



"TEELA'S QUEST"

MU #66006

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MASTERS OF THE UNIVERSE

TEELA'S QUEST

CAST LIST

MARLENA (THE YOUNG QUEEN)

QUEEN

PRINCE ADAM

TEELA

CRINGER

**ORKO

MAN AT ARMS

SKELETOR

BATTLECAT

MER MAN

HE MAN

ORACLE - Glowing green ball with vaguely human face.
Wise, almost emotionless voice.

SHADOW APES - Screeches and growls, like gorillas.

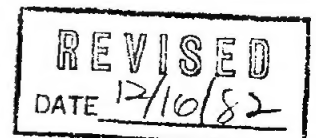
FISH MEN - More fish-like than Mer Man, weaker and
subserviant to his will. No lines.

BAKKULL - Absolutely hideous-looking, tentacled sea demon.
Fearsome roars and growls.

ZOAR THE FALCON - falcon screeches.

SORCERESS

**



HE MAN AND THE MASTERS OF THE UNIVERSETEELA'S QUESTMU #66006ACT ONE

FADE IN:

\ WIDE SHOT - DEEP SPACE

A cosmic storm is in full swing. Small asteroids and pieces of space debris are seen swiftly streaking by the CAMERA. CAMERA PANS to PICK UP a crippled EARTH ROCKET SHIP just barely making its way through the storm. The rocket rocks back and forth, mercilessly pelted by the full intensity of the cosmic storm.

FEMALE VOICE (VO)

Mayday! Mayday! Can anyone
hear me?

2 INT ROCKET SHIP

Inside the wildly bucking ship is a young Earth woman dressed in the uniform of an American astronaut. Though in an extremely dangerous situation, the young woman fights heroically to hold her course while radioing in a distress call. On close examination, we can see that this attractive astronaut bears a striking resemblance to the QUEEN OF ETERNIA, as she might have appeared twenty-five years ago. This is not so surprising, for we are soon to learn that this is in fact the Queen as a young lady.

MARLENA (the young Queen)

This is Lieutenant Marlena
Glenn, of the Earth probe
Valiant. I've been caught
in a cosmic storm and swept
off course. Does anyone copy?

But the only response from her radio is static. SFX:
STATIC CRACKLE.

3 CLOSE ON MARLENA

Looking more determined than scared.

MARLENA

Well, Marlena, old girl,
you're on your own this time!

4 ANOTHER ANGLE

Marlena checks her instrument readings. Outside the SOUNDS of the COSMIC STORM can be HEARD raging.

MARLENA

A million miles from home and
stuck in the middle of an
asteroid shower!

A tremendous CRASH with CAMERA JAR rocks the ship. SFX:
CRASH!

5 EXT ROCKET SHIP

Being buffeted about like a leaf in a hurricane.

MARLENA (OS)

If I don't find shelter soon,
I'll be smashed to space-dust!

6 INT ROCKET - CLOSE ON INSTRUMENT PANEL

A bright green light begins to flash. SFX: ELECTRONIC
RING.

7 MARLENA

Reacting to the light and sound, the young lieutenant
hopefully scans her instrument panel.

MARLENA

My sensors indicate a small
planet ahead!

8 CLOSE ON MARLENA

As she adjusts her controls for landing.

MARLENA

No telling what's down there.
I'll just cross my fingers and
hope for the best!

9 EXT ROCKET SHIP

It heads down in the direction of the planet. One of the
rocket engines EXPLODES. SFX: EXPLOSION.



10 INT ROCKET SHIP - MARLENA

CAMERA JAR. Marlena straps herself in, to prepare for a rough landing.

11 INSERT - MARLENA'S RIGHT HAND

True to her word, she crosses her fingers.

MARLENA (VO)

Here goes nothing!

12 EXT ROCKET SHIP

Spiralling down from space into the Eternian stratosphere.

13 ANOTHER ANGLE

CAMERA PANS BACK to show the rocket flying low over the rural Eternian landscape. CAMERA PULLS BACK FURTHER to show that the whole scene is actually an IMAGE PROJECTED ON A SCREEN. Framed by the perimeters of the screen, we see the rocket hit the ground, bounce and skid a little, and then come to a halt.

14 CLOSER ON ROCKET SHIP

Still projected on the screen, we see a CLOSE SHOT on the SHIP'S DOOR. The door opens and MARLENA wearily steps out. We now FREEZE on her image.

15 ANOTHER ANGLE

Still showing the image of the rocket on the viewscreen. CAMERA PANS BACK to show PRINCE ADAM, CRINGER and QUEEN MARLENA watching in a small theatre room. In place of her crown, the Queen is wearing a HEADBAND-LIKE DEVICE around her head. Some wires run from the headband to a large projector-like machine, which is transmitting the cinema-style images on the screen. This is a memory-projection device, and the Queen has been mentally reliving her arrival on Eternia, many years before.

ADAM

(with interest)

So that's how you came to land on Eternia.

QUEEN

Yes. And I can see it all again, thanks to Man At Arms' Memory Projector.

ADAM

You were some pilot, Mother!

16 QUEEN

She takes off the machine's headband and replaces it with her own crown.

QUEEN
(with a chuckle)
That was a long time ago!

17 ADAM

He looks at his mother wonderingly.

ADAM
Mom, what was Earth like?

18 QUEEN

She smiles, as if remembering something long forgotten.

QUEEN
I'm afraid you'd find it kind of boring, Adam. There are no giant green tigers or magical castles--

19 ADAM

He gently scratches the sleeping Cringer behind the ears.

QUEEN (OS, con't)
--but it's a beautiful place filled with beautiful people.

ADAM
Sounds as if you miss it.

20 QUEEN

She shakes her head.

QUEEN
Oh, sometimes, but my real home is here on Eternia, with you and your father.

21 TEELA

She walks into the theatre to hear the tail end of the Queen's dialogue.

QUEEN (OS, con't)
I wouldn't trade anything for the life we have together.

TEELA

Excuse me, your highness,
but I was looking for Adam.

22 ADAM AND CRINGER

Cringer opens a sleepy eye and looks at Adam. (NOTE: STAGE
SO NO ONE OTHER THAN ADAM KNOWS CRINGER TALKS)

ADAM

(to Cringer)
Uh-oh!

23 QUEEN

Smiling understandingly at the young lady.

QUEEN

Of course. I'll see you later.

She exits the room, leaving Adam, Cringer and Teela alone.

24 TEELA AND ADAM

Teela quickly turns on Adam. She is very cross.

TEELA

(sharply)
And where were you this
afternoon?

Surprised, Adam takes a step back, and nearly trips over the
frightened Cringer.

ADAM

(taken aback)
I, er...

25 CLOSE ON TEELA

Pretty upset.

TEELA

I thought you agreed to run
through some combat maneuvers
with me!

26 ADAM AND CRINGER

Adam fumbles for an excuse.

ADAM

I did? Oh, yeah, but I got
so busy this morning...

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27 TEELA

She picks up the headband device from the memory-reading machine.

TEELA

Really? Let's see how busy you were!

28 ANOTHER ANGLE

Teela quickly slips the headband onto Adam's head before he can stop her.

ADAM

Hey! Don't!

29 VIEWSCREEN

An image of Adam flashes on the viewscreen, but he is definitely not running through military maneuvers. Instead, he is sitting by a brook, fast asleep with Cringer. A makeshift fishing pole (made from a spear and some line) is stuck in the bank and dangling in the water.

TEELA (VO)

Aren't you ashamed of yourself?!?

ADAM (VO)

Yeah. I didn't catch a thing.

30 TEELA AND ADAM

Teela throws a spear to Adam, which he clumsily catches.

TEELA

See you on the drilling field.

Teela turns and walks out.

31 ADAM AND CRINGER

They both share a weary sigh.

ADAM/CRINGER

(together)

Sigh!

WIPE TO:

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32 INT MAN AT ARMS' WORKSHOP

CAMERA PANS this incredibly elaborate workshop, showing every kind of weaponry from spears and crossbows to lasers and bombs. CAMERA ALSO PICKS UP ORKO, hammering away inside a brightly-colored box on the shop's worktable. **

ORKO
(whistles happily to himself)

33 CLOSE ON ORKO

He nods in approval.

ORKO
It's almost done!

34 ORKO

He floats out of the box and shuts its lid. The box should look like a large music box, because that's what it is.

ORKO
Wait until they see this!
They'll love it!

35 MAN AT ARMS

He walks through the door and frowns as he catches sight of Orko on his workbench. **

MAN AT ARMS
I thought I heard someone fooling around in my workshop. ***

36 ORKO

Hovering just over the top of his music box.

ORKO
I'm not fooling around, Man At Arms! I'm making a surprise for the King and Queen.

37 ANOTHER ANGLE

Man At Arms comes over to examine the box.

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MAN AT ARMS

The last surprise you gave them nearly burned down the castle! I'm afraid to ask what this one does!

38 ORKO

**

He floats around the box, showing it off.

ORKO

**

It's a music box, of course! Just lift the lid, and it plays a beautiful melody!

39 MAN AT ARMS

He leans over the table and lifts the lid of the box. Suddenly, an ominous ticking sound is heard, just like the ticking of a bomb. SFX: TICKING. Man At Arms' eyes widen in shock.

MAN AT ARMS

Where did you get the parts for this?

40 ORKO

**

He points OS and shrugs.

ORKO

**

Over in that crate. Why?

41 MAN AT ARMS

He quickly closes the lid on the box, but the TICKING STILL CONTINUES.

MAN AT ARMS

That's where we keep the bomb parts! This thing's going to explode!!

42 ORKO

**

He zips around in panic.

ORKO

**

YIPE!

**

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43 MAN AT ARMS

He runs with the ticking box to a large water tank, conveniently located next to a metal forge. Man At arms drops the box into the tank.

44 ORKO

**

He fearfully peers over the edge of the tank.

45 ORKO'S POV - THE BOX

**

It bobs to the surface of the tank, and its lid pops open. A cheery (SFX) MUSIC BOX THEME is heard.

ORKO
(nervously)
Heh-heh! Big explosion!

**

46 MAN AT ARMS

Exasperated, he scowls at Orko.

**

MAN AT ARMS
If I've told you once, I've
told you a million times -
stay out of my workroom!

47 ORKO

**

Holding the now soggy, but still playing box.

ORKO
Oh, well, back to the old
drawing board!

**

He throws the box carelessly over his shoulder.

48 MUSIC BOX

It sails across the room and out a window. As soon as it clears the window, there is a tremendous EXPLOSION! SFX: BOOM!

49 MAN AT ARMS AND ORKO

**

Man At Arms frowns sternly at Orko, and a wide, sheepish smile appears under the little alien's hat. He quickly ZIPS OS.

**

50 ORKO

**

He ZIPS past Teela, who is on her way into the workroom. She looks after him curiously.

**

<p>REVISÉD DATE 12/16/92</p>

51 TEELA AND MAN AT ARMS

Teela walks over to her father. She points after Orko. **

TEELA

What's Orko up to? **

52 MAN AT ARMS

He shakes his head wearily.

MAN AT ARMS

Mischief, as usual. He almost wrecked the palace with another of his crazy inventions.

53 TEELA

TEELA

Speaking of inventions, your memory projector made a big hit with the Queen.

54 MAN AT ARMS

He sits at his worktable and starts to tinker with a large, laser-ray cannon.

MAN AT ARMS

Good.

55 TEELA

Trying to make conversation, but there's something bothering her.

TEELA

(evasive)

Our Queen is quite a woman. Adam's lucky to have her for a mother.

MAN AT ARMS (OS)

(preoccupied)

Uh-huh.

56 CLOSE ON TEELA

She continues on bravely.

TEELA

She makes me wonder about my own parents.

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57 MAN AT ARMS

He looks up from his work and turns to Teela.

MAN AT ARMS

(gently)

I've told you, Teela.
Your father was one of the
greatest men I ever knew. He
gave his life in battle so
Eternians could live in peace.
I was honored to adopt you as
my own daughter.

58 TEELA

She nods.

TEELA

And my mother?

59 MAN AT ARMS

He shakes his head.

MAN AT ARMS

That is a secret I've promised
never to reveal. Someday you
will learn that secret, Teela,
but not from me.

60 CLOSE ON TEELA

Registering disappointment.

WIPE TO:

61 INT SMALL THEATRE - TEELA

We SEE Teela with the memory band on her head. CAM\$ERA PANS
to the projection screen. On the SCREEN we SEE an image
projected of TEELA AS A LITTLE GIRL. She is being lifted
high into the air by a smiling Man At Arms.

TEELA (VO)

(thinking to herself)
Even as a little girl, I had
no memory of my mother.

67 SCREEN

The image CHANGES to show Man At Arms showing young Teela how to draw back and fire a bow and arrow.

TEELA

Only of Man At Arms, who was
always there for me.

With Man At Arms' guidance, little Teela draws back her bow, and lets the arrow fly OS.

63 INSERT - ARROW

It strikes an archery target, but misses the bullseye by a good half a foot. This image FADES.

TEELA (VO)

He raised me alone, teaching
me both the skills of a warrior--

64 INT PALACE ETERNIA

Young Teela curtsies before the King and Queen.

TEELA (VO, con't)

--and the manners of the royal
court.

This image, too, FADES, to be replaced by one of Teela as we know her now. Teela raises her bow and arrow. She draws back the string and lets the arrow fly.

TEELA (VO)

And because of his love and
guidance--

65 INSERT - ARROW

It strikes the target dead center in the bullseye.

TEELA (VO, con't)

--I excelled at both.

66 ADULT TEELA

She lowers her bow and smiles proudly.

67 ANOTHER ANGLE

CAMERA PULLS BACK from the screen to show Teela sitting with the memory projector's band around her head. The screen goes blank as she removes the band.

TEELA

(wearily)

But as to who my mother was,
or is, I have no idea.

68 ORKO

**

He floats into the room, and goes over to Teela.

ORKO

**

Why the long face, Teela?
Did Cringer use your shield
as a water dish again?

69 TEELA

She smiles and shakes her head.

TEELA

**

No, Orko. I was just
remembering back to when
I was a little girl.

70 ORKO

**

He looks at her quizzically.

ORKO

**

Oh. Bad memories?

TEELA (OS)

No memories is more like it!
If only I could see what
happened before I was born!

71 ORKO

**

Listening to her.

TEELA (VO)

Maybe if I were to ask the
Oracle of the Crystal Sea...

Orko TAKES with fear.

**

ORKO

**

The Oracle? No, Teela! It's
too dangerous!

72 TEELA

She frowns.

TEELA

I've got to take that chance!

REVISED

REVISED

73 ORKO AND TEELA

Orko flutters up to her.

ORKO

But the Oracle's cave is
surrounded by Shadow Beasts
and monsters! You can't
go alone!

**
**
**

74 TEELA

She shakes her head.

TEELA

I have to. And you mustn't
tell anyone where I've gone,
Orko.

**

75 ORKO

He trembles with fear.

ORKO

(scared)
But the Crystal Sea, Teela!

**

76 TEELA

Looking determined.

TEELA

I know. But I'd risk anything
to learn the truth!

*

She EXITS.

77 CLOSE ON ORKO

Looking very worried.

**

WIPE TO:



**



78 EXT PALACE ARMORY

This is the outside hanger area where all the large war machines like the Battleram, Wind Raider, and Attack Track are kept. We SEE Teela seated in a Wind Raider. The craft taxis down the small runway.

79 ANOTHER ANGLE

The Wind Raider lifts off and vanishes into the sky.

80 ADAM AND CRINGER

They look up after the departing craft.

CRINGER
Teela's sure in a hurry!

81 CLOSE ON ADAM

He frowns.

ADAM
Yes! It's not like her
to run off alone.

82 ORKO

He FLOATS UP, INTO SCENE.

ORKO
Don't worry. Teela can look
out for herself.
(sotto)
I hope!

83 ADAM

He turns to Orko.

ADAM
Do you know where she's
going, Orko?

**



84

ORKO

**

He crosses his arms and turns away.

**

ORKO

I promised not to tell.
After all, if Teela wants
to go running off to the
Crystal Sea, that's her
business!

Orko does a DOUBLE TAKE, realizing what he's said.

**

ADAM

The Crystal Sea!

ORKO

Oops!

85

CLOSE ON ADAM

Adam's eyes widen with alarm.

ADAM

Even Teela
is no match for the evil
creatures there!

86

ORKO

ADAM (OS)

Orko, you should have
stopped her!

**

ORKO

I tried! I tried!

**

87

ADAM, CRINGER AND ORKO

Adam takes his sword out from somewhere about his person.

ADAM

Cringer, we've got to find her.

88

CRINGER

He wearily rolls his eyes.

CRINGER

Don't tell me I have to be
that dreadful Battlecat again!

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89 ADAM

He raises his sword.

ADAM

Sorry, old cat! But he could
stay on Teela's trail better
than you could!

Adam holds his sword at the ready.

ADAM

By the power of Grayskull!

90 ADAM TRANSFORMS INTO HE MAN

HE MAN

I have the power!

He Man points his sword at Cringer, OS.

91 CRINGER

The powerbolt strikes him, turning him into the SNARLING
BATTLECAT.

92 HE MAN

He mounts his furry steed, and Battlecat leaps off in the
direction taken by Teela's Wind Raider.

WIPE TO:

93 WIND RAIDER

Flying through the Eternian sky, with Teela at the controls.
CAMERA PANS BACK to show her image is actually being
projected onto an evil-looking screen deep within Skeletor's
lair.

SKELETOR (VO)

How interesting.

94 ANOTHER ANGLE - SKELETOR

He studies the image on his screen.

SKELETOR

The woman Teela is off on some
mission of her own.



95 SKELETOR

He turns toward MER MAN, who stands by his side.

SKELETOR

She seems bound for the Crystal Sea, your home territory, Mer Man.

96 MER MAN

He steps forward.

MER MAN

I beg you, Skeletor, let me deal with her!

97 CLOSE ON MER MAN

He grins wickedly.

MER MAN

Years ago, her guardian, Man At Arms, rescued a victim I had chosen for the sea demon. I now demand revenge!

98 SKELETOR

He nods, and raises his Ram's Head staff.

SKELETOR

So be it!

99 MER MAN

He VANISHES in a flash of light from Skeletor's staff.

WIPE TO:

100 WIDE SHOT - SHORES NEAR CRYSTAL SEA

This is a desolate, hideous-looking region of black sea and sharp, gray crystal rock which juts out of the water at weird angles. CAMERA PICKS UP Teela's Wind Raider on the shore.

101 TEELA

She climbs out of the Raider and looks around.

TEELA

Hmmm, it's not the prettiest place I've ever been--

102 LANDSCAPE

PANNING the rough no-man's land.

TEELA (VO, con't)

But I didn't exactly come here
for a vacation!

103 TEELA

She takes her Snakeshead staff and walks inland from the shore. CAMERA PANS BACK AND UP from her to PICK UP a huge BLACK FORM looking down on her from the crystal cliffs. This is a SHADOW BEAST, a fearsome, jet-black gorilla-like creature. It appears to be totally black, like a shadow, with only its red eyes and fanged mouth visible. It SNARLS once, and fades back into the shadows. *****

104 TEELA

She is picking her way over some rough ground with she REACTS to the SOUND of a long, eerie CRY in the distance. This is the Shadow Beast's deceptive trick. *****

SHADOW BEAST

(eerie, distant screech) *****

105 CLOSE ON TEELA

She looks around, grimly, and holds her staff at the ready.

TEELA

A Shadow Beast! I'd hate to
meet one of those monsters! *****

106 TEELA

She walks very cautiously, turning around, watching carefully for the creature as she does.

107 ANOTHER ANGLE

So intent is she in her watching, Teela never notices a black shape hugging the crystal wall above her. As she passes under the wall, the black shape drops down on her.

SHADOW BEAST

(loud screech) *****

108 TEELA AND SHADOW BEAST

The beast grabs her from behind in its powerful arms. *****

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109 TEELA
 She struggles in the monster's grip, but to no avail. *****

110 CLOSE ON SHADOW BEAST *****
 It SHRIEKS in cruel triumph.

111 TEELA *****
 She bends forward, flipping the beast over her shoulder. *****

112 SHADOW BEAST *****
 It leaps up again, ready to attack. *****

SHADOW BEAST
 (angry beast scream) *****

113 TEELA
 She defends herself with her staff, thrusting it in front of
 her to keep the creature at bay. *****

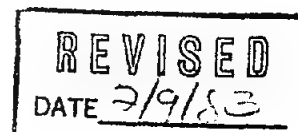
114 SHADOW BEAST *****
 It throws its head back and utters a loud wail. *****

SHADOW BEAST
 (wailing screech) *****

115 TEELA
 She looks up at the surrounding hills.

116 CRYSTAL HILLS *****
 From over the sharp crystal hills are seen more shadow
 beasts, who advance down toward Teela. *****

117 TEELA
 She backs against the wall. She is now almost surrounded by
 the hideous black creatures.



118
SHADOW BEASTS

Advancing on Teela, with just their blood-red eyes and sharp fangs showing.

SHADOW BEASTS
(beast screeches)

FADE OUT

END ACT ONEMU #66006



THE MAN AND THE MASTERS OF THE UNIVERSETEELA'S QUESTMU #66006ACT TWO

FADE IN:

119 TEELA

With her back literally against the wall. She is still
being menaced by the Shadow Beasts. They advance upon her
menacingly.

120 SHADOW BEASTS

Snarling in anger.

SHADOW BEASTS
(snarls, screeches)

121 TEELA

She reaches into her belt and takes out a small grenade
bomb.

*

TEELA

The only thing these beasts
fear is bright light, so...

*

122 OUT

*

123 TEELA AND SHADOW BEASTS

She tosses the grenade and it strikes the ground in front of
the beasts. The grenade EXPLODES in a bright sunburst of
light. Teela shields her eyes from the light.

*

124 SHADOW BEASTS

Nearly frightened to death of the light.

*

SHADOW BEASTS
(terrified screeches)

*

125 OUT

*

126 ANOTHER ANGLE - SHADOW BEASTS

*

They flee in terror.

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126-131
131A OUT
TEELA

She smiles as she watches the beasts run away.

TEELA
And now back to business!

131B TEELA

She starts to once again climb over the rough, crystal terrain.

131C ANOTHER ANGLE - TEELA

She comes to the top of a small hill and looks off into the distance. She reacts with pleasure to something she sees OS.

HE MAN
We're almost at the
Crystal Sea. I hope
Teela's safe.

TEELA
That's it!

131D TEELA'S POV - ORACLE'S CAVE

Seen in the distance, a great, strange-looking grotto carved out of the crystal hills. An eerie green light is shading from inside.

TEELA (OS, con't)
The Oracle's cave!

WIPE TO:

131E INT ORACLE'S CAVE

Everything is lit in weird green shadow, casting monstrous shapes upon the walls. Teela bravely enters.

REVISED
DATE 12/8/82

REVISED
DATE 2/9/83

REVISED
DATE 7-12-83

131F

TEELA'S POV - GLOWING GREEN LIGHT

*

It hovers serenely over a stone altar. Suddenly it blazes to life with a terrifying CRACKLE, throwing flashes of green light everywhere. The glowing ball assumes the rough dimensions of a human face. This is the ORACLE OF THE CRYSTAL SEA. It speaks in a low, grim tone, with an echoing sound which makes one think of several voices speaking together.

*

ORACLE

Approach the altar.

*

131G

TEELA

*

A bit scared, she nevertheless presses on bravely.

*

TEELA

My name is Teela. I've come...

*

131H

ORACLE

*

It PULSES with a bright glow as it speaks.

*

ORACLE

I know why you are here.

*

131I

WIDE SHOT - INT GROTTA

*

Teela stands before the great glowing Oracle.

*

ORACLE

You have come seeking your past.
A past that only I can make clear.

*

132

ANOTHER ANGLE

Closer on the Oracle. It shimmers and changes as it speaks.

ORACLE

Behold, Teela.

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As the mists swirl, an image of a handsome young warrior appears. Though this young man bears little resemblance to our old friend, Man At Arms, the warrior in the mists is none other.

ORACLE
Do you know him?

TEELA (OS)
Wait...yes! It's Man At Arms,
as a young warrior!

133 FLASHBACK SEQUENCE

The young Man At Arms is making his way through a dense forest.

ORACLE (VO)
Years ago, your adopted father
was making his way through
the Evergreen Forest.

134 CLOSE ON YOUNG MAN AT ARMS

He looks about, questioningly.

ORACLE (VO)
He had received a strange,
psychic signal, drawing him
urgently through the woods.

135 MAN AT ARMS

He REACTS to the cry of a falcon, OS. SFX: FALCON CRY.

ORACLE (VO)
Then, suddenly, a sound
reached his ears. It was
the cry of a falcon!

The young warrior takes his sword and starts to hack his way through the heavy underbrush and vines.

136 WIDE SHOT - FOREST CLEARING

Rising out of a clearing in the trees is a tall stone peak. At the very top of it is a huge bird's nest.

137 ANOTHER ANGLE - CLOSER ON THE PEAK

We can SEE that the nest is being menaced by the evil ocean warlord, MER MAN, and his FISH MEN subjects. They are climbing up the side of the peak, trying to get at something in the nest.

138 ZOAR THE FALCON

Circling angrily in the sky. It SCREECHES and dives at the fishy fiends.

ORACLE (VO)

Mer Man and his subjects had come to capture Zoar the Falcon.

139 MER MAN

Standing on a rock ledge. He makes a grab for the diving falcon, but misses.

ORACLE (VO)

They intended to sacrifice the mystic bird to an evil sea demon!

140 ZOAR

She circles in the air, and dives back again at the fish men.

ORACLE (VO)

It would have been easy for the falcon to have flown away, but there was something in the nest that she was protecting. Something she'd give her very life to defend.

141 YOUNG MAN AT ARMS

Quickly, he scrambles up the side of the stone peak.

142 FISH MEN AND MER MAN

They see him coming, and move down to get him.

143 MAN AT ARMS, MER MAN AND FISH MEN

The fish men drop down to the stone ledge that Man At Arms is standing on.

144 MAN AT ARMS

He reaches into his belt and takes out a grenade similar to the one Teela used earlier. He throws it OS, toward Mer Man and his goons.

145 MER MAN AND FISH MEN

The grenade hits the stone ledge in front of the fish men and blows it up. The ledge crumbles, and they all fall down, OUT OF FRAME.

146 MER MAN AND FISH MEN

Retreating into the forest. Mer Man angrily turns, and shakes a fist at Man At Arms.

ORACLE (VO)

Mer Man had been defeated, but he swore to someday get even with the young warrior.

147 YOUNG MAN AT ARMS

He climbs up to the top of the peak.

148 MAN AT ARMS

He reaches the nest. The falcon is perched on one side of it. Man At Arms looks down into the nest (we DO NOT SEE what he is looking at) and his face registers astonishment.

ORACLE (VO)

The warrior looked into the nest and saw...

Suddenly, the flashback image FADES, to be replaced by the shimmering green light. The light THROBS nervously.

149 CLOSE ON TEELA

She looks up, surprised.

TEELA

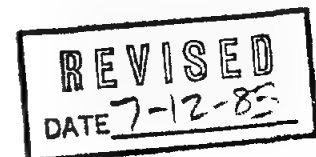
Wait! Why did you stop?

150 ORACLE

The green light throbs with alarm.

ORACLE

I sense evil - coming closer!
Beware, Teela! Beware!



151
TEELA

She turns quickly with her staff raised. A scaley green hand grabs her.

TEELA
Fish Men!

152
ANOTHER ANGLE

We can SEE a Fish Man has grabbed Teela from behind. Teela flips the monster over her shoulder, but two more Fish Men appear and subdue her.

153
TEELA

She struggles in the amphibians' grip, but to no avail.

154
MER MAN

He ENTERS the Oracle's grotto, surrounded by his legions. Most other Fish Men should look smaller when compared to Mer Man. He is the boss of them all, and he carries a weird, barbed sword, much like the nose of a saw-fish mounted onto a hilt.

MER MAN
(laughs threateningly)

WIPE TO:

155 LONG SHOT - HE MAN AND BATTLECAT

We PICK UP our two heroes riding hard over rough terrain, on their way to the Crystal Sea.

HE MAN

I know Teela can take care of herself, but I can't shake the feeling she's headed for danger!

156 BATTLECAT

He SNARLS.

157 HE MAN AND BATTLE CAT

They have stopped in front of a sheer wall of smooth black crystal.

158 BATTLECAT

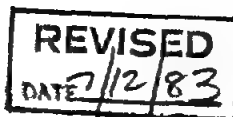
He spits and snarls angrily, like an angered cat.

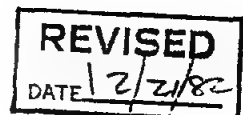
159 HE MAN

He jumps down from his saddle.

159A BATTLECAT

He looks up at the wall.





160 HE MAN

He approaches the dark, smooth wall. Claspng both hands together, he swings his mighty fist at the crystal wall. It hits with a tremendous CRASH!

161 CRYSTAL WALL

Cracks appear in the black crystal. He Man's fist comes INTO FRAME again, and smashes at the wall. SMASH!

162 HE MAN

Smashing away at the wall. Several large chunks of crystal fly away from the wall. He Man begins to carve a tunnel right through the wall.

163 BATTLECAT

He ROARS and SNARLS his approval.

164 HE MAN

He lifts up one tremendous chunk of crystal over his head and throws it down, off the edge of a cliff and OS. SFX: SMASH!

165 BATTLECAT

He leaps forward, ready to get started again.

166 HE MAN

He swings himself into the saddle.

167 ANOTHER ANGLE

He Man and Battlecat ride off through the tunnel He Man has carved out of the crystal.

168 CLOSE ON HE MAN

WIPE TO:



169 LONG SHOT - HILLS NEAR THE CRYSTAL SEA

We can SEE Teela being led up the steep crystal hills by Mer Man and his Fish Men legions. Teela's hands are tied behind her. She is their captive.

170 MER MAN AND TEELA

The ocean warlord taunts Teela as they walk.

MER MAN

(speaks with gurgling voice)
After all these years, the
daughter of my old enemy,
Man At Arms, has finally
fallen into my hands!

171 TEELA

She glares at him bravely.

TEELA

If it's a rematch you want,
Toad-Face, cut me loose!
I'll give you one you won't
forget!

172 MER MAN

He grins evilly.

MER MAN

I have other plans for you,
girl! A very special--

173 CLOSE ON TEELA

Very worried.

MER MAN (VO, con't)

--destiny for you to fulfill!

WIPE TO:

174 EXT CASTLE GRAYSKULL

Looking grim and imposing. CAMERA TRUCKS IN On the Castle
as we HEAR--

ORKO

...so when He Man and Battlecat
ran off to find Teela--

**

**

REVISED
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CAMERA DISSOLVES THROUGH to PICK UP the Sorceress sitting in her throne inside Grayskull. Orko is hovering in front of her. **

ORKO,
(concerned)
I thought I'd tell you, too!
It seemed important to me. ***** **

175 SORCERESS

She looks thoughtful, worried. **

SORCERESS
More important than you
realize, Orko!

176 ANOTHER ANGLE - SORCERESS

She rises, and raises her arms.

SORCERESS
(chants)
To Teela's side I go, on
falcon wings!

177 TRANSFORMATION SCENE

Sorceress changes into ZOAR, THE FALCON and flies OUT OF FRAME. **

178 ORKO

He instinctively moves back as the falcon flies away.

ORKO
Wow! She sure knows how to
make an exit! **

WIPE TO:

179 ORACLE'S GROTTO

CAMERA PICKS UP He Man and Battlecat entering the cave.

HE MAN
(calls)
Teela? Are you here?

The glowing green Oracle FLASHES INTO LIFE AGAIN, VERY SUDDENLY, throwing green shadows all around the Grotto.

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DATE 2/16/82

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180 BATTLECAT

Startled by the Oracle's sudden appearance, Battlecat SNARLS and CLAWS THE AIR.

BATTLECAT
(angry roars, snarls)

181 HE MAN

He reaches down to hold and restrain his mount.

HE MAN
Easy! Easy, great cat!
The Oracle means us no harm!

182 ORACLE

Once again, it assumes a vaguely human-shaped face.

ORACLE
He Man! Your friend Teela is
in danger! She has been
captured by Mer Man!

183 BATTLECAT

He sniffs the floor of the grotto. The big cat SNARLS with disgust.

BATTLECAT
(snarls)

184 HE MAN

HE MAN

You've picked up their trail,
eh? Let's go!

185 HE MAN AND BATTLECAT

They race out of the cave.

186 ORACLE

It softly glows in the air.

WIPE TO:

187 LONG SHOT - EXTINCT VOLCANO

CAMERA TRUCKS IN ON the rim of an old and ruined volcano. A great black lake now occupies the volcano's crater. The whole place is grim and scary-looking.

MER MAN (VO)

Once, every twenty years,
the stars come into perfect
alignment.

188 MER MAN AND TEELA

They are standing on a ledge overlooking the dark crater lake. Teela's arms are chained above her, holding her prisoner. Mer Man and some of his followers stand to either side of him. In one hand, Mer Man holds a fabulous red pearl.

MER MAN

That is the time Bakkull may be
summoned from its underwater
slumber with this!

*

Mer Man holds up the red pearl for all to see.

MER MAN

The crimson pearl!



189 TEELA

She struggles at her bonds, but can't get free.

TEELA

Who is this Bakkull? And
what do you want with me?

190 BLACK, INKY LAKE

CAMERA PANS the still, fetid waters.

MER MAN (VO)

Whoever commands the crimson
pearl also commands Bakkull,
mightiest of sea demons!

191 MER MAN

Still greedily holding the pearl.

MER MAN

But Bakkull demands a sacrifice
for its services.

192 MER MAN AND TEELA

Mer Man leers evilly at the chained warrior woman.

MER MAN

Twenty years ago, your father
rescued the victim I had
selected. How fitting that
you should now take her place!
(evil laugh)

193 MER MAN

He raises the crimson pearl.

MER MAN

Let us summon Bakkull!

HE MAN

Hold it, fish-face!

Mer Man whips around.

MER MAN

He Man!

194 HE MAN AND BATTLECAT

They come charging along the volcano ledge, right toward Mer Man and his fish men.

BATTLECAT

(roars, snarls)

A few of the fish men try to bar their way, but they are quickly swept to each side of the rampaging Battlecat.

BATTLECAT

(roar)

195 MER MAN

He angrily gestures to his minions.

MER MAN

Stop them, you fools! I must complete the spell!

196 HE MAN AND BATTLECAT

Three fish men grab for them, but He Man knocks them away with his shield. Instantly, five more of the creatures jump him from behind.

197 BATTLECAT

Several of the fish men grab the tiger by his head, and hold on while the big cat ROARS with anger.

BATTLECAT

198 Several of the fish men grab the tiger by his head, and hold on while the big cat ROARS with anger.

FISH MEN

They jump down from an overhead cliff.

199 HE MAN

He's throwing the fish men off in handfuls, but they still keep coming.

MER MAN (con't)

Now, Bakkull, hear my command! *****

MER MAN (con't)

Come forth and serve the master of the crimson pearl. *****





200

ANOTHER ANGLE

The Fish Men just swarm over He Man and Battlecat, dragging them down.

201

MER MAN

With both hands raised, he holds the pearl high over his head.

202

DARKENING SKY

A lightning bolt CRASHES out of the black-clouded sky. SFX: LIGHTNING.

HE MAN

Better let me handle this, cat! Your claws weren't made for climbing crystal.

BATTLECAT

I think we could use a tunnel.

HE MAN (OS)

That's just what I was thinking!

HE MAN (con't)

Boy! The things people leave lying around!

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203 MER MAN

The lightning bolt strikes the pearl, passes through it, and goes on to strike the black water of the volcanic crater. APPROPRIATE SFX.

204 ANOTHER ANGLE - DARK LAKE

The water begins to bubble and boil. Suddenly, a hideous CREATURE RISES OUT OF THE WATER. This is BAKKULL, a tentacled, Lovecraftian sea demon.

BAKKULL
(hideous monster screech)

205 TEELA

She looks up in horror at the thing.

206 MER MAN

He holds up his red pearl.

MER MAN
Now, Bakkull! Take your offering, and serve me well!

207 HE MAN AND FISH MEN

The pile of fish men covering He Man and Battlecat fly away as if blown away in an explosion. He Man has freed himself of their clammy grasp.

HE MAN
No! Teela, use my sword! *

Raising his sword, he throws it OS like a knife.

208 TEELA

The sword FLIES INTO FRAME, and imbeds itself into the cliff over Teela's head, cutting the chains that hold her captive.

209 BAKKULL

He angrily ROARS, and starts down toward Teela.

BAKKULL
(roars)

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210 TEELA

She pulls He Man's sword from the cliff, and waves it defiantly in the monster's face.

TEELA
Stay back, monster!

211 BAKKULL

Rears back swiftly, then lunges down again.

212 TEELA

She barely gets out of the way as the monster slashes down at the ledge she stands on and knocks most of it into the black pool.

213 ANOTHER ANGLE - TEELA

Teela totters of the edge of the broken ledge and is about to fall into Bakkull's pool when He Man reaches out his hand and grabs her.

214 MER MAN

He holds up his glowing red pearl and commands Bakkull.

215 HE MAN

He jumps off the ledge right up at Bakkull.

216 BAKKULL

He Man lands on back of the monster's head, and pulls the creature's head back. Bakkull ROARS, more annoyed than hurt, and dives down OS.

217 ANOTHER ANGLE

Showing both the monster and He Man vanishing into the black water.

218 BATTLECAT

Angrily the tiger SPITS, SNARLS, and claws the air, anxious either to rescue He Man or avenge him.



219 MER MAN

He smiles with evil triumph.

220 WIDE SHOT - BLACK LAKE

There is a huge ERUPTION from below, and Bakkull rockets out of the lake. It lands with a CRASH on the shore. Almost at once the monster recovers, and is ready to go again. It turns back to the black lake, ROARING ANGRILY.

221 HE MAN

He breaks the surface of the water and swims to shore.

222 ANOTHER ANGLE - HE MAN

As he reaches the shore, Teela and Battlecat run up.

TEELA

As long as Mer Man holds the red pearl, that monster is unstoppable!

223 MER MAN

He waves the pearl angrily in the air and shrieks commands to Bakkull.

MER MAN (VO)

Get them both.

MER MAN (con't)

Obey yourmaster and destroy them!

224 FALCON

As if from nowhere, Zoar the Falcon dives out of the sky.

FALCON

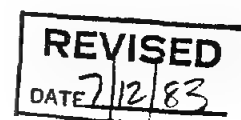
(falcon screech)

225 MER MAN

The falcon dives down and KNOCKS THE PEARL from Mer Man's hand. The pearl SMASHES to bits on the rocks.

MER MAN

NO! The pearl!



224 BAKKULL

It turns its head to face Mer Man. The monster SNARLS horribly.

BAKKULL
(snarls)

227 MER MAN

He cowers back against the wall.

MER MAN
The pearl was the only thing
controlling Bakkull!

BAKKULL
(snarls)

228 BAKKULL

The demon scoops Mer Man up in one of its tentacle-like arms.

MER MAN
(screams to his followers)
Help me! Help me!

229 FISH MEN

This is too much for them. As far as they're concerned, their king is a goner, and they scramble to get away.

BATTLECAT
(surprised growl)

230 HE MAN, TEELA AND BATTLECAT

With his face grimly set, He Man again leaps up at the monster.

231 BAKKULL

It starts to drag Mer Man under the black water.

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231A

HE MAN

He smiles wryly.

HE MAN

I may hate myself later, but...
(strains)
Alley-oop!

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232 ANOTHER ANGLE - MER MAN

He Man drops INTO FRAME and lands on the monster's arm. Taking the tentacle in his mighty hands, He Man breaks the monster's grip on Mer Man, and the terrified villain dives down, OUT OF SCENE. He Man also jumps before he is caught in Bakkull's tentacle.

233 TEELA AND BATTLECAT

They move back as He Man jumps down next to them.

234 MER MAN

He scrambles to shore and turns back.

MER MAN
(calls to He Man)
Thanks for the rescue, fool!
Now see if you can save yourself!
(evil laugh, fading)

235 BAKKULL

It roars with rage, and lunges again at our heroes.

236 HE MAN, TEELA AND BATTLECAT

They race away, along the inside ledge of the volcano rim.

237 BAKKULL

The monster races right after them, screeching in anger.

HE MAN
Sorry big fellow.
HE MAN (con't)
Let's hope this will
hold Bakkull for the next
20 years.

238 HE MAN

He starts pushing against the side of the cliff above him. The rocks start to crack and heave, finally culminating in an avalanche.

239 BAKKULL

The monster looks up, and sees the rocks heading for it. Bakkull drops back in its black lake, and dives down.

240 HE MAN

With every muscle straining, he topples the cliff completely.

241 BLACK LAKE

We SEE that the black lake has now been totally filled. Bakkull has been sealed back in its home.

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242 HE MAN AND TEELA

TEELA

You risked everything to go back for Mer Man!

He Man smiles.

HE MAN

Any life, even an evil one, is worth saving. Now let's go home.

TEELA

Wait, He Man. There is one more thing I have to do.

WIPE TO:

243 INT ORACLE'S CAVE - WIDE SHOT

We SEE Teela once again consulting the Oracle as He Man and Battlecat look on. The Oracle glows brightly.

TEELA

Oh, Oracle, finish your tale. Tell me of my mother.

ORACLE

Young Man At Arms had driven off Mer Man, and made his way to the falcon's nest.

244 ORACLE

Again, the green glowing Oracle FADES to show an image from the past. Once again, we SEE young Man At Arms and the falcon in the nest. In the nest is a baby.

ORACLE

Inside the nest was a baby girl.

Man At Arms gently picks up the small infant.

ORACLE (VO)

It was the Sorceress' young daughter. With the passing of her husband, she had brought the child to the mountain to raise her in peace.

245 FALCON AND BABY

The bird looks tenderly at the tiny child.

ORACLE

But after Mer Man's attack, the falcon knew that without a real home, the baby would never be truly safe.

246 MAN AT ARMS

He gently cradles the small child.

ORACLE (VO)

The young warrior's heart went out to the child, and he promised to care for her all his days.

247 TEELA

Watching the Oracle (OS) with amazement.

ORACLE (OS)

You are that child, Teela...

TEELA

That means my mother was...

248

ORACLE

Out of the glowing green light flies Zoar the falcon.

SORCERESS (VO)

(filtered)

The Sorceress of Grayskull.

249

ANOTHER ANGLE - TEELA AND FALCON

Falcon changes into a ghostly transparent image of the Sorceress.

250

TEELA

She looks on in wonder.

TEELA

Mother?

251

SORCERESS

She nods.

SORCERESS

Yes, you are my own daughter. And someday you will take my place as the mystic guardian of Grayskull.

252

HE MAN AND BATTLECAT

Looking on, equally as dumbfounded.

SORCERESS (VO, con't)

But for now, you have other deeds to do, and until that time when your special destiny calls, you must forget what you have learned today.

The Sorceress touches Teela once on the forehead, putting her into a trance-like state. MAGIC EFX.

<p>REVISED DATE <u>7-12-83</u></p>

253 HE MAN AND BATTLECAT

They are watching in wonder.

254 SORCERESS

She turns to He Man.

SORCERESS

She will only remember that
her mother was a woman who
loved her very much.

BATTLECAT

(growls softly)

255 HE MAN

He smiles, understanding.

SORCERESS

I leave her secret with you,
He Man. You can, I assume,
keep a secret?

He Man nods.

HE MAN

I've had lots of practice.

DISSOLVE TO:

256 TEELA

Taking off in her Wind Raider.

257 ANOTHER ANGLE - RAIDER

The Wind Raider rises past the crystal cliffs, and heads
back toward Palace Eternia. On the top of the cliff we SEE
He Man and Battlecat, who follow its trail. Last of all, we
SEE the falcon, who launches herself from the cliffs and
sweeps up high into the sky.

FADE OUT

THE END

MU #66006