

DAY TWOACT I

EXT. OIL RIG - DAY (CONTINUATION)

as the Ring of Fire CLOSES in on Optimus Prime as he tries to free Sparkplug and Spike from the fallen Beams. MOVE IN CLOSE...

SPIKE
...Hurry! The fire!

PRIME
Grab onto me! Keep your heads
above water!

Prime LEANS BACK...and Sparkplug and Spike GRAB onto his Shoulders...
keeping themselves afloat.

HUFFER - ELSEWHERE IN THE WATER

is still entangled in the fallen Derrick. Brawn SWIMS toward him...

HUFFER
...My arm! It's jammed in here!
I can't get it out!

BRAWN
I'll get you loose, Huffer - don't
panic.

Brawn ARRIVES...and 'PRODUCES' a BLOW TORCH from the end of his ARM,
releasing a BLUE FLAME that quickly BURNS THRU the Girders...

HUFFER
...There're two things I really
hate, Brawn.

BRAWN
What are they?

HUFFER
Fire and water.

BRAWN
Great. You're in the right place.
(he BURNS THRU
the last Girder)
...There!

Muffer WRENCHES his ARM free from the Derrick.

MUFFER

...Thanks, Brawn. Let's take off!

And that's exactly what they do... 'TAKING OFF' out of the WATER.

RESUME OPTIMUS PRIME

Sparkplug and Spike still CLINGING to his Shoulders, their heads barely above the water. Prime CONTINUES to try and LIFT the BEAMS that are trapping them. He looks UP...

PRIME

(CALLING)

...TRAILBREAKER!

ANOTHER ANGLE

Trailbreaker is on the edge of the TIPPED-OVER RIG, helping some of the Workers OUT OF THE WATER...

TRAILBREAKER

here, Prime!

PRIME

Activate your force shield. Cut off the fire!

Wheeljack APPEARS on the Rig beside Trailbreaker...

WHEELJACK

...I'll give him a hand!

VARIOUS SHOTS

as Trailbreaker and Wheeljack 'TAKE OFF' from the Rig. Trailbreaker SKIMS along the WATER in a CIRCLE around the Autobots and Workers... setting out a FORCE SHIELD between them and the onrushing FIRE. (NOTE: the EFFECT we SEE is the FIRE 'hitting' the Force Shield and the FLAMES 'jumping' straight up - unable to penetrate it. This 'leaping' Wall of Fire will give us the EFFECT of the Fire being STOPPED.)

Once the FLAMES have been 'STOPPED'...Wheeljack FLIES above the FIRE...DISCHARGING a HEAVY FOAM from an Arm Extension. The FOAM SNUFFS OUT THE FLAMES...then ABSORBS the Oil that remains on the surface of the Water.

ANGLE ON RIG

as Prime TUGS at one of the BEAMS, trying to PULL IT FREE...

PRIME
(straining)
...Almost have it...there!

He YANKS IT FREE and HEAVES it as far as he can out to Sea.

ANOTHER ANGLE

as Jazz CALLS to Prime from the Rig.above him

JAZZ
...Catch!

Jazz 'SHOOTS' a CABLE from his ARM toward Prime. Prime catches the loose end...then PULLS himself out of the water, Sparkplug and Spike holding onto him. They climb onto the Oil Rig.

ATOP THE RIG

as all are safely aboard.

SPARKPLUG
(to Prime)
...I don't know who you are - but
you saved our lives.

PRIME
We're Autobots - from Cybertron, a
planet far from Earth.

SPIKE
Another planet! Awesome!

PRIME
Those who tried to harm you are
called Decepticons - we must stop them
before they destroy your world!

SPIKE

Can we help?

PRIME

We are the only ones who can
stop the Decepticons.

SPARKPLUG

But my son Spike and I know more
about Earth than you do.

Prime hesitates a moment...

PRIME

Maybe you can help us.

EXT. SKY - DAY

as the FORMATION Of Autobots STREAKS across the CLOUDS.

CLOSER

Spike is RIDING on Prime's back...while Sparkplug HANGS ONTO Jazz.

EXT. AUTOBOT BASE - DAY

The ORANGE SUN is beginning to dip behind the MOUNTAINS. PAN DOWN
...to Spike, seated atop a low rise, 'writing' in a small book.
His Back Pack rests on a rock beside him. MOVE IN CLOSE...

SPIKE'S VOICE

(as he 'writes)

"...The Autobots are a highly advanced
form of Robot. I don't really know if
they're from the past or the future -
but they can think - and have real feelings.

(beat)

"...I can't believe this is happening
to me."

Spike STOPS 'writing' and shoves the Diary into his Backpack. He gets up and starts down the Hillside toward the Base Camp.

ANOTHER PART OF HILLSIDE

as a SHADOW LOOMS against the Rock: it's Sound Wave. Sound Wave STEPS INTO FRAME...and TRANSFORMS into a Cassette TAPE RECORDER.

ANOTHER ANGLE

as Spike APPROACHES. He sees the Cassette Recorder and PICKS IT UP.

SPIKE

...Huh - I wonder who left this here?

He walks away, unaware that he is bringing the Decepticon Sound Wave right into the Autobot's Camp.

INT. AUTOBOT SPACE CRAFT - A SHORT WHILE LATER

CLOSE on the Cassette Recorder...then PAN AWAY to the CONSOLE, where Spike is seated with Trailbreaker.

SPIKE

Thanks for showing me your Spaceship, Trailbreaker.

TRAILBREAKER

This is Teletraan One - our Computer.

Trailbreaker 'TYPES' something into the Computer...

COMPUTER VOICE

...Hello, Spike. Welcome aboard.

SPIKE

Fantastic! Wait 'll the kids in my Computer Class hear about this. Tell me more about Cybertron.

TRAILBREAKER

What do you want to know?

SPIKE

Well, why do you transform into cars and things?

TRAILBREAKER

Simple. Disguise!

THE CASSETTE RECORDER - QUICK CUT

Is it listening?

RESUME TRAILBREAKER AND SPIKE

TRAILBREAKER
(continuing)
Besides, it sure beats walking.

SPIKE
Well, like...how do you do it?

SPIKE AND TRAILBREAKER EXIT TALKING.

CUT TO

EXT. MAKESHIFT GARAGE - DUSK

Ratchet is doing some REPAIR WORK on Huffer's Arm. Cliffjumper (Red Porsche), and Sunstreaker (yellow Contach I) - both in AUTO MODE, are also present. PAN AWAY TO...

SPIKE, TRAILBREAKER, MIRAGE AND HOUND

TRAILBREAKER
Spike wants to know how we transform,
Hound.

HOUND
Easy...like this!

Hound TRANSFORMS into a DUNE BUGGY.

SPIKE
...Incredible!

Hound's VOICE CRACKLES from the CB on the Dashboard.

HOUND'S VOICE
Watch this!

A DRIVER suddenly APPEARS behind the wheel of the Dune Buggy.

SPIKE
Who's he?

TRAILBREAKER
Nobody. He doesn't really exist.
It's just a hologram.

SPIKE
What other tricks can you do?

MIRAGE
Try this one, Spike. Now you see me...

BEAMS of LIGHT 'FRAME' Mirage...SHIMMER...then Mirage DISAPPEARS.

MIRAGE'S VOICE

...now you don't.

SPIKE

Hey, where'd Mirage go?

Mirage REAPPEARS a short distance away 'INSIDE' the Light Beams - which instantly dematerialize.

MIRAGE

...Over here.

SPIKE

That's the best disguise of all.

HOUND'S VOICE

Hop in, Spike. I'll take take you for the ride of your life.

Spike goes around to the PASSENGER SIDE of the Dune Buggy and gets in.

HOUND'S VOICE

...Belt up, ~~and~~ - and hang on!

Spike fastens his seat belt, and the Dune Buggy DRIVES OFF in a CLOUD OF DUST.

(NOTE: DELETE TOP TWO LINES OF DIALOGUE AND DESCRIPTION ON PAGE 59)

See next pg!

~~HOUND'S VOICE~~

~~hop in.~~

Spike goes around to the PASSENGER SIDE and gets into the Dune Buggy.

HOUND'S VOICE

~~...fasten your seat belt and hang on!~~

The Dune Buggy DRIVES OFF in a CLOUD OF DUST.

INT. AUTOBOT'S SPACE CRAFT

PAN AROUND the empty ship...UNTIL we DISCOVER the Cassette Recorder where we last saw it. Suddenly it TRANSFORMS into Sound Wave. Sound Wave PUSHES a BUTTON on his Stomach...and an ELECTRONIC SOUND is HEARD...and a CASSETTE SLIDES out from his Chest - resting on a tray.

SOUND WAVE

...Ravage. Enter Teletraan One.
Acquire knowledge of Earth's resources.

The CASSETTE TRANSFORMS into Ravage, the Panther. Ravage moves stealthily across the Space Craft...then LEAPS HIGH to the top of the Teletraan Computer Console - TRANSFORMING in mid-air into a CASSETTE, and SLIDING INTO the Console.

Teletraan's SCREEN goes wild with Computer Images and JUMBLED WORDS ...then SLOWS to a NORMAL SPEED and begins transmitting VERBAL and VISUAL information about Earth's RESOURCES.

SOUND WAVE

TRANSFORMS back into the Cassette Recorder - and another CASSETTE SPINS INSIDE IT, taking down all the information.

EXT. THE DESERT - SUNSET

Streaks of RED and ORANGE color the SKY...as the Dune Buggy DRIVES across the SAND. Hound's Voice CRACKLES from the Dashboard...

HOUND'S VOICE

Sure is pretty out here, Spike. Earth looks like a nice place to live.

SPIKE

It's okay - but tell me about Cybertron.

HOUND'S VOICE

Before the war with the Decepticons - it was quiet and peaceful.

RESUME TRAILBREAKER AND SPIKE

TRAILBREAKER
(continuing)
Besides, it sure beats walking.

SPIKE
Well, like...how do you do it?

SPIKE AND TRAILBREAKER EXIT TALKING

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SPIKE
...Who's he?

TRAILBREAKER
Nobody. He doesn't really exist.
It's just a hologram.

SPIKE
What other tricks can you do, Hound?

HOUND'S VOICE
...Want to go for a ride?

SPIKE
Sure!

HOUND'S VOICE

Pop in.

Spike goes around to the PASSENGER SIDE and gets into the Dune Buggy.

HOUND'S VOICE

...Fasten your seat belt - and hang on!

The Dune Buggy DRIVES OFF in a CLOUD OF DUST.

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SPIKE

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HOUND'S VOICE

Before the war with the Decepticons - it was quiet and peaceful.

SPIKE
You miss it?

HOUND'S VOICE
Sometimes.
(beat)
...Hold tight!

EXT. THE DESERT - VARIOUS SHOTS

as the Dune Buggy: SPEEDS over the Sand Dunes - LAUNCHING high into the air...TILTS on Two Wheels and Drives...goes FULL SPEED FORWARD - does a WHEELY - and SPEEDS BACK the way it came...drives BACKWARDS and in CIRCLES...

INTERCUT - SPIKE

having the time of his life.

THE DUNE BUGGY

LAUNCHES OVER a Sand Dune INTO the SUNSET and AWAY FROM CAMERA...

FLIP FRAME TO:

EXT. THE MAKESHIFT GARAGE - DUSK

as the Dune Buggy PULLS TO A STOP and Spike CLIMBS OUT.

SPIKE
...That was the best ride I've
ever had, Hound.

The Dune Buggy TRANSFORMS back into Hound/Robot.

HOUND
...My pleasure, Spike. 'See you
later, I want to check my coil
springs.

Hound starts to LEAVE...

SPIKE
Oh, you didn't see a Cassette
Player, did you?

HOUND
Nope. Sorry.

SPIKE
That's okay. I must have left
it in the Ship. See'ya...

Spike starts WALKING toward the Volcano...

INT. AUTOBOT SPACE CRAFT - DUSK

CLOSE ON the Cassette Player, the Cassette INSIDE still SPINNING.
PAN AWAY...to Teletraan I as it CONTINUES to FEED OUT information
regarding Earth's resources.

ANOTHER ANGLE

as Spike ENTERS the Ship. He sees Teletraan in ACTION:

SPIKE
...hey! What's going on here?

THE CASSETTE RECORDER

suddenly TRANSFORMS back into Sound Wave, the huge Robot TOWERING
ABOVE Spike.

SPIKE
Who...who are you??

Sound Wave takes a SWIPE at Spike with his giant ARM...but Spike
DUCKS UNDER IT.

SPIKE

SPOTS an 'ALARM' Lever on the wall - and PULLS IT! The 'ALARM'
SOUNDS.

SOUND WAVE
...Ravage! Eject...eject!!

Sound Wave SWINGS again at Spike...this time connecting, knocking
him FLYING across the Space Ship.

SEVERAL SHOTS

as Sound Wave RUSHES to the exit. Meanwhile, the Cassette EJECTS
from the Teletraan Console...TRANSFORMING back into Ravage, the
Panther. By this time, Sound Wave is half-out the door...and
Ravage FOLLOWS with a ROAR! Spike RECOVERS...and gives chase.

EXT. THE VOLCANO - NIGHT

as Sound Wave RUSHES OUT through a TUNNEL ENTRANCE (made previously in the SIDE of the Volcano). The 'ALARM' continues to SOUND...

OPTIMUS PRIME

with Jazz, Prowl, Gears, Hound and a few Other Autobots in Robotic Modes, CLOSE IN...

PRIME
...Decepticon! Get him!

SOUND WAVE

takes a few more steps then STOPS...TURNING BACK to the Volcano.

ANOTHER ANGLE

as Ravage comes CHARGING out. Sound Wave CALLS to him:

SOUND WAVE
...Ravage! THIS WAY!

But the Autobots CUT BETWEEN Sound Wave and Ravage. Ravage RAISES UP on his haunches and ROARS. Spike comes out of the Volcano in the b.g.

SOUND WAVE

Fires his laser gun at the Autobots - but he soon realizes Ravage can't get to him - and chooses to 'TAKE OFF'...

SEVERAL SHOTS

Two or Three Autobots 'TAKE OFF' after Sound Wave firing...but the Autobots are quickly outdistanced.

BACK ON THE GROUND

Ravage, who can't fly, DARTS past Prime...into the surrounding ROCKS Prime leads the CHASE after him...

PRIME
...Get the net!

THE CHASE - VARIOUS SHOTS

Ravage, using the DARKNESS to his advantage, blends into the NIGHT to avoid capture. The Autobots CLIMB all over the Mountain in pursuit.

AUTOBOTS

There he is! Get him! It's too dark! I can't see him!

The Autobots FIRE Laser Blasts at Ravage - but the Panther is too quick for them - LEAPING out of the way, the Beams BURNING SMOKING holes in the ROCKS.

GEARS AND HOUND

TRANSFORM into a Blue Truck and Dune Buggy, respectively. They 'TURN ON' their HEADLIGHTS and SHINE them on the Mountainside - but still no sign of Ravage. The Truck also has a powerful BEACON LIGHT above the windshield. It, too, SHINES on the ROCKS...

PRIME

STEPS into the LIGHT from the Beacon.

PRIME

Gears! Activate your Infra-Red!

GEARS

The BEACON LIGHT 'CHANGES' from WHITE to INFRA RED...

THE INFRA RED RAY

'SCANS' across the ROCKS...making VISIBLE that which was not. The INFRA RED PANS ACROSS the ROCKS...UNTIL it FOCUSES in on Ravage - crouched on a LEDGE.

GEARS' VOICE

There he is!

SEVERAL SHOTS

as the Porsche MOVES INTO POSITION - and SHINES the BEACON on Ravage The Panther FREEZES in the bright LIGHT.

PRIME

Release the net!!

JAZZ AND PROWL

using some sort of 'SPRING DEVICE'...CATAPULT the NET UPWARDS...

THE NET

FLIES THRU THE AIR...and FALLS OVER Ravage. The Black Panther ROARS and tries to FIGHT FREE...but he can't escape.

PRIME - CLOSE

PRIME

...We got him!!

EXT. DECEPTICON BASE - SMALL RISE - NIGHT

CLOSE ON Cassette Player as a Cassette SPINS inside. PULL BACK, the MOONLIGHT STREAKING down to provide the ILLUMINATION...

ELECTRONIC VOICE (Telettraan's)

...Sherman Dam is the largest dam in the Western Hemisphere.

WIDER

to INCLUDE Megatron, seated in his rock-carved throne, Starscream, Skywarp and Thundercracker...as they LISTEN to the tape unspool...

ELECTRONIC VOICE

(continuing)

The hydroelectric power plant has a capacity of one million seven hundred and fifty thousand kilowatts.

MEGATRON

Starscream PUSHES the 'STOP' button on the Cassette Player...and the Player TRANSFORMS into Sound Wave.

MEGATRON

...Good work, Sound Wave.

STARSCREAM

But that's not enough kilowatt power to make the Energon Cubes.

MEGATRON

Your knowledge is only overshadowed by your stupidity, Starscream.

(beat)

...We'll create a tidal wave that I'll send enough power surging through that dam to make all the Energon Cubes we need.

SOUND WAVE

Megatron. Are you contemplating a
rescue mission for Ravage?

MOVE IN CLOSE on Megatron as he speaks...

MEGATRON

Decepticons who are careless enough
to be captured, must fend for themselves.

(beat)

...We attack the dam at Sunrise!

His RED, GLOWING EYES FILL THE SCREEN!

EXT. SHERMAN DAM - SUNRISE

ESTABLISH: The morning SUN is just APPEARING over the GIANT
CONCRETE DAM. A RIVER runs on one side of the Dam...a BASIN
filled with WATER on the other. The Hydroelectric PLANT is in
a building near the top of the Dam.

TILT UP

as the DECEPTICONS, led by Megatron, COME DOWN from the SKY and
LAND on the banks of the River.

RIVER BANK

The Decepticons all TRANSFORM into Robotic Modes.

MEGATRON

...Sound Wave: dispatch Rumble!

Sound Wave PUSHES the LEVER in his Stomach...and we HEAR the
ELECTRONIC SOUND...as the Cassette SLIDES OUT and comes to rest on
the tray.

SOUND WAVE

...Rumble. Activate pile drivers.
Operation tidal wave!

The Cassette TRANSFORMS into Rumble...and strides into the RIVER.

RUMBLE

SUBMERGES himself beneath the WATER.

UNDERWATER

Rumble SINKS to the FLOOR of the River Bed. There, ne RECONSTRUCTS his Robotic Arms into PILE DRIVERS.

SEVERAL SHOTS

as Rumble RAMS his Pile Driver ARMS against the RIVER BOTTOM like giant JACK-HAMMERS. The River Bottom begins to QUAKE from the force of the POUNDING...and the Water begins to VIBRATE.

EXT. THE RIVER BED

Megatron and the Other Decepticons stand on the Bank as the WATER begins to RISE and SLOSH BACK & FORTH, threatening to OVERFLOW...

MEGATRON

It's working...excellent!

(beat)

Decepticons: TO THE POWER PLANT!!

Megatron and the Other Decepticons 'TAKE OFF'...and HEAD thru the AIR to the Power Plant near the Dam. (those that TRANSFORM do so - or perhaps they all FLY as Robots for this short trip)

THE RIVER

as it continues to RISE, the WATER SLOSHING over the BANKS.

INT. POWER PLANT - DAY

ESTABLISH: The WORKERS and the MACHINERY...

SEVERAL SHOTS - CLOSE

as the TURBINES turn FASTER...the GENERATORS pump HARDER...the GAUGES begin to MOVE toward the RED DANGER areas...

WIDER

as one of the Workers checks the GAUGE on one of the GENERATORS...

WORKER #1

...Hey, Ed! Look at this gauge!

Another worker STEPS OVER and looks at the Gauge...

WORKER #2

...It's goin' crazy!

THE GAUGE

showing the NEEDLE 'waving' back and forth crazily as it edges toward the DANGER AREA.

RESUME WORKERS

as Worker #1 BANGS the gauge with his HAND.

WORKER #1
 Somethin' must be wrong!

TILT UP

to a CATWALK high above the floor of the Plant, as a WORKER comes in from the OUTSIDE...

WORKER #3
 (CALLING DOWN)
 ...The River's rising! Man your
 emergency stations!!

FULL SHOT

as the BUZZ...BUZZ...BUZZ of an Alarm begins to SOUND, and the workers on the Floor SCURRY about.

INT. AUTOBOT SPACE CRAFT - DAY

Spike is seated at Teletraan I, working the Computer, IMAGES reflecting across it. Jazz is elsewhere at the Console, FIXING a piece of equipment.

JAZZ
 ...Anything?

SPIKE
 Not yet.

JAZZ
 Doesn't look like your idea of
 tapping into the Emergency Alert
 System is going to work.

THE TELETRAAN SCREEN

suddenly comes 'alive' with Computer Info...

WIDER

SPIKE
 ...Wait! I've got something!

Jazz JOINS Spike, looking over his shoulder as Teletraan I CONTINUES to 'print-out' information...

SPIKE
 It says...there's trouble at Sherman
 Dam...a tidal wave! The power's ten
 times normal!!

JAZZ
 'Could be the Decepticons, alright.
 I'll tell Prime!

EXT. AUTOBOT BASE - DAY

CLOSE ON Prime...

PRIME
Autobots ready! TO THE AIR!

WIDER

as Prime 'TAKES OFF', leading a SQUADRON of Autobots who 'TAKE OFF' in Robotic Modes after him...and AWAY FROM THE BASE...

EXT. THE RIVER - DAY

CHURNING, the WATER RISING HIGHER and HIGHER...

THE DAM

as the WATER rushes against it, SLOSHING high up the Concrete...
CRACKS APPEARING in the Concrete...

EXT. THE POWER PLANT - DAY

as the Decepticons LAND...TRANSFORM into Robots (if not already)...
and RUSH INSIDE...

INT. THE POWER PLANT - DAY

as the Decepticons ENTER and immediately OVERPOWER the few Workers
at the ENTRANCE.

VARIOUS SHOTS

Megatron FRONTS the FORMATION of Decepticons as they stand on a
PLATFORM by the Entrance HIGH ABOVE the Floor of the Plant. He
POINTS his huge GUN toward the ceiling and FIRES!

The BLAST from the Gun CREATES a giant HOLE in the CEILING...and
all the Workers FREEZE where they are...looking up at Megatron and
the other Decepticons. Megatron's Voice ECHOES throughout the
Plant:

MEGATRON
...I am Megatron - leader of the
Decepticons! You will do exactly
as I say!

The Gun in Megatron's hand still SMOKES, backing up his demand.

EXT. SKY - DAY

as the AUTOBOTS, led by Optimus Prime, STREAK across the Clouds...

PRIME
...Autbots! Accelerate!!

The Autobots WHIZZ AWAY FROM CAMERA...

INT. POWER PLANT - DAY

as the Decepticons have HERDED the Workers into an area by the Generators. Megatron turns to Starscream:

MEGATRON

Starscream: prepare the Null Ray!

A GAUGE - CLOSE

as the NEEDLE 'enters' the RED DANGER AREA.

WIDER

to INCLUDE Worker #1, who is standing beside it.

WORKER #1

...We gotta get outta here! She's gonna blow!!

EXT. THE DAM

as the WATER CRASHES AGAINST IT...the CRACKS getting LARGER...

FADE OUT

END OF ACT I

DAY TWOACT II

EXT. RIVER BED - DAY

as the WATER OVERFLOWS the BANKS...and begins FLOODING onto the surrounding LAND...

EXT. THE DAM - DAY

as the CRACKS WIDEN...and the Concrete begins to CRUMBLE AWAY as the WATER CRASHES against it...

INT. THE POWER PLANT - DAY

CLOSE ON the GAUGE, the NEEDLE well into the RED DANGER AREA...

WIDER

to INCLUDE the Decepticons and Worker #1...

WORKER #1

(panicky)

...I tell ya it's gonna blow!
This whole place is gonna go sky
high!

Megatron STEPS FORWARD, the Other Decepticons around him - the Other Workers in a GROUP in the b.g.

MEGATRON

Perfect! The kilowatt power is at
it's peak - exactly where I want it!
Starscream: activate the Null Ray!

STARSGREAM - SEVERAL SHOTS

as he 'SHOOTS' a BLAST from his NULL RAY (an extension of his ARM) at the GENERATOR. The RAY 'ENCOMPASSES' the entire GENERATOR - and all the MOVING PARTS 'STOP'.

He MOVES quickly to the next GENERATOR in line - REPEATS the ACTION ...then goes on to the third and last GENERATOR. One by one the MOTORS 'STOP'...UNTIL the NOISE of the MACHINERY has STOPPED COMPLETELY. The ROAR that was has turned to SILENCE.

RESUME MEGATRON

as he SHOUTS his next Order:

MEGATRON

...Skywarp! Thundercracker! Transfer
the electric power!

SEVERAL SHOTS

as Skywarp PRODUCES the CLEAR TUBING from his ARM...and Thundercracker STRETCHES it over a vital area of the GENERATOR. As they MOVE onto the next Generator...

MEGATRON

gives another Order:

MEGATRON

...Sound Wave! Prepare the Energon Cubes!

SOUND WAVE

as he did before, PRODUCES a RAY from his CHEST - FORMING a clear, crystal CUBE. As each Cube is EMITTED from his Chest...Reflector and some of the Other Decepticons SET THEM UP near the Generators.

SEVERAL SHOTS

Thundercracker ATTACHES the free end of the clear TUBE into the crystal CUBE - ONE AT A TIME. We SEE the ELECTRIC ENERGY get SUCKED OUT of the Generators - represented by LIGHTNING BOLTS that SHOOT thru the Tubes INTO the Cubes...CHANGING into a RAINBOW of COLOR as it is converted and 'squeezed down'. One after another of the Energon Cubes is FILLED.

As at the Oil Rig, all of this takes place quickly - and simultaneously.

MEGATRON

urging his troops on:

MEGATRON

Quickly...QUICKLY!!

EXT. THE DAM - VARIOUS SHOTS

as it can stand the pressure no longer - and the WATER BREAKS thru the huge CRACKS - SPILLING onto the other side...and RUSHING OVER the BANKS of the River beyond...and onto LAND...

TILT UP

as the Autobots ARRIVE, SWOOPING DOWN from out of the sky. They LAND on a DRY portion of the River Bank.

RIVER BANK

as Optimus Prime sizes up the situation.

PRIME

...we've got to work fast!

PROWL

You think the Decepticons did this?

A Rocket Projectile EXPLODES a few yards away!

ANOTHER ANGLE

to INCLUDE the Power Plant in the DISTANCE ABOVE THE DAM. Megatron, his huge Gun still SMOKING, looks down at the Autobots.

MEGATRON

...YOU'RE TOO LATE, PRIME!

RESUME AUTOBOTS

PRIME

There's your answer, Prowl.

(beat)

...Autobots: to the Air!

The Autobots 'TAKE OFF' in different DIRECTIONS.

EXT. RIVER BED - DAY

Hound LANDS, Spike clinging to his back. Spike hops down...the WATER in the River WAVING and CHURNING like crazy in front of them.

SPIKE

...This looks like the heart of the tidal wave.

HOUND

Only one way to find out!

Hound FLIPS a GLASS SHIELD down over his face...and STARTS INTO the WATER...

SPIKE

...Be careful, Hound.

Hound SUBMERGES himself beneath the surface of the rising River...

UNDERWATER

as Hound SINKS to the bottom. He TURNS ON a SPECIAL LIGHT (yellow), that SHINES from his FOREHEAD and ILLUMINATES a PATH thru the WATER..

FOLLOW THE ILLUMINATED PATH

...UNTIL the BEAM settles on Rumble 'working' his PILE DRIVER ARMS against the bottom of the River. He is FRAMED IN THE LIGHT.

VARIOUS SHOTS

as Hound MOVES UP behind Rumble and locks his Robotic Arms around the Decepticon. Rumble 'STOPS' his Pile Driver Action to FIGHT BACK ...and the two of them GRAPPLE along the River Bottom.

Meanwhile...

EXT. BEYOND THE RIVER BANK - FULL SHOT

ESTABLISH: The WATER starting to FLOOD the LAND around the Dam... endangering FARMHOUSES in the Distance as it CREEPS toward them.

WHEELJACK AND BUMBLEBEE

LAND in the area.

BUMBLEBEE
Wheeljack, we gotta stop
that water.

WHEELJACK
Stop talkin', tighten your shock
absorbers - and get in!

Wheeljack TRANSFORMS into a VAN, the REAR DOORS FLYING OPEN... revealing a LASER GUN, pointing outwards. Wheeljack's Voice CRACKLES over the CB:

WHEELJACK'S VOICE
We're gonna make a new river.

Bumblebee CLIMBS INSIDE the back and gets into position behind the Laser Gun...

BUMBLEBEE
...Let's go!

The Van ROARS AWAY...

VARIOUS SHOTS

as the Van CUTS ACROSS the terrain adjacent to the OVERFLOWING RIVER ...staying AHEAD of the WATER. Bumblebee FIRES the Laser Gun out the rear of the Van, BURNING tributaries into the GROUND so the excess WATER has someplace to go. We SEE the WATER go off in different TANGENTS...FILLING THE TRENCHES...beginning to DISSIPATE the force of the FLOOD.

A FARMHOUSE

with PEOPLE sitting on top of it, FLOODWATERS closing in on three sides.

PEOPLE
HELP! SOMEBODY HELP US!

THE VAN

as it SPEEDS toward the Farmhouse...just ahead of the onrushing WATER.

WHEELJACK'S VOICE

...Ready the Laser, Bumblebee - I think
we're gonna make it!

VARIOUS SHOTS

as the Van CIRCLES AROUND the Farmhouse - the Laser Beam BURNING a
deep ditch (like a moat) around it...the WATER FILLING it to the
top - but NOT overflowing. The Van STOPS, having done the job.

THE FARMHOUSE

as the People atop it let out a loud CHEER of appreciation.

FARMER
(calling down)

...Thanks, neighbors!

THE VAN

'TOOTS' back...then ROARS AWAY...

EXT. TOP OF DAM - DAY

Ironhide and Trailbreaker, in Robotic Modes, make their way along
a dangerous catwalk that runs across the top of the crumbling Dam.

CLOSER

as they STOP about half-way across.

TRAILBREAKER

We better do something about those splits real fast or the whole Damn is going to give way.

Ironhide LEANS OVER the edge of the Dam to check the damage.

IRONHIDE

...If I can just shoot some photogluue into the cracks - maybe we can save it.

ThreeROCKET PROJECTILES CHEW UP SOME CONCRETE as they EXPLODE right by Ironhide and Trailbreaker.

TRAILBREAKER

...Seems like the Decepticons want to shoot something else this way. Go ahead, Ironhide...I'll cover you.

Trailbreaker TURNS HIS BACK to Ironhide, and FIRES his LASER BEAM GUN back up at the Decepticons by the Power Plant.

IRONHIDE - SEVERAL SHOTS

PULLS a lengthy device from his ARM - like a Lubricating Gun a few feet long...and he AIMS it over the TOP OF THE DAM...EJECTING a GLUE-LIKE FLUID from it...that SEEPS into the CRACKS in the Dam ...SEALING them.

IRONHIDE

...Sure hope this works, Trailbreaker.

THE CRACKS - SEVERAL SHOTS

as the SEALANT OOZES into them.

EXT. AREA BENEATH POWER PLANT

CLOSE ON Optimus Prime.

PRIME

...Autobots: to the power plant!

WIDER

as Prime and the rest of the Autobots 'TAKE OFF'...and STREAK UPWARDS toward the Power Plant - GUNS BLAZING. INCLUDE: Prowl, Jazz, Mirage, Cliffjumper, Sunstreaker, Sideswipe, Gears, Blue Streak, Huffer, Brawn and Windchanger - and Sparkplug. (NOTE: this group plus the ones used in the EXTERIOR action - account for all the Autobot Characters)

THE POWER PLANT - NEAR ENTRANCE - SEVERAL SHOTS

as the ATTACKING Autobots OVERPOWER the few Decepticons DEFENDING the position.

INT. POWER PLANT - DAY

CLOSE ON the Energon Cubes, the RAINBOW POWER PULSATING INSIDE them. PULL BACK...to SEE that the Cubes are stacked neatly, ready to be taken away by the Decepticons gathered around.

MEGATRON

Gather the Energon Cubes! Return
to the base!

ANGLE ON ENTRANCE

high ABOVE the floor as Prime and the Autobots STAND THERE:

PRIME

...Stick it in neutral, Megatron!
You're not going anywhere!

RESUME MEGATRON

MEGATRON

Try and stop me, Prime!

With that, Megatron POINTS his Gun at Prime and FIRES a BLAST.

THE AUBOTS

SCATTER, as the BLAST EXPLODES where they were.

VARIOUS SHOTS

as the BATTLE ERUPTS. The Autobots and Decepticons, taking COVER behind the various pieces of machinery, exchange LASER BLASTS, the BEAMS BURNING AWAY chunks of steel when they miss the mark. Other WEAPONS can be used, such as: BOLAS that whistle across the Plant with deadly accuracy, and, BOOMERANGS, that chop off steel limbs.

SPARKPLUG

APPROACHES the Workers huddled fearfully in a corner.

SPARKPLUG

...Hurry! Follow me!

The Workers FOLLOW Sparkplug out of the Plant.

THE CATWALKS - SEVERAL SHOTS

as Prowl and Mirage CHASE two Decepticons (preferably the 'extra' variety as opposed to two we know). The CHASE winds HIGH ABOVE the floor of the Power Plant...UP, DOWN and ACROSS narrow stairways and catwalks...UNTIL Prowl and Mirage CATCH the Decepticons.

HAND-TO-HAND COMBAT - SEVERAL SHOTS

Mirage exchanges BLOWS with one of the Decepticons, but is KNOCKED OVER a railing...somehow he manages to CATCH HIMSELF on a catwalk below. As he tries to CLIMB BACK UP, the Decepticon joins the FIGHT against Cliffjumper.

Two against one is too much for Cliffjumper - and they get him down, bending him backwards over the Catwalk, trying to PUSH HIM OFF...to the floor below. BUT...just as they seem about to push him over, Mirage RETURNS to the action...and with CLUBBING BLOWS with his Hands together, KNOCKS the Decepticons PLUMMETING DOWN - where they CRASH with a CRUNCH of METAL on the floor.

MIRAGE AND CLIFFJUMPER

as Mirage helps him to his feet.

CLIFFJUMPER

For somebody who doesn't like to fight, you're not bad, Mirage.

PRIME AND MEGATRON

EXCHANGE BLOWS as they BATTLE along a CATWALK...then to a PLATFORM that leads to an EXIT that OPENS to the top of the Dam.

They BATTLE on even terms: each LANDING BLOWS - each TAKING BLOWS. Prime is almost KNOCKED over a railing - but RECOVERS to give CHASE. Megatron LEAPS to another CATWALK, nearly missing - but CATCHING HOLD and PULLING HIMSELF UP to safety.

Finally, they reach the PLATFORM that leads to the outside, and Megatron LEVELS Prime, belting him with the barrel of his GUN. Prime goes OVER - but HOOKS HIS HANDS on the edge of the Platform - HANGING high above the floor.

MEGATRON

HOVERS over him, knowing he has him. He STEPS on Prime's FINGERS and we HEAR the METAL CRUNCH. Megatron LAUGHS, taunting Prime...

MEGATRON

...It's a long way down, Prime.
Any last words?

PRIME

None you'd want to hear, Megatron.

MEGATRON

(his eyes GLOW REDDER)

...Nothing can stop me now! Not even you!!

Megatron STEPS HARDER on Prime's FINGERS, enjoying the moment to the fullest as Prime gradually loses his grip...slipping...slipping..

DOWN BELOW

Starscream RISES UP from behind a Generator, a GLOWING CRYSTAL inside some SLINGSHOT DEVICE. He YELLS ACROSS the Power Plant...

STARSCREAM

...So long, Autobots! Here's one Starscream's been savin' for you!

He HURLS the GLOWING CRYSTAL across the Power Plant.

FULL SHOT

as the CRYSTAL EXPLODES with a tremendous CONCUSSION - SMOKE everywhere!

THE PLATFORM

as Megatron is KNOCKED BACKWARDS by the BLAST. Prime uses the unexpected moment to climb back to safety.

MEGATRON

regains his BALANCE and leans over the railing, CALLING DOWN...

MEGATRON

...You fool, Starscream! Save the Energon Cubes - get them out of here!

ANOTHER ANGLE

as Prime LUNGES at Megatron, KNOCKING him back THRU the doorway and out onto the TOP OF THE DAM.

FLOOR OF THE POWER PLANT

as the DECEPTICONS, in the midst of the SMOKE and CONFUSION, gather up the Energon Cubes and start to LEAVE...

EXT. TOP OF DAM

as Prime FOLLOWS Megatron out onto the narrow LEDGE that runs across the top. WATER POUNDS against the Dam below them.

THE BATTLE CONTINUES - VARIOUS SHOTS

The two Armored Giants BATTLE back and forth across the top of the Dam - trying to belt the other one into the raging water below. From their Robotic Arms EXTEND Futuristic Weapons - based on the Medieval Weapons from Days of Yore: battle-axes, spiked steel balls, etc...ONLY these weapons are ELECTRIFIED! Like the Lightning Swords from Star Wars, these deadly-looking Weapons GLOW, and SPARKS FLY when Metal HITS Metal. The CLANGING SOUND adds to the EFFECT!

PRIME

...You destroy everything you touch, Megatron.

MEGATRON

Because everything I touch is food for my hunger - my hunger for POWER!

PRIME

NO! I'm going to end your hunger
once and for all!

He SWINGS his Weapon AGAINST Megatron - and the Decepticon Leader
WOBBLES OFF BALANCE - but he CATCHES HIMSELF.

MEGATRON

...Almost, Prime - but 'almost'
doesn't get the job done. You
can't stop me!

Megatron SWINGS his Weapon at Prime - but Prime JUMPS OVER IT...

PRIME

(goads him)

...You're old, Megatron. Yesterday's
model. Ready for the scrapheap!

MEGATRON

We'll see who's ready for the scrapheap!

Megatron SWINGS AGAIN...this time Prime DUCKS UNDER IT.

PRIME

Junk! That's what you are!
JUNK!!

MEGATRON

(furious)

SILENCE!

Megatron LASHES OUT WILDLY, this time CATCHING Prime AGAINST his
side, sending him WOBBLING OFF BALANCE...nearly falling into the
Water below. Megatron LAUGHS...

MEGATRON

...When I'm through with you, Prime
- their won't be enough pieces to
sweep up!

He SWINGS again at Prime...and the Battle CONTINUES...

Meanwhile...

EXT. RIVER BED

as Spike waits anxiously for his friend Hound to surface.

SPIKE

...Hound?

Concerned, Spike MOVES to the Water's Edge.

SPIKE

Hound?

He WAVES a short ways into the WATER...

SPIKE
You alright down there?

UNDERWATER - SEVERAL SHOTS

Hound and Rumble are still GRAPPLING. Finally, Rumble gets the upper hand, SHOVING Hound back into an Underwater Rock Formation. The ROCKS CRUMBLE from the impact...and TOPPLE down on top of Hound - TRAPPING him beneath their weight.

Rumble sees that Hound is helpless, and SWIMS for the SURFACE...

THE RIVER'S EDGE - SEVERAL SHOTS

Spike SEES Rumble EMERGE from the WATER - but not Hound.

SPIKE
...Hey! Where's Hound?

Rumble SHOVES Spike aside and starts AWAY...but Spike gets up and pursues him, bringing Rumble DOWN with a great FLYING TACKLE!

CLOSER

as Rumble RECOVERS, then lands several quick PUNCHES on Spike. Spike has no chance against the Robot.

SPIKE
...Help! Help!

TOP OF DAM - SEVERAL SHOTS

as Prime HEARS Spike's CALL for 'help'. He TURNS his HEAD to LOOK DOWN - but this lapse of concentration proves costly - as Megatron SWINGS his Battle-axe, CATCHING Prime on the side of the Head - KNOCKING him OFF the TOP OF THE DAM - and INTO the SWIRLING WATER BELOW!

THE WATER

as Prime LANDS with an enormous SPLASH!

THE WATER'S EDGE

as Rumble KNOCKS Spike down. Spike BANGS his HEAD on a ROCK and is out cold. Rumble RUNS AWAY...

UNDERWATER

Hound STRUGGLES to break free from the Rocks - but can't.

OPTIMUS PRIME

FLOATS helplessly down the Raging River, unable to SWIM through strong current to safety.

MEGATRON

STANDS at the TOP OF THE DAM - LAUGHING triumphantly, WAVING his BATTLE-AXE high in the air.

MEGATRON

...Who's scrap metal now, Prime!?
You'll never stop me!!

He LAUGHS maniacally, then 'TAKES OFF'...

THE SKY - ABOVE THE DAM

Megatron JOINS up with the rest of the Decepticons, most of whom are CARRYING an Energon Cube or two.

MEGATRON

...Follow me!

And that's exactly what the other Decepticons do as they FOLLOW Megatron AWAY FROM THE DAM...

HIGH SHOT

as Prime is PULLED helplessly along thru the CURRENT...

FADE OUT

END OF ACT II

DAY TWOACT III

EXT. THE RIVER - DAY (CONTINUATION OF ACT II)

Optimus Prime is being PULLED along the RAGING CURRENT, unable to control his destiny.

ABOVE THE RIVER

as Jazz APPEARS on a BLUFF that overlooks the River. He CALLS DOWN to Prime...

JAZZ
 ...Prime! Use this for an emergency
 brake!

Jazz 'SHOOTS' a length of CABLE from his ARM...ACROSS the River Bed.

THE CABLE

IMPLANTS itself into the opposite SHORE, stretching across the WATER in front of Prime.

THE RIVER - SEVERAL SHOTS

as Prime is CARRIED toward the CABLE. Just when it looks like he will sail UNDER IT...he REACHES UP and GRABS HOLD, lifting himself OUT OF THE WATER like a trapeze artist.

JAZZ

cheers him on from ABOVE:

JAZZ
 ...Hy-draullic, Prime! You did it!

Meanwhile...

EXT. RIVER BANK

as Spike RECOVERS and looks around. He GOES BACK to the edge of the River, looking for Hound...

SPIKE
 ...Hound? Are you down there?

Spike waits another moment...then takes a DEEP BREATH and DIVES INTO THE WATER...

UNDERWATER - VARIOUS SHOTS

Spike SWIMS thru the murky water...UNTIL he DISCOVERS Hound, pinned beneath the ROCKS.

Fighting against time before he loses his breath, Spike UNPILES the ROCKS from on top of Hound. Hound MUMBLES his 'thanks' thru some BUBBLES, and once one arm is FREE - he starts to help, but Spike is in trouble. He can't hold out any longer and WAVES his ARMS in desperation, BUBBLES coming from his LIPS instead of words.

Hound PUSHES ASIDE the last ROCK...GRABS Spike around the CHEST... and CARRIES him to the SURFACE.

THE RIVER BANK

as Hound SURFACES with Spike...takes him to the SHORE...and gently SQUEEZES the WATER out of him. Spike COUGHS up the WATER as he REGAINS CONSCIOUSNESS.

HOUND

...Easy, Spike, you almost flooded your engine.

SPIKE

Thanks, Hound. You saved my--

HOUND

(interrupting)

We're even, -- - okay?

Spike SMILES up at Hound and we SEE the bond between these two beings from different worlds.

SPIKE

...Okay.

EXT. OUTSIDE POWER PLANT - LATER

All of the Autobots are gathered around Optimus Prime.

MIRAGE

Maybe we should repair our ship and go back to Cybertron and forget about the Decepticons.

PRIME

We can't do that, Mirage. If Megatron succeeds here - he'll be impossible to beat on Cybertron.

HUFFER

But we're not fighters like they are, Prime.

PRIME

We must have courage, Huffer. We cannot ignore the danger...we must conquer it!

MONTAGE

We SEE the Decepticons CONTINUE to pillage the Earth's RESOURCES.

EXT. SNOWY BACKDROP - SEVERAL SHOTS

as an ATTACK FORCE of Decepticons SWOOPS DOWN on a Natural Gas Field...BREAKING into the PIPE LINE...and CONVERTING the GAS (signified by a FLAME) into more Energon Cubes.

EXT. PARK-LIKE BACKDROP - SEVERAL SHOTS

as another ATTACK FORCE 'TAPS' into an UNDERGROUND STEAM supply, the STEAM 'shooting upwards' like a GEYSER. The STEAM is TRAPPED in the TUBES and CONVERTED into the Rainbow Energon Cubes.

EXT. COAL MINE - SEVERAL SHOTS

as an ATTACK FORCE of Decepticons FLIES AWAY from the Coal Mine, CARRYING the RAINBOW-FILLED Energon Cubes.

END MONTAGE

EXT. DECEPTICON BASE - DAY

FOLLOW Megatron and Sound Wave as they TRAVEL DOWN the side of the ROCK FORMATION (inside which the Space Craft is being built). They ride atop a PLATFORM ELEVATOR (similar in concept to what is used at Construction Sites to get up and down the new buildings).

SOUND WAVE

...Space Cruiser nearly complete.

MEGATRON

And the Energon Cubes?

SOUND WAVE

Three thousand astroliters more required.

As they MOVE DOWNWARDS...WE SEE the Energon Cubes being STACKED by several Decepticons at the BASE of the ROCK FORMATION.

MEGATRON

One more strike will do it, Sound Wave.

SOUND WAVE

The Ruby crystals of Burma.

MEGATRON

Yes. They are the richest source of energy
on the face of Earth.

AT THE BOTTOM OF THE ROCK FORMATION

as the Elevator STOPS and Megatron and Sound Wave STEP off.

MEGATRON

...I can almost see those Ruby
Crystals now!!

MOVE IN CLOSE on Megatron's EYES...as they GLOW and SPARKLE a RUBY RED. A loud BLAST breaks the moment:

WIDER

as Megatron and Sound Wave TURN toward the SOUND...

MEGATRON

...What was that?

THEIR POV

Starscream, with one or two other Decepticons, is at a LASER DEVICE (a Cannon-like Weapon), using several Energon Cubes - hooked to it by a TUBE - for the power source. He is FIRING BLASTS at a nearby Mountain Peak - using it for target practice. We SEE the RAINBOW COLOR DIMINISH inside the Cube with the Blast. Several EMPTY Energon Cubes are beside him.

STARSCREAM

(pleased with
the results)

...Perfecto!

RESUME MEGATRON AND SOUND WAVE

Megatron is furious.

MEGATRON

STARSCREAM!

ANOTHER ANGLE

as Starscream STOPS Firing and TURNS toward Megatron at the sound of his name. Megatron STRIDES purposely toward Starscream - Sound Wave FOLLOWING.....

What in the Universe are you doing?!

STARSCREAM

Testing the Energon Cubes - they work!

MEGATRON

Of course they work.

STARSCREAM

You didn't know - you never tested them. I proved it!

MEGATRON

You only proved your defective mentality! Now we need two strikes before we have enough energy to return to Cybertron!

STARSCREAM

What's the difference? There's plenty here for us to take.

MEGATRON

The difference is time, you fool!

Furious, Megatron KICKS the Laser Gun, SHATTERING it into metal FRAGMENTS that FLY everywhere!

MEGATRON

(continuing)

...You've set us back!

Sound Wave's Chest Computer WHIRS...then LIGHTS UP with 'ACTIVITY'...

SOUND WAVE

...Rocket Fuel is another highly concentrated form of energy.

PAN AWAY...ACROSS THE MOUNTAINS as they speak...

EXT. DESERT - DAY

CLOSE ON a high-powered TRANSCEIVER DISH. PULL BACK...to SEE that it is located ATOP a Camper (Trailbreaker TRANSFORMED). PULL BACK further to establish Sparkplug and Spike by a CAMPFIRE, 'cooking' something to eat...

MEGATRON'S VOICE

...Despite your stupidity, Starscream, our mission will succeed. First we strike the Burma Crystal Mines...then we'll locate the Rocket Fuel we need.

SPARKPLUG AND SPIKE

SPARKPLUG

That's what we've been waiting to hear. Let's radio Prime!

They rush to the Camper...

EXT. THE DECEPTICON CAMP (CONTINUATION)

CLOSE ON Starscream. PULL BACK as he speaks to INCLUDE Megatron and Sound Wave...

STARSCREAM

...Don't push me, Megatron. My desire for power is as great as yours.

MEGATRON

Power flows to the one who knows how. Desire alone is not enough.

STARSCREAM

Time - makes all things possible.
(beat)
...I can wait.

It's a stand-off for the moment, as Megatron and Starscream exchange angry CLOSE-UPS!

WIDER

as Megatron TURNS to Sound Wave.

MEGATRON

...Assemble the Strike Force!!

FLIP FRAME TO:

EXT. DECEPTICON BASE - A SHORT WHILE LATER

CLOSE ON Sound Wave...

SOUND WAVE

Strike Force assembled.

CLOSE ON Megatron...

MEGATRON

SCRAMBLE!!

WIDER - SEVERAL SHOTS

as the Decepticons 'TAKE OFF'...STREAKING to the SKY...some TRANSFORMING into PLANES...others remaining in their ROBOTIC MODE.

MEGATRON

FLIES to the POINT of the FORMATION...

MEGATRON
 ...To the Crystal Mines!!

FULL SHOT

as Megatron LEADS the Decepticons AWAY...

A SMALL RISE

Two ROBOTIC DECEPTICONS, left behind to Guard the Base, stand on the RISE...watching as the Decepticon Formation FLIES OVERHEAD...

THE GUARDS - CLOSER

as they watch their cohorts FLY AWAY.

DECEPTICON #1
 ...Why do we have to stay behind
 and guard the base? I want to be
 where the action is.

DECEPTICON #2
 Me, too.
 (he SPOTS something
 on the Road BELOW)
 ...Hey! What's that down there?

Decepticon #1 LOOKS THRU a powerful LENS: a device that looks like a combination Telescope and Binoculars, with a long shaft and dual lenses.

THRU THE LENSES

we SEE the CAMPER driving along the Road. People are visible in the front seat.

RESUME DECEPTICONS

DECEPTICON #1
 ...It's a camper - two Earth people
 in front.

DECEPTICON #2
 'Might be another Autobot trick.
 Let's check it out.

The Robots 'TAKE OFF'...TRANSFORMING into two small, sleek Spitfire-like PLANES.

EXT. ROAD - THE CAMPER - DAY

as it DRIVES ALONG the Road. Spike is 'driving', Sparkplug is in the front beside him. ZOOM IN CLOSER...

INSIDE THE CAMPER

SPARKPLUG
 You know something? I like bein' a
 spy a lot better than working the oil rigs.

The CB CRACKLES with Trailbreaker's Voice:

TRAILBREAKER'S VOICE
As long as you're on the right side.

Spike 'playfully' TAKES HIS HANDS OFF THE STEERING WHEEL, holding them out wide...

SPIKE
...Look, Dad, no hands!

TRAILBREAKER'S VOICE
Big deal, I'm driving.

Sparkplug suddenly SPOTS something out the window.

SPARKPLUG
...Uh, oh - I think we got company.

EXT. THE CAMPER

The Decepticon PLANESZOOM LOW above it...CIRCLING to come back.

TRAILBREAKER'S VOICE
Decepticons!

INSIDE THE CAMPER

Spike GRABS ONTO THE STEERING WHEEL again.

SPIKE
Can't you go any faster, Trailbreaker?

TRAILBREAKER'S VOICE
Sorry, this is it. I'm not built for speed.

• SPARKPLUG
We're gonna need a hand, then.

TRAILBREAKER'S VOICE
Radio home base.
Sparkplug YANKS the MICROPHONE off the Dashboard, and speaks into it

SPARKPLUG
...Sparkplug to Autobots. We're being attacked by Decepticons - send help!

Spike LEANS TOWARD the microphone...

SPIKE
...and hurry!

EXT. CAMPER - SEVERAL SHOTS

The two PLANES return and OPEN FIRE. Laser Beams JUST MISS... DIGGING up chunks of ROAD around the Camper.

TRAILBREAKER'S VOICE

I may not be fast - but I'm tough.

VARIOUS SHOTS

as DIRECTIONAL SHIELDS 'pop out' from various places on the Camper..
DEFLECTING the Laser Beams...which BOUNCE OFF harmlessly.

A BEND IN THE ROAD

as the Camper APPROACHES - the Planes still OVERHEAD - still
FIRING their Laser Beams. Unexpectedly, SIDESWIPE and SUNSTREAKER
- twin Contachs - SPEED around the corner to the rescue.

TRAILBREAKER'S VOICE

...It's Sunstreaker and Sideswipe!

They WHIZ PAST the Camper - one on each side.

ANOTHER ANGLE

as the two Contachs SCREECH to a STOP and REVERSE DIRECTION - all
in one neat move. They are now heading the same way as the Camper
...and MOVE UP to FLANK IT- PROTECTING IT.

VARIOUS SHOTS

The Planes OPEN FIRE on the two Road Warriors - who SHOOT GIANT
FLAMES into the sky at the Planes from FLAME THROWERS mounted on
their hoods, like Hood Ornaments.

Sparkplug LEANS OUT HIS WINDOW...

SPARKPLUG

...Go get 'em, Autobots!

SUNSTREAKER

is HIT by a Laser Beam BLAST that SCORCHES the paint - leaving an
ugly scar on the right side.

SUNSTREAKER'S VOICE

...Hey! That's a new paint job!!

Sunstreaker FIRES UP at the Plane that hit him, and the FLAMES
set a WING on FIRE.

SPIKE

LEANS OUT HIS WINDOW, looking up at the BURNING PLANE.

SPIKE

...Man, that's hot!

THE PLANES

as the one with the BURNING WING 'SLOWS DOWN'...

DECEPTICON PLANE #1 VOICE
...I'm headin' in for repairs!

DECEPTICON PLANE #2 VOICE
I'll shadow you back.

Plane #1 PEELS OFF...followed by Plane #2...and they FLY AWAY.

THE CAMPER

as it DRIVES along the Road, safe now. Sunstreaker and Sideswipe
DRIVE along beside it.

TRAILBREAKER'S VOICE
...Thanks for your help, brothers.

SUNSTREAKER'S VOICE
What about my paint?!

SIDESWIPE'S VOICE
Don't worry, nobody'll notice.
Just make left turns!

Autobots laugh as they DRIVE AWAY from CAMERA.

EXT. THE CRYSTAL MINES - BURMA - DAY

ESTABLISH: Levels and plateaus dug out of the ROCK that SPAN as far as the eye can see. Two Decepticons GUARD the front of a Mine Tunnel. All is quiet. MOVE IN CLOSE on the Tunnel...

INT. THE MINE - DAY

There is a wonderful, mystical RED GLOW to the SHAFT. The RED ORE all around GLISTENS and SHIMMERS. The Decepticons are in the process of CONVERTING the RED CRYSTALS into Energon Cubes.

VARIOUS SHOTS

Long, clear TUBES run the length of the TUNNEL...into a SHAFT beyond SUCKING the RED CRYSTALS through it...and into the Energon Cubes that are already made.

THE ENERGN CUBES - SEVERAL QUICK CUTS

as they TURN the RED CRYSTALS into a RAINBOW of COLOR.

STARSCREAM

supervises Other Decepticons in the LOADING of the Energon Cubes into ORE CARS that run along the TRACK that leads throughout the tunnels.

STARSCREAM

...Let's go - hurry up - get these cars loaded! Faster!

The Decepticons WORK efficiently and quickly.

MEGATRON AND SOUND WAVE

They are surrounded by PILES of the Red Crystals.

MEGATRON

This place is magnificent - unbelievable!

SOUND WAVE

Enough here to power the entire planet of Cybertron.

MEGATRON

(feeling the power surge through him)

...Exactly! I will build the ultimate weapon to defeat the Autobots...to control the planet...to conquer the Universe!

He LAUGHS manically, plunging his hands into the Pile of Red Crystals...and SHOWERING HIMSELF with them. His LAUGH REVERBERATES throughout the Mine Shaft!

EXT. CRYSTAL MINES - DAY

PAN AWAY from the two Decepticon Guards...ACROSS the levels and plateaus...TO a LOW RISE some distance away. MOVE IN CLOSE...

CLOSER

as Optimus Prime APPEARS on the other side of the RISE.

PRIME

...There they are!

With him are: Prowl, Jazz, Wheeljack, Bumblebee, Ironhide, Sparkplug, Ratchet, Mirage (and whatever other Autobots we desire).

JAZZ

Megatron and the other Decepticons must be inside the Mine.

IRONHIDE

Let's blast their tail rudders outta there!

WHEELJACK

I've got just the trick to do it with, too.

(he HOLDS UP a
TIME BOMB device)

...There's enough explosive in here to bury them forever!

PRIME

Not so fast, Wheeljack. We know they're in there - but we don't know where.

SPARKPLUG

I'll go. I've worked these Mines. I know my way around.

BUMBLEBEE

And since I'm the smallest - I have the best chance of getting through. I'll stick that bomb right under their nose gear.

Bumblebee TRANSFORMS into a VW, his Voice CRACKLING from the CB:

BUMBLEBEE'S VOICE

...Hop in, Sparkplug.

Sparkplug climbs behind the wheel of the VW. Wheeljack HANDS the TIME BOMB to Sparkplug thru the window...

WHEELJACK

...Once you set this timer here -
you've got sixty seconds.

CLOSE ON TIME BOMB

as we SEE Wheeljack's HAND point out the Timer.

RESUME AUTOBOTS

WHEELJACK

...Remember, once it's set - that's it.
No turning back.

SPARKPLUG

I understand.

PRIME

If there's any problem - get out of
there. We'll find another way.

SPARKPLUG

There won't be any problem, Prime.
This one's for Cybertron and Earth.
(beat)

...Let's go, Bumblebee!

The VW 'comes to life' and DRIVES AWAY...heading along a DIRT ROAD.

FOLLOW THE VW

as it TRAVELS along the DIRT ROAD...approaching the Decepticon Guards.

INSIDE THE VW

as Sparkplug HOLDS THE WHEEL, looking thru the windshield...

SPARKPLUG

...Looks like they mean business,
Bumblebee.

FRONT OF MINE

as the Decepticon Guards READY THEIR WEAPONS as the VW nears.
Guard # 1 HOLDS UP his HAND...

GUARD #1

...STOP! Don't come any closer.

The VW 'STOPS'...and Sparkplug gets out. He edges closer...drawing
the Guards' attention away from the VW.

SPARKPLUG

...Sorry to bother you - but I think I'm lost. I was looking for an animal reserve - thought it was around here somewhere.

Guard #2 POINTS his WEAPON straight at Sparkplug.

GUARD #2

...Who are you?

GUARD #1

BLAST HIM!

Guard #2 RAISES his WEAPON to FIRE...

THE VW

as the HEADLIGHTS OPEN like giant eyelids raising - RELEASING a STUN RAY from each opening...BLASTING the Guards and FREEZING them in PLACE!

SPARKPLUG

...Thanks. That was close.

The VW TRANSFORMS back into the Bumblebee Robot - holding the TIME BOMB.

BUMBLEBEE

...C'mon, let's go inside.

Sparkplug and Bumblebee go INSIDE the MINE.

INT. MINE TUNNELS - SEVERAL SHOTS

as Bumblebee and Sparkplug cautiously make their way through the winding TUNNELS...the RED CRYSTAL GLOW is all around them. A Train TRACK runs down the center of each Tunnel. Bumblebee and Sparkplug speak in HUSHED TONES:

BUMBLEBEE

...I've never seen anything like this.

SPARKPLUG

It's the Ruby Crystals that make it glow. They're almost alive.

A NOISE is HEARD...an APPROACHING Ore Cart along the Track, the SOUND ECHOING...

BUMBLEBEE

...What's that?

SPARKPLUG

Move back!

They HUG THE WALL, backing into a large Crevice in the ROCK.

ANOTHER ANGLE

as Skywarp and Thundercracker PUSH an Ore Cart along the Track. The Cart is LOADED to the top with Energon Cubes, PULSATING with Rainbow Energy.

THUNDERCRACKER

...You know, Skywarp - I can't wait to get back to Cybertron. Earth's so...flat.

SKYWARP

Yeah, I know what you mean, Thundercracker.

They keep on going, PUSHING the Ore Cart ahead of them out the Tunnel...RIGHT PAST Bumblebee and Sparkplug...who EMERGE from the SHADOWS.

SPARKPLUG

...This way!

He LEADS Bumblebee INTO the next Tunnel.

ANOTHER MINE TUNNEL

as Bumblebee and Sparkplug PEER out from the DARKNESS.

BUMBLEBEE

...We found them!

THEIR POV

The Main Force of Decepticons is LOADING the last of the Energon Cubes onto the Ore Carts, INCLUDING: Megatron, Sound Wave, Starscream, Rumble and Others...

MEGATRON

...This is the last load. Get ready to pull out!

BUMBLEBEE AND SPARKPLUG

at the mouth of the Tunnel.

SPARKPLUG

We have to do it now!

THE TIME BOMB

as Bumblebee's HAND 'TURNS' the Timer Knob to '60 SECONDS'.

RESUME BUMBLEBEE AND SPARKPLUG

BUMBLEBEE

...It's done!

He places the TIME BOMB on the ground by the mouth of the Tunnel.

SPARKPLUG

Let's move it!

They HEAD QUICKLY back up the Tunnel.

THE BOMB - CLOSE

as it TICKS AWAY...

MINE TUNNELS - SEVERAL SHOTS

as Sparkplug and Bumblebee RACE THROUGH them toward the EXIT.

ANOTHER TUNNEL

Sparkplug and Bumblebee ROUND THE CORNER...and RUN smack into Skywarp and Thundercracker, returning with an EMPTY ORE CART.

SKYWARP

...Autobots!

SPARKPLUG

Oh, no!

BUMBLEBEE

Run, Sparkplug!!

Sparkplug starts to RUN...but Skywarp GRABS him.

THE FIGHT - VARIOUS SHOTS

The smaller Bumblebee takes on the larger Decepticon, Thundercracker ...while Skywarp makes short work of Sparkplug - since a human can do very little against the might of a Robot.

Sparkplug is KNOCKED BACK against the Rock Wall, his head CRACKING the Rock. He slides to the ground, unconscious. Skywarp joins Thundercracker and they POUND AWAY pretty good on Bumblebee.

THE TIME BOMB - CLOSE

as it CONTINUES to TICK: 30 seconds left.

EXT. THE CRYSTAL MINES - THE LOW RISE

as the Autobots wait anxiously for Sparkplug and Bumblebee to return.

JAZZ

...They oughta be outta there by now.

PRIME

I don't like it. Something's wrong!

Ironhide starts to CLIMB OVER the RISE...

IRONHIDE

...I'll check it out!

Prime REACHES OUT and STOPS him.

PRIME

No! I'll go. I'll use Roller.
He's small enough to get in there
without being seen.

Prime LEAPS OVER the RISE.

PROWL

...We'll come with you!

PRIME

(over his shoulder)

Stay there! If I'm not back in
five minutes - come get me!

PRIME

TRANSFORMS into a GIANT TRUCK...and DRIVES toward the Mine.

INT. THE MINE - RESUME FIGHT

as Thundercracker CLUBS Bumblebee on the side of his head with his
FOREARM! CLANK! Bumblebee GOES DOWN in a heap.

SKYWARD

...Let's give Megatron a little
present.

THUNDERCRACKER

Maybe we oughta wrap 'em up and
put a little bow on 'em.

They LAUGH...then GRAB the unconscious forms of Bumblebee and Spark-
plug, and DRAG them out of the Tunnel.

EXT. THE MINE

as Prime, the GIANT TRUCK, NEARS the Main Tunnel and STOPS. Prime's
Voice CRACKLES from the Dashboard:

PRIME'S VOICE

...It's up to you, Roller. Find
out what's going on in there.

The Giant Truck OPENS in the MIDDLE...and ROLLER, a tiny ROBOT...
ROLLS DOWN A RAMP onto the Ground. Roller 'ROLLS' toward the Mine
Entrance...a LIGHT 'FLASHING' on top...a BEEP-BEEP-BEEP coming from
inside him.

PRIME'S VOICE

...And be careful!

Roller DISAPPEARS INTO the Mine...

INT. THE MINE

CLOSE ON the TIME BOMB as the last seconds TICK DOWN: 4...3...2...1!
The Bomb EXPLODES!!

THE MAIN SHAFT - SEVERAL SHOTS

as it COLLAPSES on top of Megatron and the other Decepticons,
BURYING them beneath TONS OF ROCK!

ANOTHER TUNNEL - SEVERAL SHOTS

as the BLAST CONTINUES to ROAR...ROCKS CRASHING DOWN on top of
Bumblebee and Sparkplug. Skywarp and Thundercracker make a RUN
FOR IT...only to be BURIED UNDER ROCK a short distance away.

EXT. THE MINE

as the BLAST CONTINUES, sending ROCKS BURSTING out of the Main
Tunnel. The 'open' Truck is at the Entrance...

PRIME'S VOICE

...ROLLER!!

Another BLAST...and the CONCUSSION 'OVERTURNS' the Giant Truck!

THE AUTOBOTS

look on in horror from the RISE at their FALLEN LEADER.

JAZZ

...PRIME!!

THE GIANT TRUCK

WHEELS in the air, SPINNING helplessly, is on its 'back' by the
Entrance. SMOKE and DUST BILLOW out from the Mine Tunnel a few
yards away...

FADE OUT

END OF ACT III

END OF DAY TWO

RESUME TRAILBREAKER AND SPIKE

TRAILBREAKER
(continuing)

Besides, it sure beats walking.

SPIKE

Well, like...how do you do it?

SPIKE AND TRAILBREAKER EXIT TALKING.

CUT TO

EXT. MAKESHIFT GARAGE - DUSK

Rachet is doing some REPAIR WORK on Huffer's Arm. Cliffjumper (Red Porsche), and Sunstreaker (yellow Contach I) - both in AUTO MODE, are also present. PAN AWAY TO...

SPIKE, TRAILBREAKER, MIRAGE AND HOUND

TRAILBREAKER

Spike wants to know how we transform,
Hound.

HOUND

Easy...like this!

Hound TRANSFORMS into a DUNE BUGGY.

SPIKE

...Incredible!

Hound's VOICE CRACKLES from the CB on the Dashboard.

HOUND'S VOICE

Watch this!

A DRIVER suddenly APPEARS behind the wheel of the Dune Buggy.

SPIKE

Who's he?

TRAILBREAKER

Nobody. He doesn't really exist.
It's just a hologram.

SPIKE

What other tricks can you do?

MIRAGE

Try this one, Spike. Now you see me...

BEAMS of LIGHT 'FRAME' Mirage...SWIMMER...then Mirage DISAPPEARS.

MIRAGE'S VOICE

...now you don't.

SPIKE

Hey, where'd Mirage go?

Mirage REAPPEARS a short distance away 'INSIDE' the Light Beams - which instantly dematerialize.

MIRAGE

...Over here.

SPIKE

That's the best disguise of all.

HOUND'S VOICE

Hop in, Spike. I'll take take you
for the ride of your life.

Spike goes around to the PASSENGER SIDE of the Dune Buggy and gets in.

HOUND'S VOICE

...Belt up, kid - and hang on!

Spike fastens his seat belt, and the Dune Buggy DRIVES OFF in a CLOUD OF DUST.

(NOTE: DELETE TOP TWO LINES OF DIALOGUE AND DESCRIPTION ON PAGE 59)