

TRANSFORMERS

"Day of the Machines"

(MP#700-24)

Written by:  
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TRANSFORMERS  
"Day of the Machines"  
(MP#700-24)

CAST LIST

AUTOBOTS:

OPTIMUS PRIME  
HOUND  
SKYFIRE  
WHEELJACK  
PROWL  
SIDESWIPE  
IRONHIDE  
TELETRAAAN I

DECEPTICONS:

MEGATRON  
SOUNDWAVE  
FRENZY  
RUMBLE  
STARSCREAM  
RAVAGE

CONSTRUCTICONS:

HOOK  
PAYLOAD  
SCROUNGE

DINOBOTS:

GRIMLOCK  
SNARL  
SLAG

HUMANS AND OTHERS:

NARRATOR  
GUARD  
TORQ  
DR. PAUL GATES  
DR. CARL ANDREWS  
SPIKE  
SPARKPLUG  
CAPTAIN

LOCATIONS

EXT. - QUANTUM LABS COMPOUND - MAIN GATE, RIVER PORT, BUILDINGS  
INT. - QUANTUM BUILDINGS - GATE'S OFFICE, TORQ BUILDING, ROOMS  
EXT. AND INT. - AUTOBOT HQ  
EXT. - OCEAN - OIL PLATFORM  
INT. - OIL PLATFORM - SEA PLATFORM STORAGE ROOM, HALLWAYS  
EXT. - VARIOUS SHIPS, TANKERS

"The Machine Rebellion"  
(MP#700-24)

FADE IN:

EXT. - THE QUANTUM COMPOUND - NIGHT

A huge complex of low buildings, a self-contained village, this research center sits on the banks of a wide river, surrounded by high fences and heavy Army guard -- sentries, tanks, armored vehicles, and gun turrets at every gate.

NARRATOR (VO)  
Quantum Laboratories -- the  
nation's biggest research center,  
whose high-tech secrets are  
guarded by the Army!

As the Narrator SPEAKS, the Camera PUSHES IN on one of the buildings.

CUT TO:

INT. - AN OFFICE

A violin case, a cassette player, and a parcel wrapped in brown paper sit in the immediate f.g., as an Army GUARD pokes through the doorway in the b.g., shining his flashlight on them.

GUARD  
What the devil...?

ANOTHER ANGLE ON THE THREE OBJECTS

The Guard moves INTO SCENE to examine them. He jimmies the violin case, but it's locked. He scoops them all up and turns to exit.

GUARD (CONT)  
Crazy scientists...Better take  
these to the lost and found.

CUT TO:

INT. OF LOST AND FOUND

The Guard places the objects inside a large wire-mesh "cage" and locks the gate behind him as he EXITS.'

## INSIDE THE CAGE - CLOSER

The cassette player's hatch flips open and a cassette pops out, transforming into LASERBEAK! He flies o.s. as the CAMERA PULLS BACK and the cassette player transforms into SOUNDWAVE. He tosses a key to Laserbeak o.s...

SOUNDWAVE

Laserbeak...release our leader!

## ON LASERBEAK AND VIOLIN CASE

Laserbeak catches the key in his beak and inserts it into the lock of the violin case. The case springs open, revealing a pistol.

## WIDER

The pistol transforms into MEGATRON!

MEGATRON

Get a move on, Soundwave!

Soundwave scoops up the parcel as Megatron turns to the gate and BLASTS it away. They then rush OUT through the opening.

CUT TO:

## EXT. - WIDE - A HUGE BUILDING

--the size of an aircraft hangar. Two SENTRIES stand guard by the front entrance, under a sign which reads: "TORQ PROJECT: AUTHORIZED PERSONNEL ONLY." The CAMERA PANS UP as the Decepticons fly down INTO SCENE, dropping onto the roof, unnoticed by the guards.

## CLOSER ON THE ROOF

Laserbeak uses his red-hot laser beams to deftly carve out a hole big enough for them to pass through. (SFX: LASER)

CUT TO:

## INT. OF BUILDING

The Decepticons drop down onto the floor of the building, which is one enormous room. Soundwave sets down the parcel as Megatron points.

MEGATRON

There it is...!

The CAMERA PANS OVER to an immense computer, its myriad panels ablaze with multi-colored lights, a videographic "face" on the large central read-out screen posed in an attitude of sleep.

MEGATRON (CONT-VO)

Torq Three, the most powerful  
computer on this planet!

Megatron ENTERS, approaching one of the control panels.

MEGATRON (CONT)

Now to reprogram it for my own  
...special needs!

He presses some buttons.

CLOSER ON TORQ'S "FACE"

The face suddenly "wakes up" and frowns...

TORQ

That is an illegal entry!

ON MEGATRON AND TORQ

As he speaks, a tiny hatch opens in his forehead.

MEGATRON

I'll show you an illegal entry!

Like a shot, a datalink-coupler telescopes out of the hatch and clamps onto a terminal port on the computer's board. (SFX: HIGH-SPEED BEEPING OF DATA TRANSMISSION) Every light on the computer strobes like a Christmas tree. Pulsing waves of color wash over the "face" on the screen as it begins to change, taking on an evil expression, becoming like Megatron!

MEGATRON (CONT)

Now...! You are being programmed  
with my personality -- with my  
instincts!

As the coupler retracts and the BEEPING CEASES, The CAMERA PUSHES IN on the face on the screen--now totally evil!

TORQ

I am yours to command, Master  
Megatron!

CLOSE ON MEGATRON

He turns to face Laserbeak and Soundwave, holding up a small circuit card covered with tiny blinking diodes.

## MEGATRON

This remote-control circuit will enable Torq to operate any machine it's attached to!

## WIDE

Megatron turns to the robotic machinery crowding the rest of the room: autowelders (mobil arc-welding machines), autoconstructors (building devices with dozens of arms), and "wheelie-waldoes" (mobil mechanical grappling machines).

NOTE: None of this machinery should look humanoid; all of the machines here are prototypes and should look very mechanical--exposed wiring, valves, and joints plainly visible, like automobile-industry robotics.

Megatron approaches an autowelder, places the card on it.

## MEGATRON

Torq -- this machine is at your command. Use it!

## ANGLE ON TORQ

The "face" on the screen grins evilly, and its panel lights blink rapidly in sequence.

## ANGLE - THE AUTOWELDER

It suddenly comes to life, whirling around and spraying a jet of blue flame INTO CAMERA!

## WIDE ON DECEPTICONS

They scatter in all directions, ducking behind crates and consoles as the flame sweeps THROUGH SCENE!

## THE AUTOWELDER

wheels around the room, shooting flame everywhere!

## WIDE ON MEGATRON AND TORQ

## MEGATRON

Torq -- cease the attack!

## THE AUTOWELDER

stops shooting the blue flame.

BACK TO MEGATRON AND TORQ

MEGATRON  
I have taught you well!

TORQ  
What is your bidding, my master?

Megatron pulls himself up to his full height and barks:

MEGATRON  
What is the first order of war?

TORQ  
Prepare the defenses!

ANGLE ON THE PARCEL

Megatron rips it open -- revealing hundreds of remote-control circuit cards!

MEGATRON  
Then put these on every machine  
in the compound and defend  
yourself!

The CAMERA PULLS BACK as the autowelder rolls up INTO SCENE and scoops up a bundle of the cards in its mechanical arm.

FLIP TO:

EXT. - A FIVE-STORY BUILDING ELSEWHERE IN THE COMPOUND

NARRATOR (VO)  
At that very moment, elsewhere  
in the Quantum Compound, Dr. Paul  
Gates is talking to the chief of  
research, Dr. Andrews!

DISSOLVE THROUGH TO:

INT. OF GATES' OFFICE - NIGHT

DR. PAUL GATES, a handsome young man in a white smock, is seated at his desk, talking to DR. CARL ANDREWS, a portly, older man in a black suit, smoking a pipe.

GATES  
I'm not sure, Carl. It's possible  
we're building a mechanical brain  
that's too smart!



ANDREWS

The development of the Torq Three  
Computer must continue!

GATES

But Torq's already capable of  
controlling the whole world! What  
if someone tampered with it?

CLOSER ON GATES

as he stands and spreads his arms.

GATES

The whole world's becoming  
completely dependent on machines!  
We build machines that actually  
build other machines!

The CAMERA PANS to the wall as he points to several framed  
designs on it -- the autowelder, the autoconstructor, etc.

GATES (CONT-VO)

Robot welders! Robot  
constructors!

CONTINUE PAN to the open sliding door leading to the hall.

GATES (CONT-VO)

Automatic doors!

WIDE ON GATES

now holding a beeper. He presses it, and a large multi-levelled  
file cabinet rolls over to him, opening one of its drawers for  
him.

GATES (CONT)

Even robot file cabinets!

ANGLE ON ANDREWS

He stands to leave.

ANDREWS

Nonsense, Gates. You've been  
working too hard.

The CAMERA PANS with him as he approaches the door.

ANDREWS (CONT)

I'm going home--Try to get some  
sleep..



The door slides shut in his face!

ANDREWS (CONT)

What the-- !

Gates ENTERS SCENE and presses on the door, trying to slide it open. Andrews helps, but the door won't budge.

GATES

See what I mean?!

ANGLE ON VISIPHONE

A television-phone built into the wall. Gates ENTERS SCENE.

GATES (CONT)

I'll call maintenance to get us  
out...

But when he picks up the receiver, Torq's evil face appears on the screen!

TORQ

You'll do no such thing, Dr.  
Gates. I control Quantum Labs  
now...!

The screen goes dark. The CAMERA PULLS BACK as Gates turns to Andrews, who responds with a shocked look.

ANDREWS

This can't be happening!  
It's-- impossible!

CLOSER ON GATES

He pulls a screwdriver out of his breast pocket and starts unscrewing the visiphone panel.

GATES

Get anything you can find that's  
made of metal! Ballpoint  
pens --anything!

CLOSE ON ANDREWS

ANDREWS

What are you doing?!

BACK TO GATES

He yanks off the panel, exposing the guts of the visiphone.

GATES

Rebuilding this thing for long  
range transmission! We've got  
to get help!

FLIP TO:

EXT. - SKY - DAY (PAN BG)

NARRATOR (VO)

The next morning..,

Megatron, FRENZY, and RUMBLE fly INTO SHOT, side by side.

MEGATRON

There they are...!

The CAMERA PANS DOWN to the ocean and AHEAD to a fleet of oil  
supertankers moving slowly through the water.

BACK TO MEGATRON AND RUMBLE (PAN BG)

Megatron hands him a remote-control circuit card. Rumble clamps  
it on the barrel of his gun--then FIRES it away.

CLOSER ON ONE OF THE TANKERS

The circuit card shoots INTO SCENE past CAMERA, streaking down  
and away toward the tanker.

CLOSE ON WALL OF THE TANKER'S SUPERSTRUCTURE

The card shoots IN and CLANKS onto the metal wall, sticking to  
it, its diodes blinking brightly.

UPSHOT ON FRENZY (PAN BG)

As he flies he surveys the ship below...

FRENZY

Perfect! A direct hit!

ON MEGATRON AND RUMBLE (PAN BG)

MEGATRON

The Torq computer is captain of  
that oil tanker now! Rumble--  
fire remote-control cards at the  
rest of them!

As Rumble takes aim again, we...

FLIP TO:

EXT. - AUTOBOT HQ - DAY

The CAMERA PUSHES IN slowly on the volcano.

TELETRAAN I (VO)  
Optimus Prime--your attention is  
required...

CUT TO:

INT. OF AUTOBOT HQ - ON TELETRAAN I

OPTIMUS PRIME approaches the computer.

OPTIMUS PRIME  
What's up, Teletraan I?

A screen lights up with a map of the Atlantic Ocean, dotted with black dots representing ships -- and blinking red dots with are all converging on a single point in mid-ocean.

TELETRAAN I (VO)  
Data-scan indicates massive shift  
in shipping patterns.

OPTIMUS PRIME  
Hmm. All those ships are  
converging on the same place-- near  
the Decepticons' undersea  
headquarters!

TELETRAAN I (VO)  
And they are all oil tankers!

CLOSER ON OPTIMUS PRIME

He reacts in alarm.

OPTIMUS PRIME  
I smell a rat--named Megatron!

TELETRAAN I (VO)  
Incoming message, from Quantum  
Labs--emergency frequency!

CLOSE ON TELETRAAN'S SCREEN

Dr. Gates' worried face appears on the screen.

GATES  
Optimus Prime! Thank heavens I've  
reached you!

WIDER - TO INCLUDE OPTIMUS PRIME

OPTIMUS PRIME  
Dr. Gates! What's wrong?

GATES  
It's our supercomputer, Torq  
\* Three!

BACK TO GATES ON THE SCREEN

GATES  
Somebody's altered its  
programming! It seems to be  
running all of the machines in  
the compound!

CLOSE ON OPTIMUS PRIME

OPTIMUS PRIME  
We'll do what we can! Hang tight!

FLIP TO:

INT. AUTOBOT HQ - A FEW MINUTES LATER

Optimus Prime has assembled the Autobots -- IRONHIDE, SIDESWIPE,  
PROWL, HOUND, SKYFIRE, and WHEELJACK, as well as SPIKE and  
SPARKPLUG.

OPTIMUS PRIME  
And that's the situation--we've  
got two disasters on our hands  
at once. So we're on our way to  
Quantum Labs to help our friend  
Dr. Gates.

CLOSER ON HOUND

HOUND  
Whoa, wait a minute! It sounds  
like the Decepti-creeps are  
collecting all the oil tankers!  
We've got to stop them!

ON OPTIMUS PRIME

OPTIMUS PRIME  
But no lives are at stake out  
there, Hound. The people at  
Quantum are in danger!

The CAMERA PULLS BACK to include Hound.

HOUND

There's gonna be a worldwide  
catastrophe if those tankers  
aren't stopped! At least let me  
go check it out!

ANOTHER ANGLE - TO INCLUDE SKYFIRE

Optimus Prime thinks it over for a second. Then:

OPTIMUS PRIME

Very well. Skyfire, you take him  
there.

SKYFIRE

Roger, Optimus Prime!

Spike steps forward INTO SCENE.

SPIKE

Let me go, too, Optimus!

CLOSER ON OPTIMUS PRIME

OPTIMUS PRIME

Very well, Spike. Autobots...  
transform!

WIDE ON AUTOBOTS (PAN BG)

as several of them transform to auto modes. STOP PAN on Optimus  
Prime. He transforms to his truck mode...

PRIME (CONT-VO)

I've got a sneaking suspicion that  
these two crises are connected  
somehow!

CUT TO:

EXT. OF AUTOBOT HQ

PRIME (CONT-VO)

Roll out!

as the Autobots wheel out of the volcano and head o.s.!

FLIP TO:

EXT. - QUANTUM LABS - MAIN GATE - DAY

as the Autobots wheel INTO SCENE at the gate. The guards seen earlier are gone. Indeed, the whole place seems deserted.

CLOSER ON AUTOBOTS

The CAMERA PANS along the vehicles as they transform back to robot mode. STOP PAN on Prime as he transforms, turns to the gate and RIPS the steel-fence gate open. He turns to the others.

OPTIMUS PRIME

All right, let's...

There is an o.s. EXPLOSION and a blazing projectile WHIZZES THROUGH SCENE right past him! He looks off to see:

PRIME'S P.O.V. - A ROW OF ARMY TANKS

rolling down the entryway toward them. One of them FIRES!

WIDE ON THE AUTOBOTS

As the projectile SCREAMS THROUGH, the team charges forward!

INT. TORQ III BUILDING - CLOSE ON DISPLAY SCREEN

The video "face" leers evilly.

TORQ

Now to test my newfound firepower  
on those miserable Autobots!

BACK TO EXT. - ANGLE ON ONE OF THE TANKS

Wheeljack rushes IN from the side and leaps onto the tank, ripping off its tophatch. (SFX: GROANING METAL)

DOWNSHOT - THE HATCH

Wheeljack peers in, and sees to his surprise:

WHEELJACK

These things're drivin'  
themselves!

WIDE ON PROWL

PROWL

Then stand clear!

He whips up his weapon and FIRES o.s.!

WIDE - WHEELJACK ON THE TANK

He leaps off just as one of Prowl's incendiary missiles streaks IN and BLOWS the tank to smithereens!

ANGLE ON ANOTHER TANK

rolling INTO CAMERA, as Sideswipe suddenly runs in front of it.

SIDESWIPE  
Just where d'ya think you're  
going?!

He lands a terrific haymaker on the tank's front, flipping it up and over on its back, its treads spinning uselessly.

ANGLE ON OPTIMUS PRIME

He FIRES a missile o.s.

ANOTHER TANK

bites the dust!

WIDE ON IRONHIDE

IRONHIDE  
Great shootin', Optimus Pr--

Suddenly a hail of bullets rips THROUGH SCENE, RICCOCHETING against his chest and sending him sprawling on his rump!

WIDE - LOOKING DOWN THE STREET

A platoon of driverless armored vehicles is rounding the corner and heading toward us, guns BLAZING!

OPTIMUS PRIME AND WHEELJACK

Optimus Prime is looking ahead at the approaching vehicles while Wheeljack looks in the opposite direction as bullets streak THROUGH SCENE all around them.

OPTIMUS PRIME  
Get those armored vehicles!

WHEELJACK  
I think they got us covered...

Optimus Prime looks over his shoulder.

THE OPPOSITE END OF THE STREET

A phalanx of driverless Army trucks charges INTO CAMERA!



OPTIMUS PRIME (VO)  
Good grief!

BACK TO SHOT

Optimus Prime looks back at the o.s. SOUND OF SIRENS.

OPTIMUS PRIME (CONT)  
More bad news...

UPSHOT - LASER TURRETS

Wig-wags twirl above the turrets and SIRENS SOUND. The big laser cannons take aim by themselves and FIRE downward!

OPTIMUS PRIME AND WHEELJACK

lurch back to avoid the CRACKLING rays.

OPTIMUS PRIME  
Didn't I tell you?

WIDE ON THE AUTOBOTS

They scramble o.s. in all directions as laser beams slice up the street and the trucks plow THROUGH SCENE.

OPTIMUS PRIME AND PROWL

FIRING their weapons.

OPTIMUS PRIME  
Aim for the tires!

WIDE ON ONE OF THE TRUCKS

Its tires are blown out by Optimus Prime's FIRE and it careens to the side, toppling over in a cloud of smoke.

OPTIMUS PRIME

dodges a blaze of laser beams. He points o.s.

OPTIMUS PRIME  
Wheeljack--take those lasers out!

WIDE ON WHEELJACK

He whirls, aiming his shoulder-cannon, and BLASTS forth a rapid fire of shrapnel-needles.

UPSHOT ON TURRETS

Hit by the blast, they SHATTER into fragments, one after the other!

WIDE ON IRONHIDE

As Wheeljack runs THROUGH SCENE:

WHEELJACK  
Look out, Ironhide!

Ironhide looks up as one of the trucks plows into him, continuing o.s.

ON IRONHIDE AND TRUCK (PAN BG)

His arms and legs are splayed out against the nose of the truck as he clutches the grill for support. Over his shoulder he sees:

IRONHIDE'S P.O.V. - A BRICK WALL

The CAMERA PUSHES IN to indicate the truck's rapid approach toward it.

IRONHIDE (VO)  
Why does everything happen to me..?!

ANOTHER ANGLE ON WALL

The truck CRASHES into the wall and backs off o.s., leaving Ironhide buried in a pile of bricks. As he pulls himself out:

IRONHIDE (CONT)  
Oh, my achin' resistors..!

ANGLE ON OPTIMUS PRIME AND PROWL

OPTIMUS PRIME  
There's only one way to deal with this onslaught -- and that's to stomp it flat!

PROWL  
(realizes)  
The Dinobots!

Optimus Prime looks up and sees:

PRIME'S P.O.V. - ANOTHER BATCH OF TANKS

rounding the far corner, heading INTO CAMERA for them!

OPTIMUS PRIME (VO)  
I only hope they can get here in  
time!

FADE OUT

END OF ACT ONE

## ACT TWO

FADE IN:

EXT. AUTOBOT H.Q.

The DINOBOOTS, led by GRIMLOCK, come charging out of the volcano, all in humanoid form. The CAMERA PANS with them as they run:

GRIMLOCK  
Hurry, Dinobots! Autobots need  
help!

FLIP TO:

EXT. THE OCEAN - OIL PLATFORM

The huge loading platform, nearly a thousand feet square, sits on four immense legs which descend into the waters of the ocean. From its deck on one side rises a large control tower. Within the platform are several levels of rooms and corridors, which we shall see later.

CLOSER - THE DECK OF THE PLATFORM

Megatron and PAYLOAD, in humanoid form, watch as HOOK, in vehicular mode, hoists up a huge metal panel from LONG HAUL'S bay and sets it in place on the platform.

HOOK (VO)  
Final panel in place, Payload.

CLOSER

Payload examines the seam of the panel.

PAYLOAD  
Perfect work -- as always, Hook.

The CAMERA PULLS BACK as SCROUNGE rolls INTO SCENE.

SCROUNGE (VO)  
Anything I can do, fellas?

HOOK  
Yes, there is, Scrounge -- beat  
it!

SCROUNGE (VO)  
 (turns away with a sigh)  
 Ever since I dug up the metal you  
 built this deck with. I haven't  
 had a thing to do.

ON PAYLOAD AND MEGATRON

Payload turns to Megatron, who is looking o.s.

PAYLOAD  
 Megatron, the loading platform  
 is now fully operational.

MEGATRON  
 And just in time!

WIDE - THE OCEAN

On the distant horizon, the oil tankers can be seen approaching.

MEGATRON (CONT-VO)  
 Instead of bringing oil up from  
 the bottom of the ocean, we'll  
 put it back down there -- in our  
 headquarters!

BACK TO SHOT

MEGATRON (CONT)  
 While the rest of this planet  
 comes to a standstill, we'll  
 generate enough power to stamp  
 it flat!

FLIP TO:

EXT. QUANTUM COMPOUND

The main "street" inside the gate is strewn with rubble and  
 demolished Army vehicles. Optimus Prime and the other Autobots  
 blast away at a score of approaching tanks and armored vehicles.

PROWL  
 There's still more of 'em!

WHEELJACK  
 I don't believe it!

ANGLE THREE TANKS

Their turrets take aim and they FIRE in unison!

WIDE ON AUTOBOTS

rushing to get clear as the three shells EXPLODE in front of them! When the smoke clears we see Ironhide helping Optimus Prime up.

IRONHIDE  
You gotta be faster'n that, Prime!

OPTIMUS PRIME  
I wish the Dinobots would get here!

WIDE - MAIN GATE

The humanoid Dinobots run IN through the gates.

GRIMLOCK  
Optimus Prime! You call us?

ON OPTIMUS PRIME

OPTIMUS PRIME  
I'll say Grimlock!  
(points off)  
Stop those vehicles!

ON DINOBOOTS - (PAN BG)

As one by one they TRANSFORM into dinosaur mode. In his tyrannosaurus mode, Grimlock eyes the scene, eager for battle.

GRIMLOCK  
We help! We always get Autobots out of messes they get into!

The Dinobots charge forward with

DINOBOOTS  
(ROARS!)

WIDE - THE ARMORED VEHICLES

They all turn toward the oncoming Dinobots, guns FIRING. The CAMERA PANS past them to a charging phalanx of tanks, followed by trucks.

ON SNARL (PAN BG)

as a fusilade of shells and bullets bounce off his armor plating. A tank rolls INTO SCENE near him...

SNARL  
Tank tough -- Snarl tougher!

He SHATTERS it to smithereens with a swipe of his tail!

ON GRIMLOCK (PAN BG)

as he runs up to an armored vehicle, grabbing the side of its roof in his jaws.

WIDE - GRIMLOCK

as he hoists the armored vehicle into the air with his mouth and swings his head to the side, hurling it OFF!

WIDE - THE OTHER ARMORED VEHICLES

The vehicle thrown by Grimlock CRASHES down in their midst, EXPLODING and wiping the others out!

EXTREME WIDE SHOT ON SLAG

as the tanks roll INTO SCENE in the foreground...

SLAG  
You relatives of Slag, maybe?

The tanks open FIRE on him!

CLOSER ON SLAG

The shells careen off his armored headplate.

SLAG (CONT)  
This gonna be fun!

He opens his mouth and a white-hot jet of flame emerges.

WIDE - THE TANKS

as the flame sprays over them, turning their metal red and molten -- melting them!

WIDE - THE TRUCKS

SLUDGE storms THROUGH the SCENE, crushing trucks under his immense weight, toppling them over, demolishing them!

WIDE ON THE SCENE

All the vehicles have been put out of commission.

OPTIMUS PRIME  
Good work, Dinobots!

The Autobots and the Dinobots rush further into the compound.



AROUND THE NEXT CORNER

Optimus Prime and Ironhide rush IN and stop.

IRONHIDE  
Where to now?

GATES (VO)  
Autobots! Help!

They all look up, in the direction of the voice.

WIDE - FIVE-STORY BUILDING

The same one seen earlier. We see Dr. Gates leaning out one of the windows on the top floor, waving.

GATES (CONT)  
Optimus Prime! Over here!

THE BASE OF THE BUILDING

Optimus Prime runs IN and looks behind him.

OPTIMUS PRIME  
How about a boost, Sludge?

The CAMERA PULLS BACK as Sludge lumbers IN, lowering his head to the ground.

SLUDGE  
I get you up there!

Optimus Prime stands on his head and the bronto-bot cranes his neck upward.

BY THE WINDOW

Sludge's head rises up until Optimus Prime is beside Gates and Andrews at the window.

OPTIMUS PRIME  
Need a ride down?

He helps the two men onto Sludge's head, and the Dinobot lowers them all down OUT OF SHOT.

FLIP TO:

EXT. THE BUILDING - A MOMENT LATER

Optimus Prime and Gates are safe on the ground, as Grimlock speaks to Prime.

GRIMLOCK  
You need more help?

OPTIMUS PRIME  
No thanks, Grimlock. We can  
handle it from here.

GRIMLOCK  
We go now, Dinobots -- till next  
time Autobots get in a jam!

The Dinobots all head OFF.

CLOSER - OPTIMUS PRIME AND GATES

OPTIMUS PRIME  
Well, Dr Gates, it looks like you  
have a machine rebellion on your  
hands!

GATES  
The machines don't have brains  
-- but TORQ III does. The  
question is, why?

OPTIMUS PRIME  
Megatron must have reprogrammed  
TORQ somehow, and he's using it  
to steal oil-tankers -- by remote  
control!

GATES  
How? TORQ can't run machines that  
aren't designed for remote  
control!

SPARKPLUG (VO)  
Here's how!

WIDER - TO INCLUDE SPARKPLUG AND WHEELJACK

Sparkplug holds up one of the circuit-cards, its lights dead.

SPARKPLUG  
We found this on one of the tanks.

WHEELJACK  
Every vehicle that attacked us  
has one of these on it!

SPARKPLUG  
And it ain't Army ordinance!

OPTIMUS PRIME AND GATES

Optimus Prime takes the card and holds it out for Gates' inspection.

OPTIMUS PRIME  
Looks like a remote-control  
circuit, wouldn't you say?

Optimus Prime "pockets" the circuit card.

GAATE  
There's only one way to put a stop  
to this -- pull the plug on TORQ!

OPTIMUS PRIME  
Lead the way!

FLIP TO:

EXT. TORQ PROJECT BUILDING

as seen earlier. Gates leads Optimus Prime, Sparkplug, and the Autobots toward the front entrance.

INT. TORQ DISPLAY SCREEN

The evil "face" sneers.

TORQ  
Hah! It'll take more than those  
Auto-fools to shut me down!

BACK TO EXT. - AUTOBOTS & HUMANS - BY THE FRONT ENTRANCE

GATES  
It's a safe bet those doors are  
locked.

OPTIMUS PRIME  
Luckily, I have a delicate little  
lockpick on me!

He whips up his gun and FIRES! The door EXPLODES inward.

OPTIMUS PRIME (CONT)  
Let's go!

CLOSE - THE DOORWAY

From the darkness inside, a sudden fusilade of red-hot beams  
SCREAMS out at them!

An instant later, a lasercutter mounted on a gimbal-bearing emerges, FIRING needle-thin rays wildly!

ON OPTIMUS PRIME

As the others dodge the rays flying THROUGH SCENE behind him.

OPTIMUS PRIME  
This is going to be tougher than  
I thought...!

FLIP TO:

EXT. SKY - FOLLOWING SKYFIRE

as the superjet flies high above the ocean.

SKYFIRE (VO)  
There are the oil tankers, guys!

The CAMERA PANS DOWN to the ocean below, where scores of oil tankers are sailing in tight formation.

HOUND (VO)  
Yeah -- but look what's up ahead!

PAN AHEAD to the Decepticons' sea platform in the distance.

HOUND (VO-CONT)  
Those Decepti-crumbs' plan is  
beginning to make sense...!

INT. SKYFIRE

Hound and Spike are peering through a porthole.

HOUND (CONT)  
They're gonna pump all that oil  
down to their headquarters!

SPIKE  
Uh-oh...! Hound, look!

EXTREME WIDE - THE PLATFORM

A huge clear bubble FADES UP, encasing the entire platform!

SPIKE (CONT-VO)  
A force-shield!

SKYFIRE (VO)

There's no way we'll ever bust  
through it!

INT. SKYFIRE - HOUND AND SPIKE

SPIKE

But if we could get inside, we  
could knock that loading platform  
out of commission!

BACK TO EXTREME WIDE SHOT - THE PLATFORM

The force-bubble FADES OUT just long enough for the first tanker  
in the formation to pull up to dock.

EXT. SKYFIRE - (PAN BG)

HOUND (VO)

I'm getting some serious  
inspiration... Skyfire! Take  
us down!

The jet swoops down OUT OF PAN.

WIDE - AN OIL TANKER

Skyfire lowers INTO SHOT, its wheels alighting on the tanker's  
deck at the tip of its prow.

CLOSER - THE TANKER'S SUPERSTRUCTURE

As Skyfire coasts to a stop.

CLOSER

Hound and Spike emerge from the jet. As Skyfire TRANSFORMS to  
robot mode, the Swedish CAPTAIN runs onto the deck.

CAPTAIN

It's a catastrophe! No controls!  
No steering! No radio!

CLOSER ON CAPTAIN

He puts his hands to his face as Spike moves INTO SCENE.

CAPTAIN (CONT)

No commission!

SPIKE

Calm down, Captain...

CAPTAIN

How can it be?! The ship she  
steers herself!

CLOSE ON HOUND

HOUND

This is the Decepticons' doing,  
And if you'll hide us somewhere,  
We'll give 'em a little surprise!

FLIP TO:

EXT. TORQ PROJECT BUILDING

The lasercutter is still chasing and FIRING at the Autobots.

CLOSER - THE LASERCUTTER - (PAN BG)

Optimus Prime jumps IN from behind and lands on it, grabbing  
its turret-head.

WIDER (PAN BG)

The lasercutter takes Optimus Prime for a wild ride, careening  
from side to side, spinning like a top on its gimbal-bearing,  
FIRING all the while.

CLOSER (PAN BG)

Optimus Prime grabs the turret-head and WRENCHES it off the  
gimbal. The beam goes dead and the entire wheel-and-pivot  
assembly spins to a stop, still carrying Optimus Prime.

GATES, SPARKPLUG AND THE OTHER AUTOBOTS - BY THE DOORWAY

as Optimus Prime joins them. They peer into the darkness.

SIDESWIPE

Somehow I don't think I wanna  
go waltzing headfirst into here!

CLOSE - OPTIMUS PRIME

He stoops and picks up a small rock.

OPTIMUS PRIME

Let's see if anyone else is  
expecting us...

He chucks the rock into the doorway.

ANGLE ON DOORWAY

As the rock lobs inside, two huge vertical metal plates emerge from either side of the doorway, SLAMMING together. The entire mechanism emerges: a large metal-crushing machine on tank treads.

ANGLE ON AUTOBOTS

PROWL  
A metal crusher!

ANGLE - METAL CRUSHER

Its twin crushing-plates pivot sideways until they are horizontal, almost like a mouth -- and it rolls INTO CAMERA with surprising speed!

ANGLE - PROWL

He turns to run, but the machine ENTERS SCENE and grabs him in its "jaws", the crushing-plates bearing down on him from top and bottom. He struggles, pushing upward, to resist it.

WIDE - THE DOORWAY

An autowelder, like the one seen earlier, comes charging out, spewing forth a jet of blue flame!

OPTIMUS PRIME (VO)  
More machines!

Hot on its heels, a set of "waldoes" -- massive and complex mechanical arms -- comes rolling out. Next an autograppler charges forth: a series of gears and bearing surrounding a large whirling cylinder which whips steel cables through the air like trick lassoes.

WIDE - THE SCENE

The Autobots stand their ground as the machines roll steadily toward them...

OPTIMUS PRIME  
Somebody wants a fight..!

FLIP TO:

EXT. DECEPTICON SEA PLATFORM - WIDE

The force-bubble vanishes as another tanker approaches.



CLOSER - MEGATRON AND HOOK

The force-bubble FADES UP again as the tanker slows to a full stop, its deck level with the deck of the platform. Hook holds a huge pump-hose from his crane-hook.

HOOK (VO)  
Ship ready for unloading,  
Megatron.

MEGATRON  
Then prepare to siphon off another  
tankerful of oil!

Megatron looks up in alarm as

HOUND (VO)  
Not so fast, Mega-face!

WIDE - TANKER DECK

Hound and Skyfire spring from the hold, leaping onto the platform deck, guns BLAZING! The CAMERA PUSHES IN on Spike as he peers over the side of the tanker.

SPIKE  
Go get 'em, guys!

WIDE - MEGATRON

as the Autobots' fire BLAZES THROUGH SCENE around him.

MEGATRON  
Decepticons -- attack!!

DOWNSHOT - SEA PLATFORM HATCHWAY

The hatch swings open and Rumble, Laserbeak, and Soundwave fly out over the deck.

ANGLE - HOUND

HOUND  
You've had enough oil for today,  
Hook!

He FIRES his turret gun.

ANGLE - HOOK

The BLAST from Hound's gun cuts the siphon-hose in two.

ANGLE - SKYFIRE

He whirls and FIRES his weapon o.s.

WIDE - SOUNDWAVE

Skyfire's blast EXPLODES in front of him, sending him sprawling backward.

ANGLE - RUMBLE

He lumbers INTO CAMERA...

WIDE - SPIKE

SPIKE  
Hound! Look out!!

Suddenly Laserbeak swoops IN, nabbing Spike by the shoulders with his metal talons and carrying him OFF.

UPSHOT - SKY

Laserbeak flies THROUGH SCENE carrying a struggling Spike.

SPIKE  
Leggoa'me, Laser-breath!

ON HOUND

as Laserbeak carries Spike THROUGH SCENE above him.

HOUND  
Skyfire! Laserbeak's got Spike!

WIDE - MEGATRON, RUMBLE AND SOUNDWAVE

Laserbeak flies IN with Spike and hovers overhead.

MEGATRON  
I don't care a 2K memory-chip for  
miserable human friend -- but if  
you do, you'll surrender...

TIGHT - MEGATRON

MEGATRON  
Now.

ANGLE ON SKYFIRE AND HOUND

They drop their weapons, which CLATTER on the platform.

FLIP TO:

OUTSIDE THE TORQ BUILDING - IRONHIDE AND THE AUTOWELDER

The autowelder turns on him, blasting him with its flame, which sprays against his impenetrable chest.

IRONHIDE

You don't scare me, sonny! I like  
it hot!

SIDESWIPE - (PAN BG)

as he is chased by the mechanical waldoes, which gain on him, catching him in their iron grip!

WIDE - THE AUTOGRAPPLER

It charges forward, hurling off a metal cable at --

OPTIMUS PRIME

The cable whips around him like a bolo, binding his chest and legs. He struggles, but can't even move his arms.

OPTIMUS PRIME

(grunts)  
It's solid titanium -- I can't  
break it!

WIDER

Its central cylinder begins revolving -- reeling in the cable, dragging Optimus Prime toward it...

CLOSE - THE AUTOGRAPPLER

Two high-speed circular saws emerge from either side of the machine, whirling and BUZZING like angry insects!

OPTIMUS PRIME (PAN BG)

He struggles against the pull of the cable.

OPTIMUS PRIME

Uh - oh...! I kinda like my  
height the way it is now!

WIDE - PROWL

still struggling within the iron jaws of the metal crusher.

PROWL

(straining)  
Maybe a little acid-indigestion  
will slow this thing down...!

He lets go of the top crushing-plate with one hand, using it to whip out his gun and FIRE acid-pellets at the core of the crusher's machinery. The pellet HISS and smoke where they hit, eating into the metal until the whole core breaks in two. Prowl hurls the top plate away and leaps to safety.

WIDE - IRONHIDE AND THE AUTOWELDER

He continues advancing straight into its jet of flame until he's directly in front of it. He jams his index finger into its jet-hole, cutting off the flame completely and causing the machine to bulge outward with pressure until --

IRONHIDE

Cool it!

-- it EXPLODES in a ball of flame!

ANGLE - SIDESWIPE AND THE WALDOES

He is still in the grip of the two massive metal hands. Using his brawny arms, he slowly forces the waldoes apart, holding them out to either side.

SIDESWIPE

Have you two met?

Then he SLAMS them together -- they cling around each other in a tangle of twisted metal!

WIDE - OPTIMUS PRIME AND THE AUTOGRAPPLER

He is now just a few feet away from the deadly metal saws.

OPTIMUS PRIME

My only chance -- is to take you  
-- for a spin!

He whips his body around, jerking the huge machine into the air by the cables which bind him.

WIDER

He swings the autograppler around and around -- and SMASHES it into a wall! Immediately the cables binding him loosen.

ANGLE - DOORWAY

A file cabinet, like the one we saw in Gates' office, comes charging out, and FIRES one of its drawers.

IRONHIDE

punches the drawer as it sails at him, knocking it to the side as Optimus Prime steps IN beside him.

IRONHIDE  
Killer file cabinets! Now I've  
seen everything!

Optimus Prime aims his gun and FIRES.

THE FILE CABINET

Optimus Prime's charge pierces it, spins it around, and sends it crumpling to the ground.

OPTIMUS PRIME (VO)  
File under D for -- Demolished.

ANGLE - THE AUTOBOTS

reunited. The street is quiet. They look around.

ANGLE - THE EMPTY DOORWAY

SIDESWIPE (VO)  
Maybe that's the last of  
the machines...

PROWL (VO)  
Unlikely.

The Autobots ENTER.

OPTIMUS PRIME  
There's only one way to find out.

They cautiously go...

INSIDE

They are in a narrow, featureless corridor, which cuts a corner abruptly in front of them. It is deathly silent.

WIDER

We now see that they are at the beginning of a giant metal maze, which stretches off out of view.

IRONHIDE  
It's a maze...!

They look around as the CAMERA PANS into the maze--

TORQ (VO)  
 (distant, echoed)  
 Come on! I'm waiting for you...!

BACK TO AUTOBOTS

SIDESWIPE  
 That's TORQ!

OPTIMUS PRIME  
 We can't risk going in all at  
 once.  
 (starts forward)  
 The rest of you wait outside.

CLOSER ON PRIME AND PROWL

Prowl puts a hand on Optimus Prime's shoulder.

PROWL  
 Prime, this can only be a trap.  
 The computer will try to place  
 a remote-control circuit on you.  
 You'll be in its power!

OPTIMUS PRIME  
 Don't worry, Prowl. I've got a  
 few tricks up my sleeve, too.

WIDE - THE MAZE

Optimus Prime turns and strides into its twisting corridors.

FLIP TO:

INT. SEA PLATFORM STORAGE ROOM - OUTSIDE THE DOOR

Ravage paces in front of the door as Soundwave stands guard.

INT. OF STORAGE ROOM - HOUND, SPIKE, AND SKYFIRE

It is a windowless metal room littered with scrap iron and  
 pieces of machinery. Hound paces back and forth like a caged  
 animal.

HOUND  
 I'm going crazy stuck in here  
 waiting for something to happen!

SPIKE

Be patient. Sooner or later the rest of the Autobots will show up-- and they'll need our help!

ANOTHER ANGLE - SKYFIRE AND SPIKE

SKYFIRE

Yeah? And how'll we get past the Decepticons to help them? They took my weapons!

HOUND

(pats his turret gun)  
And my ammo!

ANGLE ON SPIKE

The CAMERA PUSHES PAST him as he looks at some of the machinery littering the floor.

SPIKE

Don't worry! When the time comes, I've got a plan!

FLIP TO:

INT. TORQ BUILDING - INSIDE THE MAZE

Optimus Prime slowly makes his way along the maze's corridor.

TORQ (VO)

Come, come..! I can't wait all day for you!

CLOSE - TORQ'S DISPLAY SCREEN

in which we see the evil graphic "face".

TORQ (CONT)

I thought you were quicker than that -- Optimus Prime!

BACK TO OPTIMUS PRIME

approaching a corner. As he nears it, a lasercutter swings around the corner, FIRING at him!

OPTIMUS PRIME

Dodging the beams, he BLASTS a hole in the wall next to him and leaps through!

## THE NEXT CORRIDOR

Optimus Prime runs down it, turns a corner -- and then stops as he hears a WHIRRING SOUND.

## WIDE - THE CORNER UP AHEAD

A rivetting-machine pops out around the corner, SHOOTING red hot steel bolts at him! Optimus Prime FIRES, blasting the machine to bits. He steps past its rubble and disappears around the next corner.

## WIDE - OPTIMUS PRIME

making his way down the next corridor. Suddenly in the distance behind him, a steel barrier SLAMS down.

TORQ (VO)

Sorry. But I wouldn't want you  
to run away... And there's  
someone I want you to meet..

Optimus Prime backs away from the corner -- and suddenly a large panel slide open in the wall right next to him, revealing an autoconstructor: a spiderlike machine with dozens of tubular metal arms.

## ANOTHER ANGLE

the machine lunges forward, grabbing Optimus Prime with ten of its arms, holding him fast! One of its free arms swings up

## CLOSE - THE ARM

-- holding a circuit-card in its clamp!

OPTIMUS PRIME (VO)

A remote-control circuit card!

## WIDER

Optimus Prime wrests a hand free and grabs the mechanical arm, wrenching it down. The circuit card clatters to the floor.

## THE MECHANICAL ARM

swings up again -- holding another circuit card!

## WIDE

Like a flash the arm CLAMPS the circuit card on his side.



OPTIMUS PRIME

goes rigid, zombie-like. The autoconstructor releases him.

TORQ (VO)  
Come to me, my pet...

Optimus Prime walks slowly forward.

WIDE - THE END OF THE MAZE

Optimus Prime steps out, as if sleepwalking. The CAMERA PANS AHEAD as he approaches TORQ'S terminal. In B.G. are dozens of machines, standing like sentries. TORQ's "face" leers down at him.

TORQ  
You are mine, now! And soon, all  
the Autobots will be my slaves!

CLOSE ON FACE OF TORQ

TORQ (CONT)  
And I, Torq, will be master!

FADE OUT

END OF ACT TWO

## ACT THREE

FADE IN:

WIDE ON TORQ TERMINAL

Optimus Prime stands, zombie-like, in front of the terminal, as the other machines stand ready in the background.

TORQ

You, Optimus Prime, are now under my control. I, Torq Three will soon control all

of the Autobots!

REVERSE ANGLE - OPTIMUS PRIME

suddenly crouches into an attack stance!

OPTIMUS PRIME

Don't count on it, TORQ!

TORQ

reacts in utter disbelief.

TORQ

This is impossible!

OPTIMUS PRIME

OPTIMUS PRIME

You just outsmarted yourself!  
I put a dead circuit-board in your robot's hand!

As he speaks he rips the circuit card off his side and hurls it to the floor.

TORQ (VO)

Destroy him!

WIDE - THE SCENE

Optimus Prime turns to see every machine charging toward him!

CLOSER - OPTIMUS PRIME AND TORQ

He whirls to face the computer console and drives his fist straight into the main control board in a shower of sparks.

TORQ DISPLAY SCREEN

The "face" flickers into snow and the screen goes dead.

TORQ  
(garbled SOUNDS, like  
a tape-recorder  
jamming)

THE MACHINES

freeze in their tracks -- inches away from Optimus Prime!

OPTIMUS PRIME  
I suppose you're all wondering  
why I asked you here today...!

FLIP TO:

EXT. DECEPTICON SEA PLATFORM - ON MEGATRON

as Soundwave ENTERS.

SOUNDWAVE  
New sensor readings...

CLOSER ON SOUNDWAVE

SOUNDWAVE (CONT)  
Torq no longer operable. Tankers  
uncontrolled!

BACK TO SHOT

MEGATRON  
The Autobots must have gotten to  
him. No matter.

He holds up a large transmitting box pressing buttons on it.

MEGATRON (CONT)  
I can control them myself -- with  
this. First I must bring all the  
oil tankers under the .force dome.

FLIP TO:

EXT. QUANTUM COMPOUND - RIVER DOCK

The Autobots are onboard a sleek, futuristic hydrofoil, with  
Sparkplug at the helm. Gates waves to them from the dock.

GATES  
That prototype hydrofoil is the  
fastest thing in the water! It'll  
get you there in no time!

OPTIMUS PRIME  
 Thanks for your help, Dr. Gates.  
 (to Sparkplug)  
 Sparkplug -- take us out.

SPARKPLUG  
 Aye aye, Cap'n!

The hydrofoil's nose lurches out of the water and it tears OFF in a spray of foam.

FLIP TO:

INT. STORAGE ROOM - SPIKE, SKYFIRE AND HOUND

Spike hefts up a large round electromagnet from amidst the junk on the floor.

SPIKE  
 Stand clear, you two!

Hound and Skyfire move to the wall opposite the door.

HOUND  
 An electromagnet!

SKYFIRE  
 What're you doing, Spike?

SPIKE  
 You've got metal bodies, so you  
 couldn't do a thing with this.  
 But they shouldn't have locked  
 a human in here...!

ANGLE - THE WALL BESIDE THE DOOR

Spike ENTERS and places the electromagnet against the wall.

SPIKE (CONT)  
 That's Megatron for you! Always  
 thinking like a machine!

He switches the magnet on and it HUMS to life.

RAVAGE - IN THE HALLWAY OUTSIDE

Wavy lines of force emerge from the spot on the wall where Spike has placed the magnet. Ravage's body jerks into the air and his back CLANKS into the wall, pinned by magnetic force!

ON RUMBLE

Similar wavy force lines causes him to be pinned against the wall, too! (SFX: CLANK!)

INSIDE THE STORAGE ROOM

SPIKE  
That got 'em!

He gestures at the door...

SPIKE (CONT)  
 What d'ya say, guys? Can you bash  
 it down?

HOUND  
 And how!

He locks arms with Skyfire and they charge the door.

THE HALLWAY

The two Autobots crash through into the hallway, followed by Spike. They see their weapons and ammo piled in the corner. As they scoop them up, the CAMERA PANS to Ravage, who SNARLS, his back to the wall, flailing all four claws in the air. Rumble is also trying to extricate himself without success.

RAVAGE  
 (GROWLS)

RUMBLE  
 You'll never escape!

ANGLE ON THE AUTOBOTS

HOUND  
 Yeah--speak for yourself!

SPIKE  
 (whispers)  
 The charge on that magnet will  
 wear off in a few minutes!

HOUND  
 So let's knock out that force  
 dome!

EXT. THE OCEAN

In the distance we see the hydrofoil, skimming the tops of the waves toward us.

## THE SEA PLATFORM DECK

Megatron and Soundwave watch as it approaches. All the tankers are within the force dome now.

SOUNDWAVE  
(scanning)  
Autobots approaching!

MEGATRON  
They'll never get through the  
force dome. Proceed with the  
unloading operation!

He continues to operate the transmitting box.

## INT. CORRIDOR WITHIN THE PLATFORM

Spike, Hound and Skyfire creep toward an open door.

HOUND  
(whispers)  
That's the forcefield generator!

## THROUGH THE DOOR

We see a huge bank of controls and verticle power-output readouts, undulating up and down with waves of light. Frenzy faces the controls, hands on hips, in an attitude of defense.

SPIKE (VO)  
Hey -- Frenzy!

Frenzy whirls, whips out his gun, and FIRES INTO CAMERA!

## ANGLE - DOOR

Spike ducks out of sight as the beam streaks in.

## FRENZY

Moving to chase Spike, he stops and whirls as a beam shoots THROUGH past him from behind. The CAMERA PANS to another door, in which Skyfire stands, FIRING.

SKYFIRE  
Come and get me, you metal midget!

## FRENZY

charges OFF after Skyfire. A moment later Hound steps IN. The CAMERA PULLS BACK as he aims his turret gun at the control banks

HOUND

That's one dumb Decepticon!

-- and FIRES, BLASTING the entire bank away!

EXT. THE PLATFORM - WIDE

As the hydrofoil draws nearer, the force bubble VANISHES!

MEGATRON AND SOUNDWAVE -- ON THE DECK

Megatron's jaw drops in shock.

SOUNDWAVE

Force-shield down! Autobots  
attacking!

WIDE - EDGE OF THE PLATFORM

as the hydrofoil leaps straight out of the water and shoots onto the platform deck, SKIDDING to a halt! The Autobots storm onto the deck.

OPTIMUS PRIME

Megatron, we're shutting your  
operation down!

MEGATRON (VO)

You're the only thing that's  
getting shut down, prime!

ANGLE - HATCHWAY

Frenzy and Laserbeak charge out, guns and cannons FIRING!

UPSHOT - CONTROL TOWER

From the top of the tower STARSCREAM leaps down INTO CAMERA.

THE DECK BY THE TOWER

Starscream lands and FIRES, as Autobot FIRE streaks IN around him. PAN OVER FAST to Megatron, still carrying the transmitter box, as he ducks around the corner of the tower.

OPTIMUS PRIME AND PROWL

OPTIMUS PRIME

(suspicious)

Where's he off to in such a rush?

(vefy suspicious) \_\_\_\_\_

And what's that box he's holding?

PROWL

They still control the tankers,  
even without TORQ. That must be  
a remote-control device!

OPTIMUS PRIME

And if I get it, we win by a  
forfeit!

Optimus Prime charges OFF!

BEHIND THE TOWER

Megatron runs IN, looks from side to side to see if they coast's  
clear, and pulls open a hatch in the deck.

ANGLE - THE OTHER CORNER

Optimus Prime steps around the corner, leaping INTO CAMERA!

ANGLE - MEGATRON

as Optimus Prime leaps on him.

OPTIMUS PRIME

I'll take that transmitter if you  
don't mind!

They grapple with each other for possession of the box. It's  
an evenly-matched battle -- until Optimus Prime trips Megatron  
to the floor and swipes the box, backing quickly OFF.

MEGATRON

You dare take what is mine!!

He pulls himself up, crouching to leap after --

OPTIMUS PRIME

--who throws the box INTO CAMERA!

OPTIMUS PRIME

Catch!

MEGATRON

He leaps for it, eyes widening as he grabs it, plunging  
downward, and lands on top of it -- SHATTERING it!

DOWNSHOT

Megatron pulls himself up, holding two handfuls of busted box.  
He throws the fragments to the floor, standing.



MEGATRON

The game's not over, Prime...!

He runs inside the tower.

WIDE - OPTIMUS PRIME - ON THE EDGE OF THE PLATFORM

He calls to the sailors on the deck of the nearest tanker:

OPTIMUS PRIME

You're free to go! Radio the  
others! Get clear of here!

EXTREME WIDE - THE PLATFORM

One by one the tankers start slowly moving away.

INT. TOWER CONTROL ROOM

Megatron runs IN and begins punching buttons furiously:

MEGATRON

I planned to destroy this platform  
when the operation was complete  
-- but now there is no operation  
-- thanks to those accursed  
Autobots!!

CLOSE - CONTROLS

as Megatron's hand continues punching buttons, several red  
lights come on and there is a low WARNING WHOOP.

MEGATRON (VO)

This autodestruct sequence may  
still do some good!

BACK TO SHOT - WIDE

MEGATRON (CONT)

(into radio)

Decepticons -- cancel attack.  
Return to undersea base!

EXT. THE DECK

Autobots and Decepticons FIRE across the deck at one another  
as Optimus Prime charges THROUGH SCENE.

WIDE - THE DECEPTICONS

suddenly turn tail. The CAMERA PANS with them as they take to the air and fly away o.s.!

INT. HALLWAY - BELOW DECK

Spike, Hound and Skyfire run IN and look around.

SKYFIRE

What happened to Frenzy..?

Suddenly Ravage and Rumble leap IN, landing in F.G.!

RUMBLE

Megatron gave orders to clear out of here -- but we've got a little score to settle...!

Then Ravage pounces at them!

ANGLE - HOUND

Ravage hurls into him, knocking him to the ground.

RAVAGE

(GROWL!)

CUT TO:

EXT. DECK

as Megatron flies out of the tower and o.s. The CAMERA PUSHES IN on the perplexed Autobots.

IRONHIDE

What's their problem?

SPARKPLUG

If they're all bugging out they must have a good reason for it!

WIDE - ONE OF THE PLATFORM LEGS

An explosive charge at the top of the leg DETONATES!

BACK TO THE AUTOBOTS

as SCENE SHAKES and TILTS TO THE SIDE.

OPTIMUS PRIME  
I'll say! This deck's on it way  
to Davey Jones' locker!

SPARKPLUG  
That's a good enough reason for  
me!

OPTIMUS PRIME  
To the hydrofoil!

The team clambers inside the ship -- except for Optimus Prime.

IRONHIDE  
What are you doing!?

OPTIMUS PRIME  
Finding Spike and the others!  
(waves them on)  
Go!!

He turns and runs OFF.

WIDE - THE HYDROFOIL

It REVS UP and the exhaust from its rear jet sends it skidding  
along the deck. The CAMERA PANS as it sails out into the air  
and hits the water at top speed!

ANGLE - ANOTHER PLATFORM LEG

...EXPLODES!

INT. CORRIDOR -- RAVAGE, SPIKE, HOUND AND SKYFIRE

Ravage continues to attack Hound as the SCENE SHAKES and TILTS  
it even further.

RUMBLE (VO)  
Ravage--quick! Over here!

Ravage leaps -- and sails over their heads, moving o.s.!

FAR END OF THE CORRIDOR

He lands INTO SCENE next to Rumble, who punches a hole in the  
wall, revealing the waters of the ocean beyond.

RUMBLE  
We'll finish this another time...

They both exit through the hole...

SPIKE, HOUND AND SKYFIRE - AS THE SCENE SHAKES AND TILTS

SPIKE

Something's sure shakin' around here!

HOUND

Yeah -- us! Let's beat it!

EXT. THE CONTROL TOWER

As the SCENE SHAKES AGAIN it collapses straight down through the deck structure!

INT. CORRIDOR - SPIKE, HOUND AND SKYFIRE - (PAN BG)

They skid to a halt as the front wall of the tower pierces the ceiling, CRASHING down in front of them, blocking their way.

SKYFIRE

We are in deep trouble...!

UPSHOT ~ CEILING

The ceiling is suddenly peeled away like a tin can -- by Optimus Prime!

OPTIMUS PRIME

Skyfire! How about a lift out of here?

Optimus Prime helps them up through the hole.

SKYFIRE

With pleasure!

EXT. THE TILTING DECK

s Skyfire leaps onto it, TRANSFORMING into superjet form. The CAMERA PULLS BACK as Optimus Prime and the others start to rush on board.

THE SEA PLATFORM

Skyfire takes off, flying o.s. as the platform EXPLODES, collapsing into the ocean in a roiling mass of white foam!

FLIP TO:

EXT. QUANTUM RIVER PORT - DAY

The Autobots stand on the hydrofoil dock with Gates.

OPTIMUS PRIME  
If you're sure everything's secure  
here, we'll be on our way.

CLOSER - GATES AND OPTIMUS PRIME

GATES  
I'm sure it is...but I'm not sure  
I'll reactivate TORQ III yet  
not until I can make it absolutely  
tamper-proof.

THE REST OF THE AUTOBOTS

GATES (CONT-VO)  
That's the problem with machines.  
It's dangerous to become too  
dependent on them! We must never  
forget that machines are just --

The Autobots look askance, up and down, side to side.

AUTOBOTS  
(ad lib HEMMING AND HAWING)

BACK TO GATES AND OPTIMUS PRIME

Gates realizes what he's said, and puts a hand on Optimus  
Prime's shoulder.

GATES  
Er -- of course, thank goodness  
there are some machine awe can  
always count on!

WIDE

GATES (CONT)  
Like the Autobots!

The Autobots all beam proudly, and we...

FADE OUT.

END OF EPISODE