with them.

In the following silence, they turn to their last hope, Kirby.

LEO

Kirby. You've got to help us.
What's this guy doing?

Kirby spins, all volcanic fury.

KIRBY

He has no honor...!!

Kirby is so distraught, that the others simply wait, sympathetic. When he quiets, Raph comes closer...

RAPH

You don't always choose your foes.
You choose your friends.

Kirby hears the heart-felt meaning. He looks at Raph, then the others. They're right there for him.

Nodding, Kirby at last turns to the map, but he, too can only wonder...

KIRBY

He said he had global ambitions.
Maybe this city map isn't big
enough.

They ponder this, but only for a moment. Because a horrendous crashing comes from--

MIKE

Splinter's room!

In a rush, they are already at the door.

INSIDE SPLINTER'S COMPARTMENT

But no sooner are they through the door than a flying sea chest crunches against the bulkhead beside them. Weapons flash into their hands. They turn, to find themselves face to face with--

Splinter, on his feet, staff raised in knotted fists.

For a strange moment, Master and students hold each other at bay. Then Splinter lowers his walking stick.

SPLINTER

You weapons are not needed here.

April and the Turtles, uncertain, move closer. The compartment is trashed.

LEO

Splinter... Who was here?

SPLINTER

A Master who did not aid his
students in time of trial.

After a moment, they realize... he's talking about himself. They rush to help him, but he shakes them off.

SPLINTER

I do not need assistance! It is as
you saw. Our world itself is
threatened. And I have done
nothing!

A wisp of smoke curls in from the main deck.

MIKE

Guys...

They all see it.

BACK ON THE DECK

There's no fire, but Don's hand-drawn map of the City has fallen onto a hurricane lantern, the flame of which is charring a hole in the center.

But before Raph can put it out -- Don jerks it away from him.

DON

Wait! This is it.

The others have no idea. Even Kirby doesn't understand.

Splinter eyes Don, then points his bony finger directly to the center of the map, where the hole is still being eaten larger by stubborn embers.

SPLINTER

Kirby-san. Was this... where the gateway lay? The gateway between the dimensions?

KIRBY

On the island. Yes.

SPLINTER

(to Don)

Did Shredder -- no, Spyder, successfully obtain other Nanobots?

DON

Just about ten billion of them.

Splinter crushes the smouldering map in his rat fist. He turns to his band of battered, bruised warriors.

SPLINTER

Do you not see?

The others work to understand.

SPLINTER

Spyder's Nanobots. The gateway.

Don plucks the crumpled map from Splinter, flattens it--

SPLINTER

In the Way of Ninja, this is called
-- Ku-Ji. Thought and word and
deed become a single indomitable
force.

Splinter has stopped at April. She's hesitant.

SPLINTER

And this is also true for you.

APRIL

But I have no morph.

SPLINTER

Oh, you have, kuniochi. And as is
the way of your gender, your
transformation has been both more
subtle and most powerful.

Deeply affected by his belief, April can say nothing.

SPLINTER

Have you... my box?

April nods.

IN THE FORWARD CABIN

They all gather around an old, wooden box, emblazoned with an
ancient Ninja-Mon, a circular crest. Splinter opens it,
removing--

A venerable kuniochi's combat gi. He hands it to April with
great ceremony.

SPLINTER

This warrior's gi belonged to my
Master's one true love, Tang Shen.
She was remarkable. Like you.

April looks back, surprised by his gift, and his compliment.
Slowly, she unfolds it. But everyone's solemn expression
falters when all see that the gi is tattered, moth-eaten -- all
except April.

With grace, she bows deeply to Splinter.

APRIL

This is the finest gift I have ever
received.

Splinter though, is still shocked at what has become of this
once precious object, and humiliated that he offered it. But
before he can speak--

APRIL
 This too, is "the way of time,"
 Splinter. But--

April picks up a pocket SEWING KIT with a grin.

APRIL
 --this, is a way of mine.

Splinter shakes his head, nods at her graciousness. He turns, facing Kirby.

Kirby hesitates, not sure of Splinter's intention.

But into Kirby's hands, Splinter simply presses a TSUBUTE, a weighty throwing disc of pure silver, engraved with the same Ninja-Mon as the box.

SPLINTER
 For you.

With awe, Kirby looks at the razor-edged and brilliantly gleaming disc.

SPLINTER
 It belonged to my Master, Hamato Yoshi. Oroku Nagi, the Shredder, stole it when he deceitfully killed Yoshi. When Shredder died at the hands of my sons, I reclaimed it. Now... it is yours.

KIRBY
 (completely flustered)
 I... cannot accept this, Splinter. Such a thing can only be passed from Master to disciple.

SPLINTER
 If you wish, you need no longer be Masterless, my son. You need no longer be Ronin.

So deeply is Kirby touched, that it takes all of his warrior's strength not to let a tear show.

Splinter puts his paw on Kirby's shoulder, speaks to them all.

SPLINTER
 Our destiny will wait no more.

The Turtles nod, and turn to, gathering their weapons. For a moment, Splinter is alone. Don sees his Master wince in pain.

DON
 (sotto, to Mike)
 Do we leave Splinter or--

SPLINTER
 (suddenly in his face)
 You take me. This is my honor,
 too.

Splinter's vehemence leaves no options.

CUT TO:

EXT. ELLIS ISLAND - SHORELINE - NIGHT

A borrowed boat noses up to the landing. Shadowy ninja warriors leap silently onto the quay. Raph helps Splinter off, they all rush to cover in a bank of shrubbery.

But April's not with them.

They look back to the boat, where, under a tarp, there is this squirming going on. The Turtles look at each other, impatient.

MIKE
 Yo, April! We're on kinda of a
 tight schedule here...

Spandex snaps on skin. The tarp flies back, and April appears. She jumps off the boat, runs up to them, wearing Tang Shen's newly modified combat gi. It's been converted into--

A SKINTIGHT NINJA CATSUIT. April looks down at it, adjusts one sleeve.

APRIL
 You guys think it's too tight?

The Turtles, momentarily forgetting their schedule, their honor, and the end of the world, emphatically shake their heads.

Moments later, they're all slipping towards the dark and looming bastion of--

EXT. THE ADMINISTRATION CENTER - NIGHT

They slink through the shadows, making their way towards the bell-towered block of the Main Building.

KIRBY
 This way... I remember coming out
 of that window there. It must be
 back in--

Kirby is cut off by a sudden gasping wheeze from Splinter. The column stops as Splinter buckles, wracked with a ferocious spasm.

Even as Raph and Mike struggle to support their faltering Master, a look passes between April and the Turtles.

LEO

(sotto)

We can't take him with us...

The others nod, grimly. April volunteers.

APRIL

I'll find him someplace safe, then catch up with you. Master...

Fighting his internal demon, Splinter has no strength to resist her guiding arm.

MIKE

Sensei O'Neil. Watch your back.

April nods, watching as the Turtles disappear into the dark building. She turns, leading Splinter through the trees to...

THE GRASSY FIELD

Located on a north-east corner, the field looks across the water to the lights of the western shore.

April helps the laboring Splinter under a WATER TOWER ON STILTS, then props him against a gnarled tree-trunk on the other side.

April can only stare as Splinter fights desperately against escalating pain. Unable to help, April turns away so that he will not see the anguish on her face.

But someone else does.

MISS D

It's the smell, isn't it?

Across the field, arms folded over her chromium bosom, Miss D smiles cruelly.

April stands to face her. Miss D sees her new ninja suit.

MISS D

(simply incredulous)

What are you wearing...?

Though April may be afraid, you'd never know it.

APRIL
I'm dressed for your funeral.

She marches straight towards Miss D. For the briefest moment, Miss D is taken aback. But in the next moment, she is striding out to the middle of the field, meeting April exactly in the middle.

The two antagonists look coldly into each other's eyes. In the ominous silence, Miss D's cyber-enhancements start to WHIR.

MISS D
But, sister... These are the
moments I live for--

Miss D strikes with blinding speed, the steel barbs of her exo-arm slashing towards April's neck in a blow which will end this before it begins. But...

April's not ready to die.

With equal speed, she's pulled her sword and blocked the blow. Darkening, Miss D notices that April's sword is now biting into the sparking circuits of her exo-forearm--

And the fight begins in earnest. Miss D is a turbo-charged nightmare, a leaping, slashing human blender, all sharp edges and wicked jabs.

But April's not buckling. Her ninja blade whirls around her like a shield, striking sparks from Miss D's armored silhouette.

The match looks almost even, except... April is slowly giving ground. Losing ground, back to where--

Splinter, now gasping on the grass, convulses, his long claws tearing lines in the turf.

CUT TO:

INT. MAIN BUILDING - THIRD FLOOR - NIGHT

The Turtles are still desperately searching for Spyder. They duck, slipping under a window, but Mike stops in his tracks.

MIKE
Guys -- April.

All five cluster. A quarter mile away on the field, April retreats towards the Water Tower, slowly giving ground before Miss D's relentless onslaught.

Without another word, the Turtles race down a flight of stairs and into the labyrinth of corridors and chambers. But soon they're lost and running up stairs, just to find a way out.

DON
Try down here!

They follow him around a corner, through a hall and into a--

RAPH
Deadend. C'mon--!

They spin, and in front of their astonished eyes--

THE FAR WALL DISINTEGRATES. Like it's being eaten.

The Turtles stop dead, staring at this phenomenon and then, staring through the ever expanding hole at--

THE INTERDIMENSIONAL GATEWAY

A PLASMA TORNADO rages inside--

And with each passing moment, the Gateway's perimeters are being chewed wider by a PULSATING PLATINUM FRINGE -- the Nanobots -- doing Spyder's sinister bidding.

Because, as the Nanobots expand the Gateway, they unleash the ever-expanding plasma vortex, which is consuming the very fabric of our world.

Also watching, now visible through the destroyed wall, are TonMan, Crunch, Bob and most of all -- SPYDER.

The Master faces the INTERDIMENSIONAL MAELSTROM, his central nexus is flashing at light speed, integrating and reprogramming the Nanobots by the second.

Bob, however, has noticed the five not-dead Turtles. He can't believe it.

BOB
Uh... Master?

SPYDER
(zero patience)
I'm on-line with ten billion Nanobots and, though this may be a little over your head, Bob, programming them requires complete concentration.

KIRBY
(hard as stone)
So does this.

Kirby uses his spear to pole vault himself in front of the Gateway. Still in mid-flight, he pulls two flips, lands directly before Spyder, and instantly--

Kirby spins in a scything arc, using both ends of his spear to send Bob and TonMan staggering.

Immediately, the other Turtles MORPH, vault into the chamber, and engage the Technografts.

Spyder, whose renewed fury can only be quenched with freshly spilled Turtle blood, steps towards Kirby.

But the moment Spyder turns his attention away from actively programming the Nanobots, the PLATINUM FRINGE around the Gateway falters chaotically.

Spyder grabs Bob, dragging him close.

SPYDER

If you were wondering, Bob. This
is the moment to prove yourself.

Knowing it's do or die, Bob joins TonMan and Crunch as they hold off the Turtles. Behind their guard, Spyder quickly returns to his programming...

CUT TO:

EXT. THE GRASSY FIELD

The duel is relentless.

Miss D hurls her arsenal of weapons at April. Twisters, blades, brutal punches and kicks. But April, battered, will not down.

Impatient, Miss D strikes closer, and that gives April her opening. Sidestepping the blow, April's sword finds its mark on Miss D's exposed cheek.

Miss D, stunned she's actually been hurt, pauses. She touches her cheek. Fingers come away red.

MISS D

(barely audible hiss)
You bitch...

The fury with which she attacks April sends her duplicate reeling. April rolls, trying to get back to her feet, but Miss D is everywhere -- slashing, hammering.

April hacks blindly, buying herself enough seconds to retreat to the feeble protection of one of the Water Tower's wooden stilts.

UNDER THE WATER TOWER

Miss D laughs contemptuously, letting fly two Twisters. They rip holes in the stilt, buzzing April.

Miss D slows, savoring this lethal game of keep away. They circle the stilt.

Toying with April, Miss D swings with her blades, wood chips flying in April's face. But April, her face set with determination, just keeps circling...

Miss D steps back, for the kill.

MISS D
(arrogantly teasing)
This Universe ain't big enough for
the two of us...

But April wraps both fists around the hilt of her sword, and suddenly, she's a blur. Whirling like a dervish, her sword slices through the air, a gleaming spiral, slashing at the wooden leg and then--

April loses the blade. It darts up, SLAMMING into the belly of the Water Tower. It quivers, and through the puncture, water runs down onto--

Miss D. She looks up at the water, amused by April's obvious failure.

MISS D
(laughing)
What d'you think, I'm gonna melt--?

With a disdainful smirk, Miss D looks slowly back to April.

MISS D
Sorry, Bambi. You're no Miss D--

Miss D's smile dies on her lips.

APRIL
Got that right.

Because April has used the distraction to pull out the section of stilt the strokes of her whirling sword had so cleanly hewed.

In other words...

The Water Tower doesn't have a leg to stand on. Miss D makes a frantic dive -- but the whole thing crashes down.

When the dust clears, April picks herself up.

Protruding from the edge of the crumpled water tank, Miss D's still-sparking exo-boots.

Wiping blood from her eyes, April turns to find Splinter. But he is gone.

APRIL
 No. SPLINTER...!

She spots his hunched form slipping through a door and into the Main Building. She races after--

INT. MAIN BUILDING - FIRST FLOOR - NIGHT

April follows the shambling Splinter as he tries to escape, losing himself in the reaches of a dark staircase. But she's too quick. She catches him at the landing, holds him.

APRIL
 Splinter, it's okay. She's--

The Rat Master spins.

SPLINTER
 STAY AWAY!!!

April jerks back, stung by his rage. But before she can speak--
 HARDSHELL LEO is hurled through the wall.

April rushes to Leo, helps him up.

HARDSHELL LEO
 What happened? Miss D...?

APRIL
 D... is for dead.

Leo is truly impressed. But--

HARDSHELL LEO
 ...And Splinter?

APRIL
 He's right--

But Splinter... is gone. And in the next second, TonMan's exo-arm punches through the mangled wall and snatches April.

Leo dives through the hole and into the shattered ruins of--

AN INDUSTRIAL LAUNDRY ROOM

Technografts and Turtles wage war around the expanding Gateway. Safe in the distance, Spyder continues his nanosecond manipulations.

HARDSHELL LEO
 Yo, Bruce Lee! Gimme a hand!

DUDEMORPHED MIKE sees TonMan on the verge of snapping April like a twig. He leaps to an overhanging pipe. The pipe snaps but he's got enough momentum to knock April out of the Technograft's grasp.

Raptor Raph's spots the chemical sewage spewing from the dangling pipe.

He curls his razor talons around the pipe and charges TonMan, jamming the pipe deep into the Technograft's machinery, pumping the vile filth into TonMan's exo-body.

With a roar of rage, TonMan slaps the pipe aside, charges after Raph. But his exo-body is flooded with acids and wastes and...

TonMan is moving slower and slower, his joints freezing. He locks up.

TonMan stares horrified as his spotless machinery stains with corrosion. A prisoner of his own devices, he makes one final furious attempt, but only falls on his side--

Now face to face with the approaching Platinum Fringe. It's moving right for his head.

ACROSS THE CHAMBER, BOB stares in horror as TonMan is consumed by the expanding ring of destruction.

KIRBY

Don, spin!

IN ANOTHER CORNER

Don whirls, barely avoiding the crushing blow of Crunch's mallet arm.

With Raph and Kirby at his side, they dive into Crunch's belly, driving him back towards where--

Mike and Leo jerk open the circular door of a MASSIVE DRUM WASHER. All together, they shoehorn Crunch in, slam the door on him. April arrives just in time to pound her fist into the SPIN CYCLE button.

The huge washer rumbles and turns with a terrible crunching noise. The door bursts open. The Turtles step back, ready to fight, but--

All that emerges is a waterfall of mangled Technograft scrap.

The Turtles and April spin, facing--

BOB

He looks back, quite aware that he is the only minion left.

Mike, Don, Kirby and Raph approach with deadly intent. Bob starts to back away, but Leo and April have slipped around to both sides.

Bob spots them, doesn't know who to attack first and--

Leo and April both strike. A moment and Bob's exo-shell splits in two, clattering to the ground, wreckage. All that's left--

Is Bob. Just plain old Bob. Who dare not even breath.

RAPTOR RAPH

Boo.

In blind terror, Bob runs -- right off the newly exposed edge of the building.

The Technografts are vanquished. All eyes turn to--

SPYDER

who's completely focused on frantically programming and controlling the Nanobots.

SIX FIGURES FLIP through the air, landing directly before Spyder. When Spyder realizes his Minions have been eliminated, his neural cap throbs with fury.

But Mike just points.

DUDEMORPH MIKE

Nice beanie.

SPYDER

You honestly believe you will kill me now?

Leo slowly grinds his swords together, shearing sparks from them.

HARDSHELL LEO

That's the general idea.

But Spyder just grins. Slowly, he raises a finger to his thinking cap...

SPYDER

I'm getting an idea, too...

He reaches out, scooping a handful of platinum Nanobots from the perimeter of the gate. The Fringe wavers, suddenly dangerous, unstable. But Spyder doesn't care.

He simply opens a PORT in his metal-capped head, and in front of the shocked eyes of the Turtles -- crams the NANOS into it.

The result is instantaneous. As the Nanobots race through his cybernetic portal, Spyder's internal computer systems instantaneously program them -- changing Spyder's very physical being.

With frightening speed--

New whiplike arms extrude, scattering April and the Turtles, ensnaring pieces of Spyder's disassembled Minions -- from the washer, from the Gateway's Fringe, from Bob's cracked shell.

Faster than the Turtles can stop him, the Nanobots go to work, breaking down the exo-scrap, integrating them into Spyder's body, even as they restructure the alloy into a gleaming, METALLIC LATTICE WORK.

The lattice grows with fractal leaps, and in seconds--

Spyder has become a fifteen foot tall, indomitable defensive and offensive war machine.

Scintillating with a technology beyond our dreams, he has become a CYBER-SAMURAI, beautiful, hideous... and worst of all -- one hundred percent Spyder.

NANOBOT-SPYDER

(admiring the new him)

Look, Ma. Top of the food chain.

April and the Turtles stare with open mouths. He deigns to see them.

NANOBOT-SPYDER

Hello. Goodbye.

WHAM!!

Spyder attacks. April and the five Turtles throw everything they've got against him. But even with their morphs, even attacking in teams, they simply can't get past the Cyber-Samurai's defenses.

His long arms strike like halberd blades, his mica-crystal armor is impervious to their blows. Only Kirby and Leo can even get close, Leo because of his Hardshell, Kirby because of his reckless kamikaze spirit.

Their weapons spin and slash, but--

Spyder's exo-foot kicks aside Kirby, traps Leo, crushing him to the floor. Leo cries out in pain, the blades drop from his hands. The others try to reach Leo, but there's no way.

Grinning malevolently down at Leo, Nanobot-Spyder raises his other foot to stomp Leo out of existence--

NANOBOT-SPYDER

Oh, look. A bug.

BUT THE FLOOR EXPLODES. April, the Turtles and even Nanobot Spyder spin and stare as--

HUGE HAIRY CLAWS RIP open the flooring from below. A flurry of snapping teeth, rippling muscle and scything claws erupt, sending Nanobot Spyder staggering back, freeing Leo in the process.

Raph and Kirby grab him, pulling him away as all stare at--

THE HUGE RAVENING BEAST

is seven feet tall. His immense wicked claws strike with incredible speed, slicing into Nanobot-Spyder's mica-crystal armor.

Nanobot-Spyder falls back, doubly shocked when he sees that--

The INTERDIMENSIONAL PLASMA TORNADO is suddenly wobbling. Deprived of his control, the Nanobots have begun to chew on the Tornado itself, making it become threateningly unstable.

But Nanobot-Spyder must battle this new hellacious beast and do it fast. As the slavering creature approaches, Spyder wrenches off one of his mica-crystalline hands and hurls it like a THUNDERBOLT.

The Beast flips to one side, but the Nano-hand has a mind of its own. It changes course, still arrowing at the Beast, its mica-fingers extruding vicious STABBING POINTS.

The Beast doesn't stand a chance. The Nano-hand slams into his chest. The Beast gasps, sinks to its knees and...

...demorphs into SPLINTER.

MIKE

MASTER...!

But Nanobot-Spyder just sneers down at his wounded adversary.

NANOBOT-SPYDER

Eeek. A mouse.

THE WILDLY UNSTABLE GATEWAY stutters, and then explodes to twice its width in a blinding burst of cosmic rays. The Plasma Twister lashes left, right, then breaks free, snaking high above the ruins of the roof.

Nanobot-Spyder pirates a handful of Nanos from his own body and flings them at the prone Rat Master. They land over, under and around Splinter, instantaneously forming--

AN IMMENSE RAT-TRAP. Spring BULGING, it's ready to snap right on the helpless Splinter. Spyder takes this last instant to enjoy the anguish of his victims, most especially Kirby.

NANOBOT-SPYDER

(deadly)

Pop goes the weasel.

KIRBY

NO...!!!

Ignoring the raging chaos, the Turtles move towards Splinter, but Kirby's eyes flash with incredible heat--

And then their fury seems to engulf him. His entire body becomes INCANDESCENT. He flashes past the other Turtles, burning with a FURIOUS INNER LIGHT.

By the time he reaches Splinter--

KIRBY HAS MORPHED into a TURTLE BUILT OF LIVING FLAME. The rat trap snaps, but Kirby has already flung it aside, a flaming ruin.

In the next moment, FIRETURTLE KIRBY, like a bolt of blazing lightning, is charging after Nanobot-Spyder.

But Nanobot-Spyder is already climbing through the ruins of the roof, to the peak of--

THE BELL TOWER

Using scintillating streams of Nanobots, Nanobot-Spyder struggles to stabilize the vortex of the Plasma Tornado. He glances at the Platinum Fringes, which are now chewing an erratic patchwork through the sky of our world.

DON

Guys! He's reprogramming the vortex. I think he's gonna escape!

They vault upwards, meeting Spyder on the parapet. Kirby steps forward.

FIRETURTLE KIRBY

You have destroyed my family. You have no honor. And that is how you will die!

But Spyder, in the throes of his programming, standing in front of the immense interdimensional whorl, has his own thoughts.

NANOBOT-SPYDER

You're reptiles. Your brains haven't fundamentally changed in 100 million years. I think your line--

Nanobot-Spyder's entire giant form snaps into a LIVING ARSENAL of destruction.

NANOBOT-SPYDER

--is extinct.

For Kirby to attack would be suicide, but he doesn't care. He coils to spring, but from below--

SPLINTER

KIRBY-SAN! REMEMBER... KU-JIIII!!!

Somehow, Kirby hears. With his flaming hand, he pulls the TSUBUTE from his belt. The silver itself IGNITES, burning with the same indomitable flame of spirit that fires Kirby.

KIRBY HURLS THE TSUBUTE with such speed and accuracy that Spyder never has a chance. The flaming disc rips directly into Nanobot-Spyder's central processing nexus.

The towering Cyber-Samurai reels, spewing bolts of electricity, dripping Nanobots. No sooner does he stand, than April and the Turtles all shout out together--

APRIL AND TURTLES

KUUUU-JIIIII...!

They charge, slamming into Nanobot-Spyder and together, they all plunge into--

THE INTERDIMENSIONAL CYCLONE

It's like a blender. April and the Turtles SCREAM as they feel their very molecules stretch. Fragments of themselves flash past in the walls of the ever-accelerating funnel.

And suddenly--

It ends.

An echoing silence reverberates through the vastness of--

INTERDIMENSIONAL SPACE

A multidimensional WORMHOLE with no horizons or skies. PULSES OF ENERGY, COLORED STREAMS OF liquid matter flow in all directions, through an endless and transparent atomic lattice.

April and the Turtles look at each other, stunned. Though the Turtles are morphed, they've all become translucent and streamlined.

A cloud of GLITTERING ORBS drifts up to them and, incredibly, one orb passes directly through April.

LEO
(gulping)
Reality check. We've definitely
left Kansas. Correct?

They all stare as the orbs drift down and discover... the apparent surface of this immense cylindrical world is miles below their feet.

DUDEMORPH MIKE
Time, space... I don't any of the
usual rules are happening here,
guys...

FIRETURTLE KIRBY
We've got to get Spyder -- before
he gets through.

RAPTOR RAPH
But how do we see our way through
all this... stuff?

Don turns his glowing Goggles up full bore. In here, they THROB, pulsing with light. He grins.

DON
Might I suggest... Turtle Vision.

Don looks around him--

The jumble of overlapping lattices snap into multidimensional view. There are pathways buried in the confusion. And one trail is still hot from the recent passage of Spyder.

DON
Brother Turtles. Shall we...?

Bereft of glasses, unable to see the Hidden Trail, they follow as Don breaks into a run, threading through a forest of HELIUM ATOMS, splashing across a PHOTON STREAM that rushes at light speed.

April and the Turtles run in huge steps, actually starting to get the hang of this strange new interdimensional universe. Until all the lattices funnel down to--

A SPIRALING HELIX OF CARBON ATOMS. Which is starting to crumble. Leo looks at Don.

HARDSHELL LEO
Spyder...?

Don nods. They take a breath, and with a kamikaze cry, banzai charge into--

THE CORE OF THE SPIRALING HELIX

April and the Turtles race through this RUPTURING HELIX, dodging swarms of ELECTRONS, blasted by GAMMA RAYS, bombarded with the shrapnel of SPLITTING ATOMS.

The Helix before them completely shatters, leaving a bottomless gap. April is the first to leap the chasm and land on--

A TRAPEZOIDAL TRANSWARP PLANE

It stretches almost to infinity. Rivers of alternating polarity PULSE across the vastness. Below, rising and swelling like black lava, huge clusters of MOLECULES.

The Turtles stop beside April. Don peers ahead, his Goggles still throbbing.

DON
I can see him.

At the very limit of their vision, racing towards a barely visible POINT OF LIGHT, is something that must be Spyder.

April and the Turtles charge, but as they range deeper, something else is changing.

Around them, MOLECULES begin to vibrate, invisible waves flowing through and intensifying into...

A ROAR. The Turtles -- blanch. At this interdimensional level you don't need Goggles to see--

MIKE
GIANT NANOBOTS!

Coming from above, below, all points of the compass -- A SPHERE OF CHARGING NANOBOTS.

In this impossible world, the Bots are like HUGE PLATINUM TANKS. Their diamond teeth are the size of pickaxes. Their crystal lattice wings churn storms. Their eyeless faces are bent on destruction.

And there's 19 MILLION of them.

But Don's fear fades under scientific fascination. He can literally see their MAGNETIC CODING. The bands of binary pulses reflect off the shining lenses of his Goggles.

DON
I can see their programming!
They're on a search and destroy for
Turtle-forms!

HARDSHELL LEO
Which means... they're just
looking for our shells.

A look passes between Leo and his brothers and they begin to DEMORPH and MORPH, shifting as rapidly as possible, never pausing long enough to let the Nanobots recognize and lock onto their shapes.

Continuing their RAPID FIRE MORPHING, Leo, Mike, Raph and Kirby surround Don and April, cloaking them behind a wall of confusion.

The Nanobots jerk to a stop, uncertain. A shining sphere of Bot faces points in on them. Two Scout Bots inch forward. They examine the MORPH-FEST...

And don't buy it. Nineteen million CHARGE.

A ball of PURE SPIRIT FIRE bursts from Kirby. The startled Nanobots turn in confusion, crashing into one another, growing more enraged.

Mike grabs a metallic Nanobot.

DUDEMORPH MIKE
Ride 'em, boys!

But the others lose sight of Mike, of each other, because in one second--

Everything is overwhelmed by the THRESHING STORM OF INCOHERENT NANOBOTS.

Dudemorph Mike explodes out of the maelstrom, riding a bucking bot, a rakishly angled HYDROGEN ATOM on his head like a cowboy hat.

Behind him, aboard five other equally wild bots, Leo, Raph, Kirby, Don and April struggle to hang on. Following Mike's lead, they charge towards the far gateway...

...leaving 18,999,994 confused Nanobots in the dust.

FLYING ON THE NANOBOTS

April and the Turtles are in ragged formation, heading after Spyder. They're closing the distance, but they're not going to get there in time.

LEO

Yah!

They jab their weapons into the circuitry of their winged mounts and the bots race ahead at DOUBLESPEED.

They flash through Interdimensional Space, shooting directly towards Spyder but just as they catch up--

The Nanobots, driven beyond their design specs, disintegrate into cracked atoms.

April and the Turtles are thrown from their EXPLODING MOUNTS, landing on the springy molecular lattice--

--directly in front of the horribly brilliant and fluctuating Gateway that leads into Spyder's world.

April and the Turtles whip around to see--

Nanobot-Spyder, now a BLACK LATTICE of flashing crystalline perfection. His VOICE booms through the entire Interdimensional Wormhole, shivering everything down to the smallest electron.

NANOBOT-SPYDER

Your punishment for interfering,
will be unimaginable torment. I
will disassociate you particle by
particle, and when I am done... I
will use your broken atoms for
toothpicks.

April and the Turtles look at each other, unbowed.

RAPH

I don't think so.

And they attack.

As the immense Nanobot-Spyder fends off their initial assault, his huge hands claw matter out of the very fabric of this vast multi-dimensional arena.

He crushes together fistfuls of sub-atomic particles --
NUTRINOS, TACHYONS, QUARKS. In a moment, his hand holds--

A ROARING QUASAR. A terrible nuclear SNOWBALL. He raises it high.

NANOBOT-SPYDER

No more Mr. Nice Guy.

But April and the Turtles don't wait. En masse, they leap at the immense dark tower that is now Nanobot-Spyder. But this time, they're not trying to knock him over--

They're trying to get at the heart of things -- Spyder's computer core.

Nanobot-Spyder rages, his Nuclear Snowball still clenched in his outstretched fist. He bats aside all but Leo and Kirby, who together, penetrate his defenses and plunge directly into his CYBER-BODY.

Nanobot-Spyder BELLOWS, his mica-crystalline fingers CLAWING at his own chest -- but he's too late.

Leo and Kirby have ripped loose his COMPUTER CORE.

Leo holds it. Kirby raises a dagger. And Kirby plunges it into Spyder's cold electronic heart.

In desperation, Nanobot-Spyder strikes, but not fast enough. Leo and Kirby vault out of the way, and--

Nanobot-Spyder smashes his fist down into the space where they just were -- his own chest. And right there, the NUCLEAR SNOWBALL in his fist ERUPTS.

STREAMS OF RADIANT PROTONS burst through his crystalline chest and begin eating him. At the same time, the Nanobots, abruptly deprived of Spyder's on-line control, rush back towards him, totally berserk.

Nanobot-Spyder stares down at himself, flails at the now burning QUASAR embedded within him. But the nuclear reaction is like atomic wildfire, slowly consuming him in a neutron nightmare. And when he sees--

The billions of enraged NANOBOTS avalanching from all directions...

...he SCREAMS.

THE INTERDIMENSIONAL WORLD SHAKES with his agony.

April and the Turtles frantically scramble to get clear. But the Nanobots reach Spyder and collide -- in a blinding critical mass which--

Obliterates everything.

CUT TO:

INT. THE FLATTENED FLOOR OF THE LAUNDRY ROOM

Splinter, still in great pain, sits up. It is too quiet. The massive fluctuating gateway is now nothing other than a manhole sized portal, which softly hisses.

As for Nanobots, there are none. The danger to the world is over. But as Splinter looks around, he also sees, there are no Turtles... and no April.

Slowly, sadly, Splinter approaches the Gateway.

SPLINTER
My sons... April...

He bends to look in the Gateway. In the shimmer, he can see only himself. Gently, he reaches out to the surface with his staff, touches it, and...

SPLINTER IS CATAWHOMPED across the room -- in a tangle of smoldering, gasping APRIL AND DE-MORPHED TURTLES.

For a moment, nobody moves as they all just try to catch their breaths. Then...

From the bottom of the dogpile, a muffled voice.

SPLINTER
While I am most pleased that you
are returned, you are currently
crushing me to death.

A thousand instant apologies as they bound off and help the Rat Master to his feet. A hiss from behind, and they spin, weapons drawn, as--

SPYDER'S BLACK CYBER-CORE spits out of the hole, rattling as it spins on the floor in front of them. Still embedded in it, Kirby's scorched dagger.

April and the Turtles look at each other, relieved, grateful to be alive... and they just start laughing.

Except for Kirby. He's eyeing the manhole-sized portal... which is slowly getting smaller.

When the others follow his gaze, they stop laughing.

After a moment...

DON
You don't have to go...

There's a long silence. In the distance, the sirens of the Harbor Police are rapidly approaching.

Kirby looks from the hole, back to his new family. Faced with the hardest decision of his life, Kirby knows what he must do.

KIRBY

Even if this end closes, the other will still be open. And there's plenty of people in my world... you don't want to know.

Mike goes over to Spyder's destroyed Cyber-Core. But he doesn't pull out Kirby's dagger. Instead, he retrieves the darkened TSUBUTE, its ancient Ninja-Mon still gleaming.

Somberly, the other Turtles gather round, and together, press it into Kirby's open hand.

No other words need be spoken. Kirby takes April's hands in thanks, and then turns to Splinter. He bows deeply, student to Master.

With a last look at his newfound family, he turns, silently slips into the narrow gateway...

And vanishes.

April, the Turtles and Splinter press closer. A FLASH of Kirby's SPIRT FLAME--

April reaches out to the portal... but it is gone.

In the silence that follows...

APRIL

Watch your back, Kirb-o...

DISSOLVE TO:

EXT. WEST SIDE STREETS - NIGHT

A quiet evening. One hand in her pocket, the other holding a brown paper package, April walks through the neighborhood, finally stopping at a Brownstone.

She looks at it, then mounts the steps.

She knocks on the door, hears footsteps come running.

JOSH opens the door with a piece of pizza in his hand. But when he sees who it is, his anticipation becomes... discomfort.

For a moment, they both stand there.

JOSH

So. Are you the good April? Or the bad April?

April hands him the brown paper package. Josh, still unsure, takes it. Flexes it. He eyes April, then opens it.

It's a new NINJA GI. Josh's eyes sparkle with excitement.

APRIL
(by way of apology)
I'm not perfect, but I'm not that
bad.

Josh doesn't know what went on, but he's glad to have April
back.

JOSH
Y'know... tonight is...

He shows her the slice of pizza. April cracks half a grin.

APRIL
Pizza night?

And now Josh smiles.

JOSH
Hungry?

April nods gladly. Josh holds the door for her and she walks
in. Josh starts after her, but a tiny sound outside makes him
stop.

He turns back to the porch, looks around with a wily glance.

JOSH
Anyone else out here, want
pizza...?

But there is nothing. Josh shrugs, heads back in. A beat,
then--

Mike, Leo, Don and Raph slip out of their hiding places,
gathering on the porch.

LEO
That was too close, guys. We've
gotta be more careful, now.

MIKE
Yeah, we've changed.

DON
We've gotta be stronger, better,
sharpen our skills.

RAPH
Be ready the next time some goon
comes out of the woodwork--

APRIL (O.S.)
Josh... where are you?

The Turtles spin -- and freeze.

Josh never went inside. He's leaning on the door frame, arms folded, shaking his head, as he looks at the Turtles.

JOSH
I knew it.

The Turtles are so busted. Before they can react, Josh goes back inside, closing the door on the still-stunned Turtles.

After a moment, recriminations fly.

LEO
Way to go, Mike--

MIKE
I didn't blow it, he blew it--

RAPH
Not. Don came down first--

Splinter drops out of an impossibly perfect hiding place, silencing the bickering Turtles.

SPLINTER
Number one Rule Of Invisibility.
Do not become visible while people
are still watching!

Splinter gives them a taste of his staff.

At one of the Brownstone's windows, a curtain draws back. April cracks a smile as she sees--

THE FOUR TURTLES hot footing it into the shadows of the City, one step ahead of Splinter's staff, still, and forever, desperately rationalizing...

FADE TO BLACK...