

TRANSFORMERS

"War of the Dinobots"  
(MP#700-07)

(script)

written by:  
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MARVEL PRODUCTIONS, LTD.

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CAST LIST (speaking parts only)

AUTOBOTS:

OPTIMUS PRIME  
IRONHIDE  
WHEELJACK  
HOUND  
RATCHET  
TRAILBREAKER  
SIDESWIPE  
PROWL  
BLUESTREAK

DINOBOTS:

GRIMLOCK  
SLAG  
SLUDGE  
SNARL  
WING (working name)

DECEPTICONS:

MEGATRON  
STARSCREAM  
SOUNDWAVE  
LASERBEAK  
RAVAGE  
STARSCREAM  
SKYWARP

HUMANS:

SPIKE  
DR. LYNN HYASHI  
SPARKPLUG  
JEFF  
NARRATOR (VO)

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ACT ONE

FADE IN:

EXT. LONG SHOT - MOUNTAINTOP OBSERVATORY - NIGHT

CAMERA PUSHES IN on a "Mt. Palomar" type observatory, its big telescope trained on the starry heavens.

NARRATOR (VO)

In an observatory, not far from  
Autobot Headquarters, a constant  
watch is maintained on the starry void  
of space ...

INT. OBSERVATORY - LOW ANGLE ON TELESCOPE

NARRATOR (VO)

... with the great telescope focused  
sharply upon a strange, unearthly  
phenomenon ...

CAMERA PANS down the big telescope, protruding through an opening in the observatory's domed ceiling, and down to two people -- DR. LYNN HYASHI, an attractive Japanese-American with black-rimmed glasses peering intently through the telescope's eyepiece, and JEFF, a black male ASTRONOMER working a small computer. (Within the room are pictures of star systems, planets, etc., typical things found in an observatory.)

HYASHI

(excitedly)

It's getting closer by the minute,  
Jeff! I've never seen anything quite  
like it ...

METEOR - THROUGH TELESCOPE

A strangely glowing meteor slowly moves through space TOWARD CAMERA, obviously something from another galaxy.

HYASHI (VO)

It's the biggest meteor I've ever  
seen ... and it's trajectory should  
bring it in contact with the Earth.

ON JEFF

working the computer, then pausing to look o.s. toward Hyashi.

JEFF

Dr. Hyashi, spectroscopic analysis of  
that thing proves negative. It's made  
up of matter and contains energies  
totally beyond our comprehension!

ON HYASHI

JEFF (VO)

When it hits, there's no telling what forces may be unleashed.

She looks away from the telescope and toward the o.s. Jeff. She looks very much concerned.

HYASHI

That's why I radioed for some help --

EXT. ROAD OUTSIDE OBSERVATORY - AUTOBOT TRANS-FORMS

A convoy of Autobot Trans-forms -- Optimus Prime's TRAILER TRUCK (in the lead), accompanied by Hound's JEEP, Wheeljack's LANCIA, Ironhide's VANETTE and Ratchet's AMBULANCE, and with SPIKE riding inside Optimus' cab -- roll toward the observatory up a road in the hillside, CAMERA PANNING with them. (SFX: TRUCKS, CARS)

HYASHI (VO)

-- who know about alien energies and minerals ... the Autobots.

INT. PRIME'S CAB - SPIKE (MOVING)

Spike sits back and clasps his hands behind his back, then smiles.

SPIKE

It's great, isn't it, Optimus Prime -- rolling out without worrying about the Decepticons, for a change.

OPTIMUS PRIME (VO)

Correction, Spike. The Decepticons are a constant source of worry.

FULL SHOT - OPTIMUS PRIME & SPIKE

The big trailer truck SCREECHES to a stop. The door opens and Spike gets out and steps OUT OF FRAME.

OPTIMUS PRIME

All right, Autobots -- TRANSFORM!

Optimus TRANSFORMS to his humanoid mode. CAMERA PANS to show the other Trans-forms TRANSFORM to the humanoid shapes of HOUND, IRONHIDE, RATCHET & WHEELJACK.

ANGLE ON OPTIMUS PRIME

HYASHI (VO)

Thank goodness you came. According to my calculations, the meteorite should hit sometime tonight.

As she speaks, Prime turns to the o.s. voice. CAMERA PANS to show Hyashi walking down the front steps of the observatory.

CLOSER - HYASHI

She reaches the bottom of the stairs, then stops & looks disappointed.

HYASHI

Unfortunately, I haven't been able to determine the exact time or place of impact.

HOUND (VO)

Maybe I can help, Dr. Hyashi ...

She reacts to his voice, and CAMERA PANS to show Hound, who turns away from the others and looks toward the sky.

CLOSER - HOUND

His shoulder-turret HUMS and vibrates and aims toward the stars.

HOUND

Yes -- I'm getting a fix on the meteor.

WIDER SHOT - HOUND

As the shoulder-turret continues to vibrate & HUM, he fires his Hologram Gun. CAMERA PANS as a beam shoots from the gun and a floating holographic image appears showing some old big-city buildings, some of which are hardly more than ruins, a deserted section of the city. Over the image appear maplike grids.

HOUND (VO)

It should strike precisely three-point-seven-four hours from now at these urban co-ordinates.

ANGLE - OPTIMUS PRIME

He raises a hand and closes a fist determinedly, creating a CRACKLE of electricity around his fist, as --

OPTIMUS PRIME

Once it strikes, our enemies -- the Decepticons -- will no doubt try to drain the meteorite of its alien energies.

IRONHIDE (VO)

Not if we get there first -- and make sure they don't!

Prime turns as Ironhide speaks, and CAMERA PANS to show Ironhide raise a threatening fist. He lowers it, as --

OPTIMUS PRIME (VO)

Affirmative -- and we will have some of the most powerful Autobots with us ...

TWO-SHOT - WHEELJACK & RATCHET

OPTIMUS PRIME (VO)  
 ... Wheeljack and Ratchet's  
 creations ... the Dinobots.

As Prime speaks, they look at each other and smile proudly.

WIPE TO:

EXT. WIDE SHOT - DINOBOOTS SLAG, SLUDGE & GRIMLOCK - DAY

(Scenes from episode #5) CAMERA PANS as the three Dinobots SLAG, SLUDGE & GRIMLOCK land via power packs, then cast the packs aside and TRANSFORM to their dinosaur modes. They open their mouths to roar. (SFX: BACKGROUND BATTLE/LASER SOUNDS)

DINOBOOTS  
 (ANGRY ROARS)

ON SLAG

Turns & reacts to o.s., as CAMERA PANS to show REFLECTOR land INTO FRAME. A BEAT later, Reflector splits into his three identical selves.

ANGLE - THREE REFLECTORS

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

THE THREE REFLECTORS

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

ANGLE - THIRD REFLECTOR

reacting o.s. as CAMERA PANS to show Grimlock turn around and send the 3rd Reflector flying with a sweep of his tail OUT OF FRAME.

ON MIDDLE REFLECTOR

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

ON SLAG - MIDDLE REFLECTOR'S POV

Slag charges TOWARD CAMERA, vision restored, and pausing to fire his FLAME breath at the o.s. Reflector.

## ANGLE - MIDDLE REFLECTOR

As the flames shoot (SFX: FLAMES CRACKLING) INTO FRAME and hit Reflector's legs, melting them (SFX: MOLTEN BUBBLING) so that he sinks into a molten puddle.

MEGATRON (VO)

Enough! I have seen enough!

## THREE-SHOT - DINOBOOTS

All three of them are firing lasers -- Grimlock from his mouth, Slag from his horns and Sludge from his eyes, as CAMERA PULLS BACK and HOLDS to show that the scene is on the big monitor at Decepticon Headquarters, and Reflector -- now fully repaired -- is working the monitor.

MEGATRON (VO)

Switch off the tapes -- then destroy them!

Reflector pushes a button and the images on the screen are replaced by STATIC, after which the screen goes blank.

## INT. DECEPTICON HEADQUARTERS - CONTROL ROOM - DECEPTICONS

CAMERA PULLS BACK as MEGATRON turns away in disgust from the monitor screen and walks past various other Decepticons -- most prominent, STARSCREAM and SOUNDWAVE.

MEGATRON

(angry/disgusted)

To think -- my finest warriors defeated in battle by those ... those lumbering facsimiles of primitive beasts!

## CLOSER - STARSCREAM AND MEGATRON

As Megatron walks by Starscream, Starscream gestures to Megatron, as --

STARSCREAM

We fought our best, oh, mighty Megatron. But those ... Dinobots caught us by surprise.

MEGATRON

(angry)

Surprise?!

He stops and looks at Starscream as he speaks, then steps toward him.

## CLOSE - MEGATRON

Walks TOWARD CAMERA and STOPS, his angry eyes FILLING THE FRAME, as --

MEGATRON

Don't make excuses, Starscream, for failure. I will not tolerate it!

ANGLE - STARSCREAM AND MEGATRON

MEGATRON

If we are to defeat the hated Autobots,  
we must first defeat those Dinobots!  
With the exception of myself, every  
machine --even a Dinobot -- has  
a weakness ...

As he speaks, Megatron turns away from Starscream and look to o.s.  
CAMERA PANS to show various Decepticons -- most prominently Soundwave  
-- standing looking toward Megatron.

MEGATRON (CONT)

Soundwave -- discover each  
Dinobot's weakness!

SOUNDWAVE

As you command, Megatron.

As Soundwave responds, he salutes.

WIPE TO:

EXT. LONG SHOT - THE CITY - NIGHT

CAMERA PANS across the city to include the distant form of  
Soundwave flying across the starry sky. (SFX: SOUNDWAVE FLYING)

FULL SHOT - SOUNDWAVE (MOVING)

As he flies, his shoulder-sensor is moving on its turret and  
vibrating. (SFX: ELECTRONIC HUM OF SENSOR, SOUNDWAVE FLYING)  
He works his built-in radio.

SOUNDWAVE

I am following Dinobot-energy emissions,  
Megatron ... but also detect celestial  
interference ... getting rapidly stronger.

MEGATRON (VO)

(radio-broadcast voice)

Investigate all signals, Soundwave.  
Then report all findings,

LONG SHOT - SOUNDWAVE

CAMERA PANS with him as, his shoulder-sensor still HUMMING and  
vibrating, he continues to fly across the city, then lands behind  
the wall of an old factory.

CLOSER - SOUNDWAVE

His shoulder-sensor vibrating more strongly than ever, he cautiously  
peers from around the wall. CAMERA PANS to a LONG SHOT of an old,  
partly demolished section of the city, with lots of old industrial  
type buildings, ruins of buildings, etc. (Seen prominently throughout  
sequence are signs reading "Condemned," "Keep Out," "To be demolished  
Resolution Co." etc.)



PAN STOPS on a WIDE SHOT showing, all in humanoid form, Slag, Grimlock and Sludge, plus Optimus Prime, Wheeljack, Ratchet and Ironhide. Standing near Prime are Dr. Hyashi and Spike.

BACK TO SOUNDWAVE

He pauses a BEAT, then TRANSFORMS to his CASSETTE RECORDER mode.

CLOSER - CASSETT RECORDER

Two cassettes are ejected, one instantly TRANSFORMING to LASERBEAK, the other to RAVAGE.

LASERBEAK  
(CONDOR SHRIEK)

RAVAGE  
(FELINE SNARL)

Laserbeak flies and Ravage leaps OUT OF FRAME, as CAMERA PUSHES IN to show a microphone snake its way out of the cassette, which is running. The microphone faces the o.s. Autobots.

LOW ANGLE - LASERBEAK

CAMERA PANS as he flies above the condemned buildings, then alights atop one of them, remaining rigid like some metallic gargoyle.

CLOSER - LASERBEAK

CAMERA TILTS to include the Autobots and humans below, as a small TV camera emerges from Laserbeak's head to spy on the group.

WIDE SHOT - RAVAGE

CAMERA PANS as he prowls through the shadows of the old buildings, becoming virtually invisible in the darkest shadows.

CLOSER - RAVAGE

He silently springs atop some rubble, the parts of his body in shadow actually disappearing, as CAMERA PANS to include the Autobot and human group.

HYASHI  
(to Optimus Prime)  
I can't thank you enough, Optimus Prime ... for letting me tag along on this mission.

SPIKE  
Gosh, "Doc" -- Optimus has a big heart, even if it is mechanical.

CLOSER - SPIKE AND HYASHI

They smile at each other.

SPIKE

And he knows how much it means to  
an astronomer like to see --

HOUND (VO)

Get ready, everyone. It's coming!

Spike and Hyashi react to o.s., as CAMERA FAST-PANS up to Hound, looking to the sky, as his shoulder-turrent suddenly points in that same direction and CRACKLES with energy.

HIGH ANGLE - AUTOBOTS, SPIKE AND HYASHI

SHOT FAVORS Optimus Prime. They all look towards the sky. Spike points --

SPIKE

There -- I can see it!!

WIDE SHOT - THE STARRY SKY - SPIKE'S POV

As the glowing meteor shoots across the sky, getting seemingly larger as it begins its descent trajectory. (SFX: APPROACHING METEOR)

ON OPTIMUS PRIME

OPTIMUS PRIME

Everyone, keep back! Take cover!

CAMERA PANS from Prime, as he looks back, to show everyone stepping AWAY FROM CAMERA.

THE METEORITE

ZOOMING TOWARD CAMERA at incredible speed until it completely fills the FRAME with its glowing, sparking radiance.

ON SPIKE AND HYASHI

running as, from above, a great light falls on them from the o.s. approaching meteorite.

ON LASERBEAK

still perched on the building. Suddenly he reacts with a start to o.s. CAMERA PANS to include the approaching meteorite, then PANS WITH the meteorite -- an enormous thing almost as high as Optimus -- as it CRASHES through the building, SHATTERING it, with Laserbeak flying up and OUT OF FRAME just in time, then continuing unheeded through what remains of the building.

LASERBEAK

(scared SHRIEK)

ON RAVAGE

still partially invisible in the shadow. From o.s., the meteorite's approaching light falls on him, bringing him into full visibility. He brings up one front leg, to shield his eyes from the blinding light. (SFX: APPROACHING METEORITE)

WIDE SHOT - METEORITE AND BUILDINGS

As the meteorite finishes its crashing descent, IMPACTING in a vacant lot with a loud EXPLOSION and an incredible display of pyrotechnics. (CAMERA SHAKE upon impact)

ON SPIKE AND HYASHI

both reacting to the o.s. meteorite with wonder, lights from o.s. falling on them, the scene still SHAKING. CAMERA PANS UP to show a building wall behind them literally shaking apart under the force and starting to fall on them.

ON IRONHIDE

reacting suddenly to the o.s. wall. Moving as fast as he can (which isn't too fast!), he rushes toward the wall.

IRONHIDE

Spike ... "Doc" ... ! Move it!

WIDE SHOT - IRONHIDE, SPIKE & HYASHI

Spike and Hyashi react with sudden fear to see the wall falling down at them, bricks flying -- as Ironhide barely gets there in time and puts his body between them and the wall. CAMERA PUSHES IN on Ironhide as the bricks bounce harmlessly off him. (SFX: BRICKS BOUNCING OFF METAL)

ON SPIKE AND HYASHI

They stop and catch their breath, both reacting to the o.s. Ironhide, and with the lights from the o.s. meteorite still flashing.

SPIKE

(to Ironhide)

Thanks, pal!

HYASHI

(to Spike)

That's why he's named Ironhide?

ON OPTIMUS PRIME & DINOBOTS

The Dinobots are in the b.g. Optimus Prime is walking cautiously TOWARD CAMERA carrying his big Raygun. CAMERA PULLS BACK to include, in f.g., part of the huge, glowing, sparking meteorite. (SFX: HISSING of steam from meteorite)

OPTIMUS PRIME

Stay back, everyone. This meteorite may contain forces even beyond Autobot

## WIDE SHOT - METEORITE, OPTIMUS PRIME &amp; DINOBOOTS

Prime steps up to the meteorite, with the three Dinobots standing behind him. The meteorite is almost as tall as Prime is -- and glowing and steaming with its weird alien energies.

OPTIMUS PRIME

Best that we study a fragment ... before  
I decide what to do with the rest of it.

As he finishes, he raises his gun. Then he fires a LASER BEAM at the side of the meteorite.

## CLOSER - METEORITE

As the LASER beam blasts off a small chunk of the meteorite. The chunk flies OUT OF FRAME.

## ON RATCHET AND WHEELJACK

Wheeljack reaches out and catches the fragment, which is glowing. He looks at it and smiles.

WHEELJACK

I'll certainly have fun studying this!

## THREE-SHOT - SLAG, SLUDGE &amp; GRIMLOCK

The three robots stalk slowly to the big meteorite and stop in front of it like guards.

OPTIMUS PRIME (VO)

Meanwhile, the Dinobots Slag, Grimlock and Sludge will guard the meteorite against the Decepticons. All right, Autobots ...

As he speaks, CAMERA PANS to show Optimus look away from the three o.s. Dinobots, and then to the other Autobots. A BEAT later, he TRANSFORMS to his Trailer-Truck mode, as --

OPTIMUS PRIME (CONT)  
... TRANSFORM ...

## REACTION SHOT - SPIKE AND HYASHI

CAMERA RAPIDLY PUSHES IN as she reacts with astonishment and Spike smiles at her.

HYASHI

(amazed/impressed)

In-credible!!

## HOUND, IRONHIDE, WHEELJACK AND RATCHET

CAMERA PANS as each one TRANSFORMS to his vehicular mode.

ANOTHER ANGLE - IRONHIDE, WHEELJACK, RATCHET & HOUND TRANSFORMS

OPTIMUS PRIME (VO)  
... and roll out!

The Trailer Truck, with Spike and Hyashi sitting inside the cab, rolls INTO FRAME and takes the lead, the other Trans-forms following as CAMERA PANS with them. They continue away from the condemned section of the city. (SFX: CARS, TRUCKS)

INT. TRAILER-TRUCK CAB - SPIKE AND HYASHI (MOVING)

OPTIMUS PRIME (VO)  
You know, Spike -- I am pleased with those three Dinobots. Perhaps I should have Wheeljack and Ratchet build two more.

Spike and Hyashi get excited and smile at each other.

SPIKE  
Oh, wow! And maybe "Doc" and I can help out!?

EXTREME LONG SHOT - AUTOBOT CARAVAN

As the Trans-forms continue driving AWAY FROM CAMERA, CAMERA PANS BACK to the meteorite and the three Dinobot guards.

CLOSER - DINOBOTS AND METEORITE

CAMERA PANS AWAY from them to the casset recorder. Laserbeak flies down and Ravage prowls back INTO FRAME and TRANSFORM to their cassette-modes. CAMERA PUSHES IN as the two cassette pop back into the recorder, as the recorder microphone retracts.

ANGLE - CASSETTE RECORDER

as it TRANSFORMS back to the humanoid Soundwave, who hides behind the same building wall to spy on the o.s. Dinobots.

CLOSER - SOUNDWAVE

SOUNDWAVE  
(to himself)  
Now, let's see what is on these  
Dinobots' minds ...

The turret on his shoulder turns to the o.s. Dinobots and CRACKLES with strange energies. CAMERA PANS as a bolt of energy shoots from the turret device to the three guarding Dinobots.

CLOSER - DINOBOTS

The Dinobots don't seem to notice as the energy beam ZAPS the cranium of Slag, making it CRACKLE electrically, and --

(CONT)

SLAG (VO)  
 (reverb)  
 Do I need Autobot friends? Would rather  
 fight enemies.

CAMERA PANS to Grimlock, as the energy bolt goes to his cranium  
 and makes it CRACKLE electrically.

GRIMLOCK (VO)  
 (reverb)  
 Optimus is strong leader. But is he really  
 stronger than me?

PAN to Sludge, as energy jumps to his cranium, making it  
 CRACKLE electrically.

SLUDGE (VO)  
 (reverb)  
 Do whatever strongest leader commands.

ON SOUNDWAVE

He smiles, then ROCKETS off, CAMERA TILTING as he flies away.

WIPE TO:

EXT. SHOT - STEGOSAURUS - DAY

A prehistoric scene, with a Stegosaurus (a back-plated, spike-tailed  
 dinosaur) munching on foliage. CAMERA PANS to its tail as the animal  
 turns its back TOWARD CAMERA and SLAMS its tail on the ground a  
 few times, as --

HYASHI (VO)  
 Yes -- I think a Stegosaurus would make  
 an ideal model for a new Dinobot.

INT. AUTOBOT HQ - SPARKPLUG, HYASHI, SPIKE, WHEELJACK & RATCHET

The Stegosaurus is now seen to be on the monitor screen of Teletraan I.  
 The animal turns and continues eating. Watching the screen and  
 standing together are Sparkplug, Spike and Hayashi. To one side  
 stand Ratchet and Wheeljack, Wheeljack still holding the glowing  
 meteorite fragment. The image on the screen is covered with STATIC, as --

HYASHI  
 And for the second -- let's see ...  
 The Autobots seem to be weak on  
 flying power ...

TELETRAAN I MONITOR SCREEN

As the STATIC clears up to reveal a Pteranodon, a crested pterodactyl,  
 flying with slowly flapping wings over a prehistoric forest.  
 (SFX: SQUAWK)

HYASHI (VO)  
 ... so how about a Pteranodon?

ON WHEELJACK & RATCHET

RATCHET

Good choice. We'll start working on them right away.

They look at each other and smile.

ON SPARKPLUG

SPARKPLUG

Hhhmmphf! Tell me -- is there anything you don't know, Doctor?

He frowns. CAMERA PANS to Spike and Hyashi, who react curiously to each other and shrug their shoulders.

WIPE TO:

EXT. DECEPTICON HEADQUARTERS UNDERWATER - DAY

CAMERA PUSHES IN on the HQ through rippling waters --

MEGATRON (VO)

Hostility ... arrogance ... stupidity.  
Those are the weaknesses of Slag,  
Grimlock and Sludge.

INT. DECEPTICON HQ - MEGATRON AND DECEPTICONS

SHOT FAVORS Megatron and Soundwave, as Megatron walks by a line-up of Decepticon warriors standing at attention. Soundwave smiles, slyly, as

MEGATRON

Using those frailties, I will manipulate the Dinobots ... turn them against Optimus Prime ... and also --

CLOSE - MEGATRON

He stops, looks to his o.s. Decepticons and smiles evilly.

MEGATRON

-- use them to obtain for us the limitless energies seething within that giant meteorite! (LAUGHS)

WIPE TO:

EXT. THE OCEAN - DAY

The Docking Tower breaks the surface, water spilling from it.  
(SFX: ELECTRONIC WHIRR, CRASHING DOWNPOUR)

CLOSER - DOCKING TOWER

The entrance opens. Megatron, followed by other Decepticons, flies out.  
(SFX: ENTRANCE OPENING, DECEPTICONS FLYING)

## WIDE SHOT - DECEPTICONS

They all fly out of the Docking Tower entrance, with Starscream, Skywarp and Thundercracker TRANSFORMING to jet-mode in mid-flight. CAMERA TILTS as they all soar off AWAY FROM CAMERA into the sky. (SFX: DECEPTICONS & JETS FLYING)

WIPE TO:

## EXT. PANORAMIC SHOT - THE CITY - DAY

CAMERA PANS across the great metropolis, to STOP on the three humanoid-form Decepticons standing guard, slowly looking around, near the glowing, HISSING, smoking meteorite.

## CLOSER - THREE DINOBOOTS

Still looking around. Suddenly they all react toward o.s. to the sound of APPROACHING JET PLANES. CAMERA FAST-PANS to the sky to show the three jet-fighter Trans-forms of Starscream, Skywarp and Thundercracker approaching.

## THE THREE JET FIGHTERS

With the fighter planes remaining IN FOREGROUND, CAMERA rapidly PUSHES IN toward the three waiting Dinobots reacting to them from below. (SFX: JET PLANES)

## ANGLE - THREE DINOBOOTS

take on attack-stances. Slag raises his Laser Rifle, Grimlock his Double-barreled Rocket Launcher and Sludge his energy sword --

SLUDGE

Planes?!

GRIMLOCK

Decepticon Trans-forms!

SLAG

Good -- let's fight!

The three jetplanes swoop down INTO FRAME over the Dinobots' heads, as the Dinobots fire their respective guns & swords at them, turning as the three jets zoom off in different directions TOWARD CAMERA and up and OUT OF FRAME (SFX: LASERS, ROCKETS, EXPLOSIONS, JETS), not hit.

## THE THREE JETS - DINOBOOTS' POV

The three planes make fancy maneuvers, each soaring off in a different direction. The Dinobots' LASERS and EXPLODING ROCKETS blast about them, barely missing them.

## ANGLE - GRIMLOCK

He fires his ROCKETS at the o.s. jets, then lowers his weapon and looks toward the o.s. Slag & Sludge --

(CONT)



GRIMLOCK  
 (with authority)  
 Dinobots -- Transform!

Grimlock TRANSFORMS to his Dinobot mode. CAMERA PANS to show Slag and Sludge TRANSFORM to their Dinobot modes. They all roar.

DINOBOOTS  
 (ANGRY ROARS)

WIDE SHOT - DINOBOOTS AND JET FIGHTERS

The JETS swoop down (but do not shoot) at the three Dinobots. Grimlock shoots mouth-LASERS at one jet, barely missing it; Slag fires CRACKLING FLAME-breath at another, missing it; and Sludge shoots eye-LASERS at the third, barely missing it. As the jets fly OUT OF FRAME, from above and seen in CLOSE-UP, Megatron lands in the foreground. (We see him from about the waist-down, holding his Fusion Cannon.)

MEGATRON (VO)  
 There is no need to fight, Dinobots --

CLOSER - DINOBOOTS

They turn their attention away from the o.s. jets to Megatron. CAMERA PANS as they see him boldly walking toward them.

MEGATRON  
 -- unless it is because you were so  
ordered ... by your master, Optimus Prime!

At those final words, the three Dinobots react with sudden anger and each fire their respective LASERS (Grimlock from the mouth, Slag from the three horns, Sludge from the eyes) at Megatron, who moves aside just in time.

ON MEGATRON

moving to evade more LASERS, he sets down his Fusion Cannon --

MEGATRON  
 I do not wish to fight you. Witness --  
 I set aside my weapon ...

WIDE SHOT - THREE DINOBOOTS

MEGATRON (VO)  
 ... to acknowledge your great superiority  
 ... over me ... and over Optimus Prime!

As he speaks, the three Dinobots stomp TOWARD CAMERA, ready to again fire their lasers (Grimlock's throat, Slag's horns and Sludge's eyes lighting up), but then stop and don't fire, looking curiously toward the o.s. Megatron.

## ON MEGATRON

leaving the Fusion Cannon on the ground and walking TOWARD CAMERA, hands shown open and weaponless, as in the background, Reflector, Soundwave and RUMBLE descend INTO FRAME and stand ready.

MEGATRON

Yes, you are superior to all Autobots  
... including your so-called leader,  
Optimus Prime. In fact, you can be the  
masters ... once Optimus Prime is destroyed!

As he finishes speaking, CAMERA PANS to the three Dinobots, who stop walking and look toward each other, cocking their heads curiously.

THREE-SHOT - DINOBOOTS

As they each TRANSFORM back to their humanoid modes.

ANGLE - MEGATRON AND OTHER DECEPTICONS

CAMERA PUSHES IN as he smiles cruelly, with Rumble, Reflector and Soundwave standing "guard" in the background.

MEGATRON

Well, Dinobots -- do you agree?

LOW ANGLE - THREE DINOBOOTS

Standing looking very menacing, as CAMERA PUSHES IN CLOSER, as they exchange curious looks then look directly TOWARD CAMERA.

SLUDGE

Words make sense!

SLAG

Autobots our enemies!

GRIMLOCK

Optimus Prime will be destroyed!

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. - BACK TO SLAG, GRIMLOCK & SLUDGE - DAY

GRIMLOCK  
We will destroy Optimus Prime!

Grimlock raises a mighty, threatening fist. Slag raises Grimlock's arm high, then Sludge raises Grimlock's other arm.

SLAG  
And Grimlock will lead us!

SLUDGE  
Grimlock -- our new leader!

CAMERA PANS to Megatron, standing as before in front of Rumble, Reflector and Soundwave. Megatron smiles.

MEGATRON  
(to other Decepticons)  
You see? The slow-witted Dinobots  
now serve Megatron. (LAUGHS)

CLOSER - MEGATRON

He looks to the sky and works his built-in radio.

MEGATRON  
Starscream ... Skywarp ... Thundercracker ...  
remove the meteorite to its intended  
destination.

As he speaks, CAMERA PANS to the sky where the three jet-fighter planes come together in formation, Starscream's jet in the lead, then swoop down toward the o.s. meteorite. (SFX: JET PLANES)

LOW ANGLE - STARSCREAM'S JETPLANE

CAMERA PANS as a door slides open on the plane's underbelly, releasing a long length of powerfully-made metal chain, with a big grappling claw at the end. The chain and claw descends TOWARD CAMERA. (SFX: JET PLANE, CHAIN RATTLING)

ANGLE - THUNDERCRACKER & SKYWARP JET PLANES

CAMERA PANS as they descend and, as did Starscream, each releases a length of chain with grappling claw. (SFX: JETS, CHAINS RATTLING)

FULL SHOT - THE METEORITE

Still HISSING, smoking, glowing. The three grappling claws and chains drop INTO FRAME, the claws CLAMPING hard on the meteorite.

## WIDE SHOT - DINOBOOTS

They turn and react with awe, as CAMERA PANS to show the three Decepticon jetplanes flying above the meteorite with the chains connected to their underbellies. CAMERA PUSHES IN on the planes as their flight pulls taught the three chains and they strain against the weight of the meteorite. (SFX: JETS, CHAINS)

## CLOSE - METEORITE

As the chains strain and lift the meteorite slowly off the ground, leaving behind a big crater in the pavement, and carry it up OUT OF FRAME. (SFX: JETS, CHAINS STRAINING)

## LOW ANGLE - THREE JET PLANES

CAMERA TILTS as the three jets cautiously carry off the heavy meteorite with the chains and fly AWAY FROM CAMERA. (SFX: JETS FLYING, CHAINS STRAINING)

## CLOSE ON MEGATRON'S FUSION CANNON

still lying on the ground. Megatron steps INTO FRAME and picks up the weapon, CAMERA TILTING as he looks to the o.s. humanoid Decepticons, and --

MEGATRON

The rest of you join them -- while I remain behind to discuss a plan with our new Dinobot allies.

## RUMBLE, SOUNDWAVE &amp; REFLECTOR

The three nod affirmatively to the o.s. Megatron, then fly off, CAMERA TILTING with them as they fly after the three jet aircraft carrying the meteorite. (SFX: FLYING DECEPTICONS, JET PLANES) All fly AWAY FROM CAMERA.

## ON MEGATRON

walking boldly carrying his Fusion Cannon. CAMERA PULLS BACK to include the three Dinobots, who look down at him.

MEGATRON

Now, o superior ones -- permit me to suggest my own personal strategy ...

## CLOSE - MEGATRON

MEGATRON

... for the complete and irreversible destruction of our enemy -- Optimus Prime!

As he speaks, CAMERA PUSHES IN, as he smiles evilly and his eyes blaze with a sinister light:

WIPE TO:

EXT. AUTOBOT HEADQUARTERS - DAY

CAMERA PUSHES IN on the familiar extinct volcano.

DISSOLVE TO:

INT. AUTOBOT HQ - (MONTAGE SEQUENCE BEGINS) - TELETRAAN I MONITOR

On the monitor screen flashes a computer image (like in a video game) of a live Stegosaurus. The image is then "scanned" with electronic imagery and then replaced by schematic of the Dinobot Stegosaurus. The monitor is covered with STATIC and then a computer image of a live Pteranodon flashes on the screen. That image is "scanned" and replaced by a schematic of the robot version. (SFX: ELECTRONIC & COMPUTER SOUNDS) (NOTE: MUSIC OVER entire MONTAGE sequence.) CAMERA PANS AWAY from the computer to show Dr. Hyashi looking at a chart held in her hands, then back to the o.s. computer. Sparkplug stands next to her and makes a resentful "face" at her, though she doesn't notice.

DISSOLVE TO:

(MONTAGE) ON IRONHIDE - IN ROCKY CHAMBER OF VOLCANO

He takes a dramatic pose, then shoots out a stream of molten metal. CAMERA PANS to show the metal form into a smooth sheet. The metal is at first red-hot, then cools to a silvery tone. (SFX: MOLTEN METAL)

ON PROWL

He steps up to the sheet of metal and, taking a dramatic stance, fires his corrosive acid pellets at it. (SFX: PELLETS FIRING, HISS OF ACID) CAMERA PANS to show the pellets striking the metal and burning out even strips.

DISSOLVE TO:

WIDE SHOT - BRAWN, GEARS & HUFFER

Each walks TOWARD CAMERA carrying huge stacks of the cut-metal strips. CAMERA PANS AWAY from them to show, in foreground, Ratchet utilizing a LASER torch on one of many intricate-looking mechanisms. In front of Ratchet is a table with numerous such mechanisms.

DISSOLVE TO:

ON SPARKPLUG

He sits at a workbench looking perplexedly at some blueprints showing the two new robots in Dinobot modes. He scratches his head and puts his pencil behind his ear. Hyashi's hand ENTERS FRAME and makes a correction on the blueprints. CAMERA PANS AROUND to show him scowl up at Hyashi, who returns a self-conscious smile.

DISSOLVE TO:

## FULL SHOT - ON RATCHET

As he motions with his hands and gives unheard orders, CAMERA PANS to a WIDE SHOT of the unfinished two new Dinobots. Their humanoid legs are already standing up to about the hips or waists. Ironhide is working a large alien-looking crane machine, lowering a big section of the torso onto one of the unfinished robots.

DISSOLVE TO:

(END OF MONTAGE SEQUENCE) - LONG SHOT - NEARLY COMPLETE DINOBOTS

The two new Dinobots, SNARL and WING (my name for the Pteranodon version until the official name is released), stand in the b.g., as Ratchet works on one leg with a futuristic LASER-tool, and other Autobots make adjustments on the new Dinobots with various tools. CAMERA PANS to show Spike, Sparkplug and Hyashi watching proudly, with Optimus Prime watching from a distance with approval.

CLOSER - OPTIMUS PRIME

CAMERA PUSHES IN as he works his built-in radio to receive a message and reacts to o.s., as --

WHEELJACK (VO)

(radio voice)

Optimus, this is Wheeljack. Please come to my laboratory at once -- and bring Trailbreaker and Dr. Hyashi along.

WIPE TO:

WHEELJACK'S LAB - CLOSE ON METEORITE FRAGMENT

WHEELJACK (VO)

You see -- the alien matter and energies are becoming more and more unstable. At any moment, the fragment might --

As Wheeljack speaks, the fragment is sparking and glowing and smoking like it's ready to explode, and CAMERA PULLS BACK to show the worried Wheeljack, Optimus Prime, TRAILBREAKER and Dr. Hyashi all staring at it.

TRAILBREAKER

Not if I can help it!

ANGLE - TRAILBREAKER

He works his forcefield and visible, undulating energy waves emanate from his body. CAMERA PANS with the waves as they envelop the fragment in a globe of force and lift it off the table -- as the fragment continues to grow more on the verge of exploding.

CLOSE - FRAGMENT IN FORCEFIELD

The fragment reaches a critical point, then EXPLODES, leaving no trace behind, the force creating rifts in the force-bubble. As the forcefield vanishes --

TRAILBREAKER (VO)  
(jokingly)  
Wow! Really got a bang out of that!  
(LAUGHS)

ON HYASHI

HYASHI  
(worried)  
That means, it won't be long before the  
meteorite itself explodes. And when  
it does ...

WHEELJACK (VO)  
Indeed, doctor -- there's no telling  
what destruction it will cause.

As Wheeljack speaks, CAMERA PANS AWAY from Hyashi's worried face  
to his.

LONG SHOT - OPTIMUS PRIME

He turns and rushes AWAY FROM CAMERA toward the open door of the lab.

OPTIMUS PRIME  
Then, it is obvious the meteorite must  
be destroyed before it explodes -- if  
it hasn't already.

As he steps out of the lab, Dr. Hyashi steps INTO FRAME and looks  
worriedly after him.

OUTSIDE THE LAB - LARGE CHAMBER - OPTIMUS PRIME

He TRANSFORMS to his Trailer-Truck mode and TOWARD CAMERA and OUT  
OF FRAME.

WIDE SHOT - DINOBOT-ASSEMBLY CHAMBER

As work continues on the Dinobots as in earlier scene, and Sparkplug  
and Spike stand watching, the Trailer Truck speeds by, getting  
everyone's attention, as --

OPTIMUS PRIME (VO)  
Finish assembly the new Dinobots. I  
must ... roll out!

WIPE TO:

EXT. AUTOBOT HQ - ON EXIT DOOR - DAY

The door opens and the Trailer Truck ROARS out along the road,  
CAMERA PANNING as he speeds away from the volcano.

MEDIUM SHOT - TRAILER TRUCK (MOVING) - DESERT ROAD

As the Optimus Prime Trans-form speeds along --

IRONHIDE (VO)  
This is Ironhide calling Optimus  
Prime. Do you copy, Optimus?

OPTIMUS PRIME (VO)  
Affirmative, Ironhide.

CUT TO:

INT. AUTOBOT HQ - IRONHIDE

CAMERA PUSHES IN as he works his built-in radio, looking worried.

IRONHIDE  
Hey, how come you didn't bring your ol'  
bodyguard along. This Dinobot stuff can  
wait.

CUT TO:

INT. OPTIMUS PRIME TRUCK CAB

CAMERA PULLS BACK and STOPS on the radio, as --

IRONHIDE (VO)  
But what if that meteorite's too tough  
for you to handle, or if those Decepti-crumbs  
show up?

OPTIMUS PRIME (VO)  
Thank you for the concern, old friend ...

ANGLE - TRAILER TRUCK (BACKGROUND PAN)

As the truck speeds along.

OPTIMUS PRIME (VO)  
... and no offense. But the original  
Dinobots and I should be able to handle  
the meteorite --

WIDE SHOT - TRAILER TRUCK

OPTIMUS PRIME (VO)  
-- and any Decepticons.

CAMERA PANS as the Trailer Truck ROARS AWAY FROM CAMERA across  
the desert road.

WIPE TO:



EXT. AUTOBOT HQ - DAY

HYASHI (VO)

It's unbelievable -- me, actually taking part in an Autobot project!

CAMERA PULLS BACK from the volcano to show Hyashi, Spike and Sparkplug standing close to each other, Wheeljack and Ratchet next to one another, and various miscellaneous Autobots, with BLUESTREAK, SIDESWIPE, Ironhide and Prowl in front of them.

SPARKPLUG

(grudgingly)

Hmmphf! I do it everyday.

TWO-SHOT - WHEELJACK AND RATCHET

RATCHET

And now, we'd like our new Dinobots to, uh, introduce themselves!

They look toward o.s. CAMERA PANS to the volcano.

CLOSER - VOLCANO

From within the volcano, an energy bolt ZAPS through the stone slope and neatly cuts a rectangular hole in the rocky wall. The cut slab falls forward and shatters against the ground, and the humanoid Snarl -- holding his crackling energy sword -- steps out of the volcano, stops and looks around. (SFX: CRACKLING ENERGY, STONE SHATTERING)

SNARL

(slow, guttural)

I am ... Snarl!

LOW ANGLE - VOLCANO'S CONE

From the cone flies Wing, ROARING out like a jet-plane, as --

WING

(faster, higher-pitch)

Call me Wing!

WIDE SHOT - SNARL

His energy sword shuts off as Wing descends INTO FRAME and stands next to him, both proud and defiant-looking.

ANGLE - WHEELJACK AND RATCHET

To the o.s. Dinobots --

WHEELJACK

Dinobots ...

WHEELJACK & RATCHET

(together)

Transform!!

## FULL SHOT - SNARL

He TRANSFORMS to his "Stegobot" mode and snarls.

SNARL  
(DEFIANT SNARL)

## FULL SHOT - WING

He flaps his wing and hovers. In mid-air, he TRANSFORMS to his "Pterobot" mode. He opens his mouth --

WING  
(SHRILL SHRIEK)

## THE SUN

CAMERA PANS DOWN, following visible solar rays, as they strike the back-plates of Snarl, making them glow brightly with solar energy. Snarl turns his heavy body to better receive the rays.

WHEELJACK (VO)  
Snarl is most powerful when drawing power from the sun.

## ON WHEELJACK AND RATCHET

WHEELJACK  
Now, for the test. Bluestreak, Sideswipe, Ironhide, Prowl ...

RATCHET  
Stop the Dinobots ... if you can!

As Ratchet speaks, CAMERA PANS to the four named Autobots, taking on battle-ready stances.

## ON WING AND SNARL

They turn toward the o.s. named Autobots, Wing still hovering. Wing's eyes and Snarl's nostrils glow with brilliant light -- then fire LASER BEAMS to o.s.

SNARL  
(LOUD, ANGRY SNARL)

WING  
(DEFIANT SHRIEK)

## ON IRONHIDE, PROWL, BLUESTREAK &amp; SIDESWIPE

As LASERS zap across their chests creating minor EXPLOSIONS, driving each one off in a different direction --

SIDESWIPE  
Great! We're finally gonna fight!

SPIKE, SPARKPLUG AND HYASHI

react with concern and step back away from the o.s. fight.

ANGLE - WING

CAMERA TILTS as he flies high, hovers, then creates a powerful WIND with his mightily-beating wings.

HIGH ANGLE - PROWL

He looks up as the WIND hits him, taking him by surprise. His head CRACKLES with visible energies and he starts rolling helplessly along the slope of the volcano, as --

PROWL

Didn't expect wind ... scrambling my circuits -- !

ON SIDESWIPE

CAMERA TILTS as he flies up with his rocket back-pack and surprises Wing, slamming him with his pile-driver fists so hard he is knocked OUT OF FRAME. (SFX: ROCKETS, PILE-DRIVERS, METALLIC CLANGS)

ANGLE - SNARL

reacting to the sky. He raises his spiked tail. CAMERA PUSHES IN as the spikes glow and shoot out a barrage of ENERGY PULSATIONS.

LOW ANGLE - SIDESWIPE

CAMERA PANS as the ENERGY PULSATIONS knock Sideswipe OUT OF FRAME.

ON IRONHIDE

IRONHIDE

(angrily)

Tricky, aren't you, Dino-bum?!

With limited speed, he runs TOWARD CAMERA, each step shaking the ground (CAMERA SHAKES). (SFX: HEAVY FOOTSTOMPS) CAMERA PULLS BACK as he reaches Snarl and surprises him by grabbing his tail and holding on with all his might. Snarl turns and tries shaking off Ironhide, but Ironhide manages to hold on.

ON BLUESTREAK

BLUESTREAK

Hang on, Ironhide! I mean, hold it!  
I mean ... awww, forget it!

He bolts forward, then stops and shoots two of his targetable Warheads. CAMERA PANS as they hit Snarl's armored hide, then two more Warheads shoot INTO FRAME, all four EXPLODING harmlessly. Ironhide is still holding on for dear life with all his might.

ON WING

CAMERA PANS as he swoops down on Bluestreak, grabs him with his hind feet, and carries him off into the sky.

ON PROWL

regaining his senses and standing up. He reacts to the sky and fires his wire-guided Incendiary Missiles. CAMERA PANS as the missiles streak toward Wing and Bluestreak. (SFX: MISSILES FLYING)

FULL SHOT - LOW ANGLE - WING AND BLUESTREAK

The missiles hit Wing's powerful wings, EXPLODING harmlessly off them, but startling Wing into letting go of Bluestreak --

BLUESTREAK

Whoa! Look out below -- !!

-- who falls OUT OF FRAME.

ON SNARL AND IRONHIDE

CAMERA PULLS BACK as Snarl flings Ironhide with his tail through the air and OUT OF FRAME.

ON BLUESTREAK

As he falls, Ironhide is flung INTO FRAME. The two robots collide with a loud METALLIC CLANG.

ON PROWL AND SIDESWIPE - HIGH ANGLE

Sideswipe steps up to Prowl, who is firing his Acid Pellets TOWARD CAMERA. Sideswipe fires his Flare Gun TOWARD CAMERA. Then Wing swoops down INTO FRAME and knocks them both down with a loud METALLIC CLANG, then continues flying OUT OF FRAME.

ON SNARL AND WING

WHEELJACK (VO)

You can stop fighting now!

Wing hovers over Snarl and both TRANSFORM to their humanoid forms. Wing lands on his feet next to Snarl. CAMERA PANS to Wheeljack and Ratchet.

WHEELJACK (CONT)

The test is over.

ON DEFEATED AUTOBOTS

CAMERA PANS as each one revives and gets up, and STOPS on Bluestreak, who smiles sheepishly and rubs his head.

BLUESTREAK

In a real fight, we'd have creamed 'em!

WIDE TO.

EXT. THE CITY - OPTIMUS PRIME TRAILER-TRUCK TRANS-FORM - DAY

CAMERA PANS as the truck speeds TOWARD CAMERA and turns into the "condemned" part of the city, then SCREECHES to a halt. (The original Dinobots are nowhere around.)

ANGLE - TRAILER TRUCK

It TRANSFORMS to the humanoid form of Optimus Prime, who immediately looks around. CAMERA PANS away from Prime and across the old buildings, then STOPS JARRINGLY on the crater where the meteorite had been.

OPTIMUS PRIME (VO)

Gone! The meteorite and the Dinobots!

ANGLE - OPTIMUS PRIME AND CRATER

He steps toward then into the crater, still looking around. CAMERA PUSHES IN as he starts to work his built-in radio. The radio HUMS.

OPTIMUS PRIME

This is Optimus Pr --

Before he can finish, a powerful ENERGY BEAM ZAPS INTO FRAME from o.s. and strikes the radio, sending pieces of shattered metal flying. Instantly, Prime reacts to the o.s. source of the beam with a start.

ON SLAG - FULL SHOT - OPTIMUS PRIME'S POV

Slag is stepping away from some big sections of brick wall (as if he'd been hiding there) and walks TOWARD CAMERA holding his still-smoking High-Energy Laser Rifle.

OPTIMUS PRIME (VO)

(astounded)

Slag! What is the meaning of -- ?!

SLAG

(defiant; cutting Prime off)

Don't like questions ... from enemies!

WIDE SHOT - SLAG AND OPTIMUS PRIME

Prime, still astounded, faces Slag, as Slag takes a few more steps toward him, then stops, still holding his Rifle.

OPTIMUS PRIME

Enemies?! Do you recognize me? I am --

GRIMLOCK (VO)

We know you -- former master!

Prime reacts from side to side to see the humanoid Grimlock and Sludge stalking INTO FRAME toward him with weapons held threateningly (Grimlock his Rocket-Launcher, Sludge his Energy Sword).

SLUDGE

But master no more! (LAUGHS)

TWO-SHOT - GRIMLOCK AND SLUDGE

They shoot their weapons (SFX: ROCKETS & ENERGY BEAMS). CAMERA PANS as the rockets and beams hit Optimus hard, stunning him.

ON SLAG

As he TRANSFORMS to his dinosaur mode, and then fires a blast of his CRACKLING FLAME-breath. PAN as the flames strike the still-stunned Prime. Prime fends off the flames with one arm.

ON GRIMLOCK AND SLUDGE

CAMERA PANS from one to the next as they TRANSFORM to their dinosaur modes. They roar and stalk TOWARD CAMERA.

GRIMLOCK & SLUDGE  
(ANGRY ROARS & GROWLS)

ON OPTIMUS PRIME

Still fending off the flames, he regains complete composure and FIRES his big LASER GUN, turning to shoot at all the o.s. Dinobots.

OPTIMUS PRIME  
I do not want to fight -- but you  
leave me no choice!

ON SLAG

Optimus' LASERS ZAP him in the face, forcing him to shut off his flame-breath and step back, driven by the LASER BARRAGE.

ON OPTIMUS PRIME

He turns away from the o.s. Slag and continues firing his LASER gun. CAMERA PANS to show the LASERS hit Grimlock in the neck, momentarily stopping him, then hit Sludge's tough hide, ricocheting harmlessly off.

ON SLAG

Recovering with a quick head shake, then angrily charges TOWARD CAMERA like an enraged rhino.

WIDE SHOT - SLAG AND OPTIMUS PRIME

As Prime continues shooting his LASER gun, Slag SLAMS hard into him from the back, the force of impact sending the startled Prime flying through the air.

ON SEVERAL BRICK WALLS

The ruined walls of old buildings, with "CONDEMNED" signs plastered on them. Prime is flung INTO FRAME, still holding his Raygun, with such force that he CRASHES through one wall, then, with CAMERA PANNING with him, through the other walls. Tons of bricks fly as the walls come apart.

## ANOTHER WALL

CAMERA PANS around the wall to show a smiling Megatron watching the o.s. battle. He turns his back to the wall and works his radio.

## MEGATRON

Megatron calling Starscream. All is in control here. I am returning to the site.

## ANOTHER ANGLE - MEGATRON

He ROCKETS OFF into the sky, CAMERA TILTING as he goes.

## ON SLUDGE AND GRIMLOCK

Grimlock bolts angrily TOWARD CAMERA with the slow-moving Sludge lumbering after him.

## MEDIUM SHOT - OPTIMUS PRIME

Partially buried by bricks from the fallen walls. He quickly revives, then reacts with a start toward his o.s. feet. CAMERA PANS to show the charging Grimlock rush to Megatron and CLAMP his powerful jaws (SFX: METAL TWISTING) on one leg, denting the metal. Then, by the leg, Grimlock lifts Optimus off the ground, the bricks flying in all directions.

## LOW ANGLE - GRIMLOCK AND OPTIMUS PRIME

With a mighty turn of his head, Grimlock sends Prime flying out of his mouth and through the air, still clutching his Raygun.

## HIGH ANGLE - OPTIMUS PRIME

As he falls AWAY FROM CAMERA and strikes hard against the ground. (SFX: METAL IMPACTING WITH STONE)

## ON SLAG

Running toward the o.s. Prime, then pausing, his three horns glowing white-hot as they prepare to fire their three lasers.

## ON OPTIMUS PRIME

He reacts with a start to the o.s. Slag and fires his LASER Gun at him. Suddenly three potent LASERS from o.s. zap his Gun out of his hand, sending it flying OUT OF FRAME. CAMERA FAST-PANS along the three LASER beams to show them being fired by Slag's horns.

## SLAG

(DEFIANT ROAR)

## FULL SHOT - PRIME

He reacts to an o.s. brick wall and takes a mighty leap in that direction, with Slag's three LASERS zapping at him as he goes.

ANGLE - WALL AND OPTIMUS PRIME

With Slag's LASERS firing all around him, some bouncing off his hide and creating visible dents and marks, Prime exerts his great strength to lift up the heavy section of brick wall. CAMERA TILTS as he hoists the wall and then hurls it OUT OF FRAME.

ON SLAG

Still firing his three LASERS, until the section of brick wall flies INTO FRAME and CRUMBLES about his head, partially burying him.

ON OPTIMUS PRIME

He turns and reacts with a start to o.s. CAMERA PANS to show Sludge lumbering TOWARD CAMERA, roaring angrily.

SLUDGE  
(ANGRY ROARS)

CLOSER - SLUDGE'S FRONT FOOT

Sludge STOMPS his foot so hard that the ground beneath him SHATTERS with a spreading earth-fissure, the earth SHAKING (CAMERA SHAKE). (SFX: STOMP, EARTH TREMOR, EARTH SPLITTING APART) CAMERA PANS along the spreading fissure to a LONG SHOT of Prime, trying to stand up as everything around him shakes.

WIDE ANGLE - PRIME

Still trying to remain on foot -- as the ground splits apart in a wide and growing gap, each of his legs on either side of the fissure. When the fissure gets too wide, Prime falls into it, disappearing below. (SFX: EARTHQUAKES, GROUND SPLITTING APART)

ON SLAG

Still covered with the bricks but moving underneath them. Suddenly a laser beam shoots down INTO FRAME and scatters the bricks. Slag looks to the source of the beam and nods Yes, as CAMERA TILTS to show Grimlock standing over him, his mouth smoking from the blast. (SFX: LASER, BRICKS SCATTERING)

THE FISSURE

CAMERA SLOWLY PUSHES IN as, after a few BEATS, Prime's hand dramatically reaches out to clutch the side of the fissure. He's alive but weak.

WIDE ANGLE - PRIME AND FISSURE

As Optimus Prime slowly, steadily starts to climb out of the fissure.

OPTIMUS PRIME  
Please ... stop this ... senseless  
... fighting ...



WIDE SHOT - SLAG, GRIMLOCK AND SLUDGE

CAMERA PANNING from one to the next as each one TRANSFORMS to his humanoid mode and draws his weapon (Grimlock his Rocket Launcher), Slag his Rifle and Sludge his Energy Sword).

BACK TO OPTIMUS PRIME

Still weak, he continues to climb out of the fissure, taxing all his strength to try and stand. He looks up and reacts to o.s. as he stands at last --

GRIMLOCK (VO)  
Yes, fight is over -- for Optimus  
Prime!

CAMERA PANS to show the three humanoid Dinobots walking TOWARD CAMERA with drawn weapons.

GRIMLOCK (CONT)  
Now, while he is weak --

CLOSER - GRIMLOCK, SLAG AND SLUDGE

GRIMLOCK  
(with grim determination)  
-- Optimus Prime dies!!

And together, all three Dinobots fire their weapons. (SFX: ROCKETS, LASERS) CAMERA PANS to Prime, as the lasers and rockets strike him hard, stunning him, battering him, EXPLODING off his tough hide. Desperately he tries in vain to fend them off with his hands.

ANOTHER ANGLE - OPTIMUS PRIME - CLOSER

Getting weaker as the ROCKETS and LASERS keep hitting him, denting him, causing small pieces of metal to fly off his hull. Gradually he is losing control over himself, losing consciousness.

WIDE SHOT - OPTIMUS PRIME AND DINOBOOTS

The Dinobots continue FIRING their LASERS and ROCKETS relentlessly, driving Prime into unconsciousness.

THE THREE DINOBOOTS - PRIME'S POV

CAMERA SHAKES as they finally shut off their weapons.

ON OPTIMUS PRIME

CAMERA PANS as Prime, now hopelessly battered, his metal body smoking from the attack, loses consciousness and topples back into the wide fissure. CAMERA PANS and PUSHES IN on the fissure, then STOPS on Prime's apparently lifeless body lying at the bottom.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

BACK TO SAME SCENE - MEGATRON IN FISSURE

He lies apparently dead in the fissure. CAMERA PANS UP to show the three humanoid Dinobots looking down, their weapons still smoking. Sludge looks to Grimlock.

SLUDGE

Optimus Prime is dead?

Grimlock does a broad TAKE reaction to the o.s. Optimus.

MEDIUM SHOT - OPTIMUS

CAMERA PANS to his hand, which slowly begins to move.

CLOSE - GRIMLOCK

CAMERA PUSHES IN and HOLDS on his face as his eyes widen with amazement.

GRIMLOCK

No, he still lives! Must be more powerful than I thought!

THREE-SHOT - DINOBOOTS

Slag raises his Energy Rifle to fire down at the o.s. Prime --

SLAG

Then let's finish him off!

GRIMLOCK

Wait -- !

Looking down toward Prime, Grimlock suddenly reaches out and grasps Slag's rifle, turning its barrel away as it fires a powerful LASER BOLT OUT OF FRAME.

ON PRIME - DINOBOOTS' POV

As Optimus opens his eyes and reacts with a mild start to the o.s. Dinobots. He struggles to sit up at the bottom of the fissure.

WIDE SHOT - DINOBOOTS AND PRIME - HIGH ANGLE

Prime looks at the three Dinobots from the fissure. Slag and Sludge look curiously at Grimlock, as Slag lowers his Rifle.

SLAG

Why'd you stop me?!

GRIMLOCK

Why -- ?

## THREE-SHOT - DINOBOOTS

Grimlock looks to Slag, then back TOWARD CAMERA, as Sludge looks at Grimlock, then lowers his weapon.

GRIMLOCK

I don't know.

SLUDGE

Me neither. But will obey leader Grimlock.

## FULL SHOT - OPTIMUS PRIME

OPTIMUS PRIME

(weakly, to o.s. Dinobots)

Maybe ... traces of Autobot decency  
... remain in ... your circuits.

He looks up as Grimlock reaches down INTO FRAME, and CAMERA PULLS BACK to show him slowly drag the battered & bruised Optimus Prime out of the fissure.

GRIMLOCK

Quiet -- or we will terminate you  
... here and now!

DISSOLVE TO:

## SAME LOCATION - LATER - SLAG, SLUDGE &amp; OPTIMUS PRIME - DAY

Slag and Sludge, each now wearing a power-pack on their backs for flight, hold an arm of the weak and docile Optimus Prime.

GRIMLOCK (VO)

The battle is over, Megatron. We will  
join you ... at rendezvous point.

CAMERA PANS to Grimlock, also wearing a power-pack and holding Prime's raygun, talking over his built-in radio.

MEGATRON (VO)

(radio voice)

Splendid, o mighty Dinobots.

Grimlock turns off his radio, looks up and ROCKETS into the sky, flying OUT OF FRAME.

## ANGLE - SLAG, OPTIMUS PRIME AND SLUDGE

CAMERA TILTS as Slag and Sludge fly off carrying Prime, their ROCKETS BLASTING, and join Grimlock, as they all speed AWAY FROM CAMERA.

WIPE TO:

IN. AUTOBOTS HQ - ON WHEELJACK AT TELETRAAN I

Wheeljack is looking at the monitor screen, on which is ELECTRICAL STATIC.

HYASHI (VO)

No word yet from Optimus Prime, Wheeljack?

He looks o.s. and shakes his head No, as CAMERA PULLS BACK to show Hyashi standing next to Spike. She looks worried.

HYASHI (CONT)

Frankly, I'm worried. He should have reported about that meteorite by now.

TWO-SHOT - HYASHI AND SPIKE

Spike looks up to her and smiles confidently, and she looks at Spike but still worried --

SPIKE

Don't worry about Optimus, "Doc."  
He can handle just about anything ...  
especially when he's got the help  
of three loyal Dinobots.

CAMERA PUSHES IN as he finishes talking and his face spreads to a wide and confident grin.

WIPE TO:

EXT. ROCKY CANYON - DAY

CAMERA PANS across the majestic Canyon, showing its natural wonders and beauty, to a WIDE SHOT of the glowing, HISSING, sparking meteorite now resting at the bottom of the canyon. Near the meteorite are a couple stacks of energon cubes already filled with alien energies. A few Decepticons are carrying energon cubes and stacking them. To one side watching the work stand Megatron and Starscream. Skywarp stands in front of the meteorite.

CLOSER - METEORITE AND SKYWARP

The meteorite is HISSING and CRACKLING more strongly than before (as it is obviously getting closer to exploding), throwing off little energy sparks. Skywarp stands facing the meteorite. (In the b.g., other Decepticons continue to stack energon cubes.) At this distance, we see that the energon cubes's energies are vastly different than in the past -- each one HISSING and sparkling like the meteorite itself.

ANGLE - SKYWARP - UPSHOT

as his chest glows, producing an empty energon cube from a beam of light that emanates from his chest. The cube floats down and another cube is produced.

## DIFFERENT ANGLE - SKYWARP

Holding the empty cube, he fires a MACHINEGUN BURST at the meteorite, releasing a stream of glowing, CRACKLING energies, with which he fills the cube. The cube then PULSATES and CRACKLES with the energies, as CAMERA PUSHES IN on the cube.

## RUMBLE AND THUNDERCRACKER

The shorter Rumble carries an almost too-high stack of energon cubes, careful, almost comically, not to drop them. He sets them down as Thundercracker finishes stacking more cubes, near other such stack. (All the cubes are filled, pulsating and CRACKLING ominously with the alien energies.)

## STARSCREAM (VO)

The energies in that meteorite seem to be unstable, Megatron. Perhaps we should not have --

As he speaks, CAMERA PANS to show Starscream and Megatron watching the stacking from a distance. Megatron looks sharply at Starscream.

## MEGATRON

Again you question me, Starscream?!

## CLOSER - MEGATRON &amp; STARSCREAM

## MEGATRON

(to Starscream)

Rest assured, ambitious one, that the meteorite's energies will be easily tamed -- by Megatron!

From above o.s. comes the sound of the APPROACHING POWER-PACKS of the Dinobots. Starscream & Megatron react to the sky.

## STARSCREAM

What's that -- ?!

## LOW ANGLE - THREE DINOBOTS &amp; OPTIMUS PRIME - EXTREME LONG SHOT

Grimlock flies in the lead with Slag and Sludge carrying Optimus Prime. As they APPROACH CAMERA, Prime becomes recognizable and can be seen to be moving slightly. (SFX: APPROACHING POWER PACKS)

## MEGATRON (VO)

It's those slow-witted Dinobots!

## STARSCREAM (VO)

But what's that they're carrying?

## HIGH ANGLE - MEGATRON AND STARSCREAM

Megatron raises an angry fist.

MEGATRON  
It's Optimus Prime!

STARSCREAM  
(sarcastic, to Megatron)  
But I thought you ordered his destruction,  
Megatron.

## WIDE SHOT - GRIMLOCK, SLAG, SLUDGE &amp; OPTIMUS PRIME - MEGATRON'S POV

The Dinob<sup>o</sup>ts land with the weak, battered Prime. Grimlock steps ahead of them TOWARD CAMERA and stops. Prime moves slightly.

MEGATRON (VO)  
Why does Optimus Prime still live?

GRIMLOCK  
I will destroy him -- when I say  
time is right!

## TWO-SHOT - MEGATRON &amp; STARSCREAM

Starscream looks to Megatron --

STARSCREAM  
He is stalling, Megatron. Grimlock  
will never destroy his former master!

## ON GRIMLOCK

STARSCREAM (VO)  
Deep within his circuits, the Dinobot  
is still his slave!

GRIMLOCK  
No! Nooooooo ... !!

He angrily fires Prime's Raygun. CAMERA PANS with the beam to show it strike Starscream, stunning him, and Megatron looking at Starscream.  
(SFX: LASER BEAM)

## ON OPTIMUS PRIME, SLAG AND SLUDGE

CAMERA PUSHES IN on Prime as he regains his senses, though still remaining weak, and looks to the o.s. meteorite with a start.

## THE METEORITE - DECEPTICONS RUMBLE &amp; REFLECTOR

As the meteor<sup>o</sup>ite SIZZLES and CRACKLES and sparks, worse than ever, and the two Decepticons load more of its unstable energies into energon cubes.

OPTIMUS PRIME (VO)  
(weakly)  
Megatron ... listen to me ...

ON OPTIMUS PRIME

OPTIMUS PRIME

... meteorite is unstable ... at any  
moment ... could explode ... destroy us all!

As he speaks, CAMERA PANS to Megatron and a recovering Starscream.  
Megatron sneers at the o.s. Prime.

MEGATRON

So, in your defeat, you try to trick  
us, Optimus Prime. But we will not  
be prey to yours lies ...

FULL SHOT - METEORITE

CAMERA PUSHES IN as it continues to HISS, CRACKLE, shoot off sparks,  
getting closer and closer to its critical point.

MEGATRON (VO)

... nor will we cease work until we've  
left that meteorite a dry, powerless rock!

WIPE TO:

INT. AUTOBOT HQ - SPARKPLUG AND HYASHI

CAMERA TRUCKS with them as they walk past various Autobots. Hyashi  
is worried and Sparkplug still looks at her suspiciously.

HYASHI

Maybe the others aren't worried, Sparkplug,  
but I am. Optimus Prime isn't even answering  
our radio calls.

SPARKPLUG

Hmmm, doctor. You mean you're actually  
unsure of something?

WIDE SHOT - TELETRAAN I - WHEELJACK, SPIKE, SPARKPLUG & HYASHI

Hyashi and Sparkplug walk up toward the computer, with strange  
energy patterns on its screen and lots of static. (SFX: COMPUTER  
SOUNDS, STATIC) Wheeljack looks away from the computer toward the others.  
(Other Autobots can be shown standing around.)

WHEELJACK

Doctor Hyashi ... Sparkplug ... Teletraan I  
is picking up energy emissions from that  
meteorite ...

ON SPARKPLUG AND HYASHI - WHEELJACK'S POV

Both are worried.

WHEELJACK (VO)

... and they're not originating from  
the city where we left it.

SPARKPLUG

Can you get a fix on where they're  
coming from?

WHEELJACK AND TELETRAAN I

Wheeljack punches in some data. CAMERA PUSHES IN as the computer flashes and the STATIC on the screen is replaced by a computer-image of the big Canyon, with the meteorite sitting at the bottom.

WHEELJACK (VO)

We've got to go to the canyon at once  
-- but can we get there in time?

ON SPIKE

smiles as he gets an idea, and --

SPIKE

Maybe not we -- but I know who can!

DISSOLVE TO:

EXT. AUTOBOT HQ - WHEELJACK, HYASHI, SPARKPLUG & SPIKE

All are looking to o.s. CAMERA PANS to show Wing standing next to Snarl, both in humanoid mode. Wing grasps Snarl and ROARS his rockets.

ANOTHER ANGLE

CAMERA TILTS as Wing flies off carrying Snarl and ROARS AWAY FROM CAMERA into the clouds.

WIPE TO:

EXT. THE CANYON - DECEPTICONS AND ENERCON CUBES - DAY

It is late afternoon, the sun already low in the sky. Rumble, Reflector and Soundwave are stacking more cubes, all of which are becoming more and more unstable. (SFX: CRACKLING, HISSING of cubes) The three Decepticons look worriedly at the cubes as they work.

MEGATRON (VO)

The cubes grow more unstable. Perhaps  
we should study them before we --

As he speaks, CAMERA PANS to Megatron and a fully recovered Starscream. Suddenly Starscream reacts with a start and points to the o.s. cubes.

STARSCREAM

Maybe it's already too late. Look!

Megatron also reacts broadly to the o.s. cubes.



THE CUBE STACKS - MEGATRON'S POV

CAMERA PUSHES IN as, without much warning, the cubes suddenly EXPLODE in a great chain reaction -- one cube setting off the other.

WIDE SHOT - RUMBLE, REFLECTOR AND SOUNDWAVE

The cubes around them and in their hands EXPLODE, knocking them down amid the wash of brilliant energies.

ON THUNDERCRACKER AND SKYWARP

As more energon cubes around them EXPLODE, the tremendous force knocking them down, stunning them.

FULL SHOT - THE METEORITE

CRACKLING, HISSING, sparking, smoking, ready to go at any moment. CAMERA PANS to Starscream and Megatron --

STARSCREAM

(angry, defiant)

I knew something like that would happen!

CLOSER - STARSCREAM

STARSCREAM

It won't be long now before the meteorite itself -- !

He suddenly turns and reacts to the sky, as we hear the sound of WING'S ROARING ROCKETS APPROACHING. CAMERA PANS to show Wing carrying Snarl in humanoid mode descending from the sky several hundred yards away.

WIDE SHOT - SNARL AND WING

As they descend, Wing releases Snarl, who lands on his feet with a loud THUD. Then, with Wing still hovering, both Dinobots TRANSFORM to their dinosaur modes.

TWO-SHOT - MEGATRON AND STARSCREAM

MEGATRON

(astounded)

New Dinobots?!

He looks to o.s. CAMERA PANS to show his Decepticons still dazed from the explosion.

CLOSE - MEGATRON

Looks fast to the o.s. original Dinobots.

MEGATRON

(commandingly)

Grimlock ... Slag ... Sludge ... !

ANGLE - GRIMLOCK, SLAG, SLUDGE & OPTIMUS PRIME

Prime is crouched on the ground, near Slag and Sludge. CAMERA PUSHES IN as they look toward the o.s. Megatron --

MEGATRON (VO)  
Transform ... and attack!!

WIDE SHOT - GRIMLOCK, SLAG AND SLUDGE

As each one TRANSFORMS to his dinosaur mode and roars angrily at the o.s. new Dinobots. They lumber TOWARD CAMERA.

OLD DINOBOOTS  
(SAVAGE, ANGRY ROARS, GROWLS)

ON SNARL AND WING

SNARL  
(SNARLS SAVAGELY)

WING  
(WILD, SHRILL SHRIEKS)

Snarl rumbles forward as fast he can, as Wing flaps his wings and flies TOWARD CAMERA and OUT OF FRAME.

REACTION SHOT - OPTIMUS PRIME

CAMERA PUSHES IN FAST as he reacts with worry to the o.s. Dinobots.

ANGLE - GRIMLOCK

He reacts to the sky, opens his mouth and blasts out a deadly LASER BEAM. CAMERA PANS to show the beam harmlessly striking the wings of the approaching Wing.

WIDE SHOT - WING AND GRIMLOCK

As Wing flies directly at Grimlock, knocking him down with a powerful kick to the head, and continuing his flight OUT OF FRAME. (SFX: IMPACT OF WING HITTING GRIMLOCK, GRIMLOCK THUDS AGAINST GROUND)

ON SLUDGE

CAMERA PANS as the head moves around at the end of the great long neck, to include Snarl stomping toward him. Sludge's eyes narrow and fire out twin LASER BEAMS at Snarl.

ANGLE - SNARL

As Sludge's LASERS bounce harmlessly off his armored hide, he turns around his heavy body. CAMERA PUSHES IN as he begins to swing his tail from side to side, building up momentum.

ON SNARL AND SLUDGE

As Sludge continues shooting LASERS, Snarl SLAMS his side with his powerful tail, knocking him down and setting him rolling.

FULL SHOT - SLAG

bolting angrily TOWARD CAMERA.

SLAG  
(ANGRY ROARS)

WIDE SHOT - SNARL AND SLAG

Snarl turns, too late, to see Slag charge him. Slag's momentum gets his horned head under Snarl's belly and, with incredible strength, overturns Snarl.

ANGLE - WING

Swooping down TOWARD CAMERA, feet in foreground.

WING  
(ANGRY SHRIEKS)

WIDE SHOT - SLAG

Wing soars down INTO FRAME and grabs Slag's tail, then pulls his tail and hind-quarters off the ground and drags him back. Confused, surprised, Slag tries digging his front feet into the ground, throwing up pieces of rock and dirt ... but is still pulled back by Wing.

SLAG  
(CONFUSED ROARING)

FULL SHOT - GRIMLOCK

He reacts to the o.s. battle, then, his tail held off the ground, charges TOWARD CAMERA like some angry locomotive.

WIDE SHOT - WING AND SLAG

As Wing continues to drag back Slag, Grimlock charges INTO FRAME and takes a mighty leap at Wing.

LOW ANGLE - GRIMLOCK, SLAG AND WING

Grimlock's leap brings his mighty jaws to CLAMP HARD on Wing, who, startled, releases, Slag.

HIGH ANGLE - SLAG

As he drops AWAY FROM CAMERA and SLAMS hard against the ground, CRACKING earth.

FULL SHOT - SNARL

He turns toward the o.s. Grimlock and breathes LASERS from his nostrils. CAMERA PANS as the lasers strike Grimlock in the hips, startling him. CAMERA PUSHES IN as the startled Grimlock releases Wing who, with one Wing slightly mangled, flies OUT OF FRAME.

ANGLE - MEGATRON AND STARSCREAM

watching the o.s. battle, Megatron raising a fist --

MEGATRON

(shouting angrily)

Don't let them get the better of  
you! Destroy them! Destroy!!

ON WING

CAMERA PANS as he continues to fly, as a stream of CRACKLING FLAMES shoot INTO FRAME and splash off the other wing, melting one tip.

HIGH ANGLE - SLAG - WING'S POV

As Slag continues shooting his CRACKLING FLAME BREATH TOWARD CAMEFA, and CAMERA PANS from above.

SLAG

(ROARS ANGRILY)

LOW ANGLE - WING

The flames still splashing off his wing, he beats his wings furiously (SFX: WIND), creating a powerful wind that extinguishes the flames.

ON SLAG

As the winds buffet him, forcing him back. He tries firing his flame breath again in the wind, but succeeds only in creating short "gas-jet" type bursts of flame.

FULL SHOT - OPTIMUS PRIME

CAMERA PUSHES IN as he looks away from the battle toward the o.s. meteorite. (SFX: BATTLE SOUNDS throughout sequence)

THE METEORITE - PRIME'S POV

CAMERA PUSHES IN and STOPS on a FULL SHOT, showing the meteorite literally on the verge of exploding. (SFX: HISSING, CRACKLING, RUMBLING)

ON SLUDGE - LOW ANGLE

He fires his eye-LASERS down as CAMERA PULLS BACK to include Snarl. The lasers bounce harmlessly off Snarl's armored hide. Snarl turns around, his tail facing Sludge, the tail spikes glowing.

CLOSE - SNARL'S TAIL SPIKES

Relentless ENERGY PULSES shoot from the spikes. CAMERA PANS as the pulsations strike Sludge's flank and harmlessly ricochet off. CAMERA CONTINUES TO PAN as the ricocheting ENERGY PULSATIONS shoot up to Wing, hovering overhead, hitting him in the head and sending him toppling.

CLOSE - SNARL

Reacting with worry toward the sky, as the light starts to dim. CAMERA PANS to show the sun starting to set behind the canyon.

CLOSE - SNARL'S BACK PLATES

as they begin to lose their brilliance as the light around them begins to fade.

ON GRIMLOCK

he turns and reacts to the o.s. Snarl. CAMERA PANS as he charges at Snarl and CLAMPS his mighty jaws on one of the plates.

ANGLE - SNARL AND GRIMLOCK

Not as strong as before, but still strong, Snarl struggles to free himself of Grimlock -- pulling away and leaving a plate in Grimlock's mouth. Then Snarl turns and, taking Grimlock by surprise, SLAMS him down with a swing of his spiked tail, stunning him.

ON PRIME

Reacting with a start to the o.s. Grimlock.

ON GRIMLOCK - OPTIMUS PRIME'S POV

CAMERA PUSHES IN and STOPS as the dazed Grimlock drops the plate from his mouth, struggling to get to his feet, then CAMERA PANS to the meteorite about a hundred feet behind him, ready to explode. (SFX: METEORITE HISSING, RUMBLING, CRACKLING, etc.)

ON MEGATRON AND STARSCREAM

STARSCREAM

Megatron -- the meteorite! It's going to ...

Starscream reacts as he speaks to the o.s. meteorite, as the RUMBLING and HISSING get LOUDER. Then Megatron reacts with a start.

ANGLE - MEGATRON AND STARSCREAM

Without a word, they rocket up and OUT OF FRAME. (SFX: ROCKETS)

PAN SHOT - OTHER DECEPTICONS

In various stages of reviving, all reacting with sudden fear to the o.s. meteorite, as the o.s. RUMBLING becomes LOUDER.

ON GRIMLOCK

still slightly dazed, looks back as Prime bolts INTO FRAME and shields Grimlock's backside with his own body. CAMERA PANS to the meteorite which -- finally -- EXPLODES, unleashing waves of energy and pieces of CRACKLING, FLAMING debris and totally FILLING THE SCREEN with its brilliance.

## GRIMLOCK AND OPTIMUS PRIME

The EXPLOSION continues, shooting INTO FRAME energies and debris, CAMERA SHAKING, as Prime grimaces as he shields Grimlock from the BLAST.

## ON DECEPTICONS

CAMERA PANS as the force of the BLAST continues, the ground SHAKING about them like an earthquake knocking them back down as they try to stand, brightening the twilight sky like the most brilliant daylight. Rock formations in the canyon CRUMBLE, SPLIT apart.

## ON SNARL, SLAG AND SLUDGE - WIDE SHOT

As the continuing BLAST shatters the ground beneath them, creating new fissures that the Dinobots must sidestep. (SFX: EARTH SPLITTING)

## ON WING

CAMERA PANS as the continuing BLAST thrusts Wing, helplessly trying to fly, through the air against a rocky wall of the canyon -- as the wall itself CRACKS and SHATTERS.

## ON MEGATRON AND STARScream

Fighting to keep flying amid the forces unleashed by the ongoing BLAST, as energies whip about them, then hurl them down. CAMERA TILTS DOWN as they STRIKE HARD against the ground.

## EXTREME LONG SHOT - DINOBOOTS, DECEPTICONS

As the ground trembles (CAMERA SHAKE), the various characters struggling to remain wherever they happen to be, then the shaking begins to subside.

## ON GRIMLOCK AND OPTIMUS PRIME

As the tremors continue to die down, Optimus Prime looks around while still protecting Grimlock with his body --

OPTIMUS PRIME  
I think ... it is subsiding.

## SLUDGE, SLAG, WING AND SNARL - WIDE SHOT

CAMERA PANS across the Dinobots, who look at one another with bewilderment, as the tremors calm down even more. (Wing is standing upright on his hind feet)

## WIDE SHOT - GRIMLOCK AND OPTIMUS PRIME

OPTIMUS PRIME  
Yes. The danger has passed.

He steps aside and looks around, then to Grimlock, as Grimlock TRANSFORMS to his humanoid mode.

SLUDGE, SLAG, WING, SNARL

CAMERA PANS as each TRANSFORMS to his dinosaur mode.

ON STARSCREAM & MEGATRON - HIGH ANGLE

They start to get up, but before they can completely stand, they react with fear toward o.s. above, as Grimlock's shadow falls on them.

GRIMLOCK (VO)  
You tricked us -- made us fight  
a good leader ...

CAMERA TILTS to show Grimlock standing over them with his Energy Sword in one hand, the Rocket-Launcher in the other.

ON SLAG, SLUDGE, WING & SNARL

walking TOWARD CAMERA with hand-weapons drawn.

GRIMLOCK (VO)  
... who risked life ... to save us!

MEGATRON, STARSCREAM & GRIMLOCK - DUSK

The two Decepticons stand. Megatron looks o.s., then ROCKETS into the sky, Starscream flying after him, and Grimlock watching them --

MEGATRON  
Decepticons -- retreat!

WIDE SHOT - MEGATRON AND STARSCREAM

Starscream TRANSFORMS to his jet-plane mode as they ROAR AWAY FROM CAMERA.

WIDE SHOT - THUNDERCRACKER, SKYWARP, SOUNDWAVE, RUMBLE, REFLECTOR

CAMERA TILTS as they fly off, with Thundercracker and Skywarp making in-flight TRANSFORMATIONS to their jet-plane modes. (SFX: JETS)

THE SUN

sinks completely behind the canyon ridge, the sky getting darker.

WIDE SHOT - OPTIMUS PRIME, SLAG, SLUDGE, GRIMLOCK, WING & SNARL -NIGHT

They all watch the Decepticon armada vanish in the distant skies. Then Optimus Prime turns to face the others. The humanoid Dinobots look at one another as if not knowing what to say. (Grimlock is now holding Prime's Raygun.)

CLOSER - OPTIMUS PRIME AND GRIMLOCK

Grimlock self-consciously smiles at Prime and hands him his Raygun. Prime accepts it and smile warmly at Grimlock. From o.s. comes the sound of APPROACHING TRUCKS & CARS. They react to the sound.

## LONG SHOT - AUTOBOT CONVOY - PRIME'S POV

As the Trans-forms of Wheeljack, Ironhide, Ratchet, Trailbreaker, and Hound (and possibly others) roll TOWARD CAMERA along a flat facsimile for a road inside the canyon rim. Sparkplug, Hyashi and Spike ride inside the Ironhide Vanette.(Headlights are on.)

## CLOSER - IRONHIDE VANETTE

It SCREECHES to a stop. The doors open and Sparkplug, Spike and Hyashi rush out toward the o.s. Prime & Dinobots.

HYASHI

Thank heavens, you're all okay!

## WIDE SHOT - AUTOBOT TRANS-FORMS

CAMERA PANS as they TRANS-FORM to their humanoid modes and look toward the o.s. Prime and Dinobots.

## OPTIMUS PRIME AND GRIMLOCK

GRIMLOCK

(shy, uncertain)

Can you forgive, Optimus Prime?

I ... envied you.

Sparkplug, Hyashi and Spike step INTO FRAME, as Prime smiles warmly at Grimlock and clasps Grimlock's hand in friendship.

## THE OTHER DINOBOOTS

Turn toward each other and smile.

## ON SPARKPLUG AND HYASHI

SPARKPLUG

(nervous, shy, to Hyashi)

And I guess I was ... kinda jealous, too, doctor Hyashi. I'm, er, sorry.

HYASHI

Please, Sparkplug -- call me "Lynn."

She smiles and gently kisses his cheek. He smiles and blushes.

## WIDE SHOT - AUTOBOTS, HUMANS &amp; DINOBOOTS

standing in the Canyon, as CAMERA SLOWLY PULLS BACK --

OPTIMUS PRIME

Well, now that everyone likes everyone, and that menacing meteorite is destroyed, we can all go home.

FADE OUT.

THE END