

BLACKSTAR

"THE AIR WHALES OF ANCHAR"

BS #62010

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"THE AIR WHALES OF ANCHAR"

BS #62010

CAST

BLACKSTAR

BALKAR

RIF

GOSSAMEAR

CARPO

MARA

ISOGUL - King of the Vampire Men. Sibulant voice.

NIHILUS - Captain of the Avenger. Cold, fantatical voice.

GROGON - Monkey-man slave. High-pitched chattering voice.

LYLA - Nihilus' daughter. Seductive.

LEOPARD MAN - Second in command, to Nihilus. Growling voice.

YOUNG AIR WHALE - low rumble.

WARHOON - Leader of the air whales.

GUARD - 1 line.

VAMPIRE MEN - shrieks.

BLACKSTAR

"THE AIR WHALES OF ANCHAR"

TEASER

BS #62010

FADE IN:

1 EXT. TROBBIT FOREST - ESTABLISHING - DAY

A gorgeous, idyllic day out in the Trobbit Forest, some distance from the Sagar Tree (which cannot be seen from this place). BLACKSTAR, MARA and THE TROBBITS stand together in various poses of playful camaraderie.

2 ON GOSSAMEAR

Hovering in the air contentedly.

GOSSAMEAR
What a perfect day!

3 ON RIF

Looking up O.S. sourly.

RIF
Don't be so cheerful --
something will go wrong!

4 ON MARA

MARA
Oh Rif! What could possibly go
wrong?

5 ON BLACKSTAR

Smiling at this exchange.

VAMPIRE MEN
O.S.
(Assorted SHRIEKS)

He looks O.S.

6 HIS POV

Flying TOWARD CAMERA are THE VAMPIRE MEN, evil humanoid creatures with long claws, sharp fangs and glowing eyes. They are led by ISOGUL, their king, who looks every bit as awful -- just more regal.

7 ON THE TROBBITS

Looking very frightened.

CARPO
V-v-v-vampire men!

8 ON BLACKSTAR AND MARA

Having drawn the Starsword, he stands ready.

BLACKSTAR
(To Trobbits)
Get back to the Sagar Tree!
Mara and I will take care of
this!

9 ON BLACKSTAR

A Vampire Man flies INTO FRAME toward him.

10 ANOTHER ANGLE

Blackstar has positioned the Starsword in front of him. It gives off a bright FLASH of power.

11 ON VAMPIRE MAN

Reacting to the flash, squinting. He flies back OUT OF FRAME.

12 ON BLACKSTAR

As Isogul swoops INTO FRAME.

13 ANOTHER ANGLE

Isogul has grabbed Blackstar's arm. FLAPPING his wings, the Vampire King begins to lift Blackstar off the ground.

14 CLOSE ON BLACKSTAR AND ISOGUL

ISOGUL
You are not as strong as you think,
Blackstar!

BLACKSTAR
We'll just see about that!

15 ON BLACKSTAR AND ISOGUL

Blackstar bends his forearm back, pulling the suddenly dismayed Isogul with it.

16 ANOTHER ANGLE

As Blackstar abruptly snaps his arm straight out, which FLINGS Isogul upward and OUT OF FRAME.

17 ON MARA

Vampire Man swoops INTO FRAME toward her. She stretches her
win beams of mystic force SHOOT OUT from them, enveloping
Man and spinning him like a tornado. They are whirled O.S.

VAMPIRE MAN
(HOWL)

18 ON ANOTHER VAMPIRE MAN

He hurls a boomerang-like weapon OUT OF SHOT.

19 WIDE ANGLE -- MARA

She is preoccupied with FIRING several power bursts at several Vampire Men O.S.

20 ON BLACKSTAR

He looks about and sees what's about to happen.

BLACKSTAR
Mara! Duck!

He FIRES a Starburst OUT OF SHOT.

21 ON MARA

She ducks as the boomerang whirls INTO SHOT, to be DISENTIGRATED by the Starburst.

22 ON BLACKSTAR

Angry, he FIRES a rapid succession of Starbursts, which EXIT SHOT in different directions.

23 ON GROUP OF VAMPIRE MEN

The Starbursts ENTER SHOT and EXPLODE about them like shrapnel bursts. FLAPPING madly, they are hurled about in the air.

VAMPIRE MEN
(SHRIEKS)

24 ON ISOGUL

His frantic subjects flap about him.

ISOGUL
(SHOUTS)
Retreat, vampires!
Retreat!!

*

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25

ON BLACKSTAR, MARA AND VAMPIRE PEOPLE

The Vampire People retreat slowly as Blackstar and Mara stand together in F.G. Blackstar holds the Starsword above him in a classic Frazetta pose.

BLACKSTAR

So long, Bät-breath!!

26

ON ISOGUL

Hovering; in B.G. his defeated minions fly away.

ISOGUL

We will meet again, Blackstar!

Twin beams of dark power shine from his eyes with appropriate SFX, downward OUT OF SHOT. Then Isogul turns and FLAPS away.

27

ON BLACKSTAR

He moves the Starsword to deflect Isogul's final attack. PUSH IN on the Starsword as the beams hit the blade and deflect with an odd, cacophonous SOUND. An EXTREME CLOSE-UP of the blade shows that the beam has made a nick of darkness on its glowing surface.

28

ON BLACKSTAR AND MARA

He lowers the Starsword and turns to Mara, who smiles at him.

BLACKSTAR

(Jokingly)

So many threats, so little time.

Then, suddenly, the nick in the Starsword SPITS forth a rainbow glow which spread over the entire sword, making an OMINIOUS HUMMING which GROWS LOUDER.

BLACKSTAR

(Reacting)

What?!

MARA

(Alarmed)

That final blast from the Vampire King must have upset its mystic balance!

BLACKSTAR

What's that mean?

MARA

That means the Starsword's going
to explode!

29

CLOSE ON BLACKSTAR

Holding the sword in front of him, looking not a little
concerned. The HUM grows. The rainbow glow expands from
the sword, FILLING SHOT and washing it out as we

FADE OUT

END TEASER

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"THE AIR WHALES OF ANCHAR"

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ACT ONE

FADE IN

30 EXT. TROBBIT FOREST -- DAY -- CLOSE ON STARSWORD

It is still glowing and HUMMING OMINIOUSLY.

31 ON MARA

She closes her eyes and concentrates, putting everything she's got into it. She extends one hand. A green glow surrounds it. Mara concentrates with the effort.

32 ON MARA AND BLACKSTAR

Mara's hand continues to glow. An identical green glow slowly surrounds the rainbow aura around the Starsword and pushes the aura down. The HUM subsides. The Starsword is now surrounded by a thin pale rainbow hue, around which is wrapped the stronger, green glow. Blackstar looks at Mara.

MARA

(Strained)

I've stopped it -- for now.
But I can't maintain this spell
for long. We must hurry before
it explodes!

BLACKSTAR

Hurry? To where?

MARA

To find the air whales of Anchar!

BLACKSTAR WIPE TO

33 EXT. SKY -- DAY -- CLOSE ON STARSWORD IN SCABBARD -- MOVING

The Starswords still glows, rainbow wrapped in green. CAMERA PULLS BACK to reveal the sword sheathed on Blackstar's back. Blackstar and Mara are riding WARLOCK, going full out. Mara rides behind Blackstar on the dragon horse. She has one green-glowing hand still extended toward the scabbard. NOTE: the glowing of her hand and the Starsword continues to the point at which Blackstar draws the Starsword again.

BLACKSTAR

How can these air whales help us,
Mara?

MARA

The sounds they make can repair the
Starsword...if we can find them in
time!

34 ANOTHER ANGLE -- BLACKSTAR, WARLOCK, MARA -- MOVING

BLACKSTAR

And if we don't?

MARA

The Starsword will explode -- and
take much of this world with it!

Warlock flies dramatically TOWARD CAMERA and XEROXES AWAY.

35 DOWNSHOT -- WARLOCK AND PASSENGERS

They are flying over extremely rugged, barren terrain.

36 ON BLACKSTAR AND MARA

They react to the SOUNDS OF BATTLE -- EXPLOSIONS, ETC. --
that suddenly come from ahead O.S. Blackstar points ahead.

BLACKSTAR

Just when I think I've seen
everything -- !

37 THEIR POV -- TRUCKING IN

Above them in the sky floats a young AIR WHALE, a creature
that looks like a cross between a blue whale and the Graf
Zeppelin. Approaching it rapidly is the AVENGER, a
magnificent, Jules Verne Master of the World-type airship,
made of wood, with a variety of small propellers projecting
from it. It is about twice the size of the air whale. Atop
the bow is an observation deck, surrounded by a rail.
Standing on the deck is NIHILUS, the Avenger's evil captain.

38 CLOSE ON NIHILUS

Tall and gaunt, his hair is jet black except for a white
vertical streak which meets a vertical scar running the
length of his face. Instead of a right forearm, he has an
ornate metal blaster.

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ANOTHER ANGLE -- AVENGER AND AIR WHALE

The Avenger is obviously attacking the air whale. With a CANNON-like SOUND, a cable is launched from below decks; it wraps itself about a fin of the air whale. The air whale SNAPS its mighty tail and breaks the cable. Then the air whale moves toward the AVENGER. It emits a LOW, VIBRATING SOUND which GROWS.

AIR WHALE
(SWELLING SOUND)

We see the SOUND'S effect, perhaps with a ripple effect; the sound waves are striking the AVENGER like waves in a heavy sea. The airship rocks slightly, but is otherwise unaffected.

40

ON NIHILUS

Holding onto the rail with his one hand as the scene shakes. The SOUND DIES slowly.

NIHILUS (V.O.)
That air whale will make a mighty
weapon for the Overlord! Seize
him!

41

WIDE ANGLE -- ON AIRSHIP AND AIRWHALE

More cables shoot out, ensnaring the air whale.

42

ON BLACKSTAR, MARA AND WARLOCK

They react to the sight of this, O.S.

MARA
It's an air whale -- a young
one!

BLACKSTAR
And it needs help!

He SNAPS Warlock's reins. The dragon horse ascends OUT OF SHOT.

43

WIDE ANGLE -- AVENGER AND SNARED AIR WHALE

Our heroes RISE INTO FRAME beneath them, tiny in comparison.

44 ON AIR WHALE

Struggling, but held fast by the cables. Warlock and passengers ENTER SHOT, heading directly across the span of cables.

BLACKSTAR

Now, Warlock!

The dragon horse breathes a BLAST of fire which melts the cables, freeing the whale.

45 CLOSE ON NIHILUS

He is not amused. He FIRES a burst of energy from his blaster O.S.

46 ON OUR HEROES -- MOVING

The burst ENTERS SHOT. Warlock dives and the beam narrowly misses them.

BLACKSTAR

(Angry)

Okay, now it's my serve!

He reaches for his Starsword out of reflex. Mara reacts.

MARA

Blackstar -- no!

But too late -- Blackstar draws the Starsword and aims it O.S. to fire a Starburst. But instead there is a terrible rainbow ZAP! that bursts from the sword, fragmenting the green spell around it and around Mara's hand. Mara is thrown backward, off Warlock and O.S. Warlock FLAPS his wings frantically to regain equilibrium. Blackstar has also been thrown off, but he manages to hold onto the reins with one hand while he grasps the Starsword with the other. The Starsword is pulsating and HUMMING with rainbow energy again.

47 ON NIHILUS

NIHILUS

(SHOUTS to crew O.S.)

Haul that man and his steed aboard.

(ominously)

As for the air whale...

48

ON BOW OF AVENGER

A large bolo-like gizmo, with heavy weights at the end of each line is SHOT OUT OF FRAME. *

49

ON AIR WHALE

The gizmo ENTERS SHOT and falls over the air whale. He struggles, but the weight is too great. He is dragged down OUT OF SHOT.

AIR WHALE
(MOAN)

50

ON MARA -- FALLING

Falling unconscious through the air. She revives.

MARA
(Stunned)
Must. . .stop. . .fall. . .

She makes a mystic gesture. A blue glow surrounds her. Her rate of descent slows until she is floating downward. The ground approaches. Suddenly, her spell begins to fade.

MARA
(Straining)
Can't. . .hold it. . .

The glow disappears. She falls ten feet to the ground into a clump of bushes.

51

EXT. PRAIRIE -- ON MARA

She sits up, bruised but intact, completely worn out. She looks up O.S.

52

HER POV -- AIRSHIP

Blackstar and Warlock, tiny mites from this range, have been caught in a net and are being drawn on board.

53

ON MARA

She closes her eyes and puts her hands to her temples.

MARA
(VOICEOVER; REVERB)
Balkar. . .

BLACKSTAR WIPE TO

*

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54

EXT. SAGAR TREE - DAY - ON TROBBITS

BURBLE is standing on one branch, watering some plants in a plantbox with a watering can. The water rains down O.S. TILT DOWN TO FRAME RIF, lying in a hammock on a branch directly underneath. As the water rains down on him, he looks up, glowers and reaches under the hammock. He pulls out a Trobbit equivalent of an umbrella, opens it and relaxes underneath it, happy again.

BALKAR (O.S.)
(shouts) TROBBITS!

Rif leaps up. The hammock twists around rapidly, wrapping up Rif. *

RIF (yelling)
Woahhh!!! *

54A CLOSE ON RIF *

Chagrinned. He looks up to Balkar's call.

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BALKAR
 (calling O.S.)
 Trobbits! Attention!

*

55 ON BALKAR

The CAMERA PANS up the branch, from the assembled Trobbits, to Balkar, addressing the group from his perch.

*

BALKAR (CONT)
 I've just heard from Mara! We must move quickly! Carpo, Gossamear and Rif, come with me! Poulo, Burble and Terra, remain to care for the Sagar Tree!

The Trobbits split up as ordered and move energetically OUT OF SHOT.

56 EXT. SAGAR TREE -- ON WINDSHIP

The windship is light and etherial, with balloon-like sails. It sails upward from Sagar and into the sky.

BLACKSTAR WIPE TO

57 EXT. PRAIRIE -- ON AVENGER AND AIR WHALE

The air whale is still caught in the bolo gizmo hovering just * above the ground. The Avenger hovers parallel, facing it. Nihilus is on the observation deck, holding a large, glowing red mindgem in his one hand.

58 ON NIHILUS

He holds up the mindgem.

NIHILUS

(to whale)

The mindgem will control its mind -- and make it a slave to the Overlord!

*

*

He places the mindgem on the end of his blaster. A beam slowly emerges from the blaster,, pushing the mindgem ahead of it OUT OF SHOT.

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ON AIR WHALE'S HEAD

The mindgem ENTERS SHOT on the beam. It contacts the air whale's forehead with a surge of power.

AIR WHALE
(ROARS)

The beam ceases, leaving the mindgem fixed to the air whale's head. His eyes go completely white and blank. He is under the spell of the mindgem.

BLACKSTAR WIPE TO

60

INT. AVENGER'S MAIN DECK -- BLACKSTAR AND NIHILUS

Blackstar is flanked by two uglies, obviously guards. Nihilus faces him. Several members of his crew, some human, some bizarre combinations of human and animal, surround them.

Conspicuous by her dark-haired beauty is LYLA, Nihilus' daughter. Nihilus holds the Starsword. Glow and SFX.

NIHILUS
(To Blackstar)
I was warned of you, Blackstar.
The Overlord will reward me well
for bringing him the Starsword!

61

ON BLACKSTAR

BLACKSTAR
I wouldn't play with that, Nihilus --
unless you have no plans for the
rest of your life!

62

WIDE ANGLE

As Blackstar breaks from the guards and makes a dash toward Nihilus, trying to grab the Starsword. *

63

ON NIHILUS

He steps backward toward a wall, grabs a lever projecting it and pulls the lever downward.

64

ON BLACKSTAR

As a cage drops down on him from above, trapping him.

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65 ON LYLA

Reacting to this. She finds Blackstar attractive and is not at all happy about what her father is doing.

66 ON NIHILUS

NIHILUS
(to Blackstar)
You'll pay for that outburst!

*

He raises his blaster-arm. The business end of it begins to glow. Any moment it will fire.

67 ON LYLA

LYLA
Please, father -- spare him!

67A ANGLE ON BLACKSTAR

*

Looking off toward Lyla.

67B ON LYLA

*

Looking toward Blackstar with wonder.

68 ON NIHILUS

*

He lowers his blaster-arm.

NIHILUS
Very well, Lyla...Blackstar can serve his sentence -- in the furnace room!

*

BLACKSTAR WIPE TO:

69 EXT. SKY - DAY = ON TROBBITS AND MARA IN WINDSHIP

Gossamear flies alongside the ship.

GOSSAMEAR
I don't see the airship anywhere.

*

BALKAR (calling out)
Full speed ahead, Trobbits. We've gotta track it down!

*

MARA
Before the Starsword explodes!

*

CARPO
Poor Blackstar!

*

POULO
(sad whistle)

*

BLACKSTAR WIPE TO:

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70 EXT. SKY - DAY- ON AVENGER AND AIR WHALE - MOVING
High in the clouds. The slave air whale, mindgem still 14.
connected to his head, flies alongside the airship.

71 INT. AVENGER FURNACE ROOM - DAY
A dark, hot, sweaty place. In the center is a metal furnace
with a blazing fire within an open door. Blackstar is busy
shoveling glowing energy rocks into the open furnace.

72 ON BLACKSTAR
Wearing a glowing slave collar. He shovels rocks into the
furnace.

73 ON FUEL STORAGE BIN - GROGON
Several bins fills to overflowing with the energy rocks. On
one, the hatch is about to give way. GROGON, a powerful monkey-
man with Zebra-like stripes, a tail and a mane, also wearing a
slave collar, stands beneath it, loading rocks into a barrow.
He is very tired, and does not see he's in danger.

74 ON BLACKSTAR
He looks O.S., sees what's about to happen and dashes O.S.

75 CLOSE ON STORAGE BIN - HATCH
The hatch flies open and an avalanche of energy rocks falls out,
O.S.

76 WIDE ANGLE
As Blackstar pushes Grogon out of the way of the falling rocks.

77 ON GROGON AND BLACKSTAR
Grogon clasps Blackstar's hand.

GROGON
You save Grogon's life! Grogon
your friend!

BLACKSTAR
Good. Then maybe you can help me
get the Starsword away from Nihilus... *

GROGON (scared; shaking head)
Ahh...Nihilus angry one...he search for
air whale leader -- Warhoon. Warhoon
hurt Nihilus. *

BLACKSTAR
So that's how he lost his hand.

GROGON
Now, Nihilus want hurt Warhoon. *

A GUARD ENTERS FRAME.

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GUARD

15.

You're wanted above decks, Blackstar!
And you, Grogon...get back to work!

77A

CLOSE - GROGON

Lowering head, fatigued as we:

WIPE TO:

78

EXT. STERN - LYLA AND BLACKSTAR

Lyla smiles as Blackstar enters scene.

CLOSE ON BLACKSTAR

BLACKSTAR

What is it, Lyla?

LYLA

(friendly)

I can make things easier for you
Blackstar, if you don't anger my
father, -- or me.

BLACKSTAR

I'm sorry, but your father serves
the Overlord. I must be his
enemy.

79

EXT. OBSERVATION DECK - ON NIHILUS

He is looking O.S. through a spyglass. He lowers it and smiles.

NIHILUS

A flimsy windship attacking us!
This should be sport!

Nihilus raises a jewel that looks exactly like the one in the
air whale's forehead.

NIHILUS (cont.)

(speaks into midgem)

Attack the windship, air whale...

80

ON AIR WHALE

The mindgem on its head glows.

NIHILUS (cont. V.O.)

(filtered)

...and destroy it!

The air whale turns about and flies O.S.

81

EXT. SKY - DAY - ON WINDSHIP WITH TROBBITS AND MARA

Carpo mans the wheel. Rif and Balkar work the sails. In B.G.
is the Avenger and the air whale. Gossamear flies alongside.

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82 ON CARPO

CARPO
We must hurry!

83 ON RIF

RIF
What shall we do -- get out and
push?

84 ON CARPO

Glaring at Rif.

CARPO
We could go faster -- if we
threw you out!

85 ON RIF

RIF
Forget I said anything!

86 WIDE ANGLE - ON THE WINDSHIP

AIR WHALE (V.O.)
(ROAR)

MARA
It's an air whale!

87 THEIR POV

The air whale is bearing down on them. Its eyes are dead white.
The mindgem in its forehead glows.

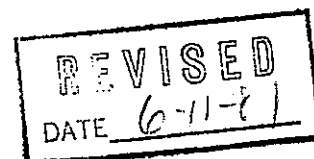
MARA (cont. V.O.)
And it's heading right for us!

As we:

FADE OUT.

END ACT ONE

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ACT TWO

FADE IN

88 EXT. SKY -- ON AIR WHALE -- DAY

It is coming straight at us, blank eyes glaring, the mindgem in its forehead glowing, its mouth open. The RIPPLE EFFECT matches its ROAR. *

AIR WHALE
(ROAR; vibrating)

89 ON TROBBITS' WINDSHIP

The effect of the SOUND WAVES is emphatic; the ship is shaking and CREAKING. It is all the Trobbits and Mara can do to hang on.

BALKAR
Mara! Your magic!

90 CLOSE ON MARA

Mara is hanging onto the mast with both hands. She closes her eyes and concentrates.

MARA
(Telepathic VO; REVERB)
Do not attack! We are friends!

90A ON AIR WHALE

Racing forward, the mindgem in its forehead, glowing. *

90B CLOSE ON MARA

MARA
It won't listen -- must be under some kind of spell! *

91 ON GOSSAMEAR

Flying alongside the windship, he too is caught in the air whale's SONIC VIBRATIONS. He is tossed about like a leaf in a storm, but manages to right himself and fly close to the ship. He seizes a length of sail torn free by the shaking and flies OUT OF SHOT with it.

92 ON AIR WHALE AND WINDSHIP

The air whale is almost upon the tiny windship. Gossamear, a mite in this scale, flies toward the whale's head and drops the sail over the air whale's eyes.

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GOSSAMEAR

Take that, blubber brains!

*

Blinded, the air whale veers to one side, missing the windship.

93

CLOSE ON WINDSHIP AND GOSSAMEAR

The wind of the airwhale's passage spins them both about in the air.

94

ON AIR WHALE

It banks and comes around again, shaking the sail from its eyes.

AIR WHALE
(Vibrating HOWL)

95

ON AVENGER STERN -- LYLA AND BLACKSTAR

Watching O.S. tensely.

NIHILUS (O.S.)
Destroy them! NOW!!

*

Blackstar and Lyla look O.S. toward the observation deck.

96

ON OBSERVATION DECK -- NIHILUS

He speaks once more into the mindgem.

NIHILUS (CONT)
Destroy them!

97

ON BLACKSTAR

Blackstar realizes what's going on and dashes from the stern O.S.

98

ON OBSERVATION DECK - NIHILUS

Blackstar leaps INTO FRAME, and lands beside him. He grabs the mindgem from the startled Nihilus and pushes him away.

BLACKSTAR
(into mindgem)
Veer off! Do not attack!

99

CLOSE ON AIR WHALE

The mindgem in its forehead glows with Blackstar's words.

BLACKSTAR (cont. V.O.)
(filtered)
Do not attack! Fly away! Fly away!

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AIR WHALE
(ceases HOWL)

It turns and flies O.S.

100 ON AIR WHALE

It recedes into the distance.

101 ON WINDSHIP

It begins to spiral slowly down, obviously damaged.

102 ANOTHER ANGLE - WINDSHIP

It has crash-landed. Mara and the Trobbits stand looking at it.

RIF

Carpo! I thought you knew how to fly this thing!

*

CARPO

I know how to fly it. (sheepish) I just don't know how to land it:

*

103 OBSERVATION DECK - BLACKSTAR AND NIHILUS

Blackstar starts to turn toward Nihilus, but Nihilus is quicker; he hurls a bolt of red energy from his blaster that strikes Blackstar in the back, staggering him. Blackstar drops the mindgem.

NIHILUS

(deadly)

I'll show you what it means to interfere with me!

104 ON LYLA

She turns, unable to take any more, and rushes OUT OF SHOT.

BLACKSTAR WIPE TO

105 EXT. PRAIRIE -- ON WINDSHIP -- TROBBITS AND MARA

The windship is resting in an awkward position, where it landed. Carpo and Rif are working on the rudder. Mara and Balkar are repairing the balloon sails.

CARPO

It's fixed, Balkar!

BALKAR

Good! Prepare for flight!

Gossamear flies down INTO SHOT and lands.

GOSSAMEAR

There's no sign of the airship!

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RIF
How will we find it again?

106 ON MARA

MARA
We won't. There's only one way
to defeat it -- we must find War-
hoon, leader of the air whales!

107 LOW ANGLE SHOT -- WINDSHIP

It rises INTO SHOT and flies into the distance, Gossamear
pacing it.

BLACKSTAR WIPE TO

108 EXT. OBSERVATION DECK -- NIHILUS

Nihilus holds the Starsword, staring broodingly at its
flickering rainbow blade. A LEOPARD MAN ENTERS SHOT.

LEOPARD MAN
(Growling VOICE)
Captain, we are over the Vampire
Mountains. Shall we change course?

NIHILUS
No! Warhoon is somewhere near --
I feel it.

LEOPARD MAN
(Points O.S.; alarmed)
Captain! Vampire men!

Nihilus looks O.S.

109 POV SHOT -- VAMPIRE MOUNTAINS

Isugul and another Vampire man rise from the stark mountains
below. SOUND of FLAPPING WINGS.

110 CLOSE ON BLACKSTAR

He is bound by red energy beams to a pole, leaning forward at
an odd angle. PULL BACK to reveal that he is bound to the
needlelike bowsprit of the ship. Wisps of cloud sail past him.
He hears the FLAPPING of wings and looks down.

BLACKSTAR
Uh-oh! Looks like I've got
company!

ISOGUL (V.O. menacing)
So, Blackstar...

111 BLACKSTAR'S POV - ISOGUL

Hovering before us, smiling demonically.

ISOGUL (cont.)

Did I not say we would meet again?

CUT TO:

112 EXT. OBSERVATION DECK - NIHILUS AND VAMPIRE MAN

The Vampire man swoops down at him.

NIHILUS

Back, you vermin!

113 ANOTHER ANGLE - NIHILUS AND VAMPIRE MAN

Nihilus draws the Starsword and aims it at the Vampire man.

114 ON STARSWORD

Instead of the usual burst of Starfire, there is a violent rainbow FLASH, and the Starsword flies out of Nihilus' hand.

115 ON STARSWORD

It lies on the deck, rainbow energy ERUPTING from it. The scene shakes.

116 ON BLACKSTAR AND ISOGUL

Isogul is hovering before Blackstar. He FIRES beams of dark energy at Blackstar. Blackstar twists his body and manages to avoid the first shot -- it STRIKES the bowsprit.

117 ON BLACKSTAR

Isogul's eye beams strike the energy bonds holding Blackstar. The energy bonds expand and SHATTER. *

118 ANOTHER ANGLE -- BLACKSTAR AND ISOGUL

Blackstar, freed, grabs one of the staylines attached to the bowsprit before he can fall and swings toward the surprised Isogul. *

BLACKSTAR

Ready or not, here I come!

His feet strike Isogul in the chest, driving the vampire king backward and OUT OF SHOT. Then the entire scene shakes with the SOUND of the Starsword's rainbow energy bursts.

119 CLOSE ON BOWSPRIT

It begins to CRACK.

120 CLOSE ON STARSWORD

Rainbow fireballs are being thrown from the Starsword in all directions.

121 ON NIHILUS

He dodges as a fireball ZOOMS past him.

122 ON BOWSPRIT

A fireball ZOOMS INTO SHOT and strikes it, and it cracks in half.

123 ON BLACKSTAR

A piece hits Blackstar on the head, stunning him, as he falls into the void, OUT OF SHOT.

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124 ON AVENGER HULL

A hatch opens below deck and Grogon the monkey-man swings out by his tail.

125 ANOTHER ANGLE

He catches Blackstar, who plummets INTO SHOT.

*

125A ANGLE ON HATCH DOOR

*

The door opens, and Lyla peers out.

*

LYLA
Quick. This way.

*

125B WIDE ANGLE ON GROGON

*

Holding Blackstar.

LYLA (V.O.)
We can hide him in the hold.

*

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125c CLOSE ON GROGON

Dashing into the door with Blackstar.

126 ON AVENGER DECK -- STARSWORD

It hurls a final fireball, shudders and returns to its former uneasy state of glowing, HUMMING rainbow energy. It should be obvious that it just missed going off like a supernova.

127 ANOTHER ANGLE -- STARSWORD

Nihilus ENTERS SHOT and picks it up gingerly.

NIHILUS

It is more powerful than I thought. With it, I can destroy Warhoon!

128 ANGLE INCLUDING LEOPARD MAN

LEOPARD MAN

Captain! Blackstar is gone!

Nihilus reacts to this.

129 ON BOWSPRIT AND FORWARD DECK

Nihilus and the leopard man stand on the forward deck, looking at the stub of the bowsprit.

NIHILUS

So much for Blackstar. He should be hitting the ground about now.

(Beat; intensely)

Now to find Warhoon!

BLACKSTAR WIPE TO

130 EXT. CLOUD VALLEY -- WINDSHIP

They are over a valley filled with clouds, like a white sea stretching to the horizon. Occasional mountain peaks jut up from beneath the clouds, like islands from a sea. A stiff WIND is blowing the windship along. Gossamear is flying all out to keep up.

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131 ON WINDSHIP -- TROBBITS AND MARA

They are battling the wind, and losing.

BALKAR

I thought you fixed the rudder, Carpo!

CARPO

So did I!

Rif points ahead O.S.

RIF

Look out! We're going to --

132 ON MOUNTAIN PEAK

A small, steep peak, a mottled white in color, rising out of the cloud sea. The windship is driven onto it with a CRASH!

133 ON WINDSHIP

Beached on the top of the mountain. The Trobbits and Mara are unhurt, but the windship is clearly beyond repair.

RIF (CONT)

(Disgusted)

-- crash.

Gossamear flies INTO SHOT and lands beside them.

CARPO

What do we do now? We're marooned on this mountain!

134 ON MARA

MARA

We've got to find Warhoon!
He's our only hope!

135 WIDE ANGLE

Suddenly, there is a vast, almost subsonic RUMBLE. The SCENE SHAKES slightly, like a quake and then, slowly, the mountain peak, with them on it, begins to rise up OUT OF SHOT.

GOSSAMEAR

Don't look now --

136 LONG SHOT -- WARHOON

WARHOON rises out of the clouds. Our heroes are hardly visible on his back -- he is huge. What they thought was a mountain peak was one of the spines on his back. He is a mottled, grayish white in color, but shaded different from the clouds.

GOSSAMEAR (CONT)

-- But I think we just found him!

137 ON WARHOON'S BACK -- TROBBITS AND MARA

The entire scene begins to rock violently from side to side.

BALKAR

He's trying to shake us off!
Talk to him, Mara!

138 ON MARA

She puts her fingers to her temples and closes her eyes in concentration.

MARA

(Telepathic VO; REVERB)
Hear me, Warhoon! We come in
peace!

139 ON GROUP

The shaking ceases.

MARA (cont. V.O.)

We need your help! The Starsword
is about to explode!!

140 ON TROBBITS

They look at each other anxiously, waiting. Then there is a sudden surge as Warhoon moves beneath them.

141 ON WARHOON

His mighty form is moving away from us, slowly but picking up speed.

BLACKSTAR WIPE TO

142 INT. AVENGER HOLD - CLOSE ON BLACKSTAR

He is lying on a straw-covered floor. A female hand strokes his forehead with a damp cloth. Blackstar opens his eyes.

BLACKSTAR

Huh?

Mara? Is that you?
(looks up; surprised)

Lyla!

143 ANOTHER ANGLE

Lyla is kneeling with Blackstar's head in her lap. Standing next to him is Grogon.

144 ON BLACKSTAR AND GROGON

Blackstar gets to his feet.

GROGON

We save you, Blackstar -- now you
lead us! Help stop Nihilus!

145 ON BLACKSTAR AND LYLA

Blackstar looks at Lyla.

LYLA

I saw what my father did to you,
Blackstar. I cannot take his crimes
any longer.

She holds up keys.

146 ANOTHER ANGLE - BLACKSTAR AND OTHERS

Blackstar takes the keys.

BLACKSTAR

Good, Lyla. Free Warlock and the other
slaves!...

146A ANGLE ON BLACKSTAR

Rising up next to Grogon.

BLACKSTAR (cont.)

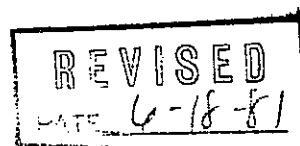
...while Grogon and I throw a wrench
into the engine room.

147 EXT. OBSERVATION DECK - ON NIHILUS

He is sighting through his spyglass O.S. Suddenly, he reacts to what he sees.

NIHILUS

By the Powersword!



148

HIS POV - SPYGLASS MATTE

Warhoon is approaching, a leviathan of the sky. Mara and the Trobbits are not visible from this distance.

NIHILUS (cont. V.O.)
It's Warhoon!!

149

ON NIHILUS

NIHILUS
(shouts O.S.)
Full power ahead! Crew to battle stations!

150

WIDE ANGLE - INCLUDING HATCH

The ship is suddenly rocked by a RUMBLING EXPLOSION. The leopard *
man rises from the deck hatch, looking distressed.

LEOPARD MAN
Captain -- we have no power! The ship's *
engines have been destroyed!

151

ON NIHILUS

He draws the Starsword. He is fuming -- obsessed. *

NIHILUS
So be it! I'll defeat Warhoon myself!

152

LONG SHOT - WARHOON AND AVENGER

Warhoon dwarfs the Avenger. It moves toward it.

WARHOON
(BASS RUMBLE)

153

ON OBSERVATION DECK -- NIHILUS

The RIPPLE of the SOUND WAVES washes over the AVENGER,
causing it to yaw and pitch. Nihilus FIRES a power bolt
from his blaster O.S.

154

ON WARHOON'S BACK -- MARA AND TROBBITS

Mara makes a mystic gesture and FIRES a bolt of mystic force
that deflects Nihilus' power bolt in a ZAP of fireworks.

155

ON WARHOON -- MOVING

WARHOON
(BASS RUMBLE)

156

ON AVENGER

The AVENGER washes over it, and several EXPLOSIONS are seen
amidst the ship. The ship begins to sink.

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157 ANOTHER PART OF OBSERVATION DECK

Several crew members draw back as a BURST OF FLAME blasts a hole through the deck.

158 ANOTHER ANGLE - DECK

Blackstar, on Warlock, flies up through the hole.

159 ON OBSERVATION DECK -- NIHILUS

The deck is canted at an angle as the ship sinks. Smoke billows through scene, and EXPLOSIONS SOUND O.S. Nihilus hooks his blaster arm around a mast and aims the Starsword O.S.

NIHILUS

I will have my revenge!

160 ON BLACKSTAR AND WARLOCK -- FLYING

They swoop down through the smoke O.S.

161 ON NIHILUS

He is about to fire the Starsword when Warlock ENTERS SHOT, swooping by above him. Blackstar leans down and grabs the Starsword from Nihilus.

BLACKSTAR

Think again, Nihilus!

NIHILUS

The Starsword! NO!

Another EXPLOSION SHAKES SCREEN.

162 EXT. PRAIRIE - ON AVENGER

It settles to the prairie, now burning in several places.

163 EXT. OBSERVATION DECK - ON HATCH

Lyla and Grogon exit the hatch.

LYLA

Run! The fire has reached the fuel chamber!

164 ON NIHILUS

He tries to run, but a burning mast CRASHES down before him, blocking his way. He is trapped.

NIHILUS
HELP! HELP!

165 ON WARHOON'S BACK - MARA AND TROBBITS

Mara makes a gesture and a blanket a glowing mystic force extends down O.S.

166 ON OBSERVATION DECK - NIHILUS

The blanket wraps about him and lifts him up OUT OF FRAME.

167 EXT. PRAIRIE - LYLA, SLAVES, CREW

Running away from the burning Avenger in B.G.

168 ON AVENGER

It EXPLODES in a huge FIREBALL.

169 ON WARHOON'S BACK - MARA AND TROBBITS

BALKAR
Where's Blackstar? It he all
right?

CARPO
(points O.S.)
There he is! With the Starsword!

170 ON MARA

MARA
It could explode any minute!
(telepathically)
Warhoon! NOW!

171 ON WARHOON

Blackstar and Warlock fly UP INTO FRAME and hover before Warhoon's vast form. The air whale opens his mouth. Blackstar holds the Starsword up.

WARHOON
(soothing, healing SOUND.)

172 ON STARSWORD

The ripple effect washes over it, and the angry HUMMING and rainbow effect finally vanish.

173 ON TROBBITS AND MARA

MARA

The Starsword is stable again!

TROBBITS

(CHEERS)

BLACKSTAR WIPE TO

174 EXT. PRAIRIE - ON RUINS OF AVENGER

Blackstar, Mara and the Trobbits (with the exception of Gossamear) and Lyla stand near Nihilus. Nihilus stares at the ruins of his airship.

NIHILUS

It is gone. I will never fly again.

BLACKSTAR

That's no more than you deserve, Nihilus.

175 ANGLE ON BLACKSTAR, MARA AND LYLA

MARA

With the mindgem destroyed, the other air whales will be released.

LYLA

Blackstar, I will do my best to set right my father's evil deeds.

BLACKSTAR

Glad to hear it. We can use another ally against the Overlord.

176 ANOTHER ANGLE - INCLUDING TROBBITS

BLACKSTAR

Now, if we can catch the Warhoon Express back to the Sagar Tree...

A huge shadow passes over them. They all look up.

177 ON WARHOON AND GOSSAMEAR

The two of them, one huge, one tiny, cavorting about each other in the sky.

MARA (V.O.)
I don't believe it! They're
playing tag!

178

ANOTHER ANGLE - GROUP IN F.G.

Watching the aerial sport.

BLACKSTAR
Well, Gossamear will certainly
have a whale of a story to tell when
he gets home!

They all laugh.

GROUP
(laughs)

As we:

FADE OUT.

THE END

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