

"Starscreams Brigade"

TRANSFORMERS

("30 Seconds Over Megatron")

(MP# 700-61)

(SCRIPT)

Written by:
Michael Charles Hill
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TRANSFORMERS
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CAST LIST

AUTOBOTS:

JAZZ
CLIFFJUMPER
TELETRAAN I
OPTIMUS PRIME
POWERGLIDE
BUMBLEBEE
TRACKS
GEARS

DECEPTICONS:

STARSCREAM
MEGATRON
SOUNDWAVE
LASERBEAK
SKYWARP
THUNDERCRACKER
SHOCKWAVE
THRUST
FRENZY

CONSTRUCTICONS:

DEVASTATOR

COMBATICONS:

ONSLAUGHT
VORTEX
SWINDLE
BRAWL
BLAST OFF
BRUTICUS

HUMANS AND OTHERS:

TV REPORTER
CAMERAMAN
TOWNSPEOPLE

"30 Seconds Over Megatron"
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ACT ONE

FADE IN:

EXT. - SOMEWHERE ABOVE THE CLOUDS - DAY

Large, white cumulus clouds pass BENEATH CAMERA as it moves toward the b.g. It is a beautiful vision. The clouds appear to be snow banks and tempt you to step out and walk across them. If there is a Heaven, it must look like this.

Suddenly we hear the sound of DISTANT THUNDER. CAMERA dips down into the clouds and we are momentarily lost in a grey-white sea.

Soon, we see a chain of islands somewhere in the Pacific Ocean. CAMERA continues to push through the wispy clouds to the islands below. The THUNDER becomes LOUDER and we see some Naval destroyers offshore lobbing 40mm shells into the jungles and mountains of one particular island.

CUT TO:

EXT. - ISLAND

We see the island in question on the horizon like an ad in some glossy travel brochure. Suddenly we hear the sound of a 40mm shell screaming through the air just before it ENTERS FRAME and EXPLODES in the dense jungle. "GUADALCANAL - 1943" is SUPERIMPOSED over the screen as the island is bombarded by more artillery. (NOTE: We should hear the sound of EXPLODING ARTILLERY in the b.g. throughout this scene.)

DEEP IN THE JUNGLE

We see an M4 SHERMAN TANK, blowing smoke from its exhaust stack, mowing down everything in its path. It stops, engine idling, and slowly the turret rotates so that its 75mm cannon is aimed INTO CAMERA. Suddenly it FIRES directly at CAMERA!

REVERSE ANGLE

As the mortar shell ENTERS FRAME ABOVE CAMERA and streaks into the b.g., igniting upon impact with a Japanese pill box, built into the side of the mountain.

ANOTHER ANGLE

As a CHANCE-VOUGHT F4U CORSAIR flies TOWARD CAMERA with its machine guns BLASTING o.s.

It continues to fly TOWARD CAMERA until it FILLS THE FRAME and then veers off and flies toward the b.g.

ANOTHER ANGLE

As it heads TOWARD CAMEA, strafing the beach, while numerous ASSAULT SHIPS carrying troops and armoured vehicles hit the beach. The ramps drop and dozens of SOLDIERS run up the beach, firing their M-14 rifles at the unseen enemy.

ANOTHER ANGLE

as two JAPANESE SOLDIERS load a 90mm anti-aircraft cannon that looks not unlike a HOWITZER. It erupts with fire as the shell tears through the sky and EXITS FRAME.

ANGLE ON CORSAIR

as it passes over the jungle, continuing to decimate the tropical foliage. The 90mm shell ENTERS FRAME and connects with the "bird of war," ripping the tail section off. The pilot pulls back the canopy and bails out as the CORSAIR, trailing dark smoke, plummets to the ground.

ANOTHER ANGLE - JUNGLE

as the CORSAIR CRASHES into a grove of palm trees and EXPLODES. When the smoke clears, we see an "elephant graveyard" of littered military vehicles, including tanks, half-tracks, jeeps, etc.

CLOSE - TANK TREADS

as it rolls TOWARD CAMERA, SQUEAKING relentlessly. CAMERA PULLS BACK and TRACKS with tank as it moves slowly past the downed CORSAIR. We hear the sound of another 90mm shell arcing through the air o.s. Suddenly it ENTERS FRAME and impacts with the tank, knocking it over on its back.

ANOTHER ANGLE

As we watch, via simulated "elapse-time photography," the armoured hulks rust and deteriorate. The vegetation and the earth have reclaimed them and they disappear. (NOTE: The b.g. explosions fade out.)

SUPERIMPOSE over the screen a calendar: the year "1943." An unseen wind blows the pages off, one by one, year by year, until it goes so fast we cannot recognize the date until it stops at "1985," and we...

DISSOLVE TO:

EXT. - DECEPTICON HQ

The CAMERA PUSHES IN on the underwater buildings...

STARSCREAM (VO)

Shockwave this! Shockwave that!

(a beat)

All I ever hear about is how great Shockwave is!

MEGATRON (VO)

You could learn a few things about humility and respect from Shockwave.

CUT TO:

INT. - DECEPTICON HQ - CLOSE ON STARSCREAM

Megatron and STARSCREAM are in the middle of another--in a series of many--arguments.

STARSCREAM

Great leaders are not borne out of humility, but out of action!

ANGLE ON MEGATRON AND STARSCREAM

MEGATRON turns his back on Starscream and walks away from him.

MEGATRON

You'll never understand, Starscream! You lack the ability to see your own faults!

ANGLE ON STARSCREAM

as his face flushes with anger. He raises his laser weapon at Megatron's back.

STARSCREAM

(screaming)

Nobody turns his back on me!

He FIRES a laser blast that streaks TOWARD CAMERA and...

ANOTHER ANGLE

--nails Megatron in the back. He reacts to the hit, his body writhing spasmodically, and he falls OUT OF FRAME.

MEGATRON

Aaahhh!!!

ANGLE ON THE FLOOR

as his face ENTERS FRAME and CRASHES on the metal floor. His eyes are blank.

WIDER

as Starscream moves over to Megatron's prone body.

STARSCREAM

Feast your eyes on your new
Decepticon leader!

The other DECEPTICONS move IN around Starscream as he props one foot on top of Megatron's fallen body.

CLOSE ON MEGATRON'S FACE

as his eyes open. They begin to glow a dull red and then slowly burn brightly.

ANOTHER ANGLE

as he shakes the cobwebs out of his head and rolls over, knocking Starscream off balance.

STARSCREAM

What the...!
(a beat)
MEGATRON!!!

ANOTHER ANGLE

as Megatron rises to his feet and Starscream slowly backs away.

STARSCREAM

-You're supposed to be dead! I
terminated you!

MEGATRON

You ridiculous excuse for modern
technology!

He aims his fusion cannon at Starscream's midriff.

MEGATRON (CONT)

I am sick of your endless quest
for power...

CLOSE-UP

of the barrel end of the fusion cannon. Megatron's face is visible behind it.

MEGATRON (CONT)
--especially at the cost of losing
mine!

CLOSE ON STARSCREAM

as he looks o.s. at the other Decepticons, hoping that they will come to his defense.

STARSCREAM
Don't just stand there! Do something!

ANGLE ON OTHER DECEPTICONS

as they quickly turn away and find something to busy themselves with.

STARSCREAM (CONT-VO)
Your new leader orders you to slay Megatron!

ANGLE ON MEGATRON

He begins to laugh.

MEGATRON
You are a fool, Starscream, if you think that anyone will ever follow your orders!

ANGLE ON STARSCREAM

as he discovers himself backed up against the wall...

STARSCREAM
You just wait, Megatron! One of these days, I will have my revenge!

CLOSE SHOT - MEGATRON'S FUSION CANNON

as Megatron slowly squeezes the trigger of the fusion cannon.

MEGATRON (VO)
You and what army?!

It erupts with FIRE, which EXITS FRAME.

ANGLE ON STARSCREAM

as the blast from the cannon hits him...

STARSCREAM

Aaahhh!!!

ANGLE ON OTHER DECEPTICONS

as they watch unmoved by the action o.s.

THEIR POV

of Starscream's limp body falling to the floor with a THUD!

ANGLE ON MEGATRON

He drops his cannon to his side and turns to the others.

MEGATRON

Let that be a lesson to all who
consider mutiny!

ANOTHER ANGLE - MEGATRON AND STARSCREAM

MEGATRON (CONT)

Be grateful I had my weapon set
on "stun." Next time, you won't
be so lucky!

He motions with a swipe of his arm...

MEGATRON (CONT)

Now get him out of my sight!

ANGLE ON SOUNDWAVE

SOUNDWAVE

Laserbeak -- eject!

His chest plate opens and a cassette ejects out, TRANSFORMING
into LASERBEAK. CAMERA TRACKS with the bird as he circles
around the room and swoops down on Starscream, picks him up in
his metal talons and flies o.s.

FLIP TO:

EXT. - PACIFIC OCEAN

Laserbeak, carrying Starscream in his talons, flies across the
horizon, spies something o.s. and dives.

LASERBEAK

(CAW!)

HIS POV

of a small chain of islands in the b.g. and CAMERA PUSHES IN.
(NOTE: These are the Solomon Islands in the South Pacific as seen in the first scene.)

THE ISLAND

as Laserbeak flies TOWARD CAMERA, just above the tree line. CAMERA TRACKS with him as he circles once, then twice, and finally drops Starscream's body and flies OUT OF FRAME.

LASERBEAK

(CAW!)

ANGLE IN SKY

as Starscream's body falls through the sky like some rag doll.

ANGLE ON BEACH

as Starscream lands on his back in the soft, wet sand, legs and arms akimbo. Wave after wave crashes into his still body.

CLOSER ON STARSCREAM

The waves continue to crash into his face, and finally he opens his eyes.

STARSCREAM

(ad lib groans)

WIDER

He struggles to his feet, staggers up the beach, and props himself under a palm tree.

STARSCREAM (CONT)

(labored)

Got to think! What happened?!

CLOSER ON STARSCREAM

as his memory begins to return.

STARSCREAM (CONT)

Oh, yeah! Megatron! That filthy grease pit! I'll fix him!

WIDER

as he begins to pace back and forth along the sand.

STARSCREAM (CONT)

But how?! He made a fool out of
me in front of the other
Decepticons! They'll never
respect me as a leader now!

CLOSER ON SAND

We begin to notice that Starscream has worn a path in the sand.
Suddenly he trips over something.

STARSCREAM (CONT)

What the...!

DRAMATIC ANGLE UP

as he bends down INTO CAMERA to get a closer look.

STARSCREAM

(inquisitively)

Hmmm...!

CLOSE ON SAND

as his hands ENTER FRAME and dust the sand off the "object."

STARSCREAM (CONT-VO)

It looks like a wing from an old
fighter plane the flesh creatures
used in their wars!

WIDER

as he lifts the battered wing high into the air.

STARSCREAM (CONT)

There must be more of this stuff
lying around here!

He uses the wing as a shovel and starts digging vigorously in
the sand.

CLOSE ON SAND

The "shovel" removes a load of sand, pulling it OUT, then
returning for more. Now we can see something under the sand, bu
really can't tell what it is.

WIDER

as Starscream drops to his knees and starts digging the sand
away from this new find with his hands.

STARSCREAM
This thing must be huge!

DISSOLVE TO:

LATER - ON STARSCREAM

He looks at something o.s.

STARSCREAM
Reminds me of that two-faced,
loud-mouthed Blitzwing!

The CAMERA PULLS BACK to include the result of his efforts: an M14 SHERMAN TANK.

STARSCREAM (CONT)
Yeah! If Megatron can have his
Blitzwing...

ANOTHER ANGLE

as he retrieves his "shovel" and hastily starts reburying his "treasure."

STARSCREAM (CONT)
(muttering)
"Me and what army?!" I'll show
him what army..!

FLIP TO:

EXT. - SOMEWHERE IN THE MIDDLE OF A BARREN DESERT

The space bridge is currently located here, guarded by SKYWARP and THUNDERCRACKER (who were not present during the Megatron-Starscream confrontation earlier). Starscream, in jet mode, flies THROUGH SCENE above, and the CAMERA PANS over to where he lands, TRANSFORMING to robot mode.

STARSCREAM
Out of the way, you...

ANOTHER ANGLE

as he marches toward the two Decepticons, who guard the entrance to the space bridge.

STARSCREAM (CONT)
--microchip morons! I have urgent
business on Cybertron!

CLOSER ON THUNDERCRACKER AND SKYWARP

They block Starscream's way into the space bridge.

SKYWARP

We're under strict orders not to
let anyone travel on the
spacebridge without proper
authorization!

ANGLE ON STARSCREAM

He raises his weapon.

STARSCREAM

Here's my authorization!

CAMERA TRACKS down the barrel to the Decepticons' faces.

THUNDERCRACKER

(clears his throat)

Proceed!

WIDER

as Starscream lowers his weapon and walks past them into the
space bridge.

STARSCREAM

Activate the space bridge-- now!

ANGLE ON SKYWARP

as he activates the bridge from the control panel. (SFX)

WIDE ON SPACE BRIDGE

as Starscream is engulfed in bright, colorful lights. The
lights grow brighter and we hear a low humming noise that
increases in volume. Finally, it escalates into a THUNDEROUS
ROAR, and Starscream disappears as the shaft of light shoots up
into the heavens above.

FLIP TO:

EXT. - THE PLANET CYBERTRON - ESTABLISHING

CUT TO:

INT. - SOMEWHERE ON CYBERTRON

Starscream moves stealthily down a dimly-lit corridor somewhere deep in the bowels of the mechanical planet. He passes door after door, searching.

STARSCREAM
(to himself)
214, 215, 216...

He stops in front of a door marked 217.

STARSCREAM (CONT)
Aha! 217!

He quickly looks around and then levels his laser weapon at the door.

CLOSER ON DOOR

as Starscream FIRES a small laser bead around the perimeter of the door. Smoke issues forth from the contact of the hot laser and the metal door.

WIDER

as Starscream kicks the door down and passes through.

INSIDE

CAMERA SLOWLY (and I mean SLOWLY) PANS to reveal that it looks not unlike a bank vault. The walls are lined with metal drawers from floor to ceiling. Starscream searches for the right one.

STARSCREAM
I know you're in here somewhere!

ANOTHER ANGLE

Finally he finds what he is looking for. He fires a BLAST at the drawer, and it springs out.

STARSCREAM (CONT)
Gotcha!

DRAMATIC ANGLE DOWN

as Starscream's hands ENTER FRAME and remove a small box from the drawer. It glows bright green in color. He lifts the box TOWARD CAMERA, and we can read: "DANGER - CRIMINAL DECEPTION PERSONALITY COMPONENTS. DO NOT REMOVE!"

STARSCREAM (CONT-VO)
Come to poppa!

ANOTHER ANGLE

as he tucks the box under his arm and moves toward the door. He stops at the doorway, turns and FIRES several laser blasts into the room.

WIDE ON ROOM

It erupts with EXPLOSIONS and FIRE as we...

FLIP TO:

EXT. - GUADALCANAL ISLAND

Starscream has excavated the remnants of that fateful battle in 1943 and prepares to create his new army to challenge Megatron's command of the Decepticons.

ANOTHER ANGLE

CAMERA TRACKS with Starscream as he moves down a line in front of these battered hulks from World War Two. He carries the box in his hand.

STARSCREAM

Now listen here! I am about to
give you life!

He steps up the the M4 SHERMAN TANK (the one we saw earlier) and takes one small ebony cube from the box and places it into its bulkhead.

STARSCREAM (CONT)

In return, I expect you...

ON JEEP

Starscream moves INTO SCENE, stepping up to a WILLYS jeep with a machine gun mount, and places a second ebony cube under its open hood.

STARSCREAM (CONT)

--to provide me with your
strength...

ON BOMBER

as he steps up to a B-17 BOMBER with a broken back and places a third ebony cube in its shattered plexiglass nosecone.

STARSCREAM (CONT)

--and your undying loyalty...

ON CORSAIR

as he steps up to the CHANCE-VOUGHT F4U CORSAIR (also seen in the opening scene) and places a fourth ebony cube into its mechanism.

STARSCREAM (CONT)
--until this mission...

ON TRAILER

as he steps up to a military transport tractor/trailer rig and places the fifth and final ebony cube under its opened hood.

STARSCREAM (CONT)
--is completed!

ANGLE ON ALL

Starscream stands in a central position.

STARSCREAM
Now that I have installed your personality components, you may refer to me as your Master!

DRAMATIC UPSHOT ON STARSCREAM

STARSCREAM (CONT)
Combaticons...transform!

ANGLE ON THE COMBATICONS

The CAMERA PANS across the line-up as each vehicle TRANSFORMS into a robotic mode... BRAWL, the tank; SWINDLE, the jeep; BLAST OFF, the space shuttle; VORTEX, the helicopter; and ONSLAUGHT, the missile trailer. They are still rusty, damaged, and somewhat battered--even in robot mode--and their transformations are hesitant.

STARSCREAM (CONT-VO)
(as the CAMERA PANS)
Brawl, the tank; Swindle, the jeep; Blast Off, my space shuttle; Vortex, the helicopter, and Onslaught, the missile trailer!

ON STARSCREAM

Onslaught steps up to him.

ONSLAUGHT
Who are you-- and what are we doing in these crude carcasses?!

ANGLE ON BLAST OFF

as he sidles up next to Onslaught.

BLAST OFF

Yeah, I wouldn't want to be seen
by anyone I know in this get-up!

ANGLE SHOOTING PAST STARSCREAM

as the other Combaticons move up behind Onslaught and Blast Off,
facing down Starscream threateningly.

STARSCREAM (VO)

I am Starscream, who just rescued
your hides from the Decepticon
Detention Center on Cybertron!

ANGLE ON COMBATICONS.

as they listen to Starscream o.s. explain their recent history:

STARSCREAM (CONT-VO)

Megatron and Shockwave imprisoned
you there many light years ago!

ANGLE ON STARSCREAM

STARSCREAM (CONT)

You are fortunate I came along
to release you! In return I ask
that you assist me in dethroning
Megatron!

Brawl steps up INTO SCENE, backing Starscream up.

BRAWL

What's to stop us from beating
you into scrap iron?!

CLOSE ON STARSCREAM

STARSCREAM

Because, my soldiers, I neglected
to provide you with energy
absorbers!

WIDE ON SCENE

as the Combaticons listen carefully.

STARSCREAM (CONT-VO)

Without them, you cannot refuel!
No energy--no life!

They react with shocked looks.

COMBATICONS
(ad lib sounds of confusion)

ANGLE ON STARSCREAM

STARSCREAM
So, do we have a deal?

ON COMBATICONS

huddled together in conference. After a beat, they turn out to confront Starscream.

ONSLAUGHT
Very well. We will obey you...
for now!

WIDE ON SCENE

featuring Onslaught and Starscream.

ONSLAUGHT (CONT)
But once we have succeeding in
defeating Megatron, we must be
allowed to return to Cybertron
to enact our revenge!

CLOSE ON STARSCREAM

STARSCREAM
(lying through his
teeth)
But of course!

WIDE ANGLE

STARSCREAM (CONT)
Prepare for immediate repairs and
refurbishing... and then we'll
put you to the test!

FLIP TO:

EXT. - SMALL TOWN SQUARE

CAMERA SLOWLY PANS the town square in this picturesque, "Norman Rockwellish" town. Many people have gathered here today for the unveiling of a new statue on the village green.

ANGLE ON STATUE

covered with tarpaulins and bound with heavy rope. People of all colors, shapes, and sizes are milling about.

TOWNSPEOPLE

(ad lib noises of excitement)

Next to the statue, JAZZ and CLIFFJUMPER are being interviewed by a local TV REPORTER in front of a camera.

TV REPORTER

(to cameraman)

Okay, let's make it a three-shot!

(to Autobots)

You guys ready?!

THROUGH THE CAMERA LENS

We see the Autobots being interviewed by the reporter. This is a hand-held camera, and should be moving a little unsteadily before the actual interview.

REPORTER (CONT)

Does my hair look all right?

We see a red light go on inside the camera.

CAMERAMAN (VO)

Fine, Marty! You're on!

TV REPORTER

Hi! This is Marty Hill, reporting live! Today we are witnessing a historic occasion.

A bald-headed, pudgy, middle-aged guy ENTERS FRAME and hands a giant pair of golden scissors to Jazz.

JAZZ

Thanks!

The bald-headed man stops for a moment and looks into the camera, and smiles. The camera ZOOMS IN to lose him.

TV REPORTER

(clears his throat)

I have with me two members of the Autobot team: Jazz and Cliffjump...

Cliffjumper taps the reporter on the shoulder.

CLIFFJUMPER
(correcting him)
That's Cliffjumper!

WIDE ANGLE ON SCENE

From this angle, we can see the entire ceremony, the people, the cameraman, etc.

TV REPORTER
Ah, yes--Cliffjumper. They have
been invited here as guests of
honor to officially cut the
ribbon...

CLOSER ON STATUE

as Jazz and Cliffjumper move INTO SCENE next to the statue.
Jazz cuts the ribbon...

TV REPORTER (CONT-VO)
--at this ceremony dedicating this
magnificent statue of...

DRAMATIC HIGH ANGLE

as the tarpaulin falls TOWARD CAMERA and the statue of OPTIMUS
PRIME is revealed. (NOTE: This statue depicts Prime in a pose
not unlike the one seen in the poster or his 16-foot likeness
at the Universal Studio Tour.)

TV REPORTER (CONT-VO)
--the leader of the Autobots,
Optimus Prime!

WIDE ON TOWN SQUARE

as the people in the crowd CHEER and APPLAUD!

ANGLE ON JAZZ, CLIFFJUMPER, and TV REPORTER

The reporter shoves a microphone into Jazz's face.

TV REPORTER
Well, what do you think of it?

CLOSE ON JAZZ

mometarily taken aback.

JAZZ
Uh... real cool!

WIDER

to include Cliffjumper.

CLIFFJUMPER
If I didn't know better, I'd swear
it was Optimus himself!

JAZZ
(adding)
Yeah--looks just like him!

THROUGH THE CAMERA LENS

as the TV reporter moves straight INTO CAMERA.

TV REPORTER
Well, there you have it-- straight
from the Autobots' voice
synthesizers!

We hear the sounds of O.S. LASER FIRE.

TV REPORTER (CONT)
This is Marty Hill, reporting live
from-- What the...?!

The CAMERA PANS quickly up to the sky to reveal Starscream and
the Combaticons (all in robot mode) flying TOWARD CAMERA, FIRING
their laser weapons!

WIDE ON SCENE

as the crowd, camera crew and TV reporter all dive for cover.

EVERYONE
(ad lib noises of panic and
confusion; screams)

ON JAZZ AND CLIFFJUMPER

as they dodge the Combaticons' FIRE...

CLIFFJUMPER
Are they Decepticons?!

--and RETURN some of their own.

JAZZ
Dunno, but I recognize their
leader...Starscream!

ANGLE ON STARSCREAM AND THE COMBATICONS

as they land on the village green, FIRING their laser weapons o.s.

STARSCREAM
Combaticons...transform!

CLOSER ON BRAWL

as his TRANSFORMS into his tank mode--now repaired and clean--and FIRES his twin sonic cannons.

BRAWL (VO)
Hey, Swindle! Listen to this!

He continues to FIRE LOUD SONIC BLASTS as he rolls OUT OF FRAME.

ANGLE ON CROWD

as they run helter-skelter THROUGH FRAME, covering their ears from the painful, ear-splitting bursts of stereo sound energy.

CROWD
(ad lib noises of confusion)

BRAWL (VO)
My sonic blaster blows 'em away!

ANGLE ON SWINDLE

as he TRANSFORMS into his jeep mode and sprays his explosive pellets from his "scatter blaster" o.s.

SWINDLE (VO)
That's hip, Brawl--but check this out!

ANGLE ON STATUE OF OPTIMUS PRIME

Swindle's explosive pellets ENTER FRAME and spray the statue, leaving holes like swiss cheese. (SFX)

SWINDLE (CONT-VO)
Instant air conditioning!

ANGLE ON BLAST OFF

He moves through the square in robot mode, testing out his "ionic blaster," shooting at every electrical sign, traffic light, and street lamp, causing disruptions in the electrical flow, resulting in power overloads and EXPLOSIONS!

BLAST OFF
(unimpressed)
Really! My ionic blaster is much
more sophisticated than any of
your crude weapons!

ANGLE ON VORTEX

CAMERA TRACKS with him as he TRANSFORMS into his helicopter mode
and lifts off the ground.

WIDE ON SCENE

VORTEX (VO)
Hang onto your hats! It's gonna
get a little windy! (LAUGHS)

Vortex hovers over the town square with his rotor blades
spinning wildly, creating "200-300 mph wind funnels" that suck
up everything in its path and throws it all over the street--
mailboxes, telephone booths, small cars, vending machines, etc.

ANGLE ON ONSLAUGHT

He TRANSFORMS to missile trailer mode and BLASTS up at the items
Vortex picks up.

ONSLAUGHT (VO)
Thanks, Vortex! I could use a
little target practice!

ANGLE ON JAZZ AND CLIFFJUMPER

They pause FIRING on Starscream and the Combaticons o.s.

CLIFFJUMPER
It doesn't look good, Jazz! Maybe
you better radio Autobot
Headquarters for help!

JAZZ
Piece o' cake! We can take
these--

But they are whisked up into the air by Vortex's wind tunnel!

ON VORTEX ABOVE

Vortex opens his cargo doors and the two Autobots are sucked up
into his hold!

VORTEX (VO)
Hey! Come on up for a spin!

Then he spins around wildly, stops, and flies up o.s.

ANGLE ON STARSCREAM

He watches Vortex leaving o.s.

STARSCREAM

That's two energy absorbers
captured-- three to go! Let's
move out!

And he flies up and o.s.

IN THE SKY

Starscream and Blast Off TRANSFORM into their flying vehicle
modes and join the others as they fly off, victoriously.

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

EXT. - GUADALCANAL

Starscream and the Combaticons (in their robotic modes) stand on the beach recounting their glories.

STARSCREAM

It feels great to return
victorious!

CLOSER ON STARSCREAM

STARSCREAM (CONT)

Any doubts I may have had about
your abilities are a thing of the
past!

ANGLE ON SWINDLE

As he gestures with his laser weapon.

SWINDLE

It sure is wonderful to be out
in the field again! I've been
cooped up far too long!

Blast Off ENTERS FRAME beside him.

BLAST OFF

Did you see me out there?! I was
magnificent! You might even say
stupendous!

Then Brawl ENTERS FRAME and pushes both Swindle and Blast Off aside.

BRAWL

You wimps! Not one of you has
the muscle to stand up to those
Autobots alone! Why if I hadn't
been there, they'd be picking up
your parts with an electro-magnet!

ANOTHER ANGLE

As Onslaught and Vortex ENTER FRAME and engage themselves in a free-for-all shoving match.

COMBATICONS
(ad lib fighting/
arguing noises)

ANGLE ON STARSCREAM

As he turns to see the ruckus behind him.

STARSCREAM
Knock if off!

CAMERA TRACKS with him as he steps in and stops them before they tear themselves apart.

STARSCREAM (CONT)
Save you energy and your contempt
for Megatron!

ANGLE ON VORTEX

As he dusts the sand off himself.

VORTEX
What about the Autobots' energy
absorbers?!

CLOSE - STARSCREAM

As he looks at Vortex o.s.

STARSCREAM
What about them?

ANGLE ON ONSLAUGHT

As he moves next to Vortex.

ONSLAUGHT
You promised them to us!

ANGLE ON STARSCREAM

As he turns his back on the Combaticons and walks away.

STARSCREAM
I've decided that you can't be
trusted! Therefore, nobody gets
an energy absorber until we
capture three more Transformers!

FLIP TO:

EXT. - PLANET CYBERTRON - ESTABLISHING

CUT TO:

INT. - DECEPTICON HQ ON CYBERTRON

SHOCKWAVE stands at his computer terminal. Megatron's image blazes on the large video monitor screen. On a smaller screen just to the right is a closed-circuit display of the damage in room 217.

SHOCKWAVE

Shockwave, reporting to Megatron.
Intruders have liberated
personality components of the
renegade Decepticons!

ANGLE ON MEGATRON'S IMAGE

CAMERA PUSHES in as he shakes his fist.

MEGATRON

The Autobots! Now they've done
it! They've gone too far this
time! I shall crush them once
and for all!

FLIP TO:

INT. AUTOBOT HEADQUARTERS

OPTIMUS PRIME, POWERGLIDE, BUMBLEBEE and a few other assorted Autobots stand before TELETRAAN 1 as it briefs them on the attack on the town square and the kidnapping of Jazz and Cliffjumper.

TELETRAAN 1 (VO)

Local new stations report
unidentified robots led by
Decepticon Starscream, attacked
unveiling ceremonies of Optimus
Prime memorial.

(a beat)

Eyewitness say that two Autobots;
Jazz and Cliffjumper were
abducted.

ANGLE ON OPTIMUS PRIME

As he turns to the others.

OPTIMUS PRIME

Strange. Most of the Decepticons' attacks are directly or indirectly related to their incessant need for energy!

SHOOTING PAST PRIME

to others.

PRIME (CONT-VO)

The town square provided nothing of the kind. So it can only suggest one thing. It was an act of terrorism!

POWERGLIDE

Maybe Starscream has finally gone off his nut and that...

He doesn't have time to finish his thoughts when the AUTOBOT HQ is rocketed with laser FIRE. (CAMERA SHAKES)

BUMBLEBEE

(yelling above the din)
Man your battle stations!

He quickly runs with the others OUT OF FRAME.

ANOTHER ANGLE

As Optimus Prime heads for the entrance.

OPTIMUS PRIME

Everyone take position! We are going out!

CAMERA TRACKS with the Autobots as they move closer toward the entrance.

CUT TO:

EXT. - AUTOBOT HQ

LASER FIRE is ricocheting all over the place as the Autobots pour out of the entrance, dodging FIRE and RETURNING it o.s.

OPTIMUS PRIME

Spread out and TAKE COVER!!

ANOTHER ANGLE

As the Autobots spread out and find protection behind rocks, trees or whatever, as they continue to FIRE their laser guns o.s.

ANGLE ON MEGATRON

As he stands defiantly in front of the other Decepticons.

MEGATRON

(yelling above the din)

Return to me what is mine and I
will show you mercy!

ANGLE ON OPTIMUS PRIME

As he returns more laser FIRE. Because of the deafening sound of the laser blasts, Prime can't understand a word of what Megatron is saying.

OPTIMUS PRIME

(yelling above the din)

What are you talking about?
Return what?!

ANGLE ON MEGATRON

As he continues to lay down laser FIRE.

MEGATRON

This is your last chance, Optimus!
I want the personality components
of those renegade Decepticons!

CAMERA PUSHES INTO his determined face.

MEGATRON (CONT)

And I want them now!

ANGLE ON OPTIMUS PRIME

As he continues to fire laser blasts at MEGATRON's general direction o.s.

OPTIMUS PRIME

Release Jazz and Cliffjumper or
you'll wish you never heard of
Autobots!

ANGLE ON MEGATRON AND THRUST

As they continue to fire o.s. Megatron turns to Thrust.

MEGATRON

Are Prime's micro-chips messed
up?!

Thrust lowers his laser gun, shrugs his shoulders and resumes firing.

ANGLE ON MEGATRON

As he is hit in the chest while he wasn't looking. He falls on his fundament with a resounding THUD.

MEGATRON

Blast you, Optimus!

He rises to his feet and squeezes the trigger of his fusion cannon, but only plumes of smoke emanate from the end of the barrel.

MEGATRON

Decepticons! RETREAT!!

WIDER

He lifts up into the air and streaks across the sky, followed by the other Decepticons (those who can TRANSFORM to flying modes do so). Thrust is last, and he FIRES one last shot as an act of defiance.

THRUST

We'll be back!

Suddenly, an AUTOBOT laser blast ENTERS FRAME and nicks his wing.

THRUST

Aaaaahhh!!

He quickly TRANSFORMS into jet mode and streaks into the b.g. to join the other retreating Decepticons.

ANGLE ON OPTIMUS PRIME

As he lowers his gun and watches the Decepticons "beat feet" o.s. Bumblebee ENTERS FRAME and stands next to him.

BUMBLEBEE

(confused)

What was that all about?

The Autobot leader is uncomfortable with his answer.

OPTIMUS PRIME

I don't know, Bumblebee.

ANOTHER ANGLE

As Powerglide ENTERS FRAME alongside them.

POWERGLIDE

And what was all that talk about
renegade Decepticons?

CLOSE - OPTIMUS PRIME

OPTIMUS PRIME

I don't know the answer to that
question either..

ANOTHER ANGLE

As OPTIMUS PRIME turns and walks back inside AUTOBOT HQ.

OPTIMUS PRIME (CONT-VO)

...but perhaps Teletraan 1 does!

CUT TO:

INT. - AUTOBOT HQ

Once again, Prime, Powerglide, Bumblebee, and other assorted
Autobots stand before Teletraan 1.

OPTIMUS PRIME

Teletraan 1 - we need know
everything you have on the history
of renegade Decepticons.

ANGLE ON TELETRAAN 1

As the computer puts itself through the paces, quickly searching
its data banks as numerous schematics flash on and off his
computer screen.

TELETRAAN 1 (VO)

(various computer
noises)

Renegade Decepticons are political
prisoners detained on Cybertron!

ANGLE ON AUTOBOTS

As CAMERA SLOWLY TRACKS in front of them as they listen to
Teletraan's report.

TELETRAAN 1 (CONT-VO)
Under direct orders from Megatron,
Shockwave had their personality
components removed from their
structures, which were
subsequently destroyed.

BACK TO TELETRAAN 1

As he finishes his report.

TELETRAAN 1 (CONT-VO)
Until yesterday, the personality
components were stored in the
Decepticon Detention Center.

ANGLE ON BUMBLEBEE

As he realizes the implications.

BUMBLEBEE
Megatron thinks that we did it!

ANGLE ON POWERGLIDE

As he joins in.

POWERGLIDE
And Starscream must have stolen
the components and used them to
create his own army!

CLOSE - OPTIMUS PRIME

OPTIMUS PRIME
So that's what this is all about!
It's nothing more than a power
struggle between Megatron and
Starscream!

ANOTHER ANGLE - WIDER

OPTIMUS PRIME (CONT)
Well, maybe we can help them solve
their little domestic squabble
- after we rescue Jazz and
Cliffjumper!
Autobots...transform!

And as several of the Autobots TRANSFORM and move o.s., we...

FLIP TO:

EXT. DESERTED RAILROAD STATION - NIGHT

Later, inside a deserted railroad station, deep within the bowels of the city, Megatron, Soundwave, and the other Decepticons are siphoning off energy from idle diesel engines. A full moon burns brightly in the sky.

ANGLE ON MEGATRON

As he expertly repairs his fusion cannon.

MEGATRON

Those Autobots have severely tried
my patience!

(a beat)

For this they will most certainly
pay!

ANGLE ON OTHER DECEPTICONS

As they get "juiced-up" on energy.

DECEPTICONS

(ad lib noises of
contentment)

ANGLE ON MEGATRON

As he finishes repairing his fusion cannon.

MEGATRON

(angrily)

And where is that fool
Starscream?!

ANGLE ON SOUNDWAVE

As he steps forward.

SOUNDWAVE

You ordered Laserbeak to dispose
of him... don't you remember?!

CLOSE ON MEGATRON

trying not to appear foolish.

MEGATRON

Of course I do! But I want you
to look for him...

STARSCREAM (VO)

No need to look for me,
Megatron...

IN THE SHADOWS

As a dark shadow appears from behind a diesel locomotive. The voice is unmistakable.

STARSCREAM (CONT-VO)
I'm right behind you!

ANGLE ON MEGATRON

as he tries to conceal his surprise. He bobs his head back and forth, trying to see into the darkness o.s.

MEGATRON
(hesitantly)
Starscream! Is that you?!

STARSCREAM

steps out of the shadows and walks TOWARD CAMERA and toward Megatron o.s. with his laser weapon raised.

STARSCREAM
(sarcastically)
You were asking for me, weren't you?

ANOTHER ANGLE

As the Combaticons emerge from the shadows and fan out around him. Their guns are also drawn and leveled at the other Decepticons.

STARSCREAM (CONT)
This is army, Megatron...
The Combaticons!

STARSCREAM AND MEGATRON

As Starscream levels his weapon at Megatron's head.

STARSCREAM (CONT)
And this fool is taking
possession of his rightful place
in Decepticon heirarchy as of
right now!

CLOSE - STARSCREAM'S GUN

As he slowly squeezes the trigger.

STARSCREAM (VO-CONT)
I assure you-- my weapon is not
set on "stun!"

CLOSE - MEGATRON

As he peers down the end of his nose to the business end of STARSCREAM's laser gun.

STARSCREAM (CONT-VO)

And there is nothing you can do
to stop me!

ANOTHER ANGLE

Once again Megatron finds himself subjugated to another embarrassing moment at the hands of his greedy and vengeful subordinate.

MEGATRON

Noooo!!

Megatron's cry echoes throughout the empty railroad station, as we...

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

EXT. DESERTED RAILROAD STATION - NIGHT

As before, we find Starscream standing over Megatron as he is about to be blown to Kingdom Come!

STARSCREAM
So long, Megatron!

ANGLE ON SOUNDWAVE

As he slowly and inconspicuously raises his gun to fire at Starscream o.s.

STARSCREAM (VO)
And don't think it's been fun!

ANGLE ON SWINDLE

As he sees Soundwave o.s. He quickly FIRES a laser blast in that direction.

ANGLE ON SOUNDWAVE

As Swindle's laser blast ENTERS FRAME and hits Soundwave's concussion blaster gun, deflecting his BLAST o.s.

SOUNDWAVE
(ad lib sound of
surprise)

ANGLE ON FUSE BOX

Soundwave's deflected laser blast ENTERS FRAME and hits the fuse box. Sparks fly as the lights o.s. flicker on and off.

ANGLE ON STARSCREAM AND MEGATRON

As the lights continue to flicker on and off, and then finally everything is black, except for the illumination provided by the full moon.

STARSCREAM
Not again! I can't believe that
this is happening to me!

ANGLE ON MEGATRON

As he scrambles to safety, somewhere in the dark.

MEGATRON

Yes, Starscream! Incompetence
breeds yet even more incompetence!
(LAUGHS!)

ANGLE ON STARSCREAM

His whole body shudders with rage.

STARSCREAM

(ad lib long moanful
scream)

Then he FIRES wildly o.s. hoping that he makes contact with something. Anything.

ANOTHER ANGLE

As we see the Combaticons join in.

BRAWL

You can run.. but you can't hide!

ANGLE ON RAMJET AND DIRGE

As they fire at Starscream and the Combaticons o.s. Suddenly, they are both hit by Brawl's BLASTS and fall to the ground.

RAMJET/DIRGE

Aaahhh!!!

ANGLE ON ONSLAUGHT

As he fires at Soundwave o.s.

ONSLAUGHT

That was a cheap shot, Brawl!
(a beat)
Watch this!

ANGLE ON SOUNDWAVE

As he returns Onslaught's fire. He turns to Megatron o.s.

SOUNDWAVE

Re-energization of troops
incomplete. Must retreat!

ANGLE ON MEGATRON

As he tries to fire his fusion cannon. Apparently it is not totally repaired.

MEGATRON

Blast these inferior Earthling
components!

He continues his attempt to fire the laser gun as numerous laser
blast ENTER FRAME and explode around him. Alas, it is to no
avail. It merely sparks and smokes.

MEGATRON (CONT)

This is the second time today!
And I didn't like it the first
time!

WIDER

Megatron and the Decepticons disappear into the shadows, as
Starscream and the Combaticons' laser FIRE continues to ENTER
FRAME.

STARSCREAM (VO)

(screaming)

Hold your fire! Hold your fire!

ANGLE ON STARSCREAM

As he turns and moves toward Swindle o.s.

STARSCREAM

You idiot!

ANGLE ON SWINDLE

As CAMERA PUSHES in on him.

STARSCREAM (VO)

I had him dead to rights before
you fired!

ANOTHER ANGLE

As Brawl sidles up next to Starscream and Swindle. He nudges
Starscream with his 10-Megawatt electron gun.

BRAWL

You're the idiot, Starscream!

He begins tapping his gun at Starscream's chest, forcing him to
move backwards.

BRAWL (CONT)

We're getting tired of following
you around!

(a beat)

We want to see some action!

ANGLE ON VORTEX, ONSLAUGHT AND BLAST OFF

As they also move toward Starscream.

STARSCREAM

Hey, fellows... back off!

ANGLE ON VORTEX

As he moves closer to Starscream.

VORTEX

Maybe you'd like to go for a ride!

ANGLE ON STARSCREAM

As he backs into a brick wall.

STARSCREAM

Just help me remove Megatron from power, and you'll see all the action that you can handle!

ANGLE ON BLAST OFF

BLAST OFF

(whining)

I don't know how much more of this I can take! I'm getting low on energy!

ANGLE ON STARSCREAM

He is now surrounded by the Combaticons and motions to Ramjet and Dirge, who lay stunned o.s.

STARSCREAM

Look! Two more Transformers to add to our collection!

ANGLE ON RAMJET AND DIRGE

As they lie in a puddle of dirty water.

STARSCREAM (CONT-VO)

That brings our energy absorber count to four! Only one more to go!

ANGLE ON COMBATICONS

As they look back and forth at each other.

COMBATICONS
(ad lib grumblings)

ANGLE ON STARSCREAM

Confident that he has appeased them, he moves away from the wall and cuts a path through them.

STARSCREAM
Now that we've settled that, let's
load up and plan our next attack!

ANGLE ON VORTEX

CAMERA TRACKS with him as he TRANSFORMS into his helicopter mode...

VORTEX
(under his breath)
Okay, Starscream! You won this
one!

-- and flys over to the prone Decepticons.

ANOTHER ANGLE

As Swindle and Onslaught load the "numb" bodies of Ramjet and Dirge into the cargo bay.

SWINDLE
Do you think Starscream knows what
he's doing?

ONSLAUGHT
My bet? Not a clue!

VORTEX lifts OUT OF FRAME, as we...

FLIP TO:

INT. - AUTOBOT HQ

Optimus Prime explains their best course of action against the feuding Decepticons.

OPTIMUS PRIME
Our posture on this one is to
protect the innocent bystanders,
while letting Starscream and
Megatron duke it out!

Tracks ENTERS FRAME.

TRACKS

And when the winner is declared,
what then?

ANGLE ON GEARS

GEARS

Then we go kick some Deceptibutts!

He slams his fist into his other hand for emphasis.

ANGLE ON OPTIMUS PRIME

As he turns to Powerglide and the AERIALBOTS o.s.

OPTIMUS PRIME

Powerglide, I want you and the
Aerialbots to patrol the area for
Starscream and his sidekicks.

ANGLE ON POWERGLIDE AND THE AERIALBOTS

OPTIMUS PRIME (CONT-VO)

Report back to Telettraan 1 any
and all sightings!

ANOTHER ANGLE

As Powerglide and the Aerialbots TRANSFORM into their flying
machines.

POWERGLIDE (VO)

No sooner said than done!

CUT TO:

EXT. - AUTOBOT HQ

POWERGLIDE (CONT-VO)

And away we go!!!

We see them fly out of Autobot HQ and disappear in the b.g., as
we...

FLIP TO:

EXT. - DECEPTICON HQ - ESTABLISHING

MEGATRON (VO)
Starscream is a child! Even with
an army of thousands...

CUT TO:

INT. - DECEPTICON HEADQUARTERS

Megatron has the entire force of Decepticons assembled before him (including the CONSTRUCTICONS). CAMERA SLOWLY PANS their faces as they listen to Megatron o.s.

MEGATRON (VO-CONT)
--he couldn't lead them in a
parade -- let alone against us!

They cheer wildly.

DECEPTICONS
(ad lib shouting of agreement)

ANGLE ON RAVAGE

As he ENTERS FRAME and rubs his head against Megatron's leg and PURRS softly. Megatron's hand DROPS INTO FRAME and scratches Ravage's head.

MEGATRON
We will exterminate him and those
who choose to follow him.

ANGLE ON FRENZY

As he steps forward through the crowd.

FRENZY
But who are his followers, these
Combaticons, and what junk heap
did he find them in?!

MEGATRON (VO)
Back on Cybertron...

DISSOLVE TO:

EXT. CYBERTRON

We find ourselves in the midst of a hellacious battle. Black smoke pours from charred ruins. Colorful EXPLOSIONS erupt on the horizon in the b.g. The sky is a misty shade of orange from the bombings and the fire.

MEGATRON (CONT-VO)
...during our struggle with the
Autobots...

ANOTHER ANGLE

We see Shockwave escorting FIVE DECEPTICON PRISONERS into a futuristic transport vehicle. He trains his disintegrator gun on them as they move on to the transporter with their hands manacles in a circular ring of energy.

MEGATRON (CONT-VO)
--there were some misguided fools
in the Decepticon force who were
opposed to my leadership.

CUT TO:

INT. - DECEPTICON DETENTION CENTER

This is the same place we saw earlier where Starscream removed he personality components of the renegade Decepticons.

MEGATRON (CONT-VO)
It became necessary to remove
their threat of insurrection by...

CAMERA TRACKS with Shockwave as moves down the line, removing the "personality components" from the chest of each Renegade Decepticon. When he does so, their eyes go blank, and their body sags.

MEGATRON (CONT-VO)
...removing their personality
components and...

ANOTHER ANGLE

As beams of brilliant light from above shine down on the robotic shells of the former renegade Decepticons, and they are vaporized.

MEGATRON (VO)
--destroying their former bodies.

DISSOLVE TO:

INT. DECEPTICON HQ

As before, Megatron addresses the Decepticons before him.

MEGATRON (CONT)

These are the same Renegade Decepticons who call themselves the Combaticons and follow the inept leadership of Starscream!

ANGLE ON DECEPTICONS

As they listen to Megatron o.s.

MEGATRON (CONT-VO)

I want every available Decepticon out in the field!

ANGLE ON MEGATRON

CAMERA PUSHES IN on his face.

MEGATRON (CONT)

Find Starscream and the Combaticons, and destroy them!

CUT TO:

EXT. OCEAN

As the tower of the Decepticon fortress rises from beneath the sea. A door slides open and the Decepticons, led by Megatron, stream out, TRANSFORM and streak across the sky.

FLIP TO:

EXT. ELECTRICAL PLANT

This is a fenced-in area, housing large electrical towers that provide electricity to the surrounding community. We see Starscream getting "juiced-up" on energy. A nearby sign reads: "AMALGAMATED WATER AND POWER."

STARSCREAM

(ad lib sigh of relief)

ANOTHER ANGLE

As Swindle and Brawl hang the limp bodies of Ramjet and Dirge next to Jazz and Cliffjumper on some nearby electrical towers. Brawl eyes the Transformers hungrily.

BRAWL

I don't know how much longer I wait for an energy absorber! I'm getting low on power!

SWINDLE

You might save some of your energy
by not shooting off your mouth!

Brawl gives Swindle a "dirty look," but Swindle is not
intimidated.

ANGLE ON STARSCREAM

As he is thoroughly "recharged":

STARSCREAM

Let's go! Megatron will not wait
long before he launches his
assault on us!

ANOTHER ANGLE

As the Combaticons gather around.

STARSCREAM (CONT)

We must have the upper hand!

Suddenly, we hear a low roar o.s. Starscream and the
Combaticons turn their heads in the direction of the noise as
their faces are bathed in shadow.

SWINDLE

We'd better get it now-- Here he
comes!

THEIR POV

The sky overhead is darkened by the multitude of Decepticons,
led by Megatron, bent on revenge. They fly TOWARD CAMERA,
FIRING their laser weapons.

MEGATRON

Decepticons, attack!!

ANOTHER ANGLE

As they land and TRANSFORM into their robotic modes, FIRING at
the enemy Decepticons o.s.

MEGATRON

(yelling above the din)
Starscream - surrender or die!

ANGLE ON STARSCREAM AND THE COMBATICONS

As they stand up to the laser blasts fired by the Decepticons,
and return in kind.

STARSCREAM

I've taken it this far, Megatron!
I won't stop now!

ANOTHER ANGLE

As Starscream and Megatron continue to wage their own personal war. We see the other Decepticons and the Combaticons in the b.g. FIRING laser blasts at each other.

MEGATRON

(lying through his
teeth)

If you give it up - I might be
lenient... during your court
martial!

STARSCREAM

What kind chump do you take me
for?!

ANGLE ON MEGATRON

As he fires his fusion cannon at Starscream o.s.

MEGATRON

You don't really want me to answer
that, do you?!

ANGLE ON STARSCREAM

Megatron's laser blast ENTERS FRAME as Starscream ducks,
narrowly missing decapitation. It hits an electrical tower in
the b.g. that SPARKS and catches fire, causing the city lights
in the far b.g. to go dark.

STARSCREAM

You'll have to do better than
that!

He FIRES his laser gun at Megatron o.s.

ANGLE ON THE DARK SKY ABOVE

As Powerglide and the Aerialbots fly overhead. Powerglide banks
and swoops down TOWARD CAMERA.

POWERGLIDE (VO)

Powerglide to Optimus Prime! Come
in, Optimus!

CUT TO:

INT. - AUTOBOT HQ - ON PRIME

Optimus Prime and a few assorted Autobots stand before Teletraan 1.

OPTIMUS PRIME
This is Prime. Come in,
Powerglide - over!

Suddenly, the video screen scrambles and we see Powerglide's POV of the fighting scene between Starscream and Megatron.

POWERGLIDE (VO)
Have found Starscream and the
Combaticons engaged in a firefight
with Megatron and the Decepticons
at the Amalgamated Water and Power
plant on the north side.

ANOTHER ANGLE

As Optimus Prime responds to Powerglide.

OPTIMUS PRIME
I want you and the Aerialbots to
continue monitoring their
activities. The Autobots and I
will join you momentarily!

ANGLE ON VIDEO SCREEN

As Powerglide's onboard camera continues to monitor the events below.

POWERGLIDE (VO)
Roger and out!

The screen scrambles again and fades to black.

ANOTHER ANGLE

As Optimus Prime turns around and addresses the Autobots who stand before him just o.s.

OPTIMUS PRIME
Autobots, transform and roll out!

ANGLE ON AUTOBOTS

As they TRANSFORM and roar OUT OF SCENE, we...

FLIP TO:

EXT. AMALGAMATED WATER AND POWER

As before, we find Starscream and the Combaticons engaged in mortal combat with Megatron and the Decepticons. And it appears that Megatron and the Decepticons are taking one hell of a beating.

MEGATRON

Enough of this!

He turns to the Constructicons o.s.

MEGATRON

Constructicons - merge into...

ANGLE ON CONSTRUCTICONS

As they fire at Starscream and the Combaticons o.s.

MEGATRON (VO)

--DEVASTATOR!

The Constructicons TRANSFORM, coming together into the giant robot.

ANGLE ON OTHER DECEPTICONS

As they step back and prepare to watch DEVASTATOR do what he does best: devastate!

MEGATRON (CONT-VO)

Leave no trace of their insidious
existence!

ANGLE ON DEVASTATOR

As he slowly lumbers toward Starscream and the Combaticons o.s.

DEVASTATOR

(LAUGHS)

He laughs maniacally, as he FIRES laser blasts from his eyes.

ANGLE ON STARSCREAM AND THE COMBATICONS

As they FIRE up at Devastator o.s. while dodging his laser BLASTS.

STARSCREAM

I have prepared for this
emergency, Megatron!

ANOTHER ANGLE ON COMBATICONS

STARSCREAM (CONT-VO)
Combaticons - merge into
BRUTICUS!!

The Combaticons TRANSFORM and merge together. The CAMERA PUSHES IN as his head slowly rises up from his chest... until BRUTICUS is complete!

ANOTHER ANGLE

It becomes apparent that BRUTICUS is much larger than DEVASTATOR!

ANGLE ON DEVASTATOR

CAMERA TRACKS WITH him as he charges, his head bent low, toward Bruticus o.s.

DEVASTATOR
The bigger they are...

He CRASHES into Bruticus who continues to stand erect, hands on hips.

BRUTICUS
-- the harder they fall!

Bruticus grabs Devastator with his left hand and gives him a "roundhouse" with his right, sending him flying up and OUT OF FRAME.

ANGLE ON MEGATRON AND THE DECEPTICONS

As they look up to the sky to see Devastator o.s. Suddenly, his large shadow falls and spreads across their faces.

MEGATRON
Uh, oh!

THEIR POV

of Devastator falling TOWARD CAMERA at a fast clip.

ANOTHER ANGLE

As Megatron and the Decepticons scatter in all directions as Devastator falls INTO FRAME and CRASHES to the ground, disappearing in a large crater.

ON THE FAR SIDE OF THE ELECTRICAL PLANT

Optimus Prime and the Autobots arrive just in time to see Devastator defeated by Bruticus.

HIS POV

CAMERA SLOWLY PANS to Jazz and Cliffjumper hanging from a nearby electrical tower with Ramjet and Dirge.

OPTIMUS PRIME (VO)
Jazz and Cliffjumper appear to
be safe! We'll wait a few moments
before we go in!

ANGLE ON STARSCREAM

As he stands at Bruticus' feet.

STARSCREAM
(ad lib uncontrollable
laughter)

Suddenly, Decepticon laser fire ENTERS FRAME and Starscream runs behind the protection of Bruticus' massive leg. He peers around firing laser shots o.s.

ANGLE ON MEGATRON AND THE DECEPTICONS

As they move around the hole left by Devastator's return to earth and move TOWARD CAMERA firing their laser guns up at Bruticus o.s.

MEGATRON
Nothing of you will be left but
salvage, Starscream!

DRAMATIC ANGLE UP

As Bruticus towers over Megatron and the Decepticons. Their laser FIRE bounces off of his chest. Starscream ENTERS FRAME and perches himself on Bruticus' shoulder.

STARSCREAM
Promises! Promises!

He FIRES at Megatron o.s.

ANOTHER ANGLE

As Megatron and the Decepticons finally see the handwriting on the wall, and they begin to slowly fall back.

MEGATRON

It's no use! We must retreat!

But it is too late. They have backed themselves into the side of a mountain.

STARSCREAM (VO)

Sooo, Megatron...

ANGLE ON STARSCREAM AND BRUTICUS

As they loom over Megatron and the Decepticons.

STARSCREAM

Now will you kindly tell the world
who the new Decepticon leader is!

CLOSE - MEGATRON

As he bows his head in shame.

MEGATRON

(softly)

You are.

CLOSE - STARSCREAM

He is getting immense pleasure out of this.

STARSCREAM

I CAN'T HEAR YOU!!

ANGLE ON BRUTICUS

As he reaches down and picks up the puny Megatron. Megatron is panic stricken and squirms in Bruticus' powerful grasp.

MEGATRON

YOU ARE!!!

BACK TO OPTIMUS PRIME AND THE AUTOBOTS

As they watch the preceding.

OPTIMUS PRIME

Grapple - Ratchet! Now!! Go get
Jazz and Cliffjumper!

GRAPPLE and RATCHET TRANSFORM into their vehicular modes and
move OUT OF FRAME.

BACK TO STARSCREAM AND BRUTICUS

Bruticus continues to hold Megatron while Starscream stands on his shoulder and announces his victory.

STARSCREAM
I am now the leader of all
Decepticons!

He turns to Bruticus.

STARSCREAM (CONT)
And you shall be my lieutenant!

ANOTHER ANGLE

As Bruticus throws Megatron aside like a used kleenex.

BRUTICUS
The Combaticons serve no one any
longer!

He flies straight up into the air, knocking Starscream off his shoulder.

BRUTICUS
You have your victory... now we
leave to take ours!

ANGLE ON STARSCREAM

As he recovers from his fall and hovers in mid-air, calling after Bruticus.

STARSCREAM
I demand you remain here with me.
I command you to return!
(then)
You can't leave now! I gave you
life!

ON BRUTICUS (PAN B.G.)

flying straight up in the air. Suddenly he slows, then pauses, clutching at his chest area.

BRUTICUS
Losing power... no energy!
Can't...fly!

Suddenly, he loses power and begins falling back down o.s.

ANOTHER ANGLE

As Bruticus hits the ground with a CAMERA-SHAKING CRASH!! Upon impact with the unyielding ground, Bruticus separates into the five Combaticons and remains motionless.

ANOTHER ANGLE

As Megatron and the Decepticons move past their bodies and toward Starscream with their weapons raised.

MEGATRON

So much for your bodyguard,
Starscream!

ANGLE ON STARSCREAM

As he sees that he has no place to run.

STARSCREAM

Megatron! It was just a test!

CLOSE - MEGATRON

As he comes in for the kill.

STARSCREAM (CONT-VO)

I was going to offer them to you
as new soldiers in your army!

ANGLE ON JAZZ AND CLIFFJUMPER

As Grapple and Ratchet ENTER FRAME and remove Jazz and Cliffjumper from the electrical tower.

BACK TO MEGATRON

CAMERA PUSHES IN as he turns the dial on his fusion cannon so that it is buried deep within the red zone.

MEGATRON

I'm going to make sure I don't
make the same mistake twice!

ANOTHER ANGLE

As he aims the gun at Starscream o.s. The fusion cannon FILLS THE FRAME.

STARSCREAM (VO)

Megatron, don't! Please!

ON STARSCREAM

cowering.

STARSCREAM (CONT)
Anything but that!!

ON MEGATRON

He lowers the cannon slightly.

MEGATRON
Very well. Astrotrain-- stun him!

ASTROTRAIN moves INTO SCENE next to Megatron and FIRES at Starscream o.s.

ON STARSCREAM

as he is hit. His shrill cry pierces the night air as he reacts to the lightning bolt-like laser blast.

STARSCREAM
(ad lib piercing shriek)

He sparks and sputters. When the smoke clears, his scorched body hits the ground with a resounding thud.

ANGLE ON MEGATRON AND ASTROTRAIN

MEGATRON
Starscream and the Combaticons
banished from earth -- never to
return!

FLIP TO:

EXT. BARREN ASTEROID IN OUTER SPACE

Deep in space, we find a tiny, barren asteroid. CAMERA PUSHES in as Astrotrain ROARS straight TOWARD CAMERA and passes overhead, leaving the asteroid.

THE SURFACE OF THE ASTEROID

where we find Starscream standing amidst the unconscious bodies of the Combaticons. He shakes his fist at the departing Astrotrain.

STARSCREAM
You'll regret that you did not
destroy me, Megatron!

CAMERA PANS UP to the stars as Starscream's voice ECHOES through the galaxies.

STARSCREAM (CONT-VO)
We shall have our revenge!

FADE OUT

END OF EPISODE