

Episode #7

TRANSFORMERS

"SOS -- Dinobots!"  
(MP#700-05)

(script)

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TRANSFORMERS

"SOS -- Dinobots!"  
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CAST LIST (speaking parts only)

AUTOBOTS:

OPTIMUS PRIME  
WHEELJACK  
HOUND  
RATCHET  
BUMBLEBEE  
IRONHIDE  
BRAWN  
SIDESWIPE  
SUNSTREAKER  
JAZZ  
HUFFER  
BLUESTREAK  
WINDCHARGER  
TRAILBREAKER  
PROWL

~~SKYFALL is JETFAU~~

DECEPTICONS:

MEGATRON  
STARSCREAM  
RUMBLE  
SOUNDWAVE  
LASERBEAK  
RAVAGE  
REFLECTOR  
SKYWARP  
THUNDERCRACKER

DINOBOTS:

SLAG  
GRIMLOCK  
SLUDGE

HUMANS:

NARRATOR (VO)  
SPIKE  
SPARKPLUG  
TECHNICIAN  
FATHER  
MOTHER  
LITTLE BOY  
TEENAGE ROCKER  
GUARDS (ad-lib one-liners)

"SOS -- Dinobots!"  
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FADE IN:

EXT. - AUTOBOT HEADQUARTERS - DAY

CAMERA SLOWLY PUSHES IN on the extinct volcano, as from within comes the intermittent RUMBLING of an EARTH TREMOR.

~~CRATER MOUNTAIN, HEADQUARTERS OF,~~  
~~THE AMAZING AUTOBOTS,~~  
~~SUPERBINGS FROM THE~~  
~~PLANET CYBERTRON.....~~  
~~WITHOUT EXPLANATION OR WARNING.....~~ DISSOLVE TO:

INT. VOLCANO

~~RECENTLY, SINISTER TREMORS~~  
~~EARTH TREMORS HAVE~~  
~~BEGUN SHAKING THEIR STRONGHOLD.....~~  
NARRATOR (VO)  
have shaken the volcano's cavernous chambers

IF YOU ASK ME, ~~IT DOESN'T THINK, OPTIMUS? ARE~~  
the Decepticons, behind these shake-ups, OPTIMUS PRIME,  
are

CAMERA PANS across a big rocky chamber, to STOP on OPTIMUS PRIME, IRONHIDE, SPIKE, BRAWN, SIDESWIPE, and WHEELJACK looking about the room as the mild tremors continue (intermittent CAMERA SHAKE and SFX: RUMBLING). (Part of the spacecraft can be seen in B.G.)

ANGLE - IRONHIDE

IRONHIDE  
(to o.s. Optimus Prime)  
~~Might be that Decepticon, that~~  
RUMBLE, LIKES ~~YOU KNOW HOW~~ THAT JUNK-PUNK,  
TO MAKE EARTHQUAKES.

ANGLE - SPIKE

He walks up to a rock wall, puts his hands and ear to it, as the wall trembles. (SFX: RUMBLING) He looks back to o.s. Ironhide.

SPIKE ARE?  
The tremors ~~are~~ strongest ~~over here,~~ IRONHIDE.



ON IRONHIDE

IRONHIDE  
(to Spike)

it out,  
LET ME CHECK SPIKE.  
IF DECEPTICONS ARE

BURROWING BEHIND  
THAT ROCK,  
MY SONODAR SENSORS WILL SNIFF 'EM OUT.

Ironhide steps up to the wall and works his sonar and radar by holding out his hands. Visible sonar and radar waves emanate from his hands and penetrate the wall. (SFX: SONAR, RADAR)

CLOSE - IRONHIDE'S CHEST SCREEN

Similar waves appear on the screen, then show vague shapes resembling large limb bones plus the skull of a Triceratops (a three-horned dinosaur with a neck frill). (SFX: SONAR, RADAR)

IRONHIDE (VO)

NO DECEPTI-CREEPS.  
~~JUST A NATURAL QUAKE ACTION.~~ BUT THERE'S SOMETHING WEIRD IN THERE,  
OPTIMUS PRIME, SPIKE AND OTHER AUTOBOTS

As they react curiously to the o.s. Ironhide, the chamber shakes again, more severely than before. They all look about. (SFX: RUMBLING)

OPTIMUS PRIME

~~THE WALL IS CRACKING~~  
~~BEFORE IT COLLAPSES~~  
DANGER! ROCK FRACTURE  
IMMINENT!

THE ROCK WALL

~~Before Optimus can finish his~~ <sup>ROCK</sup> The wall splits apart and collapses, with huge chunks of rock falling to the floor and clouds of dust rising. (SFX: ROCK SPLITTING, WALL COLLAPSING)

ON SPIKE

reacting to the rock, which is falling about him. He pauses a BEAT, then starts to run for his life. (SFX: CRUMBLING & FALLING ROCK)  
CAMERA PULLS BACK FAST to show Optimus Prime shield Spike with his huge metal body from the falling rock. Spike pauses and looks up as the big chunks of stone bounce harmlessly off Prime. (SFX: ROCKS BOUNCING OFF METAL) Spike smiles at Optimus.

SPIKE

Thanks, Optimus!

WIDE SHOT - BRAWN & FALLEN ROCK WALL

Brawn steps closer to the fallen wall, which is now a mass of large-stoned rubble. A few rocks tumble aside and dust still rises as Brawn sees that behind the rubble mound is a large chamber.

(CONT)



BRAWN  
 Hey, there's ~~there~~ A CAVERN IN  
 there -- ~~LET'S CLEAR A WAY IN.....~~  
*clean up this mess*

CLOSER - BRAWN

He pauses and turns to the o.s. Sideswipe.

BRAWN GET YOUR PISTONS PUMPING,  
~~SIDESWIPE!~~ SIDESWIPE!

CAMERA RAPIDLY PANS to Sideswipe.

SIDESWIPE (GRUMBLING)  
~~IN THE UNIVERSE AND I GET TO PLAY JANITOR~~  
 Sideswipe raises his arms his hands start to move back and forth *they make*  
 like a PILE-DRIVER. He steps toward the o.s. Brawn. *me a janitor*

WIDE SHOT - BRAWN & SIDESWIPE

Brawn starts punching away at the rocky mound, as Sideswipe plows through it with his pile-driver hands. Together, they send rocks flying off OUT OF FRAME as they clear the mound. (SFX: METAL FISTS PUNCHING ROCKS, PILE-DRIVERS)

INSIDE ADJOINING CHAMBER

Brawn and Sideswipe finish clearing away the debris, as the other Autobots, with Spike, step closer. (SFX: METAL FISTS PUNCHING ROCKS, PILE-DRIVERS) When the mound has been cleared away, all of them look into the chamber, as CAMERA PULLS BACK to show the huge room, and includes in foreground an enormous limb bone and the Triceratops skull. They look toward the skull.

SIDESWIPE  
 Well, ~~now~~ I'll BE A  
 CYBERTRONIC BOLT BAT.....

PAN SHOT - SIDESWIPE'S POV

CAMERA PANS about the huge chamber and stops on the big fossil bones, which include the Triceratops skull, the toothy skull of a Tyrannosaurus rex and the long neck and small skull of a Brontosaurus.

SIDESWIPE (VO)  
~~What~~ What are they?!

WIDE SHOT - AUTOBOTS AND SPIKE

They all step into the room. CAMERA PANS with them to include the dinosaur fossils. Wheeljack picks up a large limb bone.

WHEELJACK  
 They feel like stone ~~but they~~ look like THE BONES  
~~of some giant creature.~~ OF SOME GIANT  
 CREATURE.

ON SPIKE

CAMERA PANS as he walks to the Brontosaurus neck, touches it, then looks back at the o.s. Autobots.

THEY'RE THE FOSSILIZED) SPIKE  
 BONES OF DINOSAURS -- animals that ruled EARTH  
 millions of years AGO,

CLOSE - TYRANNOSAURUS SKULL

DINO-SAURS, HUH? THEY  
 MUST'VE BEEN UGLY  
 SUCKERS.....

JAZZ (VO)  
 Never heard of them -  
 which is a little embarrassing.

As he speaks, CAMERA PANS to show Jazz looking curiously at the bones, with Wheeljack standing nearby and setting down the limb bone.

I'D SURE LIKE TO KNOW MORE WHEELJACK  
 ABOUT THEM.

ANGLE ON OPTIMUS PRIME

He strokes his chin in contemplation --

OPTIMUS PRIME  
 As would I. PERHAPS Spike WOULD BE  
 WILLING TO ~~COMPLETE~~ YOUR DINOSAUR EDUCATION.

CAMERA TILTS DOWN to show Spike smiling up at Optimus.

WIPE TO:

EXT. FALLS - DAY

A great Falls rivaling Niagara, with huge cascades of water and rising foam. After a few BEATS, CAMERA PANS away from the waterfalls to show several electrical-power generators and station buildings, the generators powered by the falls. (SFX: WATERFALLS, GENERATORS) Outside the buildings and near the generators are armed, uniformed SECURITY GUARDS.

TOURISTS AT FALLS - LOW ANGLE

A couple families of TOURISTS watch the falls from an elevated ramp overlooking the water. (SFX: FALLS to continue throughout sequence) One family includes a FATHER, mother and little boy. The boy is looking around and pointing at various places, as CAMERA PANS AWAY to a CLOSE SHOT of a CAMERA (the Trans-form of the Decepticon REFLECTOR) atop a rock and, by itself, turning and SNAPPING photos of the Falls.



## THE FALLS - CAMERA'S POV

CAMERA PANS as, through a camera's viewfinder complete with fine-grain focus, we hear the SNAPPING of one picture after another. PAN STOPS on a CASSETTE RECORDER (the Trans-form of Decepticon SOUNDWAVE) atop another rock not far from the ramp with the tourists. The recorder is running.

## CLOSE SHOT - CASSETTE RECORDER

~~IT'S ALMOST PERPETUAL MOTION. FOR~~ FATHER (VO)  
 AS LONG AS THE WATER ~~Amazing, isn't it? As long as that~~  
 GOES OVER THE GREAT FALLS, ~~water keeps going over the Falls,~~  
 THE GENERATORS WILL KEEP ~~there'll be electrical power from those~~  
~~TURNING OUT ELECTRICAL ENERGY.~~ generators.  
 PRODUCING

As he talks, CAMERA PANS AWAY from the recorder to show the Father on the ramp, explaining to his family with broad gestures toward the Falls and generators.

## CLOSER - GENERATORS

(SFX: GENERATORS) LASERBEAK flies INTO FRAME and toward the generators. CAMERA PANS as Laserbeak flies beyond the generators to one of the power-station buildings, then hovers outside an open window.

## INT. BUILDING - ON LASERBEAK THROUGH WINDOW

As Laserbeak hovers, a miniature TV camera rises from his back and spies through the window. CAMERA PULLS BACK to show a WIDE SHOT of the interior of the building, where two TECHNICIANS operate various controls on a panel operating the generators outside. Also, on a desk in the room, is a short-wave radio set. (SFX: GENERATORS)

## WIDE SHOT - THE CAMERA

CAMERA PULLS BACK as the camera TRANSFORMS into the humanoid REFLECTOR. --

## ON CASSETTE RECORDER

CAMERA PULLS BACK as the recorder TRANSFORMS into the humanoid form of SOUNDWAVE, who instantly looks around to o.s.

SOUNDWAVE

Laserbeak -- return!

## THE FALLS

LASERBEAK (VO)

(CONDOR SHRIEK)

Laserbeak flies INTO FRAME, turns in mid-air, and -- continuing TOWARD CAMERA -- TRANSFORMS to its cassette Trans-form.



## MEDIUM SHOT - SOUNDWAVE

The Laserbeak cassette shoots INTO FRAME and pops back into its place on Soundwave's body. Soundwave turns to the o.s. Reflector. CAMERA PULLS BACK to include Reflector.

SOUNDWAVE

~~REFLECTOR~~ Reflector.

DATA GATHERING COMPLETE.

~~REFLECTOR~~

~~THANKS TO MY~~  
~~BRILLIANT WORK, SOUNDWAVE,~~  
~~DON'T FORGET THAT.~~

ANOTHER ANGLE - REFLECTOR AND SOUNDWAVE

REFLECTOR

~~SOUNDWAVE~~

Then let's go, Soundwave.  
 BAG THE BRAGGING,  
 MEGATRON WANTS OUR  
 REPORT. Awaits

As he speaks, the two Decepticons ROCKET up into the sky, CAMERA TILTING to follow them as they streak away from the Falls.

DISSOLVE TO:

EXT. SOUNDWAVE AND REFLECTOR OVER OCEAN - DAY

CAMERA PANS as they fly over the ocean. (SFX: DECEPTICONS FLYING)  
 CAMERA SHOTS AHEAD to show the tower of Decepticon HQ rise from the water's surface, water pouring from its head. (SFX: CRASHING DOWNPOUR)

CLOSER - DECEPTICON HQ TOWER

Water pours down and o.s., revealing a hatch entrance that opens near the top of the tower. (SFX: ELECTRONIC WHIRR) The two Decepticons fly INTO SHOT and into the entrance. The entrance closes with another ELECTRONIC WHIRR.

WIDER

The docking tower lowers & sinks beneath the water's surface.

WIPE TO:

EXT. MUSEUM - CLOSE ON SIGN - DAY

A sign, with raised bronze letters: "SCIENCE MUSEUM", on the side of a brick wall. CAMERA PANS AWAY from the wall to show a parking lot about half-filled with cars. From o.s. comes the sound of an APPROACHING CAR. The LIGIER (the Trans-form of HOUND) drives INTO FRAME and parks in the lot. Sitting inside the Ligier is Spike.

CLOSER - LIGIER & SPIKE

Spike hops out of the car and steps aside, then the Ligier TRANSFORMS, as Spike watches, into the humanoid form of HOUND. Hound looks toward the o.s. museum, as --

HOUND

~~THIS IS EXCITING,  
SPIKE.....~~

WIDE SHOT - MUSEUM - HOUND'S POV

CAMERA PUSHES IN and HOLDS on the large front doors of the big, old-fashioned museum.

HOUND (VO)

~~What better place than a museum  
to learn about Earth's wonders  
like the dinosaurs?~~

~~I've <sup>never</sup> BEEN TO  
A MUSEUM SINCE I  
LEFT OXBERTON.  
BUT THERE WERE  
ANY DINO-SAURS THERE...~~

ANGLE - MUSEUM STEPS

CAMERA PANS as Spike and Hound walk up the stone steps, with Hound taking many steps at a time. When they reach the front doors, Spike opens one for Hound to enter.

SPIKE

Careful, Hound -- don't bump your head. (LAUGHS)

LOW ANGLE - HOUND

He pauses and smiles at the o.s. Spike, then tilts his body so that he can enter the museum without banging his head.

INT. MUSEUM - ON HEAVY-METAL ROCKERS (TEENAGERS)

Inside the museum, standing near some Egyptian mummy and other typical museum exhibits, are two TEENAGERS in "heavy-metal" type outfits. The Girl is listening to a radio with ear-phones, from which we hear the muted sounds of HEAVY-METAL ROCK MUSIC. Both she and her Boyfriend suddenly do broad TAKE REACTIONS as Spike and Hound (seen from about the waist down) walk INTO FRAME and continue OUT OF FRAME.

CLOSER - TEENAGE BOY

As he reacts with awe and follows the o.s. Hound with his eyes.

TEENAGE BOY

Man! ~~That's~~ That's what I call heavy metal!

WIDE SHOT - HOUND AND SPIKE - OTHER MUSEUM PATRONS

Other Museum Patrons walk cautiously OUT OF FRAME as Hound and Spike pause amid the exhibits, and Spike points to something o.s.

(CONT)



SPIKE *Why don't you get some*  
 There! ~~You can start by getting some~~  
 holograms of those babies ...

As he speaks, CAMERA PULLS BACK to include, in foreground, the legs of two mounted dinosaur skeletons (see attached reference stats) -- the Tyrannosaurus and Triceratops. (NOTE: The Tyrannosaurus only has two claws on each "hand"!)

THE THREE DINOSAUR SKELETONS - SPIKE'S POV

CAMERA PANS from one to the next, as Spike describes each one, going from the Brontosaurus, to the Triceratops, then to the Tyrannosaurus.

SPIKE (VO)  
 ... the ~~Brontosaurus~~ *Brontosaurus*, ~~the Triceratops~~ *Triceratops*, and finally ~~the Tyrannosaurus rex~~ *the Tyrannosaurus rex, A WALKING FANG FACTORY*, ~~the~~ *the* ~~Tyrannosaurus rex~~ *Tyrannosaurus rex*, ~~A WALKING FANG FACTORY~~ *A WALKING FANG FACTORY*.

ANGLE - HOUND

*HOUND*  
 That one's a walking fang factory.

Taking a step forward, he holds out his Hologram Gun and shoots out numerous CRACKLING laser beams. CAMERA PANS with the beam to show them striking and following the bone patterns of the Brontosaurus.

MATCH DISSOLVE TO:

FULL SHOT - BRONTOSAURUS SKELETON

OPTIMUS PRIME (VO)

~~Once walked the Earth boggles my brain circuitry.~~ *Very Impressive!*

(The bones are no longer crackling from the lasers.) CAMERA PULLS BACK to a WIDE SHOT to show that the skeleton is actually only a holographic projection created by Hound, holding out his Hologram Gun. To the side, watching the hologram show, are all of the Autobots -- most prominently seen being Optimus Prime, Huffer, Wheeljack and Ratchet. Also watching are Spike and, standing near him, Sparkplug.

HUFFER

Hmmphf! ~~They look pretty stupid to me.~~ *THEY LOOK PRETTY STUPID TO ME.*

CLOSER - SPIKE AND SPARKPLUG

watching the o.s. holograms --

WE ALSO RECORDED  
 A SPECIAL CASSETTE  
 FROM THE MUSEUM'S  
 FILM LIBRARY. With some fantastic special effects,

SPIKE  
 We also got some film from the museum film library -- with some neat special effects scenes.



ON HOUND

Ok Hound ~~all right, Hound~~ SPIKE (VO)  
change the  
channel, ~~Hound~~

Hound, still projecting an image to o.s., nods to the o.s. Spike and throws a switch on his Hologram Gun. The waves from the gun visibly vary. CAMERA PANS with the waves to show the projected image change to a scene of a live Brontosaurus in a prehistoric setting, chomping on fronds from a palm tree. (SFX: DINOSAUR ROARS) Then the projected scene PANS to a live Triceratops fighting with a live Tyrannosaurus. The Tyrannosaurus snaps at the horned dinosaur a few times, avoiding the deadly horns, then clamps its jaws down on the Triceratops' neck frill.

THESE THEY ARE, GUYS SPIKE (CONT)  
~~These are the~~ dinosaurs. ~~Just like~~

ON WHEELJACK

watching with awe the o.s. holograms.

WHEELJACK  
(excitedly)

If only we had some dinosaurs working  
for us! ~~They'd~~ REALLY  
SHAKE UP the Decepticons. HMMMMMM ...

He brings his hand to his chin contemplatively. CAMERA PANS to Ratchet who smiles at the o.s. Wheeljack.

RATCHET

I'm with you, WHEELJACK! ~~We could build~~ robot versions  
of those oversized iguanas ...

ON OPTIMUS PRIME

RATCHET (VO)

~~If that is, Optimus Prime gives~~  
~~us the green light.~~

IF IT'S OKAY  
WITH OPTIMUS  
PRIME.

ROBOTIC DINOSAURS MIGHT  
BE USEFUL.

OPTIMUS PRIME

~~Subsequent analysis~~  
~~to~~ You have my authorization.

Optimus Prime walks OUT OF FRAME, as CAMERA PANS over to Huffer, who shakes his head pessimistically.

HUFFER

~~It's~~ It'll never work. BIG WASTE OF TIME.

WIPE TO:

## INT. AUTOBOT CONTROL ROOM - WHEELJACK &amp; RATCHET

CAMERA PUSHES IN TIGHTER as the two Robots program TELETRAAN I. The computer flashes (SFX: COMPUTER SOUNDS) as on its monitor screen appear first computer images of the three dinosaurs ... which are then "scanned" with electronic imagery and then replaced by schematic versions of the three dinosaur-robots.

DISSOLVE TO:

## MONTAGE SEQUENCE - LARGE CHAMBER

The chamber where the dinosaur fossils were first discovered (and still can be seen on the floor). CAMERA PANS from Brawn and GEARS, each one tugging at a side of a huge piece of metal, and tearing it apart (SFX: METAL TWISTING AND BREAKING) ... then to PROWL, blasting away and melting down a huge chunk of metal with a gigantic laser-torch. (SFX: LASERS, METAL MELTING) NOTE: MUSIC over entire montage sequence.

DISSOLVE TO:

## ON WHEELJACK

He is working at a table on what appears to be a weird electronic "brain," energizing it with delicate laser beams from his shoulder gun. (SFX: LASERS) CAMERA PANS away from the work to show two other such brains, already CRACKLING with electrical energies, on the same table.

DISSOLVE TO:

## ON SPARKPLUG - MEDIUM SHOT

We're looking over his shoulder as he examines some blueprints showing live dinosaurs compared with electronic schematic drawings of them (like the ones seen earlier on Teletraan I's monitor). CAMERA PANS AWAY from Sparkplug to show, in the b.g., Bluestreak and Mirage carrying together a huge hind leg of the robot Brontosaurus and setting it upright on the floor. (In the b.g. are various other pieces of "Dinobot" components, not yet assembled.)

DISSOLVE TO:

## CLOSE SHOT - HEAD OF UNFINISHED "TRIBOT"

The unfinished head of TRIBOT, the robot Triceratops. (From o.s. come sounds of LASERS.) CAMERA TILTS to show an enthusiastic Ratchet happily welding a piece to the top of the Dinobot's head frill.

DISSOLVE TO:



## WHEELJACK, SPARKPLUG AND SPIKE

Watching, while Wheeljack gestures and gives orders, as CAMERA PANS to a wide shot of the legs and tail of the robot-Tyrannosaurus already standing. Near that, looking up and also giving orders with broad gestures, is Ratchet. Lowered INTO FRAME on massive chains is the torso section of the robot dinosaur (lacking head and forelimbs). The torso is set atop the hips of the standing legs.

## ANGLE - WHEELJACK

He smiles proudly, then looks down. CAMERA TILTS DOWN to show Spike look up at him, smile and flash him an "A-OK" sign.  
(END OF MONTAGE SEQUENCE)

WIPE TO:

## UNDERWATER - DECEPTICON HEADQUARTERS

The Decepticon cruiser, the central unit of the entire complex, as in earlier episodes. CAMERA PUSHES IN, as we hear --

MEGATRON (VO)

~~I have studied the images and recordings secured by Reflector, Soundwave and Laserbeak, and I have made my decision.~~

THE DATA COLLECTED BY REFLECTOR, SOUNDWAVE AND LASERBEAK LEADS TO ONLY ONE CONCLUSION.

## INT. OF CRUISER - DECEPTICONS

CAMERA PANS across the gathering of Decepticons -- THUNDERCRACKER, SKYWARP, SOUNDWAVE, RUMBLE, REFLECTOR, most notably STARScream -- as they listen to their leader, MEGATRON who addresses them at the far end of the chamber with broad gestures.

MEGATRON

~~... that if we can gain total command over a source of virtually perpetual electrical power, we will have a decisive advantage on this planet over our self-righteous foes -- the Autobots!~~

CLOSER - MEGATRON

CAMERA PANS with him as he paces about the room and addresses his o.s. army.

MEGATRON

~~that source of power is the Great Falls -- running for millenia... and for many thousands of years into the future.~~

↓ A PERPETUAL POWER SOURCE EXISTS WHICH CAN PROVIDE US WITH AN ENDLESS SUPPLY OF ENERGY

Enough

Energy!!!

TO ENERGY WITH WHICH WE CAN VANQUISH THE AUTOBOTS AND CONTROL THE UNIVERSE FOREVER.



ON DECEPTICONS

CAMERA PANS from one to the next and STOPS on Starscream, as --

MEGATRON (VO)

~~The Falls will generate more electricity for our energon cubes than we might ever need to destroy our enemies~~

STARSCREAM  
(sarcastically)

~~I suppose you've devised a brilliant plan for seizing it, eh, leader?~~

CLOSE SHOT - MEGATRON

He stops and looks toward the o.s. Starscream, a cruel smile appearing on his face, CAMERA PUSHING IN, as --

MEGATRON

Affirmative, Starscream. We attack the Falls ~~before the Autobots~~ **AT ONCE,**  
~~before the Autobots~~ **KNOW OUR INTENTIONS,**  
**DECEPTICONS - PREPARE FOR CONQUEST!**  
WIPE TO:

EXT. THE OCEAN

The waters are tranquil. Then the docking tower of Decepticon Headquarters bursts from the water's surface, water spilling off it. Then the entrance on the tower opens. (SFX: WATER DOWNPOUR, ELECTRONIC WHIRR)

WIDER SHOT - DOCKING TOWER

Megatron flies out the entranceway, followed by all the other Decepticons in their humanoid form. CAMERA TILTS as they soar into the sky and off into the distance. (SFX: DECEPTICONS FLYING)

WIPE TO:

INT. AUTOBOT HQ - WIDE ON AUTOBOTS

WHEELJACK (VO)

... And now, fellow Autobots, ~~and especially~~ **AND** especially Optimus Prime, ~~it gives~~ **IT GIVES**  
~~me the greatest pleasure to~~ **ME**  
~~present my work~~ **GREAT PLEASURE TO**  
**PRESENT MY WORK**...

CAMERA PANS across an assemblage of Optimus Prime, Ironhide, Trailbreaker, Sideswipe, Sunstreaker, Prowl, Jazz, Hound, Mirage, Bluestreak, Cliffjumper, Huffer, Windcharger, Brawn, Gears and BUMBLEBEE ... all looking toward Wheeljack, who stands near Spike and Sparkplug.

(CONT)

WINDCHARGER  
(to Wheeljack; impatiently)

~~Will you get to the point!~~  
WILL YOU GET TO THE POINT!

ANGLE - RATCHET

RATCHET  
Right! Autobots, meet -- ~~the~~ Dinobots!

Ratchet, standing off near the big chamber with the dinosaur bones, ~~holds a remote-control device in his hands. He turns it on~~ (SFX: ELECTRONIC WHIRRS & CRACKLES) ~~and looks toward the bone chamber.~~ CAMERA PANS to show three gigantic humanoid robots slowly stepping out of the shadows and into view, their feet THUMPING loudly against the stone floor.

ASSEMBLAGE OF AUTOBOTS

reacting with unease and awe to the giant o.s. Dinobots, as CAMERA PANS from one Autobot to the next.

AUTOBOTS  
(Ad-libs of awe, astonishment, etc.;  
"Look at the size of those things!",  
"Great Cybertron!", ~~etc.~~)

~~etc.~~ HOLY HETRODYNE! "ETC")

ON WHEELJACK

Allow me to introduce

WHEELJACK

~~presenting~~

~~all these dinosaurs~~ ... Grimlock ... Slag ...  
and Sludge.

As Wheeljack speaks, CAMERA PANS AWAY from him and -- as he speaks each Dinobot's name -- past GRIMLOCK, then SLAG, then SLUDGE.

ANGLE - HUFFER, WHEELJACK, SPIKE & SPARKPLUG

SHOT FAVORS Huffer.

HUFFER  
Dinobots, huh? ~~The thing is, I don't~~  
~~know if the dinosaurs are really dinosaurs~~

I THOUGHT YOU WERE SUPPOSED TO MAKE DINOSAURS!  
(LAUGHS)

Wheeljack smiles and nods to the o.s. Ratchet.

ANGLE - RATCHET

He smiles back at the o.s. Wheeljack, then looks toward the o.s. Dinobots.

RATCHET  
Dinobots -- TRANSFORM!

CAMERA FAST-PANS to the three giant humanoid robots, as each one TRANSFORMS into its dinosaur mode.

AUTOBOTS (VO)



ANGLE - OPTIMUS PRIME & OTHER AUTOBOTS

watching the o.s. Dinobots. Prime turns to o.s. Wheeljack.

*Interesting,*

OPTIMUS PRIME

~~Impressive. It's...~~

~~IS THEIR FUNCTION?~~ *BUT WHAT ELSE CAN THEY DO?*

WIDE SHOT - WHEELJACK, RATCHET & DINOBOOTS

The three Dinobots wait as Wheeljack & Ratchet boldly walk up to them. Between the Dinobots and the two humanoid Autobots is what remains of the rubble mound from the old rock wall.

WHEELJACK

Dinobots -- clear this rubble ...

RATCHET

~~AND BE QUICK ABOUT IT!~~

CLOSE - GRIMLOCK

looks down and opens his mouth. A brilliant light appears in his throat. (SFX: ELECTRONIC CRACKLING)

CLOSE - SLUDGE

looks down, as brilliant lights appear in his eyes. (SFX: ELECTRONIC CRACKLING)

CLOSE - SLAG

cocks his head as a brilliant light appears from each horn. (SFX: ELECTRONIC CRACKLING)

THREE-SHOT - GRIMLOCK, SLUDGE & SLAG

Simultaneously they shoot powerful lasers -- Grimlock from the mouth, Sludge from the eyes and Slag from three horns. CAMERA PANS DOWN as the beams hit the rubble mound. The rubble glows red- then white-hot and EXPLODES, leaving only wisps of smoke. (SFX: LASERS, ROCK BECOMING MOLTEN, EXPLOSION)

OPTIMUS PRIME & OTHER AUTOBOTS

WHEELJACK (VO)

Of course, ~~the Dinobots~~, the ~~DINOBOOTS~~ have simple brains ... ~~JUST LIKE REAL~~

*DINO SAURS, BUT NOBODY'S PERFECT....*

As Wheeljack speaks, the Autobots slowly react o.s. with mounting fear, and CAMERA PULLS BACK to a HIGH-ANGLE LONG SHOT (as from Dinobots' POV).

RATCHET & WHEELJACK

~~However~~ WHEELJACK  
~~we're~~ we're working on ~~improving them...~~ IMPROVING THEM... HUH?

Ratchet reacts with sudden fear to the o.s. Dinobots as Wheeljack speaks. Ratchet taps Wheeljack's shoulder and gets his attention. Wheeljack stops talking and looks up with a broad TAKE REACTION, as CAMERA TILTS to show the three Dinobots' heads CRACKLING with power, then smoke for a few seconds as if components are shorting-out. The Dinobots ROAR from the discomfort.

DINOBOOTS  
 (SAVAGE ROARS)

HIGH ANGLE - SPARKPLUG AND SPIKE

Backing away, Sparkplug holds a hand in front of Spike, as --

SPARKPLUG  
~~THEY'VE GONE HAYWIRE! GEAR OUT!~~  
 DINOBOOTS (VO)  
 (ROARING continues)

ON WHEELJACK & RATCHET

reacting with a start, as Slag stomps INTO FRAME and knocks them aside with a thrust of his head. (SFX: METALLIC IMPACT)

\* ON ~~SLAG~~ SLUDGE

stepping forward, then SLAMS a foot hard on the floor with earth-shaking effect. (CAMERA SHAKE) CAMERA PANS to show various Autobots falling over as the floor shakes beneath them. (SFX: IMPACT OF METAL FOOT ON STONE, EARTH-SHAKING)

ON GRIMLOCK

CAMERA PANS as he turns and bowls over some running Autobots with a sweep of his tail. (SFX: METALLIC IMPACT)

WIDE SHOT - OPTIMUS PRIME

OPTIMUS PRIME  
 We must stop those ~~monsters~~ ~~monsters~~ Dinobots  
~~BEFORE THEY CREATE A CATASTROPHE!~~ BEFORE THEY CREATE A CATASTROPHE!

He aims his big Raygun, as Slag lumbers INTO FRAME and stops in front of him. Optimus fires, but the Raygun beam bounces off Slag's neck frill and back at him, the force of his own beam knocking Prime back off his feet. (SFX: LASERS)

A WALL

Optimus (action continuing from previous shot) is hurled INTO FRAME and SLAMS hard against the wall, dropping his Raygun.



ON SLAG

looking away from the o.s. Optimus. CAMERA PANS to include Sideswipe, Bluestreak and Prowl rushing toward him with drawn Rayguns.

CLOSE - SLAG

opens his mouth and breathes a stream of flame TOWARD CAMERA.  
(SFX: CRACKLING FLAMES)

SLAG  
(angry GROWL)

SIDESWIPE, BLUESTREAK & PROWL - SLAG'S POV

The fire-stream shoots INTO FRAME and blasts the Rayguns -- one after the other -- from each of their hands. (SFX: FIRE CRACKLING)

SIDESWIPE, BLUESTREAK, PROWL  
(ad-libbed YELLS)

ON GRIMLOCK

Looks around, lowers his head and CHOMPS his jaws down on some rocky rubble, SHATTERING the rocks to powder. Then he looks o.s. toward the Control Room, turns and lumbers off OUT OF FRAME, as a worried Bumblebee watches from behind some rocks near the ones chomped by Grimlock.

WATCH ~~GRIMLOCK!~~ BUMBLEBEE  
Room! He's headed for the Control

ANGLE - BUMBLEBEE

He TRANSFORMS to his VW mode.

ON SPIKE & SPARKPLUG

Spike runs away from Sparkplug and TOWARD CAMERA, as the room is streaked by o.s. laser-fire. (SFX: LASERS, EXPLOSIONS) Bumblebee zooms INTO FRAME and SCREECHES to a stop near Spike.

BUMBLEBEE (VO)  
Maybe I can ~~slow him down~~ SLOW HIM DOWN,

SPIKE  
~~YOU'LL NEED HELP.~~ YOU'LL NEED HELP.

SPARKPLUG  
Spike -- !

Sparkplug runs toward Spike as he pulls open the VW door and rushes inside the car. A BEAT later, Bumblebee speeds OUT OF FRAME after the o.s. Grimlock.

ON GRIMLOCK

CAMERA PANS as he turns his head to react to the o.s. VW, then fires lasers from his eyes. (SFX: LASERS)

HIGH ANGLE - THE VW - GRIMLOCK'S POV

CAMERA TILTS as the VW speeds off, barely avoiding the barrage of Grimlock's lasers. (SFX: LASERS, SCREECHING BREAKS)

CUT TO:

AUTOBOT CONTROL ROOM - GRIMLOCK

lumbers into the room, then pauses, reacting to the o.s. Teletraan I curiously. CAMERA PANS to Teletraan I with its flashing lights.

CLOSE - GRIMLOCK

cocks his head curiously. He opens his mouth and the light begins to glow from his throat.

WIDE SHOT - GRIMLOCK, BUMBLEBEE, SPIKE

The VW, with Spike riding inside, speeds INTO FRAME and SCREECHES to a stop near Grimlock's hind-quarters.

SPIKE  
Oh, no -- ~~that's not Teletraan I~~ NOT TELETRAAN I!

WIDE SHOT - GRIMLOCK, VW, SPIKE, TELETRAAN I

Grimlock fires his laser-breath at the flashing computer. The beam hits and the computer starts to spark and smoke. (SFX: LASERS, ELECTRICAL CRACKLING, SMOKE HISSING) CAMERA PUSHES IN on Teletraan I as it is on the verge of blowing up.

ON VW AND SPIKE

of here, SPIKE  
Roll us out, Bumblebee, ~~we gotta get outta here!~~ TELETRAAN'S  
~~teletraan's going to blow up!~~ GOING TO....

ON TELETRAAN I

As the front panel EXPLODES with flashing lights and wild energies.

ON THE VW AND SPIKE

As the VW starts to turn away, the EXPLOSION washes INTO FRAME, its force knocking Bumblebee over. CAMERA PANS as Bumblebee, with Spike trapped inside, is flung across the room and enveloped by smoke and sparks, which entirely fill the screen.

FADE OUT

END OF ACT I



ACT TWO

FADE IN:

BACK TO TELETRAAN I

As it continues to EXPLODE as before, but the explosions begin to subside noticeably. FAST PAN to the head of Grimlock cocking his head from side to side and watching the o.s. computer with innocent curiosity.

FEET OF GRIMLOCK

The monster robot steps from side to side, as from o.s. the computer EXPLOSIONS continue to subside. CAMERA PANS to show the Bumblebee VW still flung by the force of the blast, rolling over and bouncing along the floor, then stopping as it strikes a rock wall. The VW stops on its side, with Spike still trapped inside. (SFX: EXPLOSIONS SUBSIDING, BUMBLEBEE BOUNCING)

ENTRANCE TO CONTROL ROOM - RATCHET

rushes into the Control Room and reacts with shock to the o.s. computer, the EXPLOSIONS subsiding even more.

RATCHET  
Oh, no! ~~poor~~ Teletraan I! (GROANS)

TELETRAAN & GRIMLOCK - RATCHET'S POV

Grimlock still looks at the computer as the EXPLOSIONS finally fizzle out, only a few abnormally flashing lights and trails of smoke emanating from Teletraan I. Part of the console has been blasted open, exposing wires, circuits and alien mechanisms. Grimlock leans forward and roars at the computer.

GRIMLOCK  
(defiant ROAR)

ON RATCHET

SPIKE (VO)  
Ratchet -- over here!

Ratchet turns and reacts. CAMERA PANS to show Bumblebee lying on his side, with Spike climbing out of the open window.

ANOTHER ANGLE - SPIKE AND BUMBLEBEE

Spike jumps to the ground as Ratchet rushes INTO FRAME and, straining, turns the VW back on its wheels, as --

RATCHET  
You okay, little buddy? Any major damage?

BUMBLEBEE  
Just ~~little shaken~~ Ratchet.  
POPPED A FEW GASKETS

WIDE SHOT - GRIMLOCK & TELETRAAN I

~~BUMBLEBEE (VO)~~  
~~Not enough to stop me from getting METEOR~~  
~~MOUTH OUT OF HERE!~~

Grimlock still looking at the smoking computer, as Bumblebee rolls INTO FRAME and stops, then BEEPS HIS HORN, getting the Dinobot's attention.

~~GRIMLOCK!~~ BUMBLEBEE (CONT)  
 C'mon, ~~Try stepping~~  
 on a "bug!"

CLOSER - BUMBLEBEE

Keeps BEEPING HIS HORN. Grimlock's head dips INTO FRAME, looks curiously at the car, then reacts with an angry ROAR.

(Angry ROAR)

Bumblebee suddenly speeds off OUT OF FRAME, with Grimlock's head following him.

WIDE SHOT - EXIT TO CONTROL ROOM - GRIMLOCK'S HINDQUARTERS

Bumblebee RACES INTO FRAME and AWAY FROM CAMERA, as Tyrex lumbers INTO FRAME after him, footsteps THUDDING against the floor.

REACTION SHOT - SPIKE

SPIKE  
 There goes an Autobot with guts.

As he watches the o.s. Bumblebee, CAMERA PANS to show Ratchet step up to the smoking Teletraan I with a laser-torch. (SFX: LASER)

STAND BACK, KID ~~RATCHET~~  
~~I got~~  
 work to do.

CUT TO:

THE OTHER CHAMBER - AUTOBOT HQ - CLOSE ON SLUDGE'S HEAD

Laser beams zap out of his eyes. CAMERA PULLS BACK to show the beams strike Ironhide, who drops to one knee but strains to endure the blasts, which make his body CRACKLE electrically. (SFX: LASERS, ELECTRICAL CRACKLING)

~~ANY~~ IRONHIDE  
 Ughhh! ~~Trithyllium steel hide~~ ~~can take it,~~  
~~but that~~ smarts!



ON TRAILBREAKER

laughing at the o.s. Ironhide, then creates his forcefield (which appears about him as visible, undulating energy waves).(SFX: ENERGY)

TRAILBREAKER

(jokingly)

~~YOU~~ MUST BE getting old, Ironhide. ~~WHAT YOU~~  
NEED IS a forcefield -- ~~like this!~~

CAMERA PANS to include Slag, who breathes a stream of fire at Trailbreaker. (SFX: FLAMES CRACKLING) The flames are diverted by the forcefield o.s.

ANOTHER ANGLE - TRAILBREAKER

As the flames continue to bounce off the forcefield, CAMERA PANS to show them diverted at Sunstreaker's face. (SFX: FLAMES CRACKLING) Sunstreaker raises his hands to block the flames, which "break up" off his hand.

SUNSTREAKER

Hey, not the face, okay?! I just had  
it ~~CHROMED~~ CHROMED.

PANORAMIC SHOT - DINOBOTS & AUTOBOTS

Prowl fires his laser Gun at Sludge, the beams doing no damage on the Dinobot's hide. (SFX: LASERS)

PROWL

Doesn't anything ~~GET TO~~ this guy?

CAMERA PANS, past Slag firing horn-lasers at Jazz who jumps out of their way (SFX: LASERS), then to Bumblebee leading a curious Grimlock back into the chamber, still BEEPING his CAR HORN.

GRIMLOCK

(ROARS defiantly)

CLOSER - GRIMLOCK (MOVING)

CAMERA TRUCKS with Grimlock as he snaps his powerful jaws at the o.s. Bumblebee, each bite producing a CAMERA SHAKE. CAMERA TILTS to show Bumblebee speeding out of the way of the jaws.

TWO-SHOT - SLAG & SLUDGE

firing LASERS at o.s. Autobots, as Grimlock lumbers INTO FRAME and fires LASERS from his mouth.

ON WHEELJACK

Still dazed, he gets back to his feet and looks toward the o.s. battle. LASERS and EXPLOSIONS from o.s.

(CONT)

OPTIMUS PRIME (VO)  
 (loud, amplified voice)  
 Enough! The ~~the~~ Dinobots must be ~~destroyed!~~ *destroyed!*  
~~TERMINALLY DEACTIVATED~~

Wheeljack turns and reacts with worry as CAMERA PANS to a fully recovered Optimus, stepping forward and aiming his big Raygun at the o.s. Dinobots.

WHEELJACK  
 (excitedly)  
 Wait -- ~~Wait --~~  
**MAYBE** my Magnetic Inducer **CAN STOP THEM!**

As he speaks, he rushes across the room. CAMERA PANS with him as he stops in front of the three Dinobots, who look toward him. The Dinobots' "pre-laser" lights appear and CRACKLE ELECTRICALLY, making ready to fire at Wheeljack.

HIGH ANGLE - WHEELJACK - DINOBOOTS' POV

CAMERA PUSHES IN as the gun on his shoulder moves on its turret and takes aim, then CRACKLES with strange energies. A couple BEATS later, weird magnetic beams shoot from the gun toward the o.s. Dinobots. (SFX: ELECTRICAL CRACKLING, LASERS)

MEDIUM SHOT - LOW ANGLE - WHEELJACK'S POV

CAMERA PANS from one Dinobot to the next, as Wheeljack's beam zaps each head, circling it with CRACKLING energy, calming each monster down. The crackling stops as the Dinobots become almost immobile.

WIDE SHOT - DINOBOOTS

They TRANSFORM to their humanoid shapes, then become motionless. (SFX: MACHINERY WINDING DOWN)

LONG SHOT - WHEELJACK, SPARKPLUG, SPIKE, OTHERS

reacting to the o.s. Dinobots. Wheeljack's weapon shuts off. Optimus Prime steps INTO FRAME, as --

WHEELJACK  
 There. ~~There. The Dinobots are down.~~ **THE DINOBOOTS ARE DOWN**

CLOSER - WHEELJACK

WHEELJACK  
 But, I beg you, Optimus -- please don't **MAKE ME**  
~~pull the plug on them.~~ **PULL THE PLUG ON THEM.**

He looks toward Prime. CAMERA PANS to Prime, who looks compassionately at Wheeljack. Then, as Prime turns and walks AWAY FROM CAMERA.

OPTIMUS PRIME  
*I'm sorry, Wheeljack.* ~~Very well. But the~~ Dinobots must **NEVER**  
~~be activated again!~~ **BE ACTIVATED AGAIN!**  
*They're just too dangerous.* WIPE TO:



INT. AUTOBOT HQ - LONG SHOT ON DINOBOOTS

The three Dinobots, in humanoid modes, stand motionless inside the chamber with the bones. CAMERA PULLS BACK through the chamber's entrance (the rock wall shattered earlier by the earth tremors) to show a sad Wheeljack standing outside the remnants of the rubble mound, looking at his creations. He looks to o.s.

ANGLE - JAZZ, BLUESTREAK AND MIRAGE - WHEELJACK'S POV

They are standing in a "firing squad" type line, holding their respective Rayguns. The three Autobots raise their guns, as CAMERA PUSHES IN on them, they take aim and each fire a distinctive energy beam toward the o.s. Dinobots. (SFX: LASERS, ENERGY RAYS)

LONG SHOT - DINOBOOTS

The three beams BLAST at the rocks above the wide "entranceway" to the fossil-bone chamber, creating a cave-in that begins to seal away the Dinobots. (SFX: LASERS, CAVE-IN, ENERGY BEAMS)

INSIDE BONE CHAMBER - ON WHEELJACK - DINOBOOTS' POV

He looks sad and turns away, as the cave-in continues and rocks pile up to completely fill the screen. (SFX: LASERS, ENERGY RAYS, CAVE-IN)

~~DISSOLVE TO:~~

~~AUTOBOT HQ CONTROL ROOM - AUTOBOTS, TELETRAAN I, RATCHET~~

~~CAMERA SHOTS BY various Autobots (those down played in rest of script) to Ratchet working on the computer console with a futuristic welding device. (By now, Teletraan I is about one third repaired.)~~

~~ANGLE - RATCHET AT TELETRAAN I~~

~~Wheeljack steps INTO FRAME and gets Ratchet's attention. Ratchet, still holding the welding device, looks to Wheeljack. (SFX: WELDING)~~

~~WHEELJACK~~

~~Need any help, Ratchet?~~

~~RATCHET~~

~~Thanks~~

~~I DO MY BEST WORK ALONE.~~

~~WHEELJACK~~

~~So do I.~~

~~Wheeljack turns as he speaks, CAMERA PANNING with him, as Ratchet returns to working on Teletraan I. Wheeljack walks AWAY FROM CAMERA, as other Autobots standing around watch him go by.~~

WIPE TO:

EXT. WIDE SHOT - THE FALLS - DAY

(SFX: FALLS to continue throughout sequence) CAMERA PANS from the cascading waterfalls to PUSH IN on the observation ramp, where TOURISTS are looking at the rushing waters. Among the tourists are a young MOTHER and her LITTLE BOY. The boy, as we PUSH IN, looks away from the Falls and reacts with surprise to the sky.

EXTREME LONG SHOT - THE CLOUDS - LITTLE BOY'S POV

Dark approaching shapes can be seen through the clouds. A BEAT later, we see that the shapes are the flying Decepticons, led by Megatron. (SFX: FLYING DECEPTICONS)

HIGH ANGLE - MOTHER & LITTLE BOY

LITTLE BOY  
(excitedly)  
Mommy, look! Spacemen!!

He points toward the sky. His Mother turns him around to face the Falls again, as --

MOTHER  
Hmmpfh! You've been seeing too many  
monster movies lately.

HIGH ANGLE - DECEPTICONS' POV - ON ARMED GUARDS

Several uniformed SECURITY GUARDS armed with rifles standing outside a power-station building suddenly react with shock, as CAMERA PUSHES IN on them and a great humanoid shadow falls on them. They raise their guns to fire, as several laser beams zap INTO FRAME and blow the guns apart in their hands. (SFX: LASERS, GUNS EXPLODING)

WIDE SHOT - THE GUARDS

reacting with horror as Rumble, Skywarp and Soundwave descend INTO FRAME, their respective rayguns still CRACKLING with laser energies. Skywarp aims his gun at the Guards' feet, as --

SKYWARP  
You want to fight us, ~~you~~ YOU GERMS?

ANOTHER ANGLE - GUARDS - SKYWARP'S POV

GUARDS  
(Ad-libbed YELLS, SHOUTS, "No way!",  
"Let's get outta here!", "Yiii!", etc.)

Skywarp's lasers zap INTO FRAME at their feet. They jump to avoid them, then flee in terror OUT OF FRAME. (SFX: LASERS)

FULL SHOT - THUNDERCRACKER

CAMERA PANS as he flies above the falls, then STOPS as he hovers. He makes two fists and SLAMS them together.



WIDE SHOT - THUNDERCRACKER - LOW ANGLE

As his fists SLAM together, they create a loud SONIC BOOM, with visible soundwaves emanating from them. CAMERA TILTS to show the tourists on the ramp below, struck by the waves. The tourists put their hands over the ears to protect themselves from the noise, then run off for their lives AWAY FROM CAMERA.

WIDE SHOT - STARSCREAM

He flies TOWARD CAMERA, then hovers and shoots his Null-Ray at something o.s. below. CAMERA PULLS BACK to show the Ray zapping a power generator, its power winding down. (SFX: NULL-RAY, GENERATORS, POWER SHUTTING DOWN)

INT. STATION BUILDING - TECHNICIANS

Two Technicians react as the generators continue to WIND DOWN.

TECHNICIAN

They're shutting down the generators!  
We need help -- in a big way!

CAMERA PULLS BACK as the Technician rushes away from the main station control panel, the other Technician watching him, and to the radio on the desk. (NOTE: Same Technicians and radio from Act I)

CLOSER - TECHNICIAN AT RADIO

He grabs the mike and turns on the radio, working its controls.  
(SFX: RADIO SIGNALS)

TECHNICIAN

(frantically)

Calling Teletraan I. ~~Interface us~~  
~~to Optimus Prime~~ Teletraan I ... ?

CUT TO:

INT. AUTOBOT HQ CONTROL ROOM - CLOSE ON RATCHET'S HANDS

CAMERA PULLS BACK to show Ratchet still working on the computer with an alien-type screwdriver. The computer is still in need of repairs, but better than it was before. It is not receiving the message from the station. (SFX: ELECTRONIC SCREWDRIVER)

CUT TO:

BACK TO TECHNICIAN - CLOSER

TECHNICIAN

~~be getting through!~~  
NO RESPONSE! ~~Call~~ Teletraan I ... come in, please!

EXT. STATION BUILDING - SOUNDWAVE

ejects a cassette which TRANSFORMS into RAVAGE, who then runs toward the building's open window.

INT. BUILDING - WIDE - TECHNICIANS

Suddenly Ravage leaps onto the sill of the open window and gets the Technicians' attention.

RAVAGE

(GROWLS)

CAMERA PUSHES IN as Ravage fires his Proton Bombs at the o.s. Technicians. (SFX: EXPLOSIONS)

WIDE - TECHNICIANS - RAVAGE'S POV

As Proton Bombs shoot INTO FRAME, scaring off the Technicians and exploding the radio set and desk. (SFX: EXPLOSIONS)

LOW ANGLE - METAGRON

Slowly, majestically, he descends from the sky and to the shore near the falls, water rushing and cascading about him. He looks around and smiles triumphantly.

I, MEGATRON ~~SEPERATUS FIVE~~ MEGATRON ~~of Cybertron~~ declare this facility ~~Decepticon~~ Decepticon DOMAIN!

As he speaks, CAMERA PULLS BACK to a LONG SHOT of the Falls and station, to show all of the other Decepticons posed in various places, standing guard over the area with drawn weapons. (No humans are seen anywhere.)

WIPE TO:

EXT. LONG SHOT - THE HILLS - LIGIER WITH SPIKE (BACKGROUND PAN) - DAY

CAMERA PUSHES IN on Hound's Ligier Trans-form, with Spike riding inside. The turret on the car is moving on its turret, trying to pick up signals. (SFX: FAINT ELECTRONIC SIGNALS)

UNTIL TELETRAAN I'S  
OPERATIONAL, IT'S UP  
TO US TO CHECK ON

SPIKE

~~We've been I've fired, we~~  
~~It's about shooting on~~  
Decepticon activity, Hound.

HOUND (VO)

~~I enjoy it, Spike,~~ I ENJOY IT, SPIKE,

LIGIER'S DASH-BOARD RADIO

HOUND (VO)

IT GIVES ME AN EXCUSE ~~to do a little earth style sightseeing~~  
TO DO A LITTLE EARTH STYLE SIGHTSEEING-- HOLD IT!



CLOSE - ON LIGIER TURRET (MOVING SHOT)

As the turret vibrates and then points off in an o.s. direction.  
(SFX: ELECTRONIC SIGNALS GETTING LOUDER)

HOUND (VO) *electronic signals,*  
I'm picking up ~~INTERFERENCE~~ ~~INTERFERENCE~~. Could be Decepticons.  
~~INTERFERENCE~~

WIDE SHOT - LIGIER WITH SPIKE

The Ligier speeds TOWARD CAMERA and SCREECHES to a stop. A BEAT later, Spike jumps out and steps away from the car.

ANGLE - LIGIER

It TRANSFORMS to the humanoid form of Hound, his turret gun turning and pointing to the o.s. signals. CAMERA PUSHES IN on him as the SIGNALS GET STRONGER.

I'll HOUND  
~~zero-in~~ zero-in on those SIGNALS AND TRY TO  
~~hologram~~ hologram their  
source ...

ANOTHER ANGLE - HOUND

He holds out his Hologram Gun and fires, creating a picture, as CAMERA PUSHES IN, of the Falls with Megatron and several Decepticons standing about.

DECEPTICONS, ALL RIGHT, HOUND (VO)  
AT GREAT FALLS! ~~surprise~~  
~~the~~ TWO-SHOT - HOUND AND SPIKE

Spike watches as the hologram disappears, Hound lowers his gun & works his built-in radio.

HOUND  
~~Hound ... calling Optimus~~  
Prime. ~~ENEMY SIGHTED.....~~

CUT TO:

INT. AUTOBOT HQ CONTROL ROOM - WIDE SHOT

Prime is using his own built-in radio to receive the message. Other Autobots, with the exception of Wheeljack and Ratchet, stand ready for Prime's order. CAMERA PUSHES IN toward Prime, as --

ACKNOWLEDGED, HOUND. OPTIMUS PRIME  
We will meet you at the Falls ~~IN ONE EIGHT~~  
~~MILLIONTH OF AN APTOMINUTE~~  
(then, to Autobots) ~~THOUSAND HUNDREDS OF~~  
Autobots, Transform ...

ON BUMBLEBEE

Before Bumblebee can transform, he's stopped by the o.s. Prime.

NOT YOU, OPTIMUS PRIME (VO)

~~Bumblebee. This mission is CALLED~~

WIDE SHOT - AUTOBOTS

~~FOR WEAPON BEARING PERSONNEL ONLY~~  
stay here and guard headquarters,

CAMERA PANS as Ironhide, Trailbreaker, Sideswipe, Sunstreaker, Bluestreak, Gears and finally Optimus Prime TRANSFORM to their vehicular modes.

ANOTHER ANGLE - OPTIMUS PRIME TRAILER TRUCK

~~ENERGIZE TO MAXIMUM~~ OPTIMUS PRIME (VO)  
~~POTENTIAL AND~~ roll out!

The Trailer Truck speeds AWAY FROM CAMERA across the room, as the other Trans-forms ENTER FRAME and speed off after Prime. CAMERA PANS to a slightly open door to Wheeljack's laboratory.

DISSOLVE TO:

INSIDE WHEELJACK'S LAB - CLOSE ON COMPONENT

CAMERA PANS across an electronic component on a workbench, PANS to a second such component, then to Wheeljack, who is using an alien-looking laser-torch on yet a third such component. (SFX: LASER TORCH)

WIPE TO:

EXT. THE FALLS - LONG SHOT - DECEPTICONS - DAY

The generators are RUNNING again. (SFX: GENERATORS HUMMING) Skywarp and Thundercracker stand near each other. Their chests glow and produce one energon cube after another. CAMERA PANS to show Soundwave holding a cable connecting another energon cube with a power generator and filling the cube with CRACKLING ELECTRICAL ENERGY. Near Soundwave are other energon cubes already filled with CRACKLING energies.

ANOTHER ANGLE - WIDE - RUMBLE

carries a huge stack of energon cubes, all CRACKLING with stolen energies. The stack is almost too tall for him. He carefully sets the stack down by other stacks of CRACKLING energon cubes -- as CAMERA PANS to Megatron and Starscream standing somewhere near one of the great waterfalls.

MEGATRON  
(to Starscream)

ENDLESS ENERGY, STARScream!  
~~THE CONSTANT FALLING OF~~  
~~THE WATER DELIVERS A~~  
~~CONSTANT STREAM OF~~  
~~POWER~~

~~The work progresses well, Starscream.~~  
~~As long as these Falls exist, there will~~  
~~be no end to our stealing the electrical~~  
~~power --~~



CLOSER - MEGATRON & STARScream

~~POWER TO FULFILL OUR~~ ~~MEGATRON~~  
~~ENDLESS NEED FOR~~ ~~and filling our insatiable~~  
~~ENERGON CUBES.~~ ~~Energy.~~

~~YES, ENDLESS~~ STARScream  
~~--- unless~~ WE ARE  
~~INTERRUPTED BY THE AUTOBOTS.~~

Megatron looks toward Starscream. CAMERA PUSHES IN on Megatron as a sinister, confident smile appears on his face.

MEGATRON AS USUAL,  
~~you underestimate~~  
me ~~Starscream.~~ Starscream. I have already  
devised a warm "reception" for our foes, ~~SHOULD THEY~~  
BE FOOLISH ENOUGH TO ~~INTERFERE.~~ INTERFERE.  
(LAUGHS)

And as CAMERA PUSHES IN to a TIGHT SHOT of his evil eyes --

WIPE TO:

EXT. WIDE SHOT - AUTOBOT CARAVAN (MOVING) - DAY

CAMERA PANS as they speed down the road, with the Optimus Prime/Trailer Truck in the lead. CAMERA PUSHES IN and we see Spike riding inside Hound's Ligier Trans-form.

CLOSER - SPIKE IN HOUND/LIGIER (MOVING)

SPIKE  
~~Hound's Ligier~~ IS IT MUCH FARTHER, HOUND?  
HOUND (VO)  
Just ~~up~~ ahead, Spike. ~~AND IT'S MAGNI-~~  
~~spectacular!~~

CUT TO:

THE FALLS

CAMERA PANS from the spectacular, cascading waters (SFX: FALLS to continue throughout sequence) to a nearby clearing, where the Optimus Prime Trailer truck, followed by other Autobot Trans-forms, rolls INTO FRAME and stops. ~~Spike~~ jumps out of Hound's Ligier.

ANOTHER ANGLE - AUTOBOT TRANSFORMS

CAMERA PANS across the cars as each one TRANSFORMS back to his Autobot humanoid mode, everyone looking around at the surrounding scenery. Bluestreak is near Optimus.

ON OPTIMUS PRIME

looking out at the Falls --

OPTIMUS PRIME

~~Unless my optic sensors deceive me,~~  
I <sup>don't</sup> detect ~~no signs of~~ any Decepticons.

As he speaks, CAMERA PANS away from Prime and across the majestic Falls and generators.

ON BLUESTREAK

BLUESTREAK

(joking) <sup>got glitch-mice in</sup>  
Maybe Hound's ~~led us all on a "wild~~ his data banks  
~~robot chase."~~ Get it, huh? (LAUGHS) <sup>again,</sup>

He looks around. CAMERA PANS to include other Autobots, none of whom are laughing.

ON HOUND AND SPIKE

Spike looks up at Hound as the shoulder-gun turns on its turret and vibrates stronger than ever, picking up visible energy signals.  
(SFX: ENERGY SIGNALS GETTING LOUDER) CAMERA PUSHES UP past Spike toward the turret gun, as --

HOUND

No, we're in the right place. Those <sup>electronic</sup>  
~~Decepticon~~ signals are stronger than  
ever.

LONG SHOT - AUTOBOTS - SHOT FAVORS OPTIMUS PRIME

*Right you are,*

MEGATRON (VO)

~~And why shouldn't they be,~~ Autobots!  
(LAUGHS)

The Autobots all turn and react with surprise to the o.s. voice.

THE FALLS AND POWER STATIONS - AUTOBOTS' POV

As all the Decepticons, led by a most prominently-seen Megatron, and all holding their respective weapons, fly out from hiding -- from behind rocks, under the water, behind the generators, station buildings, etc. -- and speed TOWARD CAMERA, and FIRE their guns.

*Forward,*

MEGATRON

~~All right,~~ warriors -- take them!

HIGH ANGLE - AUTOBOTS - DECEPTICONS' POV

PAN OVER the Autobots as, from o.s. above, they are hit by a barrage of LASERS and EXPLOSIONS, barely moving out of range.

OPTIMUS PRIME

Autobots -- ~~retaliated~~ *fight back!*



## ON IRONHIDE

He takes a combat pose and fires a stream of molten metal toward the sky. CAMERA TILTS UP to show Starscream flying toward him, easily avoiding the stream and firing down cluster bombs. (SFX: LIQUID STREAMING OUT, CLUSTER BOMBS EXPLODING)

STARSCREAM  
(mockingly)

~~Not fast enough, old man!~~ YOU'RE TOO SLOW,  
RUSTY-PAANTS!

## WIDE SHOT - IRONHIDE AND STARSCREAM

Ironhide shields himself, as Starscream flies over him, enveloping him in exploding cluster bombs. (SFX: EXPLOSIONS)

IRONHIDE  
Aww, shut up and fight!

## ON TRAILBREAKER

Looking around as EXPLOSIONS and LASERS blast about him.

TRAILBREAKER  
C'mon, ~~you~~ guys -- let's MASH these TRASH CANS!

Before he can finish, Thundercracker shoots down INTO FRAME feet-first, SLAMMING his heels into Trailbreaker, taking him by surprise and knocking him down, as --

THUNDERCRACKER  
You were saying, ~~that's~~ SCRAP METAL?  
metal mouth?

## ANGLE - OPTIMUS PRIME AND SPIKE

OPTIMUS PRIME  
Spike -- take cover!

As Prime speaks, he repeatedly fires his LASER GUN at overhead flying Decepticons. CAMERA PANS as Spike, avoiding a few laser blasts from above, takes hiding behind some rocks. (SFX: LASERS, EXPLOSIONS)

## TWO-SHOT - SUNSTREAKER &amp; SIDESWIPE

Sunstreaker is shooting ELECTRON IMPULSES toward the sky, and Sideswipe his Ray Rifle. (SFX: LASERS, ELECTRONIC SOUNDS)

KEEP BLASTING, SUNSTREAKER  
~~brother.~~ WE'RE  
~~up~~ UP TO OUR RELAYS IN DECEPTICONS.

CAMERA PANS to the sky to show Reflector soaring TOWARD CAMERA, then suddenly splitting into his three "selves."

REVERSE ANGLE - THREE REFLECTORS

CAMERA PANS as they swoop down and simultaneously create three powerful explosions of light -- blinding Sunstreaker and Sideswipe -- then flying over them and OUT OF FRAME. The two Autobots, temporarily blinded, stagger about and BANG into each other.

ON GEARS

He crouches, then launches himself clumsily into the sky. CAMERA TILTS as he rises.

WIDE SHOT - SOUNDWAVE

CAMERA PANS as he flies toward the clumsily maneuvering air-borne Gears. CAMERA STOPS as Soundwave pauses in mid-air. Gears reacts to Soundwave as Soundwave BLASTS him OUT OF FRAME with his CONCUSSION BLASTER-GUN.

ON BLUESTREAK AND RUMBLE

CAMERA TURNS as Bluestreak fires his Lightning-Beam at the flying Rumble, barely missing him --

NICE SHOOTING - IF YOU  
WE'RE AIMING FOR SKY. ~~He'll never win the test.~~  
the ~~He'll never win the test.~~ (LAUGHS)

-- as the stunned Gears plunges from the sky and slams Bluestreak in the back of the head, knocking him down. (SFX: ELECTRICAL BOLTS, METALLIC CLANG OF IMPACT)

WIDE SHOT - AUTOBOTS

All dazed but recovering, as CAMERA PANS across them to Optimus Prime, firing his LASERS at the sky, as various Decepticons swarm overhead firing back. (SFX: LASERS, EXPLOSIONS)

ON SPIKE BY ROCKS

horrified as he watches the o.s. battle, EXPLOSIONS and LASERS flashing from o.s. Suddenly he reacts with a start to something o.s. CAMERA FAST PANS to one of the HUMMING power generators.

CLOSE ON POWER CABLES

Now you will ~~hear~~ witness ~~Now, we will see the power of my Fusion Cannon.~~  
How THE GREAT FALLS increase the power of my Fusion Cannon.

CAMERA PANS along the cables, CRACKLING with electrical power, to Megatron, who stands dramatically on the rocky slope. The cables are connected to the back end of the Fusion Cannon in his hands. He smiles and looks o.s.

MEGATRON (CONT)  
Ready, Rumble?



WIDE SHOT - RUMBLE

He casually lands --

RUMBLE

Ready -- to shake, rattle an' quake.

He stomps his foot hard, creating an earth-tremor (CAMERA SHAKE).  
CAMERA PANS as the ground splits, creating a fissure along one side  
of several recovering Autobots.

ANGLE - MEGATRON

smiles evilly as he aims his Fusion Cannon and FIRES it with a  
blast more powerful than ever before. CAMERA PANS with the blast  
to show a LONG SHOT of Prime (still firing his Gun skyward) and  
several other Autobots, as the ground beneath them EXPLODES.  
(SFX: LASERS, EXPLOSIONS, GROUND CRUMBLING)

WIDE SHOT - OPTIMUS PRIME AND OTHER AUTOBOTS

As the ground finishes EXPLODING beneath them, taking them by  
surprise and sending them all falling helplessly toward the o.s.  
falls below.

ON SPIKE

CAMERA ZOOMS into his horrified face as he reacts to the falling  
Autobots.

WIDE SHOT - HIGH ANGLE

As the Autobots all plunge AWAY FROM CAMERA and SPLASH in the  
raging waters below.

LOW ANGLE - THE FALLS

The raging waters cascading TOWARD CAMERA, filling the screen.

HIGH ANGLE - CLOSER

CAMERA PANS as Prime and the other Autobots are tossed about helplessly  
and washed down stream under the raging waters -- as their bodies  
start to smoke, spark and short-circuit. (SFX: ELECTRICAL CRACKLING  
& HISSING)

FADE OUT

END OF ACT II

ACT THREE

FADE IN:

EXT. THE STREAM - AUTOBOTS - HIGH ANGLE

The Autobots continue to be washed down the stream, their bodies smoking, HISSING, CRACKLING with electrical short-circuiting, the WATER WASHING about them with cascading waves and rising foam. CAMERA PANS to a LOW ANGLE of Megatron standing on the rocky slope and lowering his still-smoking Fusion Cannon, and smiling triumphantly.

FULL SHOT - SPIKE

still crouched behind the rocks watching horrified the o.s. scene. Then he reacts to the o.s. sound of an APPROACHING CAR. CAMERA PULLS BACK to show Bumblebee in VW mode speed INTO FRAME and SCREECH to a fast stop on the ground beneath Spike.

SPIKE

(astonished yet relieved)

Bumblebee! ~~OPTIMUS ORDERED YOU TO STAY~~ ~~AT THE MOUNTAIN~~

As Spike speaks he hurries down the rocky slope toward Bumblebee. Headquarters

BUMBLEBEE (VO)

- I DON'T LIKE TO DISOBEY ~~but~~ I had to do something.

REVERSE ANGLE - SPIKE AND BUMBLEBEE

OPTIMUS BUMBLEBEE (VO)

I hope ~~he~~ won't be mad.

Spike rushes to Bumblebee, opens the side door and looks toward the o.s. battle scene, his face showing extreme worry.

SPIKE

He won't be anything ... unless we CAN ~~get~~ get some help -- fast.

ANGLE - WIDE ON MEGATRON

As Starscream and other Decepticons descend INTO FRAME and stand near their leader.

STARSCREAM

What now, Megatron? Surely a little ~~BATH HASN'T~~ ~~ENDED OUR~~ ~~AUTOBOT PROBLEM.~~

HARDLY. BUT THE WATER HAS ~~MEGATRON~~ ~~weakened them enough~~ TO MAKE THEM POWERLESS TO RESIST.....



CLOSER - MEGATRON AND STARScream

WE SHALL ~~RELIEVE~~ <sup>MEGATRON</sup> their short-circuited  
carcasses ... and ~~PREPARE THEM~~  
~~FOR PERMANENT DISFUNCTION!~~ <sup>THEY'RE FINISHED!</sup>

As he speaks, he looks toward Starscream, then straight ahead, ~~(LAUGHS)~~  
as CAMERA PUSHES IN CLOSE on his evil, laughing face.

FULL SHOT - BUMBLEBEE & SPIKE

Spike is sitting inside Bumblebee. After a BEAT, Bumblebee  
makes a fast turn and PEELS off back in the direction from  
which he'd come, CAMERA PANNING as he goes AWAY FROM CAMERA.

MEGATRON (CONT, VO)  
(LAUGHTER continues from last SHOT)

WIPE TO:

EXT. AUTOBOT HQ - DAY

Bumblebee, with Spike riding inside, speeds INTO FRAME. CAMERA  
TILTS as the VW speeds along toward the main entrance of the  
volcano, which opens as he approaches.

DISSOLVE TO:

INT. AUTOBOT HQ - MAIN CONTROL ROOM - ON RATCHET

Ratchet is still working on Teletraan I, which is now almost  
fully repaired. From o.s. comes the sound of the APPROACHING  
VW. Ratchet stops working and looks to o.s., as CAMERA PANS  
to show Bumblebee speed into the Control Room and SCREECH to  
a stop. (Autobots not at Falls can be included in scene.)

ANGLE - RATCHET

to the o.s. Bumblebee --

Bumblebee! <sup>RATCHET</sup> I CAN'T INTERFACE WITH  
~~THE CAR!~~ OPTIMUS PRIME.

ON SPIKE AND BUMBLEBEE

Spike is already out of the car. Bumblebee TRANSFORMS back to his  
humanoid mode, as --

BUMBLEBEE  
He may already have been terminated --

SPIKE  
(to Ratchet)  
~~He's been here for a while and he hasn't responded.~~  
OR MAYBE HE JUST CAN'T RESPOND...

ON RATCHET & WHEELJACK - SPIKE'S POV

Both look worried. Wheeljack is walking TOWARD CAMERA. He stops, as --

SPIKE (VO)

~~WE'VE GOT TO SAVE HIM AND OUR FRIENDS!~~  
RATCHET ~~try to~~ have

ON TAP But we don't ~~have~~ ENOUGH AUTOBOTS  
to fight all those Decepticons -- RATS!

CAMERA PUSHES IN on Wheeljack, making a determined face.

BUT WE DO WHEELJACK  
~~have~~ have something else.

WIDE SHOT - SPIKE & BUMBLEBEE

Wheeljack steps INTO FRAME. CAMERA PANS as he leads them o.s., as --

WHEELJACK

~~With the stakes so high, I'm forced  
to reveal my secret project -- and  
thereby face the consequences --~~

ON RATCHET

I'VE BEEN WORKING ON A LITTLE ~~SECRET~~  
RESEARCH PROJECT ~~EVEN THOUGH IT MEANT...~~

He finishes one last connection, then SLAMS his fist against Teletraan I's console, his fist CRACKLING with visible power (a la a robotic Fonzie). A BEAT later, the console flashes and lights-up like normal, the computer obviously repaired. Ratchet smiles proudly (SFX: COMPUTER SOUNDS), then looks and reacts curiously at the o.s. Wheeljack.

WHEELJACK (VO)

~~disobeying~~ ~~Optimus Prime's~~  
DIRECT ORDER  
WIPE TO:

INSIDE WHEELJACK'S LAB - COMPONENTS ON WORKBENCH

WHEELJACK (VO)

I DESIGNED THESE  
NEW MEMORY COMPONENTS TO UPGRADE THE DINOBOTS' BRAINS  
→ THEY'LL MAKE THEM SMARTER and ~~control~~ EASIER TO control. --- I HOPE!

As he speaks, CAMERA PANS past one finished component, past the second, to the third. Wheeljack's hand ENTERS FRAME and picks up the third. CAMERA TILTS as he holds the component up for Spike & Bumblee, both reacting with astonishment, to see.

BUMBLEBEE

But Optimus Prime decreed that the  
Dinobots must never ~~be~~ BE ACTIVATED AGAIN!



CLOSE - WHEELJACK

WHEELJACK

Any better ideas?

CAMERA PANS from Wheeljack to Spike and Bumblebee, who look at each other and shrug No.

WIPE TO:

OTHER CHAMBER - HIGH ANGLE - SPIKE, BUMBLEBEE & WHEELJACK

Wheeljack is in the lead, CAMERA TILTING as they run across the room, Bumblebee carrying the three brain components in his arms.

WHEELJACK

We must do this fast -- before ~~the~~ **THE**  
~~the~~ **DECEPTICONS GET WIND OF IT,**

WIDE SHOT - ROCK WALL OUTSIDE BONE CHAMBER

Wheeljack, Spike and Bumblebee run INTO FRAME and stop before the wall, Wheeljack in the lead. The gun on Wheeljack's shoulder aims at the wall and fires out a potent laser beam. CAMERA PANS as the beam hits the wall making it glow brightly. (SFX: GUN HUMMING ON TURRET, LASERS)

THE BONE CHAMBER

The room is dark. The wall begins to glow, its light dramatically illuminating the three dormant humanoid Dinobots standing like silent sentries. After several BEATS, a big hole is laser-blasted through the wall. When the light clears, Wheeljack, Spike and Bumblebee step through the jagged hole into the bone room. (SFX: LASERS, EXPLOSION)

DISSOLVE TO:

BONE CHAMBER - SPIKE AND BUMBLEBEE

Bumblebee now holds only one of the three brain components. He and Spike watch impatiently toward upper o.s. CAMERA PANS UP to show Wheeljack perched atop the shoulders of the 2nd Dinobot and installing the component in its opened-up cranium, and using his shoulder-gun like a laser-torch. (SFX: LASER)

DISSOLVE TO:

LATER IN CHAMBER - THREE DINOBOTS

CAMERA PANS from the motionless Dinobots to Wheeljack, Bumblebee and Spike looking up at them anxiously, and PUSHES IN CLOSER.

OKAY

SPIKE

~~the~~, guys -- ~~the~~ **CROSS YOUR**  
**TRANSISTORS OR SOMETHING.**

WHEELJACK

(commandingly)

Dinobots --

LOW ANGLE - THREE DINOBOOTS

WHEELJACK (VO)

-- awaken!

CAMERA PUSHES IN SLOWLY as their eyes suddenly shine with a momentary electrical light, an ELECTRONIC HUMMING emanates from each giant, and each Dinobot slowly moves, looking around curiously.

HIGH ANGLE - WHEELJACK, SPIKE & BUMBLEBEE - DINOBOOTS' POV

They cautiously step forward, then stop, looking up.

WHEELJACK

~~You must~~ ~~Go!~~ ~~Save~~ Auto-  
bot friends, ~~SAVE~~ our leader, Optimus  
Prime! Do you understand?

THREE-SHOT - THE DINOBOOTS

Looking at each other. For the first time, with their improved brains, they talk -- in slow, guttural voices.

SLAG

~~SAVE~~ ... Friends?! Hmmpfh!

GRIMLOCK

(arrogantly)

~~SAVE~~ Leader?!

SLUDGE

Uh ... Uh, maybe ... we should?

With Grimlock taking the lead, they all turn toward the opposite wall.

WIDE SHOT - DINOBOOTS (SHOT FAVORS GRIMLOCK)

WE DO AS ~~TOLD~~ GRIMLOCK  
~~...~~ ... for now.

He holds out his Energo-Sword and fires powerful electrical beams at the far rock wall, chipping off pieces of stone -- then uses his double-barreled Rocket Launcher to bombard the wall, as the room is splashed by light and power. (SFX: ELECTRICAL BEAMS, ROCKETS)

EXT. VOLCANO WALL

CAMERA PULLS BACK and HOLDS as the wall is blasted from within by Grimlock's rockets. (SFX: ROCKETS, EXPLOSION) When the smoke clears, the three Dinobots, followed by Wheeljack, step through the hole and outside. Wheeljack looks around at the hole, as --

WHEELJACK

OKAY, SO THEY'RE  
NOT NEAT.

RATCHET (VO)

Wheeljack, wait -- !



REVERSE ANGLE - WHEELJACK

RATCHET (VO)

~~You~~ ~~anywhere~~  
~~CAN'T GO~~

CAMERA PANS from Wheeljack's worried face, to Spike and Bumblebee, as Ratchet rushes into the room carrying three large power packs.

RATCHET (CONT)

-- ~~until you~~ give ~~those~~ Dinobots these  
power packs. ~~THE~~

Spike and Bumblebee react with relief to each other, Spike wiping sweat from his brow and smiling.

WIPE TO:

EXT. THE FALLS - AUTOBOTS - WIDE ANGLE - DAY

SHOT FAVORS Optimus Prime. The Autobots, still weakened, are in a line chained to the rocky wall of a mountainside with chains of CRACKLING ENERGY. Prime, Ironhide and a couple others strain but are too weak to free themselves. (SFX: WATERFALLS to continue)

OPTIMUS, IRONHIDE, ETC.

(Ad-libbed STRAINING)

MEGATRON (VO)

(LAUGHS)

~~DO NOT STRESS YOUR CIRCUITRY --~~

~~YOU'LL NEVER BREAK THOSE ENERGON CHAINS IN YOUR WEAKENED CONDITION.~~

As he speaks, CAMERA PANS to a rocky slope, where Megatron, holding his Fusion Gun in a lowered position, stands by a firing-squad line of Decepticons -- Soundwave, Skywarp, Thundercracker, Starscream and little Rumble -- all with their respective guns pointed down at their sides (or arms, as the case may be).

MEGATRON (CONT)

~~PREPARE FOR TERMINAL MELT DOWN!~~

ON MEGATRON

MEGATRON

Decepticons,

Ready, aim...

~~FOR ULTIMATE CAPACITY.~~  
~~LOCK ON TARGETS, ENERGIZE AND...~~

As he speaks, he raises his Fusion Gun in aiming position, and CAMERA PANS along the Decepticon line, each robot raising and aiming his gun at the o.s. Autobots.

EXTREME CLOSE SHOT - MEGATRON

MEGATRON

... Fi -- what ~~ARE THOSE?~~

Before he can shoot, his eyes react with shock to the o.s. sky.  
(SFX: APPROACHING ROCKETS)

LOW ANGLE - WHEELJACK AND THREE DINOBOOTS - MEGATRON'S POV

Flying overhead, the Dinobots wearing power packs to allow flight, Wheeljack flying by the power of his Arm Rockets. (SFX: FLYING AUTOBOTS) As they NEAR CAMERA --

SLAG  
(with contempt)  
WHICH ONES ~~are these~~ "friends?"

SLUDGE (pointing to logo on chest)  
~~are these~~ ones with ~~chains~~ -- UH, I THINK,  
face like this

CLOSER - SLAG (MOVING)

From the air, he fires his laser rifle at the o.s. Decepticons, (SFX: LASERS, EXPLOSIONS) smiles a nasty smile --

SLAG  
THAT good enough for ~~me~~ SLAG,

HIGH ANGLE - DECEPTICON FIRING SQUAD - DINOBOOTS' POV

CAMERA PUSHES IN as Slag's LASERS fire INTO FRAME against the line of Decepticons, surprising them and driving them back.

MEDIUM SHOT - OPTIMUS PRIME

CAMERA RAPIDLY PUSHES IN as, still straining futilely against his energy-chains, he reacts with surprise to the o.s. Dinobots.

WIDE SHOT - WHEELJACK

He lands. CAMERA PANS to the three Dinobots as they land and then -- casting aside their power packs -- they TRANSFORM to their dinosaur-modes and roar.

DINOBOOTS  
(ANGRY ROARING)

ON DECEPTICONS - SHOT FAVORS MEGATRON & STARScream

STARScream  
(to Megatron)  
YOU'RE SUPPOSED TO KNOW EVERYTHING -- What are those ? ~~are those~~

MEGATRON  
Scrap metal -- once we finish with them!

Megatron raises his Fusion Cannon and fires a deadly blast. CAMERA PANS with the beam to show it strike Sludge, who is approaching, the beam bouncing harmlessly off the Dinobot's invulnerable hide, (SFX: LASER, EXPLOSION) though he's noticeably shaken by the impact.

ANOTHER ANGLE - SLUDGE

CAMERA PANS as, to avoid another blast, Sludge steps into the stream -- moving through the water like a MOTOR-POWERED craft -- as more of Megatron's BEAMS send up great water spouts around him.



ON WHEELJACK

WHEELJACK

~~IT'S A PITY~~ SPEAKING OF SCRAP, MEGATRON.....  
TRY THIS ON FOR SIZE.

As he speaks, Wheeljack shoots his Gyro-Inhibitor Shells from his shoulder gun, as CAMERA PANS to show them strike Megatron -- as Starscream steps aside. Megatron drops his gun as his balance is upset --

MEGATRON

~~MEGATRON~~ Gyro-Inhibitor shells! -MY EQUILIBRIUM...  
~~IT'S A PITY~~ DESTABILIZED.....

-- and he falls against the ground with CAMERA SHAKE. (SFX: LASERS, THUD OF IMPACT)

ANGLE - STARSCREAM

STARSCREAM (STARSCREAM)  
Megatron has fallen! I am now ~~YOUR~~ YOUR LEADER,  
Decepticons. Follow ~~ME!~~ ME!

As he speaks, he rockets into the sky, CAMERA TILTING with him.

OTHER DECEPTICONS

Thundercracker, Skywarp, Soundwave, Rumble and Reflector all launch themselves into the sky after the o.s. Starscream.

LOW ANGLE - STARSCREAM

He pauses and hovers, then fires his Cluster Bombs down toward the ground. CAMERA PAST PANS DOWN to show the Bombs exploding off Grimlock's tough hide and getting the Dinobot's attention.

CLOSER - HIGH ANGLE - GRIMLOCK

Looks up and fires his LASER breath TOWARD CAMERA.

ON STARSCREAM - GRIMLOCK'S POV

Starscream is hit by the powerful LASER BLAST, his Cluster Bomb firing mechanism SHATTERED apart to pieces of flying debris. (SFX: LASERS, EXPLOSIONS) The impact of the explosion sends Starscream hurtling back AWAY FROM CAMERA.

ON THUNDERCRACKER

CAMERA PANS as he soars down from the sky past the falls, then hovers.

I DON'T KNOW WHAT YOU ~~ARE~~ ~~ARE~~  
ARE, BUT I HOPE  
THIS BURNS YOU UP!

THUNDERCRACKER

~~No one ever told me we'd have to fight  
monsters in this war. But, if we must~~

CAMERA STOPS as he hovers and fires his Incendiary gun down and o.s. (SFX: CRACKLING FLAMES)

WIDE SHOT - THUNDERCRACKER & SLAG

Slag is looking off in another direction, when the hovering Thundercracker hits his hindquarters with his flame gun. Instantly, Slag is annoyed and turns around to face Thundercracker. (SFX: FLAMES)

SLAG  
(ANGRY, ANNOYED ROARS)

Facing Thundercracker, Slag opens his mouth and fires his CRACKLING FLAME THROWER. CAMERA PUSHES IN as the two flame-streams meet, at impasse, with flames shooting off in all directions.

CLOSE - SLAG

As he continues to breathe CRACKLING FLAMES, his three horns glow with menacing radiance -- then fire their LASERS at the o.s. Thundercracker.

## ON THUNDERCRACKER

Still hovering and shooting FLAMES, as the three LASERS shoot INTO FRAME and send him hurtling helplessly (his flame-gun shutting off) to CLANG against the mountainside behind him.

## ON SLUDGE

Stepping out of the stream and onto the land, the water dripping off his metal hide. He turns and reacts to o.s., as CAMERA PANS to show Rumble land INTO FRAME and take on a "cool" pose.

RUMBLE

ON RUMBLE

IF ON DECEPTION TURF YOU HAPPEN TO TUMBLE,  
LOOK OUT, ROBOT, HERE COMES RUMBLE

He lowers his raygun and FIRES it, shooting out  
powerful, undulating, visible energy waves, that hit the ground.  
CAMERA PANS with the waves as the strike the ground under Sludge  
and SPLIT the earth apart. Sludge struggles to retain his stance  
as the fissure widens under him. (SFX: ENERGY BEAMS, EARTHQUAKE)

ANGLE - SLUDGE

Clumsily steps to one side of the fissure. CAMERA PUSHES IN as his hind foot SLAMS hard against the ground, causing it to create one end of a "seesaw" type tear in the earth.

THE TEAR - SLUDGE'S POV

CAMERA PANS with the tear as it spreads and literally catapults a startled Rumble off the ground and into the air. He drops his gun.

Hey, ~~the rumble~~ RUMBLE  
NO FAIR!



ON SKYWARP

CAMERA PANS as he flies --

SKYWARP

Heat-seeking missiles ... ~~the~~ seek  
heat!

-- and fires his heat-seeking Missiles (SFX: MISSILES FIRED).

ON SLAG

BLASTING away o.s. with his flame-thrower breath. Suddenly he turns and reacts, CAMERA PULLING BACK, as Skywarp's missiles zoom INTO FRAME, making an arc in the air, and EXPLODE against the Dinobot's head, stunning him.

ON SKYWARP (BACKGROUND PAN)

SKYWARP

~~Oh, guess that'll show 'em, ~~the~~'s~~  
~~to ~~be~~ in this ~~be~~~~

Before he can finish, Grimlock's head appears INTO FRAME and suddenly CLAMPS his powerful jaws on Skywarp's feet, stopping him in mid-flight.

LOW ANGLE -- GRIMLOCK AND SKYWARP

SKYWARP

Yiiiiiii -- !!

With an effortless toss of his head, Grimlock lets go of Skywarp, sending him flying helplessly -- his feet mangled -- OUT OF FRAME.

ANGLE - SOUNDWAVE

Raising his Concussion Blaster-Gun to fire, when the foot-mangled Skywarp drops INTO FRAME, taking him by surprise and CLANGING against his face, knocking him down. CAMERA PUSHES IN on the two fallen robots, as --

SOUNDWAVE

~~IF THAT'S YOUR IDEA OF  
A JOKE, SKYWARP, IT  
WASN'T FUNNY!~~

~~That was one of your little jokes,  
[Skywarp -- I'm not laughing!]~~

Not funny,  
Skywarp!

SKYWARP

DO YOU SEE ME LAUGHING?

ON SLAG

Turns and react to o.s., as CAMERA PANS to show Reflector landing INTO FRAME. A BEAT after landing, Reflector splits into his three identical selves.

CLOSE - SLAG

cocking his head curiously from side to side.

ON THREE REFLECTORS

REFLECTOR

CONFUSED, DUM-DUM? (3 voices as one) ~~Let me add~~ to your confusion ...

The three Reflectors simultaneously shoot their powerful blinding-flash EXPLOSIONS. CAMERA FAST-PANS to Slag as he is bombarded by the brilliant light.

REFLECTOR (CONT)

(LAUGHING)

You can't hit what you cannot see!

THE THREE REFLECTORS

Suddenly one of them reacts to o.s. CAMERA PANS to show an approaching Sludge ZAPPING and SHATTERING the light-projector on his chest, creating an EXPLOSION, using his eye-lasers.

ANGLE - THE THIRD REFLECTOR

He reacts to o.s., as CAMERA PANS to include an approaching Grimlock as he turns around and sends the 3rd Reflector flying OUT OF FRAME with a powerful sweep of his tail.

ON MIDDLE REFLECTOR

reacting from side to side to his o.s. defeated duplicates, then does a broad TAKE reaction to the o.s. Slag.

ON SLAG - MIDDLE REFLECTOR'S POV

Slag charges TOWARD CAMERA, his vision restored (eyes wide and angry), pauses and fires his FLAME-breath at the o.s. Reflector.

ANGLE - MIDDLE REFLECTOR

As the flames shoot INTO FRAME and hit Reflector's legs, literally melting them so that he starts to sink into a molten puddle.  
(SFX: FLAMES CRACKLING, METAL MELTING)

ANGLE - THREE DINOBOOTS

CAMERA PANS as they look toward Megatron, who is getting up and is fully recovered.

MEGATRON

No! ~~Let me add~~ We must keep fighting **AT ALL COSTS!**

ANGLE - MEGATRON

MEGATRON

~~I will~~ lead us to victory **YET!**

He TRANSFORMS to his Raygun Trans-form and flies OUT OF FRAME.



## ON STARSCREAM

His Cluster-Bomb mechanism still shattered, he flies by, CAMERA PANNING with him, to catch the Megatron Raygun, and FIRE IT repeatedly o.s. (SFX: LASERS, EXPLOSIONS)

~~STARSCREAM~~  
~~STARSCREAM~~ (defeatedly)  
~~STARSCREAM~~ ... Megatron ... ~~FIGHT ON FEARLESSLY.~~

## ANGLE - WHEELJACK

As LASERS and EXPLOSIONS erupt about him from o.s., he looks around, then does a broad TAKE REACTION to o.s. CAMERA PANS to show the discarded Autobot rayguns, SHOT FAVORING Sideswipe's Flaregun and Bluestreak's Electrical-Bolt Gun.

WHEELJACK  
 What's this?... my friends' ~~discarded~~  
 weapons!

## SHOT - WHEELJACK AND WEAPONS

He rushes up and picks up the Flaregun and Electrical-Bolt Gun, one in each hand. Then he looks to o.s., as CAMERA PANS to Prime and the other Autobots, still struggling futilely against their energy-chains.

## ANGLE - AUTOBOTS' POV

Wheeljack steps INTO FRAME carrying the two weapons. As he fires the Flare-Gun at the o.s. Autobots (SFX: Flare-Gun) --

WHEELJACK  
 Let's see. Sideswipe's Flare-Gun --

## ANGLE - CAPTURED AUTOBOTS - WHEELJACK'S POV

The Flare-Gun beam fires from one Autobot to the next, with steam rising and HISSING off their bodies.

WHEELJACK (VO)  
 -- should dry off your circuits ... AND  
 . ~~side~~ Bluestreak's Electrical  
 Bolts give you all an instant re-charge.

As he continues talking, he stops firing the Flare-Beam and shoots INTO FRAME a potent electrical bolt that surrounds each Autobot in CRACKLING energy. Each one gets noticeably, progressively stronger as the energizing continues.

## ANOTHER ANGLE - AUTOBOTS

SHOT FAVORS OPTIMUS. The electrical-zapping stops. Prime looks toward the o.s. Wheeljack and gives him an ominous look, then smiles and bursts free of his energy-bonds, the energy dissipating as he does so. CAMERA PANS down the line of Autobots as each one breaks free and his chains dissipate.

WIDE SHOT - DINOBOOTS AND STARSCREAM

Starscream flies overhead, BLASTING LASERS down at the three Dinobots with the Megatron-Raygun. (SFX: LASERS, EXPLOSIONS) Explosions erupt off the hides of the Dinobots.

CLOSER - DINOBOOTS - STARSCREAM'S POV

Simultaneously, the Dinobots fire their lasers, the beams all converging into one more-powerful beam. (SFX: LASERS, EXPLOSIONS)

LOW ANGLE - STARSCREAM

The combined laser strikes him hard, throwing him OUT OF FRAME. (SFX: LASERS, IMPACT)

HIGH ANGLE - STARSCREAM

still holding the raygun, falls AWAY FROM CAMERA and SLAMS hard against the ground, the Raygun flying from his hands.

THE RAYGUN

TRANSFORMS back to a defeated Megatron, who crouches on the ground, then looks up and reacts with shock to o.s.

OPTIMUS PRIME AND ALL AUTOBOTS - MEGATRON'S POV

As the Autobots, led by Optimus, all storm TOWARD CAMERA, weapons held.  
ON MEGATRON

MEGATRON

Enough! We must retreat! Retreat!!

He looks back and CAMERA PANS to show the other Decepticons -- some battered, some partly melted, etc. -- getting up on their feet.

ON STARSCREAM, THUNDERCRACKER & SKYWARP

CAMERA PANS from one to the next as they TRANSFORM to their jet-fighter modes and soar off and OUT OF FRAME. (SFX: JETS)

ON SOUNDWAVE, RUMBLE & REFLECTOR

As they take off by their own power, CAMERA TILTS to show them flying after the retreating jet-fighter planes AWAY FROM CAMERA.

ON MEGATRON

Gives one last contemptuous frown to the o.s. Autobots and flies off OUT OF FRAME, as Prime and the Autobot humanoids step INTO FRAME and watch him go.

WIDE SHOT - DECEPTICONS - AUTOBOTS' POV

As the Decepticons -- with Megatron taking the lead -- speed AWAY FROM CAMERA and into the distant clouds.



ON OPTIMUS PRIME

He looks down and to the o.s. Dinobots.

THREE DINOBOTS - PRIME'S POV

They TRANSFORM back to their humanoid modes and stand at attention.

BACK TO PRIME

turning his head to react to an o.s. APPROACHING VW.

ON WHEELJACK - PRIME'S POV

Wheeljack turns as Bumblebee, with Spike inside, speeds INTO FRAME & SCREECHES to a stop. Spike gets out and the VW TRANSFORMS to the humanoid Bumblebee.

REVERSE ANGLE - PRIME, SPIKE, WHEELJACK & BUMBLEBEE

The three timidly step up to Prime. He looks down at them.

BUMBLEBEE

Okay, Optimus Prime -- we admit we disobeyed your orders.

WHEELJACK

And ~~we~~ whatever punishment YOU HAVE IN MIND we deserve.

ON SPIKE - PRIME'S POV

As he pleads with the o.s. Prime, and CAMERA PUSHES IN --

SPIKE

But face it, Optimus -- if they ~~were~~ OBEYED your orders, you'd all be goners by now.

LOW ANGLE - OPTIMUS PRIME

OPTIMUS PRIME

Indeed. Sometimes even the wisest of men and machines can be in error. ~~They~~ I HAVE ~~no~~ no reprimand for Wheeljack ~~and~~ or Bumblebee. As for the Dinobots ...

As he speaks, he rubs his chin contemplatively, then looks to the o.s. Dinobots.

ON SPIKE, WHEELJACK AND BUMBLEBEE

OPTIMUS PRIME (VO)

... they have proven their value. The Dinobots shall remain AMONG US!

All expecting the worst, the threesome react happily, then look to o.s., as CAMERA PANS to show the three waiting Dinobots.

FADE OUT.