

TRANSFORMERS

"Auto Berserk"

(MP# 700-32)

(SCRIPT)

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MARVEL PRODUCTIONS, LTD.

TRANSFORMERS  
"Auto Berserk"  
(MP#700-32)

CAST LIST

AUTOBOTS:

OPTIMUS PRIME  
IRONHIDE  
INFERNO  
RED ALERT  
HOIST  
GRAPPLE  
WHEELJACK  
SMOKESCREEN

DECEPTICONS:

MEGATRON  
STARSCREAM  
THUNDERCRACKER  
SKYWARP  
THRUST  
DIRGE  
RAMJET  
SOUNDWAVE  
RUMBLE  
FRENZY  
RAVAGE  
BUZZSAW  
LASERBEAK

HUMANS:

OFFICER #1  
OFFICER #2  
FIRE CHIEF

LOCATIONS

EXT. AND INT. - BUNKER  
EXT. ROCKY CANYON PASS  
EXT. CITY STREETS AND ALLEYWAYS  
INT. DECEPTICON HQ.  
INT. CITY GARAGE

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ACT ONE

FADE IN:

EXT. SMALL ISLAND - AERIAL VIEW

Cape Canaveral landscape. A thin causeway links the island to the mainland about a mile away. Blue skies. Peaceful. The CAMERA PANS to show a square, squat bunker (like those at missile sites) near a launching gantry, on the desolate island below.

ANOTHER ANGLE - CLOSER - THE LAUNCHING GANTRY

It is an old, decrepit launching gantry, with no rocket.

OPTIMUS PRIME (VO)  
Resume countdown!

The CAMERA PANS a few hundred feet away to the bunker. On top of the building rests a large twin-rotor military helicopter. Two OFFICERS stand beside it looking through binoculars. At their side is a large cassette recorder. In the foreground, between the bunker and the gantry o.s. is a large insect-like object resembling a planetarium "star projector" with an operator's seat, mounted on tank treads. Optimus Prime's VOICE echoes from loudspeakers.

OPTIMUS (VO-CONT)  
Five ... four ... three ...

CUT TO:

INT. BUNKER - CONTROL ROOM

OPTIMUS, HOIST, RED ALERT, WHEELJACK, GRAPPLE, SMOKESCREEN and IRONHIDE, all in robotic mode, sit in front of banks of viewscreens showing the "projector" and gantry. Everywhere else is wall-to-wall computers, FLASHING lights, controls, etc. Wheeljack operates the controls. The CAMERA PUSHES IN on a viewscreen.

OPTIMUS (CONT)  
Two ... one ... Activate!

CLOSER ON VIEWSCREEN

On the viewscreen we see the "projector" suddenly swivel and aim at the gantry. Multicolored beams issue from the numerous lenses on the "projector." They bathe the gantry in shimmering rainbow light which expands and brightens, then contracts leaving nothing but empty ground where the launching gantry used to be!

IRONHIDE (VO)

Well, I'll be! The darned thing works!

INT. BUNKER - CONTROL ROOM - IRONHIDE AND WHEELJACK

Wheeljack turns to Ironhide irritatedly.

WHEELJACK

And very well, too! Anything caught in the Negator's beam is disintegrated.

ANGLE ON OPTIMUS AND SMOKESCREEN

OPTIMUS

Congratulations, Wheeljack. Your Negator will really keep Megatron at bay!

Optimus turns and speaks into a microphone.

OPTIMUS

Are you satisfied, gentlemen?

The CAMERA PUSHES IN on another viewscreen showing:

CLOSER ON VIEWSCREEN

The helicopter and the military officers, speaking into a hand-held microphone. The SOUND of the helicopter motor gets louder and faster as it prepares for takeoff.

OFFICER #1

The top brass will be very impressed when we give them the results of your test!

Officer #2 looks out the window.

OFFICER #2

Hey! Don't forget your tape recorder!

They look down. The CAMERA PUSHES IN on the Cassette Recorder FILLING THE FRAME in the foreground.

CUT TO:

INT. BUNKER - CONTROL ROOM - WIDE

The Autobots cluster around Wheeljack.

SMOKESCREEN

I always said you were a genius!

HOIST/INFERNO

Super job!/Good work Wheeljack!

GRAPPLE

(moodily)

Just don't point that thing at any of my buildings!

RED ALERT (VO

(disparagingly)

We've had "super-weapons" before...and none of them have **ever** stopped Megatron!

The Autobots turn to look at:

ON RED ALERT

standing with his arms folded, obviously unimpressed.

RED (CONT)

But if it wasn't for my extraordinary sensory perception, you wouldn't even know that the Decepticons are attacking us -- right now!

CUT TO:

EXT. BUNKER - CASSETTE RECORDER AND HELICOPTER

Officer #1 is about to jump down from the helicopter as Officer #2 looks out the window. Suddenly the cassette recorder TRANSFORMS into SOUNDWAVE! The officer's face turns to alarm as the Decepticon turns to the helicopter.

OFFICER #1

That's not my cassette recorder!

OFFICER #2  
Let's move it -- fast!!

The helicopter rises o.s. quickly.

CUT TO:

INT. BUNKER CONTROL ROOM - OPTIMUS AND IRONHIDE

They react to the sight of Soundwave on their viewing screen.

OPTIMUS  
It's Soundwave! Red Alert-- stay  
and guard the bunker! Autobots...  
transform!

WIDE

The CAMERA PANS to show each Autobot TRANSFORM to vehicle mode.  
STOP PAN on Inferno and Red Alert. Just as Inferno transform

RED  
Inferno-- I need you here as my  
back-up!

CLOSER ON INFERNO

INFERNO  
(disappointed)  
Aw, not again...!

He looks downhearted as the Autobots ROAR (SFX) past him and  
EXIT FRAME.

INT: BUNKER - CENTRAL CORE

Optimus, in truck mode, leads the Autobots through a large  
opening and onto a ramp suspended over the cavernous central  
core, which descends vertically several hundred feet. Below,  
various levels, is a vast storage area full of tanks, missile  
and other strange futuristic devices. Other roadways lead from  
the large central elevator into tunnels which disappear into  
the walls.

OPTIMUS  
We can't let the Negator fall into  
Megatron's hands!

INT. BUNKER - ENTRANCE TUNNEL

Sloping upwards. Optimus ENTERS FRAME and leads the others up the ramp AWAY FROM CAMERA. A horizontal slit of daylight appears at the end of the ramp as the entrance starts to open.

IRONHIDE (VO)  
Don't worry, Prime! Those  
Decepticons won't know what hit  
'em!

CUT TO:

EXT. THE BUNKER - AERIAL VIEW

Showing the large entrance hatch sliding open vertically. Above it stands Soundwave.

CLOSER ON SOUNDWAVE

As his chest cavity opens and RUMBLE, FRENZY, RAVAGE and BUZZSAW fly out, transforming from cassette mode as they exit.

SOUNDWAVE  
Eject: Rumble -- Frenzy -- Ravage  
-- Buzzsaw!

ON THE GROUND

Ravage and Frenzy leap INTO SCENE to land on the ground outside the bunker.

SOUNDWAVE (CONT-VO)  
Divert Autobots!

FRENZY  
With pleasure!

BUNKER ENTRANCE - ON FRENZY

Frenzy leads the others on a bombing run towards the opening hatch which acts as a huge protective slab of concrete tens of feet thick overhanging the entrance.

FRENZY (CONT)  
We'll turn that bunker into an  
Autobot tomb!

He fires off his cluster bombs at the entrance hatch. Ravage follows with proton bombs.

INT. BUNKER ENTRANCE HATCH

Optimus is just about to exit the open hatch when the bombs and missiles EXPLODE right in front of him! He skids to a halt.

OPTIMUS PRIME  
We'll have to fight our way out!  
Autobots...transform!

ANGLE ON THE CORRIDOR

As the Autobots TRANSFORM to robots and advance to the exit.

EXT. THE ENTRANCE - AERIAL

Optimus, Ironhide, and Hoist appear from under the huge concrete overhang of the open entrance. Laserbeak accelerates into a dive and strafes THROUGH SCENE with his laser cannon. Buzzsaw is right behind with more proton bombs.

INT. - BUNKER ENTRANCE

The ground boils with LASER FIRE, then vibrates like an earthquake as the proton bombs EXPLODE! Dust and concrete debris falls from the overhang. The smoke clears to show Optimus, Ironhide and the Autobots still advancing and firing back. Ironhide dusts himself off.

IRONHIDE  
Huh! It'll take more than that  
to stop us!

EXT. ENTRANCE - AERIAL SHOT

Optimus, Ironhide and Hoist emerge firing back with energy BLASTS! Frenzy flies INTO SCENE and the CAMERA FOLLOWS him as he flies over the top of the bunker entrance, where Rumble is standing.

CLOSER - RUMBLE

As he uses his pile driver arms on the entrance overhang.

RUMBLE  
This'll give them a headache!

He hammers away at the concrete. (SFX) Dust and debris flies up.



ON LASERBEAK AND BUZZSAW

Diving at the entrance and firing their proton bombs inside. They EXPLODE with FIRE and SMOKE SFX.

INT. ENTRANCE

Fire and smoke rolls into the entrance and down the passageway almost overtaking Optimus, Hoist and Ironhide.

OPTIMUS  
Back! The smoke will short our  
circuits!

Optimus, Ironhide and Hoist run out of the smoke towards us and the other Autobots.

EXT. BUNKER ENTRANCE - RUMBLE

Banging (SFX) away with his arms. There is a CRACKING SOUND, and part of the overhang on which he's standing starts falling away.

INT. ENTRANCE PASSAGEWAY - LOOKING OUT

Smaller, then larger concrete debris falls from the roof completel blocking off the exit.

ON GRAPPLE

Covering his eyes with his hands in dismay.

GRAPPLE  
My beautiful bunker!

ON OPTIMUS, WHEELJACK AND IRONHIDE

Looking at the blocked exit o.s. The other Autobots are in the background.

IRONHIDE  
We're trapped!

WHEELJACK  
And Soundwave has a clear run at  
the Negator!

OPTIMUS  
Or vice versa...!

CUT TO:

EXT. - ON SOUNDWAVE

Soundwave peers over a large boulder at the Negator o.s. He's strangely apprehensive as he slowly rises from behind the boulder.

SOUNDWAVE  
The Negator--my objective!

The CAMERA PANS to show the Negator as it swivels and fires a Soundwave o.s. (SFX)

BACK TO SOUNDWAVE

He dives out of the way of the multicolored rays which impact on the boulder. It disappears in the same way as did the gantry, leaving Soundwave exposed!

ON SOUNDWAVE

He moves quickly behind another, smaller rock.

SOUNDWAVE  
Must transform into smaller  
target!

He TRANSFORMS to cassette mode, almost completely covered by the rock.

NEGATOR'S POV

Calibrated crosshairs cover a green-tinged image of the boulder behind which hides Soundwave. The CAMERA PULLS BACK to show we're watching this on a viewscreen inside the bunker control room from behind Red Alert. His hands are covering a bunch of controls and buttons and he's obviously operating the Negator.

RED ALERT (VO)  
Come on Soundwave -- Make my day!

ANOTHER ANGLE

Behind Red, Inferno paces impatiently looking around at the distant SOUNDS of battle from above. He looks back at Red.

INFERNO  
How about I go up there and give  
those guys a hand?

But Red is oblivious to all else but the viewscreen.

BUNKER ENTRANCE

Optimus and Ironhide examine the massive avalanche-like blockage.

HOIST (VO)  
We'll dig our way out, Optimus!

ON HOIST AND GRAPPLE

as they transform to auto mode and move towards the rubble. Grapple digs his shovel in while Hoist pulls giant debris away with his tow hook.

GRAPPLE  
(mournfully)  
Build 'em; watch 'em blasted; pick  
up the pieces. My art!

CUT TO:

EXT. DESERT - NEGATOR

It swivels in spasmodic fast bursts of speed. PAN DOWN to show Rumble and Ravage hiding in a shallow trench. Lights FLASH on Rumble's wrist signifying a radio communication.

SOUNDWAVE (VO)  
(filtered)  
Prepare to...

BEHIND A LARGE BOULDER

Frenzy and Buzzsaw cower. Frenzy's wrist radio also FLASHES. In the background is the Negator, seen from a different angle.

SOUNDWAVE (VO-CONT)  
(filtered)  
...rush the Negator from all  
sides!

Suddenly they hear a huge CRASHING SOUND from o.s. They turn to see:

THEIR POV - THE BUNKER ENTRANCE

Rocks and dust BLAST out. Optimus Prime, Hoist and Grapple push their way out, followed by Ironhide, Wheeljack and Smokescreen--all in vehicle modes.

CLOSER - OPTIMUS

OPTIMUS  
Autobots! Transform and attack!

He TRANSFORMS to robot mode, and the CAMERA PANS to show the others TRANSFORM, too.

ON LASERBEAK AND BUZZSAW

Flying into the sky.

LASERBEAK  
(CONDOR SCREECH!)

ON HOIST AND GRAPPLE

Pointing their arms at the sky.

GRAPPLE  
They won't mess with any more of  
my creations!

They blast missiles out of their wrist sockets. (SFX: WHOOSH, WHOOSH, WHOOSH!)

ON LASERBEAK AND BUZZSAW

Diving and firing. They split apart just before the Autobot missiles ROAR (SFX) INTO FRAME, missing them.

ON OPTIMUS PRIME

With his back to the Negator. He's firing energy bolts o.s. Energy blasts EXPLODE all around him.

CUT TO:

INT. BUNKER CONTROL ROOM - ON VIEWING SCREEN

Again, Negator's POV--a greenish-tinged image with superimposed rangefinder showing Soundwave and Rumble firing back at Optimus who fills the BOTTOM OF SCREEN.

ON RED ALERT AND INFERNO

Red sits watching the viewscreen - his hands poised over the controls. Inferno stands excitedly at his side.

RED ALERT  
If Optimus would just get out of  
the way!

INFERNO

I'm going out there to help him!

Red turns to Inferno.

RED ALERT

No! Our job is to stay and guard  
the bunker!

Red resumes being engrossed with the viewscreen. Behind him,  
Inferno turns and walks to the exit.

CUT TO:

EXT. THE NEGATOR

Soundwave and Rumble fire towards Optimus and the device.

SOUNDWAVE

Take him out, Rumble!

RUMBLE

I'm trying, Soundwave! But--

ON OPTIMUS

His back to the Negator. He fires o.s. Suddenly Frenzy leaps  
INTO FRAME and collides with Optimus, sending the two of them  
sprawling o.s.

OPTIMUS

Oooooof!

RUMBLE (VO)

--it looks like Frenzy took care  
of it!

ON THE NEGATOR

Rumble sits in the firing seat at the side (like one sits in  
an anti-aircraft gun). He operates the controls and the device  
moves.

RUMBLE

Now I'm in control!

He aims the Negator. The CAMERA PANS to his target--Optimus and  
Frenzy. Frenzy looks up and sees what's to happen...

FRENZY

Wait! Not yet!!

Frenzy tries to disengage himself from Optimus.

ON THE BUNKER ENTRANCE

Inferno stands amid the rubble looking o.s.

INFERNO  
I've got to do something!

ON THE NEGATOR - RUMBLE

manipulating the controls. Rumble pulls a lever and the multi-colored rays shoot out. But suddenly another beam ENTERS FRAME bathing the Negator in SHIMMERING LIGHT! The control panel SPARKS and EXPLODES! The multi-colored rays from the Negator cease, and Rumble jumps back in surprise.

BACK TO INFERNO

The beam is coming from his weapon -- which he now lowers.

INFERNO  
Sorry to "extinguish" your fun,  
Rumble!

He runs ahead o.s.

ON OPTIMUS PRIME

back on his feet, firing at Soundwave and Rumble o.s. Ironhide and Wheeljack drive INTO FRAME in auto mode and transform. They fire o.s. at the same targets.

IRONHIDE  
We're here, Prime--

WHEELJACK  
--and they won't be--for long.

ON SOUNDWAVE, FRENZY AND RUMBLE

Energy blasts EXPLODING on all sides.

SOUNDWAVE  
Decepticons...retreat!

The three take off, the CAMERA PANNING UP with them. Buzzsaw and Laserbeak fly INTO FRAME, after them.

ON RUMBLE (PAN BG)

in robot mode, flying through the sky.

RUMBLE  
I'll leave the Autobots a nice  
going-away present!

He fires two drone rockets (SFX: ROCKET BLASTS) and veers away OUT OF FRAME. TRACK with the rockets as they head for the bunker entrance.

THE BUNKER ENTRANCE

The drone rockets enter the bunker. (SFX: WHINING)

POV - THE DRONE ROCKETS

from their nosecones, ROARING down the access corridor.

THE CENTRAL CORE

The drones ROAR THROUGH the previously established core over the armament stores.

THE CONTROL ROOM

Red turns from the viewscreen. The ROAR of rockets FADES UP.

RED ALERT  
Inferno? Is that -- ?

There is a huge EXPLOSION!!! as fire, smoke, and debris flies TOWARDS CAMERA. The roof caves in. Then, after a beat, the smoke clears to show the Control Room demolished, with small fires everywhere.

RED ALERT (CONT-VO)  
(GROANS!)

The CAMERA PANS DOWN to show Red trapped under a massive steel girder, crushing his chest. His head is encircled with electrical discharge SPARKS and BUZZING.

RED ALERT (CONT)  
(weakly)  
Inferno. Help me, Inferno!

The girder slips crushing Red's chest a little more. (SFX: CRUNCH!) His eyes glow and pulsate red.

CUT TO:

INT. - BUNKER ENTRANCE

Hoist, in robot mode, clambers through the rubble.

HOIST  
Grapple is going to blow a fuse  
when he sees this!

RED ALERT (VO)  
Inferno! Where are you?!

Hoist reacts. He TRANSFORMS and drives OUT OF FRAME down the passageway.

HOIST  
It's Red Alert! Hang on, Red!

CONTROL ROOM - RED ALERT

still trapped under the girder. The CAMERA PANS UP to show Hoist enter, SCREECH to a stop and TRANSFORM to robot mode.

ANOTHER ANGLE

HOIST  
Take it easy, 'ol buddy.

Hoist grabs and lifts up the girder, flinging it on pile of rubble with a CRASH!

CLOSER ON RED ALERT

crawling free. Another brief electrical SPARK rings his head.

RED ALERT  
(angrily)  
Wait till I get my hands on Inferno!

ON HOIST AND RED ALERT

Hoist puts a hand on Red's shoulder.

HOIST  
Don't bust a gasket -- it wasn't his fault.

INFERNO (VO)  
Red!

ANGLE ON ENTRANCE TO CONTROL ROOM

Inferno and Optimus, in robot mode, are entering.

INFERNO (CONT)  
(concerned)  
You're okay! I was worried about you!



ON RED ALERT

He dusts himself off, but he's still badly damaged-- especially his pride.

RED ALERT  
(sarcastically)  
I'll bet!

ON INFERNO

taken aback with surprise...

RED ALERT (CONT-VO)  
(angrily)  
I taught you everything since you  
were just a microchip - and this  
is how you repay me!

INFERNO  
(surprised)  
Huh?

Red storms past him and exits through a sliding door.

ON HOIST AND INFERNO

Hoist turns to Inferno sympathetically.

HOIST  
Aw, you know Red--He's like that..

FLIP TO:

BUNKER - STORAGE AREA - RED AND OPTIMUS

Optimus stands in front of a row of spare Autobot missiles and ammo. Red paces to and fro.

RED  
\* You don't understand, Optimus.  
Inferno betrayed me!

OPTIMUS  
He acted bravely to save the  
Negator

Red stops pacing and throws up his arms exasperatedly.

RED  
(agitatedly)  
Why can't anyone see it? He wants  
my job!

A sudden burst of ELECTRICAL DISCHARGE SPARKS around Red's head. He puts his hands to his head. Optimus walks over to Red with concern.

ON OPTIMUS AND RED

OPTIMUS  
You better let Hoist check you out. Then some rest...

But Red quickly looks up. The discharges have all gone.

RED  
I'm fine! See...? It's just a headache that comes and goes,

OPTIMUS  
(doubtfully)  
All right, Red. Organize our route back to Autobot HQ. It's too dangerous to stay here.

Optimus walks away and exits through a sliding door.

ON RED

RED  
Too dangerous?! Huh! Now Optimus wants me out of the way, too!

Suddenly he falls to his knees. ELECTRICAL SPARKS ring his head - then stop. But a loud BUZZING sound remains.

RED  
(anguished)  
What's wrong with my head?!

CUT TO:

EXT. BUNKER ENTRANCE

Optimus, Inferno, Grapple, Smokescreen, Ironhide, Wheeljack and Hoist are lined up next to the Negator. Red Alert has his back to the others, looking up at the sky. (All are in robotic mode.)

OPTIMUS  
Autobots...transform!

Hoist climbs into the Negator's control seat. The other Autobots transform except for Red.

OPTIMUS (CONT)  
You, too, Red...

RED'S POV - DISTORTED

Optimus - through a shifting red haze. The BUZZING sound distorts Optimus's words. Everything seems in slow motion.

OPTIMUS (CONT)  
(echoing, distorted)  
Let's go!

BACK TO SHOT

Red TRANSFORMS a little slowly. The Autobot convoy moves out with Hoist driving the Negator. The CAMERA PULLS BACK to show Ravage watching from the top of cliffs.

CUT TO:

INT. DECEPTICON HQ - VIEWSCREEN

Showing Ravage's POV as above.

MEGATRON (VO)  
You incompetent fools!

WIDER

Megatron looks past the viewing screen at Soundwave, Rumble, Frenzy, Buzzsaw and Laserbeak, who look suitably humble.

MEGATRON (CONT)  
I must have the Negator! It's powers are too great to ignore!

STARSCREAM (VO)  
When you want a job done properly...

Megatron looks around as:

ON STARSCREAM

Leading THUNDERCRACKER, RAMJET, DIRGE, THRUST and SKYWARP into the room.

STARSCREAM (CONT)  
-- you should get the best!

FLIP TO:

A STEEP CANYON PASS - WIDE FROM THE CLIFFTOP

Optimus, followed by Red, leads the Autobots into the pass. TRACK BACK and HOLD as a robotic foot ENTERS FRAME and stumble on the rocks at the edge of the cliff. A boulder is dislodge and crashes down the side,

MEGATRON (VO)  
(whispered hiss)  
Clumsy fool, Rumble!

ON MEGATRON AND RUMBLE

Starscream and Thundercracker in BG. The noise of the falling boulder is still echoing.

MEGATRON (CONT)  
Ruin this chance to redeem  
yourself, and I'll melt you down  
for scrap!

ON OPTIMUS

SKIDDING to a halt, raising dust. Red pulls up at his side.

OPTIMUS (VO)  
Red Alert! That noise-- what do  
your sensors report?

INT. OF ED ALERT'S TRANS-FORM

We see electrical FLASHES discharging all over his dashboard.

RED (VO)  
I... didn't hear ... anything

ON OPTIMUS

After a BEAT, he starts up again.

OPTIMUS (VO)  
Then let's roll!

ON THE CLIFFTOP - MEGATRON AND RUMBLE

Looking down. SOUNDS of the Autobot convoy come from below.

MEGATRON  
This must be our lucky day.

ON RUMBLE

Hitting the ground with his pile-driver arms. (APPROPRIATE SFX)

THE CLIFF SIDE

As it starts cracking open. Rocks start falling OUT OF FRAME.

ANOTHER ANGLE

The boulders form an AVALANCHE. The CAMERA PANS ahead to show Optimus and Ironhide directly in their path!

OPTIMUS  
Avalanche! Trans...

Optimus and Ironhide start transforming. But before they finish, they are hit by the avalanche and buried!

TO THE REAR OF THE OTHER AUTOBOTS

As the avalanche slides across the road ahead totally blocking it. (SFX: AVALANCHE OUT)

ON MEGATRON

MEGATRON  
Decepticons! Attack!

ANOTHER ANGLE

As Thrust, Dirge, Ramjet, Starscream, Thundercracker and Skywarp transform and ROAR (Jet SFX) out into the canyon. The CAMERA PANS with them as they dive towards the Autobots strung out in the narrow pass below.

THE PASS - GROUND LEVEL

As one after the other, the Decepticons fly INTO CAMERA, strafing and bombing the line of Autobots, who have too little side room to maneuver!

ON WHEELJACK

Reversing, he spins his wheels, raising a cloud of dust as energy blasts EXPLODE around him. He backs up into Inferno - smashing both their fenders.

ON RED ALERT

Taking direct hits. His side is badly damaged and smoking. Electrical sparks encircle his whole body.

ON HOIST AND GRAPPLE

As EXPLOSIONS surround them, Hoist gets out of the Negator.

HOIST

We have to dig Optimus and  
Ironhide out!

They move forward to the avalanche pile.

GRAPPLE

Look out!

SFX: MISSILES WHISTLE as missiles slam into the pile and EXPLODE just ahead of Hoist. The dust clears to show Optimus's leg sticking out. Grapple uses his crane to start pulling boulders away. Hoist ropes them with his trailer and hauls them away.

ON THE NEGATOR

Alone and unprotected.

ON MEGATRON

Looking down in triumph.

MEGATRON

This time the Negator is mine!

He flies down. The CAMERA PANS with him as he flies towards the Negator, and we...

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

THE PASS - MEGATRON

He soars TOWARDS CAMERA FILLING THE FRAME...

MEGATRON  
Now nothing will stop me from  
taking the Negator!

ON SMOKESCREEN

accelerating past the smoking Red Alert.

SMOKESCREEN (VO)  
What you can't see, you can't get  
your hands on!

CLOSE ON HIS TAILPIPE

emitting thick, black smoke.

ON THE NEGATOR

As Smokescreen ROARS up to it and circles it. (SFX: SQUEALING TIRES) The black smoke rises and encompasses the device.

ON MEGATRON (PAN BG)

Flying into the smoke.

MEGATRON  
You'll have to do better than  
that!

ANOTHER ANGLE

Amidst the swirling smoke, Megatron collides heavily with something. (SFX)

MEGATRON (CONT)  
(coughing)  
Ooof!

He looks up. The CAMERA PULLS BACK to show he's hit the Negator!

MEGATRON (CONTD)-  
At last- the Negator!

ON SKYWARP, THRUST, RAMJET AND STARSCREAM

Flying through the smoke in formation. As they emerge from the other side, we see they have acquired a blinding blanket of smoke which "sticks" to them. They look like small, fast-moving black clouds.

THRUST (VO)

The smoke is sticking to us! I can't see!

STARSCREAM (VO)

Stop whining and use your instruments to guide you!

ON SMOKESCREEN

In a smokeless area. He TRANSFORMS into robot mode and raise his arms.

SMOKESCREEN

Those guys are going to love my electro-disruptor!

Shimmering zig-zag beams issue from his fists and shoot up OUT OF FRAME.

ON THE FOUR BLACK CLOUDS

As the beams hit them. Lightning-like discharges spark within the clouds. (SFX: ELECTRICAL SPARKS)

INT. OF THRUST - COCKPIT

His radar screen and all the dials on his instrument panel EXPLODE with SPARKS!

THRUST (VO)

Hey! My electrics just blew out!

INT. OF SKYWARP - COCKPIT

The same EXPLOSIONS and SPARKS.

SKYWARP

Mine too! I'm flying blind!

His radio lights FLASH signifying a transmission.



STARSCREAM (VO)  
(filtered)  
Separate! I don't want you clowns  
hitting me!

EXT. THE PASS - CLIFF

Two of the clouds ROAR past in a steep turn just missing the cliffs. But the outside two clouds SLAM into the cliffs. The clouds dissipate to show Skywarp and Thrust crashed. They dazedly TRANSFORM to robot mode.

ON THE SURVIVING TWO CLOUDS - (PAN BG)

Ramjet's more distinctive shape is just visible within one of the clouds.

STARSCREAM  
I'll use my freeze ray to get rid  
of the smoke.

Starscream's cloud shimmers icy blue and starts turning white.  
(SFX: FREEZE RAY)

CLOSER O STARSCREAM (PAN BG)

As we see the smoke has turned to ice and snow. It flakes off as Starscream flies along.

INT. STARSCREAM'S COCKPIT - LOOKING FORWARD

The white ice is flaking away so that there's starting to be a clear view ahead through the windshield.

STARSCREAM (VO)  
(excitedly)  
It's clearing -- I can see! I'll  
make those Autoblots pay!  
(shock)  
No!!

The last ice disappears from the windshield to reveal... the cliff edge dead ahead!

EXT. CLIFF EDGE

Starscream plows into the side (APPROPRIATE SFX), and comes to rest on a ledge. He groans and half-transforms before collapsing unconscious.

STARSCREAM  
(groans)

ON RAMJET

Still surrounded by smoke.

RAMJET (VO)  
If I crash, it's going to be into  
an Autobot!

Ramjet dives down OUT OF FRAME. (SFX: WHINING DIVE)

ON THE AVALANCHE

Optimus and Ironhide roll off the last boulders and stand up.  
Grapple and Hoist TRANSFORM to robot mode.

OPTIMUS  
Quickly -- the Negator!

MEGATRON (VO)  
You're too late, Optimus!

ON MEGATRON

He swivels the Negator to where the smoke is starting to thin.  
We can see Optimus, Ironhide, Hoist and Grapple in the  
background.

MEGATRON (CONT)  
This is goodbye, Prime!

He presses the switch. But suddenly, a dark object ROARS INTO  
FRAME and hits part of the Negator, sending Megatron sprawling.

CLOSER ON MEGATRON

The smoke clears, showing Ramjet TRANSFORMING on top of  
Megatron! Megatron looks up disbelievingly...

MEGATRON  
Clumsy fool! You'll pay for this!

Before h can move, energy bolts EXPLODE around the pair.  
Megatron looks up.

HIS POV - OPTIMUS, IRONHIDE, HOIST AND GRAPPLE

Firing at him, INTO CAMERA.

ON SMOKESCREEN, WHEELJACK AND INFERNO

The CAMERA PANS with them as they race into the fray - also firing.

ON MEGATRON AND RAMJET

MEGATRON

Curse you, Prime! I'll be back!

He takes off, flying o.s. with Ramjet close behind,

ON THUNDERCRACKER AND DIRGE

flying off into the distance. From the BOTTOM OF FRAME they're joined by Thrust, Skywarp, Megatron and Ramjet.

CLOSER O RAMJET AND MEGATRON (PAN BG)

RAMJET

What about Starscream?

He looks down at Starscream o.s., and Megatron also looks.

ON STARSCREAM

He is still lying on the cliff ledge - transforming slowly.

MEGATRON (VO)

Leave him -- He can look after himself.

They fly off.

THE AVAL NCHE - OPTIMUS, IRONHIDE AND HOIST

Looking up at the massive pile of rocks.

HOIST

It'll take days to clear this rockpile!

IRONHIDE

We need repairs or we won't make it back to Autobot Headquarters, at all!

Optimus turns and walks away. The CAMERA PANS with him as he approaches Red Alert, who is sitting holding his head.

OPTIMUS

Red Alert! Your warning systems must be faulty. It was your job to warn us!

ON RED ALERT

rising quickly to his feet. His side is buckled and his eyes are pulsating with a glowing red color.

RED ALERT

You want to get rid of me--just like the others

ON OPTIMUS

Startled.

OPTIMUS

You're more damaged than I thought!

ON RED

backing away like a trapped animal. He has a bad limp and his shoulder is smashed. Colored cables stick out.

RED ALERT

There's nothing wrong with me. Just leave me alone!

HIS POV - OPTIMUS PRIME

Seen through Red's fuzzy RED FILTER and over the irritating BUZZING SOUND. Hoist and Inferno ENTER FRAME and stand beside Optimus, looking INTO CAMERA (at Red) Optimus says something that is unintelligable to Red (and to us over the filter):

OPTIMUS PRIME

(over-filtered)

Red Alert needs a complete check-up and some new parts...

Hoist and Inferno start walking TOWARDS CAMERA.

ANOTHER ANGLE - NORMAL VIEW

Hoist and Inferno approach Red who is backing away towards the cliff wall. His head is again encircled with electrical discharges.

HOIST

Your logic and reason circuits are overheating.

INFERNO

You need immediate repairs, or you'll explode!!

ON RED ALERT

Red continues to back away. His back hits the cliff wall.

RED ALERT  
(paranoid)  
Don't give me any of that! You  
just want to disassemble me for  
spare parts!

WIDER

Red leaps forward o.s., knocking both Hoist and Inferno out the way.

HOIST/INFERNO  
(GRUNTS)

ON DENSE PATCH OF UNDERGROWTH

Red Alert climbs towards a dense patch of undergrowth.

INFERNO (VO)  
Red -- wait!

BACK TO SHOT

Hoist gets up and shouts after him.

HOIST  
We're your friends!

Optimus Prime ENTERS SHOT, looking out at Red o.s.

OPTIMUS  
Quickly-- We must rescue Red  
before he hurts himself!

CUT TO:

ON RED ALERT

climbing desperately through the bushes. The CAMERA PULLS BACK to show Starscream watching in the foreground.

STARSCREAM  
(thoughtfully)  
I'll teach Megatron to abandon  
me like a burnt-out micro-chip!

He moves OUT OF FRAME.

CUT TO:

AGAIN ON RED

pushing through dense undergrowth. He mutters to himself as he climbs, gasping for breath.

RED ALERT  
Some "friends" they turned out  
to be! Trying to junk me for  
parts!

Suddenly he stops to hear:

HOIST (VO)  
(distantly)  
Red--come back! You need help!

Red Alert continues pushing through the thick undergrowth. He EXITS FRAME as the CAMERA PANS a distance down the slope to:

OPTIMUS AND IRONHIDE

Climbing through the bushes.

IRONHIDE  
C'mon Red, 'ol buddy. All this  
climbing is murder on my shocks!

CLOSER O OPTIMUS

pushing through the large dense bush which Red went through before. Optimus stops as Ironhide and Hoist join him INTO SCENE.

HOIST  
Where could he be hiding?!!

Prime points ahead o.s.

THEIR POV - THE CITY

It's the outskirts of a modern city--like downtown Los Angeles from the hills.

OPTIMUS PRIME (VO)  
In a haystack--like any good  
needle!

FLIP TO:

EXT. CITY STREET

Red Alert, in auto mode, sputters along the busy street. We then see the SPARKS continuing through his windshield.

The CAMERA PANS with him as he drives across an intersection against the light, CAR HORNS BLARING. The CAMERA HOLDS on the intersection as Prime, Hoist, and Ironhide, in auto mode, pulls into view and stop.

THEIR POV - RED ALERT

Red turns a corner and accelerates slowly away, trailing some smoke.

OPTIMUS (VO)  
That must be him!

THE CORNER

As Ironhide accelerates up to the corner and turns on two wheels, tires SQUEALING. Optimus follows, his trailer skidding wide.

THE ALLE - FROM ABOVE

A deserted side alley. The rears of buildings back onto this narrow access road full of trashcans, etc. Red accelerates INTO CAMERA and passes underneath us - creating a dust storm in his wake. Ironhide, Optimus, and Hoist RUMBLE in hot pursuit.

ON RED

He veers to the side and slams into a line of trash cans, spilling garbage on the road to slow his pursuers down. He takes a sharp right turn down another alley and EXITS FRAME.

ON HOIST AND OPTIMUS

As they COLLIDE with the garbage cans, SMASHING them aside.

SECOND ALLEY

Red is slowing up. More smoke is pouring out his engine compartment, and there are more GRINDING mechanical noises. He turns down another alley. The three Autobots turn into the second alley, clearly catching up fast.

PRIME (VO)  
Hurry! We've almost got him!

The CAMERA PANS with them as they follow Red out of view.

AROUND THE CORNER

Ironhide, Prime, and Hoist SKID INTO SCENE...

HOIST  
Oh, no!

THEIR POV

A building is burning, and the fire department is attempting to put it out. Fire trucks, ladders, hoses, firemen -- and a fire chief's car that looks exactly like Red Alert are in the scene (APPROPRIATE SFX) The CAMERA PUSHES IN on the duplicate car.

IRONHIDE (VO)

I see him!

ANOTHER ANGLE ON FIRE CHIEF'S CAR

Ironhide, in his vanette mode, pulls up INTO SCENE alongside the fire chief's car.

IRONHIDE (CONT-VO)

C'mon home, Red -- We'll take care of you!

There is no response from the car. Ironhide TRANSFORMS and examines the auto.

IRONHIDE (CONT)

What's the matter? Can't you transform?

He picks up the rear end of the car by the bumper. Suddenly he hears:

FIRE CHIEF (VO)

Hey! That's my car!

ANGLE ON FIRE CHIEF

wearing the appropriate helmet, etc. He seems nonplussed by the appearance of the robot...

FIRE CHIEF (CONT)

Put it back like you found it!

BACK TO IRONHIDE

He sets the car back down sheepishly

IRONHIDE

Sorry, chief! It looked like a friend of mine!

Then he TRANSFORMS to auto mode and speeds o.s.

CLOSE ON FIRE CHIEF

He does an astounded TAKE!



FIRE CHIEF

Huh??!!

ANGLE ON PRIME AND HOIST

as Ironhide joins them INTO SHOT.

HOIST

Looks like he gave us the slip!

PRIME

I just hope we find him--and soon!

CUT TO:

ANOTHER ALLEY

Red Alert is slowing down, gasping for breath. He TRANSFORMS to his robot mode.

RED ALERT

I can't ... make ... it....

STARSCREAM (VO)

(disguised)

Red. Red Alert!

Red whirls around. The CAMERA PANS over to a large open garage port by his side. The voice must be coming from the darkness inside!

STARSCREAM (CONT-VO)

In here. You can hide -- Quickly!

ANOTHER ANGLE

Red enters the garage, and the door SLAMS shut behind him. The CAMERA PANS BACK to show Optimus and Hoist skid round the corner and ROAR past.

INT. OF GARAGE - ON RED ALERT

It's dark and gloomy inside. We hear the PLOP PLOP of water dripping. Red Alert moves in slowly.

CLOSER ON RED ALERT

Red looks around. Suddenly - a hand seizes his shoulder, and Red spins around to face--? The electrical SPARKS around his head flare up.

RED ALERT  
It's you!!

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

INT. OF GARAGE - STARSCREAM AND RED ALERT

Red Alert faces his benefactor:

RED ALERT  
Starscream!!

STARSCREAM  
Quiet! Or we'll both be caught!

Red raises his weapon, ready to fire. But Starscream steps forward and pushes it down.

STARSCREAM (CONTD)  
I could have blasted you in the back! We need each other..

The electrical discharges around Red's head start to fade.

RED ALERT  
I'll never join the Decepticons!

CLOSE ON STARSCREAM

smiling smugly...

STARSCREAM  
So who's asking you to?

CUT TO:

EXT. THE THIRD ALLEY - OPTIMUS, HOIST AND IRONHIDE

They transform to their robot modes and look around, puzzled.

IRONHIDE  
I would've bet my last modulator that Red turned down here!

OPTIMUS  
Well, we can't look any further. We must take the Negator back to the bunker.

HOIST  
But Red's circuits will explode if we don't find and repair him fast!

CLOSER ON OPTIMUS

He checks an indicator on his body...

OPTIMUS  
We've no choice...

CLOSE ON INDICATOR

It indicates that his energy level is "LOW."

OPTIMUS (CONT-VO)  
We're too weak to withstand  
another attack out here!

BACK TO SHOT

He TRANSFORMS and rumbles off down the alley, followed by Hoist, who also TRANSFORMS. Ironhide looks around one more time and TRANSFORMS to follow the others.

CUT TO:

INT. GARAGE - STARSCREAM AND RED

They're seated on some piles of old tires, talking like old friends. The CAMERA PUSHES IN on them slowly.

STARSCREAM  
I know exactly how you feel.  
Megatron and the other Decepticons  
hate me too!

RED  
That's why Megatron left you  
behind?

STARSCREAM  
He knows I'd make a better leader

CLOSE ON RED ALERT

SPARKS jump in his eyes and the BUZZING continues as Red Alert falls into Starscream's plot...

RED  
Maybe that's why the Autobots are  
jealous of me!

ANOTHER ANGLE - FEATURE STARSCREAM

STARSCREAM  
(cunningly)  
If we had control of the Negator,  
Optimus and Megatron would have  
to leave us alone.

TWO-SHOT

as Red leaps to his feet, and Starscream follows behind him.

RED  
That would show Inferno and the  
others I'm just as good as them.

STARSCREAM  
You'd be better than them!

RED  
(excitedly)  
I would be in charge! Me!

CLOSE ON STARSCREAM

Starscream smiles deviously.

STARSCREAM  
Of course, Red. You would be in  
charge.

FLIP TO:

EXT. ISLAND - BUNKER - ESTABLISHING

Optimus leads the column of battered Autobots back into the  
demolished Bunker entrance. Hoist drives the Negator.

CUT TO:

INT. BUNKER - CENTRAL CORE ELEVATOR

Optimus and Hoist descend with the 'Negator' into the depths of  
the Bunker past levels marked "5", "6" etc. which are stencilled  
on the walls. The levels are packed with spare Autobot ammo,  
missiles and other exotic equipment.

OPTIMUS  
I won't feel at ease until we get  
the Negator to a safe place!

ON LEVEL 9

A sliding mesh door opens. Hoist sits in the control seat of the Negator and drives it out into the circular, shiny, smooth metal passageway. TRACK WITH HIM as the passageway opens out into a circular room. A taper on a large grill in the wall dances as air is blown through.

HOIST

You can't get safer than this!

BY THE ELEVATOR

Optimus waits as Hoist returns to the elevator. Then Prime presses a series of colored buttons on the wall by the passageway.

OPTIMUS

Hurry, Hoist.

A vast and thick 'Goldfinger' safe door slides down just behind Hoist and seals off the vault with a deep echoing THUD of finality.

HOIST

What a relief to stop worrying  
about that!

CUT TO:

INSIDE THE VAULT - AIR VENT

The CAMERA PUSHES IN PAST the Negator towards the vent.

FLIP TO:

EXT. THE ISLAND - RED AND STARScream

Red Aler is busy clearing away a bunch of cactus growing at the side of a large boulder in the middle of nowhere. The bunker is seen in the distance.

STARScream

(impatient)

We'll never get to the Negator  
at this rate!

Red pulls away clump of cacti and steps back, pleased.

REVERSE

As Red and Starscream look at a large ventilation grill set into the boulder.

Red steps forward and removes the grill exposing a dark passageway gently sloping down in the direction of the bunker

RED  
Our highway into the bunker!

STARSCREAM  
Perfect! How did you find this?

CLOSER ON RED ALERT

The electrical discharges start up again. Smoke curls up out of his ears.

RED  
As Security Director I know all  
the secret defenses....

The CAMERA PANS over to Starscream, who brightens.

RED ALERT (CONT-VO)  
And how to overcome them!

WIDER - FROM A NEARBY HILL

Red enters the gloomy passageway. The CAMERA PULLS BACK to reveal Ravage as he watches Starscream and Red enter the tunnel. A sensor on his head FLASHES.

RAVAGE  
(growling)

CUT TO:

INT. DECEPTICON HQ - LARGE VIEWSCREEN

We see Red and Starscream enter the tunnel.

MEGATRON (VO)  
(thoughtfully)  
So, Starscream is engaged in some  
private enterprise with an  
Autobot!

WIDE ON VIEWING AUDIENCE

Megatron sits before the screen, watching with Ramjet and Thrust. Thrust turns to Megatron.

THRUST  
Just give the order, Megatron.  
I'll teach that big-headed traitor  
a lesson!

Ramjet turns to Thrust and scoffs.

RAMJET

You're so brave when we're miles  
away from danger! It's too bad  
your courage doesn't hold up under  
fire!

ON MEGATRON

MEGATRON

Silence! We'll let them do the  
dirty work. Then we'll pick up  
the reward!

FLIP TO:

EXT. BUNKER - ENTRANCE

Grapple in crane mode toils to repair the partially destroyed  
entrance. Optimus, Smokescreen and Wheeljack walk out and stand  
in the foreground.

WHEELJACK

Don't worry, Optimus. If Red is  
out there, I'll find him.

SMOKESCREEN

I just hope I can get back with  
spares and reinforcements before  
his circuits explode!

OPTIMUS

Good luck!

Smokescreen and Wheeljack very slowly TRANSFORM into auto mode  
and accelerate off in a cloud of dust.

FLIP TO:

A LARGER EMPTY TUNNEL

Red's head pokes out of the small side tunnel and looks both  
ways.

RED ALERT

(urgently)

All clear-- Let's go!

He hops out into the empty tunnel - followed by Starscream who  
walks nonanchalantly. Red looks over his shoulder.



RED (CONT)

Quickly-- Before the tunnel drone  
gets here!

ON STARSCREAM

STARSCREAM

(nervous)

The what?

(SFX: Distant CLANGING and METALLIC SCRAPING) Starscream  
reacts.

ON RED ALERT

Stopping by a heavy metal grill held in place by about 20 large  
hexagonal bolts.

RED

The tunnel drone is unstoppable.  
Not even I can deactivate it!

He glances anxiously up the tunnel. The CLANGING and SCRAPING  
noise of the drone is growing louder. Reflected in a bend in  
the far end of the tunnel are FLASHES - like those made by a  
subway train.

RED (CONT)

We'll be scrap metal if we don't  
get out of here fast!

ON THE GRILL

Red points his hand at one of the large bolts. A beam of light  
issues from his hand and hits the bolt. A CREAKING noise (SFX)  
and the bolt unscrews. The SOUNDS of the tunnel drone FADE UP.

ON RED AND STARSCREAM

Looking around at the source of the noise.

THEIR POV

A circular, shiny, metallic mole-like machine advances down the  
tunnel. It fits flush with the walls. Its front is a mass of  
interlocking grinders which as they touch the walls and turn  
give the machine motive power. Tendrils stick out from its  
center and touch the walls ahead. They spark where they touch.  
It'll be on top of them in seconds!

STARSCREAM (VO)

(worriedly)

It's here! It's gonna chew us  
up!

ON RED AND STARSCREAM

As Starscream raises his weapon to blast the grill.

RED  
No! The alarms!

STARSCREAM  
We haven't time!

Starscream BLASTS the grill away and dives into the shaft. Red follows just as the drone rumbles THROUGH SCENE.

INSIDE THE VAULT

Red lands on top of Starscream who gets up angrily.

STARSCREAM  
I've had enough! You'll regret--

He stops as he sees something o.s.

STARSCREAM (CONT)  
(awestruck)  
--The Negator!

WIDER

showing that Red and Starscream have burst through the air vent into the vault. In front of them sits the Negator.

CUT TO:

BUNKER CONTROL ROOM

As previously established, it's a shambles with the heavy be still collapsed on the floor. But all the small debris and dust has been cleared away, and new equipment has been positioned. There's an insistant BEEPING NOISE. The CAMERA PUSHES IN on a computer device with a large red FLASHING LIGHT which is the source of the noise. Ironhide steps INTO FRAME and looks down at the machine.

IRONHIDE  
(disbelievingly)  
Intruders in the vault? The  
computer must be overloading!

Optimus moves INTO SCENE next to him.

OPTIMUS  
We can't take any chances with  
the Negator. Let's go!

CUT TO:

THE NEGATOR VAULT - RED AND STARSCREAM

Starscream watches Red pressing colored buttons by the side of the door. They look expectantly at the door, but nothing happens.

RED ALERT  
They've changed the combination!

ON STARSCREAM

As he stares moodily at the smashed grill through which they entered. The Negator is easily twice the size.

STARSCREAM (CONT)  
Why did I listen to you? We'll  
never get it out.

RED (VO)  
Yes, we will!

Starscream turns to see:

ON RED

operating the Negator controls. The multi-colored beams shoot out and bathe the door in shimmering light. Like before, the door blinks out. We can see the Central Core elevator at the end of the short corridor.

FLIP TO:

CENTRAL CORE ELEVATOR - TOP LEVEL

The elevator rises INTO FRAME. The mesh slides open to reveal Red and Starscream standing next to the Negator.

OPTIMUS (VO)  
Decepticons!

REVERSE

Over Red's shoulder - Optimus, Ironhide, Inferno and Hoist all ready to fire.

IRONHIDE  
Stand aside Red, 'ol buddy.  
You're safe now.

Red moves OUT OF FRAME.

INFERNO

As for you, Starscream-- I'm gonna  
cream your circuits for kidnapping  
our friend.

RED (VO)

Not so fast, you two-faced fools!

The Autobots react...

ON RED

seated on the Negator, and pointing it at the Autobots.

RED (CONT)

Starscream's my partner now!

Electrical discharges FLASH around his head again. (SFX) Smoke  
pours out his ears.

ON OPTIMUS

Moving forwards towards Red, his arms outstretched in a gesture  
of concern.

OPTIMUS

Red... You need help!

Hoist joins him.

HOIST

Your logic and reason circuits  
are burning out!

ON RED

RED ALERT

Get back! I know just how you  
want to fix me!

The CAMERA PULLS BACK as Red starts driving the Negator out of  
the elevator.

STARSCREAM

You heard him. Now, move away  
from the elevator!

ON THE AUTOBOTS

Moving aside as the Negator drives THROUGH SCENE past them.

OPTIMUS  
We can't let you leave with the  
Negator, Red Alert!

WIDE

As the Negator, Red and Starscream drive across the metal bridge from the Central Core to the exit passageway.

STARSCREAM  
Blast them all while you have the  
chance!

ON RED ALERT

He stops the Negator, turns it and FIRES! The CAMERA PANS with the beams as they hit the bridge support columns. They blink out and part of the bridge CRASHES down to the levels below!

ON STARSCREAM AND RED

They're almost out of the Bunker. Red's head is enveloped in SPARKS.

RED ALERT  
(desperately)  
That was a warning--Stay away!

ON OPTIMUS

tentativ ly walking forward.

OPTIMUS  
(cautiously)  
Now, Red-- I know you... You won't  
fire at a fellow Autobot.

Suddenly an energy bolt EXPLODES at Optimus's feet.

MEGATRON<sup>®</sup> (VO)  
But I will!

Optimus reacts and looks up o.s.

HIS POV

Megatron |aiming at him. Thundercracker, Skywarp, Ramjet, Dirge, and Thrust stand close by on the rubble holding Grapple--in vehicle mode--as a hostage. He still holds a large concrete slab in his crane.

ON STARSCREAM

horrified.

STARSCREAM

Megatron!

ON MEGATRON

MEGATRON

Very good Starscream. You  
remembered who I am...  
(forceful)  
--your leader!!

The CAMERA PANS with him as he walks down beside Starscream.

STARSCREAM

I ... I was just ...

MEGATRON

You were just about to deliver  
the Negator to me. Right?

Starscream is relieved to have this way "out."

STARSCREAM

Er... yes. Yes, of course!

RED ALERT (VO)

No!

ON RED

moving the Negator around to aim it at Starscream.

RED ALERT (CONT)

The Negator is mine!

Starscream is too fast. He leaps at Red, knocking him off the  
Negator, and they grapple. Electrical discharges SPARK around  
Red's head. Smoke pours out of his ears.

ON OPTIMUS

Moving forward. But he's stopped by:

MEGATRON (VO)

(menacingly)  
Don't even dream of interfering,  
Prime! Your turn will come soon  
enough!

ON STARSCREAM AND RED

Grappling. Electrical discharges are covering Red's whole body.  
His eyes glow RED and smoke pours out...

STARSCREAM

You're getting too hot to handle!  
Freeze!

Starscream stands and shoots his freeze ray at Red Alert. Red's body is bathed in the icy blue glow.

STARSCREAM (CONT)

And when I say "freeze," I mean  
freeze!

CLOSER ON RED ALERT

The sparks and smoke stop, and his eyes return to normal. Red slumps, dazed, rubbing his head.

RED

My head...

He looks around at the Autobots and Decepticons and the Negator.

RED

(confused)

What ... what's happening?

Megatron moves INTO FRAME.

MEGATRON

What's happening is that you are going to test the Negator on the Autobots,

ANOTHER ANGLE

to include Starscream, also standing over him

STARSCREAM

Or we'll use it on you, "partner!"

Red slumps and moves towards the Negator controls.

ON OPTIMUS AND IRONHIDE

IRONHIDE

He's not really gonna do it!?

OPTIMUS

Starscream's freeze ray must have cooled off his circuits -- at least temporarily!

STARSCREAM (VO)

Hey! He's messing with the controls!

WIDER

Showing Red at the Negator controls. The Negator starts giving off an ominous HUM which grows in intensity.

RED

The Negator is set to explode!  
Everything here goes up with it!

ON MEGATRON

MEGATRON

You're bluffing, Autobot!

ON STARSCREAM

Worriedly.

STARSCREAM

Can we afford to take that  
chance?!

ON DIRGE, THUNDERCRACKER, SKYWARP, RAMJET AND THRUST

Backing away fearfully. They leave Grapple unattended.

ON OPTIMUS

Starting forward.

OPTIMUS

Now, Autobots!

Ironhide Hoist and Inferno follow Optimus into the attack -  
FIRING their weapons.

ON THE DECEPTICONS

Retreating as the energy blasts EXPLODE around them. Ramjet and Skywarp fire back. PAN UP showing Grapple's load of debris just above. Grapple releases the concrete - dumping it on the two Decepticons, partially burying them.

ON GRAPPLE

As he TRANSFORMS to robot mode...

GRAPPLE

So you're the ones who like to  
demolish my creations, huh?

Grapple uses his high-temperature arc-welder rifle to FIRE white hot energy beams o.s.



ON THE NEGATOR - RED ALERT

Firing weakly back at Megatron and Starscream. A small puff of smoke issues from his ears. A lot of smoke and fiery SPARKS are coming from the Negator! The HUMMING grows in intensity.

ON MEGATRON

MEGATRON

Attack!!!

ON DIRGE, THRUST AND THUNDERCRACKER

Retreating past where Ramjet and Skywarp are digging themselves out.

DIRGE

It's going to blow up!

The Decepticons start to TRANSFORM into jet mode and fly o.s.  
(Jet SFX)

WIDE ON CHAMBER

The Decepticon jets WHOOSH out of the area toward the entrance, retreating.

ON MEGATRON AND STARSCREAM

Looking back at Optimus.

MEGATRON

One day, Prime-- One day!

STARSCREAM

Let's get out of here--or we won't  
see another day!

They turn and take off, flying away o.s. (Jet SFX)

ON OPTIMUS

running.

OPTIMUS

Take cover!

ON THE NEGATOR

Red leaps out of it as it EXPLODES!!! FLAMES and SMOKE obliterate the screen.

ON RED

lying unconscious on the ground. All around a fierce fire rages. (CONT SFX)

CUT TO:

EXT. BUNKER ENTRANCE

Black oily smoke and flames shoot out of the entrance. One by one, Optimus, Ironhide, Inferno, Hoist, and Grapple stumble out, coughing and wiping their eyes. They're blackened like survivors of a coal-mine explosion.

CLOSER ON OPTIMUS AND IRONHIDE

OPTIMUS  
Where's Red?

They turn back to look at the entrance. The CAMERA PANS to show it's a solid wall of flame and smoke!

IRONHIDE (VO)  
He's gonna be a pool of molten steel if we don't get him out!

BACK TO SHOT

Ironhide moves forward, but Optimus stops him.

OPTIMUS  
It's too dangerous-- I'll go!

But Inferno rushes INTO SCENE and pushes past them both.

ON INFERNO

INFERNO  
No-- This job has my name on it!

He TRANSFORMS to firetruck mode and accelerates into the maelstrom of fire and smoke.

ANOTHER ANGLE ON INFERNO

As he fires his extinguisher, shooting flame suppressant foam and creating a hole in the flames for him to pass through. Optimus and Ironhide rush up to the hole. But the flames leap up, forcing our heroes back, holding their arms up to protect their faces.

INT. BUNKER ENTRANCE

Inferno rolls down the gentle slope firing his foam and creating an open passage ahead of him.

INFERNO

Red... Red! Can you hear me?!

ON RED ALERT

Lying on the ground amidst pieces of the Negator which are burning furiously. Red tries to rise. but hasn't the strength. He collapses back to the ground.

RED ALERT

(GROAN!)

ON INFERNO

Driving through the flames. A massive burning girder falls just missing him. Inferno fires his foam ahead.

INFERNO

Hold on, Red-- I'm coming!

WIDE ON RED ALERT

Inferno rolls INTO SHOT and sprays him with foam. (SFX)

CLOSER O RED

Red groans and comes around, looking up.

RED ALERT

Inferno.. Save yourself-- I  
deserve to die...

The CAMERA PANS UP to where a fractured pipe BREAKS and starts to fall below.

ANOTHER NGLE

Inferno TRANSFORMS to robot mode and leaps on top of Red Alert, shielding him from the falling pipe, which spews flames everywhere.

RED ALERT

(weakly)

Thanks...

INFERNO

What are friends for, Red?!

CUT TO:

EXT. BUNKER

EXPLOSIONS shoot flame, smoke and debris hundreds of feet out of the entrance.

ON OPTIMUS AND IRONHIDE

OPTIMUS  
(depressed)  
I should have gone myself.

Suddenly Hoist, in the background, points excitedly.

HOIST  
Hey, look!

THEIR POV

Out of the firestorm drives Inferno with Red on his back. They're blackened but safe!

OTHER AUTOBOTS (VO)  
(CHEER!)

CLOSER

Inferno TRANSFORMS to robot mode, holding Red Alert in his arms. The other Autobots move INTO SCENE and gather around them.

OPTIMUS PRIME  
Red! You're safe!

RED ALERT  
(weakly)  
And feeling better, Optimus!  
I'm sorry about--

ON OPTIMUS PRIME

He waves Red to be silent...

OPTIMUS PRIME  
No, it was my insistence on testing the Negator that started it all. We're just glad to have you back!

ON INFERNO AND RED ALERT

OPTIMUS (CONT-VO)  
Both you and Inferno have shown great bravery today!

RED ALERT  
With friends like these--real  
friends--it's easy to be brave!

Red Alert smiles up at Inferno as we...

FADE OUT

THE END