

TRANSFORMERS

"Sea Change"

(Script)

(MP #700-48)

Written by:  
Douglas Booth  
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TRANSFORMERS

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CAST LIST

AUTOBOTS:

SEASPRAY (also as Tlalakan human and merman)  
BUMBLEBEE  
PERCEPTOR  
COSMOS  
OPTIMUS PRIME

DECEPTICONS:

MEGATRON  
DIRGE  
ASTROTRAIN  
SOUNDWAVE  
LASERBEAK  
RUMBLE

DECEPTITRAN      A slightly hysterical, Sidney  
Greenstreet/Jabba the Hut type  
computer

DROIDS              mechanical, non-sentient servants  
of Deceptitran

DROID #1  
DROID #2

TLALAKANS:

Humanoids, almost the same size as Seaspray.  
Strongly built, but with an elfin look. They can  
also transform into "merfolk" -- mermaids and  
mermen, with the ability to breathe underwater.

ALANA - a young woman, our heroine  
MOK - a leader of the rebellion  
CHAC - a worker  
TLALOC - a Posidon-type leader

TRANSFORMERS

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ACT I

FADE IN:

WILDERNESS LAKE - SUMMER SUNSET - CLOSE ON WATERSKIER - PANNING

A young WATERSKIER fills the screen then veers away, revealing her tow boat and more of the lake (SKI BOAT SFX).

SEASPRAY (VO)

Hey, Bumblebee...

ANGLE - SEASPRAY - PANNING

SEASPRAY in hovercraft mode ZOOMS across the lake. He GAINS O.S. as we see BUMBLEBEE (in robot mode) clinging to his tow line, completely off balance, skidding across the water, his feet acting as waterskis!

SEASPRAY (CONT)

What d'ya think of waterskiing so far!

C.U. BUMBLEBEE

His eyes suddenly open even wider as he sees...

BUMBLEBEE (CONT)

Whoaaaaa!!!!

HIS POV

A ski jump ramp dead ahead! Seaspray swings to one side and...

BUMBLEBEE (VO)(CONT)

Nooooo!!!!

WIDE - SKI RAMP

Bumblebee is up and O.S.! There's a loud O.S. SPLASH/CRASH...

ANGLE - BUMBLEBEE

Bumblebee emerges <sup>wetly</sup> from the shallows and climbs to shore.

BUMBLEBEE

Whew!

Seaspray ZOOMS INTO SCENE, TRANSFORMING to robot mode, and CLAPS his shaken up pal on the back with a CLANGING metal hand!

SEASPRAY

Bumblebee, you were great!

BUMBLEBEE

Yeah... for a submarine!

CLOSER ON SEASPRAY as he points up and o.s. to --

## SEASPRAY (CONT)

Look! The first star of evening!

HIS POV - ON EVENING SKY

The first star of the evening shines diamond-like.

## SEASPRAY (VO)(CONT)

What d'you say we make a wish?

ANGLE - SEASPRAY AND BUMBLEBEE

Bumblebee shakes some water out of his head.

## BUMBLEBEE

I know what my wish is. No more waterskiin'! How 'bout yours?

Seaspray looks down and across to...

HIS POV - ROMANTIC COUPLE ON TOP DECK OF HOUSEBOAT

Arms around each other, they smile into each others eyes.

ON SEASPRAY & STAR

Looking back up at the star.

## SEASPRAY

(voice a little husky)

Can't tell you, Bumblebee...  
Cause then it won't come true.

PUSH IN on the star until it fills the screen --

DISSOLVING TO:

SPACE

PUSH THROUGH a star field, moving in on a SOLAR SYSTEM.

CLOSER - SOLAR SYSTEM

MOVE IN on the planet TLALAKAN (sort of rhymes with "Chaka Khan")...

TLALAKAN'S SURFACE

Sunset. A huge waterfall THUNDERS down a jungle mountainside in two discrete "steps" before it winds through jungle flatlands to a huge turquoise lagoon, bounded by a barrier reef from the sea.

ANGLE - LAGOON AND CITY

A city floats in the lagoon, a colorful alien cross between Tenochtitlan, capital of the Aztecs, and the canal city of Venice. Balconies overlook canals spanned by stone bridges, towers reach skyward, plazas open up onto waterways, and gondola-like boats move from one part of the city to another. The TLALAKANS, themselves, are taller than humans and have an elfish/Venusian caste to their features.

CLOSER - PORTION OF THE CITY UNDER REPAIR

A closer look reveals that much of the city is falling into ruin. A WORK PARTY of Tlalakans labors to repair a wall. In contrast to the colors of the city, the workers are dressed in tattered and drab-looking clothes, defeated looks on most of their faces.

DROIDS (VO)  
 (machine voices)  
 Keep working! Deceptitran's  
 orders must be obeyed!

ANGLE - ROBOT DROIDS

A pair of hovering MECHANICAL DROIDS (the only high tech feature in the city) are using CRACKLING laser whips to herd the stragglers in a line of WORKERS carrying building supplies toward the work area.

DROIDS (CONT)  
 The city must be repaired!

CLOSE ON ORIGINAL WORK GROUP

CHAC looks to ALANA, a young woman, working next to him.

CHAC  
 (disgusted)  
 Yeah, to keep us busy, while Deceptitran  
 keeps us enslaved on our own planet.

Alana looks up and O.S., pointing skyward.

ALANA  
 (expectantly)  
 Look, the first star of the evening!

OTS ALANA - ON STAR

Low on the horizon, twinkling brightly.

ALANA (VO)(CONT)  
 The time draws near.

ANGLE - ROBOT DROIDS

They freeze to attention as a commanding voice sounds on their radios.

DECEPTRITRAN  
 (a cross between Sidney  
 Greenstreet and Soundwave)  
 It is time for nourishment. Bring  
 me today's supply.

ANGLE - ALANA AND CHAC

The Droids ENTER SCENE and grab Chac, dragging him away.

DROIDS

You!

CHAC

Don't... please!!!

Alana tries to stop them but she's hurled backwards by the SHOCK from a whip, and the two droids, holding Chac between them, ZOOM off, hovering just above the surface of a canal.

ALANA

Stop! (A cry of pain as she's zapped)

PULL BACK to reveal that we're watching this over a monitor screen in a what used to be the central temple area of the city, and has since been redecorated in "early Cybertron".

DECEPTIRAN (VO)

Careful, droids! We must not damage our natural resources!

ANGLE - DECEPTIRAN

A mechanical, computer version of "Jabba the Hut". Clearly a machine, but bloated and menacing, his beady little visual sensors (eyes) gleam greedily. Non-ambulatory, but has various tentacle arms.

DECEPTIRAN (CONT)

Their violence may have slain my Decepticon masters, but I will never abandon my prime directive!

ANGLE - DOORWAY TO TEMPLE AREA

The two droids, bearing a struggling Chac, enter the room.

DECEPTIRAN (VO)(CONT)

And you, my organic wormling, have been honored as this evening's donor!

CLOSER ON CHAC AND DROIDS

The droids wrestle him to "The Chair of Sacrifice", a throne like seat cut out of the stone, atop an altar.

CHAC

You're a computer with no life of your own! Why destroy ours?

ON DECEPTIRAN

DECEPTIRAN

Because that is my programming...

ON CHAIR

As Chac's shoved down into it, tentacle arms come out and hold him in place. An electronic "crown" hovers above his head...

DECEPTIRAN (VO)(CONT)  
 (laughing evilly)  
 And you Tlalakans do provide such  
 excellent energy!

Drawing glowing ribbons of bio-electric energy from Chac's head. His body slumps and his eyes lose their fiery glow. PAN with the energy as it fills energon cubes, which move off on a conveyor belt.

ANGLE - CONVEYOR BELT AND ENERAGON CUBES

One long tentacle picks one of the cubes off the conveyor belt...

DECEPTIRAN  
 Hmm... I'm sure my masters would have  
 wanted me to check on the quality!

ANGLE - DECEPTITRAN

And pops it in his "mouth" orifice. He "chews", SMACKS his lips and then "burps", with a few SPARKS leaking out!

DECEPTIRAN (CONT)  
 (Burping) Excellent!

ANGLE - CONVEYOR BELT

It sends the remaining cubes through an opening in the wall...

INT. ENERAGON STORAGE AREA

Down a long corridor into a huge warehouse, a Fort Knox of energon! As the new cubes are off-loaded by more droids --

CUT TO:

EXT. CITY - WORK AREA

Chac is returned by the Droids. Alana helps him back to his feet.

ALANA  
 Chac! Are you all right?

DROID #1  
 Back to work...

ANGLE - CANAL'S EDGE

Another of the workers, MOK, has been kneeling by the water's edge where there's a small SPLASH and ripple, as if a big fish had just broken the surface. Mok now springs to his feet...

MOK  
 No! The time is now!

ANGLE - ONE OF THE DROIDS

Mok SLAMS into the Droid, knocking him off balance!

MOK (CONT)  
 Destroy the slave masters!

ANGLE - DROID #1

Hoisted into the air by several other workers and heaved O.S.

WORKERS  
 (Rebellious yells)

ANGLE - CANAL

He SPLASHES into the canal, SPARKING and flailing helplessly, next to his fellow droid. The Tlalakans dive in as well, disappearing...

PULL BACK to reveal that we're watching this over a monitor in Deceptiran's chamber...

DECEPTITRAN  
 (angrily)  
 They cannot do this!

ANGLE - DECEPTITRAN

Very upset.

DECEPTITRAN (CONT)  
 My energy sources must not escape! All  
 droids to Y sector!

ANGLE - CANAL

As a whole squadron of droids, hovering above the water, come ZOOMING down the canal, firing LASERS...

ANGLE - ALANA

She, too, dives into the water, just ahead of their LASER BLASTS.

CLOSE ON DROIDS

DECEPTITRAN (VO)(CONT)  
 The flesh creatures cannot hold their  
 breath forever. When they surface,  
 capture them!

UNDER WATER

PAN with Alana as she swims downward, joining the Tlalakans... and a group of MERPEOPLE! Apart from powerful fish tails, they look the same as the others, towing a large string of seaweed with huge pods. Each of the human-form Tlalakans has a reed breathing tube jammed into a pod, to suck air from it. Alana's handed a reed, which she jams into a pod, takes a breath, exhales bubbles, and nods her thanks! CONTINUE PAN forward to the Merfolk Tlalakans (men and women), as the entire group swims off into the greater depths.

CUT TO:



CANAL SURFACE - NIGHT

As numerous Droids, built-in SPOTLIGHTS trained onto the surface of the water, patrol the area of the escape, with no success.

DROID #2

It's no use, Deceptitran. They're gone.

INT. TEMPLE AREA - ON DECEPTITRAN - C.U.

Anger glows in his beady optical sensors.

DECEPTITRAN

I will not tolerate this!

FLIP TO:

WIDE ANGLE - NIGHT SKY

Stars everywhere.

BUMBLEBEE (VO)

C'mon, Seaspray! It's okay to make a wish on the first star...

WIDE ANGLE - BUMBLEBEE AND SEASPRAY

Still at the lake, looking up into the night sky.

BUMBLEBEE (CONT)

But if you wanna make a wish on every star, we're gonna be here forever!

C.U. SEASPRAY

SEASPRAY

Shut up, Bumblebee. I'm gettin' a message. Tune to megahertz frequency Delta Epsilon!

C.U. BUMBLEBEE

His fingers open a chest panel and manipulate a dial and we first hear RADIO STATIC and then VERY RAPID ELECTRONIC BLIPS and BLEEPs!

BUMBLEBEE (VO)

Hey, you're right! And it's comin' from deep space!

FLIP TO:

EXT. AUTOBOT HQ - NIGHT

PUSH IN on it and...

PERCEPTOR (VO)

Indubitably a sophisticated cryptograph...

CUTTING TO:

INT. AUTOBOT HQ

PERCEPTOR is at the controls of Teletraan I. Bumblebee, Seaspray, and OPTIMUS PRIME watch the complicated series of sine waves on the screen, as the intricate pattern of BLEEPs and BLIPS sounds.

PERCEPTOR (CONT)

And while I can't decipher its specific elements...

CLOSER - ON PERCEPTOR

PERCEPTOR (VO)(CONT)

The general matrix makes it clear that a request for assistance is indicated.

ON PRIME

OPTIMUS PRIME looks across the room, and we PAN ACROSS with his look to COSMOS, who TRANSFORMS to space ship mode.

PRIME

In other words, someone out there needs help!

COSMOS

I can take Bumblebee, Perceptor and Seaspray, but Optimus, you're just too big!

ANOTHER ANGLE

As Prime gives Cosmos a friendly pat, and the others climb on board.

PRIME

Don't worry, Cosmos. You guys are on your own this time...

EXT. AUTOBOTS VOLCANO

Cosmos rises up from the cone and ZINGS off into the starry sky!

PRIME (VO)(CONT)

And good luck!

FLIP TO:

EXT. SPACE

Cosmos hurtling along...

INT. COSMOS

Perceptor TRANSFORMS to microscope mode to focus on the viewscreen. Quarters are cramped, but we're just able to see the sine/cosine wave form and hear the same ELECTRONIC BLIPS and BLEEPs as before.

BUMBLEBEE

Do you know what it means yet, Perceptor?

PERCEPTOR

Wait a moment while I take a closer look.

EXT. COSMOS

He ZOOMS onward, with the planet Tlalakan now looming in the BG.

BUMBLEBEE (VO)(CONT)

But we're almost there!

SURFACE OF PLANET - DAY

SHOOTING up towards Cosmos, who's just entered the atmosphere.

PERCEPTOR (VO)

(hesitantly)

Uh, actually, searching my memory banks, I've found the sequencing is quite similar to transmissions intercepted during the 3rd Cybertron War...

INT. COSMOS

Exchanging horrified looks.

BUMBLEBEE

So what you're trying to tell us is...

SEASPRAY

We've answered an S.O.S. in Decepticon code?

INT. DECEPTITRAN'S MAIN MONITOR

It shows a picture of Cosmos approaching. Around it, RED LIGHTS FLASH and WARNING SIRENS BLARE.

MECHANICAL VOICE (VO)

Warning! Warning!

ANGLE - DECEPTITRAN

Glowering with hatred, the lights reflecting off his metal "face". One of his tentacle arms reaches out and hits a control button...

MECHANICAL VOICE (VO)(CONT)

Enemy is invading airspace!

ON VIDEO SCREEN

As it lights up, revealing Cosmos.

DECEPTITRAN

Autobots?!?!

INT. COSMOS - FEATURING HIS MONITOR

Deceptiran's bloated face appears on the screen.

DECEPTITRAN (CONT)

Your choices are two: A: surrender, or B:  
die!

EXT. COSMOS

By now streaking by directly over the city.

COSMOS

Actually, I think I'll take "C"... escape!

ANGLE - DECEPTIRAN

His tentacle arms hitting multiple controls.

DECEPTITRAN

Invalid! Selection "C" is not on the  
program. Droids...

WIDE - CITY

As Droids, manning laser anti-aircraft guns on the roofs of  
buildings, FIRE at Cosmos as he STREAKS by... scoring multiple hits!

DECEPTITRAN (VO)(CONT)

DESTROY THE AUTOBOTS!

CLOSE ON COSMOS

Reeling from the hits... (SFX: LASER HITS)

COSMOS

We're hit! Prepare for crash-landing!

WIDER

As Cosmos manages to clear the city and lagoon...

ANGLE - JUNGLE SHORELINE OF LAGOON

Alana and the rest of the escaping Tlalakans surface, abandoning the  
seaweed pods, as the Merfolk swim off. Hearing Cosmos' ENGINES, the  
Tlalakans look skyward as they make their way into the jungle.

ALANA

Look!

OTS - TLALAKANS ON COSMOS

Streaming fire and smoke, Cosmos STREAKS overhead...

ALANA (CONT)

It's going to crash between us and  
the Well of Transformation!

CLOSE - MOK

He leads the way into the jungle... as a BEAT later there's a tremendous CRASH and CAMERA SHAKE.

MOK

There's no choice. We've got to go on!

ANGLE - JUNGLE & SWAMP

Cosmos is on fire from the crash. Bumblebee and Seaspray carry Perceptor from the interior, whereupon the microscope TRANSFORMS weakly to robot mode, looking much the worse for wear.

PERCEPTOR

(moaning)

SEASPRAY

Quick, Cosmos, into the water!

ON COSMOS

Who TRANSFORMS to robot mode. Still on fire, he SPLASHES into the swamp. When the HISSING steam clears, Cosmos staggers back to the shore, looking with horror at his blackened metal hide!

COSMOS

(weakly)

Oh no... my paint job's ruined!

And with that, he passes out, hitting the ground with a CLANG!

ANGLE - JUNGLE FOLIAGE

Faces peering out from it... Alana and her fellow Tlalakans escapees.

ANGLE - JUNGLE

A squad of Droids comes zipping down a jungle trail, FIRING away!

DROID #1

Destroy the Autobots!

ANGLE - AUTOBOTS

Bumblebee drags Cosmos (who's starting to revive) to cover, as Perceptor staggers after them, and Seaspray FIRES back at the droids.

SEASPRAY

Under cover, fast!

ANGLE - TLALAKANS

Watching the battle. (CONTINUING LASER SFX)

MOK

Let them fight each other while we escape.

C.U. ALANA

Concerned.

ALANA  
No. If they fight Deceptitran, they're  
friends!

ANGLE - DROIDS

One is hit by LASER FIRE and falls, dropping his laser whip. Alana dashes out and grabs it, whirling to LASH the trunk of a tree...

CLOSE ON TRUNK

And the whip CUTS right through the trunk. WIDEN as the tree topples and CRASHES on a couple of droids, SHATTERING them.

ANGLE - TWO DROIDS

Ready to BLAST Alana, when ANGLE WIDENS revealing Seaspray leaping out from behind, SMASHING their two "head units" together and SHORTING them out, as all three hit the ground with a CRASH!

SEASPRAY  
(Battle cry)

ANGLE - THE REMAINING DROIDS

Turn tail and zip off, Bumblebee's LASER FIRE pursuing them O.S.!

ANGLE - BUMBLEBEE

He lowers his blaster.

BUMBLEBEE  
Looks like we've got friends here  
as well as enemies!

ANGLE - ALANA AND SEASPRAY

As Seaspray gets up, Alana ENTERS SCENE and takes his hand, pressing it between hers (she's only a head shorter than the Autobot).

ALANA  
(warmly)  
I am Alana. Thank you for saving my life.

C.U. SEASPRAY

Love at first sight. His face starts glowing reddish pink...

SEASPRAY  
(stammering)  
Uh, Seaspray here. At your, uh, service...

C.U. ALANA

Concerned.

ALANA  
Is something wrong? Your face is  
turning red.

ON BUMBLEBEE AND PERCEPTOR

Exchanging glances.

PERCEPTOR  
But it's electronically impossible for  
an Autobot to blush!

BUMBLEBEE  
(chuckling)  
Better check the schematics, Perceptor!

ANGLE - SEASPRAY

He tears his eyes away from Alana, glares at his friends, then  
moves to the swampy water, SPLASHING some of it on his face. The  
water HISSES and steams away (but his face changes back to normal).

SEAPRAY  
(embarrassed)  
Lay off, guys... just overheated circuits  
from all the... uh... action.

BUMBLEBEE ENTERS SCENE, puts his arm on his buddy's shoulder and  
speaks softly into his ear.

BUMBLEBEE  
(sotto)  
Seaspray, I know you made a wish on a  
star...

CLOSE - BUMBLEBEE AND SEASPRAY

BUMBLEBEE (CONT)  
But I don't think it's gonna work.

FLIP TO:

WIDE - SKY ABOVE TLALAKAN

Astrotrain comes in for an uncontested landing.

DISSOLVE TO:

INT. CENTRAL TEMPLE AREA

Megatron, Soundwave, Dirge, and Astrotrain (in robot mode), escorted  
by several Droids, enter the central chamber.

DECEPTITRAN (VO)  
How good it is to see Decepticons again!

ANGLE - DECEPTITRAN

He flourishes one of his tentacle arms in a simulation of a bow.

DECEPTITRAN (CONT)

You must be exhausted after your  
long journey...

ANGLE FEATURING MEGATRON

MEGATRON

We came as soon as we got your  
request for help.

ANOTHER ANGLE - INCLUDING THRONE OF SACRIFICE

An exhausted Tlalkan slumped in the throne, several FLAGONS of GLOWING ENERGY on a table next to it. Filled energon cubes head O.S. on the conveyor belt. A droid scoots to the table and carries the flagons O.S.

DECEPTITRAN (VO)(CONT)

Allow me to offer you some Energon  
refreshment!

ANGLE - MEGATRON, ASTROTRAIN, SOUNDWAVE & DIRGE

Drinking the energon, and wiping the SPARKS off their lips.

MEGATRON

Excellent! It's nice to see you  
put your humans to good use!

C.U. ASTROTRAIN

He looks O.S. and does a TAKE at seeing...

HIS POV

The energon cubes disappearing into the storage room.

ANGLE - ASTROTRAIN

He starts after them...

ASTROTRAIN

Uh, excuse me, Megatron. I'll be right  
back.

ANGLE - DECEPTITRAN

DECEPTITRAN

(alarmed)

No! He's had enough of my energon! No  
more!

ANGLE - MEGATRON & SOUNDWAVE

Megatron glares toward Deceptitran, then turns to Soundwave.



MEGATRON

It is not your energon, computer, but ours!

(a beat)

Soundwave, adjust Deceptitran's program so he'll remember he's only a mere, nonsentient machine!

ANGLE - SOUNDWAVE & DECEPTITRAN

Soundwave opens a panel and reaches in...

DECEPTITRAN

Really, old sport, this is hardly necessary...

(his speech blurring into assorted computer beeps, wheeps, and squeals as Soundwave reprograms)

ANGLE - DIRGE AND MEGATRON

Megatron turns to Dirge.

MEGATRON (CONT)

And Dirge, GET ASTROTRAIN OUT OF MY ENERCON!

INT. ENERCON STORAGE AREA

Astrotrain's stuffing cubes drunkenly into his mouth, SPARKS dribbling all over. Dirge ENTERS, trying to drag him to his feet.

DIRGE

Come on, Astrotrain, that's enough!

ASTROTRAIN

(thickly)

No issh not. Th'evenin's shtill young...

And with that, he gets to his feet, spins around once, TRANSFORMS into a locomotive, SMASHES into a wall which collapses on him -- and then passes out, TRANSFORMING back into robot mode!

ASTROTRAIN (CONT)

Yee-haw! (LOCOMOTIVE SFX)

(a beat)

LOUD SNORES

ON DIRGE

Shaking his head as Astrotrain's SNORES rumble like an expresstrain.

DIRGE

Disgusting. Now he'll have to sleep it off.

FLIP TO:

## ANGLE - JUNGLE

The Autobots, Bumblebee supporting the injured Cosmos and Seaspray supporting the battered Perceptor, along with their new friends, the Tlalakans, are making their way up the jungle mountainside.

SEASPRAY

So what is this Well of Transformation we're heading for?

## CLOSE ON ALANA AND SEASPRAY

ALANA

Our one secret Deceptitran has never learned.

MOK (VO)

Hurry...

## ANGLE - MOK AND OTHERS

At the base of a vine-covered cliff. He pulls aside the vines, revealing a cave mouth. The Tlalakan party starts to enter.

MOK (CONT)

We're here!

## ANGLE - AUTOBOTS &amp; ALANA

Still some distance away from the cave mouth, Alana beckons for them to stop, and turns to speak.

ALANA

This is where we momentarily part...

Seaspray, however does a TAKE at seeing O.S.

## HIS POV - TWO ROBOT DROIDS

Which have emerged from jungle cover, following the last of Mok's party into the cave!

SEASPRAY (VO)

More droids!

## ANGLE - AUTOBOTS AND ALANA

The injured Autobots remaining behind, Seaspray, Bumblebee, and Alana rush forward...

SEASPRAY (CONT)

Let's go get 'em!

## INT. CAVERN

Mok and the others are gathered around a pool whose glowing, crystal clear waters provide an eerie light for the the central cavern.

MOK  
 (reverently)  
 The Well of Transformation! At  
 last we have reached your waters!

SEASPRAY (VO)  
 Mok, watch out! Droids followed you in!

And a BEAT later, the droids appear out of the darkness, ZOOMING straight for the Tlalakans, LASERS BLASTING!

ANOTHER ANGLE

The Tlalakans dive out of the way, LASER FIRE ZINGING THROUGH SCENE...

ANGLE - ENTRANCE TO WELL CHAMBER

As Seaspray and Bumblebee, followed by Alana come hurtling out of the darkness. Bumblebee FIRES his blaster...

ANOTHER ANGLE

And Seaspray tackles one droid, as the other's BLASTED to pieces by Bumblebee! Seaspray and the droid roll over and over, Seaspray finally hurling the droid off, as they reach the edge of the well. The droid SPLASHES in and the glow of the water suddenly increases...

ANGLE - WELL

As, with a flare of light, the droid is gone! Nothing left. Seaspray and Bumblebee, their faces lit by the glare, look on in amazement.

SEASPRAY  
 What happened? Where'd it go?

ANGLE FEATURING MOK

He and the others jump into the water. The glow once more gains in intensity, as each Tlalakan dissolves into a sphere of golden light!

MOK  
 (laughing)  
 Tell them, Alana!

ANGLE - BUMBLEBEE, SEASPRAY AND ALANA

The two Autobots are dumbfounded!

ALANA  
 The Well of Transformation  
 dissolves the body...

ANGLE - WELL

Each of the spheres of light reformulate into Merfolk, with Mok and the others perfectly recognizable, each now with a giant fish tail! They wave at our heroes and then dive into the depths of the well, swimming into a subsurface tunnel that leads out of the well.

ALANA (VO)  
 Leaving only the essence, which  
 can then reformulate a new body...

ANGLE - ALANA

She, too, jumps into the Well. Her body dissolves into golden light, and then she reappears as a mermaid as well!

ALANA (CONT)  
 In whatever form we choose!

ANGLE - SEASPRAY AND BUMBLEBEE

Looking at each other, they prepare to jump.

SEASPRAY  
 Wanna give it a try?

ON ALANA

Horrified...

ALANA  
 No! You're robots -- you saw what  
 happened to the droids... please!

ON BUMBLEBEE AND SEASPRAY

Bumblebee's off balance, having nearly jumped in... and now Seaspray has to haul him back from the edge!

BUMBLEBEE  
 Who-o-oo!

C.U. ALANA

ALANA  
 Meet us at the second step of the  
 waterfall. The water there's  
 safe. You can swim, can't you?

ON SEASPRAY

Making a Fonzie type gesture...

SEASPRAY  
 Can I swim?

ON ALANA

She blows Seaspray a kiss and then dives...

ALANA  
 Then I'll see you there.

ANGLE - SUBTERRANEAN TUNNEL OF WELL

Swimming into the stone-lined tunnel that leads off from the side of the well, about twenty feet down.

ON BUMBLEBEE AND SEASPRAY

Seaspray's got one hand clamped to his cheek, as if she'd actually kissed him. Bumblebee grabs him, turns him around, and starts shoving him back out of the cavern.

SEASPRAY  
(dumbfounded)  
She kissed me!

BUMBLEBEE  
Dream on, bubble brain. Now let's go!

FLIP TO:

ANGLE - DENSE JUNGLE

Bumblebee supports Cosmos and Seaspray helps Perceptor. They push through a last layer of leaves and looking O.S. (WATERFALL SFX)

SEASPRAY  
There it is!

THEIR POV - RIVER AND WATERFALL

The wide river plunges over the first step of the falls.

ANGLE - AUTOBOTS

As they leave the jungle and move towards the river.

PERCEPTOR  
Let's go...

HIGH ANGLE - LASERBEAK

Who suddenly swoops down, STRAFING our heroes!

BUMBLEBEE  
Oh no! Laserbeak!

SEASPRAY

sticks his head into the river above the falls...

SEASPRAY (VO)  
Alana, where are you?

WIDEN to include Bumblebee, looking up and O.S.

BUMBLEBEE  
Forget Alana...

HIS POV

As Megatron and Dirge come flying down to earth, just upstream.

BUMBLEBE (VO)(CONT)  
Here comes Megatron!

ANGLE - AUTOBOTS

Seaspray TRANSFORMS to Hovercraft mode in the water...

SEASPRAY  
Grab hold of me... we're gonna  
have to go for a swim!

And the others grab hold as Seaspray starts out towards midstream.

ANOTHER ANGLE FEATURING SOUNDWAVE

At Soundwave, flying overhead, continues to disappear over the falls...

COSMOS (VO)  
Yes, but Soundwave and his nasty cassettes...

ANGLE - BASE OF FALLS

And descends into scene. As he hovers above the turbulent water, he ejects a CASSETTE which TRANSFORMS into RUMBLE, hovering alongside.

COSMOS (VO)(CONT)  
Will be waiting to murder us at the bottom!

ANGLE - SEASPRAY AND THE REST

As the current carries them to the top of the falls...

SEASPRAY  
Don't worry, Cosmos...

REVERSE ANGLE

As over they go! WATERFALL SFX SHARPLY INCREASE

SEASPRAY (CONT)  
(shouting over the noise  
of the falls)  
The falls'll probably kill us first!

FADE OUT

END ACT I

## ACT II

FADE IN:

ANGLE - WATERFALL

Bumblebee, Perceptor, and Cosmos cling to Seaspray, in hovercraft form, as over the falls they go! (WATERFALL SFX THROUGHOUT SEQUENCE).

SEASPRAY/BUMBLEBEE/COSMOS/PERCEPTOR  
WHOOAAA!!!!!!

ANOTHER ANGLE - FALLS

PANNING to establish the two "steps" to the bottom.

ANGLE - SOUNDWAVE AND RUMBLE

Rumble hovers above the turbulent water at the base of the third falls, while Soundwave is standing waist deep in the continuation of the river a touch downstream.

SOUNDWAVE  
If Autobots survive...

RUMBLE  
We'll nail 'em here, once and for all!

ANGLE - AUTOBOTS

Our heroes go plunging into the boiling water at the base of the first step. Seaspray takes a nose dive and disappears beneath the surface, taking Cosmos and Perceptor down with him, while Bumblebee is tossed free, and is swept away on the surface.

ANGLE - BENEATH SURFACE OF WATER

PAN with Cosmos, Perceptor, and Seaspray as they plunge to the bottom... where it is less turbulent, but the current is still moving them towards the next "step" of the waterfall.

ANGLE - BOTTOM

Where a very large flat rock (like a giant-sized manhole cover) SLIDE away, and four Tlalakan merfolk (including Alana and Mok) swim out from the tunnel underneath.

ALANA  
There they are!

And grab the three dazed Autobots as they're swept INTO SCENE... and they stuff them back through the tunnel opening (which is only yards away from the next big waterfall drop)!

INT. TUNNEL

Inside the tunnel, there's no turbulence, only a strong and steady current which sweeps them along at a diagonal angle of descent. This is the secret passage the Tlalakan merfolk use to travel safely from the upper reaches of the river to the sea, without having to negotiate the dangerous falls.

ALANA  
Where's Bumblebee?

SEASPRAY  
(realizing)  
Oh no! He's still out there!

Mok and Alana grab Seaspray as he makes a move for the hatch... and then the current in the tunnel sweeps them on.

MOK  
No! Too dangerous.

ANGLE - SECOND STEP OF FALLS

Bumblebee, still flailing around on the surface, goes over the top!

BUMBLEBEE  
(yelling as he goes over)  
Where is everyooooonnnnnneeeee?

ANGLE - LAGOON

Well out from the base of the falls. The Tlalakans and three Autobots surface, looking back towards the falls, and the Decepticons stationed there.

CUT TO:

C.U. RUMBLE

He spots something...

RUMBLE  
Soundwave... here comes one of 'em!

ANGLE - BUMBLEBEE

Thrashing around in the maelstrom at the bottom of the falls. PAN with him as he is swept downstream, to CLANG into Soundwave, standing waist deep in the river below the falls!

BUMBLEBEE  
(Waterlogged sputtering)

SOUNDWAVE  
Autobot, you are my prisoner.

WIPE TO:



## ANGLE - LAGOON (TOP SIDE)

The floating city is visible to the left, with the barrier reef that protects the lagoon from the ocean dead ahead. We can make out the forms of our heroes swimming underwater toward the reef.

## UNDERSEA ANGLE - AUTOBOTS AND TLALAKANS

As they swim through a break through the barrier reef.

ALANA

We'll need help to rescue Bumblebee.

PERCEPTOR

She's right. Cosmos and I are only 35% operational.

SEASPRAY

Great, but I thought all your people were enslaved by Deceptitran.

ALANA

Not all, Seaspray.

## THEIR POV - ON UNDERSEA CITY

Built of coral, stone, and other natural materials (not high tech), with whale jaws serving as doorways into buildings, seaweed farms tended by merfolk, etc.

ALANA (VO)(CONT)

Look!

## ANGLE - WHALE JAW DOORWAY

A regal-looking merman, TLALOC (looking like Poseidon with a fishtail) appears, swims towards them.

TLALOC

Mok! Alana!

## ANGLE - GROUP

Tlalac joins the group, embracing his friends!

TLALOC (CONT)

You're free!

## C.U. TLALOC

TLALOC

But who are these robots? Decepticon outcasts?

WIDER as the group begins to move into the city.

FEATURING ALANA AND TLALOC

ALANA

They're Autobots, our friends; but one of them's a captive of the Decepticons...

TLALOC

(now he interrupts)

Which means he may be forced to betray the secret of the Well?

CUT TO:

EXT. FLOATING CITY

PUSH IN and --

DISSOLVE THRU TO:

INT. DECEPTIRAN'S PLACE

Where Dirge is connecting electrodes to Bumblebee, who's strapped into the "Throne of Sacrifice" (seen earlier).

DIRGE

Hmmm. Where's that connection?

BUMBLEBEE

I won't tell you anything!

As he reaches into an open panel (on Bumblebee) with a wrench and turns a control knob off with a CLICK.

DIRGE

I'm sure you won't, since I'm turning off your vocal synthesizer... but your memory banks will!

He stick in the electrode and...

ANOTHER ANGLE

We see a fuzzy image on a monitor screen, which resolves into an image of the Tlalakan jungle, with Alana and others coming out of the foliage (refer to Act I).

MEGATRON

Now that's more like it!

FLIP TO:

EXT. UNDERSEA CITY - FEATURING NATURAL GAS VENT

A small volcanic type vent on the ocean floor within the boundaries of the city. The bubbling gas is collected by a seashell hood suspended over it, channeling it into a hollowed out stalk of seaweed, supported by whale ribs. PAN along this "pipe", to where it feeds into the wall of a Tlalakan workshop.

RARTO (VO)

I think you fellas will be interested in what I've put together here!

INT. WORKSHOP

Where RARTO, a Tlalakan artisan, strikes a spark with flint and steel, and the gas bubbling out of his conch shell nozzle at the end of the flexible pipe suddenly ignites into a blue-white FLAME! Perceptor and Cosmos look on.

PERCEPTOR

Ingenious! A natural gas welding torch!

ANOTHER ANGLE

Rarto maneuvers his welding torch to melt a small iron nodule, which becomes molten and flows into a metal mold.

RARTO

You've got it, Perceptor! Now look at this.

He puts the torch to one side and closes the mold. There's a hissing of "steam" as the metal instantly cools off... and when Rarto opens the mold again, there's a nicely formed metal plate! Perceptor picks it up and holds it in front of a jagged hole in Cosmos' torso.

PERCEPTOR

Cosmos! We may be able to repair ourselves after all!

ANOTHER ANGLE

As Seaspray, Mok, and two MERWARRIORS enter the workshop.

SEASPRAY

Unfortunately, Bumblebee may not be able to wait till then. Tlaloc's loaned me some warriors... we're goin' after him now.

Cosmos takes Perceptor's laser gun and hands his own over with it to the merwarriors.

COSMOS

In that case, you'd better take these... eh Perceptor?

ON RARTO

He takes down a long string of seaweed pods (a different color from the "breathing pods" seen earlier), with each of the pod ends stitched shut. The end of each thong leads to the central seaweed strand, where it joins in a central thong that runs the length of the strand, acting as a "fuse".

RARTO

And these, too! I filled 'em from  
the gas vent myself!

ANGLE - PERCEPTOR AND COSMOS

Exchanging looks.

PERCEPTOR/COSMOS

Bombs?

FLIP TO:

ENTRANCE TO TUNNEL UNDER WATERFALL

Seaspray TRANSFORMS to hovercraft mode, Mok and Alana grab hold,  
and they disappear into the tunnel.

INT. TUNNEL

As Seaspray makes good time, powering up its upward diagonal  
slope. (MUTED WATERFALL SFX FROM ABOVE)

ALANA

It must be great to power upstream  
like this! Better than we could.

MOK

(a little jealous?)  
Yeah... just like an underwater droid, eh?

SEASPRAY

(a bit defensive)  
You guys may think I'm just transistors  
n' bolts, but it's what's inside that  
counts.

Alana uses her free hand to pat his deck.

ALANA

But, Seaspray, I like your  
transistors and bolts!

ANOTHER ANGLE

The tunnel levels off (WATERFALL SFX end), feeding into the smaller  
connecting tunnel to the well, while a vertical shaft leaps to the  
river above. Seaspray and his passengers ENTER SCENE.

ALANA

O.K. Seaspray, take the tunnel to the  
surface. You can meet us outside the  
cave.

SEASPRAY

Why can't I come with you into the Well?

ALANA  
 You saw what the Well did to the  
 droids. I don't want to lose you...

Alana and Mok swim into the smaller entry tunnel to the well.

ANGLE - RIVER SURFACE

As Seaspray breaks surface as a hovercraft, TRANSFORMS to robot mode, and clambers up onto the bank.

SEASPRAY  
 (bitterly)  
*Lose my transistors and bolts, you mean.*

WIPE TO:

UNDERWATER - BENEATH THE FLOATING CITY

Merwarriors arrive IN SCENE, toting Cosmos' and Perceptor's weapons and towing seaweed bombs.

CUT TO:

EDGE OF JUNGLE - SHORES OF LAGOON

Seaspray climbs into the water, TRANSFORMS to hovercraft mode, and Alana and Mok (in human mode) climb in.

CUT TO:

ANGLE - ON SEASPRAY, ALANA & MOK

Seaspray moves up the canal entrance into the city. Alana REACTS to something O.S.

ALANA  
 (sotto)  
 Seaspray... droids!

PULL BACK as Seaspray sinks beneath the water, his passengers taking breaths and hanging on.

SEASPRAY  
 Gotcha!

ANGLE - DROIDS

As they go zipping past, unknowing, the very spot where Seaspray, Mok and Alana have disappeared, leaving only ripples.

UNDERWATER ANGLE - SEASRPAY, MOK, ALANA

Making their underwater rendez-vous with the Merwarriors, Mok and Alana holding their breath (in human mode they can't breathe underwater). Mok nods and points to the end of a fuse one of the warriors holds in his hand...

CLOSER

The warrior strikes a bit of flint and steel together, the spark jumps and catches the end of the waterproof fuse in the hands of the other, and it starts burning. Follow the burning fuse up to the strand of seaweed bombs already in place...

ABOVE WATER ANGLE - CANAL

As the bombs EXPLODE, blowing apart a section of the city and scattering some droids.

PULL BACK to reveal this as seen on the big monitor in Deceptitran's chamber... as WARNING SIRENS go off, and we see more BOMBS EXPLODING.

ANGLE - DECEPTITRAN & DECEPTICONS

DECEPTITRAN

It's those blasted rebels again!

ANGLE - SCREEN

Merwarriors are handing Cosmos and Perceptor's blasters out of the water to the eager hands of the workers (and Mok, who's climbed out of the water to join them), who FIRE them...

ANGLE - DROIDS

BLASTING apart a number of droids.

RUMBLE (VO)

And they're using Autobot weapons!

INT. CHAMBER - FEATURING DIRGE

Still at work on Bumblebee, but the explosions outside the chamber are SHAKING the interior...

DIRGE

Robo-rats! I've nearly got the information out of Bumblebee, but these explosions are interfering with my probe!

ANGLE - DECEPTITRAN'S MONITOR SCREEN & DECEPTICONS

The image there has broken up into static.

MEGATRON

Forget your probe, Dirge. The rebels have come to us to be destroyed! Let's oblige them IMMEDIATELY!

WIDER

As they run O.S.

ANGLE - BUMBLEBEE

Manages to hit a button on his body and a light flashes on his wrist, emitting a BEEPING noise.

UNDERSEA - SEASPRAY & ALANA

We hear the same BEEPING coming from a flashing red light on Seaspray's control panel.

BUMBLEBEE

Bumblebee's transmitting a homing beam for us! Hang on tight...

WIDEN ANGLE as Seaspray ZOOMS off on an upward diagonal angle...

ANGLE - CITY PLAZA - ABOVE WATER

Megatron and the others run INTO SCENE, FIRING at the Tlalakans...

ANGLE - TLALAKANS

Who dive away from the LASER BLASTS.

OTS SEASPRAY AND ALANA - ON BOTTOM OF FLOATING CITY ABOVE THEM

The BEEPING is louder now, and Seaspray is jetting directly towards the floating foundation above!.

SEASPRAY (CONT)

Here goes nothin'!

INT. CHAMBER

Seaspray CRASHES & SPLASHES through the floor of the chamber and into the room, Alana shielding herself in his interior. A moment later he TRANSFORMS and she leaps clear, rushing over to Bumblebee.

ANGLE - DECEPTITRAN

His lights flashing and going nuts... while lasers at the ends of some tentacles start FIRING, as others reach O.S.

DECEPTITRAN

What?! NO ONE invades the sanctity of my temple! For this you will be destroyed!

ANGLE - ALANA

And one grabs Alana! However Seaspray runs into scene and uses his own laser to cut it in half... and the severed half drops Alana!

ANGLE - DECEPTITRAN

DECEPTITRAN

NOOOO!!!!!!

ANGLE - BUMBLEBEE

Seaspray rips off the bindings and Bumblebee rushes away with them.

ON DECEPTITRAN

DECEPTITRAN (CONT)

They must not escape!

PUSH IN on cassette resting on a shelf... which then TRANSFORMS into Laserbeak, who leaps into the air and flies after our heroes!

LASERBEAK

(SHRIEK!)

EXT. CITY - CLOSE ON BUMBLEBEE

Seaspray's using a wrench attachment on one of his hands to reconnect Bumblebee's speech synthesizer.

SEASPRAY

Okay, Bumblebee, let's hear those sweet tones of yours!

WIDER

BUMBLEBEE

Thanks, Seaspray! It's nice to be able to talk again!

ON ALANA

Looking worried.

BUMBLEBEE (VO)(CONT)

Don't worry, Alana. They probed my memory banks but they didn't find out about the Well.

ON SEASPRAY & BUMBLEBEE

As merwarriors are helping workers escape into the canals in the BG.

SEASPRAY

Bumblebee... follow them. They'll get you back to Perceptor and Cosmos. I'll meet you there. Now go!

As Bumblebee starts to protest, Seaspray pushes him in to the water with a SPLASH...

DOWN ANGLE - OTS LASERBEAK ON CANAL

We see Bumblebee disappearing beneath the surface.

LASERBEAK

(Sotto caw)



UNDERWATER

A couple of the merwarriors calm the flailing Bumblebee and point downward. Bumblebee nods and swims after them...

ANGLE - CANAL

Laserbeak hits the water in a perfect dive...

UNDERWATER

And as Bumblebee and the Merwarriors swim away, we see Laserbeak, like a gigantic manta ray, swimming silently after them.

CUT TO:

INT. ENERGY STORAGE AREA

Mok (with Perceptor's blaster), Chac, and some of the other Tlalakans are just inside one of the energon cube storage areas...

CHAC

The energy Deceptitran stole from us!

CLOSE - MOK & ENERAGON CUBE

Mok hooks up a cable from Perceptor's blaster into the cube, draining its energy into the gun which now glows!

MOK

Well, I think it's time we took it back!

EXT. AREA

Mok and the others exit from the building...

SOUNDWAVE (VO)

Humanoids...

ANGLE - SOUNDWAVE

Preparing to fire.

SOUNDWAVE (CONT)

Prepare for destruction.

ON MOK

As he fires his supercharged weapon...

MOK

'Fraid not, metal mug!

ANGLE - SOUNDWAVE

And the resulting explosion knocks down a nearby building, collapsing it on top of Soundwave!

## ANGLE - SEASPRAY AND ALANA

Alana has one of the seaweed pod grenades under her arm but her repeated banging together of her piece of flint and steel refuses to produce a spark.

ALANA

Seaspray, I can't get this thing lit.

She tosses it to Seaspray who catches it in one hand. Crooking that same arm, he SLAPS that elbow down on the opened palm of his other hand, and the resulting SPARK in the palm of his open hand remains long enough for him to bring the pod grenade down into it and light its short fuse! He tosses it O.S. and --

## ANGLE - SOUNDWAVE

Just as Soundwave's staggering out of the rubble, this new bomb lands IN SCENE and EXPLODES, knocking him down again!

## ANGLE - ALANA AND SEASPRAY

As other Tlalakans are leaping into the water all around them...

ALANA

We must hurry!

These two jump after them, Seaspray TRANSFORMS to hovercraft, with Alana inside, and they go ZOOMING OFF!

## ANGLE - MEGATRON

He heaves Dirge into the air, as the droids zip off, CAMERA FOLLOWING Dirge as he TRANSFORMS to jet mode and ZOOMS off.

MEGATRON

Dirge, droids... follow them!

## ANGLE - EDGE OF JUNGLE

Tlalakans and Seaspray etc. arrive and set off through the jungle...

## ANGLE - LAGOON

As the droids skim across the lagoon to the shore and Dirge ZOOMS down from the sky, TRANSFORMING to robot mode, continuing after them.

## INT. DECEPTIRAN'S CHAMBER

Megatron's trying to placate the hysterical computer... who's waving his severed tentacle in the air with another of his grasping claws!

DECEPTITRAN

And then they barged right in like mechanical barbarians...

MEGATRON

Calm down, Deceptitran...

DECEPTITRAN

But it was awful, just...

Megatron reaches into the guts of the computer and shuts him off.

MEGATRON (CONT)

Somebody's gonna have to reprogram  
this hysterical piece of machinery.

Suddenly we hear a RADIO TRANSMITTED BEEPING...

MEGATRON

(over radio)

I read you, Laserbeak...

Megatron switches the computer back on...

MEGATRON (CONT)

I'm turning you back on Deceptitran,  
but only because I need your monitor...  
so keep your synthesizer shut!

And plugs his finger into one of Deceptitran's sockets. Immediately  
the picture transmitted from Laserbeak appears on the screen... an  
undersea view of the Mer-city beneath the ocean!

MEGATRON (VO) (CONT)

The secret city of the Tlalakans!  
*(rhymes with "Chaka Khan")*

ANGLE - LASERBEAK

As he cruises through the waters, undetected.

MEGATRON (VO) (CONT)

(over radio)

Excellent work, Laserbeak! We'll  
be joining you shortly!

ANGLE - DIRGE AND DROIDS

As they race after the Tlalkans and Seaspray, FIRING lasers!

MEGATRON (VO)(CONT)

(over radio)

Dirge! Leave the droids to handle  
the attack! I need you at once!

Dirge TRANSFORMS back to jet mode and flies off.

ANGLE - CAVE MOUTH

The Tlalakans are escaping into the cave, as Seaspray holds off the  
still attacking droids, with Alana sheltering behind his metal body.

ALANA

Seaspray, you can't stop them all! We'll  
have to retreat into the cave!

ANGLE - DROIDS

As the first wave charges INTO CAMERA.

DROIDS  
DESTROY!

INT. CAVERN

The Droids zooming into the cavern, going as fast as they can!

ANGLE - WELL OF TRANSFORMATION

The droids arrive at the edge of its glowing waters, but no one's in sight. They look around bewildered (BEWILDERED ELECTRONIC NOISES).

ANOTHER ANGLE

As out from the shadows, the Tlalakans, including Alana and Seaspray, come rushing out....

TLALAKANS/SEASPRAY/ALANA  
(Battle cries)

ON DROIDS

And shove the surprised droids right into the well! (SFX: SPLASHES)

ANGLE - WELL

With BUBBLINGS and HISSINGS, the metallic bodies of the Droids are dissolved into nothing by the glowing waters!

ANGLE - TLALAKANS

With a CHEER, they all dive into the water...

TLALAKANS  
(Cheer)

ANGLE - WELL

And they too are dissolved... but the glowing light of their essences appears, reformulating into merfolk bodies. They dive down to the tunnel and disappear.

SEASPRAY (VO)  
Even the least of your people can  
transform...

ANGLE - EDGE OF THE WELL

Leaving only Alana and Seaspray.

SEASPRAY (CONT)  
Do you really think that I would  
disappear like the droids?

ALANA  
You're both machines, aren't you?

CLOSER

SEASPRAY  
Is that how you think of me?

ALANA  
Seaspray, you're my friend...

ON ALANA

Confused, not knowing what to say.

SEASPRAY (VO)(CONT)  
Maybe that is all I am... a bunch of transistors  
and bolts.

ON SEASPRAY

He moves forward to the edge of the well.

SEASPRAY  
But I don't believe it. My heart may  
look like an energon pump, but that  
doesn't mean it can't feel!

ON ALANA

Horrified, as she realizes what he plans to do.

ALANA  
No, Seaspray, don't!

ON SEASPRAY

He jumps. There's a SPLASH then a horrible HISSING...

SEASPRAY  
I have to find out!

ON ALANA

She screams...

ALANA  
(screaming)  
SEASPRAY!!!

ANGLE - WELL

And our hero's body begins to dissolve into nothingness and disappear!

FADE OUT

END ACT II

ACT III

FADE IN

ANGLE - WELL OF TRANSFORMATION

As the last little bit of Seaspray dissolves and is gone!

CLOSE ON ALANA

Very upset. (Note: the well is not visible in scene)

ALANA

Oh, Seaspray, my friend. I did  
love you. Why did you have to...

Suddenly, however, a GOLDEN SPHERE OF LIGHT ENTERS SCENE next to her.

SEASPRAY (VO)

You did? Really?

Alana looks to the sphere of light in wonderment.

ALANA

Seaspray?

ON GOLDEN LIGHT

SEASRPAY (VO)

I think so... Wait a minute...

The light TRANSFORMS into a TLALAKAN HUMANOID VERSION OF SEASPRAY hopefully, looking just a little like the old robotic model! He takes an amazed look at himself, and then presents himself with a flourish!

SEASPRAY (CONT)

There! How do you like that?

Alana throws herself into his arms!

CLOSER ON THEM as Alana suddenly REACTS...

ALANA

Ouch!

PULL BACK as they both look down at Seaspray's feet...

ANGLE - HIS FEET

The only part of him still a robot, one of them possibly stepping on Alana's foot.

SEASPRAY (VO)

Sorry... guess I'm still part robot.

ON ALANA

ALANA

But I like you as a robot! I was afraid  
that someone with a body like mine, uh...  
wouldn't be your type!

TWO SHOT

Holding hands, they jump into the glowing Well

SEASPRAY

Never! Wanna go for a swim?

ALANA

Uh huh!

CUT TO:

ANGLE - BREAK IN BARRIER REEF

As Seaspray and Alana, now both as merfolk, swim through.

CUT TO:

CLOSER TO UNDERSEA CITY

Where Megatron, Dirge, Soundwave, and Rumble join Laserbeak,  
hovering behind a big rock and coral formation.

MEGATRON

Fine reconnaissance work, Laserbeak.

THEIR POV - ON CITY

Where we see the Tlalakan merfolk swimming about their chores.

MEGATRON(VO)(CONT)

I can see these organic creatures  
are transformers, too!

ON RUMBLE

Pounding one fist into the palm of his other hand.

RUMBLE

Ha! I'm gonna transform their  
city into junk!

And with that he swims forward INTO CAMERA, LASERS BLASTING!

CUT TO:

RARTO'S WORKSHOP

Perceptor is microscope transform, performing micro-surgery on a  
detached arm, with an assist from Rarto & Bumblebee. The arm  
belongs to Cosmos, and he's minus a leg, too, also on the workbench.

PERCEPTOR

Nearly done with the arm, Cosmos.

WIDER

As Cosmos REACTS to an O.S. EXPLOSION, and quickly swivels the barrel of Perceptor's microscope body like a telescope to bear on...

COSMOS

Thats wonderful, Perceptor, but...

PERCEPTOR'S POV - THROUGH MICROSCOPE LENS (AND WINDOW OF WORKSHOP)

A vastly enlarged (and somewhat distorted) Rumble, along with the other Decepticons, swimming TOWARDS CAMERA!

COSMOS (VO)(CONT)

It looks like I need it now!

ANGLE - RARTO AND BUMBLEBEE

The two of them are still working on the arm. Cosmos hops INTO SCENE and grabs both limbs and hurriedly starts bolting them back into place.

COSMOS (CONT)

And my leg, too, if you don't mind.

RARTO

But we're not finished!

ANGLE - MEGATRON AND OTHERS

Within firing range of the city now, and FIRE they do!

ANGLE - WORKSHOP

A laserblast EXPLODES in the workshop, and our heroes are thrown clear by the BLAST.

ON PERCEPTOR

Still in microscope mode, stuck in the sand. He manages to tilt his barrel down to a shallow angle towards the invading Decepticons...

PERCEPTOR

Bumblebee...

ANGLE - BUMBLEBEE - PANNING

Already on his way. He works Perceptor's controls.

PERCEPTOR (CONT)

Hit my light amplification module!

WIDER and a laser BLAST shoots out of Cosmos' microscope barrel!



ANGLE - LASERBEAK

Scorching Laserbeak's tailfeathers!

LASERBEAK  
(Squawk)

OTS SEASPRAY AND ALANA - ON CITY

As the battle rages (LASER SFX, etc.).

ALANA  
What's going on?

ON SEASPRAY

SEASPRAY  
It's Megatron! Let's go!

WIDER as with a powerful swish of his tail he speeds ahead of her...

C.U. ON ALANA

ALANA  
Seaspray, no! You're not a robot any more!

C.U. DIRGE

As he spots the O.S. Seaspray.

DIRGE  
(evil laughter) Bye-bye fish-face!

He FIRES

ANGLE - SEASPRAY

He has to dive into a shallow crevice to evade the BLASTS.

ANGLE - DIRGE

He swims forward to look into the crevice...

ANOTHER ANGLE

As we see that Seaspray has swum farther down the crevice to where it curls behind a tall rock outcropping. PAN with him as he swims out of the crevice and up the back of the outcropping...

ANGLE - DIRGE

His head level with the top of the outcropping as he looks for Seaspray... who suddenly appears on the top of the outcropping (behind Dirge). The Autobot merman picks up a large boulder and heaves it...

DIRGE  
Where'd he go...

To CLANG off Dirge's head, sending him sprawling!

DIRGE (CONT)

Ouf!!!

ANGLE - RUMBLE

Seeing this...

RUMBLE

Who does the fool think he is, a robot?

PAN UP to Megatron, who raises his fusion cannon and FIRES...

MEGATRON

More to the point, I think he's dead!

ANGLE - OUTCROPPING

It's SHATTERED, as Seaspray swims away just in time!

ANGLE - SEASPRAY

Battered, he finds the Autobots and Tlalakans retreating from their city, rapidly being destroyed under the Decepticon bombardment.

SEASPRAY

Cosmos, Bumblebee... are you guys okay?

They look at him in wonder.

COSMOS

Seaspray? What happened to you?

SEASPRAY

It's a long story... I thought this...  
 (indicating his merfolk body)  
 ...was gonna make me happy, but I think  
 it's time to go back to my old robot  
 ways, and give Megatron the surprise of  
 his life!

At this moment Alana swims INTO SCENE.

SEASPRAY

Take good care of Alana, guys... I'll be  
 seein' you soon!

He gives Alana a kiss and swims O.S.

C.U. ON BUMBLEBEE AND COSMOS

They exchange amazed glances.

BUMBLEBEE/COSMOS

That was Seaspray?

But have to quickly dodge as more LASER BLASTS zing THROUGH SCENE.

ANGLE - SEASPRAY - PANNING

He's swimming away from the city, back towards the lagoon when Alana GAINS INTO SCENE, catching up to him.

ALANA

If you think I'm letting you do this alone, you're crazy!

Seaspray gives her a big grin...

OTS MEGATRON - ON ALANA AND SEASPRAY

Watching them swimming off toward the break in the reef.

MEGATRON (VO)

Rumble, those two appear to be leaders of the rebellion.

ANGLE - MEGATRON AND RUMBLE

Rumble grins in acknowledgement and swims off.

MEGATRON (CONT)

Follow and destroy them!

RUMBLE

Piece of carborundum, boss!

ANGLE - DIRGE

Stirring from his face-down prone position on the seabottom.

DIRGE

(Groaning) Get in a lick for me, too!

CUT TO:

ANGLE - TUNNEL UNDER WATERFALL

Seaspray and Alana are swimming up against the current.

SEASPRAY

(puffing with effort)

ALANA

Easier as a hovercraft, eh?

SEASPRAY

You bet! This is hard work!

Suddenly LASERBLASTS ZING THROUGH SCENE. Seaspray and Alana REACT.

THEIR POV - RUMBLE

Swimming towards them, firing LASER...

RUMBLE  
Don't worry, pal...

ANOTHER ANGLE - RUMBLE

Then switching to earthquake blows, PUMMELLING the tunnel walls as he swims! The stones of the walls begin cracking and tumbling...

RUMBLE (CONT)  
I'll soon put you out of your misery!

ANGLE - TUNNEL "INTERSECTION"

One tunnel rises up to the river (above the falls), while the smaller horizontal tunnel leads into the Well. Amid SCREEN SHAKES and tumbling rocks, thanks to Rumble, Seaspray and Alana swim INTO SCENE and disappear into the smaller tunnel into the Well, followed a BEAT later by Rumble.

ALANA  
In here! Quick!

ANGLE - WELL OF TRANSFORMATION

Thanks to its transparent waters, we can see Seaspray, Alana, and Rumble swim into the well from the subsurface tunnel.

CLOSE ON RUMBLE

He aims his laser...

RUMBLE  
Now I've got you dead to ri....

But his threat suddenly changes into a yelp of surprise as he starts to dissolve into golden light!

WIDEN ANGLE as this happens to Seaspray and Alana as well!

RUMBLE (CONT)  
HEY!

ANGLE - SURFACE OF WELL

As the three Golden Spheres of light rise out of the water!

RUMBLE (VO)(CONT)  
This is horrible! What's goin' on?

CLOSE ON ALANA'S GOLDEN SPHERE

PANNING back over to Rumble's sphere which is now hovering over the bank of the well.

ALANA (VO)  
 (conning him)  
 You must think of a tree... it's your  
 only chance! A big tree, with big roots  
 and spreading branches, otherwise you'll  
 never escape total oblivion!

And as she speaks, we see the form of a tree begin to  
 materialize within Rumble's golden sphere...

RUMBLE  
 (really shaken)  
 Okay, I'm trying, I'm trying!

And there he is, a sturdy little tree, roots locked into the earth at  
 the waters' edge, a bark rendition of his face in the tree's trunk!

RUMBLE (CONT)  
 Whew! That was close!

Trying to move, all he can do is shake his branches slightly!

RUMBLE (CONT)  
 Hey, wait a minute! You tricked me!

WIDEN ANGLE as Seaspray's golden sphere turns into his AUTOBOT  
 robot mode body!

RUMBLE (CONT)  
 SEASPRAY, you mean that overgrown fish  
 was you? This is cheatin'! Lemme go!

ALANA (VO)  
 Come on, Seaspray, we've got work to do.

SEASPRAY  
 You heard the lady, Rumble! See ya'  
 later!

But as Seaspray turns to go, PUSH IN on his amazed face as he sees...

HIS POV - ALANA

Only now she's got an AUTOBOT BODY, its metal a lovely pastel  
 shade!!! She smiles and "curtsies".

SEASPRAY (VO)  
 Alana!!!!

ALANA  
 You like?

ON SEASPRAY

Speechless.

SEASPRAY  
 I, uh, I...

WIDEN ANGLE as she arrives IN SCENE, takes his arm and leads him off.

ALANA

A temporary measure for fighting  
Decepticons... but I do think I  
picked a nice color, don't you?

FLIP TO:

EDGE OF JUNGLE - ON LAGOON

Seaspray and Alana (in her Autobot body, which she'll retain until further notice) arrive at the water's edge and start wading.

SEASPRAY

(chuckling to himself, still  
amazed at Alana's  
transformation)

You know the plan... so if you're  
really an Autobot, let's Transform  
and move out!

And with that, both TRANSFORM to HYDROFOIL MODE and ZOOM off!

ANGLE - FLOATING CITY

The two hovercraft race down a canal INTO CAMERA. PULL BACK to reveal the frame of one of Deceptitran's monitors. SIRENS BLARE

DECEPTITRAN (VO)

Droids! Droids!

ANGLE - DECEPTITRAN

His tentacle arms waving hysterically.

DECEPTITRAN (CONT)

DESTROY THE AUTOBOTS!

ANGLE - FLOATING CITY

A fleet of intercepting Droids comes zipping down a canal INTO CAMERA, LASERS BLASTING!

ANGLE - ALANA AND SEASPRAY

ZOOMING head on, INTO CAMERA as well, their LASERS BLASTING, too!

OTS ALANA AND SEASPRAY - ON DROIDS

While the Droids fire is ineffectual, the two Autobots are BLASTING their enemies out of the water, and the ones that aren't destroyed that way...

ANGLE - DROIDS, ALANA, AND SEASPRAY

Are shattered to scrap when our two heroes RAM through them!

ANGLE - WATERSIDE PLAZA

Alana and Seaspray ZOOM INTO SCENE, feather their engines as they hover over the plaza and TRANSFORM back to robot mode.

SEASPRAY  
Nice shootin' Alana!

C.U. ON ALANA

She grins.

ALANA  
Now let's get Deceptitran!

FLIP TO:

ANGLE - UNDERSEA BATTLE

The Decepticons still BLASTING AWAY, destroying the city...

ANGLE - COSMOS, BUMBLEBEE, PERCEPTOR, MOK & CHAC

Bumblebee continues to fire Perceptor as a cannon, as Cosmos BLASTS away with his hand weapon, and Mok uses Perceptor's... but they're clearly getting by far the worst of it. The city around them is in ruins, and Tlalakan merfolk are fleeing.

MOK  
We can't hold out much longer...

A LASER BLAST ricochetts off his shoulder and his arm falls off with a CLANG.

COSMOS  
Oh no! My arm fell off again!

WIDEN ANGLE as a much bigger BLAST destroys a structure near them, showering them with falling rock, hunks of coral, and other debris.

BUMBLEBEE  
Just be thankful it wasn't your head!

CLOSE ON DECEPTICONS

Advancing steadily, firing away!

MEGATRON  
(gloating laughter)

But he's interrupted by...

DECEPTITRAN (VO)  
(over radio -- hysterical)  
MEGATRON! This is Deceptitran! You must save me! My floating city's under attack!

C.U. MEGATRON

Angry at the interruption.

MEGATRON

Why should I bother, you hysterical computer? You're nothin' but a royal pain in the afterburners!

DECEPTITRAN (VO)

If you don't, all my Energon will be destroyed!

WIDER

As Dirge and Soundwave take note.

SOUNDWAVE

Under the circumstances, rescue recommended.

ANGLE - MEGATRON

He snaps off one last SHOT, then turns, disgusted, and swims away.

MEGATRON

I care nothing for the computer, but the energon must be saved!

ANGLE - BUMBLEBEE, COSMOS, PERCEPTOR

Surprised by the sudden turn of events. Perceptor TRANSFORMS back to robot mode.

BUMBLEBEE

I wonder what made them change their minds.

PERCEPTOR

That is an unknown factor, but based on probabilities, Seaspray's life expectancy...

BUMBLEBEE

Just took a turn for the worse! C'mon! Let's go!

But battered by the battle, they're only able to move forward at half speed...

ANGLE - SURFACE OF LAGOON - NEAR FLOATING CITY

As the Decepticons break the surface (SFX: SPLASHING) Megatron points O.S.

MEGATRON

There he is!



HIS POV - SEASPRAY

In hovercraft mode, just outside the city. The Autobot wheels around and ZOOMS back into a canal inlet into the city...

ANGLE - DECEPTICONS (LASERBEAK, MEGATRON, DIRGE, SOUNDWAVE)

Dirge TRANSFORMS into jet mode and the others rise from the water, to ZOOMING after him, all barely skimming the surface of the water.

ANGLE - INTERIOR CANAL NETWORK OF CITY

Seaspray ZOOMS down one canal, cutting hard to the left, and going down another. A BEAT LATER, the Decepticons come ROARING after him!

ANOTHER ANGLE - SEASPRAY

ZOOMING along, LASER BLASTS now starting to ZING around him!

SEASPRAY  
(over radio)  
Okay, Alana! Get ready, this is it!

CUT TO:

INT. DECEPTITRAN'S CHAMBER

Wires and circuit boards scattered everywhere, new connections hastily wired together, especially in the area of the control box we'd seen reprogrammed in Act I! Alana, in robot mode, is at Deceptitran's console.

ALANA  
Are you ready, Deceptitran?

DECEPTITRAN  
(docilely)  
Ready mistress, I am yours to command.

C.U. ALANA

ALANA  
Then alert the droids! They are to fire on the Decepticons.

ON DECEPTITRAN

Lights blinking docilely.

DECEPTITRAN  
Droids, prepare for battle!

CUT TO:

TRAVELLING SHOT WITH DECEPTICONS

Dirge points ahead.

DIRGE

Hey! Seaspray's headin' for the  
Energon storage warehouse!

ANGLE - SEASPRAY

He "SKIDS" to a stop, sliding up out of the water and onto the  
area just in front of the warehouse, TRANSFORMS and goes in.

SEASPRAY

Here goes nothin'!

A BEAT LATER, the Decepticons land outside the warehouse, Dirge  
TRANSFORMING back to robot mode.

MEGATRON

After him!

They go racing in...

PAN back to canal as a whole fleet of Droids comes ZOOMING in!

DROIDS

Deceptitran, we have sighted the enemy!

INT. WAREHOUSE

Energon cubes stacked high! Seaspray runs down an aisle...

CLOSE ON MEGATRON --

Inside the warehouse, running toward Seaspray

MEGATRON

Destroy the Autobot, but don't hit the  
energon!

WIDER

LASER BLASTS ZING INTO SCENE, as a groggy Astrotrain gets to his feet.

DROIDS (VO)

Destroy enemy invaders!

ASTROTRAIN

What's goin' on?

OTS MEGATRON - ON DROIDS

FIRING away!

MEGATRON

(into radio - outraged)  
Deceptitran, call off your droids  
before they destroy the energon!

INT. CHAMBER - FEATURING DECEPTITRAN AND ALANA

Seeing Megatron's face on the monitor.

ALANA

Deceptitran's no longer in charge,  
Megatron! We Tlalakans are taking our  
destiny back into our own hands!

SEASPRAY

As he reaches the far end of the warehouse...

SEASPRAY

Along with a little help from some friends!

And with that, he FIRES back into the warehouse...

HIS POV

As his BLASTS IGNITE the Energon...

ANGLE - SEASPRAY

He RAMS his way out through the wall to safety..

ANGLE - ENERAGON

And the ENERAGON EXPLODES in a magnificent explosion...

EXT. CITY

Blowing half the city to smithereens!

ANGLE - LAGOON

Bumblebee, Perceptor & Cosmos surface, faces lit by the glare.

COSMOS

Wow!

THEIR POV

The huge explosion, still going!

INT. WELL OF TRANSFORMATION CHAMBER

Where the SHOCK WAVE from the explosion hits the cavern, and rocks  
fall, CAMERA SHAKES, and the Rumble tree is shaken so severely...

CLOSER

Its roots rip loose from the bank and the tree falls into the well  
with a SPLASH! With a sudden GLOW, the tree dissolves into light...

RUMBLE

Hey! What's goin' on? Yiiii!!!!

CUT TO:

LAGOON - WRECKAGE OF CITY

Floating everywhere. Astrotrain bobs to the surface, SPUTTERING!

MEGATRON (VO)  
Transform, you sponge...

ANGLE - MEGATRON, DIRGE, LASERBEAK, SOUNDWAVE

SPLASHING through the floating wreckage to get to Astrotrain!

MEGATRON (CONT)  
And get us out of here!

ANGLE - ASTROTRAIN

He TRANSFORMS to space shuttle mode, still floating on the surface.

ASTROTRAIN  
Sounds good to me!

His hatch opens as Megatron and the others SPLASH INTO SCENE and begin climbing inside. Astrotrain's engines begin REVVING...

ANOTHER ANGLE - WRECKAGE IN LAGOON

As Seaspray cruises around in hovercraft mode, looking for Alana.

SEASPRAY  
Alana? Where are you?

Suddenly she breaks the surface (in robot mode) and climbs on board.

ALANA  
Right here! And look!

She points O.S. as we hear the ROAR of Astrotrain's revving engines!

HER POV - ASTROTRAIN

Who's starting to skim across the water like a seaplane taxiing...

ALANA (VO)(CONT)  
I think we've won!

ANGLE - EDGE OF LAGOON

As Rumble bursts out of the jungle, running as fast as he can...

RUMBLE  
HEY, YOU ASTRO-TURKEY!!!!

And with that, he leaps into the air...

ANGLE - ASTROTRAIN - TRAVELLING SHOT

He takes off, Rumble GAINING INTO SCENE. Dirge grabs him inside just as Astrotrain's main rockets kick in and he ZOOMS OUT OF SCENE!

RUMBLE (CONT)  
 WAIT FOR ME!!!!!!

FLIP TO:

RUINS OF CITY

The Autobots -- Seaspray, Cosmos, Bumblebee & Perceptor (all in robot mode) survey the wreckage of the floating city, along with Tlaloc, Mok, and others (also in human mode).

SEASPRAY  
 I'm... uh... sorry 'bout...

CLOSER ON GROUP

SEASRPAY (CONT)  
 What happened to your city.

TLALOC  
 It was worth it, as the price of  
 our planet's freedom.

Seaspray looks O.S. and REACTS...

WIDER

As Alana disembarks from a small boat, once again in human form.

SEASPRAY  
 Alana! So... you don't care for  
 being a robot?

She shrugs.

ALANA  
 I am what I am.

C.U. SEASPRAY

Disappointed, he turns away.

SEASPRAY  
 Yeah, I guess it's better this way...

WIDEN as she comes up behind him and puts her hand on his shoulder.

ALANA  
 But that doesn't mean I don't love you!

Seaspray turns around delighted!

ALANA (CONT)  
 We don't have to be the same outside to  
 share the same feeling inside!

C.U. SEASPRAY

Hoping against hope.

SEASPRAY

No?

C.U. ALANA

Smiling.

ALANA

No.

WIDEN ANGLE as Seaspray picks her up in a big hug, spinning her around, and at the same time TRANSFORMING into hovercraft mode! With Alana on board now, he ZOOMS out across the lagoon into the setting sun and the first star of evening!

SEASPRAY

Yipppeeeee!!!!!!!!!!

ANGLE - BUMBLEBEE

Looking after them, he REACTS and points.

BUMBLEBEE

Look!

HIS POV

Featuring the star.

BUMBLEBEE (VO)(CONT)

The first star of evening!

ANGLE - BUMBLEBEE, PERCEPTOR AND COSMOS

BUMBLEBEE (CONT)

Wanna make a wish?

C.U. PERCEPTOR

He scratches his head in intellectual bewilderment.

PERCEPTOR

Whatever for?

ANGLE - SEASPRAY AND ALANA

Zooming off, seemingly straight into the new rising star.

BUMBLEBEE (VO)

Oh... just an old Earth superstition I heard of. Probably nothin' to it.

FADE OUT:

THE END