

TRANSFORMERS ONE
Final Shooting Script

SEQ 0100 PROLOGUE

After the final production company logo: a metal dust storm consumes the frame.

As we move through, the dust dissipates revealing the dramatic underground city of:

EXT. IACON -- UPPER HANGING CITY -- DAY

Distant waterfalls of dust descend through far openings in the surface above. Passing buildings attached to the underside of the planet's crust like stalactites.

Focusing on one building, a single bot, minuscule in comparison to the tower, scales the side in shadow.

EXT. HANGING BUILDING -- CONTINUOUS

Jet engines incoming, the bot pulls itself against the building, hiding as the passing vehicles fly by, not noticing the mysterious bot. He continues his onwards.

INT. HANGING BUILDING -- MOMENTS LATER

Looking out from behind a ventilation grate, sparks light up the vent, accompanied by the sound of a laser-saw device cutting metal.

The grate drops as the cutting finishes, revealing our mysterious, but familiar, ORION PAX. Blue eyes glowing and antennas silhouetted, making sure he's not seen before continuing inside.

INT. ARCHIVES -- MOMENTS LATER

The ceiling vent runs the length of a dark pathway between shelving units of electronic artifacts. The dust in the air trapped in time in this unkept archive.

A rope unfurls to the floor. Orion slides down, stopping before touching the ground.

RACK TO REVEAL BELOW HIM: a faint laser beam visible in the drifting dust.

He carefully steps over it. Moving down the aisle avoiding more tripwire beams protecting the floor.

INT. ARCHIVES AISLE -- MOMENTS LATER

The shrouded bot moves in the darkness, searching the shelves. Something catches the bot's eye, he grabs a handful of discs.

In an open area, the bot stands before a small projector. He flips through the discs he collected.

ORION

(to self)

Okay... let's see what we got
here... seen it, seen it... hmmm,
what's this about...?

Close on the disc inserted into the player. A distorted hologram flickers, the audio playing too loud.

ALPHA TRION (V.O.)

(corrupted recording)

At the dawn-dawn-dawn--

ORION

Shhh...quiet. Shhh shhhh shhh...

Elsewhere: an ominous SECURITY DRONE powers on.

Orion leaps up to stop the noise, ejecting the disc.

ORION

Shhhh... Stop, stop, stop...

The projector shuts off. He freezes, listening. Silence.

The security drone floats silently down the aisle in search of the disturbance.

Satisfied no one heard, Orion knocks the disc, blowing in the end like a classic Nintendo cartridge. Upon re-insertion, the hologram projects correctly into the air before him.

ORION

(to self)

Ah, here we go.

ALPHA TRION (V.O.)

At the dawn of time, there was our
gracious and powerful creator,
Primus.

VISUALS: The holographic point of light becomes an illuminated silhouette. He crouches into a ball of light, the planet transforms around him.

ALPHA TRION (V.O.)
To protect our universe, he
sacrificed his life force,
transforming himself into our
planet, Cybertron. From within
Cybertron's core, Primus birthed
the first Transformers, known as
THE PRIMES--

Primes rise from the center, out of the Well of Sparks.

ALPHA TRION (V.O.)
--the most powerful Transformers,
appointed to lead and protect
future generations. To assist them,
Primus created an entity of great
power... the MATRIX OF LEADERSHIP.

Cut to Orion Pax, his full face visible in the hologram's
light, watching in awe. He leans in close.

ORION
*The Matrix. There it is, okay,
good, keep going...*

The Matrix exits from the Well of Sparks into Zeta Prime's
chest. Energon flows in long glimmering channels throughout
Cybertron.

ALPHA TRION (V.O.)
With the Matrix in the Primes'
possession, Cybertron's natural
power source, Energon, flowed in
abundance, sustaining life across
the planet.

The security drone moves down the aisle. It stops and
rotates, its lens eye zooms deep into the room, past shelves,
to the distracted, unaware Orion.

Pushing in on the drone's security eye --

SECURITY DRONE
(robotic machine voice)
Attention. Unauthorized movement
detected, in archival vault, sector
J-3, level zero.

INT. HALLWAY -- CONTINUOUS

Two sets of large feet stampede down the hall. The sound of
weapons powering up.

GUARD #1 (O.S.)
KDK-12 to KDK-1, breaching archives
in ten seconds--

INT. ARCHIVES -- CONTINUOUS

Orion is fully engrossed in the hologram's tale --

ALPHA TRION (V.O.)
For generations, there was peace
and prosperity. Until the Matrix of
Leadership was lost, causing
Energon to no longer flow.

ORION
(annoyed grunt)
Why does every legend about the
Matrix end right there?
(flipping through discs)
One of these has to say what
happened...

The lights turn on -- BWOOOOP!! BWOOOOP!! BWOOOOP!!

Orion spins, the security drone right behind him.

SECURITY DRONE
(robotic machine voice)
Criminal -- prepare to be detained.
Criminal -- prepare to be
detained...

ORION
Uhhh-hey there...

Orion punches it and runs.

ORION
Uh oh.

Doors slam open. Two armed guards run in like SWAT officers,
rifles raised, ready for action.

SEQ 0110 ORION PAX

The two GUARDS round the corner. Flashlights light up Orion.

GUARD #1
Freeze!

GUARD #2
Get down!

Orion freezes, turns around to face them.

ORION

Oh, hello, guys, yeah I'm so glad
you're here -- which way's the
exit? I must've taken a wrong turn--

The guards realize who it is, their rifles drop. Obviously
not a threat.

GUARD #2

It's that defective mining bot. Or-
ee-on Pix.

ORION

Orion Pax.

GUARD #2

Who cares! We told you to **never**
come back here!

Orion is half the guards' height. He slowly backs away as
they stomp towards him.

ORION

Why are we all yelling, guys?

GUARD #1

I'm gonna smash you--

ORION

Hold on. Whoa, whoa, hold on, no
need for violence. How 'bout this?
I run away. You chase me. We play
that game. Huh? You're bigger,
faster. It'll be fun--

GUARD #1

He doesn't have a cog, let's give
him a head start.

GUARD #2

Why not? It's not like he can
transform.

ORION

Oh, yeah? Well, watch... *THIS*.

Orion bends forward at the waist, his arms fold in, his knees
bend, dropping his entire body --

Then BOLTS.

GUARD #2

Get him!

The guards give chase. Orion leaps, YANKS the cable... the grate swings down, smashing the guards in the head, their guns go flying.

Orion slides around the corner of the aisle, frantically searching the shelves as he bolts.

ORION

(running, then:)

... something that flies, come on,
something that flies...

BWOOP! BWOOP! BWOOP! -- The security drone rounds the corner, flying right at him.

SECURITY DRONE

Criminal -- prepare to be
detained--

ORION

A-ha!

Orion runs right into the security drone, snatching it from the air. The guards tear around the corner.

The guards are forced to transform into flying vehicles to continue the pursuit.

Orion leaps out a small window. The guards are definitely too big to fit.

SEQ 0120 CHASE

REVEAL: Orion has leapt out of a stalactite building that hangs above the MASSIVE city of Iacon below him.

ORION

Whoa!

SECURITY DRONE

Halt. Criminal -- prepare to be
detained...

Orion shakes the drone repeatedly as it methodically repeats itself.

ORION

(re: drone)

C'mon, c'mon, c'mon, start, c'mon!

The drone kicks in full power, shooting upwards.

ORION

Whoa!

Orion smashes into a Transformer in ALT mode which sends him spinning out of control.

EXT. IACON CITY -- NICE PART OF TOWN -- ROOFTOPS -- DAY

Orion crashes and rolls down a long slanted roof.

ORION

(sliding toward edge)

Nonononono--

He slides out of control. Orion barely gains enough control to have his feet in front of him for the leap to the next rooftop. He grabs onto the ledge.

The flying guards fly into view towards him.

GUARD #1

There he is!

Orion pulls himself up, landing with a roll, and runs across a rooftop, the guards gaining on him. He reaches a door.

ORION

(laughs)

So long, suckers--!

ZIP! He falls out of frame, through a surprise vent.

INT. FANCY WORK BUILDING -- CONTINUOUS

A sparkling gold office of fancy white-collar Transformers living the high life. Orion crashes through the ceiling vent.

He stands, clearly out of his element surrounded by full-size Transformers. He tries to act casual while exiting.

ORION

Ooo, Energon.

(taking cubes from
waiter's plate)

Evening, everyone. Pardon me.

He bolts with an armload of Energon cubes.

EXT. FANCY OFFICE BUILDING -- NICE PART OF TOWN -- DAY

Orion, popping back cubes as fast as he can, exits the building into a city street bustling with full-size Transformers going about their day.

A PASSING TRAIN catches Orion's eye, heading underneath the platform on which he stands. Orion jumps onto it and lands face-down on transparent roof.

INT. MINERS TRAIN -- CONTINUOUS

The miner passengers look up to see Orion, amused but not surprised by his antics.

PASSENGERS WALLA

Orion. / It's just Orion. / There he goes again. / What's he up to now? / Is he crazy? / He's getting deactivated, the moment they catch him. / Seriously? Again?

EXT. IACON CITY -- NOT-SO-NICE PART OF TOWN -- CONTINUOUS

The train speeds toward "the other side of the tracks", obviously *not* the fancy part of town.

INT. TRAIN DEPOT -- MOMENTS LATER

As the train pulls in, Orion tumbles off it and runs.

ORION

Ouch.

His triumphant smile doesn't last long when the guards fly over Orion's head, transform back into bipedal mode and land. Orion stops, out of breath.

ORION

(catching breath)

Fellas. Thanks for the head start, ya wanna give me another one?

GUARD #2

You're dead.

ORION

I'll take that as a no.

Suddenly, from behind them -- CLANG! The guards COLLIDE with and KNOCK OVER a hover-dolly full of mining gear.

The bot pushing the hover-dolly is D-16. He is pissed.

D-16

Hey, watch where you're going...!

D-16 trails off when he sees the guards looming over him.

GUARD #2

(snarling)

What did you say, no-cog?

D-16

Sorry sir, I didn't mean you, I was referring to the bot who was behind you.

The guards look. Orion is gone. They search frantically.

GUARD #1

Wha -- Where'd he go?!

As he loads his cart with extra effort --

D-16

(shoving tools into cart)

You mean the filthy red and blue bot? Has a big mouth, squeaky joints, gives off a corroded metallic stench?

GUARD #2

Where is he?!

D-16

He went that way.

The guards hurry off in that direction.

D-16 pushes the hover-dolly into the departing train at the last second.

SEQ 0160 BFFS

INT. MINERS TRAIN -- CONTINUOUS

D-16 parks towards the end of the cramped commuter train. He stands by himself. As the train starts moving:

D-16

All right. All clear.

Orion pops out of the cart.

ORION

(annoyed)

Okay, D-16, I may be a little
dusty, but corroded? That is too
far--

D-16

Let me guess. Chased out of the
archives?

ORION

(chuckling)

Yeah, I had to jump out of a window
this time, I almost died -- it was
wild.

D-16

And digging through ancient data is
worth dying for?

ORION

Yes, it is--

D-16

(groaning)

I need a new best friend.

ORION

If there are clues in our recorded
history that can help locate the
Matrix of Leadership, they're in
the archives trust me--

D-16 cleans off Orion, two close friends.

D-16

Sentinel Prime, THE Sentinel Prime,
is up on the surface right now,
risking his life for us, in search
of the Matrix--

ORION

That's exactly what I'm doing, I'm
trying to help him--

D-16

(laughing)

Yeah, okay.

ORION

The sooner Energon flows again, the
sooner we won't have to mine for
it. Don't you want to choose your
own path? Do whatever you want?

D-16

We're miners. We mine. That's all.

ORION

There's gotta be something *more* I can do. I can feel it.

D-16

Oh, yeah? Like the time you had a **feeling** you could transform *without* a cog?

ORION

You said you were never gonna mention that again.

D-16

Took me three days to pry you open. Your feelings get you in trouble.

ORION

Yeah, yeah--

D-16

Just trust in Sentinel Prime.

ORION

I do trust in him. Hey, if we *did* have cogs--

D-16

I'd transform into a shovel and beat you.

ORION

I don't like how fast you answered that. But listen, if you *did* beat me, I couldn't give you this awesome *Megatronus Prime* thing I have here. It's cool, I'll give it to someone else--

D-16

What Megatronus Prime thing?

ORION

Ah, it's nothing. Just a, you know, mint condition Megatronus Prime decal, first edition.

D-16's jaw drops.

D-16
(gasp)
What?

ORION
I mean, if you don't want it, I can
just throw it away--

D-16
Throw it away--?! That's not funny.
Let me see--

ORION
Don't grab, you're gonna crease it.

Orion applies it to D-16's arm.

D-16
You know Sentinel says Megatronus
was--

D-16	ORION
--the strongest Prime to ever live.	--the strongest Prime to ever live, I know buddy.

ORION
Looks good on you.

D-16 admires it.

D-16
It's really cool... Thanks.

ORION
Always got your back.

D-16
No matter what.

SEQ 0200 ENERGON OPERATION

A BUZZER ALARM as the train arrives in the mine.

TRAIN ANNOUNCEMENT (O.S.)
Approaching sublevel station, stand
clear of doors. Mining teams,
prepare to unload.

INT. ENERGON MINES -- CONTINUOUS

Miners struggle to push Energon carts to a processor. This is
hard work, but it runs like precision clockwork.

We follow a jet-packing mining crew through the mines. The leader, **ELITA**. Orion, D-16 among the crew behind her.

ELITA

Metal to the pedal, drill bits,
this is it. How much Energon have
you mined under my leadership?

MINING CREW

(in unison)

So much, Elita-1!

ELITA

And how perfect is my mining
record?

MINING CREW

So perfect, Elita-1!

ELITA

We are a mere thirty units of
Energon away from my promotion to
supervisor. Are you happy for me?

MINING CREW

So happy, Elita-1!

Wide shot as they land and walk into position.

ORION

Elita -- I mean, captain, you are
looking especially shiny this
morning. New polish?

ELITA

Orion Pax, I'm sorry that I somehow
gave you the impression that we're
friends--

ORION

Apology accepted--

ELITA

Light up that wall, let's go. Ten
seconds!

ORION

Happy to take the lead today,
captain. I'm feeling like I have
enough power in me to drill down
and touch Primus myself.

ELITA

(chuckles)

You don't have the touch or the power.

(to everyone)

Ready positions, rust buckets!
Let's go!

ORION

(to D-16)

She's in a good mood today.

D-16

(agreeing effort)

ORION

You ready?

D-16

Always ready. Let's punch in.

The two friends FIST BUMP as the wall cracks open. The mining crew snaps to action --

ELITA

Here we go! This one won't be open long, brace it up!

They carry METAL SPREADERS, positioning them to slow the shifting walls. The spreaders groan under pressure.

Miners fly down into the tunnel.

MINERS WALLA

Here we go! / Bridge! / Brace up!

ELITA

Lower channel is open. Drill it out!

More Miners fly down.

MINERS WALLA

Drill power on max! / Low bridge!

Mining time lapse.

ELITA

Drill it out.

SEQ 0257 MINING ACCIDENT

Orion and D-16 drill away with the other miners when Jazz's drillbit catches. Everyone sees the Energon color fluctuate in the walls.

ORION

It's unstable... We gotta go, we gotta move!

ELITA

EVACUATE--

BOOM! EXPLOSIONS rip through the tunnel, rocketing shrapnel and miners. The shockwave blows them against the walls.

ELITA

Everyone out! Evacuate immediately!
The tunnel is closing. I repeat,
the tunnel is closing.

The bots fly towards the exit.

ORION

You with me, D?

D-16

On your six, keep going!

ORION

Look out--!

The tunnel suddenly transforms in on Orion, D-16, and Jazz, causing them to crash to the floor.

Orion looks back, Jazz's leg is stuck.

JAZZ

(screaming in pain)

The tunnel rumbles, braces break. Orion runs past D-16, back to Jazz.

ORION

Jazz is stuck! Elita, we've got a trapped miner, I'm falling back to assist.

Orion and D-16 struggle to lift the metal boulder.

ELITA (O.S.)

(in his headset)

Negative! Do not break protocol!
Evacuate!

D-16
(straining)
We're gonna need more lift.

JAZZ
It's closing, just grab your pack
and go!

ORION
Yeah, good idea.

JAZZ
What? No, I didn't mean it!

Orion jams his jetpack under the rubble. They grab him.

D-16
Pull him clear!

They dive out of the way as the jetpack explodes underneath.

ELITA
(though headset)
Pax, what's happening?

What begins as a faint WHOOSH quickly crescendos to a RUMBLE.

ORION
Nothing much, just normal protocol-
following stuff, it's all good.
(looks back)
Oh, that's not good.

On Elita:

ELITA
Orion Pax, could you please exit
the tunnel of death?

ORION
Elita, it's about to get messy out
there!

WIND and DEBRIS blow out of the tunnel.

Orion and D-16 sprint like firemen, carrying Jazz.

JAZZ
Go, go, go!

Elita springs into action, grabs a brace and throws it like a javelin. It extends just in time as they pass.

JAZZ

Go, go, go, go, go! Run, run!

Orion, D-16, Jazz run out together, the tunnel crushing behind them. They duck under breaking braces, jump over another one.

ORION

Hurry!

D-16

We're not gonna make it!

ORION

Come on! Go, go, go, GO!

Elita puts one in the opening, holding it open. They're about to be crushed when they run and leap at Elita.

They crash outside the tunnel's closing entrance. The brace breaks and flies into the processor.

SEQ 0275 DEMOTED

JAZZ

(moaning)

ELITA

What the hell, Pax? I told you to evacuate!

ORION

I did. Eventually.

ELITA

If I get fired because of you--

ORION

Oh please, they're not gonna fire you.

DARKWING, a full-size Transformer, flies in and drops.

DARKWING

Elita-1, you're fired.

ELITA

What!? Why!? I followed protocol to the letter!

ORION

That is true. I was the one who broke the rules, not--

ELITA

No one asked you. Darkwing, please,
I have worked too hard for this,
you can't just--!

DARKWING

You are no-cog bots with limited
options.

(to Elita)

Report to waste management.
Immediately.

ELITA

Waste management?!

Elita holds his stare with as much dignity as she can muster,
and then turns to leave. SHOULDER CHECKS Orion.

ORION

Elita...

ELITA

(turns to Orion, hurt:)

Next time, why don't you stop and
think before you ruin someone's
life.

ORION

I'm sorry.

Darkwing turns to leave.

ORION

Hey, Darkwing!

D-16

Don't do it...

ORION

I may not have a cog, but my finger
can transform.

He holds up his fist.

ORION

Guess which one. I'll give you a
"limited option".

Orion MAKES THE TRANSFORMATION SOUND and raises his middle
finger.

Darkwing throws a punch at Orion -- D-16 catches it.

D-16

Excuse me, sir. Allow me.

D-16 punches Orion.

D-16

I apologize on his behalf for--

BAM! Darkwing hits D-16.

D-16

(face contorted)

Why?

CUT TO:

SEQ 0400 THE BARRACKS

INT. MINERS BARRACKS -- LATER

Orion and D-16 sit on a bench in the barracks, nursing their wounds. (Same staging of how they will be sitting at the head of SEQ 0900 in the hospital bay.)

D-16

(groaning)

That. Really. Hurt.

ORION

What'd you expect, he's metal.

D-16

You know you were out of line, talking back to a superior like that.

ORION

Hey, Darkwing was out of line, he deserves it. Aren't you tired of being treated like we're nothing?

D-16

He had every right to hit me. I interfered.

ORION

Hey. I appreciate you having my back. I'm glad you were there with me to get punched in the face. It was fun.

D-16 chuckles.

D-16
Anytime buddy.

The PA system CHIMES above.

CITY ANNOUNCEMENT (O.S.)
Attention all sectors, stand by for
a live transmission from Sentinel
Prime.

Suddenly, the barracks is ABUZZ with chatter.

D-16
(no longer hurt, excited)
He's back? He's back already?

ORION
Maybe he found the Matrix!

The chatter instantly becomes an ardent silence as --

-- SENTINEL PRIME appears in hologram form.

SENTINEL (V.O.)
Is it... on? Okay. Thank you.
Hello, my friends. Hello, Iacon
City. Hello to our saviors, the
industrious miners who toil
selflessly to maintain our Energon
reserves. I celebrate you!

Across the barracks, the mines, the train platforms, all the
miners CHEER. Thrilled to receive this praise.

D-16
Humility and presence, *that's*
leadership. Nobody does it better.

SENTINEL (V.O.)
Once again, I have narrowly
returned with my fleet after
another treacherous expedition
across the desolate, dangerous
surface of our planet. I departed
with hopes of finding the Matrix of
Leadership, the key to bringing
balance to Cybertron. I regret to
inform you, that we've returned
empty-handed.

Orion's hopeful expression drops in disappointment.

SENTINEL (V.O.)

This is a setback... but not a failure.

(resolute)

Rest assured, I will find the Matrix of Leadership so that Energon can flow again.

Sentinel reacts subtly, as if reading the mood.

SENTINEL (V.O.)

But that's in the future. Right now... I think we all deserve a little fun! Tomorrow, there will be no work. All shifts off, because tomorrow is... the Iacon 5000!

A hologram reading IACON 5000 floods the room and the crowd GOES WILD!

Orion and D-16 cheer.

SENTINEL (V.O.)

My favorite event, a high octane race all across Iacon City! Let's all see which competitor can prove they are truly more... than meets the eye.

Sentinel's transmission ends. D-16 is super pumped, but we stay on Orion, wheels turning. A smile growing on his face.

CUT TO:

INT. MINERS BARRACKS -- NIGHT

D-16 and other miners in full sleep mode.

Orion pops his head out.

ORION

(whispers)

D! Psst! Hey, D!

A hand creeps into frame and TAPS on his forehead. Taps again. D-16 rouses, very confused.

ORION

Oh, good, you're up. C'mon, I have an idea.

SEQ 0500 ROOFTOP

EXT. ROOFTOP OF BARRACKS -- NIGHT

D-16

Whatever this is, it better be good.

ORION

Yeahyeahyeah, okay, listen alright: What if, what if... WHAT IF... tomorrow, we ran in the Iacon 5000? Huh?

D-16

What if I kill you for waking me up?

ORION

No, no, no, hear me out: we don't even have to win--

D-16

Naw, that's good, because we wouldn't.

ORION

--but, but if we beat *just one* Transformer... it proves we're just as good as they are! Not only would we go down in history, the-- the mining bots that did the impossible, but we, we would show everyone that we're-- we're capable of so much more.

D-16

Or we'd get publicly humiliated and then busted back to tier one.

ORION

Yeah, but at least we would've done something, ya know?

A pause. Then D-16 shakes his head.

D-16

Pax--

ORION

Come on, D, wha...

D-16

Pax! We're mining bots who can't transform.

We can't fly, we can't roll... We
can't race. C'mon, let's go.

D-16 gives him a caring pat on the shoulders.

ORION

All right, fine. Yeah, maybe you're
right.

D-16 heads back in. Orion lingers, not done with this idea.

ORION

Maybe.

SEQ 0600 NEW SEATS

INT./EXT. STREETS OF IACON -- MORNING

In the endless stream of bots heading to the stadium:

D-16 (O.S.)

The Iacon 5000 is finally here.

ORION

Hey, I have a surprise for you,
come on.

D-16

Where are you going? The stadium's
that way.

Orion veers away from the crowd to a maintenance door.

ORION

Yeah yeah, I know, follow me.

Orion OPENS the restricted door. D-16 follows.

D-16

Great, we're gonna be late now. I
wanted good seats.

INT. RESTRICTED MAINTENANCE AREA -- CONTINUOUS

The dank underbelly of the city.

D-16

We came all this way to miss the
opening ceremony, this is
wonderful.

ORION

Trust me, I know what I'm doing.
(blocks his path)
Hold up!

WHOOOOOOOOOSH! A huge blast of exhaust blows them back.

ORION

Get caught in one of those, it'll
launch you halfway across the city.

D-16

Okay, where are you taking me?

ORION

Don't be a glitch, this will be
totally worth it, trust me.

They climb onto what looks like a suspended catwalk.

D-16

Hey, you don't be a glitch! Look, I
know this is, like, fun for you,
like we're joking around, but if
you make me miss any part of the
Iacon 5000, I swear, I will smelt
your face right off your...

D-16's mouth is now agape.

EXT. IACON STADIUM -- CONTINUOUS

Orion and D-16 are covertly standing ABOVE THE STARTING LINE
for the big race! Directly above ALL THE TRANSFORMER RACERS,
including Darkwing.

ANNOUNCER BOT (V.O.)

Welcome to the Iacon 5000! And
there they are, put your hands
together as today's competitors are
taking the field!

D-16 (O.S.)

Look, LOOK, there's Thunderglide!
And Behemoth! This is unbelievable!

On D-16 and Orion marveling at their view.

D-16

I feel like I'm *in* the race!

D-16 turns to Orion.

D-16
You did this for me?

ORION
No. I did this... for us.

D-16 smiles. They fist bump.

SEQ 0660 SENTINEL'S SPEECH

The stadium is PACKED shoulder to shoulder. Deafening APPLAUSE. Excitement verging on frenzy.

ANNOUNCER BOT (V.O.)
And now, the moment you've all been waiting for... the icon of Iacon, the savior of Cybertron -- Quintessons fear him, but we love him... our leader, the one and only... SENTINEL PRIME!!!

A bright light in the sky. Dropping like a star. Then --
-- WHOOSH! Sentinel Prime is on the scene! Hovering mid-air with his bootjets, waving to the crowd.

An even more rapturous OVATION. Like a good pro wrestler, Sentinel knows how to milk a crowd for more applause. Sentinel high-fives a fan as he swoops past.

ARCEE
I love you, Sentinel!

SENTINEL
Yes! It feels so good to be here with you all today!

He takes his place behind a podium on a hovering platform, smiling and waving as the applause dies down.

SENTINEL
My friends, my Cybertronian family.
(pause, dramatic turn)
It has been precisely fifty cycles since the Quintessons attacked our home. Fifty cycles since we lost the Matrix of Leadership, and our Energon supply dried up. Fifty cycles since the battle that killed the other Primes, my brothers and sisters in arms.

All around the stadium, massive HOLOGRAMS APPEAR, each representing a Prime who died in the Quintesson war.

SENTINEL

Today we honor the Primes who gave their lives for ours, and we show them that the strength of Cyberton will never be diminished.

ON D-16: He fixates on MEGATRONUS PRIME, the biggest and toughest of the Primes. The God of War. His hero.

SENTINEL

Racers, on your marks!

Racers at the starting line transform into various vehicles.

D-16's eyes are glued to the race.

D-16

I can't believe that we get to watch from the starting line, the best seats in the house!

CH-CHNK. Orion straps on a jet pack.

D-16

Why'd you bring jetpacks?

SENTINEL (O.S.)

Get set!

ORION

It's time to show 'em we are more than meets the eye.

D-16

Oh no.

Sentinel's arm becomes a cannon. BAMMMMM!

SEQ 0700 THE RACE

ANNOUNCER BOT (V.O.)

And they're off!

The floor drops out from underneath Orion and D-16 --

ORION

AHHHHHHHHHHHHHHH!

D-16

AHHHHHHHHHHHHHHH!

-- and they land on the starting line just as the racers all PEEL OUT/BLAST THEIR JETS. Everything happens at 1000 mph.

A racer is headed directly toward him. Orion snatches D-16 up and they're off.

D-16

Ahhhh!

With that, they join the race, weaving into the dense Transformer traffic.

The raceway ahead of them TRANSFORMS. It is essentially an automated stretch of road that advances forward.

D-16

ARE YOU CRAZY!?

ORION

SURE FEELS LIKE IT!

ANNOUNCER BOT (V.O.)

The Iacon 5000 has begun!

Every contestant is significantly bigger than Orion and D-16.

ON SENTINEL'S PLATFORM:

SENTINEL

(squinting)

I'm sorry, are those... miners in the race?

IN THE STANDS:

ARCEE

Miners! Those are miners, like us!

Every contestant is significantly bigger than Orion and D-16.

ANNOUNCER BOT (V.O.)

I can't believe what I'm seeing here! There are miners trying to run in the Iacon 5000!

INT. WASTE MANAGEMENT DISTRIBUTION -- SAME

Elita watches a live broadcast while loading crates.

ELITA

You gotta be kidding me.

ANNOUNCER BOT (V.O.)

This is insane!

INT. MINERS BARRACKS -- CONTINUOUS

EXCITED MINER
There's miners in the race!

MINERS WALLA
What?! / No way!

Miners scatter, leaving their video games and boxing bag.

EXT. BARRACKS ROOF -- CONTINUOUS

Miners run to the roof to see the race on a screen.

MINERS WALLA
What? / It's Orion Pax and D-16! /
Look, there they are! / I don't
believe it! / They're really doing
it!

EXT. THE IACON 5000 -- CONTINUOUS

The race moves on a transforming road that snakes through Iacon City. It's fast and extremely dangerous.

Orion and D-16 zip down the road, flying far behind the pack. They narrowly dodge Transformers spinning out.

ANNOUNCER BOT (V.O.)
This is a first in Iacon 5000
history, how are they going to
survive?!

D-16
If we survive this, I'm going to
kill you!

ORION
I accept those terms!

ANNOUNCER BOT (V.O.)
It's TAILWIND pulling into the lead
down the main stretch, followed by
STRAFE and SKYFIRE!

THE STANDINGS BOARD: Names of racers who are out turn gray, other names fall down the leaderboard, others rise. "MINERS" is added at the bottom of standings.

D-16
Hey, look out!

D-16 pulls Orion out of the way from a blast.

ORION
I owe you one!

D-16
More like a thousand!

Orion and D-16 land and pass through the checkpoint. The audience cheers.

D-16
I can't believe we're not in last
place--
(screams as he jumps)
--AHHHHHHH!!

Orion and D-16 follow the course, jumping off the road.

Darkwing follows, transforming as he descends--

DARKWING
Eat it, miner!

--and knocks D-16 into a spin.

ANNOUNCER BOT (V.O.)
Oooh! Darkwing delivers a
devastating blow!

Orion rights D.

ORION
Gotcha!

On the leaderboard "MINERS" climbs higher. They run through the tunnel with ejecting obstacles -- but then they watch several FLYING TRANSFORMERS zoom past overhead.

D-16
We're not fast enough!

ORION
Improvise!

D-16 jumps on a car.

D-16
Ohmygosh, SPINOUT! Big fan!
(jumps to another)
JETSTORM! I'm so sorry, big fan!
(jumps to another)
Ah! Big fan!

Orion jumps up and grabs onto a jet.

RACING JET
HEY, GET OFF!

He kicks Orion off, D-16 catches him. Orion laughs in relief.
They approach a moving exit.

ORION
Time it just right!

The exit moves into position.

ORION
Annnnd... NOW!

They land safely. Outside the tunnel, D-16 is hit from behind.

RACER
MOVE!

D-16 and jetpack fly off the track.

Orion's hand swoops in to save him. The rest of the racers passing by. Orion pulls D-16 up. They are very far behind the others.

ANNOUNCER BOT (V.O.)
And the miners have fallen WAYYY
behind. We can now focus on the
real contenders in this race.

Orion and D-16 watch the racers head off in the distance.
They look over at EXHAUST PIPES, that they saw earlier. They look at each other with the same idea.

Further ahead, the Transformers are chugging along at top speed. The race is close, intense, and super serious...

...but then you hear:

ORION
WHOOOOOOOOAAAAAAA!

D-16
WHOOOOOOOOAAAAAAA!

Two cogless bots that launched themselves from an exhaust valve are now SOARING across the sky.

ORION
(lips flapping in the
wind)
Blbrbughrbhrrr!

With a stroke of miraculous luck, they land --

-- RIGHT INSIDE A CHECKPOINT, AT THE FRONT OF THE PACK!

Then accidentally CLIP alt-mode Darkwing.

ANNOUNCER BOT (V.O.)
I don't believe it! The Miners from
out of nowhere take down Darkwing.

With his rotors now all bent out of shape, Darkwing VEERS wildly, transforming to bipedal mode and -- CRASHES **HARD**.

The leaderboard: "MINERS" blinks up to #5. The audience goes wild! Miners go wild!

Going from first place to last place in an instant.

DARKWING
(roars)
MINERS!

ORION
Great effort, Darkwing!

D-16
That worked! It actually *worked*!

Meanwhile Orion and D-16 are in the mix up front!

ORION
Is this the dumbest thing we've
ever done?

D-16
Oh, yeah, it's up there!

The last leg of the race is a magnetic tunnel obstacle course. One of the leaders loses control, creating a MASSIVE pile-up.

ORION
Wait... go, go, go!

Orion and D-16 LEAP through it -- Orion gets snagged, D-16 yanks him free.

ANNOUNCER BOT (V.O.)
A four-bot pile-up in the magnetic
tunnel and the two miners are now
in **first position** -- this is
UNBELIEVABLE!!

The leaderboard: "MINERS" rise up the board towards number 1.

Sentinel turns around to look at the board in suspense.

Orion and D-16 sprint forward onto the final stretch, a long flat straightaway to the finish line.

BOOM! A stray Transformer part from the pile-up HITS D-16 from behind.

D-16
(yells out in pain)

He FALLS HARD.

ORION
D!

Orion turns and goes to help his friend. D-16's leg is sparking and bent at an awkward angle.

D-16
No! Go! Leave me!

ORION
No! We do this *together!*

Showing off his sheer will, Orion slings D-16 onto his back, runs for the finish line.

Orion is giving it everything he's got. The audience goes crazy, even Sentinel is on the edge of his seat.

One step after another. They are moving very slowly, but they are so close to the end. The Announcer is losing his mind.

ANNOUNCER BOT (V.O.)
One miner is now carrying the
other, mere steps from the finish
line! The most amazing,
sensational, dramatic, heart-
rending, exciting, thrilling finish
in the history of--

And just as our duo are about to cross the finish line --

-- WHOOOOSH!!! **CHROMIA** ROCKETS PAST THEM!

The sheer force of her movement KNOCKS Orion and D-16 off their feet, they tumble like bowling pins.

Chromia speeds and transforms, slides across the finish line, and throws her fists in the air.

CHROMIA
YEAHHHHHHHHHHHHHHHHH!

ANNOUNCER BOT (V.O.)
We have a WINNER! CHROMIA comes
from behind to take the prize! Talk
about an Iacon 5000 for the ages!

On Orion and D-16. They lay flat on their backs, literally
inches from the finish line.

ORION
Well, second place is still pretty
good--

VROOM-VROOM-VROOM-VROOM! Every racer ROARS past.

CUT TO:

SEQ 0900 MEETING SENTINEL

INT. DREARY REPAIR PODS -- LATER

PA SYSTEM (O.S.)
(overhead)
Paging Dr. Ratchet, Dr. Ratchet to
Medical Bay 94.

A gurney passes carrying a barely-conscious racer.

MECHANIC
Do not worry, you will be fixed up
in no time.

INJURED RACER
(groan)
...Did I win...

MECHANIC
You participated.

INJURED RACER
...Yay...

Orion and D-16 sit on separate metal slabs.

After a healthy pause:

ORION
So... How long do you think we'll
be here?

D-16
I'm not talking to you.

Another healthy pause.

D-16

You know what, I can't believe you made me do that, we are SO screwed!

ORION

Thought you weren't talking to me.

D-16

Hey, look, I know it's all a big joke to you, but not me! I was paying my dues. I was going places and now they're going to bust me down I-- I don't even know how many tiers--

ORION

I'm sorry, D.

(beat)

But come on, didn't you feel it? Even for just a second, didn't you feel liberated, didn't you feel like you were something else? Like you could be more than just what they say you are?

D-16

Yeah, I felt it, I did...

(beat)

But it doesn't matter. We're going to get punished -- AND demoted.

(realizes, sighs)

Sentinel Prime saw the whole thing. This is so embarrassing.

CLINK-CLINK-CLINK -- AIRACHNID arrives, towering over them.

Airachnid looks around, with creepy head movements, her many eyelids clicking open and closed around her head.

THROUGH AIRACHNID'S POV, she inspects the two.

AIRACHNID

It's clear.

She steps back. THUMP-THUMP-THUMP. And then...

...SENTINEL PRIME enters! He's here and he's glorious, a commanding and stately presence. Almost palatial.

Orion and D-16 are shocked speechless.

D-16
Sentinel Prime! S-S-S-S-Sen--

SENTINEL
Orion Pax. D-16. What you two did today was one of the craziest things I've ever seen.

ORION
Sir, this is all my idea and we're so sorry we--

SENTINEL
I loved it!

ORION
You did?

SENTINEL
How could anyone NOT love it? You gave my best racers a real run for their money!

D-16
So we're not getting demoted?

SENTINEL
Demoted??

Sentinel starts LAUGHING, jovial. After a beat, Orion and D-16 awkwardly join him in laughter. Airachnid forces herself to LAUGH as well.

D-16
(laughing nervously)
...What is happening...?

SENTINEL
The fact of the matter is, we're halfway into the first shift since the race ended, and that mining crew has already reached 150% quota. You inspired them to work harder!

ORION
Sentinel Prime, sir. We joined the race to show everyone our potential. That we bots can do more than just mine Ener--

SENTINEL
Outstanding. I love a bot that can think for himself.

Perhaps you two could tour the mines, speak to your brethren and help them see their potential.

ORION

Wow! Great! That-- That sounds incredible, I-- I would love to be--

AIRACHNID

Sir. It's time.

SENTINEL

Ah, yes. I'm sorry, friends. We're preparing our next travel to the surface.

(turns back, smiles)

But in the meantime, I've got a treat for you. Hang tight.

(to Airachnid)

Airachnid. Have someone escort these heroes to my personal service facilities. Best care in Iacon.

Orion and D-16 are so overcome with excitement and gratitude they can only grin dopily at Sentinel. Sentinel grins back. Shoots them the finger guns.

SENTINEL

Until next time, legends.

With that, Sentinel and Airachnid are gone.

D-16

Sentinel Prime!

(triumphant laugh)

THE Sentinel Prime!

ORION

You still mad at me?

D-16

I am less mad at you.

ORION

I'm telling you D, I got a feeling that everything's gonna change, and we're-- we're gonna go--

-- DARKWING. Pissed off, a low angry GROWL from him. Gulp.

DARKWING

(growling)

Miners...

D-16
Hi. Darkwing.

CUT TO:

SEQ 0950 B-127

INT. SUBLEVEL 50 -- MOMENTS LATER

The darkest, deepest, dankest chamber in all of Iacon. Orion and D-16 are unceremoniously TOSSED onto the floor.

D-16
Wait, wait! You don't understand,
we were supposed to go to Sentinel
Prime's service pod!

DARKWING
You two dolts aren't going to see
ANYONE ever again. I'll make sure
of that.

D-16
You're making a **mistake!** Ask
Sentinel!

The elevator door slams shut. They are stuck here.

ORION
Ugh... I hate that guy.

NOISE from behind them. Orion and D-16 whip around, a little paranoid. From the shadows comes a figure BACKLIT BY FIRE.

VOICE (O.S.)
(completely
unintelligible)
...YOU! How did you get down there?
There's no access to this level!
There is nobody down here but me!

...but the figure steps out of the shadows and we see it's another small cogless bot wearing a welding mask.

VOICE
Oh my gosh, you're real!--

This diminutive mystery bot LIFTS UP his creepy welding mask to reveal **B-127**. Huge smile, SO HAPPY to see them.

B

You're, you're, you're others,
you're not me! You're here, and
you're not me!

B-127 laughs triumphantly. General confusion as B-127
continues to smile-gawk at them.

ORION

Uh, yeah.

B

AWESOME! I am so sorry, that must
have been weird for you, I-- I
just... haven't had a lot of
company since they put me down here
in sublevel 50.

D-16

50!? But there are only forty
sublevels.

B

That's what I thought! Turns out
there are ten more and they are NOT
pleasant, probably why nobody ever
really talks about them.

ORION

How long have you been here?

B

How long have I been here?

(chuckles)

Let's see, uh, somewhere between a
long time and forever? I mean, I
had other jobs, but I kept getting
reassigned, 'cause I'm so good at
what I do. Oh! I'm B-127, by the
way, but you can call me B. I'm
actually working on some nicknames,
the one I'm floatin' right now is
um, Badass-a-tron, which is
actually pronounced *BADASSATRON*.
But if-- if you have any critiques--

D-16

Great, great. How, HOW do we get
out of here?

B

Great question -- you don't.

D-16

We don't!?

B

Nope! We have limited access to the waste management area, but the new shift manager there does NOT like distractions. No, no -- they prefer we stay here, on the task at hand.

SEQ 1000 THE PLAN

ORION

Which is?

B

Oh!

There is a large chute above that periodically DUMPS OUT a bunch of garbage and scrap metal. It lands on --

-- A CONVEYER BELT. The conveyer belt slowly brings the big pile of refuse across the room and then into --

-- A WHITE HOT FURNACE. It melts the scrap metal, burns the other trash, and belches toxic-looking black smoke.

So life here is just trash, heat, and fumes.

B

The scrap comes in from the chute there, onto the conveyer belt, our job is to look for anything that might be worth salvaging before it hits the furnace and gets smelted.

B has explained all this with his focus on them, as in he's not paying any attention to what's on the conveyer belt.

D-16

So you... watch garbage burn?

B

YES! It is so great that you're here now! I can't wait to learn everything about you, and then tell you everything about me! I have a lot of hopes and dreams that I am just dying to share with one or two new best friends.

Orion and D-16 exchange a look as the severity of their situation really starts to sink in.

ORION

Uh, yeah, we-- we'd love to--

B

Oh! Where are my manners? Come on,
I'll introduce you to the rest of
the crew. Hey guys, we got company!

B leads them over to HIS FRIENDS...

...which are a bunch of metal scarecrows, erected shabbily
and held together with scotch tape. Basically B-127 has built
himself a small crew of Wilsons (*à la Castaway*).

B

This is EP-508, this is A-A-Tron,
and this fella here is Steve.

ORION

"Steve?"

B

Yeah, he's foreign.

D-16

Question -- do they talk back to
you?

B

Um, they're not real.

(laughs)

You think I'm THAT crazy?

ORION

Well, it's just that you've been
down here--

B

I was talking to Steve.

B puts his arm around "Steve," and suddenly --

-- A LIGHT EMANATES FROM WITHIN! Sound too, although it is
MUFFLED and a bit GARBLED... like a voice.

HOLO PRIME

--Quintesson ambush--

B-127 CHUCKLES as if "Steve" just told a joke.

B

Classic Steve.

ORION
What is that?

B
Oh, this guy...
(mock babbling)

Orion approaches "Steve." He examines the scrap metal statue more closely, listening to the sound from within.

ORION
It's coming from inside...

Orion touches Steve to inspect -- STEVE'S HEAD FALLS OFF and breaks apart on the table.

B
OH! Steve! No! Steve! M'Steve...

ORION
I'm so sorry, we can fix it, don't worry...

Orion touches a PIECE OF TECH. A MESSAGE PROJECTS from its lens. The transmission is staticky and warped, but audible:

HOLO PRIME
--Quintesson ambush! -- Calling The
High Guard for immediate support --
immediate support--

ORION
That's Alpha Trion.

D-16
One of the Primes?

HOLO PRIME
--Repeat, Zeta Prime has fallen--

ORION
It's an S.O.S. message.

HOLO PRIME
Protect the Matrix--

The three are in shock.

HOLO PRIME
Sending location coordinate.
Sending location coordinate

A HOLO MAP with coordinates are displayed. Orion, D-16, and B in stunned silence... Orion stares at the coordinates.

B

Holy Primus.

ORION

Those are coordinates to a location on the surface. This could be where the Primes died in the Quintesson war. Which means, this is where we could find... the Matrix of Leadership!

D-16

What are you talking about? It's an old beacon inside a statue made of garbage.

ORION

Or it's a clue, of how we could find the Matrix of Leadership!

D-16

No. No way. Absolutely not.

ORION

Hey D, come on, this could be our chance to show everyone-

D-16

You already tried to *show everyone* in the race YOU tricked me into running which got us stuck down here in this waste hole with this -- uh--

(sees B, changes course)
--really cool guy.

B

Oh, thank you!

ORION

I'm just saying--

D-16

There's a reason no one goes to the surface. It's dangerous! I'm waiting right here until Sentinel Prime finds us.

ORION

Oh okay, yeah. Hmmm. Well, we'll just stay here forever. That cool with you, B?

B

Forever! This is great! I have new co-workers AND roommates! There's plenty of room now that Steve is dead. I usually sleep on the conveyor belt but you can totally have it. I'll sleep in the corner next to A-A-Tron -- plenty of room for you guys to stretch out too, because you're taller than I am. You know what I mean? You know what I mean?

D-16

(groaning)

ORION

Hey D, what do you think Sentinel's reaction would be if you personally handed him the Matrix of Leadership... that *YOU* found?

D-16 freezes, shocked with the realization, then smiles with excitement.

D-16

Okay, stop -- I know what you're trying to do... and it's definitely working. I'm in!

ORION

Yeah, buddy!

D-16

(to B, urgent)

How do we get to the surface?

B

Pfft, you kiddin' me, the surface? Easy. I know a way.

(ominous)

But it won't be easy.

CUT TO:

INT. SUBLEVEL 50 -- MOMENTS LATER

Orion's legs dangle out of the trash chute in the ceiling. As he pulls himself up inside, we hear all three climb upwards.

Trash dumps past them, Orion and D complain.

D-16

Why is there so much trash?

ORION

Eughh! Warn me next time, please,
my mouth was open.

B

Only forty-nine sublevels to go!

More trash dumps past.

SEQ 1100 TRAIN TO THE WILD

EXT. TRAIN DEPOT

SUPPLY TRAINS sit on raised tracks. COGLESS HAULER BOTS load metallic cargo crates onto it. Orion, D-16, and B covertly load into the train through an entrance in the top of a car.

B (O.S.)

Waste disposal trains are the only
vehicles that go all the way to the
surface.

D-16 (O.S.)

Yeah, but they don't allow
passengers. The trains are
autonomous.

B (O.S.)

Yeah, that's the "won't be easy"
part.

ORION (O.S.)

It's perfect. We'll be safe inside
the train.

INT. TRAIN

Angle on Orion, D-16, and B hiding behind the stack. In the background, a loader bot sets down another waste crate.

CARGO LOADER

That's the last one. Send 'er up!

As the bots exit, the group enters the train.

ELITA (O.S.)

Hold up, one more.

ELITA steps on-board, loading one last cargo crate.

ELITA
I'll lock it down.

She walks towards the door, notices the roof panel is slightly ajar... She steps over for a closer look...

ELITA
(chuckles)
Thanks for being an idiot, whoever
you are. Turning you in will
definitely get me promoted back up
a rank or two--

She's tackled from behind by D-16.

D-16
Got her!

Elita RUNS UP the wall, flipping over him and sweeping the leg. B-127 runs out of the shadows and Elita HITS HIM!

B
Wait wait wait--

B-127 runs out of the shadows and Elita HITS HIM!

ORION
Elita, stop!

Elita gets a clear look at Orion and D-16, can't believe it.

ELITA
Orion?!

ORION
Hold on, let me explain--

Elita punches Orion in the face.

ELITA
Security! Sound the alarm!

She makes a run for the exit, but the doors close on her.

She turns tail and TAKES OFF, heading to the next car.

D-16
She's headed to the engine!

ORION
Don't worry, I got this!

A CHASE ENSUES. Elita parkours on top of the cargo. Our guys struggle to keep up through the speeding train.

ORION

Hold on, let me explain! We're on a mission!

ELITA

So am I -- to ruin your life!

The train climbs vertical, Elita smoothly jumps atop a crate's side, sitting upright after the turn. The guys go tumbling down the train car, landing on cargo.

EXT. TRAIN

The train goes up the tracks towards the top of the cavern overlooking Iacon City.

INT. TRAIN

The guys look up to see Elita jump off her crate and unlatch it, sending it crashing into their path.

ORION

Elita, wait, we found a message, we know where--

D-16

Look out!

They dodge it just in time. Elita jumps from cargo to cargo.

B

This bot is crazy! Who is she?!

Seeing that she's climbing towards a blocked door...

ORION

Dead end, Elita! There's no way...

Elita jumps through the roof.

ORION

...well, she's gone.

EXT. TRAIN

The chase continues outside the train, the train still running vertical.

Orion reaches the roof and nervously look down. He starts to climb, B and D-16 close behind.

B

Ohh!

(uneasy voc)

Why? Why am I doing this? Why am I
doing this? Why am I doing this?

D-16

Climb faster!

The train breaches the surface. Now horizontal, they're
BLASTED BY A METAL DUST STORM. They cover their faces for
protection, grabbing on for dear life.

Orion fights through the dust storm and manages to GRAB HOLD
of Elita's heel.

ORION

Gotcha!

Elita raises her fist, until...

The train has cleared the storm and the dust has dissipated.
Increased visibility lets them see --

EXT. SURFACE OF CYBERTRON

A MARVEL OF ALL THAT METAL IS CAPABLE OF. Different geometric
shapes form outcroppings and growths, highlighted by various
colors of alloys. It's an extraordinary sight.

Elita is momentarily paralyzed by awe. She never expected to
see this, and it's more beautiful than she could imagine.

Farther back, D-16 and B slowly get to their feet, equally
astounded by the visuals.

D-16

The surface...

ELITA

...It's beautiful.

B

I am... *speechless*.

SEQ 1200 THE SURFACE

After a beat, Orion takes advantage of this moment. He uses
the distraction to break free from Elita.

ORION

Elita. Listen to me... We know
where the Matrix of Leadership is.

ELITA

(trailing off at end)

Oh sure, and I'm really a Prime, I
just prefer loading crates of toxic
waste...

Orion PLAYS the SOS signal and shows Elita the holo-map.

ELITA

Whoa... where did you get this?

B

From my friend Steve. Orion killed
him.

ORION

I did not kill Steve.

D-16

He was never alive.

ELITA

What?

ORION

Look. Sentinel told us he was going
to the surface and then we found
this message. We figured that we
could hand deliver it to him or
scout the locations ourselves,
whichever comes first.

On Elita, intrigued. Wanting to believe/buy in.

ORION

This was too important to wait. It
will change all of our lives.

ELITA

(pensive beat, then:)

No, no, no, no -- I'm not going to
get demoted *again* because of you.
I'm turning this rig around and
notifying the proper auth--

D-16

Hey, guys, guys... what is that?

The others follow B-127's pointing finger to see --

-- far ahead, the land is TRANSFORMING, like a metal wave.

D-16
Is it getting bigger--

ELITA
--or closer?

Very short pause, and then B-127 BOLTS out of the shot.

B
(running)
No-no-no-no-no-no-no-no-no-no...

The others run across the top of the train, transforming landscape growing behind them. They reach a hatch.

B
Why-are-you-closing-don't-close-
stop-closing-IT'S-CLOSED!

They others join B trying to open the hatch. No such luck, it won't budge. They turn to see the metal wave crashing.

D-16
Oh, now I know why no one comes to
the surface...!

The train lifts up into the wave and -- WHOOSH! Suddenly they are engulfed in a maelstrom of chaos!

The train does its best to survive the wave, bridging sudden caverns, dodging explosive outcroppings.

Our four bots hang on for dear life. Bolts CREAK, joints STRAIN, welds CRACK. They aren't going to make it and --

-- SUDDENLY ELITA IS THROWN OFF DIRECTLY AT CAMERA!

CUT TO BLACK. Hold on darkness and silence. Then:

SEQ 1250 ELITA TAKES CHARGE

ORION
Elita? Elita?

EXT. PLAINS OF CYBERTRON -- DAY

Elita's eyes flutter open. She sees Orion hovering over her.

ORION
You okay?

WHAM! She pops him in the nose and WRIGGLES her way out of a pile of metal debris, standing up, getting her bearings.

ORION

(pain)

Please stop punching me in the face!

In the background, B-127 is stuck upside down in a metal sand dune like some robot jock stuffed him in a trash can.

B

(muffled, smothered)

Help me! Help!

Elita struggles to her feet.

ELITA

Iacon huh--

(to self, panicked)

The train -- where's the train?

ORION (O.S.)

Relax, okay? Here it comes.

The train ZOOMING AWAY into the distance.

ORION

...And there it goes. Okay, I was wrong about that. It was going the other way.

On Elita, super frustrated. Inhale --

ELITA

AHHHHHHHHHHHHHHHHHHHH!!!!

Three distant WIDE SHOTS of the surface, Elita's yell echoes through the barren landscape.

Orion watches Elita punch metal outcropping nearby out of frustration.

ELITA

(punching)

URGH! ECH! AHH! EHH! UGH!!

D-16 helps pull B-127 free and right himself.

Orion holds up the holo-map.

ORION

Okay, so. I think this is us, and if we follow the path to--

Irritated, Elita SNATCHES the map from him.

ELITA

Okay, now you listen to me, Mr. Zero-Seconds-Since-My-Last-Accident! I'll go on your little quest 'cause I don't have a choice. But I carry the map, I navigate, and if this leads to nothing, then I'm dragging you and those two idiot go-bots back to Iacon City and to the first supervisor depot we see, at which point you will explain everything that's happened using words that reflect me in a very positive light! Got it?

She is now very close to his face. Snarling. He gets it.

ORION

Yeah, okay, deal, great, fine.

ELITA

Let's go!

B

She's-- She's joining us?

(laughs)

Fantastic!

Elita turns and starts walking. After a beat, B-127 falls into sync with her.

B

Hi there. Uh, Elita, right? Am I saying that right? Wanted to formally introduce myself, uh, I'm B-127, you kneed me in the face earlier, back there. Uh, you-- you can call me "B", or Badass-a-tron, it's a nickname some of the guys gave me, I don't know. I didn't give it to myself or anything it's just-- Actually, it's pronounced BADASSATRON... in case you were wondering. BADASSATRON. You like that, right? BADASSA--

ELITA

I'm gonna need you to talk less.

B

Sure, no, yeah, no problem. What--
What am I talking less about? My
nickname? That's fine with me.

On Orion and D:

ORION

Hey, you're thinking about what
you'll say when you hand the Matrix
to Sentinel, aren't you?

D-16

I can't help it!

ORION

D, we're *really* doing this!

D-16

So glad I'm out here with you. This
was a great idea.

MONTAGE: Our four traverse various landscapes as B chatters
on.

B

I'm just having a good time. How
much further is the Matrix on the
map? Make an educated guesstimate.
/ This is the coolest thing that
has ever happened to anyone
anywhere, I'm telling you!

(singing)

*Not one, not two, not three, but
four / Four best friends who are
walkin' through the door -- there's
no doors, we're outside--*

(singing)

Going to the Matrix of Leadership,
it's the four of us and nobody
else. I'm going to the Matrix with
my best friend.

B continues singing to himself as the others notice foreign
natural elements.

ORION

Hey look, there's more of it over
here.

ELITA

What is it?

D-16
It's not metal...

ORION
It's like some kind of, uh,
weird... nature. It's weird.

ELITA
So are *they*.

Reveal: Robo-deer. On our heroes' backs:

B
(softly singing)
*Going to the Matrix with my best
friends--*

SEQ 1400 HIDE!

A distant BOOM. Unsettling.

ELITA
What was that?

Sudden wind moves the grass. The deer take off running.

ORION
Umm... I think this is not right --
we should go.

D-16
Yeah... Good idea.

ELITA
Run!

B
What are we running from?!

A QUINTESSON SCOUT SHIP EMERGES FROM THE HAZY DISTANCE.

They run towards an abandoned complex, keeping low. They duck
into hiding among the rusty old pipes and tanks.

The ship appears overhead.

D-16
What is that?

ORION
Oh, no. It's a Quintesson ship.

ELITA

What?

B

(panic)

What do we do, WHAT DO WE DO?!

ORION

Shh. Quiet.

BOOM! The ship blasts a curious electro-deer into oblivion.

The Quintesson Ship shoots out FLUCTUATING RED BEAMS that quiver like sine waves, scanning the surrounding landscape.

ORION

It's scanning for lifeforms. Move, move!

The bots run from the advancing beam. B slips, Orion helps him up.

ORION

Go, go, go, go!

D-16 and Elita run for cover into a nook. *Safe...*

ELITA

Come on!

Orion sees they won't make it to the nook. They stop short hiding under a narrow outcropping. The beam scans over them, they're trapped underneath it. One move and the scan will see them.

B starts to fall then Orion catches him, straining to hold him just barely in the shadow from the beam.

The ship turns off its sensor beams and flies away. The bots relax. *That was way too close...*

B

What? What were they searching for?

D-16

Someone to hug, B. How should I know?

ORION

I'm not waiting around to find out.

BOOM BOOM BOOM. Same sound as before but closer. The wind kicks up.

ELITA

This way. We're close.

They run towards the mountain.

Angle on the big, scary, imposing mountains in front of them.

ORION

Quintessons haven't been here for
fifty cycles.

ELITA

It doesn't make sense -- there's
nothing out here.

SEQ 1500 MOUTH OF UNICRON

EXT. MOUNTAINSIDE -- DAY

The group treks up a rugged mountainside of sharp metallic rocks. As they crest a ledge, they suddenly see --

THE JAGGED MOUTH OF A CONCEALED CAVE.

B

A cave with teeth. Nothing scary
about that.

Elita checks the holo-map again, then tosses it to Orion.

B

Knives coming out of the ceiling.
Amazing. Everyone, do we have to go
inside--

They proceed into the darkness.

B

--okay, yep, we're going in. Why
shouldn't we? Just walking into the
scariest place I've ever seen in my
entire life. Ridiculous.

INT. CAVE -- CONTINUOUS

In the cave, they activate their mining headlamps, beams cutting through the dark. Illuminating intimidating JAGGED METAL GEOMETRIC FORMS.

Orion's head lamp illuminates an ancient rifle. He looks up to the cavern walls, riddled with laser scorches.

Orion leads the way, SPELUNKING through the tight spaces. It's dark and claustrophobic. They shove rubble aside, crawl out, and stand up into --

INT. CHAMBER, CAVE -- CONTINUOUS

Jaws falling open as they take it all in...

B
I don't believe it...

ORION
The Primes.

ELITA
We're here.

The TWELVE PRIMES LIE DEAD, bodies ripped to pieces, remains strewn about. Rusted and decayed by time. A tragedy to behold, like finding the graves of your heroes. The group takes it all in with somber silence.

They make their way in... Wandering through the tomb.

D-16 slows as he approaches the remnants of MEGATRONUS...

D-16
Megatronus Prime...

Orion finds the heralded leader of Cybertron. His awe is replaced by sadness. His gaze lowers...

ORION
Zeta Prime...

To the EMPTY DEPRESSION IN ZETA'S CHEST.

ORION
The Matrix... it's gone...

The others come over, looking at Zeta's body with disbelief.

ELITA
Let's keep looking.

Orion continues on his own --

-- a blinking light under fallen rubble.

ORION
Hey, guys!

The four work together to lift the debris, revealing a large and weathered Prime that took some damage.

B
It's Alpha Trion...

ORION
He's powered down, but his spark...
is still lit.

B steps forward, pulling out one small cube of Energon.

HE INSERTS THE ENERCON CUBE into Alpha's mouth. A FAINT BLUE GLOW appears within Alpha's neck... The glow slowly spreads, CHARGING UP SOME OF HIS CIRCUITS. SPARKS SHOOT OUT.

ALPHA SUDDENLY BOOTS UP! They all jump back.

ALPHA TRION
QUINTESSON AMBUSH! Under attack!
Attack! -- Iacon City -- Message
before--

His body jerks, disjointed words slurring together. Servos SPASMING. Wide eyes frantically searching as if an attack could come from any direction.

ORION
Whoa, whoa. It's okay, it's okay!
You're safe now. The war's over.

Alpha comes down from the shock, realizing he's not in danger... Seeing the four bots staring at him.

Straining against a broken body, he limps past our crew... Servos grinding with each step, past the point of repair, as he wills himself to the bodies of his fallen kin.

Orion and the others exchange glances. None says a word, giving the old Transformer space. Alpha kneels before Zeta Prime's body, gently touching the remains.

ALPHA TRION
I failed you, old friend. You
deserved so much better than this
end.

ORION
No. You didn't fail. We heard your
message. We've come to find the Ma--

ALPHA TRION
Your transformation cogs. What
happened to you -- who are you?

D-16

We're cogless miners, from Iacon.

ALPHA TRION

Miners? Why?

ELITA

We've had to drill for Energon ever since it stopped flowing.

ALPHA TRION

Impossible!

ORION

That's why we came, to fix things.
If we find the Matrix of Leadership
and get it to Sentinel Prime he can
put---

ALPHA TRION

Sentinel... is no Prime.

The bots exchange glances, confused by his tone.

B

What?!

ELITA

He's broken. Fantastic.

ORION

What are you talking about? Why
would you say that?

D-16

Sentinel Prime is our protector.
He's been saving us from the
Quintessons ever since the day--

ALPHA TRION

You have not been saved. You've
been living a lie. I saw the truth
with my own eyes... Come. I will
show you.

SEQ 1600 THE TRUTH

Alpha crouches, placing a hand into the METALLIC DUST on the ground. WITH MAGNETIC ENERGY, IT LIFTS INTO THE AIR, under Alpha's control, ITS VIVID COLORS SWIRLING ALL AROUND --

The METALLIC DUST SWIRLS, coalescing into three-dimensional images, FULLY IMMERSING THEM IN HIS MEMORIES THAT HAVE COME TO LIFE. The sound is ECHOEY AND SURREAL, as they find themselves amidst --

A WAR TORN BATTLEFIELD.

ZETA PRIME, and other Primes congregate around a transmission of Sentinel, deep in discussion.

ALPHA TRION (O.S.)

For thousands of cycles, the war with the Quintessons had been a brutal conflict. Until Sentinel, the principal aid to the Primes, had intercepted an enemy transmission. There was going to be a secret gathering of Quintesson commanders. Their elimination could end the war. It was a mission so important, we Primes took it on ourselves. We agreed to meet Sentinel for his sensitive intel in secret, here in this cave.

The Primes, as well as our four, look up --

ALPHA TRION (O.S.)

But we were not alone.

A swarm of skittering claws. COUNTLESS QUINTESSONS coming in from above, WEAPONS TRAINED.

PRIME #1

Quintessons!

THE PRIMES

Oh no, they're here! / It's a trap!
/ They're here! / Battle positions!
/ Hold the line! / Primus be with us!

THE QUINTESSONS SWARM, AND A FIERCE BATTLE BREAKS OUT. The Primes valiantly fight, even though vastly outnumbered.

PRIME #2

For Cybertron!

ALPHA TRION (O.S.)

We were outnumbered, but stood as one. Our victory was near... until we were betrayed.

A Prime is stabbed in the back... BY SENTINEL.

ZETA PRIME IS OVERWHELMED BY A HORDE OF QUINTESSENS. BUT MEGATRONUS CHARGES TO PROTECT HIM, fighting like a fearless gladiator.

D-16 watches with reverence, and then dread as their TENTACLES WRAP AROUND MEGATRONUS like pythons.

Sentinel pulls out his PRIMAX BLADE, which he raises high.

D-16 WATCHES AS SENTINEL SWINGS THE BLADE DOWN ON MEGATRONUS'S NECK, finishing him. D-16 becomes enraged. Anger boils within him as he glares at the depiction of Sentinel.

Sentinel picks up a rifle and fires upon the other Primes. One after another falls because of Sentinel assisting the Quintessons.

Then, Sentinel fires and ZETA IS HIT. Sentinel pins down Zeta's arm as he clings to life. With a gravelly voice, Zeta can barely whisper --

ZETA PRIME
Sentinel... why?

Sentinel pulls out his COSMIC RUST GUN, pointing it at Zeta's face --

SENTINEL
(sneers)
For all the power of Cybertron.

HE FIRES. A bright flash. The leader of Cybertron is dead.

Sentinel's eyes are then drawn to the MATRIX OF LEADERSHIP, glowing in Zeta's chest. He reaches down, grasping the Matrix in his hands. He rips it out, holding it up triumphantly.

ALPHA TRION
But Sentinel never understood the true power of what he desired. The Matrix of Leadership can only be wielded by one that Primus himself deems worthy... And Sentinel, most certainly, was not.

ENERGY BUILDS IN THE MATRIX, REPELLING SENTINEL'S HANDS. He strains, harder and harder, trying to grab it.

SENTINEL
NO!

THE MATRIX SUPER CHARGES AND EXPLODES IN A NOVA OF ENERGY, BLASTING THE METALLIC DUST IN ALL DIRECTIONS -- then settles into silence.

SEQ 1700 SENTINEL BOWS

Orion, D-16, B, and Elita are in shock... Their entire world flipped upside down.

ORION

Wai... hold on, hold on, you're saying the Matrix of Leadership... just vanished?

D-16

No. No no no no, *THAT* is impossible! I don't believe it.

ELITA

Why would Sentinel do that?

ALPHA TRION

To make a bargain.

B

A bargain? With who?

A RUMBLING BUILDS FROM ABOVE... the dust and rubble throughout the room trembles...

ALPHA TRION

With the new rulers of Cybertron.

EXT. RIDGE OUTSIDE CAVE

THE RUMBLE IS DEAFENING OUTSIDE. The group reaches the ridge outside the cave entrance, overlooking the valley.

Sure enough, their train has come to a halt in the valley below. It's lined up with several other trains.

QUINTESSON SCOUT SHIPS circle in formation above. A THROBBING HUM REVERBERATES FROM HIGH ABOVE...

An ENORMOUS SHADOW DESCENDS... TRAILING FIERY PLUMES in its wake... Its form takes shape as it descends, revealing --

THE QUINTESSON MOTHERSHIP.

Awe and terror fill our characters' faces as it comes in to land. They move down the mountain to get a better look.

ORION

The Quintessons...

ELITA

There's so many.

They come to a lookout down the mountain. A COMPANY of Transformers fly in. SENTINEL emerges, leading the formation.

D-16

He's here. "Sentinel Prime" is here.

Sentinel, Airachnid, and his soldiers land in front of the Quintesson mothership, trains pulling to a stop behind him.

The ship shifts form, a JAGGED MOUTH OF A CARGO BAY OPENING.

The QUINTESSONS' HIGH COMMANDER EMERGES. Sentinel stares them down, Airachnid over his shoulder.

SENTINEL

Keep your eyes open.

AIRACHNID

They always are...

But right before their eyes, SENTINEL KNEELS BEFORE THE QUINTESSON COMMANDER... All the Transformers behind him do the same. The sight is a dagger in our characters' hearts.

Sentinel turns to the supply trains and gives a small nod.

THE TRAINS TRANSFORM OPEN, OFFLOADING CARGO CRATES.

ELITA (O.S.)

I load those crates. Those are filled with contaminated metal.

ORION

I don't understand. What do the Quintessons want with toxic waste?

The Quintesson ship begins to hum... ENERGY FIELDS PROJECT OUT OF IT, lifting the crates into the air, tilting before --

The CRATES SPLINTER APART, revealing that EACH OF THEM CONTAINS ENERGON. The crate pieces tumble to the ground, while the ENERGON SWIRLS WITHIN CUBE FORM.

Devastation fills our team. Practically speechless.

D-16

Our Energon... Traitor...

ORION

(holding him back)

D, no.

D-16 slumps down, fully dejected. A quick glint of light reflects off of him.

The same glint flashes far behind Airachnid. Her back eyes notice it, she turns. Her side eyes focus in on the mountain.

AIRACHNID'S POV: she zooms in and enhances the image, but sees nothing.

The Quintesson Commander grabs Sentinel by his limbs as if threatening to draw and quarter him. Sentinel strains.

SENTINEL

I know what I promised you, but our mines... they're running out. There's barely enough Energon for us.

QUINTESSON COMMANDER

(hisses)

SENTINEL

I swear, I will get you the rest.

The Quintesson Commander drops Sentinel and returns to the mothership. Sentinel can only scowl and bear it.

SENTINEL

(pissed)

Triple-time every mining shift! No miner gets a break until I get my Energon! All of it! Let's go!

They take off.

D-16 is in shock. The others head back into the cave.

ALPHA TRION

Now you have seen the truth.

SEQ 1800 BETRAYAL

INT. CHAMBER, CAVE -- MOMENTS LATER

Back inside, our heroes are reeling from this peek behind the curtain that Alpha Trion provided them.

D-16, separate from the group, sits on a rock.

D-16

Every day... Every single day of my life... has been... a lie.

ORION

My god, I knew it, deep down I
always felt something was off!

D-16

He deceived... everyone.

ELITA

Sentinel bought himself power and
then put us to work paying off *his*
debt.

B

I can't believe it... well
obviously, I can believe it, I just
saw it, but I still... I can't
believe it.

D-16

Sentinel... lied... to my face.

ORION

It was all a sham. How could we
have been so gullible?... Oh this,
this is going to change everything--

His anger boils over, he stomps his foot.

D-16

You just HAD to do it, didn't you?!

ORION

Me? What did I do?

D-16

You just had to go to the surface,
had to enter the Iacon 5000, you
just HAD TO break protocol!

ORION

Who cares about protocol?

D-16 gets to his feet, STOMPS over to Orion.

D-16

I do! I care! Because nothing bad
happens when you stay on protocol!

ORION

Sentinel Prime has been forcing us
to work in the mines until our
gears strip, and all the while he's
been giving the Energon away to our
greatest enemies!

D-16

Uh, and what do you think he's going to do to us when he finds out that we know?

ORION

I'm not thinking about what he's going to do, I'm thinking about what WE'RE going to do.

D-16

Well, that's the whole thing, you're never thinking about anything else, just yourself! Fantastic, another Orion Pax master plan, I can't WAIT to hear this!

ORION

Don't you want to stop him?

D-16

No, I want to *KILL HIM!* I want to put Sentinel in chains and march him through the mines so everyone can see him for the *false* Prime that he is. I want him to suffer and then to die in darkness... But we all know that it doesn't matter what I want, right, Pax? The fact is: we're just cogless bots. Right?

(chuckles)

We had limited options, and now, now we have NONE.

ALPHA TRION

No son or daughter of Cybertron is born without a cog.

D-16 steps up to Alpha Trion, defiant.

D-16

Oh, yeah. I've been with myself since I came online and--

(BANGS on his chest)

--this slot's always been empty!

ELITA

So, what are you saying? Are you saying that...?

B

No, no way, nobody could be that evil, not even Sentinel.

ALPHA TRION
(nodding)
He removed your cogs *before* you
came online.

ORION
(grief-stricken)
We were born with transformation
cogs, but he...

D-16
...he took them from us.

SEQ 1825 NEW COGS

ALPHA TRION
What defines a Transformer is not
the cog in his chest... But the
spark that resides in their core. A
spark that gives you the will to
make your world better. My fellow
Primes had that spark... And I see
their strength in you. Take their
cogs and access your full
potential.

Alpha Trion closes his eyes, kneeling to summon a MAGNETIC
FORCE as he did once before. The metal cavern trembles --

The air itself seems to crackle -- as one by one, the cogs
within the Primes begin to glow, and LEVITATE out from them.

ALPHA TRION
Prima. Onyx. Alchemist. Micronus.
Warriors of noble spirit, loyalty,
strength. Their uniqueness
enhanced... by these.

As Alpha says these words, we pan around to see the COGS
HOVERING before each of the waiting, awestruck cogless.

THE COGS THEN SLIDE INTO THE CAVITIES IN THEIR CHESTS,
twisting them to lock in place.

IMMENSE POWER BUILDS WITHIN THE COGS... Then FLOWS OUT into
their circuits... THEIR FRAMES GROWING AND EXPANDING... More
armor... Bigger servos... Beams of energy radiating out of
the cogs, until they evolve into -- FULL-SIZE TRANSFORMERS.

ALPHA TRION
They were one... You are one... All
are one.

SEQ 1850 ALPHA'S ORDERS

They four look at themselves, then each other in disbelief.
They all look to Alpha in amazement.

ORION

Wait-- We have-- you-- you gave us--

ALPHA TRION

--the ability to change your world.
How you choose to use that power,
is up to you.

On D-16: he clenches his fist with a scowl.

INT. CAVERN -- CONTINUOUS

The RUMBLE OF DISTANT EXPLOSIONS REVERBERATES through the cavern. Dust and shards fall. SENTINEL'S FORCES ARE FORCING THEIR WAY INTO THE CAVE.

ALPHA TRION

They've found us.

Our freshly-cogged heroes are primed to rumble.

D-16

Oh, yes... Time to fight back!

ALPHA TRION

No. You must return to Iacon City
and alert everyone.

Alpha raises his hands. Metallic visions of Sentinel's betrayal scenes rise up from the ground. They spin into one image of angry Sentinel that twists itself into the messenger device on Orion's wrist.

ALPHA TRION

Embedded in this are the records I
have shown you. Use it to reveal
the truth.

ORION

We will.

ALPHA TRION

(points)

This tunnel leads to the mountains.
Cybertron's future is in your
hands.

More RUMBLING, louder this time. Bad guys are closing in.

ELITA

We're out of time, we gotta move!

D-16, B and Elita make a run for the tunnel.

ORION

Wait, wait! We can't just leave you here.

ALPHA TRION

Your fight will come, my friend.
Primus has a purpose for us all...
(re: the rumbling)
...but this fight... this fight is mine. Now go!

Orion nods and disappears into the tunnel.

THE EXPLOSIONS BECOME LOUDER... They're almost in...

The fallen debris blocking the entry BLOWS TO PIECES. FOUR HEAVILY ARMED TRACKERS emerge from the smoke.

Alpha Trion stands in their way, ready to fight.

TRACKER

Stand down, old timer.

ALPHA TRION

Ah... Old, you say?

He bends down, placing a hand on the floor. DUST LIFTS INTO THE AIR ALL AROUND THE TRACKERS, under his control, ENGULFING THEM IN A TORNADO. The trackers fire blindly as --

ALPHA TRANSFORMS INTO A MASSIVE LION, LETTING OUT A ROAR AS HE POUNCES! Through the dust storm, glimpses of him ripping them to shreds. The dust clears... Revealing fallen soldiers at Alpha's feet.

ALPHA TRION

Not too old for you.

He hears creepy skittering and hardens... Knowing it's already too late. He turns as --

AIRACHNID LEAPS AT HIM! SHE PIERCES HER SCYTHE-LIKE ARMS THROUGH HIS CHEST, sending out crackling electricity.

SEQ 1900 ESCAPE

Orion, D-16, Elita and B run for their lives.

ORION

We need to hurry!

D-16

I still think we have better odds fighting than outrunning them.

ELITA

Wait, we have cogs! We can transform now!

ORION

That's right! Everyone ready?

ELITA

I was born ready.

ORION

On three. One--

They've unknowingly reached the end of the tunnel-- they DROP. They fall out of frame, tumbling down the mountain.

From a distance, trackers still at the meeting hear the commotion of the four crashing down the mountain behind them.

They turn to look. Transform into alt-mode to pursue them.

D-16

(re: cogs)

How do we use these things?!

ORION

I don't know! Just... *try!*

Our four are running down the mountain, half-transformed. Some of Orion's plating changes, throwing him off balance.

ORION

It's working, Ha! IT'S WORKING!

(head transforming down)

MY HEAD! MY HEAD!

One of D-16's feet is a tank tread, making his legs lopsided.

D-16

(with tank tread leg)

This... is not... faster!

One of Elita's legs is a spinning wheel, dragging her along the ground on her back. She smacks into the side of B.

ELITA
(leg kicks out from under
her)
WHAAAAAAA!
(dragged behind leg)
Oh, come on!

Weapon fire suddenly rains down on them from above --
AIRACHNID'S TRACKERS have spotted them.

D-16 shields himself from the blasts -- his arm half-
transforms, but isn't functional. He slams it, angrily.

B
And... TRANSFORM!

B is a car with no wheels. His hands stick out below the car.
He uses his hands to Fred Flintstone-style run on them.

B
Wheels! I need wheels!

Our group is in trouble as the flying trackers close in on
the running bots. The canopy gets thicker, trackers attempt
to fly low to follow and CRASH. Other trackers pull up.

They continue to run... but several trackers drop down right
in front of them, weapons trained, charging up to fire. Our
group has no way out of this --

Facing imminent death, Orion gloriously jumps and in SLO-MO,
transforms into a big rig. It's INCREDIBLE.

Elita transforms into a motorcycle. Swerving, wheelie-ing.

D-16 transforms into a tank. Thundering forward.

B's wheels drop and he transforms into a BAD-ASS sports car.

On the trackers, now deer in headlights: ...uh-oh.

CRUNCH! With Orion leading the way, our heroes-in-vehicle-
form FLATTEN the trackers like a stampede of elephants!

SEQ 1935 WE ARE TRANSFORMERS!

The four flatten the trackers and come crashing to a stop.
B's wheels finally pop out.

Orion, B and Elita transform back to bipedal mode, getting
their bearings.

ORION

(laughing)
We're alive! My head was in
side my body! I couldn't see!
I can't believe it. I can't
believe this is actually
happening!

ELITA

(laughing)
I've never moved so fast in
my entire life! That was
incredible! I have wheels
inside my legs! A real
Transformer...

B

(laughing)
Oh wow. I'm in a huge amount of
pain right now but I don't even
care. Did you see me slide all over
the place? I have no idea what I'm
doing--

A tracker stands, aims its arms to fire. They don't see it
lining up Orion in its sights.

KA-BOOOOOOOM! The tracker is blown away. The three react,
staring at what's left of the tracker.

They look over to D-16, in tank mode. His cannon smoking.
They watch him transform back to bipedal mode.

D can't believe what he's just done. He looks from the
tracker to his friends. A shocked expression. Then...

...a dawning realization of his newfound power.

D-16 marches over to the tracker's remains... and with one
big STOMP, laughs giddily.

Orion hurries over and gets between D-16 and the demolished
corpse of the tracker.

ORION

Hey, whoa, buddy... you okay?

D-16 puts his arms on Orion's shoulder.

D-16

I'm GREAT. Are you kidding me? We
can transform! WE TRANSFORM!

D-16 PUNCHES Orion in the chestplate, a little too hard.

ORION

Oh! Hey, I know, I know--

D-16

We're wasting time. We have to get
back to Iacon.

ORION
(opening the map)
Looks like the fastest way back to
Iacon is--

D-16
Here, I got it.

He snatches the device off Orion's arm.

ORION
Whoa, hey, what're you doing--

D-16
Don't worry about it, I got
it--

ORION
Yeah, but be careful, our proof is
inside and you're-- you're spilling
it everywhere--

D-16 gets up in Orion's face.

D-16
(intimate threat)
I -- GOT -- IT.

Orion instinctively backs up.

ORION
...okay...

Elita and B on edge, waiting to see what happens. Beat of
tension. D-16 checks the map. Finally, his demeanor returns
back to normal.

D-16
Follow me.

D-16 runs, transforms, and speeds away. The others look at
Orion with caution.

They transform and follow him.

SEQ 1950 THE LAST PRIME

INT. HALL OF PRIMES -- NIGHT

Alpha Trion is THROWN to the ground. He is weak, in pain,
barely any spark left. Airachnid standing over him. FOOTSTEPS
ECHO, drawing closer.

SENTINEL (O.S.)
Alpha Trion! You are still alive,
would ya look at that? You look
horrible.

Alpha Trion looks up to see Sentinel approaching. He is
smiling, oozing arrogance, almost amused.

ALPHA TRION
Traitor... You are a disgrace.
Primus will surely judge--

SENTINEL
Uh-huh, yes, shut up. I seized an
opportunity to take control of *my*
future. Anything to get out of
working for you and that boring
council of elders.

Alpha Trion GROWLS at him. Sentinel SCOFFS.

SENTINEL
Seriously, I would watch you Primes
spend half the day losing a war,
and the other half sitting around
waxing poetic about "loyalty" and
"honor." Now look at you.

ALPHA TRION
Hear my words: You will fall! And a
new Prime will rise--

Sentinel WHIPS OUT his PRIMAX BLADE. He holds it menacingly
at Alpha Trion's neck.

SENTINEL
There you go again. I don't want to
listen to any more speeches.
(then)
There were others in the cave with
you, who are they?

Alpha Trion senses the end. He puts on a proud face.

ALPHA TRION
They are to be your undoing. You've
lost, Sentinel. Nothing you can do--

Sentinel drops the sword, going pale. Until -- STAB! Alpha's
body crumples dead to the floor.

SENTINEL
(sigh)
Didn't I *just* say no speeches?

You heard me, right? This is what I'm talking about. Unbelievable. All of them were like that. So disrespectful.

(sigh)

Okay. Hunt down the others.

AIRACHNID

With pleasure.

Airachnid transforms and dives out into the city.

SEQ 1975 FRIENDS FRACTURE

EXT. CYBERTRON SURFACE -- DUSK

D-16 leads the entourage in alt-modes through the dense jungle. The ground is so uneven, they're forced to transform into bipedal mode.

They move along the edge of a high cliff. The view over a valley filled with dense jungle. In the far distance, massive frozen impact splashes litter the landscape. Beautiful, yet ominous against the red sky.

Orion is concerned. He watches D-16 in the lead. Orion moves to catch up.

ORION

Hey buddy.

D-16 didn't hear him, lost in a thousand yard stare, not making eye contact (for the entire conversation). Orion touches his shoulder.

D-16

(distracted)

Oh, hey.

ORION

You've been a little quiet. You--
You alright?

D-16

All I can think about is Sentinel's smirking face. He must pay for what he's done. Someone has to do something.

ORION

We are. With Alpha's proof inside that device, we will show everyone the truth.

D-16

You honestly believe it'll be that easy? Iacon doesn't want to hear the truth. They *worship* Sentinel. There's got to be a better way to bring him down.

ORION

We just have to trust that everybody will believe what we show them--

D-16

(through gritted teeth)
I *trusted* Sentinel. With everything. I will never trust a so-called "leader" ever again.

Orion looks at his friend, concerned.

D-16

There's only one bot I know I can tru--

ZAAAAP! ZAAAAP! ZAAAAP!

They are shot with electric darts from assailants in the jungle. All four drop to the ground.

WAVES OF ELECTRICITY ELECTROCUTE THEM INTO UNCONSCIOUSNESS --

We catch glimpses obscured by DIGITAL CORRUPTION -- our four being dragged by SHADOWY FIGURES -- CHANGING LANDSCAPES -- GARBLED VOICES -- BLACK.

SEQ 2200 THE HIGH GUARD

INT. HIGH GUARD HIDEOUT -- NIGHT

DARKNESS. The ambient noise of a gathering. Then:

STARSCREAM (O.S.)

All right, wake them up.

Orion, D-16, Elita, and B are awakened with a rude JOLT from a shock stick. B has a gag welded over his mouth.

From their knees our heroes look around. They are surrounded by tall, ominous, robotic silhouettes. A rough crowd.

STARSCREAM (O.S.)

Now...

They look forward to see **STARSCREAM** seated in a makeshift throne, the de facto boss of this gang.

Flanking him are SOUNDWAVE and SHOCKWAVE.

STARSCREAM

...are you spies, or just incompetent lackeys?

ORION

We're not spies!

ELITA

But he *is* incompetent.

SOUNDWAVE

Scanning electrical impulses.

(beat)

He speaks the truth.

STARSCREAM

That just means he believes himself, like any spy would.

Loud, urgent, muffled SPEAKING. Reveal that B-127 is desperately trying to speak through his gag.

ELITA

Why is he gagged?

SHOCKWAVE

He wouldn't stop talking.

ELITA

Even when he was unconscious?

SHOCKWAVE

Especially when he was unconscious!

STARSCREAM

Enough!

(then:)

Two options for you: one, we slowly dismantle each of you, one bolt and screw at a time, and really make sure you feel it...

Sounds of POWER TOOLS emanate from the silhouetted posse surrounding them.

STARSCREAM

...or, two: in exchange for a quick death, you give us intel on the Energon trains, access to the mines, or anything else that could hurt your boss, Sentinel Prime.

ELITA

Who exactly are you guys?

B-127 finally BREAKS FREE of his gag, excited to talk:

B

(breaks free of gag)
The Cybertronian High Guard!

SHOCKWAVE

(to Soundwave)
I told you it wasn't tight enough!

B

Prestigious defenders of Iacon.

ELITA

"Prestigious"?

ORION

(realizing who they are)
He's right. I read all about you in the archives. You were the most legendary warriors in all of Cybertron.

B

Look, look, look! That's Starscream... and you're Shockwave... and Soundwave. Gosh, raise your hand if "wave" is in your name. There's a lotta "waves"--

STARSCREAM

SILENCE!

Starscream holds his hard stare for a beat, reinforcing his authority, and then turns to address our heroes.

STARSCREAM

The yellow annoying one is correct.

B

Woo!

STARSCREAM

We were once the High Guard. We witnessed Sentinel's betrayal, saw the Primes fall. Since that day we've been fighting from the shadows, doing whatever we can to sabotage Sentinel.

ORION

(standing up)

That's great, we're--!

As Orion stands up he hears about a million weapons lock, load, charge up all around him in the shadows. This is still not a friendly room.

ORION

Whoa, whoa, whoa, whoa! Okay, okay! We're good. Everyone relax.

(then)

I'm just saying we're allies! We were on our way back to Iacon, and now with your help, we can unify Cybertron against Sentinel Prime.

STARSCREAM

The idea of a unified Cybertron is a myth. All that counts is the strength of one bot over another!

Cheers from the crowd.

B

Okay. So these guys are a little intense.

ELITA

Yeah, just a little...

STARSCREAM

Hey! What are you doing!?

Orion turns to see D-16 walking off. The gang BLOCKS D-16's exit. D-16 isn't intimidated.

D-16

I tell you what I'm not doing. I'm not cowering in some busted ship, playing king of the throne. I'm not pretending like I'm making a difference by throwing one punch and then running away to hide.

I found out that Sentinel is rotten today, and I'm going to make him pay for it... TODAY.

Starscream steps down from the throne, crossing to D-16.

STARSCREAM

You think you can insult me and just walk away? No one leaves here unless I say so.

D-16

Is that right? Well, how can you say so with my head in your teeth?

WHAM! D-16 HEADBUTTS STARSCREAM. The crowd is shocked.

ORION

D!

Suddenly, it's on! D-16 and Starscream are in a full-scale brawl, down and dirty, epic and robotic.

The shocked crowd becomes energized. They enjoy the drama, but they love the violence. CHEERING, EGGING THEM ON.

Our heroes are a little more put off by it.

D-16 and Starscream are going all out. The fight is pretty even at first -- then it's all D-16. He is officially, by all measures and definitions, BEATING STARSCREAM'S ASS. However, this only stirs Starscream up--

STARSCREAM

--HIT ME! Do it! C'mon! YEAH,
MORE! HA HA!--

It's cool for about two seconds, and then it starts to feel out of control. D-16 is going overboard with brutality.

The more violent he is, the more the crowd CHEERS.

HIGH GUARD

(chant)

D-16! D-16! D-16! D-16! D-16! D-16!

D-16

You want to see the strength of one bot over another!? HUH!?

WHAM-WHAM-WHAM!! Taking a huge amount of punishment--

STARSCREAM
(throat breaking, high
pitch squeal)
Is that all you got, tough bot?!
LET'S GO! DO IT! COME ON!

D-16 is about to deliver the final blow when --

-- OUT OF HIS ARM TRANSFORMS A CANNON.

D-16 admires it. The High Guard is stunned. Orion is shocked.

D-16 stands. He aims the cannon at Starscream's head.

STARSCREAM
Please, I beg you...

The High Guard watches closely. About to fire --

ORION
Stop! D, he's *not* the enemy!

D-16 hears him, reluctantly pulls the cannon away. He turns to address the crowd.

D-16
Bear witness! This is the last time
I show mercy! Decide right now. You
can stay here in hiding, bowing
before your pathetic leader... or
follow me as we march on Iacon, and
I take down Sentinel ONCE AND FOR
ALL!!

Truly FRENZIED APPLAUSE. These bots are going apeshit, so much so that the whole arena is SHAKING.

HIGH GUARD
(chanting)
D-16! D-16! D-16! D-16! D-16! D-16!

Orion stares as D-16 is surrounded and cheered on by the High Guard.

D-16 turns, a red glint flashing in his eyes.

Through the openings in the ceiling, Orion sees trackers fly overhead. The room explodes, sending bots flying.

SEQ 2300 AIRACHNID ATTACKS

EXT. HIGH GUARD HIDEOUT -- NIGHT

AIRACHNID'S FORCES ATTACK.

A EXPLOSION blasts in the center of the crowd, sending bodies flying.

Orion picks up a fallen weapon and throws it to B.

ORION

B! Come on!

Orion transforms into big rig mode. B jumps onto his back and together they fire back.

Another slew of trackers drops. B jumps off Orion to hit them.

Firing, Orion launches and transforms back into bipedal mode mid-air.

Orion fights trackers mid-air, surfing on the back of a tracker, shooting all the trackers surrounding him. Orion uses a scissor hold to break the tracker he was surfing in half.

Orion transforms back into big rig mode and lands, tracker debris landing behind him.

Starscream escapes fire hiding under cover.

Airachnid and the soldiers enter the fray on the ground.

AIRACHNID

Engage all hostiles. I've got the bridge.

She takes out a bridge-full of soldiers.

D-16 charges through the battlefield, incensed, taking out soldiers in his path. He blasts a tracker in tank mode, and just as he transforms back into bipedal mode, Airachnid tackles him and drags him away into the air.

Elita toggles between bipedal and bike mode, taking down an onslaught of trackers.

Behind her, a tracker fires up a missile --

ORION

Elita, get down!

Orion sees it coming, shoves her out of the way.

Orion blocks the missile. The explosion blows Orion and Elita back.

The camp is firebombed into oblivion.

CUT TO BLACK.

SEQ 2400 ALL IS LOST

EXT. HIGH GUARD HIDEOUT -- EARLY MORNING

Wreckage is moved to reveal Elita working hard to pull Orion out from under it. The area now a smoky hellscape of destruction.

ORION

I feel like someone dropped a cliff
on me. Where are the others?

ELITA

Sentinel's troops took as many
prisoners as they could carry. They
got D-16 and B.

ORION

Oh, no.

ELITA

...and half of those "High Guard"
nutjobs.

Orion notices something.

Looking down at his wrist, he sees that the messenger device
from Alpha Trion is broken. Empty of the red dust Alpha put
inside. Orion takes it off and chucks it in anger.

ORION

Our proof... it's gone.

ELITA

So, what do we do now?

ORION

(lost)
D was right.

ELITA

About what?

ORION

Everything. Look at it, look around... This is a disaster. It's all my fault. I should have stayed on protocol.

Elita reacts to this. She suppresses her initial agitation and kneels down so she's face-to-face with Orion.

ELITA

Listen to me, I really want you to hear this. Are you listening? I'm better than you.

ORION

Yeah, okay... I'm hearing you.

ELITA

I'm better than you in every way, except... you have hope. You always have. You went back into the mine to rescue Jazz, you snuck up to the surface to find the Matrix of Leadership.

ORION

Yeah, and how'd that work out?

ELITA

(genuine inspiration)

My point is that your instincts tell you to break protocol for a reason. This... blind optimism that you have is why you make such bold and courageous choices. That are also extremely stupid.

ORION

First time giving a pep talk?

ELITA

You're inspiring. You can envision a better future that no one else can see.

Elita is hitting Orion with a B-12 shot of emotional motivation.

ELITA

And if we ever want to see B and D-16 again, that, *that* is the Orion Pax that we need right now.

Her belief in him speaks volumes.

ELITA

Listen to me. We can do this.

After absorbing this, Orion thinks about a plan.

ORION

Those Energon trains will be heading back to Iacon. If we intercepted one--

ELITA

Hell yes, I can reroute it. What else do we need?

Standing, Orion looks down at the regrouping High Guard.

ORION

Well, my bold instincts tell me we have to recruit some nutjobs.

ELITA

I was afraid you'd say that.

DOWN BELOW:

Shockwave and Soundwave stand with the remaining troops.

ORION (O.S.)

Uh Shockwave, Soundwave, you in the back--

They turn to see Orion and Elita approaching.

ORION

In order to save our captured friends, we have to act now.

Shockwave points his gun in Orion's face.

SHOCKWAVE

How about I blast you back to Iacon--

Elita punches Shockwave right in the red light.

SHOCKWAVE

Ahh! She punched me in my eye!

ELITA

Everyone shut up. All of you. Listen to him.

ORION

Most likely our friends are being held captive at the top of Sentinel's tower. A surprise attack would give us a chance to rescue them.

SOUNDWAVE

Impossible. We do not have enough soldiers or a way inside.

ORION

Elita will get us in, and I will get more troops.

SHOCKWAVE

Why should we follow you?

Elita pounds her clenched fist.

SHOCKWAVE

We will follow you.

Soundwave faces the nearby High Guard soldiers. His voice goes loud like speaking through a megaphone.

SOUNDWAVE

(to the troops)

Attention High Guard, prepare for battle.

(to Orion)

What is our first move?

Camera pushes in for it:

ORION

(intense, determined,
movie trailer moment)

We roll out.

The High Guard doesn't budge.

SOLDIER IN THE BACK

What?

ELITA

(to Orion)

Louder.

Orion stands triumphantly.

ORION

(top of his lungs)

TRANSFORM AND ROLL OUT!

SEQ 2600 HOSTAGES**INT. HALL OF PRIMES, IACON TOWER -- EARLY MORNING**

D-16, B-127, Starscream and the High Guard are on the ground. Their wrists are restrained with special Energon cuffs.

B

I don't understand, why are we
still alive?

The massive doors open. Sentinel steps in, flanked by Airachnid and a SQUAD OF TRACKERS.

SENTINEL

Look at this rowdy bunch! The High
Guard. You know, you guys have been
tough to find. Every trip to the
surface, I've been searching for
you.

AIRACHNID

Tracking the bots in the cave led
me right to them.

Sentinel looks at Starscream, delighted.

SENTINEL

Oh-ho-ho, you captured Starscream?

AIRACHNID

It was too easy.

Starscream's voice shredded, manages to squeak out:

STARSCREAM

I'm going to rip you apart piece by
piece so that your death is painful
and you'll regret the day--

SENTINEL

(laughs)

You sound ridiculous! It's weird.

(notices D-16)

Oh D-16, what a tragic story you'll
be. Atop the leaderboard in your
sector, and secretly a traitor.

D-16

I'm not a traitor, you're the
traitor!

SENTINEL

Nuh-uh. You, all of you, are traitors, you've been working with the Quintessons to sabotage my expeditions. You're the reason why I haven't found the Matrix of Leadership yet.

B

None of that is true!

SENTINEL

Oh trust me, it'll be very true when I'm executing you in front of all of Iacon. Because down here...

Sentinel leans in on B-127 for maximum creepiness.

SENTINEL

...the truth is what I make it.

SEQ 2620A RISING UP

INT. HALL OF PRIMES, IACON TOWER -- MORNING

STOMP. D-16 stands defiantly. He stares directly at Sentinel, mean-mugging him.

Sentinel sees this and walks over to D-16.

SENTINEL

Well, well... what's this about?

D-16

I'm not kneeling in front of you.

SENTINEL

Feeling confident, are we?

D-16

You don't scare me. You wanna know why?

SENTINEL

Please.

D-16

Because I don't have anything left to lose. You took it all.

SENTINEL

I sure did.

WHAM! Out of nowhere, Sentinel SUCKER PUNCHES D-16.

D-16 HITS the floor fast and hard, on his back. A startling reminder of how strong and unhinged Sentinel is.

The other prisoners cringe. Scary got scarier.

With D-16 dazed on the floor, Sentinel notices -- the MEGATRONUS DECAL, now damaged, peeling off D-16's arm.

SENTINEL

Ah. Megatronus Prime.

Sentinel removes the decal, mockingly examines it.

SENTINEL

Of course you were a fan,
Megatronus was the coolest Prime!
The biggest, the baddest, the
toughest...

Sentinel OPENS his cog slot, revealing:

SENTINEL

...that's why after I killed him, I
took his cog for myself.

D-16

He was greater than you'll ever be!

SENTINEL

I dunno, I'm pretty great. But I
can understand why you'd want to
wear his face over mine. Here...

Sentinel slaps the Megatronus decal smack in the middle of D-16's chest.

SENTINEL

Let's make sure it doesn't come
off.

HIS HAND TRANSFORMS INTO A WHITE HOT WELDING TORCH.

He presses into D-16. SPARKS FLY as D-16 grits his teeth...

Reveal: the GRUESOMELY CRUDE FACE carved into D-16's chest...
The iconic SYMBOL OF THE DECEPTICONS.

SEQ 2610 ORION RALLIES MINERS

EXT. THE SURFACE -- MORNING

Orion stands at a precipice, overlooking Iacon City.

ORION
(sing-song)
Ohhh kay... I--I--I can do this.

He flips his shoulder stacks into thruster mode and steps over the edge...

EXT. IACON -- MORNING

As Orion free falls through the great chasm, he switches on his thrusters and glides into the heart of the city.

In one fluid motion, Orion transforms into alt mode just before touching down. He catches a transforming roadway and cuts a path to the Miner's Barracks.

IRONHIDE (O.S.)
You can't be serious! We just
worked twenty-two shifts without--

EXT./INT. MINERS BARRACKS -- MORNING

Ironhide stands in front of Darkwing, surrounded by exhausted miners.

IRONHIDE
--a break! These miners need rest
and time to repair--

DARKWING
Sentinel Prime wants more Energon,
so get back in the mines before I
make you get back in--!

Darkwing raises his fist to throw a punch at Ironhide -- but it's caught by a red and blue hand, just as big as Darkwing's.

CUT TO:

A NEW ANGLE IN THE MAIN ROW

Darkwing is thrown out from behind a row of stations, crashing into a video game, which falls on top of him. This gets everyone's attention. They look to see who did this.

Huge feet walk in, passing by defeated miners, who look up in awe.

DEFEATED MINERS WALLA
Who's that? / Did you see who that
was? / Is that...?

JAZZ
Who was that? Is that...?

ARCEE
Who was that? Did you see who that
was? That can't be him.

The feet walk through the rows. Miners realizing it's him,
get up to follow him down the row. In the main aisle, Orion
is revealed.

DEFEATED MINERS WALLA
That can't be him / (murmurs and
whispers)

JAZZ
Orion?

ORION
Jazz.

JAZZ
Is it really you?

ORION
Yeah I know I uh-- look a little
different.

JAZZ
"Little"? There's nothing "little"
about you.

IRONHIDE
How is this possible?

DEFEATED MINER #1
Sentinel told us you died from your
race injuries.

ORION
Sentinel is a liar.

ARCEE
(gasp)
Huh?

DEFEATED MINERS WALLA
What? / What did he say? / A liar?
/ What did he lie about? / What is
he talking about?

ORION

Look, I know how this will sound coming from me. I was never the most *focused* miner--

Orion nods.

ORION

But as you can see, everything is different now.

Orion shows his cog.

DEFEATED MINER #2

He has a cog...

ORION

I went to the surface, and I learned the truth.

They all listen.

ORION

My friends... We were all born with transformation cogs, and then Sentinel -- he stole them from us.

The miners gasp.

ORION

He took away our ability to make our own decisions. He stole our freedom.

The miners are dejected.

ORION

But now, I'm offering you your first *real* choice. You can work a twenty-third shift and mine yourself to death... or fight back against Sentinel, with me. Right now.

SIDESWIPE

How are we supposed to do that?

ARCEE

We can't fight. We don't have cogs.

ORION

What defines a Transformer is not the cog in its chest... but the spark that resides in their core.

A spark that gives you the will to
make your world better. And that
spark Sentinel can never take from
us.

The miners listen intently, sitting taller, filling with
pride.

JAZZ

There's not enough of us, we'd need
an army.

ORION

And we have one. Elita is bringing
troops. We are **not** alone in this.
If we want to be in control of our
own destiny, we will have to fight
for it. Now is the time for us to
stand up, for ourselves. Stand up
for this injustice. I promise you,
this fight will be worth it. Follow
me. Nothing can stop us when we
stand together. Together as one.

A miner begins to stomp his foot rhythmically. Others join in
as Orion continues. Like football players being inspired by
the coach's halftime speech, the pounding builds.

DEFEATED MINERS WALLA

(chanting)

Orion Pax! Orion Pax! Orion Pax!

All the miners are stomping, uproarious cheering. Orion looks
over an inspired crowd.

CUT TO:

INT. WASTE TRAIN

Through Elita's headset:

ORION (O.S.)

Elita. It's time.

ELITA

You got it. Buckle up, Blinky --
we're goin' in.

EXT. CYBERTRON SURFACE -- CONTINUOUS

Elita drives the waste train over the edge, into Iacon City.

SEQ 2620B RISING UP PART II

INT. HALL OF PRIMES, IACON TOWER -- MORNING

D-16 is spent, but slowly gets back up.

SENTINEL

Not a good idea.

B

D. Stay down.

Sentinel is getting ready to make an example out of him.

With little remaining strength, D-16 pushes himself up.

HE STANDS UP TO FACE SENTINEL AGAIN.

Sentinel shakes his head, almost impressed. He then preps an arm cannon to gun down D-16.

SENTINEL

Now that's a shame. You really were
a great miner.

ANGLE ON: Airachnid, watching and enjoying the torment. But then the eyes on the side of her head focus to outside.

AIRACHNID VISION: The train is headed towards the tower.

AIRACHNID

We've got a breach! Protect
Sentinel!

She SPRINGS INTO ACTION. A squadron of troops FOLLOWS HER. Guards push D-16 back down with the group, all the guards pull their weapons on the prisoners.

SEQ 2650 DOGFIGHT

Airachnid and the black trackers run onto the tower's balcony, launch themselves and transform. They bolt to intercept the waste train headed their way.

INT. WASTE TRAIN COCKPIT -- SAME

ELITA

Looks like they spotted us. It's
about to get bumpy...!

SOUNDWAVE
(into the train comms,
heard throughout the
train)
High Guard, eject.

EXT. WASTE TRAIN -- CONTINUOUS

The tops of the train cars open. The Guard swarms out in alt-modes and jet forward, entering into head-to-head combat.

INT./EXT. WASTE TRAIN -- CONTINUOUS

Elita struggles to maintain the train's heading at the tower.

SHOCKWAVE
There's too many -- we have to
abort!

ELITA
We're not gonna make it...

Just as the train is about to be swallowed by trackers, jet-packed miners holding their drills pierce through the tracker army from below like machine gun fire, disrupting the swarm.

Orion with a jetpack, leads them like a bad-ass.

ELITA
WOO-HOO!

ORION
Metal to the pedal, miners! Let's
break some protocol!

ELITA
That's what I'm talking about, Pax!
(through headset O.S.)
I've got a clear shot to the tower!

Orion awesomely smashes trackers mid-flight when --

BAM! Airachnid tackles Orion, smashing him against the train's windshield. She's got him pinned down.

Airachnid rears her legs back and stabs at Orion, stabbing him in the shoulder. He dodges the other arms, they shoot through the windshield, almost hitting Elita, who ducks.

AIRACHNID VISION: face-to-face with struggling Orion. He punches her, her head spins 180 degrees. It opens, revealing all the creepy eyes.

ORION

Ohhh, that's intense--

AIRACHNID

You can't win, miner. I see everything!

Orion realizes --

ORION

That's right, you do. Except the tower we're about to crash into!

Airachnid turns to see the tower coming up fast!

Airachnid jumps off. He elbows the busted windshield as hard as possible, flies inside the cab onto Elita and the other two.

SEQ 2700 THE BATTLE FOR CYBERTRON

EXT./INT. IACON TOWER -- BALCONY -- CONTINUOUS

BOOM! THE WALL EXPLODES INWARD, THE TRAIN CRASHING INSIDE. Gold trackers thrown by the explosion.

INT. HALL OF PRIMES -- IACON TOWER -- CONTINUOUS

The train door explodes, revealing our heroes.

A tracker points a laser at D-16's chest, about to shoot. An explosion. Orion emerges from the smoke, shooting the tracker and saving D-16. Orion throws his gun behind him which destroys another tracker far off in the distance.

Orion sees the scorched Megatronus logo burned into D-16's chest.

ORION

What has he done to you?

D-16

(seething)

This is nothing compared to what I'm gonna do to Sentinel.

ORION

Soundwave, free the prisoners!

(to D)

I know how to stop him. Airachnid is the answer--

SOUNDWAVE DECIMATES THE CUFFS WITH WAVES OF SOUND. D-16 immediately runs off.

D-16
I'm doing this *my* way!

ORION
D!

D-16 AND THE OTHERS pick up fallen guns from downed soldiers and fight back the attacking gold trackers. Orion has no choice but to fight to survive.

Waves of sound hit B's cuffs, freeing him.

B
Yes!

The gold tracker goes to punch B. Before the fist lands, SHOOM! B's battle mask drops into place, blocking the punch.

B
Whoa! I've got a battle mask!

He turns to show it off, the soldier lining up to punch.

B
Elita! Battle mask! It appeared when **this** guy tried to--!

Without looking, B points at the tracker. His stinger ejects from his hand, unknowingly cutting off the tracker's head.

B
Knife hands?! I have knife hands!

Elita kicks a tracker at him, landing on his blades.

His hand turns into a blaster, blowing the stabbed tracker off his stinger.

B
AHH! What the -- OHH!

Elita saw the whole thing, she's in shock.

B
(laughs triumphantly)
BADASS-A-TRON!

The camera follows Starscream, Shockwave and Soundwave in alt-modes flying past B's heroic pose. They blast trackers out the tower openings and fly outside.

Orion finishes off a tracker in awesome hand-to-hand combat.
D-16 drives up, transforms.

D-16
Where's Sentinel?

LOUD explosive blasts from Sentinel's cannon almost hit them.
Everyone turns to the side covered in smoke where Sentinel
landed earlier. From within the smoke:

SENTINEL
You pathetic little twits. Did you
really think that you could knock
down everything I've built?

Orion, D-16, pick up fallen weapons, aiming at the smoke,
approaching like a SWAT team. Scanning for where he could be:

ORION
It's over, Sentinel. You can't
escape the truth!

B and Elita join them. They approach the smoke with caution.

SENTINEL
(indignant, scoffing)
What truth? That I plucked the cogs
from your newborn chests? Forced
you to mine, so that I could pay
off the Quintessons and live like a
king? None of that matters, because
the truth... is... what... I make
it.

SENTINEL TRANSFORMS, BECOMING A WALKING WAR MACHINE. Panels
of plating open, revealing the TIPS OF MISSILES --

THE MISSILES FIRE, streaking with deadly precision.

ORION
Incoming!

BOOM! BOOM! BOOM! Everyone transforms, driving wild to avoid
the missiles. D-16 spins around, firing at Sentinel while
avoiding blasts.

Orion transforms to bipedal mode, skidding to a stop. B and
Elita one step behind him.

ELITA
(out of breath)
He's too strong.

ORION

I have a plan. We need Airachnid.

ELITA

Airachnid?

ORION

We need her memory.

B

Where is she?

Airachnid swoops in, snatches Elita into the air and they plunge out of the gaping hole in the tower!

ELITA

Found her!

SEQ 2745 THE BATTLE FOR CYBERTRON PART II

OUTSIDE THE TOWER: Elita and Airachnid plummet.

Orion runs to the ledge, watching them fall.

ORION (O.S.)

Elita! Do NOT break her. Bring her to the broadcast station! We'll meet you there!

ELITA

Easier said than -- DONE!

Airachnid KICKS Elita through a building. She rolls then *TRANSFORMS INTO A CYCLE* and peels out through the building.

She crashes through the glass, goes airborne, has timed it perfectly to smash Airachnid onto a building rooftop.

Elita lands on top of Airachnid's body. Looking down, Airachnid is dazed, basically concussed.

ORION (O.S.)

I said, don't break her!

Elita breaks off one of Airachnid's legs and WHACKS her with it.

ELITA

Relax -- I'm being -- very -- gentle!

INT. HALL OF PRIMES, IACON TOWER -- CONTINUOUS

At the ledge, a row of trackers drops behind Orion.

-- SHLNK-SHLNK-SHLNK! The trackers are cut down, revealing a joyous triumphant B on the other side.

B
Orion! Orion, look! I have knife hands!

ORION
I can see that.

B
(sees nearby trackers)
I'm gonna cut these guys! Watch!
C'MERE!

ORION
You can stab them later, we gotta go!

B and Orion run from the tower, shifting into ALT-MODES. A road stretches out in front of them.

B
Yeahhhh!

Orion's smokestacks become afterburners, B kicks his burners. They peel out, heading towards the broadcast station.

D-16 is mid-fight with Sentinel. Sentinel gets him down, clearly has the upper hand as he beats on him.

SEQ 2825 CONTROL ROOM**INT. COMMUNICATIONS CONTROL ROOM -- CONTINUOUS**

The control room is busy, workers at their stations.

B's energon blades STAB THROUGH THE DOORS, and move to the floor. B crashes through the sliced doors with a flying kick, tumble-rolls into the room, landing in a bad-ass pose.

B
RRRAHHHHH!!!!

COMMUNICATIONS OFFICIAL
Uh, ex-- excuse me, you can't be in here--

The official ducks as B flies into frame at him, slicing the top off the official's chair.

CHAOS. The workers dive out of the way to avoid the blades.

B awesomely flips up against the glass, stabbing it like a pirate down a sail, towards the workers sitting below.

They climb over the consoles to get away from him.

B lands, ready for action. Behind him Orion and Elita, carrying Airachnid, arrive.

ORION

B! These are not the bad guys.

The workers are terrified in the corner of the room.

ELITA

Why did you cut the door?

B

Wait. No, I didn't-- I didn't --
that wasn't-- uh-- it was already
like that. *Right?!*

All the scared bots are pressed into the corner of the room.

WORKERS WALLA

Yes! / Already like that! / That's
right, yes!

EXT. IACON CITY -- DAY

All of the holographic screens across Iacon switch to a test pattern. All throughout the city, civilians stop with looks of confusion.

OVERHEAD ANNOUNCEMENT (O.S.)

Attention Iacon City... stand by
for a live transmission from
Sentinel Prime.

INT. HALL OF PRIMES, IACON TOWER

D-16 lands HARD.

He tries to raise his cannon... But Sentinel plants a foot on it. He points his arm cannon at D-16's face. It charges up, getting ready to blast.

SENTINEL
What's wrong, D-16? RISE UP.

INT. COMMUNICATIONS CONTROL ROOM -- CONTINUOUS

Elita holds the dazed Airachnid as Orion flips switches.

Her memory recordings are projected on the consul in front of her.

SENTINEL
(hologram)
...that's why after I killed him...

SEQ 2850 THE REVEAL

SERIES OF SHOTS -- AROUND IACON CITY -- DAY

- Citizens watch screens throughout the city -- Sentinel, from Airachnid's POV, filmed only minutes ago.

*SENTINEL (O.S.)
...that's why after I killed him, I
took his cog for myself... cog for
myself... What truth? That I
plucked the cogs from your newborn
chests? Forced you to mine, so that
I could pay off the Quintessons and
live like a king?...*

- Miners watching in the mines, all in complete shock.

- BACK IN THE HALL OF PRIMES: About to shoot D-16, Sentinel hears the replay echoing through the city. He walks away from the damaged D-16 and approaches the tower balcony.

- The image changes to Sentinel bowing before the Quintesson leader. Airachnid had a front seat for all of it. Transformers gasp in disbelief, grit their teeth in anger.

*SENTINEL (O.S.)
I'm working my miners as hard as I
can, I swear I will get you the
rest... I'm working my miners as
hard as I can, I swear I will get
you the rest...*

- Transformers across the city can't believe what they're seeing. They boo and jeer Sentinel on screen.

Sentinel's in shock, seeing his betrayal displayed for all.

INT. MINES -- CONTINUOUS

The miners SHOUT, tipping over mine carts. *The cries of a revolution.*

INT. COMMUNICATIONS CONTROL ROOM

ELITA
Pax... we did it.

INT. HALL OF PRIMES, IACON TOWER

D-16 musters the strength to tackle Sentinel OVER THE EDGE OF THE BALCONY. They fall past displayed images of his betrayal.

INT. COMMUNICATIONS CONTROL ROOM

Orion's smile fades when he sees D-16 and Sentinel falling to the ground.

ORION
D...

SEQ 2900 CONFRONTATION**EXT. WELL OF SPARKS -- CONTINUOUS**

D-16 and Sentinel CRASH onto the Well of Sparks, leaving both of them dazed. Sentinel is heavily damaged, losing his wings.

D-16 struggles to his feet. His anger giving him strength to stalk Sentinel.

He tries to aim his cannon. Sentinel fires his boosters, which barely work, allowing him to get airborne enough to avoid the cannon fire.

D-16's stray fire hits buildings, and comes close to on-lookers who run for their lives.

Sentinel cowers as D-16 stalks him, charging up his cannon.

SENTINEL
D-16 -- we can lead Cybertron
together. Don't do this--

BAM -- HIS CANNON IS SHOVED TO THE SIDE, missing Sentinel -- blowing a smoking hole in the ground!

D-16 turns, Orion is holding his cannon in his grip.

D-16
What are you DOING?!

ORION
It's over, D. Everyone in Iacon
knows the truth.

D-16
So do I! He took everything from
us... I have to do this.

ORION
No, you don't. Rebuilding Iacon
cannot begin with an execution.

D-16
He deserves to die, can't you see
that?

ORION
We're better than this. Don't be
like Sentinel.

D-16
Pax, you need to move out of my
way... before I move you myself.

D-16 looks at him, anger in his eyes.

ORION
D, listen--

D-16 punches Orion out of the way. Then goes back to shoot
Sentinel, his cannon charging up.

ORION
STOP!

Orion steps in front of his cannon as --

BOOOOM!!! The BLAST RIPS THROUGH ORION'S CHEST.

SLOW MOTION:

D-16 WATCHES ORION'S BODY TUMBLE -- OVER THE EDGE OF THE WELL
OF SPARKS.

D-16 GRABS HIS HAND, ORION DANGLING OVER THE OPEN CHASM --

D-16
(to self, guilt)
No. No. No, no. *Why?! Why* did you
do that, *why--*

Orion's body hangs, the light in his eyes beginning to fade.
D-16's shock grows into anger.

Slowly... Succumbing to the anger flaring within him... Orion
still flickers with life, just barely.

ORION
...D...no...

The GLOW IN HIS EYES GRADUALLY SHIFTS... GROWING DARK
ORANGE... Becoming darker... Eyes filled with rage... With
vengeance...

D-16 becomes oddly still. Then --

D-16
I'm done saving you.

HE PURPOSEFULLY DROPS ORION. Orion falls down into the void,
the light flickering from his eyes.

DOWN BELOW, ELITA AND B WATCH ON HORROR. ELITA SCREAMS, HER
YELL IS SILENT.

D-16 RISES UP and looks back at the injured Sentinel trying
to crawl away. THIS IS THE VILLAIN WE'VE ALWAYS KNOWN. We've
always feared.

Sentinel crawls faster, terrified. Trackers drop in behind
him. D-16 turns, his eyes burning, and lets out a BATTLE CRY.

SEQ 3000 FATE

INT. THE WELL OF SPARKS -- SIMULTANEOUS

Orion's broken body plummets into the void. All color drains
from his body.

EXT. THE WELL OF SPARKS -- SIMULTANEOUS

D-16 brutally fights the trackers protecting Sentinel.

Sentinel crawls faster, terrified.

HE SEIZES SENTINEL, PICKING HIM UP... HOLDING HIM HIGH OVER
HIS HEAD in an incredible display of strength...

D-16 RIPS SENTINEL IN HALF!!! Dropping the severed pieces to the ground at his feet.

The light in Sentinel's eyes fade, spark extinguished.

Cheers below from the High Guard...

D-16 is drawn to the cog in Sentinel's chest... THE COG OF MEGATRONUS PRIME... *His for the taking...*

INT. THE WELL OF SPARKS -- SIMULTANEOUS

Orion's body falls deeper and deeper. He slows, SUSPENDED IN ZERO GRAVITY before -- THE MASSIVE PLANETARY CORE... Breathtaking to see... Energon flowing, shifting, and transforming... IT'S ALIVE. The essence that Cybertron is built upon.

THIS IS PRIMUS... Orion's body minuscule by comparison, an offering to their god.

EXT. THE WELL OF SPARKS -- SIMULTANEOUS

D-16 tears Megatronus' cog from Sentinel's limp body and holds it up. He turns to address the terrified crowd of Iaconites.

D-16
The Age of Primes has ended! No
more false prophets. Follow me and
you will never again be deceived!
RISE UP!

The High Guard begins the chant.

HIGH GUARD
RISE UP. RISE UP. RISE UP. RISE UP.

STARSCREAM
Yeah! Rise up! Rise up!

INT. THE WELL OF SPARKS -- SIMULTANEOUS

The Primes' ghostly ethereal figures appear, surrounding Orion, overseeing the ceremony.

ALPHA TRION (O.S.)
Orion Pax... Your noble sacrifice
for the greater good has proven you
worthy in the eyes of Primus.

He entrusts in you the future of
Cybertron... and... THE MATRIX OF
LEADERSHIP.

A PULSE OF ENERGON EMERGES... It pulls Orion towards it. The
beam of Energon forms a GLOWING SHAPE...

THE MATRIX OF LEADERSHIP appears.

EXT. THE WELL OF SPARKS -- SIMULTANEOUS

B and Elita can only watch in horror as a lot of the High
Guard are getting all riled up by this mad dictator speech.

D-16 REPLACES HIS COG WITH THE NEW ONE.

D-16 (O.S.)
I will lead us all into the
future...

Energy radiates through him and HE GROWS BIGGER, METAL
PLATING BECOMING JAGGED, a monster in metallic armor. Blood
red eyes burning bright.

Like an emperor, D-16 proclaims:

MEGATRON
I. Am. MEGATRON!

His eyes burn FIERY RED.

INT. THE WELL OF SPARKS -- SIMULTANEOUS

A gift from Primus himself, floating into ORION'S CHEST.
Causing the shredded metal to reform around it, accepting --

THE MATRIX OF LEADERSHIP. POWER FLOWS THROUGH HIM. Repairing
his wounds. He transforms.

ALPHA TRION (O.S.)
ARISE, **OPTIMUS PRIME**.

Optimus' eyes open. He shoots up towards the top of the Well.

EXT. THE WELL OF SPARKS -- SIMULTANEOUS

MEGATRON fires wildly at images of Sentinel through the city.
Iaconians run for their lives.

MEGATRON
BURN IT DOWN! ALL OF IT!

Starscream and the High Guard relish in the chaos--

STARSCREAM
All hail Megatron!

B
He's gonna kill everyone.

ELITA
We have to stop him, come on!

Megatron turns to shoot more images when -- ELITA LATCHES
ONTO HIS CANNON ARM.

ELITA
Stop! It's over!

MEGATRON
It's over when every last one of
his followers is dead!

He tries to shake her off, but she won't let go. B LEAPS ONTO
MEGATRON'S BACK. HE THROWS THEM BOTH OFF! Elita tries to get
up, but Megatron PUNCHES HER, knocking her back down.

Elita and B attack him. B lunges, Megatron throws him down.

He towers over them as the city burns. The High Guard
chant... Hailing the conquerer. Megatron revels in it...

SEQ 3050 OPTIMUS VERSUS MEGATRON

EXT. THE WELL OF SPARKS -- SIMULTANEOUS

A DEEP RUMBLE builds, drawing his attention... SOMETHING
RISING FROM BELOW... SOMETHING BIG...

A FIGURE BLASTS OUT of the Well, silhouetted in blue light...

OPTIMUS PRIME lands before Megatron, stunning everyone.

MEGATRON
...Impossible.

Megatron's eyes fall upon The MATRIX OF LEADERSHIP IN
OPTIMUS'S CHEST. Megatron seethes.

MEGATRON
Primus gave YOU the Matrix?

OPTIMUS PRIME
We could've built the future
together.

MEGATRON
I'll build it *myself*. After I tear
down *everyone in my WAY!*

Megatron's eyes **BLARE RED!!**

MEGATRON CHARGES OPTIMUS AND THEY GO TO WAR! A fierce melee ensues, each of them landing punches and kicks.

Megatron fights with unbridled fury, every blow amplifying his anger. Optimus is calm in the storm, moving strategically to deliver calculated strikes.

Megatron throws a punch but Optimus catches it. Megatron's arm transforms into a cannon.

Optimus transforms into the big rig, slams into Megatron and the two go flying. They transform back to bipedal mode as they roll onto a rooftop. In tank mode, Megatron fires at big rig Optimus, Optimus fires back, and they slam into each other, sending them spiraling into the air again.

They land, with Megatron in bipedal mode on Optimus' back. Megatron fires his cannon arm wildly as Optimus zig-zags on the road.

Megatron, in tank mode, fires at bipedal Optimus. Optimus runs to avoid getting hit. Optimus grabs hold of the tank barrel, snaps it off and uses it to swing at tank Megatron.

Megatron transforms back into bipedal mode with a cannon arm, and fires point blank -- sending Optimus flying. Optimus lands hard, but looks up just in time to see Megatron in tank mode again coming down at him.

Optimus grabs him by the barrel again and chucks him to the side.

Megatron grabs a fallen sword and swings, slicing Optimus in the midsection. Optimus falls back, Megatron lets out a battle cry, and aims for the Matrix in Optimus' chest --

-- but is rebuffed when Optimus summons his ENERGON AXE. Once wielded by Zeta Prime himself and Megatron is blown back!

Starscream, Shockwave, and Soundwave watch, stunned. Elita and B-127 can't believe their eyes.

Megatron fires in retaliation as Optimus pelts him with Energon axes.

Starscream, Shockwave and Soundwave jump in but there's no keeping Optimus down. Orion catapults Starscream across the well.

With a renewed fury, Megatron charges Optimus firing both his arm cannons. Optimus spins his axe, deflecting Megatron's blasts

Megatron moves in for the kill. Optimus counters, using the axe to SLICE THROUGH THE CANNON, rendering it completely useless. Megatron falls to the ground defeated.

Optimus stands, about as triumphantly as one could imagine, over Megatron.

OPTIMUS PRIME

We were given the power to change
our world... and you chose to
destroy it. Just like Sentinel, you
have betrayed Cybertron and its
citizens. And you betrayed me.

Megatron stands up on his own to face Optimus. He scowls.

OPTIMUS PRIME

Go. Take the High Guard and leave.
You are banished from Iacon.

The sting of the banishment is read on Megatron's face but he regains his composure.

OPTIMUS PRIME

It didn't have to end this way.

Megatron gets close.

MEGATRON

This isn't over... Prime.

ICONIC SHOT: Megatron and Optimus part ways.

MEGATRON

High Guard, follow me!

Megatron is joined by the disillusioned High Guard.

SEQ 3100 AUTOBOTS

Optimus watches them disappear into the sky.

OPTIMUS PRIME (V.O.)
The line between friend and enemy
is not as clear as I once
believed... Once it's crossed,
there's no going back...

Optimus goes internal, beginning a flashback.

INT. MINERS BARRACKS -- NIGHT

OPTIMUS PRIME (V.O.)
Because some transformations are
permanent.

A FLASHBACK of cogless Orion and D-16 at D-16's dock, first
day in the barracks...:

ORION
Hey, Megatronus Prime. Nice.

D-16
Oh yeah, well, he's my hero.

ORION
The greatest Prime to ever
live.

D-16
The greatest Prime to ever
live.

D-16 chuckles, liking this guy.

D-16
I'm D-16.

ORION
Orion Pax.

D-16
You... ever mine Energon before?

ORION
No. You?

D-16
No. I hear it's dangerous.

ORION
Well, I tell you what, you watch my
back, I promise to watch yours.

Orion puts out his fist. D-16 returns the fist bump.

D-16
(chuckles)
All right. Thanks... Pax.

EXT. IACON TOWER -- NIGHT

Optimus continues looking pensively at the sky when Elita and B step up.

OPTIMUS PRIME
A new beginning for Cybertron.

ELITA
And a new leader.

Optimus turns to Elita, beyond grateful.

OPTIMUS PRIME
Yes, about that... I could use some help from a bot, who is better than me, in every way.

ELITA
Who, me? Oh, no, no. I have a pretty sweet gig working in waste management.

OPTIMUS PRIME
Well, captain, I *do* owe you a promotion. How's Major Elita sound?

ELITA
How about... "Commander"?

OPTIMUS PRIME
Even better.
(to B)
And I'm sorry B, but I cannot let you go back to sublevel 50. I may be a Prime now, but I'm gonna need you by my side.

B
Are you serious? This is the greatest day of my life! I get to work for the **government!**

A BRIGHT BLUE GLOW in Optimus' chest.

ELITA
Okay... so that's new.

B
I'm sorry, what is happening?

Optimus takes the Matrix of Leadership in his hands and raises it up high in triumph.

Crowd murmur intensifies. What is happening? The Well of Sparks is functional --

ENERGON FLOWS OUT OF IT ONCE AGAIN.

It streams throughout the city, filling the fountains.

It flows out on Cybertron's surface, bringing the planet back to life.

EXT. WELL OF SPARKS -- CONTINUOUS

OPTIMUS PRIME (V.O.)
And now we stand here together, as ONE. Proving we all have the power to transform. To become who we were destined to be, to right wrongs, to make our world better...

Then, before their awestruck eyes --

PULSES OF ENERGON shoot out like fireworks -- flying into the chests of the cogless bots... FORMING INTO COGS.

OPTIMUS PRIME (V.O.)
Because here, freedom and autonomy are the rights of all sentient beings.

The bots grow bigger... stronger... covered in armor... BECOMING THE TRANSFORMERS THEY WERE DESTINED TO BE.

OPTIMUS PRIME (V.O.)
Here, all are truly Autobots.

EXT. SURFACE OF CYBERTRON -- DAY

Out of the dusty wind, an army of Autobots driving at us, led by Optimus Prime, flanked by B and Elita.

OPTIMUS PRIME (V.O.)
This message is a warning to all Quintessons. If you dare return to Cybertron, the Autobots will be waiting.

Optimus Prime transforms and runs at us, head on. The Energon axe explodes from his forearm.

OPTIMUS PRIME (V.O.)
I will be waiting.

As he runs into camera, the mask comes up.

OPTIMUS PRIME (V.O.)
I, am OPTIMUS PRIME.

THE END

CARDS, then:

SEQ 3300 STEVE

INT. SUBLEVEL 50 -- LATER

One held shot. B's table of robots are still sitting there. Steve still headless.

Off-screen, we hear the elevator door opens. B runs into frame, placing Energon cubes in front of each friend.

B
Hey guys, great news, the Energon's back! And I have a cog, and I-- I can transform! It's a long story, I'll fill you in later.

He fixes Steve's head.

B
Oh! And here's the best part! My hands are straight-up knives. Watch this.

B crosses his forearms like an X. His battle mask drops.

B
KNIFE HANDS!

His knife hands eject, skewering Steve and A-A-Tron through their heads.

He pulls his hands forward, staring at them for a beat.

B
(through the mask)
NOOOO!

CREDITS ROLL.

AFTER THE CREDITS...

SEQ 3200 RISE OF THE DECEPTICONS

EXT. HIGH GUARD HIDEOUT -- NIGHT

METAL GLOWS RED HOT, FROM MOLTEN METAL -- THE DECEPTICON SYMBOL BEING BRANDED INTO A BOT'S CHEST. The Bot clenches in pain, but doesn't resist. Every bot is getting a brand.

MEGATRON (O.S.)

Sentinel, the betrayer is dead. But his death has given life to a new enemy. A stronger enemy. A personal enemy. We will not be blinded by his deception. We are the ones who are...

Megatron stands high above before his SEA OF FOLLOWERS.

MEGATRON

DECEPTICONS! RISE UP!

DECEPTICONS

RISE UP! RISE UP! RISE UP!

SMASH TO BLACK.

END.