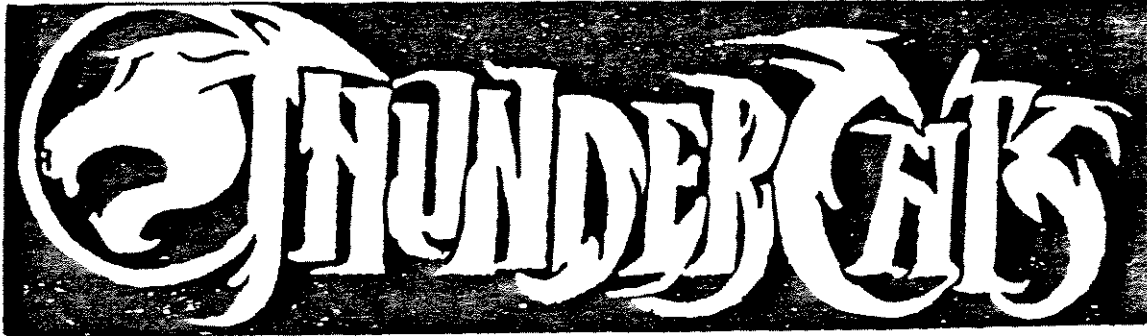


Telepictures Corporation

Presents



A

Half-Hour

ANIMATED

Television Series

A

RANKIN/BASS PRODUCTION

SHOW #59

"THE TROUBLE WITH THUNDERKITTENS"

Written By  
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Conformed  
Per Final Dialogue  
Record 5/17/85

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PART ONE

FADE IN:

EXT: ESTABLISH SHOT - CATS' LAIR - DAY

The CAT'S HEAD is scanning from side to side.

The LEFT PAW rises TO REVEAL THE FELINER.

CLOSE ON - THE FELINER

Its rocket motors flare and, in a cloud of multicolored rocket thrust and smoke, THE FELINER blasts off.

ANGLE ON - THE FELINER

rockets away from THE CATS' LAIR.

DISSOLVE TO:

INT: CORRIDOR OF CATS' LAIR - DAY

AN INTRUDER IS MOVING THROUGH THE CORRIDOR.

THE CAMERA ASSUMES THE INTRUDER'S POV.

(NOTE: The "INTRUDER" is, in fact, WILYKAT, but the audience does not know this yet.)

HOLDING THE "INTRUDER'S" POV ...

... THE CAMERA TRACKS SLOWLY down the dark and shadowy corridor.

SFX: A DOOR OPENS AND SHUTS

THE CAMERA JERKS TO A HALT at the sound, TURNS, and ZOOMS IN ON ...

... a dark and shadowy doorway.

SFX: FOOTSTEPS

THE CAMERA JUMPS into the doorway and LOOKS OUT into the hall from the shadows.

STILL HOLDING THE "INTRUDER'S" POV, WE SEE ...

... LION-O pass the doorway, looking straight ahead.

THE CAMERA MOVES out of doorway and WATCHES ...

... LION-O continuing down the corridor.

LION-O stops.

CLOSE ON - LION-O

He frowns, and turns.

LION-O (VO-thoughts - No Lip Sync)  
Strange! I get the feeling  
someone's watching me!

HE SEES:

... a long and empty corridor.

LION-O shrugs, turns, and continues down the hallway.

ANGLE ON - LION-O

disappearing into the shadows.

THE CAMERA TRACKS FORWARD and CONTINUES down the corridor  
in the opposite direction ...

... THE CAMERA STOPS, TURNS and ZOOMS IN ON another door.

THE DOOR OPENS AND THE CAMERA ENTERS AND PANS AROUND THE  
ROOM.

SFX: THE DOOR CLOSING BEHIND

THE CAMERA CONTINUES PANNING until IT LOCATES the NUN-  
CHUKS hanging on the wall. IT MOVES CLOSER TO ESTABLISH ...

CLOSE ON - NUN-CHUKS

A HAND ENTERS THE FRAME and takes the NUN-CHUKS off their  
hook.

PULL BACK TO REVEAL ...

... THAT THE "INTRUDER" is WILYKAT.

WILYKIT (VO during SHOT OF WILYKAT)  
I'm not sure this is such a  
great idea.

WILYKIT is standing across the room holding the BOLO and  
STAFF.

WILYKAT (VO during SHOT OF WILYKIT)  
Oh, Wilykit, I don't want to  
be treated like a kitten all  
my life.

WILYKAT GOES to the door, opens it a crack, and peeks out to be sure there is no one in the hall.

WILYKIT (VO during SHOT OF WILYKAT)  
Neither do I but ...

WILYKIT HAS ENTERED FRAME next to WILYKAT.

WILYKAT  
If we show them we can use these,  
they'll have to treat us like grown up Cats.  
Come on, I know a place we can  
practice.

DISSOLVE TO:

EXT: WOODS - DAY

S-S-SLITHE, JACKALMAN, and MONKIAN are moving through the woods. They stop abruptly as they hear ...

WILYKAT (VO)  
This way, Wilykit. It's right  
through those trees.

THE MUTANTS DUCK down behind some bushes and look through the leaves across a clearing in the woods.

THEY SEE:

WILYKAT and WILYKIT ENTER the clearing from the far side on their spaceboards. THE BOARDS lower to the ground and they step off with the BOLO, NUN-CHUKS, and STAFF in their hands.

... WILYKAT SWINGING the BOLO over his head.

WILYKAT  
WATCH THIS!

WILYKAT SNAPS the BOLO.

The SNAPPING BOLO WHIP produces an elaborate and tall framework of laser beams. The structure is like a complex climbing frame.

ANGLE ON - WILYKAT

scrambling up the completed structure.

As WILYKAT scrambles up the "FRAME," it begins to disintegrate beneath him.

WILYKAT looks down and SEES:

the framework of laser bars disintegrating.

WILYKAT

Oh no!

He climbs faster and faster, trying to keep ahead of the disintegration.

Finally, WILYKAT is left suspended in mid-air hanging from the highest, and last remaining bar, or rod.

CLOSE ON - WILYKAT

He looks down ...

WILYKAT screams in surprise (VSFX).

... He drops OUT OF FRAME.

WILYKIT fires a rolled up net out of the STAFF.

ANGLE ON - THE NET

flying through the air and unrolling itself until it is spread out in the air.

WILYKAT DROPS INTO THE FRAME and right through the net, dropping OUT OF THE FRAME.

SFX: A HUGE THUD

WILYKAT lies on the ground.

WILYKAT

(groans)

Uh-uh! Maybe I should have started with something simple.

WILYKIT bangs the STAFF on the ground.

The STAFF elongates with a flash of light. WILYKIT aims the STAFF like a rifle.

WILYKIT

Watch this!

The STAFF fires a rippling laser beam, which streaks from FRAME.

She blows the end of staff, which is smoking like the barrel of a fired gun.

WILYKIT

(smug)  
Nothing to it.

WILYKAT

Look out!

WILYKIT looks up and sees ... the laser beam streaking towards her.

WILYKIT and WILYKAT spring toward a nearby rock, diving behind in a coordinated gymnastic movement which ends with a somersault.

THE LASER hits the boulder in a multicolored explosion.

SFX: Electrical explosions.

When it's over, the THUNDERKITTENS raise their heads up over the boulder and WILYKAT scrambles over it and OUT OF FRAME.

WILYKIT

I guess it's harder than it looks.

CUT TO:

EXT: WOODS - DAY

THE MUTANTS are behind the bushes.

S-S-SLITHE

Let's get them!

S-S-SLITHE and JACKALMAN fan out in different directions and MONKIAN stays where he is. He looks back through the leaves at ...

WILYKAT swinging the BOLO over his head.

WILYKAT

Practice makes perfect. Ha-Ha-  
Uh, now you see me ...

He wraps the BOLO around himself ...

WILYKAT

... Now you don't.

He turns the color of purple, looks down and realizes it, and wraps again ...

WILYKAT

Um -- NOW you don't.

He turns green. He tries again.

WILYKAT  
(frustrated)  
Now you ...

He looks down and sees that he has turned back to normal.

WILYKAT  
(disgusted)  
Aw -- Oh what's the use?

He throws the BOLO on the ground.

INSERT - THE BOLO

hits the ground and fires a bright laser shot across the clearing and into the bushes opposite.

MONKIAN hoots in pain and surprise (VSFX).

CLOSE ON - WILYKAT AND WILYKIT

They jerk their heads up at the sound and see ...

... MONKIAN moving toward them from out of the bushes.  
They look in a different direction and see ...

... JACKALMAN coming toward them.

They look behind them and see ...

... S-S-SLITHE coming toward them.

WILYKIT dives for the BOLO.

She swings it once around her head and then snaps it.  
Each of the three balls fires a laser rope.

ANGLE ON - THE LASER ROPES

twirl like lariats in the air, then EXIT FRAME in three different directions ...

... one rope falls down around MONKIAN and tightens ...

... one rope falls down around JACKALMAN and tightens ...

... one rope falls down around S-S-SLITHE and tightens ...

S-S-SLITHE jerks his arms up and all the laser ropes snap into pieces which disintegrate.

WILYKAT is running toward MONKIAN holding the fully extended STAFF like a pole vaulter.

He plants the staff in the ground and begins to pole vault over MONKIAN's head ... but ...

... when the pole hits the vertical position, it jerks to a stop.

CLOSER ON - WILYKAT

holding on to the top of the pole as it jerks to a stop.

THE FRAME VIBRATES.

WILYKAT slides down the pole into the arms of MONKIAN.

CLOSE ON - WILYKAT AND MONKIAN

nose to nose.

ANGLE ON - WILYKAT

scrambling out of MONKIAN's arms.

MONKIAN jerks the pole out of the ground and looks over at ...

WILYKIT holding the NUN-CHUKS like a rifle aimed at S-S-SLITHE and JACKALMAN.

WILYKAT ENTERS THE FRAME behind her.

S-S-SLITHE takes a step toward WILYKIT.

S-S-SLITHE  
Why don't you put that down  
before you hurt yourself ...  
(contemptuously)  
... Kitten.

CLOSE ON - WILYKIT

She is looking down the "barrel" of the NUN-CHUKS.

WILYKIT  
The only one who's going to get  
hurt is you, S-S-Slithe, if you  
come any closer.

S-S-SLITHE takes another step forward and stops as ...



WILYKIT  
 (bloodcurdling)  
 HYYYYYIIIIIIIAAAAAARRARAAH!!

... she twirls the NUN-CHUKS like a baton ... over her head ... then at her side ... then pulls them up aimed from the hip.

WILYKIT  
 Convinced, S-S-Slithe?

S-S-SLITHE rushes forward with his MACE raised.

S-S-SLITHE  
 Not yet, Kitten.

WILYKIT "fires" the NUN-CHUKS and a huge pink bubble (like a bubble gum bubble) comes spewing out, growing so large that it FILLS THE WHOLE FRAME.

INSERT - S-S-SLITHE'S FINGER

with long claw poised next to the surface of the bubble ... he pokes it and ...

SFX: A DEAFENING "BLAM"

THE BUBBLE BREAKS UP THE SCREEN as it explodes and propels WILYKAT and WILYKIT backward in the direction of their spaceboards ---

... S-S-SLITHE is thrown back toward JACKALMAN and MONKIAN.

INSERT: THE NUN-CHUKS flying up in the air.

S-S-SLITHE rushes forward to catch the NUN-CHUKS.

WILYKAT and WILYKIT lie sprawled on the ground, then start picking themselves and see ...

... S-S-SLITHE with the NUN-CHUKS, MONKIAN with the STAFF, and JACKALMAN with the BOLO rushing toward them.

WILYKAT and WILYKIT run toward their spaceboards with the MUTANTS behind and gaining on them.

THE MUTANTS close the distance between themselves and the THUNDERKITTENS by diving forward through the air like football players in a tackle.

BUT IN A FINAL BURST OF SPEED, the THUNDERKITTENS lurch forward, out of reach, leaving the MUTANTS in a heap on the ground.

WILYKAT and WILYKIT jump on their spaceboards and fly off.

DISSOLVE TO:

INT: CATS' LAIR - THE CORRIDOR OUTSIDE THE WEAPONS ROOM - DAY

WILYKIT and WILYKAT are standing in front of the door.

WILYKAT  
If the Thundercats find out,  
they'll never trust us to do  
anything again.

WILYKIT  
How could we have been so dumb?

A HUGE SHADOW falls over them.

LION-O (VO during ABOVE SHOT)  
What are you two doing?

The THUNDERKITTENS shrink back against the door looking up at ...

... LION-O towering over them.

WILYKAT (VO during SHOT OF LION-O)  
(nervous)  
Oh-Wu -Uh-We- Uh ... nothing!

LION-O  
Good! You can help me check out  
the weapons!

LION-O steps forward and the THUNDERKITTENS spread their arms out across the door.

WILYKIT  
No! I-I-mean-wh-why don't you  
let us do it for you?

CLOSE ON - LION-O

He smiles.

LION-O  
OK. I'd appreciate that.

LION-O hands WILYKIT a sheet of paper.

LION-O  
 Here's the check list -- and  
 you better get it right or Panthro  
 will have our hides!

LION-O turns and walks off down the corridor.

WILYKIT looks at WILYKAT, opens the WEAPONS ROOM door,  
 throws the sheet inside, then closes the door.

WILYKIT  
 There's only one thing we can do to  
 get out of this mess.

WILYKAT  
 (horrified)  
 You mean ...

WILYKIT  
 That's right! We'll just have to  
 get those weapons back from Castle  
 Plun-Darr!

They EXIT FRAME and CAMERA LINGERS ON "WEAPONS ROOM" sign.

DISSOLVE TO:

EXT: CASTLE PLUN-DARR - NIGHT

The outlines of the creepy castle are barely discernible  
 in the dark and gloomy night. Then the clouds part, and  
 the light of the moon illuminates the castle in all its  
 horrific splendor.

THE CAMERA PULLS BACK TO REVEAL ...

... that WE HAVE BEEN WATCHING from the THUNDERKITTENS'  
 POV.

CLOSE ON - WILYKAT

WILYKAT  
 Look!  
 (he points)

The CAMERA ZOOMS IN ON a very small, narrow window high  
 up on the wall of the castle. It is lit with a dull and  
 flickering light.

DISSOLVE TO:

INT: WAR ROOM OF CASTLE PLUN-DARR - NIGHT

MONKIAN, JACKALMAN, and S-S-SLITHE are seated around a  
 heavy wooden table. The NUN-CHUKS, BOLO, and STAFF are  
 on top of the table.

MONKIAN reaches out and picks up the NUN-CHUKS.

MONKIAN  
 Whoo-Whoo! I say we should hit the  
 Thundercats now! Whoo-Whoo!

DISSOLVE TO:

WILYKIT AND WILYKAT

scaling the wall of the castle using the jagged stones of the surface as hand and toeholds. They are halfway between the ground and the window.

DISSOLVE TO:

INT: WAR ROOM OF THE CASTLE

JACKALMAN is holding the BOLO.

JACKALMAN  
 I'll get our map of the Cats'  
 Lair. We'll plan a surprise  
attack!

JACKALMAN leaves the room.

DISSOLVE TO:

INT: ROOM IN THE CASTLE WITH THE NARROW WINDOW

Inside the room, on the left side of the window, there is a low trunk. On the wall, above the trunk, a candle is burning in a holder.

CLOSE ON - THE WINDOW

WILYKAT's and WILYKIT's heads appear in the window. They look inside and begin to climb in.

CUT TO:

INT: CORRIDOR OUTSIDE THE DOOR.

JACKALMAN is outside the door of the room.

CUT TO:

INT: THE ROOM

JACKALMAN comes in the room and looks around.

THE CAMERA PANS around the room from his POV -- it is empty.

JACKALMAN crosses to trunk, opens it, and takes out a rolled-up map. He closes the trunk and crosses over to the window.

CUT TO:

EXT: THE WINDOW AS SEEN FROM OUTSIDE  
CLOSE ON - JACKALMAN'S FACE

looking out the window.

THE CAMERA PULLS BACK TO SHOW the walls of the castle below and on either side of the window.

JACKALMAN'S FACE disappears from the window.

THE CAMERA LINGERS on the empty window then PANS UP TO REVEAL ...

WILYKIT and WILYKAT balanced on the jagged rocks protruding over the top of the window.

CUT TO:

INT: OUTSIDE THE DOOR TO THE ROOM

JACKALMAN turns a large, old-fashioned key in the lock of the heavy wooden door.

SFX: A LOUD CLICK as the lock turns.

CUT TO:

INT: INSIDE THE ROOM

WILYKIT and WILYKAT are inside.

WILYKAT crosses to the door and tries the handle. The door does not open.

WILYKAT  
It's locked -- Now what?

DISSOLVE TO:

INT: WAR ROOM

S-S-SLITHE, MONKIAN and JACKALMAN are looking at the map.

S-S-SLITHE  
Without their weapons, they'll  
be powerless! Yes-s-s?

CUT TO:

INT: THE ROOM WITH THE NARROW WINDOW

THE CAMERA PANS the empty room and then ZOOMS IN ON a ventilation shaft opening near the ceiling.

DISSOLVE TO:

INT: VENTILATION SHAFT

THE THUNDERKITTENS are making their way through the dark and narrow shaft on their stomachs. WILYKIT is leading. THEY HEAR:

MONKIAN (VO)  
(muffled and distant)  
Whoo! They won't give up that easily!

DISSOLVE TO:

INT: WAR ROOM - NIGHT

S-S-SLITHE slams the STAFF down on the table with a mighty BANGGG!

MONKIAN jumps.

S-S-SLITHE  
You're not scared are you,  
Monkian?

MONKIAN stands.

MONKIAN  
(furious)  
No! I'm just warning you ...

CUT TO:

INT: VENTILATION SHAFT - NIGHT

WILYKIT brushes aside a massive cobweb and she and WILYKAT continue along the shaft, as MONKIAN'S DIALOGUE CONTINUES:

MONKIAN (VO)  
... that the Thundercats will  
come looking for their weapons!

INT: WAR ROOM - NIGHT

S-S-SLITHE smiles ingratiatingly at MONKIAN.

S-S-SLITHE

(soothing)

Good thinking, Monkian! You run  
a scan on the grounds -- see if  
anyone's planning a surprise attack!

MONKIAN stands to leave.

CUT TO:

INT: VENTILATION SHAFT - NIGHT

WILYKIT and WILYKAT inch their way along the shaft.

S-S-SLITHE (VO during ABOVE SHOT)

Jackalman! You and I will secure  
all doors and windows uh -- just  
in cas-s-se!

WILYKAT

(whispering)

What's going on?

INT: WAR ROOM

CLOSE ON - SHAFT OPENING

WILYKAT'S FACE appears in the opening next to WILYKIT'S.

WILYKIT

Shhhhhh!

They look out of the shaft at MONKIAN.

MONKIAN, now that he is alone, crosses over to a full-length mirror, PANTHRO'S NUN-CHUKS in his hands.

(NOTE: THE CAMERA IS SHOOTING FROM THE MIRROR'S POV, as if WE ARE WATCHING MONKIAN from inside the mirror.)

MONKIAN turns his back to the MIRROR and then, as if someone had said "DRAW," he whirls around to face the mirror with the NUN-CHUKS aimed like a rifle. He walks slowly toward the mirror.

MONKIAN

(very fierce, during ABOVE ACTION)

Whoo-Hoo-Hoo-Hoo-Hoo-Ha-Ha-Ha-Whoo-Whoo-  
Ahh-Lion-O! Whoo-Whoo-Your time has come! (cont)

MONKIAN twirls the NUN-CHUKS over his head, then at his side, and pulls them up aimed from the hip.

MONKIAN (cont)

Whoo-Whoo-Hoo-Hoo-Ha-Whoo-Hoo-Hoo-  
Hoo-Hoo-Hoo-Aa-Ha-Ha-Ha-Ha!

WILYKIT and WILYKAT step suddenly INTO FRAME behind MONKIAN, one on either side of him. He SEES them in the mirror.

He whirls on them, raising the NUN-CHUKS over his head like a club. He bares his teeth in a hideous snarl (VSFX).

In quick succession, WILYKIT and WILYKAT take a pellet each from their belts and release a sparkling, translucent gas which floats up toward MONKIAN's face.

He tries to swipe them with the NUN-CHUKS, accompanying the action with a blood curdling martial arts scream.

MONKIAN

Whoo!-Ho-Ra-Hi-Yaaah ...

The gas floats around MONKIAN's head and his eyes flicker.

MONKIAN (cont)

Ha-Whoo-Haa-Oww --

He begins to crumple to the ground.

MONKIAN (cont)

Mm-Brrr (Snore) Hmmm (Snore)  
Hmm.

WILYKIT runs over to him and begins trying to pull the NUN-CHUKS out from underneath him when ...

SFX: A loud explosion.

A BLUE LASER SHOT passes just over her head and shatters the glass of the mirror behind her.

ANGLE ON - WILYKAT

holding BOLO and STAFF.

A second and third laser shot knock the weapons from his hands.

ANGLE ON - JACKALMAN AND S-S-SLITHE

firing laser shots out of their MACE and PIKE.

ANGLE ON - WILYKAT

who has taken cover behind a stone column close to the wall. The LASER BOLTS are bouncing off the stone surface of the column.

WILYKIT hurls a capsule at the MUTANTS.



INSERT - THE CAPSULE

impacting on the floor at the feet of JACKALMAN and S-S-SLITHE.

THE CAPSULE BREAKS UP THE SCREEN in a series of multi-colored explosions.

SFX: FIRECRACKERS.

WILYKAT (VO)  
WILYKIT, THIS WAY.

WILYKAT is standing in a doorway on the bottom step of a staircase.

WILYKAT heads up the staircase disappearing from the doorway and WILYKIT runs INTO THE FRAME.

When she reaches the doorway, she turns and sees ...

... MONKIAN, S-S-SLITHE, and JACKALMAN running toward her through the smoke created by the last explosions.

She hurls another capsule to the floor in front of her own feet.

SFX: LOUD WINDY WHOOSHING

A SMALL WHIRLWIND, OR TORNADO appears in front of the door.

THE TORNADO gets taller and taller until it reaches from floor to ceiling ... then the circumference begins to expand.

CUT TO:

INT: THE CIRCULAR STAIRCASE

WILYKAT runs up and OUT OF FRAME.

WILYKIT runs up and OUT OF FRAME.

INT: THE WAR ROOM

THE MUTANTS are driven back by the ever-expanding tornado.

When the walls of the War Room halt their retreat, the tornado engulfs THE MUTANTS, sweeping them up off their feet and whirling them around and around.

THE MUTANTS hollar in alarm (VSFX).

INT: THE CIRCULAR STAIRCASE

WILYKAT is running up the steps and stops suddenly when he bangs his head on a ceiling.

WILYKAT hollars in pain (VSFX).

He looks up and sees that ...

... they are at the top of the stairway but ...

... there is no place to go. The staircase runs into the ceiling, which is flat.

WILYKAT  
(alarmed)  
We're trapped!

SFX: The heavy clanging of MUTANT footsteps coming up the stairs.

WILYKIT  
And the Mutants are free!

ANGLE ON - THE MUTANTS

running up the stairs.

CLOSE ON - WILYKAT

WILYKIT'S HEAD pops up INTO THE FRAME next to WILYKAT's.  
She looks up at the ceiling.

WILYKIT  
Look!

THE THUNDERKITTENS look up at the ceiling and SEE:  
the faint lines of a trapdoor.

WILYKIT (VO during SHOT OF CEILING)  
It's some kind of trapdoor!

ANGLE ON - S-S-SLITHE

coming up the steps and EXITING FRAME ...

... MONKIAN coming up and OUT OF FRAME ...

... and JACKALMAN coming up.

ANGLE ON - WILYKAT AND WILYKIT

pushing hard against the ceiling.

WILYKAT and WILYKIT grunt in effort (VSFX).

SFX: THE MUTANTS' FOOTSTEPS GETTING LOUDER AND LOUDER AS  
THEY NEAR THE TOP OF THE STAIRCASE.

THE CAMERA PANS DOWN TO ESTABLISH A SHOT of the  
THUNDERKITTENS' feet.

S-S-SLITHE's upper body comes up INTO FRAME two steps  
below their feet.

CUT TO:

EXT: ROOF OF THE CASTLE PLUN-DARR - NIGHT

THE TRAPDOOR flies open and WILYKIT and WILYKAT come  
flying up and OUT OF THE FRAME. S-S-SLITHE comes  
climbing out after them.

ANGLE ON - WILYKIT AND WILYKAT

standing on the ledge of the roof looking down.

INSERT - THEIR POV

the long drop from the roof to the ground.

THE THUNDERKITTENS then look behind them and see ...

... S-S-SLITHE, MONKIAN and JACKALMAN WALKING TOWARD THEM.

The THREE MUTANTS laugh (VSFX).

FADE OUT.

END PART ONE

TIME: 9:13

PART TWO

FADE IN:

EXT: ROOF OF CASTLE PLUN-DARR

ESTABLISH the SAME SHOT that ended PART ONE -- the MUTANTS walking toward the CAMERA which represents the THUNDERKITTENS' POV.

ANGLE ON - THE MUTANTS

inches away from the ledge of the roof where the THUNDERKITTENS are standing.

Just as the MUTANTS reach the edge, the THUNDERKITTENS join hands and jump.

As they fall, WILYKAT reaches into his belt with his free hand and pulls out a capsule.

WILYKIT reaches over with her free hand and together, they break it open.

A LINE shoots up out of the capsule into the air and the THUNDERKITTENS' descent is abruptly slowed.

CUT TO:

EXT: THE ROOF OF THE CASTLE

THE MUTANTS are looking down over the edge of the roof and see ...

... a PARACHUTE open over the heads of the THUNDERKITTENS and continue floating gently down.

DISSOLVE TO:

EXT: THE SKY ABOVE THIRD EARTH - NIGHT

THE FELINER is moving across the sky.

CUT TO:

INT: THE FELINER - NIGHT

PANTHRO and CHEETARA work controls. CHEETARA is speaking into the communications device.

PANTHRO  
Everything checks out.

CHEETARA  
We'll be heading back soon, Lion-O.

LION-O (VO-filter)  
 (via communicator)  
 No hurry. Things are pretty quiet  
 down here.

CUT TO:

EXT: FELINER - NIGHT

THE FELINER streaks through space.

DISSOLVE TO:

INT: CATS' LAIR - HEAD ROOM - NIGHT

LION-O is bending over a console of switches.

WILYKIT (VO during SHOT OF LION-O)

Lion-O.

LION-O does not look up. He makes a note on a clipboard.

LION-O  
 (preoccupied)

Hmmmm.

CLOSE ON - WILYKIT

at the door.

WILYKIT

We've done something really  
 stupid!

CLOSE ON - LION-O

He looks up.

CLOSE ON - WILYKAT

who walks into the room.

WILYKAT

We have to tell you about it ...

DISSOLVE TO:

INT: CASTLE PLUN-DARR - WAR ROOM - NIGHT

CLOSE ON - JACKALMAN

JACKALMAN

They'll be back, S-S-Slithe.

CLOSE ON - MONKIAN

MONKIAN  
Probably with help.

ANGLE ON - S-S-SLITHE

He picks up a plank and begins to nail it across the door that led to the staircase.

S-S-SLITHE  
Excellent! We shall be ready  
for them, yes-s-s?

DISSOLVE TO:

INT: CORRIDOR OF CATS' LAIR - NIGHT

LION-O is striding quickly down the hall, his arms swinging at his sides. The THUNDERKITTENS are scurrying behind him, trying to catch up and walk at his side.

LION-O  
(angrily spitting  
out the words)  
Of all the ... irresponsible,  
inexcusable ...

During his dialogue (ABOVE) he abruptly turns a corner and continues, the THUNDERKITTENS behind him. He whirls to face the THUNDERKITTENS. The THUNDERKITTENS almost collide with him.

CLOSE ON - WILYKIT AND WILYKAT

Their eyes are cast down and their faces are blushing.

WILYKIT  
(softly)  
We're sorry.

CLOSE ON - LION-O

He rolls his eyes toward the ceiling.

LION-O  
(he sighs ... then, relents)  
Oh --  
(breath)  
Look, I ought to give you two the  
lecture of your lives, but we don't  
have time for a lecture right now.

CLOSE ON - THE THUNDERKITTENS

They blink and look up at LION-O.

CLOSE ON - LION-O

LION-O

We've got to get those weapons back.  
Now here's a plan that just might work.

DISSOLVE TO:

EXT: CASTLE PLUN-DARR - NIGHT

ESTABLISH SHOT of the CASTLE, then PULL BACK TO REVEAL ...

... that WE HAVE BEEN WATCHING from the THUNDERCATS' POV.

LION-O and the THUNDERKITTENS start forward toward the CASTLE.

DISSOLVE TO:

EXT: CASTLE PLUN-DARR - NIGHT

CLOSE ON - THE SMALL, NARROW WINDOW

A line ENTERS THE FRAME and hooks onto the rocky ledge beneath the window.

THE CAMERA PANS DOWN TO REVEAL ...

WILYKIT and WILYKAT climbing up the line and LION-O looking up at them from the ground below.

CUT TO:

INT: WAR ROOM

S-S-SLITHE is seated at the table in the middle of the room. There is a candle in a holder burning in front of him as he sharpens one of the points of his MACE with a stone. He looks up at ...

... MONKIAN, standing in the doorway panting.

MONKIAN

(breathlessly)

Whoo-Hu-Hu-Hu-Eh -- They're here!

S-S-SLITHE leans slowly forward and blows out the candle, throwing the room into shadowy darkness.

DISSOLVE TO:

INT: CASTLE ROOM WITH THE NARROW WINDOW

WILYKIT and WILYKAT climb in through the window.

WILYKAT crosses over to the door and opens it a crack.

WILYKAT

It's open!

WILYKIT ENTERS THE FRAME.

WILYKIT

Is it a trap?

WILYKAT

Can't be. They'd never expect us back this soon.

WILYKAT and WILYKIT exit the room, closing the door softly behind them.

THE CAMERA LINGERS ON the closed door then PANS around the room and ESTABLISHES a SHOT of THE TRUNK beside the window.

THE LID OF THE TRUNK begins to slowly open and JACKALMAN, who has been hiding inside it, sits up.

CLOSE ON - JACKALMAN

JACKALMAN

Hnyah-Ha-Ha-Ha-Ha-Ha-Ha-Ha-Ha-  
Ha-Ha-Ha-Ha-He-Ha!

CUT TO:

EXT: THE FRONT ENTRANCE OF THE CASTLE

LION-0 is crouched down at the side of the front door.

DISSOLVE TO:

INT: THE FRONT HALL OF THE CASTLE

WILYKIT is lifting the long, heavy plank that serves as the lock on the front door. She sets it aside and opens the door.

LION-0 enters quickly and she closes the door behind him.



WILYKIT  
(whispering)  
This way, Wilykat.

She gestures toward ...

... WILYKAT, looking around a corner down a corridor,  
keeping watch.

LION-O and WILYKIT cross over to WILYKAT and the THREE of  
them start down the corridor and OUT OF THE FRAME.

THE CAMERA PANS back around to the front door and then  
to the left of it ... TO REVEAL ...

... MONKIAN stepping forward out of the shadows.

CLOSE ON - MONKIAN

He opens his mouth in a grin.

DISSOLVE TO:

INT: EAR ROOM OF THE CASTLE

THE CAMERA ESTABLISHES A SHOT of the heavy wooden table  
in the center of the room.

LION-O and the THUNDERKITTENS ENTER THE FRAME on one side  
of the table. (There is nothing on the table but the  
candle, which is not lit.)

WILYKAT  
(devastated)  
They were all here ... the Nun-  
Chuks, the --

SUDDENLY ... THE LIGHTS GO ON ... VERY BRIGHT.

CLOSE ON - LION-O AND THE THUNDERKITTENS

whirling around.

They blink their eyes, getting used to the light.

S-S-SLITHE (VO DURING ABOVE)  
Looking for something, Lion-O?

LION-O and the THUNDERKITTENS turn again and see ...

... S-S-SLITHE swinging his MACE over his head, MONKIAN  
and JACKALMAN on either side of him.

S-S-SLITHE (DURING ABOVE)  
 ... Or is this just a social  
 call?

S-S-SLITHE fires a bright blue laser shot out of the MACE.

LION-O and the THUNDERKITTENS turn the table over and dive for cover behind it.

THE LASER BOLT bounces off the surface of the table and is followed by several more, fired from MONKIAN's shield and JACKALMAN's halberd (PIKE).

TWO LARIATS twirl up from behind the table, then fly forward OUT OF FRAME.

ANGLE ON - MONKIAN AND JACKALMAN

The lariats wrap around them, binding their arms at their sides. They struggle violently.

LION-O springs out from behind the table and holds THE SWORD up.

LION-O

HO!

THE SWORD grows once, flashing silver.

S-S-SLITHE fires light bolts from his mace. LION-O parries them with THE SWORD, slicing them into slivers and fragments that ricochet around the room, KA-ZINNGGG! KA-ZINNGGG! KA-ZINNGGG!

S-S-SLITHE and the struggling MONKIAN and JACKALMAN have to dodge the ricocheting slivers of light.

LION-O

Search the castle! I'll hold  
 them off!

CUT TO:

INT: FACING THE DOOR TO THE WAR ROOM FROM THE CORRIDOR

WILYKIT and WILYKAT come running out of the doorway and EXIT FRAME in two different directions -- one turning right and the other turning left.

CUT TO:

INT: WAR ROOM

MONKIAN and JACKALMAN burst free from the lariats and fire PIKE and SHIELD.

ANGLE ON - LION-O

is holding the SWORD in one hand and with the other hand, he seizes the heavy wooden table to use it as a shield in front of him, holding the table up by the cross-beam underneath it.

INSERT - THE SURFACE OF THE TABLE

As the rapid fire laser bolts hit the surface of the table, bits of wood splinter off at each impact.

INT: A BEDROOM INSIDE THE CASTLE

WILYKIT rips the mattress off of a bed and flings it back over her shoulder. There is nothing underneath but the rope frame.

CUT TO:

INT: A SECOND BEDROOM IN THE CASTLE

WILYKAT flings open the door of a closet. It is packed with bones that fall out of the closet and practically bury him.

CUT TO:

INT: WAR ROOM

ALL THREE MUTANTS are firing laser shots at ...

LION-O, who, holding the table in front of him, begins moving forward in their direction.

ANGLE ON - LION-O FROM BEHIND

THE MUSCLES of his back, shoulders, and arm bulge and ripple with the exertion of holding up the heavy table.

JACKALMAN throws his PIKE forward.

ANGLE ON - THE PIKE

... turning end over end as it flies through the air and ...

... the axe end embeds in the surface of the table.

SFX: A LOUD SPLINTERING KKKEEERAAK

THE TABLE splits and begins to fall apart lengthwise.

Half of the table falls on the floor and the other half remains attached to the crossbeam base that LION-O is holding on to.

LION-O turns the remaining half sideways and thrusts it forward at ...

THE MUTANTS, who are knocked down by it.

CUT TO:

INT: CORRIDOR IN THE CASTLE

WILYKAT is running down the corridor and sees ...

... WILYKIT running towards him ...

WILYKAT (VO DURING ABOVE)

Did you find them?

WILYKIT runs past WILYKAT, and shouts back over her shoulder.

WILYKIT

No! Not yet! Keep looking!

CUT TO:

INT: WAR ROOM

LION-O is holding his sword with both hands in front of him waving it from side to side firing laser shots as if he were firing a machine gun. He is backing up toward a window.

THE MUTANTS are moving forward in his direction behind the cover of a glowing red light shield being projected from MONKIAN's shield.

LION-O's laser shots are bouncing off the surface of the light shield.

LION-O reaches the window, holds the SWORD up to the window with his left hand, and extends his right hand (with the glove) straight out at the MUTANTS.

THE FIVE CLAWS OF THE GLOVE emit steady streams of laser power toward THE MUTANTS, holding them at bay.

While he holds THE MUTANTS at bay with the CLAW SHIELD, his muscles bulging and quivering as they resist the force of THE MUTANTS' laser beams, LION-O thrusts THE SWORD OF OMENS out through the window and up into the sky.

LION-O

Thunder ... Thunder ... Thunder ...

THE SWORD grows three times.

LION-O (contd)  
THUNDERCATS -- HO!

It projects its THUNDERCAT symbol high into the sky and growls.

CUT TO:

EXT: SPACE/FELINER - NIGHT

THE FELINER streaks through space. THE THUNDERCATS symbol races up to meet it.

CUT TO:

INT: FELINER - NIGHT

CHEETARA SEES the THUNDERCATS symbol and turns to PANTHRO at the controls. Their eyes glow in response to THE SWORD.

CHEETARA  
Reciprocal course! Three --  
fiver -- zero -- zero!

PANTHRO  
Full power!  
(he jams a lever  
forward)  
We're on our way!

EXT: THE FELINER - SPACE

THE FELINER makes a wide sweeping turn and zooms FROM FRAME.

CUT TO:

INT: PLUN-DARR WAR ROOM - NIGHT

LION-O turns back from the window and, CLAW SHIELD and SWORD held before him, he advances on THE MUTANTS.

ANGLE ON - MONKIAN

who holds up his shield threateningly.

MONKIAN  
Whoo! Your friends will never arrive  
in time, Lion-O! Whooo!

He thrusts the shield forward and it fires a red hot ball of light at LION-O.

ANGLE ON - THE BALL

flying through the air at LION-O, leaving a fearsome trail.

ANGLE ON - LION-O

He intercepts the ball, impaling it on his SWORD tip. It burns fiercely, illuminating his face with its stark colors.

THE BALL, impaled on the tip of the sword, begins to glow even redder and hotter, heating the metal of the sword ... which begins to turn red from the tip of the blade.

LION-O swings the SWORD in a wide arc in front of him.

THE BALL at the tip radiates an arc of flames in its wake.

THE MUTANTS jump back out of the reach of the flames.

LION-O swings the SWORD in the opposite direction, sending out another arc of flames.

(NOTE: BY NOW, THE SWORD IS GLOWING RED HOT.)

LION-O slams the blade of the SWORD against the edge of the window trying to dislodge the HEAT BALL.

THE FRAME SHAKES AT THE IMPACT.

S-S-SLITHE, MONKIAN and JACKALMAN fire steady streams of laser light from their weapons into the ball, feeding it.

THE HEAT BALL begins to turn purple hot and the blade turns red down to the handle.

LION-O bangs the SWORD again against the side of the window.

INSERT - THE HANDLE OF THE SWORD IN LION-O'S HAND TURNS BRIGHT RED.

LION-O's hand begins to tremble, struggling to hold on to the HOT SWORD.

THE HANDLE turns redder, redder, and redder and ...

A final laser bolt from JACKALMAN's pike strikes the SWORD from LION-O's hand and sends it through the window.

ANGLE ON - THE SWORD

pinwheeling through the darkness as it falls outside the window.

As it strikes the ground, the ball of light explodes and dies, leaving ...

INSERT - THE SWORD

quivering, point down, stuck in the ground.

DISSOLVE TO:

INT: PLUN-DARR CORRIDOR - NIGHT

WILYKAT and WILYKIT run side by side. THEY SEE:

LION-O, backing down the corridor toward them, CLAW SHIELD extended before him, parrying the laser bolts thrown at him by the advancing MUTANTS.

CLOSE ON - JACKALMAN

halberd (pike) leveled, pumping electrical energy at LION-O.

JACKALMAN

(high-pitched laughter)

Yah-Ha-Ha-Ha-Ha-Ha-Ha-Ha-Haaa!  
You're doomed, Thundercat! This  
time we've got you!

LION-O makes a punching motion with the CLAW SHIELD.

LION-O

HO!

The CLAW SHIELD begins to pump black smoke out toward THE MUTANTS.

In the impenetrable blackness ... (WE CANNOT SEE THE MUTANTS)

MUTANTS (VO)

(coughs and splutters)

S-S-SLITHE (VO)

Keep going! He can't last forever!

CLOSE ON - THE CLAW/SHIELD

The smoke emitted from its fingers begins to thin.

MUTANTS' POV

Through the thinning smoke, they SEE:

LION-O backing toward WILYKIT and WILYKAT in the corridor.

JACKALMAN

(screams)

Yaaa-Ha-Ha-Ha-Ha! Get them!

He begins to charge forward.

THE THUNDERKITTENS leap up into the air behind LION-O and in unison, they each hurl a capsule down over LION-O's shoulders toward the MUTANTS.

THE MUTANTS jump back, expecting an explosion but there is none.

CLOSE ON - MUTANTS

They look down and see ...

... the CAPSULES open on the floor in a small puddle of water.

CLOSE ON - MONKIAN

looking down at the puddle, then up at LION-O and THE THUNDERKITTENS.

MONKIAN

(scornful laugh)

Whoo-Hoo-Hoo-Ha-Ha-Ha-Ha -- A puddle of water! Is that the best you can do? Whoo-Hoo-Hoo!

He leaps forward.

As his foot touches the puddle, water squirts up like a geyser ...

MONKIAN

Wooaaaaahhhhh!

... lifting him right up off the ground and smashing him into the ceiling of the corridor.

MONKIAN (cont)

Help me!

S-S-SLITHE and JACKALMAN steps forward, then stop dead as they SEE:



A tidal wave of water rolling down the corridor toward them.

They turn and flee, chased by the wall of water.

On the other side of that wall, LION-O and THE THUNDER-KITTENS run FROM FRAME.

CUT TO:

INT: ANOTHER CORRIDOR - NIGHT  
CLOSE ON - A MASSIVE DOOR

LION-O ENTERS FRAME and lashes out at the door with his foot.

It gives but does not cave in.

He kicks again. Splinters fly -- but the door holds.

LION-O  
(as he kicks ABOVE)  
Uh-uh! Good going, you two, what  
tricks have you got left?

WILYKIT looks into her belt.

WILYKIT  
I'm out of pellets!

WILYKAT looks into his belt.

WILYKAT  
I've got one left.

LION-O SLAMS his shoulder against the door. (It does not open.) LION-O stops and leans his back against the door.

LION-O  
(breathing hard)  
Good, what kind of capsule is it?

WILYKAT holds up the capsule and turns it from side to side.

INSERT - THE CAPSULE.

WILYKAT (VO)  
(embarrassed)  
I don't know.

LION-O  
Aw, then let's hope we don't need it.

LION-O stands up, backs away from the door, then SLAMS his body against it, breaking it open.

WILYKIT and WILYKAT run inside the room to search it and LION-O goes to the next door of the CORRIDOR.

LION-O begins kicking at that door.

DISSOLVE TO:

INT: THE FELINER - NIGHT

SNARF wrings his hands.

SNARF

Prrr -- Can't we go any faster?

PANTHRO

We're at full power now!!

CHEETARA

And the megacondenser is over-heating!

SNARF

(whines with frustration)

Weah -- Snarf!

DISSOLVE TO:

INT: CORRIDOR OF CASTLE PLUN-DARR - NIGHT

THE MUTANTS ARE MARCHING DOWN THE HALL IN A LINE. Each one has an arm around a huge log, carrying it like a battering ram. They are dripping wet and with each marching step, bits of water drip off of them.

CLOSE ON - THEIR FEET

... marching as if to a count of 1 2 3 4, 1 2 3 4.

SFX: SLOSH SLOSH SLOSH SLOSH ...

CUT TO:

INT: ROOM IN PLUN-DARR

WILYKAT and WILYKIT are pulling the drawers out of a dresser looking for the weapons. SUDDENLY, WILYKIT stops.

WILYKIT

(excited)

I think I know where the weapons are!

She and WILYKAT run out of the room and down the hall.

WILYKIT (cont)

(shouting)

Lion-O, come on, I know where they are!

THE THUNDERKITTENS run past an open doorway. LION-O comes running out the door to join them.

... THE MUTANTS still marching forward, but a long distance away.

They run FROM FRAME.

ANGLE ON - THE MUTANTS AND THEIR BATTERING RAM

marching down another part of the corridor -- slosh-slosh-slosh-slosh -- water dripping everywhere.

DISSOLVE TO:

INT: CASTLE ROOM WITH THE NARROW WINDOW - NIGHT

ESTABLISH a SHOT of the trunk.

SFX: The door being quickly opened.

WILYKIT runs INTO FRAME and flings open the lid of the trunk.

CLOSE ON - THE INSIDE OF THE TRUNK

It is empty.

WILYKIT (VO during ABOVE SHOT)  
(disappointed)  
I could have sworn they'd be  
here!

WILYKAT  
LOOK!

WILYKIT looks up at the WINDOW.

CLOSE ON - THE WINDOW

The window has been boarded up. Heavy wooden planks are nailed across it.

SFX: MARCHING MUTANT FOOTSTEPS GETTING CLOSER

LION-O grabs one of the planks and begins to pull. He strains hard and pries it loose.

CUT TO:

INT: CORRIDOR

THE MUTANTS continue marching. They're only a few feet from the door to the room with the narrow window, where LION-O and THE THUNDERKITTENS are searching.

CUT TO:

INT: THE ROOM

WILYKAT puts the wooden plank lock in place across the door just as ...

SFX: BOOM (the SOUND of THE MUTANTS' battering ram).

THE FRAME SHAKES.

The door bends under the impact.

SFX: SPLINTERING WOOD.

ANGLE ON - LION-O

Straining hard, he pulls the last plank away from the window.

LION-O  
(straining)  
Uh -- Okay, you two, out!

SFX: BOOM

ANGLE ON - WILYKIT AND WILYKAT

Their backs are against the door and they are shaking their heads "no." The door behind them gives a bit.

LION-O strides forward, grabs a THUNDERKITTEN in each hand and pushes them in the direction of the window. He takes their place with his back against the door.

LION-O  
(angry)  
I SAID GET OUT!

CUT TO:

INT: OUTSIDE THE DOOR

THE MUTANTS deliver another blow to the door with the LOG.

CUT TO:

INT: INSIDE THE ROOM

LION-O is using all his strength to keep the door closed. His muscles bulge and ripple with the effort.

WILYKIT (VO during SHOT OF LION-O)  
We're not leaving.

THE THUNDERKITTENS ENTER THE FRAME and place their hands against the door underneath LION-O's outstretched arms.

LION-O grabs them and drags them over to the window. He picks WILYKAT up and begins trying to push him out. WILYKIT puts her arms around LION-O's waist, trying to stop him.

SFX: BOOM ... CRASH

CLOSE ON - LION-O

HE SEES ...

... THE DOOR falling forward and ...

... THE MUTANTS coming in the doorway.

(S-S-SLITHE has the NUN-CHUKS, MONKIAN has the BOLO, and JACKALMAN has the staff.)

WILYKAT runs toward them and snaps his last capsule in their faces. It creates a pink, wispy cloud.

(THERE IS A MOMENT'S PAUSE WHILE EVERYONE WAITS TO SEE WHAT THE EFFECTS OF THE PINK CLOUD WILL BE.)

ANGLE ON - LION-O

standing protectively in front of WILYKIT. WILYKAT ENTERS THE FRAME beside her, behind LION-O.

S-S-SLITHE giggles (VO, VAFX).

MONKIAN swings the BOLO and when he snaps it, each of the three balls hit him on the head -- one after the other.

S-S-SLITHE starts to belly laugh (VO, VAFX).

JACKALMAN roars with laughter (VO, VAFX).

ANGLE ON - S-S-SLITHE

He is waving the NUN-CHUKS around the room spewing soap bubbles which begin to fill up the room.

WE HEAR: ALL THREE MUTANTS LAUGHING HYSTERICALLY (VSFX).

ANGLE ON - LION-O

walking up to JACKALMAN who is aiming the staff at him.

JACKALMAN points the staff at LION-O's chest. He is weak with laughter.

JACKALMAN  
 (laughing so hard he  
 can barely say it)  
 Hnyah-Ha-Ha-Ha-Ha-Ha-Ha-Ha  
 Eh-Uh -- Bang! Hnyah-Ha-Ha-Haaa!!

LION-O takes the STAFF out of JACKALMAN's hand.

ANGLE ON - S-S-SLITHE AND MONKIAN

They are on the floor, rolling with laughter (VSFX).

WILYKIT and WILYKAT take the BOLO and NUN-CHUKS out of their hands.

LION-O and THE THUNDERKITTENS calmly leave the room.

THE MUTANTS continue to roll around on the floor, laughing (VSFX).

DISSOLVE TO:

EXT: CASTLE PLUN-DARR - NIGHT

LION-O is picking his SWORD up off the ground. He looks up and sees ...

THE FELINER in the sky, about to make a landing.

LION-O hands the STAFF to WILYKAT.

LION-O  
 Go on. If you hurry, you can beat  
 them back to the Lair.

CLOSE ON - WILYKIT

WILYKIT  
 But Lion-O --

LION-O  
 For once, would you please do as  
 I say?

WILYKIT and WILYKAT smile up at LION-O.

WILYKAT  
 Thanks, Lion-O.

THE THUNDERKITTENS EXIT FRAME and LION-O looks over  
at ...

... TYGRA, PANTHRO, CHEETARA, and SNARF climbing out of  
the FELINER.

LION-O (VO during ABOVE SHOT)  
(jokingly)  
You certainly took your time.

ANGLE ON - SNARF

bounding up to LION-O.

SNARF  
(out of breath)  
Lion-O! Are you alright?

LION-O  
Sure!  
(then, innocent)  
Eh -- You didn't hurry back on  
my account?

SNARF  
Purrr -- You shouldn't joke, Lion-O!  
The Mutants are nothing to laugh  
about!

FADE OUT.

END PART TWO

TIME: 9:43

EPILOGUE

FADE IN:

INT: CATS' LAIR - HEAD ROOM - NIGHT

ALL THE THUNDERCATS ARE GATHERED IN THE ROOM.

LION-O

And so I decided to go out  
for some air and ran into an  
ambush.

SNARF turns to WILYKIT and WILYKAT.

SNARF

Where were you two when Lion-O  
needed you? Snarf!

LION-O

Oh, they were doing something  
for me in the Weapons Room --  
and you know how well that's  
insulated. Not even the  
Thundercat symbol can penetrate  
that.

CLOSE ON - WILYKIT AND WILYKAT

Their faces are blushing and they don't look very happy.

CHEETARA (VO during ABOVE SHOT)

What's the matter with you two?

WILYKIT

Well ... ah ah, you see, while  
you were gone we ...

CLOSE ON - LION-O

LION-O

(cutting her off)

Uh ... were bored to tears.  
They're just mad they missed  
the big adventure ...

PANTHRO

I guess things have been dull  
for you two lately ... tell you  
what ... how about tomorrow we  
have a lesson with the Nun-Chuks.  
There's a clearing in the woods  
where ...



CLOSE ON - THE THUNDERKITTENS

They look up, their eyes wide with alarm.

WILYKIT & WILYKAT  
(together)

NO!

CLOSE ON - PANTHRO

He cocks his head in surprise.

WILYKIT (VO)  
Ah, that is, uh -- du -- thanks  
but ... ah ... no thanks!

LION-O  
They mean they have a lot to do  
tomorrow.

TYGRA  
Oh?

LION-O  
First they have to finish their  
work in the Weapons Room. Then  
I promised them a lecture.

PANTHRO  
(interested)  
A lecture on what?

CLOSE ON - THE THUNDERKITTENS

They are smiling now.

LION-O (VO during ABOVE SHOT)  
(musingly)  
Oh, I don't know. Maybe weapon  
safety.

CLOSE ON - LION-O

He winks.

FADE OUT.

END EPILOGUE

TIME: 1:06