

TRANSFORMERS

"Cosmic Rust"

(MP#700-60)

(SCRIPT)

Written by:  
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9/10/85

MARVEL PRODUCTIONS, LTD.

TRANSFORMERS  
"Cosmic Rust"  
(MP#700-60)

CAST LIST

AUTOBOTS :

PERCEPTOR  
BUMBLEBEE  
OPTIMUS PRIME  
BLASTER  
TELETRAAN I  
RATCHET  
WHEELJACK

AERIALBOTS :

SILVERBOLT  
FIREFLIGHT  
AIR RAID  
SLINGSHOT  
SKYDIVE

DECEPTICONS :

RUMBLE  
ASTROTRAIN  
STARSCREAM  
MEGATRON  
BLITZWING  
RAMJET  
SOUNDWAVE

STUNTICONS :

BREAKDOWN  
DEAD END  
MOTORMASTER  
WILDRIDER  
DRAGSTRIP

HUMANS AND OTHERS :

ANCIENT AUTOBOT  
SCIENTIST  
LADY T.V. REPORTER

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ACT ONE

FADE IN:

CLOSE ON ATROTRAIN'S EXHAUST

We're in TIGHT on ASTROTRAIN in shuttle mode, his fiery propulsion exhaust burning as he speeds AWAY FROM CAMERA into the far reaches of outer space. PAN UP to reveal his destination: a copper-colored mystery planet which looms large and ominously before us. It has a rather dense field of asteroids surrounding it, of various shapes and sizes.

RUMBLE (VO)  
Hey, Astrotrain, look out for those asteroids!

ASTROTRAIN (VO)  
Relax, Rumble! Do you always have to be a back-seat driver?

ANOTHER ANGLE

As Astrotrain orbits the planet, we see that the planet has a luminous AUTOBOT symbol emblazoned across part of its sphere.

ASTROTRAIN (CONT)  
Well, fry my heat shield! Get a load of that -- the Autobot symbol!

CUT TO:

INT. OF ASTROTRAIN

MEGATRON, STARSCREAM and RUMBLE (all in robot mode) are inside Astrotrain, at the controls. The video screen shows the part of the planet with the Autobot symbol.

RUMBLE  
I never knew they inhabited this part of the galaxy!

STARSCREAM  
Our sensors show no sign of life--

CLOSE ON MEGATRON

MEGATRON  
Exercise caution, anyway. They  
may be deceiving our sensors!

CUT TO:

EXT. - THE SURFACE OF THE PLANET

We see the ruins of a small, ancient Autobot city, which is now rusted and decrepit, and overgrown with alien weeds and vines. Astrotrain touches down on the planet surface.

CLOSER ON ASTROTRAIN

As Megatron, Starscream, and Rumble exit, Astrotrain TRANSFORMS to robot mode and joins them as they proceed to investigate the area.

RUMBLE  
It looks like they left a long  
time ago.

ASTROTRAIN  
Too bad--I was looking forward  
to blasting a few of 'em!

ANGLE ON DECEPTICONS

CAMERA PANS with them as they walk through the ruins -- highly advanced structures and machines, left idle as in some sort of "ghost town."

MEGATRON  
It's not like the Autobots to  
leave a whole city to decay.

STARSCREAM  
What could have happened?

Suddenly Rumble points ahead.

RUMBLE  
That sure looks like a clue to  
me!

WIDE ON OBELISK

They ENTER FRAME and approach a rusting metal obelisk which towers above them at about three times their height.

STARSCREAM

It's covered with inscriptions.  
Too bad none of us reads ancient  
Autobot...

CLOSER ON DECEPTICONS BESIDE OBELISK

We see that the Obelisk is covered with writings that resemble  
the hieroglyphics of ancient Egypt.

MEGATRON

I do, you illiterate clod! I'm  
fluent in every planetary  
language!

CLOSER ON MEGATRON'S FINGERS AND THE WRITING

Megatron's forefinger moves along the strange symbols as he  
translates aloud.

MEGATRON (CONT-VO)

It says the Thirteenth Legion of  
Autobots arrived here the first  
millenium after Autobots were  
created...

ANGLE ON STARSCREAM

He's standing alongside the obelisk inspecting an unusual  
mechanical device. It has all sorts of dials, knobs and  
buttons, and he's fiddling with them without having any idea of  
what he's doing.

MEGATRON (CONT-VO)

--which would make it about five  
hundred thousand years before we  
Decepticons left for earth.

(beat)

Starscream!

WIDER ANGLE BY MECHANICAL DEVICE

Megatron turns to Starscream beside him, as Starscream continue:  
to play with the apparatus.

MEGATRON (CONT)

Keep your grubby fingers off!  
It could be a booby trap!

STARSCREAM

(sarcastically)

It's no trap! This looks like  
a prehistoric communication  
device!

CLOSE ON STARSCREAM'S HAND

Disobeying Megatron, he pushes on more levers on the device. Suddenly the device WHIRS and BEEPS, coming to life.

WIDER ANGLE

The device projects a holographic message. We see the semi-transparent image of an ANCIENT AUTOBOT. He's rust color and seems decrepit, on the verge of falling apart. He speaks in a forceful, ominous voice, in rhyme.

ANCIENT AUTOBOT  
If Cybertron be your home,  
Far away, never roam!  
Hear my message,  
Listen and fear!

CLOSER ON PROJECTION

ANCIENT AUTOBOT (CONT)  
Danger comes,  
The end is near!  
Just like us,  
You soon shall rust!  
All Transformers  
Crumbled to dust!

Suddenly, the image vanishes.

ON STARSCREAM, RUMBLE, AND ASTROTRAIN

There is a silence. Starscream and Rumble stare at one another exchanging a worried glance.

RUMBLE  
(intimidated)  
Well, we were just about to go  
home anyway, right, guys?

ASTROTRAIN  
Yeah, let's head on to other  
diggings. We're sure not welcome  
here!

ANOTHER ANGLE - FEATURE MEGATRON

MEGATRON  
(indignantly)  
It's an obvious trick designed  
to scare those who might steal  
the power sources and weapons of  
this planet! Come!

He moves on o.s., and the others shrug and follow.

A SHORT DISTANCE AWAY FROM OBELISK - A BUILDING

They approach a deserted building near the obelisk. It is long, with a high ceiling. Beyond the building is a very tall tower -- a sort of metallic "Tower of Pisa" -- rusted, and overgrown with alien vegetation.

STARSCREAM

You may be right this time,  
Megatron. My power sensor's going  
wild, the closer we get to that  
building!

ANGLE NEAR THE ENTRANCE TO THE BUILDING

Megatron pauses by the entrance--a sealed door--and motions for the others to stand back.

MEGATRON

Stand back-- It may be rigged!

He BLASTS it with his weapon, and the doorway falls open with a CRASH! Then the Decepticons make their way inside slowly, cautiously.

INT. - HALLWAY

They enter a long hall. Starscream looks o.s. at the other end and the CAMERA PANS to show a copper-colored METALLIC ICON in the shape of a LIGHTNING BUG, about ten feet tall, including the wings.

STARSCREAM (VO)

(sarcastically)

How cute! A giant Lightning Bug!

ASTROTRAIN (VO)

If that's a Lightning Bug, I'd  
sure hate to meet up with a  
mosquito!

ANOTHER ANGLE - NEAR THE ICON

The Decepticons ENTER SCENE and inspect the rusted lightning bug icon, which is on a base with wheels for transport. Starscream tries to pull the hinged wings out into a horizontal position without success.

MEGATRON  
(losing his patience)  
What are you doing now,  
Starscream?!

STARSCREAM  
Just checking to see if it's  
operable.

Rumble, tries to make the wings move, too, but they just won't go up or down.

MEGATRON  
Stand aside, weaklings!

#### ANOTHER ANGLE

Megatron steps up to try, and succeeds in getting the wings to slowly move, as he pulls with all his might. The icon begins to glow at its "tail section," the way a real lightning bug would glow, but its light gets brighter and brighter, the more Megatron pulls the wings out.

#### CLOSE ON LIGHTNING BUG FACE

Suddenly a powerful HEAT RAY bursts from the lightning bug's "eyes," shooting o.s.

#### ANGLE ON CEILING

The heat ray strikes the ceiling and melts a large section of it, revealing the sky beyond.

#### EXT. BUILDING

We see the heat ray striking that metallic "Tower of Pisa" beside the building. It melts the top half of the huge tower, which becomes molten and dribbles down the bottom half, forming a bubbling pool of liquid metal at the bottom.

ASTROTRAIN (VO)  
Did you see that?!

RUMBLE (VO)  
Vaporized! -- in less time than  
it takes a Decepticon to  
transform!

#### INT. BUILDING

The heat ray stops blasting and the Decepticons stare through the ceiling hole.



STARSCREAM

That heat ray must be as hot as  
the core of the sun!

MEGATRON

A perfect new weapon...for us!

FLIP TO:

EXT. BUILDING

Astrotrain is outside the building in shuttle mode. He BLASTS  
OFF, soaring away from the planet.

CUT TO:

INT. ASTROTRAIN

Megatron, Rumble and Starscream settle down at the controls.  
The lightning bug is inside Astrotrain, safely secured alongside  
them.

STARSCREAM

I can't wait to analyze the  
electro-magnetic structure of that  
heat ray!

MEGATRON

We'll use Shockwave's new "System  
Analyzer." It'll give us the  
blueprints.

EXT. - OUTER SPACE - JUST BEYOND MYSTERY PLANET'S ATMOSPHERE

As the CAMERA FOLLOWS him, Astrotrain begins to fly through the  
asteroid belt surrounding the planet. As he passes by, one of  
the asteroids starts to follow him, almost as though being  
tugged on a leash that's drawing it closer and closer to the  
spacecraft.

INT. ASTROTRAIN

The Decepticons see the asteroid catching up with them, on their  
video screen.

RUMBLE

Don't look now, but one of those  
asteroids is following us like  
a lost puppy!

ANGLE IN SPACE -- ASTROTRAIN AND THE ASTEROID

ASTROTRAIN (VO)  
No problem! I'll shake him off!

Astrotrain tries unsuccessfully to "shake" the asteroid. He maneuvers up, down, left and right -- but that asteroid won't stop following.

INT. ASTROTRAIN -- ON MEGATRON

Megatron leans closer to the video screen to study the view of the asteroid, which is still getting closer.

MEGATRON  
It's obviously magnetized. Maybe  
we can destabilize it with our  
new toy...

CLOSER ANGLE ON ASTROTRAIN AND ASTEROID (PAN BG)

The asteroid is now getting so close as to threaten the safety of the space shuttle.

INT. ASTROTRAIN

Megatron, Starscream and Rumble position the lightning bug icon in front of a gun porthole in Astrotrain. Then Megatron uses all his strength to attempt to open the wings again. The lightning bug begins glow in the tail section, and the heat RAY bursts from the bug's "eyes" and out through the gun porthole.

CLOSE ON THE ASTEROID

The heat RAY hits the asteroid, causing it to begin melting -- and then it breaks apart with EXPLOSIVE force, sending chunks of rock hurtling into space!

CLOSE ON ASTROTRAIN

Astrotrain is bombarded with debris, and some of the chunks SMASH right through his hull. Astrotrain is obviously damaged, but his ability to navigate is not hampered.

ASTROTRAIN (VO)  
Owww! I'm hit!! Damage  
extreme... but holding course!

## INT. ASTROTRAIN

Another rock from the asteroid slams into Megatron, striking him in the shoulder and knocking him over. It lodges firmly right in his body frame, as though he's just been penetrated by a cannonball.

MEGATRON  
(agonized ROAR) I'm hit, too!  
(hoarse voice)  
Full power back to earth,  
Astrotrain! Quickly!

FLIP TO:

## THE EARTH VIEWED FROM OUTER SPACE

Astrotrain approaches from outer space in the distance, heading toward the Earth's atmosphere. He's vibrating and spinning, out of control. Flames shoot out from his underside, as the friction and heat of a rapid descent builds intensely.

## RIGHT BEHIND ASTROTRAIN

Flames from his exhaust seem to practically scorch the CAMERA, as he follows a twisting, lurching path downward.

MEGATRON (VO)  
(screaming)  
Activate reverse thrusters,  
Astrotrain! Hurry!

ASTROTRAIN (VO)  
(gasping, straining)  
I'm... trying! They were...  
damaged by that asteroid!

## LOOKING UP TOWARD SKY FROM EARTH

We see Astrotrain tumbling down from the sky -- and as he gets larger IN THE FRAME, he flips over and FIRES his reverse thrusters to brake his descent.

## EXT. - THE DESERT

The CAMERA FOLLOWS as the space shuttle comes in for a bumpy, SKIDDING landing, finally CRASHING into a dune. He is silent for a beat, smoking...but it is clear that he's still in one piece.

FLIP TO:

EXT. - DECEPTICON HEADQUARTERS

The CAMERA PUSHES IN on the underwater structures...

STARSCREAM (VO)  
Astrotrain will be laid up for  
weeks until replacement parts are  
manufactured!

CUT TO:

INT. MEGATRON'S PRIVATE CHAMBERS

Megatron holds his damaged shoulder as he walks over to a large table in his private chambers. His walk and gestures are like those of a soldier who has sustained a terrible shoulder bullet wound. Starscream follows him.

MEGATRON.  
Stop worrying so much about  
Astrotrain and lend me some  
assistance!

ANGLE BY THE TABLE

Megatron sets himself down upon the table and lies back, incapacitated. Starscream inspects his wound.

STARSCREAM  
That's a nasty tear in your  
shoulder, Megatron!

MEGATRON  
I don't need any medical opinions  
from you, Starscream-- just get  
that asteroid chunk out of me!

ANOTHER ANGLE - CLOSER

Starscream leans over Megatron as though he were a surgeon conducting an operation. He uses a few wrist-ejected tools to widen the hole in Megatron, enough to enable him to grip the asteroid chunk and pull it out.

ON STARSCREAM

Starscream holds up the asteroid chunk.

STARSCREAM  
Biggest splinter I ever saw!

MEGATRON (VO)  
Can the jokes, Starscream!

CLOSE ON MEGATRON

He glances down at the hole in his shoulder. The area surrounding the hole is discolored. It's a brownish-copper color. Rust!

MEGATRON (CONT)

At least I don't need major reconstruction. But I may need a new chest hull...

TWO SHOT -- MEGATRON AND STARSCREAM

Starscream looks absorbed at the injury.

STARSCREAM

You're right. It looks like you've picked up some sort of...

CLOSE ON STARSCREAM

Starscream looks up, reacting...

STARSCREAM (CONT)

--rust!

FLIP TO:

INT. NATIONAL SCIENTIFIC ACHIEVEMENT BANQUET

The name of the banquet is on banners behind a speaker's podium. The podium is up on a raised platform above the main floor level where all the guests are seated at banquet tables. A SCIENTIST is at the podium, speaking.

SCIENTIST

Usually, our Science Achievement Award goes to a human being--

CLOSER ON SCIENTIST

Behind him are large posters of great monuments -- the Eiffel Tower, Statue of Liberty, Gateway to the West and others.

SCIENTIST (CONT)

--but this year, we're honoring an Autobot!

He turns to introduce his guest...

SCIENTIST (CONT)

May I present -- Perceptor, the inventor of The Ultra Compound!

WIDER

(SFX: APPLAUSE) as Perceptor walks over to the lecturn.

PERCEPTOR

Thank you very much! This is an honor and privilege!

TWO-SHOT - PERCEPTOR AND SCIENTIST

SCIENTIST

Is it true that the Autobots plan to coat all the Earth's great monuments with the Ultra Compound?

PERCEPTOR

We'd like to, eventually. It will help preserve them forever.

CLOSER ON PERCEPTOR

PERCEPTOR (CONT)

As you know, the Ultra Compound resists, rust and corrosion, and it's stronger than any known metal!

ANGLE ON THE AUDIENCE

We see that SPIKE, CARLY, and SPARKPLUG are attending. Everyone listens with great interest.

PERCEPTOR (CONT-VO)

Unfortunately, for now we only have enough of the Ultra Compound to coat one monument -- the Statue of Liberty.

CLOSE ON PERCEPTOR

He looks intently at his audience.

PERCEPTOR (CONT)

It's alloyed from a very rare element... and we wouldn't want the formula to be discovered by... the Decepticons!

FLIP TO:

## INT. MEGATRON'S PRIVATE CHAMBERS

Starscream enters and we PAN with him as he comes over to Megatron -- in silhouette -- still lying on the table.

STARSCREAM

I've just checked with the repair bay. Your replacement part will be ready soon.

MEGATRON (VO)

Replacing my chest won't be enough to solve this problem, Starscream.

## ANOTHER ANGLE

Megatron is still in the shadows so that we cannot see him clearly.

MEGATRON (CONT-VO)

I need some advice from a medical expert. Assemble the Stunticons. I want them to capture Perceptor and bring him to me.

## CLOSE ON STARSCREAM

He is horrified.

STARSCREAM

(shocked)

An Autobot in Decepticon Headquarters?!

MEGATRON (VO)

(booming)

Do as I say!

## ANGLE NEAR DOOR

Starscream goes to the door...

STARSCREAM

Very well, Megatron. But I fear the injury has spread to your logic circuits!

--and EXITS as we...

FLIP TO:

NEW YORK HARBOR -- LONG SHOT -- DAY

With New York Harbor in the foreground, we see a distant view of the STATUE OF LIBERTY on Liberty Island. TRUCK IN on the Aerialbots--in plane mode--as they fly INTO SCENE toward Liberty Island.

AIR RAID (VO)

Yahoo! C'mon, Aerialbots -- We've  
got work to do on ol' Lady  
Liberty!

He zooms ahead o.s.

CLOSER ON FIREFLIGHT AND SKYDIVE

The CAMERA PANS with them as they fly along...

FIREFLIGHT (VO)

You mean she's a non-functioning  
robot?

SKYDIVE (VO)

She's no robot -- it's a hollow  
statue the Earth humans  
constructed.

...and Skydive GAINS OUT OF PAN.

FIREFLIGHT (VO)

Tch-tch! Just a shell of her  
former self!

WIDE ON STATUE OF LIBERTY

We see the entire statue set against the river. The flying Aerialbots TRANSFORM to robot mode as soon as they land, and will join OTHER AUTOBOTS who are already at work under the supervision of OPTIMUS PRIME, who stands at the base, looking up at the others.

PANNING UP THE STATUE

The Autobots--BRAWN, RATCHET, RED ALERT, IRONHIDE, and GEARS--are busy coating the Statue of Liberty with The Ultra Compound, which is a clear liquid, like varnish. They apply it to the statue with huge spray nozzles connected by long hoses to a central supply tank.

HEAD AND UPRAISED ARM OF STATUE OF LIBERTY

BUMBLEBEE is standing on Lady Liberty's shoulders, reaching up to coat her upraised arm.



He accidentally backs into the Statue of Liberty on the side of the head, and then turns to talk to her apologetically as though she were a person.

BUMBLEBEE

'Scuse me, Ma'am!

CUT TO:

A FERRYBOAT NEAR THE ISLAND

A ferry approaches, with a full cargo of cars and vans (including three of the five STUNTICONS in vehicle mode: MOTORMASTER, DEAD END and BREAKDOWN). There's a tour group of people on board the boat, too. We can see the Statue of Liberty in the background.

ON THE DECK OF THE FERRY

Suddenly the Stunticons TRANSFORM to robot mode, and begin to encircle the human passengers, who react surprised.

BREAKDOWN

(to humans)

Okay, people, this is a mutiny  
-- no, a hijack -- I mean, we're  
taking over this boat!

PASSENGERS

(Various gasps, protests,  
hollering)

ANOTHER ANGLE ON STUNTICONS AND HUMANS

The Stunticons begin to herd the people out of their way.

BREAKDOWN

Snap to it, everybody -- into the  
Captain's cabin!

The passengers are herded inside the cabin, and the Stunticons pile crates and boxes against the door to keep them trapped.

CUT TO:

LIBERTY ISLAND -- AWAY FROM THE STATUE

At one side of Liberty Island, with the Statue of Liberty behind us and somewhat in the distance, we see PERCEPTOR giving an interview with a LADY T.V. REPORTER.

PERCEPTOR

The Ultra Compound will keep the Statue of Liberty safe from acid rain, or anything else that's harmful.

ANGLE ON LADY REPORTER

While she's talking, the ferry-boat with three Stunticons aboard is seen in the BACKGROUND, sailing much closer toward the island.

LADY T.V. REPORTER

How did you ever come up with the formula, Perceptor?

PERCEPTOR

Well, it's still a secret, actually--

ON THE HARBOR

Suddenly, a very big motorboat pulls up fast from behind the ferry and speeds in front of it. WILDRIDER, in robot mode, is driving the motorboat, and DRAG STRIP (robot mode) is water-skiing, doing fancy maneuvers on huge robot-sized skis.

DRAG STRIP

Hey, fellows-- catch this wild action!

CAMERA PANS with the motorboat (losing the ferry), and as the motorboat swerves away to avoid colliding with the island, DRAG STRIP leaps from the water on his skis and does a flip! He sheds his skis and TRANSFORMS in mid-air, landing on Liberty Island in car mode.

ANGLE BY PERCEPTOR AND T.V. REPORTER

DRAG STRIP zooms at high speed right up to Perceptor and the reporter, and drives circles around them.

T.V. REPORTER

(screaming)

Ahhhhh!

PERCEPTOR

Hey, what do you think you're--  
(realizing)

--a Stunticon!

## ANOTHER ANGLE

Perceptor takes several steps backwards, then turns and runs -- but Drag Strip does a "wheelie," bringing his front two wheels off the ground, then ROARS after Perceptor, o.s.

## AT SHORELINE

--but Perceptor SKIDS to a stop at the shoreline, trapped!

PERCEPTOR

No!!

## ANGLE ON FERRY

Motormaster is swinging the anchor of the boat by its chain, as though it were a lasso.

MOTORMASTER

Gonna have ourselves an Autobot  
fish-fry tonight, fellows!

He heaves the chain and anchor to shore o.s.

## ON PERCEPTOR AND DRAG STRIP

Perceptor's back is to us as Drag Strip rolls up, cornering him against the shoreline. Suddenly the chain and anchor fly INTO SCENE and wrap around Perceptor, nearly choking him. He's yanked off his feet and into the water with a SPLASH!

PERCEPTOR

Help!!! Optimus!

CUT TO:

## OPTIMUS PRIME BY STATUE OF LIBERTY

Optimus Prime is standing with his hands on his hips, admiring the Autobots' continuing work on the statue, when the T.V. Reporter comes running over to him, frantic.

T.V. REPORTER

Mr. Prime! Hurry! Perceptor's  
been captured!

## ANGLE ON PRIME AND THE AERIALBOTS

Optimus Prime turns toward his Aerialbots and speaks with a booming voice of authority.

PRIME

Aerialbots! Perceptor's gone!  
Transform and find him!

At once, the Aerialbots stop their work on the statue, TRANSFORM to jet mode, and zoom o.s. in pursuit.

CUT TO:

NEW YORK HARBOR - ON MOTORMASTER'S VAN

The ferry has docked. Dead End and Breakdown, in robot mode, force Perceptor to march from Motormaster's opened van. The CAMERA PANS ahead to BLITZWING, in jet mode, waiting nearby.

THE SKY ABOVE

The Aerialbots zoom through the sky, heading for the New York harbor.

ANGLE ON BLITZWING

Dead End and Breakdown push Perceptor inside Blitzwing's storage compartment...

BREAKDOWN

Into the hold!

DEAD END

You've got an appointment with  
Megatron!

--and SLAM the doors...

DOWNSHOT ON AERIALBOTS (PAN. BG)

as they zoom toward the harbor. Below, Blitzwing rolls down the road and is just beginning to take off, leaving exhaust in his trail.

AIR RAID (VO)

There's Blitzwing!

SKYDIVE (VO)

And I'll bet my tail fin he's got  
Perceptor! Follow 'im!

REAR VIEW OF BLITZWING HEADING FOR SKYSCRAPERS

As Blitzwing flies toward the skyscrapers of New York, he tilts and flies with his wings in a nearly vertical position.

SLINGSHOT (VO)

Great Cybertron! He's flying  
right into the city!!!

ON AERIALBOTS (PAN BG)

SILVERBOLT (VO)  
I never thought I'd say this,  
but... You guys stay on his tail  
while I fly above -- It's much  
too low for me!

And Silverbolt flies up OUT OF SCENE.

ANGLE SHOOTING PAST OTHER AERIALBOTS

as they head into downtown Manhattan!

SKYDIVE (VO)  
Keep your wings tucked back,  
guys-- It looks like trouble!

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

A CROWDED PART OF NEW YORK CITY

We're on a Manhattan street with skyscrapers on either side. Cars HONK and PEDESTRIANS gasp and flee as Blitzwing flies at a sharp angle right between the skyscrapers. A moment later, and some distance away, SKYDIVE follows Blitzwing INTO CAMERA -- followed by FIREFLIGHT, who swerves and flies recklessly as he veers left and right, nearly smashing into the tall buildings.

ON BLITZWING (PAN BG)

--a side view, as he passes through the skyscrapers.

BLITZWING (VO)  
(sneering)  
You can't catch a Decepticon!

He GAINS ahead, followed by Skydive, Fireflight, and the other Aerialbots, who GAIN INTO PAN behind him.

FIREFLIGHT (VO)  
Stay on his tail, Skydive! He's  
got Perceptor!!

He quickly dodges another building, going around it in front as the others pass behind it.

FIREFLIGHT (CONT-VO)  
Whoa--!!

UPSHOT FROM STREET

as Blitzwing and the Aerialbots pass overhead through the buildings. (SFX: ENGINE ROARS)

ON SLINGSHOT (PAN BG)

as he flies along...

SLINGSHOT (VO)  
(bragging)  
I don't know why those Autobots  
complain about city traffic! This  
is nothing--

But as a short tower comes INTO PAN, he has to make a swift vertical move to avoid it!

SLINGSHOT (VO)  
Well, nothing I can't handle!

ON FIREFLIGHT (PAN BG)

--following Slingshot in flight.

FIREFLIGHT (VO)  
Watch where you're going,  
Slingshot, or else--

HIS P.O.V. - A SIGN DISPLAY

coming INTO CAMERA too fast to avoid!

FIREFLIGHT (CONT-VO)  
Uh-oh!

BACK TO SHOT

He quickly TRANSFORMS to his small robot mode, enabling him to make it through a small opening in the display, and TRANSFORMS back to jet mode--all in mid-air!

FIREFLIGHT (CONT-VO)  
Whew! That could've been my last  
maneuver!!

ANOTHER ANGLE ON AERIALBOTS

flying together...

AIR RAID (VO)  
Hurry! He's getting away!!

THE ATLANTIC OCEAN

With New York City in the distance, we SEE Blitzwing fly out from between the last of the skyscrapers INTO CAMERA and make his way higher into the sky O.S.

REVERSE VIEW FROM THE CITY

Viewed from an area dense with high-rise buildings, Blitzwing is getting smaller as he roars away over the ocean. All four Aerialbots -- Skydive, then Fireflight, Slingshot, and Air Raid -- zoom from between the last of the buildings as they head toward the ocean.

WIDE ABOVE THE OCEAN (PAN BG)

They all straighten up as they leave the hazard zone of urban New York, as Silverbolt lowers INTO SCENE to join them.

SILVERBOLT (VO)  
I thought you guys'd never make  
it outta there! Blitzwing's far  
ahead...

SLINGSHOT (VO)  
Then let's fly!

And they speed ahead OUT OF PAN as we...

FLIP TO:

FAR OVER ATLANTIC OCEAN

Blitzwing is large in FRAME, and the four Aerialbots are quite small some distance behind him as he flies toward Decepticon Headquarters.

CLOSE ON BLITZWING'S COCKPIT

A console light FLASHES as Blitzwing radios home base.

BLITZWING (VO)  
Come in, Megatron! I have  
Perceptor, but the Aerialbots are  
following me. Ready your  
defenses!

CUT TO:

ANGLE OVER THE OCEAN

A tanker is sailing on the ocean when suddenly, a few hundred yards away, the Docking Tower of Decepticon Headquarters rises up out of the sea. The boat tosses and turns, pitched by the waves.

CLOSER ON THE DOORWAY OF DOCKING TOWER

The door lowers and becomes a ramp. DIRGE and RAMJET push the Lightning Bug icon out onto the ramp.

WIDER VIEW OF OCEAN AND DOCKING TOWER

Blitzwing circles around the docking tower, as the Aerialbots fly closer, FIRING after him.

BLITZWING (VO)  
They're on my tail!

ON THE DOCKING TOWER RAMP

Dirge and Ramjet pull with all their might to open the wings of the Lightning Bug icon.



The rear section of the Lightning Bug glows, and then the Heat RAY bursts from the icon's eyes.

ON AERIALBOTS

They split up, flying o.s. in all directions as the RAY streaks INTO SCENE.

SILVERBOLT (VO)

Duck!!!

ON DOCKING TOWER RAMP

As Blitzwing lands, remaining in plane mode, he shouts:

BLITZWING (VO)

Come a little closer, Aerial moths, and get your wings singed!

ON AERIALBOTS

SILVERBOLT (VO)

Watch out, Aerialbots! Looks to me like they've got a new weapon!

FIREFLIGHT

That doesn't scare me -- I'll just fly around it!

Fireflight dives right toward the ramp of the Docking Tower, shooting LASER MISSILES at the Lightning Bug.

ANGLE ON THE RAMP

Dirge and Ramjet aim the Lightning Bug in Fireflight's direction and pull the wings. The Heat RAY wipes out those laser, missiles, and the RAY scorches Fireflight's right wing.

ANGLE IN THE SKY -- ON FIREFLIGHT

We see the tip of his wing MELTED by the Heat Ray.

FIREFLIGHT (VO)

Ouch! Hey, what's a big idea?!

CLOSE ON WINDOW IN BLITZWING

Perceptor looks out to see the power of the new weapon.

ANGLE ON DOCKING TOWER

Air Raid circles in and dives toward the Heat Ray. He spins as he dives, flying at full speed and FIRING heat-seeking missiles.

AIR RAID (VO)  
Get back! I'll take over now!

But the Heat Ray melts all the missiles and strikes Air Raid's tail.

CLOSE ON AIR RAID

PANNING with him at high speed, as a large section of his tail is MELTED by the heat ray.

AIR RAID (CONT-VO)  
(CRY OF PAIN)

ANGLE ON DEPARTING AERIALBOTS

Air Raid flies away erratically, unable to keep a straight flight path. PAN AWAY FROM TOWER with him as he flies off, followed by other Aerialbots.

SILVERBOLT (VO)  
It's some weird kind of heat ray!  
We'd better tell Prime about it!

DISTANT VIEW OF DOCKING TOWER AND OCEAN

The Aerialbots retreat, flying away from the tower. The Decepticons, who are seen as very small on the ramp, enter the tower and the ramp door closes. Then the tower descends into the ocean, leaving no hint that it was ever there.

CUT TO:

INT. DECEPTICON HEADQUARTERS

Dirge and Ramjet walk alongside Perceptor (all in robot mode), each holding one of his arms as they march him down a long hallway inside Decepticon Headquarters.

INT. MEGATRON'S PRIVATE CHAMBERS

Megatron--still in the shadows--is lying down on his table as Ramjet and Dirge bring Perceptor into the room.

MEGATRON (VO)  
(weakly)  
Welcome, Perceptor! Come in!

ON PERCEPTOR

The other two Decepticons stay behind as Perceptor moves forward.

PERCEPTOR  
(stiffly)  
Please dispense with the  
formalities. You are my mortal  
enemy, and--(GASP!)

Perceptor almost takes a step back as he sees Megatron.

ON MEGATRON

With great difficulty, Megatron sits up out of the shadow, revealing his condition. The Decepticon leader is much worse - an almost gruesome sight. He still has that hole in his shoulder, and he's begun to deteriorate and rust everywhere, with streaks of copper-colored corrosion spreading across his whole body and face!

MEGATRON  
I've been thinking, perhaps it's  
time for us to put an end to our  
nasty wars and become allies --

ANGLE ON PERCEPTOR

He stands there, shocked by Megatron's appearance.

MEGATRON (CONT)  
(deviously)  
--but first, I need a favor.

PERCEPTOR  
(very skeptically)  
What sort of favor?

WIDE ON SCENE

MEGATRON  
Use your microscope to diagnose  
this little problem of mine!

PERCEPTOR  
If you're serious about peace,  
Megatron, then begin by  
surrendering your new weapon --  
so that we can destroy it!

CLOSER ON PERCEPTOR

MEGATRON (VO)  
If you cure me, the weapon is  
yours! Otherwise...

Perceptor glances around, as if trying to decide if there's any possibility for him to flee.

## PERCEPTOR'S POV

Starscream and Rumble step out of the shadows, standing guard behind Megatron. They, too, are quite rusted, though their condition hasn't deteriorated as much as Megatron's.

## BACK TO SHOT

He realizes there's no way out but behaves as though he were in a position to bargain.

## PERCEPTOR

How do I know you'll keep your end of the bargain, Megatron?

## WIDE ON SCENE

## MEGATRON

(lying as usual)

I give you my solemn word. Besides, you have to trust me, Perceptor -- just as I have to trust you.

## PERCEPTOR

Very well.

With that, Perceptor moves closer to Megatron and, taking the Decepticon's outstretched hand, TRANSFORMS to microscope mode, with the hand at the end of his scope.

## POV - THROUGH MICROSCOPE

We're looking through the round hole of the microscope, as an OUT-OF-FOCUS view suddenly comes INTO FOCUS. We see rust-colored ALIEN AMOEBA, that are literally eating their way through Megatron's hull, like slowly burning acid.

## PERCEPTOR (VO)

You've been infected by a plague, Megatron! An alien plague!

## MEGATRON (VO)

Impossible!

## ANGLE ON PERCEPTOR AND MEGATRON

Perceptor, in microscope mode, is leaning over Megatron's chest focusing on one of the most rusted sections of Megatron's body.

## MEGATRON (CONT)

(irate)

Only organic forms of life can be infected by disease!

perceptor, who has finished his examination of Megatron, TRANSFORMS back into robot mode and explains:

PERCEPTOR

This is a metallic infection --  
of Cybertronic origin! It's  
Cosmic Rust!

DISSOLVE TO:

INT. DECEPTICON HEADQUARTERS - SCIENTIFIC ROOM - LATER

We're in a big room filled with sophisticated equipment for use in scientific studies and inventions. Megatron has managed to get up off his table and come into this room with Perceptor. Starscream and Rumble are nearby, and the Lightning Bug icon is positioned off in one corner. They're beside a small table which has the chunk of asteroid that was removed from Megatron's shoulder. Perceptor, in robot mode, is looking at the rock without touching it.

PERCEPTOR

This is what caused the problem.  
The asteroid that hit you is  
covered with Cosmic Rust germs!

MEGATRON

(quizzically)  
Cosmic Rust germs?

PERCEPTOR

Yes -- and the germs have been  
feeding off an alien energy  
source--

ANOTHER ANGLE ON PERCEPTOR

Perceptor turns and walks around the room, as though looking for the source. He approaches the Lightning Bug icon.

PERCEPTOR

I sense energy here--

MEGATRON (VO)

From my Heat Ray?

PERCEPTOR

Yes -- it's making the disease  
spread faster.

ON MEGATRON

PERCEPTOR (CONT-VO)  
We should destroy it now, before  
I try to cure you!

MEGATRON  
(furious)  
That is not part of our deal!  
Cure me now!

Megatron becomes so angry he bangs his hand down on a table for storing equipment. He's so rusted, his hand falls off at the wrist.

MEGATRON (CONT)  
Now look what you've done,  
Autobot!

WIDER - TO INCLUDE PERCEPTOR

PERCEPTOR  
Perhaps a few drops of this will  
help.

Perceptor holds up a small bottle. He picks up Megatron's hand and pours some liquid from the bottle on it. Then he sprinkles some of the liquid on Megatron's wrist.

MEGATRON  
What is that?

PERCEPTOR  
We call it The Ultra Compound.

CLOSER ON MEGATRON'S HAND

The liquid makes Megatron's hand and wrist shiny and new again.

PERCEPTOR (CONT-VO)  
It appears to be amazingly  
effective!

WIDER

Perceptor snaps Megatron's hand back on.

MEGATRON  
Give me that!

He snatches the small bottle away from Perceptor. Megatron promptly pours some of the Ultra Compound into his hands and rubs his chest with it. As he rubs, his chest becomes shiny and new-looking again.

MEGATRON (CONT)  
Decepticons... We are about to  
be cured!

FLIP TO:

OUTER SPACE AND THE EARTH

We see COSMOS flying toward the earth, returning from a journey in outer space.

INT. COSMOS

BLASTER is at Cosmos' controls. On Cosmos' videoscreen, he sees that they're getting closer and closer to earth.

BLASTER  
Man, oh man. Optimus Prime is going to be one unhappy Autobot when we tell him the bad news.

COSMOS (VO)  
It wasn't our fault, Blaster.

BLASTER  
Don't matter whose fault it is. No more secret ingredient means no more Ultra Compound -- period!

FLIP TO:

INT. AUTOBOT HEADQUARTERS -- BY TELETRAAN I

The dejected Aerialbots walk over to Teletraan I with Optimus Prime.

SKYDIVE  
We pursued Blitzwing all the way to Decepticon Headquarters--

FIREFLIGHT  
Yeah, and got blasted by this incredible Heat Ray --

AIR RAID  
My tail got sizzled!

FIREFLIGHT  
Not to mention my wing. I need some spare parts -- right now!

ANOTHER ANGLE

At that moment, Cosmos and Blaster enter.

BLASTER

Sorry to add to the bad news,  
Optimus, but we searched the whole  
solar system from head to toe  
and there's no more secret  
ingredient, anywhere!

PRIME

(turns to look at them)  
That means we used up all of our  
Ultra Compound at the Statue of  
Liberty!

BLASTER

Every last drop. And there ain't  
no way to make any more!

CLOSE ON TELETRAAN'S VIDEO SCREEN

Suddenly TELETRAAN I's video screen springs to life, with an  
image of Megatron, looking healthy, shiny and just as evil as  
ever.

MEGATRON

Greetings, Optimus Prime. I bring  
you a gesture of good will!

WIDER

Everyone turns to look at the image of Megatron.

PRIME

(complete skepticism)  
Good will? From you, Megatron?  
That'll be the day!

MEGATRON

I've turned over a new leaf,  
Prime. I've decided to release  
Perceptor!

Prime glances at the Aerialbots (and Cosmos and Blaster) in  
surprise, and they shrug their shoulders and make gestures of  
disbelief.

PRIME

Where will you release him,  
Megatron?



MEGATRON

In Fox Creek Canyon -- just three miles away from your headquarters.

CLOSE ON PRIME

He stares intently at the screen, trying to figure Megatron's motivation.

PRIME

And exactly when will you free him?

MEGATRON (VO)

I have already. He's there now!

CLOSE ON TELETRAAN'S SCREEN

We see a close view of Megatron.

MEGATRON

You can pick him up anytime before noon. But don't delay any longer than that!

CLOSE ON PRIME

PRIME

What happens at noon?

CUT TO:

FOX CREEK CANYON

We slowly PUSH IN on Perceptor, who is in microscope mode, chained to a Decepticon "bondage" apparatus designed to hold him firmly in place. He's quite RUSTED now -- but not nearly as much as Megatron was.

MEGATRON (VO)

At noon, the sun's rays will focus through his lenses...

CLOSE SHOT ON BOMB

We see the bomb that's strapped just beneath Perceptor's lower lens.

MEGATRON (CONT-VO)

--and they'll ignite the fuse of the bomb at the base of his microscope!

FULL SHOT ON PERCEPTOR AND BOMB

Perceptor is so tightly strapped in place he cannot budge. He tries to squirm and wiggle, but it's no use.

FLIP TO:

EXT. AUTOBOT HEADQUARTERS -- LONG SHOT

Optimus Prime speaks to a MASSIVE AUDIENCE of AUTOBOTS, all in robot mode, listening to their leader's words of caution. We see Prime from behind, as the vast group of Autobots faces CAMERA.

PRIME (VO)

We don't know what trick Megatron might have in mind, but we can be sure that he does. That's why I need all of you!

CAMERA PANS across the group of Autobots, listening.

PRIME (CONT-VO)

If Megatron shows up with his heat ray, it will test every ounce of our courage as Autobots!

(beat)

Autobots, TRANSFORM and head out!

ANOTHER ANGLE ON ASSEMBLY OF AUTOBOTS

As the Autobots begin TRANSFORMING, we...

FLIP TO:

THE SUN OVER FOX CREEK CANYON

It's in "high noon" position, burning brighter than ever before.

ANGLE ON PERCEPTOR

The light of the sun is focused by Perceptor's lenses, directly onto the fuse of the bomb! Perceptor tries to wiggle again, but it doesn't do any good -- he's too firmly strapped to the Decepticons' "bondage" device.

CLOSE ON THE BOMB

The sun's rays focus directly on the fuse, which begins to SIZZLE and then burn!

LOOKING UP AT THE BLUFFS ABOVE THE CANYON

Suddenly all of the Autobots appear at the summit of the bluffs.

CLOSE ON THE BOMB

That old fuse doesn't have much more to burn before the bomb blows sky high and obliterates Perceptor---

BACK TO AUTOBOTS - FEATURE PRIME

OPTIMUS PRIME (VO)  
No sign of Megatron. Autobots,  
stay back!

He rolls down the bluff and o.s.

PRIME AND PERCEPTOR

Optimus Prime TRANSFORMS to robot mode near Perceptor and walks toward him.

PERCEPTOR  
(shouting)  
Don't come any closer, Optimus!  
If you touch me, you'll be  
infected with Cosmic Rust -- a  
horrible disease!

CLOSER ANGLE NEAR PERCEPTOR

Prime comes still closer, ignoring Perceptor's warning.

PRIME  
But if I don't save you, that bomb  
will blow you to bits!

CLOSE ON THE BOMB

That fuse is now down to its final half inch and still burning...and any instant now it's going to EXPLODE!

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

ANGLE ON PRIME AND PERCEPTOR - NOON

Prime reaches for Perceptor, who strains--unsuccessfully--to move away from Prime's reach.

PERCEPTOR (VO)  
(straining)  
No, Optimus... Move back -- save yourself!

OPTIMUS PRIME  
Be quiet -- and that's an order!

Prime hastily begins unstrapping Perceptor from the Decepticons' restraining device.

CLOSE ON THE BOMB

That fuse must be down to a less than a quarter of an inch by now, and it's beginning to HISS like a Roman candle about to explode.

PERCEPTOR (VO)  
But--

OPTIMUS PRIME (VO)  
I said, that's an order!

WIDER ANGLE IN CANYON

Prime finishes unstrapping Perceptor, and, as the Autobot scientist quickly TRANSFORMS, they both move o.s. quickly as.... K-A-BOOOOM! -- what a blast!

ANGLE ON AUTOBOTS ON BLUFF

They're all rocking and shaking as the ground trembles below them-- Some are thrown to the ground and the flying dirt and rocks FILL THE FRAME, blocking the Autobots from view. CAMERA HOLDS, and the screen clears.

ANGLE ON PRIME AND PERCEPTOR

Perceptor is lying on the ground at the edge of the bluff, disabled from his condition of rust. He looks up at Optimus Prime.

PERCEPTOR

You've got to leave me here,  
Optimus. If I go back to  
Headquarters, I could infect  
everybody!

PRIME

We're not leaving you anywhere,  
Perceptor. You're coming with  
us right now!

Ratchet pulls up in auto mode, LIGHTS FLASHING, and we:

FLIP TO:

INT. AUTOBOT HEADQUARTERS

A very rusted and weary Perceptor lies on the examination table. Ratchet is checking him over cautiously, while Prime and Blaster stand at Perceptor's side.

PERCEPTOR

(weakly)

This rust is caused by germs that  
devour Cybertron alloys.

PRIME

But where do the rust germs come  
from?

WHEELJACK (VO)

Maybe Teletraan I can tell us!

CAMERA PANS to Teletraan's console, where Wheeljack operates the controls. The screen flips through a variety of SCENES...

TELETRAAN I (VO)

Checking files...

CLOSER ON TELETRAAN'S SCREEN

PICTURE STOPS on a scene of the mystery planet with the Autobot symbol on its surface.

TELETRAAN I (VO-CONT)

The germs originated on a planet  
called Antilla...

The view on the screen DISSOLVES from the view of Antilla seen from outer space to a series of images from 500,000 years ago of that rusted Autobot civilization Megatron found at the beginning of our story.

The first new image shows a RUSTED ALIEN AUTOBOT walking toward a building on Antilla -- and then he falls and crawls.

TELETRAAN I (CONT-VO)

In the dawn of time, there was a thriving civilization of Autobots on Antilla -- but then the dreaded asteroids began falling from the sky...

PICTURE ON SCREEN CHANGES -- METEOR SHOWER

Now we see the asteroids striking the surface of the planet, SMASHING into buildings, obelisks and structures.

TELETRAAN I (CONT-VO)

...and spread Cosmic Rust germs everywhere on Antilla.

WIDER

--to include Prime, Wheeljack, and other Autobots watching Teletraan's screen with great interest. On the screen, rusted Autobots are lying strewn over the ground.

TELETRAAN I (VO-CONT)

No cure was ever found on Antilla -- and so that 13th Legion of Autobots, the Lost Legion, fell to the malevolent scourge.

ANOTHER IMAGE ON THE SCREEN -- AUTOBOT CRUMBLING TO DUST

We see part of another rusted Alien Autobot which rusts away to a pile of dust.

TELETRAAN I (VO-CONT)

And now, the plague has spread to the Earth.

WIDE ANGLE ON THE FOUR AUTOBOTS AND TELETRAAN I

The scene on Teletraan I's screen now shows a TRUCK BACK from the Planet Antilla in space, as the planet seems to get smaller and smaller.

PRIME

What can we do to protect ourselves?

TELETRAAN I (VO)

The Ultra Compound is the only known antidote.

PRIME

But we can't make any more Ultra Compound -- we're all out of the secret catalyst!

ANOTHER ANGLE

Wheeljack moves next to Prime.

WHEELJACK

We could always try the "Matter Duplicator!"

PRIME

The "Matter Duplicator?" But it doesn't work -- it's never worked!

ANGLE ON TELETRAAN'S SCREEN

Suddenly, Teletraan I's screen becomes filled with STATIC and INTERFERENCE PATTERNS. Prime goes over to check it out, pushing various FLASHING buttons on the control panel.

PRIME (VO-CONT)

That's strange...

CLOSE ON PRIME'S HANDS ON CONTROL PANEL

He pushes a few more buttons.

PRIME (CONT-VO)

...Teletraan I must be having some internal prob--

We notice that Prime's hands are streaked with RUST even before Prime notices it himself. He abruptly stops pushing the buttons and turns his hands palms up.

PRIME (CONT-VO)

My hands! Cosmic Rust!

CLOSE ON PRIME

He turns to face the other three Autobots o.s., and as he turns we observe that his face is now streaked with RUST, too!

PRIME (CONT)

I -- I had no choice -- I had to rescue Perceptor!

He looks up and o.s., and reacts, shocked--

PRIME (CONT)  
(shocked)  
Ratchet! Blaster!

CAMERA SWIFTLY PANS over to Ratchet and Blaster, revealing that both of them are now showing signs of RUST on their bodies, too!

BLASTER  
(touching his chest)  
Oh no! What's goin' on here, man?  
I'm too young a dude to die!

RATCHET  
(wipes brow)  
Whew! It's suddenly getting so  
hot in here!

CUT TO:

EXT. AUTOBOT HEADQUARTERS

The Headquarters is being BLASTED by the Heat Ray from Megatron's Lightning Bug o.s. -- but Autobot Headquarters doesn't melt; it GLOWS a FIERY RED, as though heating up.

ON THE DESERT BLUFFS BY AUTOBOT HEADQUARTERS

TRUCK IN on Megatron and his Lightning Bug heat ray, with Rumble standing beside him.

RUMBLE  
Why not use it at full power and  
melt Autobot Headquarters to the  
ground?!

CLOSER

Megatron manipulate the wings so that the RAY INCREASES IN INTENSITY.

MEGATRON  
Not yet! The energy will activate  
the disease to spread much faster!

OVER THE SHOULDER SHOT -- MEGATRON AND RUMBLE

From above, and behind the Decepticons and the Lightning Bug, we're looking down into the canyon where Autobot Headquarters is located.

MEGATRON (VO-CONT)  
Soon they'll all be a pile of  
rusted scrap!



CAMERA PUSHES IN on the volcano headquarters...

CUT TO:

INT. - AUTOBOT HQ

Optimus Prime has tuned in Megatron and the heat ray on Teletraan I's screen.

OPTIMUS PRIME

Who else?-- Megatron! He must  
be using that ray to spread the  
germs!

ANOTHER ANGLE - WIDER

PERCEPTOR

Then there is no time to lose--  
Come, Wheeljack--We have work to  
do!

They leave o.s. together.

BACK TO PRIME AT TELETRAAN I

The scene on the viewscreen changes to show the Aerialbots-- now fully repaired--flying in the skies overhead.

PRIME

Attention, Aerialbots -- Autobot  
Headquarters is under attack.  
We need your aerial support, at  
once!

SKYDIVE (VO)

(noncommittal)

It's unfortunate that you're under  
seige. However, it's very  
inadvisable that we expose  
ourselves to Cosmic Rust!

CLOSER ON TELETRAAN I'S SCREEN

SLINGSHOT (VO)

Yeah! We don't wanna catch your  
disease!

SILVERBOLT (VO)

Sorry, Optimus -- You're on your  
own!

And they fly out of view together as the SCREEN FADES OUT.

CLOSE ON PRIME

He lowers his head sadly.

OPTIMUS PRIME  
(softly)  
Then we are doomed.

CUT TO:

EXT. - ON MEGATRON AND RUMBLE

MEGATRON  
That should do it!

The two Decepticons lift the Lightning Bug and fly off with it.

MEGATRON (CONT-VO)  
Another hour or so, and there will  
be nothing left of Prime and the  
Autobots! (LAUGHS)

FLIP TO:

INT. AUTOBOT HEADQUARTERS -- PERCEPTOR'S LAB

A very rusted Perceptor and Wheeljack are at work in the lab, struggling to make an unusual-looking device--Wheeljack's "Matter Duplicator"--to function. It has a pointed "nozzle" aimed at a small pile of coal on a tray.

Perceptor presses some buttons and turns some knobs...but no luck. Finally, in frustration, he gives the machine a swift kick. Suddenly, the machine begins to work, and the antennas on top of it crackle with electricity, as all its lights illuminate and blink rhythmically. (SFX: ELECTRICAL HUM)

ANGLE ON THE MACHINE'S "MATERIALIZATION TRAY"

Another pile of coal exactly like the first one materializes instantaneously on a "tray" which is part of the design of the machine. (SFX: TO SUIT)

PERCEPTOR (VO)  
(very excited)  
Tremendous!

WHEELJACK (VO)  
It works!!

FLIP TO:

EXT. - DECEPTICON HQ - UNDERWATER

We PUSH IN on the submerged group of buildings and...

CUT TO:

INT. - MEGATRON'S PRIVATE CHAMBERS - ANGLE BY ENTRANCE

Soundwave enters and we PAN with him as he walks over to the video screen, where Megatron is seated, waiting.

MEGATRON

Well, Soundwave -- Has Laserbeak returned with the visuals?

SOUNDWAVE

Affirmative!

Soundwave plugs himself into the video monitor in Megatron's chamber, so he can transmit the video pictures witnessed by Laserbeak.

CLOSER ON VIDEO SCREEN

Inside Autobot Headquarters, the Autobots have set up a sort of "sick bay," with dozens of Autobots languishing on the floor, stricken with Cosmic Rust.

AUTOBOTS

(assorted MOANS and GROANS)

CLOSE ON MEGATRON

watching the screen o.s. with great joy.

MEGATRON

(feigned sincerity)  
How terrible!

ON THE SCREEN

(Laserbeak's) CAMERA PANS across the group as Optimus Prime walks stoically by. Prime's case of Cosmic Rust is getting worse. Finally, Prime stops near Bumblebee, who is in very bad shape.

BUMBLEBEE

Ohhhh, somebody get us back to Cybertron!

OPTIMUS PRIME

Be brave, Bumblebee -- an Autobot never gives up hope.

Blaster is lying on the ground beside Bumblebee, his condition worsening.

BLASTER  
If only we had more Ultra  
Compound!

BUMBLEBEE  
Yeah -- maybe then we could save  
ourselves!

ON MEGATRON

He shakes his head.

MEGATRON  
(to the screen)  
Too bad you used it all on the  
humans' "important" statue.. and  
gave the rest to me!

BACK TO THE SCREEN

Suddenly Perceptor moves into the room and into view.

PERCEPTOR  
We did it! We're going to be  
saved!

ON MEGATRON

He sits up, suddenly concerned.

MEGATRON  
What?!

PRIME (VO)  
How is that possible?!

ON THE SCREEN

Perceptor and Wheeljack are talking with Prime.

PERCEPTOR  
We finally got the "Matter  
Duplicator" working! All we have  
to do is scrape some Ultra Compound  
from the State of Liberty...

WIDE ON MEGATRON

PERCEPTOR (CONT-VO)  
...and we can duplicate all we  
need!

Megatron rushes out of his chair and heads for the screen o.s.

PRIME (VO)

He's right! With the "Matter Duplicator," we won't need the missing ingredient!

WIDER ANGLE IN THE ROOM

Megatron swiftly pulls out Soundwave's cable from his video screen, shutting it down, and then turns to Soundwave.

MEGATRON

We must hurry!!

SOUNDWAVE

What is our destination?

MEGATRON

The Statue of Liberty, of course!

CLOSE ON MEGATRON

He smiles an evil smile...

MEGATRON (CONT)

Pity it won't be there by the time the Autobots arrive!

FLIP TO:

DISTANT VIEW OF LIBERTY ISLAND - NIGHT

With the river in the foreground, and the SOUND OF SHIP HORNS, we see the brightly-illuminated Statue of Liberty shining against the dark night sky. There's the dark form of a ferry-boat moving across the calm water, blocking our view of Lady Liberty.

CLOSER ON FERRYBOAT

The Stunticons, in robot mode, guard the Lightning Bug icon, as the ferry churns through the water.

FROM BEHIND STATUE OF LIBERTY

as the ferry docks nearby in the background. Suddenly the other Decepticons, with Megatron and Starscream in the lead, fly INTO SCENE and land near the base of the statue.

BY THE BASE OF THE STATUE

Megatron calls out orders.

MEGATRON  
Stunticons-- transform...

BY THE DOCKED FERRY

The Stunticons have loaded the Lightning Bug icon off the ferry and up towards the base of the Statue of Liberty.

MEGATRON (CONT-VO)  
--and merge into Menasor!!

The CAMERA PANS UP as the Stunticons combine into the huge robot.

ON MEGATRON

He looks up at Menasor, o.s.

MEGATRON  
Now pick up the lightning bug!

AT "BASE" OF MENASOR

Menasor reaches down INTO SCENE to pick up the Lightning Bug icon.

MEGATRON (CONT-VO)  
You shall have the honor of firing  
the heat ray!

CLOSER ON MENASOR'S HANDS

As Menasor begins to pull on the wings, the bug begins to glow in the rear section, faintly at first but then brighter and brighter. Any moment, now, surely that Heat Ray will burst from the icon's eyes and the Statue of Liberty will be a melted pile of bubbling metal! Then:

OPTIMUS PRIME (VO)  
Drop it, Menasor!!

ON MEGATRON

He looks around for the source of the voice, but knows it's:

MEGATRON  
Prime!! Show yourself!

ANGLE ON UPPER PART OF STATUE

Prime and several of the Autobots reveal themselves from behind the statue's head, torch, book, etc. Prime stands on the statue's crown.

OPTIMUS PRIME  
Retreat now, Megatron!

DOWNSHOT ON MEGATRON

as he looks up INTO CAMERA at Prime o.s.

MEGATRON  
And who will make me, Prime?  
You?! A rusted hull of corroded  
metals?!

Then he FIRES his blaster up INTO CAMERA...

CLOSER ON PRIME

The BLAST hits at his feet and he falls -- but hangs on to one  
of the spokes of the crown.

PRIME  
(GASP!)

MEGATRON (VO)  
You have no power left, Prime!

ON MEGATRON

He calls up with his hand to the side of his mouth.

MEGATRON (CONT)  
The Cosmic Rust has infiltrated  
your logic circuits!

BACK TO PRIME

PRIME  
Maybe so, but I'll bet it hasn't  
affected my aim!

Hanging on with one hand, he FIRES his weapon at Megatron o.s.  
below with the other.

ON MEGATRON

He ducks as the BEAM FIRES THROUGH SCENE, barely missing him.

WIDER

as the other Autobots FIRE on the Decepticons below.

WIDER ANGLE ON DECEPTICONS

They continue FIRING back -- several of them taking cover behind  
the base of the Statue of Liberty.

Megatron holds his ground as the BLASTS hit all around him.

DISTANT SHOT OF LIBERTY ISLAND

It's like a Fourth of July fireworks display, as the entire island is illuminated by bursts of purple and orange rays, surrounding Lady Liberty. (SFX: LASER BLASTS)

ANGLE ON MEGATRON

still looking up at Prime.

MEGATRON

Very well, Prime--Have it your way. You'll be melted like a Roman Candle! Menasor...

ANGLE ON MENASOR

MEGATRON (CONT-VO)

Turn on the heat!!

Menasor continues pulling those wings of the icon. Now the bug's eyes are beginning to glow.

CLOSE ON LIGHTNING BUG

The eyes become brighter -- they're warming up to shoot that incredible Heat Ray beam.

ANOTHER LONG SHOT ON STATUE OF LIBERTY

At that very moment, the Aerialbots swoop down from the sky, flying straight at us, FIRING all their weapons.

AIR RAID (VO)

Out of the way, gang, the Aerialbots are here!

ANGLE ON PRIME

Pulling himself up to safety, he looks at them o.s., smiling.

PRIME

You.. you came back!

HIS P.O.V. - ON AERIALBOTS

flying nearby...

SILVERBOLT (VO)

You didn't think we'd really leave you in the lurch, did you?



SLINGSHOT (VO)  
What d'ya think we are?  
...cowards?!

WIDE ON MENASOR

As the Aerialbots buzz around him, FIRING their rays, he swats at them like so many flying insects--then accidentally drops the lightning bug icon.

SILVERBOLT (VO)  
Okay, Aerialbots! Transform  
into...Superion!!

BY THE BASE OF THE STATUE OF LIBERTY

The Aerialbots all land and TRANSFORM into SUPERION, who marches toward Menasor and the Lightning Bug icon, firing his STRESS FRACTURE CANNON. The ground trembles, and then Superion turns and FIRES a COLOSSAL BLAST right at the Lightning Bug!

CLOSE ON LIGHTNING BUG ICON

It turns a fiery red and then EXPLODES, shattering into oblivion!

CLOSE ON MEGATRON

He stops firing as he glances toward the explosion o.s.

MEGATRON  
(frantic)  
My Heat Ray!!!

ANGLE ON SUPERION

Menasor steps into shot from the foreground (his back to CAMERA) as he walks over toward Superion to do battle. They FIRE at each other, exchanging cataclysmic volleys. Menasor BLASTS Superion with his ionizer sword that has a 50,000 volt charge. But Superion, unfazed, walks straight up to Menasor and engages him in hand-to-hand combat. Superion gets a body-lock on Menasor and hurls him to the ground, flat on his back.

CLOSE ON MENASOR -- DOWN ANGLE (SUPERION'S POV)

Menasor breaks apart into the individual Stunticons, who go driving off o.s. in all directions.

ANGLE ON MEGATRON AND SOME DECEPTICONS

Megatron, Rumble and Starscream are still FIRING from behind the base of the Statue of Liberty.

MEGATRON

Decepticons! Abandon positions  
and fly out!

They promptly obey and head for the skies.

AT THE BANKS OF LIBERTY ISLAND

We see all the Decepticons flying away together, heading back for Decepticon Headquarters. (The Stunticons TRANSFORM to robot mode before taking off.)

FLIP TO:

BY THE BASE OF STATUE OF LIBERTY

Optimus Prime and the other Autobots are back on the ground. Prime turns to Perceptor and puts his hands on his shoulder in a fatherly way.

PRIME

Now we can use the "Matter  
Duplicator" to create more of the  
Ultra Compound!

Bumblebee moves INTO SCENE, motioning to the rust on his arms.

BUMBLEBEE

Yeah--and get rid of this awful  
rust!

WIDE ANGLE ON ENTIRE GROUP OF AUTOBOTS

BUMBLEBEE (CONT-VO)

This is one lady I want to look  
my best for!

AUTOBOTS

(CHEERS!)

The CAMERA PANS UP the statue for a glorious view of Lady Liberty's face and upraised arm, holding the brilliantly glowing torch.

FADE OUT

THE END