

TRANSFORMERS

"Triple Takeover"

(MP# 700-49)

(SCRIPT)

Written by:
Larry Strauss
5/23/85

MARVEL PRODUCTIONS, LTD.

TRANSFORMERS
"Triple Takeover"
(MP#700-49)

CAST LIST

AUTOBOTS:

OPTIMUS PRIME
IRONHIDE
POWERGLIDE
HOIST
SMOKESCREEN
BLUESTREAK
PROWL
TRACKS
SKIDS
TRAILEREAKE
SEASPRAY
BUMBLEBEE

DECEPTICONS:

MEGATRON
STARSCREAM
BLITZWING
ASTROTRAIN
THUNDERCRACKER
THRUST
RAMJET
DIRGE
SCRAPPER
DEVASTATOR

HUMANS:

SPIKE
FOOTBALL COACH
HALFBACK
ENGINEER

"Triple Takeover"
(MP#700-49)

ACT ONE

FADE IN:

EXT. GRAND CANYON - ESTABLISHING SHOT - DAY

At first the giant Earth craters resemble the lunar surface; then CAMERA PANS UP to include the sunny sky, along with a big rock formation at the brim of the canyon, vaguely resembling a giant head. O.S. lasers BEAM INTO SHOT, carving it into a sculpture of Megatron's head.

REVERSE ANGLE

As BLITZWING, ASTROTRAIN, and STARSCREAM -- all in robot mode -- FIRE their lasers at the rock.

WIDE ANGLE ON HEAD

Their lasers are sculpting replicas of their own heads next to Megatron's -- until the side of the canyon is a Decepticon Mount Rushmore!

STARSCREAM (VO)
Nice work, Astrotrain!

ON THE THREE DECEPTICONS

They pause to admire their efforts.

ASTROTRAIN
Molecular disruption is my
life--even when it's artistic!

CLOSER ON BLITZWING

Grimly, he points his laser o.s.

BLITZWING
But one head does not belong...

FROM BEHIND THE THREE DECEPTICONS

Blitzwing FIRES his laser at the Megatron head to sculpt a pair of whimpish glasses and a moustache.

STARSCREAM (VO)
Yes, Blitzwing--one head has
failed to lead us to victory over
the Autobots!

Starscream fires his laser at the Megatron head...

CLOSER ON MEGATRON HEAD

--carving a Jack-o-lantern mouth with missing teeth!

ASTROTRAIN (VO)
But this mistake will be
corrected!

CLOSE ON THE THREE DECEPTICONS

as they vow to each other solemnly:

ALL
And soon!

ANGLE SHOOTING PAST GROUP

Slowly, and with purpose, the three Decepticons point their weapons at the Megatron head and BLAST it to smithereens -- leaving the Decepticon Mount Rushmore with three heads and a cloud of dust. CAMERA PUSHES IN ON the cloud of dust as WE:

CUT TO:

EXT. SKY - ABOVE THE OCEAN

The cloud of dust from the previous scene becomes a precipitous cloud in a hazy sky reflecting down on the calm waters. Astrotrain, Blitzwing, and Starscream--in robot mode--fly INTO SHOT. Blitzwing drops below the others.

BLITZWING
I will lure Megatron into our
trap...

CLOSER ON BLITZWING - (TRACKING)

as Astrotrain flies down to join him INTO SCENE...

ASTROTRAIN
Why not let Starscream?

BLITZWING
HA! He's been trying to dethrone
Megatron for mega-years! He's
a failure!

REACTION - STARSCREAM (TRACKING)

Starscream's expression starts to twist with rage.

STARSCREAM

Failure?! I have not failed!
I have been waiting for the right
time!

DOWNSHOT

past group. Just below them, the tower to Decepticon HQ rises
out of the water with a (SFX: SPLASH!)

STARSCREAM (CONT-VO)

And the time is now...

BACK TO DECEPTICONS

hovering in the air above the tower.

STARSCREAM (CONT)

I will get Megatron!

Starscream flies down to the tower o.s...

CLOSER ON TRIPLE-CHANGERS

BLITZWING

(gloating)

Fooling him was easy!

ASTROTRAIN

No planet ever lost its orbit
under-estimating the stupidity
of Starscream!

FLIP TO:

EXT. CITY - ESTABLISHING SHOT - DAY

CAMERA PANS across the metropolitan cityscape, with tall
buildings, a bridge, a school with a playground, a drive-in
movie theater, a hospital, and--on the outskirts--a large, dry
aqueduct with a large opening along one of its high walls.
CAMERA SWIVELS AND PUSHES DOWN INTO --

INT. UNDERGROUND SEWER NETWORK

In the sewer tube, power lamps pierce through the darkness.

MEGATRON (VO)

(annoyed)

A secret Autobot power station?
In a sewer?!

STARSCREAM (VO)
(echoing)
Straight ahead, Megatron!

CAMERA HOLDS as Starscream leads MEGATRON INTO SHOT, the lights being projected from their foreheads (or shoulders).

MEGATRON
We'll need reinforcements. This mission requires fighting and transport.

Starscream, overreacting, turns to face Megatron.

STARSCREAM
(flustered)
Reinforcements? This is our mission, Megatron! We don't need to share the glory...

CLOSER ON STARSCREAM

He smiles nastily, shifting his eyes...

STARSCREAM (CONT)
(taunting)
Unless... unless Megatron is afraid!

WIDER

Megatron shoves Starscream aside, BANGING him into a wall, then marches o.s. down the tube. CAMERA PUSHES IN on Starscream, who rises and grins malevolently.

MEGATRON (VO)
Megatron knows no fear!

ANGLE - END OF THE TUBE - A DEAD END

Megatron looks around, puzzled.

ANOTHER ANGLE

A fourth wall slices down behind them with a CLANG, sealing them in.

MEGATRON
You have failed again, Starscream!
It's a trap!

ANGLE - NEAR THE HIGH CEILING

A row of tiny jets pour out a thin white mist (SFX: HISS).

WIDE ANGLE - THE WHOLE CHAMBER

It fills up with the icy mist.

MEGATRON (CONT)

And this isn't energy...

CLOSER ON MEGATRON

He starts to stiffen.

MEGATRON (CONT)

These are...

(straining)

--absolute zero degree
molecules..!

Megatron moves in slow motion toward the fourth wall, slower and slower until he freezes.

ON STARSCREAM

He bends over, grabbing the handle of a floor hatch.

STARSCREAM

I know what they are, Megatron.

And a Decepticon who plans his
escape is not a failure! (WILD
LAUGHTER)

He pulls on the latch -- It is locked! His LAUGHTER freezes -- and then his body does. But there is O.S. LAUGHTER to take its place.

BLITZWING/ASTROTRAIN (VO)

(ECHOING LAUGHTER)

WIDE ANGLE - CUTAWAY SHOT

Starscream and Megatron -- suspended in the motion of their futile escape.

BLITZWING/ASTROTRAIN (VO-CONT)

(LAUGHTER GROWS LOUDER)

The CAMERA PANS DOWN to reveal Blitzwing and Astrotrain in the level below the freeze chamber, both squatted down, both LAUGHING. Blitzwing holds a vice grip on the ceiling hatch. Astrotrain holds his left arm up against the metal floor of the chamber. A light blue film appears to rush down his arm, as the freezing temperatures are conducted through his body. He removes his arm quickly, and the blue color fades.

ASTROTRAIN
Four-hundred and seventy below
zero in there!

BLITZWING
Perfect weather...for a long
vacation!

ANOTHER ANGLE

Blitzwing and Astrotrain turn to each other, and toast each other with their weapons.

ASTROTRAIN
To the triple-change takeover!

FLIP TO:

EXT. SKY - DAY

Blitzwing, in plane mode, and Astrotrain, in space shuttle mode, lead THUNDERCRACKER, DIRGE, RAMJET, THRUST, and other Decepticon planes INTO SCENE toward a range of volcanic mountains in the b.g.

RAMJET (VO)
--And what makes you two think
you'll be such great leaders?!

ASTROTRAIN (VO)
We took care of Megatron and
Starscream, didn't we?

THUNDERCRACKER (VO)
And lost important Decepticon
fighting power!

TWO SHOT - ASTROTRAIN AND BLITZWING

Furiously defensive:

BLITZWING (VO)
We don't need their fighting
power!

ASTROTRAIN (VO)
Under our leadership, the
Decepticons will be more effective
than ever!

REVERSE ANGLE - FROM BEHIND THE DECEPTICONS

As Blitzwing takes the lead, pointing his nose toward a large volcano in the range.

BLITZWING (VO)
Autobot headquarters below!
Follow our lead and...

WIDE ANGLE

As Blitzwing dives down toward the volcano; the others follow. They FIRE a barrage of ARTILLERY.

BLITZWING (CONT-VO)
--attack!!

ANGLE - THE VOLCANO

Bombs, shells, and bullets EXPLODE, covering it with its own pulverized powder.

CUT TO:

INT. AUTOBOT HEADQUARTERS - WIDE ANGLE

Normal operations: Autobots being disassembled, repaired, reassembled, oiling themselves. CAMERA PANS to OPTIMUS PRIME, standing in front of Teletraan I, watching the monitor, which displays some scientific graphics. The faint SOUND of EXPLOSIONS GETS LOUDER until Prime grimaces.

PRIME
(hollers)
What is that racket?

WIDE ANGLE

Everyone turns to him, shrugs.

IRONHIDE
Sounds like the neighbors are
throwing a party!

BACK TO PRIME

He turns back to Teletraan, and studies the screen carefully. Another EXPLOSION rattles Prime's nerve circuits. Without turning, he gestures behind him.

PRIME

I'm too busy checking Teletraan's
circuits! Bumblebee, go check
it out...

ANGLE ON BUMBLEBEE

BUMBLEBEE

Right away, Optimus!

He salutes, then TRANSFORMS to auto mode and ZIPS o.s.

ON IRONHIDE AND OTHERS

They look at Bumblebee's exit...

IRONHIDE

First party in months--and
Bumblebee gets the invitation!

CUT TO:

EXT. VOLCANIC RANGE

The Decepticons surround the demolished volcano for one last
BARRAGE of ARTILLERY, until only a pile of rubble remains.

ANOTHER ANGLE

The jets TRANSFORM as they land amidst the devastation.

ON BLITZWING

He TRANSFORMS to a tank, rides to the center of the volcano, and
points his cannon downward into what's left of the opening.

BLITZWING (VO)

Throw down your weapons, Autobots!

No response.

ANOTHER ANGLE - BEHIND A BIG PILE OF RUBBLE

Bumblebee--in car mode--pulls up and hides, watching.

BUMBLEBEE (VO)

(SUPRESSED LAUGHTER)

ON THE DECEPTICONS

As Blitzwing turns from the rubble and TRANSFORMS back.

BLITZWING

Looks like the Autobots are
history!

WIDER ANGLE

ASTROTRAIN

Under the fearless guidance of
the Triple-changers, those alloyed
wimps are no match!

Bumblebee SKIDS INTO SHOT and up to the Decepticons; then
TRANSFORMS to robot mode as they stare, caught off-guard.

CLOSER ON BUMBLEBEE

BUMBLEBEE

Looking for Autobot Headquarters?
Try that volcano over there!

He points at Autobot HQ in b.g., then TRANSFORMS back to car
mode and zooms away.

ON DECEPTICONS

They all stare at Astrotrain and Blitzwing coldly.

THUNDERCRACKER

Fearless guidance of the
triple-changers?!

THRUST

More like mindless guidance!

CLOSER ON BLITZWING AND ASTROTRAIN

Frustrated, they FIRE on Bumblebee, seen racing away in the
b.g., dodging their onslaught.

ON BUMBLEBEE

He continues to dodge BULLETS AND SHELLS as he approaches
Autobot HQ -- where a troop of Autobots, lead by Prime and
Ironhide, emerge.

IRONHIDE

Decepticons?! Let's get 'em!

And the Autobots aim and SHOOT their weapons at the Decepticons
o.s.

ANGLE - DECEPTICONS

Blitzwing and Astrotrain dodge the bullets and bombs that EXPLODE around them. Behind them, the other Decepticons remain idle.

THUNDERCRACKER

This is your idea of a surprise attack?!

RAMJET

The surprise is on us! Retreat!!

The triple-changers are battered by Autobot shells, and are too busy ducking and spinning to shoot back. The other Decepticons TRANSFORM and fly away, and the triple-changers follow, flying OUT OF SHOT.

REVERSE ANGLE - THE AUTOBOTS

Prime and his troops watch the fleeing Decepticons. Ironhide starts to go after them.

IRONHIDE

Let's finish 'em off!

Prime holds him back.

PRIME

Easy, Ironhide. They're retreating! Better to wait and watch than rush into danger...

CUT TO:

EXT. SKY - DAY

The Decepticons fly away from the volcanic mountain range and over a thick forest. The CAMERA PUSHES IN on the triple-changers, who lead the retreat.

ASTROTRAIN (VO)

It's your fault, Blitzwing! You said that volcano was Autobot Headquarters!

BLITZWING (VO)

My fault? What about all your fancy radar equipment, Astro-lame?

ASTROTRAIN (VO)

It malfunctioned from exposure to your carbolid stupidity!

Blitzwing sideswipes Astrotrain, and BANGS him OUT OF SHOT.

BLITZWING (VO)
Talk is cheap, Astrotrain. And
you're the cheapest!

Astrotrain flies BACK INTO SHOT, sideswipes Blitzwing (SFX:
CLANG!) OUT OF SHOT...

WIDE ON OTHER DECEPTICONS

--then cozies up to the Decepticon planes.

ASTROTRAIN (VO)
Whadda you say we ditch that
tungston turkey?!

THUNDERCRACKER (VO)
The Decepticon turbo-team answers
to only one leader!

THRUST (VO)
The one who proves himself worthy
of our allegiance!

BACK TO BLITZWING

Astrotrain soars INTO SCENE, and he and Blitzwing continue to
BUMP each other like roller-derby queens of the sky.

ASTROTRAIN (VO)
Okay, then-- we'll see who the
best leader is!

Then Astrotrain zooms ahead o.s., followed by Blitzwing.

BLITZWING (VO)
You're on!

FLIP TO:

EXT. OUTDOOR FOOTBALL STADIUM - DAY

The CAMERA PANS the stands, which are empty except for a
FOOTBALL COACH, a burly man with crew-cut and reflector
sunglasses, wearing a whistle around his neck, which he BLOWS
furiously.

WIDE ANGLE - THE FIELD

full of uniformed football players, lining up for a scrimmage.
The ball is snapped, the QB drops back to pass.

COACH (VO)
Block that pass! Hit him, hit
him!

WIDE ANGLE

As the QB throws a lateral pass to a HALFBACK, who runs forward,
dodging tackles.

COACH (CONT)
Lay 'im low!!

ANOTHER ANGLE

As the HB breaks tackles, runs toward the goal post at the far
end of the field.

ANGLE AT END OF FIELD

Suddenly, the bleachers collapse, and the wall of the stadium
SPLITS and CRUMBLES. CAMERA PUSHES IN as Blitzwing--in tank
mode--rolls out from under the fallen bleachers and bulldozes
the goal post.

ANGLE ON COACH

Oblivious to the tank, he BLOWS his WHISTLE, and hollers:

COACH
Kill!... Kill!... Kill!...

ON BLITZWING

He stops, shakes off the goal post.

BLITZWING (VO)
(realization)
A battle simulation arena.
(excited)
An excellent base for Blitzwing
Headquarters!

ANOTHER ANGLE

As the HB, still carrying the football, runs toward Blitzwing.

HALFBACK
Huh?! A tank?!

He tries to dodge the tank. Blitzwing blocks the light-footed
player's path --

ANOTHER ANGLE

--and points his cannon at the HB's head. Terrified, the HB turns back.

HALFBACK

(yells)

Coach! It's a tank! What do I do?

CLOSE ON COACH

who does a take at what he sees o.s., the whistle falling out of his mouth. Then:

COACH

(yells)

Give him the ball!

BACK TO SHOT

Desperately, the player jams the ball into the nose of Blitzwing's cannon, and tears o.s. off the field. Blitzwing blows out the pigskin with a BLAST of his cannon.

ON SCOREBOARD

Both "HOME" and "VISITOR" score slots are at "0." The football sails INTO SHOT and hits the scoreboard, causing the numbers to flip wildly in the "HOME" slot, stopping at "2."

BACK TO TANK

as Blitzwing TRANSFORMS to robot mode and sees the score.

BLITZWING

I win!

ANGLE ON COACH

Blitzwing rolls toward the coach and glares down at him. The coach removes his sunglasses in disbelief.

BLITZWING

You the commander in charge?

COACH

(defiantly)

Get off the field... I'm the coach!

BLITZWING

No one fools Blitzwing! You are a great military strategist!

ANGLE ON COACH

as he reacts, stunned.

BLITZWING (CONT-VO)

You will be my second-in-command!

COACH

Sorry--I've got a contract!

WIDER

Blitzwing grabs the coach by the whistle and lifts him up to look at him eye-to-eye.

BLITZWING

Contracts--like traitors-- are made to be broken!

COACH

(panicking)

Okay, okay... commander!

FLIP TO:

EXT. URBAN RAILROAD STATION - DAY

Surrounded by tall buildings, a canal of glistening RR tracks merge and feed into the old wooden station house. A passenger train (an engine and two cars) emerges from the station, blowing the WHISTLE, and speeds o.s.

ANOTHER ANGLE

Astrotrain -- in space shuttle mode -- flies INTO SCENE and swoops down toward the tracks. He TRANSFORMS to a locomotive and locks onto a track, heading inside the station.

CUT TO:

INT. - RR STATION

CAMERA PANS the high-ceilinged station full of busy travelers with suitcases, commuters with attaches; ticket lines, snack bars, waiting areas. To the far right: the engineer's station, a glass enclosure flanking the tracks of the incoming trains. CAMERA PUSHES IN on an ENGINEER in the station, a slender man with oily hair and overalls, facing a lighted board that indicates the trains on various tracks. Suddenly, a light on the board startles him.

ENGINEER
Huh? Track Nine shows an
unscheduled train!

ANOTHER ANGLE

He rushes to the window and sees the unscheduled train rolling
into the station -- with no one aboard.

ENGINEER
(startled)
--And there's no engineer!

ANGLE ON PLATFORM

The engineer rushes out onto the platform to investigate.
Cautiously, he waves Astrotrain INTO SCENE. Astrotrain BRAKES
to a halt -- and TRANSFORMS to robot mode.

ASTROTRAIN
I declare this to be "Astrotrain
Headquarters!"

ON THE ENGINEER

His face clenches with terror; he steals away, stumbling down
the platform.

ENGINEER
That's it--I'm retiring now!

ANGLE - STATION'S MAIN WAITING AREA

The engineer stumbles THROUGH SCENE.

ENGINEER (CONT)
Run! Help! Run for your lives!!

A moment later, Astrotrain walks through the wall (SFX:
CRUMBLING WALL). Astrotrain is jovial. The humans are not;
leaving suitcases behind, they run for the nearest exit.

VOICES
(AD LIB CRIES OF PANIC)

ON ASTROTRAIN

ASTROTRAIN
(yells after them)
So who needs you spineless
plasm-heads, anyway?!

He looks around --

ASTROTRAIN'S POV

The CAMERA PANS the station--now empty of humans. All that remain are six trains, sitting quietly on the tracks seen through the hole in the wall.

ASTROTRAIN

He reacts pleased, proud.

ASTROTRAIN (CONT)

These are my troops!

ANGLE ON ENGINES

Astrotrain steps INTO SCENE and moves toward the idle locomotives...

ASTROTRAIN (CONT)

But even soldiers need brains...

He looks o.s.

ANGLE - THE ENGINEER'S BOOTH

The lighted boards and computer hardware are still flashing and HUMMING.

ASTROTRAIN (CONT-VO)

Astrotrain can fix that!

Astrotrain BREAKS INTO SHOT, rips a hunk of computer out of its panel, and carries it back out.

ON THE TRACKS

Astrotrain rips out the side of the engine and starts to implant the circuit boards into the mechanism of one of the trains.

ASTROTRAIN (CONT)

Soon you'll have the latest in computer controls!

FLIP TO:

EXT. - FOOTBALL STADIUM - ESTABLISHING

CUT TO:

INT. - LOCKER ROOM

lined with lockers, benches, and mirrors. A wall CRUMBLES as Blitzwing TRAMPS through, still holding the coach by the whistle.

BLITZWING

This is your new office! Now,
give me some military advice.

CLOSER ON COACH

COACH

(in terror)

You don't understand, Mac. I only
know football plays!

Blitzwing leans down INTO SHOT, eye-to-eye with the coach.

BLITZWING

Tell me what's on your mind...
or I will splatter it on the wall
and see for myself!

COACH

(choking)

Defense... zone defense!

WIDER

as Blitzwing straightens, trying to think.

BLITZWING

(muses)

Zone defense...?!

Blitzwing kicks open the door to a locker, throws the coach inside, and SLAMS the locker door shut on the coach before he goes o.s.

BLITZWING (CONT)

You stay here at your desk!
Blitzwing will return!

FLIP TO:

EXT. OUTSIDE OF BLITZWING'S STADIUM - DAY

--where the freeway system converges on the stadium parking lot. CAMERA PUSHES IN to find the Constructicons working away. BONECRUSHER is tearing down some of the overpasses, while others are carrying huge concrete beams and sections of highway and support stanchions.

CLOSE ON SCRAPPER

securing a dead-end wall in the middle of the freeway, he activates his built-in transmitter.

SCRAPPER
Scrapper calling Blitzwing...

CUT TO:

INT. LOCKER ROOM

Blitzwing listens on his transmitting device:

SCRAPPER (VO-CONT)
(filtered)
What is the purpose of this
highway maze you ordered us to
build?

BLITZWING
(indignant)
It's a zone defense, you ignorant
fool!

ANGLE ON LOCKER WITH COACH

as the terrified man peeks out the door.

BLITZWING (CONT-VO)
Now get to work, or you won't get
your share of the ruling
partnership I promised!

WIDER

Blitzwing opens the locker containing the terrified coach.

BLITZWING (CONT)
(to the coach)
I need more strategy!

Blitzwing points his weapon at the coach's head. The coach, sweating profusely, racks his brain.

COACH
(weak voice)
The long bomb?

BLITZWING
Thank you.

Blitzwing SLAMS the locker shut, TRANSFORMS to tank mode, and CRASHES through the wall.

CUT TO:

EXT. FOOTBALL FIELD

Blitzwing rolls to the fifty yard line, joyfully points his cannon skyward, and fires a bomb (SFX: CANNON DISCHARGE) that disappears OUT OF SHOT.

BLITZWING (VO)
(AD LIB HOOTS AND HOLLERS)

He FIRES another long bomb, and several more.

ANGLE ON CITY SKYLINE

It appears one of the bombs is going to hit an office building...

ANOTHER ANGLE

--But the bomb barely misses the building -- and DEMOLISHES a bridge instead!

CLOSE ON THE REMAINS OF THE BRIDGE

An automobile falls off the torn-off end and SPLASHES into the water.

DOWNSHOT ON WATER

Inside the car, a terrified driver struggles to get out as his car sinks.

UPSHOT - THE BRIDGE

The rear of another vehicle slides to the edge -- It is HOIST, in towtruck mode, who lowers his hook and pulls the drowning car up INTO SCENE to safety.

ANOTHER ANGLE

Other cars are on the bridge as the CAMERA SHAKES from the EXPLODING BOMBS! Hoist TRANSFORMS to robot mode...

UNDER THE BRIDGE

Its supports are CRACKING. Hoist hops down INTO SCENE and holds up the bridge.

HOIST
(yells up)
Back up, everybody! Get off the
bridge...

HOIST'S POV:

The cars, in reverse, SCREECH as they back up off the bridge.
In b.g., more bombs flying over the horizon.

HOIST (CONT-VO)
(to himself)
I'd better contact Autobot
Headquarters--and fast!

FLIP TO:

BACK AT STADIUM

Blitzwing TRANSFORMS back to robot mode and triumphantly:

BLITZWING
(HOOTS!) A bridge! That's worth
something to a Decepticon
leader...

He turns and FIRES his laser BEAM at the scoreboard o.s.

ON SCOREBOARD

The BEAM obliterates the "HOME" marker, and writes: "BLITZWING"
over it. Then Blitzwing moves INTO SCENE and changes the score
from "2" to "7."

BLITZWING (CONT)
--Five points at least!

ANGLE ON FIELD

Blitzwing TRANSFORMS to tank mode and resumes FIRING bombs.

BLITZWING (CONT-VO)
I must thank my advisor for such
great strategy! With an assault
of my long bombs...

EXT. OF STADIUM - WIDE

as bombs fly out, going all directions!

BLITZWING (CONT-VO)
--I'll totally level this city
in no time!

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

EXT. - FOOTBALL STADIUM

Bombs keep flying out of the stadium and o.s., and we can hear EXPLOSIONS.

INT. - STADIUM - ON BLITZWING

in tank mode, continuing his assault on the city. (SFX: CANNON FIRE)

CUT TO:

EXT. HIGHWAY OUTSIDE BLITZWING'S STADIUM - LONG SHOT

TRACKS, BLUESTREAK, SKIDS, and PROWL -- all in car mode -- speed down different highways, converging on the stadium (and on the maze).

PROWL (VO)

(filtered)

Prime says the bombs are coming from inside the stadium...

CLOSER IN

The maze has grown considerably, the Constructicons still at work expanding it. (SFX: HEAVY CONSTRUCTION)

SKIDS (VO)

(filtered)

We'll stop 'em at the ten yard line!

ON SCRAPPER

Sitting on the highway, as Bluestreak and Skids come at him from different directions. Scrapper TRANSFORMS to robot mode, and points his weapon at them.

SCRAPPER

Autobots approaching! Assume attack position!

BLITZWING'S VOICE breaks through over Scrapper's radio:

BLITZWING (VO)
(filtered)
No, Scrapper! Let 'em through.
Let all the Autobots through!

ANGLE - AERIAL VIEW

Scrapper moves aside, and lets the four converging Autobots pass into the maze. Each Autobot turns in different directions, continuously, until they lose each other and lose their way.

EXT. INSIDE THE STADIUM - ON THE FIELD

Blitzwing TRANSFORMS to plane mode.

BLITZWING (VO-CONT)
I want to take them on personally!

He flies out of the stadium, through the hole in the bleachers.

EXT. INSIDE THE MAZE

CAMERA PICKS UP AND FOLLOWS Bluestreak, as he speeds around sharp turns in the highway maze. SKIDS' VOICE comes over Bluestreak's radio:

SKIDS (VO)
(filtered)
Bluestreak... where are you?

BLUESTREAK (VO)
(filtered)
Lost--totally! You?

SKIDS (VO)
(filtered)
Same here-- I just can't find an exit!

ANOTHER ANGLE - BEHIND A BLIND CORNER

Blitzwing hovers in the air, hears Bluestreak's ENGINE get LOUDER as it gets closer. CAMERA FOLLOWS Blitzwing as he ZOOMS around the corner, into a corridor, head-on at Bluestreak. He TRANSFORMS from plane to tank --

ANGLE ON BLUESTREAK

And, an instant later, Bluestreak ENTERS SHOT, and is met in a head-on collision with Blitzwing! (SFX: CRUNCH!)

ANOTHER ANGLE IN THE MAZE

Skids and Prowl, on either side of a high wall (not seeing each other) speed toward the same intersection, and CRASH.

ANOTHER ANGLE

Blitzwing -- in plane mode -- ZOOMS toward them.

BLITZWING (VO)

Wait for me!

He TRANSFORMS into a tank mode again...

ANGLE AT INTERSECTION

--and CRASHES into them!

ANOTHER ANGLE IN THE MAZE

Tracks speeds down a straight-away. Blitzwing, in tank mode, jumps out from a blind corner for a head-on collision, but Tracks dodges the tank, avoids its path -- and careens into the wall (SFX: SMASH, BANG!). Blitzwing turns around and BULLDOZES into him from behind!

ANGLE - INSIDE STADIUM

Blitzwing rolls onto the field, triumphantly, and swings his cannon nose at the scoreboard.

BLITZWING

Autobots worth ten points each!

ON THE SCOREBOARD

The tank o.s. FIRES, hitting the scoreboard. "BLITZWING"'s score jumps from "7" to "17," then "27," "37," and "47!"

ON BLITZWING

He rolls to the fifty yard line, points his cannon skyward, resumes BLASTING long bombs.

CUT TO:

EXT. - CITY UNDER SEIGE - A PLAYGROUND

full of children playing near a sandbox, swings, and a jungle-gym. Bombs EXPLODE all around them. Optimus Prime, in truck mode, SKIDS INTO SHOT at the chicken-wire fence. SPIKE hops out of his cab, and Prime releases his rear gate.

SPIKE

Hurry, kids -- Run for cover!

Several kids run into Prime's trailer, then Spike hops in himself. Prime REVS HIS ENGINE and rolls OUT OF SHOT -- as another bomb EXPLODES nearby!

ANGLE ON BRIDGE

At the bridge, Hoist--in towtruck mode--pulls out sinking cars. CAMERA PANS to a small building, a fire blazing -- smoke pouring out of its windows. SIRENS BLARE as INFERNO and RED ALERT speed INTO SHOT. Inferno shoots high-intensity foam at the blaze, and snuffs it in an instant. (SFX)

FLIP TO:

INT. ASTROTRAIN'S HQ (RR STATION)

On the tracks, Astrotrain--in robot mode--is flanked by his six locomotives. All have cylinder-shaped energy transport cars attached to them. Astrotrain's head and arms are poked inside an engine car, and after a few BLIPS and BLEEPs, he pulls out.

ASTROTRAIN

The operation is a success!

CLOSER ON ASTROTRAIN

He raises his right hand and faces the engines o.s.

ASTROTRAIN (CONT)

Now, repeat after me: We, the
soldiers of the Astrotrain
Empire...

ANGLE SHOOTING PAST ASTROTRAIN TO TRAINS

ASTROTRAIN (CONT)

--will obey Astrotrain, and
scavenge energy for his empire!

The trains respond with TOOTS, WHISTLES, and flashing lights.

ANOTHER ANGLE

As Astrotrain happily TRANSFORMS to a locomotive and leads his troops down the tracks. CAMERA FOLLOWS them out of the station and into the underground tunnel. They approach a mass of branch-off tracks, and all go separate ways.

ANGLE - ONE TRAIN

It derails and CRASHES down on its side.

ANOTHER ANGLE

Two trains come upon an electrical cable (with a sign that reads: "WARNING - HIGH VOLTAGE ELECTRICITY"). They CRASH into the cable, and sever it, then lean into the BUZZING electricity and are JOLTED back. They move back to the cable, lean again, JOLTED back, and still lean a third time.

WIDE ANGLE

Astrotrain TRANSFORMS back to robot mode and watches, supervising:

ASTROTRAIN (VO)
No, collect and process the
energy... in your cars!

The two trains respond with TOOTS, WHISTLES, and lights, and continue to lean and JOLT.

ANOTHER ANGLE

Another of his soldiers slides through a pool of oil dripping from a large, broken pipe. Astrotrain supervises from O.S.

ASTROTRAIN (VO-CONT)
Pull your transport cars up to
the pipe, and fill them with the
oil.

The train's lights flash, it TOOTS, and slides toward another pipe, CRASHES... (SFX: HISS OF ESCAPING GAS).

ASTROTRAIN (VO-CONT)
Good... now harness the gas...

The train WHISTLES, flashes lights, repeatedly CRASHES into the same pipe. More gas ESCAPES. More TOOTS.

ON ASTROTRAIN

He sighs, exasperated.

ASTROTRAIN
(SIGH!) It's hard to get good help
these days!

FLIP TO:

EXT. BLITZWING'S STADIUM - DAY - THE SCOREBOARD

Now it reads: "BLITZWING": 117, VISITORS: 0.

ON BLITZWING

In robot mode, he admires his score, and activates an automatic organ at the base of the scoreboard, that plays VICTORY MUSIC.

ANGLE - AERIAL VIEW

Includes the stadium and the maze; it is quite large, though construction has halted, with the Constructicons all separated and lost throughout their maze, riding around in circles, except for Scrapper who is stationary, and building something.

BLITZWING (VO)

(filtered)

Scrapper... how big is our zone defense?

SCRAPPER (VO)

(filtered)

Can't tell. All the others are lost in it. All I know is it's big!

POWERGLIDE, in plane mode, quietly glides INTO SHOT.

CUT TO:

INT. - POWERGLIDE

His monitors show several close-up views: the Constructicons lost and circling around; Scrapper, in another part of the maze, finishes assembling a big throne.

SCRAPPER (CONT)

And wait'll you see the new throne I built!

CAMERA MOVES IN on the monitor with Scrapper: the throne is constructed out of the mangled bodies of Prowl, Bluestreak, Tracks, and Skids!

SCRAPPER (CONT)

It's really special!

POWERGLIDE (VO)
(filtered)
Smokescreen, Hoist, come in...
I've located the missing Autobots!

CUT TO:

EXT. HIGHWAY - JUST OUTSIDE OF MAZE

SMOKESCREEN and Hoist speed into the maze. CAMERA FOLLOWS as they stick close to one another, approaching a wall with a right and left turn.

POWERGLIDE (VO)
(filtered)
Turn right...

They turn right and continue o.s.

ANGLE ON ANOTHER RIGHT/LEFT TURN

POWERGLIDE (VO-CONT)
(filtered)
Left.

They turn left, and the CAMERA FOLLOWS as they approach another turn.

POWERGLIDE (VO-CONT)
(filtered)
Another left...

They turn left again.

WIDE ANGLE - AERIAL VIEW

Powerglide hovers above Hoist and Starscream, as they near Scrapper and the throne.

POWERGLIDE (VO-CONT)
(filtered)
--and...dead ahead! Begin
camouflage!

ANGLE SMOKESCREEN

From his exhaust pipes he SHOOTS out black smoke that FILLS THE FRAME.

ANGLE SCRAPPER

The smoke gravitates toward him and clings to his body, enveloping him.

SCRAPPER (VO)
(COUGHING, CHOKING)

ANOTHER ANGLE

Hoist tows the throne of mangled Autobots out of the smoke cloud.

ANGLE - INSIDE THE STADIUM

Blitzwing -- in robot mode -- sees Powerglide hovering over his maze, HEARS:

SCRAPPER (VO)
(filtered)
Intruders... Autobots! Help!

BLITZWING
(excited)
More points for Blitzwing!

He TRANSFORMS to plane mode and flies out of the stadium

DOWNSHOT ON MAZE

--and into the maze. CAMERA FOLLOWS Blitzwing, as he flies around sharp turns in the maze.

BLITZWING (CONT)
I'll find you Autobots -- just watch out!!

WIDE ANGLE

shows black smoke ahead of Blitzwing. He speeds into the cloud and WE HEAR SFX: CRASH, METAL CLANGING!

A CLOSER LOOK

When the smoke dissipates, Blitzwing is nose-to-nose with a dented Scrapper.

BLITZWING
(ROAR OF FRUSTRATION!)

ANOTHER ANGLE

Smokescreen, Hoist, and the injured Autobots, now pried apart, watch from a safer position.

SMOKESCREEN (VO)
We're watching, Blitzwing!

HOIST (VO)
And loving every minute!

And the Autobots SCREECH OUT OF SHOT.

ANGLE - UP IN THE SKY

Powerglide flies over the escaping Autobots, and into the horizon. A moment later, Decepticon planes ENTER SHOT...

WIDE ANGLE

Includes what they see on the ground: Constructicons sprawled out; the smoke disintegrates around Blitzwing, who tries to laugh it off.

BLITZWING (VO)
That was a test! (EMBARRASSED
LAUGH)

ON DECEPTICON PLANES

The Decepticon planes lower altitude for a closer look.

THUNDERCRACKER (VO)
Yes, Blitzwing -- A test. And
you have failed!

The planes rise up and OUT OF SHOT.

BLITZWING (VO)
Hey, wait, you guys! Check out
the scoreboard! I'm leading!

CUT TO:

INT. LOCKER ROOM

The row of lockers shakes from the POUNDING inside one of them.

COACH (VO)
(MUFFLED CRIES)

Blitzwing ENTERS SHOT in robot mode, opens the locker, catches the fist of the pounding coach, and twists it.

COACH (CONT)
(CRY OF PAIN)

BLITZWING
You have failed! Your advice is
worthless!

COACH
(in agony)
Time out! Time out!

ANOTHER ANGLE

Blitzwing stops twisting.

BLITZWING
Huh? Time what?!

COACH
Time out! Eat up the clock...

BACK TO WIDE SHOT

Blitzwing muses the idea, then SLAMS the locker shut and walks away. At the end of the locker row he turns back.

BLITZWING
Okay, but it'd better work!

CUT TO:

EXT. FOOTBALL FIELD

Blitzwing walks up to the scoreboard clock, RIPS it off and proceeds to eat it. (SFX: CRUNCHING METAL)

BLITZWING
(mouth full)
Not very tasty advice...!

FLIP TO:

EXT. CITY - ELEVATED RAILROAD TRACKS - DAY

Flanked by buildings, the tracks feed out of an underground tunnel -- from where Astrotrain emerges, pulling a long train of flatbeds containing energon cubes. CAMERA PULLS BACK as Decepticon planes ENTER SHOT, looking down.

THRUST (VO)
(teasing)
Hey, Astrotrain, how's your job
with the Union Pacific?!

ASTROTRAIN (VO)
Show some respect for your leader!

THUNDERCRACKER (VO)
Leader?! How do you figure that,
choo-choo brain?

CLOSE ON ASTROTRAIN

The CAMERA PANS BACK to his cargo of glowing energon cubes.

ASTROTRAIN (VO)
I've got the proof right here!

ON THE DECEPTICON JETS

THRUST (VO)
Where are your so-called troops?

WIDE ANGLE

ASTROTRAIN (VO)
(filtered)
Astroforce, fall in..!

No response. Nothing emerges from the tunnel behind him.

ASTROTRAIN (VO-CONT)
(filtered)
Astroforce... come out and show
your cargo!

No response. The Decepticon planes begin to snicker.

ASTROTRAIN (VO-CONT)
(hollers)
Start your engines, for crying
out loud!

No response. The Decepticon planes fly downward.

ANGLE - INSIDE TUNNEL

The Decepticon planes TRANSFORM to robots as they land, and march down the tracks.

THUNDERCRACKER
If the slagpile won't come to
Thundercracker...

WIDE ANGLE

As they witness a locomotive catastrophe -- aka Astrotrain's troops: a pathetic heap of crashed engines, with a light or two flashing.

THUNDERCRACKER (CONT)
--then Thundercracker will go to
the slagpile!

Astrotrain rides INTO SHOT and speaks to his troops:

ASTROTRAIN (VO)
(encouraging)
Come on, guys...

CLOSER ON DECEPTICONS

The other Decepticons are slightly amused.

THRUST
Astrotrain couldn't lead a ball
of aluminum foil to a garbage can!

OTHER DECEPTICONS
(AD LIB DERISIVE LAUGHTER)

ASTROTRAIN AND TROOPS

As Astrotrain TRANSFORMS to robot mode, his encouragement quickly becomes desperation.

ASTROTRAIN (VO)
Come on! Start your engines!
START YOUR ENGINES!

Cruel silence. But then one train does give a pathetic TOOT.
Astrotrain takes heart.

ASTROTRAIN (VO-CONT)
Good... good... come on...

CLOSER ON TRAIN

Its ENGINE STARTS, although COUGHING. It flashes its lights.

ASTROTRAIN (VO-CONT)
(excited)
Rev up! Rev up!

The train REVS UP, slowly, sadly.

ASTROTRAIN (VO-CONT)
Collect energon cubes! Show them
what you're made of...

The train starts to move, the CAMERA FOLLOWING.

ASTROTRAIN (VO-CONT)
That's it. Faster...

It speeds up.

ASTROTRAIN (VO-CONT)
Faster! You can do it! That's
it... yes..!

ANOTHER ANGLE

It speeds toward a large pipe -- with a water spigot.

ASTROTRAIN (VO-CONT)
Wait... no... Put on your
brakes!!

ANGLE ON ASTROTRAIN

He waves his arms, then covers his face...

ASTROTRAIN (CONT)
No--stop! That's a...

BACK TO SHOT

The train CRASHES into the pipe, splits it in two, water GUSHES
OUT, washing the train OUT OF SHOT, filling the SHOT WITH WATER.

ASTROTRAIN (VO-CONT)
--water main...!!

EXT. OF TUNNEL

The Decepticon planes fly out of the tunnel -- as a torrent of
water GUSHES out behind them, carrying Astrotrain and his troops
on a wave of water.

CUT TO:

INT. - FREEZE CHAMBER

Megatron and Starscream, still frozen in the chamber. O.S.
SOUND of FLOOD WATERS GETS LOUDER AND LOUDER -- And the chamber
wall BREAKS, water GUSHING in. Megatron and Starscream thaw,
regain movement -- and are immediately up to their waists in
water.

CLOSER

Megatron grabs Starscream's throat.

MEGATRON
You led me into this trap!

STARSCREAM
(flustered)
I was tricked... The triple
changers... they told me it was
a power station...!

The flood waters rise until only their heads are visible.
Megatron points his weapon at the ceiling, and BLASTS a big
hole.

CUT TO:

EXT. CITY STREET

A giant hole is BLASTED out in the pavement -- and Megatron
climbs through. Starscream starts to follow, Megatron crushes
Starscream's hand with a foot.

MEGATRON
You are either lying or you are
stupid!

STARSCREAM
(vehemently)
I'm stupid! I'm stupid!

ANOTHER ANGLE - DOWN THE STREET

Prime and Ironhide, both in robot mode, and Spike see Megatron
fly toward the railroad station in the b.g., followed by
Starscream.

SPIKE
Megatron and Starscream! They're
back!

CLOSE ON THE HOLE IN THE STREET

Water GUSHES out, ROARS into the street.

PRIME (VO)
And so is trouble!

ON IRONHIDE

He shakes his head with regret.

IRONHIDE
You see, Prime? We should'a
finished those Decepticons off
when we had the chance.

WIDER ANGLE

Prime ignores him and moves toward the GUSHING WATER.

PRIME

Maybe I can plug this leak!

But as he nears the hole, the street RIPS apart, and water EXPLODES into the air! Prime reels back from the high waters.

ANOTHER ANGLE

The flood waters rise -- the street is now a river. People flee in all directions. Cars, trucks, a trash bin, and a lamppost bob on the waves.

ANGLE - A STRANDED MAN

He attempts to surf on a runaway mailbox, his arms flailing, waving for help.

CUT TO:

INT. UNDERGROUND RAILROAD TUNNEL

Filled with the violent flow of water, only the top of the tunnel is visible -- including a large gas pipe, with a large hole leaking gas (SFX: HISS). The RUMBLE OF THE WATER breaks open the pipe, which EXPLODES! The water spasms into a tidal wave -- FILLING SHOT WITH WATER.

CUT TO:

EXT. STREET

The tidal wave BURSTS out of the tunnel and o.s.

ANGLE - PRIME, IRONHIDE AND SPIKE

looking up at the wave that towers over them.

PRIME/IRONHIDE

Spike!!

Prime reaches for Spike...

OPTIMUS PRIME (CONT)

Grab my--

Water CRASHES INTO SHOT, separating them. CAMERA FOLLOWS Spike, dragged away with the current.

SPIKE

Help...!!

We see him continue to yell but do not hear him-- The ROAR of the wave drowns his words as he disappears beneath the rolling waters!

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

EXT. - CITY

The flood is raging out of control, filling the streets.

ON PRIME

His head jutting out above the water, he looks around, frantically.

PRIME

(yells)

Spike! Where are you?!

Then he dives under the waves. (SFX: SPLASH)

ANGLE - UNDERWATER

Prime swims toward CAMERA -- eyes darting about...

PRIME'S POV

Cars, television antennas, traffic signals tumble about as if inside a giant washing machine.

WIDE ANGLE

Prime sifts through the debris, throws the obstructions aside, piece by piece. CAMERA PANS to Spike, pinned under a fire escape. Prime swims INTO SHOT, hurls off the mangled metal fire escape, and grabs the boy.

PRIME

(gurgled)

No time to get to the surface!
Only one chance...

ANOTHER ANGLE

Prime TRANSFORMS to truck mode -- with Spike in the cab.

CLOSE UP - UNDER PRIME'S CAB

The air from Prime's front tires drains (SFX: HISS).

INSIDE PRIME'S CAB

Air RUSHES out of the vents, blowing Spike's hair, and helping him breathe. Spike's eyes open...

PRIME (VO)
How's that for air conditioning,
pal?

FLIP TO:

EXT. OCEAN SURFACE - DAY

In contrast to the prior scene, all is quiet and calm -- a few seagulls fly over SEASPRAY, on patrol. Suddenly, an urgent CALL:

IRONHIDE (VO)
(filtered -- gurgled)
Seaspray, we need assistance!

SEASPRAY (VO)
On land? You know I'm no good
in robot mode!

IRONHIDE (VO)
(filtered -- gurgled)
Just come as you are, pal!

Seaspray takes off, skimming the water as he goes o.s.

FLIP TO:

EXT. FLOODED CITY - DAY

Astrotrain and his locomotive troops are hurled with the ROARING tide, along with capsized automobiles and a floating newsstand.

ANOTHER ANGLE

finds people swimming frantically. A woman surfs on an ironing board, a man tries to balance himself on a floating telephone pole.

ANOTHER ANGLE

Along the isle of buildings that flank the urban river -- people hang precariously from rooftops.

WIDER

As Seaspray speeds down the flood waters, and over to some sinking swimmers.

SEASPRAY (VO)
Hop on!

CAMERA FOLLOWS Seaspray as he picks up surfers, leaning over so they can hop aboard, and rides OUT OF SHOT.

ANOTHER ANGLE

As Hoist, in robot mode, scales a building, reaches the roof, TRANSFORMS to tow truck mode, and lowers his hook and rope.

HOIST (VO)
(yells)
No limit today, folks!

ANGLE - SHOOTING DOWN FROM BEHIND HOIST

As people float by on the high waters, and grab on. Hoist yanks a trio up, then lowers the hook and rope back down to collect more.

HOIST (CONT-VO)
Just grab hold, and I'll reel you in!

WIDE ANGLE ON POWERGLIDE

Powerglide flies down at a large intersection, opens a hatch in his bottom, throws down a rope ladder. Prime breaks the surface with a great SPLASH, and hoists Spike up to Powerglide's rope.

SPIKE
Thanks, Optimus!

Powerglide pulls in the rope ladder holding Spike, and flies up into the sky.

CUT TO:

INT. POWERGLIDE

Spike looks out of the front window, at the flood below. Suddenly, Trailbreaker GAINS INTO PAN, sitting along the bank of the flood waters.

POWERGLIDE (VO-CONT)
Hey, Trailbreaker! All this water's beginning to dampen my day!

EXT. STREET - ON TRAILBREAKER

Trailbreaker starts to roll, following Powerglide's sky-path.

TRAILBREAKER (VO)
Not to worry! My forcefield will
steer it away!

CLOSER ON TRAILBREAKER

He stops, and his gun juts out above his camper, projecting a forcefield around the water that pours INTO SCENE, making it flow in a narrow river.

ANGLE - FROM ABOVE POWERGLIDE (PAN BG)

As the Autobot plane flies over the flood, now narrowing into a river as a result of Trailbreaker's forcefield.

POWERGLIDE (VO-CONT)
(filtered)
Hey -- Not bad, kid! We got our
own river!

Suddenly, Astrotrain and some of his engines GAIN INTO PAN, seen floating down the river...

POWERGLIDE (CONT-VO)
Too bad it looks so polluted!

EXT. - CLOSER ON ASTROTRAIN

Astrotrain and his troops are riding the rapids of the river.

CUT TO:

EXT. CITY - UNDERWATER

With debris still dancing around, Prime and Ironhide (CAMERA FOLLOWING) swim hard against the tide, and into the hole of the flood's origin.

ANGLE - THE RUPTURED WATER MAIN

The two sections of pipe hang apart, steadily spewing water. Prime fights the current as he ENTERS SHOT, and grabs both ends of the pipe. The force of the current almost threatens to tear him apart before he manages to bring the pipes together, holding them mouth-to-mouth.

PRIME
(gurgled)
Feels like the whole city's water
supply is coming through here!

UNDERWATER - ANGLE ON IRONHIDE

Ironhide holds up his arm, aims it at the pipe.

IRONHIDE
(gurgled)
A little supercooled nitrogen
oughta patch it up!

WIDE ON SCENE

Ironhide's arm shoots a beam of blue liquid, sealing up the pipe and Prime lets go.

FLIP TO:

EXT. BLITZWING'S STADIUM - THE SCOREBOARD

reads: "BLITZWING": 1,569 -- VISITORS: 0. WE HEAR VICTORY MUSIC on the automatic organ o.s.

ANOTHER ANGLE - WIDER

Blitzwing, standing near the organ, keeps time with the music. Suddenly the scoreboard CRASHES down. Bonecrusher BULLDOZES through the stadium wall, followed by the other Constructicons.

SCRAPPER
Victory is ours!!

BLITZWING
Whaddya mean, "ours?!" You broke my scoreboard!

CLOSER ON CONSTRUCTICONS

as they line up together, facing Blitzwing o.s.

SCRAPPER
We built your maze-- Now you keep your part of the bargain!

ANGLE ON BLITZWING

Blitzwing thinks for a minute...

BLITZWING
What bargain..?

SCRAPPER (VO)
You promised us a partnership in leading the Decepticons!

ANOTHER ANGLE

Blitzwing towers over the construction vehicles.

BLITZWING

Tell you what, guys. Why don't
you go build a bridge... and jump
off it!

SCRAPPER

Constructicons, transform... into
Devastator!

And they TRANSFORM, coming together into DEVASTATOR!

DOWNSHOT ON BLITZWING

as the giant robot moves INTO SCENE, towering over Blitzwing!
Blitzwing backs away in fear.

BLITZWING

Hey, no offense, big guy!

FLIP TO:

INT. ASTROTRAIN HQ (RR STATION)

An eerie quiet causes the FOOTSTEPS of Megatron and Starscream
to ECHO as they ENTER SHOT, stop, look around the cavernous
building. (SFX: FOOTSTEPS CONTINUE) Megatron listens...

MEGATRON

(menacing)

Is that you, Astrotrain?

ANOTHER ANGLE - THE LARGE SCHEDULE BOARD

As Optimus Prime steps out from behind it.

PRIME

I was about to ask you the same
question, Megatron!

MEGATRON (VO)

Prime?! Out of my way--!

WIDE ANGLE

Megatron draws weapon, and FIRES -- as Starscream opens FIRE.
Prime ducks to avoid their EXPLODING shells.

PRIME

Don't waste your time, Megatron!
Incinerating you is of no interest
to me.

ON MEGATRON

PRIME (CONT-VO)

I'm looking for the leaders of
the Decepticons!

Stunned, he stops shooting, then SLAMS his cannon into a nearby vending machine, SMASHING the machine to bits.

MEGATRON

I am the Decepticon leader!

WIDER

to include Prime:

PRIME

Used to be, Megatron! Astrotrain
and Blitzwing are my enemies now!

REACTION - MEGATRON AND STARSCREAM

speechless and open-mouthed.

PRIME (CONT-VO)

You and Starscream are just a
nuisance-- a couple of metallic
mosquitos!

MEGATRON

(furiously)

Mosquitos?! Then feel my bite!

Megatron, losing his cool, points his weapon at Prime o.s. and FIRES.

ON PRIME

He TRANSFORMS to truck mode as the BEAMS streak INTO SCENE. The CAMERA FOLLOWS as he rolls out of the high-arched main entrance.

ON MEGATRON AND STARSCREAM

STARSCREAM

Prime must be on overload! He--

MEGATRON

Shut up. The triple-changers are
my lunch -- not his!

And they fly OUT OF SHOT, Megatron in the lead.

CUT TO:

EXT. HIGHWAY - AERIAL SHOT

Optimus Prime speeds toward Blitzwing's Stadium, in the distance. As he GAINS OUT OF PAN, Megatron and Starscream GAIN THROUGH PAN, following at a discreet distance. Then, following them, the Decepticon jets appear in the sky above.

CLOSER ANGLE - THE DECEPTICON JETS (TRACKING)

THUNDERCRACKER (VO)

I say Megatron will prevail!

THRUST (VO)

Three energon cubes says you're wrong!

THUNDERCRACKER (VO)

Make it four.

RAMJET

My money's on Devastator!

CUT TO:

EXT. - BLITZWING'S MAZE

which suddenly becomes a moat as water GUSHES IN.

ANGLE - TRAILBREAKER

Now flanked by Prowl, Bluestreak, Skids, and Tracks, he guides the flood into the maze with his forcefield gun, watching the waters rush past him. Suddenly Astrotrain and his dilapidated troops, like giant barges, float THROUGH SCENE past them!

TRAILBREAKER

(yelling to Astrotrain)

Your friends are waiting for you!

ANGLE - PRIME (TRACKING)

still racing down the highway, toward the maze and the stadium. Megatron and Starscream fly THROUGH PAN over him, and Prime SCREECHES to a halt.

PRIME (VO)
(chuckles to self)
I never get involved in domestic
squabbles!

ANGLE - OTHER SIDE OF MAZE

Trailbreaker, Prowl, Bluestreak, Skids, and Tracks are joined by
Prime and Ironhide.

TRAILBREAKER
Well, who's got the popcorn?

IRONHIDE
I think we'll need a program to
follow the players!

CUT TO:

EXT. STADIUM - ON THE FIELD

Devastator pins Blitzwing to the automatic organ.

DEVASTATOR
Want to hear victory music?

Devastator lifts his fist to smash down on Blitzwing's head --
but a sudden GUSH of water onto the field, distracts the giant
Decepticon who turns to look.

ANGLE - THE FLOOD WATERS

They pour Astrotrain and his troops onto the field.

WIDE ANGLE

Includes Devastator, still pinning Blitzwing to the organ, still
turned and looking at the flood waters. Blitzwing TRANSFORMS
to tank mode and CRASHES into Devastator's ankle, causing the
giant to fall against the organ (SFX: DISCORDANT NOTES).

ANGLE - ASTROTRAIN

sprawled out on the wet field, as Blitzwing rolls INTO SCENE,
TRANSFORMS and leans over him.

BLITZWING
(hypocritical
excitement)
Hey...partner!

ASTROTRAIN (VO)
(dizzy)
Huh?

BLITZWING
I could use a little help, buddy!

Astrotrain TRANSFORMS to robot mode, shaking his head.

ASTROTRAIN
Yeah, sure!

WIDE ANGLE ON TRIPLE-CHANGERS

ASTROTRAIN (CONT)
Right after I settle the score
with you!

As Blitzwing charges at Devastator, Astrotrain BLASTS Blitzwing off his feet. Blitzwing gets up and charges Astrotrain, who swings his side foils, KNOCKING Blitzwing back down. Then Blitzwing pulls Astrotrain down on top of him and the two robots wrestle on the wet football field.

BLITZWING/ASTROTRAIN
(GRUNTING AND GROANING)

ANGLE - DEVASTATOR

He attacks Astrotrain's lifeless troops: He BLASTS them with his gun, then KICKS them, and STOMPS them into a flattened podium that he stands on to make an announcement:

DEVASTATOR
You're next, Blitzwing!

WIDE ANGLE

As Megatron and Starscream fly into the stadium landing on top of the triple-changers. Megatron separates them, and picks them up by their necks, one in each hand.

MEGATRON
Get this straight! I am
Decepticon leader...

He BANGS them together, and drops them on the ground. (SFX: CRASH!)

MEGATRON (CONT)
You are recyclable!

ANOTHER ANGLE

As Starscream pokes his head out from behind Megatron:

STARSCREAM
Well put, Megatron!

WIDE ANGLE

Devastator STOMPS over, towering above the others.

DEVASTATOR
Constructicons are leaders, too!
Blitzwing promised!

Megatron turns, regards Devastator calmly, and BLASTS him with cannon fire --

ANOTHER ANGLE

Devastator is hit, but undamaged. He reaches down and scoops Megatron off the field and tosses him o.s.

DEVASTATOR
You try to hurt Devastator!!

ON THE FIELD

Megatron lands in a heap on the field. (SFX: CRASH!)

ON STARSCREAM

As Devastator's shadow falls on him, Starscream cowers.

STARSCREAM
(fearfully)
Megatron is a wimp!

DEVASTATOR (VO)
So is Starscream!

Devastator's hand reaches INTO SHOT to pick up Starscream, but he TRANSFORMS to jet mode and JETS o.s. before the giant can grasp him.

STARSCREAM (VO)
But I'm a fast wimp!

ANGLE ON DEVASTATOR

He tries to shield himself as the Starscream jet circles around, BLASTING the giant from the air.

ANOTHER ANGLE

Megatron, with weapon ready, moves toward Devastator o.s.
Blitzwing follows.

BLITZWING

We've got to ban together to stop
Devastator!

Astrotrain ENTERS SHOT, coming up behind Blitzwing and Megatron.

ASTROTRAIN

I'm with you guys!

But Blitzwing turns around and FIRES at Astrotrain.

BLITZWING

No, you're not...traitor!

Megatron BLASTS Blitzwing in the back, causing Blitzwing to
CRASH on top of Astrotrain. He points his weapon at them.

MEGATRON

I see two traitors here!

ON DEVASTATOR AND STARSCREAM

Devastator bats at Starscream, and swats him out of the air like
a housefly. The jet WHINES, spinning down o.s.

ON ASTROTRAIN AND BLITZWING

both on their rear ends on the wet field.

ASTROTRAIN

(bitter)

Megatron...you're making a
mistake!

BLITZWING

Starscream's the real traitor!

Suddenly Starscream CRASHES INTO SHOT between them, and
painfully TRANSFORMS to robot mode -- on his rear end.

STARSCREAM

Don't listen to them, Megatron!

ON MEGATRON AND DEVASTATOR

MEGATRON

Why not?! Are they too close to
the truth?!

Devastator grabs Megatron from behind and lifts him off the ground.

WIDER

The triple-changers and Starscream FIRE their weapons at Devastator and Megatron. Devastator drops Megatron and FIRES back. A free-for-all with bullets, shells, lasers ensues. (SFX: BATTLE SOUNDS)

ANGLE - THE SKY

The Decepticon jets hover above the stadium, see the cloud of dust, an occasional flame or two, and nothing else; they hear the FAINT SOUNDS OF LASER BLASTS AND CLANGING METAL, which subsides.

DIRGE

Looks like a no-win situation!

THRUST (VO)

Thundercracker owes me four energon cubes. Pay up, Thundercracker!

CLOSER ON THUNDERCRACKER

He raises his altitude up above the others.

THUNDERCRACKER (VO)

I owe you nothing. I am your new leader!

ON THRUST AND RAMJET

THRUST (VO)

Who elected you?!

RAMJET (VO)

Well, here's my vote!

He BLASTS his weapons at Thundercracker o.s.

ANGLE - ALL THE PLANES

All the planes simultaneously GUN Thundercracker OUT OF SHOT. Then they BLAST at one another, a free-for-all.

CUT TO:

ANGLE - ON THE GROUND OUTSIDE THE MAZE

Spike, Prime, Ironhide, Trailbreaker, and the other Autobots are patiently waiting.

Suddenly, shells and bullets BREAK INTO SHOT, spraying the ground. The Autobots scatter for cover in time to avert the EXPLOSION of a Decepticon bomb.

TWO SHOT - PRIME AND IRONHIDE

Ironhide draws his weapon, intending to fire back. Prime grabs Ironhide, holds him back.

PRIME

No, Ironhide! They're not shooting at us.

ANOTHER ANGLE

to include part of a broken wall of the maze. There is movement in the rubble. Ironhide shakes free of Prime, and aims his weapon at the potential intruder. The football coach emerges, and does a TAKE at Ironhide, thinking he's another hostile robot.

COACH

Oh, no! Not more of you!

He runs back through the wall of the maze.

ON TRAILBREAKER

TRAILBREAKER

Wait! Don't be afraid! We're not Decepticons!

Trailbreaker runs o.s. after the coach.

ON PRIME AND IRONHIDE

Ironhide drops his arms, bows his head with shame.

IRONHIDE

Sorry, chief. I'm just achin' to sink my teeth into some Decepticon hide!

WIDE ANGLE

As Prime and Ironhide see Trailbreaker, in camper mode, CRASH through the maze wall. The coach is in the driver's seat, looking relieved, and waves to Prime and Ironhide as he and Trailbreaker ride away.

COACH

Thanks, Autobots!

CUT TO:

EXT. FOOTBALL FIELD

SHOT FILLED WITH METALLIC DUST that settles, revealing Blitzwing, Astrotrain, Starscream, and Devastator--now in his component Constructicon parts--sprawled out on the field. CAMERA PANS to Megatron, his weapon pointed at the others.

IN THE SKY

The Decepticon planes watch, anxiously.

DIRGE

Watch-- He'll mix their molecules
with the atmosphere!

WIDE ANGLE

Megatron puts his cannon down as the others relax...

MEGATRON

No. The Decepticon cause
supersedes personal vengeance.

DRAMATIC UPSHOT ON MEGATRON

He raises his fist into the air.

MEGATRON (CONT)

(booming echo)

BUT NEVER FORGET THAT I, MEGATRON,
WILL ALWAYS BE LEADER OF THE
DECEPTICONS!

FLIP TO:

EXT. OUTSIDE OF MAZE - THE AUTOBOTS

They watch the Decepticons fly away -- carrying the wounded: a pathetic sight.

IRONHIDE

I guess Prime was right. Megatron
took care of the Decepticons for
us!

WIDE ANGLE - ALL THE AUTOBOTS

circled around their leader.

PROWL

Ah, fooy on Megatron! There is
only one great leader in the
universe!

Prowl, Bluestreak, Tracks, and Skids come together, reforming the throne that Scrapper had made them into.

PROWL (CONT)

Have a seat, boss!

ON PRIME

He is touched, but waves them away.

PRIME

Thrones are for Decepticons!

He TRANSFORMS to truck mode...

PRIME (CONT-VO)

Besides--I'd rather roll!

And as he does so, followed THROUGH SCENE by the others, in vehicle mode, we...

FADE OUT

THE END