



G.I. JOE

THE MOVIE

Produced by
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G.I. JOE: THE MOVIE
Screenplay by Ron Friedman
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FADE IN:

NIGHT SKY - AN OMINOUS, BLOOD RED MOON

CLOSE IN on the moon as JUNGLE NIGHT SOUNDS come up. A ferocious crocodile RIPPLES the image with a ROAR. Its cavernous maw FILLS FRAME.

A SWAMP-LIKE JUNGLE POOL - THE MOON AND SKY

There are only reflections on the water. Other furious crocodiles break water and THRASH AWAY FROM CAMERA, fleeing a speeding COBRA S.T.U.N. convoy which HURTLES THROUGH FRAME, wheels SPRAYING water which FILLS FRAME.

A SWAMPY JUNGLE ROAD - THE S.T.U.N.S

TEAR through overhanging foliage, sweeping the darkness with their searchlights. Evil looking nightbirds SCREAM and scatter; swamp animals HOWL in their wake.

IN THE S.T.U.N.S - MOTOR VIPERS

survey the area with weapons at the ready.

PAST SWAMP-LIKE JUNGLE POOL TO THE S.T.U.N.S

ROARING OFF into the jungle. PAN BACK DOWN to the water. The ripples subside, the moon's quiet reflection returns, then a pale, fleshy, periscope-like eye-stalk SPLASHES up through the reflection with SOFT, MENACING BUBBLES. The stalk's bulbous top BLINKS open and a huge, staring eye twists around to look at the departing S.T.U.N. convoy.

THE S.T.U.N. CONVOY - EYEBALL'S P.O.V.

A hazy fisheye image in fungus-like grey and green.

THE EYESTALK

BLINKS shut then PLOPS underwater, trailing BUBBLES as it follows the departing convoy through the pool.

LOW ANGLE - THE S.T.U.N. CONVOY

BURSTS from the jungle and ROARS towards what appears to be a giant Cobra (actually the Terrordrome) looming above them.

HIGH ANGLE - COBRA ISLAND AND THE TERRORDROME

PAN AHEAD of the convoy ROARING from the jungle, across a winding serpentine causeway that snakes over a huge, swampy lagoon, and HOLD on The Terrordrome. The Terrordrome's roof GRINDS open and Firebats WHOOSH out, circling on patrol.

THE TERRORDROME'S FORTIFIED PERIMETER

COBRA VIPER units patrol the electrified fences and guard towers as the S.T.U.N. convoy ROARS BY. Trouble Bubbles FLY ACROSS FRAME in the BACKGROUND.

THE S.T.U.N. CONVOY

ROARS toward the Terrordrome's heavily guarded main gateway.

INT. TERRORDROME WAR ROOM - LOW ANGLE ON SERPENTOR

sitting on a massive elevated throne. Intertwined mechanical cobras lace the throne, making armrests and a writhing Medusa-like canopy that reflects his moods. Serpentor LEANS INTO FRAME, SMASHING his fist on his throne armrest.

SERPENTOR

Blunderers! We possess power greater than any on earth --

THE WAR ROOM

A circular room with a domed high ceiling -- the Terrordrome "core." Standing around a cold, glowing circle of light are COBRA COMMANDER, DESTRO, DR. MINDBENDER, THE BARONESS, TOMAX and XAMOT (Serpentor sits at twelve o'clock opposite Cobra Commander at six). Serpentor stands in rage.

SERPENTOR (cont'd)

-- yet our conquests are stripped from us on every front. Our most dangerous enemy is not G.I. Joe --

CLOSE ON COBRA COMMANDER

furious, pointing at Serpentor.

SERPENTOR (o.s.) (cont'd)

-- but your collective incompetence!

COBRA COMMANDER

Hogwash!

ZIP PAN to Serpentor reacting with rage and disbelief.

SERPENTOR
 (incredulous)
 What?!

THE OTHERS - COBRA COMMANDER

steps forward, thinking they will agree with him.

COBRA COMMANDER
 (caustic, confident)
 The fault, most imperial Ssserpentor,
 lies not within usss, but within you!

QUICK REACTION SHOTS - THE OTHERS

This is blasphemy! Destro, Baroness, Mindbender, Tomax and Xamot GASP and whip their heads around to look at Serpentor.

COBRA COMMANDER (o.s.) (cont'd)
 Your leadership has been pompoussss,
 pusillanimoussss, and pathetic!!!

CLOSE ON SERPENTOR - THEIR P.O.V.

His Cobra-like hood swells and the flanking serpents on his collar strike at the air, HISSING steam. Serpentor is furious; he controls his tone of voice with great effort.

SERPENTOR
 Yes! Leadership IS at the very heart
 of this matter.

SERPENTOR

stands on his throne pedestal. A small turntable turns him around so he faces his throne. He grasps the armrests as he keeps turning. Part of the throne splits off to become his Air Chariot. He WHOOSHES over to Cobra Commander.

SERPENTOR (cont'd)
 (rage and sarcasm)
 But it is not mine that is
 inadequate, Cobra Commander --

COBRA COMMANDER

cringes beneath the Air Chariot's shadow as it forces him to his knees. PULL BACK to include Serpentor looming over him.

SERPENTOR (cont'd)
 -- it is YOURS! Your ego-driven
 stupidity has converted victory to
 catastrophe for the last time!

Serpentor tries to crush him beneath the Air Chariot but Cobra Commander rolls out from underneath.

PAST COBRA COMMANDER TO OTHERS

He leaps up, shouting back at Serpentor.

COBRA COMMANDER
Go ahead, make ME the ssscapegoat!
(gestures to others)
My loyal sssubordinates could testify
to my sssuperb sstewardship of
Cobra --

PAST COBRA COMMANDER'S HAND TO SERPENTOR

Cobra Commander points at Serpentor. MOVE IN TIGHT on Serpentor's furious expression.

COBRA COMMANDER (cont'd)
-- but YOU don't have the courage to
let them speak!

Serpentor seems ready to explode, but calms down a bit.

SERPENTOR
(to others)
Wrong again! Defend him if you can!

DESTRO AND COBRA COMMANDER

Cobra Commander thinks they'll rally to his side.

COBRA COMMANDER
You first, noble Destro.

MOVE IN as Destro speaks.

DESTRO
(to Serpentor)
Militarily speaking, it's only fair
to say that the Cobra Commander is a
world class...buffoon!

COBRA COMMANDER

whirls in alarm. He realizes things won't go as planned.

CUT TO:

EXT. TERRORDROME PERIMETER - THE LAGOON SHORE

Vipers patrol the electric fence. PULL BACK as the eye-

stalk SURFACES and watches the patrol MARCH OFF.

CUT TO:

INT. WAR ROOM - COBRA COMMANDER

moves pleading from one "loyal subordinate" to the other. Their expressions are cold and hard -- they refuse to help.

COBRA COMMANDER

Baroness!

Dr. Mindbender! Brave Tomax and Xamot!

DR. MINDBENDER

sees an opportunity to "twist the knife" as Cobra Commander pleads with him. MOVE IN TIGHT on his evil sneer.

COBRA COMMANDER (cont'd)

You won't let Destro's treacherous assassination of my character go unchallenged, will you?

DR. MINDBENDER

Certainly not! He forgot to mention your frequent displays of cowardice.

THE LAGOON - THE EYE-STALK

SURFACES to reveal it's part of a large jellyfish-like creature with numerous tentacles and several bulbous eyed-stalks. MOVE IN as a slit in its side opens with a HISS and a mysterious CLOAKED FIGURE steps out.

THE ELECTRIFIED FENCE

HUMS and CRACKLES ominously. The Cloaked Figure steps up.

THE CLOAKED FIGURE

pulls two mutant electric eels from beneath its cape and tosses them at the fence. The eels have heads at both ends.

THE MUTANT ELECTRIC EELS

BITE through strands of electrified barbed wire, maintaining the flow of current as they form an opening.

THE CLOAKED FIGURE

slips through the opening and moves toward the Terrordrome.

INT. WAR ROOM

MOVE IN as Cobra Commander sinks to his knees in the bullseye center of PULSING rings of light. Serpentor hovers over him in his Air Chariot as the others shout accusations. The rings' tempo increases with each denunciation.

* BARONESS
You botched our desert campaign!

* DESTRO
We had won, but you countermanded
my order!

* BARONESS
(right on his line)
Your meddling brought us defeat. Again
and again and again.....

* DR. MINDBENDER
(right on her line)
You're not just a fool -- you're
Cobra's curse!

TOMAX
(right on his line)
Inept!

XAMOT
(right on his line)
Insufficient!

TOMAX & XAMOT
Inexcusable!

COBRA COMMANDER
(covers head with hands)
Unsubstantiated fantasy! Liesss!
Liesss! Liesss!

HIGH ANGLE - EXT. TERRORDROME PERIMETER

The Cloaked Figure scurries across open ground.

TERRORDROME ROOF - A VIPER

sees something below and plays a searchlight over the area.
The massive roof opening slowly starts to GRIND shut.

HIGH ANGLE - EXT. TERRORDROME PERIMETER

The searchlight sweeps the area. Nothing!

TERRORDROME ROOF - THE VIPER

is puzzled. The Cloaked Figure appears suddenly behind him

and BACKHANDS him off the Terrordrome with a single blow!

LOW ANGLE - THE TERRORDROME

The Viper SCREAMS PAST CAMERA to an OFF FRAME THUD!

INT. TERRORDROME - OSCILLOSCOPE MONITOR

The SCREAM registers, setting off ALARMS and warning lights.

INT. TERRORDROME - SENTRY CONTROL STATION

Numerous well-armed ELITE CRIMSON GUARDS monitor equipment, scour maps, etc. They react in surprise to the ALARMS. The CRIMSON GUARD LEADER sends them running out the door.

CRIMSON GUARD LEADER
Intruder alert! Battle stations!

ELITE CRIMSON GUARDS
Co-BRA!

EXT. TERRORDROME - TROUBLE BUBBLES

PEEL OFF from patrol formation and DIVE on the Terrordrome.

HIGH ANGLE MULTI-PLANE SHOT - PAST TROUBLE BUBBLES

laser STRAFING the closing Terrordrome roof. The Cloaked Figure deftly runs, ducks and leaps over the laser ZAPS.

THE CLOAKED FIGURE

dives headlong into the roof opening just as it CLANGS shut. Laser ZAPS ricochet off the roof.

INT. TERRORDROME - FIREBAT HANGAR

The Cloaked Figure drops into the middle of this large, empty circular hangar. VIPER MECHANICS in the hangar whirl to face the Cloaked Figure as alarms go off.

VIPER MECHANIC
There! Stop him!

THE CLOAKED FIGURE

whips out a fat squid-like creature with tiny vestigial tentacles. Inky black gas WHOOSHES out of the creature.

THE VIPER MECHANICS

are sprayed and stagger back, COUGHING. The black smoke FILLS THE FRAME.

INT. WAR ROOM

The PULSING light rings stop as the ALARMS sound.

DESTRO
Security's been breeched!

COBRA COMMANDER

is on his knees...but he's thinking of a way to benefit from this situation.

COBRA COMMANDER
This might be an assassssination attempt! Ssserpentor MUSSST stay here -- we will intercept the intruder!

DRAMATIC LOW ANGLE - SERPENTOR

WHOOSHES up on his Air Chariot, spoiling for a fight.

SERPENTOR
I will meet this intruder head on --

Baroness and Dr. Mindbender RUSH INTO FRAME to dissuade him.

BARONESS
No! We must protect you!

DR. MINDBENDER
Without you there is no Cobra!

PAST SERPENTOR TO A SLIDING DOOR - COBRA COMMANDER

rushes to this door, pistol drawn.

COBRA COMMANDER
Yesss! There isss no Cobra without Ssserpentor! We ssshall ssstop thiss assasssin! Come! Follow me!

Destro, Tomax and Xamot, Baroness, and Dr. Mindbender RUSH OUT the door after Cobra Commander.

OTHERS
Co-BRA!

Serpentor turns and frowns; he's obviously disappointed not to be going into combat.

INT. TERRORDROME CORRIDOR - FOUR CRIMSON GUARDS

RUSH TOWARD CAMERA then stop as the Cloaked Figure DROPS INTO FRAME before them with a WHOOSH from a ceiling duct. They react in surprise, then jump the Cloaked Figure.

THE CLOAKED FIGURE

SQUIRTS the First Crimson Guard with an organic looking pod. The First Crimson Guard is instantly wrapped in a cocoon.

THE SECOND CRIMSON GUARD

swings his laser like a club. The Cloaked Figure catches the laser in mid-swing and jabs it into the Second Crimson Guard's adams apple and knocks him out.

THE CLOAKED FIGURE

sidesteps the Third Crimson Guard's laser ZAP and hurls a starfish-like creature as if it was a kung-fu throwing star.

THE THIRD CRIMSON GUARD

clutches his face with a MUFFLED CRY as the creature adheres to it. PAN to Fourth Crimson Guard taking aim.

THE CLOAKED FIGURE

side-kicks the laser from the Fourth Crimson Guard's grasp then judo flips him OFF FRAME.

THE FOURTH CRIMSON GUARD

flies face first into a SLIDING wall just as it closes with a satisfying CRUNCH!

ANOTHER CORRIDOR - COBRA COMMANDER

reaches a fork in the corridor just ahead of the others.

PAST COBRA COMMANDER DOWN CORRIDOR

He sees the Cloaked Figure step out of a side corridor further down the corridor.

A QUICK CUT - CLOSE ON COBRA COMMANDER

On his silvery mask, the reflection of the Cloaked Figure ducks back in the side corridor.

PAST COBRA COMMANDER DOWN CORRIDOR

The Cloaked Figure is nowhere to be seen. He turns to the others following them and points them down the WRONG corridor. They run down that corridor.

COBRA COMMANDER

Forward!

PAST THE CLOAKED FIGURE TO CORRIDOR FORK

The Cloaked Figure peers out from the side corridor as Cobra Commander follows the others down the WRONG corridor.

PAST COBRA COMMANDER TO THE OTHERS

FOLLOW them as they charge down the wrong corridor. Cobra Commander looks over his shoulder and LAUGHS maliciously.

SENTRY CONTROL STATION - ON A MONITOR SCREEN

a PULSING dot indicating the Cloaked Figure moves down a schematic diagram of the Terrordrome. PULL BACK as the Crimson Guard Leader shouts commands and throws large bayonet switches on wall console beside the screen.

CRIMSON GUARD LEADER

Seal all sectors!

A RAPIDFIRE MONTAGE - INT. TERRORDROME

Huge sections of wall and ceiling ROTATE and SLIDE, sealing off corridors, stairs, etc. The Cloaked Figure narrowly avoids getting caught in several of these.

IN THE WAR ROOM - SERPENTOR

reattaches his Air Chariot to his throne. As it spins around he sits in it, waiting impatiently.

THE STEEL DOORS

slowly SLIDE shut. The Cloaked Figure dives through the door with just millimeters to spare. The doors CLANG shut and Serpentor is sealed in with the Cloaked Figure.

SERPENTOR

bolts upright with an angry HISS!

A KNOB ON THE THRONE - SERPENTOR

twists it.

STEEL NEEDLES

SHOOT from one side of the room to the other.

THE CLOAKED FIGURE

ducks the needles by doing a flying forward roll.

GIANT HOOKED BLADES

about six feet tall SPRING out of the war room floor and ZIP across on hidden tracks.

THE CLOAKED FIGURE

is caught in the path of several intersecting blades. The Cloaked Figure somersaults over the SLIDING blade.

A GIANT STEEL BLADE

SWINGS down from the ceiling, narrowly missing the Cloaked Figure somersaulting through the air.

THE FOOT OF SERPENTOR'S THRONE - THE CLOAKED FIGURE

lands nimbly. ZIP PAN up to Serpenter preparing to fling his pet boa constrictor STRAIGHT AT CAMERA.

SERPENTOR

None may challenge Serpenter and live
-- THIS I COMMAND!

THE CLOAKED FIGURE - HIS POV

CLOAKED FIGURE

(throaty female voice)

That won't be necessary.

The Cloaked Figure's cape drops to reveal PYTHONA, a sexy, beautiful, exotic and deadly High Priestess of Cobra-La.

A QUICK CUT - SERPENTOR

gasps in surprised recognition.

A RAPIDFIRE MONTAGE - COBRA-LA

Split-second shots of Pythona, NEMESIS ENFORCER, GOLOBULUS, and COBRA-LA -- zip-zip-zip-zip!

SERPENTOR AND PYTHONA

She mounts the throne to face him, letting the boa slither away. He's amazed that he recognizes her.

SERPENTOR

(incredulously)

I have seen you before...in a dream
...a vision...

PYTHONA
 ...in a MEMORY, great Serpentor!

PYTHONA

reaches under her cloak and draws out a large clamshell.

PYTHONA (cont'd)
 * When you were created, my face was etched
 into your soul.

THE CLAMSHELL

opens and a sticky membrane stretches taut. A ghostly green
 image of the BROADCAST ENERGY TRANSMITTER appears.

PYTHONA (cont'd)
 * Now is the time for you to fulfill
 your destiny.

MATCH DISSOLVE TO:

EXT. HIMALAYAS - DAY - THE BROADCAST ENERGY TRANSMITTER

DUKE, DIAL TONE, and MAIN-FRAME are in a steep, rugged
 Himalayan valley, working on a huge, bizarre device
 resembling an exponential horn set in a satellite dish
 attached to a jet engine. "B.E.T." is stenciled on the side
 in big military letters. It's cold but there's no snow on
 the barren rocky ground. They look up in surprise as they
 hear a LONG MOURNFUL HORN in the distance.

A SERIES OF QUICK REACTION SHOTS - VARIOUS JOES

look off in the direction of the horn. Among them are:

QUICK KICK and SNAKE EYES by one of several PAC/RATS
 scattered across the valley.

DUSTY, RECONDO, GUNG HO, ALPINE, and BAZOOKA guarding
 other PAC/RATS.

MUTT and SPIRIT patrolling the area with JUNKYARD and
 FREEDOM.

CROSS COUNTRY leaning against his HAVOC; LADY J and
 FLINT in another HAVOC.

LEATHERNECK, WETSUIT, and SHIPWRECK on Recon Sleds;
 SNOW JOB and ROADBLOCK in an A.W.E. Striker.

NOTE: There will be NO "N.D." Joes in the feature; ALL
 Joes, even background characters and "extras," will be

established characters.

A DISTANT HILL - SHERPAS

with their pack animals are on the hill, blowing their horn. PULL BACK to show Duke, Dial Tone, and Main-Frame in the IMMEDIATE FOREGROUND, working on the B.E.T. The other Joes are between them and the Sherpas.

DIAL TONE
Catchy tune, isn't it guys?
(shouts at Sherpas)
One more time!

His last words ECHO then fade away.

MAIN-FRAME AND DIAL TONE

keep working on the B.E.T. Both are cold.

MAIN-FRAME
(shaking his head)

* They'll never hear you without
one of those monster horns, Dial Tone.

DIAL TONE

caresses the B.E.T. almost lovingly.

DIAL TONE
Well, they're gonna hear about THIS
Broadcast Energy Transmitter all over the
world! PURE ENERGY pumped through the air!
Unlimited power anywhere, anytime.

DUKE

sits in a swivel chair mount on the side of the B.E.T., fiddling with the instruments. He turns to Dial Tone.

DUKE
If it works.

CLOSE ON DIAL TONE

waxing rhapsodic about the new machine.

DIAL TONE
The B.E.T'll work perfectly, Duke.

PULL BACK to include Main-Frame. He looks bemused as Dial Tone lovingly caresses the B.E.T.

DIAL TONE (con't)

- * I can practically feel its little semi-conductors singing under my fingertips.

MAIN-FRAME

- * The Romance of Science. Dial Tone, you're nerd. A nice guy but a nerd.

DUKE

swivels around, poised at the control panel.

DUKE

- * Well, let's find out if we wasted a billion tax payer dollars.

DIAL TONE AND MAIN-FRAME

hop off the B.E.T. MOVE IN CLOSE on Main-Frame as he rolls his eyes skyward and shakes his head.

DIAL TONE

- * What're we waiting for? Let 'er rip!

MAIN-FRAME

- * Great. A cliché for every occasion.

DUKE AT THE CONTROLS

He throws some switches and the B.E.T. starts up.

THE B.E.T.

starts to THROB.

THE SATELLITE DISH

revolves with a loud HUM.

THE EXPONENTIAL HORN DEVICE

SHOOTS CRACKLING spiral lightning which becomes a helical coil of white, nearly transparent light.

THE HELICAL COIL OF LIGHT

sweeps across the valley. PAN as Joes react with delight as their PAC/RAT automated vehicles are hit by the expanding coil of light and REV UP one by one.

QUICK KICK AND SNAKE EYES

react with delight as their PAC/RAT starts up by itself.

QUICK KICK

Aw-RIGHT!
(they SLAP hands)

CROSS COUNTRY

leans against his HAVOC which starts up and RUMBLES off,
making him fall over.

CROSS COUNTRY

Hey!

THE B.E.T. - DUKE, MAIN-FRAME, AND DIAL TONE

LAUGH as Cross Country chases his HAVOC.

DIAL TONE

* The B.E.T. started Cross Country's
HAVOC.

DUKE

* Shut down and see if it stops.

THE EXPONENTIAL HORN

stops emitting light.

VARIOUS PAC/RATS

stop. PAN as Cross Country chases his HAVOC over a hill.

CROSS COUNTRY

* Whoa, mule! Stop! Stop! Stop!

They disappear over the hill. A moment later, Cross Country
runs back, arms and legs flailing in alarm.

CROSS COUNTRY

* Go! Go! Go! We got.....

At that instant, scores of S.T.U.N.s led by Serpenter ROAR
over the hill, their momentum tossing them in the air.

MOTOR VIPERS

Co-BRA!

SERPENTOR IN HIS AIR CHARIOT

FLIES INTO FRAME, his lasers ZAPPING at the Joes.

SERPENTOR

Destroy everything except the
Broadcast Energy Transmitter!
This I command!

PAST SHERPAS TO VALLEY

They CHATTER excitedly and point to the S.T.U.N.s moving down the steep sides of the Valley, FIRING on the Joes. The Joes SCATTER for cover, leaving the PAC/RATS.

THE S.T.U.N.S - COBRA COMMANDER AND DR. MINDBENDER

are in the lead S.T.U.N.; Dr. Mindbender drives. Xamot and Tomax ROAR by in the MIDDLEGROUND, Destro and Baroness are in the BACKGROUND. All are ZAPPING lasers at the Joe.

A ROW OF JOE HAVOCS - QUICK KICK, SNOW JOB, AND OTHER JOES

run for the HAVOCS. Lasers ZAP INTO FRAME and BLAST several HAVOCS. ZIP PAN to the DREADNOKS attacking the Joes' flank.

ZARTAN AND THE DREADNOKS

ROAR AT CAMERA on their cycles. ZANDAR and ZARANA ride with them; THRASHER's Thunder Machine brings up the rear.

A SURVIVING HAVOC - QUICK KICK

leaps into driver's seat and REVS the motor. A laser barrage moves towards him but the HAVOC won't start! Other Joes duck behind the HAVOC and ZAP back at Cobra.

QUICK KICK

Need a lift, Snow Job?

SNOW JOB AND OTHER JOES

climb aboard the HAVOC. They RUMBLE OFF just as laser ZAPS chew up the ground where they were parked.

SNOW JOB

(sees incoming lasers)

Maybe walking's better for my health.

QUICK KICK

Since when are you the nervous type?

HIGH ANGLE - THE HAVOC

Quick Kick snaps their HAVOC into a 180-degree turn and comes back ZAPPING at the approaching Dreadnoks.

QUICK KICK (cont'd)

Yo, Joe!

AT THE B.E.T. - DUKE, MAIN-FRAME AND DIAL TONE

ZAP back at Cobra, then DIVE OFF FRAME as lasers SWEEP past the B.E.T., barely missing it.

ON THE GROUND - DUKE, MAIN-FRAME, AND DIAL TONE

Cobra laser ZAPS nip their heels as they run from the B.E.T. They ZAP back at Cobra as they leap into a rocky ditch.

DUKE

They're after the B.E.T.! Fall back
and regroup for counterattack!

THE BATTLE - BIRD'S-EYE VIEW

In three prongs, Serpentor and Cobra Commander's forces link up with the Dreadnoks to ZAP at the Joes and push them back from the B.E.T. The Joes retreat, ZAPPING back.

ROADBLOCK

runs alongside Snake Eyes' HAVOC. He stops suddenly and BLASTS his .50 machine gun OFF FRAME.

PAST ROADBLOCK TO PURSUING S.T.U.N.

His heavy bullets RIP the front tires off the S.T.U.N.

THE DISABLED S.T.U.N.

SKIDS out of control and FLIPS over with a CRASH! Xamot and Tomax somersault out, land on their feet, and run forward, ZAPPING their hand lasers.

ROADBLOCK

swings himself up on Snake Eyes' HAVOC as lasers ZAP by.

ROADBLOCK

(to Snake Eyes; a poem)

* Let's give Cobra the ol' shake 'n bake --
shake out your rockets and deep fry
some snake.

HIGH ANGLE - THE HAVOC

S.T.U.N.s block their escape. Snake Eyes uses side mounted rockets to BLAST a path clear. Roadblock keeps FIRING.

PAST COBRA COMMANDER IN HIS S.T.U.N. TO SERPENTOR

As they ROAR after the Joes, ZAPPING at them, Serpentor flies up alongside Cobra Commander.

SERPENTOR

Press forward! I must possess the
Broadcast Energy Transmitter! THIS I
COMMAND!

COBRA COMMANDER

This operation is costing usss
dearly! I hope your "contraption"
isss worth it.

SERPENTOR

points a threatening finger at Cobra Commander.

SERPENTOR

(sharply)

That is not your concern! Do as
you're told like an obedient lackey!

COBRA COMMANDER AND SERPENTOR

Serpentor suddenly VEERS OFF FRAME.

COBRA COMMANDER

(fuming, explodes)

Lackey? You dare call me a --

He looks ahead, sees trouble coming, and ducks.

COBRA COMMANDER (cont'd)

* Mindbender! Look out, you dolt!

ROADBLOCK AND SNAKE EYES' HAVOC

ROARS at him from opposite direction, ZAPPING away.

COBRA COMMANDER'S S.T.U.N.

Roadblock BLASTS away most of the S.T.U.N.'s external body
leaving only the singed chassis which SPINS out of control.

COBRA COMMANDER AND DR. MINDBENDER

are FLUNG out as the S.T.U.N. CRASHES into a muddy ditch.

DUKE, MAIN-FRAME AND DIAL TONE

pinned down by ZAPS from Cobra vehicles closing in.

DUKE

Cover me! The B.E.T.'s our only shot!

Main-Frame nods, then he and Dial Tone suddenly stand up and ZAP back at the oncoming Cobras.

MAIN-FRAME/DIAL TONE

YO, JOE!

Duke runs from cover behind them and starts across "No Mans Land" to the B.E.T.

DUKE

zig-zags through the treacherous laser ZAPS and EXPLOSIONS.

SERPENTOR IN AIR CHARIOT

sees Duke and points at him, shouting a command.

SERPENTOR

Dreadnoks! Cut him down!

THE DREADNOKS

turn and focus their laser ZAPS on Duke.

IN THEIR HAVOC - QUICK KICK AND SNOW JOB

see what's happening. Snow Job points to Duke.

SNOW JOB

Man with a problem, Quick Kick!

QUICK KICK

What're friends for?

Quick Kick turns the HAVOC sharply, ZAPPING the Dreadnoks.

THE DREADNOKS

Quick Kick's ZAPS KNOCK them off their cycles. They go down in a heap. The Thunder Machine CRUNCHES some of the cycles.

DREADNOKS

(YELLS of dismay)

* Blimey! ...Gor'!

THE B.E.T. - DUKE

hops into the operator's seat and STARTS it up.

DUKE

(as he revs up)

* Contact!

CLOSE ON SERPENTOR

HISSING in anger. PAN with him as he dives at Duke.

LOW ANGLE - PAST B.E.T. TO SERPENTOR

DIVING INTO FRAME and ZAPPING at Duke on the B.E.T.

DUKE

dives off the B.E.T. and rolls under the Air Chariot as it STRAFES over him. He ZAPS the Air Chariot's engine.

SERPENTOR AND HIS AIR CHARIOT

The Chariot's engine ERUPTS INTO FLAMES and it WHIRLS OFF in spiral of smoke. PAN WITH Serpentor as he SLAMS into the ground and is thrown from his Air Chariot.

DUKE AT THE B.E.T. CONTROL PANEL

frantically working dials.

DUKE
(to himself)
Come on, baby...

THE B.E.T.

REVS up with the weird CRACKLING energy and coil of light.

BEHIND THE COBRA VEHICLES - THE JOE PAC/RATS

REV up one by one as the light coil activates them. They turn and WHIRR off after the S.T.U.N.s and other Cobra vehicles and start ZAPPING away.

THE S.T.U.N.S AND MOTOR VIPERS

are caught by surprise as their vehicles start EXPLODING. PAN SHARPLY to Tomax and Xamot on foot in the FOREGROUND.

TOMAX AND XAMOT
* Treachery!

TOMAX
We're being attacked --

XAMOT
-- from behind!

AMID THE CONFUSION - COBRA COMMANDER

on foot, shouting and shoving fleeing Motor Vipers. He ZAPS

his sidearm in warning, trying to get them to regroup against onslaught of PAC/RATS which has them in disarray.

COBRA COMMANDER
Sstand your ground!

HIGH ANGLE - THE CONFUSION OF BATTLE

Cobra Commander only adds to the chaos. S.T.U.N.s BANG into each other. PAC/RATS chase fleeing Motor Vipers. None of the Cobras know where to go or what to shoot at.

COBRA COMMANDER (cont'd)
Not there! Here! No! Over there!

DUKE AT THE B.E.T. - SERPENTOR

HURTLES at him feet first, STRIKING him from behind and KNOCKING Duke out of the control seat.

LOW ANGLE - SERPENTOR

hurls his boa constrictor at Duke.

A QUICK CUT - DUKE

sidesteps the serpent. ZIP PAN to the B.E.T. dish as the boa hits it and FRIES to a crisp.

DUKE (V.O.)
* Well done!

SERPENTOR

dives on Duke and SLAMS him into the ground. They roll over and over in a furious struggle, GRUNTING in exertion.

AMID THE CONFUSION - COBRA COMMANDER AND BARONESS

She points off to the struggle between Serpentor and Duke.

BARONESS
The Emperor needs us, Commander.

COBRA COMMANDER
(staying her)
When I so order, Baronesss!

SERPENTOR AND DUKE

Duke is down. Serpentor lunges at him.

SERPENTOR
* Farewell, Worm!

DUKE

lifts his legs at the last moment and FLIPS Serpentor over and into the B.E.T. dish.

THE B.E.T. DISH - SERPENTOR

HITS it and it SHORTS OUT with a FLASH! Serpentor SCREAMS in frustration as energy CRACKLES around his body. He falls face down, unconscious and smoking.

COBRA COMMANDER AND BARONESS

Joe lasers ZAP overhead. She reacts in horror and starts to shout an attack order; Cobra Commander cuts her off.

BARONESS

COBRA --

COBRA COMMANDER

RETREAT! Cobra, retreat!

THE BATTERED S.T.U.N.S, MOTOR VIPERS, AND DREADNOKS

don't need a second invitation. Still ZAPPING at the Joes and PAC/RATS, they mount off and RUMBLE OFF.

COBRA COMMANDER AND BARONESS - DESTRO AND DR. MINDBENDER

rush up in fury as S.T.U.N.s ROAR OFF behind them.

DESTRO

* What coward called retreat?

DR. MINDBENDER

* Serpentor needs us!

COBRA COMMANDER

We have a counterattack to deal with!
Our "divine" Emperor will have to
slither for himssself! Cobraaaaa!

THE THUNDER MACHINE - THE DREADNOKS

cling to it and ZAP at the Joes. Cobra Commander runs after them and leaps aboard. He shouts to the other Motor Vipers.

COBRA COMMANDER

* Follow me to ssssanctuary!!!
where we can find sssanctuary!

As they RUMBLE OFF, Baroness, Destro, and Dr. Mindbender regretfully retreat with them.

AT THE B.E.T. - DUKE WITH FALLEN SERPENTOR

PULL BACK as Cobra RETREATS OFF FRAME in the BACKGROUND.
Roadblock and Snake Eyes ROAR UP in their HAVOC; Quick Kick
and Snow Job ROAR UP from the opposite direction.

ROADBLOCK
(to Duke; a poem)
Cobra's THROUGH -- what do we DO?

CLOSE ON DUKE

as he agonizes over his decision.

DUKE
* I hate it.....but we've got to
split the force!

GROUP SHOT AROUND SERPENTOR'S INERT FORM - DUKE
gives orders to the Joes as they HURRY INTO FRAME.

DUKE (cont'd)
Roadblock, form a unit to run down Cobra.
The rest of us'll take care of
Serpentor and the B.E.T.

DRAMATIC LOW ANGLE - ROADBLOCK

motions for the Joes to follow him.

ROADBLOCK
* Quick Kick, Snow Job. Let's wreck
us some reptile! Yo Joe!!!!

SEVERAL JOE HAVOCS, RECON SLEDS, AND A.W.E. STRIKERS
Quick Kick and other Joes run PAST CAMERA to the vehicles.

QUICK KICK/OTHER JOES
Yo, Joe!

HIGH ANGLE - DUKE AND FALLEN SERPENTOR

PULL BACK as half the Joe vehicles ROAR off.

DISSOLVE TO:

EXT. HIMALAYAS - A GIANT GLACIER

A HOWLING snow and ice storm hinders the remaining S.T.U.N.s

as Cobra Commander retreats further up, up, up the glacier.

DR. MINDBENDER (V.O.)
 (shivering with cold)
 This is madness! Our men are
 half frozen! You'll kill us all!

COBRA COMMANDER (V.O.)
 Head for the passsss up ahead! We'll
 find sssanctuary on the other side!

TOMAX (V.O.)
 Pass? What pass?

XAMOT (V.O.)
 This glacier is uncharted, Cobra
 Commander.

THE LAST S.T.U.N. - A SHIVERING MOTOR VIPER

falls from his turret to SCRUNCH into the snow.

SHIVERING MOTOR VIPER
 (half dead from cold)
 Can't hold on...too cold...

MOVE IN PAST the fallen Motor Viper as the pursuing Joe
 vehicles emerge out of the driving storm in the BACKGROUND.
 They ZAP lasers PAST CAMERA at the S.T.U.N.S.

THE THUNDER MACHINE - COBRA COMMANDER

rides with the Dreadnoks in the lead as Tomax, Xamot, Dr.
 Mindbender, Baroness and Destro trudge alongside. All turn
 in alarm as Joe lasers ZAP by.

DR. MINDBENDER
 * The Joes have caught up!

DESTRO
 * Then we shall make our last stand here!

PAST DESTRO AND DR. MINDBENDER TO ZARTAN AND DREADNOKS

They don't share Destro's enthusiasim for a fight.

RIPPER
 * No Bloody way.

TORCH
 * We didn't sign on for nothing fatal!

ZARTAN

* YOU stay and fight, Destro - We're moving on!

COBRA COMMANDER

ducks as lasers ZAP by his head. He points forward.

COBRA COMMANDER

* Head for that pass, you clods! Our salvation
lies there!

ROADBLOCK AND SNAKE EYES IN THEIR HAVOC

RUMBLE along, ZAPPING at the retreating Cobras.

HIGH ANGLE - COBRA COMMANDER AND THE THUNDER MACHINE

RUMBLE through a glacial cleft.

THE THUNDER MACHINE - COBRA COMMANDER, ZARTAN AND DREADNOKS

RUMBLE around the edge of the glacial wall and SCREECH to a
stop, gaping in awe.

BUZZER (Rubbing his eyes)

* Coo, mates! My eyes are playin' tricks!

A GROVE OF GIANT FUNGUS PLANTS - THEIR P.O.V.

The fungus plants are hundreds of feet tall and look like
bulbous upended cannons with striations at the base similar
to the underside of a mushroom cap. There are fleshy
crenellations near the shaft base and muzzles at top. The
plants seem to BREATHE, their sides PUFFING in and out with
a strange ECHOING MOAN.

COBRA COMMANDER AND DREADNOKS

The Dreadnoks react with child-like wonder.

RIPPER

(SNIFFS)

Smells like Thrasher's old socks!

BUZZER

Ey, guv'nuh, what's all this mean?

* MOVE IN TIGHT as Cobra Commander raises both arms in triumph.

COBRA COMMANDER (elated)

* We are sssafe! Ssssaf! Aha Ha Ha!
(laughs maniacally)

HIGH ANGLE - THUNDER MACHINE IN THE PASS

Destro, Dr. Mindbender, Baroness, Xamot and Tomax, and the Motor Vipers retreat past the Thunder Machine, ZAPPING back at the approaching Joes.

ABANDONED S.T.U.N.S - ROADBLOCK AND THE JOES

ROADBLOCK
* Mop 'em up! Yooooo!

RUMBLE over the S.T.U.N.s in their HAVOCS, CRUSHING them. They ZAP at the Cobras.

PAST ROADBLOCK'S HAVOC TO QUICK KICK'S HAVOC

They stop short and stare at the giant fungus plants. PAN AHEAD to the glacier pass and the giant plants.

QUICK KICK
What is this, the Twilight Zone?

LOW ANGLE - THE HAVOCS

Roadblock jumps off, carrying his .50 machine gun.

ROADBLOCK
Forget them redwood toadstools! It's battle time! Yo, Joe!

ROADBLOCK AND OTHER JOES

charge Cobra on foot, ZAPPING away at them.

JOES
YO, JOE!

COBRA COMMANDER AND DREADNOKS

Lasers BLAST chunks out of ground around them. They ZAP back amid the swilring snow and wind.

COBRA COMMANDER
* Return fire! Cobraaaaaa!

HIGH ANGLE - THE THUNDER MACHINE

While the Dreadnoks ZAP back, Cobra Commander abandons them and runs. Other Motor Vipers start throwing down their weapons and running with him.

THE FUNGUS GROVE - COBRA COMMANDER

plunges through. A Joe laser ZAP tears through a fungus plant's trunk. It HOWLS, its fleshy walls closing over its wound with a hollow MOAN.

THE JOES - ROADBLOCK

is in the lead. He motions for them to follow him.

ROADBLOCK

Now we got 'em!

ROADBLOCK'S ANKLES

Before he can finish his yell, a pair of grey green muscular arms BURST out of the snow, grab Roadblock by the ankles and drag him under, cutting him off.

ROADBLOCK (Cont'd)

Yo, Joe--

SNAKE EYES, QUICK KICK AND SNOW JOB

react in surprise to his disappearance.

SNOW JOB

Roadblock...?

IN THE SNOW - VORTEXES

suddenly whirl open in the snow, forming conical depressions. From underneath the snow the COBRA-LA GUARDS suddenly rise up and rush off to attack the Joes.

HIGH ANGLE - THE COBRA-LA GUARDS

sweep through the startled Joes, attacking them bare-handed. They use their Cobra-La weapons to defend themselves only.

QUICK KICK

tries karate on a Cobra-La Guard.

THE COBRA-LA GUARD

dodges the KICKS, grabs Quick Kick's foot, yanks him upside down, shakes him like a rag doll then FLINGS him OFF FRAME.

LOW ANGLE - THE COBRA-LA GUARD

Quick-Kick flies TOWARDS CAMERA and SLAMS into the glacier in the IMMEDIATE FOREGROUND.

SNAKE EYES

ZAPS a Cobra-La Guard point blank. The Cobra-La Guard parries the ZAPS with his weapon then GROWLS and SMACKS Snake Eyes with a backhanded blow.

LADY J, DUSTY, AND SHIPWRECK

SHIPWRECK (To the others)

* Back off - fast!

retreat, ZAPPING at the Cobra-La Guards.

MORE COBRA-LA GUARDS

SLIDE down the icy mountain face and DROP atop Lady J, Dusty, and Shipwreck, KNOCKING them out.

SNOW JOB

is SLAMMED about the cockpit. He reacts in alarm as Nemesis Enforcer's talons SLICE through the floor of the cockpit.

UNDER THE HAVOC - NEMESIS ENFORCER

YANKS Snow Job through the ripped bottom of the cockpit and HURLS him OFF FRAME.

COBRA COMMANDER AND DR. MINDBENDER

- * Dr. Mindbender and the other Cobras CHEER and welcome the Cobra-La Guards, FOLLOW Cobra Commander as he starts applauding the Cobra La Guards.

COBRA COMMANDER

* Bravo! Bravo! Dear Friendssss!

DR. MINDBENDER

approaches Nemesis Enforcer and the Cobra-La Guards, hand stretched out.

DR. MINDBENDER

Well done, sir! Cobra thanks you....huh?

Without so much as a flicker of recognition, Nemesis Enforcer SWATS Dr. Mindbender away.

- * ON COBRA COMMANDER

He reacts an fearfully starts slipping away, running for a S.T.U.N.

HIGH ANGLE - THE COBRA-LA GUARDS

suddenly OVERPOWER the Cobras and Dreadnoks, quickly capturing them with only a few stray laser ZAPS.

PYTHONA

steps out of the swirling snow. She points off to Cobra Commander.

PYTHONA

Nemesis Enforcer -- fetch Cobra Commander!

A S.T.U.N.

ROARS OFF, driven by Cobra Commander.

CLOSE ON NEMESIS ENFORCER

* sees this, smiles, and gives odd croaking, "Happy" growl

NEMESIS ENFORCER

PAN WITH him as he takes a running jump to the top of a large boulder. From there he instantly springs into the air, his huge wings spreading out.

HIGH ANGLE - THE FLEEING S.T.U.N.

Nemesis Enforcer SWOOPS INTO FRAME and catches up with the S.T.U.N.

THE FLEEING S.T.U.N. - COBRA COMMANDER

frantically tries to ZAP Nemesis Enforcer and drive at the same time. Nemesis Enforcer keeps zig-zagging over the S.T.U.N. so he can't get a good bead. Suddenly -- CRASH! -- Cobra Commander smashes the S.T.U.N. into a large rock.

COBRA COMMANDER

Nemesis Enforcer grabs him and LEAPS OFF.

THE FUNGUS GROVE - NEMESIS ENFORCER

swoops off among the giant plants, carrying the struggling Cobra Commander with him. PULL BACK to show Pythona and the Cobra-La Guards watching this.

COBRA COMMANDER

(fading in distance)

No! Release me! I order you to let me go! Nooooooo!

COBRA-LA GUARDS, DREADNOKS, AND COBRAS

The Cobra-La guards march the Cobras OFF FRAME as prisoners. The Dreadnoks hold their hands above their heads, disarmed and cowed. Pythona stands before them.

RIPPER

* W-where are ya takin' them?

PYTHONA

You will find out soon enough, Dreadnok Ripper.

ZARTAN AND THE DREADNOKS

react with surprise.

ZANDAR

You KNOW us?

PAST ZARTAN TO PYTHONA

MOVE IN SLIGHTLY on her as she addresses the Dreadnoks.

PYTHONA

* We know EVERYTHING! But more importantly,
we know that Serpentor has been captured.

LOW ANGLE - ZARTAN AND DREADNOKS

Pythona stands in the IMMEDIATE FOREGROUND. All we see of her is her hip. The Dreadnoks are shocked by her request.

PYTHONA (cont'd)

* And you must rescue him from G.I. Joe!

DREADNOKS

(AD LIBS: Raid the
Joes? Are you balmy?)

ZARTAN

We don't know who you are, where you come
from or even what side you're on! Why
should WE RISK DESTRUCTION ON YOUR BEHALF?

From under her cloak Pythona reveals a pearl the size of
bowling ball. The Dreadnoks' eyes pop out.

ZARTAN

(reaching for the pearl, his eyes aglow)
A pearl of that size answers all my questions.
What are your orders??

DISSOLVE TO:

EXT. HIGH ANGLE JOE HEADQUARTERS - THE NEXT DAY

Conquest fighters SCREAM across the sky. PAN ~ parade
ground with Joe units drilling smartly to FRAME a window on
the heavily fortified headquarters building.

DUKE (V.O.)

Twenty four hours....

INT. HAWK'S OFFICE

The office is laid out like a high-tech "Ready Room." Duke
is pacing. FLINT, ICEBERG, and LIFE-LINE stand by the wall,
alert and concerned. A window overlooks the Joe airfield.

DUKE

(smacks fist with palm)
...and zip from Roadblock and his
unit!

HAWK

sits behind his desk, listening intently.

HAWK

They're smart and tough -- no reason
to write them off yet.

Duke leans on the desk, nose to nose with Hawk.

DUKE

Agreed, but who's going to take their
place if Cobra hits us NOW?

DUKE - HAWK'S POV

Flint steps up behind him and cocks his weapon with a flip.

DUKE (cont'd)

We've got the B.E.T. AND Serpentor,
General Hawk! The Fang Gang's bound to take a
whack at them, and when they do, we won't
have enough Joes to whack back!

FLINT

Let me lead a search party after
Roadblock's unit.

ICEBERG

instantly steps up beside Flint, slinging a heavy automatic
weapon over his shoulder.

ICEBERG

* It'll mean giving up a dental appointment,
Flint, But I'm willing to sacrifice.

PAN to Life-Line as he joins Flint and Iceberg, slipping a
med-pack on his back.

ICEBERG (cont'd)

How `bout you, Life-Line?

LIFE-LINE

* Count me in, Iceberg. They might be
hurt...or worse.

FLINT TURNS TO HAWK

FLINT

Call it.

HAWK

weighs the alternatives, then nods.

HAWK

Okay, find 'em and bring 'em back! I'll have the B.E.T. transferred to a maximum security station while you're away.

THE THREE JOES

raise their weapons (in Life-Line's case, his fist) in salute then CHARGE OUT the door.

FLINT

Yo, Joe!

HIGH ANGLE - JOE AIRFIELD

The three Joes race to a Tomahawk. The blades WHIR and the chopper FLIES OFF. PULL BACK to show Hawk and Duke watching this from Hawk's window.

HAWK

Subtract three more from our reserve pool! We need combat ready replacements at once!

PAST HAWK TO DUKE

MOVE IN as Duke speaks.

DUKE

I've ordered Beach Head to fast forward the training of our new recruits. The sooner they graduate, the sooner they can fight.

HAWK

That's easier said than done, Duke.

CUT TO:

* BEGINNING

NEW
PAGE

BEACH HEAD'S EYES

PULL BACK from his glaring eyes and PAN with his gaze to the FOUR RAWHIDES standing in a line for inspection.
NOTE: Beach Head's hood is down.

HAWK (V.O.)

First they gotta survive Beach Head!

BEACH HEAD

Ah-TEN-SHUN!

EXT. TRAINING GROUND - BEACH HEAD WITH LINE UP OF NEW JOES

Move with Beach Head as he struts along line of Five Rawhides. As he looks each one over with absolute disgust, we CLOSE IN ON EACH NEW FACE for a brief, introductory glance.

BEACH HEAD (cont'd)

I want a stone-cold, righteous
ATTENTION! Your chin is DOWN...

CHUCKLES makes William "The Refrigerator" Perry look effeminate. He is huge, muscular and somber with no visible neck. Who knows if his chin is down? He doesn't even blink as Beach Head passes on to:

BEACH HEAD (cont'd)

Your chest OUT.....!

TUNNEL RAT is a scrawny, rodent-faced runt with a sunken, chicken chest and a permanent "Who needs you?" attitude. He is always chewing gum noisily and squinting

BEACH HEAD (cont'd)

Your gut IN.....

* BIG LOB is black, Watusi tall and thin - a licorice whip in fatigues. He doesn't even have a gut and Beach Head has to look up to see where a gut would be if there were one.

BEACH HEAD (cont'd)

Your face MEAN.....!

JINX's face is not visible since she is wearing a NINJA HOOD. She pulls off that hood to reveal that she is a beautiful young woman with classical Oriental features and the impish grin of an American tomboy. She sounds like she came from Los Angeles, not Tokyo, because she did. She gives him a twinkling smile. With agonizing effort, he just manages not to boil over and passes on to:

BEACH HEAD (cont'd)

'Cause you're rough, tough, FIGHTING
MACHINES!!!

LAW is a tough Hispanic MP. He's got a gruff exterior and a Texas Ranger spirit. He looks really on the ball. Beach Head is thrilled and shakes his hand

BEACH HEAD (cont'd)

Thank you! It's a pleasure to see that
one of you's a real trooper.

LAW
(casual)

De nada, man.
(to the Rawhides)
Let's look sharp, eh, compadres?

as they snap to, heels CLICKING, instantly very straight and military

TUNNEL RAT
(to Beach Head)
That better, sweetheart?

ON BEACH HEAD AND TUNNEL RAT

This really steams Beach Head

BEACH HEAD
* Don't call me "SWEETHEART!"
You six "Rawhides" are gonna learn
soldiering and.....
(the truth gets through his anger)
* Hey! There's only five of you!
Where's that gold-plated goofoff,
LIEUTENANT FALCON?

THE FOUR RAWHIDES

QUICK PAN as they shurg, look blankly from one to the other, answering Beach Head's inquiry with OVERLAPPING responses.

JINX
Terrific question!

BIG LOB
Man said he had some errands to do....
go to the tailor, wallpaper his foot
locker....weird stuff!

TUNNEL RAT
I think he had a date or something...

BEACH HEAD
(this roar would cut glass)
AT-TEN-SHUN!!!

Chuckles, Tunnel Rat, Big Lob, Jinx and Law snap to smartly. PULL BACK as Beach Head points OFF FRAME. The Rawhides JOG OFF at his command.

BEACH HEAD (cont'd)
Move OUT!!! Let's see what you meatballs
are made of!

WIPE TO:

EXT. OBSTACLE COURSE - HIGH ANGLE VIEW - DAY

A long narrow area with high sloping embankments on either side. PAN DOWN the course to Beach Head, Tunnel Rat and Big Lob. The course is divided into four sections (see following) the first is a checkerboard starting pattern.

BEACH HEAD
(a roaring bellow)

Listen up. Rawhides...

BEACH HEAD, TUNNEL RAT, AND BIG LOB

BEACH HEAD
(sarcastic)

You're gonna LOVE this little training exercise.

PAN to each obstacle as Beach Head Points to the course

BEACH HEAD (cont'd)

All you got to do is get from HERE.....

* END NEW PAGE

PAN to the second section, a hanging rope fastened to an A-frame over a deep ditch.

BEACH HEAD (cont'd)

...ACROSS the swinging rope...

The third section is a shallow pool which lies under strands of electrified barb wire.

BEACH HEAD (cont'd)

...UNDER the barb wire...

The fourth section is an open field, flanked by matching robot laser sentries with windmill-like weapon arms.

BEACH HEAD (cont'd)

...PAST the robot sentries...

At the end of that open field, in the clear, stands a large hanging bell and a mallet.

BEACH HEAD (cont'd)

...and ring that BELL.

ZIP PAN Back to Beach Head and the two Rawhides. He CLICKS a remote control device in his hand.

BEACH HEAD (cont'd)

But watch out --

THE OBSTACLE COURSE - BOOBY TRAPS

EXPLODE in sequence: First on the checkerboard pattern, then flames WHOOSH across the A-frame's ditch, then the barb wire starts CRACKLING, and finally the robot sentries rotate spewing criss-crossing laser ZAPS over the open field.

BEACH HEAD (cont'd)
 (over explosions)
 -- for SURPRISES!

BEACH HEAD, TUNNEL RAT, AND BIG LOB

Beach Head gloats as each booby trap goes off. Tunnel Rat just squints and chews his gum. Big Lob yawns, unimpressed, infuriating Beach Head all the more.

TUNNEL RAT
 * Big deal. I got kicked outta kindergarten playgrounds tougher'n that.

BEACH HEAD
 * Cut the macho, Tunnel Rat!
 (bellows; points off)
 Now DO IT!

THE OBSTACLE COURSE - BOOBY TRAPS

EXPLODE again. Tunnel Rat runs toward the starting line then darts OFF FRAME.

A NARROW DRAIN PIPE

in the grassy embankment near the edge of the checkerboard pattern. Tunnel Rat wiggles into it and disappears.

BEACH HEAD AND BIG LOB

The obstacle course "traps" are going crazy but Tunnel Rat is nowhere in sight. Beach Head scratches his head.

BEACH HEAD
 Wha...what's he doing?

BIG LOB
 (points to course end)
 I believe the dude's about to ring your bell, Beach Head.

THE BELL AND GONG - HIS P.O.V.

Tunnel Rat POPS out of the far end of the drain pipe, grabs the mallet, WHANGS the bell then dives back into the pipe.

THE NEAR END OF THE PIPE - TUNNEL RAT

squirms out. PULL BACK as Beach Head storms up angrily.

TUNNEL RAT

How's that, sweetheart?

BEACH HEAD

turns to Big Lob in a fury.

BEACH HEAD

* Big Lob - Go! And stay ABOVE ground!

BIG LOB

approaches the starting line with extreme casual indifference. The booby traps start EXPLODING.

BIG LOB

(ala sports announcer)

* Big Lob approaches the starting line like a champion --- and the pressure is mounting --

HIGH ANGLE - THE CHECKBOARD

PAN with Big Lob effortlessly sidestepping the booby trapped EXPLODING squares to step on the safe ones. He makes a long striding leap and clears the EXPLODING checkerboard.

BIG LOB (cont'd)

* -- Big Lob goes for the gold!

THE A-FRAME ROPE - BIG LOB

SNAGS it easily but instead of swinging across the flame-spouting ditch, he swings parallel to the ditch.

BIG LOB (cont'd)

-- he cuts cross court --

CLOSER ON THE A-FRAME LEGS - BIG LOB

swings to the legs, grabs them, and FLIPS across the far end of the ditch around the flames.

BIG LOB (cont'd)

-- sidesteps the opposition --

DRAMATIC LOW ANGLE PAST THE BARB WIRE POOL TO BIG LOB

SPLASHES into the shallow pool at the farthest corner.

BIG LOB (cont'd)
 -- executes a perfect ten dive --

UNDERWATER - BIG LOB

swims like an eel under the CRACKLING wire above the water.

BIG LOB (cont'd)
 (BUBBLES as he talks
 underwater)

ROBOT LASER SENTRY #1 - BIG LOB

SPLASHES out of the shallow pool near the first sentry.

BIG LOB (cont'd)
 -- breaks free near the end zone --

CLOSER ON BIG LOB

PAN as he chucks a stone at sentry #2. Robot sentry #2 spins and ZAPS sentry #1, BLASTING it to bits.

* BIG LOB (cont'd)
 fakes out the defense ---

BIG LOB

slithers under the laser ZAPS then chucks a grenade backwards over his shoulder at robot sentry #2.

* BIG LOB (cont'd)
 ----and lays down the long bomb ---

THE GRENADE

flies through the air, wobbling like a football.

* BIG LOB (cont'd)
 --- it's looking good ---

CLOSE ON ROBOT SENTRY #2 - THE GRENADE

hits a small slot on the side of the robots. It BOUNCES and for a split second looks like it won't go in, then falls in.

BIG LOB (cont'd)
 -- rim shot -- will it drop in? Yes!

ROBOT SENTRY #2

EXPLODES, its flying shards RINGING the bell repeatedly.
 PULL BACK to show Big Lob raising his hands in victory.

BIG LOB (cont'd)

- * Big Lob scores -- the crowd goes bananas!

BEACH HEAD

fumes at this.

BEACH HEAD

- * The crowd's not the only thing that's gones bananas!

WIPE TO:

EXT. JOE MOCK-UP JUNGLE VILLAGE - DAY

A training village set up to resemble a Southeast Asian village, but not too realistically. The hooches are real, but most of the other items in the village are plywood cutouts. PAN to Beach Head giving instructions to LAW.

LAW AND BEACH HEAD

Law is a tough Hispanic MP. He's got a gruff exterior and a Texas Ranger spirit. He looks really on the ball.

BEACH HEAD (cont'd)

- * Front and Center Law! Somewhere in this village is a time bomb set to go off in five minutes. Find it and dispose of it!

LAW

No problem, Beach Head!
(WHISTLES for
Order)

ORDER

comes slobbering up with a playful, goofy attitude. He jumps up on Beach Head and tries to give him a big slurp.

BEACH HEAD

(SPUTTERS in disgust)

- * What's that bow-wow doing here?

LAW

- * That's my dog, Order. He's trained to sniff out explosives. Order, seek!

LOW ANGLE - FROM VILLAGE TO BEACH HEAD AND LAW

Order trots TOWARDS CAMERA, SNIFFING around for the time bomb.

BEACH HEAD

This is supposed to be YOUR test, Law.

LAW

- * Hey, Law and Order's a team, man.
He finds the bombs, I drive the car.
We tried it the other way, but it didn't work.

ORDER

SNIFFS around one hooch. He almost goes past but he pauses.

CLOSE ON ORDER

We can almost hear gears whirring as his brain goes to work.

ORDER AND THE HOOCH

Order returns to the hooch and paws around. He BARKS and drags out a small but powerful TICKING time bomb.

BEACH HEAD AND LAW

wait for Order. Beach Head nearly freaks out as Order trots back with the bomb in his mouth.

LAW

- * Good fellah.

BEACH HEAD

- * Get outta here with that bomb!

ORDER AND BEACH HEAD

Beach Head snatches the bomb away from the dog and hurls it OFF FRAME. Order BARKS playfully and chases after it.

BEACH HEAD AND LAW - ORDER

GALLOPS from the BACKGROUND to the IMMEDIATE FOREGROUND and deftly catches the bomb as it ARCS INTO FRAME. He turns and GALLOPS back to Beach Head and Law.

BEACH HEAD - ORDER

GALLOPS up. Beach Head grabs the bomb but now Order wants to play keep away. He SNARLS playfully as Beach Head tries to get the bomb loose.

BEACH HEAD

- * Let go, you dippy dog!

PAST BEACH HEAD AND ORDER AND LAW

Law can barely contain his laughter.

LAW
Order -- give it to me!

LAW'S OUSTRETCHED HAND - ORDER

obediently drops the bomb in Law's hand.

LAW
* Good fellah.

HIGH ANGLE - THE VILLAGE - LAW

tosses the bomb high in the air AT CAMERA, drawing his laser as he does. He ZAPS the bomb in mid-air and it EXPLODES in the IMMEDIATE FOREGROUND.

PAST LAW TO EXPLOSION

PULL BACK to show Order rubbing his head against Law. Beach Head is in the IMMEDIATE FOREGROUND.

LAW
He thought you were playing, Beach Head. He's usually quite obedient.

BEACH HEAD
(sour, under his breath)
A Rawhide with a Hot Dog! I hope you both get fleas!

Order BARKS and looks goofy.

WIPE TO:

EXT. JOE ARMOR RANGE - DAY

Mud, rocks and gullies where Maulers and HAVOCS are run through their paces. Battered drone H.I.S.S. tanks CLANK around the range, ZAPPING lasers at random. MOVE IN on Beach Head standing on a HAVOC, pointing off at a H.I.S.S.

BEACH HEAD
* You - Chuckles!

LOW ANGLE ON HAVOC - CHUCKLES

lays inside. Beach Head stands on the top of the HAVOC. CHUCKLES is huge, muscular, and somber, with no visible neck; he makes Hulk Hogan look wimpy.

BEACH HEAD

Draw a bead on that H.I.S.S. and blow
it to kingdom come!

CHUCKLES

(non-committal GRUNT)

IN THE HAVOC - TARGET SCREEN

Chuckles lines up the H.I.S.S. on a mini-video screen with target vectors. He JABS a button -- and gets an annoying BEEP-BEEP and a red warning light reads "Mis Fire."

LOW ANGLE - PAST CHUCKLES TO BEACH HEAD

Chuckles glares at the light. Beach Head looms over him, pointing off angrily at the approaching H.I.S.S.

BEACH HEAD

* Wake up, Yo-Yo! You got to get it
before it gets you!

CHUCKLES

hops out of the HAVOC. As he does, the plexiglas canopy pops up and throws Beach Head off balance. Beach Head falls off the HAVOC.

BEACH HEAD

Hey! Oof!

CHUCKLES

Teeth clenched in anger, he RIPS a rocket off the side of the HAVOC, SCREAMING in anger.

BEACH HEAD

reacts in surprise as Chuckles CHAGES THROUGH FRAME carrying the rocket like a battering ram, SCREAMING in rage.

BEACH HEAD

What tha --?

THE APPROACHING H.I.S.S. - CHUCKLES

dodges laser ZAPS to vault atop the H.I.S.S. with the rocket. He SMASHES the rocket through the cracked plexiglas H.I.S.S. windshield then vaults off. The rocket EXPLODES!

PAST CHUCKLES TO BEACH HEAD

Chuckles sneers at the burning off FRAME H.I.S.S. MOVE IN on Beach Head. Beach is shocked but quickly recovers.

BEACH HEAD

Next time, Chuckles, use the rocket launcher!

WIPE TO:

EXT. PUGEL STICK AREA - DAY - LOW ANGLE ON A NINJA

doing Tai Chai warm up excercises near a pile of pugel sticks (long padded poles to simulate bayonets). Beach Head ENTERS SHOT in the IMMEDIATE FOREGROUND.

BEACH HEAD

JINX! Why aren't you dueling Lt. Falcon?

THE NINJA

turns around and pulls off her hood. Underneath is a beautiful young woman with classical Oriental features but the impish grin of an American tomboy. She sounds like she came from Los Angeles, not Tokyo, because she did.

(continued)

JINX

* He didn't show. Guess he was too chicken to take me on. (She does a quick karate move).

BEACH HEAD

picks up two pugel sticks

BEACH HEAD

* Either that or he heard you're one bad luck lady.

PAN WITH a pugel stick as he tosses it to her. Jinx catches it. She looks angry.

JINX

* Who says so?

PAST JINX TO BEACH HEAD

They square off for pugel stick combat.

BEACH HEAD

* Everybody! The word is things have a way of going wrong when you're around.

JINX

* Yeah? Well they usually turn out right in the end.

MOVE IN as he does a surprised double-take.

BEACH HEAD

What in blue blazes are you doing?

CLOSE ON JINX

She has her eyes closed. MOVE IN as she opens one to look at Beach Head.

JINX

* Sparring! Any problem with that?

BEACH HEAD AND JINX

He sticks his face up close to hers, yelling at her. She shrinks back as he chews her out.

BEACH HEAD

* Yeah - your eyes! Keep them open!

But -- JINX

* Mouth CLOSED! BEACH HEAD
Eyes OPEN!

Yes, sir -- JINX

BEACH HEAD
And don't call me "SIR!"

HIGH ANGLE - BEACH HEAD AND JINX

They square off again. Beach Head lunges at her.

JINX

tries to counter his attack. She isn't very good.

BEACH HEAD

really presses forward. He's scoring all the points.

JINX

tries to protect herself, but Beach Head SMACKS her knuckles with his pugel stick.

Ouch! JINX

He pokes her in the stomach with his pugel stick.

Ow! JINX

JINX' ANKLES - BEACH HEAD

KNOCKS her feet out from under her. She falls hard on her bottom. He puts the pugel stick to her throat like a spear.

Oof! JINX

BEACH HEAD - HER POV

He looks at her, then turns and walks away, pugel stick slung over his shoulder.

BEACH HEAD
Pathetic! Don't bother to unpack --

* you aren't staying here long.

JINX (o.s.)

(cold anger)

* Care to try it again, my way?

He turns and reacts in surprise.

CLOSE ON JINX - BEACH HEAD'S POV

She's standing now and is tying a black blindfold around her eyes. This is the "Bruce Lee" scene in which she demonstrates her specialty. The air is soaked with tension.

JINX

As my blind ninja master used to say...

JINX

SNAPS the pugel stick across her knee and holds the two ends like swords. She spins them menacingly.

JINX (cont'd)

* "The keenest eye is that which looks inward."
Ki-ylllllll! (She does karate yell)

Jinx somersaults OVER CAMERA.

BEACH HEAD

is caught completely by surprise. He whirls in alarm as Jinx lands behind him.

A QUICK CUT - JINX

sidekicks Beach Head's pugel stick.

A QUICK CUT - BEACH HEAD

Jinx cartwheels past him. He spins to follow her.

A QUICK CUT - BEACH HEAD'S FEET

Jinx KICKS them out from under him.

BEACH HEAD

hits the ground hard. Jinx JUMPS INTO FRAME and lands on his chest, pinning him down, both pugel sticks pointed at his throat.

JINX - HIS POV

She rips off her blindfold and winks at him.

JINX

* See what I mean?

* BEACH HEAD starts to speak but is speechless as we

DISSOLVE TO:

EXT. JOE MAXIMUM SECURITY STOCKADE - DAY

The Stockade is a huge, windlowsless concrete and steel cube-within-a-cube. Massive twin steel security doors bear a sign reading: MAXIMUM SECURITY STOCKADE -- ABSOLUTELY NO ADMITTANCE. A flashy red sports car with a license plate reading "HEATHER" is parked outside. MOVE IN on a soldier in fatigues and a beautiful blonde airhead in a straw hat and white sundress. The soldier is opening the doors.

HEATHER

* Are you SURE it's safe? Why just THINKING about Serpentor being locked up in here gives me goose bumps all over my body!

CLOSE ON THE I.D. BRACELET SLOT - FALCON

inserts his special I.D. bracelet and opens the door. PAN OVER to his smiling face. He is a young, dashing, and ruggedly handsome yet irresponsible and cynical as well.

FALCON

Not to worry, Heather.

INT. STOCKADE - FORECOURT AREA

The doors SLIDE open to admit Falcon and HEATHER. She looks about with wide eyed, Southern accented innocence. She carries a small disc camera and wears large earrings.

FALCON (cont'd)

(points around court)

When you're lucky enough to have Lt. Falcon for a guide, you have nothing to fear --

PAST FALCON AND HEATHER TO FORECOURT

The forecourt is a large roofed area between the outer security doors and a somewhat smaller concrete and steel cube that houses the actual prison cell itself; a single massive steel door guards seals the smaller cube. There is a slot running diagonally across the forecourt roof to allow a thick curtain of clear plastic to roll down. In one corner is a large control console with a high backed chair

and video monitors. If all this information isn't obvious at first glance, that's okay -- we'll see it all later. In the IMMEDIATE FOREGROUND, Falcon puts his hands on Heather's bare shoulders, joking but clearly on the prowl.

FALCON (cont'd)
-- but Falcon himself!

Heather giggles teasingly and slips slowly out of his grasp.

HEATHER
Don't try spooking me. I'm scared
enough as it is!

FALCON

shows off his skill with a laser pistol by whipping it around like a quick-draw trickshooter.

FALCON
* Hey, you can relax with me.
(points off to dias)
* See those tech manuals over there?
Now suppose they were Cobra Creeps -- Lookout!

He suddenly draws and ZAPS -- but in the OPPOSITE direction.

A SERIES OF QUICK CUTS - THE LASER ZAP

RICCOCHETS around the forecourt, twice ZAPPING past Heather who SQUEALS with delighted mock fright.

ON THE CONTROL CONSOLE - SEVERAL TECH MANUALS

are lined up in a row. The laser ZAP drills through off of them with a single puff of smoke.

PAST HEATHER TO FALCON

She's obviously impressed and barely contains her excitement. She CLAPS her hands and turns to Falcon.

HEATHER
Do it again -- please?

FALCON

can't resist. He holsters his pistol to try for a REAL tricky shot.

FALCON
Watch this -- over my shoulder.

He whips out his laser and ZAPS a shot at the shut steel

doors behind him.

THE STEEL DOORS

SLIDE open to admit Duke. He ducks and reacts in alarm as the ZAP passes inches over his head.

FALCON AND HEATHER

Both blink in surprise as Duke STORMS INTO FRAME. Heather tries to hide timidly behind Falcon.

FALCON

(stunned)

Duke! What're you doing here?

DUKE - FALCON'S POV

MOVE IN as he puts his fists on his hips to chew out Falcon.

DUKE

My duty, which is more than you seem able to do!

HEATHER AND FALCON

She peeks from around behind him.

HEATHER

(gushing to Duke)

This is so exciting!

DUKE

Didn't it occur to you that a military prison is no place for a date?

ZOOM IN on the disc camera dangling from Heather's wrist.

DUKE (cont'd)

A camera? You let her bring a CAMERA in here? Give me that film!

PAN UP SHARPLY to Heather and Falcon. She looks terrified that she's gotten into trouble. She takes the film disc out and hands it OFF FRAME to Duke.

HEATHER

* I-I didn't know.....

FALCON

(growing angry)

* Mellow out! She didn't take any pictures!

DUKE'S HAND - HEATHER

timidly drops the film disc in his hand. He CRUSHES it.

DUKE

- * Film AND visitors are forbidden here,
Lt. Falcon! You're supposed to be
aware of those regulations.

HEATHER AND FALCON

She still looks frightened. Falcon is angry.

FALCON

- (sarcastically to Duke)
* I'll take the lady elsewhere, "sir."
(puts arm around her)
Come on babe. This is starting to get boring.

JINX

ENTERS through the open outside door. PULL BACK as she sees Duke, Falcon, and Heather. She looks a little dismayed.

DUKE

I'll show you "boring," mister!
Jinx, escort this young lady off the base
on the double!

HEATHER - JINX

grabs Heather's arm and jerks her along.

JINX

- * Understood, Duke! C'mon, Goldilocks.

HEATHER

(as Jinx drags her OUT)
I had a wonderful time, Falcon.

OUTSIDE THE MAXIMUM SECURITY STOCKADE

A grim faced Jinx escorts Heather to her car and holds the car door open for her.

HEATHER

(gushing, girl to girl)
That Falcon is such a hunk! I'm
talking major league GOR-geous!

JINX'S HANDS ON THE CAR DOOR

They tighten noticeably.

HEATHER (cont'd)

But I'm not telling you anything you
don't already know, am I?

PAST JINX TO HEATHER

Heather looks up with a smirk.

HEATHER (cont'd)

Don't tell me he stood you up for
l'il ol' moi?

JINX

As a matter of fact, I did have a kind of
date with Falcon --

(slamming car door shut)

-- but I doubt he's gonna have much
time for socializing with either of
us from here on! Now make like an amoeba
and split!

LOW ANGLE ON STOCKADE - HEATHER

DRIVES OFF LAUGHING in cloud of dust, leaving a miserable
Jinx behind.

BACK IN STOCKADE - DUKE AND FALCON

are now shouting at each other, head to head, nose to nose.

DUKE

You're dangerously close to
insubordination!

FALCON

And you're over the line on military
protocol! I'm an officer, and I'm
pulling rank!

PAST DUKE TO FALCON

Falcon turns and starts off, freezing on Duke's roar

DUKE

HALT!

FALCON

as Duke grabs his shoulder and whirls him around.

DUKE (cont'd)

The only thing you're pulling is
guard duty until I say otherwise!

SWISH PAN TO:

EST. COUNTRY ROAD NEAR JOE BASE - DAY

It is a bright, carefree, sunny day. Heather drives her red sports car down the road. Several cars and trucks ROAR past. She turns off on a posted shady dirt road.

HEATHER IN HER CAR

drives along smiling to herself and HUMMING. The shadows of the trees fall on her car. The mood is idyllic.

HIGH ANGLE - SECLUDED LAKE IN WOODED GLADE

The lake is completely surrounded by trees and is totally secluded. Birds CHIRP, everything is perfect. The car drives out of the trees and parks near the lake.

THE EMPTY PASSENGER SEAT - HEATHER'S HAT

floats softly into the seat. She keeps HUMMING.

LOW ANGLE - HEATHER'S CAR DOOR

opens and her two sandal-shod feet step out. She KICKS her sandals off.

LOW ANGLE - PAST CAR TO LAKE

Still HUMMING, Heather walks to edge of the lake and slowly starts to strip. She slips her sundress off her shoulders.

IN THE WOODS BEHIND HER - ZARTAN

has been camouflaged against trees and foilage. He emerges and instantly is joined by Zandar and the Dreadnoks who step out of shadows. MOVE IN on Thrasher who has an evil leer on his face.

THE SUNDRESS

PAN DOWN Heather's body as the dress slides down to her ankles. All she wears underneath is a very brief bikini bottom. Still HUMMING, she steps out of the sundress and kicks it away.

HEATHER - THRASHER

moves up behind her. His shadow falls on her bare back then he grabs her bare shoulder. ZOOM IN as she whirls in alarm.

THRASHER

* Takin' a dip, are we, luv?

THRASHER

WHAM! Heather kicks him in the gut with her bare foot. As he clutches his stomach she KNEES him in the jaw.

LOW ANGLE - HEATHER AND THRASHER FROM LAKE

Heather judo flips him into the water. He arcs TOWARDS CAMERA and SPLASHES in the IMMEDIATE FOREGROUND.

HEAD AND SHOULDER SHOT - HEATHER

plucks the long blonde wig from her head to reveal she is Zarana. She smirks and tosses the wig at Thrasher.

THRASHER

SPLASHES to the surface, GASPING for air. The wig lands on his head. Zartan, Zandar, and the Dreadnoks LAUGH O.S.

THRASHER

(chagrined)

Zarana! I didn't know it was YOU!

PAST ZARANA TO ZARTAN AND THE OTHERS

She turns brazenly to face them, not trying to cover herself. She plucks her large earrings off.

ZARTAN

Neatly done, sister. I trust your mission was equally well executed.

ZARTAN

catches the earrings that Zarana throws him from OFF FRAME. He tosses her a torn, punky T-shirt.

ZARANA (o.s.)

Duke took the film in my camera --

CLOSE ON ZARTAN'S HAND - THE EARRINGS

POP open to reveal miniature cameras hidden inside.

ZARANA (cont'd)

-- but not in my EARRINGS!

ZARANA

pulls on the T-shirt.

ZARANA (cont'd)

- * As soon as I develop it, we'll know everything we need to penetrate G.I. Joes' stockade.

THRASHER

Suddenly the water beneath him BUBBLES and BOILS and the strange giant jellyfish creature SPLASHES to the surface with Thrasher precariously perched on top. Thrasher YELLS.

PAST CREATURE TO DREADNOKS

whirling in surprise as the creature surfaces.

HIGH ANGLE - DREADNOKS AND CREATURE

They draw their lasers, ready to blast it.

BUZZER

- * Blimey! Hit's a bloomin' sea monster!

THE CREATURE - THE DREADNOK'S POV

- * A slit HISSES open. Pythona and Nemesis Enforcer step out. Nemis Enforcer does his croaking growl.

PYTHONA

- * Excellent, Zarana. You have done well.

PAST PYTHONA TO DREADNOKS

They grin and holster their weapons as she STEPS INTO FRAME.

PYTHONA (cont'd)

We shall use your information to free my lord Serpentor.

CLOSE ON PYTHONA'S BLAZING EYES

They shimmer with weird, frightening energy.

PYTHONA (cont'd)

TONIGHT!

DISSOLVE TO:

INT. ULTRA SECURITY CELL - CLOSE ON SERPENTOR'S EYES

blazing with hate. PULL BACK to show him sitting in the shadowy corner of a thickly barred stainless-steel, self-contained cell. PAN WITH HIM as he HOWLS in rage and flings himself -- for the ten thousandth time -- against the thick steel bars, SHAKING and POUNDING on them.

DRAMATIC LOW ANGLE - SERPENTOR'S SILHOUETTE

FILLS FRAME. He drops back in the shadows to reveal Alpine with Gung Ho and Bazooka standing on a small catwalk well out of arm's reach, each cradling a weapon.

ALPINE

I'm getting a nasty little feeling.
Like a train's coming in and I'm
going to be under it. Know what I
mean, Gung Ho?

GUNG HO

cocks his weapon.

GUNG HO

We're all antsy tonight, Alpine, but
don't sweat it.

He gestures to the steel door leading to the forecourt.
MOVE IN on the door as he speaks.

GUNG HO (cont'd)

That new kid, Falcon, is guarding the
outer perimeter.

CROSS DISSOLVE:

THE FORECOURT

PAN past blinking automatic alarms and sentry devices to
MOVE IN on the control console. The high backed chair is
turned away from CAMERA and towards several monitors.

GUNG HO (V.O.)

If anybody's dumb enough to try
anything, they got to get past him
first, and I figure...

THE HIGH BACKED CHAIR

is empty! MOVE IN on a technical manual draped carelessly
over the arm of the empty chair. There is a neatly bored
laser hole through the middle of it.

GUNG HO (cont'd)

...he'll give us all the warning we'll
need.

CUT TO:

INT. JOE MOTORPOOL - NIGHT

PAN PAST Maulers, AWE Strikers, and other vehicles to Jinx working on her HAVOC from the range. She works under a propped open heavy access panel. She doesn't see a shadow fall on the HAVOC.

TOOL TRAY - JINX

reaches for a wrench, but a man's hand wearing a special I.D. bracelet removes it. Jinx gropes for it blindly.

JINX

frowns. Her head is under the heavy panel.

* FALCON
Nice legs for a grease monkey, soldier.

She reacts in surprise and BONKS head on the panel.

* JINX
Falcon! OW!

PAST FALCON TO JINX

She rubs her head -- that hurt! He leans against the HAVOC, hand resting against the rim of the access panel.

FALCON
Want me to kiss it and make it better?

JINX
Consider this motorpool enemy territory!

FALCON AND THE ACCESS PANEL - JINX

FLIPS loose the latch and the panel SLAMS down. Falcon jerks his fingers away just in the nick of time.

* FALCON
You're supposed to be glad to see me, Jinx.

* JINX
And you're supposed to be on guard duty, you goof off!

JINX

puts her tools away with a lot of angry CLANGING. Falcon steps up behind her.

* FALCON (cont'd)
It's Heather, isn't it?
When I explain about her, you're gonna

* feel so silly, you....

CLOSE ON FALCON - JINX

whirls and waves a large monkeywrench at his nose.

JINX

Stow it, Falcon! I'm allergic to
baloney. Now what about guard duty?

JINX' HAND - FALCON

takes her wrist, trying to calm her down. She tries to jerk
her hand away. CLOSE IN on his special I.D. bracelet, a
complex, w-tch-like instrument.

FALCON

* No sweat. Nobody can even get close to
the stockade without an I.D. bracelet.

MATCH CUT TO:

ZARANA'S WRIST

She wears an identical I.D. bracelet.

EXT. STOCKADE - THE MASSIVE STEEL DOORS - NIGHT

Zarana places the I.D. disk face into the slot.

FLUSH LOCK HASPS

SPRING open around the door in rapid-fire sequence. The
huge doors SLIDE open.

INT. STOCKADE FORECOURT - PYTHONA, ZARTAN, AND THE DREADNOKS

silently enter. NOTE: Thrasher is not present but will soon
arrive with the Thunder Machine.

BACK IN THE MOTORPOOL - JINX AND FALCON

She lugs a heavy tool chest, stepping over a grease rack.
He follows her, not helping but still trying to con her.

FALCON

And even if they faked the bracelet --

INT. MOTORPOOL - A WORKBENCH - JINX

puts her tools away; there is a grease gun on the bench.
Falcon steps up behind her, bracing his arms around her on
the workbench. She is not amused.

FALCON

-- the Pentaplastic Shield would stop
'em cold!

INT. STOCKADE FORECOURT - A TRANSPARENT SHIELD

SLIDES down from the roof slot to deny Pythona and the others passage across the forecourt.

THROUGH THE TRANSPARENT SHIELD - NEMESIS ENFORCER

* smiles, howls. He tries to PUNCH through the plastic, but it only gives and stretches. He frowns. PAN to Pythona stepping up with an evil smile.

PYTHONA'S HAND

Her long fingernails are equipped with acid-venom that drips out with an evil gleam. She SCRATCHES the shield and the plastic dissolves with a HISS.

NEMESIS ENFORCER

* steps up to the hole dissolved in the plastic. He makes special sound, then the talons spring from his arm. He hooks them inside the hole and STRETCHES the plastic apart. The Dreadnoks slither through.

INT. MOTORPOOL - JINX AND FALCON

She smiles mischievously. He smiles, thinking he's won her over. She tries to squirt his face with the grease gun, but he deftly avoids it!

FALCON

But just for the sake of argument, suppose our mythical intruders did make it to Serpentor's cell block.

INT. STOCKADE FORECOURT - INNER METAL DOORS - MONKEYWRENCH

plants a huge explosive charge on the doors, lights it, then DASHES OFF FRAME. The charge BLASTS a hole through to Serpentor's cell area and Alpine, Bazooka and Gung Ho.

FALCON (con't)

They'd still have to blast through a couple of yards of superhard concrete.

A QUICK CUT - ALPINE, BAZOOKA AND GUNG HO

The BLAST tears the catwalk loose and KNOCKS them flat.

FALCON

And get past 3 of our best guys.

A QUICK CUT - SERPENTOR

is startled by the blast. He rushes up to his cell bars.

FALCON

It's not just unlikely, it's impossible.

ALPINE, BAZOOKA AND GUNG HO

Recover and immediately crouch behind broken chunks of blasted concrete and ZAP at the onrushing Dreadnoks.

THROUGH THE BLOWN DOORS - THE DREADNOKS

dive for cover as the three Joes ZAP away at them.

ALPINE, GUNG HO AND BAZOOKA

ZAP at the invaders. Alpine points to a CRACKLING twisted electrical conduit amid the wreckage.

ALPINE

(to Gung Ho)

* The alarm circuit's been cut.
How're you at splicin'?

CLOSER ON THE CABLE - GUNG HO

dives at it. Laser ZAPS ricochet around him, but Gung Ho flattens out and starts splicing severed cable.

GUNG HO

Terrible, but there's nothin' like a little on the job training!

PYTHONA AND NEMESIS ENFORCER

shrink back from the laser ZAPS pouring out of the room.

PYTHONA

He must not reconnect that alarm.

THROUGH THE DOOR - NEMESIS ENFORCER

leaps in, wrapping his wings around him. Laser ZAPS strike his wings but fail to slow him down.

BAZOOKA AND ALPINE

ZAP at Nemesis Enforcer and fall back dangerously close to the cell. Serpentor tries to grab them through the bars.

ALPINE
 (shouting at Gung Ho)
 Keep splicin'!

GUNG HO

furiously splices the conduit. PULL BACK as Nemesis Enforcer raises his talons to strike him. Bazooka runs up and levels his rocket launcher at Nemesis Enforcer.

BAZOOKA
 Gung Ho! Watch out!

Nemesis Enforcer BACKHANDS Bazooka to the floor.

NEMESIS ENFORCER - ALPINE

leaps on his back but Nemesis Enforcer reaches back with his claw and flings him against a broken chunk of concrete.

GUNG HO

twists the last strands of conduit wires and sets off the GENERAL ALARM (NOTE: These alarms should have different sounds and tempos from Cobra alarms in opening sequence).

INT. MOTORPOOL - JINX AND FALCON

react in stunned disbelief. Falcon rushes off.

FALCON
 It can't be!
 Oh, brother -- you ARE bad luck!

JINX
 Hey! You're not exactly a rabbit's foot yourself!

BACK AT THE BATTLE - NEMESIS ENFORCER

grabs Gung Ho by the ankle and SLAMS him against the bars of Serpentor's cell, knocking him out.

SERPENTOR'S CELL - NEMESIS ENFORCER

CLAMPS his claw on a bar.

CLOSER ON THE BAR - NEMESIS ENFORCER

SNAPS through the bar. PULL BACK as Serpentor smiles in evil anticipation.

EXT. JOE BASE - LOW ANGLE ON BARRACKS - A MOB OF JOES

burst from the barracks and run towards the stockade. Some are half dressed, a couple jump from second story windows to save time. (NOTE: Take special care NOT to include any of Flint's or Roadblock's Joes.) MOVE IN as Hawk and Duke RUN INTO FRAME in the IMMEDIATE FOREGROUND.

HAWK
(shouts orders to Joes)
Ring the perimeter!

PAN WITH THEM as they charge towards the stockade with the other Joes.

HIGH ANGLE ON STOCKADE AREA - THE JOES

start circling the stockade. The Hot Shots (save Falcon and Jinx) are among them.

LOW ANGLE - PERMETER FENCE OUTSIDE STOCKADE AREA

Spotlights sweep through the fence as Thrasher SMASHES through in the Thunder Machine, ZAPPING away.

THRASHER
Cobraaaaaaaaa!

THE THUNDER MACHINE

scatters the Joes, KNOCKING Hawk and other Joes flying.

HIGH ANGLE - THE JOES CIRCLING THE STOCKADE

The Thunder Machine BLASTS a ring of craters between the Joes and the stockade.

EXT. STOCKADE DOORS + ZARTAN

BURSTS through on his cycle, ZAPPING away, followed by the other Dreadnoks on their cycles. The Joes ZAP back.

NEMESIS ENFORCER

leads Serpentor and Pythona out. MOVE IN as he stretches his wings before them. Laser ZAPS bounce off the wings ineffectually.

SERPENTOR AND PYTHONA - THE THUNDER MACHINE

SKIDS to a halt before them, laser ZAPS filling the air. Serpentor, Pythona, and Nemesis Enforcer climb aboard.

DUKE AND OTHER JOES

ZAP at the Thunder Machine as it ROARS past. He tries to

form a pursuit group with Recon Sleds and Joes on foot.

DUKE

* After them! Deploy the Recon Sleds!

LOW ANGLE - MOTORPOOL DOORS - JOE RECON SLEDS

ROAR out to chase the Thunder Machine.

THE THUNDER MACHINE - PYTHONA

hurls something from a pouch around her waist.

SPIKE-BEETLES

land on the ground and scurry about. These are the creatures Pythona threw out; hard-shelled beetles with tall spikes sticking an inch or two out of their backs.

THE RECON SLEDS

ROAR ACROSS FRAME after the Thunder Machine.

CLOSE ON RECON SLED TIRES

They hit the spike-beetles which BURST and SHRED the tires.

THE RECON SLEDS

SKID out of control and CRASH into one another.

THE HOLE IN THE FENCE - JINX AND FALCON

RUN ONTO SCENE right into the path of the oncoming Thunder Machine.

CLOSE ON JINX

She blindfolds herself as the Thunder Machine's lights hit her. PULL BACK to show Falcon beside her.

FALCON

* We've got to stop 'em!

Jinx draws her swords and rushes off just as Falcon sees she's blindfolded. He reacts with alarm.

FALCON (cont'd)

Jinx! Are you crazy?

DRAMATIC LOW ANGLE - JINX

charges the Thunder Machine, holding her swords in an attack

position.

IN THE THUNDER MACHINE - THRASHER

reacts in alarm when he sees her. He starts ZAPPING away.

PAST JINX AND FALCON TO THUNDER MACHINE

The Thunder Machine HURTLES INTO FRAME. As the bright headlights wash over them, Falcon throws himself at her, propelling them both out of the way as the Thunder Machine barrels OFF INTO THE DARKNESS with the Dreadnok cycles.

JINX AND FALCON ON THE GROUND

She shoves him away angrily as she rips of her blindfold.

JINX
* You jerk! I could've nailed 'em!

FALCON
* You got to see 'em first!

JINX
* You let me worry about seeing! I....oh no!

PAN with her gaze to the ruined stockade. Smoke pours from it. Jinx and Falcon RUN PAST CAMERA towards it.

THE RUINS OF SERPENTOR'S CELL - FALCON'S POV

Hawk stands in the shattered doorway, back to Falcon and CAMERA. He turns and scowls at Falcon, grabbing him by the shirtfront.

HAWK
Take a long look at what your dereliction of duty is responsible for, Falcon.

IN THE CELL - DOC

hooks an I.V. into Gung Ho's arm. Gung Ho GROANS.

GUNG HO
Never...never seen nothing like `em!
Some weird NEW enemy...they...they
broke in...

ALPINE

has a splint on his leg. He, too, GROANS.

ALPINE

- * Had no...no warning...they got
Serpentor...why didn't Falcon warn us?

HAWK AND FALCON

Falcon is shocked as Bazooka is carried out GROANING on a
stretcher by LEATHERNECK and WET SUIT.

BAZOOKA

- * Never had a....chance.....

HAWK

(very emotional)

Because you deserted your post,
an enemy force was able to penetrate security,
free Serpentor, and injure 3 good men. You're confined
to quarters until courtmartial.

(to other Joes)

Get him out of my sight!

Falcon hangs his head as LOW LIGHT and SCARLETT move him
OFF. Reveal a shocked Jinx standing behind him.

DISSOLVE TO:

AERIAL VIEW OF THE HIMALAYAS - DAY

PAN silently and rapidly over the forboding, snow peaks.
The wind WHISTLES softly and there is the strange, subdued,
but unmistakable sounds of wings FLAPPING.

A HUGE, MULTI-WINGED FLYING CREATURE

flies over the mountains. Like the stalk-eyed submarine
creature, this is a biologically engineered living vehicle
-- a blimp-bodied Pterodactyloid. The wings, reptilian but
tipped with huge feather clusters, are in two sets, front
and back. PAN CLOSE by the creature to show several on the
translucent scales on its sides are actually windows.
Shadows move within.

THE CREATURE'S HEAD

- * looks like an eyeless lump covered with crocodile skin but
it suddenly untucks head like a pelican that hides its
head in its breast and SCREAMS an unearthly cry.

AERIAL VIEW OF GIANT FUNGUS PLANTS AT GLACIER PASS

The creature's CRY echoes over fungus plants and glacial
wastes. The creature flies over dense clusters of strange
new vegetation, fleshy hexagonal "trunks" now linking to
similar plants to become a fortified "Great Wall of China."

A HOLLOW AT THE FOOT OF A TOWERING GLACIAL WALL

MOVE DOWN AND IN with the creature. The wall-like thicket gives way to a closely woven spikey ground cover that serves as tank traps. The ground cover extends up face of the glacial wall, concealing a huge cleft in the ice.

THE FLYING CREATURE

approaches the glacial wall and gives its eerie CRY an odd lilt as a signal.

THE FUNGOID GROWTH ON THE GLACIAL WALL

MOVE IN CLOSE with the flying creature. The interlocking tank trap growths unlink with a GROANING, MUSICAL SIGH like a thousand voice chorale. They "unzip" to reveal a huge cavern opening into the glacier itself. The creature flies in with another strange CRY and the cleft "zips" up again.

INSIDE THE GLACIER - THE FLYING CREATURE

FLAPS on descent path through an ominous dark interior. PAN AHEAD to a glittering light at the end of the tunnel.

INT. GLACIER - THE TUNNEL TO THE OUTER WORLD - THE CREATURE

flies swiftly into the illumination. ZOOM BACK AND DOWN so the flying creature is now a speck moving against the vast, glowing translucent ice-dome of the cavern-world within the glacier. This is the domain of Cobra-La!

HIGH ANGLE - COBRA-LA

PAN to reveal the area beneath the huge, vaulting ice-dome is roughly circular. The landscape is clearly divided into vast "pie-wedge" areas that radiate out from a majestic central capital -- Cobra-La City.

During this sequence, the THEME MUSIC OF COBRA LA -- an ominous march ala John Williams -- COMES UP AND UNDER. MOVE WITH the flying creature DOWN AND IN on Cobra-La City.

COBRA-LA CITY - RAPID FIRE MONTAGE

to sustain the sense of the flying creature coming in on approach before making a landing.

(NOTE: All Cobra-La science and architecture is Bio-Tech-Mech; that is, a world without earthly technology and materials. No glass, plastic, steel, concrete, combustion engines, electricity, etc. Instead, genetically engineered symbiotic living organismism fulfill every need, like the submarine and flying creatures seen earlier. What is

described below is for REFERENCE; it's okay if the audience doesn't get ALL this information right away.)

HIGHWAYS of interlocking, still growing plants packed tightly side by side like asparagus spears with "roadside railings" and "divider strips" consisting of huge thorns growing from thick vine-like "ropes."

BRIDGES comprised of tightly interlocked animal/insect forms like the beasts in an Escher etching. The abutments are huge praying mantis-like creatures which kneel at the end of each bridge, their out-reaching front arms linking with rigidly segmented centipede-like creatures that form the bridge's span, each anchored to the other at key points by starfish-shaped living rivets.

TRAFFIC AND CARS are like land-going, smaller versions of the submarine creature, propelling themselves and their Cobra-La DRIVERS by jetting a continuous spray of silvery slime or gaseous vapors that dissipate as each "vehicle" passes. There are also "buses" made of sausage-shaped creatures which inflate to accommodate PASSENGERS then move by letting air out with a SQUEAL.

STREET AND BUILDING LIGHTS AND SIGNS are made of living soft-bodied stalk creatures with bulbous luminescent tips and huge sunflower-like light blossoms that shine like searchlights and sway in the breeze.

BUILDINGS shaped like upside-down beehives have been grown in place like architectural coral reefs. The buildings have external structural skeletons made of spiny planets. Each window is circular and faceted like a giant compound "fly-eye."

THE FLYING CREATURE

veers off and starts a steep descent to a distant landing area illuminated by brilliant firefly-like sparks. Rising above this are the turret-like forms of the Cobra-La Palace. The creature emits a long, triumphant TRUMPET-LIKE CRY.

A FLY-EYE FACETED WINDOW - THE FLYING CREATURE

is reflected in a thousand separate facets.

THE BUILDINGS

turn to watch the flying creature with a CHORAL GROAN of overlapping creaking bass sounds.

LOW ANGLE PAST HOLDING PEN TO FLYING CREATURE

The pen resembles a Geodesic Dome constructed of thorns and writhing tendrils. Looking up at the passing flying creature are Roadblock, Snow Job, Quick Kick, Lady J and the rest of the missing Joes.

CLOSE ON ROADBLOCK

following the flying creature's course overhead.

ROADBLOCK

* Yuck! Even their airforce is UGLY!

THE PEN - ROADBLOCK AND SNOW JOB

step to the edge of their pen for a better look. The thorns and tendrils SNAP and LASH at them, giving off painful electric SHOCKS that make Roadblock to pull away.

THE COURTYARD OF COBRA-LA PALACE - THE FLYING CREATURE

FLAPS gently to a landing. The Palace is a high-terrred structure made of interlocking organisms with colorful mosaic panels and ornamental freizes running in bands beneath the roof eaves and above the fly-eye windows.

CLOSE SHOTS - MOSAICS AND ORNAMENTAL FREIZES

are made up of countless brilliantly colored glowing creatures -- some like beetles, others like anemones -- all alive and interlocked. The mosaics and freizes are animated and CROSS-DISSOLVE from one scene to another.

COURTYARD LANDING AREA - A WELCOMING PARTY

awaits the flying creature. PAN from the creature to include Cobra-La Guards, Destro, Baroness, Dr. Mindbender, Xamot and Tomax, and other Cobra-La citizens such as:

COBRA-LA GENETIC-TECHNICIANS -- they are slender, very pale, and tall, with oversized, flat-topped, bald heads and faces the shape of inverted triangles. They wear luminescent green tunics and carry trident-like staffs topped with living spiders instead of three prongs.

COBRA-LA NOBLES -- female and male, resembling Pythona in dress, appearance and demeanor although not so grand or imperious as she and lacking her special cape. The Nobles wear a variety of sidearms and weapons.

(NOTE: Again, it isn't important for the audience to get ALL this right away.)

END PAN on GOLOBULUS, THE RULER OF COBRA-LA. GOLOBULUS has the torso of a human and the tail of a snake. His massive

tail is coiled up and hidden within his levitator, a huge organic hemisphere that floats two feet off the ground. His torso sticks out of the front of this. Golobulus is surrounded by various ADVISORS, SYCOPHANTS, MINISTERS, and SERVANTS.

GOLOBULUS

Prepare the path of esteem.

TWO GENETIC-TECHNICIANS

unroll a red "carpet."

A QUICK CUT - CLOSE ON THE RED "CARPET"

It's made of interlaced living crab-creatures.

THE FLYING CREATURE - THE RED "CARPET"

rolls out just as the creature's belly opens with a HISS and belly droops to form a ramp to the "carpet."

COBRA-LA HERALDS

blow a WELCOME FANFARE. The horns are spiral whelk shells that uncoil when blown and recoil as the notes die.

SERPENTOR

like a returning hero, is the first of the passengers down the ramp. He is followed by Pythona and Nemesis Enforcerer, then the Dreadnoks. The Dreadnoks are awed by Cobra-La.

- * ON DREADNOKS
as they exchange frightened looks

BUZZER

- * (sotto to Ripper and Thrasher)
Hits got to be a dream! Pinch me and
wake me up. ---not so hard!

- * They pinch him, he says "ouch, ouch," reacting, slapping them aside as cheer goes up.

THE COBRA-LA CITIZENS

CHEER -- A UNDULATION OF SOUND like the tongue-twirling, high pitched Arab shout for celebration or mourning.

SERPENTOR

approaches Golobulus, raises his arm in an imperial salute

and kneels before him.

SERPENTOR

- * I, Serpentor, Emperor of Cobra, salute you, most noble one.
(more personal)
Pythona tells me I owe you my freedom.

GOLOBULUS

looks at Serpentor, his eyes heavily lidded with age and melancholy. His tone is superior and aloof.

GOLOBULUS

- * Your freedom and your life! Know that I am Golobulus, Supreme Ruler of this Kingdom of Cobra La. It was I who created you, Serpentor. You are mine.

*NEW PAGE

* DR. MINDBENDER

- * as he listens from one side with Destro, Xamot and Tomax. Mindbender's face shows his dismay at Golobulus' remarks

DR. MINDBENDER

- * No! Serpentor is the product of my genetic engineering!

DESTRO

- * (Pulls Mindbender back, hisses softly and urgently in his ear)
Silence, Doctor!

DR. MINDBENDER

- * But we combed the tombs of history's most powerful leaders for DNA!

DESTRO

- * (sharply to Mindbender, aware that Golobulus is listening with a sardonic expression on his face)
Didn't it ever occur to you that such a brilliant plan was beyond the capacity of even your fine intelligence?

DR. MINDBENDER

- * But...But....

* ON GOLOBULUS

GOLOBULUS

(laughs)

- * You perceive the facts rightly, Destro. I implanted the idea and the skill in

GOLOBULUS (cont'd)

* Dr. Mindbender's rather pedestrian brain
with this ---

* He holds up a bizarre slug-like creature with fangs

GOLOBULUS (cont'd)

* A psychic motivator.

DR. MINDBENDER

* I would have felt that!

GOLOBULUS

* No. Only a small headache in your sleep.

* ON DESTRO, MINDBENDER, XAMOT AND TOMAX

* as Destro steps out toward Golobulus.

DESTRO

* I bow in the presence of such genius,
Golobulus.

(he bows at the waist)

* I offer you my most enthusiastic obedience.

XAMOT AND TOMAX

* And we, too!
(they bow)

DR. MINDBENDER

(a beat, then he too bows)

* So say we all.

* GOLOBULUS AND SERPENTOR

GOLOBULUS

(a slight smile, sarcastic)

* How wise you have become.

* Follow Golobulus and Serpentor as they walk along, Golobulus
floating on his levitator and casually acknowledging salutes
by various Cobra La citizens.

GOLOBULUS (continuing)

(to Serpentor)

* Enough talk of your origin, Serpentor.
It is now our greater destiny which concerns
me. Where is the broadcast energy transmitter? * * * *

CLOSER ON SERPENTOR

Earlier
dialogue
Omitted

* he reacts with a start, lowering his eyes sheepishly.

SERPENTOR

* I was unable to capture it. But I shall

* not fail you again, my Lord.

GOLOBULUS (darkly)

* Let's hope not Serpentor. I would hate to lose you. However, you will have other opportunities to serve me. But first, a graver matter lies before us.

A LARGE CIRCULAR POOL

ringed by Cobra-La Guards. Serpentor and Golobulus ENTER FRAME. MOVE IN as the water BOILS and steams. Like Botticelli's painting, "The Birth of Venus," an enormous scallop shell rises on a thick fibrous stalk. The shell opens to reveal Cobra Commander spreadeagled and tormented, lashed in place by bonds of fleshy, clam-like tendrils.

GOLOBULUS (cont'd)

The trial of Cobra Commander.

WIPE TO:

EXT. JOE HEADQUARTERS - DAY

MOVE IN SLIGHTLY on the HQ building as Hawk speaks.

HAWK (V.O.)

* Lieutenant Falcon, I can't understand how an arrogant misfit like you got into this outfit in the first place!

INT. JOE HQ - OUTSIDE A COURTROOM

* MOVE IN as Jinx, Big Lob, and Law press their ears against the closed doors. Order tries to edge in through their legs to get close to the doors. The doors have sign reading HEARING IN PROGRESS - NO ENTRY.

TUNNEL RAT

(whispering)

They gonna shoot Falcon?

LAW

(whispering)

* Not now. This is just the preliminary hearing.

TUNNEL RAT

* Oh, they try him first, then they shoot him.

JINX

(whispering)

Shhhhhh! I can't hear!

HAWK (o.s.)

Three good men injured -- Serpentor
freed by some bizarre new enemy --
all because you can't obey orders!

INT. COURTROOM - HAWK

sits at the center of a judicial bench flanked by SLIP-
STRING, WILD BILL, and ADMIRAL LEDGER as a subdued Falcon,
his head down, stands opposite Hawk in the dock. LOW-LIGHT
is the baliff.

HAWK (cont'd)

Your record is a shameful parade of
insubordination and irresponsible
conduct.

FALCON

is anything but brash and cocky now. He cannot bear to meet
Hawk's gaze and lowers his eyes in shame.

HAWK (cont'd)

We searched your file in the hope of
finding some act of merit to offset
the maximum penalty. We found NONE!

PAST WITNESS TABLE TO FALCON

DUKE stands up in semi-silhouette in the IMMEDIATE
FOREGROUND. Falcon is just as startled as everyone else.

DUKE

If it pleases the court, I ask that
the defendant be spared!

INTERCUT FOR QUICK REACTIONS - FALCON, JINX, ETC.

End up on Hawk RAPPING his gavel for order.

HAWK

On what grounds, Duke?

DUKE AND FALCON - HAWK POV

Falcon turns angrily to Duke. He doesn't want any favors.

FALCON

Duke -- Don't!

DUKE

Falcon is my half-brother! I pulled
strings to get him into G.I. Joe.

ANOTHER QUICK ROUND OF SHOCKED REACTIONS

End on Hawk HAMMERING his gavel. PULL BACK to show the other judges MURMURING to each other as they discuss this.

HAWK

- * Duke, remove the defendant while we discuss this new information.

OUTSIDE THE COURTROOM - THE RAWHIDES

back up hurriedly, acting like they HAVEN'T been listening, as Duke and Falcon step out. Falcon is angry.

FALCON

- * Don't do me any favors! You've done more than enough already, "big brother!"

PAST DUKE TO FALCON AND JINX

Jinx is shocked by Falcon's reaction.

JINX

Falcon! Duke's trying to help!

FALCON

How? By busting my chops every chance he gets??

DUKE

- * I promised our mother I'd keep an eye on him - maybe I wasn't up to the job.

PAST DUKE AND FALCON TO TUNNEL RAT AND BIG LOB

They scowl at Falcon's attitude.

TUNNEL RAT

- * Should've kept your trap SHUT, Duke! He did the crime, he should do the time.

BIG LOB

- * Yeah, now you might get penalized for HIS screw-ups!

FALCON

- * Hey, nobody's gonna take the rap for me! I'm flyin' solo now. I don't need your help anymore, Duke. Get out of my life!

The courtroom door opens. Low-light beckons to Falcon.

LOW LIGHT
Showtime.

HAWK'S GAVEL

He RAPS it sharply. PAN UP to his grim expression.

* HAWK
Lt. Falcon! It is the judgement of
this tribunal that you NOT be bound over
for courtmartial!

DUKE AND FALCON - HAWK POV

They look at each other in surprise.

* HAWK (cont'd)
If you're Duke's brother, there's probably
a soldier in you worth saving but you MUST
still answer for the serious charges against you!

DRAMATIC LOW ANGLE ON HAWK

MOVE IN as he speaks to a TIGHT, OMINOUS DUTCH TILT!

* HAWK
Falcon, you're gonna learn what it
means to be a Joe even if it kills you!

* (raps gavel sharply)
I'm sending you to THE SLAUGHTER HOUSE!

WIPE TO:

INT. COBRA-LA PALACE COURTROOM

A cathedral-like courtroom in the Cobra-La palace. Along either wall, giant insect legs on claw-like pedestals serve as columns. They're set at narrow intervals and create a Biological Gothic effect, like some shadowy Medieval Court of Inquisition translated to biological terms.

Cobra Commander's trial is already under way; he is in the Serpentor and Pythona stand off to one side, Nemesis Enforcer and the Cobra-La Guards keep a watchful eye on the proceedings. The Cobra officers and Dreadnoks watch with the Cobra-La Genetic Technicians, Nobles, and Citizens.

COBRA COMMANDER
You have no jurissdiction over me!
Release me at once or taste my wrath!

COBRA COMMANDER - THE FLOOR "TILES"

reach up and grab his ankles, locking him to the spot.

COBRA COMMANDER (cont'd)
I promise I'll -- urk!

GOLOBULUS

floats on his levitator, framed by the backlight of a "stained glass" window behind him. The window is a somber construction of locust and butterfly-wing creatures.

GOLOBULUS
Be silent...or be silenced!

COBRA COMMANDER - GOLOBULUS

is distorted in the reflection of his face mask.

COBRA COMMANDER
(instantly toadying)
I am always prepared to lisssten to
reassson, mossst honored sssire.

ZARTAN AND THE DREADNOKS

watch the trial. Buzzer, Torch, Ripper, and Monkeywrench are obviously puzzled by what's going on.

RIPPER
* `Ey! Zartan! Why all this legal-
fleagle palaver?

TORCH
* Yeah! If they wanna trash old
Chrome-Dome, why don't they just get
on with it?

GOLOBULUS (o.s.)
* Because, we are civilized, Dreadnoks...

ZIP PAN to Golobulus addressing the Dreadnoks. Nemesis Enforcer stands in the IMMEDIATE FOREGROUND, glaring at the Dreadnoks for disrupting the trial.

GOLOBULUS (cont'd)
* -- a great WRONG has been inflicted
upon Cobra-La by Cobra Commander.
And that wrong must be avenged in
accordance with our ancient tradition.

THE WEB OF REMEMBRANCE

* descends from the ceiling. Golobulus floats up before it,

* gesturing at it as images form.

GOLOBULUS (cont'd)

* Let the web of Remembrance tell the tale!

MOVE IN on the Web as Golobulus narrates and images form.

GOLOBULUS (cont'd)

Forty thousand years ago, the glory
of Cobra-La dominated this planet.

A RAPID FIRE MONTAGE

On the Web, we see a panorama of:

VAST CITIES with biomech bridges and walls.

ARMIES of Cobra-La Guards marching forth.

FIERCE SLEET AND SNOW pelting the cities.

FROZEN SEAS rising to become huge glaciers.

ICE AVALANCHES burying the cities.

COBRA-LA CIVILIZATION vanishing under ice and snow.

(NOTE: Play this REAL quick and snappy, just brief impressions.)

GOLOBULUS (cont'd)

* but an Age of Ice destroyed much of what we had
built and with it began the Time of the
Barbarians.

ON THE WEB - PRIMITIVE TRIBES OF EARLY MAN

chase after a woolly mammoth. They are bestial hunters.
PULL BACK to Cobra-La Nobles on a glacial ridge.

GOLOBULUS (cont'd)

Surprisingly, they evolved, gradually
mastering a technology based on inorganic,
lifeless substances ..

PAST BARONESS AND DESTRO TO THE DREADNOKS

* Baroness looks from the Web to the Dreadnoks then back.
as Buzzer noisily scratches under his arm.

BARONESS

(whisper to Destro)

If you ask me, some didn't evolve -- period!

ON THE WEB - COBRA-LA NOBLES AND GENETIC TECHNICIANS

look down at the early men and react with scorn.

GOLOBULUS (o.s.)

* Their culture was a travesty of our own noble ways, and a threat to our very existence...

A RAPID FIRE MONTAGE

The Web displays man's evolution with QUICK CROSS DISSOLVES:

The discovery of fire...farming on a primitive level...building mud wattle shelters...

Taming of the horse...a chariot...a stagecoach...a Model T...a sports car...

A biplane...and finally, the space shuttle lifting off...

EXT. GLACIER CLEFT - AERIAL VIEW OF COBRA-LA CITIZENS

A huge migration trudging into the glacier cleft.

GOLOBULUS (cont'd)

We retreated to preserve our ways and await an opportunity to reclaim the earth...

INT. COBRA-LA GREENHOUSE LABORATORY - A YOUNG COBRA-LA NOBLE

works over a table covered with strange fungoid plants, each with short bulbous barrel-stalks and a ring of evil little flowers around its wide mouth. The YOUNG NOBLE is handsome in a cruel, aloof manner.

GOLOBULUS (cont'd)

Generations passed. And then...

THE YOUNG NOBLE - A FUNGOID PLANT

suddenly compresses and SPURTS spore laden gas into his face. He staggers back, clutching his face in agony.

GOLOBULUS (cont'd)

... a brilliant young nobelman came to my attention. Although disfigured by a laboratory accident --

Horrified, he takes his hands down. Large lumps begin growing on his face like huge boils. MOVE IN as the boils

open to reveal they're eyes! The Young Noble SCREAMS.

MATCH DISSOLVE TO:

CLOSE ON COBRA COMMANDER IN HIS SILVER MASK

PULL BACK to show this is still a flashback. He stands before Golobulus, Pythona, and the CHEERING citizens of Cobra-La. PAN WITH him as he salutes and walks through the tunnel to the outer world.

GLOBULUS (cont'd)
 -- he was my choice to go into the world, raise a mighty army, and destroy the so-called "civilization" which had driven us into exile.

INT. COURTROOM - LOW ANGEL - GOLOBULUS AND COBRA COMMANDER

Golobulus floats over Cobra Commander on his levitator and points an accusing finger at him.

GLOBULUS
 You were my hope, Cobra Commander, and you failed me miserably.

COBRA COMMANDER
 I wasss betrayed! My troopsss lacked courage! It wassss not my fault!

GLOBULUS
 You failed!

THE DREADNOKS AND COBRA OFFICERS

MURMER angrily at this. Zartan lunges towards Cobra Commander but Zarana and Zander pull him back.

COBRA COMMANDER (cont'd)
 (pointing to Serpentor)
 * No!! Your preciousss creation, Serpentor, defiled your dreams of conquest!!

PAST COBRA COMMANDER TO SERPENTOR AND PYTHONA

He points at Serpentor and LAUGHS sarcastically. Pythona lightly touches his arm; a bond is developing between them.

COBRA COMMANDER (cont'd)
 * That ssscraped together collection of dead men's DNA couldn't organize a game of ssshuffleboard!

GOLOBULUS (cont'd)

incompetant life-forms.

PYTHONA AND SERPENTOR

stand near each other in the bitter cold. Pythona smiles in delight at the thought of what's going to happen.

PYTHONA (cont'd)

- * When the pods ripen, they will
BURST --
 (wiggles fingers like
 falling spores)
- * -- and shower the earth with enough
spores to reduce the entire human
race to the level of mindless beasts.

GOLOBULUS

Only those INSIDE Cobra-La's ice dome
will be spared.

PYTHONA

- * And Cobra-La shall reign supreme once more!

GOLOBULUS AND COBRA COMMANDER

Golobulus is in the IMMEDIATE FOREGROUND, looking up almost reverently at the giant fungus plants. In the BACKGROUND Cobra Commander sneers at him.

GOLOBULUS

- * But the pods will not ripen in freezing
space without energy. And that is why I
must have....

SERPENTOR (catching on)

- * The Broadcast Energy Transmitter! Of course!

PAST COBRA COMMANDER TO GOLOBULUS

Golobulus slowly floats up to him, expression cold and hard, as Cobra Commander gloats over his apparent failure.

COBRA COMMANDER

Fool! You haven't got the B.E.T.!
You don't even know where it is!
Your plan is laughable!

GOLOBULUS

But your punishment will not be!

COBRA COMMANDER

Punishment?! What about my trial?

PAST GOLOBULUS TO COBRA COMMANDER

Golobulus turns and floats away. He pauses in the IMMEDIATE FOREGROUND, as if remembering something he forgot.

GOLOBULUS

* It's over and the verdict is guilty.
Guilty of the one, unforgiveable crime-failure!

PAST COBRA COMMANDER TO NEMESIS ENFORCER

Nemesis Enforcer cautiously carries a baby fungus plant. Cobra Commander sees this and freaks out.

COBRA COMMANDER

* No! NO! I'm a citizen of Cobra-La!
NOT THE SPORES!

NEMESIS ENFORCER

SQUEEZES the plant at Cobra Commander causing it to SPEW a cloud of spores. Cobra Commander GASPS and starts changing.

HIS LEGS

bonding together, shimmering as they merge into one.

HIS ARMS

begin shrinking, scaly skin forming over his chest and body as he GASPS and struggles.

COBRA COMMANDER

* No...Nooooo!!

THE DREADNOKS AND THE COBRA OFFICERS

The Cobra officers react with horror and disgust, but the Dreadnoks think it's pretty cool.

BUZZER

* ooo 'ave a look at 'im, mates!

ZARANA

* How bizarre!

OTHER DREADNOKS
(cruel LAUGHS)

DRAMATIC LOW ANGLE PAST COBRA COMMANDER TO GOLOBULUS

Golobulus floats above him as he mutates. Cobra Commander SCREAMS pathetically.

GOLOBULUS

* Nemesis Enforcer, throw this worthless sewage into the abyss of oblivion.

SERPENTOR AND PYTHONA

Serpentor gets a bright idea and steps forward.

SERPENTOR

* No! Put him with the Joe prisoners so they may see the fate which awaits them!

PYTHONA

* I like that! It's poetic in it's simplicity.

PAST GOLOBULUS TO SERPENTOR AND PYTHONA

He rubs the corners of his eyes as if tired. When he speaks it's like an adult granting a whim to a child.

GOLOBULUS

* A trifle melodramatic, but instructive...
Nemesis Enforcer, take him away!

* Nemesis Enforcer gives croaking growl and grabs Cobra Commander.

SERPENTOR

Golobulus, I wish to return to the Terrordrome immediately and begin searching for the B.E.T. at once.

GOLOBULUS

* Go! And this time fail me not!

SERPENTOR AND PYTHONA

watch Nemesis Enforcer drag the SCREAMING Cobra Commander OFF, then turn to face the Dreadnoks and Cobra officers. She looks at him admiringly as he delivers his orders.

SERPENTOR

* As you direct, Golobulus. Cobra vipers, prepare for departure! This I command!

PAST SERPENTOR TO THE DREADNOKS AND CORBA OFFICERS

The Dreadnoks don't understand all the high-faluting talk -- they just want to destroy something. MOVE IN to show Xamot and Tomax look wary and suspicious.

TOMAX

* After we eradicate G.I. Joe and....

XAMOT

-- the rest of the world how --

XAMOT AND TOMAX

have sour expressions on their faces.

TOMAX

-- will we establish --

XAMOT

-- a financial empire --

TOMAX & XAMOT

-- in a society that doesn't use
money!

* (they look at one another)
We must dwell on this!

DISSOLVE TO:

EXT. AMERICAN BADLANDS - DAWN

MOVE over the strange, surrealistic beauty American desert
possesses just before dawn.

WILD BILL (V.O.)

Yeee-haw! There it is, Lift-Ticket.
Sure don't look cozy down there.

A TOMAHAWK CHOPPER - WILD BILL AND LIFT-TICKET AT CONTROLS

Wild Bill points down and banks the Tomahawk to get a better
look at the desolate terrain below.

LIFT-TICKET

I don't think former Lieutenant Falcon is
supposed to enjoy himself, Wild Bill. Gung ho,
Alpine and Bazooka aren't exactly enjoying
themselves at the hospital right now.

IN THE REAR OF THE TOMAHAWK - FALCON

Falcon's insignia has been stripped off his uniform, and he
sits dejectedly, uncertain and frightened.

Lift-Ticket ENTERS FRAME and tosses a parachute to Falcon.

LIFT-TICKET

Put it on, smart guy.

EXT. TOMAHAWK DOOR - LIFT-TICKET

SLIDES it open as Falcon finishes strapping on the chute.

FALCON

* What for? We're over the middle of nowhere!

LIFT-TICKET

* Which is right where you belong!

As he says this, Lift-Ticket BOOTS Falcon out the chopper door then CHUCKS his heavy duffle bag out after him.

FALCON FALLING THROUGH DAWN SKY

He YELLS yells with fright for brief instant, then manages to stop wild his tumbling.

HIS RIPCORDER

He finds the D-ring which he clutches desperately and tugs.

IN MID-AIR - FALCON

is suddenly jerked sharply by the chute risers. He reacts with a start as his duffle bag WHISTLES past.

JAGGED MOUNTAIN TEETH - FALCON

pulls on his risers, just misses, and keeps falling, the chute catches more wind, pulls him up then dumps him.

THE HARD, COLD GROUND

rises to meet him as he LANDS HARD, rolling forward.

LOW ANGLE - A PRECIPICE - FALCON

is almost swept over the edge but cuts the chute free.

FALCON

rolls free and away from the edge just in time. He lays face down, PANTING. Two big black boots STEP INTO FRAME just in front of Falcon's head. Falcon looks up in alarm.

A BLOND, SCOWLING NORDIC GIANT - FALCON POV

The Giant known as MERCER wears a vest with a "No-Cobra" insignia (i.e., a circle and slash). NOTE: Introduce the Renegades with dramatic angles, stark lighting, etc.

FALCON

Cobra!

FALCON

suddenly springs toward Mercer.

MERCER

swats him back with contemptuous ease.

FALCON

whips out his gun but reacts in surprise as it's SLICED in half by a scimitar. PAN to TAURUS, a perpetually glum Turk acrobat with a long, twirling mustache.

CLOSE ON FALCON

Suddenly he's grabbed by the scruff of his neck. PULL BACK to reveal RED DOG, a Polynesian warrior in a football shirt with criss-crossed ammo belts. He shakes a huge Polynesian war club at Falcon.

RED DOG

* Look at what dropped in, bruddahs. A hundred and seventy pounds of air pollution.

He shoves Falcon over to Mercer. Mercer shakes Falcon hard.

MERCER

* I seen putty with more backbone.

He shoves Falcon over to Taurus. Falcon is getting alarmed.

TAURUS

* I do not like his face. Let us remove it, yes?

FALCON AND TAURUS

Falcon seems determined to die fighting. He flips Taurus over his shoulder. Taurus lands nimbly on his feet.

RED DOG'S WAR CLUB

SNAGS Falcon's ankle and YANKS him off his feet.

THE THREE MEN

YANK Falcon to his feet and with much ANGRY SHOUTING shove him back and forth, roughing him up considerably.

FALCON

looks ready to collapse when they hear a COMMANDING VOICE.

SGT. SLAUGHTER (V.O.)

At ease, disease!

A QUICK CUT - SGT. SLAUGHTER

He has Falcon's duffle bag slung over his shoulder. We see him clearly for a split second because suddenly

RAPID FIRE MONTAGE - THE FIGHT

The Sarge is everywhere, his massive body heaving this way and that as he hurls himself onto the Renegades:

RED DOG swings -- and gets CONKED on the head with the duffle bag.

TAURUS dives at the Sarge -- only to be thrown OFF FRAME like a sack of potatoes.

MERCER swings a wicked right cross at the Sarge -- the Sarge grabs his fist in mid-swing, twists it behind Mercer's back, and FLIPS him over his shoulder.

A QUICK CUT - CLOSE ON FALCON

gaping in awe and surprise.

DRAMATIC LOW ANGLE - SGT. SLAUGHTER

stands up, arms folded across his massive chest with the Renegades scattered at his feet.

* SGT.SLAUGHTER (to Renegades)
I said "at ease!"
(to Falcon)
I've been expecting you. I'm
Sergeant Slaughter -- special drill
instructor for G.I. Joe.

FALCON AND SGT. SLAUGHTER

He reaches down and yanks Falcon to his feet without effort. Falcon is getting a little cockiness back.

FALCON
That's terrific, Sarge, but I'm
trying to cut down on chicken-sweat
just now, so if you'll excuse me...

SGT.SLAUGHTER
(ROARING)
You're going nowhere, spacecase!
You're here because you're an
industrial strength foul-up!

CLOSE ON FALCON AND SGT. SLAUGHTER

Falcon begins to realize what kind of hell Hawk sent him to.

SGT. SLAUGHTER (cont'd)
 My job is to whip you into shape, and
 I'm talking WHIP.

SGT. SLAUGHTER

looms over Falcon like a mountain range.

SGT. SLAUGHTER (cont'd)
 There's only two ways to leave my
 command -- on your feet like a man,
 or in a ditty bag!

He holds up a thumb and finger to show just how itty bitty.

SGT. SLAUGHTER (cont'd)
 An itty bitty ditty! Got it?

FALCON

Yes, sir!

FALCON AND SGT. SLAUGHTER

The Sarge steps back from Falcon, much to the lieutenant's relief. PAN TO the Renegades as the Sarge introduces them.

SGT. SLAUGHTER (cont'd)
 That's better, now straighten up and meet
 the Renegades. They're not real dependable
 yet, but when I get through with them...
 (to the threesome, yelling)
 What're you gonna be?

THE RENEGADES

(in unison, screaming)
 Perfect!

SGT. SLAUGHTER
 That's right - perfect! Say hello to -

CLOSE SHOTS OF THE RENEGADES

as they are introduced: Mercer SPITS; Red Dog BITES a chunk
 out of his war club; Taurus flips a bali-song knife open.

* SGT. SLAUGHTER (cont'd)
 Mercer, ex-Cobra Viper who's seen the
 light...Red Dog, booted out of pro
 football for unnecessary roughness...
 and Taurus. A circus acrobat with a
 few loose bats in his big top.

FALCON

- * Uh...hi...guys?
(he draws back as the Renegades growl at him)

THE TRIPLE "T" AND THE RENEGADE CYCLES

are parked nearby. Sgt. Slaughter jumps on his personal vehicle and REVS the motor. The Renegades jump on their cycles and START their engines.

SGT.SLAUGHTER (cont'd)

Okay, now that we're all close friends, let's head to the Slaughter House.

LOW ANGLE PAST FALCON TO SGT. SLAUGHTER

Falcon is still a bit shook up by everything that's happened. The Sarge points a meaty finger at him.

SGT. SLAUGHTER (cont'd)

Grab your gear and start hotfootin' it if you wanna be there in time for breakfast. It's a LONG haul.

FALCON

blinks in surprise.

FALCON

You expect me to run?

- * CLOSER ON SGT. SLAUGHTER

as he ROARS off in a cloud of dust.

SGT. SLAUGHTER

- * You didn't bring a vehicle, sport.
Get hoofin'! Yo Joe!

The Renegades REV their engines and ROAR OFF, too, leaving Falcon COUGHING. He picks up his heavy duffle bag and runs after them through the dust.

DISSOLVE TO:

THE JOES' HOLDING PEN AT COBRA-LA

COBRA-LA GUARDS

drag the thrashing, SCREAMING, mutating Cobra Commander toward the pen.

IN THE PEN - THE JOES

react with shock and surprise when they see Cobra Commander.
PAN their shocked reactions to end on Roadblock's grim face.

SHIPWRECK

* Well save my bones for Davy Jones!

SNOW JOB

* He gives me chills!

QUICK-KICK

* What'd they do to Cobra Commander?

LADY J

He looks inhuman!

ROADBLOCK

(lowers voice, a poem)

Forget that MAN, remember the PLAN!

(surreptitiously signals other Joe
prisoners)

* When them Guards open the gates,
we're gone!

CLOSE ON THE PEN LOCK - A COBRA-LA GUARD

opens the lock thorns with a beetle "key," its huge
mandibles feeling for the lock and then releasing it.

GATES TO PEN -- THE EIGHT COBRA-LA GUARDS

hold the struggling Cobra Commander. The large thorns
retract and the gates swing open. As the Cobra-La Guards
prepare to heave Cobra Commander in --

A QUICK CUT - ROADBLOCK

BREAKS a huge thorn off the pen wall.

A QUICK CUT - SNAKE-EYES AND QUICK-KICK

each grab a Cobra-La Guard and SLAM him into another Guard.

REMAINING COBRA-LA GUARDS - ROADBLOCK

swings the thorn like a club, BATTERING Cobra-La Guards out
of the way as he gives the battle cry.

ROADBLOCK

Yo, JOE, let's GO!

THE COBRA-LA GUARDS

are KNOCKED against the pen. The pen's tendrils lash out
and ZAP them then wrap them up.

OUTSIDE THE PEN GATE - THE JOES

plow through the gates with a shout, scattering the remaining Cobra-La Guards in their wake. Roadblock leads them, swinging his thorn-club, followed by Quick-Kick and Snake-Eyes on his flanks.

COBRA COMMANDER

tries to run, hop, slither, anything to keep up with them.

COBRA COMMANDER

Wait for meeeeeee!

LONG SHOT - THE JOES' PEN - THE JOES

swarm out. PULL BACK AND OVER to the tunnel leading to the outside world. Serpentor and his Cobra Motor Vipers are ready to leave Cobra-La in their S.T.U.N.s.

SERPENTOR AND GOLOBULUS

confer at the exit to the outer world. Serpentor now rides his Air Chariot.

SERPENTOR

* The world will soon be ours, Great Golobulus!

GOLOBULUS

* May your deeds match your words, Serpentor.

He and Serpentor react with surprise as they hear the escaping Joes BATTLING their way closer.

THE JOES - THEIR POV

Cobra-La Citizens flee SCREAMING from the Joes. A few Cobra-La Guards try to stop them but the Joes use their own weapons against them. The Joes charge STRAIGHT AT CAMERA.

SERPENTOR

unleashes a sidearm, ready for combat. Pythona stands ready to fight at his side.

SERPENTOR

The Joes are escaping! We must destroy them!

ROADBLOCK AND THE ESCAPING JOES - SERPENTOR'S POV

They BATTER Cobra-La Citizens out of their way and charge

across a narrow bridge spanning a deep ravine that leads to the tunnel. Roadblock is in the lead.

GOLOBULUS

raises his hand to stay Serpentor.

GOLOBULUS

* You will find, that Cobra-La is prepared to handle all contingencies, my impetuous friend.

PAST BRIDGE TO COBRA-LA TUNNEL - QUICK-KICK

decks a Cobra-La Noble and points toward Serpentor's group.

QUICK-KICK

This way out! Yo, Joe!

SNAKE-EYES

karate kicks two Cobra-La Genetic Technicians coming up on Quick-Kick's blindside, gets a thumb's up from Quick-Kick as Joes shout "Yo,Joe!" and thunder up the path to Serpentor.

ROADBLOCK - A COBRA-LA GUARD

clings to one leg and a Cobra-La Noble is on his back, but Roadblock is carrying them along like a fullback seeing only the goal line. Spinning around and around with a ROAR, he shrugs off the clinging Cobra-La Guard and Noble. He starts to run after but stops when he hears Cobra Commander.

COBRA COMMANDER

Ssstop! It'sss a trap!

COBRA COMMANDER

mutated further, his voice hoarser and more sibilant. Roadblock grabs him by his throat.

ROADBLOCK

Get outta my face, Cob-rat!

COBRA COMMANDER

No! Look!

MOVE IN as Roadblock looks OFF and reacts in horror.

A WIDE LEAFY PATH - ROADBLOCK'S POV

This is the last stretch before the escaping joes reach the Motor Vipers and S.T.U.N.s parked ahead. The path is made of huge overlapping leaves, each the size of a bedroom.

QUICK-KICK

- * leads the Joes. He's halfway down the path when the leaf he's standing on suddenly WRAPS tight around him with a salivating, suction sound. He struggles, trapped inside like a mummy, but can't get out.

SERPENTOR AND PYTHONA

see this, too. Both are amused.

PYTHONA

- * You see, Serpentor? There is no escape from Cobra-La.

SNAKE-EYES, LADY J, SNOW JOB, AND OTHER JOES

realize their peril and try to get off the path but the leaves WRAP up tight around them. NOTE: REMEMBER, character Joes only; NO "N.D." Joes.

THE LEAVES

- * retract from the path along long vines. The vines wrap around a tall, thin tree stalk that had a bulbous flower atop it. The leaves and vines wrap around the bare tree trunk with suction sounds; the effect looks like a tightly wrapped green cone.

CLOSER ON THE LEAVES - THE JOES

insides them struggle, but gradually the struggles die down.

SERPENTOR, PYTHONA, AND GOLOBULUS

watch the last of the Joes get captured and hauled away.

GOLOBULUS

- * Ages ago, when the outer world belonged to us, the Carno-Tree snared delicious game for our feasts.

PYTHONA

- * Now it traps only disgusting pests and parasites - like G.I. Joe!
(she laughs throatily)

PULL BACK AND DOWN to show Roadblock and Cobra Commander watching this from a hiding place near the path.

ROADBLOCK AND COBRA COMMANDER

Roadblock is clearly upset and horrified. He starts to go

to them but Cobra Commander stops him.

ROADBLOCK
My buddies...!

COBRA COMMANDER
There'sss nothing you can do to
sssave them --

CLOSER ON ROADBLOCK AND COBRA COMMANDER

AS Roadblock grabs Cobra Commander by the throat.

COBRA COMMANDER
(frightened)
Wait! I know another way out of
Cobra-La. You can sssave yourself
and fight again!

PAST ROADBLOCK AND COBRA COMMANDER TO PATH

Roadblock isn't thrilled, but no time to consider because
more Cobra-La Guards and Nobles come looking for him.

ROADBLOCK
(angry, a poem)
What's your FEE? Snakes don't give
FREE!

COBRA COMMANDER
Take me with you!

ROADBLOCK AND COBRA COMMANDER

duck back into a shadowy alcove as Cobra-La Guards rush by.
Roadblock loosens his grip on Cobra Commander.

ROADBLOCK
(whispers)
We got a bargain, but...
(a poem)
Play it straight or there's no DOUBT,
I'll turn your eyeballs inside out!

COBRA COMMANDER
(pointing)
Thiss way!

Roadblock half carries Cobra Commander as they RUN OFF.

GOLOBULUS

He sees them and casually beckons Nemesis Enforcer.

GOLOBULUS
Nemesis Enforcer, dispose of them.

* NEMESIS ENFORCER

Gives his growl/croak and a rapid fist to the chest salute, then starts RUNNING OFF.

A COBRA-LA LAMPPOST - NEMESIS ENFORCER

runs at the lamppost. It bends over to let him run along its side, then FLINGS him into the air.

IN MID-AIR - NEMESIS ENFORECER

spreads his wings and SWOOPS off. PAN WITH him as he glides after Roadblock and Cobra Commander.

ROADBLOCK AND COBRA COMMANDER

run along the side of the ravine. They look back.

NEMESIS ENFORCER - THEIR POV

He SWOOPS AT CAMERA.

POUCH ON NEMESIS ENFORCER'S BELT

He dips his hand in the pouch, taking out some dust. The dust glows and sparkles in Nemesis Enforcer's hand.

ROADBLOCK AND COBRA COMMANDER

see Nemesis Enforcer gaining. They speed up.

COBRA COMMANDER

Don't look!

NEMESIS ENFORCER

SWOOPS by and hurls the dust into Roadblock's face.

CLOSE ON ROADBLOCK

He blinks. MOVE IN TIGHT as the pupils of his eyes begin to fade to solid white.

ROADBLOCK

(COUGHS)

Wha...? My EYES!

NEMESIS ENFORCER - ROADBLOCK'S P.O.V.

He SWOOPS AT CAMERA and swings a taloned fist at Roadblock's

head. The image blurs into solid white light.

ROADBLOCK

His eyes are now blank, but he manages to duck the blow. He uses Nemesis Enforcer's momentum to FLIP him over.

ROADBLOCK

I can't see!

COBRA COMMANDER

I'll be your eyesss...Run!

CLOSE ON NEMESIS ENFORCER

looking up sharply, eyes glaring hate.

ROADBLOCK AND COBRA COMMANDER

run, Roadblock stumbling, groping as he tries to follow Cobra Commander's instructions.

COBRA COMMANDER

Not that way! To the left...now
turn...now SSSTRAIGHT AHEAD!!!

DRAMATIC LOW ANGLE - THE EDGE OF THE RAVINE

Roadblock runs over the edge with a YELL and goes hurtling over the precipice in a shower of rocks, taking Cobra Commander down with him as both FALL OUT OF FRAME.

LONG SHOT - ROADBLOCK AND COBRA COMMANDER FALLING

plummet down, down, down, and then SPLASH into the CHURNING stream, far below.

DRAMATIC LOW ANGLE - NEMESIS ENFORCER

* circles overhead, clearly disappointed that they're gone, and croaks mournfully, echoing over the scene

WIPE TO:

EXT. COBRA-LA GLACIER CLEFT - SERPENTOR

leads a column of S.T.U.N.s and Motor Vipers. Nemesis Enforcer trudges alongside Serpentor's Air Chariot. A DEEP RUMBLING gets everyone's attention. They look OFF.

THE FUNGUS PLANTS

QUIVER and GROAN, energy obviously pent up.

LOW ANGLE - PAST NEMESIS ENFORCER TO SERPENTOR

Both of them grin.

*(line deleted - SERPENTOR)

THE FUNGUS PLANTS

MOVE IN TIGHT on one plant as it swells, retracts slightly, then BLASTS its inner pod into orbit.

THE POD

STREAKS through the atmosphere looking like a fungoid ICBM.

THE FUNGUS PLANT GROVE

LAUNCHINGS are going off constantly, SHAKING the FRAME with LOUD BURSTS. PULL BACK to include Baroness, Destro, Dr. Mindbender, Tomax and Xamot watching from their S.T.U.N.

BARONESS

Beautiful!

DESTRO

* So begins the dawn of our invincibility.

EARTH FROM SPACE - THE PODS

sail PAST CAMERA and into orbit.

SERPENTOR'S COLUMN

watches the plants BLAST off. Serpentor signals to move on.

SERPENTOR

Forward! Our mission isn't complete until we return with the Broadcast Energy Transmitter!

They MARCH OFF FRAME. PAN DOWN AND AWAY to an icy stream trickling out of a narrow cleft in the rock far below.

THE ICY STREAM - ROADBLOCK AND COBRA COMMANDER

SPLASH out, GASPING for breath.

ROADBLOCK

clings to a boulder, pulling himself out of the stream.

COBRA COMMANDER (o.s.)

Useless. All useless.

ROADBLOCK

Snap out of it! Neither of us will

ROADBLOCK (cont'd)
make it if you don't hang together.

PULL BACK to include Cobra Commander in the IMMEDIATE FOREGROUND, his back to CAMERA. He's lost his metal mask.

COBRA COMMANDER
(shouting)
I wasss once a man! A man!

ON A ROCK IN THE STREAM - COBRA COMMANDER'S SHATTER MASK lies half in, half out of the water. Roadblock puts his hand on it.

ROADBLOCK
I can't see but I can still -- Hey!

ROADBLOCK

holds up the battered, mangled mask. He's surprised and puzzled when he realizes what it is.

ROADBLOCK (cont'd)
* This is your face-plate.

PAST ROADBLOCK TO COBRA COMMANDER

Roadblock is between Cobra Commander and the CAMERA. He moves aside, revealing Cobra Commander is half-snake, half-human with a dozen eyes too many. Cobra Commander is muttering to himself and nearing madness.

COBRA COMMANDER
WASSS my masssk...jusst as I wasss
once a man!

THE LAST OF THE FUNGUS PLANTS

BLAST their pods into space.

ROADBLOCK AND COBRA COMMANDER

Roadblock can't see but he can hear - -and what he hears doesn't sound good.

ROADBLOCK
(a poem)
I don't like that roarin' SOUND.
Tell me, dude, what's going DOWN?

COBRA COMMANDER
The begining of the end of human
civilization unlesss you warn G.I.
Joe in time!

Shivering, Roadblock picks up Cobra Commander.

ROADBLOCK

Then let's get crackin!

A SLIPPERY PATH

down the stream. Roadblock half-supports, half-carries Cobra Commander. Cobra Commander fights his transforamtion.

COBRA COMMANDER (cont'd)

(fading in distance)

Ssstraight ahead...a mountain path

...left foot, right foot, left, right

...Ssssssss.

WIPE TO:

INT. JOHNSON SPACE CENTER - HOUSTON - NIGHT

This is Mission Control, a large room with scores of computer consoles and several huge TV monitors on the wall. A middle-age black female TECHNICIAN is monitoring the orbit of a few weather satellites. The only other person in the huge room the elderly male German SCIENTIST. Nothing happens for a couple of moments, then...

ON THE TECHNICIAN'S CONSOLE - A LIGHT

comes on and starts BEEPING. PAN UP SHARPLY to the Technician reacting in surprise.

TECHNICIAN

* Wha -- there aren't any launches scheduled! There must be some mistake.

WALL TV MONITOR - HUNDREDS OF BLIPS

appear on the computer map of the Earth. PULL BACK to include the other monitors showing the pods in orbit.

TECHNICIAN - THE SCIENTIST

joins her. Both are puzzled by what they see.

SCIENTIST

* They don't look like any known missile or satellite hardware.

TECHNICIANS

* Could be some new Russian weapons system!
(picks up phone)
Give me the Defense Department! Condition Red!

WIPE TO:

EXT. THE SLAUGHTER HOUSE - MORNING

A fort cut into the living rock against a craggy hill in the midst of the Badlands.

THE SUNRISE - FALCON

staggers out of the sun, exhausted, PANTING, dragging his duffle bag behind him. PAN as he approaches the Slaughter House, breathes a SIGH of relief and then staggers on.

INT. SLAUGHTER HOUSE - THE MESS TABLE - RED DOG

finishes off a huge rack of ribs and lets out a huge BELCH just as Falcon ENTERS THE SCENE in the BACKGROUND.

SGT. SLAUGHTER

Sorry you missed breakfast, Falcon.

THE MESS TABLE - FALCON'S P.O.V.

The Renegades are ending their meal: Mercer throws his chair aside as he leaves table, Red Dog wipes his greasy hands on the tablecloth, and Taurus pushes his chair back and walks away. They all drop dirty plates and bones on an already enormous stack of empty dirty, pots, pans, cups, etc.

SGT. SLAUGHTER (cont'd)

But that's what happens when you're out of shape!

SGT. SLAUGHTER

wipes his mouth fastidiously with a napkin and neatly sets it on a clean corner of the mess table.

SGT. SLAUGHTER (cont'd)

A little KP will help get the lead out!

FALCON

can't believe there's no food left. Sgt. Slaughter throws an apron and dishrag at him.

SGT. SLAUGHTER (cont'd)

Jump, yardbird!

ON FALCON

His action SPEEDS UP, FASTER AND FASTER IN UNDERCRANK EFFECT

and we see him scrubbing, washing, cleaning, mopping the floor, etc. Scene then BECOMES A TIME LAPSE MONTAGE of Falcon's "training" scenes during which Sgt. Slaughter's VOICE SHOUTS OVER.

SGT SLAUGHTER (V.O.)

(During KP and chin up activities)

You've had things to soft for too long, but the good times are over. You're going to work 'til it hurts and then keep going 'til you wish you were dead and then keep going because you're afraid if you don't I won't let yo die! Now, put your heart into it ... Work...Pull...Go for it.....There's no turning back now!

Falcon's Training THEME MUSIC creeps in under the preceding and continues over the Montage Sequence.

MONTAGE SEQUENCE - FALCON IN TRAINING

CROSS DISSOLVE through the following sequence, building the tempo and the feeling that Falcon is improving as a Joe. The MUSIC will be SGT. SLAUGHTER'S WORK-OUT DRILL, which should be based on military cadence

FALCON CHINNING WITH RED DOG -- Red Dog increases his speed while Falcon struggles to do one slow chin up after another. Red Dog doesn't like Falcon's pace, and continues chinning himself with one one while he uses his other hand to grab Falcon's belt, lifting him to help him with his chin ups.

FALCON RUNS IN THE DESERT WITH SGT. SLAUGHTER -- Both wear large packs, but the Sarge carries his with ease; Falcon staggers exhaustedly after him.

FALCON DOES PUSHUPS WITH TAURUS -- Falcon can't do them fast enopugh to suit Taurus. Taurus drops down and does one-handed pushups faster than Falcon. MOVE IN on Falcon's dismayed expression.

FALCON PRACTICES KARATE WITH MERCER -- Mercer presses Falcon hard but Falcon gets in a good shot and decks him. Sgt. Slaughter watches from the egde of the mat. He nods grimly.

DISSOLVE TO:

EXT. SLAUGHTER HOUSE - FALCON AND THE RENEGADES

practice hand-to-hand combat. The Renegades are rough, but they're fair -- they only attack one at a time. PULL BACK to Sgt. Slaughter watching them from the Slaughter House

radio shack while talking via two-way TV to Duke in Joe HQ.

SGT. SLAUGHTER

- * I can't believe Flint hasn't found a trace of Roadblock's unit....

INT. G.I. JOE WAR ROOM - DUKE

talks with Sgt. Slaughter via TV as Dial-Tone and Main-Frame work on radar tracking boards and monitors behind him. AERIAL VIEWS of the Himalayas play over Dial-Tone and Main-Frame's Monitor in the BACKGROUND.

DUKE

- * The Himalayas are a big hunk of geography, Sergeant, but we can't wait any longer.

INT. SLAUGHTER HOUSE RADIO SHACK - SGT. SLAUGHTER

listens to Duke.

DUKE (cont'd)

- * I want you to infiltrate the Terrordrome and see if Cobra knows the secret of what happened to Roadblock's men! And Sarge...

SGT. SLAUGHTER

I know! I don't have to accept the assignment if I think it's crazy. Well, I do! But that's what I like about it!

DUKE

Uh...how's Falcon doing?

FALCON - SGT. SLAUGHTER'S P.O.V.

He and the Renegades keep up their practice.

SGT. SLAUGHTER

- * I'm looking at him...it's too soon to be sure, but I think the kid's got potential...and I won't tell him you asked.

FALCON

is TACKLED from behind by Red Dog.

RED DOG

- * Caught ya napping, Bruddah.

Falcon rolls and FLINGS Red Dog off.

MERCER

kicks at Falcon.

MERCER

* Head me off or off with your head.

FALCON

catches Mercer's kick and twists his foot, FLOPPING Mercer on his belly.

FALCON

(breathless)

I'll try to remember that...Mercer!

TAURUS

does a backflip and puts a scissor-lock on Falcon's head. He FLIPS Falcon over and imprisons him.

TAURUS

* The Rooster who crows too soon always gets plucked, yes, Falcon?
(he giggles)

PAST FALCON AND RENEGADES TO SLAUGHTER HOUSE

They keep battling. MOVE IN as the Sarge stpes out and RINGS the dinner gong. Falcon and the Renegades pause.

RED DOG

* Hey, dinner already?

SGT. SLAUGHTER

leans against the dinner gong post, acting nonchalant as the others run towards him.

SGT. SLAUGHTER

Not unless you like snake burgers!
We're going to infiltrate the
Terrordrome on Cobra Island!

THE RENEGADES AND FALCON

are less than overjoyed to hear this.

MERCER

That's suicide!

TAURUS

Horoscope say is bad day to travel.

SGT. SLAUGHTER

ignores their protests.

SGT. SLAUGHTER
Think of it as an extra rough
training exercise.

FALCON

shows a flare of his former sarcasm.

FALCON
* Training, huh? Then why don't we
leave our weapons behind and make it
REALLY educational?

Falcon is sorry the second he says it. PULL BACK as the
Renegades glare at him. He shrinks back in his chair.

SGT. SLAUGHTER

strokes his massive chin thoughtfully.

SGT. SLAUGHTER
Now that's what I call a challenge!
(sharply to the group)
No weapons! Let's move out!

FALCON

reacts sheepishly as the Renegades stare daggers at him.

DISSOLVE TO:

EST. MAXIMUM SECURITY LAB - SUNSET

PAN ACROSS a vast, sprawling high security lab. Feature big
tanks of chemicals and fuel, large construction crawlers,
and a giant building that looks like a concrete cube.
CIVILIAN GUARDS (NOT Joes!) patrol the area and stand watch
on guard towers. END PAN on the front gate. Two civilian
guards wave a Joe amphibious truck through then close the
stout steel gates behind it.

INT. GIANT BUILDING

This is a huge building, hollow on the inside, with numerous
catwalks and intertwined levels. HARDHAT WORKERS are on
these various levels, working on a variety of projects. IN
the IMMEDIATE FOREGROUND is a stout FEMALE WORKER looking at
a set of blueprints. She looks over her shoulder as she
hears a metal door ROLL up. PAN ALONG her line of sight to
the Joe amphib truck rolling into the building.

DRAMATIC LOW ANGLE - THE REAR OF THE AMPHIB TRUCK

as it stops in the middle of the building. Low-light, Dial-Tone, and Main-Frame are in the back of the truck. They push back the canvas covering to reveal a large object hidden under a tarp.

DIAL TONE

I hate to let the B.E.T. out of my sight.

MAIN FRAME

* Don't become emotionally attached, Dial Tone. It's only a mess of super silicon chips.

THE OBJECT UNDER THE TARP - THE THREE JOES

whip off the tarp to reveal the B.E.T.

LOW LIGHT

Besides it'll be safer here until our missin' buddies return.

PAST THE FEMALE WORKER TO TRUCK AND B.E.T.

The Joes motion for a large mechanical claw. As it LOWERS INTO FRAME and the Joes hook the B.E.T. to it, MOVE IN on the Female Worker in the IMMEDIATE FOREGROUND. She EXITS.

EXT. BUILDING - THE FEMALE WORKER

steps out. MOVE IN as she removes her hardhat and peels off her face -- she's really the Baroness!

THE LAB'S SECURITY FENCE - CIVILIAN GUARDS

patrol past. MOVE DOWN AND IN on Baroness crouching behind a small fuel pipe. As the guards MOVE OFF, she leaps over the pipe, climbs the fence, and flips over the top. She lands nimbly on the otherside and runs to the BACKGROUND.

DISSOLVE TO:

AERIAL VIEW OF COBRA ISLAND - NIGHT

MOVE DOWN AND IN as big, Cobra-headed cargo jets fly in and out of the airfield just north of the Terrordrome.

AERIAL VIEW OF LAGOON DOCKS

Large detachments of Cobra Vipers board Morays and MOVE OUT to sea. PAN DOWN to the blind side of the island as four Devilfish torpedo sleds silently approach the Terrordrome.

PAST SGT. SLAUGHTER TO FALCON AND THE RENEGADES

moving silently towards shore in their Devilfish.

A DARK UNGUARDED BACKWASH COVE - SGT. SLAUGHTER

slips into the water and wades ashore, taking the point.

FALCON AND THE RENEGADES

beach and cover their Devilfish with camouflage netting.

COBRA WATER MOCASSINS

CHURN in from the BACKGROUND to FILL FRAME.

SGT. SLAUGHTER

signals his force to stay down.

FALCON AND THE RENEGADES

hit the ground and freeze. The Water Mocs' searchlights rake too high to spot the Devilfish.

THE WATER MOCS - THE RENEGADES POV

A beat, then they race their engines and SPEED OFF. Sgt. Slaughter rise in the IMMEDIATE FOREGROUND gives a hand signal to move forward.

THE TOP OF THE EMBANKMENT - SGT. SLAUGHTER

cautiously parts the reeds so all can see the Terrordrome.

THE TERRORDROME - THEIR P.O.V.

Trouble Bubbles and S.T.U.N.s patrol the perimeter, Vipers march back and forth, etc. -- a beehive of activity.

TAURUS

(whisper)

* I no like this! Too dangerous.

RED DOG

* PULL BACK to include Mercer lying beside him.

RED DOG (cont'd)

(whisper)

* `Specially sneakin' in with a turncoat Cobra.

SGT. SLAUGHTER AND THE OTHERS

react glumly to what they see.

SGT. SLAUGHTER
(sharp whisper)
Stow it!

THE TERRORDROME - THEIR POV

The activity keeps up.

SGT. SLAUGHTER (cont'd)
(whisper)
Mercer, you know the layout. How do
we get in?

As Mercer speaks MOVE IN on an air conditioning complex
alongside the Terrordrome that consists of huge compressors,
ducts, cooling towers, etc.

MERCER (o.s.)
(whisper)
In this stinkin' swamp, even big bad
Cobras need air conditioning. That's
our ticket in.

A VIPER PATROL

circles the Terrordrome. They do not see Sgt. Slaughter,
Falcon, and the Renegades sneak past them in the BACKGROUND.

AIR CONDITIONING COMPLEX COOLING TOWER - SGT. SLAUGHTER

signals to Mercer who starts climbing a rung ladder up the
side of the tower.

DRAMATIC HIGH ANGLE - MERCER

climbs up the ladder. As the other follow, PULL BACK to
show the entire Terrordrome complex spread out beneath them.

THE TOP OF THE TOWER - A HIGH TECH SENSOR-ALARM UNIT

mounted on the face of a huge horizontal duct tall enough
for a man to walk in. The duct is supported by trusswork
and runs from the tower to the Terrordrome, splitting off to
adjacent buildings in smaller ducts.

MERCER

CLIMBS INTO FRAME and kneels beside the unit.

TAURUS (o.s.)

(whisper)

Maybe fate is not with us, hmm?
Maybe Mercer forget Cobra access
codes? Luck maybe not so good.

THE SENSOR-ALARM UNIT

Mercer quickly "picks the lock" by punching the correct access code. The sensor lights go out.

SGT. SLAUGHTER (o.s.)

(whisper)

His luck is just fine, Taurus -- now
shut up!

A HIDDEN ACCESS DOOR

in the duct wall POPS open releasing a chilly GUST of air.

MERCER

* The real men can go in -- the cowards can stay
out here!

RED DOG AND TAURUS

GROWL at this insult.

THE MAIN DUCT SPLIT-OFF

is a three-dimensional crossroads. Mercer moves up and points down a duct.

MERCER

Central control is thataway!

A LARGE LOUVERED VENT IN THE DUCT FLOOR - SGT. SLAUGHTER

and the others kneel around the vent as they hear VOICES.

LOW ANGLE - SGT. SLAUGHTER, FALCON AND THE RENEGADES

look down through vent, shadow patterns cast on their faces.

INT. TERRORDROME CENTRAL CONTROL ROOM - SERPENTOR

floats on his Air Chariot, addressing Baroness, Dr. Mindbender, Destro, Tomax and Xamot as they study a large situation board video monitor marked off with grids and set in a vast table top.

ZOOM IN on the monitor. It shows an AERIAL VIEW OF THE MAXIMUM SECURITY LAB. The monitor image PULL BACK to show Cobra forces sneaking into position around the installation.

SERPENTOR

The Baroness has located the Broadcast Energy Transmitter.

SGT. SLAUGHTER, FALCON AND THE RENEGADES

react as Serpentor speaks. Falcon looks aghast, Mercer and Taurus shake their heads fatalistically, Red Dog snarls in anger, and the Sarge's jaw tightens.

SERPENTOR (cont'd)

- * The Joes can't stop us from capturing it now. They're off balance and under manned.

PAST SERPENTOR TO STRATO-VIPERS

lined up by a large open doorway. They are a rough, romantic lot -- male and female -- clearly the creme de la creme of Cobra. MOVE IN on them as Serpentor speaks. They snap to attention and give an imperial salute.

SERPENTOR (cont'd)

Strato-Vipers! To you shall go the honor of transporting the Transmitter to Cobra-La when the battle is won!

STRATO-VIPERS

Hail Serpentor! Hail Cobra! Hail victory!

They RUSH OUT the door, followed by Dr. Mindbender.

SGT. SLAUGHTER, FALCON AND THE RENEGADES

back away from the vent and converse in urgent whispers.

RED DOG

(urgent whisper)

- * You not fillin' your bruddahs in, Mercer. What's "Cobra-La?"

MERCER

(whisper)

- * I never heard of it!

TAURUS

- * That answer gives me no comfort.

PAST SGT. SLAUGHTER TO TAURUS

The Sarge SMACKS his palm with his fist.

SGT. SLAUGHTER

(urgent whisper)

Pipe down! If Mercer says he didn't know, I believe him! Right now we gotta warn Hawk and Duke at Headquarters!

MOVE IN on Taurus as he "rains on the Sarge's parade."

TAURUS

Yes, but regretably, we left radios on beach in Devilfish. Such is our fate...

PAST SGT. SLAUGHTER TO FALCON

The Sarge turns to Falcon, not knowing if he can trust him.

SGT. SLAUGHTER

(urgent whisper)

Can you find the Terrordrome's radio shack and get the word out?

FALCON

(too eager and cocky)

No sweat!

SGT. SLAUGHTER

(whisper)

Don't count on it, kid! We'll hit their armory to give you a diversion. We'll grab some weapons --

SGT. SLAUGHTER AND THE OTHERS

They hunch around him as he sketches in their plan.

SGT. SLAUGHTER (cont'd)

(urgent whisper)

-- and set off enough explosive charge big enough to rattle reptile scales from here to Cobra-La, whatever and wherever that may be! Clear?

(the others nod)

Okay, in fifteen minutes this whole place turns to confetti!

(sharply to Falcon)

Why're you standing around?

Falcon moves off rapidly as Sgt. Slaughter motions to Mercer

SGT. SLAUGHTER
(continuing)
Get us there!

Mercer leads way down another duct and we CUT TO:

INT. TERRORDROME COMMUNICATIONS ROOM

PAN past two TELE-VIPERS operating communications consoles amid banks of equipment. One of them is soldering a broken connection on a CHATTERING telex. The Maximum Security Lab is on their video monitors. PAN UP to a wall duct vent.

FALCON IN DUCT

He slowly removes the vent grill.

CUT TO:

INT. TERRORDROME ARMORY

PAN briefly to show high-ceiling room lined with weapons cases on every wall and racks of arms, ammo, explosives, etc. SIX VIPER GUARDS play cards in the center of the room.

A COBRA VIPER

carefully patrols along one wall, turns and crosses the path of a SECOND VIPER marching counter to his route. FOLLOW the Second Viper as he marches along. PAN UP to a ceiling vent.

THE CEILING VENT GRILL

is pulled away and Sgt. Slaughter leans out of the hole, hanging by his knees. Taurus climbs down down past him, hanging from his arms like a trapeze act.

THE SECOND VIPER

passes below. Taurus SWINGS INTO FRAME, locking his legs around the Second Viper's head and neck. He stifles the Second Viper's cry and swings him back and forth.

TAURUS

SLINGS the Second Viper STRAIGHT AT CAMERA.

THE SECOND VIPER

SLAMS into a wall and is knocked cold.

SGT. SLAUGHTER AND THE RENEGADES

drop silently out of the vent.

THE WEAPON RACKS - SGT. SLAUGHTER AND THE RENEGADES

quickly grab laser weapons, ammo, grenades, etc.

A PLASTIC EXPLOSIVE TIME BOMB - SGT. SLAUGHTER

grabs this from its case, sets the electronic timer, then slides it under a shelf full of mines.

THE FIRST VIPER

turns and reacts in surprise as he sees what's happening.

PAST RED DOG TO SGT. SLAUGHTER, TAURUS, AND MERCER

They all freeze and turn in alarm as the First Viper COCKS his laser. ZIP PAN to the First Viper aiming at them.

LOW ANGLE - PAST FIRST VIPER TO RED DOG

Before the First Viper can fire, Red Dog lunges at him in a flying tackle. He CLOBBERS the First Viper and KNOCKS him back. PAN WITH them as they CRASH into a weapons rack.

RED DOG

Yo, Joe!

DRAMATIC LOW ANGLE - THE CARD PLAYING VIPERS

KICK their table over, send cards flying, and immediately start ZAPPING their lasers in the Renegades' direction.

SGT. SLAUGHTER AND THE RENEGADES

dive for cover behind ammo crates as lasers ZAP past them.

THE SIX VIPERS

crawl for cover behind their own ammo crates.

SGT. SLAUGHTER

crouches near a tall rack of missiles.

SGT. SLAUGHTER

If they keep shooting, we ALL blow up!

Sgt. Slaughter grabs the bottom of the rack and, with tremendous STRAIN, lifts and tilts it!

THE SIX VIPER GUARDS

ZAP back from behind their own cover. They look up and react in alarm.

THE MISSILE RACK - THEIR POV

It TOPPLES STRAIGHT AT CAMERA, dropping missiles everywhere.

THE SIX VIPERS

either scatter or get buried under the falling missile rack.

THE SECOND VIPER

shakes his head to clear it, sees the fight, then pulls himself up to YANK a nearby wall alarm.

IN THE COMMUNICATIONS ROOM - FALCON

PUNCHES through the grill as the ALARM begins. He jumps to the floor and decks one Tele-Viper with a quick PUNCH. The Tele-Viper FLIES BACK and SMASHES a large screen TV monitor.

THE SECOND TELE-VIPER

spins in alarm, swinging his red-hot soldering iron.

FALCON

catches the Second Tele-Viper's wrist with both hands. The Second Tele-Viper forces him back against a console.

THE SECOND TELE-VIPER

grins in evil anticipation. MOVE IN CLOSE as his visor reads: "DIE, MAGGOT!"

CLOSE ON FALCON

pressed tight against the console, the red-hot soldering iron reaching closer and closer to his eye. It looks like curtains for sure -- they he suddenly shifts his body and forces the soldering iron into a high voltage panel.

FALCON AND THE SECOND TELE-VIPER

Falcon recoils as electricity ZAPS the Second Tele-Viper.

INT. COMMUNICATIONS ROOM DOOR

Falcon DASHES over and THROWS the lock bar across the door.

A COBRA COMMUNICATIONS CONSOLE - FALCON

HOPS into a padded leather chair, grabs a mike, and radios for G.I. Joe with one eye on his watch.

FALCON

Come in G.I. Joe...acknowledge...

INT. COMMUNICATIONS ROOM DOOR

Vipers outside POUND to get in. The door BUCKLES.

FALCON

reacts with worry to the BATTERING but keeps calling.

FALCON

Come in G.I. Joe...acknowledge...

HALL OUTSIDE COMMUNICATIONS ROOM

Cobra Vipers BATTER and BLAST at the door, then stop as Destro wheels in a giant "laser can opener." MOVE IN as it starts BURNING through the door.

IN THE ARMORY - SGT. SLAUGHTER

ignores the ZAPS and picks up a huge laser field piece.

SGT. SLAUGHTER

It's time to go bye bye or boom boom!

HIGH ANGLE - THE FOUR REMAINING VIPERS

ZAP at the Sarge. He steps into the open and BLASTS away with the field piece, laying down a barrage between the Renegades and the Vipers.

FALCON AT THE COMMUNICATIONS CONSOLE

Still no luck. He calls again, keeping a wary eye on the door glowing white-hot behind him.

FALCON

Acknowledge, anybody...G.I. Joe,
please come in....

THE DOOR

gives way. Destro, Tomax and Xamot, and ten Vipers pour in.

FALCON

ZAPS at them to keep them back. They're on him, he fights,

is clubbed, slugged and quickly swamped and dragged off.

TOMAX

Serpentor --

XAMOT

-- wants to see you --

TOMAX/XAMOT

-- NOW!

EXT. TERRORDROME - A FORTIFIED EXIT - SIX VIPERS

guarding the exit turn and ZAP at the COMMOTION within. An EXPLOSION scatters them like nine-pins. Sgt. Slaughter and the Renegades CHARGE OUT and STRAIGHT AT CAMERA.

SGT. SLAUGHTER AND THE RENEGADES

heading for the cove, pinning the enemy down with retreating laser ZAPS. Sgt. Slaughter suddenly halts as lasers ZAP by.

SGT.SLAUGHTER

Halt! Where's Falcon?

PAST RED DOG TO ONCOMING S.T.U.N.

Red Dog coolly ignores the S.T.U.N.'s ZAPS and BLASTS it with a rocket launcher, FLIPPING it over in the BACKGROUND. As he turns to speak to the Sarge, the S.T.U.N. EXPLODES!

RED DOG

* Who cares? He's just a four-star
foul ball we don't need.

SGT. SLAUGHTER

grabs Red Dog by the collar. With his other hand he ZAPS a Trouble Bubble diving at them. The Trouble Bubble BURSTS into flames and SPINS out of control over head to EXPLODE behind CAMERA. Hot debris shower Red Dog and the Sarge.

SGT. SLAUGHTER

It's time you learn we're a UNIT, Red
Dog! Either everybody goes home or
nobody goes home!

THE GUARDED EXIT - THE SCATTERED VIPERS

just begin to pick themselves up when a SECOND EXPLOSION lays them all flat again. Sgt. Slaughter leads the Renegades -- laser ZAPPING -- BACK into the Terrordrome!

SGT. SLAUGHTER/RENEGADES
 YO, JOE!

INT. TERRORDROME CENTRAL COMMAND - SERPENTOR

in a rage, confronts a battered Falcon who is held up between Tomax and Xamot. Destro and Baroness watch as Serpentor SLAPS Falcon hard each time he asks a question.

SERPENTOR
 How many in your force?
 (SLAP!)
 What is the purpose of your mission?
 (SLAP!)
 I demand you answer me!
 (SLAP!)
 You can't resist forever!

CLOSE ON FALCON

He looks up, lips bloody, but with a defiant smirk.

FALCON
 * True. All...all I gotta do...is
 hold out for...five...more...minutes!

DRAMATIC LOW ANGLE - PAST FLOOR TO DOOR

Falcon is flung to the floor with a THUD!

SERPENTOR
 Insolent fool! If you won't answer
 ME --

* The door behind Falcon HISSES open. Falcon turns as the FOCUS SHIFTS to Nemesis Enforcer striding into the room.

SERPENTOR (cont'd)
 -- you can answer NEMESIS ENFORCER!

FALCON
 ...oh...brother...

HIGH ANGLE - THROUGH VENT TO FALCON AND NEMESIS ENFORCER

PULL BACK to show Sgt. Slaughter and the Renegades looking down on the scene from the duct.

RED DOG
 Mother Pele'!

MERCER
 Lookit the SIZE of that sucker!!

SGT. SLAUGHTER

Forget that! I'll get their
attention -- you circle `round and
free Falcon!

LOW ANGLE - PAST FALCON AND NEMESIS ENFORCER TO VENT

Nemesis Enforcer holds Falcon's head in his hands, ready to
crush it. Falcon tries toughing it out.

FALCON

* Watch it - I know karate.

The vent CRASHES open and Sgt. Slaughter drops in.

A QUICK CUT - SERPENTOR AND THE COBRA OFFICERS

react in alarm to this.

SGT. SLAUGHTER

tosses his weapon aside and beckons to Nemesis Enforcer.

SGT. SLAUGHTER

When I'm through, scuzz-bucket,
they're gonna scrape you off the
walls with a squeegee.

NEMESIS ENFORCER - SGT. SLAUGHTER'S POV

* He grins, croaks, roars ad CHUCKS Falcon OFF FRAME.

CLOSE ON NEMESIS ENFORCER'S BELT POUCH

He takes a throwing-starfish from it.

PAST NEMESIS ENFORCER TO SGT. SLAUGHTER

The Sarge didn't see him take the throwing-starfish.
Nemesis Enforcer hurls it at Sgt. Slaughter.

SGT. SLAUGHTER

whips up his hands to protect his face but he's a split-
second too late -- the throwing-starfish STICKS to his face.

NEMESIS ENFORCER

uses this diversion to KICK Sgt. Slaughter in the ribs. The
Sarge goes over. Nemesis Enforcer SMASHES the Sarge across
the back with his big claw.

LOW ANGLE - PAST FALCON TO SERPENTOR AND OTHERS

Falcon rises to his elbows, watching the fight with dismay.

Serpentor and the others are openly amused by what they see.

SGT. SLAUGHTER AND NEMESIS ENFORCER - THEIR POV

Nemesis Enforcer clearly has the edge. He SLAMS Sgt. Slaughter headfirst into a wall, then FLIPS him to the floor. He KICKS the Sarge again and again.

LOW ANGLE - PAST FALCON TO SERPENTOR AND OTHERS

PAN from them to the door leading to the corridor.

SERPENTOR

* Finish him off, we have work to do.

Suddenly the door EXPLODES and the Renegades BURST IN.

RENEGADES

YO, JOE!

TOMAX AND XAMOT

draw their lasers. Mercer PUNCHES Tomax -- and Xamot reacts as well! Both stagger back.

TOMAX/XAMOT

Ungh!

BARONESS AND DESTRO

dive over the situation board monitor and use it as a shield as they ZAP back at the Renegades.

RED DOG

hurls a grenade STRAIGHT AT CAMERA like a football.

BARONESS AND DESTRO

scatter as the grenade BLASTS the situation board. SPARKS fly everywhere.

SERPENTOR - NEMESIS ENFORCER

leaps before him, to absorb several laser ZAPS without harm.

SGT. SLAUGHTER

RIPS the starfish from his face. PULL BACK as Falcon, who is battered himself, pulls the Sarge to his feet.

FALCON

You...you came back for me --

SGT. SLAUGHTER

- * Don't get sloppy - Just point me at that overgrown bat!

THE RENEGADES

hold their position at the door, ZAPPING at the Cobra officers. Taurus motions for Falcon and the Sarge to hurry.

TAURUS

- * Please! Remember bomb. Is not time for rematch.

SGT. SLAUGHTER AND FALCON

STAGGER PAST CAMERA, supporting each other. They and the Renegades RETREAT OFF FRAME.

DOWN THE CORRIDOR - SGT. SLAUGHTER AND FALCON

run like mad, chased by laser ZAPS.

THE DOOR - TOMAX AND XAMOT

step up, now armed with laser sniper rifles. They take aim at the fleeing Joes.

TOMAX

- * The broad back of an enemy....

TWIN GUNSIGHTS - THEIR POV

zero in on Falcon and Sgt. Slaughter.

XAMOT (o.s.)

- * ---makes a perfect target!

A QUICK CUT - IN THE ARMORY

The time bomb CLICKS off the last two seconds to -- BOOM!

A QUICK CUT - THE WEAPON RACKS

EXPLODE in RAPID-FIRE sympathetic detonations.

TOMAX AND XAMOT

are ready to fire when -- BLAM! -- the FRAME SHAKES and debris fall from the ceiling.

A RAPID-FIRE MONTAGE

of various sections of the Terradrome EXPLODING!

SGT. SLAUGHTER AND FALCON

are KNOCKED DOWN when an EXPLOSION RIPS the floor behind them. The Sarge YANKS Falcon to his feet and drags him OFF.

SGT. SLAUGHTER

Let's GO!

EXT. TERRORDROME - SGT. SLAUGHTER, FALCON AND THE RENEGADES

just make it out of the Terrordrome when it suddenly EXPLODES in a SERIES OF SHATTERING BLASTS!

THE BEACH - SGT. SLAUGHTER AND HIS GROUP

climb aboard their Devilfish and look back at the BLASTS.

THE TERRORDROME - THEIR POV

The BLASTS hurl flame, smoke, and red-hot metal into the air. Where the Terrordrome had once stood -- nothing!

SGT. SLAUGHTER AND HIS MEN

REV up their Devilfish and ROAR OFF.

TAURUS

* No one could live through that... yes?

SGT. SLAUGHTER

Don't bet yer socks on it!

INT. FLAMING RUINS OF THE TERRORDROME

A complete and total mess. The burned and crumpled situation board is barely recognizable. Small fires burn here and there. Nothing could survive this...or could it?

With a METALLIC HUM a gleaming stainless steel pillbox rises from the smoldering ruins. Twisted metal debris CLANG OFF. MOVE IN as the pillbox door opens to reveal Serpentor, Nemesis Enforcer, Baroness, Destro, Tomax and Xamot.

SERPENTOR

I want their heads! THIS I COMMAND!

COBRA AIRFIELD - NIGHT RAVENS AND FIREBATS

The ruin of the Terrordrome burns in the FAR BACKGROUND. On the airfield, Dr. Mindbender directs Strato-Vipers to their Night Ravens and TWO COBRA PILOTS (i.e., non-Strato-Vipers)

to the Firebats.

DR. MINDBENDER
 Strato Vipers! Fly your Night Ravens
 to the rendezvous point! Firebat
 pilots, intercept those Joes!

STRATO-VIPERS/PILOTS
 Co-BRAAAAA!

THE FIREBATS

TAKE OFF VERTICALLY in the IMMEDIATE FOREGROUND while the
 Night Ravens ROAR OFF HORIZONTALLY in the BACKGROUND.

SGT. SLAUGHTER'S DEVILFISH

The Sarge barks an order to Falcon.

SGT. SLAUGHTER
 Contact Hawk and Duke -- warn 'em
 Cobra's after the B.E.T.

AT THE LAGOON DOCK - TWO MORAYS

REV UP and ROAR PAST CAMERA.

A MORAY WITH JAMMING ANTENNA AND LOOP

A Tele-Viper works the jammer which BLURPS out short,
 visible spurts of jamming signals.

TELE-VIPER
 Jamming Joe radio communications!
 Lock-out complete!

IN THEIR DEVILFISH - SGT. SLAUGHTER AND FALCON

Falcon has a radio headset on. He reacts in dismay as he
 hears a POWERFUL SQUEAL.

FALCON
 * They're jamming!

SGT. SLAUGHTER
 Then we'll deliver our warning IN
 PERSON!

The Devilfish RACE OFF with the two Cobra Morays in pursuit,
 SPRAYING a wake that FILLS FRAME.

MATCH TO:

EXT. HIMALAYAS - DAY - A TOMAHAWK

FLIES between two mountain peaks, flanked by two Sky Hawks.

FLINT (V.O.)
Any sign of Roadblock's men?

PAST LIFELINE'S TOMAHAWK TO FLINT'S SKY HAWK

Lifeline shakes his head as he flies his chopper.

LIFELINE
Negatory -- and we're running low on fuel!

PAST LIFELINE TO ICEBERG'S SKY HAWK

Lifeline turns to face Iceberg on the other side.

ICEBERG
* Let's find a plateau and settle in for the night. Temperature's falling fast.

PAST FLINT TO TOMAHAWK AND ICEBERG'S SKY HAWK

Flint doesn't want to give up the search but knows he must.

FLINT
* Good thinking, Iceberg -- we'll resume the search in the morning.

DRAMATIC LOW ANGLE - THE HIMALAYAN SKY

The Tomahawk and the two Sky Hawks ROAR OFF. PAN DOWN to show Roadblock carrying the still mutating Cobra Commander.

ROADBLOCK
What was that? You hear somethin'?

COBRA COMMANDER
* ... the wind... Jussst the wind...

WIPE TO:

INT. U.N. GENERAL SECURITY COUNCIL - NIGHT

HECTOR RAMERIEZ, TV news announcer, has a mike in hand. He's reporting the news to the CAMERA. Behind him, there is utter pandemonium in the council; the RUSSIAN and AMERICAN AMBASSADORS are YELLING excitedly at each other.

RAMERIEZ
* This is Hector Rameriez from the U.N. Security Council where an emergency session is in progress...

A GIANT TV MONITOR - THE PODS IN SPACE

PAN DOWN to show the Russian and American ambassadors gesturing to the screen and YELLING.

RAMERIEZ (cont'd)

- * ...To determine the origin of hundreds of unidentified objects now orbiting the earth...

INT. JOE HQ - HAWK AND DUKE

watch the OFF FRAME TV monitor and listen to Rameriez.

RAMERIEZ (o.s.)

- * So far, no nation admits to launching them and accusations are flying...

DUKE

Think it's Cobra, General Hawk?

HAWK (shakes his head)

- * They lack the capability, unless they've got some new allies, and if they do, we could be standing on very thin ice...

WIPE TO:

THE OCEAN BEYOND COBRA ISLAND - NIGHT

Sgt. Slaughter and his Renegades' Devilfish ROAR over the horizon, chased by the two oncoming Morays that ZAP at them while the Firebats SWOOP down, ZAPPING as well.

PAST SGT. SLAUGHTER'S DEVILFISH TO FIREBAT

Sgt. Slaughter BLASTS a wing off the Cobra jet then SWERVES out of the way as the Firebat PLUNGES STRAIGHT AT CAMERA, wing afire, to SPLASH into the ocean with a terrific impact.

HIGH ANGLE - TAURUS' DEVILFISH

A Moray (not the jammer) GAINS INTO FRAME, ZAPPING at Taurus as he swerves to avoid the lasers.

TAURUS

Why nobody likes me?

HIGH ANGLE - SGT. SLAUGHTER'S DEVILFISH

SWERVES into a bootleg turn so he can attack broadside the Moray chasing Taurus.

PAST COBRA EELS IN MORAY TO SGT. SLAUGHTER'S DEVILFISH

The Eels are intent on ZAPPING Taurus. IN the BACKGROUND, Sgt. Slaughter's Devilfish SWERVES around and FIRES two torpedoes. The Eels realize too late the torpedoes are on the way and react in alarm.

THE MORAY

is BLASTED from the water by the Sarge's torpedoes.

SGT. SLAUGHTER AND THE RENEGADES

regroup and ROAR OFF over the horizon, still pursued by the Firebat and other Moray.

WIPE TO:

INT. MAXIMUM SECURITY LAB BUILDING - THE B.E.T. - NIGHT

The B.E.T. sits in the middle of this cavernous room as the guards patrol the building.

EXT. MOUNTAIN RIDGE BEYOND MAXIMUM SECURITY LAB - NIGHT

PAN FROM the Maximum Security Lab to a peaceful, serene nightscape...then a living "wall" of Cobra Vipers and S.T.U.N.s, Trouble Bubbles, and F.A.N.G. copters suddenly rises into view and attacks with a thousand voices screaming.

COBRA ATTACK FORCE

COBRAAAAAAAA!!!!

MAXIMUM SECURITY LAB PERIMETER FENCE - THE UNIFORMED GUARDS

scatter as lasers ZAP and rockets BLAST the fence into so much shredded metal.

UNIFORMED GUARD

(shouts over battle)

Secure the B.E.T.!

INT. MAXIMUM SECURITY LAB - THE B.E.T.

Curved steel "petal" sections rise from the floor around the B.E.T. then CLANG shut over it, forming a protective steel "igloo." PAN to a Uniformed Guard YANKING an alarm panel.

CUT TO:

INT. JOE HQ - HAWK AND DUKE

are in the Joe situation room, pouring over maps and reports on a large table. They look up sharply as a red light

BLINKS on a wall map showing Maximum Security Lab.

DUKE
 * Cobra's after the Broadcast Energy
 Transmitter!

HAWK
 You rally the ground troops, I'll
 call out the airborne assault team!

INT. JOE MOTORPOOL

Several Joes, including Cross Country and SCI-FI, react in
 alarm to the SIREN then DASH for their vehicles.

JOE HEADQUARTERS DOORS - DUKE

runs out as the HQ doors SWING open. AWE Strikers, Maulers,
 Recon Sleds, and HAVOCS roll out. He hops aboard an
 Armadillo and ROARS OUT with them.

EXT. JOE FLIGHT LINE - HAWK

climbs into a Conquest, waving the other Conquests,
 Dragonflies, and Tomahawks into the air.

HAWK
 Yo, Joe!

Hawk TAXIS OFF FRAME in his Conquest. PAN OVER as the
 Rawhides run up.

THE RAWHIDES

are frustrated that they missed the aircraft.

TUNNEL RAT
 * Hey! Wait up!

LAW
 There goes our ride!

Jinx sees a Tomahawk and RUNS OFF FRAME.

JINX (o.s.)
 That ain't necessarily so!

A TOMAHAWK

sits in a hangar, obviously caught in mid-repair. Jinx
 fidgets with the engine, Chuckles stands nearby. The other
 Hot Shots RUN INTO FRAME.

JINX (cont'd)

- * I'll hot wire this baby and we'll be blue yonder bound.

INT. TOMAHAWK - JINX AND THE HOT SHOTS

climb aboard. Jinx and Big Lob sit at the controls.

BIG LOB

Floor it, Jinx!

JINX

nods grimly and tries to start the Tomahawk.

The engine TURNS OVER ROARS briefly.

RAWHIDES

Yo, Joe!

The engines CHOKES out. MOVE IN SLIGHTLY on the Hot Shots' dismayed reactions.

*

RAWHIDES

Oh, no!

ORDER

lays down with a sorry expression puts his paws over his head and WHIMPERS.

JINX

TRIES AGAIN -- no go. She slumps forward, her head resting against the instrument panel.

JINX (makes a fist)

- * First one to say anything about my being bad luck gets a knuckle massage.

CUT TO:

EXT. MAXIMUM SECURITY LAB

Cobra CLAWS, FANGS, and an armada of Trouble Bubbles SWOOP in from all angles and sides, pouring on the laser ZAPS. Various outbuildings and pipes start EXPLODING into flames.

BARONESS

flies the lead Trouble Bubble. Suddenly LASERS ZAPS come in from above. She reacts in alarm.

FROM THE SKY - JOE CONQUESTS

ZOOM STRAIGHT AT CAMERA, with Hawk's face FILLING FRAME.

* HAWK
I can see the whites of their beady
little eyes! How 'bout you guys?

JOES
Yo Joe!

THE AIR BATTLE - CLAWS AND TROUBLE BUBBLES
scatter, outgunned by incoming Conquests.

HIGH ANGLE - THE GROUND BATTLE

PAN FROM the Cobra Vipers surrounding the giant building to
Duke leading a wave of Joe vehicles at them.

DUKE

leads the charge in his Armadillo. He waves on the Joe
vehicles FOLLOWING him.

DUKE
Yo --
(battle cry cut off as a
shadow falls on him)
What the...?

DRAMATIC LOW ANGLE - COBRA-LA NOBLES IN BIO-JETS

Bio-jets are dart-like creatures with semi-transparent wings
that can extend like a bat's for sub-sonic flight or fold in
tight for faster-than-sound. Pulsing bladders on the side
provide propulsion. Cobra-La Nobles fly on the creatures'
back in transparent dorsal fins. The bio-jets are eyeless,
but have long, hollow needle-nose snouts.

THE BIO-JETS SNOUTS

* SHOOT long thin spore pods, screaming as they do.

THE JOE VEHICLES

are HIT by fast growing spores that engulf the vehicles with
thick tendrils in a matter of seconds.

DUKE

rallies the Joes to fire back.

DUKE
Shoot `em down -- whatever they are!

THE COBRA-LA BIO-JETS

take direct ZAPS, change color on the spot they were hit, and keep coming!

EXT. JOE AIRFIELD - THE Rawhides TOMAHAWK

Chuckles stands on the top between the two blades. Jinx and the Hot Shots are in the Tomahawk, looking up at him.

JINX

* Okay, Chuckles! Give this whirly bird a twirl.

CHUCKLES

GRUNTS and SPINS each blade with all his might.

IN THE COCKPIT - JINX AND THE HOT SHOTS

watch anxiously as she tries to restart the engines. The engines COUGH then ROAR to life. The Rawhides CHEER.

JINX

Aw-RIGHT! Let's go!

THE RAWHIDES' TOMAHAWK

LURCHES PAST CAMERA and off towards the Maximum Security Lab. Chuckles rides on the back, under the WHIRRING blades.

EXT. MAXIMUM SECURITY LAB - THE BIO-JETS AND JOE AIRCRAFT

BATTLE away high in the sky. PAN ACROSS the sky as a bio-jet is CHASED by a Conquest. The Conquests BLASTS the bio-jet with its rockets. The bio-jet SCREAMS and plummets from the sky. A second bio-jet DIVES INTO FRAME and SHOOTs the Conquest with a fast growing spore pod. The Conquest's engines CHOKE and FLAME OUT; the Joe pilot EJECTS. Through this mess the Hot Shots' Tomahawk FLIES into the battle.

IN THE TOMAHAWK - JINX

flies resolutely onward, ignoring the chaos around her.

JINX

* Okay, let's prove us Rawhides are really hot!

THE TOMAHAWK'S DOOR - LAW AND TUNNEL RAT

* ZAP away at the bio-jets. PAN UP to show Chuckles lying on

top of the Tomahawk, ZAPPING away with his weapon.

A BIO-JET

* is ZAPPED by the Rawhides. It BANKS TOWARDS CAMERA, SQUEALING.

THE BIO-JET'S SNOUT

* SHOOTS out a long spore pod with a piercing scream.

THE Rawhides' TOMAHAWK'S REAR ROTOR

is HIT and engulfed, STOPPING the blades.

THE Rawhides TOMAHAWK

SPINS out of control. Chuckles clings to the back.

MAXIMUM SECURITY LAB OUTBUILDING - THE TOMAHAWK

CRASHES into the roof. PAN DOWN as the Tomahawk CRASHES down through each floor -- glimpsed through the windows -- until it CRASHES to the ground floor.

INT. OUTBUILDING - THE WRECKED TOMAHAWK

MOVE IN on Chuckles TEARING the vegetation from the chopper, releasing Jinx and the Hot Shots.

LAW

* (as torn vegetation flies by him)
Man, who ever heard of being shot down by a salad.

* JINX

Thanks, Chuckles.
(to others)
We're INFANTRY now, Gang! Move out!

* The Rawhides leap forward.

CUT TO:

JUST OFF-SHORE - NIGHT - SGT. SLAUGHTER AND THE RENEGADES

ROAR PAST CAMERA on their Devilfish, heading for the beach. The pursuing Firebat and Moray ZAP away at them.

A SMALL FISHING TOWN

This is a modest collection of ramshackle clapboard houses. A handful of PEOPLE see the approaching OFF FRAME BATTLE and SCATTER as Sgt. Slaughter's Devilfish SLAMS up on the beach.

SGT. SLAUGHTER

HOPS out of his Devilfish immediately. PAN as he makes a "broken-field" run down the street, chased by Firebat ZAPS.

DRAMATIC LOW ANGLE - PAST SGT. SLAUGHTER TO FIREBAT

It chases him down the street, ZAPPING away.

A GARAGE - SGT. SLAUGHTER

runs into the garage as laser ZAPS set the building afire.

INSIDE THE BURNING GARAGE - SGT. SLAUGHTER

* ducks a burning beam that FALLS INTO FRAME then whips a tarp off his Triple "T". He jumps in and REVS it up, pats dashboard tenderly.

SGT. SLAUGHTER

* Poppa needs "pow" power, baby! Let's roar!

EXT. BURNING GARAGE - THE TRIPLE "T"

SMASHES through the garage doors. PAN WITH IT as it roars towards the beach. The other Devilfish are now beached.

HIGH ANGLE - PAST THE TRIPLE "T" TO SEA BATTLE

The Renegades ZAP at the off shore Moray with hand lasers. The Sarge BLASTS over the beached Devilfish at the Moray.

THE REMAINING MORAY

is riddled with laser ZAPS. The crew leaps overboard as the Moray BURST INTO FLAMES.

THE FIREBAT

dive on the Renegades, ZAPPING away.

FALCON AND THE RENEGADES - FIREBAT POV

MOVE IN as they stand their ground and ZAP AT CAMERA.

LOW ANGLE - FALCON AND THE RENEGADES

scatter as the burning Firebat CRASHES into the sand and EXPLODES.

IN THE TOWN - THE RENEGADES' BIKES

are parked by a building. The Renegades hop aboard and ROAR OFF. PAN TO Falcon looking a bit lost and left out.

* SGT. SLAUGHTER (o.s.)
What's the problem, Falcon?

ZIP PAN TO Sgt. Slaughter motioning for Falcon to join him on his Triple "T." Falcon leaps aboard the Triple "T."

SGT. SLAUGHTER (cont'd)
Waitin' fer a gold-plated invite?

PAN WITH THEM as they ROAR OFF into the distance.

CUT TO:

EXT. MAXIMUM SECURITY LAB AIR BATTLE - HAWK IN HIS CONQUEST
Two bio-jets pursue him.

CLOSE ON HAWK

looking over his shoulder in alarm as the bio-jets pursue.

* HAWK
Slip Stream, back me up!

HAWK'S CONQUEST

goes into a SCREAMING corkscrew spin. The bio-jets try to duplicate it but SPIN out of control.

* SLIP STREAM IN HIS CONQUEST

diving on the bio-jets.

SLIP STREAM
* Got you covered, General Hawk!

* THE BIO-JETS - SLIP-STREAM'S CONQUEST

* BLASTS them with rockets. They SLAM to the ground. One shrieks and lays still but the other SHAKES itself and takes off again, building up full piercing sound as it moves out of frame, travelling fast.

CLAWS AND TROUBLE BUBBLES

STRAFE Duke and other Joes on the ground. Several Joe vehicles are now aflame. The Hot Shots are moving up.

* HAWK
We're not making headway upstairs, Duke.

DUKE AND OTHER JOES

including Leatherneck, Wet Suit, and Spirit -- charge the

Cobra Vipers in their vehicles. The Hot SHots follow them.

* DUKE
(over radio)
Understood. We'll see if we can put
pressure on `em downstairs! Yo JOE!

THE REGROUPED JOES AND VEHICLES

sweep forward in a phalanx through heavy laser ZAPS. They
BLAST S.T.U.N.s and other Cobra vehicles.

EXT. GIANT BUILDING - DESTRO AND THE DREADNOKS

try BURNING through the thick steel door with the Thunder
Machine's heavy laser. They react in alarm as Joe lasers
ZAP by. Zartan and the Dreadnoks panic and retreat. PAN UP
to Joe Conquests ZAPPING at them from above.

HAWK IN HIS CONQUEST

surveys the scene below.

* HAWK
Pour it on, Joes. We can't let 'em get
their hands on the B.E.T.

Hawk reacts in alarm as lasers ZAP by from above.

HAWK (cont'd)
Bandits twelve o'clock high!
Regroup!

HAWK'S CONQUEST

peels off in hail of laser ZAPS from above. PAN UP to the
surce of the attack.

IN NIGHT RAVEN #1 - SERPENTOR

dives on the Joes, ZAPPING away. In the BACKGROUND a
squadron of Night Ravens attacks with him.

SERPENTOR (V.O.)
(new Battle Cry)
Cobra-LaLaLaLaLa!

JOE CONQUESTS

are caught by surprise and BLASTED from the sky.

THE NIGHT RAVENS

drop cluster bombs, large cannisters that SPLIT apart to

scatter scores of small bomblets in all directions.

DUKE AND THE GROUND JOES

dive for cover as cluster bombs BLOW UP their vehicles and hurl BLOW TORCH and BARBECUE into the air.

HIGH ANGLE - FUEL PIPES

EXPLODE into flames, creating a barrier between the Joes and the Cobra forces.

PAST SERPENTOR TO NIGHT RAVENS

He points down through cockpit windshield, shouting.

* SERPENTOR
Maintain air attack and deploy
Borers!

EXT. GIANT BUILDING

With a FRAME SHAKING RUMBLE, the ground BURSTS OPEN and Armored Borers -- giant, mutated creatures the size of sperm whales with thick carapaces harder than steel, long hairy feelers, and hundreds of tiny, claw-like legs -- emerge from the ground. Cobra-La Guards ride on the Armored Borers.

HAWK (V.O.)
(on throat mike)
What ARE those things?

A JOE MAULER

RUMBLES UP to do combat. It BLASTS an Armored Borer at point-blank range. The Armored Borer TOPPLES OVER then crawls upright again.

* HAWK (cont'd)
And where did Cobra get them?

THE ARMORED BORER

HURLS itself upon the Mauler and RIPS the turret off. The Cobra-La Guard riding it FIRES a fast growing plant pod into the open turret. RECONDO and COVER GIRL jump out just in the nick of time.

HAWK (cont'd)
They're like nothing on Earth!

SCARLETT'S ARMADILLO

ROARS BY, BLASTING several Armored Borers with no effect.

PAN with her as she ROARS away -- but suddenly another Armored Borer ERUPTS from the ground directly in front of her. She CRASHES into it. The Armadillo is wrecked but the Armored Borer CRAWLS OFF.

DUKE

hops aboard a HAVOC and BLASTS away at the Armored Borers.

* DUKE
Nothing slows 'em down!

AN ARMORED BORER

BURSTS up through the ground underneath Duke's HAVOC. The HAVOC balances precariously.

DUKE

clings to his SWAYING seat then JUMPS for safety.

THE ARMORED BORER

SHRUGS the HAVOC off. PAN WITH the HAVOC as it SLAMS into a wrecked S.T.U.N. and EXPLODES into flames.

EXT. GIANT BUILDING - SEVERAL ARMORED BORERS

RIP off the steel doors. Destro and the Dreadnoks RUSH in.

* DESTRO (shouts)
Forward!!!

INT. GIANT BUILDING - UNIFORMED GUARDS

ZAP at Destro and the Dreadnoks.

DESTRO AND THE DREADNOKS

ZAP back. The Dreadnoks use lasers but Destro has a bazooka-like fast growing plant weapon. He FIRES it.

SEVERAL UNIFORMED GUARDS

are HIT and engulfed quickly.

INT. GIANT BUILDING - DESTRO AND THE DREADNOKS

approach the massive steel "igloo."

DESTRO

gestures to the steel "igloo."

DESTRO

Open it!

THE DREADNOKS

try to SLICE through the "igloo" with their specialty weapons, but no success. Nemesis Enforcer shoves them aside.

NEMESIS ENFORCER

*

Does the special croak-growl sound which accompanies appearance of talons, then pries his talons into the cracks of the "igloo."

THE TALONS

bit by bit TEAR back the steel "igloo."

THE "IGLOO" - NEMESIS ENFORCER

FORCES back the "petals" around the B.E.T. Destro steps up.

DESTRO

(triumphantly)

Inform Serpentor the prize is ours!

IN NIGHT RAVEN #1 - SERPENTOR

gets the good news from Tomax and Xamot.

TOMAX (over radio)

Destro reports --

XAMOT (over radio)

-- the B.E.T. --

TOMAX/XAMOT (over radio)

-- is ours!

*

SERPENTOR

At last!

THE GROUND BATTLE - DUKE

staggers to his feet as another Armored Borer ERUPTS up behind him.

HIGH ANGLE ON DUKE

as he whirls in alarm.

A QUICK CUT - THE ARMORED BORER - DUKE'S POV

It hurls itself STRAIGHT AT CAMERA.

JINX AND THE RAWHIDES

ZAP at the Cobra Vipers. Tunnel Rat points to Duke.

* TUNNEL RAT
Do something quick or Duke's gonna be
flattern' a ten cent pizza.

PAST DUKE TO ARMORED BORER

Duke DIVES OFF as the Armored Borer SLAMS down with a FRAME
SHAKING THUD!

BIG LOB

knows what to do. He unslings a satchel charge.

BIG LOB
Duke! My man! Heads up!

THE RAWHIDES - BIG LOB

hurls the satchel charge in a high arc. PAN with the
satchel charge as it flies through the air. Duke hits the
ground as it SAILS past him and lands in front of a charging
Armored Borer.

THE SATCHEL CHARGE

EXPLODES! The Armored Borer SQUEALS in pain and SHRUGS off
its Cobra-La Guard rider then DIVES into the ground and
disappears.

* DUKE (o.s.)
That got his attention!

DUKE

TEARS a bazooka loose from an overgrown Joe vehicle. The
Hot Shots run up to join him. He shouts orders at them.

* DUKE (cont'd)
Go for the underbelly! These things
aren't invulnerable after all.

He aims at an Armored Borer. ZIP PAN along with the rocket
as it BLASTS the Armored Borer's underbelly. The Armored
Borer ROARS in outrage.

EXT. GIANT BUILDING - THE B.E.T.

is carried out of the fortress/bunker lashed to the back of

an Armored Borer and guarded by Destro and the Dreadnoks.

HIGH ANGLE - THE BATTLE AROUND MAXIMUM SECURITY LAB

Sgt. Slaughter, Falcon and the Renegades SKID to a halt on a bluff overlooking the battle. Serpenter's Night Raven squadron ROARS overhead accompanied by bio-jets.

FALCON

looks at the battle in stunned amazement. PULL BACK to include Sgt. Slaughter. They ROAR OFF as the Sarge speaks.

* FALCON
What the hell are those things?

* SGT. SLAUGHTER
Enemies, soldier - blast 'em to dandruff.

THE RENEGADES

ROAR FORWARD on their motorcycles.

* RED DOG
Concentrate fire-power, bruddahs!
(shouts)
Renegades --- wedge 'em!

They SLAM their vehicles together to form a flying wedge.

PAST THE RENEGADES TO AN ARMORED BORER

The Renegades ROAR towards the huge Armored Borer rising in the BACKGROUND. The Renegades ZAP their combined lasers.

THE ARMORED BORER

SQUEALS in pain as they ZAP its underbelly. It DIVES into the ground and disappears. The Renegades ROAR PAST.

OTHER ARMORED BORERS

RIP CORD, GRUNT, and other Joes "skip" shots under Armored Borers and start driving them OFF.

THE AIRFIELD - SERPENTOR

lands with the other Night Ravens. Destro and the Dreadnoks lead the Armored Borer with the B.E.T. to Serpenter's jet.

* SERPENTOR
(motioning to the others)
Quickly!

LOW ANGLE - SERPENTOR'S NIGHT RAVEN #1

Nemesis Enforcer loads the B.E.T. onto the back of the Night Raven. MOVE IN on the front of the Night Raven as the upper hatch SWINGS open and Serpentor stands up to supervise.

DRAMATIC LOW ANGLE ON SERPENTOR

suddenly backlit and buffeted by a TREMENDOUS EXPLOSION! He whirls in rage.

SERPENTOR

What?

SGT. SLAUGHTER AND FALCON - SERPENTOR'S POV

They ROAR through retreating S.T.U.N.s to ZAP at Serpentor. Falcon aims and FIRES a rocket launcher at Night Raven #1.

HIGH ANGLE - SERPENTOR'S NIGHT RAVEN #1

WHOOSH! WHAM! Direct hit! The wing on the far side EXPLODES and the aircraft LURCHES over. Serpentor is nearly thrown off. Sgt. Slaughter and Falcon ROAR PAST.

SERPENTOR

grits his teeth in rage. Without looking behind him, he gestures to Nemesis Enforcer in the BACKGROUND. Nemesis Enforcer lifts the B.E.T. and carries it away.

*

SERPENTOR

Evacuate the B.E.T. at once! Nothing must interfere.

FAR END OF AIRFIELD - SGT. SLAUGHTER'S TRIPLE-"T"

WHEELS about and starts driving toward Serpentor.

SGT. SLAUGHTER/FALCON

Yo, Joe!

SERPENTOR

whips out a short mortar-like plant weapon he FIRES.

SERPENTOR

Cobra-LaLaLaLa!

THE TRIPLE "T"

is BLASTED by an explosive pod from Serpentor's weapon. It SKIDS then FLIPS over.

FALCON AND SGT.SLAUGHTER

HIT the airfield HARD. PULL BACK to show the Triple "T" in FLAMES beside them.

NEAR THE AIRFIELD - DUKE

sees what's happened and reacts in alarm. He vaults a fuel pipeline and runs OFF. The Hot Shots chase after him but the pipe EXPLODES into flames and blocks them.

* DUKE (worried)
Falcon!

LOW ANGLE - PAST FALCON AND SGT. SLAUGHTER TO SERPENTOR

walking through the flames, a menacing look on his face.

* SERPENTOR
(to Falcon)
YOU! Young one! You fired the
rocket that nearly thwarted my
destiny!

CLOSE ON SERPENTOR

taking out a living snake-dart.

SERPENTOR

is ready to throw the living snake-dart when Duke DIVES INTO FRAME and tackles him.

SERPENTOR
(to Falcon)
For that you -- urk!

DUKE AND SERPENTOR

hit the airfield tarmac HARD! They struggle with each other for possession of the snake-dart.

FALCON

rises up on one elbow. He sees the fight.

FALCON
Duke...

DUKE AND SERPENTOR - FALCON'S POV

They struggle to their feet. Suddenly Serpentor KNEES Duke in the gut then spins to KICK him across the head. Duke

FLIES STRAIGHT AT CAMERA, stunned.

A QUICK CUT - DUKE

lands HARD in front of Falcon.

SERPENTOR

hauls back to throw the dart.

* SERPENTOR (to Falcon)
DIE, arrogant earth scum.

He hurls the snake-dart STRAIGHT AT CAMERA.

A QUICK-CUT - FALCON - THE SNAKE-DART

zings straight at Falcon. ZOOM BACK as Duke hurls himself right in its path!

DUKE

NO!

CLOSE ON DUKE

He grimaces as the dart gets him in the chest.

FALCON

* FALCON
Duke!....

catches him with horror as he falls. PULL BACK to show Sgt. Slaughter just getting to his knees, shaking his dazed head.

PAST THE JOES TO SERPENTOR

PULL BACK as Night Raven #2 loaded with the B.E.T. TAXIS INTO FRAME behind Serpentor. Serpentor points a menacing finger at Falcon.

* SERPENTOR
HE took the dart meant for your heart!

NIGHT RAVEN #2 - SERPENTOR

DASHES PAST CAMERA and leaps up to the open hatch. MOVE IN as he stands, yelling back at Falcon.

* SERPENTOR (cont'd)
But his sacrifice will be in vain! This I command!

The Night Raven #2 ROARS down the runway.

PAST SGT. SLAUGHTER, FALCON, AND DUKE TO NIGHT RAVEN #2

It ROARS down the runway and takes off with the B.E.T., accompanied by other Night Ravens and bio-jets.

IN THE SKY - HAWK'S CONQUEST AND NIGHT RAVENS #3 AND #4

ZAP at each other, twisting and turning in mid-air. Night Raven #2 ROARS DIAGONALLY UP THROUGH FRAME.

HAWK

reacts in dismay as it ROARS upwards, out running him.

DOC (over radio)

General Hawk -- bad news! Serpentor got the B.E.T. -- and Duke is badly injured!

*

HAWK

(aghast)

See to him ---- I'm coming in!

HAWK'S CONQUEST

executes an impossibly tight loop, gets behind Night Ravens #3 and #4 and BLASTS them from the sky.

WIPE TO:

EXT. BATTLEFIELD - NIGHT

PAN WITH Hawk's Conquest as it SWOOPS across the smouldering, wreckage strewn battlefield around the Maximum Security Lab giant building and on to the airfield.

All the Vipers, Cobra-La Guards and Nobles, and Cobra-La creatures have retreated. The Joes stand in a loose circle around the wrecked Triple-"T" on the airfield.

Hawk's Conquest SKIDS to a halt near the Joes. He HOPS out.

NEAR THE TRIPLE-"T" - DOC

works feverishly over Duke, Falcon and the Hot Shots stand nearby. Beach Head, Sgt. Slaughter and the Renegades watch from the side. The other Joes ring them.

HAWK

*

pushes past Cross Country and Scarlett to see what's going on. Scarlett is biting her knuckle with worry, kneeling near the fallen Duke.

* HAWK (to Scarlett)
How is he?

* SCARLETT
(she shakes her head bravely)

DOC AND THE FALLEN DUKE

* Doc looks up sadly and motions to Falcon.

DUKE AND FALCON

Falcon kneels beside Duke.

DUKE
(weakly)
I guess I can't...look out for you
any more, kid...

FALCON
(choked)
D-don't say that, Duke. Doc'll fix
you up!

PAST FALCON TO DUKE

Falcon cradles his brother in his arms. Duke looks up with
a small, weak smile.

* DUKE
This isn't Doc's day for miracles....
it's my own fault....too slow.

* FALCON
(agitated, fighting tears)
No! You jumped in front of that
dart to save me.

DUKE
Promise me you'll try to....get your
act together...be a credit to your country.

* FALCON
I'll make you proud. You'll see! I....

DUKE
(his eyes glaze)
Yo...Jo...
(he falls back, dead)

FALCON

MOVE IN SLOWLY on his shocked expression. Tears brim in his
eyes. There is ABSOLUTE DEAD SILENCE on the soundtrack; no

She looks at him seductively.

SERPENTOR - PYTHONA'S POV

He sees this and smiles wickedly in response.

HIGH ANGLE - CROWD OF COBRA-LA CITIZENS

*END NEW PAGE

MOVE IN on Tomax and Xamot speaking to a Cobra-La Noble. They wear their business suits.

TOMAX

You look like a --

XAMOT

-- man of rare breeding.

PAST COBRA-LA NOBLE TO XAMOT AND TOMAX

MOVE IN as they hold up a digital watch.

*

TOMAX

When Cobra La takes control of the earth...

*

XAMOT

...You should be among the first of your people...

*

TAMOX & XAMOT

....To own a fine digital watch!

*

XAMOT (Big smile as he offers
the watch)

All for only three pearls!

INT. PALACE COURTYARD

Cobra-La Nobles wait with Golobulus for Serpentor. Serpentor strides imperiously INTO FRAME and crosses to Golobulus waiting on his levitator.

SERPENTOR - GOLOBULUS POV

As he salutes and speaks, Pythona ENTERS FRAME behind him.

SERPENTOR

Hail, Golobulus! Behold the proof of our victory. I've instructed Destro and Dr. Mindbender to activate the Broadcast Energy Transmitter immediately.

PAN to the B.E.T. installed in a nearby alcove. Destro and Dr. Mindbender finish working on it. The B.E.T. begins glowing and HUMMING. A coil of energy radiates upwards.

GOLOBULUS (sharply)

* That order was mine to give. But this

GOLOBULUS (cont'd)

* time I shall not countermand you. Let them proceed.

HIGH ANGLE - COBRA-LA PALACE

The energy coil spreads upwards.

LOW ANGLE - GLACIER ICE DOME

The energy coil passes through it.

EXT. HIMALAYAS - DAY

The energy sweeps into the sky.

IN ORBIT AROUND EARTH - DOZENS ON PODS

tumble weightlessly in space, gliding past satellites. The energy washes over them. PULL BACK to show Golobolus, Serpantor, and Pythona watching on the Web of Rememberence.

SERPENTOR

Perfection!

GOLOBULUS

holds up a short, straight rod marked off in increments of an inch or so.

* GOLOBULUS
When this time-worm....

THE ROD - GOLOBULUS

puts a spiked inch-worm with fangs and claws at the base of the rod. S-l-o-w-l-y it starts inching upwards.

GOLOBULUS (cont'd)
-- completes its journey, the pods will ripen. Their spores will burst forth.

INT. COBRA-LA PALACE - GOLOBULUS, SERPENTOR, AND PYTHONA

view the floating pods on the Web. Pythona stands beside Serpantor, rubbing her hand along his broad shoulder.

SERPENTOR

And this pitiful planet will be ours!
(evil LAUGH)

* PYTHONA
I cannot wait!

THE PODS IN SPACE

- * start to quiver as the energy washes over them. PULL BACK to show this is a giant video monitor in the Joe commo room.

Dial-Tone is watching, starts punching calculations into computer as we move past him to

*NEW PAGE

Funeral in the communications hall.

Hawk stands over flag draped silver coffin which is suspended in air on four jets of energy emerging from Joe logo inlaid in the floor as Beach Head, Falcon, and other Joes watch solemnly. Muffle drumbeats are heard under and we pan watching Joes as Hawk speaks eulogy and slow, march version of G.I. Joe theme comes up under.

HAWK

- * You gave your life for all of us, Duke.
We cannot repay your sacrifice but we can remember it, and we will.
(draws laser pistol, aims it under floating coffin)
- * Until there shall be no need of warriors and we shall meet again. Goodbye!

BEACH HEAD draws pistol and aims it under floating coffin, DIRECTLY OPPOSITE Hawk's pistol - both fire lasers at same instant so laser beams overlap, going from Beach Head's pistol to Hawk's and vice versa, then two more Joes facing each other do the same one of them is scarlet whose eyes run with tears, then two more, etc. Until floating coffin rides above a Gridwork of intersecting laser fire.

HAWK (and the others, shout)

- * Yo, Joe!

At this point the 4 vertical jets supporting the floating coffin stop and the coffin falls into the laser gridwork, vaporizing in a sunburst effect leaving nothing but the flag waving over silent, empty space. As Hawk and the others salute with laser pistols and then begin to holster them, Dial-Tone runs onto scene.

*

DIAL-TONE

General Hawk! I've identified that energy source! It's definitely coming from the B.E.T.

INT. JOE COMMO ROOM - HAWK

looks up at the giant screen.

DIAL-TONE (cont'd)

Somewhere in the Himalayas -- not far from where Roadblock disappeared.

HAWK

Fine work, son!

PAST HAWK TO SCREEN

He turns to the other Joes, gesturing over his shoulder at the screen. The pods still quiver in orbit.

HAWK (cont'd)

- * We don't know what those pods are or why Cobra needs the B.E.T., but it's a safe guess it can't be good for us or this planet.

PULL BACK to include Falcon. He has changed. He's no longer a goof-off but a hard working, dedicated Joe.

PAST FALCON TO OTHER JOES

He stares at the screen intently.

*

HAWK

Prepare to move out. We're going to hit 'em where they live.

*

FALCON

All I want is Serpenter...give me one, clear shot....

BEACH HEAD

Not so fast, Rawhide You're staying here!

BEACH HEAD AND FALCON

face each other nose to nose. Hawk is in the BACKGROUND and behind him is the giant monitor.

*

HAWK

Problem, Beach Head?

BEACH HEAD

Affirmative! Duke's dead and Flint's looking for Roadblock, so that leaves me in charge as tactical officer.

PAST FALCON TO BEACH HEAD

Beach Head points at Falcon.

BEACH HEAD (cont'd)
 And I'm not real sure the Rawhides are
 ready yet -- and I'm especially not
 sure about HIM!

* FALCON
 (angry, determined)
 But Serpentor killed my brother!

HAWK

puts his hand on Falcon's arm, sympathetic but firm.

HAWK
 Beach Head is right. The six of you
 lack experience.

* FALCON
 I have a right --

HAWK
 What you have is an order, G.I. Joe!
 (gentler)
 Besides, we need someone to guard the
 base and try to contact Flint. Make
 Duke proud of you.

Falcon looks down, chagrined. He doesn't like this, but
 he's going to obey orders.

FALCON
 Yes, sir.

DISSOLVE TO:

EXT. JOE HQ - DRAMATIC LOW ANGLE - DAY

Wave after wave of Tomahawk and Dragonfly choppers fly off,
 many carrying Joes vehicles slung underneath. PULL BACK to
 show Jinx, Riverboat, Tunnel Rat, Big Lob, and Chuckles in
 the IMMEDIATE FOREGROUND waving at the departing Joes.

RAWHIDES
 Yo, JOE!

JINX

as she waves, she turns and looks off to one side.

FALCON

sits on the fender of a shot-up AWE Striker, looking morose.

JINX

feels sorry for him.

DISSOLVE TO:

THE HIMALAYAS - ROADBLOCK AND COBRA COMMANDER - DAY

TINKLING ice crystals swirl, FILLING FRAME, then dissapate to reveal the two on a snowy trail.

ROADBLOCK

shivering, ice-caked, and GASPING for breath, stumbles frequently as he fights to keep his feet and trudge onward. Cobra Commander is wrapped around his waist and shoulder, almost all snake now, madness overtaking him.

COBRA COMMANDER

Useless, all useless. I wassss once
a man...yessss...oh yesssss.
I wassss a man....

CLOSE ON ROADBLOCK

Though still blind, he's had enough and grabs the Cobra Commander by the neck and shakes him.

ROADBLOCK

Stop sayin' that, you hear? You're
makin' me crazy!

COBRA COMMANDER

Wassss a man! Men may rule,
serpentssss, never! Wassss...

The weary Roadblock shakes him harder.

ROADBLOCK

* You're goin' snake-house man -
you gotta resist!

Cobra Commander HISSES in fury and tightens his coils as if to strike.

COBRA COMMANDER

Yesss...wasss...once a man...

THEIR STRUGGLE

brings Roadblock to his knees. They roll in the snow.

ROADBLOCK

You wanna be a man, ACT like one!
Stop squeezin' me!

PAN DOWN as they roll faster and faster down a snowbank, fighting, entangled, until they SLAM into something.

THE "SOMETHING"

is a Joe SNOW CAT. PULL BACK as Flint, Iceberg, and Life-Line pull Roadblock from the snow.

ICEBERG

Some rescue party WE turned out to be
-- Roadblock found US!

ROADBLOCK

reacts in surprise, as if he can't believe what he hears.

ROADBLOCK

Who is it....?
(weak, blind, but ready
to fight: a poem)
I don't need to see CLEAR to fracture
your REAR!

LIFE-LINE

Easy, Roadblock -- you're with
friends!

Roadblock smiles, then COLLAPSES in Life-Line's arms.

DISSOLVE TO:

HIGH ANGLE JOE HEADQUARTERS - DAY

The complex is quiet, empty, a contrast to the earlier frenetic activity. MOVE DOWN AND IN on the Joe Commo Room.

FALCON (V.O.)

Joe Base calling! Come in Flint,
Iceberg, Life-Line...do you copy?

Nothing. He holds his head in his hands.

INT. COMMO ROOM - FALCON ON RADIO

A grim and saddened Falcon is at radio console trying different radio frequencies. The large monitor shows nothing but static. Jinx enters.

JINX

You've been at it for hours. Let me
relieve you.

FALCON

Thanks but I have my orders.

JINX

sits near Falcon, trying to be helpful and compassionate.

JINX

I heard you did pretty good on Cobra Island.

PAST FALCON TO JINX

He is too wrapped up in sending scanning the radio waves to pay much attention to her.

FALCON

Anybody'd look good with Sgt. Slaughter backing him up.

JINX

Modesty doesn't become you.

FALCON

turns to face her. There's still an expression of deep hurt in his eyes.

FALCON

That was the OLD Falcon...the Falcon of a million years ago.

HIS HAND - JINX

takes it and caresses it softly.

*

JINX

I didn't think the OLD Falcon was so bad.

FALCON

You didn't, huh?

Falcon tries to draw his hand away. She holds it tight.

*

JINX (cont'd)

No. He just needed some sense slapped into him.

FALCON

You sound like you miss him.

JINX

Maybe I do.

PAN UP as they look at each other. They almost kiss when

the monitor CRACKLES, tuning in Flint.

FLINT (on monitor)
This is Flint...Come in Joe...

MONITOR SCREEN AND FALCON

As Falcon replies, Roadblock steps beside Flint on screen.

FALCON
(excitedly)
Flint! Roadblock! Hawk's leading a
strike force to Serpentor's homebase
-- a place called Cobra-La.....

FLINT
(urgently)
Patch me through at once! We've got
to warn him!

FALCON

hastily punches buttons. He and Jinx look surprised.

FALCON
Warn him about what?

* ROADBLOCK
Plants, man! The kind that gobble you up!

WIPE TO:

EXT. GLACIER CLEFT TO COBRA-LA - DAY

Leatherneck and Wet Suit set huge plastique charges around
the cleft and anchor them to the living "zipper" tendrils.

HIGH ANGLE PAST LEATHERNECK AND WET SUIT TO OTHER JOES

The "zipper" tendrils SIGH and twitch when touched, but
they're arguing too hard to notice. PULL BACK to reveal
Hawk, Sgt. Slaughter and the whole Joe Force waiting to
plunge ahead once the cleft is blown.

LEATHERNECK
Next time I work with a seal, I want
the trained kind that balances a ball
on his nose.

WET SUIT
At least they know which end of a
fuse to light, Leatherneck.

AT THE HEAD OF THE JOE COLUMN - HAWK AND SGT. SLAUGHTER

wait and watch as the two unspool the blast cord to them.

* LEATHERNECK
You lookin' for a fat lip, Wet Suit?

WET SUIT
It's better'n a fat head!

LEATHERNECK AND WET SUIT

start to go for one another but Sgt. Slaughter pulls them apart. PULL BACK to include Hawk pointing to the cleft.

HAWK
The enemy's INSIDE, right?

WET SUIT/LEATHERNECK
Yes, sir!

HAWK
Then blow that glacier and let's
stomp serpent!

THE GLACIER CLEFT

Hold a beat then the plastique EXPLODES! The foliage MOANS and "unzips," revealing the dark tunnel leading to Cobra-La.

SGT. SLAUGHTER AND THE RENEGADES

rush into the cleft with a mighty ROAR. PAN BACK to show the rest of the Joes charging after them.

SGT. SLAUGHTER/RENEGADES
YO, JOE!

OTHER JOES
YO, JOE!

INT. COBRA-LA PALACE - GOLOBULUS

floats on his levitator, watching the spiked inch worm climb up the rod in his hand. It's only a quarter of the way to the top. Serpentor bursts into the palace.

SERPENTOR
Sound the alarm! The Joes are
attacking!

GOLOBULUS
I am aware of that, Serpentor. I am
aware of everything that goes on in,
under, or around Cobra-La.

PAST THE ROD TO SERPENTOR

Serpentor is in SHARP FOCUS. He looks impatient and angry. As Golobulus speaks, the FOCUS SHIFTS to the rod in the IMMEDIATE FOREGROUND.

GOLOBULUS (cont'd)

- * The Carno-Tree will take care of them and our plan will proceed unimpeded. All shall be accomplished in the fullness of time.

HAWK

stands on a Snow Cat, urging the other Joes in.

- * HAWK
Let's go! Yo, Joe!

PAST HAWK TO SNOW CAT MONITOR SCREEN

Roadblock's face appears on the Field Monitor-Radio.

ROADBLOCK (on monitor)

Hawk! Don't send `em in! Cobra-La is booby trapped!

INT. JOE COMMO ROOM - FALCON AND JINX

watch a split-screen of Hawk and Roadblock on the monitor.

HAWK (on monitor)

How, Roadblock?

INT. COBRA-LA CLEFT TUNNEL - THE JOES

burst out of the tunnel and race across the broad leafy path where Roadblock's unit was captured.

JOES

YO, JOE

THE GIANT CARNO-TREE

quivers in anticipation. PAN DOWN its vines to show Sgt. Slaughter and the Renegades standing on the leaves.

ROADBLOCK (V.O.)

Some kinda weird tree, man!

(a poem)

- * Where those leaves grow, you can't survive. That giant plant eats guys alive!

SGT.SLAUGHTER

is caught by surprise when a leaf SNAPS shut around him.

THE RENEGADES

react in alarm and begin ZAPPING the leaves. They're the next ones captured by the Carno-Plant leaves.

THE OTHER JOES

are SNAPPED up next. Some try to fight, some try to run, all are caught.

DOWN THE CLEFT - HAWK

drives his Snow Cat, shouting into a bullhorn.

HAWK (on bullhorn)
Get back. Halt! Watch out for --

A LEAF

suddenly SNAPS closed around the Snow Cat.

HAWK

jumps off the Snow Cat and tries to run.

HIGH ANGLE - HAWK

is boxed in by a Carno-Tree leaf. He tries to turn, but other leaves move to block his path. He ZAPS at the leaves until he's surrounded and they SNAP close around him. Hawk struggles briefly then lies quiet. PAN WITH one leaf as it carries Hawk over to the main body of the Carno-Tree. The cone of wrapped-up Joes is larger than ever.

INT. JOE COMMO ROOM - JINX AND FALCON

watch in horror as the monitor goes blank. Falcon SLAMS his fist on the console and rises in determined anger. PULL BACK to show the other Hot Shots have entered.

LAW
Que pasa, Jinx?

* JINX
Hawk and the others were ambushed
entering Cobra-La!

ON THE MONITOR - FLINT AND ROADBLOCK

Flint holds up the writhing, HISSING Cobra Commander.

FLINT

- * It's not just the lives of our friends at stake. It's the future of civilization. Look at Cobra Commander.

RAWHIDES
(shocked GASPS)

COBRA COMMANDER

Once I was a man...a man...until the spores touched me...

FALCON AND THE RAWHIDES

react in horror to what they see.

FLINT (o.s.)

- * Those orbiting pods contain degenerative spores! And if the B.E.T. isn't shut down the pods'll open and release enough spores to mutate every man, woman and child on earth.

MOVE IN on Falcon as he STRAPS on his gunbelt.

FALCON

That's not going to happen! The Rawhides are on their way! Right?

THE RAWHIDES

YELL and RUSH OUT to get their weapons. MOVE IN on Jinx as she blocks Falcon.

RAWHIDES
(except Jinx)

Yo, JOE!

JINX

- * You can't go! Disobeying orders got you in trouble the last time, remember?

FALCON AND JINX

*DELETED LINE

FALCON

If I DON'T do something, there won't be any trouble for me to get into!

JINX

- * I hate it when you're logical...Yo, Joe!

* They RUN off.

DISSOLVE TO:

THE HIMALAYAS - FLINT'S CAMP - DAY

Flint and Iceberg look on as Life-Line examines Roadblock's eyes. Roadblock is wrapped in blankets.

LIFE-LINE

I think your vision can be restored.
(SPRAYS eyes; looks off)
But there's nothing I can do for him.

PAN TO Cobra Commander. He is now virtually all snake and coils around a Snow Cat, HISSING and MUTTERING to himself.

LIFE-LINE (cont'd)

* The mutation process is irreversible!

ROADBLOCK

blinks and smiles. He hears an APPROACHING HELICOPTER.

ROADBLOCK

I hear...and I'm starting to SEE
somethin' comin' in!

BLURRED IMAGES AGAINST A WHITE BACKGROUND - ROADBLOCK'S POV

A Tomahawk FLIES IN but it's not clearly visible.

FLINT AND ICEBERG

COCK their weapons, anticipating trouble. MOVE IN on Iceberg as he breaks out in a big grin.

ICEBERG

Put away the hardware -- they're
ours!

PAST FLINT'S CAMP TO THE TOMAHAWK

It SETTLES before them, KICKING UP snow. Flint and Iceberg RUN to greet them.

THE TOMAHAWK CARGO DOOR

SLIDES open and the Hot Shots jump out, led by Falcon.

FLINT

I never thought I'd see the day when
I'd be glad YOU showed up, Falcon.

ROADBLOCK

steps forward to greet Falcon and the Rawhides. He's still blind but moving more confidently.

FALCON

Thanks, Flint. Now how're we gonna save Hawk and the others?

ROADBLOCK

The front door's got a leafy green "unwelcome" mat. You won't save Hawk and the others going in that way.

ROADBLOCK, FLINT, AND FALCON

Flint puts his hand on Roadblock's shoulder.

FLINT

If we can sneak in the same way you sneaked out, Roadblock, we might have a chance!

ROADBLOCK

(musing; a poem)

I was blind, couldn't see which way to TAKE. You wanna find out, talk to a SNAKE!

PAN TO and MOVE IN on Cobra Commander coiling, uncoiling, HISSING and MUTTERING.

ROADBLOCK (cont'd)

Cobra Commnder is the only one who can tell us the way!

CUT TO:

EXT. SPACE - THE PODS

tumble in orbit. Bit by bit, they quiver as the energy washes over them.

INT. COBRA-LA PALACE - PAST WEB TO GOLOBOLUS

He looks up at the Web then at the rod in his hand.

THE SPIKED WORM

crawls ever so s-l-o-w-l-y up the rod. It's halfway to the top by now.

GOLOBULUS

Your destiny is to crawl, to mark time,

MOVE IN TIGHT on Golobulus evil, evil eyes.

GOLOBOLUS (cont'd)

But my destiny is to control destiny itself!

* He gooses the Time-worm so it skips up a few notches with a tiny grunt and hiss of disapproval.

CUT TO:

EXT. HIMALAYAS - THE RAGING ICE CHOKED STREAM - ROADBLOCK

with Cobra Commander coiled around his waist and shoulder -- leads Falcon, the Hot Shots, Flint and other Joes through waist high racing water. They carry their weapons overhead.

ROADBLOCK

tries to get Cobra Commander's attention.

ROADBLOCK (cont'd)

Which way now, man? You hear me, man? I said "MAN!" That's what you are, now talk to me!

Cobra Commander slips completely into snakehood.

COBRA COMMANDER

Wassss a man...Yessss...SSSSSSSS!

He HISSES and uncoils from Roadblock to slither off in the stream. PAN WITH HIM as he slithers by Falcon.

FALCON

* No go! He's completely turned into a snake!

FLINT

Now how do we know which way to go?

A FORK IN THE STREAM - A LARGE BOULDER

ahead of them divides the stream. Roadblock and Falcon lead the others past it. MOVE IN on Tunnel Rat as he pauses. He appears to hear something.

TUNNEL RAT

Hey! Wait. Listen.

Voices ECHO and strange Cobra-La MOANING, SIGHING SOUNDS are heard.

AROUND THE BOULDER - A NARROW FISSURE IN THE ROCK

Water GUSHES out of this fissure and into the stream. Tunnel Rat takes the lead. He heads against the current into the fissure with all the others following.

TUNNEL RAT (cont'd)

I think I just found the back door.
Stay close `n' keep your chins up!

INT. DARK, COURSING WATERWAY - THE JOES

With only a few inches of space above the water, all must "keep their chins up" to get air. Voices ECHO and strange Cobra-La MOANING, SIGHING SOUNDS are heard.

TUNNEL RAT - THE WATER

is almost in his mouth. He COUGHS and SPUTTERS.

CUT TO:

INT. COBRA-LA - ZARTAN AND THE DREADNOKS

fly their individual Swampfires. PAN AHEAD to a stream leading out of Cobra-La through a fissure in the rock wall. There is a large jumble of rapids and rocks just at the mouth of the fissure.

NEAR THE FISSURE - ZARTAN AND THE DREADNOKS

land their Swampfires beside the underground river.

ZARTAN

Monkeywrench, Zarana, plant the explosives.

MONKEYWRENCH

hops out of his Swampfire, dragging a duffle bag crammed with equipment and explosives.

MONKEYWRENCH

`Ow come we gotta seal this tunnel?

PAN OVER to include Zarana lugging a dufflebag of her own.

ZARANA

* If we DON'T, those spores'll filter in a mutate US, You Bug-Brain. You wanna wakeup a CLAM or somethin'?

THE MOUTH OF THE FISSURE - MONKEYWRENCH AND ZARANA

hop over the rocks and rapids to the mouth of the fissure.

MONKEYWRENCH

* Ugh! No! I hate clams. They're all slickery. All I'm sayin' is 'ow come WE gotta do this?

THE ROCKS AT THEIR FEET - TUNNEL RAT

SPLASHES to the surface, GASPING for breath.

ZARANA AND MONKEYWRENCH - TUNNEL RAT'S POV

They look down at him.

MONKEYWRENCH

`Ello, `ello, `ello?

RIVERBOAT AND JINX

stand behind them.

LAW

Adios, adios, adios.

ZARANA AND MONKEYWRENCH

whirls and get CLOBBERED by Law and Jinx.

ZARTAN

sees this and draws his laser. He hears a GROWL.

WORTHINGTON

SPLASHES out of the water. He's not a goofy mutt now -- he's all business and he's GROWLING!

ZARTAN

YELLS in alarm as Worthington NIPS his wrist and drags him down with an angry GROWL.

BY THE SWAMPFIRES - ZANDAR AND THE OTHER DREADNOKS

react in surprise as the Joes SPLASH out of the water before them. Big Lob, Falcon, Flint, Iceberg, and Chuckles CLOBBER Zandar and the four Dreadnoks.

HIGH ANGLE - ZARTAN AND WORTHINGTON

Order wrests the gun from Zartan's grasp. Before Zartan can get up, the unconscious forms of Zandar, Zarana, and the five Dreadnoks are unceremoniously dumped on him. He struggles in vain to get up, MUFFLED CRIES coming from under the bodies. The Dreadnoks GROAN.

THE RAWHIDES

look pretty satisfied with their handiwork. Order gives Law Zartan's laser and BARKS happily.

LAW

* Good fellah, Order!

IN THE WATER - ROADBLOCK

SPLASHES out, rubbing his eyes and blinks.

ROADBLOCK

I'm not seein' perfect, but I got enough eyeball capability to get us where that plant nailed my guys!

FLINT

gestures to the Swampfires.

FLINT

Why walk when we can ride?

THE SWAMPFIRES - THE JOES

REV engines the and take off. HOLD A BEAT, then PAN DOWN to the swamp as Cobra Commander SLITHERS onshore after them.

THE CARNO-TREE

PULL BACK AND DOWN to show Baroness, Destro, Dr. Mindbender, Tomax and Xamot looking at Joes wrapped in the Carno-Tree.

DR. MINDBENDER

What a delightful harvest! After years of struggle, total victory!

(hears CHOPPERS)

Eh...?

THE EIGHT SWAMPFIRES - HIS P.O.V.

They ZOOM INTO SCENE, circling tight.

DR. MINDBENDER AND THE OTHERS

look up and wonder what's going on.

BARONESS

Those fool Dreadnoks! They fly too close to the Carno-Tree!

DR. MINDBENDER

(horrified)

Wait! Those aren't Dreadnoks!
They're --

THE SWAMPFIRES - DR. MINDBENDER'S POV

They DIVE AT CAMERA, ZAPPING their lasers.

DR. MINDBENDER (cont'd)

-- G.I. JOE!

THE COBRA OFFICERS

scatter as the Swampfires ROARS PAST, ZAPPING at them. MOVE IN on the Cobra Officers as they ZAP back.

BIG LOB'S SWAMPFIRE

dives at the Cobra officers, ZAPPING away.

*

BIG LOB

(ala sports announcer)

And Big lob makes his move -

His Swampfire gets ZAPPED, BELCHES flame and SPINS.

BIG LOB (cont'd)

*

Uh oh! Aggressive defense! He takes a hit but keeps coming...

CLOSE ON BIG LOB

as the BACKGROUND SPINS around.

*

BIG LOB (cont'd)

Will the clock run out before his mission's complete?

LOW ANGLE - THE CARNO-TREE - BIG LOB'S SWAMPFIRE

SPINS near the top of the tree.

*

BIG LOB (cont'd)

No...!

BIG LOB

hurls a satchel charge out of the SPINNING Swampfire.

Order leap clear just before it EXPLODES.

LAW AND ORDER

run from the Swampfire, looking over their shoulder. Suddenly Dr. Mindbender LUNGES INTO FRAME and TACKLES him.

LAW

HITS the ground hard. Dr. Mindbender presses Law's laser rifle across his throat, trying to choke him.

LAW AND DR. MINDBENDER

PULL BACK as Order GROWLS. Dr. Mindbender looks up in alarm. Order lunges at him and KNOCKS him OFF FRAME.

DR. MINDBENDER

N-n-nice doggie...Sit!
(firmly, ala Barbara Woodhouse)

DR. MINDBENDER AND ORDER

Order GROWLS and pulls Dr. Mindbender's cape over his head. The cape TEARS and Dr. Mindbender stands up. He spins around, cape still over his head, and Law PUNCHES him out.

THE RAWHIDES AND OTHER JOES

scramble for cover, huddling around Falcon.

DESTRO AND THE COBRA-LA GUARDS

line up, weapons drawn and aimed at Falcon and the others.

DESTRO

(sarcastic)

* Your rescue attempt has been wasted --

PAN DOWN to the motionless Joes dropped by the carno-tree.

DESTRO (cont'd)

-- on CORPSES!

FALCON, FLINT, AND THE OTHERS

look at the motionless Joes and react with dismay.

FALCON

They can't be all dead! They can't!

CLOSE ON DESTRO

His face is a mask of hate. He aims at the Joes.

DESTRO

* Join them in eternal nothingness.

PAN DOWN to Quick Kick lying at his feet. Suddenly Quick-Kick spins around and KNOCKS Destro's legs from under him.

QUICK KICK

* Wrong again, bullet breath! We're just getting started!

THE COBRA-LA GUARDS

are caught by surprise as the captured Joes leap up to grab them and wrest their weapons away.

JINX

leaps up and CHEERS.

JINX

We did it! They're alive!

COBRA-LA GUARDS AND VIPERS

charge the Carno-Tree, but the YELLING Joes swoop down on them and overpower them.

LEATHERNECK AND WET SUIT

stand back to back, PUNCHING out Cobra-La Guards and Vipers.

LADY J

crouches behind a tree root and ZAPS at the Cobra-La Guards. Flint LEAPS INTO FRAME beside her and helps ZAP.

FLINT

You come here often?

LADY J

No, it's my first visit.

FLINT

Well let's not make it your last.

BEACH HEAD

grabs a fallen Viper laser and ZAPS at the Cobra-La Guards.

THE COBRA-LA GUARDS

Beach Head ZAPS them but barely slows them down.

BEACH HEAD

blinks in amazement, looks at his weapon, then up. He ZAPS the cavern ceiling.

THE CAVERN CEILING

laser ZAPS dislodge huge ice boulders.

THE COBRA-LA GUARDS

cringe as the boulders CRASH atop them, knocking them out.

HAWK

is being double-teamed by Tomax and Xamot. He shoves Xamot aside then PUNCHES Tomax in the gut. Both twins double over. Hawk then SLUGS Xamot in the jaw. Tomax goes down as well. PULL BACK to show Falcon in the IMMEDIATE FOREGROUND, ZAPPING at some OFF FRAME Vipers and Cobra-La Guards.

FALCON

(calling to him)

General Hawk! We've got to shut down the B.E.T.!

HAWK

(yells back)

Then let's do it, soldier! YO, JOE!

THE JOES

are winning. They grab captured Viper and Cobra-La weapons.

THE JOES

(ROAR back)

YO, JOE!!!

Weapons in hand, the battle hungry, victorious Joes CHARGE into Cobra-La City.

INT. COBRA-LA PALACE - GOLOBULUS

looks at the spike worm crawling up the rod. It's now almost all the way to the top. Serpentor, Nemesis Enforcer and Pythona RUSH INTO FRAME.

SERPENTOR

The G.I. Joes are free and advancing on the palace!

PAN as Golobulus floats over to the B.E.T. on his levitator. The B.E.T still broadcasts helical coils of energy.

GOLOBULUS
 (unconcerned)
 They are too late.

UP THROUGH ICE DOME ROOF - THE ENERGY
 travels off into space.

GOLOBOLUS (cont'd)
 But to assuage --

ON THE WEB - THE PODS IN ORBIT

As the energy washes over them, they throb and "breathe."

GOLOBULUS (cont'd)
 -- your fears --

GOLOBULUS

raises his hand and makes a strange Cobra-La gesture.

GOLOBULUS (cont'd)
 I shall take special precautions.
 (with a flourish)
 Organisms of Cobra-La, detach and
 defend to the death!

COBRA-LA PALACE

MOVE IN on the "stain glass" window. As the MELODY
 continues, the window starts twisting and turning.

COBRA-LA PALACE COURTROOM - THE PILLARS

start to CREAK and move as the MELODY continues.

COBRA-LA PALACE WALLS

start to bulge and split apart as the MELODY continues.

COBRA-LA PALACE - THE STAIN GLASS WINDOW

fragments into its myriad component creatures as the MELODY
 continues.

COBRA-LA PALACE COURTROOM - THE PILLARS

UPROOT themselves and MOVE OFF as the MELODY continues.

COBRA-LA PALACE WALLS

splits into hundreds of component interlocking creatures

that CHARGE OFF as the MELODY continues.

MONTAGE - COBRA-LA CITY

as the HAUNTING MELODY plays over it.

THE BUILDINGS quiver under the music. Their walls break off into individual creatures.

THE ROADS AND BRIDGES rise up like giant centipedes.

COBRA-LA VEHICLES transform into menacing predators.

THE INDIVIDUAL COBRA-LA CREATURES wait in ambush for the Joes, not moving but ready to jump.

HIGH ANGLE - COBRA-LA CITY - THE JOES

charge through it, lasers ZAPPING. Hawk, Falcon, Jinx, and Sgt. Slaughter are in the lead. Cobra-La Nobles and Citizens SCREAM and run in fear. The few Cobra-La Guards who resist are OVERPOWERED.

LOW ANGLE - PAST JOES TO COBRA-LA BUILDINGS

Suddenly the buildings split into thousands of individual creatures -- and angry and SCREAMING in rage!

HAWK, SGT. SLAUGHTER, FALCON, AND JINX

DIVE OFF FRAME of Cobra-La creatures POUR INTO FRAME. are among the many Joes who stop and gape in amazement as the buildings become "unstuck."

COBRA-LA CITY - THE JOES

PAN to show them engaged in hand-to-hand combat with the Cobra-La creatures. It's a scene of MADNESS and CONFUSION.

SERPENTOR AND PYTHONA

watch the battle. Serpentor CHUCKLES, amused with himself.

PYTHONA

* THAT should hold the swine!

RED DOG AND MERCER - THORN WALLS AND "STREET LAMPS"

disengage and attack them. The Renegades ZAP the creatures.

BENEATH THEIR FEET - THE "PAVEMENT"

separates into thousands of tiny SCREAMING animals pulling at their boots and clothes.

RED DOG

* Watch out bruddah! The whole place is crawling!

SHIPWRECK AND QUICK KICK

crouch beside an cowering Cobra-La Noble, ZAPPING at the SCREAMING creatures attacking them.

QUICK KICK

This has gotta be the WEIRDEST battle
I ever fought in, Shipwreck!

MOVE IN as Shipwreck lifts the Noble's the arm to show he wears a digital watch.

SHIPWRECK

* Weird? WEIRD? HA! I'll tell ya
weird! Every single one of these
clown's is wearin' a digital watch!

A HUGE MOB OF COBRA-LA CREATURES

lunges on one solitary Joe -- then suddenly run off SCREAMING in fear! The solitary Joe is Chuckles -- armed to the teeth with lasers, rocket launchers, grenades, etc. This leaves a clear path to the Cobra-La Palace. Hawk STEPS INTO THE IMMEDIATE FOREGROUND, yelling for others to follow.

HAWK

Yo, Joe! Head for the palace!

* Falcon, Jinx, and Sgt. Slaughter RUN PAST CAMERA, covering their rear by ZAPPING Cobra-La creatures. Chuckles doesn't accompany them but stays to fend off the Cobra-La creatures, batting them this way and that using his rifle butt like a golf club.

THE PALACE DOORS

are made of interlocking giant spiders. Hawk, Falcon, Jinx, and Sgt. Slaughter CHARGE INTO FRAME.

PAST THE FOUR JOES TO THE PALACE DOORS - THE SPIDERS

suddenly HISS and lunge at the Joes.

SGT. SLAUGHTER

SWATS his laser as the two spiders lunge at him.

THE PAVING TILES

try to seize his feet as they had done to the Cobra

Commander earlier. Sgt. Slaughter KICKS free.

FALCON AND JINX

are back to back, ZAPPING and SWATTING the giant spiders.

FALCON

Not a bad first date, huh?

JINX

*Yeah but Next time, let's watch a horror flick
instead of living one!

HAWK

ZAPS spiders and yells to Falcon, Jinx, and the Sarge.

HAWK

* Get the B.E.T. out of here
I'll keep this party going.

SGT. SLAUGHTER, FALCON AND JINX

RACE OFF into the Palace.

HIGH ANGLE FROM PALACE PARAPET

Sgt. Slaughter, Jinx and Falcon run into the Palace. They enter a long, wide multi-level courtyard. PAN AHEAD as the three Joes spot the B.E.T. across from them, its coils of energy still broadcasting upward.

FALCON

(pointing)

* There!

GOLOBULUS

sees them heading to the B.E.T. PAN as he turns to Pythona, Nemesis Enforcer, and Serpenter.

GOLOBULUS

* Obliterate them! Now!

THE THREE JOES

are half-way to the B.E.T. when --

PYTHONA, NEMESIS ENFORCER AND SERPENTOR - THE JOES' POV

They step out to stop the three Joes. Serpenter rides his Air Chariot, SCREAMING in rage..

SERPENTOR
Vengeance is ours!

NEMESIS ENFORCER

hurls a throwing-starfish AT CAMERA. ZIP PAN with it as it sails towards Sgt. Slaughter.

SGT. SLAUGHTER

jerks up his laser. The throwing-starfish STICKS to this.

SGT. SLAUGHTER
* The big sleaze-bat belongs to me!

NEMESIS ENFORCER

* PAN with him as he growls, croaks and lunges at Sgt. Slaughter. They SLAM into each other and go TUMBLING BACK OFF FRAME, locked together.

PYTHONA

SCREECHES and rushes Jinx with her acid-venom fingernails.

JINX

sidesteps, turns and tries to shoot her laser.

A QUICK CUT - JINX' LASER

Pythona RAKES it with her nails, acid SIZZLING into it.

JINX

pulls the trigger but her laser CLICKS impotently.

JINX
Terrific!

She throws her gun aside as Pythona BACKHANDS her sharply.

SERPENTOR IN HIS AIR CHARIOT

SLAMS into Falcon, KNOCKING him off his feet.

SERPENTOR
* Your brother perished in vain - now you shall join him.

FALCON

starts to roll and tries to rise, but Serpentor SMASHES him again and again with the chariot.

GOLOBULUS

- * watches from the side, nodding with jaded disinterest as he looks from battling pair to battling pair. He looks at the time worm on the rod.

THE TIME WORM

is almost at the top.

IN SPACE - THE PODS

- * strain almost at the bursting point, sighing, echoing, groaning.

FALCON AND SERPENTOR

Falcon grabs the base of the Air Chariot. PAN with them as Serpentor drags him along, SKIDDING him against the bottom of the Air Chariot and the floor.

SGT. SLAUGHTER AND NEMESIS ENFORCER

- * The Sarge twists Nemesis Enforcer's wing. Nemesis grunts, groans, croaks.

NEMESIS ENFORCER

hooks the Sarge's leg and YANKS it out from under him.

SGT. SLAUGHTER

HITS the floor hard but rolls out of the way a split-second before Nemesis Enforcer's foot SMASHES down.

JINX AND PYTHONA

SWIRL PAST CAMERA, Jinx clutching Pythona's wrists.

JINX

- * Hold still, witch!

CLOSE ON JINX - PYTHONA

shoves her against a wall, acid-venom dripping from her fingertips. Her nails come closer to Jinx' face.

PAST FINGERNAILS TO PYTHONA - JINX POV

SHIFT FOCUS from the nail to Pythona's evil eyes.

PYTHONA

Prepare for eternity!

SERPENTOR

flies along on his Air Chariot, SKIDDING it against the floor. He does not see Falcon dragging behind the Air Chariot ala Indiana Jones. Falcon pulls himself aboard.

FALCON AND SERPENTOR

Falcon grabs Serpenter from behind in a choke hold.

THE AIR CHARIOT

SWERVES back and forth as Falcon and Serpenter struggle. Serpenter stops the Air Chariot suddenly, flinging Falcon over him and against a wall.

CLOSE ON SGT. SLAUGHTER - NEMESIS ENFORCER

SMACKS him with his massive claw. The Sarge staggers back.

PAST SGT. SLAUGHTER TO NEMESIS ENFORCER

Nemesis Enforcer SMASHES Sgt. Slaughter across the back with his claw. The Sarge -- battered and reeling -- goes down heavy to his knees.

JINX

ducks just as Pythona SCRATCHES the wall behind her with her nails. The creatures that make up the wall SCREAM and die.

PAST FALCON TO SERPENTOR

Falcon rises groggily to his feet. MOVE IN TIGHT on Serpenter as he hurls his boa constrictor AT CAMERA.

SERPENTOR

* Your life has ended.

FALCON

The boa hits him and wraps around him, choking him.

SGT. SLAUGHTER

* is on his knees, dazed. Nemesis Enforcer throws a hammerlock around his neck. MOVE IN as Nemesis Enforcer's does special growl croak and talons pop out of his wrists. The Sarge grabs his wrist just in time to keep the talon from penetrating his eye.

SGT. SLAUGHTER (with great effort)

* Not so fast, handsome.

PYTHONA AND JINX

They struggle, Jinx holding Pythona's wrists. Suddenly Jinx rolls over backwards, FLIPPING Pythona over her. Pythona HISSES in anger and HITS the floor hard!

JINX

snaps to her feet. MOVE IN as she takes out her blindfold and ties it around her head.

JINX

* Okay, Lady -- it's time for lights out!

SERPENTOR GLOATING OVER FALCON

PULL BACK to show the boa strangling Falcon who tries to grab the undercarriage of Serpentor's Air Chariot.

SERPENTOR

* Your breath sears...your lungs...your eyes dim....wha? Cobra Commander?

FALCON - COBRA COMMANDER

SLITHERS INTO FRAME, rears back with a HISS, then sinks his fangs into the boa wrapped around Falcon. The boa HISSES in anguish and tries to wrap itself around Cobra Commander.

FALCON

dives for his laser on the floor, snatches it up, then rolls over to ZAP at Serpentor.

SERPENTOR

dodges the ZAPS on his Air Chariot.

CLOSE ON SGT. SLAUGHTER - NEMESIS ENFORCER

* pulls the Sarge's face closer and closer to the talon. Sgt. Slaughter tries to resist, but Nemesis Enforcer is too stron. Nemesis Enforcer gives a happy, croaking growl and then chuckles evilly.

JINX

wears her blindfold and assumes a ninja stance. Pythona lunges at her. In three rapid-fire KICKS, Jinx decks her.

PYTHONA

hits the floor HARD, but quickly recovers.

PAST GOLOBOLUS TO JINX

The time worm that's almost at the top of the rod. He makes a strange gesture.

HIGH ANGLE ON JINX - THE FLOOR

between her and the B.E.T. SPLITS open like a huge fanged mouth.

LOW ANGLE - PAST JINX TO PYTHONA

Jinx backs slowly away from Pythona and almost falls into the maw. Pythona CHARGES STRAIGHT AT CAMERA with an angry SCREAM. Just as she's about to hit Jinx, Jinx loses her balance - but falls back and away instead of into the gaping maw! Pythona isn't so lucky -- she PLUNGES in. MOVE IN as Jinx lifts her blindfold and looks into the maw.

JINX

I always knew I wasn't unlucky.

SGT. SLAUGHTER AND NEMESIS ENFORCER

The Sarge body SLAMS Nemesis Enforcer repeatedly.

SGT. SLAUGHTER

THIS is for what you did to Falcon --
(SLAM!)

THIS is for what you did to me --
(SLAM!)

THIS is for helping Serpentor --
(SLAM!)

And THIS is for being such a dip!

The Sarge shifts his body weight and flips Nemesis Enforcer over him. He stands, holding Nemesis Enforcer overhead, then SLAMS him down hard on the floor. *NEW SECTION

SGT. SLAUGHTER

This is for Gungho, Alpine and Bazooka!

NEMESIS ENFORCER - SGT. SLAUGHTER

jerks him up into a pile-driver and SMASHES Nemesis Enforcer's head into the floor.

SGT. SLAUGHTER

* This is for Falcon!

SGT. SLAUGHTER AND NEMESIS ENFORCER

The Sarge body SLAMS Nemesis Enforcer repeatedly

SGT. SLAUGHTER
THIS is for me --
(SLAM!)
And THIS is for the U.S. of A!!

CLOSE ON NEMESIS ENFORCER

A strange new expression crosses his face, an expression he's never held before: Fear. And he emits a new croak. Growl of panic.

SGT. SLAUGHTER

jerks Nemesis Enforcer up to stare at him face to face. Nemesis Enforcer cringes and SQUEALS in terror.

SGT. SLAUGHTER
(dripping contempt)
You make me sick!

He hurls Nemesis Enforcer AT CAMERA.

JINX

(continued)

ducks to one side as Nemesis Enforcer SAILS PAST CAMERA to PLUNGE into the gap. The B.E.T. is in the BACKGROUND.

SERPENTOR

dodges Falcon's ZAPS. He looks off and reacts in anguish.

SERPENTOR

Pythona! Nemesis Enforcer!
(angry at Falcon)

* This game is over!

FALCON

rolls into a corner and sits up but doesn't aim at Serpenter. Instead he ZAPS a shot in the wrong direction.

SERPENTOR

(evil LAUGHS)

Missed!

A QUICK CUT - THE LASER BLAST

ZINGS off a scallop-shell fixture.

A QUICK CUT - THE B.E.T. - THE LASER ZAP

RICCOCHETS off this, not damaging it.

SERPENTOR'S AIR CHARIOT

is ZAPPED from behind by Falcon's trick shot. It BELCHES smoke and SPINS out of control, Serpenter clinging to it.

SERPENTOR

Nooooo!

FALCON

makes a running leap as the Air Chariot SPINS past, grabbing the edge.

HIGH ANGLE - JINX AND THE MAW

Falcon uses the Air Chariot to transport him across the maw.

JINX

Falcon!

THE OTHER SIDE OF THE MAW - FALCON

drops off the burning Air Chariot. PAN with the Air Chariot as it SMASHES up through the ceiling.

OUTSIDE THE PALACE - THE AIR CHARIOT

spins OFF FRAME in a trail of smoke.

SERPENTOR
(SCREAM of rage)

FALCON AND GOLOBULUS

Bits of smouldering debris rain down. PULL BACK to show Golobulus has floated up to Falcon on his levitation pallet.

FALCON
(pointing)
You're next, whoever you are!

GOLOBULUS

looks disinterested.

GOLOBOLUS
The last time I used physical
force, your country was a savage wilderness.

* THE TIME WORM

s-l-o-w-l-y starts to finish its last crawl to the top.

GOLOBOLUS (cont'd)
* But, to insure our victory...

FALCON AND GOLOBULUS

face each other.

GOLOBULUS (cont'd)
* -- I will stain my hands with the blood
of mine enemy once again.
(he bellows like a challenging bull)

GOLOBULUS - FALCON'S POV

Suddenly his levitator SPLITS open to reveal the huge, coiled up snake body within. Golobulus' face changes to an expression of pure hatred. He throws the rod away.

GOLOBULUS AND FALCON

WHAM! Golobulus LUNGES with incredibly devastating speed, SMASHING Falcon against a wall.

DRAMATIC LOW ANGLE - GOLOBULUS

rears back, arms thrown around Falcon in a bear hug, then HURLS him to the floor.

GLOBULUS

It is written that no one defies Golobulus and lives--NO ONE!

GLOBULUS - FALCON POV

He LUNGES STRAIGHT AT CAMERA, trying to grab Falcon.

FALCON

dives out of the way just as Golobulus SLAMS the wall with enough force to SHATTER the wall's coral foundation. PAN to Falcon as Golobulus thick tail SWATS him down.

PAST FALCON TO JINX AND SGT. SLAUGHTER

standing on the other side of the maw. Falcon staggers back and COLLAPSES right on the edge of the maw.

LOW ANGLE - JINX AND SGT. SLAUGHTER

yell encouragement. The maw is too great for them to jump.

JINX/SGT. SLAUGHTER

* (AD LIB: Keep trying!...Pour it on!...
You can do it)

FALCON

shakes his head to clear it then DIVES OFF FRAME as Golobulus lashes out at him again with his tail.

THE FLOOR - FALCON

tries to get away by rolling but WHAM! Golobulus lands smack on his back. One of Falcon's arms is pinned under him.

A QUICK CUT - SGT. SLAUGHTER AND JINX

react in horror.

CLOSE ON GLOBULUS AND FALCON

Slowly, but with great force, Golobulus starts to twist Falcon's head. Falcon tries to resist but he can't fight that incredible strength.

GLOBULUS

* The last thing you will hear is the
cracking of your vertabrae. One. By. One

*LINE DELETED

FALCON'S HAND

He gropes about and grabs the rod with the spike worm.

GOLOBULUS AND FALCON

Falcon JAMS the rod into Golobulus' artificial eye.

CLOSE ON GOLOBULUS

as he SCREAMS in pain, clutching his ruined artificial eye.

GOLOBULUS

Aahh!!

GOLOBULUS AND FALCON

DRAMATIC ANGLE - PAST THE B.E.T. TO FALCON AND GOLOBULUS

In SLOW MOTION Falcon gets up and starts running towards the B.E.T. in the IMMEDIATE FOREGROUND. As he does, the SOUNDTRACK FADES and all we hear is a SLOW, RHYTHMIC HEARTBEAT.

PAST FALCON TO GOLOBULUS

As the SCENE SLOWS DOWN even more. Falcon is really pumping away. Golobulus sees him heading to the B.E.T. and reacts in anger. The HEARTBEAT QUICKENS.

CLOSE ON FALCON'S FEET

as he digs into the floor as the SCENE SLOWS DOWN. The HEARTBEAT QUICKENS.

GOLOBULUS

His face contorts with utter rage and hate and he begins moving towards Falcon. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

FALCON

is running with all his energy. Golobulus rises like a giant snake to strike at him. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

THE B.E.T. - FALCON'S POV

MOVE IN ON the controls of the machine as it sends out its energy. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

PAST FALCON TO GOLOBULUS

as the monarch of Cobra-La looms over him, arms outspread to engulf him, face etched with hate. Falcon is really pumping away. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

FALCON AND GOLOBULUS

as Golobulus lunges at Falcon to tackle him. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

CLOSE ON FALCON'S FEET

as he JUMPS OFF FRAME. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

FALCON AND GOLOBULUS

Golobulus is just about to encircle Falcon and crush him with his arms but Falcon launches himself forward and out of Golobulus' grasp just in the nick of time, his feet brushing past the arms as they close in. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

PAST B.E.T. TO FALCON AND GOLOBULUS

Falcon arcs gracefully through the air to the control panel in the IMMEDIATE FOREGROUND. The SCENE SLOWS DOWN and the HEARTBEAT QUICKENS.

THE CONTROL PANEL

The HEARTBEAT is now a FRENZY. Falcon's hand ENTERS FRAME not in a smooth movement but in a series of FREEZE-FRAMES to heighten the already unbearable suspense. In the very last FRAME he HITS the off switch.

FALCON AND THE B.E.T.

as SPEED and SOUNDTRACK RETURN TO NORMAL. Falcon COLLAPSES against the machine as it SHUTS OFF with a LOUD HUM.

JINX AND SGT. SLAUGHTER

react with delight.

JINX

He DID it! He shut off the B.E.T.!

FALCON AND THE B.E.T.

PULL BACK as Golobulus rises angrily in the BACKGROUND.

GOLOBULUS

* Heroic...and utterly futile. Behold!

(points up to Web)

ON THE WEB - A POD IN SPACE

EJECTS a myriad of spores. PULL BACK to show pod after pod SPITTING out clouds of spores which shower down to earth.

GLOBULUS (cont'd)

* The Pods have matured! There's now no way to stop the spores!

GLOBULUS gets back into his levitator and flies over to the fallen body of Serpentor!

GLOBULUS

* Death cannot defeat you, Serpentor! I shall reclone you more powerful than ever! (he laughs)

GLOBULUS

faces Falcon

GLOBULUS

You have LOST, G.I. Joe! LOST!

Globulus flies off, escaping into the distance, as the Joes ZAP at him with lasers.

HIGH ANGLE - JINX AND SGT. SLAUGHTER

look dismayed.

JINX

Then...we failed...

MOVE IN TIGHT as Sgt. Slaughter points OFF at Falcon.

SGT. SLAUGHTER

* No! Not yet!

THE B.E.T. - FALCON

starts REVVING up the B.E.T.

JINX (o.s.)

What's he doing?

FALCON AND THE B.E.T.

He cranks a dial setting and punches in button codes getting a HIGH PITCHED WHINE as the B.E.T. CHUGS and GLOWS.

FALCON

Overloading the Broadcast Energy

FALCON (cont'd)
 Transmitter. If I can rev up enough
 juice --

SGT. SLAUGHTER

SMACKS his palm with his fist.

SGT. SLAUGHTER
 (finishing)
 * -- you can fry those spores in space!

LOW ANGLE - THE B.E.T. DISH

glows white hot then SPEWS out a thick pulsating coil of
 white hot energy.

COBRA-LA ICE DOME - THE COIL

PUNCHES through the ice.

BATTLING JOES AND COBRA-LA CREATURES

This gets their attention. They react in alarm as the
 brilliant white glare washes over them. Chuckles, Law, et. al.
 stop battling Cobra La creatures.

THE SKY

The pulsating coil HISSING as it broadens like a lasso.

THE SPORES

are just entering the upper stratosphere. The BACKGROUND
 changes from black, staryy space to a deep. rich purple.

AERIAL VIEW - THE HIMALAYAS

as the energy coil WHOOSHES up, FILLING FRAME.

THE HORIZON LINE

As in STAR TREK II: THE SEARCH FOR SPOCK "Genesis Effect"
 the coil of energy WHOOSHES over the horizon. PAN WITH IT
 as it sweeps around the planet.

EARTH IN SPACE

as the energy coil HUMS around the planet's upper atmosphere.

THE SPORES IN THE UPPER STRATOSPHERE

The coil FILLS FRAME with a blinding white hot sheet. Is it
 going to work? Nothing seems to be happening...

BACK IN COBRA-LA PALACE

The three Joes watch the Web. The spores still float in space. The B.E.T.'s glare nearly washes out the screen.

JINX

* What's happening?

CLOSE ON SOME OF THE SPORES

HOLD A BEAT then...the spores glow, BURST, and vanish in a trailing spray of dying light.

WIDER ANGLE - THE OTHER SPORES

* glow, BURST and vanish as the energy washes over them in a tinkling, fat-frying sound mix.

PAST FALCON TO JINX AND SGT. SLAUGHTER

on the other side of the maw. Suddenly their distracted from the Web by the B.E.T.'s HARSH SHRILL.

THE B.E.T.

glows with incredible brightness. Falcon steps forward to try to stop it, but the heat is too great.

FALCON

It's gonna blow!

HIGH ANGLE ON THE MAW - FALCON

motions for Sgt. Slaughter and Jinx to run.

FALCON (cont'd)

Warn the others! Get outta here!

JINX

And leave you? No way!

PAST FALCON TO THE B.E.T.

The glare is so bright Falcon is virtually a washed-out silhouette.

FALCON

Forget me! Save yourselves!

SGT. SLAUGHTER

PULL BACK to show he's holding onto one end of his web belt. Jinx holds onto the other end.

SGT. SLAUGHTER

We ALL go home, Falcon -- or NOBODY goes home!

He starts to sling Jinx around and around.

HIGH ANGLE ON THE MAW - SGT. SLAUGHTER

stands right on the edge, swinging Jinx across the maw.

JINX

Jump, Falcon! Grab my ankles!

FALCON

doesn't need a second invitation. He takes a running jump.

THE MAW - JINX

swings over it and Falcon grabs her ankles! Sgt. Slaughter swings them to safety.

LOW ANGLE - THE B.E.T.

The glare is so bright Falcon, Jinx, and Sgt. Slaughter can barely be seen as they DASH TOWARDS CAMERA.

EXT. COBRA-LA PALACE

Beams of light from the B.E.T.'s glare poke through the opening. Falcon, Jinx, and Sgt. Slaughter come charging out pell-mell. Hawk ZAPS the last of the giant spiders.

FALCON

Hawk! The B.E.T.'s gonna explode!

HAWK

* Evacuate! Yo, Joe! Go!

COBRA-LA CITY

EARTHQUAKES SHAKE the city. The glare SWEEPS FRAME.

FALCON/JINX

Run! Run!

THE BATTLE - JOES AND COBRA-LA CREATURES

forget about their hostilities and BOLT OFF FRAME.

COBRA-LA GUARDS AND CITIZENS

SCREAM as the glare washes over them. They BOLT OFF FRAME.

COBRA VIPERS

sees the glare and feel the EARTHQUAKE. They leap in their vehicles and ROAR OFF.

HIGH ANGLE - INTERLOCKING CREATURES

who make up the roads, buildings, etc., disengage and run SQUEALING with terror as the earth SPLITS and the glare sweeps over them.

THE SIDES OF THE GLACIER

SPLIT and CRUMBLE.

INT. COBRA-LA EXIT - A HOWLING MOB

of Cobra-La Guards, Citizens, Nobles, Creatures, Cobra Vipers, Dreadnoks, and Joes BOLT FOR THE EXIT. Many of the Vipers and Dreadnoks ride vehicles. The roof of Cobra-La is CRUMBLING around them.

NEAR THE EXIT - HAWK, JINX, FALCON, AND SGT. SLAUGHTER

stand on a boulder and direct the HOWLING MOB out the exit.

THE FOUR

(ad lib)

This way! Go! Move! Hustle!

As the last of the HOWLING MOB flees, CRACKES appear in the ground and the roof starts CRASHING down. The four leap off the boulder and run out the exit.

THE REMAINS OF COBRA-LA PALACE

SHATTER as the B.E.T.'s fierce glare sweeps out in a massive shock-wave effect.

HAWK, FALCON, JINX, AND SGT. SLAUGHTER

TRUCK BACK with them as they run through the exit tunnel. Suddenly the B.E.T.'s fierce glare FILLS the BACKGROUND.

OUTSIDE THE GLACIER - FLINT, LADY J, AND THE OTHER JOES

wait anxiously for Hawk, Falcon, Jinx, and Sgt. Slaughter to make it out. They shield their eyes from the glare.

JOES

(ad lib encouragement)

C'mon! Hurry! Run!

A QUICK CUT - THE RENEGADES AND THE HOT SHOTS

also shield their eyes from the glare and YELL encouragement.

RENEGADES/ RAWHIDES
 (ad lib encouragement)
 Go! You can make it! Run!

OUTSIDE THE GLACIER - FLINT, LADY J, AND THE OTHER JOES

CHEER as Hawk, Falcon, Jinx, and Sgt. Slaughter dash out. Their cheer is cut off when Hawk yells!

JOES
 (CHEER then cut off)

HAWK
 * HIT THE DIRT!

The Joes scatter as a BLAST OF LIGHT comes from the cleft.

FALCON AND JINX

DIVE into a snowy hillside near the Renegades and Rawhides Falcon throws his arm over Jinx to protect her.

THE GLACIER DOME

starts to MOAN and melt down. Beams of light stab out as it CRACKS then glows and finally EXPLODES in a TITANIC BLAST!

THE JOES

plaster themselves against the snow. Ice and debris CRASH down around them.

JINX, FALCON, AND THE RAWHIDES

are nearly covered by the rain of ice and debris.

THE GLACIER DOME

is engulfed and dissolves in one FINAL EXPLOSION!

A FIELD OF ICY DEBRIS

PAN the debris -- silent and still after that titanic blast -- then HOLD A BEAT on one patch of snow. Suddenly Shipwreck BURSTS to the surface, SPATTERING and shaking snow off himself.

SHIPWRECK
 That tears it! I want a transfer to
 Tahiti!

ANOTHER PATCH OF SNOW AND ICE

Iceberg sits up as other Joes rise in the BACKGROUND. He scoops up a cup full of snow in his hand.

ICEBERG

* What're you complaining about? Can't handle a little snow?

(blows snow from hand at Shipwreck)

HAWK AND SGT. SLAUGHTER

rise up from the snow.

HAWK

Looks like we made it!

THE RAWHIDES

dig themselves out of the snow. PULL BACK to include Hawk in the IMMEDIATE FOREGROUND and the other Joes around them.

HAWK (cont'd)

And it looks like the "Rawhides" made it as full-fledged Joes! Welcome!

The Rawhides react with happy surprise as the other JOEs CHEER them.

OTHER JOES

YO, JOE!

FALCON AND JINX

They hug each other as the Joes CHEER. Jinx kisses Falcon in joy.

DISSOLVE TO:

HIGH ANGLE - A SNOWY HIMALAYAN VALLEY - LATE AFTERNOON

The Joes have many Vipers and Cobra-La Guards, Nobles, and Citizens under guard and are marching them OFF towards civilization. PAN BACK OF OVER to show Jinx and Falcon standing on a rocky bluff, cold wind WHIPPING past them looking at the remains of Cobra-La.

THE CRATER

still steams and smokes. Jinx and Falcon are in the IMMEDIATE FOREGROUND, looking at it. PAN UP to show the sky. There is a twinkly, fairy-dust quality to the heavens.

JINX

Look at the sky. The last of the
mutation spores are burning up in
orbit.

JINX AND FALCON

look skyward. Falcon smiles and speaks softly.

FALCON

Thanks, big brother.

PULL BACK to include Jinx.

JINX

You say something?

FALCON

* Just good-bye. Let's go.
(he holds out his hand to her)

* Jinx is puzzled but she climbs down with him, taking his hand.

HIGH ANGLE - PAST ROCKY BLUFF TO CRATER

as Jinx and Falcon climb down to join the other Joes who are
marching their prisoners OFF. PAN UP to the twinkling sky.

FADE OUT.

THE END