

TRANSFORMERS

"The Insecticon Syndrome"

(MP #700-28)

(Script)

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12/28/84

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1/4/85*

MARVEL PRODUCTIONS, LTD.

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CAST LIST (speaking parts only)

AUTOBOTS:

OPTIMUS PRIME  
WHEELJACK  
RATCHET  
BEACHCOMBER  
HOUND  
BUMBLEBEE  
INFERNO  
IRONHIDE  
JAZZ

DECEPTICONS:

MEGATRON  
THUNDERCRACKER  
SKYWARP  
STARSCREAM  
SOUNDWAVE  
LASERBEAK  
BUZZSAW

INSECTICONS:

SHRAPNEL  
BOMBSHELL  
KICKBACK

HUMANS:

NARRATOR  
SPIKE  
RANGER JEFF  
RANGER MIKE  
GUARD #1  
PILOT  
MILITARY GUARD  
COMPUTER OPERATOR

TRANSFORMERS

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ACT I

FADE IN:

EST. SHOT - FORESTED ROCKY MOUNTAIN REGION

PAN ACROSS the forested slopes, PUSHING IN on a rugged fire-break "road"...

NARRATOR (VO)

CLOSER

DEEP IN THE REMOTE  
VASTNESS OF A NATIONAL FOREST-----

To reveal BEACHCOMBER and HOUND, both in vehicle mode, bouncing and bumping over any and all obstacles in their path. (VEHICLE SFX) SPIKE and FOREST RANGER JEFF THOMPSON are riding in Beachcomber...

NARRATOR (VO) (CONT)

A small

BAND OF AUTOBOTS  
AND THEIR HUMAN FRIENDS  
ARE ON A STRANGE FACT FINDING MISSION----

CLOSE ON HOUND

Handling all the obstacles with the greatest of ease...

HOUND

WHAT'S WRONG, Bumblebee, THE ROAD TOO  
ROUGH FOR YOU?

ANGLE - FIREBREAK

Back down the treacherous way they came, we find BUMBLEBEE, in vehicle mode, CLANGING and BOUNCING over boulders, tree roots and the like! After all, he's only a VW and not a dunebuggy or a jeep! (HIGH REVVING VEHICLE SFX)

BUMBLEBEE

(really "out of breath", tho'  
trying to sound cool)

No way,

Hound... SMOOTH AS  
(as he bumps over obstacles - SELENIUM COATED STEEL...  
sotto - to himself)

Ouf! Ouch! UGH! When I get back,  
I'm havin' Ratchet convert me to  
four-wheel drive!

ANGLE - EDGE OF FOREST

Beachcomber and Hound have pulled up in front of a devastated section of forest. The giant pine trees look as if they've been partially eaten, with entire tree trunks chomped clean through!

ANGLE - SPIKE AND RANGER

They get out of Beachcomber, the Ranger gesturing towards the trees.

RANGER JEFF

[REDACTED]  
[REDACTED] THERE! THOSE ARE THE TREES  
I WAS TALKING ABOUT-----

WIDER

As Bumblebee finally catches up and the three Autobots TRANSFORM to humanoid robot form.

ANGLE - TREE TRUNK

Spike and the Ranger examine what look like teeth marks in the bark!

RANGER JEFF (CONT)

[REDACTED]  
[REDACTED] INCREDIBLE AS IT SEEMS, IT LOOKS AS IF THEY WERE CHEWED UP BY  
Beachcomber ENTERS SCENE... SOME GIANT CREATURE!

CLOSE ON BEACHCOMBER

He takes a close look at the teethmarks.

BEACHCOMBER

[REDACTED] THEY WERE,  
[REDACTED] RANGER, AND I'M NOT TALKING TERMITES.

ANGLE - RANGER

The Ranger looks at Spike incredulously, then gestures at the ruined forest.

RANGER JEFF  
(to Spike - incredulous)

[REDACTED] BUT THAT'S RIDICULOUS!  
[REDACTED] WHAT KIND OF  
[REDACTED] ANIMAL WOULD  
[REDACTED] EAT TREES THIS  
[REDACTED] SIZE IN A FEW GULPS?

ANGLE - BEACHCOMBER

Finishing his examination of the toothmarks, he looks over towards the Ranger.

BEACHCOMBER

[REDACTED]  
[REDACTED] THEY AREN'T EXACTLY "ANIMALS,"  
[REDACTED] I'M AFRAID-----

WIDE - MOUNTAIN

PAN from the forest area the Autobots are in to a high, desolate cliff-face. PAN UP the cliff to a large cavern, near the top, PUSHING IN on its dark opening.



BEACHCOMBER (VO)(CONT)  
(becoming more ominous)

... "Insecticons":  
THEY'RE

CUT TO:

INT. CAVERN

A dark, gloomy place! As we PAN deeper into the interior, a few BATS flutter out. STOP PAN at the relaxed robot forms of the INSECTICONS: SHRAPNEL, BOMBSHELL, and KICKBACK! There are a few gnawed-on branches scattered around (sort of like bones). Kickback suddenly stiffens as he HEARS a low, metallic RUMBLING SOUND.

KICKBACK  
(alarmed)  
Hey? What's that noise?

ANOTHER ANGLE

As Shrapnel puts a calming hand on Kickback's arm.

SHRAPNEL  
Don't blow [REDACTED] YOUR MEGABYTES,  
Kickback... it's just Bombshell's  
[REDACTED] stomach rumbling!

ANGLE - BOMBSHELL

His eyes light up hungrily.

BOMBSHELL  
Yeah. That's the problem with  
pines. [REDACTED] You eat a forest [REDACTED] OF 'EM AND  
[REDACTED] an hour later! YOU'RE HUNGRY AGAIN!

And with that, Bombshell TRANSFORMS to Lamellicorn form.

BOMBSHELL (CONT) SPACK TIME, ANYONE?

ANGLE - SHRAPNEL & KICKBACK

They TRANSFORM as well, Shrapnel to Lamellicorn form also, Kickback into Grasshopper mode.

SHRAPNEL  
Sure! Let's try the redwoods [REDACTED] FOR A CHANGE.

EXT. CAVERN MOUTH

As the three Insecticons come flying out!

SHRAPNEL (CONT) THEY LOOK DELICIOUS!

CUT TO:

AUTOBOTS, SPIKE & RANGER

Ranger Jeff shakes his head.

RANGER JEFF  
(still incredulous)  
You've gotta be kidding! Giant  
robot insects that eat trees?

CUT TO:

REDWOOD FOREST

A stream runs through it (before long, to plunge over a high, rocky cliff). The Insecticons flutter down INTO SCENE...

RANGER JEFF (VO) (CONT)

~~IT'S MIND BOGGLING!~~

ANGLE - BOMBSHELL

As he sinks his mandibles into a giant redwood, taking a mighty bite, he's joined by Kickback... and so much is bitten out of the trunk that the tree begins to topple! (SFX: SPLINTERING CHOMPS, CRACKING OF TREE TRUNK).

ANGLE - FIRE-SPOTTING TOWER

Rising high above a nearby section of forest. (SPLINTERING, CRACKING, and CRASHING SFX).

CLOSE ON HIGHEST PLATFORM OF TOWER

Where another RANGER (RANGER MIKE) puts down his binoculars in disbelief, then picks them up and stares through them again.

RANGER MIKE (VO)

(mind-boggled)

WRONG! ~~IT'S MIND BOGGLING!~~ I can't be seeing what  
I'm seeing!

HIS POV - THROUGH BINOCULARS - ON REDWOOD FOREST

Another tree is toppled, and we can make out the forms of at least two of the Insecticons, chomping away! (SFX: SPLINTERING CRASH)

RANGER MIKE (VO) (CONT)

~~IT'S MIND BOGGLING!~~  
IT MUST BE A FIGMENT OF MY IMAGINATION!

CUT TO:

CLOSE ON WALKIE-TALKIE

It's fastened to Ranger Jeff's belt. It SQUAWKS loudly. WIDEN ANGLE to INCLUDE the Ranger, who takes it off his belt and holds it to his ear.



RANGER MIKE (VO)(CONT)  
 (over the walkie talkie -  
 freaked-out, trying to keep it  
 together)

JEFF?... This is Mike [REDACTED]  
 Meet me [REDACTED] AT THE REDWOOD SLOPE  
 right away!

RANGER JEFF  
 (into walkie talkie)  
 OKAY- [REDACTED] What's up?

RANGER MIKE (VO)(CONT)  
 I'm not sure, but, [REDACTED] IT LOOKS LIKE  
 [REDACTED] SOME GIANT FIGMENTS ARE EATING THE TREES!

CLOSE ON RANGER JEFF

His jaw drops.

RANGER JEFF  
 (resigned that the world's  
 gone nuts)  
 Giant [REDACTED] "FIGMENTS"-----

WIDEN as Beachcomber ENTERS SCENE and TRANSFORMS to vehicle  
 mode, popping open his doors for the Ranger and Spike to enter.

BEACHCOMBER  
 (humorously understanding)  
 [REDACTED] DON'T LET IT GET YOU, RANGER.  
 Insecticons [REDACTED] PROBABLY THINK HUMANS ARE  
 [REDACTED] SOME KIND OF FIGMENTS, TOO,

FLIP TO:

ANGLE - SKY - UP ANGLE ON DECEPTICONS

MEGATRON, STARSCREAM, THUNDERCRACKER, LASERBEAK, SKYWARP &  
 SOUNDWAVE fly INTO SCENE! (JET SFX). PUSH IN on Megatron as he  
 scans the forests below.

MEGATRON  
 Keep [REDACTED] SEARCHING FOR OUR  
 INSECTICON ALLIES,

DOWN ANGLE - FEATURING STARSCREAM AND MEGATRON

As we see the mountains and forests below.

STARSCREAM  
 Allies? Humph. I don't trust Shrapnel  
 and his [REDACTED] bunch OF BAD NEWS BUGS!

MEGATRON

[REDACTED]  
 [REDACTED] NOR DO I ---- ONCE THEY'VE  
 SERVED THEIR PURPOSE ----

CLOSER ON MEGATRON

MEGATRON (CONT)

[REDACTED] I SHALL EXTERMINATE THEM  
WITHOUT A QUALM.

ANGLE - SOUNDWAVE

He points down.

SOUNDWAVE

Insecticons located, [REDACTED] MEGATRON. AND AUTOBOTS  
approaching!

HIS POV - PANNING

The Insecticons are below, munching away (SOUNDING like CHAIN SAWS),  
as the Autobot convoy approaches from one side and Ranger Mike,  
driving a Forest Service truck, approaches from another. Megatron  
moves INTO SCENE just below CAMERA.

MEGATRON (VO)

Excellent. [REDACTED] we can observe our SIX-LEGGED  
[REDACTED] allies in action!

CUT TO:

ANGLE - RANGER MIKE - PANNING

As he drives into the redwood forest area... SFX: SPLINTERING  
TREE CRASHES.

RANGER MIKE

[REDACTED], Hah! [REDACTED] I KNEW I WAS [REDACTED]  
imagining things. [REDACTED] IT'S PROBABLY SOME  
guys with a chain saw...

JUST

OTS RANGER MIKE - THROUGH WINDSCREEN - ON FOREST

But as he drives closer, suddenly a redwood CRASHES down in front of  
him, dramatically (and terrifyingly) revealing Bombshell and Shrapnel,  
feeding on it!

CLOSE ON RANGER MIKE

Horried beyond belief, he spins the wheel around and the truck  
veers to one side. SFX: SCREECH

RANGER MIKE (CONT)

Yiiiiii!!!!

ANGLE - BOMBSHELL AND SHRAPNEL

MUNCHING away, unperturbed.

BOMBSHELL

(munching)

Humans [REDACTED] DON'T DRIVE  
VERY WELL, DO THEY?



CLOSE ON SHRAPNEL

As he takes a big bite of the fallen redwood! When he twitches his antenna, SPARKS CRACKLE out from them!

SHRAPNEL  
 NAW... (Belch) [REDACTED] How 'BOUT THESE  
 [REDACTED] REDWOODS? TASTY, HUH?  
 [REDACTED] FULL OF VITAMINS,

HIGH ANGLE - BRANCHES OF REDWOOD

Where Kickback, also MUNCHING away, looks O.S. with a surprised TAKE, as he hears AUTOBOT VEHICLE SFX.

KICKBACK  
 (calling down to his buddies)

[REDACTED]  
 [REDACTED] WE'LL NEED THEM... HERE COME SOME AUTOBOTS!

ANGLE - AUTOBOTS, SPIKE, RANGER JEFF

Driving into the thick of the trees as Ranger Mike ZOOMS past in the opposite direction! Mike throws his truck into a SKID STOP, leaning out the window.

RANGER MIKE  
 (terrified)

[REDACTED] There 'RE monsters in [REDACTED] THE REDWOODS!  
 GET BACK!

ANGLE - SHRAPNEL & BOMBSHELL

TRANSFORMING to robot form, they look at each other and smile evilly as they hear the AUTOBOT VEHICLE SFX approaching! Trees still screen their view of the Autobots (and vice versa) as Shrapnel raises his grenade launcher anyway...

FEATURING - HOUND - PANNING

And as the Autobots continue down the dirt road, leaving Ranger Mike behind, PUSH IN on Hound's sensor gun, as we hear the SOUND of Shrapnel's grenade launcher being readied (something identifiable, as if it were an electronic version of a BOLT ACTION RIFLE being COCKED)...

HOUND  
 (alarmed - picking up on Mike's line)  
 And one of 'em's got a shrapnel grenade launcher, which means we'd better...

CLOSE - SHRAPNEL

As he pulls the trigger (or whatever he does to launch his grenade)...

## ANGLE - AUTOBOTS

And, thanks to Hound's warning, our heroes suddenly SKID off the dirt road, TRANSFORMING to robot mode and tossing Ranger Jeff and Spike out ahead of them! CAMERA FOLLOWS ACTION as they dive to the ground and the trees screening them from the Insecticons are suddenly SHATTERED into kindling by the EXPLODING BURST of Shrapnel's grenade!

HOUND (CONT)  
GET [REDACTED] GONE!!!

## ANGLE - SHRAPNEL AND BOMBSHELL

Bombshell slaps Shrapnel on the back... (SFX: CLANG)

BOMBSHELL  
Great shot, Shrap!

And with that he JETS up into the air, reading his own blaster weapon. PAN UP with him...

BOMBSHELL (CONT)  
(evilly exuberant laugh)  
Y'know, there's nothin' like a good meal [REDACTED] TO PUT ME IN THE MOOD-----

## ANGLE - AUTOBOTS, SPIKE &amp; RANGER JEFF

They realize they're about to get blasted again, and they get up and run for it...

## DRAMATIC ANGLE - BOMBSHELL

Hovering in mid-air, he fires a BLAST from his weapon!

BOMBSHELL (CONT)  
[REDACTED] FOR MAYHEM!!!

## ANGLE - BUMBLEBEE

He jumps out of the way of the BLAST, which drills a neat hole all the way through the trunk of a giant redwood instead!

## ANGLE - BEACHCOMBER &amp; HOUND

Dodging into a meadow, they are able to [REDACTED] return [REDACTED] the Insecticon's fire with their own LASER BLASTERS!

BEACHCOMBER  
C'mon guys! Follow us! [REDACTED]

## ANGLE - SHRAPNEL

He looks upward towards the O.S. Kickback...

SHRAPNEL  
Kickback, Kickback, they're getting away!



ANGLE - KICKBACK

Still high in his treetop. He leaps down and out, doing a sort of half-gainer flip...

KICKBACK  
(Karate yell)  
AAAAAAA....

ANGLE - MID-SECTION OF GIANT REDWOOD

To ENTER SCENE, hind legs first. He lashes out with a truly tremendous double-barrelled kick...

KICKBACK (CONT)  
IIIEEEEE!!!!

WIDER

CRACKING the twenty-foot radius trunk clean through! The tree begins to TOPPLE...

ANGLE - BEACHCOMBER AND HOUND

Looking up as the trees SHADOW falls over them (TOPPLING SFX CONTINUING)

HOUND  
 TiiiiiiiiMMMBER!

And Hound throws a cross-body block into Beachcomber to knock him out of the way as the tree SLAMS into the ground with a SCREEN-SHAKING CRASH!

ANGLE - SHRAPNEL

He TRANSFORMS back into insect form... sending out CRACKLING CONTROL WAVES from his antennae!

SHRAPNEL  
(cackling laughter)  
Now this is my idea of fun, FUN, FUN!

ZIP PAN with the control waves --

ANGLE - FOREST SERVICE TRUCK

As they ACTIVATE the truck's engine! Suddenly the truck spins around to point roughly towards our heroes...

INT. TRUCK

As the ENGINE REVS, Ranger Mike, who's been hiding on the passenger side floor, scrambles up, terrified, realizing the steering wheel's turning all by itself and feeling the truck start to move!

RANGER MIKE  
Yikes!

EXT. TRUCK

And he dives out the window as the truck ZOOMS off...

ANGLE - SPIKE AND RANGER JEFF

They're on one side of the forest giant Kickback felled as they hear the TRUCK SFX. They look up in horror to see...

SPIKE

**IT'S A RUNAWAY TRUCK!**

THEIR POV

The driverless truck BARRELLING down on them! TRUCK SFX  
CONTINUE throughout sequence.

SPIKE (VO)(COT)

Help!!!!

C.U. SHRAPNEL

CRACKLING control waves still emanating from his antennae.

ANGLE - HOUND AND BEACHCOMBER

They're on the other side of the giant felled tree. Very quickly, they FIRE their weapons from the hip, starting at a high angle and sweeping down...

BEACHCOMBER

ONE ORDER of "Help" **TO GO.....**

REVERSE ANGLE

Establishing their location on the other side of the fallen redwood from Spike and Ranger Jeff, and also that there are two tall, slender trees directly in front of the two Autobots, quite close to the fallen giant. Each of the Autobots' downward raking LASER BLASTS has annihilated all the slender trees' branches on the Autobots' side, finally burning through each tree at the base, to cause the slender pines to TOPPLE toward the trunk of the fallen redwood...

ANOTHER ANGLE

...to actually fall across the giant tree, which acts as a fulcrum. Each of the more slender trees ends up CRASHING to the ground on the other side of the fallen giant, with Spike and Ranger Jeff in between them. The two slender trees, with their upward branches burned off, now act as together as a sort of ramp...

DRAMATIC ANGLE - TRUCK

And the Shrapnel-controlled truck, just before it's going to smash into Spike and Ranger Jeff, hits this ramp...



## ANOTHER ANGLE

And ZOOMS up it, as the two humans duck!

WIDEN ANGLE as the truck is thus launched into a high, skyward arc!

ANGLE - KICKBACK

As Kickback, still in grasshopper mode, tries to leap away (in vain)... as the truck falls INTO SCENE, CRASHING on top of him!

## KICKBACK

Arrgh!!!

CLOSE - SPIKE AND RANGER JEFF

Ranger Jeff is astounded!

## RANGER JEFF

Those Autobots are somethin' else!

ANGLE - TRUCK

But the fallen truck is suddenly SHATTERED from beneath... as Kickback kicks his way free!

## KICKBACK

(karate yell)

AIIEEE!!!

ANGLE - SPIKE & RANGER JEFF

Bumblebee, Hound, and Beachcomber clamber over from the other side of the fallen redwood to join the humans... hitting the ground on the dead run! They continue to RUN TOWARD CAMERA, urging the humans to join them!

# BUMBLEBEE

██████████ This way ██████████ GUYS. WE'RE STILL NOT  
██████████ CUT OF THE WOODS, IN MORE WAYS THAN  
ONE.

ANGLE - FAR SIDE OF FALLEN GIANT REDWOOD

Meanwhile, Shrapnel and Bombshell, now both in robot form, JET DOWN INTO SCENE... as Kickback leaps INTO SCENE as well!

## CLOSE ON KICKBACK

And by now, Kickback is mad!

## KICKBACK

(really angry now)

Eradicate them!!!

WIDER

Shrapnel and Bombshell charge the trunk of the fallen tree, hitting it (WHAM!!!) like a couple of three-ton NFL tackles, Kickback spins and plants a tremendous KICK between them!

OTHER SIDE OF FALLEN TREE

And thanks to this triple impact, the fallen tree starts ROLLING TOWARD CAMERA (the slender tree "ramps" tumbling off)...

ANOTHER ANGLE - GIANT ROLLING TREE

The rolling giant SNAPS and squashes everything, trees included, in its path...

ANGLE - OUR HEROES

They run for all they're worth, hearing the SNAPPING SFX of broken trees and feeling the RUMBLING SCREEN SHAKES as the rolling redwood gains on them quickly!

BUMBLEBEE  
(frantic)  
Faster!

CLOSE ON SPIKE

He does a horrified TAKE, looking straight ahead...

SPIKE  
(terrified)  
Bumblebee... LOOK OUT!

HIS (AND AUTOBOTS'S ) POV - EDGE OF CLIFF

The forest has suddenly ended in a granite cliff which terminates straight ahead! There's a stream flowing to one side, tumbling off the cliff into a spectacular waterfall (not a factor in the action of this scene)...

SPIKE (VO)(CONT)  
It's a dead end!!!

ANGLE - AUTOBOTS', SPIKE, RANGER JEFF

Momentarily paralyzed... their choices limited to being squashed flat or jumping off the cliff!!!! CONTINUED ROLLING TREE SFX

ANGLE - INSECTICONS

Thrilled out of their metal skulls!

SHRAPNEL  
(cawing gleefully)  
We've got them now! GOODY, GOODY, GOODY!

CLOSE - SPIKE, RANGER, AUTOBOTS

Terror etched on their faces, the tree gaining on them! RUMBLING SFX, SCREEN SHAKES...

REVERSE ANGLE - ROLLING TREE

As it continues its THUNDEROUS roll to the edge of the cliff (obscuring any view of our heroes)! The giant redwood hits the granite lip with a STONE-SHATTERING CRASH and bounds into the air... dropping rapidly from view! There's absolutely no sight of our heroes... and it's only logical to assume they've been knocked off the edge of the cliff...

ANGLE - INSECTICONS

Which is exactly the conclusion to which the Insecticons leap!!! They rush forward to the edge of the cliff...

SHRAPNEL/BOMBSHELL/KICKBACK  
(Yells of triumph)

ANGLE - EDGE OF CLIFF - UP ANGLE

And as the Insecticons rush INTO SCENE (Kickback TRANSFORMING to humanoid robot form), Shrapnel points down (TOWARD CAMERA), his eyes lit in triumph!

SHRAPNEL  
We did it! Look!!!

OTS INSECTICONS - DOWN ANGLE ON AUTOBOTS, HUMANS, LOG

And we see the giant log, Bumblebee, Hound, Beachcomber, Spike, and Ranger Jeff (apparently) tumbling through thin air toward the lake at the base of the cliff, hundreds of feet below!

SHRAPNEL (VO)(CONT)  
Our enemies  ARE FALLING TO THEIR DOOM!

CLOSE UP - SHRAPNEL

His evil eyes track their fall gleefully.

SHRAPNEL (CONT)  
 WE HAVE WON!  
(HE CACKLES MALEVOLENTLY)  
FADE OUT

END ACT I



ACT II

FADE IN:

DRAMATIC ANGLE - INSECTICONS

Shrapnel, Bombshell, and Kickback, in robot form, look over the edge of the cliff...

SHRAPNEL  
(gloating)

~~██████████~~ INSECTICONS ALWAYS TRIUMPH!

THEIR POV - DOWN ANGLE ON LAKE

As we see Bumblebee, Hound, Beachcomber, Spike, Ranger Jeff, and the giant redwood still tumbling, to SPLASH into the lake below!

ANGLE - SKY - FEATURING DECEPTICONS

Megatron, Starscream, Skywarp, Thundercracker, and Soundwave, hovering high overhead, see this as well.

MEGATRON

~~██████████~~ have done well!  
SHRAPNEL AND HIS MINIONS

ANOTHER ANGLE

As the Decepticons swoop down out of the sky (SFX: JETS)

BUT MEGATRON (CONT)  
~~and~~ under my guidance, they'll do even better!

ANGLE - INSECTICONS

Walking away from the cliff (some distance away now)... surprised as the Decepticons jet down from the sky, landing in front of them.

ANGLE - BOMBHELL AND SHRAPNEL

Exchanging glances tinged with sarcasm.

BOMBHELL

Why, if it isn't Megatron and ~~██████████~~ HIS DEMENTED  
~~██████████~~ DECEPTICON DUM-DUMS!  
(HE GUFFAWS HEARTILY)

ANGLE - STARSCREAM

He starts forward angrily, but Megatron holds him back.

STARSCREAM

(insulted)  
Why you ~~██████████~~ RUST ENCRUSTED COCKROACH, I'll -----

NO, MEGATRON

~~██████████~~ Starscream. We've come to talk business, not trade insults.



DOWN ANGLE - LAKE ("MYSTERY" POV SHOT)

Where we see the forms of the "Autobots" under the surface of the lake, next to the sunken redwood tree.

BUMBLEBEE (VO)

(sotto) THE INSECTICONS THINK WE'RE FINISHED, HOUND. YOU

CAN TURN OFF your hologram projectors [REDACTED] now!

REVERSE ANGLE - AUTOBOTS, SPIKE, RANGER JEFF

Where they're actually hiding, just under the projecting lip of the cliff, in a small cavern indentation! Hound's hologram projecting arms are extended, light rays emanating from them... until, with ELECTRONIC SFX, he shuts his projectors down! (note: Spike and Bumblebee are the closest to an easy way back up the cliff)

HOUND

(sotto) YOU GOT IT, BUMBLEBEE.....

[REDACTED] Sure glad it isn't [REDACTED]

REALLY US DOWN THERE.

THEIR POV

As the Autobot forms disappear from under the clear lake waters (while, of course, the giant log remains).

HOUND (VO) (CONT)

That water looks [REDACTED] COLD AND TERMINAL.

ANGLE - AUTOBOTS, RANGER JEFF

Shivering affirmatively, Jeff realizes Spike and Bumblebee are gone!

RANGER JEFF

(sotto) THAT WAS TOO CLOSE FOR MY NERVES.....

(a beat)

Hey! Where'd Spike and Bumblebee go?

ANGLE - DECEPTICONS AND INSECTICONS

Conferencing back among the trees.

MEGATRON

(in mid-conversation)

[REDACTED] ...AN ELECTRO-POWER

GENERATING PLANT LIES IN THE VALLEY BEYOND THIS RIDGE ---

ANGLE - SHRAPNEL

Licking his lips (or whatever greedy Insecticons do)

BOMBSHELL

[REDACTED] ...ELECTRO-POWER.. HMMM? THAT SOUNDS SUSPICIOUSLY

[REDACTED]

LIKE DESSERT.

SHRAPNEL

(realizing Megatron's got a plan)

- And once we've [REDACTED] "DIGESTED"  
[REDACTED] THE ENERGY IN THAT INSTALLATION, THEN WHAT?

PAN over and PUSH IN PAST the Insecticons and Decepticons, on a stand of young pines, in the midst of which Spike and Bumblebee's faces peek through!

MEGATRON (VO)

THEN You'll be powerful enough to help ME CARRY  
[REDACTED] OUT MY  
next phase of global conquest!

CLOSE - SPIKE &amp; BUMBLEBEE

Very concerned.

SPIKE

(sotto - concerned) THE ELECTRO-POWER PLANT  
[REDACTED] IN THE VALLEY! WE  
BETTER radio Optimus Prime on the double!

FLIP TO:

EXT. AUTOBOT HQ - DAY

PAN across the volcano and PUSH IN --

OPTIMUS PRIME (VO)

[REDACTED] ATTENTION, AUTOBOTS----

CUT TO:

INT. AUTOBOT HEADQUARTERS

OPTIMUS PRIME is speaking to INFERNO, IRONHIDE, WHEELJACK, RATCHET, and JAZZ among others.

OPTIMUS PRIME (CONT)

THE FACTS ARE CLEAR, [REDACTED] If the Insecticons  
can make a lunch of the [REDACTED] VALLEY ELECTRO-POWER  
[REDACTED] PLANT'S ENERGY----

ANGLE FEATURING JAZZ

JAZZ

(picking up on Prime's thought)

[REDACTED]  
[REDACTED] THEY'D GET STRONG ENOUGH TO HAVE  
US FOR BREAKFAST, OVER EASY OR  
SUNNYSIDE UP.

ON PRIME

OPTIMUS PRIME

Unfortunately true! Which means we've  
got our work cut out for us!  
Autbots... transform!

WIDEN ANGLE and PAN as all TRANSFORM. SFX: ENGINES REVING



DRAMATIC ANGLE - AUTOBOTS

As, in vehicle form, they ZOOM off!

OPTIMUS PRIME (CONT)

~~██████████~~ AND ROLL!

FLIP TO:

WIDE - ~~████████████████████~~ VALLEY ELECTRO-POWER PLANT

The central facility is a tall space-needle like structure, flanked on either side by even more massive open-grid towers (like high-voltage transformer towers). Huge inductor coils (ENERGY CRACKLING along them) lead from the "space-needle" power-generating area (which is in the upper part of the needle structure that would correspond to the "revolving restaurant" of the similar-looking structure in Seattle) upward to each of the huge transformer towers... and from there the energy is converted to AC and sent out over heavy duty powerlines to a smaller series of towers, out beyond the high fence, topped with barbed wire, that surrounds these central three structures. (SFX: HUMMING ENERGY) Also within this perimeter are human GUARDS and three helicopters.

ANGLE - SKY

As the Decepticons and Insecticons (in insect form) fly towards the plant...

SHRAPNEL

~~████████████████████~~ YOUR CHOICE OF APPETIZERS  
~~████████████████████~~ IS IMPECCABLE, MEGATRON.....

OTS - INSECTICONS, DECEPTICONS - ON NOVA PLANT

As they fly closer...

SHRAPNEL (VO)(CONT)

~~████████████████████~~ THAT ELECTRO-POWER PLANT IS A TID-BIT....

DRAMATIC ANGLE - SHRAPNEL

As he flies OVERHEAD.

SHRAPNEL

Fit for ~~████████████████████~~ A RAVENOUS INSECTICON! Yum, Yum, Yum!

ANGLE - NOVA PLANT COMPOUND

A GUARD looks up, pointing.

GUARD #1

Look! Decepticons!

ANGLE - HELICOPTERS

Other GUARDS race for the copters, already manned by pilots, their rotors starting to whirl! (SFX: HELICOPTERS)

GUARD #1 (CONT)  
We're under attack!

And all three helicopters rise to the plant's defense!

ANGLE - MEGATRON ET AL

Megatron gestures and the three Decepticon jets SWOOP off.

MEGATRON  
Starscream, Skywarp, Thundercracker...

WIDE *DISPENSE WITH THOSE PRIMITIVE HELICOPTERS....*

As the jets and the copters engage in battle! SFX: AIR TO AIR MISSILES, LASER BLASTERS, ROAR OF JET & COPTER ENGINES

ANGLE - MEGATRON

As he does a TAKE as he hears PRIME'S KLAXON HORN blasting through the sounds of battle! He looks O.S. to see...

MEGATRON (CONT)  
(reacting to what he sees)  
While Soundwave and I...

HIS POV

Optimus Prime and the Autobot column ROARING up to the rescue!

MEGATRON (VO)  
*ERADICATE OPTIMUS PRIME!*

WIDE - BATTLE SCENE - PANNING

As we see the jets and helicopters engaged in their wild dogfights, as the three Insecticons fly straight towards the tower... and Soundwave and Megatron jet down to earth... (SFX: SOUNDS OF BATTLE)

ANGLE - PRIME AND AUTOBOTS

He TRANSFORMS to robot form, running forward, laser rifle BLASTING... followed by the rest of the gang!

OPTIMUS PRIME  
Okay, Autobots! Let 'em have it!

ANGLE - SOUNDWAVE

As he hits the ground, he activates the BUZZSAW and LASERBEAK cassettes! They POP out, TRANSFORM, and fly off...

SOUNDWAVE  
Buzzsaw, Laserbeak! Eject!

BUZZSAW/LASERBEAK  
(Caws)



ANGLE - JAZZ, INFERNO

In humanoid robot form, they BLAST away!

Oh boy! A [REDACTED] INFERNO ROBOTOID TURKEY SHOOT!

ANGLE - LASERBEAK & BUZZSAW

FIRING away! Laserbeak is hit, SHORTCIRCUITING and smoking!  
They both veer off!

ON JAZZ & INFERNO

Exchanging high-fives! (SFX: CLANG)

Outta sight, Inferno! You [REDACTED] JAZZ BURNED THE LITTLE  
BUZZARD'S CABOOSE,

But as a powerful LASER BLAST EXPLODES nearby...

DRAMATIC ANGLE - MEGATRON

Readying his fusion cannon for another shot.

[REDACTED] MEGATRON AND NOW I SHALL BURN YOU!

WIDEN ANGLE as Prime flies INTO SCENE, tackling Megatron! (SFX: THUD)

[REDACTED] PRIME THINK AGAIN, MEGA-MOUTH!

And they both hit the ground, rolling over and over, with Prime finally launching Megatron up and O.S. with a mighty leg thrust!

ANGLE - MEGATRON

As he falls to the ground with a THUD!

ANGLE - JAZZ AND INFERNO

REACTING!

[REDACTED] JAZZ WAY TO WAIL, OPTIMUS!

But just then, SPUTTERING COPTER SFX make Inferno look skyward...

Jazz, look! INFERNO

ANGLE - SKY

Where we see two of the copters, in flames, coming in for crippled landings inside the power plant compound. SPUTTERING COPTER SFX

INFERNO (VO)(CONT)

The [REDACTED] are in trouble!

CHOPPERS

ANGLE - INFERNO &amp; JAZZ

They TRANSFORM and ZOOM off, Inferno's fire engine SIREN WAILING!!!

JAZZ

[REDACTED] THEN WHAT'RE WE WAITIN' ON?

ANGLE - FENCE

Inferno SMASHES right through the fence, followed by Jazz...

ANGLE - COPTERS

As the two helicopters smoke and burn, a guard and pilot stagger from one, but the other guard and pilot are stuck inside the second copter. Jazz ZOOMS INTO SCENE, TRANSFORMING back to humanoid robot form, and grabs the other humans out of their craft (FIRE SFX)...

ANGLE - INFERNO

While Inferno unleashes his high powered FOAM SPRAY...

ANGLE - COPTERS, HUMANS &amp; JAZZ

Dousing the flames, but also burying the humans and Jazz in foam!

JAZZ YOU BETTER STOP SAVING US, INFERNO,  
[REDACTED] WE'RE STARTING TO  
FOAM AT THE MOUTH!

ANGLE - INSECTICONS (INSECT FORM)

They're clinging to the outside of the space needle power-room, watching the battle below.

KICKBACK IS MAKING ME HUNGRY,  
Watching them fight [REDACTED]  
[REDACTED]

KICKBACK'S POV - PANNING

Thundercracker and Starscream SWOOP down from the sky, TRANSFORMING to robot form to rush forward to battle the foam-covered Jazz! (JET, LASER SFX)

BOMBSHELL

[REDACTED] EVERYTHING MAKES YOU HUNGRY...  
(SNIFFING)  
AAAH.... THAT DIVINE AROMA!

CLOSER ON BOMBSHELL

And with that, he uses his super-strong mandibles to rip a hole in the side of the building... (SFX: METAL RIPPING)

INT. POWER CHAMBER

And he, followed by Shrapnel and Kickback, clamber into the room!



BOMBSHELL (CONT)

THE TANTALIZING SMELL OF RAW ELECTRO-POWER !!!

REVERSE ANGLE

As two TECHNICIANS run screaming, out of it...

TECHNICIANS  
(terrified yells)  
Let's get outta here!

And we see the [REDACTED] power source, itself... a rainbow-colored, glowing egg-shaped crystal. An aura of power radiates out from it, while LIGHTNING-like energy crackles out from its top (the narrow end of the "egg" pointing upwards) into a huge energy-gathering coil, which transmits the energy up to the pointed tip of the space-needle (and radiates it out to the two huge induction coils on the outside, connected to the transmission towers on either side.

The three Insecticons move forward...

## CLOSER

And greedily start eating the power core, itself! SHORT CIRCUITING POWER SFX abound and SPARKS CRACKLE all over the Insecticons bodies, as they MUNCH down the crystal...

## CLOSE ON BOMBSHELL

As he takes yet another bite..

BOMBSHELL  
Mmmmm! ~~\_\_\_\_\_~~ THAT'S MY KIND  
OF ENERGY MEAL!

And as he swallows it down, we see that he's suddenly starting to grow bigger!

YEAH! KICKBACK (VO)  
 [REDACTED] Not only does this stuff REPLENISH MY  
 [REDACTED] STRENGTH CIRCUITS - - - - -

ANGLE - KICKBACK

As he, too, swallows another big bite, and grows even larger!

KICKBACK (CONT)

~~IT ALSO MAKES... ME ... GROW!~~

WIDEN ANGLE to include an already much larger Shrapnel!

SHRAPNEL THEN EAT MORE AND MORE AND MORE..  
██████████ and soon we'll be  
more than a match for Megatron ██████████ AND HIS STOOGES!

EXT. POWER ROOM

Where Soundwave is listening in, via a stethoscope type device held against the wall (as he stands in a corridor).



SHRAPNEL (VO)(CONT)  
(filtered)

WE'LL RULE THEM FOR A CHANGE!  
(HE CACKLES HAPPILY)

CLOSE ON SOUNDWAVE

Scowling as he puts away his listening device.

SOUNDWAVE  
The Insecticons are planning treason!

Suddenly, there's a RIPPING of METAL, and we WIDEN ANGLE to see that the wall Soundwave was listening through has suddenly been ripped apart by Bombshell's mighty mandibles! Through it, we see that the Insecticons are now twice as big as they were before, looking more mean and powerful than ever!

BOMBSHELL  
A ha! A spy!

ANGLE - KICKBACK

As he munches down the last little morsel of [REDACTED] power core!

KICKBACK  
(slyly)  
In that case, let's make him [REDACTED] OUR SPY!

ANGLE - SHRAPNEL

He TRANSFORMS to a twice-as-large robot form. CAMERA FOLLOWS ACTION as he grabs the terrified Soundwave, swinging him around to Bombshell...

SHRAPNEL  
An excellent idea! Implant the HYPNO-CONTROL  
[REDACTED]-shell!

ANGLE - BOMBSHELL

Who FIRES his shell-implanting mechanism at the hapless Decepticon!

BOMBSHELL  
(cackling laugh)

ANGLE - SOUNDWAVE

THE HYPNO-CONTROL

[REDACTED]-shell (a device with a corkscrew tip, possibly like the "hunter" projectiles in the movie "Dune") CLANGS into Soundwave's forehead and "burrows" through into his electronic brain (DRILLING SFX), disappearing inside, with the metal of his forehead fusing to disguise the fact that anything has happened.

C.U. SOUNDWAVE

Soundwave's eyes suddenly have a ripple static pattern go across them, clearing after a moment. (STATIC SFX)

SOUNDWAVE  
 (even more robotic than ever)  
 I am yours to command, **INSECTICON MASTER,**

CUT TO:

ANGLE - BATTLEFIELD

PAN with Hound, Bumblebee and Beachcomber (with Spike riding) as they come ROARING up, TRANSFORMING into robot form as they reach Prime. STOP PAN BATTLE SFX CONTINUING

SPIKE  
 Optimus, we got here as fast as we could!

Prime REACTS as we hear STRAFING SFX... and everyone hits the deck as Thundercracker SWOOPS THROUGH SCENE... BLASTING away!

OPTIMUS PRIME  
 Everybody down!

CLOSE - PRIME AND SPIKE

On the ground. From a sitting position, Prime BLASTS away with his laser rifle...

SPIKE  
 [REDACTED]  
**WERE YOU ABLE TO STOP THE INSECTIONS?**

OTS PRIME - ON THUNDERCRACKER

As the Decepticon jet goes into a high climb... JET SFX

PRIME (VO)  
 (dryly - as he continues to shoot)  
 Well, we have had a few other things to cope with... but Wheeljack and Ironhide...

CLOSE ON PRIME

Looking around for his next target, his eyes swing over to...

PRIME (CONT)  
 Are on their way [REDACTED] to try...

PRIME'S POV - SPACE NEEDLE AND POWER TOWERS

PANNING from the left-hand grid tower up which Wheeljack is climbing, hand over hand, past the space needle, to the right-hand tower, where Ironhide is doing the same.

PRIME (VO)(CONT)  
 I'm just afraid [REDACTED] **THEY MIGHT BE TOO LATE!**

CLOSE ON IRONHIDE

He looks across to the tower...

IRONHIDE

(shouting)

[REDACTED] see anything, Wheeljack?

OTS WHEELJACK - ON SPACE NEEDLE

He's even with the hole Bombshell gnawed in the space needle.

WHEELJACK (VO)

Yeah! [REDACTED] a big hole in the MAIN generator room...

C.U. WHEELJACK

As he suddenly REACTS in amazement as he sees... (METAL WRENCHING SFX)

WHEELJACK (CONT)

(amazed)

Uh oh!!!

HIS POV

As Shrapnel, Bombshell, and Kickback (in humanoid robot form) come TEARING through walls, destroying the entire upper portion of the space needle, with Soundwave possibly visible in the background.

BOMBSHELL

' (looking to both sides and seeing our heroes)

Look, Shrapnel! Visitors!

C.U. IRONHIDE

Also amazed!

SHRAPNEL (VO)

In that case...

ANGLE - INSECTICONS

As they TRANSFORM into their super-big insect forms.

SHRAPNEL (CONT)

Transform and DESTROY! \*

Shrapnel FIRES out his volt beam (now up to about 120,000 volts)...

ANGLE - IRONHIDE AND TOWER

ZAPPING the entire metal tower with HIGH ENERGY SFX! Ironhide, too, is SHORT-CIRCUITING, as the metal girders start to MELT from the heat!

IRONHIDE

Yeow!!

ANGLE - BOMBSHELL

And now Bombshell FIRES his mortar at the base of the other tower...



ANGLE - BASE OF WHEELJACK'S TOWER

And the shell EXPLODES, destroying the steel girder supports...

ANGLE - KICKBACK

As the CAMERA FOLLOWS Kickback as he leaps into the air, turning, to KICK the top of Wheeljack's tower, sending it toppling! (SFX: CLANG, WRENCHING OF METAL)

WIDEN ANGLE and PAN with Wheeljack as the tower topples, gaining O.S. to a tremendous O.S. CRASH and CAMERA SHAKE...

WHEELJACK  
Whoaaaaa!!!!

ANGLE - IRONHIDE

He leaps free, plunging to earth, as his tower MELTS around him! CONTINUED CRACKLING ENERGY SFX

ANGLE - PRIME

REACTING, he races toward his fallen friends...

OPTIMUS PRIME  
(alarmed)  
Inferno, Jazz, Beachcomber, Hound, [REDACTED] COME WITH ME!  
[REDACTED] Bumblebee, Spike,  
cover us!

ANOTHER ANGLE

As Jazz and Hound join him, to run through a gauntlet of Decepticon LASER FIRE...

ANGLE - BUMBLEBEE AND SPIKE

As their two friends attempt to provide some cover (Spike picking up a loose blaster), FIRING BACK!

ANGLE - WHEELJACK

The rescue party reaches Wheeljack, who's trying to extricate himself from the fallen tower. Jazz and Hound give him a hand...

WHEELJACK  
(Groaning)

JAZZ  
Give me your hand, Wheeljack!

ANGLE - IRONHIDE

While Inferno, in fire truck mode, DOUSES the still-sparking Ironhide with foam and then TRANSFORMS to humanoid robot form to throw the dazed Autobot over his shoulder and carry him off, as Beachcomber covers his back, backpedalling and FIRING as he goes!

INFERNO  
 IT'S All right, ~~we're not going~~ IRONHIDE, WE'LL GET YOU  
 out of here!

ANGLE - PRIME

And Prime TRANSFORMS! PAN back to his trailer compartment...

OPTIMUS PRIME  
 Okay, guys, load 'em in!

ANGLE - TRAILER

As Hound and Jazz help the stunned Wheeljack inside, and Inferno slings Ironhide in as well! Jazz SLAMS the door...

JAZZ  
~~we're~~ set, Prime!

CLOSE ON PRIME'S CAB

As he GUNS his engine and rolls!

PRIME  
 Then let's go!!!

ANGLE - MEGATRON

He FIRES his cannon at the retreating Prime...

ANGLE - PRIME

Just missing... (LASER SFX), as we see Hound, Jazz, and Inferno TRANSFORMING and ZOOMING off as well!

ANGLE - STARSCREAM AND SKYWARD

In robot form, BLASTING away at Spike and Bumblebee...

STARSCREAM  
 Ha! The Autobots are in full retreat!

ANGLE - SPIKE AND BUMBLEBEE

Bumblebee TRANSFORMS into auto form, Spike jumps in, and they ZOOM off!

BUMBLEBEE  
 And I think we oughta join them,  
 on the double!

ANGLE - MEGATRON

Watching the retreating Autobots, a satisfied smile on his face.

MEGATRON  
 A great victory...

He looks up to the top of the ruined "space-needle"...

HIS POV

Seeing the over-sized Insecticons waving their arms in celebration,  
Shrapnel shooting off small LIGHTNING BOLTS skyward in his glee!

SHRAPNEL/BOMBSHELL/KICKBACK  
(Yells of victory)

MEGATRON

AND WHILE THEIR NEW POWER HAS  
MADE THE INSECTICONS OBNOXIOUS, IT  
HAS ALSO MADE THEM  
INVINCIBLE!

ANGLE - MEGATRON

As he turns away from this sight with distaste... WIDEN ANGLE to  
include Starscream and Soundwave.

MEGATRON (CONT)

THEY WILL MAKE IT POSSIBLE  
TO CAPTURE THE MASTER  
EARTH DEFENSE COMPUTER  
AT IRON MOUNTAIN ----

CLOSE ON MEGATRON

MEGATRON

AND THEN I WILL HOLD  
THIS WORLD IN THE PALM OF  
FLIP TO: MY HAND!

INT. AUTOBOT HQ - PANNING

RATCHET'S repairing Wheeljack and Ironhide. Spike's at work at  
Teletraan I, with Prime looking on. WELDING SFX, COMPUTER SOUNDS

SPIKE

NO LUCK SO FAR, Optimus! We still haven't found a way to  
counteract the Insecticons' NEW  
super-powers...

CLOSER - SPIKE

He indicates the rising sine wave on the screen.

SPIKE (CONT)

But we may not have to! According to  
this, the

ELECTRO-POWER CORE  
THEY ATE IS INCOMPATIBLE  
WITH THEIR TRILITHIUM  
STOMACH LININGS. ....

ANGLE - JAZZ

He moves to examine the info on the screen, a grin on his face.

JAZZ

Which means their energy lunch is gonna  
give them...

TECHNO-CHEMICAL  
INDIGESTION!?

ANGLE - SPIKE

Grinning back.



SPIKE

Worse... [REDACTED]  
 it's gonna blow them to smithereens IF WE DON'T FIND  
 AN ANTIDOTE.

WIDEN ANGLE, to include the others, gathered around.

INFERNO

Why bother? [REDACTED] I CAN THINK  
 [REDACTED] OF WORSE THINGS THAN A MEDLEY OF  
 EXPLODING INSECTIONS.

FLIP TO:

EXT. IRON MOUNTAIN

A pyramid-shaped peak hollowed out to house "the master defense computer", accessible only through a huge door set into its base. A surrounding concrete wall protects this entry point, while remote controlled laser gun emplacements are set in the wall and higher up the mountain. Note: a series of steep, rocky hills are in front of the peak, one of which will be tumbling down on our heroes in Act III.

INT. IRON MOUNTAIN - DEFENSE POST

MILITARY GUARD watches a radar console on which numerous BLIPS suddenly appear!

MILITARY GUARD

Command control [REDACTED] ALERT!... LOOKS LIKE  
 we've got company!

ANGLE - SKY

As the Decepticons and Insecticons fly toward their next target! JET SFX

CLOSE - MEGATRON, STARScream, SOUNDWAVE - PANNING

They're well ahead of the Insecticons.

MEGATRON

HEAR ME, Soundwave, [REDACTED] WHEN YOU HAVE  
 assimilated all [REDACTED] DATA IN THE MASTER  
 [REDACTED] EARTH DEFENSE COMPUTER...

ANGLE - SOUNDWAVE

PUSH IN on his zombified eyes, which are starting to PULSE slightly...

MEGATRON (VO) (CONT)

We'll [REDACTED] TERMINATE OUR ALLIANCE WITH...

CUT TO:

INSECTIONS

Bombshell and Shrapnel exchange evil glances, hearing Megatron's voice over Bombshell's cerebro-communicator. PUSH IN on this small crystal sensing device Bombshell wears on his wrist, PULSING with the same frequency as Soundwave's zombified eyes.

MEGATRON (VO)(CONT)

(filtered)

~~THOSE~~ Insufferable Insecticons once and for all!

CLOSE ON SHRAPNEL

SHRAPNEL

We shall see, Megatron... we shall see!

INT. IRON MOUNTAIN - DEFENSE POST

A viewscreen next to the radar scope ACTIVATES, showing the column of Decepticons and Insecticons flying INTO VIEW! RUMBLING JET SFX

MILITARY GUARD

Command! Relay [REDACTED] to Autobot

Headquarters [REDACTED] FOR HELP!

VIEWSCREEN OF TELETRAAN I

Displaying the same picture, as the Decepticons and Insecticons prepare to land, FIRING their weapons INTO CAMERA!

MILITARY GUARD (VO)

[REDACTED]  
[REDACTED] Iron Mountain is under attack! THE DECEPTICONS WANT  
THE MASTER EARTH DEFENSE COMPUTER!

ANGLE - PRIME AND THE REST

Suddenly very concerned.

JAZZ

But the Insecticons are flying time-bombs!  
[REDACTED]

PRIME

And if they [REDACTED] EXPLODE INSIDE  
[REDACTED] IRON MOUNTAIN.....

VIEWSCREEN - DRAMATIC ANGLE - DECEPTICONS AND INSECTICONS

On the screen, we see Shrapnel races into the lead of the column, FIRING his 40,000 volts blaster AT CAMERA at close range... and the picture on the screen EXPLODES, then going black!

ANGLE - SPIKE AND AUTOBOTS

Shocked!

SPIKE

They'll blow [REDACTED] IT, THE COMPUTER, AND  
everyone in it sky high!

FADE OUT

END ACT II



ACT III

FADE IN:

WIDE - IRON MOUNTAIN

The Insecticons and Decepticons are BLASTING away!

CLOSER - MEGATRON

FIRING away.

MEGATRON

Give up, humans! The master **EARTH**  
defense computer **██████████** **WILL BE MINE!**

INT. MTN - GUARD POST

The Guard's control panel is smoking, his viewscreen only showing intermittent FLASHES of the attacking bad guys, and the room is rocked by MUFFLED BLASTING SFX...

MILITARY GUARD

(over communicator)

My controls are shot! Lower the  
shield walls...

INT. MAIN CHAMBER OF IRON MTN

A huge, circular area. In the center is a metal floor and a control panel. The COMPUTER OPERATOR activates a series of controls, and concentric steels walls, three feet thick, CRASH down into place... first one surrounding his immediate area, then one outside that, and finally, the outer perimeter!

MILITARY GUARD (VO) (CONT)

(filtered)

And activate **██████████** master **██████████** **EARTH DEFENSE!**

INT. CENTRAL AREA

Where the Operator works the controls again and the futuristic master computer rises from its protected home beneath the steel floor, lights FLASHING...

COMPUTER OPERATOR

(into communicator)

Computer in position...

ANGLE - MASTER COMPUTER

He slides into the operator's seat and activates the automatic defense sequence.

COMPUTER OPERATOR (CONT)

And automatic defense sequence activated!



A SERIES OF SHOTS establishes the laser emplacements... their protective rock coverings SLIDING up, to reveal the lethal laser blasters beneath, which automatically aim and FIRE...

As our villains have to dodge their deadly BLASTS, Megatron getting knocked off his feet by a direct hit!

Gloating over the fallen Decepticon leader.

What's the matter, Megatron? **WEAKLING HUMAN DEFENSES**  
too tough for you?

As he gets back to his feet, PUSH IN on his angry face and...

(Angry growl)

WIDE - COUNTRYSIDE

PUSH IN and PAN WITH the Autobot column (Prime, Grapel, Inferno, Beachcomber, Hound, Jazz, and Bumblebee with Spike), GAINING up to Optimus Prime in the lead, as our heroes ZOOM to the rescue!

(starting VO until he's IN SHOT)

LOOK SHARP, Ratchet, Wheeljack! ~~XXXXXXXXXXXXXXXXXXXX~~  
Iron Mountain ~~XXXXXXXXXX~~ COMPUTER INSTALLATION AHEAD.

CLOSER - PRIME

OPTIMUS PRIME (CONT)

And we're gonna need that antidote fast...

CUT TO:

INT. AUTOBOT HQ

Where Ratchet and Wheeljack are hard at work at what looks like a robotic version of a mad scientist's chemistry lab! SFX: BUBBLING OF LIQUID, CRACKING OF SPARKS

## WHEELJACK

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(into communicator)
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We're doin' our best, Optimus!

CLOSER - WHEELJACK

He trains a CRACKLING SPARK into the green contents of a metal basin, causing the sparks to speak throughout the entire mixture...

WHEELJACK (CONT)

We don't want the Insecticons to blow up *IN YOUR FACE PLATES*  
 [REDACTED] any more than you do!

CUT TO:

EXT. IRON MOUNTAIN - CLOSE ON BOMBSHELL

An ominous METALLIC RUMBLING comes from inside the giant Insecticon.

BOMBSHELL

(growling moan)

*THAT ELECTRO* [REDACTED] power core tasted great, but  
 I'd say it was givin' me heartburn...  
 that is, if I had a heart!

WIDEN ANGLE as Megatron ENTERS SCENE, FIRING at the mountain.

MEGATRON

*HEART, SMART - IF YOU HAD A BRAIN YOU'D REALIZE...*

WIDER

As we see the Decepticons BLASTING away at the laser emplacements on the mountain, the mountain's lasers FIRING back!

MEGATRON (VO)(CONT)

We've got a battle to fight!

ANGLE - SHRAPNEL

He TRANSFORMS from insect mode to robot...

SHRAPNEL

*THEN STOP YAMMERING, MEGATRON, AND  
 USE YOUR HEAD --- LIKE ME!*

And TELEKINETIC RAYS CRACKLE out from his antennae...

ANGLE - LASER EMPLACEMENT

To ZAP one laser emplacement...

ANGLE - NEXT LASER EMPLACEMENT

And the next...

INT. MASTER COMPUTER

As WARNING SIRENS go off and lights flash furiously! The Computer Operator REACTS in fear!

COMPUTER OPERATOR

Oh no! The master computer's ~~\_\_\_\_\_~~ **LASER CONTROL IS GONE!**

ANGLE - SHRAPNEL

Grinning, he sends out another sequence of TELEKINETIC RAYS...

SHRAPNEL

Why waste our power...

ANGLE - LASER EMPLACEMENTS

And, under the control of the RAYS, the lasers pivot to turn back in on the mountain! The lasers FIRE, and huge openings are BLASTED in the side of the mountain, revealing the chambers within!

SHRAPNEL (VO)(CONT)

When we can use the humans' power against them!

ANGLE - DECEPTICONS AND INSECTICONS

Preparing to charge inside, they REACT as we hear VEHICLE SFX...

OPTIMUS PRIME (VO)

*Now,* Autobots!

ANGLE - AUTOBOTS

And the Autobot column ROARS INTO SCENE, splitting up...

OPTIMUS PRIME (CONT)

Transform and attack!

CLOSER

As Jazz, Hound, and Inferno TRANSFORM and begin FIRING away!

ANGLE - BAD GUYS - FEATURING MEGATRON &amp; SHRAPNEL

The Decepticons and Insections return FIRE, as Megatron glares at Shrapnel.

MEGATRON

**ALL RIGHT, YOU BATTLE HUNGRY BEETLE!  
YOU AND YOUR CRONIES KEEP THE  
AUTOBOTS BUSY.....**

ANOTHER ANGLE

As Megatron, Starscream, and Soundwave rush in through one of the gaping openings into the Mountain, as LASER FIRE blasts all around them!

MEGATRON (CONT)

While Soundwave, Starscream and I plunder the secrets of the Master **EARTH DEFENSE** Computer!



CLOSE ON SHRAPNEL

Grinning evilly, he fires his shrapnel shell...

SHRAPNEL  
With pleasure!!!

ANGLE - AUTOBOTS

And Bumblebee, Spike, and Ironhide (the Autobots in humanoid robot form) dive behind a rock outcropping as the shrapnel shell EXPLODES into a thousand deadly fragments, totally decimating their "shelter".

CUT TO:

INT. MOUNTAIN - FIRST INNER WALL OF DEFENSE

Megatron BLASTS through from the other side, running TOWARDS CAMERA through the hole thus created, followed by Starscream and Soundwave.

MEGATRON  
*Follow me* To the master computer!

PUSH IN on Soundwave, PANNING with his GLOWING eyes.

CUT TO:

EXT. MOUNTAIN

As the battle continues! BATTLE SFX

ON SHRAPNEL

Whirling towards Bombshell.

SHRAPNEL (CONT)  
Bombshell! Now that Soundwave is in place, it's time to [REDACTED] "RECRUIT" MORE loyal [REDACTED] troops!

ANGLE - BOMBSHELL

*HYPNO-CONTROL -*  
As he activates his [REDACTED]-shell launcher... whirling around to FIRE it four times in succession!

BOMBSHELL  
[REDACTED] THEN "RECRUIT" AWAY, SHRAP!  
"RECRUIT" AWAY!

ANGLE - SKYWARD

*HYPNO-CONTROL*  
And the first [REDACTED]-shell device WHAPS into the side of Skywarp's head, quickly corkscrewing inside! Skywarp REACTS in surprise, clapping his hand to the side of his head, but too late.

SKYWARD  
Hey! What's going on? Something's inside my mind, taking [REDACTED] OVER MY THOUGHT CIRCUITS!

He's FIRING away at the Autobots...

CLOSER - THUNDERCRACKER

THUNDERCRACKER (CONT)  
Yikes! It's happenin' to me, too...

And as these two SWOOP low, also BLASTING away at the Autobots, two of the ████████-shells THUNK into each of their metal skulls...

As his ~~\_\_\_\_\_~~-shell corkscrews inside!

ANGLE - PRIME & INFERNO

INFERNO  
(puzzled by Insecticons  
firing on Decepticons)

WHAT'S THIS? INSECTIONS SHOOTING AT DECEPTICONS?

Suddenly his eyes open wide and he forces Inferno to the ground... as Laserbeak HURTTLES THROUGH SCENE, LASERS BLASTING.

PRIME  
I think the Insecticons **ARE TAKING**  
**control! Hit the deck!!!**

Grinning, he radiates out his telepathic control rays...

All, Shrapnel, BOMBSHELL  
I've got 'em all under my  
command!

His eyes now GLOW (the same way Soundwave's did when he was taken over earlier...)

SHRAPNEL (VO)  
Great work, Bombshell...

ANGLE - SKYWARP

Ditto...

SHRAPNEL (VO)(CONT)  
And now it's time to go after the  
Autobots...

ANGLE - SHRAPNEL

His TELEKINETIC RAYS radiate out...

SHRAPNEL (CONT)  
[REDACTED] let's [REDACTED] CRUSH THOSE CHROME-COATED-  
clunkers once and for all!

ANGLE - IRON MOUNTAIN LASER EMPLACEMENTS

Re-activating the lasers! They spin around to point towards our  
O.S. heroes and begin BLASTING away!

ANGLE - AUTOBOTS, FEATURING JAZZ

As Jazz is hit and goes down!

JAZZ  
Prime! I'm hit!

ANGLE - BOMBSHELL

He sends out his TELEPATHIC CONTROL RAYS...

BOMBSHELL  
[REDACTED]  
SOON YOU'LL ALL BE RUSTING ON THE SCRAP HEAP!

ANGLE - SKYWARP AND THUNDERCRACKER

Eyes GLOWING, they turn to FIRE the full compliment of their ROCKETS...

ANGLE - BUZZSAW & LASERBEAK

And, their eyes GLOWING as well, they FIRE their lasers full blast...

ANGLE - HILL BEHIND AUTOBOTS

All the armament striking the hill behind the Autobots at once!  
MASSIVE EXPLOSION SFX!

AUTOBOTS - FEATURING PRIME

And the force of the EXPLOSION hurls the Autobots to the ground...

WIDER

And also triggers a massive LANDSLIDE (from the destroyed hill),  
burying our heroes in tons of rock! SCREEN SHAKES!



ANGLE - INSECTICONS

REACTING in triumph!

BOMBSHELL/SHRAPNEL  
(Yells of triumph)

ANGLE FEATURING SPIKE

Buried under tons of rock, but protected by his friends' metal bodies, Spike manages to push himself up into a sitting position.

SPIKE  
GUYS, are you [REDACTED] all right?

PAN OVER to Hound's face, his head wedged under Inferno's back, while huge boulders pin Inferno in place!

HOUND  
(with effort)  
Just great... if [REDACTED] YOU DON'T MIND TWO TONS  
[REDACTED] OF INFERNO SITTING ON  
YOUR HEAD PLATES,

INFERNO  
(with effort) YOU GET TEN TONS OF BOULDERS OFF  
[REDACTED] MY SHOULDER STRUTS AND  
I'll get off your [REDACTED] NOGGIN.

ANOTHER ANGLE - FEATURING PRIME

As he sets his laser rifle to a low setting, DISINTEGRATING one of the boulders at close range!

OPTIMUS PRIME  
Hold still... we'll be out of here FAST ENOUGH,  
[REDACTED]

ON SPIKE

Looking at his watch, his brow furrows with concern.

SPIKE  
I hope so! According to my calculations,  
in 12 minutes, 31 seconds, the  
Insecticons are going to [REDACTED] GO OFF LIKE  
A BLOW TORCH IN A FIREWORKS FACTORY!!

CUT TO:

INT. IRON MOUNTAIN - CENTRAL COMPUTER CHAMBER - FEATURING SOUNDWAVE

The fingers of Soundwave's right hand are plugged into sockets in the computer... WIDEN ANGLE to show the GLOWING ENERGY travelling from the computer to his fingers, up his arm and into his chest area, as the computer monitors are a BLUR of FAST ACTION formulas, maps, schematics, etc., FLASHING across the various screens!

ANGLE - MEGATRON & STARSCREAM

Not aware that Soundwave's been taken over, evil grins crease their faces as they watch him work...

MEGATRON

Now that Soundwave's cracked the **COMPUTER CODE**,  
 [REDACTED] it's time we [REDACTED]  
 [REDACTED] cracked some Insecticon [REDACTED] **BODY SHELLS!**

EXT. MOUNTAIN - INSECTICONS

PUSH IN on Bombshell as he concentrates, his antennae picking up possibly visible telepathic rays. At the sound of Megatron's voice, he does a TAKE and looks over to see...

BOMBSHELL

(listening to an internal  
 communication)

**WAIT!** - A warning from Soundwave...

MEGATRON (VO)

**HEAR ME,** Decepticons!

ANGLE - MEGATRON

Framed by the entrance to the mountain, joined by Starscream.

MEGATRON (CONT)

Soundwave has gathered the data we  
 came for...

HIS POV

PANNING to encompass the zombified Decepticons (Thundercracker & Skywarp, Laserbeak & Buzzsaw) who turn towards their leader.

MEGATRON (VO)(CONT)

Which means the Insecticons are no  
 longer of any use **TO US.**

C.U. MEGATRON

Triumphant!

MEGATRON (CONT)

Destroy them!

ANGLE - SKYWARP AND THUNDERCRACKER

They turn their heads, eyes GLOWING, to the left (toward the O.S. Insecticons)

ANGLE - LASERBEAK AND BUZZSAW

They turn their GLOWING eyes to the right, also toward the Insecticons.

ANGLE - BOMBSHELL

Grinning with evil malice.

BOMBSHELL *SORRY, MEGA MEATBALL,*  
 ... but I think ~~YOUR~~ *YOUR DEAR*  
 Decepticons would rather follow my  
 commands!

ANGLE - STARSCREAM

STARSCREAM  
 (horrified) *THE TREACHEROUS TERMITE*  
 must have bugged our  
 forces with ~~HYPER-CONTROL SHELLS~~ *HYPNO-CONTROL-SHELLS!*

ANGLE - BOMBSHELL

As he readies his cerebro-shell launcher and FIRES twice!

BOMBSHELL  
 Yeah, ~~it works~~ *IT WORKS* somethin' like this!

ANGLE - STARSCREAM

The corkscrew dart THUNKS into Starscream's head, boring inside! He clutches at it, but too late!

STARSCREAM  
 (Startled yell)

ANGLE - MEGATRON

And the second hits Megatron in the forehead! (SFX: THUNK)

CLOSER

As Megatron's mighty hand flies up and grabs the device...  
 (METALLIC DRILLING SFX) WIDEN to include the Decepticon  
 leader's determined eyes... as he finally RIPS the ~~HYPER-CONTROL~~ *HYPNO-CONTROL* shell  
 away from his head and throws it to the ground!

MEGATRON  
 (Grunt of effort) No one gets  
 into my ~~CRANIAL CHAMBER~~ *CRANIAL CHAMBER!*

ANGLE - GROUND

As he SQUASHES it underfoot, there's a HIGH-PITCHED ELECTRONIC SHRIEK...

ANGLE - BOMBSHELL

And Bombshell's hands fly up to his own ears, as if the destruction of his cerebro-shell caused him physical pain.

BOMBSHELL  
 OWWWW!!! My ~~HYPER-CONTROL SHELL~~ *HYPNO-CONTROL SHELL!*  
 HE destroyed my ~~PRECIOUS SHELL~~ *PRECIOUS SHELL!*



ANGLE - MEGATRON

He raises his blaster...

MEGATRON

And now I'm going to destroy you!!!

But before he can do that... WIDEN ANGLE to reveal Optimus Prime freeing himself from the mountain of boulders... to launch himself at Megatron, tackling him to the ground!

OPTIMUS PRIME

No, Megatron, [REDACTED] GET AWAY FROM THEM!

ANGLE - INSECTICONS

Shrapnel TRANSFORMS to insect mode, as do his friends...

SHRAPNEL

(cackling laughter)

WHAT A TREAT! Even [REDACTED] Autobots work to save us! Into the mountain, Insecticons...

ANOTHER ANGLE

And they fly towards the entrance to the Mountain.

SHRAPNEL (CONT)

[REDACTED] WE'LL HELP OURSELVES TO THE DATA SOUNDWAVE TOOK FROM THE COMPUTER while our Decepticon slaves blast our enemies!

C.U. BOMBSHELL - PANNING

Radiating telepathic control waves to the Decepticons...

BOMBSHELL

You heard him, slaves! [REDACTED]

FIGHT ON!

WIDE

As Starscream, Thundercracker, and Skywarp's eyes GLOW, and they raise their weapons and begin to FIRE!

STARSCREAM/THUNDERCRACKER/SKYWARP

YES, Master [REDACTED] INSECTICON, WE SHALL OBEY!

ANGLE - PRIME AND MEGATRON

Dodging the BLASTS, they dive into the cover of the pile of boulders Prime's just worked his way out from.

MEGATRON

(angry)

Why did you stop me from destroying [REDACTED] THOSE SIX-LEGGED LIABILITIES?

Meanwhile, we see the other Autobots starting to force their way out from under the giant rocks, as Prime reaches in and gives Ironhide a hand! (SFX: SHIFTING BOULDERS, SCRAPING METAL)

OPTIMUS

Your fusion cannon would have detonated ~~THE~~ **ELECTRO-POWER**  
 " LUNCH " ~~██████████~~ inside the Insecticons  
 and destroyed us, as well!

IRONHIDE

(as he struggles free)

Thanks, ~~██████████~~ Optimus. **THAT'S A LOAD OFF MY**  
**MIND, BACK, KNEES AND EVERYTHING ELSE. COOPS!**

Suddenly, however, all duck as Buzzsaw and Laserbeak SWOOP  
 THROUGH SCENE, LASERS BLASTING!

ANGLE - MEGATRON

He wheels around and his FUSION CANNON FIRES twice!

MEGATRON

(to the robot condors - enraged)

How dare you fire at me ~~██████████~~, **YOU AIR-BORNE BOOBIE-BIRDS!**

ANGLE - LASERBEAK AND BUZZSAW

They're both HIT in the rear, and go swooping off crazily, metal fragments (feathers?) fluttering to earth!

BUZZSAW/LASERBEAK

(Painful caws)

ANGLE FEATURING MEGATRON AND PRIME

MEGATRON

I'll ~~██████████~~ them all!!!  
~~TERMINATE~~

Prime and the others REACT as they hear VEHICLE SFX:

WIDE

As Wheeljack and Ratchet (in vehicle form) come ZOOMING INTO  
 SCENE, dodging LASERS BLASTS from the O.S. Decepticon jets...

WHEELJACK

Optimus! We've got the antidote!

ANGLE - STARSCREAM

Eyes GLOWING...

STARSCREAM

(zombified)

**DESTROY, DESTROY!** Megatron and ~~██████████~~ Autobots! ~~██████████~~ **Destroy** ~~██████████~~!

ANGLE - MEGATRON

He leaps from behind the sheltering boulders and BLASTS his "friends"!

MEGATRON *YOU'VE FLIPPED YOUR LOGIC CHIPS,  
STARSCREAM, AND IT  
WILL COST YOU DEARLY!*

ANGLE - THUNDERCRACKER, STARSCREAM & SKYWARP

And the three of them, SMOKING from the direct hits, go staggering back... out of commission for the time being.

ANGLE - WHEELJACK AND RATCHET

They TRANSFORM to robot mode... Ratchet holding a clear cannister of sparkling green antidote.

*HERE, PRIME -* RATCHET  
the antidote *TO INSECTICON EXPLODING INDIGESTION!*

PAN with them as they hand it to Prime...

CLOSE ON PRIME

As he turns to Megatron.

PRIME  
*WELL, MEGATRON -* Are you with us *OR NOT?*

MEGATRON  
Anything to destroy those *REVOLTING ROBOTIC ROACHES !!*

CUT TO:

INT. COMPUTER CHAMBER - INSECTICONS, SOUNDWAVE

Soundwave is still hooked up (CONTINUING COMPUTER SFX)...

*(DATA)* SOUNDWAVE  
The transfer is nearly complete.

SHRAPNEL  
And when it is, we'll *BE ABLE TO "BITE"*  
*INTO THE* energy reserves of the *WORLD!*

MEGATRON (VO)  
Insecta-clowns!  
*A BOLD CONCEPT,*  
The Insecticons whirl to see...

THEIR POV - MEGATRON

Megatron racing ahead of the Autobots through the blasted entryway into the central chamber!

*YOUR* MEGATRON  
But *game's over!*

ANGLE FEATURING SPIKE

Horrified!



SPIKE  
No! He'll set off the **ELECTRO-POWER EXPLOSION!**

ANGLE - MEGATRON

He FIRES his fusion cannon...

ANGLE - INSECTICONS, SOUNDWAVE

They dodge, but the BLAST blows out part of the mountain's interior!

CLOSER - BOMBSHELL

Suddenly, we hear a LOUD RUMBLING from inside him and his face looks pained!

BOMBSHELL  
Owww!!! My stomach! It hurts!

ANGLE - SHRAPNEL

A LOUD RUMBLING from his stomach, too!

SHRAPNEL  
Mine too, but there's no time for **BELLY-ACHING!**

And with that, he FIRES his souped-up 40,000 volt ray!

ANGLE - MEGATRON

The ELECTRIC BOLT hits him, ELECTRIC SFX zinging up and down his metal form!

ANGLE - SPIKE

Looking at his watch.

SPIKE  
Optimus! Thirty seconds and the  
Insecticons **GO KAFLLOEY!**

ANGLE - PRIME

He grabs the SPARKING Megatron...

OPTIMUS PRIME  
Megatron... you've gotta transform!

ANGLE - BOMBSHELL

RUMBLING LOUDER, he FIRES his head mortar. (Note: The three Insecticons are going to be RUMBLING louder and louder throughout this sequence, whether in the frame or not)

BOMBSHELL  
I'll transform you all... to **MOLECULES OF MELTED METAL!**

ANGLE - CHAMBER WALL

It's BLOWN to smithereens, sending Autobots flying!

ANGLE - MEGATRON

With a great effort, he does TRANSFORM to RAY GUN mode...

MEGATRON  
(Sound of great effort)

WIDEN ANGLE as Prime grabs the gun and rams one of the antidote cannisters down the barrel!

CLOSE ON SHRAPNEL

Readying another volt blast... RISING SFX

ANGLE - PRIME AND MEGATRON GUN

Prime FIRES the gun, and a bolt of SPARKLING GREEN LIGHT ZAPS out!!!

ANGLE - BOMBSHELL

Hitting Bombshell... surrounding him with green light, instantly absorbed into his body!

BOMBSHELL  
(Cry of surprise)

And suddenly, he starts shrinking back to normal size!

BOMBSHELL  
My [REDACTED] ELECTRO-POWER'S  
DIMINISHING... I'M SHRINKING!

ANGLE - KICKBACK

He GRABS [REDACTED] Soundwave with one leg and flies to the ceiling...

KICKBACK WE'LL I'M STILL SUPER-TOUGH,  
[REDACTED] Shrapnel! Let's  
get outta here with Soundwave!

He spins and KICKS a hole out through the far side of the chamber (and out of the mountain itself).

KICKBACK (CONT)  
We can pick [REDACTED] THE DATA OUT OF  
[REDACTED] HIS CIRCUITRY LATER!

ANGLE - PRIME

He rams another cannister of antidote down the Megatron gun and FIRES again... and another green BOLT OF LIGHT shoots out...

NOT A CHANCE, PRIME  
[REDACTED] Kickback!

ANGLE - KICKBACK

And the antidote ZAPS him, too, before he can squeeze through the hole, and similarly bathes him in its light! He suddenly shrinks back to his normal size, losing his grip on Soundwave in his surprise...

KICKBACK  
(Surprised cry)

ANGLE - SHRAPNEL

As Shrapnel flies to the center of the room, TRANSFORMING to humanoid robot mode. He raises one arm high overhead...

SHRAPNEL  
Now you'll learn what happens to those  
who stand in the way of  Insecticon  MIGHT!

ANGLE - SPIKE

Terrified... looking at his watch.

SPIKE  
No! Shrapnel!   
 In 10 seconds, THE ELECTRO-POWER  
CORE YOU ATE IS GOING TO EXPLODE!

ANGLE - SHRAPNEL

As electric potential begins to crackle up and down his body...

SHRAPNEL  
Something's gonna explode...

EXT. ANGLE - FEATURING TOP OF IRON MOUNTAIN AND STORM CLOUDS ABOVE

Suddenly a TREMENDOUS BOLT OF LIGHTNING ZAPS down from the clouds, into the top of the mountain...

INT. CEILING OF CENTRAL CHAMBER...

As the Lightning bolt TEARS through the ceiling...

ANGLE - SHRAPNEL

And strikes Shrapnel's upraised arm! The Insecticon directs the immense power of the lighting through his body, and out his other, outstretched hand! SEARING LIGHTNING SFX

SHRAPNEL (CONT)  
But it's not gonna be  YOURS TRULY!

ANGLE - AUTOBOTS, MEGATRON

The LIGHTING BLAST hits Prime and Megatron, knocking them both through a loop!



C.U. SPIKE

REACTING!

SPIKE  
Optimus, no!

ANGLE - CANNISTER

As the cannister of antidote rolls free... Spike rushes INTO SCENE to grab it!

ANGLE - SPRAPNEL

He looks down at Spike, POWER still coursing through his body... ready to BLAST him! Suddenly, however, the  RUMBLING gets very loud, and Shrapnel falls to his knees in pain...

SHRAPNEL  
(Cry of agony)

ANGLE FEATURING JAZZ

The Autobots are pretty well buried under rubble or still recovering from fried circuits, but Jazz recovers enough to yell out with alarm!

JAZZ  
Get away, Spike! He's gonna  OFF LIKE A CYBERTRONIC  
PUFFER FISH WITH THE BENDS!

ANGLE - SPIKE

He races up to Shrapnel, climbing up the metallic ridges on his chest! The Insecticon is in too much agony to offer any resistance... and as the RUMBLING approaches a crisis, Spike pulls out a screwdriver and prys open a chest compartment...

CLOSE ON SHRAPNEL

His eyes suddenly glow with an intense light, as the RUMBLING CRESCENDOS...

ANGLE - PRIME

Recovered enough to look on in terror for his little friend...

PRIME  
Spike!  GET AWAY FROM HIM BEFORE  
TIME RUNS OUT!

CLOSE ON SPIKE

He rams the GLOWING antidote cannister into Shrapnel's chest compartment, SLAMS the panel shut, and drops away...

ANOTHER ANGLE - SPIKE

Rolling away...

ANGLE - SHRAPNEL

His glowing eyes suddenly emit a tremendous LIGHT... and the RUMBLING changes into a ROAR like a Saturn 5 lifting off! WIDEN ANGLE as Shrapnel's entire body suddenly blasts out with a GREEN SPARKLING LIGHT (as he blows into little bits)...

ANGLE - AUTOBOTS, MEGATRON, SPIKE

And the force of this explosion knocks them backwards... SFX: ROARING, CLANGING OF METAL...

ANGLE - KICKBACK, BOMBSHELL & SOUNDWAVE

They're knocked head over heels, to SMASH into a wall with loud CLANGS, and in addition, Soundwave happens to SMASH into a POWER MAIN... and as a result, ELECTRIC ENERGY SHORT-CIRCUITS through his whole body! He then slumps to the floor, to join his "masters"...

SOUNDWAVE

No... my memory circuits! All erased!

CLOSE ON BOMBSHELL

As the ROARING EXPLOSIVE SFX start to fade, Bombshell shakes his head to clear the cobwebs...

BOMBSHELL

(groggy)

Ugh! I've... lost my hold on the Decepticons...

ANGLE - SOUNDWAVE

~~HYPNO-CONTROL~~

As we see the ~~shell~~-shell suddenly appear again, boring its way out of his head, to fall harmlessly to the ground! (METALLIC BORING SFX)

CLOSE ON SPIKE

Shielding his eyes from the light... which now dies completely, as do the ROARING SFX.

SPIKE

THE ANTIDOTE ~~worked~~ worked ~~-----~~ I THINK

WIDEN ANGLE

As other Autobots carefully get to their feet...

MEGATRON (VO)

But not for Shrapnel!

ANGLE - SHRAPNEL

He's standing, gloating over the shattered pieces of Shrapnel, scattered out over the floor!

'I'm only sorry I didn't squash the stupid bug myself!'

Getting groggily to his feet, he readies his Insecta-shell launcher (probably the same thing as his cerebro-shell launcher... see episode 13 where it was used earlier)... and FIRES...

WE'RE NOT THAT EASY TO SQUASH, MEATATRON!

The insecta-shell gently EXPLODES in the midst of the wreckage of Shrapnel, sending out hundreds of electromagnetic control filaments...

ANGLE - BOMBSHELL

BOMBSHELL (VO) (CONT)

### ANGLE - SHRAPNEL FRAGMENTS

As the filaments suddenly glow with an energy field as well...  
which pulls Shrapnel back into shape! ENERGY SFX

BOMBSHELL (VO) (CONT)

Are hard ~~██████████~~ KNOW HOW TO GET IT TOGETHER!

STARSCREAM (VO)

(groggy)

Megatron, what's going on?

ANGLE - STARSCREAM, THUNDERCRACKER, SKYWARP

The three Decepticon jets, in robot form, are staggering INTO SCENE, bewildered.

STARSCREAM (CONT)

I've got a [REDACTED] headache [REDACTED] IN MY MEMORY CHIPS  
can't [REDACTED] RECALL WHAT HAPPENED.

Suddenly, they're bowled over as Shrapnel, Kickback, and Bombshell, in robot form, go CRASHING through them!

## KICKBACK

But Megatron **██████████** CAN, STAR SKUNK ....



EXT. ENTRANCE TO IRON MOUNTAIN

As the Insecticons come charging out, TRANSFORMING to insect mode...

BOMBSHELL  
Which means it's time...

SHRAPNEL  
We were on our way! EYE EYE, TA TA, SO LONG!

INT. MOUNTAIN - ON MEGATRON

Outraged! He takes off after them...

MEGATRON  
After the traitors! THEY DEFIED ME!

ANGLE - STARSCREAM, SKYWARP, THUNDERCRACKER

Megatron SMASHES past the three jets...

EXT. IRON MOUNTAIN - ENTRY WAY

As the three Insecticons take to the air...

REVERSE ANGLE

And the Decepticons, including Soundwave and the jets follow out the entry way after Megatron! They all leap into the air, the jets TRANSFORMING (JET SFX), the CAMERA TILTING up to follow their progress as they ZOOM up and away!

MEGATRON (VO)  
(shrieking - fading out)  
[REDACTED] those pests [REDACTED] MUST NOT ESCAPE!

ANGLE - ENTRY WAY - CLOSE ON SPIKE

As Spike he watches the Decepticons and Insecticons disappear.

SPIKE  
Gee... the Insecticons [REDACTED] GAVE US A LOT  
[REDACTED] OF TROUBLE, DIDN'T THEY? BUT...

WIDEN to include his pals, including Prime, Bumblebee, and the rest.

SPIKE, [REDACTED] PRIME, BUMBLEBEE ET.AL,  
[REDACTED] they seem to bug Megatron  
[REDACTED] more!

[REDACTED] FADE OUT  
(ALL EXCHANGE LOOKS AND LAUGH IN UNISON)  
THE END