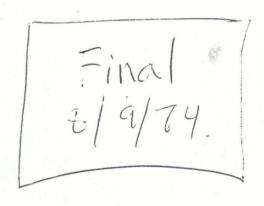
700-11

TRANSFORMERS "COUNTDOWN TO EXTINCTION"

(MP #700-11) (SCRIPT)



Written by:

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7/26/84

MARVEL PRODUCTIONS, LTD.

## TRANSFORMERS

"Countdown to Extinction"

ACT I

FADE IN:

EXT. CATASTROPHIC VIEW OF EARTH

CAMERA PUSHES IN past wide fissures CRACKING the earth's surface. Beyond that, CAMERA HOLDS as a WRENCHING UPHEAVAL thrusts up a volcano that EXPLODES, flinging flaming rocks and spewing hot, lava into the air.

## NARRATOR (VO)

bringing Cybertron into Earth's ORBIT AND HARVESTING 1/6 THE DESTAUGILIVE EXISTS SUBJECT TO THE PERSON HIS DAGAM - COMOU UNLEASTED CHETTY, MEGATION HAS SELECTE WORLD IN RUINS ...

ANOTHER ANGLE - WIDER

CAMERA PANS the ruins of a major metropolis...

NARRATOR (VO/cont) BUT OPTIMUS PRIME AND THE AUTOBOTS DISSOLVE TO:

EXT. - MEGATRON'S STARSHIP (see episode #700-10)

speeding through space towards Cybertron. Suddenly, a dazzling shaft of light ENTERS SHOT making a direct hit upon the spacecraft (SFX: TREMENDOUS EXPLOSION) sending chunks of the 'ship' flying in every direction. In addition, shockwaves fan out in concentric rings like ripples in a galactic pool of water.

NARRATOR (VO/cont) Megatron's starship DISSOLVE TO:

CYBERTRON - EARTH'S ORBIT

The full force of the shockwaves crash into Cybertron knocking it out of Earth's orbit, sending it spinning like a top out into space, getting smaller and smaller as it disappears out of view. NARRATOR (VO/cont)
knock Cybertron out of
Earth's orbit.

DISSOLVE TO:

EXT. - A DEVASTATED CITY - DAY

WHEELJACK is directing TYPEX and BROWTON as they push a fallen skyscraper. They get it almost upright, leaving it leaning like the tower of Pisa. (SFX: METALLIC SCREECH)

NARRATOR (VO/cont)

Now the Autobots begin the repair of THE EACH SHUTTER SHUTTER Planet.

WHEELJACK

More! Push & harder To STAAIGHTEN IT UP.

Wheeljack pushes it with his hands to a true, perpendicular position. (SFX: - METALLIC SCREECH)

WHEELJACK (grunt of effort)
There...that does it...

Then he glances O.S.

ANOTHER ANGLE

to include Tribot in his dinosaur form using his immense neck shield like a bulldozer to fill in a large chasm with a mound of dirt.

WHEELJACK (VO)
Looking good, Taiban How SLAG, NCW
stamp it down, Good AND
solid!

NEARBY BRIDGE

OPTIMUS PRIME is supporting two halves of a severed bridge as RATCHET uses his arc-welders to forge the steel together. (SFX: WELDING)

ANOTHER ANGLE

to reveal IRONHIDE shooting super heated liquid steel into gaping holes along various portions of the bridge. (SFX: -SUITABLE)

MP 700-11 3.

EXT. COLLAPSED DAM

The dam is being reconstructed by Brawn and Gears. It is now half-finished. Brawn is seen lifting a monolithic cement slab and handing it to Gears who places it onto position within the hologram guidelines. HUFFER stands on the bank, supervising.

HUFFER YO, GEARS - GET WITH IT!

ANGLE SHOOTING PAST HUFFER

HOUND, through the use of his holograms projects a three-dimensional image of the DAM as it should exist, showing half of it totally reconstructed and the other half ghost-like in a wavering hologram.



**OVERHEAD** 

revealing LASERBEAK, spying on the Autobots' activities. In that moment, Laserbeak is spotted by one of the Autobots.

THAT DIRTY-BIRD, BRAWN (VO)

Laserbeak is back

again! CHECK IT OUT!

ON HUFFER AND HOUND

as they both look up into the sky spotting Laserbeak.

NAIL HIM HUFFER before he gets

WIDER - TO INCLUDE MIRAGE

Mirage fires an armour-piercing rocket-dart hunting rifle at the bird-like Deception. (SFX: RIFLE SHOT)

ANOTHER ANGLE ON LASERBEAK

as rock \*-dart wings him. (SFX: PING!)

LASERBEAK (wounded shriek!)

In view of the uneven odds, Laserbeak turns 'tail' in the opposite direction and swiftly flies O.S.

BACK ON HUFFER & MIRAGE

HUFFER Good sho

MIRAGE (dissatisfied)

DECEPTIONS AREN'T PAR
BEHIND,

WIPE TO:

UNDERWATER - DECEPTION HEADQUARTERS

The Deception complex shows damage due to tidal waves and volcanic action in the ocean. CAMERA PUSHES IN as-we hear:

RUMBLE (VO)
Can't you do anything right, Skywarp!

CUT TO:

INT. DECEPTION HEADQUARTERS - ON RUMBLE AND SKYWARP

as Skywarp threateningly looks down at the insignificant Rumble.



Rumble is seething with anger as he draws his side arm.



But before Rumble has a chance to shoot, Skywarp casually swats him O.S. With a swipe of his hand as if he were a mere insect. (SFX: WHACK!)

ON DAMAGED CONSOLE

Rumble tumbles into the already damaged console (SFX: CRASH!). Lights POP! and smoke issues forth from the console.

ANOTHER ANGLE

as THUNDERCRACKER stomps into shot and picks Rumble up by the "scruff" of his neck. He reprimands the quarreling Deceptions.

SHAPE UP, YOU TWO! THERE'S STILL A LOT OF DAMAGE TO REPAIR.

ON SOUNDWAVE

holding live electrical wires in his hands as he turns towards the argument to add his two-cents.

LOOK WHO'S TALKING - THUDERCLACKER,

BACK ON THUNDERCRACKER

ignoring Soundwave's snide remark.

emptying the water pumps.

CLOSE ON FRENZY

emerging from a floor hatch entangled in multicolored wires. He also chimes in.

FRENZY
I didn't volunteer FOR THIS GEEKY ASSIGNMENT
I WANT SKWARPS JOB,

. ON SKYWARP

. He fiercely strides towards the half-emerged Frenzy.

Butt out, Frenzy! GEEK WORK'S MADE FOR A

Skywarp lifts his foot in an attempt to push Frenzy back down the hatch.

ANOTHER ANGLE

as Frenzy quickly grabs Skywarp's foot and forcibly thrusts him backwards, sending him flying into more valuable equipment. (SFX: SMASH)

BACK ON THUNDERCRACKER AND RUMBLE

as Rumble manages to wriggle free from a distracted Thundercracker. CAMERA PANS with Rumble as he charges towards Skywarp going into a flying tackle sending Skywarp sprawling.

SKYWARP

(muffled)

Get off of me, you WALKING JUNK YARO!

WIDER

to reveal Thundercracker jumping in to mediate as an all-out free-for-all ensues.

ALL (grunting and groaning)

ANGLE ON FAR SIDE ON CONTROL ROOM

Suddenly the main hatch lid is flung-open and MEGATRON appears in the hatchway quickly surveying the pathetic scene.

MEGATRON

Silence!

ANOTHER ANGLE

One by one Deception heads pop comically out of the water and stare in awe at their powerful leader who has seemingly come back from the dead.

AL Megatron?!!

RUMBLE

But Megatron, we thought you

Were ... YOU KNOW ... "SKREEB-DIB "...

ON MEGATRON

(MAKES A METALLIC, THROAT CUTTING TYPE SOUND)

He moves up to Rumble, threateningly...

MEGATRON THINK AGAIN!

CLOSE ON MEGATRON

His eyes glint with evil...

MEGATRON (CONT) I'VE'LOST A STALSHIP, NOT

ANGLE SHOOTING PAST MEGATRON

To the Deceptions who are in complete amazement at the sight of Megatron.

MEGATRON (CONT/VO)

Now I have some unfinished business

Arkeville.



CLOSE ON MEGATRON



ANGLE ON ENTRANCE HATCH

as Laserbeak flies into the room. He then TRANSFORMS into his mini-cassette-mode and flips into Soundwave's tape-player chest compartment.

Laserbeak brings news! PLAYING BACK.....

CLOSE ON SOUNDWAVE'S CHEST

as the tape-cassette reel begins to roll.

STARSCREAM'S VOICE Now that Megatron has been destroyed I am leader of the Deceptions. Understand, Doctor?!

DR. ARKEVILLE'S VOICE (resigned)
Yes, Starscream. I understand.

ON MEGATRON

Good. Take me to your secret laboratory -- I have use for your other inventions!

The recording ends as Megatron commands his forces.

MEGATRON
We must stop those
traitors

DECEPTICONS, EDAMAD,
TO the crit

They start to exit.

CUT TO:

OCEAN SURFACE - ABOVE DECEPTIOON HEADQUARTERS

The Deceptions are taking off from the launching tower, Thundercracker and Skywarp transforming into their jet plane modes. (SFX: JET TAKEOFFS) EXT. - ESTABLISHING AUTOBOT HEADQUARTERS

CAMERA MOVES IN on the volcano which houses Autobot headquarters (SFX: BUTTONS CLICKING, BUZZING)

These adjustments SHOULD PUT TELETRAAN I BACK ON LINE, PRIME....

INT. - ON WHEELJACK AND CLIFFJUMPER

Adjusting some fine tune controls on TELETRAAN I, as Optimus Prime waits.

GOOD GOING, WHEEL ACK! CLIFFJUMPER Everything's coming in clear

CLOSE ON MONITOR

As visual images fade in and out.

Finally the monitor shows Deceptions lead by the presumed destroyed Megatron. They are seen flying towards some unknown destination.

OPTIMUS PRIME (VO)

Too clear, Cliffjumper!

Megatron OPERATIONAL!

ON OPTIMUS PRIME

As he watches the screen with great concern.

OPTIMUS PRIME (CONT) WE CAN'T LET HIM AND
THE DECEPTIONS REGROUP ....

He turns to the Autobots to give his order

OPTIMUS PRIME (CONT) Autobots...transform!

CUT TO:

EXT. - VOLCANO

They transform to their vehicle modes as they exit the volcano.

OPTIMUS PRIME
... and following!

They speed O.S. leaving a cloud of dust. (SFX: MOTORS)

STARSCREAM IN HIS JET MODE

Speeding through the sky over a mountainous area. (SFX: JET)

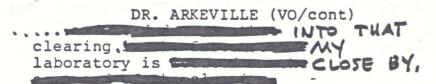
INT. - STARSCREAM'S COCKPIT

as Dr. Arkeville looks through the window, pointing down-

Veer PORTY DEGREES SOUTH ....

POV - DOWNSHOT

A clearing the midst of a dense forest.



CUT TO:

## FOREST CLEARING

as Starscream lands, TRANSFORMING into his robot mode, automatically ejecting the human scientist from his cockpit and catching him by the seat of his pants. Arkeville burns as he dangles.

ON HUGE BOULDER

which rests at the base of a mountain on the edge of the clearing. Dr. Arkeville leads Starscream INTO SHOT. The doctor proudly explains that the giant rock fronts the entrance to his secret laboratory.

DR. ARKEVILLE

DR. ARKEVILLE

An impenetrable

fortress UNTIL I GIVE MY VOICE ACTIVATED COMMISSION

ANGLE ON STARSCREAM

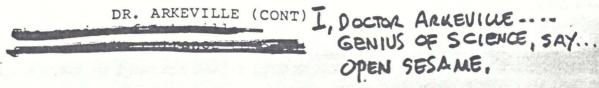
activate the front perital will a

Compai

THEN (impatiently)
activate Your Moura

CLOSE ON ARKEVILLE

He continues his self-serving discourse and reveals the command.



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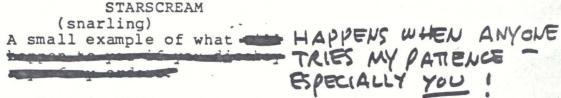
# STARSCREAM (VIO. SARCASTICALLY) HOW ORIGINAL.

ON BOULDER

In response, the rock begins to slowly roll away from the mountainside (SFX: SLOWLY ROLLING BOULDER).

WIDER TO INCLUDE STARSCREAM

as he loses patience. He roughly shoves Arkeville aside as he rips the rock away with his hands and tosses it down the mountain side where it SHATTERS. CAMERA SHAKES. He then turns and lifts the slight figure of Dr. Arkeville in the air bringing him face to face as he threatens.



CLOSE ON ARKEVILLE'S FACE

As he glowers, hostile, but manages to nod his head in acknowledgement.

CUT TO:

BERNOTE ALLENS LENGTH BE LALLED

THE EXPONENTIAL PLASMA CONTERTOR

INT. - ARKEVILLE'S LABORATORY

CAMERA PANS across the huge laboratory showing various pieces of scientific and electronic equipment of all shapes and sizes.

CAMERA STOPS on a large, smooth yet strangely formed opaque, glass-like object which vagely resembles the shape of a blimp.

Tendrils extending from underneath its bottom portion leading to a nearby metal tank.

CLOSE ON STARSCREAM

Ah! Just as you told me -- AN EXPONENTIAL GENERATOR

THE UNIMATE

as he spots what he has come for — the source of ultimate power. He is mesmerized as he approaches the object. Greedily, he grabs for the mass which begins glowing brightly at his touch — as if it were about to eexplode — his face bathed in an ominous glow that radiates from it.

WIDE

to reveal an extremely nervous Dr. Arkeville, as he reaches out to warn Starscream of it's volatile nature.

Careful, Starscream! Disturb THE GENEMATOR'S rhythmic pulse and THE EARTH and every living THING ON IT will cease to exist!

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ON STARSCREAM

oblivious to Dr. Arkeville's warning he strokes the device so that it glows and begins to throb gently as he begins to form a plan...

STARSCREAM
I do not care about this MINOR planet!

WIPE TO:

MEGATRON IN FLIGHT - DAY

Megatron has a barbarous glare in his eyes. Soundwave can be seen in the distance flying at Megatron's left flank.

MEGATRON Soundwave! Send Laserbeak

ON SOUNDWAVE .

MEGATRON (VO-CONT)

I will want a full report on
the activities of Arkeville and
Starscream.

Soundwave presses the plate on his chest. (SFX: TWANGING OF A SPRING) is heard and Laserbeak is seen ejected from Soundwave's chest and hovers momentarily then speeds off into the distance on his spying mission.

DOWNSHOT - CAMERA PANNING

looking upon the entire group of Decepticons in flight as they gain out of pan. CAMERA HOLDS to reveal AERIAL VIEW of a mountainous/forest area with a road running through SCENE. Optimus Prime, in his vehicle mode, ENTERS SHOT followed by the other Autobots, also in their vehicle modes.

ANGLE ON RUMBLE (PANNING)

As he looks below and reacts, swooping lower to make certain of what it is he has seen.

Megatron! Autobots FOLLOWING BELOW!

ON MEGATRON

as he issues orders to Thundercracker and Skywarp in the background.

MEGATRON Thundercracker! Skywarp! STOP THEM!

THUNDERCRACKER (VO) Right, Megatron!

SKYWARP (VO) ATAAAACK!

WIDER ANGLE

Thundercrack and Skywarp break formation and altitude, roll over and go O.S.

ON CONVOY

rolling along the mountain road. Thundercracker and Skywarp SWOOP INTO SHOT. With unmatched quickness the two agressive Deceptions fire off their heat-seeking-missiles and drone rockets at the group below. (SFX: EXPLOSIONS SOUNDS)

WIPE TO:

INT. - DR. ARKEVILLE'S LAB

MEDIUM ON STARSCREAM

- He is carefully working in deep concentration on the "Power Source". (SFX: SOFT, LOW THROB - CONT. THRU. SCENE) at that moment, Dr. Arkeville's voice can be heard coming through a speaker in Starscream's chest.

THIS IS MY

DR. ARKEVILLE (VO) (filter) LABORATORY, Starscream!

YOU MUST WORK UNDER MY SUPERVISION!

Starscream smiles a crooked smile as he presses a button on his shoulder to communicate through his intercom system with Dr. - Arkeville.

> STARSCREAM PATIENCE, DOCTOR, IM ALMOST FINISHED.

CLOSER ON TIMING DEVICE

In an alcove near the Power Source. It is a remote-control accessory that appears to be a complex timer-unit which has been attached to the Power Source.

Starscream moves into shot does some fine tuning with a mini-laser "screwdriver" revolving with a high-pitched whine followed by a CLICK!

WIDER

As Starscream finally steps back to proudly view his handiwork. He once again pushes the button on his shoulder to communicate with Dr. Arkeville.



CAMERA PANS to a corner of the lab as a door opens and Dr. Arkeville steps into the chamber with an irritated expression on his face.

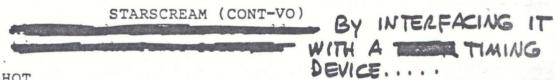
ON STARSCREAM & "POWER SOURCE"

as Arkeville ENTERS SHOT. A beaming Starscream magnanimously gestures towards his addition to the 'ultimate power source'.



CLOSE ON DR. ARKEVILLE

As the realization of the dev'ce begins to dawn on him.



BACK TO SHOT

As Starscream reaches for the device.

STARSCREAM (CONT) When I flip this switch...

CLOSE ON "SWITCH"

Starscream's large hand ENTERS SHOT and flips the switch on the timer into 'ON/LOCK' position.

STARSCREAM (VO/CONT)



POWER TO INFINITE CAPACITY.

ON STARSCREAM AND ARKEVILLE

WILL EXPLODE AND destroy the entire Earth!

Starscream pushes his face into Arkeville's

STARSCREAM (gloating)

VERY GOOD, DOCTOR! YOU UNDERSTAND PERFETLY.

CLOSE ON "TIMER"

It reads 7:58:20 on a digital face piece. The TIMER TICKS LOUDLY (SFX: TICKING).

STARSCREAM (VO)

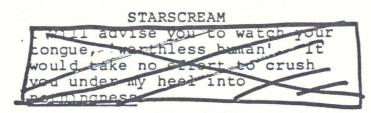
(reading)

In exactly 7 hours, 58 minutes

and 20 seconds of Your TIME, THIS PLANET WILL ERUPT IN A COSMIC SHOWER OF FREE ENERGY!

WIDER

to include-Starscream, angered

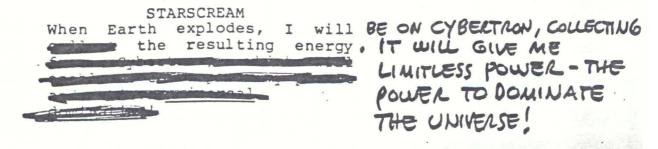


YOU HAVE NO SAY IN THE MATTER, PUNY FLESH CREATURE!

He shrinks back, moving away from Starscream.

ANGLE SHOOTING PAST STARSCREAM

to Arkeville as he listens, trapped.



REVERSE ANGLE

ARKEVILLE
Then I will stay here to make SURE
nothing goes wrong!

UPSHOT .

Past Arkeville as he is stopped by Starscream's raging voice, glancing up at the robot's foot over his head, ready to crush him.

(screaming)

On You TAKE ME FOR A FOOL?

Arkeville cringes.

ANOTHER ANGLE

As Starscream regains his cool.

STARSCREAM (CONT)

THE TIMING DEVICE

THE INSTANT I LEFT...

AND I have MUCH DIFFERENT PLANS FOR you!

He pushes Arkeville ahead of him as they start to exit.

FLIP TO:

EXT. - CLEARING

Starscream is in his jetcraft mode. Arkeville is climbing into the cockpit. SFX: JET ROAR

Quickly... STARSCREAM (over sound)
THERE'S NO TIME TO WASTE.

The cockpit canopy automatically SLAMS over Arkeville's head as he ducks just in time to avoid being hit -- and is thrown back into his seat as Starscream takes off, ROARING, up and o.s. CAMERA MOVES IN on opening to Arkeville's laboratory and we...

CUT TO:

INT. - LABORATORY - ON TIMER

It now reads 7:56:18 and ticking down.

STARSCREAM (VO/CONT)
We must be safely back on
Cybertron before Earth DISINTEGRATES!

FADE OUT

# ACT II

FADE IN:

CLOSE ON TIMER IN ARKEVILLE'S LAB

The reading on the timer-changes from 7:56:18 to 7:56:17

CUT TO:

STARSCREAM IN HIS JET MODE

as he speeds through space. The Earth can be seen in b.g. shrinking in size with the increased distance.

CUT TO:

INT. - STARSCREAM'S COCKPIT

Dr. Arkeville reluctantly addresses Starscream's intercom system as he begins to express his change of heart.

ARKEVILLE

the total destruction of MY world IS UNTHUKABLE!

Starscream's metallic voice comes blaring out of a speaker in front of the scientist.

STARSCREAM (VO) COMPASSION FROM YOU, DOCTOL?

Arkeville tugs at his collar nervously, as he begins to sweat profusely,

STARSCREAM (VO/CONT)
(angry)

SPARE ME YOUR

CONCERN!

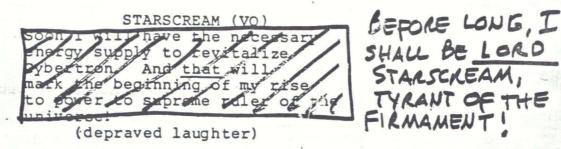
Arkeville flinches at Starscream's scathing diatribe as if each word was a slap in the face.

ONCE WERE OF Cybertron nothing will interfere with my plans!

CUT TO:

EXT. - STARSCREAM IN JET MODE

Cybertron can be seen approaching in the distance.



WIPE TO:

EXT. - MOUNTAINOUS FOREST AREA

The Autobot convoy moves at top speed along a winding dirt road as a rocket ZOOMS INTO SCENE from above and SLAMS into the side of a mountain (SFX: EXPLOSION and resulting ROCKSLIDE), burying Bumblebee at the end of the line. CAMERA PANS to Prime as he commands his forces to halt. SFX: BRAKES SCREECHING

OPTIMUS PRIME (VO)
Autobots, halt! Brawn, dig
Bumblebee out, framework

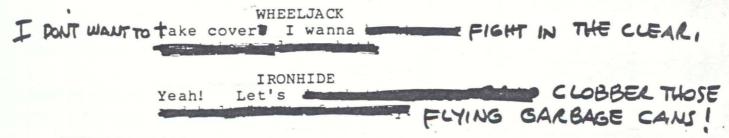
CLOSER ON SLIDE

losing the others as Brawn's van-truck transforms into his robotic form and starts heaving boulders o.s. as he starts to dig Bumbl bee out.

OPTIMUS PRIME (VO/CONT)
The rest of you transform and take cover!

ANOTHER ANGLE - ON WHEELJACK AND IRONHIDE

The Autobots TRANSFORM as a missile WHOOSHES THROUGH SCENE over their heads (SFX: HIGH PITCHED WHINE FOLLOWED BY REVERBERATING BOOM!)



ANOTHER ANGLE

as Wheeljack takes aim and fires

his shoulder cannons into the sky. (SFX: CANNON BLASTS)

CUT TO:

SKYWARP IN THE SKY

SFX: JET ROAR as he flies dangerously low to the Autobots and as a result takes Wheeljack's cannon blasts on his right wing. (SFX: BLAST AGAINST METAL) JET ROAR SPUTTERS as the impact of the blast knocks Skywarp out of the sky and o.s. into the thick forest.

ON THUNDERCRACKER

as he radios to Megatron to inform him of Skywarp's drowning.

Come in, Megatron. Skywarp's Down!

ON SKYWARP

He staggers out of the trees now in his robotic form, waving that he is okay.

WRONG! THUNDERCRACKER (VO)
Okay!

ANGLE ON MEGATRON AND SOME OTHER DECEPTIOONS

Deceptions! Land and ATAAACK,

ON RUMBLE AND SOUNDWAVE

as they abruptly change direction and head down toward the Autobots in the forest below.

ON ALL CIRCUITS! CUT TO:

FOREST AREA

As the Autobots are bombarded by Deception firepower from above and their rear.

MEGATRON (VO)
fire!!

WIDER

The Autobots duck as they turn around to face the Deceptions who swoop down through the air to a landing.

Return fire -- and DEPLOY

The Autobots fire and scatter, going into the brush and o.s. CAMERA HOLDS and a CLUSTER BOMB EXPLODES, uprooting trees and sending large boulders up into the air.

ANGLE SHOOTING PAST AUTOBOTS

As they stand behind the trees, waiting, the Deceptions warily come INTC SCENE. Jazzz is holding a hand up in the air.

(sotto) ON THE DOWNBEAT. . . .

He brings his hand down.

BEAT THEM SUCKERS DOWN!

ANOTHER ANGLE

The Autobots jump out form the cover of the trees, FIRING.

AUTOBOTS (BATTLE CRIES)

ON SOUNDWAVE AND WHEELJACK

Soundwave comes into SHOT from behind Wheeljack.

SOUNDWAVE Prepare to be destroyed!

Wheeljack spins around but before he can fire, he is hit by a blast from Soundwave's BLASTER GUN, lifted up off his feet, flies through the air and slams against a huge boulder SHATTERING it.

WHEELJACK

Oooooof!

ON OPTIMUS PRIME

Firing his LASER RIFLE at an o.s. target. Megatron comes INTO SHOT, grabs Prime from behind. Prime throws him off...

OPTIMUS PRIME (grunt of effort)

...and brings the butt of his weapon to SMASH down on Megatron sprawled on his back. Megatron grabs it and heaves Prime o.s., with an additional kick to the stomach.

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OPTIMUS PRIME

As he lands, his weapon flying out of his hands and o.s., rolls and jumps up as Megatron rushes INTO SHOT. Prime crouches, comes up under his opponent, grabs him, lifting him up over his head and flinging him through the air.

OPTIMUS PRIME (mighty grunt of effort)

ON LAKE

As Megatron hits the water, sending up a spray that fills the screen. (SFX: SPLASH!!)

ANGLE ON THUNDERCRACKER

as he throws Gears like a bowling ball into a surprised Prime. Fittingly, Optimus goes down like a bowling pin. (APP. SFX)

THE BETTER I LIKE IT!

ON MEGATRON

Frustrated, water dripping from him as he moves away from the lakeshore.

Fall back, Deceptions! These
Autobots
Autobots
ALE TOO HERO-PROSRAMIED
TO KNOW WHEN TO QUIT!

He takes a few RUNNING STEPS and lifts up into the air as his ragged and wounded Deceptions follow.

ANGLE SHOOTING PAST OPTIMUS PRIME

and his Autobots as they look at the Deceptioons flying o.s.

Good work, Autobots. BUT WE BUT WANT

- ANGLE ON THE OTHER AUTOBOTS

as they listen to the instinctive wisdom of their leader.

OPTIMUS PRIME (VO/CONT)
Transform and...

The Autobots begin transforming and head out in the direction of the Deceptions, this time following more-discreetly.

OPTIMUS PRIME (VO/CONT)
...roll out!

WIPE TO:

ON CYBERTRON

as WE SEE Starscream in his jet mode, blaze INTO FRAME heading towards his home planet.

DISSOLVE TO:

LANDING AREA - ON CYBERTRON

where Starscream is seen approaching -- coming in for a landing.

\* effort)

DISSOLVE TO:

INT. - MASTER CONTROL ROOM - DECEPTION HEADQUARTERS

Shockwave is uncharacteristically stunned to see Starscream and Dr. Arkeville come into the control room. Shockwave looks upon the Scientist with distaste -- not appreciating human presence within the control room (or on Cybertron at all for that matter.)

STARSCREAM
Greetings, Shockwave. I have come on a most urgent mission.

ON SHOCKWAVE

Before you continue THIS EARTH creature MAY NOT CHIER HERE!

Megatron HAS SO ORDERED.

Shockwave glares down upon the human scientist who is feeling most uncomfortable at this moment.

ON STARSCREAM

who is quickly losing patience with the "upright" Shockwave. He proceeds to pull his rank on Shockwave.

Megatron is NO MORE!

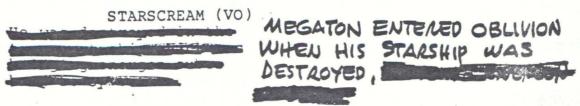
I NOW LEAD THE DECEPTIONS!

CLOSE ON SHOCKWAVE

Who stares in disbelief. .

SHOCKWAVE

What?!



SHOCKWAVE
But Megatron is indestructable!

ON STARSCREAM

He quickly glances to the monitor o.s.

POV

The monitor is flickering and flashing.

Then why not contact HIM, SHOCKWAVE?

ON STARSCREAM AND SHOCKWAVE

Starscream smiles to himself.

SHOCKWAVE

I cannot ...

CLOSE ON COMPUTER MONITOR

flickering and flashing. It shows "snow" type interference on moment, and the next moment it goes dark, unable to lock into a reception pattern.

HAS MADE EARTH CONTACT IMPOSSIBLE,

BACK ON SHOCKWAVE AND STARSCREAM

SHOCKWAVE (CONT)
But, I assure you, I will keep
trying

Starscream, who has lost all remaining patience, blows up.

Enough, STARSCREAM

CLOSE ON SHOCKWAVE

he listens, grimly

You will take orders from me From Now ON!

WIDER

to include Starscream and Dr. Arkeville as Shockwave tries to adjust the computer controls.

ATTEMPTS TO CONTACT THE EARTH!

He pretends not to have heard the order. Starscream angrily draws his laser weapon and fires a warning blast right beside Shockwave's head. (SFX: ZAP!)

STARSCREAM
Do you understand?! No further
contact!!

Finally, the rebellious Shockwave submits to Starscream's authority.

SHOCKWAVE

(subdued)

Yes, Commander Starscream.

ANOTHER ANGLE

Shockwave follows as Starscream cockily heads for the exit, his back to them.

We must begin setting up Energy
Collectors TO RECEIVE A LIMITLESS NEW

(truimphant)
--in less than three EARTH HOURS!

Starscream exits the room, the others following.

STARSCREAM (chuckling to himself)

WIPE TO:

EXT. EARTH'S SKY-DAY

The Deceptioons are flying through the air. Camera moves in to closer shot.

FAVOR SKYWARP AND THUNDERCRACKER (PANNING)

Both are in their robotic modes.

OFF OUR flight PATH,

ANOTHER ANGLE (PANNING)

to include Megatron, Rumble and Soundwave.

MEGATRON

(sarcastically)

Dazzling deduction, Skywarp.

. We're headed for A SCENIC AREA KNOWN AS THE VALLEY OF NO RETURN. RUMBLE

why're we going SIGHT-SESING ?

CLOSER ON MEGATRON (PANNING)

LUE'RE NOT! BUT MEGATRON the Autobots

WILL SEE SOMETHING

they'll never forget.

BELOW - ON AUTOBOTS IN DESERT

As the convoy moves into scene. CAMERA TILTS UP as the Deceptioons indulge in some fancy acrobatic stunts and squad Then in a spectacular finish, ZOOM o.s. maneuvers.

CLOSE ON PRIME'S TRAILER TRUCK

It has stopped. The wheels are o.s.

OPTIMUS PRIME (VO) WHY THE AERIAL STUNT

WIDE

Revealing that the Autobot convoy has stopped in the middle of the flats of Sinking Gulch.

OPTIMUS PEIME - RATCHET (VO) The Deceptioons are gone#!

SIDESWIPE (VO)

BETTER GET AFTER THEM!

CLOSER ..

To reveal that Prime's vehicle and the others have sunk into the flats up to the middle of their hubcaps.

OPTIMUS PRIME (VO)

HAVE A BUZZING IN MY LOGIC CIRCUITS THAT TELLS ME WE'VE BEEN LED INTO SOME KIND OF TRAP !

ON BUMBLEBEE

His vehicle has already sunk to the top of his fenders.

BUMBLEBEE (VO)
Prime...I'm sinking!

WIDER

The others are continuing to be sucked down into the mass. SFX: HORNS BLARING and they SPIN THEIR WHEELS, throwing mud behind them, SPLASHING on the vehicles behind themselves, and digging in deeper and deeper.

- (struggling) Some

SOME FORCE IS DRAGGING US DOWN

ALL Quicksand!!

OPTIMUS PRIME Transform -- and pull out!

CAMERA PANS as Prime and some of the others TRANSFORM completely while others only partially convert -- but all are stuck and slowly sinking deeper.

ALL (grunting with effort)

I KNOW MEGATRON (VO)

You Autobots know how to TREAD WATER ...

SWISH PAN to Megatron and Laserbeak standing on a huge rock on the edge of the quicksand flats. . .

MEGATRON (CONT)
BUT IT'S NOT QUITE

(wild laughter) THE SAME IN SAND!

Megatron turns to Laserbeak

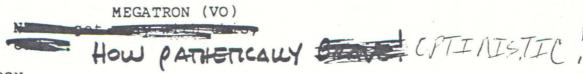
Laserbeak, stay behind and the When you see the last AutoBot SINK SLOWLY out of sight, REJOIN US.

OPTIMUS PRIME (VO)

ANGLE SHOOTING PAST MEGATRON

to the trapped Prime and the Autobots.

OPTIMUS PRIME (CONT)
WE'LL BE BACK! COUNT ON IT!



ON MEGATRON

His lips form into a wicked grimace. Waiting behind him are the Deceptions. .

MEGATRON (CONT)

MOVE OUT WE'VE Deceptions, - WASTED ENOUGH TIME ON THESE "SUNKEN TREASURES" (LAUGHS)

UPSHOT PAST THE AUTOBOTS

The Deceptioons (except for Laserbeak) follow Megatron into the sky and into the distance as we:

WIPE TO:

#### A CYBERTRON CONTROL TOWER

surrounded by huge unique energy collectors aimed toward unseen Earth like great mouths ready to gulp any form of energy that comes their way. CAMERA PULLS BACK to include-Starscream inside a highly-sophisticated control center with flashing lights. He presses a pushplate and the energy collectors stretch higher into the sky, propelled by an extending connecting shaft. .

#### ANOTHER ANGLE

Starscream glances over at Dr. Arkeville who has been keenly ---eyeing Starscream's every move.

STARSCREAM

(gloating) -You should feel honored. You will BE THE ONLY only from over to be allowed MEMBEL OF YOUR to withese this entraordinary procedural ..

SPECIES TO SURVIVE THE END OF YOUR WORLD.

Starscream then proceeds to push three consecutive devices on the control panel which glow brightly at his touch.

STARSCREAM (CONT)

EXCELLENT, ALL IS IN READINESS.

Starscream starts to move away from the-controls.

ON DR. ARKEVILLE

In a burst of courage. Arkeville rushes towards the controls.

DR. ARKEVILLE

(frantically)

I might not be able to SAVE THE EACH!

but I can stop you from collecting the energy of ITS DESTRUCTION

ON CONTROL PANEL

Arkeville wildly begins flipping switches but is immediately SHOCKED by the extreme electrical voltage running through the machinery. (SFX: ELECTRICAL SHOCK)

ARKEVILLE

Aaaaahhh!

He collapses to the floor unconscious.

ANGLE ON STARSCREAM

as he casually ENTERS SHOT, roaring with laughter.

STARSCREAM

(laughing)

You fool! Only Deceptions can touch the controls when the SENTRY MONITOR IS ON.

(beat)

Take him to me repair bay!

WIDER

Several small, primitive robots roll INTO SCENE. They pick up the unconscious scientist with their mechanical arms and take him o.s.

CLOSE ON STARSCREAM

who strokes his metal chin in thought

STARSCREAM

(to himself)

THE DOCTOR MUST

interfere again!

NOT HAVE THE CHANCE TO ?

WIPE TO:

ANGLE ON OPTIMUS PRIME

Half of his body is buried in the consuming quicksand...and sinking.

OPTIMUS PRIME
Ironhide!

OF SUPER-COOLED NITROGEN

WIDER

to include Ironhide in partial transform (head and shoulders is in humanoid form) as he struggles to free an arm from the mire.

(grunts in effort)

If I can GET AN ARM FREE ...

CAMERA PANS up to the alert Laserbeak, watching from the rock. He flies up in the air and aims a laser cannon at Ironhide, getting ready to blast him.

ON MIRAGE

His upper torso free of the quicksand...

CLIFFJUMPER Look out, Ironhide!

...he FIRES his rocket-dart rifle.

ON LASERBEAK

as the blast hits him full on. (SFX: ZAP!)

LASERBEAK (shriek of pain)

Laserbeak drops, transforming into his mini-cassette mode.

ON JAZZZ

who stretches his arm out and catches the mini-cassette, making a catch that any baseball outfielder would regard with envy.

JAZZZ

Gotcha!

Good work OPTIMUS PRIME (VO)

WIDER

to include Prime as he turns his head towards Ironhide who is behind him.

ANY LUCK, OPTIMUS PRIME (VO)
Ironhide?

Ironhide finally frees an arm.

IRONHIDE
I think we're in business.

He shoots his super-cooled nitrogen over the surface of the quicksand.

DOWNSHOT

As the malevolent mud turns solid, enough for the Autobots to climb out to safety.

ANOTHER ANGLE

This is followed by GRUNTS AND GROANS of effort as they pull themselves out of the firm mud and gently walk o.s. toward the bank.

ON OPTIMUS PRIME AND JAZZZ

Jazzz playfully addresses Prime, as they step ashore.

Say, Optimus. How'd you like, HEAR NUMBER ONE
ON THE DECEPTION.
HOT CASETTE CHARTS

Optimus Prime flashes a smile.

OPTIMUS PRIME

-- as I believe

the Earthlings say -- "LAY IT ON NE, MAN "

ANGLE ON JAZZZ

as he TRANSFORMS to his Porsche mode and the cassette falls into his stereo insie his auto-mode.

You got it! LET'S HEAR WHAT LASERBEAK WIDE ON AUTOBOTS

as they cluster around to listen to the# Deception cassette. Laserbeak unsuccessfully tries to prevent playback. (GARBLED SOUNDS) then as tape rolls at proper speed

DR. ARKEVILLE (VO)
Yes, Starscream. I understand.

OPTIMUS PRIME

STARSCREAM (VO)
Take me to your secret
laboratory.

THAT'S OUR NEXT

THE Autobots TRANSFORM and roll out as we... TRANSFORM AND ROLL

EXT. - ENTRANCE - DR. ARKEVILLE'S LAB

Megatron and the Deceptioons are filing into the open entrance.

CUT TO:

INT. - LAB

Megatron stops, awed by the Power Source which is glowing brightly.

MEGATRON

If the information we received

is true...

ON POWER SOURCE

Megatron leans into shot and almost lovingly touches the device. It glows even brighter.

MEGATRON (CONT) THIS EXPONENTAL GENERATOR
power!

CAMERA PUSHES past Megatron to the timer behind him and HOLDS on a CLOSE SHOT. It shows 2:15:33 -- getting dangerously close to detonation time as we...

FADE OUT

## ACT III

FADE IN:

ON MEGATRON AND POWER SOURCE

Megatron is about to grab the brightly-glowing Power Source.

CLOSE ON MEGATRON'S FACE

as his eyes reflect the glowing imagery of the Power Source, which is getting brighter and brighter and PULSATING in a steady rhythm.

MEGATRON

YOUR DESTINY IS TO SERVE ME, MY POTENT

CLOSE ON TIMER

Now showing 1:59:02...and changing to 1:59:01. Suddenly LASER BLASTS are heard from a near distance.

ON TUNNEL ENTRANCE LEADING IN TO LAB

As Rumble tumbles in, partially stunned by the effects of a blast.

RUMBLE (out of breath)
Megatron, it's the Autobots!

ON MEGATRON

Surprise registers on his vicious face.

MEGATRON

IMPOSSIBLE! THEY WERE DOOMED.

ANGLE ON OTHER DECEPTIONS

SKYWARP DONT WORLY - WE'LL MAKE 'EM REGRET UN-DOMING THEMSELVES,

The Deceptioons move into action and head towards the entrance.

EXT. - TUNNEL ENTRANCE

Megatron is the first one out, the others piling out-after him.

CLOSE ON MEGATRON'S HEAD

as it takes a powerful uppercut from Prime's fist which ENTERS SHOT. (SFX: THWACK!)

OPTIMUS PRIME (VO)

HELO AGAIN,

WIDER

to include Prime as Megatron is lifted by the impact of the punch and SMACKED! against the side of the mountain, causing chunks of rock to rain down upon Prime. (APP> SFX)

MEGATRON

0000f!!!

ANOTHER ANGLE

Megatron manages to cling against the side of the mountain and then pluck a large boulder which he proceeds to hurl down at Optimus. -

HELE HAVE A TON OF FUN

ANGLE ON PRIME

He moves out of the way of the boulder just as Rumble rushes him. The rock SLAMS down upon Rumble's foot causing him to howl with pain...

RUMBLE

Ouuchh!!!

ON PRIME

Prime doubles over with laughter at the Deceptioon blunder.

OPTIMUS PRIME
(laughter)

Your aim is improving,
Megatron!

A blast of lasers, missiles and cluster bombs comes directly at Prime. (SFX: TO SUIT) Dodging it, he ducks into the tunnel.

ON SKYWARP AND HOUND

As Skywarp FIRES his heat-seeking missile which glances off Hound's shoulder, spinning him around and SLAMMING him into a tree--toppling it. SFX: CRASH and CAMERA SHAKES.

ON WINDCHARGER

He flips a switch on each wrist, extending his hands straight out.

WINDCHARGER
Hey, Skywarp-THS'LL GIVE YOU A

Magnetic rays are emitted from his hands...

WIDER

Skywarp is unaware of the magnetic "waves" approaching him, as suddenly his weapon is pulled from his grap. Confused, he desperately tries to hold on, dragged towards Windcharger. (SFX: BUZZZ)

SKYWARP -- Hey! What's going--?!-

BACK TO WINDCHARGER

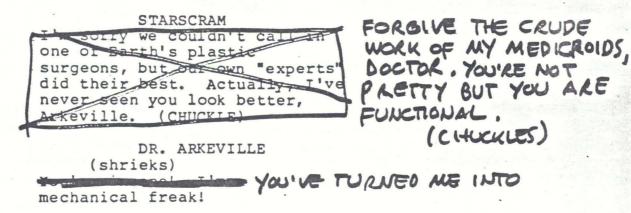
The gun is finally wrenched from Skywarp's hand and sucked overto Windcharger who breaks it over his knee into-little pieces.

WINDCHARGER AH AH AH ... ONLY BIG BOYS (LAUGHS)

WIPE TO:

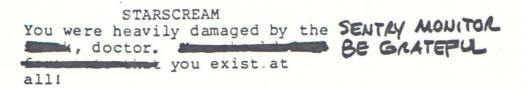
CYBERTRON - INT. - REPAIR BAY

Starscream watches with amusement as the primitive "slave" robots work on Dr. Arkeville. He is lying prone on an "operating table" with metal braces over his arms, chest and legs. CAMERA PUSHES IN on the robots making last minute adjustments. Only the right half of his face, right shoulder, and right thigh is normal, untouched. The rest is now metal. Bulky, a strange shape, he is secured by metal straps.



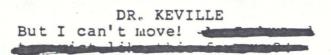
ANOTHER ANGLE - WIDER

to include Shockwave looking on as one of the "slave" robots pushes a button (SFX: BUZZ!) and the table moves to an upright position. A "CLICK" and the table automatically adjusts, forming into a chair.



CLOSEN ARKEVILLE

as he tries to wriggle loose from the straps.



ANGLE ON STARSCREAM AND SHOCKWAVE

Starscream cracks a crooked smile.

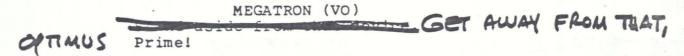
STARSCREAM
You deserve a rest, Dr.
Arkeville. You must be
exhausted—from interfering
with my affairs. (ROARING
LAUGHTER)

Shockwave looks on in disgust and leaves the room without having said a word.

WIPE TO:

INT. - ARKEVILLE'S LAB

Optimus Prime is examining the strange-looking "Power Source," cautiously keeping his distance, sensing that it is of a volatile nature. We HEAR the fighting still raging outside Prime holds his laser rifle in his hand.

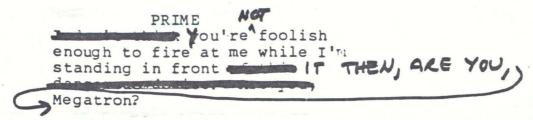


ON MEGATRON

He is flanked by RUMBLE and Frenzy. Megatron points his fusion cannon directly at Prime.



ANOTHER ANGLE



Rumble brings up his weapon.

Let me blast HIM

CLOSE ON MEGATRON

Livid.

MEGATRON (cutting him off)
Ouiet!

Megatron hesitates and realizes there is truth in what Prime says. Nevertheless, he continues to threaten Prime.

BACK TO PRIME

Who does not back away ...

MEGATRON (CONT-VO)

I ALWAYS

hit what I aim for PRIME, STAND CLEAR!

CLOSE ON TIMER

to include a view of the timer's digital face piece. It reads 0 HOURS/0 MINUTES/50 SECONDS. Optimus reluctantly moves away in response to Megatron's demand.

OPTIMUS PRIME (VO)

A property of the property

ON MEGATRON, RUMBLE AND FRENZY

As Megatron turns to them.

MEGATRON

Leave!

ZERO WHEN AN

EXPLOSION IS MMINEUT.

OR HADUT YOU NOTICED

YOUR "POSSESSON" IS IN FAN

UNSTABLE

STANDING ON GROUND

They throw a hard glance at Prime, then back to Megatron, then turn and go O.S.

ANOTHER ANGLE

Megatron approaches Prime and the Power Source, boldly.

I only want WHAT'S MINE

CLOSE ON MEGATRON

Megatron stops, interrupted and begins receiving a transmission. The reception is poor at first (SFX: INTERFERENCE) but quickly clears to reveal Shockwave coming through from Cybertron:

SHOCKWAVE (VO)
Megatron, come in!
(desperately)

acknowledge
Megatron...

Megatron's look of surprise quickly turns to irritation.

Of course I'm FUNCTIONAL! CALL BACK LATER-

CLOSE ON MEGATRON'S TRANSMITTER

Megatron! You must find Dr.

Arkeville's lab and disconnect the DETONATOL ON HIS EXPONENTIAL GENERATOR. IT WILL EXPLOSE ANY AREA SECOND...

ANOTHER ANGLE

Megatron and Prime are jolted by this information. They both quickly move into action, scanning the area.

PRIME A TIMING MECHANISM ....

CLOSE ON TIMER

It now reads 3 SECONDS...2 SECONDS...1 SECONDS. Megatron's huge hands ENTER FRAME and disconnect the timer, ripping it free just before it changes to 0 SECONDS.

ON PRIME AND MEGATRON

They exchange relieved glances.

SHOCKWAVE (VO)
Megatron! Megatron, are you
still there?

Megatron speaks into his transmitter ...

MEGATRON Everything's under control. Where is Starscream?

CLOSER

on Megatron's transmitter/speaker...

SHOCKWAVE (VO)

On Cybertron!

He planned to destroy the Earth

and gather the energy of DETRUCTION.

ON MEGATRON

His face is dark with anger.

When I get my hands on that traitor HIS CATALYTIC DATA ASSEMBLY IS MINE!

WIPE TO:

INT. - CYBERTRON CONTROL ROOM

Starscream is impatiently DRUMMING his steel fingers on the control panel. He glares over at Dr. Arkeville who is in his wheelchair.

THE TIME'S UP

STARSCREAM

has there been no explosion?!

ANGLE ON STARSCREAM

He furiously SLAMS his fist down on the control panel.

STARSCREAM (CONT)

malfunction in the timer! THAT MUST SE IT!

ANGLE SHOOTING PAST STARSCREAM

to Arkeville, as, deep in thought, he forgets Arkeville's predicament.

STARSCREAM (CONT)
You will go back to
Earth to check it

ON ARKEVILLE

The doctor looks at Starscream like he's not dealing with a full deck.

DR. AKKEVILLE
And how do you propose I get
there...

He gestures to his wheels with his head as he bumps into a wall (SFX: BUMP!)

DR. ARKEVILLE (CONT)
Ooof! ...on my roller skates?!

ON STARSCREAM

who is so angry and frustrated he doesn't even listen to the doctor's sarcastic logic. Starscream is starting to lose his cool and his voice is beginning to aquire a distinct whine.

WIDER

to show Arkeville clumsily approach Starscream.

OR. ARKEVILLE (CONT)
(sarcastically)

Starscream you're the onely one who knows how THE TIMING DEVICE WORKS.

Dr. Arkeville smiles confidently like a chess player who has just put his opponent in "checkmate."

CLOSE ON STARSCREAM'S FACE

as he grinds his jaws (SFX: METAL GRIDING) with the realization that he indeed must return to Earth if his plans are succeed.

THEREFORE, you are the one who MUST

Starscream stands up and starts to move O.S.

FLIP TO:

PLANET CYBERTRON

Starscream, in his jet mode, leaves

es Cybertron in the distance as he flies INTO CAMERA.

WIPE TO;

EARTH - INT. - ARKEVILLE'S LAB

Megatron is triumphantly freeing the Power Source of all its paraphernalia. The device has been increaing its brilliance with all this activity.

LASER FIRE can be heard coming from outside as the battle between the Autobots and the Deceptions rages on. Meanwhile, Megatron is so occupied with his work he has forgotten the presence of Optimus Prime, who watches intently.

OPTIMUS PRIME careful, Megatron! It's still dangerous.

Megatron is startled by Prime's voice and grabs the Power Source out of reflex action. The mass glows and throbs in his arms as he turns to exit.

Prime?! I'VE BEEN TO LOST IN MY

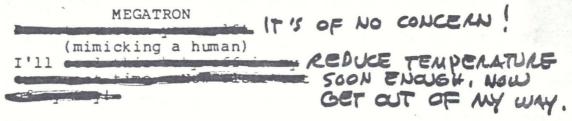
ON OPTIMUS PRIME

as he moves into the path of Megatron's exit.

LOST IS AN APPROPRIATE OPTIMUS PRIME - -- YOUR PLAYTHING HAS

BACK TO MEGATRON AND OPTIMUS PRIME

Megatron looks down nervously at the incandescent device as it is indeed starting to melt his metal housing and he holds it away. However, he has no intentions of giving it to Prime. So he "hangs tough" instead.



ANGLE ON PRIME

The tensing of his body belies his words.

OPTIMUS PRIME
(shrugs)

ANTHING YOU SAY, MEGATRON.

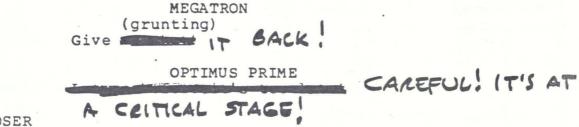
#### ANOTHER ANGLE

Prime moves out of Megatron's path, hoping that Megatron will drop his guard. Megatron relaxes a bit as he begins to pass. Prime dives at Megatron, grabbing the device, falls to the ground, cradling it protectively against his chest as he rolls back up to his feet and --



WIDER

As Megatron, infuriated, and without thinking, blindly flies into Prime and makes a perfect tackle, causing Prime to almost drop the dangerous device.



CLOSER

The device "pops" out of their tangled limbs and flies O.S.

ANGLE ON LAB ENTRANCE

as the device fies though the air landing close to the lab's entrance. (SFX: THUMP!)

CLOSE ON THE POWER SOURCE :

as it begins to glow, not only brighter and brighter, but begins to change colors and spasmatically swell up and shrink down alternately, rapidly.

WIDER

to include Megatron and Prime watching the device, transfixed, still entangled.

> OPTIMUS PRIME It's going to explode!!

MEGATRON Not here, if I can help it!

He releases himself from Prime's grasp, springing to his feet, and runs o.s.

ON POWER SOURCE

Megatron runs INTO SCENE and grabs the device on his way out --Prime follows him out quickly...

MP 700-11 42.

# EXT. ON CAVE ENTRANCE

As Megatron runs out, followed immediately by Prime. They stop and Megatron spins around, and quickly but carefully hands the device to Prime.

MEGATRON

No time to argue, Prime!
Take this while I transform--

Megatron TRANSFORMS into his fusion cannon mode and flips into Prime's hands.

MEGATRON (CONT-VO)

Prime gently pushes the device deep into the barrel, his hand going into the barrel up to his shoulder.

WIDER

as Prime steadies himself, aiming the fusion cannon up to the sky.

OPTIMUS PRIME (finishing the line) FIRE!!!

SFX: FUSION CANNON as the Power Source device WHOOSES up and O.S.

ON PLANET EARTH

in the bottom of the FRAME as the device WHOOSHES INTO CAMERA and goes O.S.

CUT TO:

SPACE - ANOTHER AREA

Starscream, in his jet mode, travelling in one direction as the Power Source goes THROUGH SCENE travelling in the opposite direction.

STARSCREAM (VO)

What was --?!

CAMERA HOLDS and a half beat after the device goes O.S., the device EXPLODES, the frame lights up blindingly and flashes, silhouetting Starscream, as CAMERA SHAKES VIOLENTLY! Starscream's jet slowly flip flops through space toward Earth in the background.

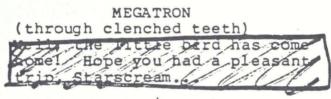
EARTH - EXT. - ARKEVILLE'S LAB AREA

Starscream ENTERS SHOT now in a screaming WHINE as he crashes to the ground (SFX: LOUD CRASH!) (CAMERA SHAKES) CAMERA HOLDS as he manages to TRANSFORM into his humanoid form, obviously dazed but operating. Megatron's huge shadow looms INTO FRAME, enveloping the stunned Starscream.

UPSHOT MEGATRON

81. 4. E. B

glaring down- INTO CAMERA.



NOBLE VOYAGEL.

DOWNSHOT PAST MEGATRON

As Starscream cowers in Megatron's shadow...

Megatron...I thought you were...I mean EVERYBOLY WAS SURE YOU... I.

ANOTHER ANGLE

as the powerful Megatron reaches out with both hands to grab Starscream and pick him up and...

WIPE TO:

EXT. - COUNTRY ROAD - DAY

All the Autobots are seen in their vehicle trans-forms, travelling as a peaceful convoy. A shining reconstructed city can be seen in the background.

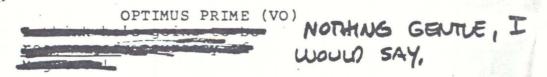
BUMBLEBEE (VO)

(chuckles)

Hey, Prime. What d'ya think MEGATRON'S GONNA

DO TO STARSCREAM?

CLOSER ON PRIME (PANNING)



ON JAZZZ (PANNING)

JAZZZ (VO)

Dig pile of metal-flakes by the time Megatron gets through with

SEN THE LAST OF OL' STAR-CREEP ALL RIGHT. AND THAT'S THE FIRST THING Ging ALL DAY!

WIDER

The Autobots honk their horns in victory (SFX: VARIOUS HORN HONKS) as we...

FADE OUT

THE END