

DAY THREEACT I

EXT. CRYSTAL MINE - DAY (CONTINUATION)

The GIANT TRUCK (Prime) lies overturned - and 'OPEN' in the middle near the entrance...SMOKE and DUST BILLOWING from what is left of the Mine Tunnel. We SEE a Robotic limb or two from the Decepticon Guards BURIED in the RUBBLE by the Entrance.

ANOTHER ANGLE

as the Other Autobots LAND beside the Truck: Prowl, Jazz, Wheeljack, Ironhide, Ratchet, Mirage (and the Other Autobots from Day Two)

JAZZ
...Prime! You alright?

No response from the Truck.

PROWL
...Looks bad, Jazz.

JAZZ
Ratchet! See what repairs are needed!

RACHET
Let's get him up on his wheels!

VARIOUS SHOTS

as all the Autobots TAKE POSITIONS around the Truck...and WORK in UNISON to TURN the Truck back ONTO ITS WHEELS.

JAZZ
...Ready...LIFT!

RACHET
Careful...easy...easy...good!

The Truck is UPRIGHT! The RAMP is still OPEN in the Middle.

CLOSER

as Ratchet MOVES AROUND IT, 'inspecting' the various PARTS.

RACHET
...Prime! Can you hear me?

PRIME'S VOICE
(MOANING)

...Ohhhhhhhh!

JAZZ
He's still generating!

RACHET
From what I can see, Prime, all
your parts are in order.

PRIME'S VOICE
Roller. Wha...what happened to him?

ANOTHER ANGLE

as Roller EMERGES from the DUST-FILLED Entrance. He 'ROLLS' toward Prime...SLOWER than before, his BEEP-BEEP-BEEP slower and not as spritely, his FLASHING LIGHT 'SPINNING' more slowly, all covered with DUST.

PROWL
...It's Roller! He's okay!

Roller 'ROLLS' up the RAMP onto the Truck...where he started from.

BEEP-BEEP from Roller as he settles into POSITION.

JAZZ
Down but not out - Roller's one tough little
Autobot. You just take it easy.

PRIME'S VOICE
You just take it easy.

A final BEEP from Roller...and his LIGHT goes 'OUT'.

RACHET
Prime - can you transform?

PRIME'S VOICE
I...I'll try.

VARIOUS SHOTS

as we SEE the TRANSFORMATION at a much SLOWER RATE for the first time. It's STOP and GO...as the Truck FOLDS UP...then BECOMES the Robot, but not without DIFFICULTY.

PRIME'S VOICE
I...I don't know...if I can do it.
Uhhhhh...uhhhh...I've almost got it!

AUTOBOTS
Come on, Prime, you can do it! Try
harder! You got it...you got it!
Come on!

PRIME'S VOICE

...There!

The TRANSFORMATION is COMPLETE and Prime is once again a Robot.

JAZZ

Welcome back to the land of moving parts. You had us worried.

PRIME

For a minute there, I thought I was ready for the junk heap.

RACHET

You're lucky. That was some blast you took.

PRIME

The blast! Bumblebee - and Sparkplug! They're still inside!

PROWL

How are we ever find them under all that rock?

IRONHIDE
Only one way. Stand back!

ANOTHER ANGLE

as Ironhide 'PRODUCES' two JACKHAMMER DRILLS from the ends of his ARMS...and begins BURROWING INTO the RUBBLE...ROCKS FLYING everywhere!

PRIME
...Start digging!

VARIOUS SHOTS

The Autobots SHOVEL at the loosened ROCKS with their Robotic Hands ...as Ironhide BURROWS DEEPER and DEEPER into the Mine Shaft with his JACKHAMMERS. They work quickly, making progress.

JAZZ

DISCOVERS Bumblebee's Robotic Arm...

JAZZ
...I found them! Over here!

He starts DIGGING FASTER...as the Others JOIN IN. A moment later, Bumblebee and Sparkplug are UNCOVERED.

FLIP FRAME TO:

EXT. CRYSTAL MINE - A FEW MINUTES LATER

Bumblebee and Sparkplug have been removed from the Rubble, and are OKAY. The Autobots are gathered around them...

PRIME
...Thanks to you two - the Decepticons are finished.

BUMBLEBEE
We were almost finished, too.

SPARKPLUG
Wheeljack wasn't kidding when he said it would blow in sixty seconds.

WHEELJACK
Fifty-nine point nine-nine, to be exact.

PRIME
With the Decepticons buried under all that rock - we can resume our search for the resources we need.

MIRAGE

And we can return to Cybertron?

PRIME

Very soon, Mirage - very soon.

A loud EXPLOSION breaks the moment!

ANOTHER ANGLE

to INCLUDE the Mine, as a BLAST ERUPTS from the far side, ROCK FLYING everywhere!

IRONHIDE

...Leakin' lubricant!

Rock SHOWERS down on top of them.

JAZZ

What happened?!

THE MINE - ANOTHER PORTION

A gaping HOLE has been BLOWN AWAY...revealing the Decepticons looking up at the SUNLIGHT. In the middle of them - is a GIANT GUN (Megatron still SMOKING from the Blast. The Energon Cubes are strewn all around, the RAINBOW energy still PULSATING.

CLOSER

as the Decepticons express their joy at being free.

DECEPTICONS

...It worked! We're free! We can get out!

The Gun TRANSFORMS into Megatron.

MEGATRON

...We are indestructable! Power to the Decepticons FOREVER!!

(he thrusts an iron FIST into the air)

SOUND WAVE

Energon Cubes still functional.

MEGATRON

Take them - and follow me.

(beat)

...SCRAMBLE!!

Led by Megatron, the Decepticons 'TAKE OFF'...

HIGH SHOT

as the Decepticons FLY THRU THE HOLE in the Mine and streak SKYWARD, many of them CARRYING the Energon Cubes...

THE AUTOBOTS

watch in disbelief.

PRIME

The Decepticons! They've escaped!

THE SKY

as the Decepticons TRANSFORM into PLANES and FLY AWAY...

RESUME AUTOBOTS

as they watch the Decepticons DEPART.

IRONHIDE

...After them!

PRIME

Save it, Ironhide. They're too fast for us in the air - we'll never catch them.

IRONHIDE

Well, I'm tired of suckin' their vapor trail! I'll stop 'em!

And with that, Ironhide 'TAKES OFF' in pursuit.

PRIME

...Ironhide! Come back!

BLUE STREAK

I'll get him!

Blue Streak 'TAKES OFF' in a streak of BLUE COLOR...

JAZZ

Blue Streak...NO!

THE SKY

as Ironhide ZOOMS into FRAME, trailing the Decepticon Formation. In a moment, Blue Streak APPEARS beside him...

BLUE STREAK

...Call it off, Ironhide! There's too many of 'em! They're outta reach!

IRONHIDE

Stop yappin', Blue Streak! This is my fight!

He OPENS FIRE with some Rocket Projectiles...but they MISS.

BLUE STREAK

...Make it our fight!

Blue Streak FIRES a VOLT BEAM at the Decepticon Formation...but it FALLS far short of the mark.

THE DECEPTICONS - FLYING

as Sound Wave 'reports' to Megatron.

SOUND WAVE
...Megatron. Autobots in pursuit.

IRONHIDE AND BLUE STREAK

FIRE again.

A DECEPTICON PLANE (A NAMELESS ONE)

is HIT by a Rocket Projectile and EXPLODES...TUMBLING out of the Sky toward Earth.

IRONHIDE AND BLUE STREAK

BLUE STREAK

...hey, not bad for an old Autobot!

Blue Streak releases another VOLT BEAM that LICKS at the TAIL of a Decepticon Plane.

RESUME DECEPTICON FORMATION

Megatron is still FLYING POINT...

FAVOR SKYWARP

SKYWARP

Skywarp to Megatron. Request permission to Teleport!

MEGATRON

Permission granted. Teleport and destroy!!

Skywarp PEELS AWAY from the FORMATION...then DISAPPEARS.

IRONHIDE AND BLUE STREAK

still in pursuit, still FIRING Projectiles and Volt Beams. Suddenly Skywarp APPEARS behind them...and OPENS FIRE!

AIR BATTLE - SEVERAL SHOTS

as Skywarp tries to BLAST Ironhide and Blue Streak out of the Sky with his LASER BEAMS. Meanwhile, the Decepticon Formation ZOOMS far ahead.

Skywarp DISAPPEARS as the Rocket Projectiles EXPLODE where he WAS... then REAPPEARS behind Ironhide and Blue Streak for clear BLASTS at them.

BLUE STREAK

It's like fightin' a shadow! He's never there when you turn around!

IRONHIDE

Don't worry- we'll get 'im!

But after several MANEUVERS it is Ironhide who is HIT...and he goes OUT OF CONTROL...SMOKE BILLOWING as he TWISTS helplessly toward the ground.

BLUE STREAK

...Ironhide!!

Blue Streak FOLLOWS Ironhide DOWN...as Skywarp FLIES OFF to rejoin the Decepticon Formation.

THE DECEPTICON FORMATION

as Skywarp 'POPS BACK' INTO line with the Other Decepticon Planes as they STREAK ACROSS the Clouds.

MEGATRON

...Well done, Skywarp! Decepticons:
return to base!

The entire Formation BANKS AWAY FROM CAMERA...

EXT. LAKE - LONG SHOT

as Ironhide LANDS with a tremendous SPLASH right in the middle of it! An instant later, Blue Streak LANDS on the shore.

BLUE STREAK

I'm comin', Ironhide!

Blue Streak STARTS INTO THE WATER...

A DISTANCE AWAY - THE AUTOBOTS

as they SEE what has happened.

PRIME

...Ironhide's down! TRANSFORM!

The Autobots TRANSFORM into AUTO MODE (Sparkplug getting into Ratchet, the Ambulance)...and SPEED to the RESCUE.

EXT. THE LAKE

Blue Streak is in the WATER with Ironhide, trying to PULL HIM OUT as the Autobots DRIVE UP...and TRANSFORM back into ROBOTIC MODE.

BLUE STREAK

...THROW ME A LINE!

JAZZ

You got it!

As he did at the Dam, Jazz 'SHOOTS' a CABLE out of his ARM...and Blue Streak CATCHES IT. He wraps it UNDER Ironhide's ARMS...

BLUE STREAK

...PULL!

A Motor WHIRS...and Jazz REELS IN Ironhide like a hooked fish. Blue Streak helps 'guide' him to the shore.

ANOTHER ANGLE

as Ironhide, DRIPPING WET, is PULLED OUT of the WATER. He remains on the ground at the edge of the Lake as the Autobots gather around.

IRONHIDE

...I can't move.

PRIME

At least you can still talk, old buddy.

RACHET

...Where'd you get hit?

IRONHIDE

Back end somewhere - think my linkage is busted.

RACHET

I'll check it. Get him inside.

Ratchet TRANSFORMS into the Ambulance and Prowl OPENS the REAR DOORS...as Prime and Jazz LIFT Ironhide and CARRY him to it...

PRIME

...You gave us all a pretty good scare.

IRONHIDE

It's been worse. I remember the time on Cybertron--

PRIME

(interrupting)

Save the war stories, hotshot - just remember, there's a thin line between being a hero and being a memory.

They LIFT Ironhide INTO the Ambulance...

JAZZ

Maybe Ironhide's ready for a nice, cushy office job.

Ironhide RAISES his Head...

IRONHIDE

No way! Soon as Ratchet tightens a few bolts - I'll be back in action!

PRIME

We'll see.

(he CLOSES the Ambulance DOORS)

...Let's get outta here!

The Autobots TRANSFORM into Auto Modes...and DRIVE AWAY.

EXT. AUTOBOT BASE - LATE AFTERNOON

Spike is perched on a LOW RISE in the Mountains that surround the main encampment, 'writing' in his Diary. (This is the same spot he sat on in DAY TWO) MOVE IN CLOSE...

SPIKE'S VOICE

Optimus Prime cares alot for his fellow robots...and he doesn't want anything to happen to them.

(beat)

...I think he'd make a neat President."

Spike STOPS 'writing' and looks off - thinking of what to write next. PAN AWAY TO...

THE CAMP BELOW

where RAVAGE, the Black Panther, PACES in his Cage. Mirage and Hound are beside it. Hound TWIRLS the KEY to the Cage around his finger, teasingly close to Ravage.

CLOSER

as Ravage ROARS and REACHES THRU THE BARS, CLAWING at the KEY, but Hound PULLS IT BACK...

HOUND

...Uh uh, Ravage - this key's not for you.

(to Mirage)

...'Don't think he likes being a prisoner.

MIRAGE

Can't say I blame him. 'Surprised the Decepticons haven't tried to rescue him.

HOUND

I'm not. They don't care about anybody - not even their own.

(beat)

...Hey, Ravage - watch this!

Hound EXTENDS his ARMS and ELECTRIC SHOCK 'WAVES' 'come out... CREATING a HOLOGRAM of 'MEGATRON', in Robotic Mode.

HOUND

...Here's your friend Megatron to keep you company.

Ravage ROARS again, REACHING out for 'Megatron'. Mirage LAUGHS...

MIRAGE

Hey Hound when we get back to Cybertron you can make me a big house - with a four-car garage. Holograms look so real, nobody'll know the difference.

HOUND

...Mirage - you just gave me a great idea!

INT. AUTOBOT SPACE CRAFT - A FEW MINUTES LATER

CLOSE ON Optimus Prime...

PRIME

...A Hologram?

WIDER

to INCLUDE Mirage, Prowl and Jazz.

nOUND

(excited)

That's right, Prime. But I mean a big one.

PROWL

What did you have in mind?

nOUND

A giant illusion that would trick the Decepticons into coming to us - on our terms.

JAZZ

It might just work, Mirage.

PROWL

But what is it? What's the Hologram of?

PRIME

...I've got an idea!

EXT. AUTOBOT BASE - DUSK

as nound RETURNS to Mirage beside Ravage's Cage, TWIRLING the Key around his finger...

nOUND

...I just saw Prime - and he told me Teletraan One located a secret supply of rocket fuel.

MIRAGE

Where?

ANGLE FAVORING RAVAGE

as he 'LISTENS'...

nOUND

Not too far from here - about 80 miles due West.

MIRAGE

Then maybe we can go back to Cybertron.

nOUND

There's enough rocket fuel at that base to make four trips to Cybertron.

Come on, let's tell Ironhide - make him feel better.

MIRAGE

What about Ravage?

nOUND

Dont' worry about him - he's not going anywhere. C'mon.

ANOTHER ANGLE

as nound reaches behind his back to HANG the KEY on a HOOK at his waist - only he 'MISSES', and the Key DROPS to the GROUND. is unaware of this - as he and Mirage MOVE AWAY...

THE KEY - CLOSE

lying on the GROUND. PAN AWAY.TO...

RAVAGE

who STARES at the KEY. He makes a LOW GROWL...then STRETCHES his ARM THRU the Bars - and EXTENDER ROD of some sort coming OUT of his PAW. The Extender Rod PICKS UP the Key...and he UNLOCKS the Cage.

The instant the DOOR is OPENED - an ALARM SOUNDS, but Ravage is gone - RACING into the surrounding Rocks.

ANOTHER ANGLE

as the ALARM CONTINUES to SOUND. Mirage, nound and some of the Other Autobots RUSH INTO FRAME.

nOUND

...He got away!!

MIRAGE

After him!

VARIOUS SHOTS

as the Autobots RACE INTO the FOOTHILLS after Ravage...but the Black Panther is too quick for them, this time. With grace and agility, Ravage LEAPS from ROCK to ROCK...and finally AWAY from the Encampment, before the Autobots can catch him.

BASE CAMP

as Optimus Prime APPEARS, confronting Mirage and Trailbreaker.

PRIME

...What happened?

MIRAGE

Ravage escaped.

PRIME

Perfect.

EXT. DECEPTICON BASE - ROCK FORMATION - DUSK

CLOSE ON Sound Wave's CHEST as a Cassette TURNS INSIDE. Ravage's Electronic Voice UNSPOOLS:

RAVAGE'S VOICE

...The rocket base is 80 miles due West of the Autobot camp.

WIDER

to INCLUDE Sound Wave, Megatron and Starscream.

SOUND WAVE

(PATTING his Chest)

Your safe return is welcome, Ravage.

MEGATRON

That rocket fuel is the last resource we need to defeat the Autobots and control Cybertron. Excellent, Ravage - EXCELLENT!

STARSCREAM

(flippant)

Right on schedule, aren't we?

MEGATRON

No thanks to you, Starscream.

STARSCREAM

(pointedly)

I've made my contribution.

MEGATRON

You've also made clear your desire to replace me as leader of the Decepticons - mistake number one!

STARSCREAM

It's time for a change, Megatron. It's time for action - not words. I am the leader of the future!

MEGATRON

You couldn't lead antroids to a picnic! How can you pretend to lead the Decepticons?

Megatron TURNS and abruptly WALKS AWAY. Starscream watches after him...then slowly RAISES one ARM - a LASER GUN at the end of it.

SOUND WAVE

sees what Starscream is about to do, and SHOUTS a warning:

SOUND WAVE

...MEGATRON!

SEVERAL SHOTS

as Megatron TURNS just as Starscream FIRES! Megatron instinctively RAISES a SHIELD of some sort, DEFLECTING the Laser Beam from Starscream's Gund.

STARSCREAM

PULLS the TRIGGER again, but nothing happens - it is OUT OF POWER.

STARSCREAM

...It's empty!

MEGATRON

takes a FEW STEPS CLOSER to Starscream, AIMING his own LASER GUN at him...

MEGATRON

...Mistake number two, Starscream. You failed to dispose of me when you had the chance. Now it's my turn.

STARSCREAM

(begging for mercy)

Megatron, please...don't fire...I ...I was wrong. I shouldn't have done it. Please...don't shoot... NO!

Megatron FIRES anyway...and the Laser Beam SHATTERS Starscream's Gun, the PIECES FLYING. Starscream goes to his KNEES, holding his QUIVERING HAND.

MEGATRON

...We attack the Rocket Base at Sunrise!

He TURNS...and WALKS AWAY, proving once again who is BEST!

EXT. THE ROCKET SITE (THE ILLUSION) - SUNRISE

As the SUN RISES over the Mountains...we SEE a Rocket Site in the middle of the Desert - looking very, very real: several out Buildings, a Rocket Launch Pad, a Hangar or two and an Airfield.

No Autobots are visible - but WORKMEN in COVERALLS do various jobs around the Site.

THE SURROUNDING FOOTHILLS

PAN ACROSS the top ridge, as ONE-BY-ONE the Decepticons APPEAR... WEAPONS at the ready, primed for ATTACK.

MEGATRON

APPEARS on the highest peak. He LOOKS OUT across the Site for a moment, then RAISES his Giant Gun and gives the ORDER:

MEGATRON
Decepticons...ATTACK!!

FADE OUT

END OF ACT I

DAY THREEACT IIEXT. ROCKET SITE (THE ILLUSION) - CONTINUATION OF ACT I

The unsuspecting WORKMEN continue to WORK their various JOBS around the Site, unaware of the Decepticons presence in the surrounding Foothills.

HIGH PEAK

in the Foothills. MOVE IN CLOSE on Megatron, Gun RAISED:

MEGATRON

...ATTACK!!

Megatron TRANSFORMS into a GIANT GUN...and FIRES A BLAST down into the Site!

VARIOUS SHOTS

as the Workmen SCATTER with the EXPLOSION. At the same time, the Other ROBOTIC DECEPTICONS come down out of the Foothills to ATTACK the Workmen.

The Workmen turn out to be Autobots - who quickly SHED their Coveralls, revealing their Robotic Modes. They TAKE ON the onrushing Decepticons in HAND-TO-HAND COMBAT (with an occasional Laser Gun BLASTING them to smithereens!)

QUICK CUTS

as ONE-BY-ONE the Autobots easily DISPOSE of the Decepticons - TOO EASILY. Instead of fighting back, the Decepticons literally FALL APART into separate PILES of NUTS, BOLTS and SPARE PARTS!

OPTIMUS PRIME

looks around, bewildered by what has happened.

PRIME

...HOLD IT! STOP FIGHTING! What in the Universe is going on here?

JAZZ

HOLDS UP the metal skeleton of a phony Decepticon - and the BODY BREAKS away piece by piece, leaving Jazz holding onto the HEAD...

JAZZ

...Scrap!

PROWL

HOLDS UP two pieces of metal hooked together by a SPRING: the pieces BOUNCE up and down in his hand.

PROWL

...Springs!

HOUND

HOLDS UP his hand, NUTS and BOLTS and ODD PIECES OF METAL dripping thru his fingers...

HOUND

...Junk!

PRIME

shakes his head.

PRIME

...We've been had!

MEGATRON

still on the High Peak overlooking the Site, TRANSFORMS from the Giant Gun back into Robotic Mode. His Voice BOOMS down to the Autobots:

MEGATRON

...That's right, Prime! I was on to your little scheme from the start! Did you really think you could fool me by allowing Ravage to escape? Did you??

PRIME

SHOUTING back:

PRIME

Go on, Megatron - you're in the driver's seat!

RESUME MEGATRON

MEGATRON

While you and the other Autobots have been fighting a bunch of loose screws - the real Decepticons have been at the real Rocket Site...

PRIME

just looks back up at Megatron, silently taking it.

RESUME MEGATRON

MEGATRON

Getting the rocket fuel we
need to get back to Cybertron.

(beat)

...You've lost, Prime! The Decepticons
have won!

He LAUGHS maniacally, his eyes GLOWING RED.

PRIME

PRIME

The race isn't over yet, Megatron.

RESUME MEGATRON

MEGATRON

Oh, it's over, Prime - you just
don't know it!

He LAUGHS derisively...then 'TAKES OFF'...

FULL SHOT

The Autobots spread across the Rocket Site...junk metal strewn all
over the place...and Megatron STREAKING ACROSS THE SKY ABOVE THEM.

PRIME

looks up at his DISAPPEARING foe:

PRIME

...No, Megatron - You still have
to cross the finish line.

EXT. THE SKY - EARLY MORNING

A FORMATION of LOW FLYING PLANES approaches. As the Formation gets
CLOSER, we SEE that it is the Decepticons. WHOOSH! They FLY PAST
CAMERA...

EXT. THE REAL ROCKET SITE - EARLY MORNING

ESTABLISH: a Control Tower, Landing Field, Launch Pad and several
huge, Circular Tanks that contain the Rocket Fuel. WORKMEN in
Coveralls, along with MILITARY PERSONNEL, are VISIBLE around the
Site.

INT. CONTROL TOWER

manned by Army/Air Force Personnel, dressed in Military Uniforms.
They sit at - and work around - various CONTROLS that line the lower-
half of the GLASS that looks out across the Site.

RADAR SCOPE

'picks up' a BLANKET of SPOTS rapidly approaching.

WIDER

as the RADAR MAN behind the Scope TURNS to the Others:

RADAR MAN

...Unidentified aircraft approaching!
A lot of them!

OFFICER #1 grabs a Radio Microphone:

OFFICER #1

...This is Cape Carlson Control
Tower - identify yourself. Over.

No response.

RADAR MAN

They're movin' in fast, Captain.

OFFICER #1

(into Radio Mike)

Repeat. Cape Carlson to aircraft.
Give us an I.D. and a flight mission
- that's an order!

Still nothing. OFFICER #2 POINTS out thru the GLASS toward the Field.

OFFICER #2

...LOOK! They're comin' down!

OFFICER #1

Sound the alarm!!

EXT. THE ROCKET SITE

as the ALARM SOUNDS. The Decepticon FORMATION LANDS on the FIELD.

CLOSER

as the Decepticons TRANSFORM into Robotic Mode.

VARIOUS SHOTS

as the Decepticons are immediately ATTACKED by the Armed Guards...
but the conventional Weapons are of no use against the metal invaders
BULLETS and SHELLS BOUNCE harmlessly OFF the Decepticons...and Laser
Beams DESTROY anti-aircraft Weapons and Mortars. The Guards FORM
LINES of Defense, FIRING at the Decepticons - but nothing happens.

SOUND WAVE

standing TALL against the Other Decepticons, SHOUTS an ORDER:

SOUND WAVE
 ...Starscream! Utilize Null Ray!

STARSCREAM

releases his NULL RAY.

SEVERAL SHOTS

as the Null Ray ENCOMPASSES the Armed Guards...FREEZING them in place
 Solitary Guards and Groups of Guards are FROZEN like Battle Statues.

INT. CONTROL TOWER

The Officers are STANDING at the GLASS, looking down at what is
 happening...

OFFICER #1
 Who are they? What's happening down
 there?

OFFICER #2
 Our weapons are totally ineffective.
 There's nothing we can--

Suddenly a BLAST of NULL RAY ENCOMPASSES the Tower - FREEZING every-
 one in POSITION.

EXT. ROCKET SITE - FULL SHOT

All is quiet now. The only movement is that of the Decepticons.
 It is an eerie TABLEAU - as the Guards remain MOTIONLESS, Weapons
 at the Ready but inoperable - all in a state of SUSPENDED ANIMATION.

MEGATRON

ZOOMS out of the SKY...and LANDS on the FIELD.

MEGATRON
 ...Excellent! EXCELLENT! Prepare
 the Energon Cubes!!

EXT. DECEPTICON BASE - ROCK FORMATION - DAY

FOLLOW the Platform Elevator UP the side of the Rock Formation as
 it carries Energon Cubes to the TOP...where they are UNLOADED by
 Decepticons...and PLACED into the Space Cruiser (now completed -
 and VISIBLE sticking out the TOP of the Rock Formation).

SOUND WAVE

CLOSE ON his CHEST as it is LIT UP with a TWINKLING DISPLAY of the
 UNIVERSE. A COLORED 'LINE' of some sort TRACES a COURSE thru the
 STARS. PULL BACK...

SOUND WAVE
 ...Course back to Cybertron charted.
 Space Cruiser fueled and ready for
 departure. What are your orders, Megatron?

WIDER

to INCLUDE Megatron.

MEGATRON
Prepare for blast-off!

STARSCREAM
Megatron, I...I was wrong for what
I did. I tried to eliminate you -
and failed, yet you allow me to
continue my existence. I am grateful.

MEGATRON
You are a valuable Decepticon, Starscream
- but there can be only one Leader - and
I am that Leader!

STARSCREAM
I acknowledge that, Megatron. You
have my loyalty.

Starscream TURNS and LEAVES.

SOUND WAVE
...I would not trust Starscream as
far as I could throw the planet Jupiter!

MEGATRON - CLOSE

his eyes GLOWING RED.

MEGATRON
...I don't.

EXT. AUTOBOT BASE - DAY

CLOSE ON Optimus Prime. PULL BACK SLOWLY as he speaks...

PRIME

We have come to a moment of truth.
The Decepticons are in position to
return to Cybertron.

FULL SHOT

Prime stands in front of a DOUBLE-LINE of Autobots: all of our Characters. Jazz STANDS slightly to one side of Prime.

PRIME

(continuing)

We have no choice but to attack
them directly.

PAN ACROSS

the Autobots, and we SEE all the familiar faces we have gotten to know as they listen intently to Prime. Include Sparkplug and Spike.

PRIME (OS)

But this battle will be very
dangerous - so I ask for
volunteers. Those who stay behind
can make preparations for our own
return to Cybertron.

WIDER

PRIME

...Jazz.

JAZZ

Volunteers...step forward!

VARIOUS SHOTS

In a dramatic moment, ONE-BY-ONE the Autobots STEP FORWARD...even Sparkplug and Spike volunteer. Some, like Ironhide and Hound, might show battle-scars (perhaps BLACK TAPE around some areas)... but ALL STEP FORWARD.

INTERCUT: OPTIMUS PRIME

as he watches this display of loyalty with great EMOTION. (I'm not quite sure how to ANIMATE this EMOTION, but we should make an attempt to show something - since I feel any words like 'thank you' would destroy the moment)

WIDER

JAZZ
Autobots...TRANSFORM!

QUICK CUTS

as all the Autobots TRANSFORM into their respective VEHICLES.
After Transformation, Spike CLIMBS INTO Hound's Dune Buggy - and
Sparkplug CLIMBS INTO Prowl's Police Car.

JAZZ

JAZZ
Start your engines!

WIDER

as the Autobots START their ENGINES...and DRIVE INTO FORMATION.
The ROAR of the ENGINES is DEAFENING!

JAZZ
...Ready, Prime.

PRIME
(to Autobots)
LET'S ROLL!!

Prime TRANSFORMS into a Giant Truck, and Jazz TRANSFORMS into a
White Porsche. They TAKE THEIR PLACES at the head of the Formation,
and LEAD the Autobots AWAY to battle.

HOLD...as the Formation dramatically HEADS into the Desert.

EXT. DECEPTICON BASE - VARIOUS SHOTS - DAY

Lots of ACTIVITY: Several Decepticons are RIDING UP the Platform
Elevator to the TOP of the Rock Formation...the Space Craft more
VISIBLE now...SMOKE BILLOWING up around it.

FOLLOW STARSCREAM, SKYWARP AND THUNDERCRACKER

as they WHEEL the giant Laser Gun (that Starscream used in Day Two
with the Energon Cubes)...across the Camp toward the Rock Formation
and PAST:

MEGATRON AND SOUND WAVE

SOUND WAVE
...Space Cruiser ready for boarding.

MEGATRON
So close, Sound Wave - so very, very
close to conquest.

MOVE IN CLOSE on his eyes as they GLOW RED.

EXT. DESERT - DAY

as the FORMATION of AUTOBOT VEHICLES APPROACHES along the Road leading to the Decepticon Base.

THE GIANT TRUCK (PRIME)

as the CB CRACKLES with his Voice:

PRIME'S VOICE
 ...Prime to Autobots: encircle
 the base!

Led by the Giant Truck, the FORMATION begins to CIRCLE AROUND...

HIGH SHOT

The Decepticon Base in the MIDDLE...the Auobot Vehicles FORMING a CIRCLE around it.

EXT. THE DECEPTICON BASE

CLOSE ON Megatron. PULL BACK as he speaks...

MEGATRON
 ...Decepticons! It is time to
 return to Cybertron...and conquer
 the Autobots forever!

All the Decepticons are GATHERED AROUND. (Perhaps they let out a CHEER of some sort)

MEGATRON
 ...Board the Space Cruiser!

The Decepticons START TOWARD the Rock Formation.

EXT. THE DESERT - THE GIANT TRUCK - CLOSE

as Prime's Voice CRACKLES over the CB:

PRIME
 ...Autobots TRANSFORM!

The Giant Truck TRANSFORMS back into Optimus Prime - ROBOT.

QUICK CUTS

as the other Autobots TRANSFORM from Vehicles to ROBOTS.

PRIME

raising his ARM, leading the CHARGE...

WIDER-SEVERAL SHOTS

The Autobots 'TAKE OFF' and 'CLOSE IN' on the DECEPTICON BASE

THE DECEPTICON BASE - SEVERAL SHOTS

as the Autobots LAND! Utter CHAOS!!

MEGATRON

MEGATRON

...We're under seige! Decepticons
TRANSFORM!!

Megatron TRANSFORMS into a GIANT GUN...and FIRES at the Autobots!

THE PLATFORM ELEVATOR

Those Decepticons RIDING UP to the TOP of the Rock Formation - DIVE
DOWN into the FRAY!

SOUND WAVE

calls for additional 'help'.

SOUND WAVE

Rumble...Laserbeak...Ravage! Prepare
for battle. Operation warfare! Eject!

A CASSETTE EJECTS...and TRANSFORMS into Rumble.

SOUND WAVE

Eject!

A second CASSETTE EJECTS...and TRANSFORMS into Laserbeak.

SOUND WAVE

Eject!

A third CASSETTE EJECTS...and TRANSFORMS into Ravage. All THREE
HEAD into the FIGHT! Sound Wave TAKES ON two Autobots in a FIGHT.

THE BATTLE

JAZZ AND STARSCREAM

exchange LASER BEAM BLASTS from hand-held Weapons. But each has a
SERIES of SHIELDS that they RAISE to DEFLECT the BEAMS.

RAVAGE

LEAPS on Sparkplug from behind, KNOCKING him down - but as he starts
to MAUL him, Bumblebee JUMPS on Ravage...and they SCUFFLE AROUND.
Ravage winds up ON TOP of Bumblebee and is about to do some damage,
when:

BLUE STREAK

APPEARS and 'SHOOTS' a VOLT BEAM at Ravage, HITTING the Panther,
his TAIL standing on end. The Panther is JOLTED OFF Sparkplug.

BLUE STREAK
...Pretty shocking, huh?

HOUND AND RUMBLE

have a REMATCH of their Underwater scrap at the Dam. They LATCH
ONTO each other around the neck area with STEEL CLAWS!

HOUND

...I owe you one from Sherman Dam,
Rumble.

RUMBLE

You couldn't swim, what makes you
think you can fight?

HOUND

Watch me!

And with that, Hound LIFTS Rumble OFF THE GROUND and SLINGS him AGAINST a ROCK. Hound LEAPS on him instantly, and they CONTINUE to POUND away at each other.

SKYWARP AND THUNDERCRACKER

TRANSFORM into PLANES and TAKE TO THE AIR...where they JOIN with Laserbeak, SHELLING the Autobots from ABOVE.

WHEELJACK AND CLIFFJUMPER - ON THE GROUND

WHEELJACK

...We're sittin' Autobots down here.
We gotta do somethin'!

CLIFFJUMPER

To the air!

They 'TAKE OFF'...

IN THE AIR - VARIOUS SHOTS

Two Autobot Robots vs. a Condor and two Planes. ROLLS, TWISTS and DIVES...LASER BEAMS and ROCKET PROJECTILES. The air is filled with EXPLOSIONS and partial HITS. (If any of them CRASH - it shouldn't be FATAL)

THE MAIN FIGHT

is between Optimus Prime and Megatron. It begins with Prime TRANSFORMING into his GIANT TRUCK MODE...and RAMMING into Megatron in his GIANT GUN MODE!

FOLLOWING THE AWESOME COLLISION

the Giant Truck OPENS UP, revealing a large GUN. At the same time, the Cab of the Truck TRANSFORMS into Prime, the Robot. (NOTE: since we have already seen Roller - maybe he is NOT on board, here as he is so small, I doubt he could do anything against Megatron)

As the Truck BECOMES Prime and his Gun...the Giant Gun TRANSFORMS in Megatron, the Robot, complete with his large Hand Gun.

PRIME

...FIRE!

The GUN atop the Open Truck FIRES at Megatron...at the same time as Megatron FIRES his Gun - at the Opposing Gun.

QUICK CUTS

The BLAST from Megatron's Gun DISABLES the Gun on the Open Truck... but the RETURN BLAST 'KNOCKS' the large Gun from Megatron's Hand.

PRIME

moves in...

PRIME

...It's just you and me now, Megatron!

MEGATRON

You better get some help, Prime.

PRIME

Oh, no - I've been waiting for this chance.

MEGATRON

You'll be sorry you ever left Cybertron.

Megatron LUNGES at Prime...and the HAND-TO-HAND COMBAT begins. Like Japanese Warriors, each has a number of weapons on their person they can utilize. It becomes an attack and block, thrust and parry sort of fight.

PRIME

...Only one of us is going back, Megatron!

MEGATRON

It won't be you, Prime!

BLADES come out from their hands - SHIELDS 'POP UP' to BLOCK...LIGHT BEAMS BLOW smoking HOLES (debilitating but not deadly)...and CLAW-LIKE HANDS place death-like grips: it is the Best vs. the Best!

PROWL AND RACHET

TRANSFORM into Police Car and Ambulance respectively...and RIDE around the encampment, RAMMING into as many Decepticon Robots as they possibly can, taking a few LASER BEAM HITS in the process.

RESUME PRIME AND MEGATRON

as Megatron BLASTS Prime with a Laser Beam, HITTING him in the SHOULDER, SBINNING him BACKWARDS off his feet. Having a moment to spare, Megatron CALLS across the Battleground!

MEGATRON

...STARSCREAM! Use your Null Ray!

The moment the words are gone, Prime LEAPS onto Megatron.

STARSCREAM

BANGS his FOREARM across an Autobot, KNOCKING him aside...then he REACHES for his NULL RAY GUN. He RAISES it to FIRE, but:

SPIKE

finds a LASER GUN on the ground...and BLASTS the NULL RAY GUN out of Starscream's hand.

STARSCREAM

...Hey! Who did that?!

THE GUN

goes SPINNING ACROSS the GROUND. Starscream GOES FOR IT...but it beaten there by Prowl, the Police Car, who RUNS OVER THE GUN... CRUSHING IT TO PIECES beneath the weight.

THE POLICE CAR

as Prowl's Voice CRACKLES over the CB:

PROWL

...Well done, Spike - get in!

Spike RUNS over to the Police Car and gets INSIDE. The Police Car DRIVES OFF, SMASHING into a Decepticon as it goes...

RESUME PRIME AND MEGATRON

Prime is on top of Megatron, GRIPPING onto his HEAD, seemingly ready to finish him off...

PRIME

...You're through, Megatron. Call it off...CALL IT OFF!!

MEGATRON

Never, Prime! You and every last
Autobot will be destroyed! The
Decepticons will reign supreme!!

ANOTHER ANGLE

as Ravage FLIES THRU THE AIR...and LANDS with a THUD against Prime,
KNOCKING him sailing OFF Megatron...and CRASHING into a ROCK.

PRIME

lies motionless at the bottom of the Rock.

MEGATRON

SCRAMBLES to his feet.

MEGATRON

...To the Space Cruiser!!

He TRANSFORMS back into the GIANT GUN...and FIRES a TREMENDOUS SHOT..

FULL SHOT

as the SHOT EXPLODES OVER the encampment, causing a huge CONCUSSION..
bringing the FIGHTING to a halt. The Decepticons RUN TOWARD the
ROCK FORMATION...and UP the PLATFORM ELEVATOR to the TOP. (NOTE:
some of the nameless Decepticons can CONTINUE FIGHTING, if desired)

THE AUTOBOTS

RE-GROUP and give CHASE...but the PLATFORM ELEVATOR, loaded with
the Decepticons - INCLUDING Megatron - is already at the TOP.
They FIRE WEAPONS, but to no avail.

THE SPACE CRUISER

as the Decepticons quickly CLIMB INSIDE...and CLOSE the HATCHES!

THE AUTOBOTS (3 or 4)

'TAKE OFF'...and FLY to the TOP of the ROCK FORMATION...FIRING
LASER BEAMS and ROCKET PROJECTILES at the Space Cruiser, but they
have no effect on the Craft.

INT. THE SPACE CRUISER

Sound Wave is at the CONTROLS...Megatron standing behind him...the
other Decepticons AROUND THE CRAFT...

MEGATRON

...BLAST OFF!!

Sound Wave PRESSES the IGNITION BUTTON...

EXT. THE ROCK FORMATION

as the SPACE CRUISER 'LIFTS OFF' from INSIDE...CLEARING the TOP...
ROCKETS BLASTING...INTO THE SKY...

OPTIMUS PRIME

still stunned, watches helplessly from the base of the Rock where
he was smashed...as the Space Cruiser CLIMBS HIGHER...

PRIME

(a wail)

...MEGATRONNNNNNNNNNNNN!!

FADE OUT

END OF ACT II

DAY THREE

ACT III

EXT. THE DECEPTICON BASE (CONTINUATION OF ACT II)

The Autobots LOOK UP as the Decepticon Space Cruiser CLIMBS HIGHER into the SKY...

OPTIMUS PRIME

picks himself up off the ground, the other Autobots gathered nearby. Jazz MOVES to HELP Prime...

JAZZ
(solemnly)
...It's over, Prime - we lost.

PRIME
No, not yet. Where's Sideswipe?

Jazz turns toward the Other Autobots.

JAZZ
...SIDESWIPE!

SIDESWIPE

MOVES OUT of the Crowd and approaches Jazz and Prime.

SIDESWIPE
I'm here, Jazz!

PRIME
Your rocket pack - give it to me!

SIDESWIPE
My rocket pack?

PRIME
NOW!!

SIDESWIPE
Uh...yeah, right!

Sideswipe REMOVES his Rocket Pack from his BACK and gives it to Prime...who, with help from Jazz, slips onto his own BACK.

JAZZ
...This is crazy, Prime - you'll never catch it.

PRIME
Cinch it up! TIGHT!

Jazz PULLS HARD on the Cinch.

SPIKE

MOVES CLOSER...

SPIKE

...I think you can catch it, Prime.

PRIME

I'll be back, Spike.

And with that, Prime 'TAKES OFF'...

FOLLOW PRIME

as he CLIMBS HIGHER...then RELEASES the ROCKET BOOSTER on his BACK...and he is SHOT FORWARD at a much greater rate of SPEED.

ON THE GROUND

SIDESWIPE

What's he gonna do if he gets there?

JAZZ

Just let him get there - he can handle the rest.

RESUME PRIME

FLYING UPWARDS thru the SKY...taking on a more streamlined, aeronaut look.

THE SPACE CRUISER

STREAKING HIGHER

INT. SPACE CRUISER

Megatron is behind Sound Wave who is at the Controls. Other Decepticons INCLUDE: Starscream, Skywarp, Thundercracker, Reflector, Rumble (NOTE: These are the main Decepticon Characters - and we may not need any 'extras' at this point)

MEGATRON

...It's done! We've seen the last of the Autobots and Optimus Prime!

Starscream, LOOKING OUT a Rear Window, TURNS to Megatron:

STARSCREAM

...Not yet, Megatron! Prime is right behind us!

MEGATRON

That's impossible!

Megatron goes to the Window and LOOKS OUT...

HIS POV - THRU WINDOW

at Optimus Prime, APPROACHING the Space Cruiser from BELOW...

RESUME MEGATRON

MEGATRON

(he LAUGHS)

...What a fool! He is no match for
the speed of our Space Cruiser!

EXT. SKY - OPTIMUS PRIME

streaking UPWARDS, straining, trying to catch the Space Cruiser.

WIDER

to INCLUDE the Space Cruiser, SHOWING the relationship between it
and Prime.

INT. SPACE CRUISER

MEGATRON

...Sound Wave! Moderate speed -
let Prime think he's catching us!

CONTROL CONSOLE

as Sound Wave's HAND eases back on the 'THROTTLE'...

EXT. SKY

We SEE Prime GAINING on the Space Cruiser, drawing CLOSER...

ON THE GROUND

All the Autobots are LOOKING UP...

PROWL

...He's doing it! He's gaining
on him!

JAZZ

He's got to do it now. Once they
get out of Earth's atmosphere -
they're long gone!

EXT. SKY - OPTIMUS PRIME

as he gives his all against impossible odds. We SEE it in his FACE
...and HEAR it in his labored BREATHING...

PRIME

(muttering)

...I'll get you, Megatron! I'll
get you!!

Prime FIRES a couple of BLASTS from a LASER GUN...but they fall SHORT or MISS...

INT. SPACE CRUISER

Starscream at the Rear Window:

STARSCREAM
...He's firing at us!

MEGATRON
Open the artillery hatch!

EXT. SPACE CRUISER

as a SECTION near the TAIL OPENS UP...REVEALING a large GUN...

OPTIMUS PRIME

CONTINUES to push himself after the Space Cruiser...drawing still CLOSER. He FIRES again...a NEAR MISS!

INT. SPACE CRUISER

CLOSE ON Megatron:

MEGATRON
...FIRE!

EXT. SPACE CRUISER

CLOSE ON Gun as a ROCKET PROJECTILE is FIRED from it...

OPTIMUS PRIME

is HIT by the PROJECTILE...a chunk of metal FLYING OFF his body. He TWISTS awkwardly and begins a death-spiral DOWNWARDS...

INT. SPACE CRUISER

Starscream TURNS from the window...

STARSCREAM
...You got 'im!

MEGATRON
Sound Wave - full throttle! We're going home! To our home!

He LAUGHS maniacally!

EXT. SPACE CRUISER

as the Rockets EMIT a PUFF OF SMOKE...and the Space Cruiser EXCELLERATES FORWARD...

OPTIMUS PRIME

CONTINUES out of control, SPINNING and TWISTING crazily as he PLUMMENTS toward Earth...

ON THE GROUND

as the Autobots SPOT HIM, POINTING...

JAZZ

...It's Prime! He's been hit!

PROWL

He's out of control!

OPTIMUS PRIME - SEVERAL SHOTS

as he manages somehow to STOP HIS SPIN...and gain control...only moments before he is about to CRASH...

ON THE GROUND

as Prime LANDS...BOUNCING once or twice...but eventually ROLLING to a safe STOP.

ANOTHER ANGLE

as the Autobots ARRIVE. Some are in AUTO MODE, including Ratchet - the Ambulance...while Others are in Robotic Modes.

JAZZ

...Don't move, Prime - we'll take care of you.

Prime STRUGGLES to his feet...Prowl and Jazz helping him.

PRIME

...I'm fine! I'm all right!!

PROWL

Let Ratchet check you out.

PRIME

I said I'm fine!

SPARKPLUG

You did all anyone could do, Prime.

PRIME

...Maybe. All I know is that we've got to work quickly...rebuild our own ship...and get back to Cybertron as soon as possible!

JAZZ

We're all with you, Prime. Megatron
hasn't seen the last of us.

PRIME

(looking around)

...Where's Mirage?

The Autobots look from one to the other - but no Mirage.

PROWL

...That's strange. I saw him before
- during the fight.

JAZZ

He's gone now!

PRIME

Poor Mirage. More than any of us
- he hated the fighting. Maybe
it was too much for him.

INT. SPACE CRUISER

CLOSE ON Megatron...

MEGATRON

...At last, total victory is within
my grasp!

WIDER

as Starscream CONFRONTS Megatron, a Laser Gun in his HAND:

STARSCREAM

Not yours, Megatron - MINE!

Megatron remains calm - as the Other Decepticons BACK OFF.

MEGATRON

(a LAUGH)

...I see that you have learned
nothing, Starscream.

STARSCREAM

Wrong! I've learned a great deal.
I won't miss this time.

MEGATRON

Beware, Starscream - if you dispose
of me to become leader of the Decepticons
- there will always be someone waiting
to dispose of you!

STARSCREAM

Let them try! I've waited for this
moment a long time, Megatron - and
my time is now!

he RAISES his GUN to fire...

ANOTHER ANGLE

as suddenly Mirage APPEARS 'INSIDE' a frame of Light Beams - that fade instantly.

MIRAGE

It's nobody's time! You'll never
return to Cybertron!

SOUND WAVE

Autobot invader! Autobot invader!

Mirage BLASTS the CONSOLE with his Laser Gun...and a huge Portion
EXPLODES.

(NOTE: The balance of this page remains the same as written)

he RAISES his GUN to fire...

139

ANOTHER ANGLE

as suddenly Mirage APPEARS 'INSIDE' a frame of Light Beams - that fade instantly.

MIRAGE

It's nobody's time! You'll never return to Cybertron!

SOUND WAVE

Autobot invader! Autobot invader!

Mirage BLASTS the CONSOLE with his Laser Gun...and a huge Portion EXPLODES.

~~STARSCREAM~~

STARSCREAM

TURNs his Laser Gun on Mirage and FIRES!

STARSCREAM

NO!!

MIRAGE

is HIT in the SHOULDER and KNOCKED backwards by the BLAST.

MEGATRON

takes advantage of the split-second ACTION to draw his own GUN and BLAST Starscream. Starscream is BLASTED back against the side of the Space Cruiser, his Gun FLYING in the air.

MEGATRON

...Extinction to all traitors!!

SOUND WAVE

as he tries to CONTROL the Space Cruiser - as it ROCKS from Mirage's BLAST. A portion of the CONSOLE is on FIRE.

SOUND WAVE

Space Cruiser losing power!

SKYWARP

TURNs his ARM INTO a FIRE EXTINGUISHER and SPRAYS a Chemical onto the CONSOLE to DOUSE the FIRE...

MEGATRON

MEGATRON

Do something, Sound Wave. Regain control!!

MIRAGE

RECOVERS...and FIRES another couple of BLASTS at the CONSOLE... starting two more FIRES, the WIRING GOING UP IS SMOKE!

He RAISES his GUN to fire...

ANOTHER ANGLE

as suddenly a PIECE OF HARDWARE on the Control Console 'COMES ALIVE'
...and TRANSFORMS into Mirage!!

SOUND WAVE

...Autobot invader! Autobot invader!

MIRAGE

You'll never return to Cybertron!

Mirage BLASTS the CONSOLE with his Laser Gun...and a huge Portion
EXPLODES.

STARSCREAM

URNS his Laser Gun on Mirage and FIRES!

STARSCREAM

NO!!

MIRAGE

is HIT in the SHOULDER and KNOCKED backwards by the BLAST.

MEGATRON

takes advantage of the split-second ACTION to draw his own GUN and
BLAST Starscream. Starscream is BLASTED back against the side of
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URNS his ARM INTO a FIRE EXTINGUISHER and SPRAYS a Chemical onto
the CONSOLE to DOUSE the FIRE...

MEGATRON

MEGATRON

Do something, Sound Wave. Regain
control!!

MIRAGE

RECOVERS...and FIRES another couple of BLASTS at the CONSOLE...
starting two more FIRES, the WIRING GOING UP IS SMOKE!

MIRAGE

We're goin' down together, Megatron.
You can't stop it now!

MEGATRON

FIRES another BLAST at Mirage, KNOCKING him all the way to the BACK of the Space Cruiser.

VARIOUS SHOTS

as the Space Cruiser goes UPSIDE DOWN, TURNING and TWISTING out of control. The Decepticons are KNOCKED all over the place...FIRES burning, SMOKE billowing everywhere.

DECEPTICONS

We're going to crash! We'll be destroyed!

EXT. SPACE CRUISER

as it TWISTS crazily, PLUNGING back toward Earth.

INT. SPACE CRUISER

as Sound Wave STRUGGLES at the Controls, trying desperately to right the Ship.

SOUND WAVE

...Control impossible. Prepare for impact!

Megatron GRABS ONTO Sound wave's shoulders...

MEGATRON

(losing it)

No! You can't let us crash, Sound Wave. Do something...DO SOMETHING!!

He violently SHAKES Sound Wave, out of control himself.

AT THE REAR OF THE CRUISER

Mirage SHAKES the EFFECTS of the Blasts he took - and DISCOVERS a HATCH right behind him. With all the confusion at the front of the Cruiser - nobody SEES him OPEN THE HATCH...

MIRAGE

(to Decepticons)

...I'll say 'hello' to Prime for you, Megatron. Happy landing!

MEGATRON

STOP HIM!!

But it's too late...as Mirage JUMPS OUT INTO SPACE.

EXT. SPACE

as Mirage TUMBLES THRU IT toward EARTH...

THE SPACE CRUISER

TUMBLING even faster than Mirage toward EARTH...

INT. SPACE CRUISER

Everything and everybody is TOPSY-TURVY...

ON THE GROUND

Optimus Prime and the other Autobots watch in amazement as they SEE the Space Cruiser come HURTLING BACK TO EARTH...

PRIME

...The Space Cruiser!

JAZZ

It's coming down fast!

They All 'TAKE OFF' to HIGHER GROUND...

INT. SPACE CRUISER

still TWISTING and TURNING violently, Sound Wave still trying to MANIPULATE the Controls...

MEGATRON

NOOOOOOOOOoooooooooooo...!

His Voice REVERBERATES...

EXT. HIGH PEAK

as the Autobots GATHER to watch the crash. The Space Cruiser is VISIBLE ABOVE them...

PRIME

...They're going to crash!!

EXT. OCEAN

as the Space Cruiser HURTLES PAST the CLIFFS...and LANDS with a DEATHLY SPLASH in the WATER! And SINKS beneath the SURFACE. HOLD.. it doesn't reappear.

RESUME AUTOBOTS

as they CHEER in UNISON! It's all over.

PRIME

...The Decepticons are gone!
Our path is clear now.

JAZZ

They were on the way to Cybertron.
Musta been a mechanical failure.

PROWL

I don't think it was a mechanical
failure, Jazz...look!

Prowl POINTS toward the SKY...

ANOTHER ANGLE

as Mirage FLOATS DOWN TO EARTH - a tiny PARACHUTE guiding him
DOWN safely...

SPIKE

...It's Mirage!

A CLIFF

OVERLOOKING the Ocean...as Mirage FLOATS gracefully to Earth...and
makes a perfect, soft LANDING on the Cliff. The Other Autobots
LAND beside him almost immediately...and gather around.

AUTOBOTS

Mirage! You did it! You stopped
the Decepticons! You all right?

MIRAGE

I'm fine, really.

PRIME

We knew you were anxious to get
back to Cybertron - but at least
you could've waited for us.

MIRAGE

Sorry, Prime - the ship was full.

PRIME

Well done, Mirage.

JAZZ

Let's get back to the base - we
have a ship to repair.

SPIKE

Can I go back to Cybertron with you?

PRIME, SPARKPLUG AND SPIKE

PRIME

You better ask your father, first.

SPIKE

Can I, dad?

SPARKPLUG

Only if I can go with you.

PRIME

...Let's go home!

(beat)

Autobots: TO THE AIR!!

The Autobot's 'TAKE OFF'...Spike RIDING on Hound, Sparkplug RIDING on Prowl...

WIDER

as they FLY in FORMATION AWAY from the Cliff...

DISSOLVE TO:

EXT. AUTOBOT BASE - DAY

CLOSE ON Top of Volcano as the NOSE of the Autobots' Space Craft sticks through it, several Autobots 'WORKING' on it. PAN DOWN the side of the Volcano...

SPIKE'S VOICE

"...Because the Autobots stopped the Decepticons from stealing Earth's resources...

ON THE GROUND

Lots of ACTIVITY: Several OIL TANK TRUCKS and huge TRAILER TRUCKS are at the base of the Volcano...and Autobots CARRY CONTAINERS into the TUNNEL that leads INTO the Volcano. Long TUBES run from the Tank Trucks UP the side of the Volcano to the TOP, operated by more of the Autobots.

SPIKE'S VOICE

(continuing)

"...the Governments of the World agreed to give Optimus Prime the energy he need to revitalize Cybertron.

(beat)

PAN AWAY

to the LOW RISE...where WE FIND Spike 'WRITING' in his Diary...

SPIKE'S VOICE

"...It's probably the first time all
the Governments ever agreed on anything.
(beat)

...Well, that's it from Earth - next
stop Cybertron."

OPTIMUS PRIME

'CALLS' up to Spike:

PRIME

Come on down, Spike! It's almost
time to blast off!

SPIKE

SPIKE

I'll be right there, Prime!

He hesitates a moment, then starts to 'write' again...

SPIKE'S VOICE

"One more thing - I'm glad we don't
have to worry anymore about Megatron
and all those Decepticons."

He CLOSES his Diary, sticks the Pencil behind his ear...and starts
DOWN from the LOW RISE to the camp BELOW. HOLD...

DISSOLVE TO:

EXT. THE OCEAN - DAY

The WAVES CRASH against the CLIFFS where the Space Cruiser went down
MOVE INTO THE WATER...

UNDERWATER

as we CONTINUE DOWN...UNTIL we DISCOVER the Space Cruiser...nestled
awkwardly in an UNDERGROUND CAVE that is only partially filled with
WATER. MOVE IN CLOSE...

THE SPACE CRUISER

as the HATCH SLOWLY OPENS and a ROBOTIC HAND APPEARS...then gradually
the rest of the upper torso becomes VISIBLE: it's Megatron!

MEGATRON

looks around, checks out his surroundings...then HOISTS himself all the way out of the Space Cruiser. He begins the ASCENT to the SURFACE...BUBBLES tracking his path...as we:

FADE OUT

THE END