



RECORDING SCRIPT

THUNDERCATS #88

THUNDERCATS

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"RUNAWAYS"

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Written By

BILL RATTER

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TCATS#88

RANKIN/BASS PRODUCTIONS  
One East Fifty-Third Street  
New York, New York 10022

(212) 759-7721

PART ONE

FADE IN:

EXT: THIRD EARTH - CATS' LAIR - DAY  
ESTABLISH CATS' LAIR

and CLOSE IN ...

WILYKAT (OC)  
Come on, Wilykit, let's see if  
Panthro has anything for us to  
do.

CUT TO:

INT: CATS' LAIR - CONTROL ROOM - DAY

PANTHRO sits at his controls pressing various buttons  
on the control panel in front of him.

The SCREEN in front of him shows a WIDE ANGLE of the  
COUNTRYSIDE.

TWO SHOT - WILYKIT AND WILYKAT

as they enter the CONTROL ROOM.

WILYKIT  
We're at a loose end, Panthro ...

WILYKAT  
Yeah ... we're bored. Isn't  
there something we can do for  
you?

WILYKIT  
Something we can help you with?

ANGLE ON PANTHRO

concentrating. He continues to jab various buttons and  
does NOT turn around to look at the KITTENS.

PANTHRO  
(dismissive)  
Uh ... no thanks, ThunderKittens.  
I don't think there's anything I  
need you for today. Go out and  
have fun ... or something ...

TWO SHOT - WILYKIT AND WILYKAT

who exchange gloomy, resigned and somewhat resentful  
looks.

WILYKIT

(sotto -- a bit sarcastic)

Gee, thanks ...

The KITTENS turn and leave the CONTROL ROOM.

CUT TO:

INT: LION-O'S BEDROOM - CATS' LAIR - DAY

When the KITTENS enter LION-O's BEDROOM they find LION-O sitting on his bed polishing the SWORD OF OMENS. He looks up, surprised.

LION-O

Wilykat! Wilykit! What do you want?

WILYKIT and WILYKAT stand in the doorway of his BEDROOM.

WILYKIT

We're bored, Lion-O. Can you give us something to do?

WILYKAT

(a bit desperate)

Anything! Just so's we feel useful.

LION-O continues to polish the SWORD OF OMENS, frowning.

LION-O

Things are so quiet around here --  
I don't think there's anything  
for you to do ...

WILYKIT moves forward and sits down beside LION-O on the BED.

WILYKIT

We'll do anything, Lion-O, just name it.

LION-O

Thanks, Wilykit, but I guess everything's under control.

WILYKAT

(sarcastically)

Seems we're just not needed  
around here. Come on, Wilykit.

WILYKIT and WILYKAT walk out of LION-O's BEDROOM. LION-O looks thoughtfully after them.

FADE TO:

INT: CATS' LAIR - CORRIDOR - DAY

WILYKIT and WILYKAT walk down a corridor in CATS' LAIR.

WILYKAT

We're wasted here, Wilykit.

WILYKIT

We might as well not be here at all!

We might as well not be ThunderCats.

WILYKAT stops walking.

WILYKAT

You're right! We might as well  
NOT BE HERE! Wilykit, let's get  
out of here! Leave Cats' Lair.

WILYKIT

(excited)

You mean ... run away?

WILYKAT

Sure! Why not?

ANGLE ON WILYKIT

frowning.

WILYKIT

I don't know, Wilykat. Lion-O  
and the others would worry ...

WILYKAT

They won't even notice. They  
hardly know we exist.

(beat)

Anyway ... what does it matter  
if they do worry. It'll teach  
them a lesson for ignoring us.

ANGLE ON WILYKIT

brightening.

WILYKIT

It would be like an adventure  
... Going out into the real  
world. Being treated like  
ThunderCats and not like kids  
who can't take care of themselves.

She makes her decision. Looks determined.

WILYKIT

OK, Wilykat! Let's do it!

FLIP TO:

EXT: CATS' LAIR - HANGAR - DAY

WILYKIT and WILYKAT on their SPACEBOARDS zoom out from the HANGAR at the base of CATS' LAIR. Strapped to each SPACEBOARD are some blankets and other, similar belongings.

CUT TO:

INT: CATS' LAIR - COUNCIL ROOM - DAY

SNARF lies at his widow, fast asleep.

Through the window WE SEE WILYKIT and WILYKAT on their SPACEBOARDS moving away from CATS' LAIR.

CUT TO:

EXT: COUNTRYSIDE - DAY

WILYKIT and WILYKAT aboard their SPACEBOARDS skim across the COUNTRYSIDE.

ANGLE ON WILYKAT

WILYKAT

(shouts)

Let's stop for some food at the  
Berbil Village, Wilykit.

They zoom from FRAME.

DISSOLVE OR WIPE TO:

EXT: THIRD EARTH - BERBIL VILLAGE - DAY

RO-BER-BIL stands in front of a mass of boxes and sacks. WILYKIT and WILYKAT stand to one side of RO-BER-BIL.

WILYKAT

We'll have two sacks of candy  
fruit, please, Ro-Ber-Bil.

RO-BER-BIL

You got it, ThunderKittens.

He reaches down and grabs two sacks of candy fruit, which he heaves onto THE KITTENS' spaceboards.

RO-BER-BIL (contd)

Are you on a ThunderCat mission,  
ThunderKittens?

WILYKAT and WILYKIT exchange guilty looks.

WILYKIT

A ThunderCat mission? Ah ...  
yes, Ro-Ber-Bil.

WILYKAT

A secret mission -- so don't say  
anything to anyone.

RO-BER-BIL's eyes light up.

RO-BER-BIL

Oh, you can trust me. My lips  
are sealed.

The THUNDERKITTENS step up onto their spaceboards.

WILYKIT

Thanks, Ro-Ber-Bil.

WILYKAT

'Bye!

The two spaceboards zoom away.

RO-BER-BIL waves goodbye.

RO-BER-BIL

Good luck, ThunderKittens!

WIPE TO:

INT: CATS" LAIR - COUNCIL ROOM - DAY

SNARF sits by his window rubbing his eyes. He yawns,  
an ENORMOUS yawn.

SNARF

Snarf ... time to make some  
candy fruit canapes. Maybe  
the Kittens would like to help me.

SNARF gets up from his window and leaves the COUNCIL ROOM.

CUT TO:

EXT: COUNTRYSIDE - DUSK

WILYKIT and WILYKAT skim across the COUNTRYSIDE on their  
SPACEBOARDS attached to which are their blankets and  
provisions.

WILYKIT

We should look for somewhere to sleep, Wilykat. It's beginning to get dark.

ANGLE ON WILYKAT

shivering.

WILYKAT

And cold!

In the distance, several rocks protrude from the COUNTRYSIDE. These rocks are tall and thin and covered in thick vines. Around the rocks are mystical looking bushes and trees.

WILYKIT (OC)

How about over there. Behind those rocks.

WILYKAT (OC)

We'll take a look.

FLIP TO:

The KITTENS' SPACEBOARDS are parked side by side in the bushes that surround the protruding rocks.

WILYKAT tramples through the bushes and picks shiny yellow berries from the bushes.

WILYKIT walks around one of the protruding rocks, peering into small hollows in the rock's face.

SUDDENLY WILYKIT stumbles and falls onto the ground.

WILYKIT

Oofff!!!

WILYKIT'S POV

a hollow at the base of the rock.

WILYKIT eases herself up from the ground and dusts herself down.

WILYKIT

(shouts)

Hey, Wilykat, I think I've found a cool place for us to sleep. Come and take a look.



ANGLE ON WILYKAT

still picking yellow berries. He puts the picked berries into a small bag.

WILYKAT

On my way ...

FADE TO:

INT: CAVE - COUNTRYSIDE - DUSK

WILYKIT and WILYKAT stand in the CAVE. The floor of the CAVE is well trampled and somewhat muddy. The walls shine with moisture. A large round straw bed (rather like a bird's nest), lies on the ground in one corner.

WILYKIT

Looks to me as if the cave's already occupied, Wilykat.

WILYKAT

Probably by some ugly, evil creature that's going to gobble you up in the middle of the night!

WILYKIT

(sarcastic)

Ha! Ha! Ha! You'll have to do better than that if you want to frighten me. Come on, let's make ourselves at home!

CUT TO:

INT: CATS' LAIR - CONTROL ROOM - DUSK

PANTHRO, CHEETARA and TYGRA are seated in front of their screens, all of which are lit up.

SNARF rushes into the room.

SNARF

Snarf, snarf ...

TYGRA turns from his SCREEN and looks at SNARF.

TYGRA

Steady, Snarf, what's up?

SNARF

Oh, I can't find Wilykat or Wilykit anywhere. Has anyone seen them?

ANGLE ON PANTHRO

as he turns around and looks at SNARF.

PANTHRO

I saw them a couple of hours ago, if that's any help to you.

ANGLE ON CHEETARA

CHEETARA

I haven't seen them all day.

ANGLE ON TYGRA

TYGRA

Nor me. Why, what do you want them for?

ANGLE ON SNARF

SNARF

I wanted them to help me -- but now I guess I'm just concerned about them.

CHEETARA

(laughs)

Don't worry about The ThunderKittens, Snarf. They can take care of themselves.

SNARF frowns, dubious.

SNARF

I guess so ...

He leaves the CONTROL ROOM.

WIPE TO:

INT: CATS' LAIR - HANGAR - DUSK

SNARF enters the HANGAR.

SNARF

Wilykit, Wilykat!

SNARF disappears behind the parked THUNDERTANK.

SNARF (OC)

Oh ... where are you both.

SNARF appears from behind the THUNDERTANK. HIS POV an EMPTY SPACE where the SPACEBOARDS are normally parked.

SNARF

That's strange. Their spaceboards have gone. It's unlike them to be out on their own, especially when it's getting dark.

WIPE TO:

INT: CATS' LAIR - CONTROL ROOM - DUSK

PANTHRO, CHEETARA and TYGRA are busy at their screens.

SNARF rushes into the room.

SNARF

Snarf, snarf ... they've gone, they've gone!!

ANGLE ON LION-O

as he enters the CONTROL ROOM.

LION-O

Calm down, Snarf. Who's gone?

SNARF spins around and SEES LION-O behind him.

SNARF

Wilykit and Wilykat. Their spaceboards are not in the hangar, I've just checked. There's no sign of them anywhere ...

ANGLE ON LION-O

smiling indulgently.

LION-O

Take it easy, Snarf! Calm down.

He draws THE SWORD OF OMENS from its claw/shield scabbard.

LION-O (contd)

I'm sure The Sword of Omens will give us the answer!

LION-O draws his SWORD and puts it to his eye.

LION-O

SWORD OF OMENS ...

The crosspieces curl into eyepieces.

LION-O  
Give me SIGHT BEYOND SIGHT.

The EYE OF THUNDERA snaps open.

LION-O'S POV

A Third Earth landscape -- the spot where THE THUNDERKITTENS made their camp -- seen through the SIGHT BEYOND SIGHT matte. But then the picture "scrambles" and fades.

LION-O takes THE SWORD away from his eyes, frowning.

LION-O  
Strange ... The Sword's not showing anything. I don't understand it.

He faces the other THUNDERCATS.

LION-O  
We better make a thorough search, Panthro, Cheetara, Tygra -- you take The ThunderTank!

Those three THUNDERCATS run from the room, SHOUTING:

THUNDERCATS

HO!

LION-O turns to go -- but SNARF stops him.

SNARF  
Hey! Wait a minute, Lion-O! What about me?

LION-O  
Someone has to guard Cats' Lair, Snarf ...

SNARF  
Weah ... but, Lion-O ...

LION-O  
(stern)  
Snarf!

SNARF  
Oh, snaaarff ... alright, alright. And, after all, I am the one who's best qualified to take care of this place.

LION-O smiles indulgently at him and, while SNARF assumes PANTHRO's regular seat, LION-O leaves the room.

WIPE TO:

EXT: CATS' LAIR - DUSK  
ANGLE ON CATS' LAIR

as the paw rises and the THUNDERTANK with headlights on, roars out. PANTHRO, TYGRA are in the front seat. CHEETARA, although not visible as yet, in the back.

The headlights of the THUNDERTANK shine brightly onto the ground.

The HOVERCAT with headlights on and LION-O aboard, zooms out of the HANGAR.

CUT TO:

INT: CAVE - COUNTRYSIDE - DUSK

Several blankets lie over the straw bed in the corner of the CAVE. WILYKIT and WILYKAT are busy opening the sacks containing their provisions.

WILYKIT

I wonder if they've started a search for us?

WILYKAT

I doubt it. They probably haven't noticed we're missing.

CUT TO:

EXT: COUNTRYSIDE

The THUNDERTANK roars across the COUNTRYSIDE. The HOVERCAT with LION-O aboard, is visible overhead and in front of the THUNDERTANK. Beams of light shine down from the HOVERCAT, onto the land below.

CUT TO:

EXT: THUNDERTANK - COUNTRYSIDE - DUSK  
ANGLE ON PANTHRO

seated in the front. He flicks a switch on the dashboard.

PANTHRO

Any sign of them from up there, Lion-O?

LION-O (OC)  
Nothing yet, Panthro, but I'm  
keeping my eyes peeled.

ANGLE ON CHEETARA

in the back of the THUNDERTANK.

CHEETARA  
Use the PA system, Panthro. If  
the Kittens hear us and they're  
in trouble, they'll know we're  
on our way.

PANTHRO flicks another switch that activates a loud  
hailer, so that what he now says is amplified.

He leans forward and speaks into a microphone like  
device that protrudes from the dashboard.

PANTHRO  
Wilykit, Wilykat ...

CUT TO:

INT: CAVE - COUNTRYSIDE - DUSK

WILYKIT and WILYKAT are sitting in the straw bed eating  
hunks of bread.

CLOSE ON A PILE OF YELLOW BERRIES

that lie between them in the bed.

TWO SHOT - WILYKIT AND WILYKAT

WILYKIT  
Hey, what are these?

WILYKAT  
(pleased with himself)  
Brocksen-berries. I read 'bout  
them in a book called Free  
Meals Off the Land. They're  
meant to be reeeaaally delicious  
and there's a huge supply of  
them just outside this cave.

WILYKIT picks up one of the berries and puts it in her  
mouth and begins to chew.

WILYKIT  
You're right, they are delicious.

WILYKAT picks up a berry and eats it.

WILYKAT

Mmmmm ... pity we've no cream to go with them.

The RUMBLE of the THUNDERTANK can be heard in the distance.

WILYKIT

Hey! Doesn't that sound like the ThunderTank?

WILYKAT

I'll go check ...

WILYKAT gets up from the straw bed and moves toward the entrance of the CAVE. He begins to slowly ease himself out through the entrance.

PANTHRO (OC)

(very distant PA echo)

Wilykit ... Wilykat ... Can you hear me? Where are you?

WILYKIT leaps out of the BED and joins WILYKAT.

WILYKIT

It's Panthro!

The THUNDERKITTENS exchange worried looks, then scramble back into their cave.

WILYKAT

(annoyed)

I know that!

WILYKIT

Well, what are we going to do?

WILYKAT

Sit tight. They'll soon move away.

WILYKIT is anxious, torn between her emotions.

WILYKIT

I don't know. It doesn't seem fair. They'll be worried.

WILYKAT

They haven't been fair to us, Wilykit -- always leaving us out of everything. They deserve to be worried.

WILYKIT

No. That's not right.

WILYKAT

Well, do you want to go back to  
Cats' Lair and stand around all  
day feeling useless?

WILYKIT

No -- but --

WILYKAT

Well, there you are then! We'll  
stay put and decide what to do  
in the morning.

CUT TO:

EXT: HOVERCAT - COUNTRYSIDE - DUSK  
ANGLE ON LION-O

as he jabs a button on the control console in front of  
him.

LION-O

Panthro, come in please.

PANTHRO (OC)

Have you spotted them, Lion-O?

LION-O

No -- but I'm going to check  
the Berbil Village. Maybe  
Ro-Ber-Bil's seen them.

ANGLE ON HOVERCAT

as it veers sharply away and OUT OF FRAME.

CUT TO:

EXT: BERBIL VILLAGE - THIRD EARTH - NIGHT

The HOVERCAT, headlights beaming down onto the ground  
in front, lands gently, close to the BERBIL VILLAGE.

RO-BER-BIL, a blanket wrapped around him, runs out  
from one of the huts toward the HOVERCAT.

LION-O climbs out of the HOVERCAT and walks toward  
RO-BER-BIL.

LION-O

Ro-Ber-Bil, I'm sorry if I  
woke you.



RO-BER-BIL yawns.

RO-BER-BIL

That's no problem, Lion-O.  
I couldn't sleep anyway. But  
why are you here? Is something  
wrong?

ANGLE ON LION-O

concerned, frowning, unsure.

LION-O

Maybe Wilykat and Wilykit are  
missing and I've no idea as to  
where they could be. I was hoping  
that maybe you'd seen them.

RO-BER-BIL

You're in luck, Lion-O ...

RO-BER-BIL gently taps LION-O's arm.

RO-BER-BIL

... they bought some food here  
this afternoon.

LION-O

That's something ... at least  
they won't starve. Did they  
tell you where they were going  
or what they were doing?

RO-BER-BIL shakes his head.

RO-BER-BIL

They said they were on a  
secret ThunderCat mission.

LION-O

What mission? Where to?

RO-BER-BIL

I don't know, but I did notice  
they had blankets strapped to  
their spaceboards.

LION-O

Blankets!! They obviously plan  
on being away for a while.  
Those rascals!! Thanks for  
all your help, Ro-Ber-Bil,  
I appreciate it.

WIPE TO:

EXT: THUNDERTANK - COUNTRYSIDE - NIGHT

The THUNDERTANK roars across the COUNTRYSIDE.

CUT TO:

EXT: HOVERCAT - COUNTRYSIDE - NIGHT

Headlights blazing, the HOVERCAT streaks through the darkness.

ANGLE ON LION-O

as he jabs a button on his dashboard in front of him.

LION-O

Panthro, it's Lion-O. Bad news!  
Ro-Ber-Bil saw the ThunderKittens  
this afternoon -- and, from what  
he's told me, my guess is that  
they've run away!

TYGRA (OC)

Run away! Why?!

LION-O

The only way we'll find the  
answer to that one, is to  
find them!

DISSOLVE TO:

INT: CAVE - COUNTRYSIDE - NIGHT

WILYKIT lies in the straw bed under a blanket. Her head is visible. WILYKAT is nearby tying the sacks of provisions together.

WILYKIT

I don't feel very well,  
Wilykat. My stomach really  
hurts.

ANGLE ON WILYKAT

as he turns to face WILYKIT. His face pale.

WILYKAT

I don't feel so good either --

ANGLE ON WILYKIT

her face screwed up with pain.

WILYKIT  
Maybe it was those berries?

ANGLE ON WILYKAT

WILYKAT  
Oooooohhhhh ...

HIS POV:

The cave walls, as they begin to spin. WILYKAT clutches his stomach and falls to the ground, MOANING.

ANGLE ON WILYKIT

as she gets out of the BED and moves toward WILYKAT.

WILYKAT stops MOANING and lies MOTIONLESS.

WILYKIT  
Wilykat ... Wilykat ... What is  
it? What's happening? Wake up!

WILYKIT'S POV, WILYKAT as he appears to spin before her.  
WILYKIT looks up at the CAVE walls, they begin to spin.

WILYKIT  
Oh, I feel so dizzy ...

She stumbles to the ground, clutching her stomach.

WILYKIT  
(weakly)  
Help me! Oh, help me, please ...  
someone ...

WILYKIT slumps to the ground.

PULL BACK so that WE CAN SEE both WILYKIT and WILYKAT  
lying motionless on the floor of the CAVE.

FADE OUT.

END PART ONE

TIME: \_\_\_\_\_

PART TWO

FADE IN:

INT: CAVE - DAY

WILYKIT and WILYKAT are slumped on the ground, as at  
END PART ONE.

PULL BACK TO REVEAL:

that the scene is shown in MUMM-RA's magic cauldron and  
that MUMM-RA is gloating. The hideous, whining MA-MUTT  
is fawning at his feet.

MUMM-RA

Well, well, well, Ma-Mutt, my  
horrible hound, it seems as  
though The ThunderKittens have  
run into a little deadly trouble ...

(evil chuckle)

... We must keep an eye on this  
situation. It could spell disaster  
for The ThunderCats!

(wild laugh)

ANOTHER ANGLE

on the inert THUNDERKITTENS, in FOREGROUND, the  
entrance to the cave in BACKGROUND.

Suddenly, a strange face pokes into the cave and SEES  
THE THUNDERKITTENS -- reacting in some surprise.

(NOTE: This is KUDI, a benevolent-looking, female,  
creature with a cat-like face -- huge eyes -- and a  
body structure somewhat like an ostrich.)

KUDI

Visitors?

She approaches the stricken THUNDERKITTENS and stands  
looking down at them.

KUDI

Hmmmmmm ... I would have chosen  
more lively company.

Then she does a big take as she SEES:

a pile of yellow berries near the kittens.

KUDI

Oh, no!

CLOSE ON THE BERRIES

KUDI  
Deadly bracken berries!

ANOTHER ANGLE

as KUDI runs toward the cave entrance.

KUDI  
I hope I'm not too late!

CUT TO:

EXT: CAVE - COUNTRYSIDE - DAWN

KUDI rushes past the bushes bearing the yellow deadly bracken-berries until she comes to a tree on which are strange conical shaped leaves. With his paws outstretched, she carefully pulls two of these leaves off the tree.

DOWNWARD ANGLE - into leaf.

WE SEE that it's filled with a liquid.

KUDI, with one leaf in each paw, rushes on her back legs toward the CAVE.

CUT TO:

INT: CAVE - COUNTRYSIDE - DAWN

The KITTENS are sprawled on the ground, motionless. KUDI moves toward WILYKAT and gently begins to pour the liquid from the leaf into his mouth.

He splutters a bit but remains motionless.

KUDI moves toward WILYKIT and pours the liquid from the other leaf into her mouth. She, too, splutters but does not react otherwise.

KUDI  
Come on ... come on ...  
Please ...

ANGLE ON WILYKIT

as she coughs and splutters some more, then pushes her body up onto her elbows.

WILYKIT'S POV, WILYKAT motionless.

WILYKIT  
Wilykat, Wilykat! What happened?

KUDI (OC)  
He's going to be all right.

ANGLE ON WILYKIT

as she turns around and SEES KUDI who holds in her paw  
a conical leaf.

WILYKIT  
Who are you? What are you doing  
here?

KUDI  
My name is Kudi and I live here  
-- luckily for you.

She holds up the conical leaf in her paw.

KUDI (contd)  
Don't worry -- this liquid will  
neutralize the poison from the  
deadly berries you ate.

She approaches WILYKAT and tips more liquid down his  
throat.

WILYKAT  
What d-d-deadly berries?

KUDI indicates the pile of yellow berries.

KUDI  
Those are bracken berries. You're  
very lucky to be alive.

WIPE TO:

EXT: HOVERCAT - DAWN  
ANGLE ON LION-O

looking over the edge of the HOVERCAT. He SEES the  
SPACEBOARDS parked in amongst the bushes.

(INSERT CLOSE UP of the BOARDS)

He jabs a button on his control panel.

LION-O

Panthro, this is Lion-O.  
I've spotted the spaceboards at  
Rocks End. No sign of the  
Kittens yet. I'll meet you there.

PANTHRO (OC)

We're on our way, Lion-O.

The HOVERCAT dives toward the ground, straightens up  
and lands gently.

FLIP TO:

EXT: ROCKS END - COUNTRYSIDE - DAWN

The THUNDERTANK and HOVERCAT are parked side by side.

LION-O, CHEETARA, TYGRA and PANTHRO stand between the  
THUNDERTANK and the HOVERCAT.

LION-O

They can't be far away. Panthro,  
Cheetara -- you take that side.

LION-O points to an area thick with bushes and tall  
trees.

LION-O (contd)

... Tygra and I will take this  
side.

EXT: CAVE - COUNTRYSIDE - DAWN

LION-O and TYGRA cautiously approach one of the  
protruding rocks, the one that houses the CAVE in which  
KUDI and the KITTENS are living. TYGRA pulls aside  
bushes as he and LION-O, who's behind him, move  
toward the rock.

WILYKAT (OC)

How can we ever repay you, Kudi,  
for saving our lives?

ANGLE ON TYGRA

as he turns around to LION-O and, fingers to his lips,  
points to the cave entrance.

LION-O and TYGRA move quietly toward the CAVE. LION-O  
SEES the cleared entrance to the CAVE.

CUT TO:

INT: CAVE - COUNTRYSIDE - DAWN  
ANGLE ON CAVE ENTRANCE

from the inside looking out. LION-O's face appears in the entrance. He SEES the KITTENS, sitting inside.

LION-O  
So this is where you've been  
hiding. Do you know how worried  
we've been about you?

LION-O moves forward, so that his whole head is INSIDE the CAVE. He SEES KUDI, sitting up on her back legs.

LION-O (OC)  
Oh ... hello!

KUDI  
You must be Lion-O, the leader  
of the ThunderCats -- I'm honored  
and delighted to meet you. Your  
friends have been telling me  
all about you.

WILYKIT moves across to KUDI and puts her arm around her.

WILYKIT  
This is Kudi, Lion-O. She saved  
our lives. She's going to come  
and stay in Cats' Lair with us!

CUT TO:

EXT: MUMM-RA'S PYRAMID  
ESTABLISH THE PYRAMID

as lightning flashes from the obelisks to the apex.

MUMM-RA (OC)  
(wild laughter)

CUT TO:

INT: MUMM-RA PYRAMID

MUMM-RA and MA-MUTT have observed the previous scene in the cauldron.

MUMM-RA (contd)  
That creature, Kudi, may have  
saved The ThunderKittens' lives,  
Ma-Mutt -- but she will also be  
the instrument through which I,  
(MORE)



MUMM-RA (contd)  
 Mumm-Ra the Everliving, will  
 destroy The ThunderCats once  
 and for all.

(wildest laughter)

MA-MUTT joins MUMM-RA's WILD LAUGHTER. He sounds like a coyote in ecstasy.

CUT TO:

DOWN ANGLE - THE FOUR STATUES' POV

MUMM-RA looks up at the STATUES, his arms out wide, beseeching the STATUES to restore and magnify his power.

As he speaks, he turns, appealing to the STATUES one by one. With each turn ROTATE -- so that MUMM-RA IS SEEN from EACH STATUE's individual POV, in turn ...

(Throughout, MA-MUTT crouches, WHIMPERING, at MUMM-RA's feet, also looking up at the STATUES).

MUMM-RA  
 Oh mighty ancestors ... progenitors  
 of all the evil on Third Earth ...  
 forgive your feeble servant  
 Mumm-Ra's intrusion upon your  
 eternal rest ... but if you will  
 not listen, Mumm-Ra the Ever-  
 Living will cease to exist and  
 The Code of Thundera ...  
     (he spits these  
     words out)  
 ... justice, truth, honor and  
 loyalty will spread throughout  
 our domain!

UP ANGLE - MUMM-RA'S POV

THE STATUES begin to glow -- a horrible green shade -- and their eyes illuminate.

An ominous, deep GROANING/HUMMING is heard.

The HUMMING grows louder.

CLOSE ON MUMM-RA

as HE HEARS a terrible CRACKING ... his eyes shift right and left.

CLOSE ON MA-MUTT

who cannot bear to look any more and covers his eyes with his paws.

ANOTHER ANGLE

TO SHOW the green-glowing STATUES closing in on MUMM-RA.

The HUMMING increases in volume and urgency.

The STATUES reach out and touch MUMM-RA.

As the STATUES move, the CRACKING SOUND intensifies -- it's the SOUND of their stone limbs moving.

CLOSE ON MUMM-RA

as HE SCREAMS (VSFX) ...

... then, suddenly, MUMM-RA is suffused with light.

The GROANING/HUMMING increases to maximum volume.

MUMM-RA begins to stand tall ...

He spreads his arms.

MUMM-RA

ANCIENT SPIRITS OF EVIL ...

The stone STATUES begin to circle MUMM-RA, their stone limbs CREAKING.

MUMM-RA (contd)

TRANSFORM THIS DECAYED FORM ...

The STATUES spin faster -- and MUMM-RA himself begins to transform.

MUMM-RA (contd)

... to MUMM-RA the EVER-LIVING!

Now, in a spectacular whirlwind of bandages and light, MUMM-RA grows into his monster form and, as he does so, the STATUES revert to their original positions.

As the STATUES begin to revert to their original positions, MUMM-RA transforms from his monster form into KUDI.

MA-MUTT barks. (SFX)

MUMM-RA/KUDI looks at his new fluffy white body and  
LAUGHS.

MUMM-RA/KUDI  
How do I look, Ma-Mutt?

MA-MUTT snarls (SFX).

MUMM-RA/KUDI  
I'm sure The ThunderCats will be  
only too happy to welcome The  
ThunderKittens' rescuer into  
their home!

With that, his eyes blaze a fierce red and he takes off  
and heads for the aperture in the top of the pyramid.

WIPE TO:

EXT: COUNTRYSIDE/CAVE - DAY

The HOVERCAT and the THUNDERTANK are parked in  
FOREGROUND. The cave is off to one side in BACKGROUND.

WILYKIT and WILYKAT, clearly upset, are arguing with  
LION-O while PANTHRO, TYGRA and CHEETARA look on.

WILYKIT  
I don't understand why you won't  
allow Kudi to come and live  
with us. I think you're being  
mean -- just because we ran away ...

LION-O  
(a bit exasperated)  
It's nothing to do with your  
running away. Kudi belongs here  
-- not in Cats' Lair. This is  
her home.

PANTHRO steps forward.

PANTHRO  
Lion-O's right, guys. She won't  
be happy with us.

TYGRA steps forward.

TYGRA  
Besides, you're Thundercats.  
You won't have much time for your  
new friend. You have obligations  
and responsibilities.

TWO SHOT - WILYKIT and WILYKAT

angry and hurt.

WILYKAT

Huh! What responsibilities? Half the time we have to stay at home and miss all the action anyway.

WILYKIT

You never let us do anything we want. You just make us feel like kids ...

CHEETARA steps forward.

CHEETARA

Hey! Come on now! I'm sure we can straighten this out.

She turns to LION-O.

CHEETARA (contd)

What harm would it do to have Kudi visit Cats' Lair?

ANGLE ON LION-O, TYGRA AND PANTHRO

glancing at each other, dubiously.

PANTHRO

Maybe we are all being too rigid.

TYGRA

It might be fun to have a guest at the Lair.

LION-O

Snarf would enjoy it -- that's for sure.

TWO SHOT - WILYKIT AND WILYKAT

overjoyed.

WILYKIT

You mean we can ask her?

CLOSE ON LION-O

grinning.

LION-O  
Sure. Why not?

BACK TO WILYKIT AND WILYKAT  
speaking together.

WILYKAT  
Thanks, Lion-O ...

WILYKIT  
We'll go tell her now!

They dash from FRAME.

ANOTHER ANGLE

as WILYKIT and WILYKAT approach the cave -- but are still some distance from it. They near a thick clump of bushes and KUDI/MUMM-RA steps out.

WILYKIT  
(super excited)  
Kudi! Kudi! The ThunderCats say  
you can come visit us!

WILYKAT  
Will you? Please! Please come  
and see Cats' Lair!

CLOSE ON MUMM-RA/KUDI

smiling.

MUMM-RA/KUDI  
I think I'd enjoy that,  
ThunderKittens. Yes ... I'd  
love to pay Cats' Lair a visit ...  
(laughs softly)

As she LAUGHS, her eyes blaze a fierce red, and the laughter changes to MUMM-RA's echoey evil laughter as in a VO-THOUGHTS ...

ZOOM IN TO EXTREME CLOSE UP OF KUDI/MUMM-RA'S RED EYES.

WIPE TO:

INT: CATS' LAIR HANGAR - DAY

SNARF, THE THUNDERKITTENS and MUMM-RA/KUDI are present. WILYKIT strokes KUDI's wonderful, fluffy white fur.

SNARF

You two should be ashamed of yourselves. You had me worried half to death, snarf, snarf ...

WILYKIT

Oh, Snarf, we didn't mean to cause any trouble. And we're fine ...

WILY,AT

... thanks to Kudi here.

CLOSE ON MUMM-RA/KUDI

who smiles a secret smile. Her eyes blaze red briefly, then fade.

SNARF looks at her very suspiciously.

SNARF

Mmmmmmmmmmm ...

WILYKAT

Maybe you could show her around The Lair, Snarf ... get to know her better.

Still SNARF seems very uneasy.

SNARF

I ... weah ... I'm very busy ...

WILYKAT strokes KUDI.

WILYKAT

You'd like that, wouldn't you, Kudi?

MUMM-RA/KUDI nuzzles WILYKAT.

MUMM-RA/KUDI

Yes, I would. I'd like that very much.

CLOSE IN ON MUMM-RA/KUDI

as she smiles a secret smile and, once more, her eyes blaze red, then fade.

WIPE TO:

INT: CONTROL ROOM - DAY

SNARF stands next to MUMM-RA/KUDI who glances around the room.

MUMM-RA/KUDI

Wow!!! Look at all this equipment.

SUDDENLY MUMM-RA/KUDI rushes from SNARF's side and leaps into the seat normally occupied by PANTHRO.

SNARF rushes up behind the seat.

SNARF

Kudi! Snarf, snarf ... Get down from there! That's Panthro's seat!

MUMM-RA/KUDI looks across the control board, her eyes blazing red.

MUMM-RA/KUDI

(sotto)

Not for long.

(then to Snarf)

What are these buttons for, Snarf?

SNARF scratches his head. It is clear that he has no idea -- but he draws himself up, pompously, to his full height.

SNARF

Ahhh ... they control the extra sensory boundary perceptors, snarf, snarf ...

Suddenly, alarm bells RING and SNARF just about jumps out of his skin. He spins around to look at MUMM-RA/KUDI.

SNARF (contd)

What have you done, Kudi? Get down from there and stop messing around! Oh, weah, Panthro will have my hide for this!

CLOSE ON MUMM-RA/KUDI

as her eyes blaze.

MUMM-RA/KUDI

(sotto)

Let's hope so.

(nasty laugh)

LION-O rushes into the CONTROL ROOM.

LION-O

What in the name of Thundera is  
happening?

HE SEES:

MUMM-RA/KUDI messing around with some switches.

LION-O (contd)

Kudi! Get away from that!

MUMM-RA/KUDI rushes to SNARF's side, as if seeing his  
protection.

SNARF

Sorry, Lion-O. I'll make  
sure it doesn't happen again!

MUMM-RA/KUDI and SNARF leave the CONTROL ROOM.

CUT TO:

INT: CATS' LAIR CORRIDOR

As the ALARMS stop RINGING, MUMM-RA/KUDI sniffs the  
air.

MUMM-RA/KUDI

Can you smell something burning,  
Snarf?

SNARF sniffs the air.

SNARF

It smells like burning jam --  
but it can't be!

SNARF rushes off down the corridor leaving KUDI alone.  
Her eyes blaze briefly.

WIPE TO:

INT: CATS' LAIR - KITCHEN - DAY

SNARF rushes into the kitchen. He SEES jam pouring over  
the side of the saucepan onto the kitchen floor. A thin  
film of smoke fills the room.

SNARF rushes to the cooker to turn the heat off.



CLOSE ON COOKER SWITCH

It is already in the OFF POSITION.

SNARF

It wasn't turned on!

SNARF turns around and SEES, through the smoke, the KITTENS in the doorway to the KITCHEN.

SNARF (contd)

Oh snarf ... I don't understand how it happened. The cooker wasn't even turned on.

WILYKIT

We've heard that one before, Snarf!!

WILYKAT

Come on, we'll help you clear this mess up. Open the window and let some of this smoke out.

SNARF moves toward a window and slides it open.

SNARF

Ever since Kudi arrived, weird things have been happening!

WIPE TO:

INT: CATS' LAIR - CONTROL ROOM - DAY

PANTHRO, TYGRA, CHEETARA are seated in front of their screens. They all look busy at work, jabbing buttons. LION-O stands behind PANTHRO.

SUDDENLY the screens go berserk. Various colored dots, lines, flash over them.

LION-O

I don't understand this! Our systems are going berserk.

PANTHRO

Yeah ... and if we don't find our way, we're all going to be in trouble. We've lost all communication, all radar pick-up and ...

ANGLE ON TYGRA

as he jabs various buttons on the panel in front of him.

TYGRA

... All control functions. The  
entire lair is gradually going  
out of control!

PAN ACROSS the CONTROL ROOM to show that every light,  
screen and alarm system is operating. The DIN is  
terrible.

LION-O

Right! We'll meet in The Council  
Chamber ...

CUT TO:

INT: OUTSIDE THE CONTROL ROOM

MUMM-RA/KUDI, eyes blazing, peers into the CONTROL  
ROOM.

LION-O (contd OC)

... and we'll find out what --  
or who -- is behind all this.

MUMM-RA/KUDI reacts to LION-O's approaching  
footsteps, pulling back into the shadows and watching  
as LION-O disappears from FRAME.

WIPE TO:

INT: SWORD CHAMBER

The door to THE SWORD CHAMBER opens and MUMM-RA/KUDI  
peers in. Her eyes blaze red as SHE SEES: THE SWORD  
OF OMENS in its holder.

Now a strange pulsating beam reaches out from those  
eyes and strikes THE SWORD -- which GROWLS softly.

MUMM-RA/KUDI PURRS soothingly.

THE SWORD's GROWLS subside.

MUMM-RA/KUDI slips quietly into the room and lifts  
THE SWORD from its holder.

CUT TO:

INT: COUNCIL CHAMBER

All THE THUNDERCATS are in place around the table --  
with SNARF at the window.

SNARF

Weah ... I think ...

CUT TO:

CLOSE ON SNARF

SNARF (contd)

... Kudi's behind all this.

WILYKAT and WILYKIT turn angrily from the table.

WILYKIT

How could you say such a thing,  
Snarf?

WILYKAT

She saved our lives -- remember?

CLOSE ON TYGRA

thoughtful.

TYGRA

Where is Kudi anyway?

WILYKIT turns to WILYKAT, who shrugs.

WILYKAT

I don't know.

The KITTENS get down from their chairs.

WILHKIT

We'll go look for her.

ANOTHER ANGLE:

as they reach the door. They try to open it -- but it's  
stuck fast.

They turn back toward THE COUNCIL TABLE in alarm.

WILYKIT

The door's jammed!

CLOSE ON SNARF

gloomy.

SNARF  
Surprise, surprise!

CUT TO:

INT: THE OTHER SIDE OF THE DOOR

MUMM-RA/KUDI is on the other side of the door, the blazing red beam from his eyes is directed at the edge of the door -- welding it to the doorframe.

MUMM-RA/KUDI  
(evil chuckles)

CUT TO:

INT: COUNCIL CHAMBER

LION-O and PANTHRO smash at the door ... to no effect.

SFX: Pounding on the door -- reverberating through the room.

CHEETARA and TYGRA turn away from the window.

CHEETARA  
All the windows are sealed too,  
Lion-O.

TYGRA  
We're trapped in here!

CUT TO:

INT: OUTSIDE THE COUNCIL ROOM

MUMM-RA/KUDI finishes sealing the door.

MUMM-RA/KUDI  
(wild laugh)

And, in a flash of light, KUDI transforms back into MUMM-RA II. Then he touches one finger to the door ...

CLOSE ON THE POINT OF CONTACT BETWEEN FINGER AND DOOR

The point sizzles fiercely and a small hole appears in the steel.

WIDER:

as MUMM-RA takes a small vial of liquid from his robes and pours it through the hole.

MUMM-RA  
(more wild laughter)

CUT TO:

INT: COUNCIL CHAMBER  
CLOSE ON THE HOLE IN THE DOOR

As the liquid enters the chamber, it becomes gaseous ...  
a horribly colored vapor ...

MUMM-RA (OC)  
(the wild laughter continues)

PULL BACK:

as the vapor fills the room, enveloping THE  
THUNDERCATS.

LION-O  
(gasps)  
Mumm-Ra!

THE THUNDERCATS begin to COUGH and SPLUTTER, clutching  
their throats and struggling to keep their feet.

MUMM-RA (OC)  
How do you like your new tomb,  
ThunderCats?

CUT TO:

INT: LAIR CORRIDOR TO CONTROL ROOM

MUMM-RA runs triumphantly toward the CONTROL ROOM.  
SWORD OF OMENS in his hand.

MUMM-RA  
(wild and exhilarated)  
Cats' Lair is mine! The  
ThunderCats are destroyed!

CUT TO:

INT: COUNCIL ROOM

The room is filled with fumes.

NOW ALL THE THUNDERCATS except for LION-O and  
PANTHRO are motionless, spreadeagled on the floor.

LION-O and PANTHRO are in extremis, on their knees,  
virtually finished.

PANTHRO  
The Sword, Lion-O! Call the  
Sword Of Omens!

CUT TO:

INT: CONTROL ROOM

MUMM-RA parades triumphantly around the room, LAUGHING WILDLY ... waving THE SWORD and slashing at the wires, screens, control panels -- which explode in showers of sparks.

MUMM-RA  
No more justice!

Slash!

MUMM-RA (contd)  
No more truth!

Slash! Slash!

MUMM-RA (contd)  
No more honor!

Slash! Slash! Slash!

MUMM-RA (contd)  
No more loyalty!

Slash! Slash! Slash! Slash!

He pauses over the main control board ... SWORD held high in both hands.

MUMM-RA (contd)  
(screams)  
NO MORE THUNDERCATS --

But he is interrupted by LION-O's OFF CAMERA VOICE ... weak at first -- then increasingly powerful, echoing.

LION-O (OC)  
Sword Of Omens ... Come to my  
hand!

From the first word, THE SWORD writhes in MUMM-RA's hands -- and he is unable to control it. His face contorts with his efforts to fight the SWORD and his words overlap with LION-O's command.

MUMM-RA

What? No! I will not give you  
up now! No! The Sword ... The  
Lair ... The ThunderCats are mine!

But despite his best efforts, THE SWORD is wrenched from  
his grip ...

... it flashes across the room ... sparkling ...

... smashes through the CONTROL ROOM door ...

... streaks along corridors like a jet fighter ...

... and EXPLODES RIGHT THROUGH THE DOOR TO THE COUNCIL  
ROOM!

CUT TO:

INT: COUNCIL ROOM

Obscured by the noxious fumes, all the THUNDERCATS  
except LION-O are inert. LION-O is on his knees.

THE SWORD flies to his hand with a ...

ZZZIINNNGGGGGG! SFX.

With terrible effort, LION-O lifts the SWORD into the  
air. Sweat beads his forehead.

LION-O

(gasps)

Thunder -- Thunder -- Thunder

His voice gets stronger all the time.

LION-O

THUNDERCATS -- HO!

THE SWORD grows ... GROWLS ...

THE THUNDERCATS signal flies up into the air ...

The noxious vapors are drawn up around the sign --  
like a tornado -- so that the room is almost instantly  
cleared of the fumes.

SFX: A howling whirlwind.

The whirlwind sweeps across the room and smashes into  
the door ...

... which burst open ...

The SOUND of the whirlwind recedes.

One by one THE THUNDERCATS regain their feet.

The moment they are all up and on the way to a recovery ...

MUMM-RA (OC)  
(an awful, piercing scream)

CUT TO:

INT: CONTROL ROOM

The whirlwind consumes MUMM-RA and flings him through one of the CAT'S EYES ...

SFX: glass SMASHING.

CUT TO:

INT: COUNCIL ROOM

The THUNDERCATS are gathered at the window and, as they SEE:

the screaming form of MUMM-RA dragged through the sky by the whirlwind, they raise their fists in THE THUNDERCAT salute.

ALL  
THUNDERCATS -- HO!

FADE OUT.

END PART TWO

TIME: \_\_\_\_\_



EPILOGUE

FADE IN:

EXT: KUDI'S CAVE

ESTABLISH THE CAVE AND CLOSE IN:

INT: KUDI'S CAVE

WILYKAT and WILYKIT sit with KUDI.

WILYKIT

... then, somehow, Mumm-Ra found  
out about you.

WILYKAT

He pretended he was you! He  
got into Cats' Lair! He almost  
finished The ThunderCats  
forever!

WILYKIT

And it's all our fault! Now  
the others will never trust us.  
It's worse than ever!

WILYKAT

We'll be stuck at Cats' Lair  
doing all the boring jobs ...

KUDI interrupts.

KUDI

Not necessarily, ThunderKittens ...

WILYKIT and WILYKAT react, somewhat surprised.

WILYKIT

What do you mean, Kudi?

KUDI

We-ell ... It's true you behaved  
badly. You should never have run  
away like that. Running away  
never solves a problem. In fact,  
it makes it worse. But, from  
what you say, The ThunderCats  
must take some of the blame, too ...

WILYKAT

Why?

WILYKIT

What did they do?

KUDI

It's more what they didn't do.  
They didn't give you the time  
you needed ... to talk to you  
... to find out whether you were  
happy ...

WILYKAT

But The ThunderCats are too busy  
for all that, Kudi ...

KUDI shakes her head.

KUDI

There's no such thing as too  
busy, Wilykat. If you care about  
someone, you make the time for  
them ...

PANTHRO (OC)

She's right ...

WILYKAT WILYKIT and KUDI react, startled. They turn  
and SEE:

LION-O and PANTHRO enter the cave.

LION-O

I thought we'd find you here.

PANTHRO

We came to say we're sorry.

LION-O

We miss you at Cats' Lair....

PANTHRO

And we need you. You're a  
valuable part of the team.  
We've always known that --  
it's just that we never let  
you know it.

LION-O

But we're going to change all  
that -- and I want you to promise  
me that if ever there's anything  
bothering you, you'll come and  
talk to us about it.

ANGLE ON KUDI

as she puts one arm around each THUNDERKITTEN.

KUDI  
Sounds good to me, ThunderKittens!

WILYKIT/KAT  
(together)  
Us, too!

TWO SHOT - LION-O AND PANTHRO  
grinning.

PANTHRO  
So what are we waiting for?

CUT TO:

EXT: KUDI'S CAVE

The THUNDERKITTENS, LION-O and PANTHRO emerge from the cave and head for THE THUNDERTANK, parked nearby.

KUDI (OC)  
Wilykat! Wilykit!

They turn and SEE:

KUDI at the cave entrance. She raises a clenched fist.

KUDI  
ThunderCats ...

ANGLE ON THE THUNDERKITTENS, LION-O AND PANTHRO  
-- who raise their fists in answer.

THUNDERCATS  
... HO!

FADE OUT.

END EPILOGUE

TIME: \_\_\_\_\_