

700-(11)

TRANSFORMERS
"COUNTDOWN TO EXTINCTION"

(MP #700-11)
(SCRIPT)

Final
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Written by:

Reed Robbins
Peter Salas
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REUSED BY Ron Friedman
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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)

BY ~~When Megatron...~~ bringing Cybertron into Earth's ORBIT AND HARVESTING THE ~~THE DESTRUCTIVE ENERGIES.~~ ~~UNLEASHED FOR POWER~~ HIS DREAM OF CONQUEST, MEGATRON HAS LEFT THE WORLD IN RUINS...

ANOTHER ANGLE - WIDER

CAMERA PANS the ruins of a major metropolis...

NARRATOR (VO/cont)

~~The resulting energy was collected for use in his quest for total domination of the universe.~~

BUT OPTIMUS PRIME AND THE AUTOBOTS FIGHT BACK.

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)

AND, ~~Megatron's starship~~ DESTROYED, RELEASING ENOUGH ENERGY TO...

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 ~~the~~ Cybertron out of
 Earth's orbit.

DISSOLVE TO:

EXT. - A DEVASTATED CITY - DAY

WHEELJACK is directing ~~TYREX~~ ^{GRITLOCK} and ~~BRONTON~~ ^{SLUDGE} 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)
 And Now the Autobots begin the
 repair ~~of the shattered planet!~~ of THE ~~EXTER~~ ^{shattered planet!}

WHEELJACK
~~More!~~ More! Push ~~it~~ harder TO STRAIGHTEN 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~~ ^{SLAG} 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, ~~Tribot~~ ^{Now SLAG. Now}
 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)

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.

INT. - A DEWASHED 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.

HUFFER (VO)

**PUT
THAT SLAB IN RIGHT
OR WE'RE GONNA
BE HERE TILL THE
BIG DIPPER GETS
RUSTY.**

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
away!

WIDER - TO INCLUDE MIRAGE

Mirage fires an armour-piercing rocket-dart hunting rifle at the bird-like Decepticon. (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 shoot**ING.**

MIRAGE
(dissatisfied)

~~But bad news. Whenever~~
~~Laserbeak shows up, the~~
~~Decepticons aren't far~~
BEHIND,

WIPE TO:

UNDERWATER - DECEPTICON HEADQUARTERS

The Decepticon 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. DECEPTICON HEADQUARTERS - ON RUMBLE AND SKYWARP

as Skywarp threateningly looks down at the insignificant Rumble.

SKYWARP

~~Watch it you metallic~~
~~mini-meats~~ MEATBALL
OR I'LL STEP ON YOU!

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

RUMBLE

~~You and what army,~~
~~you maxi-turkey?~~

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 Decepticons.

THUNDERCRACKER

~~But if you cut it out, and get
back to work! There is still
much damage which must be
repaired!~~

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.

SOUNDWAVE

~~The code monkey~~ LOOK WHO'S TALKING - THUNDERCRACKER,
~~BIGGEST LOOPER IN THE GALAXY~~

BACK ON THUNDERCRACKER

ignoring Soundwave's snide remark.

THUNDERCRACKER

~~_____~~ RUMBLE! START
~~_____~~ 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 SKYWARP'S JOB, ~~_____~~
~~_____~~

ON SKYWARP

He fiercely strides towards the half-emerged Frenzy.

SKYWARP

Butt out, Frenzy! ~~_____~~ GEEK WORK'S MADE FOR A
~~_____~~ GEEK LIKE YOU!

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)

(muffled)
Get off of me, you WALKING JUNK YARD!

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

ALL

Megatron? !!

RUMBLE

But Megatron, we thought you
were... YOU KNOW... "SKREEB-DIB"...

(MAKES A
SOUND) METALLIC, THROAT CUTTING TYPE

ON MEGATRON

He moves up to Rumble, threateningly...

MEGATRON

MEGATRON
~~██████████~~ WELL, THINK AGAIN!

CLOSE ON MEGATRON

His eyes glint with evil...

MEGATRON (CONT)

~~SECRET~~ ~~Not a Chance!~~

I'VE ^(ONLY) LOST A STARSHIP, NOT THE WAR!

ANGLE SHOOTING PAST MEGATRON

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

MEGATRON (CONT/VO)

Now I have some unfinished
business ~~XXXXXXXXXXXX~~ WITH THE GOOD DOCTOR
Arkeville.

THUNDERCRACKER

Starscream!

HE'S GONE - AND SO IS

CLOSE ON MEGATRON

MEGATRON

~~I have a uneasy feeling about the absence of those two~~

I DON'T LIKE THAT...

I DON'T LIKE THAT AT ALL!

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.

SOUNDWAVE

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~~ leader of the Decepticons. ~~Understand~~ Understand, Doctor?!

DR. ARKEVILLE'S VOICE

(resigned)

Yes, Starscream. I understand.

ON MEGATRON

STARSCREAM'S VOICE

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~~

DECEPTICONS, FORWARD!

To the CTF!

They start to exit.

CUT TO:

OCEAN SURFACE - ABOVE DECEPTICON HEADQUARTERS

The Decepticons are taking off from the launching tower, Thundercracker and Skywarp transforming into their jet plane modes. (SFX: JET TAKEOFFS)

WIPE TO:

EXT. - ESTABLISHING AUTOBOT HEADQUARTERS

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

WHEELJACK (VO)

~~These adjustments~~ SHOULD PUT TELETRAAN I
~~Back on line, Prime.....~~ BACK ON LINE, PRIME.....

INT. - ON WHEELJACK AND CLIFFJUMPER

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

GOOD GOING, WHEELJACK!

CLIFFJUMPER

Everything's coming in clear!

CLOSE ON MONITOR

As visual images fade in and out.

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

OPTIMUS PRIME (VO)

~~Too clear, Cliffjumper!~~
Megatron ~~is~~ IS OPERATIONAL!

ON OPTIMUS PRIME

As he watches the screen with great concern.

OPTIMUS PRIME (CONT)

~~We can't let him and~~ WE CAN'T LET HIM AND
~~the Decepticons regroup....~~ THE DECEPTICONS 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 follow me!
Roll out!

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

WIPE TO:

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-

DR. ARKEVILLE
Veer ~~██████████~~ FORTY DEGREES SOUTH....

POV - DOWNSHOT

A clearing the midst of a dense forest.

DR. ARKEVILLE (VO/cont)
..... ~~██████████~~ INTO THAT
clearing, ~~██████████~~ MY
laboratory is ~~██████████~~ CLOSE BY,
~~██████████~~

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
~~██████████~~
~~██████████~~ My lab is
~~██████████~~ an impenetrable
fortress. UNTIL I GIVE MY VOICE. ACTIVATED COMMAND
activate the front portal with a voice. ~~CODE!~~
Command

ANGLE ON STARSCREAM

STARSCREAM
THEN (impatiently)
activate YOUR MOUTH!

CLOSE ON ARKEVILLE

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

DR. ARKEVILLE (CONT) I, DOCTOR ARKEVILLE....
~~██████████~~ GENIUS OF SCIENCE, SAY...
~~██████████~~ OPEN SESAME.

STARSCREAM (V.O. 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.

STARSCREAM

(snarling)

A small example of what

~~happen to you if you disobey~~~~my power and~~

HAPPENS WHEN ANYONE
TRIES MY PATIENCE -
ESPECIALLY YOU !

CLOSE ON ARKEVILLE'S FACE

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

CUT TO:

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 vaguely resembles the shape of a blimp. Tendrils extending from underneath its bottom portion leading to a nearby metal tank.

CLOSE ON STARSCREAM

STARSCREAM

Ah! Just as you told me

Power Source!

THE ULTIMATE

-- AN EXPONENTIAL GENERATOR!

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 explode -- 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.

DR. ARKEVILLE

Careful, Starscream! Disturb THE GENERATOR'S

~~the~~ rhythmic pulse and ~~the~~ THE EARTH~~the~~ and every living THING ON IT~~the~~ will cease to exist!

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 ~~TO~~ this **MINOR** planet!

~~Mountain side where it SEETHES~~

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 ahead

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.

RUMBLE

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 loose 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 aggressive Decepticons 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
LABORATORY, DR. ARKEVILLE (VO)
(filter)
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. I'M 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.

STARSCREAM

All right, ~~Dr. Arkeville, I've~~ DOCTOR...
~~come in and~~ MARVEL AT MY INGENUITY.
~~on my handiwork~~

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'.

STARSCREAM

(casually)

~~With Dr. Arkeville, there is~~ I'VE IMPROVED YOUR
~~no need for a power source~~ EXPONENTIAL GENERATOR...

CLOSE ON DR. ARKEVILLE

As the realization of the device begins to dawn on him.

STARSCREAM (CONT-VO)

~~By interfacing it~~ BY INTERFACING IT
~~with a timing device~~ WITH A ~~timing~~ TIMING
 DEVICE.....

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)

~~it will generate this~~
~~significant power source~~
~~ours and cause it to~~

IT WILL BEGIN BUILDING
 POWER TO INFINITE
 CAPACITY.

ON STARSCREAM AND ARKEVILLE

ARKEVILLE
(stunned)
~~_____~~ INFINITE CAPACITY! BUT IT
WILL EXPLODE AND destroy the entire Earth!

Starscream pushes his face into Arkeville's

STARSCREAM
(gloating)

~~_____~~ VERY GOOD, DOCTOR! YOU UNDERSTAND PERFECTLY.

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!

ON ARKEVILLE

ARKEVILLE
(losing control)
NO! I will not allow ~~_____~~ IT!

WIDER

to include Starscream, angered

STARSCREAM
~~I will advise you to watch your
tongue, 'worthless human'. It
would take no effort to crush
you under my heel into
nothingness.~~

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.

STARSCREAM
When Earth explodes, I will ~~_____~~ BE ON CYBERTRON, COLLECTING
~~_____~~ the resulting energy. IT WILL GIVE ME
~~_____~~ LIMITLESS POWER - THE
~~_____~~ POWER TO DOMINATE
~~_____~~ THE UNIVERSE!

REVERSE ANGLE

ARKEVILLE

Then I will stay here to make **SURE**
~~nothing~~ 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.

STARSCREAM (VO)
 (screaming)

~~Do you take me for a fool?~~ **DO YOU TAKE ME FOR A FOOL?**

Arkeville cringes.

ANOTHER ANGLE

As Starscream regains his cool.

STARSCREAM (CONT)

~~You would deactivate the timing device the instant I left, is that so?~~
 (diabolically)

**YOU WOULD DEACTIVATE
 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

STARSCREAM (over sound)

Quickly... ~~there's no time to waste!~~ **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

Starscream, I implore you --

the total destruction of **MY WORLD IS UNTHINKABLE!**~~Starscream, I implore you --~~~~the total destruction of my world is unthinkable!~~

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

STARSCREAM (VO)

~~Starscream, I implore you --~~~~the total destruction of my world is unthinkable!~~**COMPASSION FROM YOU, DOCTOR?**

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

STARSCREAM (VO/CONT)

(angry)

~~Starscream, I implore you --~~~~the total destruction of my world is unthinkable!~~**SPARE ME YOUR
CONCERN!**

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

STARSCREAM (VO/CONT)

~~Starscream, I implore you --~~~~the total destruction of my world is unthinkable!~~**ONCE WE'RE ON**~~Cybertron~~
nothing ~~will~~
interfere with my plans!

CUT TO:

EXT. - STARSCREAM IN JET MODE

Cybertron can be seen approaching in the distance.

STARSCREAM (VO)

~~Soon I will have the necessary
energy supply to revitalize
Cybertron. And that will
mark the beginning of my rise
to power to supreme ruler of the
universe!~~

(depraved laughter)

**BEFORE LONG, I
SHALL BE LORD
STARSCREAM,
TYRANT OF THE
FIRMAMENT!**

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, ~~from under these~~
~~boulders!~~

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 Bumblebee 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!)

WHEELJACK

I DON'T WANT TO take cover! I wanna FIGHT IN THE CLEAR,

IRONHIDE

Yeah! Let's ~~take cover~~ **CLOBBER THOSE
FLYING GARBAGE CANS!**

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.

THUNDERCRACKER
Come in, Megatron. Skywarp's ~~DOWN!~~ **DOWN!**

ON SKYWARP

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

WRONG! THUNDERCRACKER (VO)
~~okay!~~ **HE'S**
okay!

ANGLE ON MEGATRON AND SOME OTHER DECEPTICONS

MEGATRON
Decepticons! ~~Land and~~ **AT AAAACK!**

ON RUMBLE AND SOUNDWAVE

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

RUMBLE
~~ON ALL CIRCUITS!~~ **NOW YOU'RE COOKING**
ON ALL CIRCUITS!

CUT TO:

FOREST AREA

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

MEGATRON (VO)
~~fire!!~~ **fire!!**

WIDER

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

OPTIMUS PRIME

Return fire -- and

~~DEPLOY!~~ **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 Decepticons warily come INTO SCENE. Jazz is holding a hand up in the air.

JAZZ

(sotto)

~~ON THE DOWNBEAT...~~ **ON THE DOWNBEAT...**

He brings his hand down.

JAZZ (CONT)

~~BEAT THEM SUCKERS~~ **BEAT THEM SUCKERS DOWN!**

ANOTHER ANGLE

The Autobots jump out from 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

Ooooooof!

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.

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)

THUNDERCRACKER

~~That's a pretty good one~~ THE BIGGER THEY ARE,
~~and~~ THE BETTER I LIKE IT!

ON MEGATRON

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

MEGATRON

Fall back, Decepticons! These
~~Autobots~~ ARE TOO HERO-PROGRAMMED
~~TO KNOW WHEN TO QUIT!~~

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

ANGLE SHOOTING PAST OPTIMUS PRIME

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

OPTIMUS PRIME (VO)

Good work, Autobots. ~~But~~ BUT WE DON'T WANT
~~TO LOSE TRACK OF THE ENEMY....~~

- 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 Decepticons, 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.

DISSOLVE TO:

INT. - MASTER CONTROL ROOM - DECEPTICON 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

SHOCKWAVE
Before you continue ~~THIS EARTH~~
creature ~~MAY NOT ENTER 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.

STARSCREAM
~~Y~~
~~SHOCKWAVE~~ Megatron is **NO MORE!**
I NOW LEAD THE DECEPTICONS!

CLOSE ON SHOCKWAVE

Who stares in disbelief.

SHOCKWAVE
What?!

STARSCREAM (VO)

~~He was~~
~~the~~
~~the~~
~~the~~
MEGATON ENTERED OBLIVION
WHEN HIS STARSHIP WAS
DESTROYED, ~~THE~~

SHOCKWAVE

But Megatron is indestructable!

ON STARSCREAM

He quickly glances to the monitor o.s.

POV

The monitor is flickering and-flashing.

STARSCREAM (VO)

Then why not ~~the~~ 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.

SHOCKWAVE (VO/CONT)

~~the~~ INTERFERENCE IN THE FIELD
~~the~~ HAS MADE EARTH CONTACT IMPOSSIBLE,

BACK ON SHOCKWAVE AND STARSCREAM

SHOCKWAVE (CONT)

But, I assure you, I will keep
trying ~~the~~

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

STARSCREAM

Enough, ~~the~~

CLOSE ON SHOCKWAVE

he listens, grimly

STARSCREAM (VO/CONT)

You will take orders from me FROM NOW ON!

WIDER

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

AND STARSCREAM
~~my first command~~ **IS - NO FURTHER**
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.

STARSCREAM
 We must begin setting up Energy
 Collectors ~~to receive~~ **TO RECEIVE A LIMITLESS NEW**
~~source of energy~~
 (triumphant)
 --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 Decepticons are flying through the air. Camera moves in to closer shot.

FAVOR SKYWARP AND THUNDERCRACKER (PANNING)

Both are in their robotic modes.

SKYWARP
 Megatraon -- ~~we're~~ **WE'RE** ~~moving~~ **MOVING**
OFF OUR flight ~~path~~ **PATH,**

ANOTHER ANGLE (PANNING)

to include Megatron, Rumble and Soundwave.

MEGATRON

(sarcastically)

Dazzling deduction, Skywarp.

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

RUMBLE

~~Why are we going~~ WHY'RE WE GOING
SIGHT-SEEING?

CLOSER ON MEGATRON (PANNING)

WE'RE NOT! BUT MEGATRON
the Autobots ~~will~~ WILL SEE SOMETHING
~~THEY'LL NEVER FORGET,~~

BELOW - ON AUTOBOTS IN DESERT

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

CLOSE ON PRIME'S TRAILER TRUCK

It has stopped. The wheels are o.s.

OPTIMUS PRIME (VO)

~~Now we can see~~ WHY THE AERIAL STUNT
SHOW?

WIDE

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

OPTIMUS PRIME - RATCHET (VO)
~~The Decepticons~~ The Decepticons
are gone!

SIDESWIPE (VO)

~~We better get after them!~~ WE 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)

~~I have a buzzing in my~~ I HAVE A BUZZING IN MY
~~logic circuits that~~ LOGIC CIRCUITS THAT
~~tells me we've been~~ TELLS ME WE'VE BEEN
~~led into some kind~~ LED INTO SOME KIND
~~of trap.~~ 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.

HOUND
(struggling)
~~_____~~ 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 THE SAME IN SAND!
(wild laughter)

Megatron turns to Laserbeak

MEGATRON
Laserbeak, stay behind and ~~_____~~
~~_____~~ When you see the last AUTOBOT SINK SLOWLY
~~_____~~ out of sight, ~~_____~~ REJOIN US.

OPTIMUS PRIME (VO)
~~_____~~ IT ISN'T OVER YET, MEGATRON.

ANGLE SHOOTING PAST MEGATRON

to the trapped Prime and the Autobots.

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

MEGATRON (VO)

~~How pathetically~~ OPTIMISTIC!

ON MEGATRON

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

MEGATRON (CONT)

~~Decepticons,~~

~~MOVE OUT!~~ WE'VE
~~WASTED ENOUGH TIME~~
 ON THESE "SUNKEN TREASURES"
 (LAUGHS)

UPSHOT PAST THE AUTOBOTS

The Decepticons (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, ~~only human ever to be allowed to witness this extraordinary procedure~~

YOU WILL BE THE ONLY
 MEMBER OF YOUR
 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.~~ 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 EARTH**
~~_____~~
 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 Decepticons can
 touch the controls when the **SENTRY MONITOR IS ON.**
~~_____~~
 (beat)
 Take him to ~~_____~~ 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! ~~_____~~ **CAN YOU SEND A BLAST**
~~_____~~ **OF SUPER-COOLED NITROGEN**
~~_____~~ **INTO THE QUICK-SAND?**

WIDER

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

MAYBE

IRONHIDE

~~Optimus.~~

(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!

OPTIMUS PRIME (VO)

Good work,

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.

JAZZZ

Say, Optimus. How'd you like ^{TO} ~~to hear this~~ HEAR NUMBER ONE ON THE DECEPTICON HOT CASSETTE CHARTS?

Optimus Prime flashes a smile.

OPTIMUS PRIME

~~as I believe~~ -- as I believe the Earthlings say -- ~~it's~~ "LAY IT ON ME, MAN!"

ANGLE ON JAZZZ

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

JAZZZ (VO)

You got it! ~~it's~~ LET'S HEAR WHAT LASERBEAK TAPED.....

WIDE ON AUTOBOTS

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

DR. ARKEVILLE (VO)

Yes, Starscream. I understand.

STARSCREAM (VO)

Take me to your secret laboratory.

OPTIMUS PRIME

(interrupted)

~~That's our next destination, Autobots!~~ THAT'S OUR NEXT DESTINATION, AUTOBOTS!

The Autobots TRANSFORM and roll out as we... TRANSFORM AND ROLL!

WIPE TO:

EXT. - ENTRANCE - DR. ARKEVILLE'S LAB

Megatron and the Decepticons 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 EXPONENTIAL GENERATOR**

~~THIS~~ is the source of ultimate
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

~~MEGATRON STOPS, FUSED BY THE POWER SOURCE WHICH IS GLOWING~~
 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~~
BEAUTY.

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!~~ **IMPOSSIBLE! THEY WERE DOOMED.**

ANGLE ON OTHER DECEPTICONS

SKYWARP

DON'T WORRY - WE'LL MAKE 'EM REGRET
UN-DOOMING THEMSELVES,

The Decepticons 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)

, Megatron!

HELD 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

Oooof!!!

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. -

MEGATRON (CONT)

~~Prime! I have something for~~
HERE! ~~ME~~ 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

Oouchh!!!

ON PRIME

Prime doubles over with laughter at the Decepticon 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-- THIS'LL GIVE YOU A
"charge!"

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 grasp. 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 over to Windcharger who breaks it over his knee into little pieces.

WINDCHARGER

~~He's a little bit of a~~ AH AH AH... ONLY BIG BOYS
~~can handle this kind of~~ GET TO PLAY WITH GUNS!
(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.

STARSCREAM

~~I'm sorry we couldn't call in one of Earth's plastic surgeons, but our own "experts" did their best. Actually, I've never seen you look better, Arkeville. (CHUCKLE)~~

FORGIVE THE CRUDE
WORK OF MY MEDICROIDS,
DOCTOR. YOU'RE NOT
PRETTY BUT YOU ARE
FUNCTIONAL.
(CHUCKLES)

DR. ARKEVILLE

(shrieks)

~~You've turned me into~~ YOU'VE TURNED ME INTO
mechanical freak!

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.

STARSCREAM
 You were heavily damaged by the ~~SENTINEL~~, doctor. ~~SENTINEL~~ **SENTRY MONITOR**
~~SENTINEL~~ you exist at **BE GRATEFUL**
 all!

CLOSEN ARKEVILLE

as he tries to wriggle loose from the straps.

DR. KEVILLE
 But I can't move! ~~SENTINEL~~
~~SENTINEL~~

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.

MEGATRON (VO)
~~Get away from that Power Source!~~ **EXPONENTIAL GENERATOR**
GET AWAY FROM THAT,
OPTIMUS Prime!

ON MEGATRON

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

MEGATRON (CONT)
 IT ~~belongs to~~ belongs to
me!

ANOTHER ANGLE

PRIME

NOT

~~_____~~ You're foolish
 enough to fire at me while I'm
 standing in front ~~_____~~

IT THEN, ARE YOU,

Megatron?

Rumble brings up his weapon.

RUMBLE

Let me blast ~~_____~~ HIM!

CLOSE ON MEGATRON

Livid.

MEGATRON

(cutting him-off)

Quiet!

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)

~~You don't have to worry about
 me missing, _____~~

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)

~~As you say, but if I were you
 I'd investigate this thing a
 little more carefully. It
 looks like it's about to blow
 up any second now.~~

ON MEGATRON, RUMBLE AND FRENZY

As Megatron turns to them.

MEGATRON

Leave!

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

GLADLY. I HATE
 STANDING ON GROUND
 ZERO WHEN AN
 EXPLOSION IS IMMINENT.
 OR HADN'T YOU NOTICED
 THAT YOUR "POSSESSION" IS IN AN
 UNSTABLE
 CONDITION?

ANOTHER ANGLE

Megatron approaches Prime and the Power Source, boldly.

MEGATRON

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 ~~_____~~ **IF YOU ARE FUNCTIONAL...**
Megatron...

Megatron's look of surprise quickly turns to irritation.

MEGATRON

(sharply) **FUNCTIONAL! CALL BACK LATER -**
Of course I'm ~~_____~~ **I'M BUSY!**
~~_____~~

CLOSE ON MEGATRON'S TRANSMITTER

SHOCKWAVE

Megatron! You must find Dr. Arkeville's lab and disconnect the ~~_____~~

~~_____~~ **DETONATOR ON HIS EXPONENTIAL GENERATOR. IT WILL EXPLODE ANY ~~_____~~ SECOND...**

ASTRO

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 DESTRUCTION.
~~████████~~

ON MEGATRON

His face is dark with anger.

MEGATRON

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

~~████████████████████~~ Why
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 BE IT!
A

ANGLE SHOOTING PAST STARSCREAM

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

STARSCREAM (CONT)

~~Starscream~~ You will go back to
Earth to check it, **DOCTOR**

ON ARKEVILLE

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

DR. ARKEVILLE

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 acquire a distinct whine.

WIDER

to show Arkeville clumsily approach Starscream.

DR. ARKEVILLE (CONT)

(sarcastically)

~~Starscream~~ You're forgetting,
Starscream ~~you're~~ you're the
only one who knows how ~~to~~ **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 GRINDING) with the realization that he indeed must return to Earth if his plans are^{to} succeed.

DR. ARKEVILLE (VO)

THEREFORE, you are the ~~only~~ one who ~~can~~ **MUST**
return to Earth!

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 Decepticons rages on. Meanwhile, Megatron is so occupied with his work he has forgotten the presence of Optimus Prime, who watches intently.

OPTIMUS PRIME

~~be~~ 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.

MEGATRON

Prime?!

~~I've been~~ I'VE BEEN ~~lost~~ LOST IN MY
WORK

ON OPTIMUS PRIME

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

"LOST" IS AN APPROPRIATE
WORD -

OPTIMUS PRIME

~~your housing!~~ YOUR PLAYTHING HAS

~~MELTED~~

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.

MEGATRON

~~IT'S OF NO CONCERN!~~ IT'S OF NO CONCERN!

(mimicking a human)

I'll

~~REDUCE TEMPERATURE~~ REDUCE TEMPERATURE
~~SOON ENOUGH, NOW~~ SOON ENOUGH, NOW
~~GET OUT OF MY WAY.~~ GET OUT OF MY WAY.

ANGLE ON PRIME

The tensing of his body belies his words.

OPTIMUS PRIME

(shrugs)

~~ANYTHING YOU SAY, MEGATRON.~~ ANYTHING 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 --

OPTIMUS PRIME

~~It's going to explode!!~~
~~Give it back!~~ I'VE GOT TO GET THIS
OUT OF YOUR HANDS!

WIDER

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

MEGATRON

(grunting)

Give ~~it~~ IT BACK!

OPTIMUS PRIME

CAREFUL! IT'S AT

~~A CRITICAL STAGE!~~

CLOSER

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

ANGLE ON LAB ENTRANCE

as the device flies 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 spasmodically 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...

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)

Now, load me ~~with the Power~~

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 WHOOSSES 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

glaring down- INTO CAMERA.

MEGATRON

(through clenched teeth)

~~Well, the little bird has come home! Hope you had a pleasant trip, Starscream...~~

WELCOME HOME,
NOBLE VOYAGER,

DOWNSHOT PAST MEGATRON

As Starscream cowers in Megatron's shadow...

STARSCREAM

Megatron...I thought you were...I mean ~~thought you were~~

EVERYBODY 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 ~~about this~~

MEGATRON'S GONNA
DO TO STARSCREAM?

CLOSER ON PRIME (PANNING)

OPTIMUS PRIME (VO)

~~Starscream is going to be~~
~~reconstructed~~
~~Megatron~~

NOTHING GENTLE, I
WOULD SAY.

ON JAZZZ (PANNING)

JAZZZ (VO)

~~Yeah, that's the~~
big pile of metal-flakes by the
time Megatron gets through with
him!

WIDER

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

I THINK ~~WE~~ ^{we've} ~~HAVE~~
SEEN THE LAST OF OL' STAR-
CREEP ~~ALL~~ RIGHT. ~~AND~~
THAT'S THE FIRST THING ^{going}
~~THAT'S~~ RIGHT
ALL DAY!

FADE OUT

THE END