

BLACKSTAR

"THE OVERLORD'S BIG SPELL"

BS #62011

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CAST LIST

BLACKSTAR

MARA
KLONE

BALKAR
RIF
CARPO
TERRA
POULO
GOSSAMEAR
BURBLE

THE OVERLORD
THE GRAND VIZIER

BREELORAND The ultimate Demon. Variety of
deep GROWLS, HOWLS, etc.

SLIME MONSTER Hideous ROARS.

KAYMISOID Yeti-like creature. GROWLS.

PIRANHA-HAWKS Flying horrors. SHRIEKS.

BLACKSTAR

"The Overlord's Big Spell"

TEASER
BS #62011

FADE IN:

1 EXT. SAGAR TREE _ ESTABLISHING-DAY

CARPO, TERRA and POULO busy themselves.

2 ON RIF

Rif stirs a kettle which hangs over a fire.

RIF
(anticipatory)
Sagar Stew. Now that's a
meal for a Trobbit!

3 EXT. SKY - GOSSAMEAR

Gliding on the wind like a seagull.

GOSSAMEAR
(dreamily)
What a lovely day to drift in
the wind. Not a storm cloud
in the sky!

4 EXT. SAGAR TREE - ON BURBLE AND BALKAR

BURBLE faces BALKAR. Balkar holds a Sagar fruit in one hand.

BALKAR
Watch, Burble...it's a simple bit
of magic. You just have to practice. *

5 CLOSE ON BALKAR'S FACE

He concentrates.

6 ON BALKAR

Slowly, the fruit rises out of his open palm. It hovers at
about eye level.

7 ON BURBLE

BURBLE
(dubious)
Yup. Simple fer you.

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8 EXT. SKY - ON GOSSAMEAR

Floating. Suddenly, the sky around him darkens ominously, changing to purple, streaked with red and grey. There is a RUMBLING. A WIND begins to come up.

9 CLOSE ON GOSSAMEAR

He yaws this way and that, trying to stay aloft. He looks concerned.

10 EXT. TROBBIT FOREST - ON BALKAR

Levitating the Sugar fruit. Suddenly, the fruit falls to the ground, hitting it with a THUMP.

11 CLOSE ON BALKAR

His face shows consternation.

BALKAR

(confused)

I don't understand it. That shouldn't have happened!

12 EXT. SKY - ON GOSSAMEAR

With a SIZZLE, a bolt of lightning ZAPS INTO FRAME, missing Gossamear barely by a hair's width.

13 EXT. TROBBIT FOREST - ON CARPO, TERRA AND POULO

The forest grows darker. The wind HOWLS. The Trobbits look concerned and frightened. Suddenly the ground SHAKES.

14 ON SECTION OF FOREST

CRACKS appear in the ground. Sheets of stone push up from beneath at sharp angles.

15 ON CARPO

A sheet of rock pushes up under him. He's lifted up, falls off to the side.

16 ON RIF

The WIND is now quite fierce. The kettle starts to blow away. The fire is extinguished. Rif grabs the kettle, holding on for all he's worth.

17 ANOTHER ANGLE

Rif can't hold onto the kettle. It blows away UP OUT OF FRAME.

18 CLOSE ON RIF

RIF
(Aggravated)
Talk about fast meals!

19 EXT. SKY - ON GOSSAMEAR

The wind is now a hurricane. Gossamear is flying against it with all his might. Nearby is a large branch atop a sturdy tree. Gossamear struggles toward it. WIND and THUNDER SFX.

20 CLOSE ON GOSSAMEAR

GOSSAMEAR
(Straining)
Must reach that tree!

21 ON GOSSAMEAR AND BRANCH

He reaches it, grabs hold.

GOSSAMEAR
Whew!

SOUND (O.S.)
(Wood TEARING)

GOSSAMEAR
(Worried)
Uh-oh!

22 ON BASE OF TREE

The wind begins to uproot it.

23 ON BLACKSTAR, KLONE AND STORM

Just arrived on the scene.

BLACKSTAR
Looks like Gossamear needs a
little assistance!

He runs OUT OF FRAME.

24 ON TREE

With a RIPPING sound, the tree pulls loose of the ground and starts to be carried OUT OF FRAME.

25 ON BLACKSTAR - RUNNING

Seeing this, he leaps O.S.

26 ON BLACKSTAR AND TREE

Blackstar grabs hold at the base of the trunk and pulls it down, holding it against the wind.

27 ANOTHER ANGLE

Blackstar jams the tree solidly back in to the ground.

28 ON GOSSAMEAR

Atop the tree. He climbs down O.S., hanging tightly to the branch.

29 ON BLACKSTAR AND GOSSAMEAR

Gossamear jumps off the tree onto the ground next to Blackstar.

30 ON GOSSAMEAR

Kissing the ground.

GOSSAMEAR

(Relieved)

Sometimes, solid ground is even better than open sky!

31 ON MARA

The storm HOWLS around her. Suddenly, a powerful energy bolt ZAPS INTO FRAME and STRIKES Mara.

MARA

(Frightened GASP)

32 ON KLONE

Reacting to this.

33 ON MARA

She is now entirely surrounded by an energy-cocoon, which is draining her of her life-force. She looks extremely weakened.

MARA

(Calling out weakly)

Blackstar!

34 ON BLACKSTAR

Turning his head to look O.S.

35 ON MARA

The energy cocoon dissipates. Mara is transparent. She shimmers like a reflection in rippling water. She falls to the ground unconscious.

BLACKSTAR (O.S.)
(Alarmed)
Mara!

36 CLOSE ON MARA

On the ground unconscious, shimmering and transparent.

FADE OUT

END OF TEASER

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"THE OVERLORD'S BIG SPELL

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ACT ONE

FADE IN

37 INT. SAGAR TREE - DAY

BLACKSTAR, KLONE and the TROBBITS stand around a transparent Mara, who looks very weak and insubstantial. Through an open window we can see the storm continuing unabated. WIND and THUNDER SFX.

38 ON BLACKSTAR

BLACKSTAR
What has done this to
you, Mara? The storm?

39 ON MARA

Shimmering, waxing and waning.

MARA
(Weakly)
This is not a storm --
(Beat)
It's a spell.

40 ON THE TROBBITS

PAN ACROSS as they react to Mara's words with trepidation.

MARA (Cont.)
Something is drawing out all the
magic of this planet. Drawing it
to the North!

41 ON BLACKSTAR AND BALKAR

BALKAR
To the Kingdom of Ice!

BLACKSTAR
That means the Overlord!

42 ON MARA

MARA
Yes. And when all the magic
is gone, I will cease to exist.

43 ON BLACKSTAR AND KLONE

KLONE
We must stop the Overlord before
it's too late!

BLACKSTAR
Klone, Balkar, I'll need your
help! We'll set off immediately!

44 ON THE TROBBITS - FAVORING BALKAR

BALKAR
Trobbits, tend to Mara. And
stay inside the Sagar Tree!

45 LOW ANGLE - ON BALKAR

BALKAR (Cont.)
Magic keeps this forest safe.
With it gone, evil things will
run wild!

DISSOLVE TO:

46 EXT. SAGAR TREE

The forest is gray and foreboding. The storm rages on. Blackstar, Balkar, Klone and Warlock stand together.

47 ON KLONE AND BALKAR

Klone changes into a Manta-bat.

KLONE
Climb aboard, Balkar!

48 ON BLACKSTAR AND WARLOCK - STOCK

Blackstar mounts his Dragon-steed.

49 EXT. STORMY SKY

As our heroes -- Blackstar on Warlock and Balkar on Klone -- fly away from camera over the horizon.

BLACKSTAR WIPE TO:

50 EXT. OVERLORD'S CASTLE - DAY

A bleak, evil place, surrounded by ice. The castle is multi-towered, dark, powerful-looking. Above the castle hangs an aurora borealis, rainbow-hued. Multi-colored beams ENTER FRAME from all directions and add to its power. From the center of it, a tight beam of sparkling energy spirals down to the top of the castle's highest tower, giving the whole affair the appearance of a mushroom cloud of magical force. PUSH IN on tower, and

DISSOLVE TO:

51 EXT. TOP OF TOWER - DAY

TRUCK IN. The top of the tower is open, but for a low parapet running around it. Standing within are THE OVERLORD and THE GRAND VIZIER. They huddle around a multi-colored glowing crystal which is about the size of a medicine ball and roughly (very roughly) globe-shaped. From above, the spiral beam continuously ENTERS FRAME and is swallowed up by the crystal as though it were a mystic storage battery.

52 ON THE OVERLOAD

Standing over the crystal.

OVERLORD
(Exultant)
My greatest spell, Vizier, and
soon it will be complete!

53 ON GRAND VIZIER

GRAND VIZIER
Power, my Lord! Undreamed of power!
(Nervously)
But there is great danger, too! The spell
could run out of control, destroy us
all!

54 ON OVERLORD

OVERLORD
(Angrily)
I know what I'm doing!
(threatening)
Do not challenge me!

55 ON GRAND VIZIER

Nervous about the threat.

GRAND VIZIER
Never, my lord. Your only challenge
comes from the one who wields the
Starsword.

56 ON OVERLORD

OVERLORD
Blackstar! That rebel!!
Where is he?

He draws the Powersword and FIRES it. A BLAST EXITS FRAME
over the parapet and downward.

57 ON CLIFF OF ICE

The Powerbeam ENTERS FRAME and STRIKES it with a FLASH of
sparkles. The center of the cliff swirls with colors, then
coalesces into an IMAGE of Blackstar, Warlock, Klone and
Balkar flying through the sky.

57A CLOSE ON OVERLORD

Looking OFF at the image.

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OVERLORD
(fuming)
Vizir -- call out the Pirhanna Hawks!

*

57 B CLOSE ON IMAGE

The image fades away and is gone.

OVERLORD (V.O. cont.)
We shall welcome him.

*

58 OUT

*

58 A OUT

*

59 CLOSE IN VIZIR

He raises an ornate whistle to his lips and blows on it.
It emits an eerie, unpleasant sound.



59 ANOTHER ANGLE - ON OVERLORD AND VISIR *

The parapet is in front of him. From O.S., we hear the sound of large, FLAPPING wings. Two PIRANHA-HAWKS fly INTO FRAME and perch on the parapet. They are about the size of condors, black, with shapes something like a hawk and something like a bat. At this point, we only see them from the back.

60 CLOSE ON OVERLORD

Looking at them, smiling malevolently.

BLACKSTAR WIPE TO:

61 EXT. SKY - ON BLACKSTAR, WARLOCK, KLONE AND BALKAR - MOVING

Flying over rocky terrain. The sky is stormy and it is difficult flying for Warlock and Klone. WIND and THUNDER SFX.

62 ON BALKAR AND KLONE - MOVING

Klone is still in his Manta-bat form. We hear a loud clap of THUNDER. Suddenly a lightning bolt ZAPS INTO FRAME. Klone swerves, narrowly avoiding it.

63 ON BLACKSTAR

BLACKSTAR (shouting)
Just think, Klone. This is the
calm before the big storm. *

64 ON KLONE

KLONE
(shouting above the wind)
If this isn't a storm, it's sure
doing a good imitation! *

65 ON BALKAR

His eyes widen in horror as he sees something ahead.

BALKAR
(SHOUTING)
Great Sagar!! *

66 HIS POV - ON PIRANHA-HAWKS

The monsters fly straight TOWARD THE CAMERA, through the storm, which doesn't seem to bother them at all. For the first time, we see them from the front. They look like nothing so much as a huge pair of razor sharp teeth mounted on a pair of wings.

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BALKAR (O.S.) (Cont.)
 (SHOUTING)
 Piranha Hawks!!

*

The piranha-hawks SNAP their jaws in anticipation.

67 ON BLACKSTAR AND WARLOCK - MOVING

A Piranha-hawk ENTERS FRAME, diving at Blackstar.

68 ANOTHER ANGLE - MOVING

BLACKSTAR pulls on Warlock's reins and swerves OUT OF FRAME, avoiding the Piranha-hawk.

69 ON BLACKSTAR - MOVING

He draws the Starsword and FIRES a beam which EXITS upward OUT OF FRAME.

70 ON PIRAHNA-HAWK

The beam ENTERS FRAME. The Piranha-hawk angles one wing up, so that the beam zooms under it and EXITS FRAME.

71 ANOTHER ANGLE ON PIRAHNA-HAWK

The creature spreads its wings wide. From the claws atop its wings (similar to a bat's) it FIRES two red beams which EXIT FRAME.

72 ON BLACKSTAR AND WARLOCK - MOVING

The two beams ENTER FRAME. Blackstar DEFLECTS one to his left, one to his right.

73 ON BALKAR AND KLONE - MOVING

The other Piranha-hawk is swooping down at Balkar. The Piranha-hawk SNAPS its jaws.

74 ON BALKAR AND PIRANHA-HAWK - MOVING

The Piranha-hawk is almost upon him. Klone angles one wing downward and swoops OUT OF FRAME. The Piranha-hawk sails through, missing his target.

75 ON BLACKSTAR - MOVING

Two beams ENTER FRAME. He DEFLECTS them, then FIRES several starbursts O.S.

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76 ON PIRANHA-HAWK

Flying straight toward the camera. The Starbursts ENTER FRAME toward the Piranha-hawk. It angles this way and that to avoid being hit.

77 ON BLACKSTAR AND WARLOCK - MOVING

The Piranha-hawk dives toward Blackstar's head.

PIRANHA-HAWK
(SHRIEK)

78 WIDE ANGLE - ON BLACKSTAR, WARLOCK AND PIRANHA-HAWK - MOVING

The Piranha-hawk dives straight at Blackstar. At the last moment, Warlock pulls up sharply. The Piranha-hawk sails underneath Warlock and OUT OF FRAME.

79 ON BALKAR AND KLONE - MOVING

80 CLOSE ON BALKAR - MOVING

He peers ahead squinting.

BALKAR
Where has that monster gotten
to? I can't see it for the
storm clouds!

81 ON BALKAR AND KLONE - MOVING

From behind them, the Piranha-hawk dives INTO FRAME, levels off-- heading straight for Balkar's head!

82 CLOSE ON BALKAR - MOVING

Balkar ducks as the Piranha-hawk sails THROUGH FRAME just above him, SNAPPING its jaws.

BALKAR
Yipe!

83 ON KLONE AND BALKAR - MOVING

KLONE
(Determinedly)
He plays rough! Well, so can we!

He speeds up and ascends OUT OF FRAME.

84

WIDE ANGLE - ON PIRAHNA-HAWK, KLONE AND BALKAR

The Pirahna-hawk climbs upward. Behind him, Klone and Balkar give chase, gaining on him quickly.

85

CLOSE ON PIRAHNA-HAWK - MOVING

Klone and Balkar ENTER FRAME and ZOOM THROUGH it at incredible velocity just above the Pirhana-hawk. SONIC BOOM SFX.

86

ON PIRAHNA-HAWK

The wind-wake behind Klone and Balkar sends the creature tumbling.

87

ON KLONE AND BALKAR

Klone turns full circle and dives down OUT OF FRAME.

88

ON THE PIRAHNA-HAWK

It has righted itself and is flying upward toward Balkar and Klone. From its wings, it FIRES two blasts, which EXIT FRAME.

89

ON KLONE AND BALKAR

The beams ENTER FRAME and STRIKE KLONE. He tilts this way and that for a moment.

90

ON KLONE

KLONE
(Dizzily)
Blacking....out...

91

ON BALKAR AND KLONE

Klone blacks out and reverts to his humanoid shape. Like two stones, Balkar and Klone plummet downward OUT OF FRAME.

92

DOWN SHOT - ON BALKAR AND KLONE - FALLING

BALKAR
(SHOUTING)
BLACKSTARRRR!!!

93

ON BLACKSTAR AND PIRAHNA-HAWK

He is swinging the Starsword broadly to fend off the Pirahna-hawk. He looks O.S., hearing Balkar's cry.

~~BLACKSTAR~~
(To himself)
Balkar!

He snaps Warlock's reins and they dive down OUT OF FRAME.

95 ON KLONE AND BALKAR - FALLING

Warlock and Blackstar ENTER FRAME and fly above Balkar and Klone.

96 ANOTHER ANGLE - MOVING

Blackstar reaches out one arm and grabs Klone by some piece of clothing (tunic, belt, whatever he eventually wears). Balkar grabs hold of Klone's belt.

97 CLOSE ON WARLOCK AND BLACKSTAR - MOVING

Blackstar pulls Klone and Balkar up INTO FRAME.

98 ON KLONE AND BALKAR - MOVING

Klone has partially revived. He and Balkar climb onto Warlock's back behind Blackstar.

99 ON KLONE- MOVING

Coming to.

KLONE
Phew! What happened?

100 ON BLACKSTAR, WARLOCK, KLONE AND BALKAR - MOVING

BLACKSTAR
You led with your chin, buddy.

KLONE
Huh?

BLACKSTAR
Just an old earth expression.

PIRAHNA-HAWK (O.S.)
(Evil SHRIEKS)

Our heroes look ahead of them.

101 THEIR POV - ON PIRAHNA-HAWKS

Flying TOWARD CAMERA.

102 ON BLACKSTAR

BLACKSTAR
(To himself)
Things never happened like this
back on Earth!
(To Warlock)
C'mon, Warlock!

He snaps Warlock's reins.

WARLOCK
(Battle CRY)

They dive OUT OF FRAME.

103 ON OUR HEROES AND THE PIRAHNA-HAWKS

The Pirahna-hawks are in close pursuit. CAMERA FOLLOWS as the dive levels off several feet above the rocky terrain.

104 ON BLACKSTAR - MOVING

Seeing something ahead.

BLACKSTAR

Aha!

105 HIS POV - ON CAVE

TRUCK IN on cave opening.

BLACKSTAR (O.S.): (Cont.)
That cave should do the trick!

106 ON OUR HEROES - MOVING

They dive OUT OF FRAME. The Piranha-hawks ZOOM THROUGH FRAME, following them.

107 WIDE ANGLE - ON OUR HEROES AND PIRAHNA-HAWKS

CAMERA FOLLOWS as they fly at top speed parallel to the ground, several feet above it.

PIRAHNA-HAWKS
(SHRIEKS)

108 ON THE CAVE

CAMERA PUSHES IN on the opening.

109 WIDE ANGLE - ON THE CAVE

Our heroes ZOOM INTO FRAME, heading straight for the opening, with the Piranha-hawks close behind.

110 ANOTHER ANGLE

As our heroes, barely inches from the cave opening, turn and fly vertically OUT OF FRAME. The Piranha-hawks, carried by their momentum, fly straight into the cave.

111 ON BLACKSTAR

He FIRES a Starburst downward O.S.

112 ON CAVE OPENING

The Starburst ENTERS FRAME and STRIKES it. The opening CAVES IN and is sealed up.

113 ON BLACKSTAR

BLACKSTAR
Signed, sealed and delivered!

114 ON OUR HEROES - MOVING

Warlock PEELS OFF and flies AWAY FROM CAMERA, over the horizon.

BLACKSTAR WIPE TO:

115 EXT. SAGAR TREE- DAY

The storm continues to rage. THUNDER and WIND SFX. Lightning bolts illuminate the sky in the distance. The overcast gives the forest a twilight pall. A mist floats above the ground, obscuring various bits of flora and fauna. Most importantly, the forest looks subtly scary. TRUCK IN SLOWLY and

DISSOLVE TO:

116 INT. SAGAR TREE - MAIN CHAMBER - DAY

The largest room in the tree, furnished with a big wooden table, various chairs, etc. Terra and Carpo stand looking out a window. At a table in the center of the room, Burble and Rif study a book. Mara leans against the far wall, still transparent. Gossamear hovers over her. Poulo stands near Gossamear. THUNDER AND WIND SFX O.S. *

117 ON GOSSAMEAR, MARA AND POULO

118 CLOSER ON POULO

Looking at Mara with big, sad eyes.

POULO
(Lovesick, worried SIGH)

119 ON GOSSAMEAR

GOSSAMEAR
(Concerned)
Don't worry, Mara! Everything will turn out all right. You'll see.

119A ANGLE ON RIF AND BURBLE *

They are studying Balkar's large volume of magic spells.

RIF
That's right! We're gonna fix you up -- fit as a fiddle! *

BURBLE
A little Trobbit magic should the trick. *

119B ON GOSSAMEAR AND TERRA

GOSSAMEAR **
Burble, I wouldn't mess with Balkar's Book of Magic if I were you.

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119C ON BURBLE AND RIF

BURBLE

But Mara's fading fast -- we've gotta
help her.

Rif reacts as he spots something in the book.

RIF

Hey, pipe down! I think I've found it!

119D ANGLE ON BOOK

We see a bunch of squiggly lines written on the page. Rif's
finger follows along.

RIF (reading)

It says here...
"When an evil spell comes one day
to take your magic far away..."

119E ANGLE ON BURBLE

Listening.

RIF (cont. reading V.O.)

Stop the evil, stormy cloud
By saying these magic words out loud...

119F CLOSE ON RIF

Looking up from the book, and incanting.

RIF (incanting)

Trobbit myth and Trobbit lore can...
Spot all evil but Breelorand."

119G WIDE ON ROOM

As a bolt of lightning jets through the window. Carpo and Terra
leap out of the way. (SFX: THUNDERCLAP).

119H ANGLE ON RIF

Diving to the floor as he bolt of lightning flies THROUGH SCENE.

119I ANGLE ON MARA

As the lightning bolt jets past her. She slumps to the floor.

119J WIDE ON ROOM

As things return to normal. The Trobbits come out of hiding.

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119 K ANGLE ON MARA AND BURBLE

Burble leans in beside Mara, who is still glowing and looks weaker than ever.

BURBLE

Mara -- you're still glowing!

MARA (sigh)

I'm afraid Rif's spell didn't work!

119 L ANGLE ON RIF

He looks at the book and turns the page.

RIF

I don't get it...what's this?

119 M ANGLE ON BOOK

Rif's finger follows the squiggly lines on the page.

RIF (reading)

"If these magic words are wrong
It means the evil is too strong
It means Breelorand will come along."

119 N ON BURBLE AND RIF

BURBLE

Breelorand? Who's Breelorand?

Rif turns the page on the book and reacts with fear.

RIF

YIIIII!!!

Burble takes a look at the page and reacts with fright.

119 O ANGLE ON BOOK PAGE

It shows a picture of the fierce demon behemoth, BREEELORAND.

119 P ANGLE ON GOSSAMEAR, MARA AND POULO

Mara is glowing, and growing weaker by the moment.

GOSSAMEAR

Just hang on, Mara...please?!?!?

POULO

(sympathetic whistle)

120 CLOSE ON MARA

Transparent, shimmering and weaker than ever. It seems as though a light breeze could blow her away.

MARA

(Weakly)

Unless Blackstar hurries, it will be too late. I have only a little magic left...and I grow weaker by the moment!

121 ON TERRA AND CARPO

Looking out the window at the creepy forest.

CARPO

(Frightened)

S-s-s-see anything?

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TERRA (peering out)
 Nothin' but the storm. Tsk--
 Bad weather for plantin'...

122 EXT. TROBBIT FOREST - DAY

A dim, shadowy, evil patch of ground, covered with leaves from nearby trees. There is a RUMBLING. The leaves SHUDDER, then fall aside as the top half (up to its eyes) of an enormous, scaly, incredibly ugly, utterly non-human head rises up out of the ground (Cthulu-time, fellas). Its eyes scan the environment. Then out of the hole snake the tops of several of the monster's huge tentacles.

123 INT. SAGAR TREE - ON TERRA AND CARPO

Their backs are now to the open window. Terra is closest to it.

CARPO
 (looking off, lost in thought)
 I wish Balkar would get back. **
 Things just don't feel right. *

124 ON TERRA AND WINDOW

Two large tentacles SNAKE around the edge of the window.

TERRA (to Carpo)
 Oh, don't be so silly!

125 ON CARPO

His eyes grow comically huge as he sees the tentacles reaching for Terra.

CARPO (frightened)
 T-T-T-Terra! Behind you!

126 ON TERRA AND WINDOW

Terra turns and sees the tentacles which almost have him.

127 CLOSE ON TERRA

His hair stands up for an instant with fright.

TERRA
 Yipe!

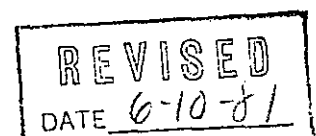
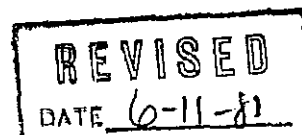
128 ON TERRA AND WINDOW

He dashes OUT OF FRAME

129 ON TERRA AND CARPO

They grab up the table.

**



130 ON WINDOW

Terra and Carpo tilt the table on its side and push it against the window, forcing the tentacles back. They continue to hold the table flush against the window.

131 ON BURBLE

Watching this. He is so distracted that he fails to notice the tentacle which curls over the window behind him.

BURBLE (O.S.) (comically frightened)
Ohohohohohohohohohoh!!!

132 CLOSE ON RIF

Reacting wildly, (flame shoots from hat) to Burble's dilemma. *

RIF
Burble!

133 HIS POV

Burble is completely wrapped up in the tentacle, which is pulling him out of the window.

134 ON POULO, MARA, AND GOSSAMEAR,

reacting to this.

135 ANOTHER ANGLE - ON BURBLE

Rif zips into frame.

136 ON RIF

Near a section of tentacle.

RIF
Leggo, ya big galoot! *

137 ANOTHER ANGLE - ON RIF AND TENTACLE

He leans forward, which places his hat under the tentacle. A small flame bursts forth from the top of it, giving the creature a "hot foot."

138 ON RIF, BURBLE AND TENTACLE

MONSTER (O.S.)
(low, evil MOAN)

The tentacle releases Burble.

139 ON TENTACLE

It snakes out the window.

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140 ON CARPO AND TERRA

Holding the table against the window. Several tentacles begin to push around the edges of it, forcing their way in.

TERRA

Rif! Poulo! Somebody!!
Find something to block
up the windows!

*

141 CLOSE ON MARA

Wavering and transparent. She is terribly weak. Her expression shows concern and an overwhelming feeling of helplessness.

BLACKSTAR WIPE TO:

142 EXT. OVERLORD'S CASTLE - DAY

Blackstar, Warlock, Balkar and Klone stand before the entrance to the Overlord's castle.

143 ON BLACKSTAR

BLACKSTAR

Now to find the Overlord!

OVERLORD (O.S.) (full of menace)

You have found him, Blackstar!

Blackstar looks upward O.S.

144 EXT. TOWER - LOW ANGLE - ON OVERLORD

He stands behind the parapet, the glowing crystal held high over his head. The Grand Vizier is in B.G.

OVERLORD (cont.)

--but you have found him too late!

He throws the crystal, which EXITS FRAME downward.

145 DOWN SHOT - ON CRYSTAL

Falling.

146 CLOSE ON GROUND AT BOTTOM OF CASTLE.

The crystal hits the ground and SHATTERS. Sparks, smoke and flame ERUPT from it, spiralling upward and growing. The power is fantastic.

147 ON OUR HEROES

Reacting to this.

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148 WIDE ANGLE - ON CASTLE

The force-cloud grows and spreads until it is as tall as the castle. It solidifies into the form of BREEELORAND, a huge demon (a la Night on Bald Mountain). He stretches the bat-wings which connect to his shoulders, then draws them back in.

149 ON OUR HEROES

Looking up at this with dismay.

150 THEIR POV - LOW ANGLE ON BREEELORAND.

BREEELORAND
(very deep, exultant, powerful,
evil GROWL)

FADE OUT

END OF ACT ONE

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ACT TWO

FADE IN

151 EXT. OVERLORD'S CASTLE - DAY - LOW ANGLE ON BREELORAND

OVERLORD (O.S.)
(Gloating)
Meet Breelorand --

152 ON OUR HEROES
Looking upward.

OVERLORD (O.S.) (Cont.)
-- my mightiest creation --

153 LOW ANGLE ON OVERLORD

OVERLORD (Cont.)
-- And my slave!

154 ON KLONE AND BLACKSTAR

KLONE
(To Blackstar, sotto voce)
Here comes the big storm you
were talking about.

155 CLOSE ON OVERLORD

OVERLORD
(SHOUTING)
Breelorand! Destroy my enemies!

156 CLOSE ON BREELORAND

He looks O.S., in the direction of the Overlord. An evil grin spreads across his face.

BREELORAND
(Low, evil LAUGH-GROWL)

157 ON BREELORAND

He extends the index finger of his right hand, almost casually. A beam of power ZAPS out of it and EXITS FRAME.

158 ON THE OVERLORD

The beam ENTERS FRAME and STRIKES the section of parapet directly in front of him, reducing it to SMOKING rubble.

159 ANOTHER ANGLE

The Overlord jumps back, nervously.

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160 ON OUR HEROES

Taking this in.

161 CLOSE ON OVERLORD

OVERLORD
(Angrily)
Not me, you fool! Them! Them!!

162 CLOSE ON BREEELORAND

The name-calling has angered him.

BREEELORAND
(Angry SNARL)

163 ON BREEELORAND

Drawing back, he extends his hand. A much wider, more powerful beam ERUPTS from it, EXITING FRAME.

164 ON TOWER

The heavy-duty powerbeam ENTERS FRAME and STRIKES it midsection. It begins to SHAKE and COLLAPSE.

165 ON OVERLORD

The tower is crumbling around him.

166 ON GRAND VIZIER AND OVERLORD

GRAND VIZIER
The escape route, My Lord! Quickly!

*

They move toward the edge of frame.

167 ON OUR HEROES - FAVORING BLACKSTAR

We hear a CRASH O.S. as the tower falls to pieces.

BALKAR
It looks as though the Overlord's plan has backfired!

BLACKSTAR
But is that thing on our side?

168 CLOSE ON BREEELORAND

He looks downward, notices our heroes.

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BREELORAND

Uhn?

169 ON BREELORAND

He FIRES another powerbolt down OUT OF FRAME.

170 ON OUR HEROES

The beam ENTERS FRAME and STRIKES the ground in front of them with a big BOOM and a FLASH.

171 ON BLACKSTAR

Leaning away from the explosion.

BLACKSTAR

I guess he isn't!

172 ON BREELORAND

He FIRES two powerbolts, one from his left hand, then one from his right. They EXIT FRAME.

173 ON BLACKSTAR, KLONE AND BALKAR

Blackstar draws the Starsword and tenses.

174 ON BLACKSTAR

The beams ENTER FRAME. Blackstar DEFLECTS them. There are two BLINDING FLASHES, at which points the screen goes to white.

175 ANOTHER ANGLE ON BLACKSTAR

Stopping the beams has taken the wind out of him. He staggers back a few steps.

176 ON BLACKSTAR, KLONE AND BALKAR

KLONE

Blackstar! Are you all right?

BLACKSTAR

What power! I've never felt anything like it!

177 ON BALKAR

BALKAR

We have to stop him now!! He's growing stronger!

178 ON BLACKSTAR

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*

BLACKSTAR

You and Klone stay here,
Balkar.

(To Warlock)

Warlock! It's flying time!

179 ON BLACKSTAR AND WARLOCK - STOCK

Blackstar boards Warlock and they take off, OUT OF FRAME.

180 LOW ANGLE ON BREEELORAND

Surveying the terrain with evil intentions.

181 ON BLACKSTAR AND WARLOCK - MOVING

BLACKSTAR

(To Warlock)

This has gotta be our best
shot, Warlock!

WARLOCK

(WHINNY)

182 ANOTHER ANGLE - MOVING

Blackstar FIRES the Starsword ahead of him in a continuous
beam, releasing the mystic weapon's full power. The beam
EXITS FRAME.

183 ON BREEELORAND

The beam STRIKES him in the chest with incredible force, sparkling
madly. He is pushed back by it. He pushes against it. It takes
a lot of effort, but he throws off the effect of the blast.

BREEELORAND

(Angry GROWL)

184 ON BLACKSTAR AND WARLOCK - MOVING

Blackstar stops firing.

BLACKSTAR

He threw off the blast! Incredible!

185 ANOTHER ANGLE - MOVING

BLACKSTAR

Let's turn up the heat, Warlock!

Warlock opens his mouth. FIRE shoots forth.

186 ON BREEELORAND

Seeing this.

- 187 HIS POV - ON BLACKSTAR AND WARLOCK
Flying straight TOWARD CAMERA, FIRE shooting out of Warlock's mouth.
- 188 ON BREELORAND, BLACKSTAR AND WARLOCK
Breelorand is unaffected by the flames.
- 189 CLOSE ON BREELORAND
BREELORAND
(Angry GRUNT)
- 190 ON BREELORAND, BLACKSTAR AND WARLOCK
Breelorand blows on them with a mighty blast of air, knocking them OUT OF FRAME.
- 191 ON BLACKSTAR AND WARLOCK - MOVING
Tumbling out of control.
- 192 CLOSE ON BREELORAND
He glances down.
- 193 DOWN SHOT - ON KLONE AND WARLOCK
Looking up apprehensively. Behind them is a mountain of ice.
- 194 ON BREELORAND
He FIRES a blast O.S.
- 195 ON MOUNTAIN OF ICE
The bolt HITS it, causing a RUMBLING avalanche.
- 196 ON KLONE AND BALKAR
The ice and snow rain down on them.
- 197 ON PILE OF ICE AND SNOW
Klone and Balkar are lost from sight. Suddenly, there is a RUMBLING from within.
- 198 ANOTHER ANGLE
~~Something that looks like a drill BREAKS through the top of the rubble from underneath.~~

199

WIDE ANGLE - ON PILE OF SNOW AND ICE

The drill rises up from the hole in the rubble and we see that it is KLONE -- in the shape of a GYRO-MOLE (a polar creature whose head is shaped like a cone with spiral grooves that rotates like a drill.) Klone continues to rise until he is hovering in the air like a helicopter. Balkar holds onto his feet and is lifted clear of the frozen rubble.

200 ON KLONE AND BALKAR

24.

Klone sets Balkar down on the ground, then resumes his humanoid shape.

201 ON KLONE

KLONE
(Smiling)
There are times when being a shape-changer certainly has its advantages!

202 ON BREEELORAND - OUTSIDE CASTLE

Roaring savagely, he steps toward the Overlord, standing below. *

BREEELORAND
(GROWL)

203 ON OVERLORD

He stands outside the castle.

OVERLORD
(SHOUTING upward)
You'll pay for your defiance! *

204 ANOTHER ANGLE

The Overlord draws the Powersword and fires a Powerburst upward OUT OF FRAME.

205 ON BREEELORAND

The Powerburst strikes him. The effect is the same as with the Starsword, only a little less.

BREEELORAND
(Bad-news GROWL)

206 ANOTHER ANGLE

Breelorand reaches down.

207 ON OVERLORD

Breelorand's hand snatches the Overlord.

OVERLORD
Let me go!

The hand lifts the Overlord OUT OF FRAME.

208 ON WARLOCK AND BLACKSTAR - MOVING

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They've righted themselves. Blackstar notices the Overlord's predicament.

BLACKSTAR

Looks like the Overlord's doing even worse than we are!

209 ON BREELORAND AND OVERLORD

He holds the Overlord tightly grasped in his hand.

BREELORAND
(Evil CHORTLE)

210 ON OVERLORD

Struggling in Breelorand's hand.

211 ON BLACKSTAR AND WARLOCK - MOVING

BLACKSTAR

I'm going to hate myself for this,
but...

*

They ascend OUT OF FRAME.

212 ON BLACKSTAR AND WARLOCK - ASCENDING

213 CLOSE ON BREELORAND'S HEAD

Blackstar and Warlock fly round and round his head -- just blurs -- then zoom OUT OF FRAME

214 ON BREELORAND

Extremely dizzy.

BREELORAND
(reeling)

Huhn?

215 ON BREELORAND'S HAND

His grip loosens and the Overlord falls through it, down OUT OF FRAME.

216 ON THE OVERLORD - FALLING

217 ON BLACKSTAR AND WARLOCK

They swoop under the Overlord. He lands on top of Warlock behind Blackstar.

ON BLACKSTAR AND OVERLORD

and fly AWAY FROM CAMERA.

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219 ANOTHER ANGLE

Warlock, Blackstar and the Overlord land on the ground.

220 ON BREELORAND

Very angry. Being a vile sort, he looks around for something to vent his rage on.

BREELORAND
(HOWL of rage)

221 ANOTHER ANGLE

Breelorand extends his right hand. A huge fireball ERUPTS from it and EXITS FRAME.

222 ON OVERLORD'S CASTLE

The fireball STRIKES the castle and EXPLODES.

223 ON KLONE AND BALKAR

Reacting to this.

224 ON CASTLE

The smoke clears, there is nothing left but smoldering rubble.

225 ON BREELORAND

He turns in another direction.

226 ANOTHER ANGLE

He moves his hand in a bankhand sweep. A continuous beam shoots from it in a wide arc EXITING FRAME.

227 ON ICE MOUNTAIN RANGE

The wide beam sweeps across it like a scythe. There is a FLASH and a SOUND of destruction.

228 ON BLACKSTAR AND OVERLORD AND WARLOCK

Reacting to this.

229 ON ICE MOUNTAIN RANGE

We see that the mountain range is gone, in its place is a charred, black, utterly flat vista of rock.

230 ON BREELORAND

He bends his knees, then leaps into the air, flapping his wings mightily.

231

ON BREELORAND

He bends his knees, then leaps into the air, FLAPPING his wings mightily.

232

LONG SHOT

As Breelorand flies off over the horizon.

DISSOLVE TO:

233

EXT. ICE KINGDOM - DAY - ON OUR HEROES AND THE OVERLORD

Klone, Balkar and Warlock are in B.G.

OVERLORD
Breelorand has departed . . .
to gather more magic. . . . *

BLACKSTAR
(To Overlord)
He'll destroy this world, Overlord!
Neither of us can defeat him -- alone! *

234 ON OVERLORD

OVERLORD
(Somewhat sarcastically)
So that's why you saved me. You
want my help. *

235 ON BLACKSTAR

BLACKSTAR
We have to work together, Overlord. *

236 ON THE OVERLORD

OVERLORD
A truce?

237 ON BLACKSTAR

BLACKSTAR
As long as Breelorand is a
menace. *

238 ON OVERLORD

Still looking crafty and none too trustworthy.

OVERLORD
Very well, rebel. But just this
once. *

BLACKSTAR WIPE TO:

239 INT. SAGAR TREE - MAIN CHAMBER - DAY

Inside is chaos. Chairs are overturned, debris covers the floor from the frantic rush to grab up materials to block the windows. We only see a portion of the room; Terra and Gano block one window with the table, Burble and Rif block another with a large shield. WIND AND THUNDER SFX O.S.

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SLIME MONSTER (O.S.)
(Hideous ROARS)

240 ON GOSSAMEAR AND POULO

Attempting to keep a tentacle from entering by holding a large chair against a window.

241 ANOTHER ANGLE

The tentacle wraps around the chair and CRUSHES it to a bunch of loose sticks.

242 ON CARPO AND TERRA

Pressing against the table, looking O.S. at Gossamear.

TERRA
(Alarmed)
Poulo! Gossamear!

243 ON GOSSAMEAR AND POULO

Securely wrapped together in a tentacle which reaches in through a window.

GOSSAMEAR
Helllppp!!!

POULO
(Frightened WHISTLE)

244 ON BURBLE AND RIF

Holding their shield against the window. They look O.S. with concern.

245 ON POULO, GOSSAMEAR AND TERRA

Terra is pulling on the tentacle which has trapped Poulo and Gossamear. Another tentacle reaches up and grabs him.

246 ON BURBLE AND RIF

Looking O.S. Two tentacles edge over the top of the shield.

247 ON CARPO

A tentacle pushes in, pressing the table backward. The table falls aside OUT OF FRAME.

248 WIDE ANGLE

The tentacles snake in from three windows. All the Trobbits are held aloft, trapped in their embrace.

TROBBITS
(SOUNDS of chaos)

249 ON MARA

Wavering and insubstantial.

MARA

(Weak, but determined)

I must save the Trobbits! But
it will take all the magic I
have left!

250 CLOSE ON MARA

She closes her eyes and concentrates.

251 ANOTHER ANGLE

A blue GLOW surrounds her hands and grows in size and intensity.
Suddenly, a beam SHOOTs out of the glow and EXITS FRAME.

252 ON THE TROBBITS AND THE TENTACLES

The beam ENTERS FRAME and STRIKES, suffusing the entire
scene in a blue glow, which is brightest at the center.

253 ON MARA

Giving it all she's got. The glow around her hands remains
intense, but Mara fades in and out (although never becoming
more solid than transparent).

254 ON CARPO AND TENTACLE

Surrounded by a blue glow. The glow subsides and as it does,
the tentacle slowly disappears.

255 ON POULO AND GOSSAMEAR

The tentacle around them disappears, too.

256 ON THE TROBBITS

They stand in a group near the windows. The tentacles are
completely gone.

257 ANGLE FAVORING CARPO AND BURBLE

CARPO

Thanks, Mara!

BURBLE

Yeah. Without your help,
we'da been Trobbit soup!

There is no answer. The Trobbits look around.

CARPO
Mara?

258 THEIR POV - CORNER OF THE ROOM

Where Mara stood a moment before is now only an empty corner.

RIF (O.S.)
(Incredulous)
She's gone!

259 ON TROBBITS

Looking very unhappy. Suddenly, there is the sound of FLAPPING wings outside, followed by a THUD, as if something huge has just landed. The Trobbits turn, look O.S.

260 ON TERRA

TERRA
(Looking O.S.)
What's that?

261 ON TROBBITS

They run to a window.

262 EXT. SAGAR TREE - CLOSE ON WINDOW

The Trobbits peer out fearfully. We hear the sound of tremendous FOOTSTEPS, ECHOING as they approach.

263 THEIR POV - LOW ANGLE ON GROUP OF LOW MOUNTAINS

FOOTSTEPS. Several mountains SHUDDER, then fall aside left and right to reveal Breelorand, who is even huger than before. The sky is still stormy. WIND, THUNDER SFX.

BREELORAND
(Evil-intentioned HOWL)

He advances TOWARD CAMERA.

264 ON THE TROBBITS

Their faces register looks of horror.

265 ON BREELORAND AND THE SAGAR TREE

He towers over it.

BREELORAND
(Very nasty ROAR)

266 ANOTHER ANGLE

Breelorand reaches down, grasps the Sagar Tree by its upper branches. He begins to pull on it. There is a groaning SOUND from the roots.

267 INT. SAGAR TREE - MAIN CHAMBER - ON THE TROBBITS

The room SHAKES with Breelorand's exertions.

268 ANGLE FAVORING TERRA AND RIF

Looking out the window.

TERRA
It's Blackstar!

268A CLOSE ON RIF

A big TAKE, as flames shoot from his hat.

RIF (incredulous)
And the Overlord!!!

*
*
*

269 EXT. FOREST - ON BLACKSTAR AND OVERLORD

Klone, Warlock and Balkar are in B.G.

270 ON BLACKSTAR AND OVERLORD

OVERLORD (smiling)
Hah! Breelorand's uprooting
the Sagar Tree!

*

271 ON BLACKSTAR

BLACKSTAR
He's gaining power! We must stop
him now!

*

272 ON OVERLORD

OVERLORD
(disgusted sigh)
Helping Trobbits! It pains me!

*

273 ON OVERLORD

Drawing his Powersword and firing it upward.

*

*

REVISED

274 ON BLACKSTAR
He draws the Starsword and FIRES a Starburst upward O.S.

275 ON BREELORAND
The two sword bolts strike him on the back of the neck.

BREELORAND
(Not hurt, but pricked)
Aaarrrr!!

276 ANOTHER ANGLE
He releases the Sagar Tree and turns, irritated at the bother.

277 ON BLACKSTAR

BLACKSTAR
Pour it on -- NOW!!!

He FIRES a continuous burst from the Starsword, which EXITS FRAME.

278 ON OVERLORD
FIRING the Powersword. The Powerburst streams OUT OF FRAME.

279 ON BREELORAND
The twin beams are STRIKING him at the same point in the middle of his chest. The power is enormous -- and it is having an effect.

280 CLOSE ON BREELORAND

BREELORAND
(Anguished HOWL)

281 ON BREELORAND
A multi-colored GLOW slowly extends from the beam outward, until it completely covers him. He grows in size from the power, but is helpless to control it . . . or stop it.

282 ON BLACKSTAR
Still FIRING. The intensity of the Starbursts increases.

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283 ON OVERLORD

FIRING. He leans into it, straining with the effort.
The Powerburst grows in intensity.

284 ON BREELORAND

The beam continues to STRIKE him. He continues to grow,
dwarfing the forest now. The glow surrounds him. He
thrashes wildly, helplessly.

BREELORAND
(Continuous, defeated
HOWL)

The glow grows BRIGHTER, until Breelorand can't be seen at
all. Then there is a supreme, pyrotechnical EXPLOSION of
magic, the ultimate big bang. It illuminates the sky to
white, silhouettes the forest, then fills the screen utterly
with it myriad sparkling colors. When it finally clears,
the environment is as we saw it at the beginning of the
script: the sky is blue, idyllic; the forest is lush and
green. Nature is in balance once again.

285 ON BLACKSTAR

He sheathes the Starsword.

BLACKSTAR
(Relieved)
Phew!

286 ANOTHER ANGLE

Burple and Carpo run up to Blackstar.

CARPO
Blackstar!

BURBLE
Yuh saved the day!

287 ON BLACKSTAR

BLACKSTAR
(Concerned)
Mara! How is she?

288 ON CARPO AND BURBLE

Their smiles fade away.

BURBLE
Gone.

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'CARPO

She used the last of her magic
to save us!

289 ON BLACKSTAR

Taking this in. Suddenly, a Powerburst ENTERS FRAME and STRIKES him in the back. He is hurtled OUT OF FRAME.

OVERLORD (O.S.)

Never turn your back on an
enemy, Blackstar!

290 ON BLACKSTAR

On his hands and knees. He shakes off the effects of the blow, stands up, turns and draws the Starsword.

291 HIS POV - ON OVERLORD AND TERRA

The Overlord holds Terra captive with one arm, using him as a shield. His other arm wields the Powersword.

OVERLORD

You dare not strike me for
fear of hitting the Trobbit.
Now -- give me the Starsword!

292 ON KLONE AND BALKAR

Watching all of this with serious concern.

293 ON BLACKSTAR

Momentarily indecisive.

294 ON OVERLORD AND TERRA

Suddenly, Terra glows, turns to smoke, and drifts out of the Overlord's grasp.

OVERLORD

(GASP)

295 ON PATCH OF GROUND

The smoke transforms back into Terra.

296 ON OVERLORD

OVERLORD

(Furious)

What sorcery is this?!

MARA (O.S.)

Mine!

297 ON MARA
Completely solid, her powers fully returned.

298 ON BLACKSTAR

BLACKSTAR
(Overjoyed)
Mara!

299 ON MARA

MARA
(To Blackstar)
My old self again --
thanks to you.

300 ON OVERLORD

OVERLORD
(To Mara)
No one makes a fool of
the Overlord!

301 ON BLACKSTAR

Drawing the Starsword and advancing.

BLACKSTAR
We'll just see about that!

302 ON BLACKSTAR AND OVERLORD - STOCK

As they duel for a few moments, Starsword against Powersword.

303 CLOSE ON THEM

As Blackstar thrusts, knocking the Powersword out of the
Overlord's hand and OUT OF FRAME.

304 ON THE OVERLORD

OVERLORD
(Dismayed)
My Powersword!

305 ON POWERSWORD AND BLACKSTAR

Blackstar reaches down to grab it off the ground.

BLACKSTAR
I have it!

306 ON OVERLORD

Marshalling all his power.

OVERLORD

No!!

He extends one arm straight out. His hand, palm up, GLOWS.

307 ON POWERSWORD AND BLACKSTAR

The Powersword is almost within his grasp. Suddenly, it lifts off the ground and flies OUT OF FRAME.

308 ON OVERLORD

He catches the Powersword in his extended hand.

309 CLOSE ON OVERLORD

OVERLORD

Farewell, Blackstar --
until we meet again!

310 ANOTHER ANGLE

He swings the Powersword in a wide arc. It GLOWS, then emits a bright FLASH. When this clears, the Overlord is gone.

311 ON BLACKSTAR AND MARA

BLACKSTAR

(Bitterly)

I almost had him!

*

*

312 ANOTHER ANGLE ON THEM

MARA (comforting)

At least he's gone...

*

BLACKSTAR

...For now.

*

313 ON MARA

MARA (smiling)

But you got rid of Breelorand
for good!

*

314 BLACKSTAR

He smiles back at Mara.

BLACKSTAR WIPE TO:

315 EXT. SAGAR TREE - DAY

Blackstar, Mara, Klone, Poulo, Terra and Rif surround Balkar and Burble. (LAUGHTER AND SFX AND TROBBIT THEME MUSIC)

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315AA ANGLE ON KLONE, MARA AND RIF

RIF

That sure was a close one, Mara.
We thought you were gone for good!

**

315B CLOSE ON MARA

MARA

I was gone...for a while. When the
Overlord took all the planet's magic
to create Breelorand, I faded away...

315C ON BURBLE AND MARA

BURBLE

But, by destroying Breelorand, the
magic was released...

**

315D ON MARA AND BURBLE

MARA

...and it gave me the power to return!

**

315E ANGLE ON BURBLE

As he turns to watch Balkar perform his magic balancing trick.

**

BURBLE

And speaking of magic...

**

**



315A ON BALKAR
 He holds out his hand, palm up. A Sagar fruit floats above
 the palm.

BALKAR

Magic takes years of practice,
 Burble.

316

Burble holds one hand out, palm up.

BURBLE

(Proudly)
 Look, Balkar--

317 ON BURBLE

A Sagar fruit floats in the air above his hand, at the top of
 the screen.

BURBLE

-- I can levitate the Sagar
 fruit, too!

CAMERA TILTS UP to reveal that the fruit is hanging from a
 long string which is attached to a stick. Carpo holds the
 stick, and a hovering Gossamear holds Carpo.

317A CLOSE ON BALKAR

Frowning in reaction.

318 ON GOSSAMEAR - HOVERING

GOSSAMEAR

-- With a little help from his
 friends!

319 ON BLACKSTAR, MARA, KLONE AND THE TROBBITS

They all have a hearty LAUGH at this as we:

FADE OUT.

THE END

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