

DEFENDERS OF THE EARTH

**"AUDIE AND TWEAK"**

(MP#900-38)

(SCRIPT)

Written by:  
David Wise  
5/2/86

**APPROVED**

MARVEL PRODUCTIONS, LTD.  
KING FEATURES ENTERTAINMENT, INC.

DEFENDERS OF THE EARTH  
"Audie and Tweak"  
(MP#900-38)

CAST LIST

FLASH  
MANDRAKE  
LOTHAR  
PHANTOM  
RICK  
L.J.  
JEDDA  
KSHIN  
DYNAX X  
MING  
OCTON

AUDIE - a frail, skinny, ten-year-old boy with thick glasses and ill-fitting clothes. He is bitter about being a young genius who is considered a freak by others his age.

TWEAK - Audie's only friend; a homemade robot with a lively personality. A young Peter Scolari voice.

TYCOS - an evil super-computer, with a deep, metallic basso voice

ANDY - another boy Kshin's age; makes fun of Audie

GENERAL  
SENATOR  
RADARMAN  
CONDUCTOR  
SELLER 1  
SELLER 2  
METALLIC VOICES - several machines in Audie's home that talk  
in **synch** for one line  
ROBOT HEAD  
FROST PERSON

"Audie and Tweak"  
(MP#900-38)

ACT ONE

FADE IN:

INT. NORTH AMERICA DEFENSE STATION

--with banks upon banks of controls, all manned and facing giant screens displaying maps and computer readouts, detailing data on the entire continent. (This should look something like NORAD, only more futuristic.)

CLOSER - TWO MEN

A GENERAL and a well-dressed SENATOR stand in front of a huge computer-module, its lights blinking tranquilly.

GENERAL

Our XB1 series of computers  
controls all defense systems...

FOLLOW as they walk over to one of the control-banks, at which sits a RADARMAN.

GENERAL (CONT)

Should anyone launch an attack  
from anywhere in the galaxy --  
we'll be alerted --

Suddenly every KLAXON in the room goes off and lights start flashing like crazy!

SENATOR

What is happening, General?

CLOSER - THE RADARMAN

He points up at the main screens.

RADARMAN

We are under attack, sir!

WIDE - THE MAIN SCREENS

displaying maps of various sectors of North America, toward which literally hundreds of dotted lines representing incoming missiles are headed!

THE SENATOR, THE GENERAL, AND THE RADARMAN

GENERAL

It's not possible! Those missiles  
are right on TOP of us!

SENATOR

They're gonna hit -- !!

WIDE - THE SCREENS

The hundreds of dotted lines all reach their targets on the map  
-- and then start veering off!

CLOSE - THE GENERAL

cocking an eyebrow angrily.

GENERAL

The missiles are veering off!

RESUME - THE SCREENS

The dotted lines continue -- in utterly crazy directions: up,  
down sideways, zigzags, and loop-de-loops!

ANGLE - THE THREE MEN

SENATOR

General, will you please explain  
what happened!

The KLAXONS DIE DOWN, and in their wake we hear a series of  
weird BLEEPs, SQUONKS, and WHIZZES, like an electronic version  
of Jack Benny's old Maxwell. PAN as all three look off in the  
direction of the SOUND, toward:

THE COMPUTER MODULE

--its lights flashing wildly, BLEEPING and SQUEALING!

GENERAL (VO)

The XBI ran amok! The missile  
attack took place only in the  
computer!

FLIP TO:

EXT. SCHOOL STEPS - DAY

--where AUDIE, a boy of ten, is doing math on a pocket computer,  
his notebook open. Audie is frail and skinny, with thick  
glasses and ill-fitting clothes. After a moment he looks off.

PAN to KSHIN, ANDY, and a girl at a volleyball net. Kshin tosses the ball to Andy.

ANDY  
Aw, we can play with three!

KSHIN  
But it's more fun with four!

LONGSHOT- AUDIE

Seeing he's been seen, his head darts down to his books.

KSHIN (VO)  
Let's ask that guy to play with us.

RESUME - THE THREE KIDS

ANDY  
(laughs nastily)  
We don't wanna play with a dork like Audie!

CLOSE - KSHIN

as he angrily swipes the ball back and EXITS:

KSHIN  
Yeah? Maybe I don't wanna play with YOU either!

WIDE - SCHOOLYARD GATE

—where we see RICK, JEDDA, and L.J. They run over to Kshin, who tosses the ball to L.J.

KSHIN  
Hey, Rick, do you know that kid over there?

As he speaks PAN AWAY to Audie, on the school steps, past the playground's chain-link fence.

KSHIN (CONT-VO)  
I've never seen him in class.

RICK, L.J., KSHIN, AND JEDDA

RICK  
That's Audie Barret.

JEDDA

Believe it or not, he's a grade  
ahead of us!

KSHIN

But -- he's my age!

L.J.

Yeah. He's one of those child  
geniuses.

JEDDA

Audie is incredibly brilliant.

CLOSE - KSHIN

looking off at Audie.

KSHIN

He looks kinda -- lonely. I want  
to ask him to play!

WIDE - AUDIE

seen through the chain-link fence, looking up in alarm.

RICK (VO)

Hey! Audie! You wanna bop the  
ball around with us?

Audie clumsily shuffles all his books together and starts  
stumbling away, shouting angrily:

AUDIE

No! Leave me alone!

ANGLE - THE YOUNG DEFENDERS

looking to one another in astonishment.

L.J.

Well, what's his problem?

WIDE - STREET NEAR THE SCHOOL

Audie runs IN from behind us, scrambling away. PAN to the

neLWAY corner of a building -- as a very strange creature pokes its "head" around the corner, looking off after the boy: TWEAK, a small, canister robot with big blue eyes, who looks like he was jerry-rigged out of junked kitchen appliances. At the moment we cannot tell whether his intentions are good or evil, as he rolls around the corner and heads off down the street, following Audie...

DISSOLVE TO:

EXT. WALL STREET - ESTABLISHING - DAY

PUSHING IN on the columned facade of the Stock Exchange.

INT. STOCK EXCHANGE - ANGLE ON TWO SELLERS

seated at their computer screens, reacting in shock.

SELLER #1

Huh?! The market just went down  
four hundred points!

SELLER #2

No -- it just went up six hundred  
points!

ANGLE - BIG BOARD

The grid of lights starts forming bizarre geometrical patterns, like a Times Square advertising sign.

RESUME - THE SELLERS

looking frantically between their screens and the board.

ANGLE - THE BIG BOARD

as the lights start EXPLODING like a Fourth of July display of fireworks! PULL BACK to reveal this as seen on the viewscreen in Ming's throne room.

MING (VO)

(low, pleased CHUCKLE)

Soon, this entire wretched planet  
will be brought to a standstill!

PULL BACK further to reveal MING himself, seated on his throne with OCTON at his side, regarding the viewscreen.

MING (CONT)

TYCOS!

The image of Wall Street SHIMMERS away, revealing a bizarre, incredibly evil, computer-imaged face: TYCOS.

TYCOS  
(deep, metallic basso)  
Yes, mighty Ming --

MING  
What confusion shall we create  
next?

CLOSE - OCTON

whose lights flicker almost angrily.

ANGLE - TYCOS' FACE ON THE SCREEN

TYCOS  
There is much yet to be done --  
computers whose data banks I have  
yet to destroy --

The screen goes blank.

ANGLE - MING AND OCTON

MING  
Tycos is magnificent!

OCTON (VO)  
May I remind you, Sire, that I  
designed Tycos for you?

TIGHT - MING

MING  
And may I remind you, Octon, I  
designed you?

RESUME - OCTON

OCTON (VO)  
Tycos will NOT be able to bring  
the world to a standstill as you  
wish, Sire.

WIDER - TO INCLUDE MING

as he whirls toward Octon furiously.

MING  
You know full well what its real  
purpose is --



PUSH IN on Ming as he says:

MING

Tycos is the ultimate trap: a machine designed by a machine -- completely devoid of human flaws. With it I shall destroy the accursed Defenders of the Earth!

DISSOLVE TO:

EXT. COUNTRYSIDE - DAY

through which runs a set of train tracks. As we watch, a sleek, futuristic bullet train streaks toward us.

CONDUCTOR (VO)

Train 27 out of control and gaining speed -- I can't stop her!

The train ROARS past! HOLD, then PAN up to the sky, where we see in the distance...Terry!

CLOSER - TERRY - FOLLOWING

Through the cockpit glass can be seen FLASH GORDON, THE PHANTOM, and LOTHAR.

HIGH MOVING DOWNSHOT - THE TRAIN

FLASH (VO)

That bullet train's heading into Central City a hundred miles an hour too fast!

LOTHAR (VO)

It'll jump the tracks!

CLOSE - THE PHANTOM - FOLLOWING

as Terry gains IN, flying directly over the front compartment. Lothar and the Phantom leap out of the belly hatch, landing on top of the train.

CLOSE - THE PHANTOM - MOVING

PHANTOM

By Jungle Law, the Ghost Who Walks calls upon the power of ten tigers!

As the image of multiple tigers FLASH into his body, PULL OUT as the Phantom bends down and, digging his fingertips into a seam in the train's hull, literally RIPS the roof open! He and Lothar drop down inside the train.

REAR OF THE TRAIN - FOLLOWING

as Terry closes in on it.

FLASH IN THE COCKPIT

He stabs a button on the panel in front of him.

RESUME EXT. FOLLOWING TERRY AND THE TRAIN

as a three-pronged hook on a cable FIRES out of Terry's nose and PLOWS straight into the rear bumper, hooking it.

INT. CONDUCTOR'S CABIN - LOTHAR, THE PHANTOM, AND CONDUCTOR

CONDUCTOR

The computer won't respond! It's overriding the manual controls!

PUSH IN on Lothar as he hefts up a fire extinguisher --

LOTHAR

Then we will override the computer!

-- and SMASHES it through the main control plate!

EXT. REAR OF TRAIN - FOLLOWING

Connect to the rear bumper by a cable, it almost looks as if the train's towing Terry.

FLASH (VO)

Reverse thrust!

Terry's engines suddenly WHINE as it moves backward, jerking the cable taut with a SCREECHING OF METAL WHEELS!

INT. CONDUCTOR'S CABIN

Lothar was pulled two huge clumps of broken wires out of the control panel. They SPARK as he jams them together.

LOTHAR

You've got your brakes back!

The conductor pulls down a slider-control on the wall.

EXT. TRAIN - FOLLOWING

Its wheels SCREAM as it slowly comes to a halt!

DISSOLVE TO:

EXT JUNKYARD - EVENING

Audie ENTERS from behind CAMERA, carrying his books, and heads off inside a large, rickety shack in the distance. PAN AWAY to the corner of a nearby building, as the mysterious robot Tweak peeks out around the corner, then heads OFF in the direction of the shack.

INT. SHACK

A junkyard wonderland, filled with mechanical gadgets, test-tubes, computer screens...and a single bed. Audie ENTERS, throws his books on the bed. All the robotic heads, computer screens, and mechanical gizmos on the worktables speak in unison, in various METALLIC VOICES.

METALLIC VOICES

Welcome home, Audie!

Audie walks over to a table cluttered with beakers, tubes, and mechanical gadgets.

CLOSE - A BEAKER AND A BUNSEN BURNER

A mechanical hand pivots IN toward the burner, aiming its index finger, which flips down, producing a lighted flame which fires up the burner.

ANGLE - THE DOOR

It CREAKS open -- and Tweak sticks his head in.

CLOSE - AUDIE

looking up from the microscope.

AUDIE

Oh, hi, Tweak.

RESUME - TWEAK AT THE DOOR

Tweak SPEAKS in a mechanical voice -- not stilted, but rather acid and sharp:

TWEAK

May I come in, Your Highness?

WIDE - THE ROOM

Audie's gaze returns to the microscope as Tweak ENTERS.

TWEAK (CONT)

Bad enough I have to hang around  
while you go to school!

CLOSE - AUDIE

as Tweak rolls IN at his side. Audie continues looking into the microscope.

TWEAK (CONT)

But you won't even let me walk  
home with you!

AUDIE

You don't walk, Tweak. You roll.

TWEAK

Don't get technical with me!  
That's not the point --

Audie suddenly looks up from the microscope angrily.

AUDIE

That is the point! I'm ten  
years-old and I'm in the senior  
class! The kids at school think  
I'm a freak!

ANGLE - TWEAK

AUDIE (CONT-VO)

What would they say if they knew  
that I built my best friend?

Tweak gazes downward.

TWEAK

Am I really your best friend,  
Audie?

TWO - TWEAK AND AUDIE

AUDIE

You know you are, Tweak...

TWEAK

Then listen to some friendly advice!

Tweak grabs Audie's shirtfront, shaking him.

TWEAK (CONT)

You shoulda played with those kids today! You gotta make friends!

He whirls and grabs a robot head off the table.

TWEAK (CONT)

And I don't mean make then like this!

ROBOT HEAD

Welcome home, Audie!

Tweak sends the head CLATTERING to the floor.

TWEAK

I mean you gotta meet some people! Real people like you!

CLOSE - AUDIE

AUDIE

(sadly)

That's just it! There isn't anybody like me, Tweak. Maybe I am a freak.

DISSOLVE TO:

DYNAK X'S FACE

speaking directly into CAMERA.

DYNAK X

Computers all over the world are being disrupted by an unknown transmission force.

WIDE - DYNAK X ROOM

Flash, MANDRAKE, the Phantom and Lothar are facing the giant computer's main screen.

MANDRAKE

We are going to spread ourselves rather thin trying to stop all of these disasters!

PHANTOM

We must strike at the heart of  
the problem.

ANGLE - DYNAX X

DYNAX X

The strongest readings are coming  
from the Rocky Mountains--  
(BEAT)

One moment. One moment.

Suddenly, her face starts warping and distorting!

DYNAX X (CONT)

(voice speeded up)

Oh, the mountains, oh the sea,  
crimson, sometimes like fire, and  
the glorious sunsets and the  
figtrees in the Alameda gardens...

REACTION - THE DEFENDERS

FLASH

Dynak! What are you talking  
about?!

MANDRAKE

It appears our Dynak has fallen  
prey to this computer demon as  
well.

DYNAX X (VO)

--and pink and blue and yellow  
houses, and yes, I said, yes I  
will...!

CLOSE - DYNAX X

She warps into nothingness and her VOICE SLOWS to a stop.

DYNAX X (CONT)

...yesss...!

HOLD on the silent blackness of the screen for a moment. Then,  
the hideous, leering, computer-generated face of Tycos appears.

TYCOS

Dynak is right, you know -- I am  
in the mountains! Come and get  
me -- if you dare!

The screen goes dark once more.

TIGHT - FLASH

--his eyes narrowing with determination.

FLASH  
You bet we will -- whoever you  
are!

FLIP TO:

INT. AUDIE'S ROOM - NIGHT

Audie, still at his microscope, looks up at the SOUND of a KNOCK at the door.

KSHIN (VO)  
(muffled)  
Anybody there? It's me, Kshin!

Tweak elbows Audie.

TWEAK  
Let him in, meathead! Now's your  
chance to make friends!

AUDIE  
(hisses)  
No!

TWEAK  
Well, if you won't I will!

PUSH IN on Audie's angered reaction as Tweak rolls OFF.

AUDIE  
Tweak -- stop!

ANGLE - TWEAK BY THE DOOR

freezing in mid-motion as he's about to open it. His entire body quivers as he strains to keep moving.

TWEAK  
(struggling)  
Audie -- let me -- open it!

CLOSE - AUDIE

AUDIE  
No!

CLOSE - TWEAK

still frozen with his arm reaching for the door.

TWEAK

If you don't, I swear I'll never  
speak to you again!

CLOSE - AUDIE

A long, worried look. Then:

AUDIE

All right.

WIDE - THE DOOR

Tweak unfreezes and lurches into the door, throwing it open,  
revealing Kshin looking inside with dismay.

KSHIN

Uh...hi!

PULL OUT as Audie ENTERS.

AUDIE

What do you want?

KSHIN

I -- I dunno. I just wanted to  
meet you!

AUDIE

Why?

KSHIN

I'd heard a lot of great things  
about you, and --

CLOSE - AUDIE

AUDIE

About -- me?

WIDE - THE ROOM

KSHIN

Uh-huh. This is some place you  
got here! Where are your folks?

CLOSE - AUDIE

He looks down.



AUDIE  
They're -- gone.

TWO - AUDIE AND KSHIN

KSHIN  
No kidding -- so're mine!

AUDIE  
Really? It's a drag, isn't it.

Kshin starts poking through the junk on one of the tables.

KSHIN  
I guess. But the guy who takes  
care of me's cool. He's Mandrake  
--

Suddenly Tweak ZIPS IN.

TWEAK  
The Magician?! One of the  
Defenders? Wowie zowie!  
(re: Audie)  
If I hadn't been hangin' around  
him so long I mighta met you  
sooner!

REACTION - AUDIE

AUDIE  
That's enough, Tweak!

RESUME - TWEAK AND KSHIN

Tweak takes Kshin's arm to pull him aside.

TWEAK  
See, Audie's got this notion that  
nobody'll ever like him --

TIGHT - AUDIE

His eyes burn with rage as he growls:

AUDIE  
Tweak, I said, "Enough!"

RESUME - TWEAK AND KSHIN

TWEAK

I've been trying to find him a  
human friend --  
(suddenly MUFFLED, as  
if gagged)

KSHIN

Why's he doing that?

WIDER - TO INCLUDE AUDIE

AUDIE

Because he's programmed not to  
disobey my orders!

Kshin backs away from Tweak.

KSHIN

Hey, look, I didn't come here to  
bust up any friendships...

ANGLE - DOOR

AUDIE

That's right! And you won't!  
'Cause you're leaving -- now!

Kshin backs outside, regarding Audie in silent dismay.

DISSOLVE TO:

EXT. THE BUNKER - THE DEFENDERS

Dwarfed by the structure's incredible size, they stand before  
the bunker's single, closed door, which slides open with a  
SCRAPING SOUND, revealing darkness inside.

TYCOS (VO)

Come in, Defenders. I am waiting  
for you!

FLASH

This is a trap...

The Phantom pulls out his hand-communicator.

PHANTOM

I'll let you know what I find.

The Phantom walks inside, vanishing into the darkness. And  
then, the door slides shut with a HEAVY THUD.

ANGLE - FLASH, MANDRAKE, AND LOTHAR

listening tensely.

PHANTOM (VO)  
(radio filter  
throughout)  
I can't see much yet -- wait --  
there's a light ahead...

CLOSE - A COMMUNICATOR IN FLASH'S HAND

PHANTOM (CONT-VO)  
I'm coming up on a room -- it's  
huge and --  
(suddenly strained)  
What's -- happening to me?! I  
can't -- !! Can't --!!  
(a strangled SCREAM)

REACTION - THE DEFENDERS

They look at each other, stunned-- then as one look up at...

THE DOOR

--which opens once more, revealing only darkness.

TYCOS (VO)  
Next...!

END OF ACT ONE

FADE OUT:

ACT TWO

FADE IN:

EXT. SCHOOL - DAY

Kids are exiting the school, among them Audie and Kshin.

KSHIN

Wow, school's been cancelled!

THE TWO - FOLLOWING

Audie walks, hands in pockets, not looking at Kshin.

AUDIE

Yeah. The computer's down.

KSHIN

I hear that everything with a  
microchip it it has gone nuts.  
Even pocket calculators!

CLOSER - KSHIN - FOLLOWING

KSHIN (CONT)

Look, Audie, I'm sorry if I caused  
any trouble last night.

RESUME - WIDE - FOLLOWING

AUDIE

Forget about it.

Suddenly Tweak ZIPS IN from around a corner.

TWEAK

Forget about it?!  
(to Kshin, re: Audie)  
He might be able to save the  
world, but no-o-o-o-o...!!

AUDIE

Tweak! You're pushing it!

CLOSE - TWEAK

TWEAK

Aw, fer cryin' out loud--!

He grabs his head in frustration as his VOICE becomes MUFFLED again.

CLOSE - KSHIN

KSHIN  
Y'know, for a friend you sure  
treat that little guy lousy!

A beat. He eyes suddenly widen.

KSHIN (CONT)  
Hey...!

WIDER - TO INCLUDE TWEAK

wheeling around, BANGING his head with his fists and making  
MUFFLED EXCLAMATIONS.

KSHIN (CONT)  
How come his brain is  
working...when everything else  
with a microchip in it has gone  
dead?!

CLOSER

Kshin grabs Audie's shoulder and jerks him around.

KSHIN (CONT)  
Don't you realize this is  
important?! Nothing's working!  
Except him!

TIGHT - AUDIE

KSHIN (CONT-VO)  
Why?!

AUDIE  
Because I made his circuits out  
of organic matter.

WIDER - TO INCLUDE KSHIN

KSHIN  
You mean...he has real brain cells  
in him?

AUDIE  
No, just circuits -- only they're  
made out of one-celled life forms.

KSHIN  
I don't understand.

AUDIE  
Whatever is destroying the  
computers affects normal silicon  
circuits...

ANGLE - TWEAK

--his hands on his hips, TAPPING one of his roller "feet"  
impatiently, making MUFFLED EXCLAMATIONS.

AUDIE (CONT-VO)  
--but his are made of, well--  
plankton!

PULL OUT as Kshin ENTERS excitedly.

KSHIN  
You gotta tell people about this!  
They need your help!

Tweak nods his head vigorously in agreement.

AUDIE  
Why should I want to help people?  
They think I'm a freak!

He turns away.

AUDIE (CONT-VO)  
Come on, Tweak!

WIDER

As Audie heads away. Tweak looks to Kshin and shrugs in  
exasperation, then follows Audie. PAN to Kshin in f.g.

KSHIN  
Well, I'm gonna tell the other  
Defenders about this...!!

DISSOLVE TO:

INT. THRONE ROOM - ICE STATION EARTH

Ming, with Octon at his side, faces Tycos on the main screen.

TYCOS  
The Defenders are here. I have  
already trapped the one known as  
the Phantom.

MING

Excellent! And the progress of  
your other work?

CLOSE - TYCO

TYCO

All circuitry in the Western  
hemisphere has been shut down,  
my lord Ming-- with one exception.

CLOSE - MING

cocking an eyebrow in surprise.

TYCOS (CONT-VO)

A small robot-- The nature of his  
circuits is unknown to me.

CLOSE - TYCOS

MING (VO)

Report back when you have added  
more Defenders to my collection!

The screen goes dark.

MING AND OCTON

OCTON (VO)

That robot poses a definite  
threat.

MING

One harmless robot against my  
Tycos? You must be joking, Octon!

DISSOLVE TO:

EXT. THE OPEN BUNKER DOOR - DAY

as Mandrake and Lothar approach Flash from either side.

MANDRAKE

We have searched everywhere!

LOTHAR

There's no possible way in except  
through the door.

CLOSER - THE THREE

Mandrake turns and heads for the open door.

MANDRAKE

I am going inside to see what happened to the Phantom. I will radio back to you.

The door closes as he goes inside. A moment later:

MANDRAKE (CONT-VO)

(radio filter)

Flash, can you hear me?

Flash pulls out his communicator.

FLASH

Yes, Mandrake. See anything?

MANDRAKE (VO)

I see the light Phantom mentioned. It seems to be leading into an enormous room!

FLASH

What's in it? Can you see anything?

MANDRAKE (VO)

I see nothing! No, wait! There, I...I see...the Phantom! Good lord -- !!

(choking)

Gas-- ! It's gas!

LOTHAR

Mandrake! Mandrake!

ANGLE - THE DOOR

It reopens.

TYCOS (VO)

I'm waiting for you -- Flash Gordon!

CLOSE - FLASH

FLASH

And you're gonna get more than you bargained for!

DISSOLVE TO:



INT. MONITOR LOUNGE

where Kshin faces Rick, Jedda and L.J.

KSHIN

We're gotta get Tweak-- he's the only one who can help us!

JEDDA

What are you talking about, Kshin?

L.J.

What's a Tweak?

CLOSE - KSHIN

KSHIN

He's a little robot!

RICK (VO)

If Dynak is down, how's a little robot gonna help?

KSHIN

Whatever it is that fouled up all the machines...

CLOSE ON RICK

He reacts, surprised..

KSHIN (CONT-VO)

--it didn't foul up Tweak! He's immune to it!

RICK

You saw a robot...and it's still working?!

RESUME - WIDE

JEDDA

But will he help us?

KSHIN

Tweak wants to help, I know!

CLOSE - KSHIN

PUSHING IN on his worried expression.

KSHIN (CONT)  
It's Audie that's gonna be the  
problem!

FLIP TO:

EXT. THE BUNKER - TERRY

as Flash emerges, wearing a bubble helmet and oxygen-pak, and  
walks over to Lothar.

FLASH  
This oxygen helmet should keep  
me safe from the gas, but listen,  
Lothar--?

CLOSE - LOTHAR

FLASH (CONT-VO)  
If anything happens to me, go back  
to Monitor for all the explosives  
you can carry...!

WIDE - THE BUNKER

FLASH (CONT)  
--and blow this place sky-high!

CLOSE - LOTHAR AND FLASH

LOTHAR  
But...

FLASH  
This thing must be stopped!

LOTHAR  
Take care, Flash!

He places a hand on Flash's shoulder. Flash claps him on the  
shoulder and turns away.

WIDE - THE DOORWAY

PUSHING IN with Flash as he strides inside.

WITHIN THE DARKNESS - FOLLOWING FLASH

as he walks. PAN AHEAD to light emerging from a doorway.

FLASH (VO)  
There's the light...

INT. A LARGE ROOM - CLOSE ON THE DOORWAY

As Flash emerges from the darkness, PAN AHEAD to the wide, empty room, where we see Mandrake and the Phantom, each frozen in mid-step with looks of horror on their faces!

WIDER - THE INCLUDE FLASH

He waves a hand in front of Mandrake's face.

FLASH  
(to self, with helmet  
echo)  
It's some kind of nerve gas--  
they're in suspended animation!

PAN AHEAD to another open doorway.

FLASH (CONT-VO)  
(to self)  
What's in there...?

INT. DARKENED ROOM

We can barely see the shadowy figure of Flash, entering and peering around.

WIDE

Suddenly, an enormous curving screen comes to life, displaying Tyco's electronic "face", leering down at Flash as his voice BOOMS out:

TYCOS  
Welcome, Flash Gordon!

WIDER

All that we can see in the darkened, cavernous room is the screen and the small figure of Flash.

TYCOS  
Please allow me to introduce  
myself. I am Tycos.

FLASH  
So you're the big brain behind  
all this...

TYCOS  
Ah, but a brain's no good--  
without arms and legs!

Suddenly the lights come up, revealing a room full of massive tubular databanks, like some enormous evil pipe-organ -- and also revealing Flash surrounded maintenance machines-- dozens of nonhumanoid robots with all manners of claws and tools protruding from their spiderlike limbs.

TYCOS  
These are my maintenance  
drones...!

CLOSER - FLASH

as the various machines WHIRR and move in around him.

TYCOS (CONT)  
--I've ordered them to dismantle  
a pesky little oxygen helmet!

FLASH  
I'd call off your drones, if I  
were you!

He whips out his blaster to fire--

ANOTHER ANGLE

--and one of the machines raises a rod with lightning speed, from which a white-hot beam FIRES, EXPLODING Flash's gun!

WIDER

The machines move in from all sides, clutching at him!

ANOTHER ANGLE

As one of the machine pins his shoulder, Flash kicks out with both feet, sending several of the drones CLATTERING to the floor.

CLOSE - TYCOS' FACE

smiling with evil pleasure.

TYCOS  
It is useless to resist, Flash  
Gordon! It's only a matter of  
time now....

CLOSE - FLASH

his arms pinned, as metal claws SCRATCH against the surface of his helmet.

TYCOS (CONT-VO)  
And that helmet of yours is so  
thin...!

A steel arm wheels in from behind, SHATTERING the helmet.  
Flash's eyes got wide as he GASPS for breath.

ANGLE - FLOOR

Flash drops IN, eyes wide, his arms frozen behind his back in  
their pinned position.

EXT. TERRY - LOTHAR

holding up a communicator.

LOTHAR  
Flash! Flash!  
(beat; lowers the com)  
He's gone too!

DISSOLVE TO:

EXT. JUNKYARD GATE

looking out from inside as Audie and Tweak approach. As they  
pass through, Rick, L.J. and Jedda and kshin step IN from either  
side, blocking their way.

KSHIN  
Audie, we've gotta talk to you!

AUDIE  
I don't want to talk to you or  
anybody else!

CLOSE - KSHIN

KSHIN  
You've gotta help us!

ANGLE - TWEAK AND AUDIE

TWEAK  
(explodes)  
Will ya LISTEN to them?!

AUDIE  
I don't want to hear it, Teak!

Teak's VOICE GOES MUFFLED once more and he throws himself to the  
ground, kicking and pounding in frustration!

WIDE - TO INCLUDE THE YOUNG DEFENDERS

JEDDA  
Audie, please! Hear us out...  
Please!

L.J.  
We need your help!

RICK  
Just listen to us! You could help  
save the world!

AUDIE  
Yeah!? And what's the world ever  
done for me?! Forget it!  
(turns and runs OFF)  
Come on, Tweak!

WIDE - AUDIE'S SHACK

Audie goes inside. Tweak follows, waving his fist in the air  
and directing a barrage of MUFFLED YELLS at him.

INT. THE SHACK - CLOSE ON THE DOOR

as Tweak ENTERS:

TWEAK  
(MUFFLED YELLS-- followed by a  
MUFFLED "uh-oh!" as he looks up)

WIDE - THE SHACK

Two FROST PEOPLE have grabbed Audie...and two more are heading  
toward Tweak!

FROST PERSON  
Just the robot we were looking  
for...!

As they grab up Tweak...

FADE OUT

END ACT TWO

ACT THREE

INT. - AUDIE'S SHACK

The four Frost People carry the struggling Audie and Tweak out the back door.

EXT. PAST THE JUNKYARD GATE

FOLLOWING Rick, Jedda, L.J., and Kshin as they walk away.

JEDDA

There must be some way to make Audie listen to reason!

L.J.

Yeah -- like knocking his selfish little block off!

RICK

Face it. That kid's hopeless!

CLOSE - KSHIN - FOLLOWING

KSHIN

No he isn't... He's just lonely.

WIDE - ALL

The kids stop and turn at the sound of ROCKETS.

WIDE - THE JUNKYARD

A Ming scoutship is heading skyward.

ANGLE - THE KIDS

observing this.

L.J.

What in the world...?!

JEDDA

Look!

RICK

One of Ming's ships!

WIDE - AUDIE'S SHACK

The kids run up to it.

KSHIN  
Audie! Tweak! Are you in there?!

INT. SHACK - CLOSE ON DOOR

as the four burst inside. PAN FAST to the empty room.

ANGLE - THE KIDS

RICK  
Ming must've figured out that  
Tweak is the only computer that  
isn't shut down!

L.J.  
Then -- he's kidnapped them!

DISSOLVE TO:

EXT. THE BUNKER - WIDE ON TERRY

By the main hatch sits a large number of plastic crates. FOLLOW  
as Lothar carries one over to the bunker and places it at the  
base of the wall.

RESUME - THE STACK OF CRATES

Lothar ENTERS, hefts up another one -- then stops, and sets the  
crate down and sits on the ground.

LOTHAR  
I can't do it...!

A moment later he stands.

LOTHAR (CONT)  
But if I don't blow up this  
bunker, the whole world will be  
destroyed!

FOLLOW as he picks up the crate and heads OFF.

DISSOLVE TO:

INT. MING'S THRONE ROOM

--where Ming and Octon now face Audie and Tweak, both firmly  
held by Frost Persons.



MING

So the genius who built a machine  
capable of withstanding Tycos'  
power...

CLOSE - AUDIE

looking at Ming with a combination of fear and rage.

MING (CONT-VO)

--is merely a little boy!

ANGLE - MING AND OCTON

MING (CONT)

Octon! I want to know why it is  
immune to Tycos' disruption! My  
greatest computer must have no  
more failures!

TIGHT - OCTON

OCTON (VO)

I am your greatest computer! I  
designed Tycos!

MING (VO)

And may I remind you that I could  
have Tycos shut you down -- like  
all the other computers in the  
world?

WIDE - ALL

MING (CONT)

Now take this toy robot and tear  
it apart piece by piece!

After a long moment, Octon moves toward Tweak.

OCTON (VO)

(sourly)

Very well, sire!

He clasps Tweak in his talon-like pincers, hoisting the little  
robot into the air.

TWEAK

Uh, couldn't I just draw you a  
schematic...?

CLOSE - AUDIE

on the verge of tears.

AUDIE

Tweak! No!! Please don't take  
him apart!!

ANGLE - MING

MING

(mock-sympathetic)  
Oh, poor little boy! Don't worry!  
His destruction will be quick!

CLOSE - AUDIE

tears running down his cheeks as Ming continues:

MING (CONT-VO)

And as he's only a machine, it  
will not be very painful!

INT. - MAINTENANCE ROOM

Octon ENTERS and sets Tweak on a worktable, muttering:

OCTON (VO)

Ming's loyalty shifts like the  
wind!

CLOSER - THE WORKTABLES

Octon raises one of his arms, and like a switchblade, a  
wicked-looking steel saw flicks from its tip.

OCTON (CONT-VO)

Ever since Tycos became  
operational, I have been ignored  
by Ming.

CLOSE - TWEAK

regarding the saw in panic as it draws nearer.

TWEAK

Uh, listen pal -- whaddaya say  
we make a little deal...!

WIDER - TO INCLUDE OCTON

OCTON (VO)

What do you mean?

TWEAK

It's obvious Tycos is stealing all your thunder! You said it yourself: You are being ignored!

CLOSER ON OCTON

OCTON (VO)

I was once Ming's favorite! And now, I've designed my own replacement!

TWEAK (VO)

That's for starters! Tycos can wipe you out -- Poof! You'll be history!

ANOTHER ANGLE

OCTON (VO)

What are you proposing, robot?

TWEAK

Suppose you don't take me apart! Suppose you let me go! I mean... just suppose!

PUSH IN on Octon as Tweak continues:

TWEAK (CONT-VO)

--and I'll eliminate your number one rival! I'll take care of Tycos faster than you can say...okay?!

A long pause while Octon thinks. Then:

CUT TO:

INT. CONTAINMENT CELL

where Audie sits alone, his head in his hands. He looks up as the door suddenly opens, revealing Tweak! Audie leaps up and runs over to him.

AUDIE

Tweak! What are you doing...?

TWEAK

Gettin' outta here -- wanna join me?

He grabs Audie's arm and yanks him OFF.

INT. CORRIDOR - FOLLOWING

as Audie and Tweak speed along.

TWEAK  
Just hope that tin ball Octon  
knows which doors to open!

At that moment, a closed door ahead of them slides open, and without breaking stride they run right through.

LOOKING DOWN THE HALLWAY AHEAD

PUSHING IN FAST to indicate the pair's approach.

TWEAK (CONT-VO)  
Now all we hafta worry about is  
--

The PUSH IN comes to a SCREECHING HALT as four ICE ROBOTS enter the corridor from either side of an intersection!

TWEAK (CONT-VO)  
-- Ice Robots!!

ANGLE - AUDIE AND TWEAK

regarding the advancing robots with horror.

TWEAK (CONT-VO)  
Well, Audie ol' buddy -- it's been  
swell knowin' ya!

THE ICE ROBOTS -- HEAD ON

raising their arms to clutch at us -- when suddenly they are struck by EXPLOSIVE rays from behind and tumble away to reveal Jedda and Kshin, blasters drawn!

WIDER - TO INCLUDE AUDIE AND TWEAK

as Jedda broadly gestures "come hither."

JEDDA  
Come on!

DISSOLVE TO:

EXT. SKY - FOLLOWING THE SKULLCOPTER

with Jedda at the controls.

TWEAK (VO)

They saved us, for heaven's sake!

INT. SKULLCOPTER - JEDDA, KSHIN, AUDIE AND TWEAK

AUDIE

They don't care about me! They  
just need your help!

Tweak turns away in disgust.

TWEAK

Aw, fer cryin' out loud! Turn me  
off -- I can't listen to this  
baloney anymore!

CLOSE - JEDDA

JEDDA

You know something, Audie?  
(sharply)  
For a genius, you're pretty  
stupid!

TWEAK

You can say that again!

WIDE - ALL

JEDDA

We want to be your friends, Audie!  
But you won't let us! You think  
you're so above everybody!

AUDIE

You mean -- you don't care that  
I'm so smart?

JEDDA

To tell you the truth, the way  
you act, I'm not even sure you are  
so smart!

AUDIE

I don't understand...

CLOSE - JEDDA

JEDDA

I mean I care about you, you  
jerk!!

CLOSE - AUDIE

AUDIE  
You really -- like me?

JEDDA AND KSHIN

JEDDA/KSHIN  
(they yell in unison)  
Yes we LIKE you -- stupidi!

CLOSE - AUDIE

He blinks in surprise.

AUDIE  
Okay. Let's be friends.

PAN to Tweak as he throws his arms in the air.

TWEAK  
Hurray!!!

DISSOLVE TO:

EXT. THE BUNKER - DAY

The plastic cartons are now all set around the entire circumference of its walls, evenly spaced. Lothar sets the last one in place and heads back toward Terry.

LOTHAR  
That's the last charge...

CLOSE - BY TERRY

He stoops, flipping up the lid of a box, revealing the controls of a wireless detonator.

LOTHAR (CONT)  
Now to detonate -- and blow this place to kingdom come.

CLOSER - LOTHAR

He reaches toward the box...

TIGHT - THE FIRING BUTTON

His fingertip quivers above it...

SLIGHTLY WIDER

Shutting his eyes, he stabs downward at the button -- then stops at the last possible instant as we hear a SQUEALING OF TIRES.

WIDER

Rick's van SKIDS in sideways to a stop directly alongside Lothar, and the kids, Audie, and Tweak rush out!

RICK  
Hold it, Lothar!

JEDDA  
Wait! Don't!

LOTHAR  
What are you all doing here?

RICK  
We won't be needing that, Lothar.

L.J.  
(re: Tweak)  
This little guy knows how to take  
out that computer!

As the kids and Tweak rush OFF toward the entrance, PUSH IN on Lothar's astonished reaction.

LOTHAR  
How'd you...?

RICK (VO)  
Octon told us!

LOTHAR  
(a triple take)  
Octon?!

CLOSE - AUDIE AND TWEAK - BY THE ENTRANCE

Audie crouches by the little robot.

AUDIE  
Ready, old buddy?

TWEAK  
I'll give you a shout as soon as  
I've shut off the gas!

He rolls forward, heading into the darkness.

FOLLOWING TWEAK

as he rolls through the darkness.

TWEAK  
(humming)  
Di-dee-dee dee-dum-dum...

He rolls through the featureless room, past the frozen figures of Mandrake and the Phantom.

WIDE - THE CENTRAL ROOM

empty now, except for the figure of Flash on the floor, and the face of Tycos on the big screen, his eyes closed as if asleep. PUSH IN on Tweak as he rolls IN.

CLOSE - A GAS VENT

protruding from the wall a yard off the floor, HISSING SOFTLY. PUSH IN on a red lever on top of the vent.

TWEAK (VO)  
There's the shut-off valve!

WIDER

Tweak rolls toward the vent.

TWEAK (CONT)  
La-di-di-dah-dah...

CLOSE - TYCOS' FACE

as its eyes suddenly pop open.

TWEAK (CONT-VO)  
Uh-oh!

TYCOS  
What are you doing here?

CLOSE - TWEAK BY THE GAS VENT

as he pulls the lever and the HISSING CEASES.

TWEAK  
I'm shutting off your gas. You forgot to pay your gas bill!



EXT. LOTHAR AND THE KIDS

TWEAK (CONT-VO)  
Okay, guys! The gas is off!

INT. THE CENTRAL ROOM

TYCOS  
That's what you think! Seize him!

Suddenly, the maintenance drones pour into the room!

ANGLE - TWEAK

The drones descend on him and drag him away from the vent -- as one of them turns the gas back on!

TWEAK (VO)  
No!!!

CLOSE - TWEAK

struggling in the clutches of the drones.

TWEAK (CONT)  
Audie and the others are on their way! They'll get gassed!

INSIDE THE DARKENED HALLWAY

FOLLOWING Lothar and the kids as they run.

RESUME - TWEAK

dragging himself from the clutches of the drones.

TWEAK  
Only one way to shut it off permanently! It's the least I can do for my buddy Audie!

He leaps OFF!

ANGLE - THE VENT

As Tweak sails in, backwards --

TWEAK (CONT)  
With my power-pack!!

-- and hits the vent, EXPLODING! He tumbles to the floor, leaving the vent melted shut -- and having completely wrecked himself.

FEATURELESS ROOM

as Lothar and the kids run up to Mandrake and the Phantom -- who blink their eyes and shake their heads, reviving. Lothar remains as the kids race OFF.

INT. DOORWAY TO THE CENTRAL CHAMBER

The kids rush IN and stop. PAN AWAY to dozens of drones, stomping toward them!

ANGLE - TYCOS

TYCOS  
Never mind those brats! Get the  
Defenders!

RESUME - THE KIDS

leaping out of the way as the drones storm THROUGH.

ANGLE - FLASH ON THE FLOOR

with Rick, L.J., and Jedda kneeling over him. His eyes flutter open, and he looks up in surprise.

FLASH  
Hi, guys. What's up?

RICK  
Oh, nothing -- fifty crazed robots  
just went thataway after Lothar  
and the others.

As Flash pulls himself up:

FLASH  
Why didn't you say so?!

WIDE - AUDIE AND KSHIN

Audie points to a huge construction of concentric rings.

AUDIE  
There's the power generator!

INT. THE FEATURELESS ROOM

The drones are closing in on Mandrake, Lothar, and the Phantom as Flash runs IN.

FLASH  
Here, guys! Catch!

One at a time, he tosses three blasters OFF.

ANGLE - A DRONE

The same drone that zapped Flash's blaster earlier aims its pole gun upward, FIRING its white-hot beam...

UPSHOT - ABOVE

--and BLASTS each of the guns as it sails through.

FLASH

raises the last blaster -- only to get it ZAPPED from his hands!

FLASH  
So you wanna play rough, huh?

INT. THE CENTRAL CHAMBER - BY THE POWER CORE

Audie and the other kids crouch by the base of the core.

AUDIE  
Got a blaster?

RICK  
I just gave them all to Flash!

Audie SLAPS his face in frustration.

AUDIE  
Got a communicator?

as Jedda hands him hers.

JEDDA  
Here!

AUDIE  
It's a little late to radio for  
help, Audie...!

CLOSE - AUDIE

as he SMACKS the communicator on the floor and removes a tiny black cube.

AUDIE (CONT)  
I just want the power-supply...

He places the little cube right at the base of the huge power-core.

AUDIE (CONT)  
Got a flashlight?

L.J. hands him a small pocket-light.

ANOTHER ANGLE - CLOSER

Audie whips off his glasses, and, squinting in order to see, directs the flashlight's beam through one of the lenses, so that it focuses into a sharp needle of light, hitting the center of the black cube.

INT. FEATURELESS ROOM - THE PHANTOM

as he leaps, diving headfirst into a group of drones!

WIDE - LOTHAR

grabbing one drone from behind and wheeling it around, SMASHING it into an oncoming group of machines!

INT. CENTRAL CHAMBER - THE POWER CORE

The kids cluster 'round the base of the core.

CLOSE - THE BLACK CUBE

still being struck by Audie's focused beam of light, just barely starting to smoke.

AUDIE (VO)  
This may take longer than I thought.

RICK (VO)  
Would it help if I rubbed two sticks together?

JEDDA  
Cute, Rick!

INT. FEATURELESS ROOM - THE PHANTOM

in a tangle of machines, which hurl him OFF!

WIDE - LOTHAR

being picked up and thrown OFF by several more drones.

WIDE - WALL

The Phantom hurtles IN, CRASHING against the wall and dropping to the floor, followed by Lothar a moment later. PULL BACK as Flash and Mandrake rush IN. Flash looks up:

FLASH  
It's getting a little crowded in here!

REVERSE

Every machine in the place is now closing in on us!

INT. CENTRAL CHAMBER - TIGHT ON BLACK CUBE

still being hit by the beam. It is smoking strongly now, and beginning to SPARK.

AUDIE (VO)  
Come on!

FLASH, MANDRAKE, THE PHANTOM AND LOTHAR

backed into a corner, as all the drones stomp toward them, arms outstretched, almost on top of them!

INT. CENTRAL CHAMBER - CLOSE ON THE CUBE

--which at last catches fire!

THE KIDS (VO)  
(AD LIB CHEERS)

WIDER

They run OFF, as the power core beings SPARKING and CRACKLING with electricity.

WIDE - TYCO'S MAIN SCREEN

The face angrily views the kids as they run THROUGH.

TYCOS  
You impudent idiots! What have you done with my power core?!

RESUME - THE POWER CORE

It starts CRACKING and jets of flame shoot out!

ANGLE - THE SCREEN

as Tyco's face distorts into psychedelic STATIC, it gives forth a METALLIC SHRIEK-- then vanishes!

WIDE - THE DEFENDERS

as the oncoming drones all freeze in their tracks!

ANOTHER ANGLE

As the Defenders run past the frozen drones. Flash addresses a downed drone:

FLASH  
(to drone)  
Don't get up!

--and greet the kids as they rush IN.

CLOSE- AUDIE

His eyes suddenly widen in alarm and he whirls around.

AUDIE  
Wait a minute -- !

ANGLE - DOORWAY TO THE CENTRAL CHAMBER

PUSHING through the doorway, past the billowing smoke, to the wrecked, motionless figure of--

AUDIE (CONT-VO)  
Tweak!!

DISSOLVE TO:

EXT. TIGHT ON TWEAK'S FACE

RICK  
Can't you fix him up, Audie?

WIDE

beside Terry, with the bunker in the distance. The Defenders stand around Audie, who cradles Tweak.

AUDIE  
(crying)  
No! His circuits are made of living cells! They'll die off without his power-supply!

CLOSE - TWEAK IN HIS ARMS

His eyelights slowly flicker on.

AUDIE (CONT-VO)

Tweak! Don't leave me! You're  
my only friend!

TWEAK

It's...okay...Audie...! You  
don't....need me....anymore!

AUDIE

I do! I do! Don't go!

ANGLE - RICK, L.J., JEDDA AND KSHIN

TWEAK (VO)

You've got...real friends, now...!

CLOSE - TWEAK

TWEAK (CONT)

Nice...knowin' you...buddy...!

His eyelights go out.

ANGLE - AUDIE

He hugs Tweak to his chest for a moment, then sets him down  
urgently, and turns to Lothar, holding the detonator.

AUDIE

May I borrow that for a moment,  
Lothar?

LOTHAR

Be my guest, Audie.

Audie takes the detonator, then turns to face the bunker,  
looking silently at it for a moment, then:

AUDIE

For you, Tweak.

He punches the fire button--

WIDE

-- and the bunker EXPLODES in a billowing ball of flame.

DISSOLVE TO:

INT. MONITOR - DYNAX X ROOM - CLOSE ON THE GROUP

The Defenders are gathered around Audie.

FLASH

Thanks to you, Audie, the  
computers of the world are back  
on-line!

RICK

Including our Dynax X!

WIDER - TO INCLUDE DYNAX X

She smiles from her screen.

JEDDA

Audie, you did it!

AUDIE

No, Tweak did it.

CLOSER - AUDIE AND KSHIN

They smile at each other.

AUDIE (CONT)

Now that he's gone, do you still  
want to be friends...?

KSHIN

Well...I dunno... I don't really  
like the way you dress...

He moves OFF...

CLOSER ON AUDIE

AUDIE

(crestfallen)

Huh?

KSHIN (VO)

Okay, tell you what. We can be  
friends--

WIDER

Kshin steps back, holding out a parka to Audie.

KSHIN (CONT)

--if you wear this!



CLOSER - AUDIE

putting on the parka, a bit nonplussed.

AUDIE  
If you insist...

And suddenly his jaw drops as he notices the "DOE" logo on the jacket's chest.

WIDE - ALL

KSHIN  
Oh, didn't I tell you...?

FLASH  
Audie, you are now an honorary  
Defender of the Earth!

AUDIE  
All right!!!

As they all gather 'round and pat him on the back...

FADE OUT

END OF EPISODE