



RECORDING
SCRIPT # 75

Lorimar-Telepictures Corporation

Presents



A

RANKIN/BASS PRODUCTION

"MUMM-RA LIVES"
PART V

Written By

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THUNDERCATS
RE-CAP OPENING
FOR EPISODE #75

SEQUENCE FROM EP. #74

NARRATION AND DIALOGUE

FADE IN:

1. SNARFER'S SHIP
en route to Third
Earth.

In the last episode of ThunderCats,
Snarf's nephew ...

2. SNARFER, inside
his ship, speaks to
THE THUNDERCATS on
the communication
system.

Snarfer, came to Third Earth to
look after The Tower of Omens.

3. SNARFER's ship
lands on DARKSIDE
and he pops up
out of the hatch.

Snarfer found himself in Darkside ...

4. TUG-MUG pursues
SNARFER, who burrows
to escape.

... and barely escaped the Luna-
Tics.

5. MUMM-RA transforms,
the stone MAN/BEAST
STATUES circling him.

Meanwhile, Mumm-Ra regained all
his old powers -- and emerged even
more terrible than before!

MUMM-RA
(existing dialogue)
ANCIENT SPIRITS OF EVIL ...
TRANSFORM THIS DECAYED FORM ...
TO MUMM-RA THE EVER-LIVING!

6. His transformation
is complete.

NARRATOR
How will the ThunderCats resist
Mumm-Ra and his mighty new powers?

MUSIC UP AND OUT.

FADE OUT.

END OPENING

TIME: _____

PART ONE

EXT: MUMM-RA'S PYRAMID - DAY
 ESTABLISH - THE PYRAMID

as lightning flashes from the obelisks to the pyramid tip and thunder ROLLS.

CLOSE IN ...

INT: MUMM-RA'S PYRAMID - DAY

MUMM-RA (in his monster form) gives MA-MUTT his instructions.

MUMM-RA
 Listen to me, Ma-Mutt ...
 listen to your master, Mumm-Ra
 the Ever-Living ...

MA-MUTT whines (SFX).

MUMM-RA (contd)
 I have a plan ... a THUNDERCAT
TRAP ... and our friends, the
 Luna-Tics have just the bait
 we need!

He wraps his cloak around his muscular body and, LAUGHING WILDLY, flies up and OUT OF FRAME.

MA-MUTT looks up at the departing MUMM-RA, cocking his head and WHINING. He wants to follow -- but MUMM-RA's voice booms down to him.

MUMM-RA (OC)
 Stay here and guard the pyramid,
 Ma-Mutt ...
 (his voice fades)
 Guard the pyramid ...

WIPE:

EXT: TOWER OF OMENS - DAY
 ESTABLISH - THE TOWER

as SNARF's angry voice is heard.

SNARF (OC)
 (calls)
 Snarfer?
 (beat)
 Where is he?

CUT TO:

INT: TOWER OF OMENS - BASEMENT POWER ROOM - DAY

The basement is filled with piping, switchboards, generators, wiring looms, contact breakers, large storage areas with crates and sacks ...

SNARF rounds the corner of a compact generator. He carries a clipboard and he's self-important and impatient.

SNARF

SNARFER!

SNARFER hurries to join SNARF, screeching to a halt half an inch from SNARF, who flinches, then quickly regains his composure.

SNARF

What kept you?

SNARFER

Uhhhh ...

SNARF

Never mind! Did you check the pressure gauges?

SNARFER

Yup! Yessir, Uncle Snarf!
Sure did! Right on the money:
78 pounds per square inch!

SNARF reacts, angry and horrified.

SNARF

78 pounds?! It should be at
least 94!

SNARFER scratches his head, embarrassed.

SNARFER

Gee, are you sure, Uncle Snarf
... for a generator this small?

He indicates the generator beside them.

SNARF consults his clipboard and frowns, then umms and ahhs ...

SNARF

(blustering)

Oh ... ahh ... yes ... quite
right ... Just testing you ...
Of course, Cats' Lair is
different --

(MORE)

SNARF (contd)
 (he interrupts himself
 -- ears shooting up)
 Cats' Lair! The communications
 hook-up with Cats' Lair! I
 forgot to do it!

SNARFER
 That's OK, Uncle Snarf. I did
 that already. Panthro and
 Lion-O are talking right now!

CUT TO:

INT: TOWER OF OMENS/CAT'S EYE CONTROL ROOM - DAY

LION-O is on the line to PANTHRO, whose image IS SHOWN
 on THE SCREEN OF OMENS.

LION-O
 If we're going to stand a chance
 against The Luna-Tics, Panthro,
 we have to have a proper, coordi-
 nated plan of action.

CLOSE ON - PANTHRO

PANTHRO
 We'll come over to The Tower
 of Omens now, Lion-O -- and
 we'll all figure it out
 together.

WIPE:

EXT: SKYTOMB - DARKSIDE - DAY
 ESTABLISH

AND CLOSE IN ...

INT: SKYTOMB - FURNACE ROOM - DAY

TUG-MUG and SHIVERS are walking the gantries which over-
 look the WOLLO, BOLKIN and BRUTEMEN SLAVES.

RED-EYE is at the control panel. He makes some final
 adjustments then looks up and moves across to TUG-MUG
 and SHIVERS.

RED-EYE
 We're ready to switch to
 automatic fuel feed now.

He jerks his thumb down at the toiling SLAVES.

RED-EYE (contd)
 We can jettison these dumb
 slaves!

He is interrupted as MUMM-RA materializes in a massive flash of light -- which makes ALL THREE LUNA-TICS recoil.

MUMM-RA

NO! You fools ... You cannot get rid of these slaves!

SHIVERS

But, Mumm-Ra ... who needs them? They're dead weight ...

TUG-MUG

We'll be better off without them.

MUMM-RA

They are the perfect bait for the ThunderCats!

RED-EYE

(puzzled)

Bait? You mean the Thunder-Cats will try to rescue them?

TUG-MUG

(equally puzzled)

Why? They are worthless slaves!

MUMM-RA

The ThunderCats have the foolish notion that all life is precious. Rest assured, they will come here -- and we will profit from their weakness!

WIPE:

INT: TOWER OF OMENS/CAT'S EYE CONTROL ROOM - DAY

LION-O, PANTHRO, TYGRA, CHEETARA, BEN-GALI, PUMYRA and LYNX-O are gathered.

ESTABLISH - THIS GATHERING IN A BRIEF WIDE SHOT

then:

ANGLE ON - PANTHRO

PANTHRO

There's no way we can deal with Skytomb until we free the Brute-men, the Wollos and the Bolkin slaves ...

ANGLE ON - LION-O

who nods his agreement.

LION-O

You're right, Panthro! If we
attack Skytomb, we could injure
a lot of innocent people.

ANGLE ON - CHEETARA

frowning.

CHEETARA

There's another problem, too.

ANGLE ON - TYGRA

TYGRA

There's only one other problem
on Third Earth -- Mumm-Ra!

CHEETARA

Exactly! We may not have seen
him around for a while ...
(she holds her hands
to her head)
... but I know he's still around!
I can feel it.

ANGLE ON - BEN-GALI

BEN-GALI

That's good enough for me!
Mumm-Ra lives ...

CLOSE ON - LYNX-O

thoughtful.

LYNX-O

Well ... there's one way to find
out for certain ...

LION-O turns to LYNX-O.

LION-O

How's that, old friend?

LYNX-O turns to CHEETARA.

LYNX-O

You'll only know for sure that
Mumm-Ra is still around when
(MORE)

LYNX-O (contd)
 one of you actually sees him!
 But Cheetara and I don't have
 to see Mumm-Ra to know he's
 alive.

(he turns to
 Cheetara)
 Let's you and I go to the Dark
 Pyramid! If Mumm-Ra's alive,
 we'll know it! We'll feel it!

ANGLE ON - CHEETARA

smiling her agreement.

CHEETARA
 I'm with you, Lynx-O!

CLOSE ON - LION-O

who frowns ... a moment's thought ... then comes to a
 decision.

LION-O
 It's agreed, then. Cheetara
 and Lynx-O will check out the
 Dark Pyramid.

(he turns to Ben-
 Gali)
 Ben-Gali, you stay here --

BEN-GALI steps forward, interrupting.

BEN-GALI
 But, Lion-O ... I'll miss all
 the action!

LYNX-O places a restraining hand on his arm.

LYNX-O
 We all have a part to play,
 Ben-Gali. Lion-O is Lord of
 the ThunderCats and you must
 respect his decision. Wilykat
 and Wilykit are on duty at Cats'
 Lair -- you will be on duty
 here ...

BEN-GALI hangs his head, disappointed.

PANTHRO puts a consoling arm around his shoulders.

PANTHRO
 Besides, the Tower of Omens
 is not fully operational yet --
 (MORE)

PANTHRO (contd)
and it's a ton of Thundrillium to a
Bolkin's bonnet that we'll need
your help before the day's out!

BEN-GALI
I guess so ...

ANGLE ON - LION-O

LION-O
The rest of us will travel to
the Darkside and find Skytomb.
Once we've freed the slaves,
we'll deal with those miserable
Luna-Tics.

CLOSE ON - PANTHRO

starting to move ...

PANTHRO
If we're going to do it --

ALL THUNDERCATS
-- LET'S DO IT!

They run from the room -- except for BEN-GALI, who stands,
disconsolate.

DISSOLVE TO:

EXT: TOWER OF OMENS - DAY

THE THUNDERCLAW TAKES OFF, WITH CHEETARA AND LYNX-O
ABOARD. IT CLIMBS, TURNS AND BANKS -- HEADING IN THE
OPPOSITE DIRECTION TO THE THUNDERTANK.

A moment later, THE THUNDERTANK roars out, across the
drawbridge and away. LION-O and PANTHRO are in the cock-
pit, the OTHERS in back (as yet unseen).

WIPE:

EXT: MUMM-RA'S PYRAMID - DAY
ESTABLISH - THE PYRAMID

with lightning flashing from the obelisk tips to the
apex of THE PYRAMID itself.

THE THUNDERCLAW swoops INTO FRAME.

ANGLE ON - CHEETARA AND LYNX-O

aboard THE THUNDERCLAW.

LYNX-O looks around, his ears rotating, glowing ...

LYNX-O
I cannot feel Mumm-Ra's presence,
Cheetara ...

CHEETARA
The only way to be sure is to
land and find a way into that
miserable place ...

THE THUNDERCLAW zooms down to land beyond THE PYRAMID.

WIPE:

EXT: FOREST OF MISTS - DAY
ESTABLISH - THE FOREST OF MISTS

the infinitely high, cliff-like barrier to DARKSIDE.

THE THUNDERTANK ENTERS FRAME and cruises along the edge
of the MISTS.

CUT TO:

INT: THUNDERTANK - DAY

LION-O and PANTHRO are in the cockpit, the OTHERS in back
(as yet unseen).

LION-O
If I remember right, the
opening through to Darkside
should be coming up any moment ...

PANTHRO
Then I guess it's time to switch
on the fog lamp! Let's hope it
works ...

He reaches forward ...

LION-O
(laughs)
It'll work, Panthro. Nothing
you invent would dare not to
work!

PANTHRO flicks the switch.

CUT TO:

EXT: THUNDERTANK - DAY
ANGLE ON - THE FRONT OF THE THUNDERTANK

A panel slides back and the enormously powerful FOG LAMP
illuminates.

WIDER

as THE THUNDERTANK turns 90 degrees -- now running directly at THE FOREST OF MISTS and not parallel to it.

THUNDERTANK POV

THE FOG LAMP cuts a narrow beam right through THE MISTS -- and REVEALS the opening.

LION-O (VO)
There it is!

CUT TO:

INT: THUNDERTANK - DAY

PANTHRO reaches for a lever ...

PANTHRO
Hold onto your hats!

He pulls the lever back.

THE THUNDERTANK's engines ROAR.

CUT TO:

EXT: THUNDERTANK - DAY

THE THUNDERTANK leaps, cat-like, up into the opening which leads through THE FOREST OF MISTS -- and disappears from sight.

WIPE:

INT: TUNNELS/CHAMBERS BENEATH THE PYRAMID - DAY

(NOTE: It is possible that these locations can be recycled from "THUNDERCATS-HO!")

CHEETARA moves stealthily down the center of a gloomy tunnel, one side of which is lined with mummy cases.

LYNX-O moves along one wall, running his hands over the strange hieroglyphics carved there.

LYNX-O
I have the strange feeling that,
for all its evil, this place has
known great forces for good ...

CHEETARA
(grim)
Must have been in the mists of
antiquity, Lynx-O ...

CLOSE ON - LYNX-O'S FEET

moving forward. Right beside one foot is a TALISMAN -- a strangely-shaped symbol carved from a gnarled piece of wood. (NOTE: This TALISMAN must not take the form of any known religious symbol ... cross or star, for example.)

As LYNX-O's foot moves toward THE TALISMAN, CHEETARA continues OFF CAMERA.

CHEETARA (contd OC)
-- this has been Mumm-Ra's home
for thousands of year ...

LYNX-O's foot comes down on THE TALISMAN.

LYNX-O (OC)
Wait ...

LYNX-O bends down INTO FRAME and picks up THE TALISMAN.

LYNX-O
What is this?

CHEETARA ENTERS FRAME and they BOTH look at the strangely carved piece of wood.

CHEETARA
It looks like some kind of ...
symbol ...

LYNX-O
A talisman of some sort ... It
does not feel as though it
belongs in a place of evil ...

WIPE:

EXT: FOREST OF MISTS - PASS - DAY

THE THUNDERTANK blasts through THE FOREST OF MISTS, its fog-lamp cutting a swath through the MISTS. THE TANK is forced to twist and swerve, leap and dive, to avoid the jagged rocks and massive petrified trees which comprise THE FOREST OF MISTS.

CUT TO:

INT: THUNDERTANK - DAY
LION-O/PANTHRO POV - A WILD ROLLER-COASTER RIDE THROUGH
THE FOREST

(possibly recycled from earlier passages through THE
FOREST OF MISTS).

In the distance, the exit of the pass through THE FOREST appears ...

CUT TO:

EXT: FOREST OF MISTS - DAY
ANGLE ON - THE DARKSIDE EDGE OF THE FOREST OF MISTS

as THE THUNDERTANK bursts out and into DARKSIDE, springing down onto the ground like a cat.

LION-O (OC)
Great ride, Panthro!

Now LION-O, PANTHRO, TYGRA and PUMYRA leap down from THE THUNDERTANK and gather in a huddle.

LION-O
We'll cover more ground if we
split up ... we'll meet back
here in two hours!
(he raises his
clenched fist)
HO!

PANTHRO, TYGRA, PUMYRA
HO!

They ALL take off in different directions -- PANTHRO leaping back into THE THUNDERTANK.

CUT TO:

EXT: SKYTOMB - DAY
ESTABLISH - SKYTOMB

and CLOSE IN.

MUMM-RA (OC)
Luna-Tics ...

CUT TO:

INT: SKYTOMB CONTROL - DAY

MUMM-RA faces THE LUNA-TICS, LUNA, AMOK, RED-EYE -- at the control panel, ALURO, TUG-MUG and SHIVERS.

MUMM-RA (contd OC)
... The ThunderCats are here!

RED-EYE turns angrily from his control panel.

RED-EYE
How can they be, Mumm-Ra?
(MORE)

RED-EYE (contd)
 (he indicates his
 instruments)
 The sensors haven't picked up
 any signals!

MUMM-RA
 (extreme scorn)
 Hah! Sensors! I, Mumm-Ra the
 Ever-Living have survived on
 Third Earth for thousands of
 years without sensors! I have
 no need of your feeble-minded
 technologies! Sensors or no
 sensors, I tell you, the
ThunderCats are here!

ANGLE ON - LUNA

safe with AMOK.

LUNA
 Well, Luna-Tics, the Thunder-
 Cats have come here to find
 us ... so, let us go out and
greet them!

CUT TO:

EXT: SKYTOMB - DAY

The door in the base of SKYTOMB opens and RED-EYE, ALURO,
 TUG-MUG and SHIVERS run out -- splitting and heading
 off in different directions.

WIPE:

EXT: DARKSIDE - DAY
 CLOSE ON - TYGRA

moving through the strange DARKSIDE terrain, cautious
 and stealthy.

PULL BACK TO REVEAL that TYGRA is moving along a rocky
 overhang.

PAN DOWN TO SHOW RED-EYE, moving in parallel with TYGRA,
 beneath him.

TYGRA cannot see RED-EYE, but ...

CLOSE ON - RED-EYE

who looks up toward TYGRA.

His eyes glow red.

HIS POV

(RED-EYE SPECIAL heat-sensitive POV) RED-EYE SEES TYGRA through the rocky ledge that separates them. TYGRA appears as a TYGRA-shaped grid of squares.

ANGLE ON - RED-EYE

as he withdraws THE SIDEWINDER and prepares to launch it at TYGRA.

THE SIDEWINDER is a missile-like projectile which RED-EYE throws like a football. It is a heat-seeking device which locks onto its target, delivers one of a variety of weapons when it reaches its target, and then returns, boomerang-like to RED-EYE's hands.

WIDER

as RED-EYE throws THE SIDEWINDER ...

... it curves up around the rocky ledge separating RED-EYE from TYGRA.

CLOSE ON - TYGRA

reacting as THE SIDEWINDER SCREAMS INTO VIEW ... he recoils ...

... and falls back off the ledge.

STAY WITH TYGRA

as he maneuvers acrobatically into the air, landing on the ground a few yards from RED-EYE.

As he lands, THE SIDEWINDER returns to RED-EYE's hands and RED-EYE points it directly at TYGRA.

RED-EYE
Looking for me, ThunderCat?

TYGRA whirls ... SEES RED-EYE -- and reacts, CRACKING his bola whip ... wraps around him ...

TYGRA
Now you see me ...

... The whip wraps around him and TYGRA disappears.

TYGRA (contd)
Now you don't!

CLOSE ON - RED-EYE

whose eyes glow fiercely.

RED-EYE
Wrong, ThunderCat!

RED-EYE'S (EFX) POV

TYGRA appears as a grid of colored squares.

RED-EYE presses a button on THE SIDEWINDER.

CLOSE ON - THE SIDEWINDER

as its nose cone opens and a red, CRACKLING force-field blasts out at TYGRA.

It hits the spot where TYGRA was standing when he disappeared -- and envelops TYGRA, so that he can now BE SEEN as a CRACKLING RED silhouette.

TYGRA's silhouette struggles -- as if he were shrink-wrapped in a tough plastic coating, which also muffles his words so that his efforts to free himself produce nothing more than violent VSFX.

FULL FRAME - TYGRA'S STRUGGLING, RED-SILHOUETTED FORM.

RED-EYE (OC)
You came to find Skytomb,
ThunderCat ...

RED-EYE points THE SIDEWINDER at TYGRA and presses the button again.

A red flash of light streaks from THE SIDEWINDER to TYGRA and lifts him up into the air, still struggling.

RED-EYE (contd OC)
... I'll take you there!

RED-EYE moves off ... and the levitated, red-wrapped TYGRA follows, floating behind him.

WIPE:

EXT: MUMM-RA'S PYRAMID - DAY
ESTABLISH - THE PYRAMID

and its thunder and lightning ...

CLOSE IN:

CUT TO:

INT: MUMM-RA'S PYRAMID - DAY

LYNX-O and CHEETARA enter the main chamber, wary and awed, looking around and up at THE MAN/BEAST STATUES.

As they look away from THE STATUES, THE STATUES' eyes flash -- a brief instant of life unseen by either THUNDERCAT.

The atmosphere is extremely ominous ...

CHEETARA
(whispers)
I have no feeling that Mumm-Ra
is here ...

LYNX-O's ears rotate, twitching ...

LYNX-O
No, Cheetara, Mumm-Ra is not --

SHOCK CUT TO:

MA-MUTT

explodes INTO VIEW, SHRIEKING, from behind the sarcophagus -- and flies into CHEETARA's and LYNX-O's faces.

They cry out (VSFX) in shock, the impact of MA-MUTT's attack knocking them backwards onto the ground.

THE MAN/BEAST STATUES start to move, CREAKING, eyes glowing, closing in on CHEETARA and LYNX-O.

CHEETARA/LYNX-O POV - THE FOUR STATUES

closing in ... then MA-MUTT flying at them, teeth bared ... closer and closer ... SHRIEKING ... FILLING FRAME.

FADE OUT.

END PART ONE

TIME: _____

PART TWO

FADE IN:

INT: MUMM-RA'S PYRAMID - DAY

NOTE: EXISTING ANIMATION AND DIALOGUE WILL BE USED TO
BEGIN THIS SEQUENCE.

THE MAN/BEAST STATUES start to move in.

ANGLE ON - CHEETARA AND LYNX-O

shocked!

CUT TO:

THEIR POV

as MA-MUTT explodes toward them, shrieking.

NOTE: END EXISTING ANIMATION.

ANGLE ON - CHEETARA AND LYNX-O

CHEETARA and LYNX-O struggle to get up from the ground as MA-MUTT strikes -- grasping CHEETARA's shoulder in his jaws and knocking her back to the ground.

LYNX-O, however, manages to regain his feet, then turns and stoops to CHEETARA, trying to help her.

CHEETARA'S POV

Over LYNX-O's shoulder, she SEES the FOUR MAN/BEAST STATUES closing in.

CHEETARA

Lynx-O! Look out! Behind you!

LYNX-O turns, drawing THE TALISMAN from his belt, and lashes out blindly with it.

INSERT - CLOSE UP - THE TALISMAN

which flashes as it zips by THE MAN/BEAST STATUES' noses.

THE MAN/BEAST STATUES recoil, CREAKING violently. Cracks appear in their structures.

CLOSE ON - LYNX-O

holding THE TALISMAN up to his face, running his hand over it.

LYNX-O
The Talisman! It has some kind
of power!

ANGLE ON - CHEETARA

struggling to throw MA-MUTT off her.

LYNX-O stoops and makes a pass with THE TALISMAN -- which
flashes with light when it confronts MA-MUTT.

MA-MUTT shrieks, releases CHEETARA and backs away.

LYNX-O makes another pass with THE TALISMAN -- and now
THE MAN/BEAST STATUES, cracking and disintegrating, CRY
OUT ...

MA-MUTT SCREAMS ...

There is an explosion of white light, whose source is
THE TALISMAN ...

... the explosion grows until it WHITES OUT THE SCENE.

CUT TO:

EXT: PYRAMID - DAY
FULL FRAME - MUMM-RA'S PYRAMID

A tiny pinpoint of white light pierces the side of the
pyramid -- then grows with astonishing speed, "melting"
the pyramid walls until it FLARES THE ENTIRE SCREEN
OUT ...

... LYNX-O and CHEETARS are expelled from the pyramid
in this explosion of light ...

... and sprawl on the ground in cat-like movements.

The light fades and the pyramid returns to normal.

ANGLE ON - CHEETARA AND LYNX-O

THE TALISMAN still in LYNX-O's hand.

CHEETARA
Wha ... what happened?

LYNX-O
I ... I don't know ...
(he holds up the
Talisman)
... but this Talisman seems
to have some kind of life-
force ... a power that
fights evil ...

ZOOM IN TO:

CLOSE UP - THE TALISMAN.

WIPE:

EXT: DARKSIDE - DAY

THE THUNDERTANK is parked at the bottom of a steep hill.

PAN UP FROM THE THUNDERTANK TO FIND:

PANTHRO, standing on top of the hill, scanning the surrounding countryside.

PANTHRO (VO-THOUGHTS)
No sign of that blasted Skytomb
anywhere ...

He turns and bounds down the hill in a series of acrobatic moves ... ending with a tremendous double somersault which catapults him to THE THUNDERTANK's side.

He does a huge double take ...

PANTHRO
Whaaa?

ALURO is sitting in the cockpit.

PANTHRO (contd)
(fighting mad)
You've got a brass neck, friend!
Now ... get out of here!

ALURO
Relax, ThunderCat ... You won't
be needing the ThunderTank
where you're going!

PANTHRO unships the nun-chuks.

PANTHRO
Are you going to go the easy
way ...
(he whirls the nun-
chuks)
... of the painful way?

ALURO
Put those toys away, Thunder-
Cat, you don't stand a chance.

CLOSE ON - PANTHRO

who frowns ... seems to get dizzy ...

ALURO (contd OC)
 You don't stand a chance! No
 one stands a chance against ...

PANTHRO'S POV - ALURO

who seems to get bigger, looming up over him (PANTHRO).

ALURO
 ... me. There's no point in
 fighting. Whatever you do,
 I'll have an answer ...

CLOSE ON - PANTHRO

distressed ... apparently fearful.

PANTHRO (VO-THOUGHTS)
 He's right! There's nothing
 I can do ...

ALURO (OC)
 I'm better than you! Stronger
 than you! Give up!

As ALURO speaks, PANTHRO grows weaker and more fearful.

PANTHRO
 He's better than me! Stronger
 than me! I don't stand a
chance!

ALURO nonchalantly reaches out and flips the nun-chuks
 from PANTHRO's hands.

PANTHRO (contd)
 (protesting, but
 weak)
 No ...

Then ALURO flicks the nun-chuks at PANTHRO and the chain
 wraps itself around PANTHRO's chest and arms.

Still holding one end of the nun-chuks, ALURO revs
 THE THUNDERTANK and moves off.

ALURO
 (laughs)
 So primitive, these ThunderCats ...

THE THUNDERTANK moves off -- and PANTHRO is dragged along
 helplessly.

ALURO (contd)
 (fading as the
 ThunderTank moves
 off)
 ... but he'll probably make a
 first-class stoker!
 (laughs)

WIPE:

EXT: DARKSIDE - DAY

PUMYRA moves warily through DARKSIDE's strange countryside.

She parts some dense foliage and reacts.

PUMYRA
 SKYTOMB!

HER POV - SKYTOMB

quiet ... passive.

PUMYRA moves forward to get a better look ...

SHIVERS (OC)
 Welcome to Darkside ...

PUMYRA spins around and SEES SHIVERS, who smiles evilly at her.

SHIVERS (contd)
 ... ThunderCat!

SHIVERS' expression changes and she HISSES -- freezing vapors jetting toward PUMYRA.

PUMYRA springs to one side with cat-like grace -- and the vapor freezes the ground where she had been, a sparkling crystal sheet forming over the surface.

SHIVERS
 (snarls)
 I'll ice you yet, ThunderCat --
 or my name's not Shivers!

As PUMYRA lands, SHIVERS HISSES again -- and again vapor jets toward THE THUNDERCAT.

PUMYRA springs straight up in the air.

SHIVERS' vapor hits a tree and encases it in ice.

But now SHIVERS anticipates PUMYRA's next landing spot and, the instant THE THUNDERCAT touches the ground, SHIVERS fires another burst of vapor at her.

This time, the vapor strikes PUMYRA as she lands (VSFX)
 -- encasing her in ice and immobilizing her completely.

SHIVERS
 Scratched -- one frozen
 ThunderCat!
 (wild laugh)

WIPE:

EXT: DARKSIDE - DAY

LION-O moves through the strange DARKSIDE surroundings.
 Suddenly, THE EYE OF THUNDERA GROWLS and glows.

LION-O (VO-THOUGHTS)
 Danger!

He draws THE SWORD and puts it to his eyes.

LION-O
 SWORD OF OMENS ...

The crosspieces curl into eyepieces.

LION-O (contd)
 GIVE ME SIGHT BEYOND SIGHT!

LION-O SEES:

SKYTOMB ... then AN INTERIOR: SKYTOMB'S CONTROL CENTER
 -- with PANTHRO, TYGRA and PUMYRA imprisoned: PANTHRO
 bound by the nun-chuks' chains; PUMYRA immobilized in
 ice and TYGRA still trapped in RED-EYE's "cage." THE
 THUNDERCATS appear to be lifeless ... they do not
 struggle.

LION-O thrusts THE SWORD high in the air.

LION-O
 Thunder --

LUNA (OC)
 Help!

LION-O looks around, frowning, SWORD still held high.

LION-O
 (uncertain)
 Thunder --

LUNA (OC)
 Help me! Please help me!

LION-O
(very uncertain)
Thunder ...

LUNA (VO)
(very plaintive)
Heelllppp ...

LION-O lowers his SWORD and looks around.

LUNA (contd VO)
I'm over here ...

LION-O moves toward the sound and parts the undergrowth.

HIS POV - LUNA

is lying on her back -- helpless -- and (despite her inherently unpleasant appearance) pathetic and appealing.

LION-O (VO)
Who are you? What happened
here?

LUNA reaches her arms out to him -- like a baby.

LUNA
Please help me up ...

LION-O puts THE SWORD down and stoops to pick LUNA up.

The moment he touches LUNA ...

CLOSE UP - THE SWORD OF OMENA

It GROWLS and glows.

LION-O turns to THE GROWL ... frowning, confused.

AMOK looks up behind LION-O ... huge and powerful.

AMOK reaches for LION-O.

LION-O senses his presence at the last moment. He turns ...

LION-O
Whaaaat!

AMOK grabs him in a massive bear-hug, GROWLING deep in his chest.

AMOK's muscles bulge as he puts the pressure on LION-O.

LUNA
Squeeze him till the pips
squeak, Amok!

She struggles to her feet -- barely able to stand up on her own. She clenches her fists and pumps them up and down.

LUNA

Squeeze him!

With AMOK's huge arms around him, LION-O fights for breath, trapped, unable to move.

The struggle between LION-O and AMOK continues for a few brief moments ...

... then LION-O goes limp in AMOK's arms.

ZIP PAN:

EXT: THIRD EARTH SIDE OF FOREST OF MISTS - DAY

THE THUNDERCLAW, with CHEETARA and LYNX-O aboard, curves INTO FRAME.

Suddenly, CHEETARA clutches her head ... GROANS ...

THE THUNDERCLAW goes out of control.

LYNX-O

CHEETARA!

ZIP PAN:

EXT: DARKSIDE - DAY

AMOK GROWLS victoriously ... then looks down at LUNA, his big, dumb face breaking into a grin.

LUNA

Nice work, Amok! Good boy!
What would I do without you?

AMOK smiles happily and, cradling LION-O's limp form in one arm, he reaches down and picks LUNA up, putting her in place behind his horn.

LUNA (contd)

To Skytomb, Amok ... Back to
Skytomb as quickly as you can.

AMOK GROWLS and GRUNTS his agreement and lumbers off.

As he leaves ...

CLOSE IN ON - THE SWORD OF OMENS

lying on the ground.

ZIP PAN:

EXT: THIRD EARTH - THUNDERCLAW - DAY

THE THUNDERCLAW tumbles down toward the ground.

LYNX-O

CHEETARA!

CLOSE ON - CHEETARA

as she shakes her head ... regains control.

HER POV - THE EARTH

spinning up toward her.

CHEETARA grabs THE THUNDERCLAW's controls ...

WIDER

as THE THUNDERCLAW levels out -- inches above the ground
-- and then starts to climb.

ANGLE ON - LYNX-O

reaching out and touching CHEETARA's shoulder.

LYNX-O

Cheetara -- what happened?

CHEETARA

Lion-O's in danger! I know it!
I can feel it! We must find him!

LYNX-O

Then let us call the others --
Ben-Gali and the Thunder-
Kittens ... we will need help!

CHEETARA

There's not time, Lynx-O. Besides,
no one can pass through the Forest
of Mists until Panthro's fitted
all our vehicles with his special
fog lamps. Only you can navigate
to Darkside!

LYNX-O

But I don't have a Braille Board
with me!

CHEETARA

That's a risk we'll have to take.
We'll go slowly ... I'll follow
your directions to the inch!

CLOSE ON - LYNX-O

grave. His hands go to THE TALISMAN tucked into his belt.

LYNX-O

You must have a great deal of
faith in my abilities!

CHEETARA

I do, Lynx-O. Now ... let's
hit it!

THE THUNDERCLAW ROARS and streaks FROM FRAME.

ZIP PAN:

EXT: SKYTOMB - DAY
ESTABLISH - SKYTOMB

and CLOSE IN.

THE THUNDERTANK is parked next to THE LUNA-TICS'
fortress.

CUT TO:

INT: SKYTOMB CONTROL - DAY

The trapped THUNDERCATS (LION-O, PANTHRO, TYGRA and
PUMYRA) are lined up against one wall. LION-O is bound
from head to foot in chains.

LUNA and AMOK, RED-EYE, ALURO, SHIVERS and TUG-MUG are
in the room.

LUNA

Good work, my friends! You see
how well we work together ...
Teamwork is what counts!

ALURO

Hah ... it's nothing to do with
teamwork, Luna! The ThunderCats
are no match for us!

RED-EYE

They are primitives -- like the
Mutants!

SHIVERS

And hampered by outdated notions
of honor, truth, justice and
loyalty!

TUG-MUG

Any one of us could buy and sell
ThunderCats all day long! They
are worthless!

LUNA

And you are over-confident,
conceited fools!

AMOK GROWLS ... glowers at the OTHER LUNA-TICS.

THE LUNA-TICS look at each other angrily, MUMBLE and
MUTTER.

MUMM-RA (OC)

She's right!

THE LUNA-TICS turn as MUMM-RA appears in the room.

MUMM-RA (CONTD)

Do not underestimate the
ThunderCats ... after all, you
have only captured four of them
... there are still five out
there.

CUT TO:

EXT: FOREST OF MISTS - DAY

THE THUNDERCLAW bursts out of the pass through THE FOREST
OF MISTS, CHEETARA at the controls, LYNX-O standing behind
her, his hands on her shoulders.

CHEETARA

We did it! Some close calls --
but we made it!

LYNX-O smiles.

LYNX-O

More by good fortune than good
judgement, Cheetara ...

CHEETARA

Fortune favors the bold, Lynx-O ...

LYNX-O

Then let us hope it continues to
favor us!

THE THUNDERCLAW ROARS FROM VIEW.

WIPE:

INT: SKYTOMB - DAY

RED-EYE is at the control panel. He turns from it, his eyes glowing red, SCREAMING:

RED-EYE
Battle stations! Man the
defenses! We're under attack --

THE LUNA-TICS start to move ... but they are interrupted by the explosive entry of THE THUNDERCLAW, which simply smashes its way straight through the wall.

As it comes to a rest among all the wreckage, CHEETARA springs off THE THUNDERCLAW ... staff at the ready.

ANGLE ON - LION-O

as the impact of THE THUNDERCLAW seems to jolt him into life.

LION-O
Ahh ... uhh ... where am I?

HIS POV - THE WRECKAGE OF THE THUNDERCLAW

LYNX-O struggling to his feet ... CHEETARA whirling her staff and menaced by THE LUNA-TICS.

LION-O struggles against his chains. He tries to reach for THE SWORD OF OMENS ...

LION-O
The Sword of Omens ... where
is it ...

HE SEES:

that THE SWORD is not in THE CLAW SHIELD.

LION-O
SWORD OF OMENS ...

ANGLE ON - MUMM-RA

who whirls at the SOUND OF LION-O's voice.

MUMM-RA
No! Stop him, Luna-Tics ...

ANGLE ON - LION-O

straining against his bonds.

LION-O
... COME TO MY HAND!

ZIP PAN:

EXT: DARKSIDE - DAY
CLOSE ON - THE SWORD OF OMENS

lying where LUNA and AMOK left it on the ground.

LION-O's voice ECHOES ...

LION-O (OC)
... TO MY HAND ... MY HAND ...
HAND ... HAND ... HAND ...

CLOSE ON - THE SWORD

as it GLOWS and GROWLS ... then quivers, takes off ...
... and flashes through the air ...

TRACK THE SWORD OF OMENS, streaking through the air ...

ANGLE ON - SKYTOMB

THE SWORD zooms INTO FRAME ...

CLOSE ON - SKYTOMB CONTROL

as THE SWORD smashes through the wall and into SKYTOMB.

CUT TO:

INT: SKYTOMB CONTROL - DAY

THE SWORD flies to LION-O's hand.

With a massive, bellowing ROAR ...

... LION-O bursts free of his bonds.

QUICK CUTS:

AMOK ...

RED-EYE ...

SHIVERS ...

TUG-MUG ...

ALURO ...

... ALL recoil in astonishment at LION-O's power.

LION-O thrusts THE SWORD into the air.

LION-O
THUNDER -- THUNDER -- THUNDER --

THE SWORD grows and GROWLS.

LION-O (contd)
THUNDERCATS -- HO!

The THUNDERCAT signal flashes up into the air.

QUICK CUTS:

PANTHRO ...

TYGRA ...

PUMYRA ...

... their eyes flash and they burst free from their bonds, ROARING, muscles bulging.

THE THUNDERCATS regroup, shoulder to shoulder ...
CHEETARA and LYNX-O joining them ...

... facing THE LUNA-TICS.

MUMM-RA hurls himself at LION-O, his eyes blazing.

MUMM-RA
NO! You cannot escape me now!

LION-O thrusts THE CLAW/SHIELD up into MUMM-RA's face.

LION-O
Take a look at yourself,
Mumm-Ra!

CLOSE ON - MUMM-RA

confronted by the CLAW/SHIELD.

LION-O (contd OC)
The reflection you cannot face!

MUMM-RA'S POV - HIS REFLECTION IN THE CLAW/SHIELD

LION-O (contd OC)
The reflection of your own evil!

ANOTHER ANGLE - MUMM-RA AND HIS OWN REFLECTION

MUMM-RA roars with ... laughter.

Then, with a massively powerful swipe, he smashes the

CLAW/SHIELD from in front of him -- and with a second swipe he sends THE SWORD OF OMENS flying.

MUMM-RA

Think again, ThunderCat! When the ancients revived me -- they made me more powerful than ever before. My reflection means nothing to me now!

He spreads out his hands, LAUGHING INSANELY.

Red forcefields FLASH from his fingers -- hurling THE THUNDERCATS backwards, smashing them into the wall behind them.

During this action ...

MUMM-RA (contd)

And now, nothing stands between you and total destruction!

CLOSE ON - LYNX-O

who struggles to his feet, fumbling for THE TALISMAN.

He stands upright and holds THE TALISMAN in front of him, advancing on MUMM-RA.

LYNX-O

Your evil will never destroy the ThunderCats, Mumm-Ra!

MUMM-RA SEES THE TALISMAN.

THE TALISMAN FLASHES BRILLIANTLY.

MUMM-RA ROARS ... RECOILS ...

LYNX-O advances, THE TALISMAN held before him.

MUMM-RA is forced back, covers his eyes from the flashing brilliance of the strangely carved piece.

THE THUNDERCATS (LION-O, CHEETARA, PANTHRO, PUMYRA, TYGRA) regain their feet, watch in awe as LYNX-O drives MUMM-RA back.

THE LUNA-TICS are equally awed, unable to move against THE THUNDERCATS, shielding their eyes from the brilliance of the confrontation -- the flashing light from THE TALISMAN blinding them.

Then MUMM-RA turns ...

MUMM-RA
No! No! No!

... and flies from the room.

ANGLE ON - THE LUNA-TICS

ALURO
That Talisman! It is more
powerful even than Mumm-Ra!

SHIVERS
Whoever has it will defeat
Mumm-Ra ...

TUG-MUG
... and control Third Earth!

RED-EYE
I must have it!

RED-EYE advances on LYNX-O.

RED-EYE
Give it to me, old man ...

SHIVERS shoves RED-EYE out of the way.

SHIVERS
No! I will take it!

ALURO thrusts himself forward.

ALURO
It will be mine!

LUNA waves her arms, panicking, while AMOK growls
uncomprehendingly.

LUNA
Stop this, Luna-Tics! We must
not fight amongst ourselves ...
we must not --

Then she is knocked flying from the safety of her perch
as TUG-MUG charges through ...

TUG-MUG
Give me the Talisman ...

ANGLE ON - LYNX-O

the TALISMAN held high.

LYNX-O
Take it! It's yours!

He hurls it away from him ...

... and THE LUNA-TICS dive for it, SHOUTING and fighting for its possession.

LUNA lies where she fell, feebly waving her arms and legs ...

LUNA
No! No! We must work together
... Stop this ... stop it ...

ANGLE ON - THE THUNDERCATS

LION-O and PANTHRO step forward and gently take hold of LYNX-O ...

PANTHRO
I think this is as good a time
as any to get out of here!

LION-O
I'm with you, Panthro!

CUT TO:

EXT: SKYTOMB - DAY

THE THUNDERCATS burst out of SKYTOMB and pile aboard THE THUNDERTANK.

THE THUNDERTANK's engine ROARS.

THE THUNDERTANK wheels and its tracks spin, kicking up dirt.

As THE THUNDERTANK accelerates FROM FRAME ...

THUNDERCATS
THUNDERCATS -- HO!

FADE OUT.

END PART TWO

TIME: _____

EPILOGUE

FADE IN:

EXT: THE TOWER OF OMENS - DAY

THE THUNDERTANK is parked outside THE TOWER.

CUT TO:

INT: CAT'S EYE CONTROL ROOM - DAY

ALL THE THUNDERCATS -- LION-O, PANTHRO, TYGRA, CHEETARA, THE THUNDERKITTENS, LYNX-O, BEN-GALI and PUMYRA are gathered in this room.

ESTABLISH - THIS SETUP

as PANTHRO speaks.

PANTHRO

That's the closest shave yet,
ThunderCats!

CLOSE ON - TYGRA

nodding his agreement.

TYGRA

It seems that whatever we can
do, the Luna-Tics can do it
better!

TWO SHOT - WILYKIT AND WILYKAT

looking irritated.

WILYKIT

And we missed all the action!

WILYKAT

Yeah ... stuck on duty in Cats'
Lair!

CLOSE ON - BEN-GALI

smiling ruefully in agreement.

BEN-GALI

I know just how you feel,
ThunderKittens.

ANGLE ON - LYNX-O

at the Braille Board.

LYNX-O

Now wait a minute ... we're a team! That's our strength.

CHEETARA steps up to LYNX-O -- puts a hand on his shoulder.

CHEETARA

And everyone in the team has a part to play -- guarding Cats' Lair ...

SNARFER enters, carrying a huge, oily wrench.

SNARFER

... fixing the plumbing ...

SNARF enters carrying a huge dish of apple pie.

SNARF

... or making apple pie!

ANGLE ON - PUMYRA

laughing.

PUMYRA

Thank Jaga the Luna-tics haven't learned to work together.

CLOSE ON - LION-O

grim.

LION-O

They will, Pumyra ... They will. And when they do, we better be prepared!

WIDE SHOT - ALL THE THUNDERCATS

raising hands in their salute.

THUNDERCATS

THUNDERCATS -- HO!

FADE OUT.

END PART FIVE

TIME: _____



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