



Memorandum

6610-06

"THE KREATION KONSPIRACY"

EPISODE #6

6610-06

**FINAL
JANUARY 18, 1991**

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BUCKY O'HARE AND THE TOAD WARS

"THE KREATION KONSPIRACY"

(episode #6)

Written

by

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SUNBOW PRODUCTIONS

BUCKY O'HARE AND THE TOAD WARS

"THE KREATION KONSPIRACY"

ACT ONE

FADE IN:

EXT. IN SPACE - THE PLANET SLUDGE

So polluted and smoggy it looks like a burned-out charcoal briquette. The Righteous Indignation ENTERS SHOT from ABOVE AND BEHIND CAMERA, rocketing toward the planet.

BUCKY (V.O.)

Okay, I admit this planet's a little dirty...

INTERCUT - BUCKY, JENNY ON BRIDGE

JENNY

That's like calling Toadborg "slightly cranky."

EXT. SKY OVER SLUDGE - RIGHTEOUS INDIGNATION

TRACK WITH IT as it descends over the dark, spectacularly ugly surface (see MODEL & LAYOUT NOTES at front of script) and levels out over a sleazy-looking city.

INTERCUT - DEADEYE IN MASER TURRET

DEADEYE

(bored and irritable)

Aye, Jenny, me lass...Sludge is the armpit of the Aniverse, to be sure!

The ship proceeds beyond the city and over a HOVERCRAFT GRAVEYARD, a vast dumping-ground for wrecked private spacecraft (see Notes). Here it descends, preparing to land.

DEADEYE (CONT.)

Arr, if 'tweren't for the United Animals Security Council sendin' us here...

INT. ENGINEERING SECTION - BRUISER

finishing a banana, adjusting dials and checking gauges. INCLUDE BLINKY. Bruiser drops the peel, Blinky catches it.

BRUISER

(into intercom)

Ahh, youse is just cranky cuz ya ain't gonna get to croak no Toads!

Blinky tries to put the peel in his chest-compartment, but it's already filled up. He moves to a storage bin, opens it to REVEAL that it, too, is overflowing with banana peels. Blinky shoves in the new peel and forces the hatch SHUT (SFX) before its contents can spill out.

BLINKY

Quite so, Master Bruiser. Even
Toads avoid Sludge. Planet so
polluted this android would think
they'd be right at home..

INT. BRIDGE - BUCKY, JENNY

Jenny presses buttons, transmitting a SEQUENCE OF BEEPS.

DEADEYE

Arrr. Don't want it...'cause it's
worthless!

BUCKY

But that makes it a great place to
hide a top-secret S.P.A.C.E.
Intelligence Monitoring Station

INTERCUT INSERT - A SECURITY-DEVICE

TELESCOPES up from concealment behind a pile of hovercraft bodies (see Notes).

BUCKY (CONT.)

-- where the agents listen in on all
Toad broadcasts and communications!

The device BLINKS and BEEPS in a matching code-sequence.

JENNY

Security has verified our identity,
Bucky. We're cleared to land.

EXT. HOVERCRAFT GRAVEYARD - DOMED DOCKING BAY

A hologram of a pile of rusted hovercraft bodies -- a disguise, per Notes -- FADES to REVEAL a domed docking bay whose hatch IRISES OPEN (SFX: HYDRAULICS). Bucky's ship drops INTO SHOT, then moves forward, parallel to the ground.

HOPKINS (V.O.)

That ship -- it's perfect!

MATCH-CUT TO:

POV THRU HI-TECH BINOCULARS - THE RIGHTEOUS INDIGNATION

moves forward THRU the hatch, which IRISES CLOSED. The camouflaging hologram FADES BACK IN. This is seen through a binocular matte with "Robocop"-type digital readouts. One such reads: MAGNIFICATION 8 X.

HOPKINS (V.O.)(CONT.)
 -- just what we need to replace our disabled craft.

REVERSE ANGLE - ON THE HOODED TRIO

some distance away: HOPKINS, the leader; WARTIMER, and CROAKLEY -- short figures wearing hooded robes and weapons belts with side-arms (see Notes). They stand before their DISABLED SPACECRAFT. Hopkins looks O.S. thru the binoculars. Croakley aims a hand-held gizmo O.S.

CROAKLEY
 (uncertain; stammering)
 I, uh, I've recorded the access-code, Dr. Hopkins. I, I think.

WARTIMER
 (cranky)
 So? We gonna hang around here all day or what?

Hopkins lowers the binocs and they start OFF at a run.

WIPE TO:

INT. DOCKING BAY - CONTINUOUS

The Righteous Indignation sits beside a circular pool in the floor. Then, a SPLASH as DEXTER THE OCTOPUS (per Notes) emerges from the pool.

INT. BRIDGE - BUCKY, JENNY

Thru the viewport they watch Dexter undulate toward the ship. He carries a clipboard in one tentacle.

JENNY
 (pointing)
That's our contact?

Bucky rises, presses a button to open the main hatch (SFX). FOLLOW as he and Jenny start down the access ladder, under:

BUCKY
 Yep -- the S.P.A.C.E. Intelligence attache who'll escort us to the monitoring station.

Deadeye emerges from his turret as Jenny and Bucky reach the bottom of the access ladder, aft of the turret.

DEADEYE

He's an octopus!

BUCKY

So? Everybody's gotta be something.

RIGHTEOUS INDIGNATION

with its boarding hatch now open and the ladder extended. Bucky, Jenny, then Deadeye debark as Dexter undulates INTO SHOT, looks around to make sure they're alone, then salutes with his tentacles -- five or six times, simultaneously.

DEXTER

"Fish stinks from the head."

BUCKY

"Toads stink from defeat."

DEXTER

(off clipboard)

Yeah, them's the password and countersign, all right. I guess yer okay.

(mumbles)

Who thought of these stupid passwords.

(turns, starts OFF)

C'mon. Ya don't wanna keep Major Bottlenose waitin'.

Jenny and Deadeye exchange a look and a shrug: Who?

BUCKY

Won't we need our ship?

DEXTER

The Council didn't brief you guys? Figures. That rustbucket stays here. The station's underwater.

Bruiser and Blinky APPEAR in the boarding hatch. Blinky holds TWO SPACE SUITS and THREE HELMETS WITH OXYGEN TANKS, which he hands down to Deadeye, who hands them to Bucky:

BUCKY

Thanks, Blinky. You and Bruiser stand watch here -- we'll handle this.

Dexter returns to the pool, the others following uncertainly.

CUT TO:

EXT. DOCKING BAY - CONTINUOUS

The Hooded Trio rushes IN, "slams on the brakes" at the camouflaging hologram. Croakley aims his gizmo toward the hidden security device. It emits a BEEP which FADES UNDER with a "POWERING-DOWN" SOUND.

CROAKLEY
I...I can't duplicate the access-
code...!
(MORE)

CROAKLEY (CONT'D)
(muttering as he shakes
gizmo near his ear)
Battery must be dead...

WARTIMER
(sour)
Well, that's just great! Now we
can't get inside!

HOPKINS
Come. There's nothing we can do for
now...

They turn to go, dejected. TRACK WITH THEM back across the graveyard toward their ship...

HOPKINS (CONT.)
...except watch and wait. Perhaps
one of the crew will emerge and we
can follow him back inside...

WIPE TO:

INT. A VERTICAL WATER-FILLED TUNNEL

TRACK WITH Bucky and Jenny -- now in the space suits -- and Deadeye, in helmet only, SWIMMING down, following Dexter. Jenny looks dismayed. Bucky glances back at her.

BUCKY
Something wrong, Jenny?

JENNY
(minimizing)
No, no, I'm fine! I'm not like
other cats. I like water!
(under her breath)
More or less...

As Bucky turns away, TIGHTEN ON JENNY: she makes a face of utter disgust when she's sure no one's looking.

DEADEYE
 (to Dexter)
 Hey, sucker-fingers...are all the
 intelligence agents like you?

They follow a 90-degree bend in the tunnel to emerge in:

INT. POOL / MONITORING STATION

The tunnel feeds into the pool near the bottom. We see banks of hi-tech equipment -- computers with many blinking lights, dials, etc. -- lining the walls of the pool. TRACK WITH the group as it continues swimming, past the equipment.

DEXTER
 (as they swim)
 Hah! I should be so lucky! I could
 use an extra eight or sixteen hands
 around here. But, noooooo...

CLOSER - DEXTER, BUCKY

DEXTER (CONT.)
 ...they hadda be dolphins!

MAJOR BOTTLENOSE (O.S.)
 Captain O'Hare, I presume?

INCLUDE MAJOR BOTTLENOSE, a bottlenose dolphin in a military officer's cap (see Notes) swimming INTO SHOT toward them from the other direction. He nods, tipping his cap in greeting.

MAJOR BOTTLENOSE (CONT.)
 Bottlenose -- S.P.A.C.E.
 Intelligence, Cryptology Division.

INCLUDE Jenny and Deadeye behind Bucky as he indicates them:

BUCKY
 Sir. This is my First Mate, Jenny,
 and my gunner, Deadeye Duck.

MAJOR BOTTLENOSE
 Don't bother saluting, we don't do
 that here.
 (turns to swim away)
 Come along -- we'll have a look at
 the station, shall we?

TRACK WITH Bottlenose, followed by Dexter and Bucky, with Jenny and Deadeye bringing up the rear, as they swim past banks of large TV-monitors tuned to various Toad-TV channels.

FIRST MONITOR - TOAD-TV SHOW PROMO - "21 HOP STREET"

Two teen-idol-type YOUNG MALE TOADS in leather jackets leap into a Toad sports car with a wartlike cops' "cherry" atop it. They REV the engine, and peel out with TIRES SQUEALING and "cherry" strobing (SFX: SIREN). Over this:

TOAD-NETWORK PROMO ANNOUNCER (V.O.)
Next on TTN..."21 Hop Street"...

The group swims THRU FRAME. Deadeye reacts, appalled.

DEADEYE
Arrggh! Toad-TV!

SECOND MONITOR - TOAD-TV PSA - A TOAD-TV PERSONALITY

in a Toad kitchen set, in front of a hi-tech range with a frying pan. He holds up a jar of FLY EGGS (so labelled) to CAMERA.

TOAD-TV PERSONALITY
(re: jar of fly eggs)
This is your brain now.

He shakes the eggs into the frying pan. TIGHTEN on the pan as the eggs begin to SIZZLE, BURN, and smoke.

TOAD-TV PERSONALITY (CONT.)
This is your brain without Komplex
controlling it. Get the picture?

The group swims THRU SHOT. Jenny averts her eyes, shudders. Bucky's ears have stiffened in comical horror, but through the following, he tries to remain detached.

JENNY
I can feel my brain going numb
already!

THIRD MONITOR - OPENING TITLE - TOAD-TV NEWS SHOW

A shot of a stylized cartoon CROAKING FROG with a TITLE SUPER-ed beside it: 60 RIBBITS. HOLD a beat, then image CUTS TO a wizened, very-dignified-looking OLD TOAD NEWSCASTER wearing a slimy-looking suit. UNDER the following, a rhythmic RIBBIT-RIBBIT-RIBBIT like the ticking of a watch. As the group swims THRU FRAME:

OLD TOAD NEWSCASTER
(mid-sentence)
...and I'm Mike Walleye. Those
stories and more on "60 Ribbits."

BUCKY
I've got to hand it to your men,
Major:

Bruiser PUNCHES the food-dispenser, which emits sparks (SFX: ELECTRICAL SIZZLE) and puffs of smoke. The access plate CLATTERS to the floor. Blinky TELESCOPES his arms OFF...

BRUISER (CONT.)

Sorry. Ya know how I get when I'm hungry...!

...and retracts them back INTO SHOT, now holding tools with which he makes a very fast repair of food dispenser and access plate.

BLINKY

Blinky does not mind. Food-dispenser might hold different opinion, however.

Blinky bows, starts OFF:

BLINKY (CONT.)

Allow humble android to venture into town. Obtain more banana while Bruiser guard ship, yes?

Bruiser slumps into seat, picks up a magazine, opens it. Its title is Gorilla Guerillas.

BRUISER

Good plan.

WIPE TO:

INT. POOL / MONITORING STATION ON SLUDGE

as before. TRACK WITH Bottlenose, Bucky and Dexter as they swim toward the CRYPTOGRAPHY STATION: a giant analog computer (see Notes) at which TWO CRYPTOGRAPHER-DOLPHINS (differentiated from the others per Notes) are huddled.

MAJOR BOTTLENOSE

We've just made an amazing discovery! That's why we summoned you.

HOLD as Bottlenose, Bucky, and Dexter stop in front of the computer. Dexter reaches out a tentacle to pull a stylized VIDEOCASSETTE out of a slot in it.

WIDEN TO INCLUDE Deadeye and Jenny, looking on, as Dexter floats over to a monitor on a hardware-console nearby. Dexter loads the "cassette" in a slot under the monitor and pushes a button, LIGHTING UP the monitor as:

MAJOR BOTTLENOSE (CONT.)

Watch.

ON MONITOR AND CONTROLS BELOW IT

We CUT IN HARD to the sign-off of a Toad-TV "reality-based" show: TWO smiling TOAD VARIETY SHOW HOSTS -- MALE and FEMALE -- smile and wave INTO CAMERA. They grin broadly -- way too many perfectly-bonded, sparkling teeth that SPARKLE. So perky you wanna rip out their tongues.

MALE TOAD VARIETY SHOW HOST
(mid-sentence; ON THE CUT)
...plus a Toadwife from the outer colonies who's tricked into thinking she has to do K.P. duty on Level Seven of the homeworld!

FEMALE TOAD VARIETY SHOW HOST
All those wacky segments next week, on "Toadily Hidden Video!" Goodni--

BUCKY, JENNY, DEADEYE

all react as if they're in pain.

DEADEYE
Arrr! Turn it off! I can't stand no more!

BUCKY
(also fight revulsion)
Major, please! You brought us here to watch "Toadily Hidden Video"?

Dexter's tentacles reach IN to press buttons, pull switches, etc...

MAJOR BOTTLENOSE
Sorry. The amazing discovery was when we play this tape backwards and run it through our cryptology filters...

then the TAPE RUNS BACKWARD a beat (SFX), changing via AN ANIMATED "VIDEO-EFFECT" into the image of...KOMPLEX! Over this, at bottom, a SUPER reading: BRIEFING TAPE.

JENNY
Komplex!

MAJOR BOTTLENOSE
Yes. Sending his troops a secret message!

KOMPLEX (V.O.)
Today's objective: the planet Toxus III, where you shall find...the matter-transmutor!

The image CUTS TO a STAR-MAP of the Toxus system: three planets orbiting the sun, which is labelled TOXUS. The planets are labelled: SLUDGE, TOXUS II, and TOXUS III. We PUSH IN on TOXUS III, then CUT TO a CLOSE-UP of a machine called a MATTER TRANSMUTOR -- a ray projector mounted on a tripod (see Notes). It stands against an N.D. b.g. -- an "Artist's Conception".

We HOLD the SUPER onscreen as the tape's images shift through a MONTAGE of images, each DISSOLVING RAPIDLY into the next:

KOMPLEX (CONT.)(V.O.)

This amazing device is the only one of its kind in the Aniverse!

The matter-transmutor can transform any non-living material into any other substance!

EXT. ON SURFACE OF TOXUS III, a barren, desolate, arid landscape crossed by canals (see Notes).

VARIOUS VIEWS OF THE PLANET'S SURFACE, now uninhabited, its buildings in ruins, half-buried by drifting sand-dunes.

INT. A SUBTERRANEAN CAVERN, where we see more ruins. PUSH IN on the matter-transmutor amid the rubble of what looks like a laboratory.

KOMPLEX

... According to my spies, the matter-transmutor was invented by a long-lost civilization of vast technological superiority, which once dwelled on Toxus III.

And buried somewhere on that planet it remains! Now go...dig among the ruins of the planet's dead civilization...and find the matter-transmutor -- for the glory of Komplex!

Abruptly, the screen CUTS TO STATIC. INCLUDE Major Bottlenose and Bucky and crew as Dexter turns off the tape.

JENNY

Oh, dear. That could become a deadly weapon if the Toads got their hands on it!

DEADEYE

Ye mean "slimy mitts," and who says we'll let 'em??

Bucky nods, then he, Jenny, and Deadeye give the dolphins a snappy salute. As they start swimming OFF...

BUCKY

C'MON --

BUCKY (CONT.) / DEADEYE / JENNY
 -- LET'S CROAK SOME TOADS!

WIPE TO:

EXT. CITY ON SLUDGE - DAY - TO RE-ESTABLISH

BLINKY (V.O.)
 Android seeks to purchase bunch of
 bananas from honorable merchant...

DISSOLVE THRU TO:

EXT. SIDE-STREET - A BAZAAR - ON RAT PRODUCE MERCHANT

Sleaziness personified. Blinky stands before his open crates of produce, on display-tables. The legs of the tables have cobwebs on them. All the fruit and vegetables look spoiled. The RAT PRODUCE MERCHANT holds up a bunch of rotting bananas.

RAT PRODUCE MERCHANT
 Right here, bug-eye.

BLINKY
 Begging pardon, sir...bananas in
 hand are brown.

RAT PRODUCE MERCHANT
 So? Everything on Sludge is brown.
 If it isn't gray.

Blinky hands the merchant some credits and takes his purchase as we PAN AWAY, across the street...

BLINKY
 (over pan)
 Very well. Brown banana better than
 no banana.

PAN STOPS on THE HOODED TRIO, peering out at the o.s. Blinky from hiding, behind an unattended merchant's stall.

HOPKINS
 (whisper)
 He's leaving! After him!

As they start OFF surreptitiously:

HOPKINS (CONT.)
 Now remember, as soon as the hatch
 opens, we go in...

WIPE TO:

EXT. HOVERCRAFT GRAVEYARD - LATER

Blinky ambles INTO SHOT carrying the big bunch of bananas, pauses, looks around. Then, as we PAN BACK to FRAME The Trio, watching from hiding behind a pile of hovercraft.

BLINKY
(into in-built intercom)
Blinky to Bruiser...

INTERCUT INSERT - INDIGNATION BRIDGE - BRUISER

in the command-chair, standing watch thru the viewport.

BLINKY (CONT.)
Have returned with bananas. Please
to admit.

Bruiser punches the same buttons Jenny used to send the security-code BEEPS.

The hologram FADES to REVEAL the docking bay. The hatch IRISES OPEN and Blinky proceeds inside. A beat...then The Hooded Trio race THRU SHOT brandishing their weapons and disappear inside the hatch just as it IRISES CLOSED.

INT. DOMED DOCKING BAY - CONTINUOUS

Bruiser has opened the Righteous Indignation's hatch. Blinky comes INTO SHOT, approaching it. The hooded trio FOLLOW IN.

INTERCUT - INT. INDIGNATION BRIDGE - BRUISER

spots The Hooded Trio thru the viewport. They form a semi-circle several paces behind Blinky, about to surround him.

BRUISER
Huh? Who's dem guys?

Hopkins raises his weapon, drawing a bead on Blinky.

BRUISER (CONT.)
Blinky! Look out!

Bruiser starts OFF quickly.

Blinky turns, reacts -- just as Hopkins fires a white gas resembling CO₂ (SFX: SSST!). Instantly, ice forms on Blinky's arm.

BLINKY
(speech slowing)
Why do you...attaaaaaaaack
meeeeeeeee...

INDIGNATION BOARDING HATCH

Bruiser suddenly EMERGES.

BRUISER
(ANGRY SNARLS)

The Hooded Trio react, terrified, their eyes in the blackness beneath their hoods widening.

THE HOODED TRIO
Look out! -- Baboon! / Is he
berserk? / Whadda you think? / I
didn't know there was a baboon
aboard!

CROAKLEY AND WARTIMER

back up toward the irised-shut hatch, FIRING their weapons O.S. at Bruiser (SFX: HISS), who lunges INTO SHOT after them. The gas hits one of his legs, and it ICES OVER at once, stiffening.

BRUISER
HEY! WHADJA DO TO MY LEG, HAH?!

As Wartimer turns to flee, Bruiser's frozen foot STOMPS stiffly on the floor (SFX, CAMERA SHAKE), pinning the hem of Wartimer's robe...and YANKING the fabric taut so that the hood is pulled away from his head. PUSH IN FAST to REVEAL WARTIMER'S FACE: He looks somewhat like a Toad, yet different (see Notes).

INTERCUT - HOPKINS, BLINKY

As Hopkins FIRES on Blinky again, ICING OVER more of the android. Blinky's circuits go a little haywire, and he starts turning in circles, involuntarily.

BLINKY
("331/3 RPM")
Malfunction....Maaaalfunnnnncshuuuun
....calaaaaaaamiteeeee and
wooooooooooooooeeeeee....

HOPKINS
(calling to Wartimer)
Keep firing! -- he'll freeze over
eventually!

WARTIMER
(panicky)
So will the sun, but I don't wanna
wait around for it!

The equally-panicky Croakley turns to the hatch and presses against it, frantic to escape. It won't budge.

Wartimer FIRES on Bruiser, FREEZING one of his arms. With his good arm, Bruiser reaches down and grabs him by the front of his robe.

Croakley FIRES on the hatch, FREEZING it and making it brittle as Bruiser pulls Wartimer up and OFF. FOLLOW Wartimer as Bruiser YANKS him UP to eye-level with him, reacts.

BRUISER
No wonder youse is chicken -- yer
Toads!

Wartimer FIRES his gas-gun -- right in Bruiser's face! His head is enveloped in a cloud of the white gas.

BRUISER
(ENRAGED SNARL)

Now his head is freezing over! He hurls Wartimer away!

WARTIMER
(TRAILING CRY)

We PAN TO FOLLOW as Wartimer goes flying into the now-brittle hatch. PAN STOPS as he SMASHES THRU it and continues OFF to a CAMERA-SHAKING CRASH!

EXT. IN HOVERCRAFT GRAVEYARD - QUICK CUT - WARTIMER

sprawled on the upholstery of a discarded hovercraft bench-seat -- dazed but unharmed.

RESUME INT. DOCKING BAY - ON BRUISER

By now his head is frozen over and he's starting to lose consciousness. He hops about on his frozen leg, wildly flailing his unfrozen arm and leg every which way. Croakley "hopscoatches" to avoid being stomped!

BRUISER
(DAZED MOANS)

HOPKINS, BLINKY

Hopkins continues FIRING his gas-gun at Blinky, who has stopped moving. He is now little more than a mound of solid ice!

HOPKINS
(calling to Croakley)
Forget the ship! We won't need it
if we take the android!

WITH CROAKLEY

as the shadow of the flailing Bruiser falls over him, Croakley hops OUT the hole in the broken hatch. Then Hopkins rushes THRU SHOT, dragging the frozen-stiff Blinky by the legs (SFX: SCRAPING SOUNDS), across the floor...

HOPKINS
(grunts of exertion)

...and OUT thru the hole in the hatch.

CLOSE - BRUISER

still blinded by the ice, but now slowing as he loses consciousness...then TOPPLES O.S., face-first, to a CAMERA-SHAKING CRASH!

WIDER - THE SCENE

Now Bruiser's all alone here, lying motionless, sprawled prone across the floor. On which we HOLD a beat, then...PUSH IN on Bruiser's unconscious, frozen face as we...

FADEOUT

ACT TWO

FADE IN:

INT. DOMED DOCKING BAY - LATER - CLOSE ON BRUISER

The ice has melted and evaporated, leaving no trace of what happened to him. As Bruiser's eyes flutter open, WIDEN TO INCLUDE JENNY kneeling over him.

BRUISER
(groggy)
Duhh...

JENNY
I think he's coming to, Bucky.

INCLUDE BUCKY AND DEADEYE crouching on either side.

BUCKY
Bruiser! What happened! Where's Blinky?

WIDER - THE SCENE

No sign of Blinky...and no evidence of the struggle, save for the hole Wartimer smashed in the docking hatch. Deadeye grabs hold of Bruiser under the arms and helps him to his feet during:

BRUISER
Unnnhh...Y'mean he's gone...?

Jenny rises, heads for the ship.

JENNY
I'll run a sensor-sweep of the entire planet, right away!

FOLLOW Bruiser, Bucky and Deadeye to the boarding ladder. Bucky pauses, spots the hole in the hatch:

BUCKY
Bruiser, what happened? Were you attacked?

They continue into the ship.

BRUISER
I...I dunno. I can't remember. Blinky...he...went out ta get me some bananas, but after dat...it's all a blur.

INT. BRIDGE - ON JENNY

watching the small monitor at her station and switching the image through VARIOUS VIEWS of the surface of Sludge (per Notes). Bucky leans INTO SHOT, looking over her shoulder.

JENNY

No trace of Blinky whatsoever,
Bucky.

BUCKY

Keep trying.

(NOTE: We CONTINUE SHOWING changing views of Sludge when we cut back to Bucky and Jenny during the following intercut.) Bucky flips an intercom-toggle and punches a button. A sequence of coded BEEPS is heard.

HARD CUT TO:

ON A MONITOR AND CONTROLS BELOW - TOAD-TV TALK-SHOW PROMO

Dexter's tentacle reaches IN, TURNS OFF the audio. We PULL BACK SHARPLY TO REVEAL DEXTER, in the MONITORING STATION POOL, seated at a commo console beside the monitor. Various Toad-TV VISUALS -- re-uses, such as the Warts Galore commercial -- play on the monitors (MOS) under:

DEXTER

(into radio-microphone)
Monitoring station. Who's tyin' up
the restricted frequency?

INTERCUT - BUCKY, JENNY

BUCKY

Bucky O'Hare here, Dexter. We have
a problem. It's Blinky, our A.F.C.
-- he's missing...

INTERCUT - BRUISER IN ENGINEERING

Listening to the exchange over the intercom. He sits slumped on an engine cowling, clearly very depressed, biting back tears.

BRUISER

(LUGUBRIOUS SNIFF)

BUCKY (CONT.)

Could you use your scanners to keep
searching for him?

DEXTER

Sure. No problem.

Bucky's ears droop: he's clearly heartsick over this.

BUCKY

Thanks. We really hate to leave without him, but we've got to try and stop the Toads before it's too late! Bucky out!

WIPE TO:

INT. HOODED TRIO'S SHIP - BLINKY

lies on the floor. The ice has melted away; there's a puddle beneath him. ON THE CUT, the light in his eye comes ON (SFX: "POWERING-UP" SOUNDS). He sees The Hooded Trio above him O.S., reacts.

BLINKY

You...! Ones who broke into Sludge docking bay...!

WIDEN TO INCLUDE Hopkins, Croakley and Wartimer, hoods back. They're huddled over him. Blinky scrambles to his feet.

BLINKY (CONT.)

What are you? Blinky's sensors say, Toads...but somehow not like any Toads in data-banks.

BLINKY, HOPKINS

Blinky reacts, ANTICKING in panic, as he hears:

HOPKINS

Never mind that now! You're our prisoner, and --

FOLLOW Blinky as he shoves Hopkins aside to make a break for the ship's hatch. Hopkins GAINS ON PAN, weapon drawn, and FIRES. Blinky's legs freeze up, stiffening, and PAN STOPS as he trips and topples forward, flat on his "face."

BLINKY (CONT.)

No! Shipmates will search...and find Blinky!

Croakley and Wartimer ENTER SHOT. Each grab Blinky by an arm. WIDEN as they drag him over to one of their recliner-style chairs, toss him onto it, and start strapping him down.

HOPKINS

Let them search -- they'll find nothing! The force-field around this ship is 100% sensor-proof!

Blinky struggles against the straps but can't move.

BLINKY

Please, let humble android go.

INTERCUT - HOODED TRIO - LOW ANGLE - BLINKY'S POV

Looking menacing from this angle as they converge on him.

CROAKLEY

Not till we get to Genus!

HOPKINS

Our ship needs a navigational computer-- and that's just what you're going to be!

Blinky ANTICS, registering horror. Off which

WIPE TO:

ESTABLISHING SEOT - TOXUS III

A TOAD KRUISER orbits the sand-colored, dead-looking planet, protected by THREE TOAD DOUBLE-BUBBLES just beyond its gravitational field, flying parallel in appropriate formation.

JENNY (V.O.)

Now within sensor-range of Toxus III.

PAN AWAY, far out into space, to FRAME the Righteous Indignation, moving ahead cautiously.

JENNY (V.O.)(CONT.)

Picking up a Toad Kruiser with three fighters escorting her.

ANOTHER ANGLE - ANOTHER TOAD DOUBLE-BUBBLE

We START on the fore end of a TOAD DOUBLE-BUBBLE FIGHTER (TOAD DOUBLE-BUBBLE #1), TRACKING WITH it as it CLIMBS up from the surface (o.s.) toward the other double-bubbles. As it accelerates and GAINS PAST CAMERA, we SEE that it is trailing its mechanical claws on the ends of their steel cables. As the Double-bubble continues THROUGH FRAME we SEE what's held fast in the claws: the matter-transmutor!

INT. BRIDGE - BUCKY

reacts to what he sees O.S., through the forward viewport.

BUCKY

(pointing)

Look!

WHAT HE SEES - THE KRUISER

The Toad double-bubble continues toward the Kruiser.

BUCKY (CONT.)(V.O.)
 -- They've got the matter-
 transmutor!

INT. BRIDGE - BUCKY, JENNY

BUCKY
 Full power! We've got to catch
 them!

The engines ACCELERATE. Suddenly, a weird SNAP, CRACKLE,
 and POP from within the ship. Then, A "POWERING-DOWN"
 SOUND -- the bridge lights flicker, then DIM for a moment
 -- then, a "POWERING-UP" SOUND as the lights return.
 Jenny reacts, scans her sensors.

BUCKY (CONT.)
 What was that?

JENNY
 (off sensors, dismayed)
 Unknown, Captain. I'm not getting
 any readings...!

RIGHTEOUS INDIGNATION

It wobbles a bit, then comes to a dead stop, hanging there in
 space as we once again hear the "POWERING-DOWN" SOUND.

BUCKY (V.O.)
 No power in main thrusters! We've
 stopped dead!

RESUME BRIDGE

The lights dim again...and STAY dimmed!

BUCKY
 (into intercom)
 Bruiser! What's happening down
 there?

INT. ENGINEERING - TIGHT ON BRUISER

reacting with confusion and alarm to something he sees O.S.

ANGLE - INCLUDE AN ENGINE COWLING with an open access-panel
 in it, from which is pouring out lots of black smoke.

BRUISER
 I dunno! Looks like da engines are
 overheatin'.

KRUISER

as Toad Double-Bubble #1 ZOOMS IN toward the Kruiser's bay
 doors with matter-transmutor in tow, and DISAPPEARS INSIDE!

23. *Revised
D. [unclear]
1/21/11*

WILLY (CONT.)
(calling out)
Mom? Dad? You better go ahead
without me. [I, uh, I've got
something really important to do.]

*line here
"My computer went down
and dumped my
book report. I
have to do it over."*

INT. WILLY'S BEDROOM

Willy crosses to his desk, switches on the photon-
accelerator. As the accelerator POWERS UP, he grabs his
duffel bag and leans back out the window.

SUNSHINE (OS)
All right...but you don't know what
you're missing!

Willy moves to the closet, steps thru...

*"All right, dear. We
understand... but
UNIVERSE-SWITCH TO: you
don't
know
what
you're
missing"*

INT. ENGINEERING

The closet door has just popped in. Bruiser -- barely
visible thru the smoke -- await Willy. ON THE CUT, Willy
steps thru the doorway, crouching...

WILLY
Hi, guys...

Willy reacts, startled. He blinks, crosses to the cowling.
He blinks into the dimness, COUGHING and waving away smoke.

WILLY (CONT.)
Whoah!
(grins: he's kidding)
What happened, your engines
overheat?

BRUISER
Uh-huh.

The smoke dissipates a bit as Willy kneels, puts down his
duffel bag.

WILLY
Riiight. Ohhh-kay...let's see.

He notices that Blinky is missing.

WILLY
Hey, where's Blinky?

BRUISER
(SNIFFLES)
Back on Sludge. We think. It's a
long story...

BUCKY

No time for that now, Willy. We need you to work at top speed!

WILLY

rummages in his duffle bag with one hand and salutes with his left.

WILLY

Aye, aye, Captain!

ON TOAD DOUBLE-BUBBLES ESCORTING KRUISER

(Toad Double-Bubbles #2 - #4). As we PUSH IN on the lead craft (#2), we SEE that its pilot spots the Righteous Indignation o.s., reacts. Then:

LEAD TOAD PILOT

Squadron Leader to Kruiser: Enemy vessel spotted in this sector. Will engage, over.

(beat)

Squadron, follow me! Time to singe some fur!

TOAD DOUBLE-BUBBLES #2, #3, and #4 peel OFF in appropriate formation. We HOLD a beat on the Kruiser, then it ZOOMS up and out of the atmosphere, POPPING into hyperspace (SFX) and DISAPPEARING!

JENNY

Bucky! They're getting away with the transmutor!

BACK TO BRIDGE

Wisps of smoke hang in the air. Bucky comes up INTO SCENE on the access ladder. Jenny points to the viewport:

JENNY

(off sensors)

And worse! They've spotted us! Toad double-bubbles 1,000 kiloglides and closing!

INT. ENGINEERING

Willy is kneeling in front of the access shaft, arm inside it up to the elbow..

JENNY (V.O.)

(over radio)

You'd better hurry up down there!

TIGHTEN ON WILLY as he retrieves his hand, holding a pencil. Stuck to the point is a big wad of some disgusting-looking, lumpy gray substance.

WILLY (CONT.)
Some kinda gunk was plugging up the
exhaust pipes!

INT. THE BRIDGE

BUCKY
Of course. The contaminants in the
atmosphere on Sludge!
(as he starts OFF)
Can you fix it?

THE ENGINE ROOM

WILLY
(grins)
Sure. I'm a physicist, I'm used to
working things out with a pencil.

BRIDGE - ANGLE - FAVORING VIEWPORT

Thru which we SEE a BALL OF LIGHT in the distance, GROWING as it rapidly APPROACHES: MASER-FIRE from a Toad Double-Bubble!

BUCKY
(TO JENNY)
Do we still have power to the
shields?

JENNY
So far.

BUCKY
Good, raise them! We're going to --

The ship is RACKED as the maser-blast HITS (CAMERA SHAKE)!

BUCKY (CONT.)
(wincing)
-- need them.

INT. ENGINEERING - CAMERA SHAKING

START on a large pile of the gray gunk which Willy has by now scooped out of the access shaft. WIDEN TO INCLUDE BRUISER AND WILLY, as before. CAMERA SHAKES as the ship is struck by another MASER-BLAST (SFX)! Willy wipes his hands on his pants and Bruiser moves OFF as:

WILLY
There. Try 'er now.

Willy closes the hatch and CAMERA SHAKES AGAIN as the ship is struck by another MASER-BLAST (SFX)!

INT. BRIDGE

We HEAR "POWERING-UP" SOUNDS and the bridge lights come up full as Jenny presses buttons at her station.

JENNY
It's working!

DEADEYE (V.O.)
(over intercom)
Maser cannons on-line an' ready,
Bucky.

INTERCUT - DEADEYE IN TURRET

The cannons WHINE to full power as Deadeye places all four hands on the controls.

DEADEYE (CONT.)
An' I got me four trigger-fingers
itchin' to prove it!

Bucky pulls a throttle (or whatever) and we HEAR the ENGINES REVVING.

EXT. SPACE - WITH RIGHTEOUS INDIGNATION

as the Toad Double-Bubbles ENTER SCENE and Bucky banks sharply, allowing

DEADEYE

to get the nearest Toad Double-Bubble -- #3 -- in firing-range. He swivels and FIRES!

DEADEYE
C'mon, ye slimebucket -- come get
what's good fer ye! Har!

TOAD DOUBLE-BUBBLE #3 - QUICK CUT

A DIRECT HIT: ship EXPLODES as the escape-pods spiral away!

RIGHTEOUS INDIGNATION, TOAD DOUBLE-BUBBLE #2, TOAD DOUBLE-BUBBLE #4

Toad Double-Bubble #2 attacks from above, Toad Double-Bubble #4 from below. Their FIRE glances off the Indignation's shields or misses the ship altogether as Bucky adroitly maneuvers the ship between them, then banks sharply and ZOOMS OFF. Toad Double-Bubbles #2 and #4 attempt to pursue...and COLLIDE. Both EXPLODE, the escape pods ejecting.

TOAD-TV SITCOM ON MONITOR - CLOSER ANGLE

We SEE a living-room set not unlike that of a hit TV show about a blue-collar housewife. The husband, DAN, is vastly overweight and has warty bumps on his head that look like curly hair. He wears a lumberjack's plaid shirt and jeans. He is sprawled lazily on the couch, looking around the room, which is neat and clean -- not a fly in sight -- and complaining to:

TOADANNE--who is extremely fat and dresses in oversized men's shirts and too-tight Capri pants--as she ENTERS from outside:

DAN

Look at this dump, Toadanne, it's like a meadow! Can't you at least get some bugs in here, maybe a little swamp grass...?

INTERCUT - FRIX AND FRAX IN THEIR CUBICLE

outside Toad Air Marshall's office. Frix and Frax are LAUGHING their butts off. They've put down the remote control on a shelf.

TOADANNE

Like I ain't got nothin' better to do? Somebody's gotta bring home the fly-loaf! All you do is --

Suddenly, Toad Air Marshall's hand lunges IN with his swagger stick, which he SMASHES down on the remote control (SFX). It SHATTERS into a flurry of microchips and wires as the monitor abruptly CUTS TO BLACK!

TOAD AIR MARSHALL (V.O.)

Enough of that drivell!

NEW ANGLE - FAVORING TOAD AIR MARSHALL

He looms over Frix and Frax, scowl turns to a smile, tapping his swagger stick in the palm of his other hand as:

TOAD AIR MARSHALL (CONT.)

Komplex will be so pleased! He'll probably give me a new medal. I hope it's the Golden Wart-with-Lilly pad cluster!

Toad Air Marshall looks down at the front of his uniform, whose every square millimeter is covered with medals.

TOAD AIR MARSHALL

There's only one problem: where will I put it?

The monitor behind him suddenly LIGHTS UP all by itself, and KOMPLEX appears there! Toad Air Marshall reacts as if he's going to have a hemorrhage, whirls to face:

KOMPLEX
Don't tempt me, you...idiot!

WIDER - THE SCENE

Komplex's menacing countenance has now appeared not only on Frix and Frax's monitor, but on every screen in the vicinity!

TOAD AIR MARSHALL
B-b-b-but, Komplex, sir -- I got you
the matter-transmutor!

TOAD AIR MARSHALL

BOWLS OVER Frix and Frax behind him, as he "backpedals" away from the screens in terror, EXITING the cubicle.

KOMPLEX
You also lost three of my best
Fighters... to that loathsome
mammal, Bucky O'Hare!

CLOSE - TOAD AIR MARSHALL

reacts, eyes widening.

TOAD AIR MARSHALL
My old enemy? Over Toxus III?
Impossible! He couldn't have
known...!

TRACK WITH Toad Air Marshall as, with clenched teeth, he marches down the corridors and walkways of the Mothership, looking like he means to kick some butt. KOMPLEX APPEARS on all the screens that line the walls: he is inescapable.

FRIX (O.S.)
No, sir! He couldn't have, sir!
Your orders were classified, sir!

Frix and Frax GAIN INTO PAN behind Toad Air Marshall, Frix now carrying the new medal. They keep trying to get close enough to pin it on him, but keep getting knocked back by his swagger stick, which he swings with each stride.

FRAX
Transmitted by top-secret code, sir!

FRIX
Unless the mammals cracked the code.

TOAD AIR MARSHALL
Quiet!

Toad Air Marshall STOPS at the end of a corridor, which dead-ends at a door. Frix and Frax "BRAKE" to stop short. We SEE a TV on a shelf high in the corner, its screen blank. Komplex appears to have "left."

TOAD AIR MARSHALL (CONT.)

(as if he'd just thought of it)

Unless...the mammals cracked the code!

The TV in the corner abruptly LIGHTS UP with Komplex's angry face. Frix and Frax are so startled they jump several feet off the floor, then CRASH O.S. Toad Air Marshall starts, looking like he's going to have a heart attack, as:

KOMPLEX

Of course they have! Which is why I want that meddling mammal crushed -- utterly -- once and for all!

TOAD AIR MARSHALL

Y-Y-Y-Y-Yessir!

Komplex abruptly VANISHES and the screen CUTS TO BLACK. Toad Air Marshall turns away, breathing hard. Frix and Frax rise INTO SHOT, tentatively. They give Toad Air Marshall wan smiles as Frix holds out the medal toward him:

FRIX

It's not so bad, sir!

FRAX

No, sir you still have the matter-transmutor, sir!

PUSH IN on TOAD AIR MARSHALL as his eyes widen in realization, then they narrow to evil slits as his expression darkens. His anger builds during:

TOAD AIR MARSHALL

Yes...yes! And I'm going to use it, too...

Now he's so furious he's red (or green) in the face gripping his swagger stick in both hands, so tightly it SNAPS as:

TOAD AIR MARSHALL (CONT.)

...to break that stinking hairball for good! This time, Bucky O'Hare is doomed!

FADE OUT

END ACT TWO

ACT THREE

FADE IN:

EXT. IN SPACE - SLUDGE - RE-ESTABLISHING

MAJOR BOTTLENOSE (V.O.)
Chin up, lads. You did your best...

INT. POOL / MONITORING STATION - CONTINUOUS

Bucky and Jenny and Willy (with spacesuits and helmets) bob in the water, conferring with Major Bottlenose. (NOTE: The Toad-TV monitors play MOS.)

MAJOR BOTTLENOSE (CONT.)
...to keep the matter-transmutor out of Toad hands.

BUCKY
(hard on himself)
Yeah, well, this time our best wasn't good enough...! We have to figure out how to stop them before they can use it!
(heavy sigh)
Any sign of Blinky, Major?

BOTTLENOSE
Sorry, Captain. We've been searching as you requested...

ANGLE - WILLY

floats in the water, looking around, fascinated.1

MAJOR BOTTLENOSE (CONT.)
...but your android is simply nowhere to be found!

Dexter swims INTO SCENE, very excited, seven out of eight tentacles gesticulating wildly. He carries another cassette from the cryptography computer.

DEXTER
Major Bottlenose, sir! You gotta see this! --

He floats to the playback-monitor and inserts the cassette.

DEXTER (CONT.)
-- It's the latest decoded transmission!

CLOSER - PLAYBACK MONITOR

Dexter reaches IN and punches the "PLAY" button. The MONITOR LIGHTS UP with a TTN STATION-I.D. CARD which immediately switches -- VIA AN ANIMATED "VIDEO-EFFECT" -- to KOMPLEX, whose visage FILLS THE SCREEN. During this:

(V.O.)	DEXTER (O.S.)	TOAD ANNOUNCER
	This could be the key to <u>stoppin'</u>	(under Dexter) You're watching TTN -
	Komplex once and for all!	The Toad Network!

KOMPLEX
Attention, Military Kommand: The
ancient legend is true! The
Creators in their prison-ship really
are... still alive!

INTERCUT INSERTS - BUCKY, JENNY, WILLY - REACTIONS

puzzled, uncomprehending.

KOMPLEX (CONT.)
My spies report them adrift over the
dark side of Toxus II. Find them
and destroy them at once!

NEW ANGLE

The monitor CUTS TO STATIC as Bucky turns to Major Bottlenose questioningly. Dexter is pulling another cassette from a row of tapes on a shelf near the playback-monitor.

BUCKY
"Creators"? What does that mean
Komplex tried to get rid of the
Toads who built him?

Dexter pops in the new tape.

DEXTER
It's all on this tape. Watch...

As Dexter punches the PLAY button, PUSH IN on the playback-monitor as it LIGHTS UP. At the bottom, we see a SUPER: TOAD HISTORY TAPE 33-A. HOLD the super onscreen over the MONTAGE of RAPIDLY-DISSOLVING IMAGES:

THREE white-coated TOAD TECHNICIANS (per Day #2 of the 3-parter) in their lab. (These are The Hooded Trio, but much younger and not recognizable). SEVERAL N.D. STORM TOADS ENTER and take them prisoner at gunpoint;

The three technicians' faces, now visible through a barred viewport in a small ship, wide-eyed with terror. WIDEN TO REVEAL a PRISON-SHIP (The Hooded Trio's ship as it originally appeared -- see Notes). It sits on a launch-pad on the Toad homeworld (100 years ago; Komplex has not yet reconfigured it). The prison-ship is LAUNCHED into space;

EXT. IN DEEP SPACE, where we see the prison ship floating aimlessly;

EXT. N.D. PLANET IN SPACE with the prison ship over it. Now the ship's flight is erratic as the orbit decays. PUSH IN as it spirals down and OFF!

HISTORY-TAPE VOICE

Toad History Tape 33-A: 100 years ago, Komplex ordered his first Storm Toads to capture the three technicians who had created him!

Komplex wanted to destroy The Creators, so they could never use their knowledge of his inner workings against him. But he was not yet powerful enough to override his in-built directive against harming The Creators. So, instead, he launched them into space aboard a prison-ship!

In their spacefaring imprisonment they would remain, drifting aimlessly for the rest of their lives!

Now the monitor shows INT. PRISON SHIP (see Notes), with the three "Creator" Toads lying on their chaises. A pipe on a bulkhead BURSTS, spraying white gas (same as that used in The Hooded Trio's weapons) over them. When the cloud dissipates, they are frozen stiff, icicles dripping from them.

BACKGROUND-TAPE VOICE (CONT.)

It was believed that the Creators had lived out their lives and that their ship had crashed. But an ancient legend claims there was a malfunction in the prison-ship's life-support systems. It "froze" the Creators into a state of suspended animation, and locked their instruments on auto-pilot. If this is so, the ship might still be adrift, somewhere in space!

INTERCUT - REACTIONS - BUCKY, JENNY, WILLY

BUCKY

(dawning)

So...if the Toads who put Komplex together are still alive...

WILLY
 ...they probably can tell us how to
take him apart! Aww-riiiight!

BUCKY
 That is, if we get to them before
 the Toads do!

WIPE TO:

EXT. SPACE - OVER DARK SIDE OF TOXUS II

HOLD a beat...then the Righteous Indignation POPS in from
 hyperspace (SFX)...

JENNY (V.O.)
 There it is!

INCLUDE THE CREATORS' SHIP, exactly as seen in the tape.

BUCKY (V.O.)
 The Creators' ship!

INT. BRIDGE - BUCKY, JENNY

Bucky crosses to Jenny, checks her instruments.

JENNY
 Bucky, sensors show three Toad-
 shapes aboard her.

BUCKY
 (confused)
 But no life-form readings?!

WILLY climbs up the access ladder INTO SCENE.

WILLY
 Maybe being frozen slowed down their
 bodies so much they don't register.

Bucky tugs on an ear dubiously.

BUCKY
 (troubled)
 Hmmm...Maybe...

JENNY
 (points thru viewport)
 Look!

INTERCUT INSERT - RIGHTEOUS INDIGNATION

The S.P.A.C.E. frigate INDEFATIGABLE POPS in from hyperspace
 (SFX), to come amidships of the Righteous Indignation!

JENNY (CONT.)(V.O.)
 -- the Indefatigable!

Bucky, Jenny, and Willy react, visibly relieved to hear:

DOGSTAR (V.O.)
 (via radio)
 Commander Dogstar to Righteous
 Indignation. Bucky, old chap, Major
 Bottlenose told us you were here.

Bucky moves back to his chair, flips a toggle there, as:

DOGSTAR (V.O.)(CONT.)
 If necess'ry, I trust two frigates
 will repel more Toads than one!

BUCKY
 That's good to know, Commander. I
 feel much more secure knowing you're
 protecting our haunches.
 (rises, starts for access
 ladder)
 Willy, you're the scientific genius.
 Wanna meet Komplex's "inventors"...?

WIPE TO:

INT. CREATORS' SHIP

exactly as seen in the background-tape. START ON The Toad
 Croaker, parked inside a docking bay inside an AIRLOCK...

BUCKY (O.S.)
 I don't get it.

...then PAN TO BUCKY, in space suit with helmet, and WILLY,
 in Bruce's spacesuit with helmet -- peering down at the
 frozen Creators. Icicles drip from the life-support
 equipment, as well as the ship's instruments, in b.g.

BUCKY (CONT.)
 If these Toads are frozen...
 (pointing)
 ...and those are icicles...why isn't
 it freezing cold in here?

WILLY
 Hmm...I don't buy this, either.

Willy grabs the arm of one of the "Creators", shakes it.

WILLY (CONT.)
 Hey! You, in there! Wake up!
 (beat)
 Well, they're sure not frozen. This
 arm doesn't even feel --

(breaks off as:)

Suddenly...the arm comes off in his hand (SFX: BATHROOM PLUNGER). Willy GASPS. Bucky reacts, ears straightening, as out of the hollow arm spills a pile of...

WILLY (CONT.)

Gravel?!

WILLY remains, transfixed, staring at the phoney arm in his hand as Bucky heads OFF toward the Croaker.

BUCKY

Those aren't Toads. Never were Toads.

WILLY

They're dummies! Yeah -- sensor-deceiving dummies!

Bucky leans back IN, grabs Willy by the arm, pulls him OFF.

BUCKY

We're the dummies -- for not smelling this hoax sooner!

TRACK WITH BUCKY AND WILLY

racing into the airlock, to the Croaker in the docking bay:

WILLY

Of course...! The matter-transmutor did all this!

BUCKY

Right! That message from Komplex was just a trick!

They climb aboard the Croaker.

WILLY

He knew we cracked the code -- he sent that message hoping we'd intercept it!

PUSH IN ON BUCKY, registering alarm at what he sees O.S.

BUCKY

(aghast; pointing)
So we'd be lured into a trap! Look!

WHAT HE SEES - POV THRU AIRLOCK - THE INDEFATIGABLE

GLOWING from within: the distinctive energy of the matter-transmutor! It TRANSFORMS into...a specially-modified Toad Kruiser! It has a BALL TURRET for the matter-transmutor!

WILLY (V.O.)
 Another disguise! The Indefatigable
 is really...a Toad Kruiser?!

INT. MATTER-TRANSMUTOR TURRET - TOAD AIR MARSHALL, FRIX,
 FRAX

Toad Air Marshall puts on the transmutor HELMET.

TOAD AIR MARSHALL
 (mimicking DOGSTAR)
 "I say, Bucky old chap"...
 (as TOAD AIR MARSHALL)
 ...you can't hear so well for
 somebody with such big ears!

A TOAD OFFICER appears in a hatch opening into the turret.
 Thru it, we can SEE TWO TOAD DOUBLE-BUBBLES in the b.g. --
 berthed in the belly of the Kruiser.

TOAD OFFICER
 Should I scramble the fighters, sir?

TOAD AIR MARSHALL
 Don't bother -- watch!

He FIRES the matter-transmutor on

THE RIGHTEOUS INDIGNATION

The beam lances INTO SHOT and strikes the aft engines...

INTERCUT - DEADEYE ON BRIDGE

DEADEYE
 Jenny! Raise the shields!

...and INSTANTLY TRANSFORMS them into...a giant ANCHOR which
 dangles limply from the back of the ship! It stops dead!

JENNY ON BRIDGE

reacts to sudden "POWERING-DOWN" SOUNDS, DIMMING LIGHTS.

JENNY
 Too late...! The engines are dead!

DEADEYE IN MASER TURRET

DEADEYE
 So's me cannons!

BACK TO TOAD AIR MARSHALL, FRIX AND FRAX

Frix and Frax react gleefully to their boss' "creativity".

FRIX
Direct hit! Congratulations, sir!

FRAX
They're totally disabled!

TOAD AIR MARSHALL
(amazed)
I...I think I'm...having fun!?

BUCKY AND WILLY IN PRISON-SHIP DOCKING BAY
As Bucky REVS UP the Croaker and ZOOMS OFF

BUCKY
C'mon, Willy -- it's up to us now!

BACK TO TOAD AIR MARSHALL, FRIX AND FRAX

Frix and Frax jockey for position, each wanting a turn:

FRAX / FRAX
Let me try, sir! / No, me! /
Pleeeeeeze?

TOAD AIR MARSHALL
(pushing them aside)
Quiet!

Toad Air Marshall looks OFF and reacts to:

INTERCUT INSERT - TOAD CROAKER - QUICK CUT

It's ZOOMING straight TOWARD CAMERA!

Toad Air Marshall FIRES the matter-transmutor OFF, toward

BUCKY AND WILLY ON TOAD CROAKER - TRACKING

them as they frantically dodge and weave to avoid a sustained BLAST from the O.S. matter-transmutor, which ZIPS THRU SHOT past them.

BUCKY
Hang on!

The beam misses them by scant inches, instead striking

THE RIGHTEOUS INDIGNATION

The beam stabs INTO SHOT and HITS the booster nacelle atop the tailfin (SFX)...INSTANTLY TRANSFORMING it into...a GIANT TOAD'S HEAD wearing a court jester's pointed cap!

INTERCUT - JENNY ON BRIDGE - SPINNING

to denote the ship spiralling out of control. Bruiser leans IN beside her, clutching onto her chair for dear life...but ecstatic nevertheless:

BRUISER

Blinky! Izzat really you, buddy?

BLINKY

Query: What is strange weapon fired by Kruiser?

JENNY

It's called a matter-transmutor!

BLINKY

Matter-transmutor? Excellent.

KRUISER, CROAKER

Again, Toad Air Marshall FIRES on the Croaker -- and this time he HITS...TRANSFORMING it into a wad of GELATINOUS GLOOP that immediately spreads out beneath them! TIGHTEN ON BUCKY AND WILLY struggling to hang on...but they can't! They go tumbling OFF into space...

BUCKY / WILLY

(trailing cries)

...as the quivering mass drifts away! FOLLOW it as it SMACKS against the side of the drifting Righteous Indignation and sticks there!

INT. MATTER-TRANSMUTOR TURRET - FAVORING VIEWPORT

The Righteous Indignation VISIBLE thru it -- a sitting duck!

TOAD AIR MARSHALL

Now...my fondest dream comes true

Suddenly, The Hooded Trio's ship APPEARS in a corner of the viewport!

TOAD AIR MARSHALL (CONT.)

--the Righteous Indignation is des--
eh?

INCLUDE FRIX AND FRIX, anticking beside him, as he swivels to face The Hooded Trio's ship, which banks and zooms TOWARD CAMERA, straight for the matter-transmutor turret!

FRIX

That ship --

FRAX
 she's heading straight for us --
 gonna hit...!

WIDE ANGLE

The Hooded Trio's ship bears down on the Kruiser. Toad Air Marshall FIRES on it (SFX). The force-field around The Hooded Trio's ship effortlessly REPELS the matter-transmutor's fire!

INTERCUT - BLINKY, HOODED TRIO

The Hooded Trio stare out at the "onrushing" Kruiser. The viewport FILLS with BRIGHT LIGHT as the transmutor beam strikes the force-field outside...without effect!

HOPKINS
 The force-field -- it's holding!

BLINKY
 Quite so. Weapon affects matter.
 Force-field is energy. Weapon
 useless on energy, yes?

BACK TO TOAD AIR MARSHALL, FRIX AND FRAX

panicking as the oncoming Hooded Trio's ship FILLS THE VIEWPORT.

FRIX
 It's not working!

TOAD AIR MARSHALL
 (turns to flee)
 Run, you wart-brains! Run! --

THE KRUISER

The Hooded Trio's ship zooms IN and RAMS into it, FLATTENING the turret against the fuselage with a CRUNCH (CAMERA SHAKE)!

TOAD AIR MARSHALL (CONT.)(V.O.)
 -- The Kruiser will depressurize!

INT. HOODED TRIO'S SHIP - QUICK CUT - CAMERA SHAKING

The Hooded Trio are hurled onto their recliner-chairs (SFX).

INT. HOODED TRIO'S SHIP - BLINKY - CAMERA SHAKING

Blinky spontaneously "unplugs" from the "dashboard" with a BATHROOM-PLUNGER SOUND.

ON KRUISER - PANNING

TO FOLLOW as it is knocked backward by the impact, then HOLD a beat as it stops...to establish that the collision has gouged a hole in the outer wall. Now, a ROARING WHOOSH of air as the Kruiser DEPRESSURIZES! The matter-transmutor -- helmet dangling by its wires -- is SUCKED OUT thru the hole and goes tumbling into space!

INT. KRUISER - TRACKING TOAD AIR MARSHALL, FRIX, FRAX

RUNNING as objects are SUCKED OUT of the Kruiser, WHOOSHING past them in the opposite direction: mostly, TV screens!

TOAD AIR MARSHALL / FRIX / FRAX
(panicky cries)

INT. HOODED TRIO'S SHIP - BLINKY

reaches up to the "dash" and pulls two switches, one labelled FORCE-FIELD, the other, AIRLOCK.

ANGLE IN SPACE NEARBY - ON BUCKY AND WILLY

Tumbling end over end in free-fall. The matter-transmutor drifts THRU SHOT toward them. Willy and Bucky reach out to grab it. It looks more than a collision than a catch, then Willy and Bucky hug the machine as they float on. Suddenly, Blinky's arms TELESCOPE INTO SHOT, grabbing Bucky and Willy!

EXT. KRUISER - FORE - WITH HOODED TRIO'S SHIP IMBEDDED

Blinky now stands in the open docking bay of the Hooded Trio's ship, his arms TELESCOPING OFF. ON THE CUT, he retracts his arms and reels IN the matter-transmutor, with Bucky and Willy "aboard," INTO the docking bay. The door closes an Willy pulls off his mask.

WILLY / BUCKY

Blinky!!

Willy and Bucky jump off the matter-transmutor and Willy grabs the matter-transmutor helmet and puts it on as Blinky points OFF:

BLINKY

Calamity and woe! Toad Croaker
destroyed, Righteous Indignation
crippled!

WILLY

Relax.

(steps up to matter-
transmutor)

Just give me a minute to figure this
thing out!

INTERCUT KRUISER - AFT - ANGLE ON WIDE BOMB BAY DOORS

in its belly. They OPEN, and wave after wave of TOAD DOUBLE-BUBBLES -- SIX in all (#5 - #10) -- ZOOM out and OFF in pairs -- a new pair each time we come back to this.

INT. RIGHTEOUS INDIGNATION - DEADEYE

looks on helplessly as the double-bubbles rocket toward him. His hands are on the grips but he manipulate the controls without effect.

DEADEYE

Arrr! Without power me guns are
useless! Guess this is it, Jenny me
lass!

WILLY, BUCKY, BLINKY IN HOODED TRIO DOCKING BAY

Willy swings the matter-transmutor up and OFF, and FIRES on

WILLY

Only one chance--to change the
Righteous Indignation back!

THE RIGHTEOUS INDIGNATION - SOME DISTANCE AWAY

and INSTANTLY TRANSFORMS it back to normal! The gloop stuck to the side of it COALESCES into the Toad Croaker, which drifts alongside!

JENNY / DEADEYE / BRUISER (V.O.)

(ad-lib cheers)

DEADEYE IN MASER TURRET

His cannons WHINE to life as he swivels to aim at the o.s. Double-Bubbles #5 and #6, FIRES!

DEADEYE

Arr! Now that's more like it!

TARCKING DOUBLE-BUBBLE #5, DOUBLE-BUBBLE #6

as they arc up and loop back, about to fire down at the Righteous Indignation. But Deadeye's MASER-FIRE sizzles up at them and SCORES! Both EXPLODE, each ejecting its twin escape pods! But Double-Bubbles #7 and #8 are right behind.

INTERCUT INSERTS - RIGHTEOUS INDIGNATION

racked by INCOMING FIRE glancing off its shields!

BUCKY

They're still taking a beating!

WILLY

Wait -- Toxus II is uninhabited,
right? I have an idea...

Willy swings the matter-transmutor DOWN and FIRES at
TOXUS II

...and TRANSFORMS the entire planet into A GIGANTIC
BETELGEUSIAN BABOON, ARMS RAISED AS IF IN BERSERK MODE!

QUICK CUT WILLY

working the matter-transmutor, finishing off his "creation."
The matter-transmutor has begun to SMOKE and SPARK.

ON DOUBLE-BUBBLE #7 - FRIX AND FRAX

visible in the bubbles as it turns sharply and speeds OFF.

ON DOUBLE-BUBBLE #8 - TOAD AIR MARSHALL AND TOAD TECHIE

inside. It does likewise. WIDEN TO INCLUDE Double-Bubbles
#9 and #10 as they, too, turn and flee. Over all the above:

TOADS IN DOUBLE-BUBBLES (V.O.)

A giant berserker-baboon! / Biggest
I ever saw! / Mayday! Mayday! /
Letsgeddowdahere!

QUICK CUT - HOODED TRIO ABOARD THEIR SHIP

They have only just now gotten to their feet again. And all
three faint dead away, falling OFF, when they see the baboon!

INTERCUT INSERTS - RIGHTEOUS INDIGNATION

The Croaker platform is DOWN, and Bruiser -- now in spacesuit
and helmet -- leaps out onto the Croaker, still drifting
alongside. He REVS it up and starts piloting it back inside.

BACK TO WILLY, BUCKY, BLINKY

Willy takes off the helmet. The matter-transmutor has BURST
INTO FLAME! Bucky reacts, pushes Willy out of the way.
They fall O.S. as Blinky backs O.S. in the other direction...

BUCKY

Get down!

The matter transmutor EXPLODES into a shower of flaming,
smoking parts, many of which fly OFF into space! A
beat...then WIDEN TO INCLUDE Bucky, Willy and Blinky...

BUCKY

What happened?

Dialogue
45. Revised
1/24/73

WILLY
I dunno...it just... overheated.

BUCKY
(wry grin)
Well, as long as it's out of the
Toads' hands!

"Well my guess is
That there was an
upper limit to how big
a thing it
DISSOLVE TO: could
transmute + a planet
was beyond that limit.
It blew its transisters."

ESTABLISHING SHOT - ORWELL - LATER

INT. SNACK BAR ON ORWELL

The Hooded Trio and the crew finish meals. Deadeye eats four
hamburgers, one in each hand.

JENNY
I still can't believe it. The
legend was true, after all.

HOPKINS
Yes...ever since a meteor-shower
jostled us awake, we've been trying
to find our way to Genus.

CROAKLEY
To be safe from Komplex.

ANGLE - BUCKY

BUCKY
About Komplex...you've got to tell
us--what is the secret of
dismantling him?

THE CREATOR TOADS

CROAKLEY
Dismantle him?

The others lean IN from all sides, hanging on every word.

WARTIMER
Dismantle him?!? If we knew how to
do that, you think we'da let him us
send us into space? Sheesh!

Now the crew almost faints...

INDIGNATION CREW
(groans)

FADE OUT

END