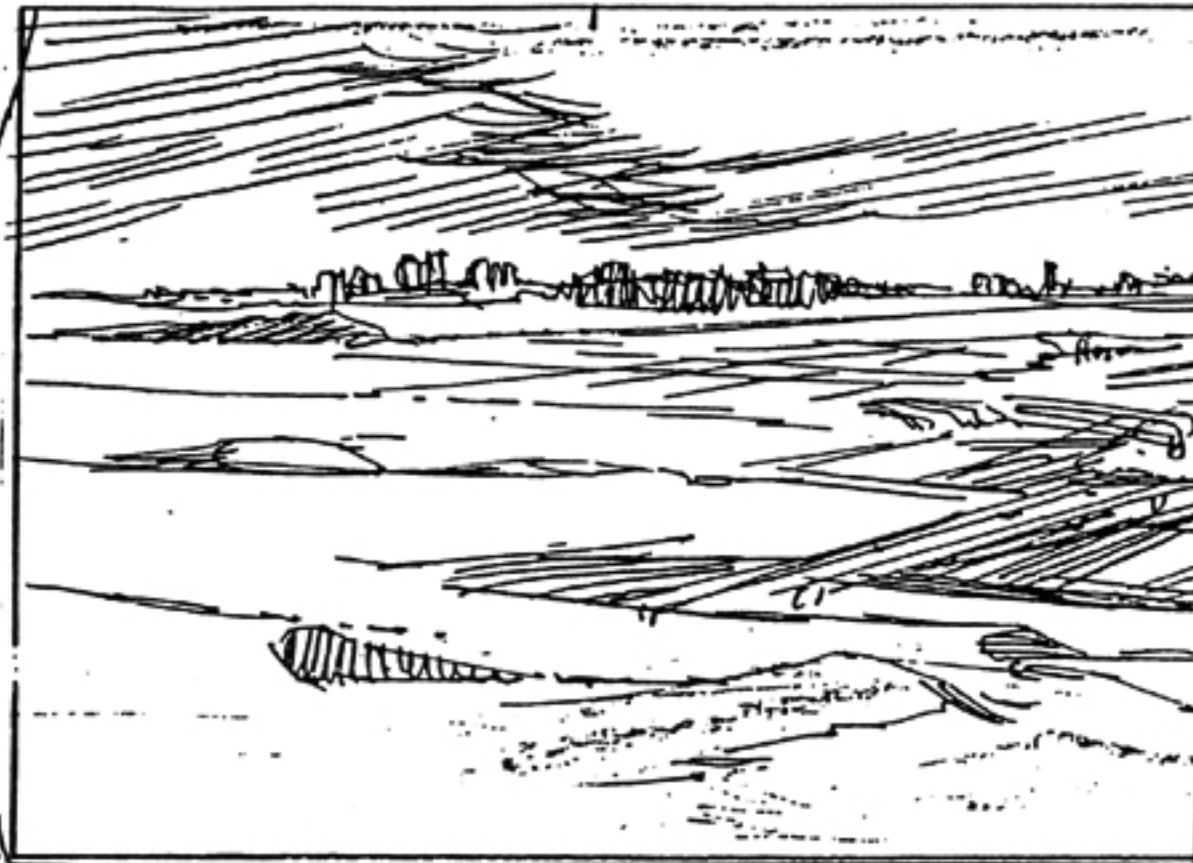


700-13

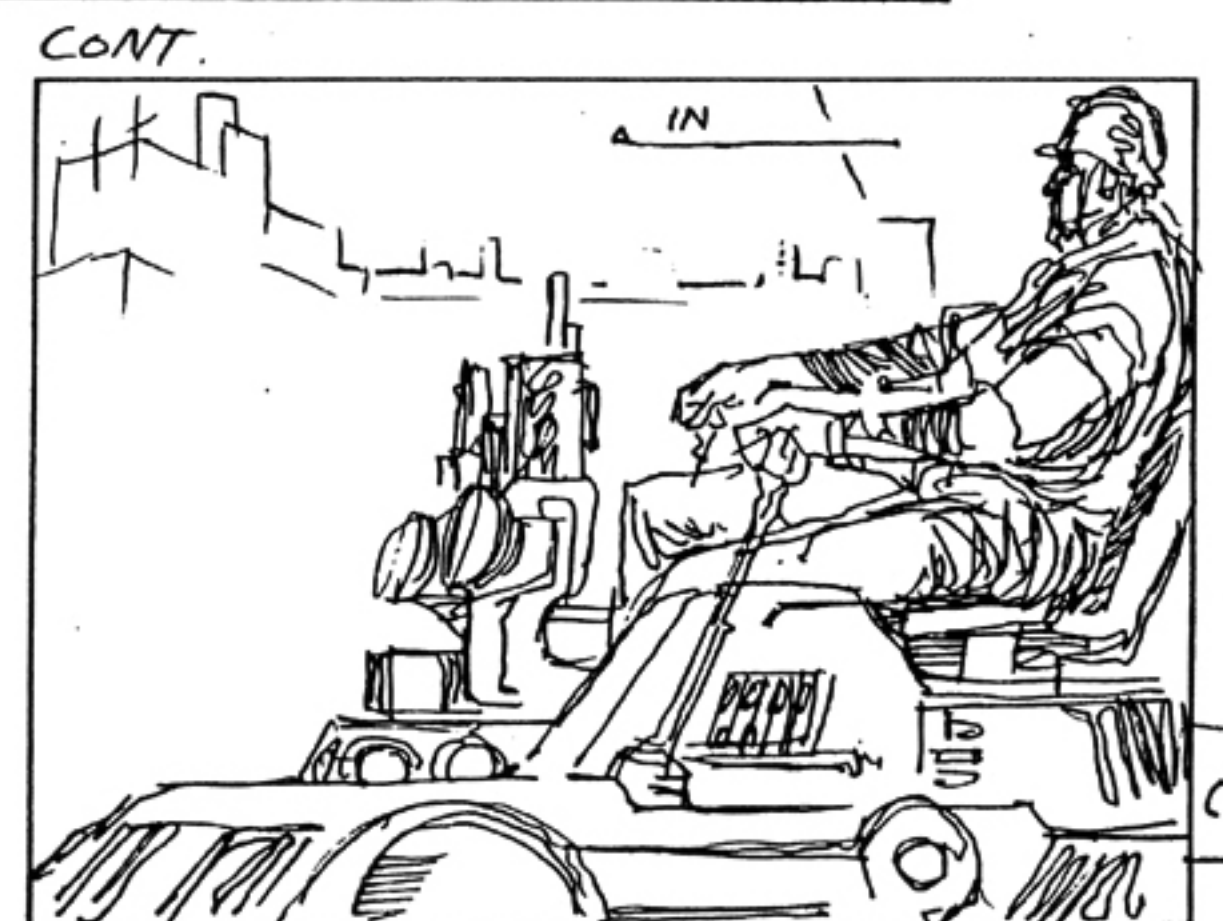
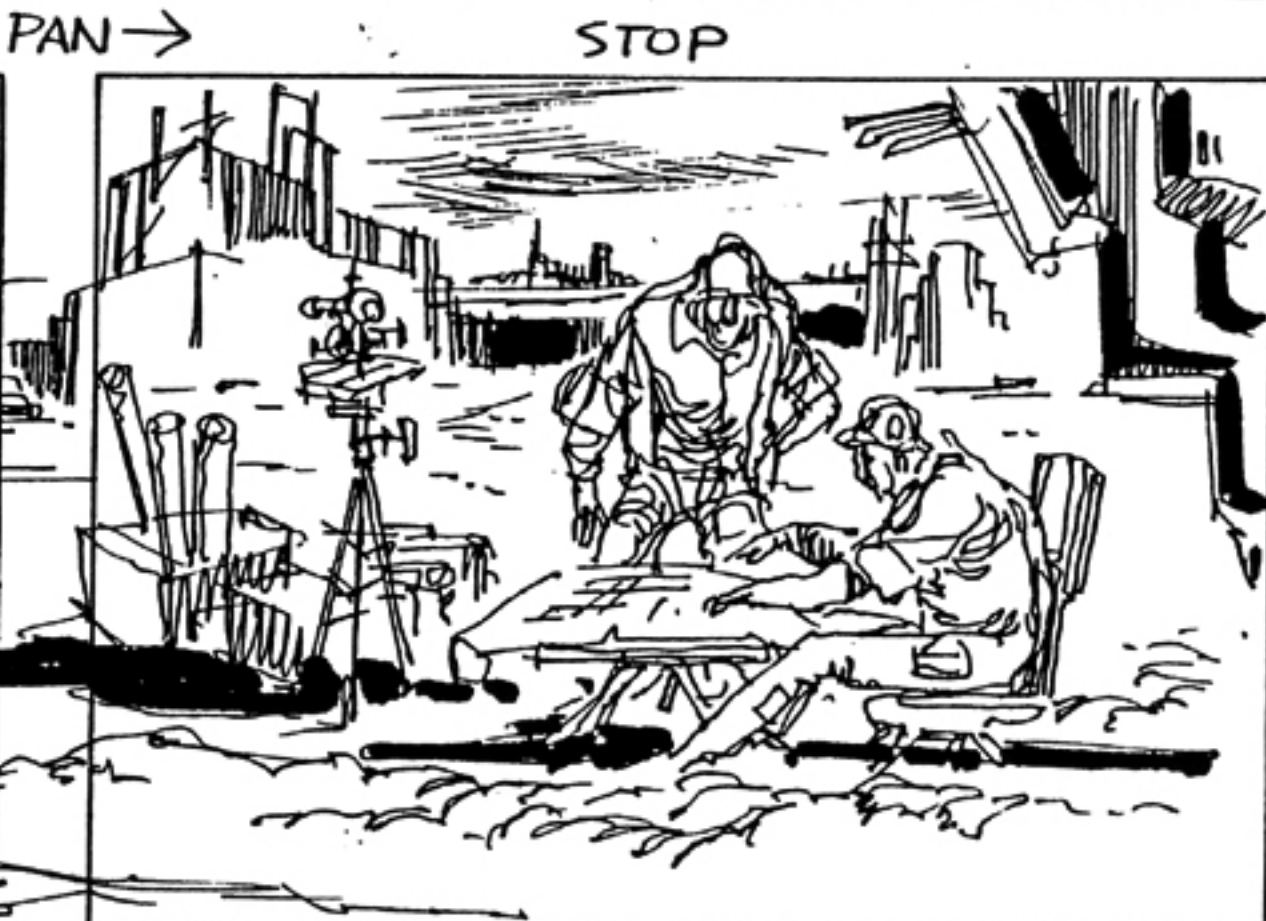
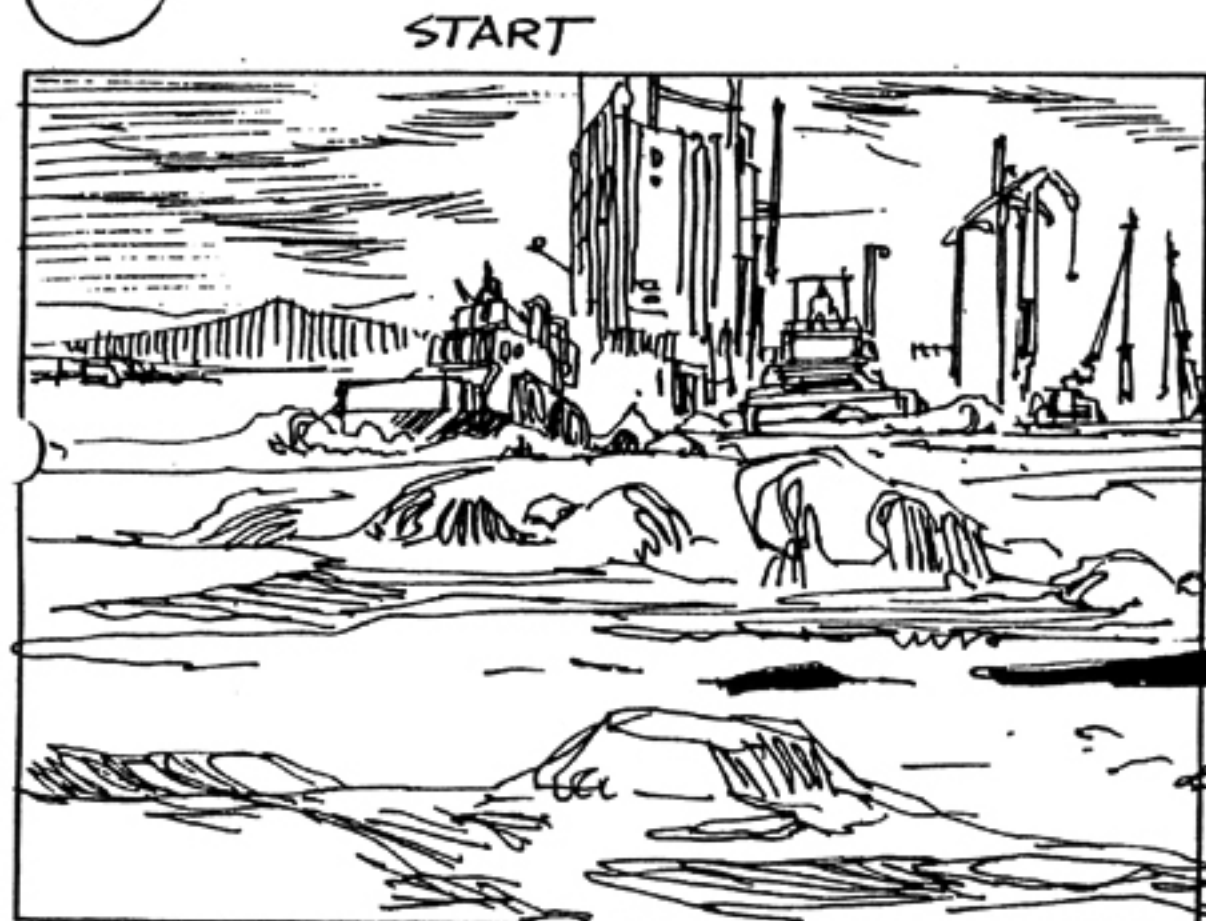
2

700-13  
 "HEAVY METAL WAR"  
 KIM DAE-JUNG  
 ACT (I)  
 FADE IN



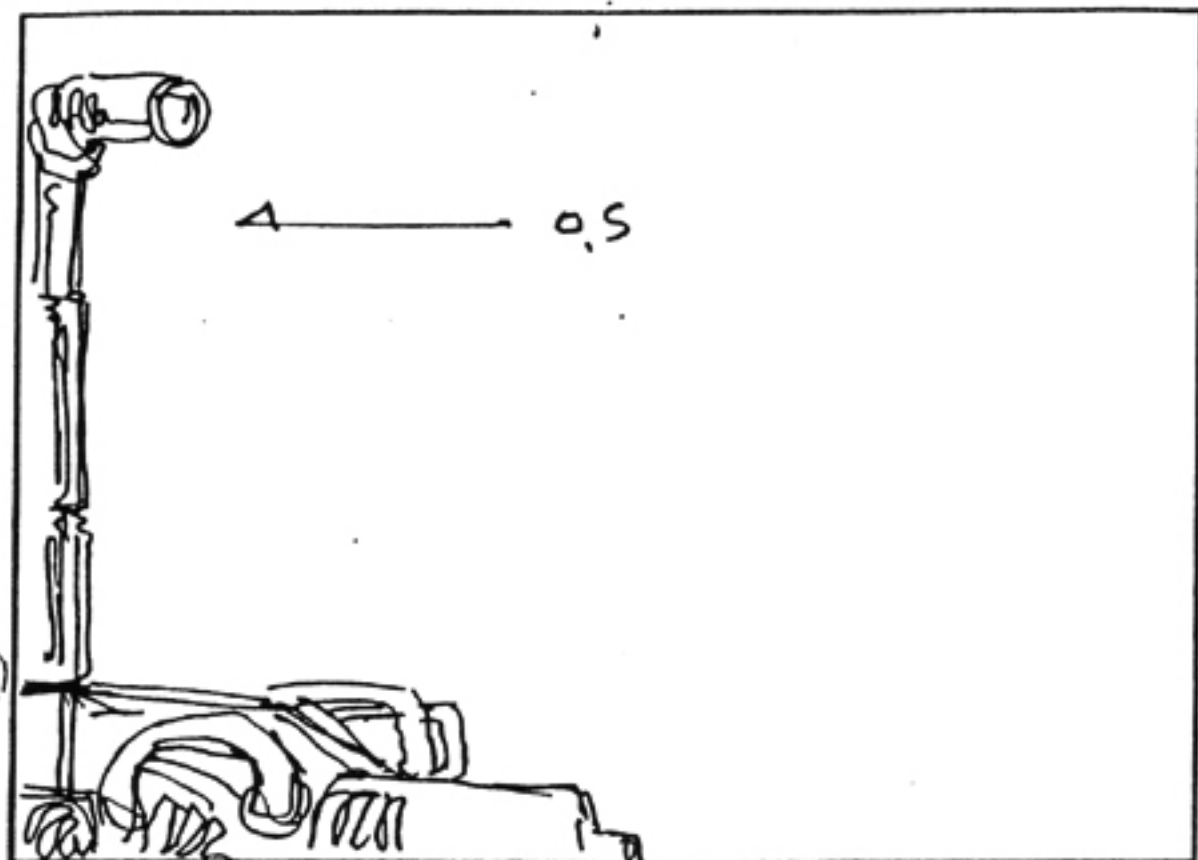
E. L. S. A BIG CITY THE CAMERA PANS FROM THE DISTANT CITY TO A CONSTRUCTION SITE LOCATED ON ITS OUTSKIRTS.  
 NARRATOR (VO): THE DECEPTICONS - EVIL ROBOTS FROM THE PLANET CYBERTRON - HAVE DRAINED THE EARTH OF MUCH OF ITS NATURAL ENERGY,

2

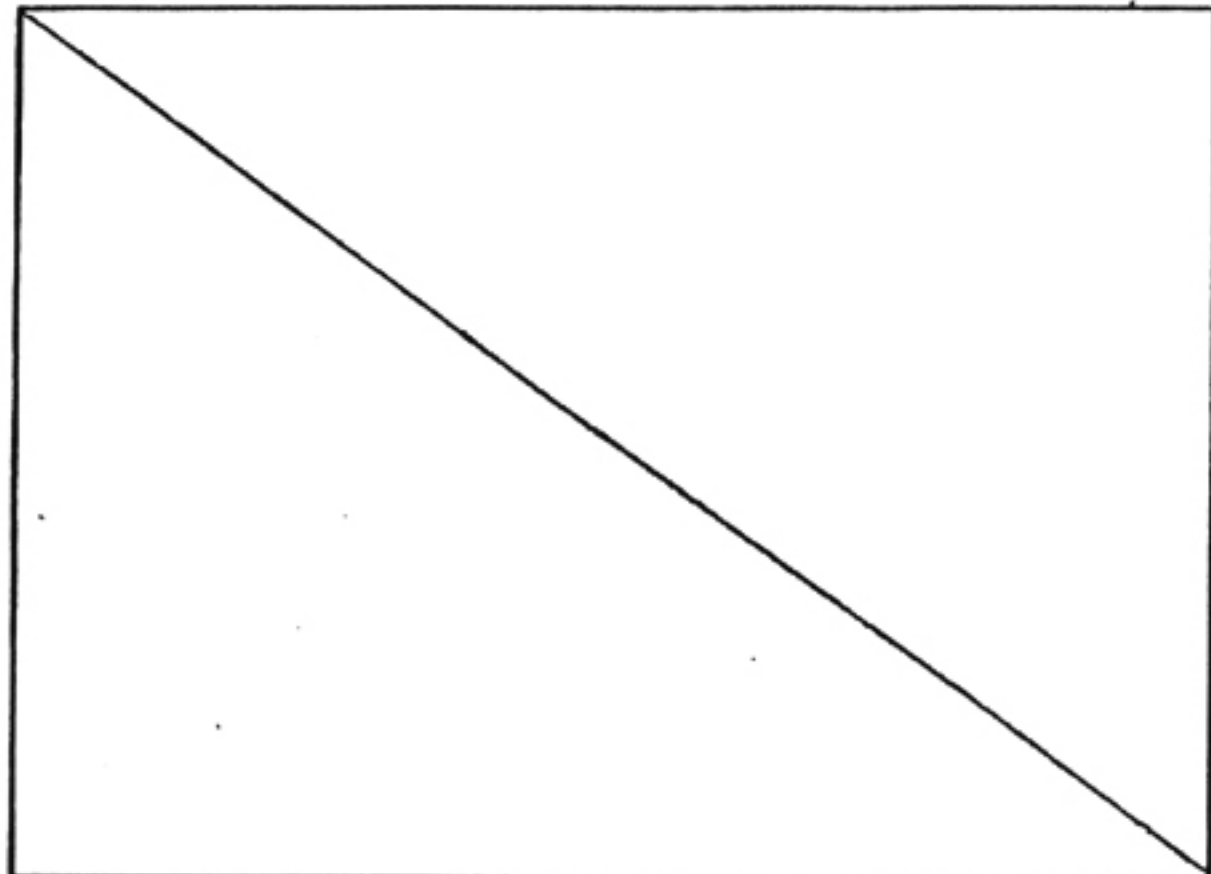


L. S. BULLDOZERS & HEAVY MACHINERY WORKING... AND THE FOREMAN & ASST. AT A CONSTRUCTION SITE  
 NARRATOR (VO/CONT) BUT THE PEOPLE OF THE WORLD ARE FIGHTING BACK!  
 A HEAVY PIECE OF EQUIPMENT ROLLS...

2  
CONT



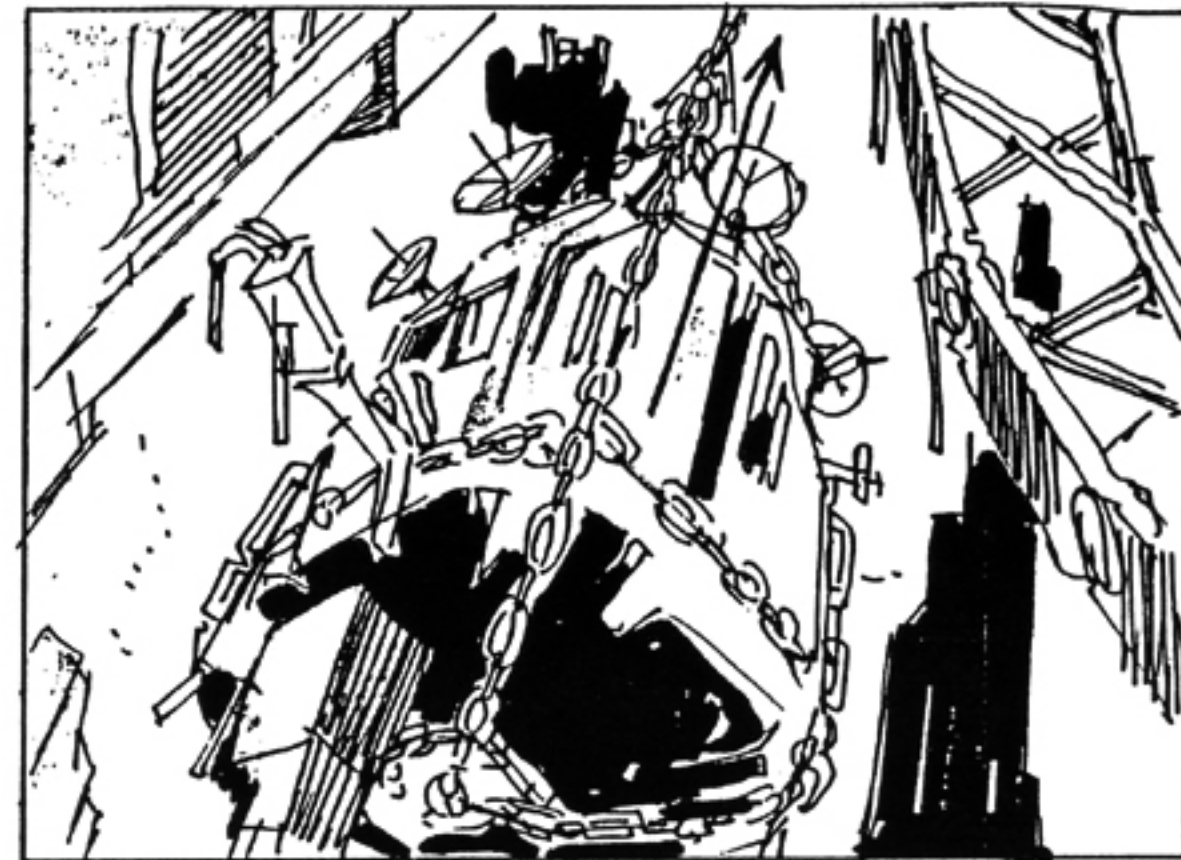
... THROUGH THE SCENE.



3

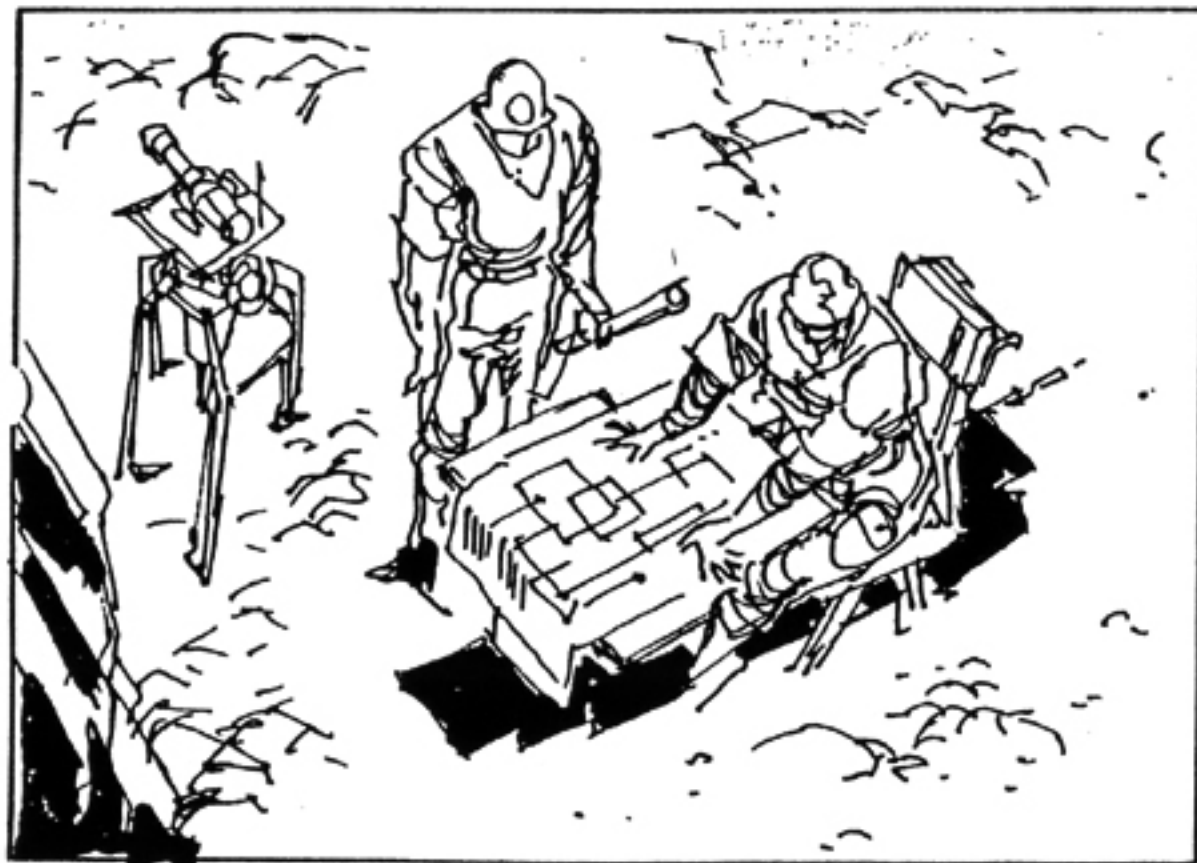
700-13

3



U.S. A FUTURISTIC LOOKING COMPONENT,  
BEING LIFTED BY A CRANE.  
NARRATOR (VO/CONT)... CREATING  
NEW SOURCES OF POWER.  
CONT

4



D.S. A FOREMAN & HIS ASSISTANT

5



M.S. THE FOREMAN & HIS ASSISTANT.  
FORMAN: SO FAR WE'RE RIGHT ON  
SCHEDULE.

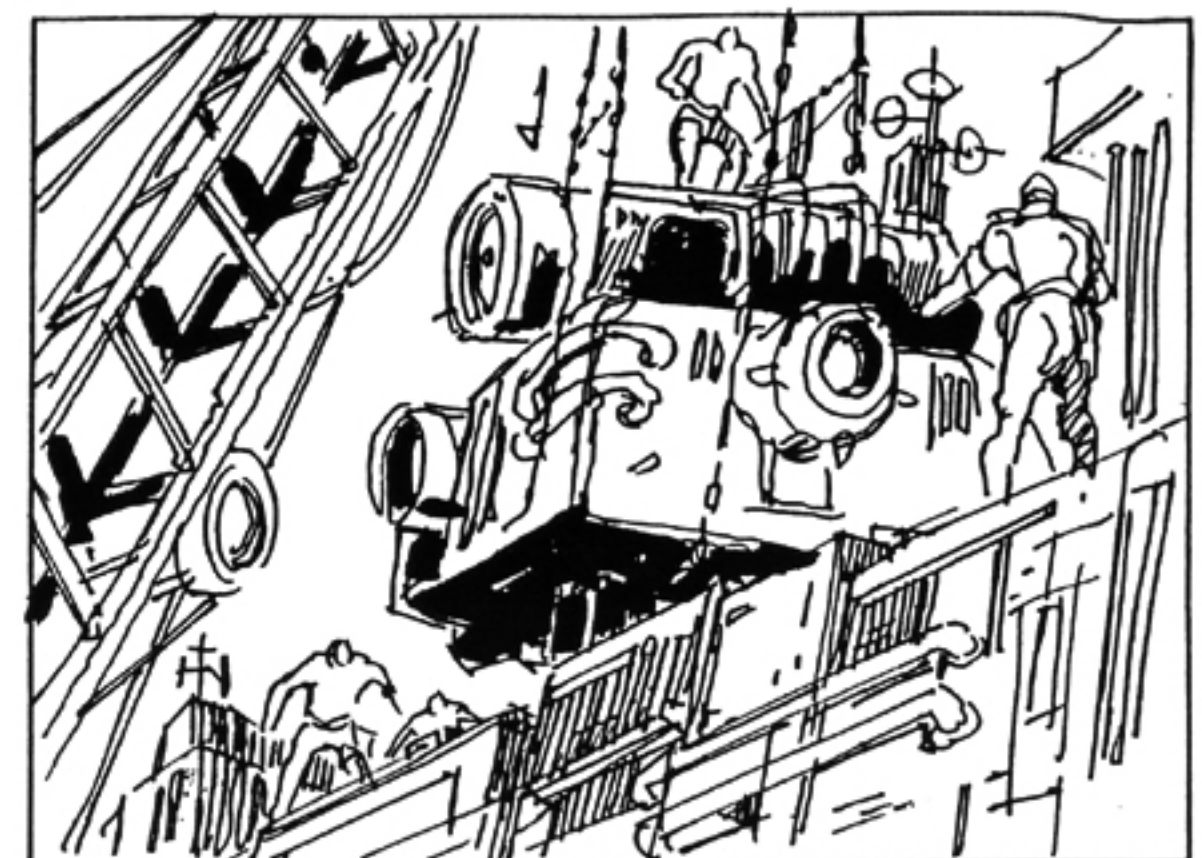
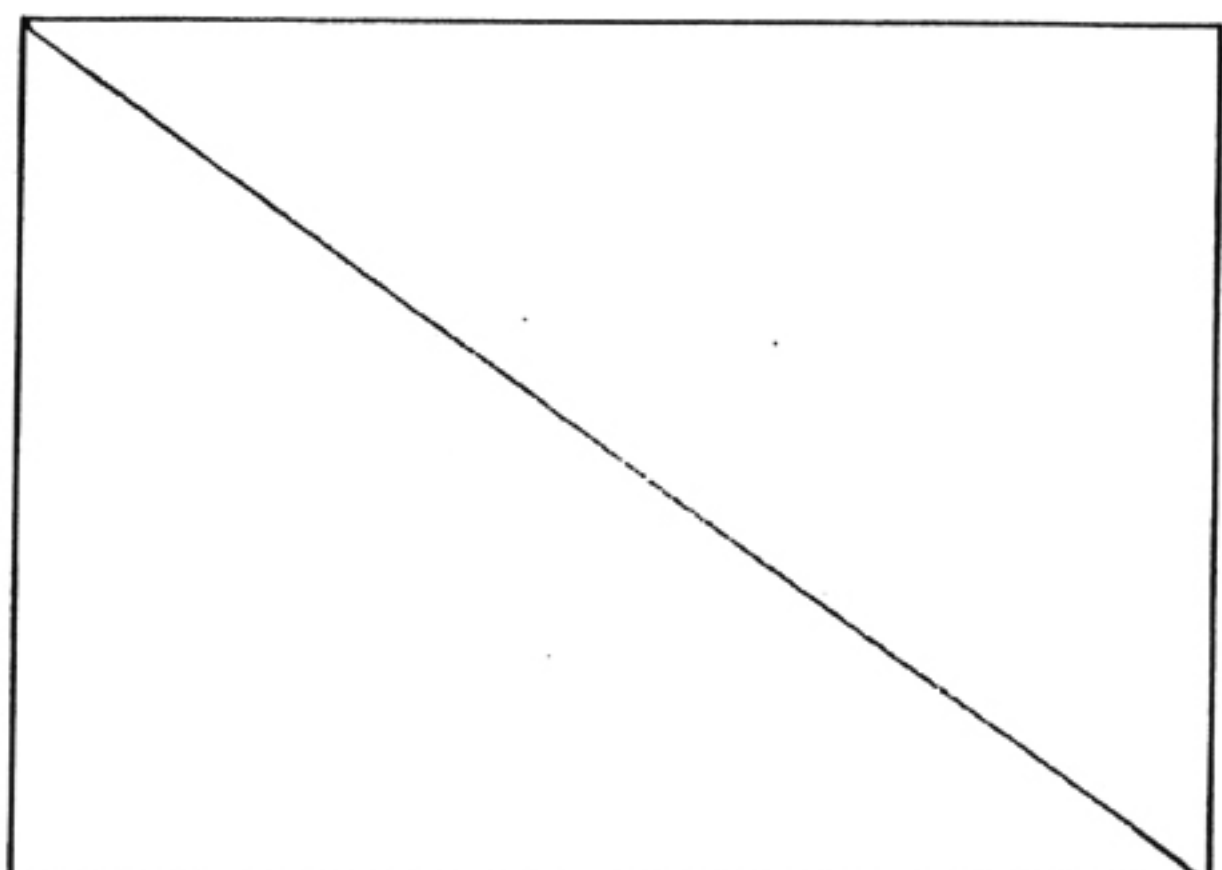
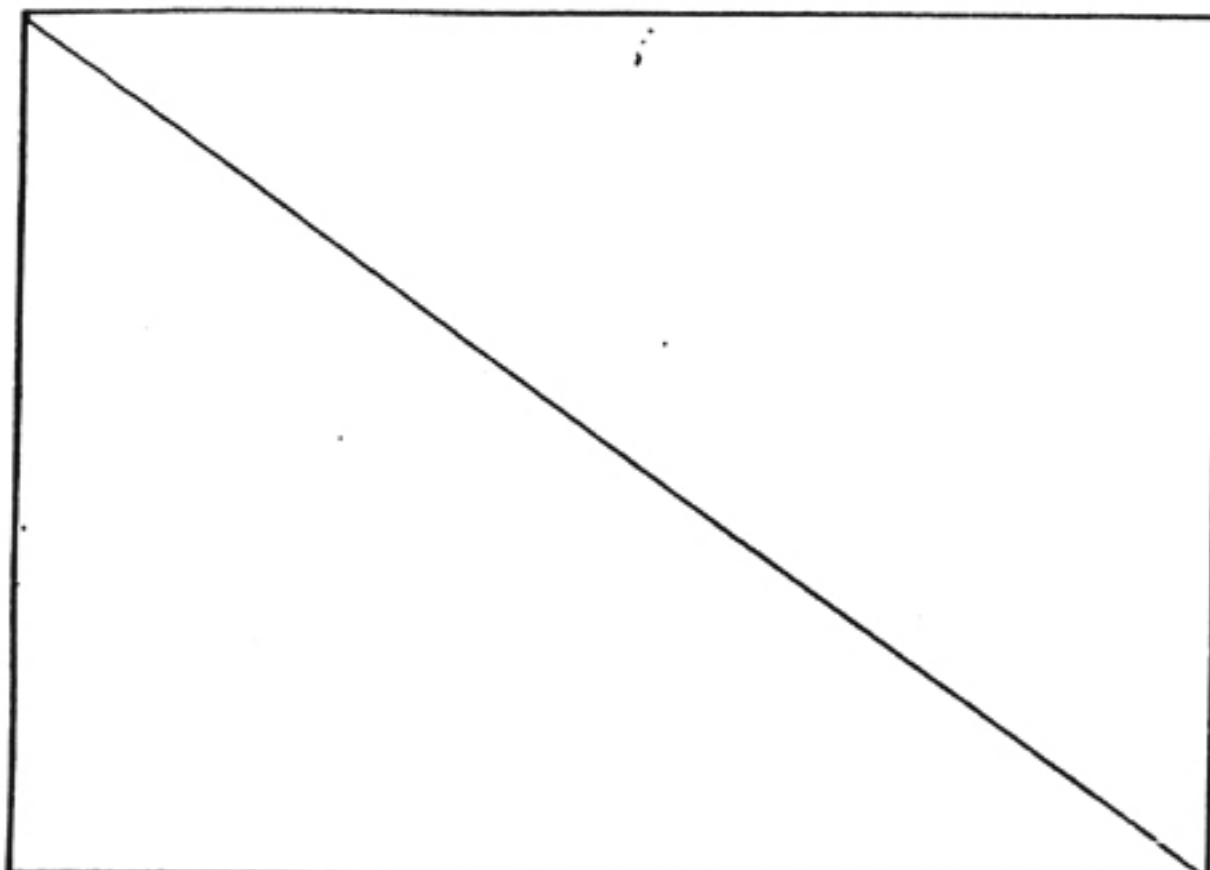


... HE TURNS TO LOOK AT...  
FOREMAN (CONT) PRETTY SOON...

6

700-13

4



U.S. A HUGE "DISC" IS LOWERED IN PLACE  
FORMAN (VO/CONT)... THESE ENERGY-DISCS  
WILL START TAPPING POWER FROM  
THE EARTH'S MAGNETIC FIELD...

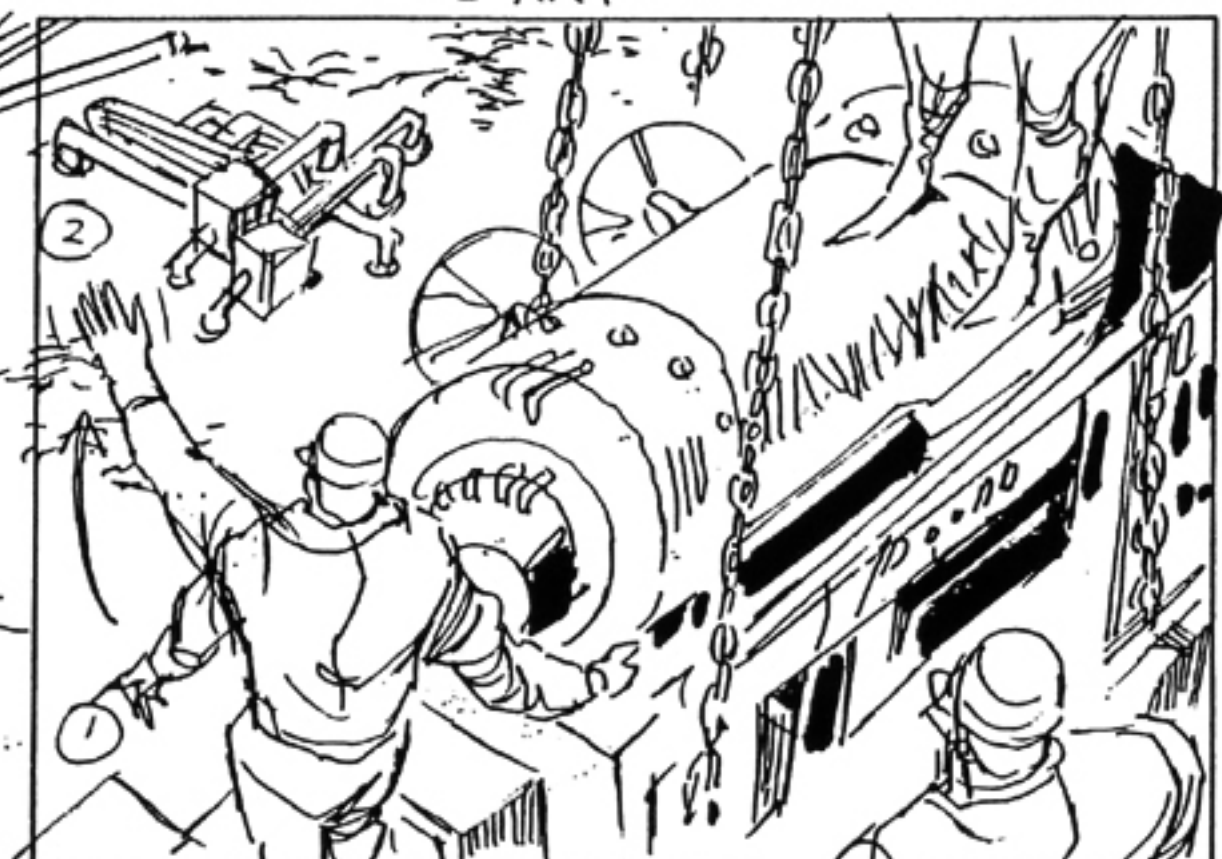
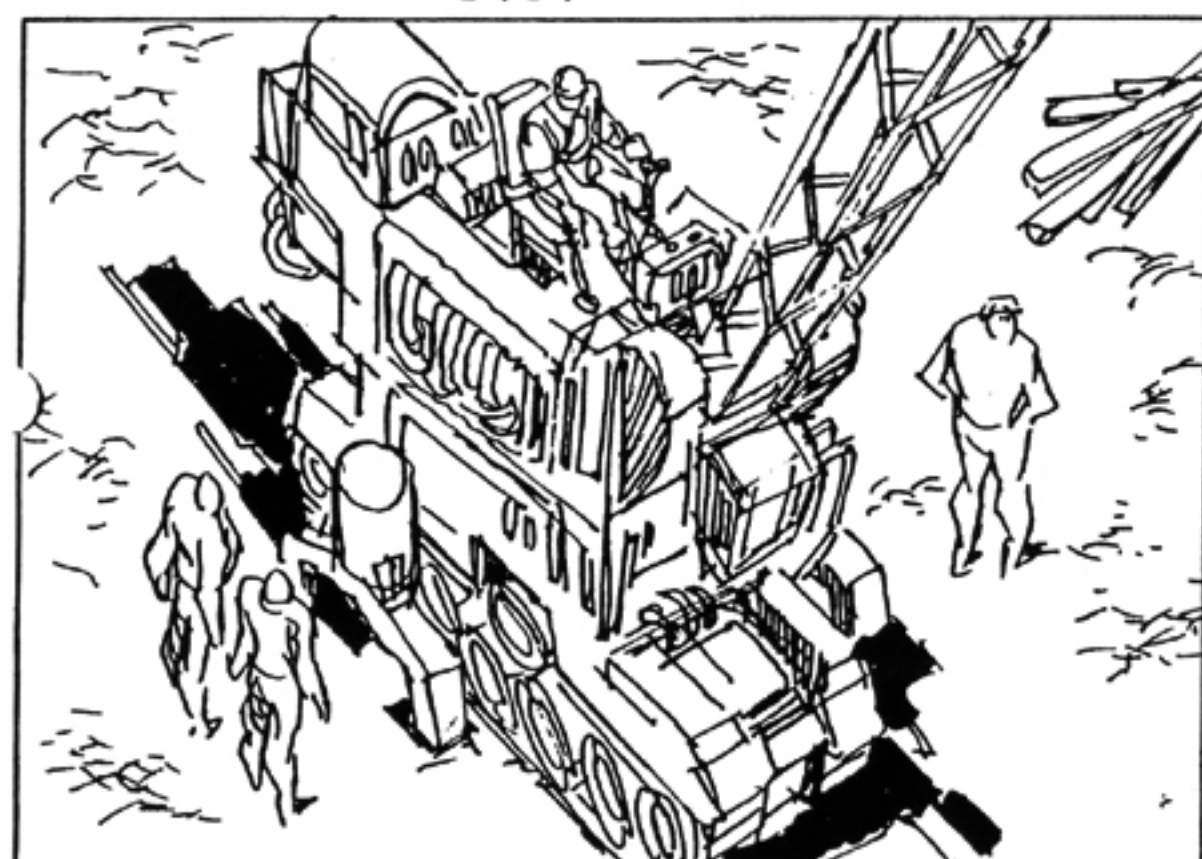
8

7

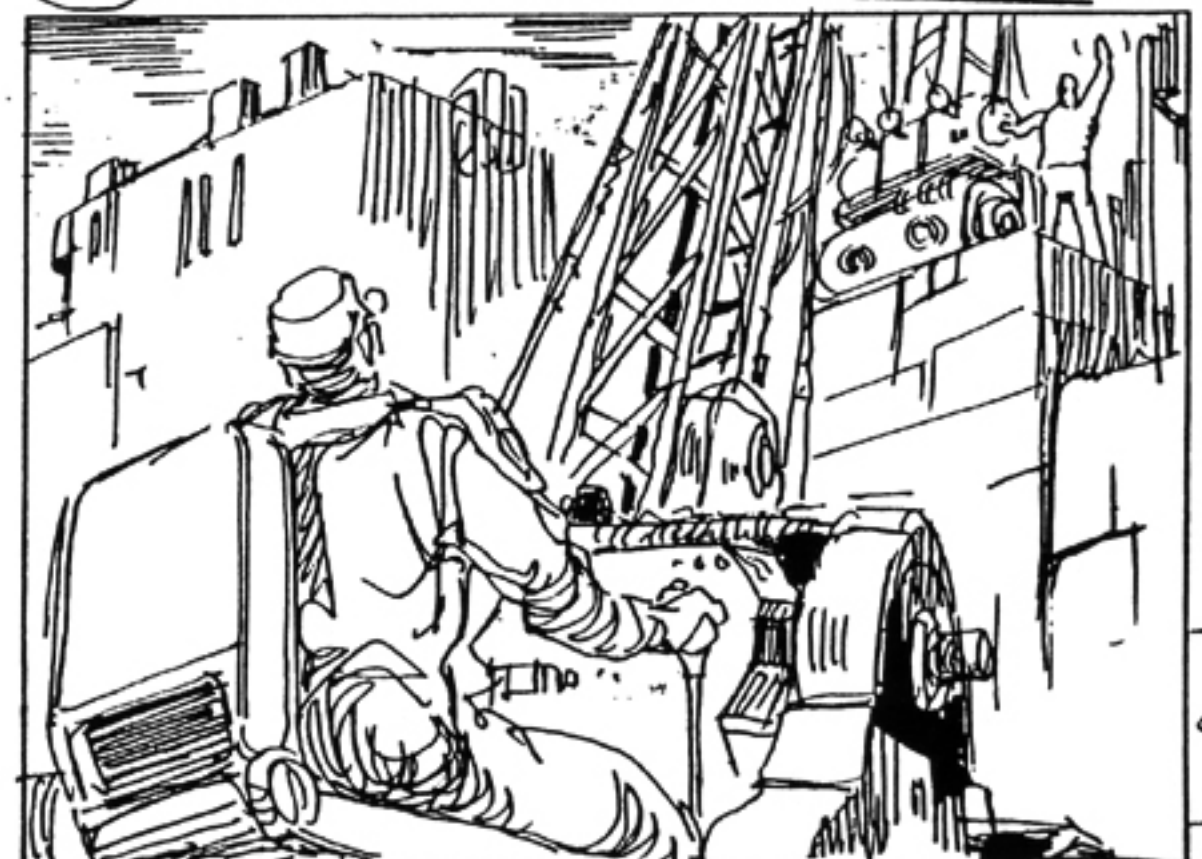
STOP

← PAN

START



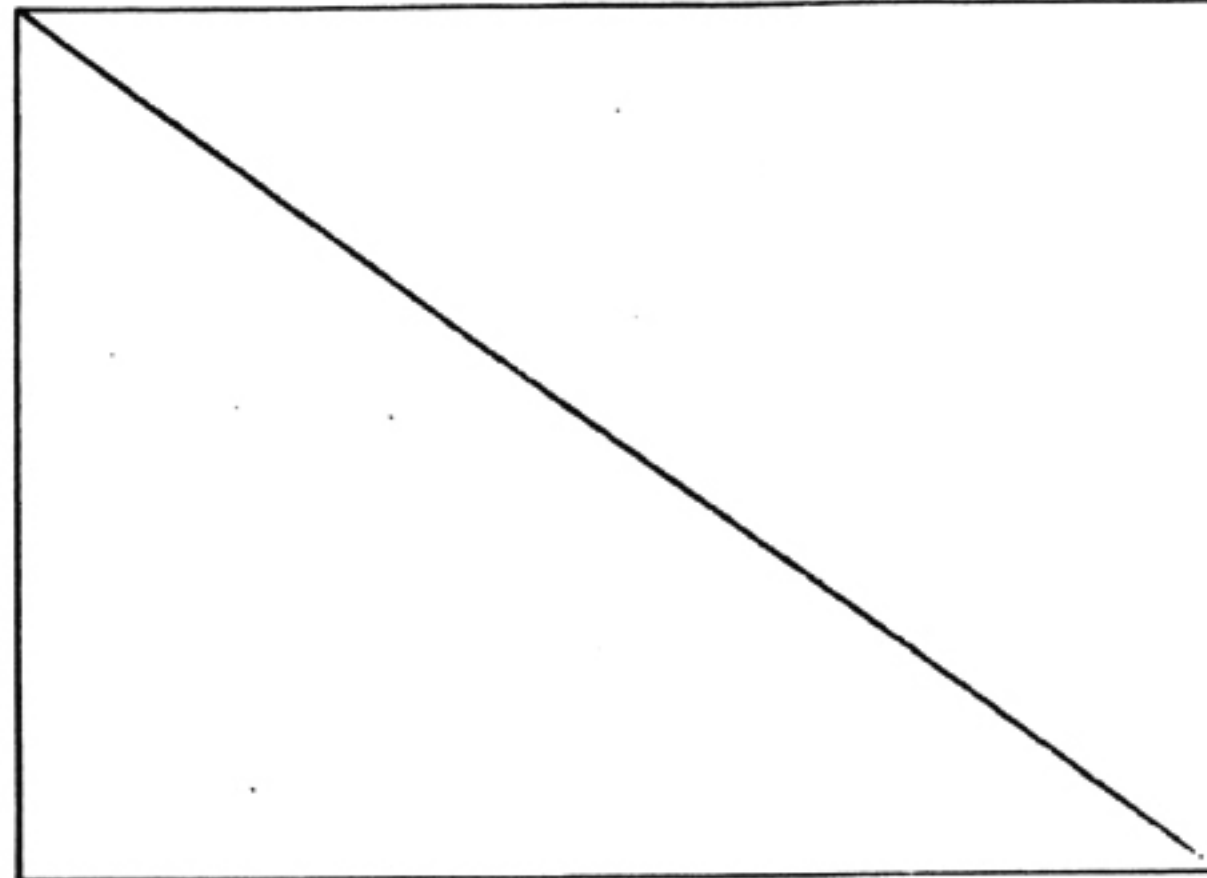
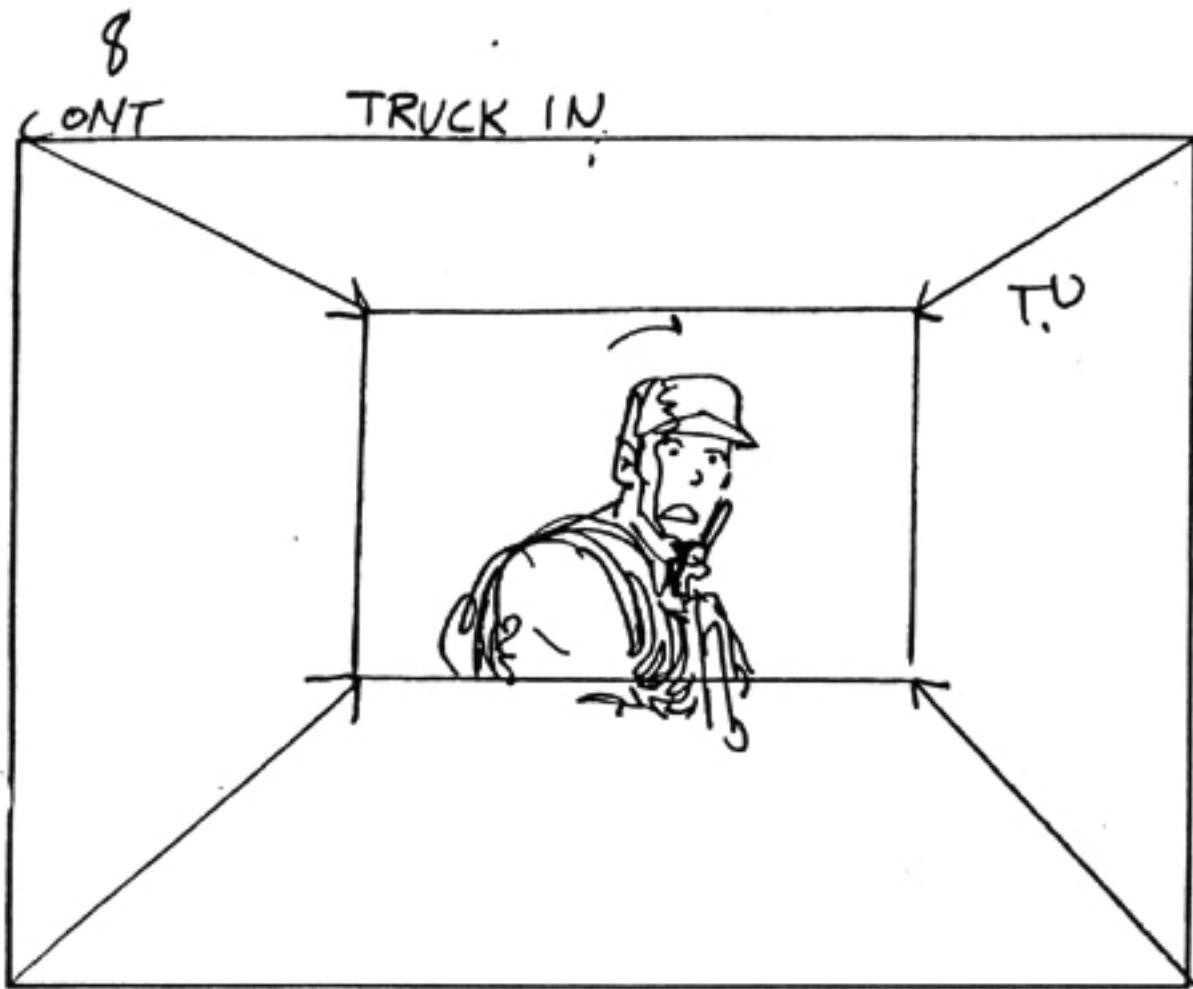
D.S. THE HUGE "DISC" IS IN PLACE, ONE OF THE WORKERS MOTIONS AN "OKAY" TO THE CRANE OPERATOR.  
FORMAN (VO/CONT)... AND WE'LL HAVE ALL THE HEAT AND ELECTRICITY WE NEED.



M.S. THE CRANE OPERATOR, STOPS THE CRANE...

700-13

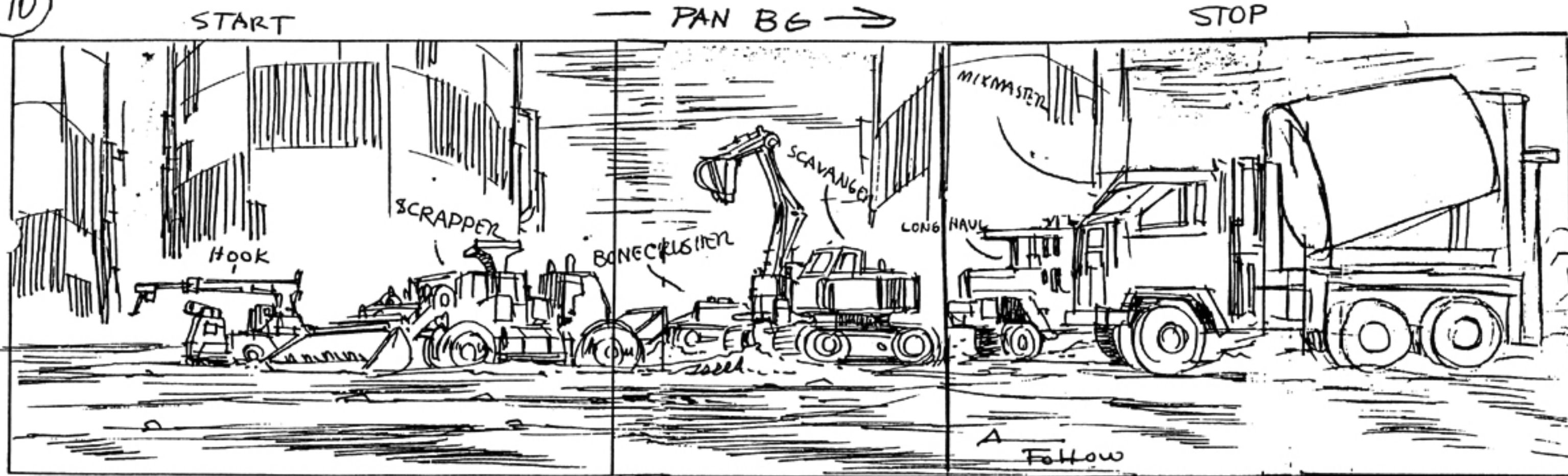
9



...THEN HIS ATTENTION IS ATTRACTED TO THE SOUND OF APPROCHING CONSTRUCTION MACHINES.

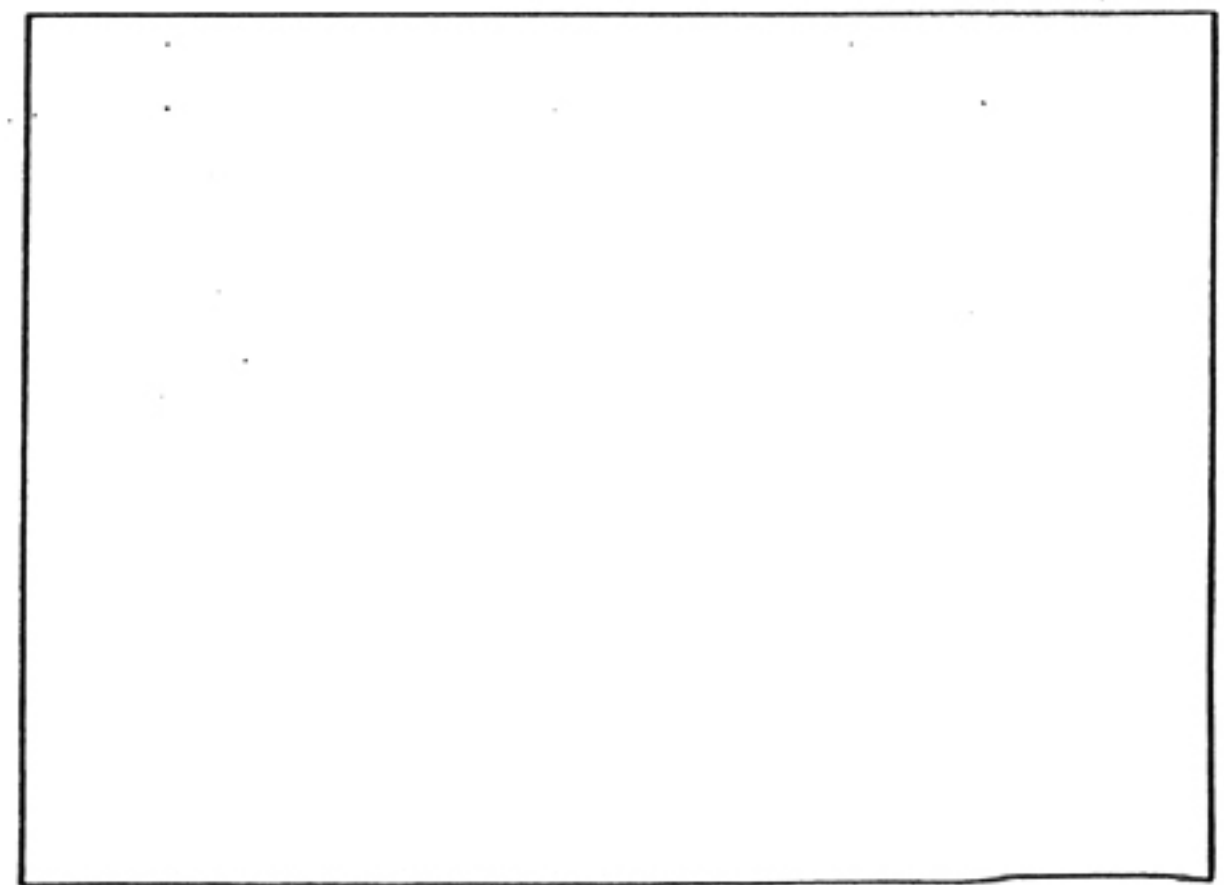
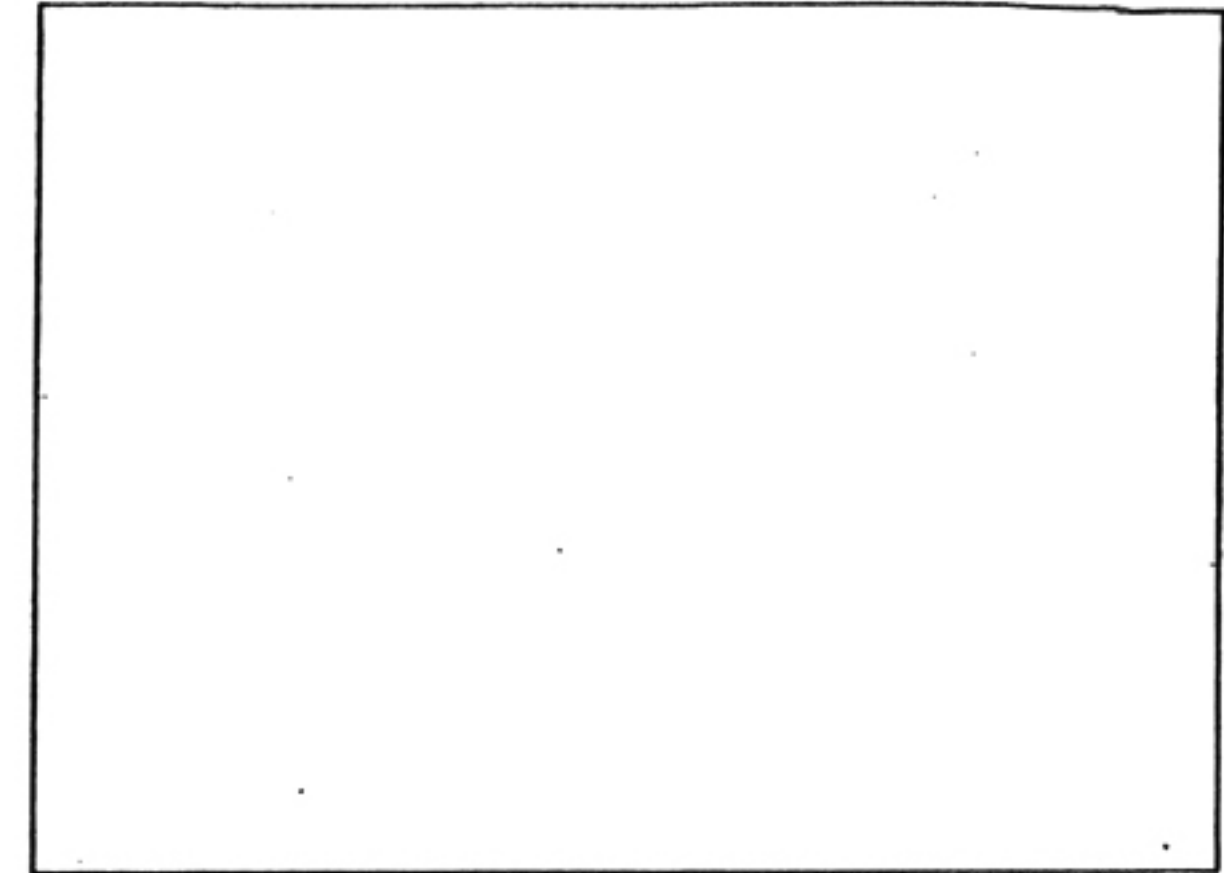
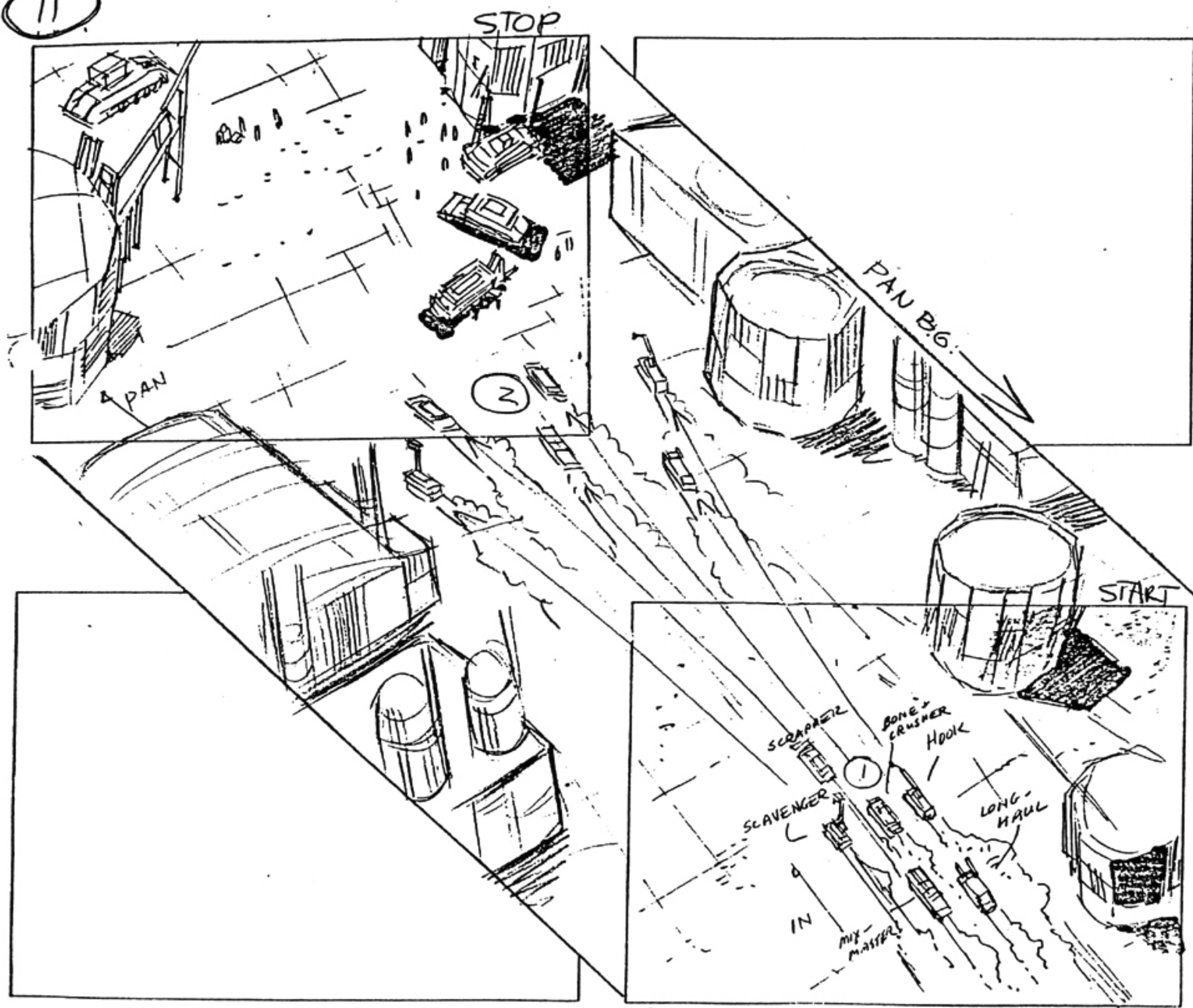
E.L.S. (POV) SIX NEW CONSTRUCTION VEHICLES APPROACH THE CONSTRUCTION SITE.

10

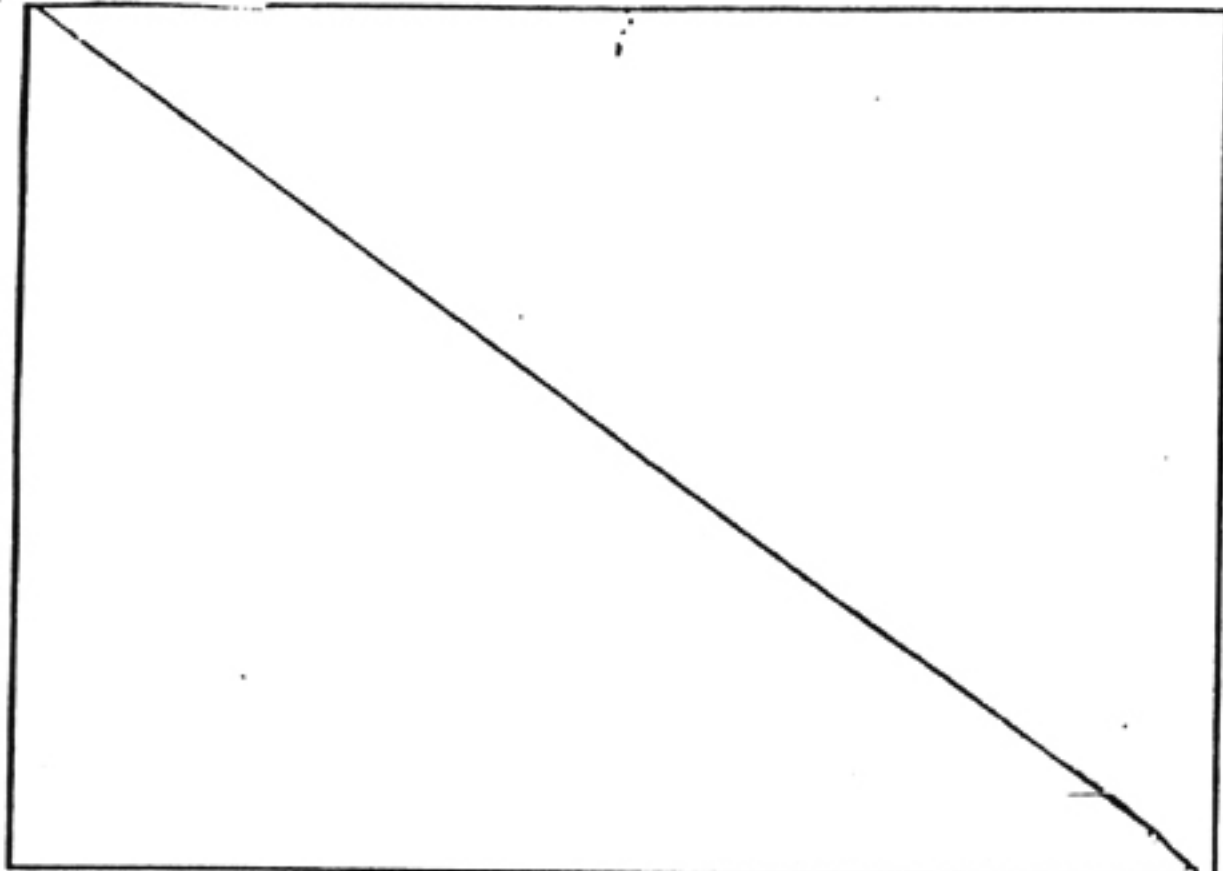


L.S. THE SIX CONSTRUCTION VEHICLES (HOOK, SCRAPPER, BONECRUSHER, SCAVANGER, LONG HAUL, & MIXMASTER) SPEED THROUGH THE CONSTRUCTION SITE.

11



E. L. S. THE CONSTRUCTION SPEEDS THROUGH THE SITE. THEY SPLIT UP AND HEAD TOWARD VARIOUS PIECES OF EQUIPMENT.



12

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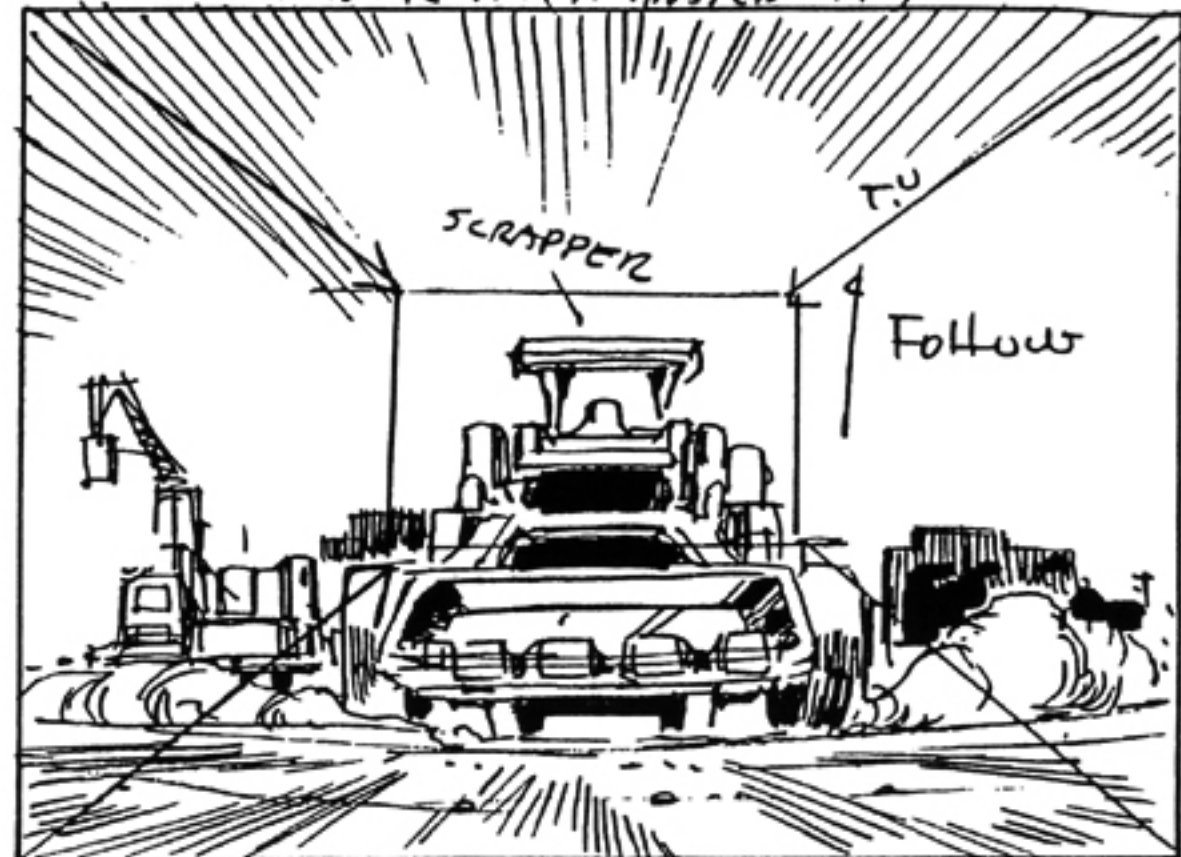


GROUP SHOT. FOREMAN & WORKERS LOOK UP.  
FOREMAN: HEY, I DIDN'T SEND FOR MORE EQUIPMENT.

13

700-13  
TRUCK IN (ANIMATED BG)

FALOS PER SA  
6



L.S. (POV) SCRAPPER HEADING TOWARD THEM FAST TRUCK INTO EMPTY CAB.  
FOREMAN (CONT/VO) DID YOU HEAR ME?

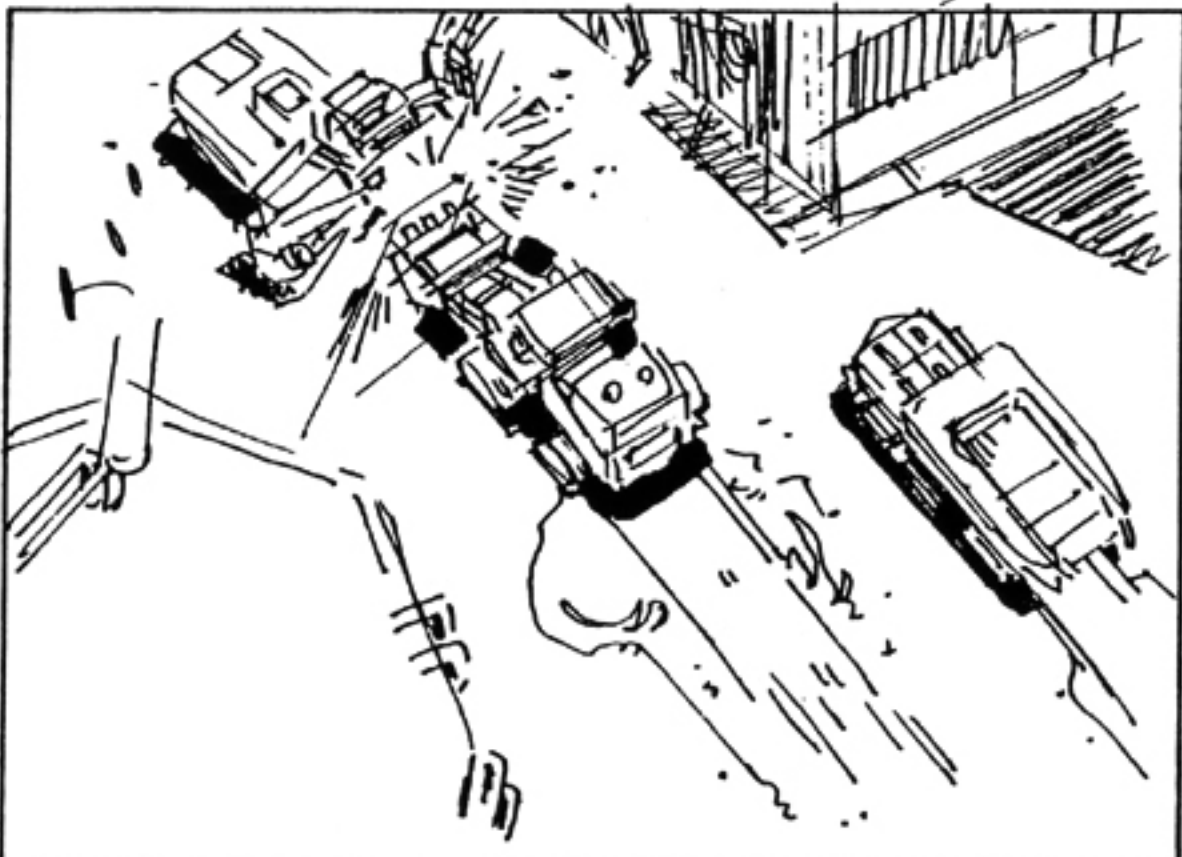
15

I SAID... UH? THERE'S NOBODY DRIVING!  
SCRAPPER (VO) NO ONE DRIVES US, STUPID HUMAN!...

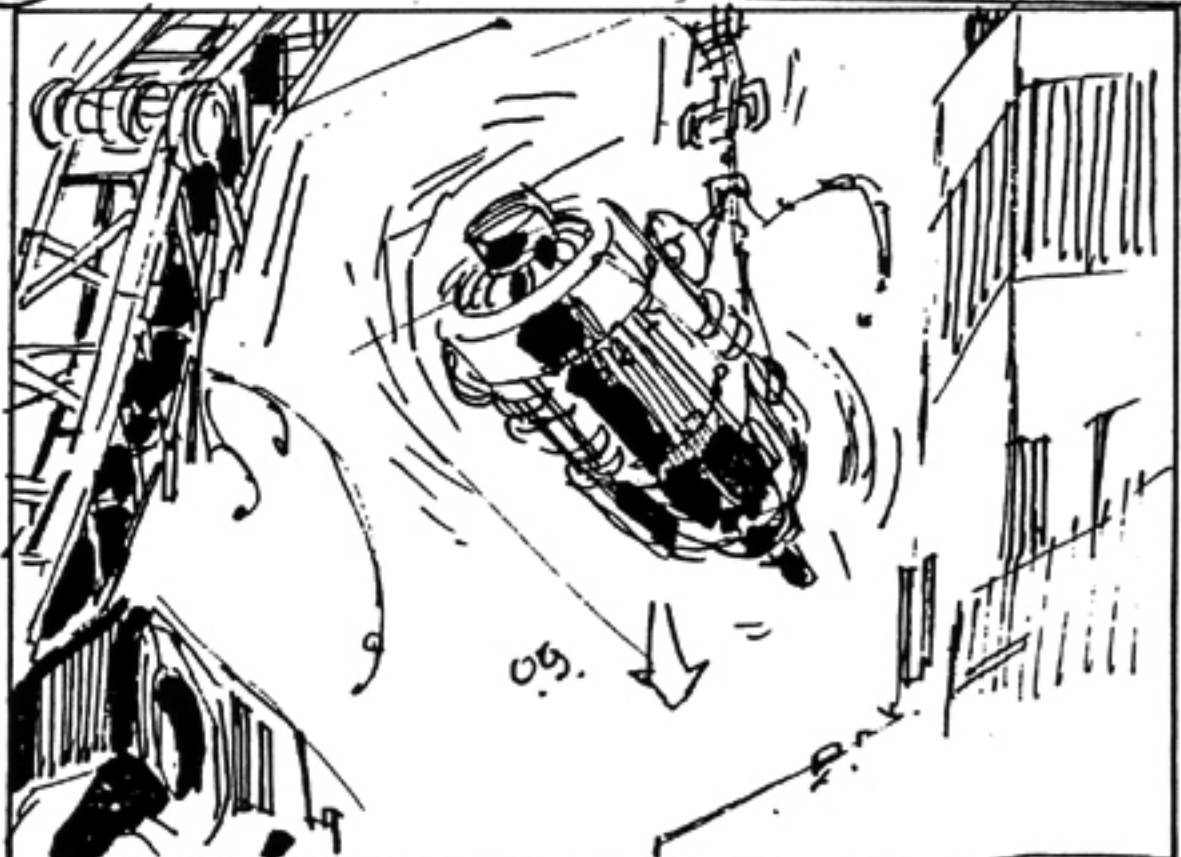
14



D.S. SCRAPPER, HEADING FOR A CRANE THAT IS LIFTING ONE OF THE "DISCS"  
SCRAPPER (VO/CONT) WE ARE THE CONSTRUCTICONS!  
WE DRIVE OURSELVES!



SCRAPPER SLAMS HIS ARM INTO THE CRANE.



U.S. DISC. BECAUSE OF THE SUDDEN IMPACT THE CRANE DROPS THE DISC.

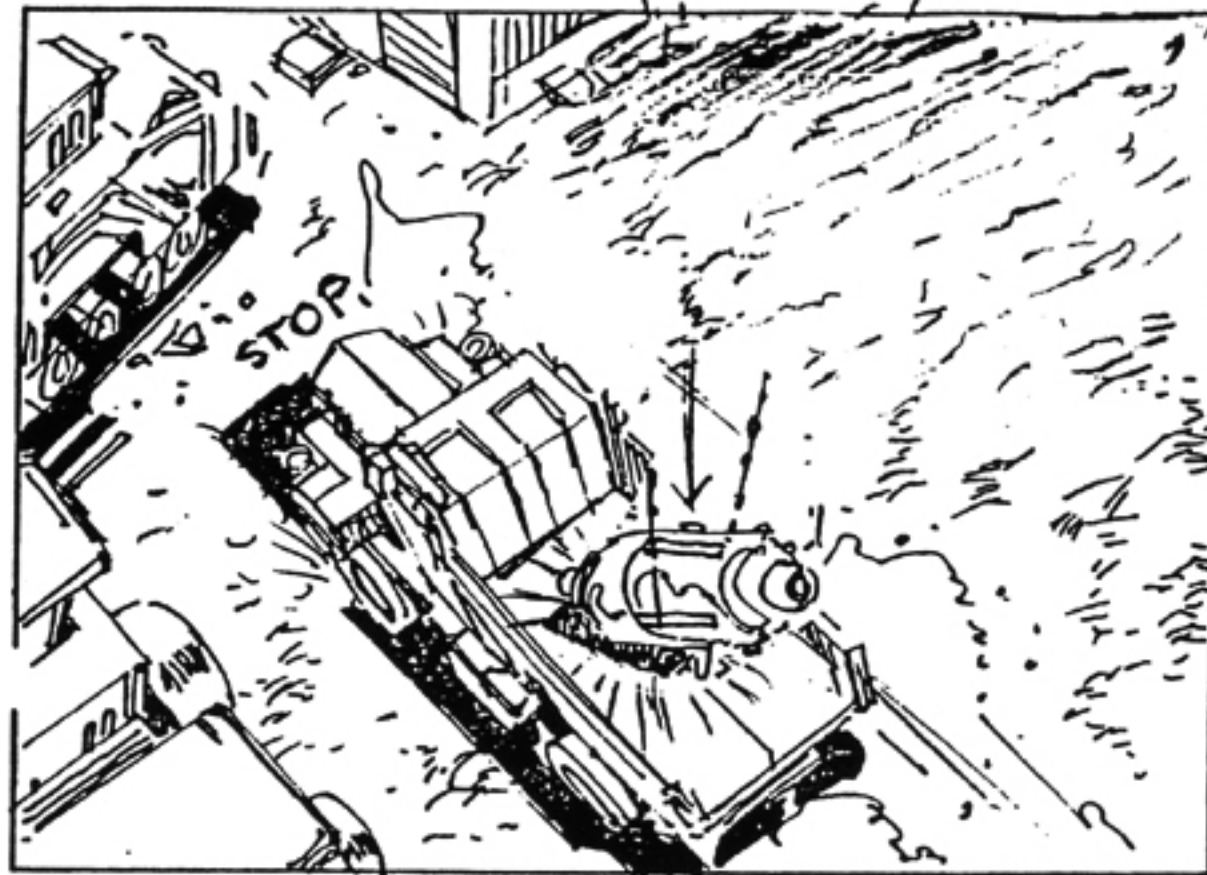
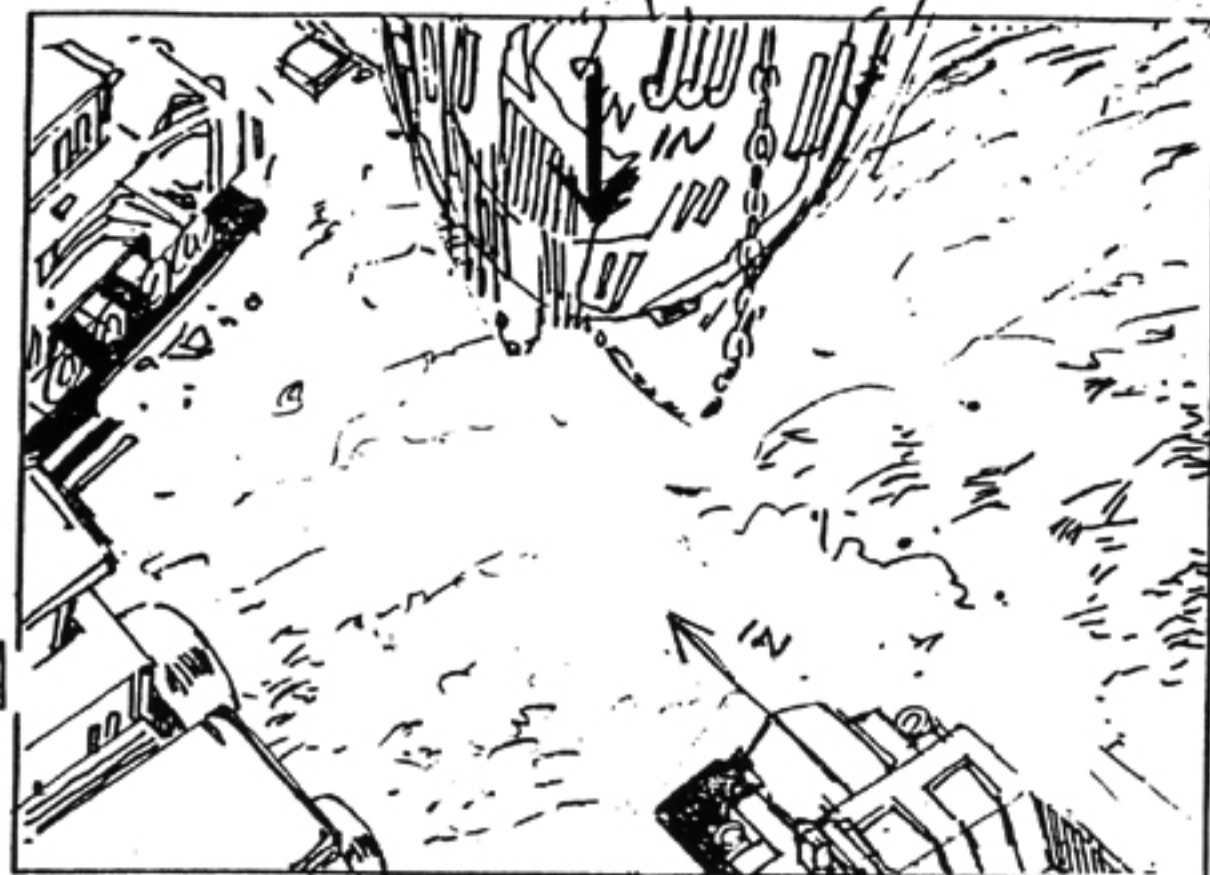
16

17

700-13

7

CONT



D.S. LONG HAUL SPEEDS INTO SCENE... ...AND COMES TO A STOP, JUST IN TIME TO CATCH THE FALLING DISC.



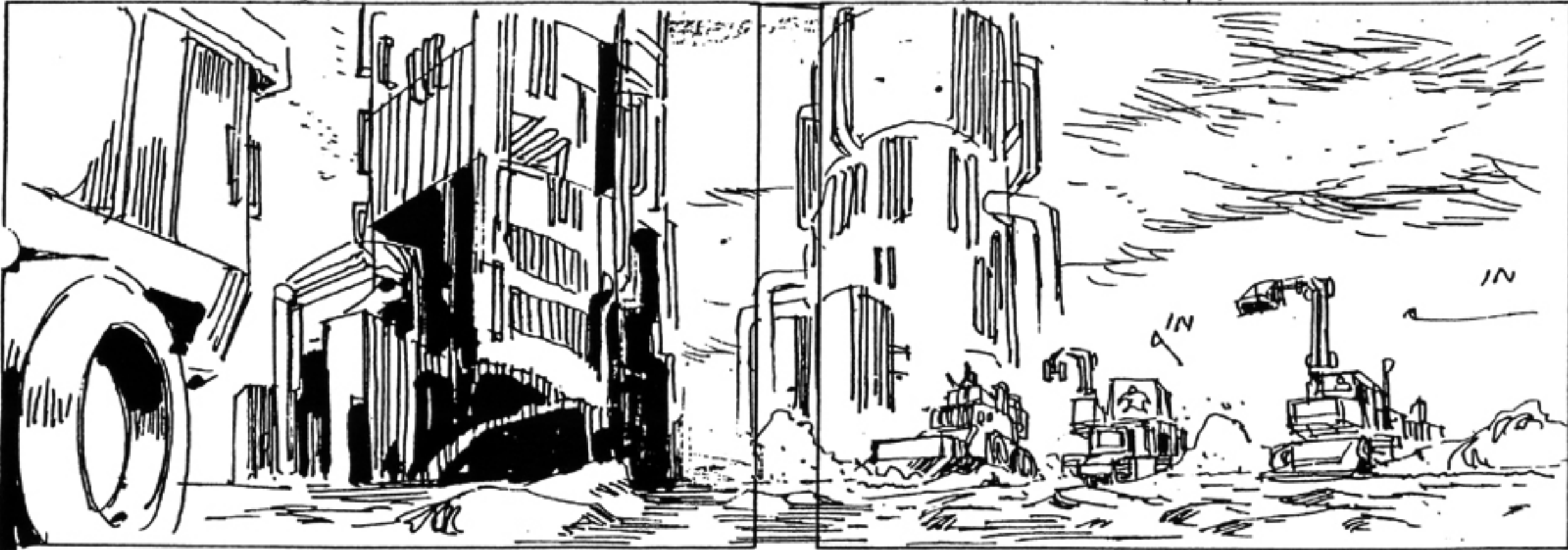
M.S. FOREMAN & ASSISTANT, STEP FORWARD. THE FOREMAN RAISES HIS FIST  
FOREMAN: THEY'RE STEALING THE ENERGY DISC! STOP THEM!

18

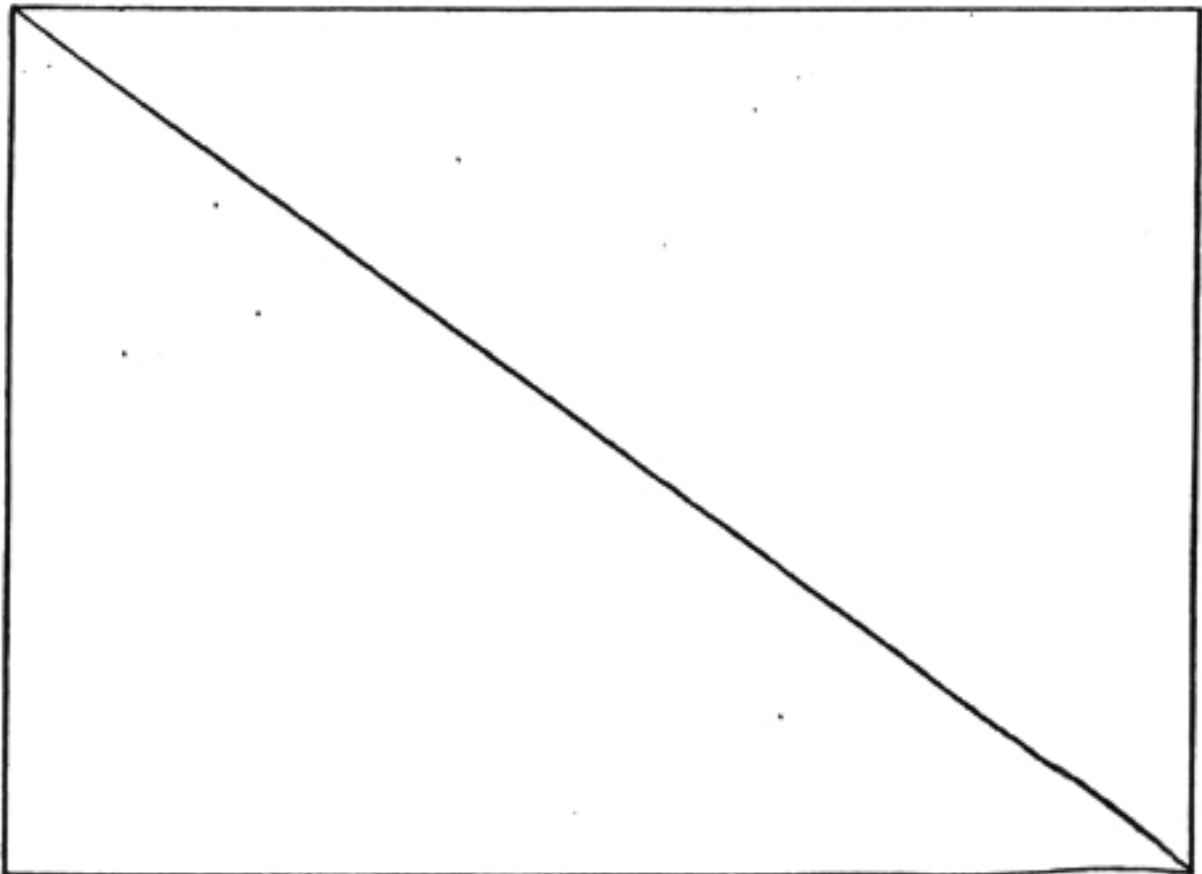
STOP

PAN B.G. →

START



L.S. THREE MANNED CONSTRUCTION MACHINES, ROAR TOWARD LONG HAUL WHO...



19

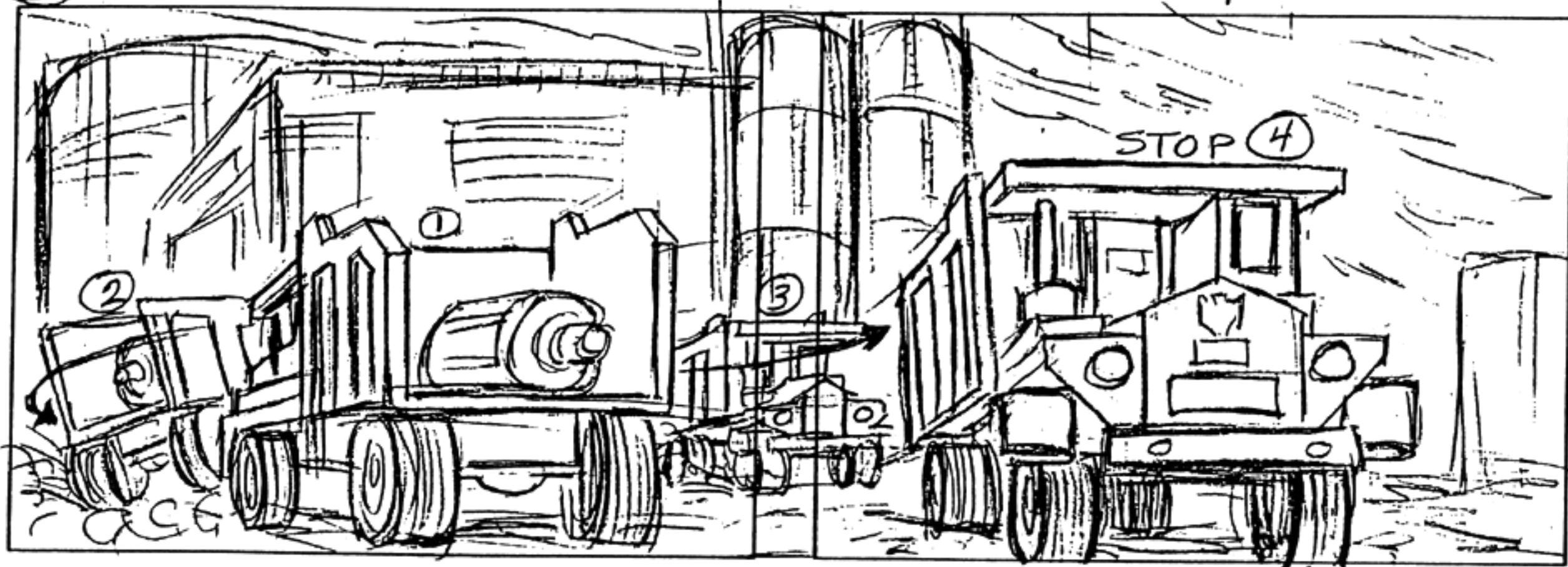
START

← PAN BG

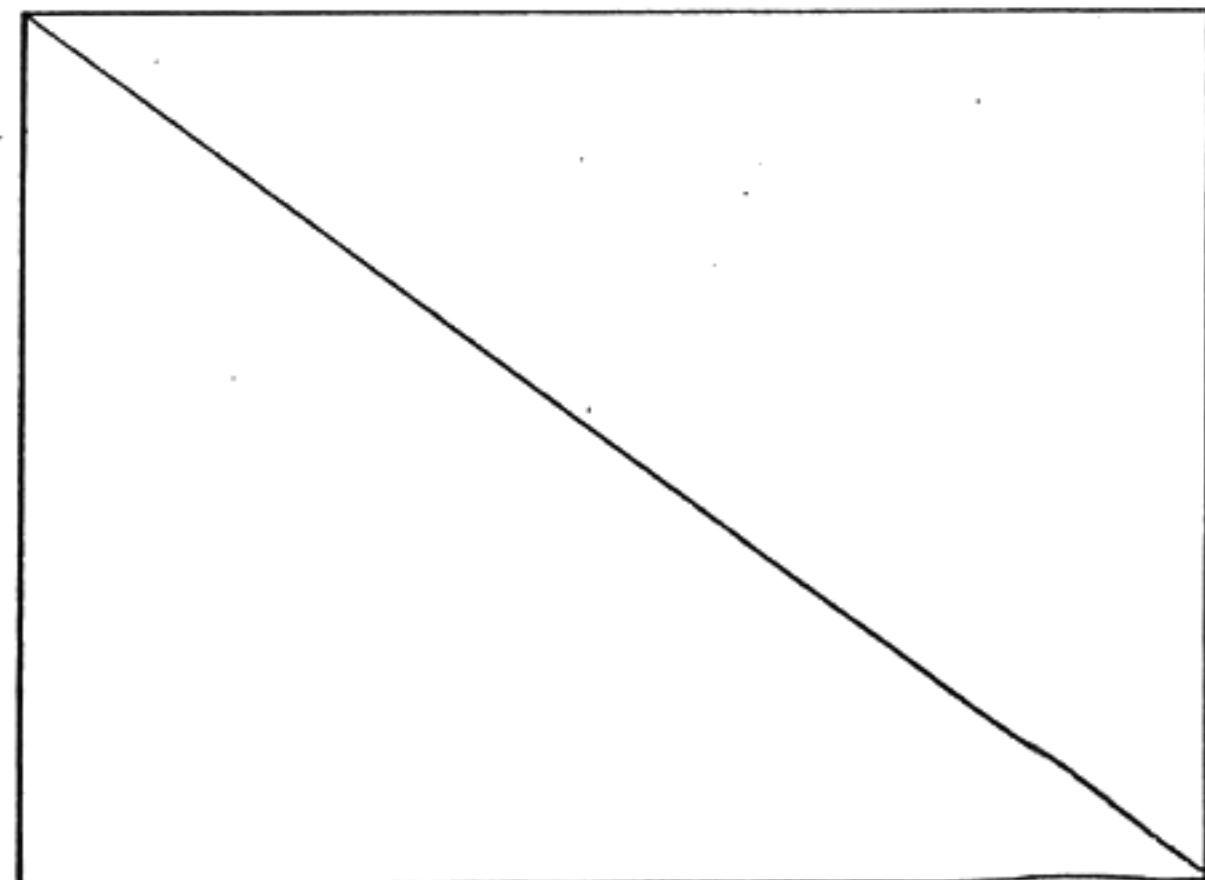
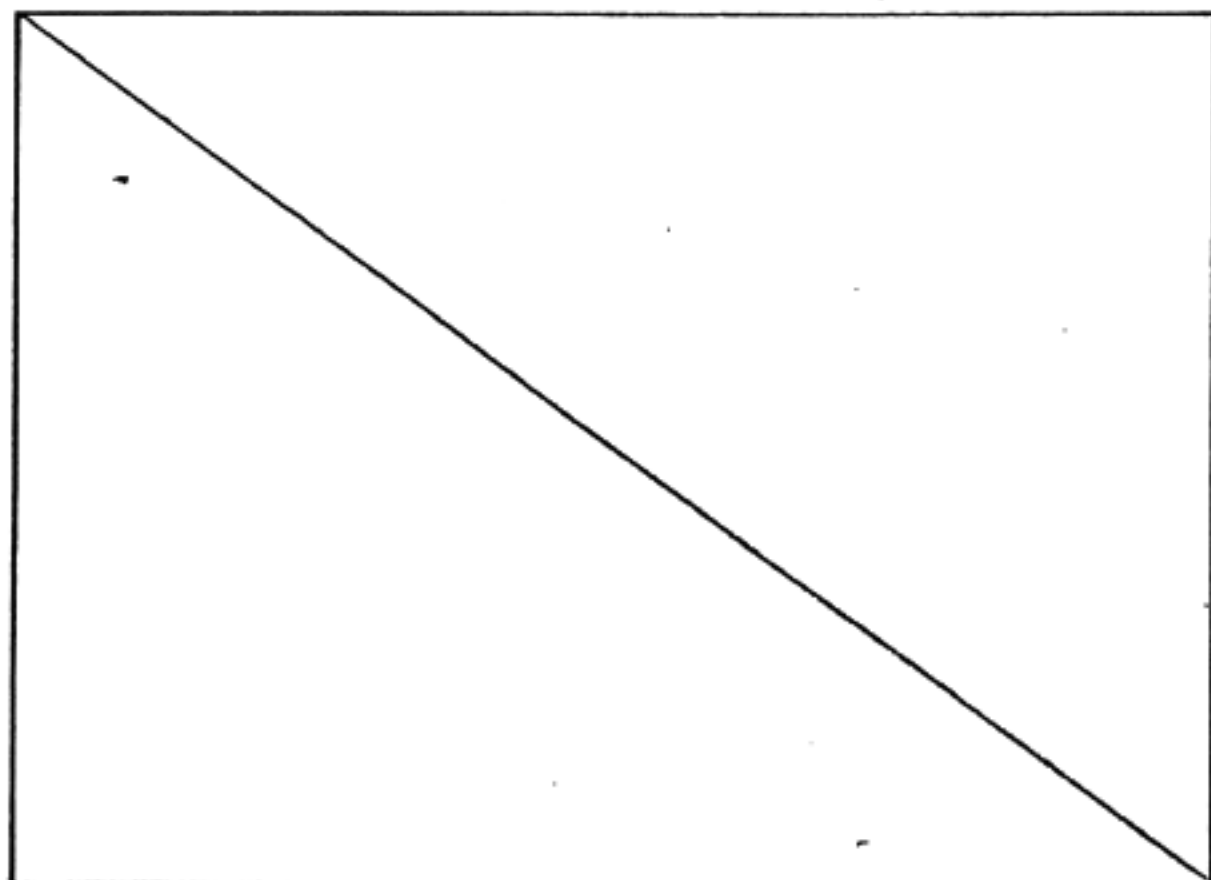
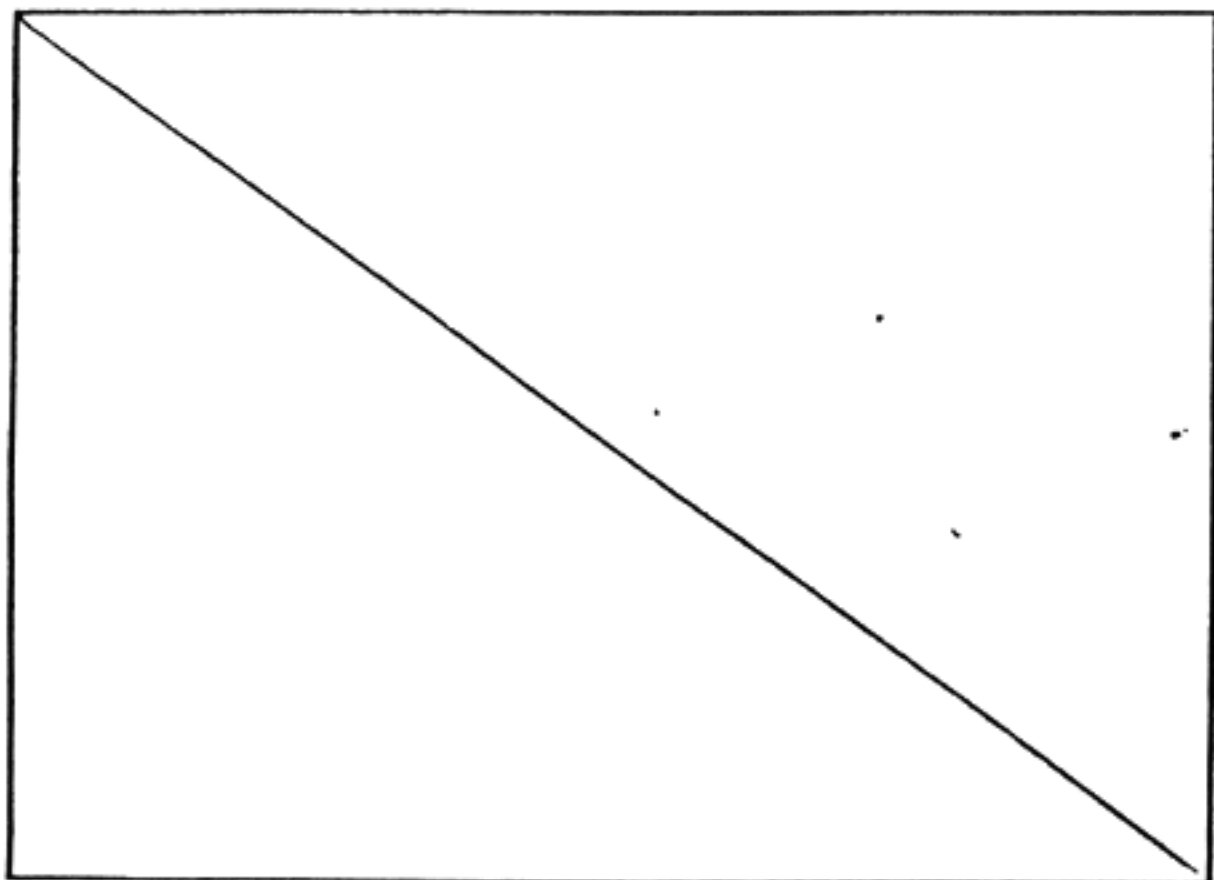
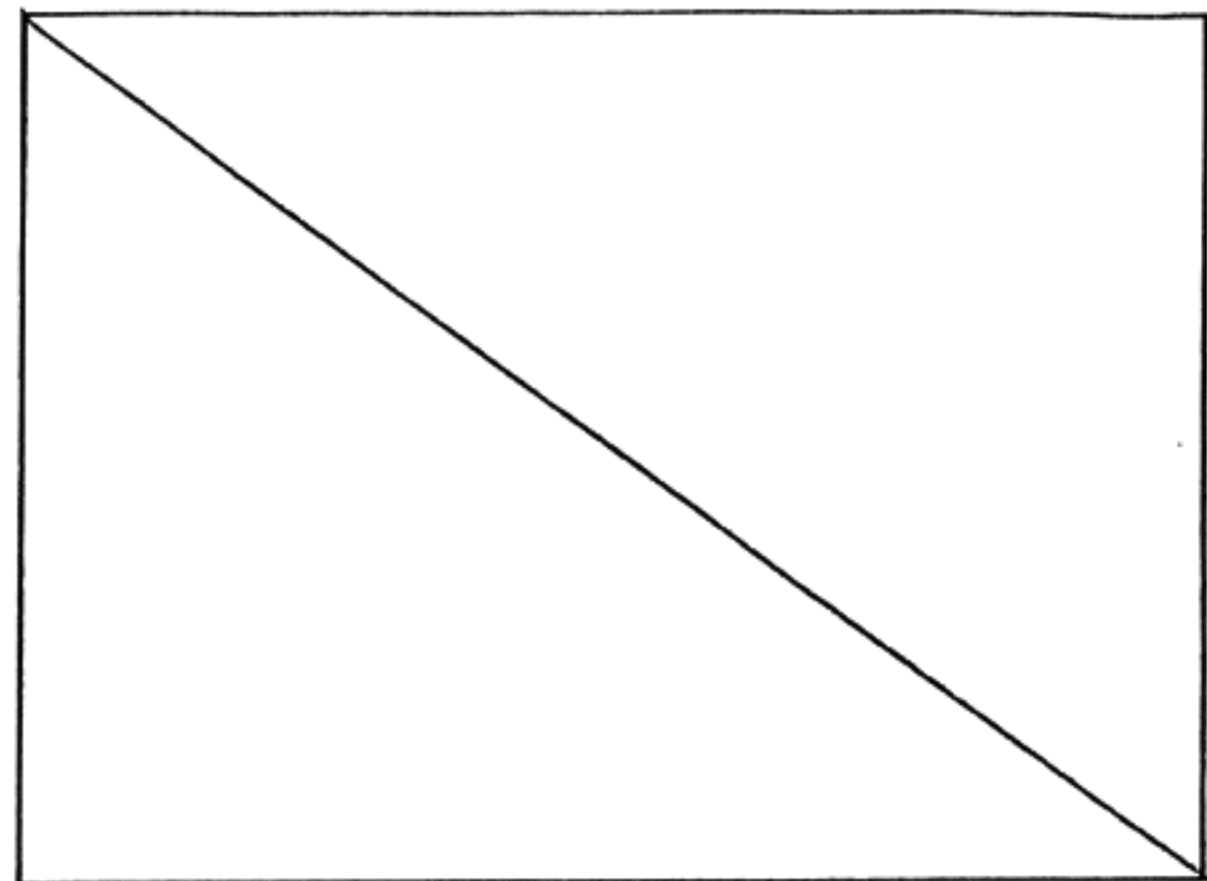
STOP

700-13

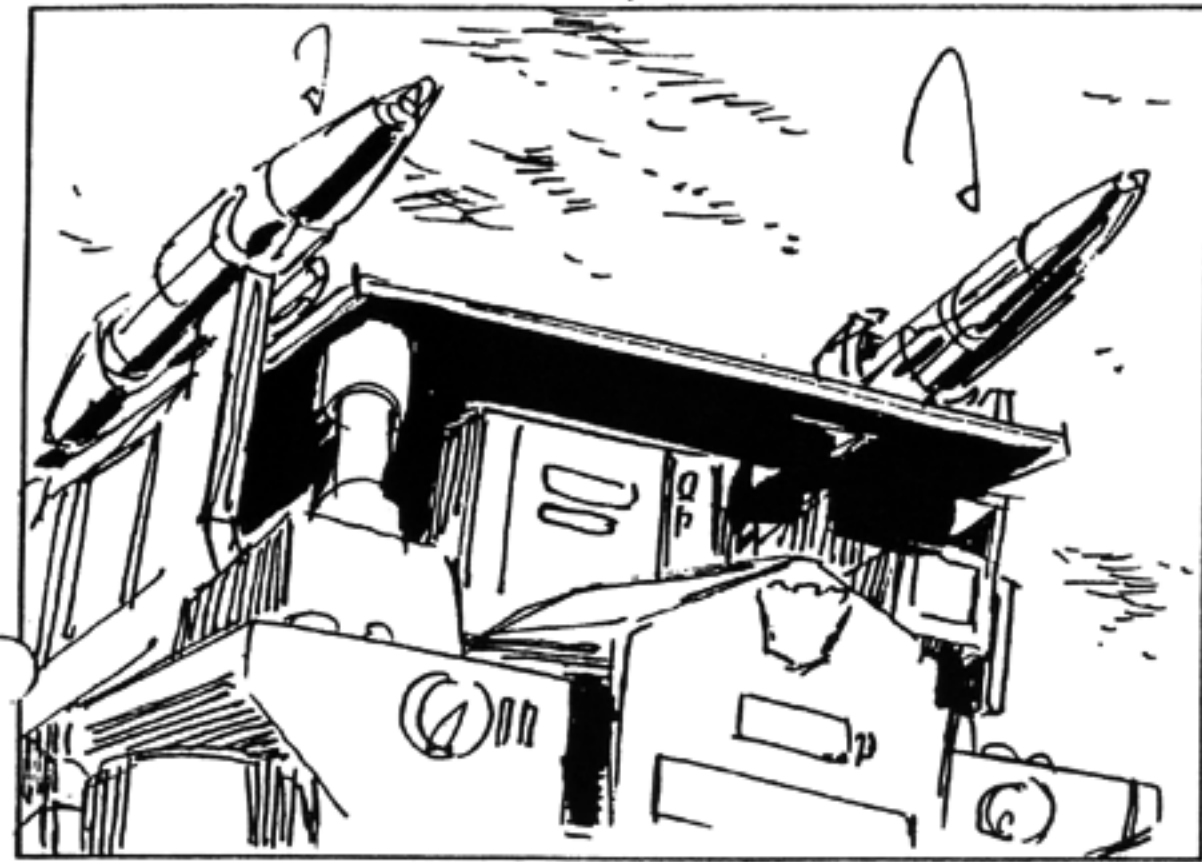
7A



M.L.S LONG HAUL, SPINS AROUND AND FACES THEM.



20



M.C.U. LONG HAUL, HIS MISSILE LAUNCHERS COME INTO POSITION AND...

CONT

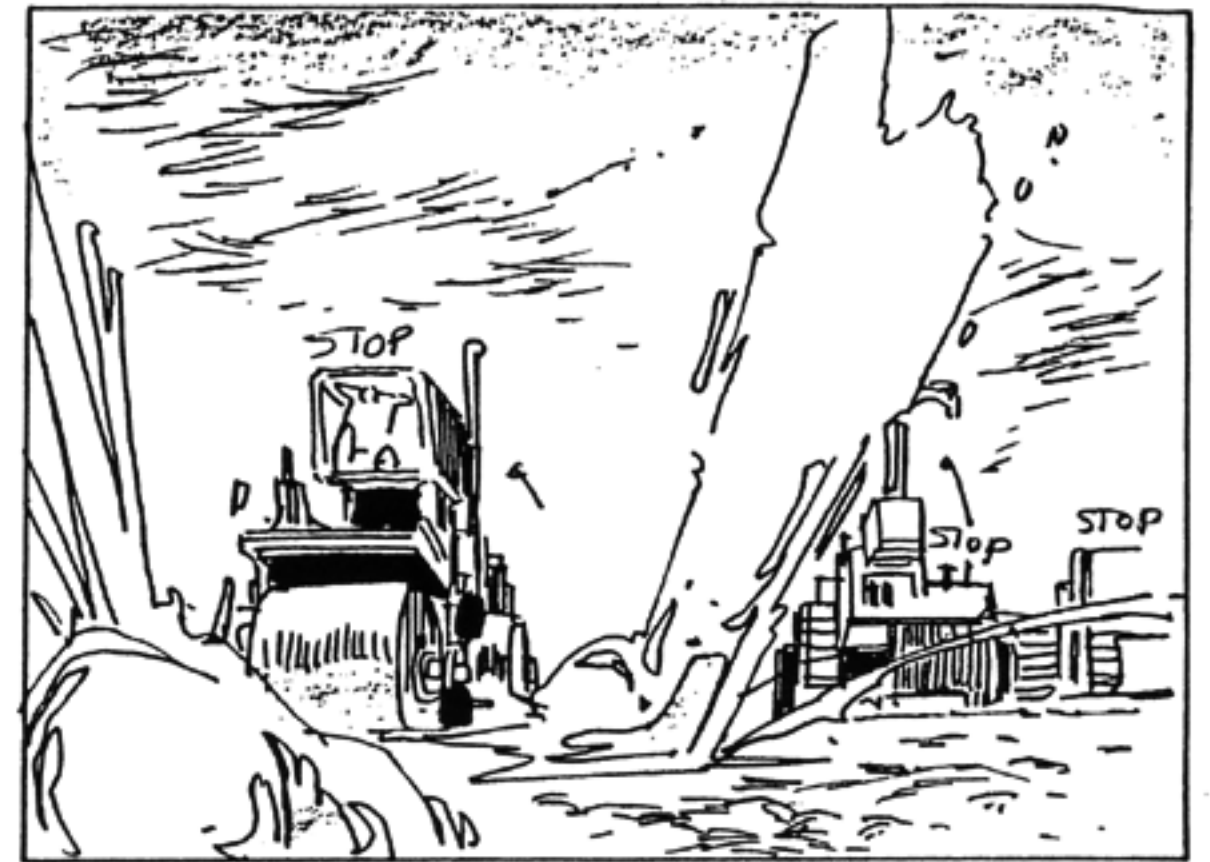


... HE FIRES!

21

700-13

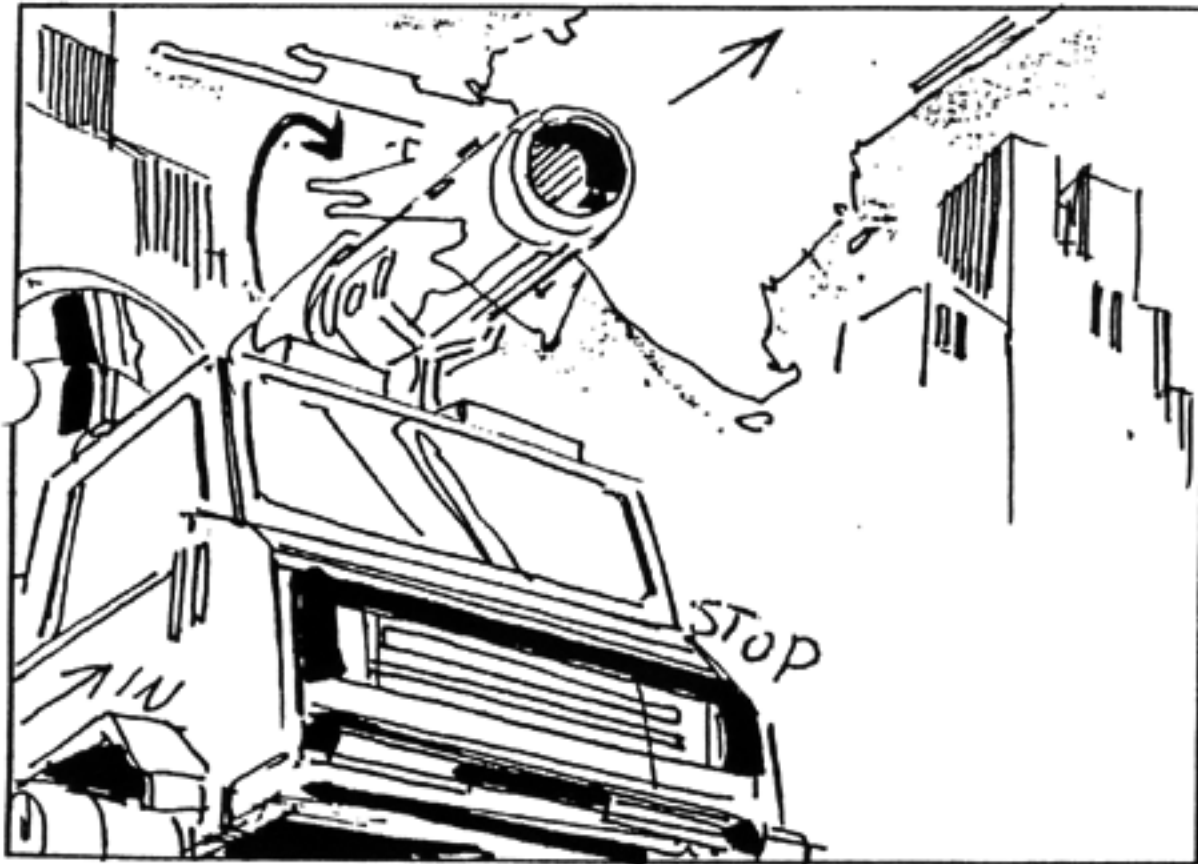
8



M.L.S. THE THREE CONSTRUCTION MACHINES, COME TO A STOP AS THE MISSILES EXPLODE IN FRONT OF THEM.

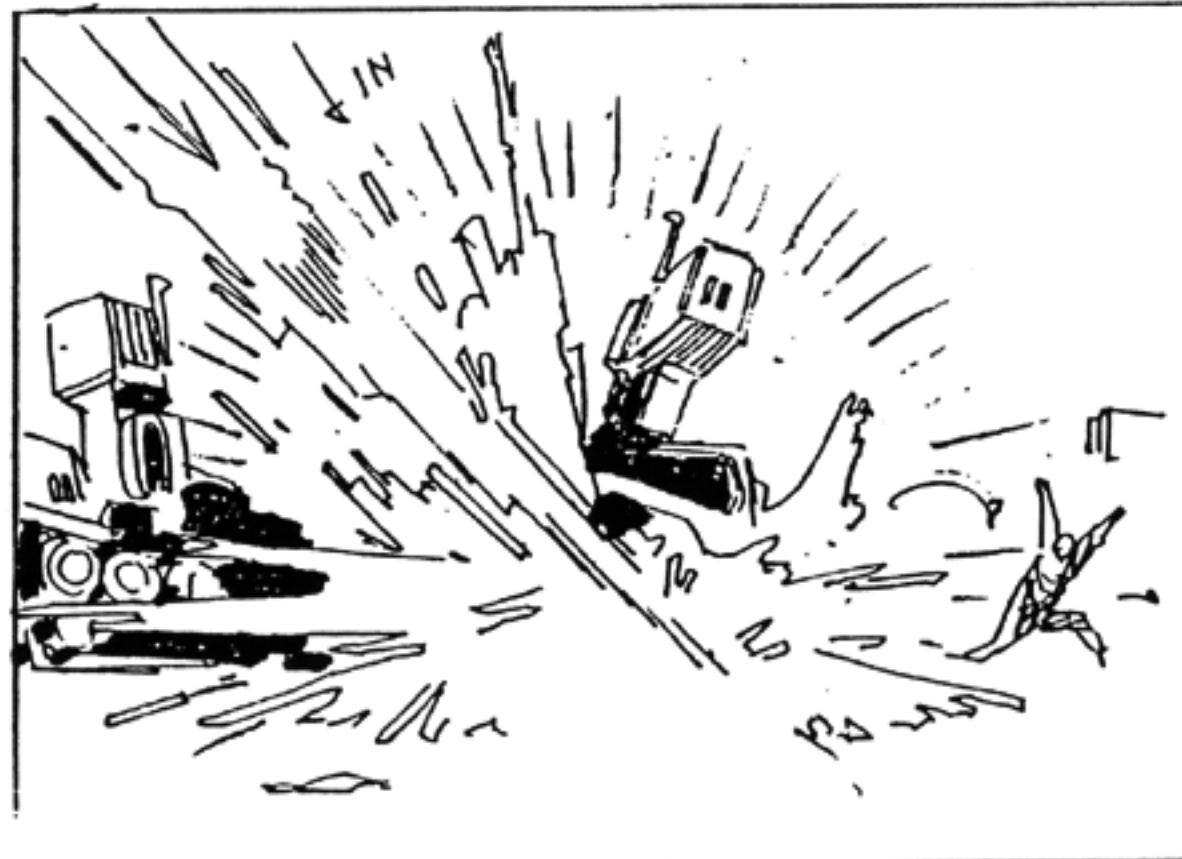
CONT.

22

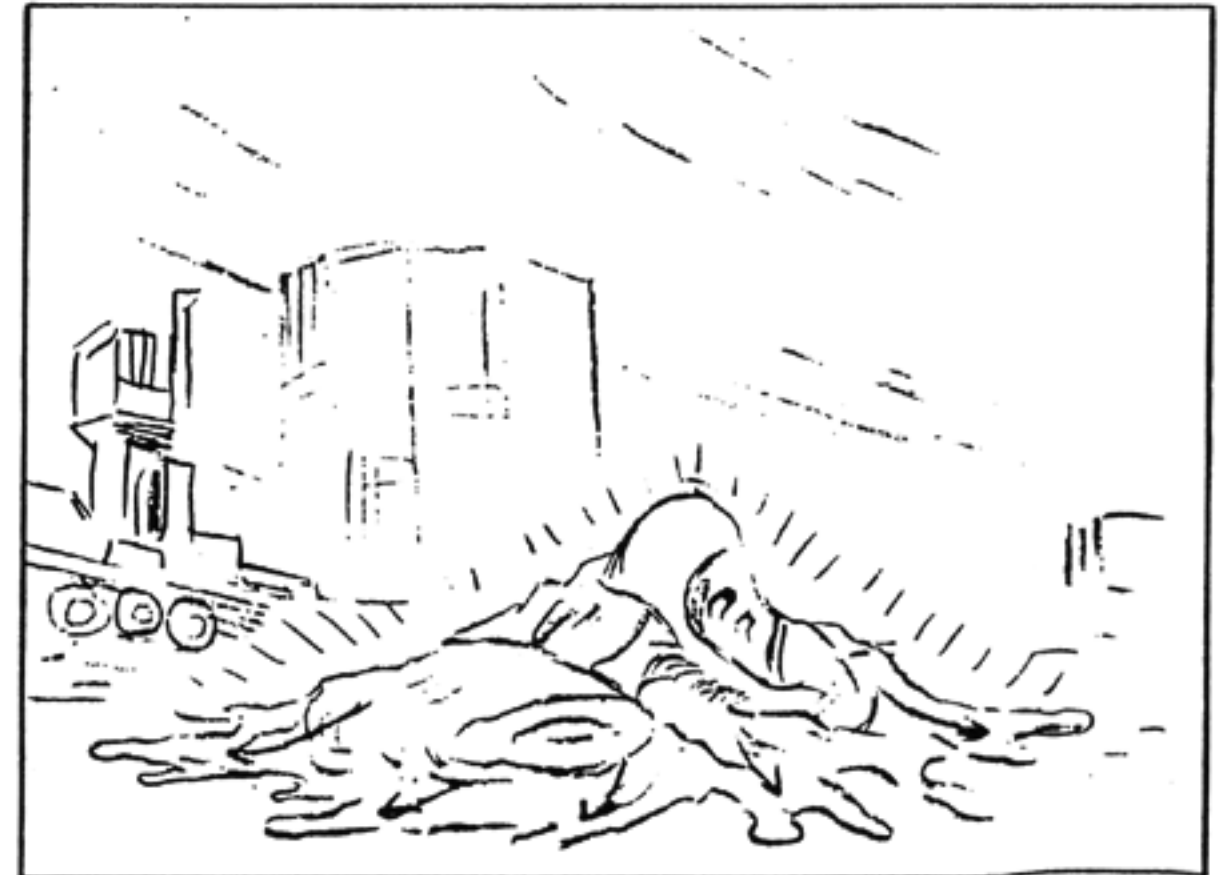


M.C.U. MIXMASTER, PULLS TO A STOP, POSITIONS HIS INFRARED CANNON, AND FIRES!

23

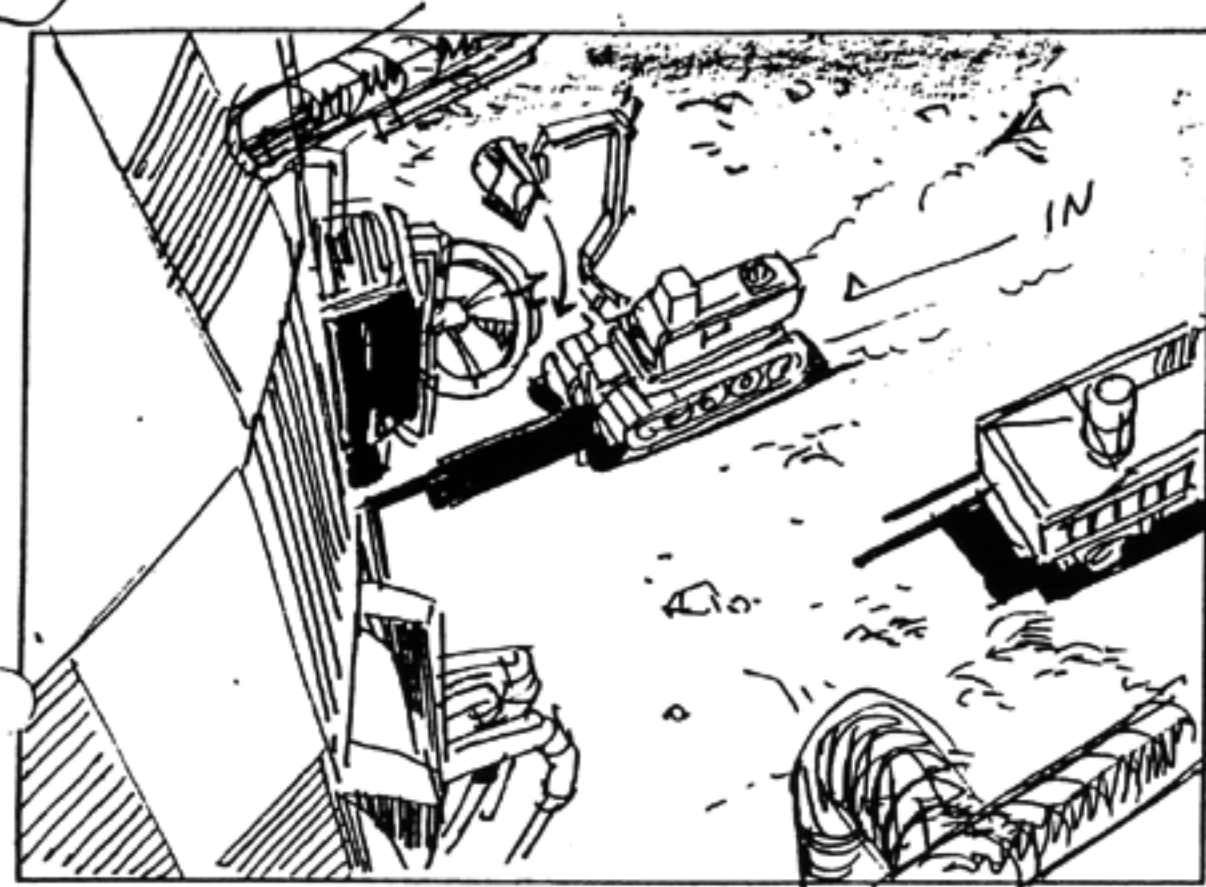


L.S. A STEAM-ROLLER, IS HIT BY THE BLAST. ITS OPERATOR LEAPS TO SAFETY...



... MOMENTS BEFORE THE MACHINE IS MELTED BY THE INFRARED BLAST.

24



D.S. SCAVANGER, ROLLS IN NEXT TO THE FACILITY, ITS SHOVEL SWINGING INTO POSITION...

25

START

← PAN B.G.

STOP



M.C.U. SCAVANGER. HIS SHOVEL CLAMPS ONTO A COMPONENT OF THE FACILITY. IT LIFTS IT UP...

...AND SWINGS AROUND TO DEPOSIT THE COMPONENT INTO

26

TRUCK BACK

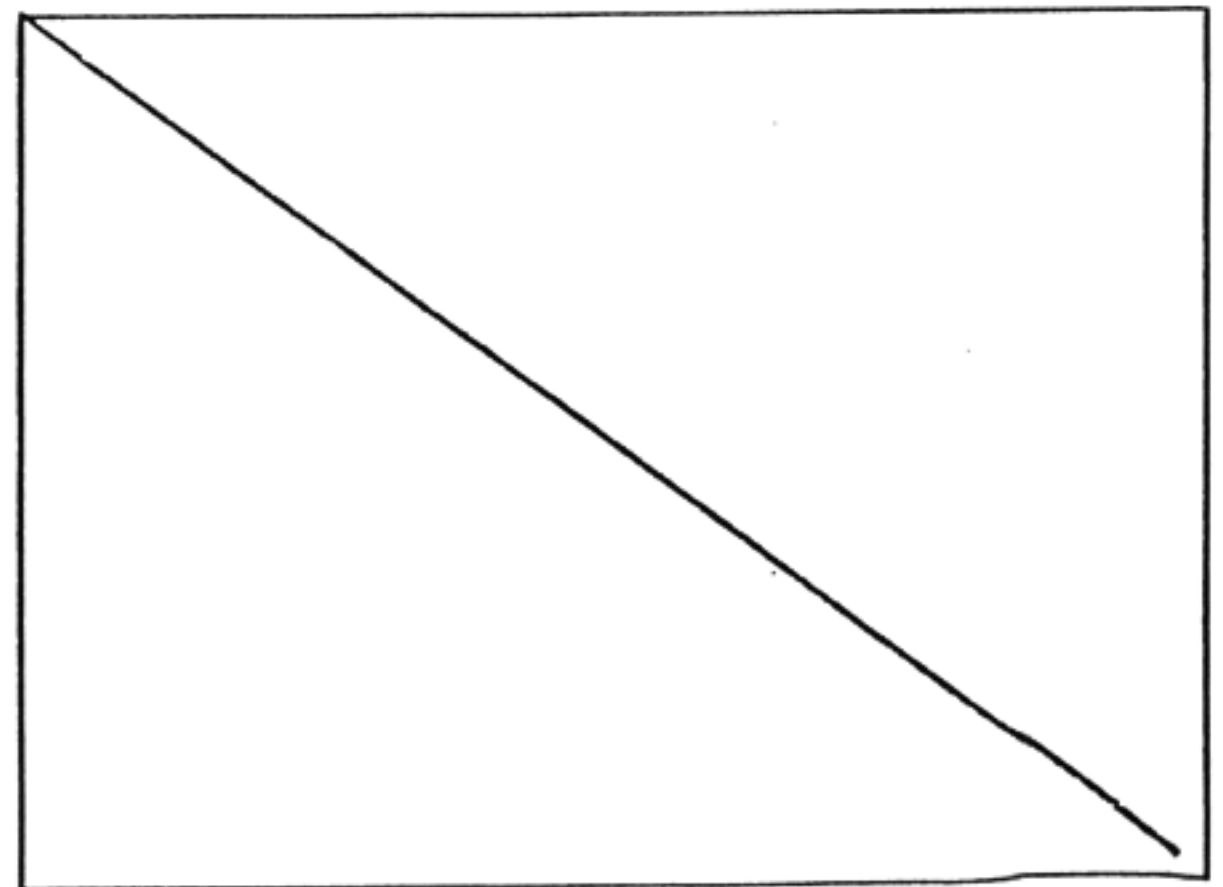


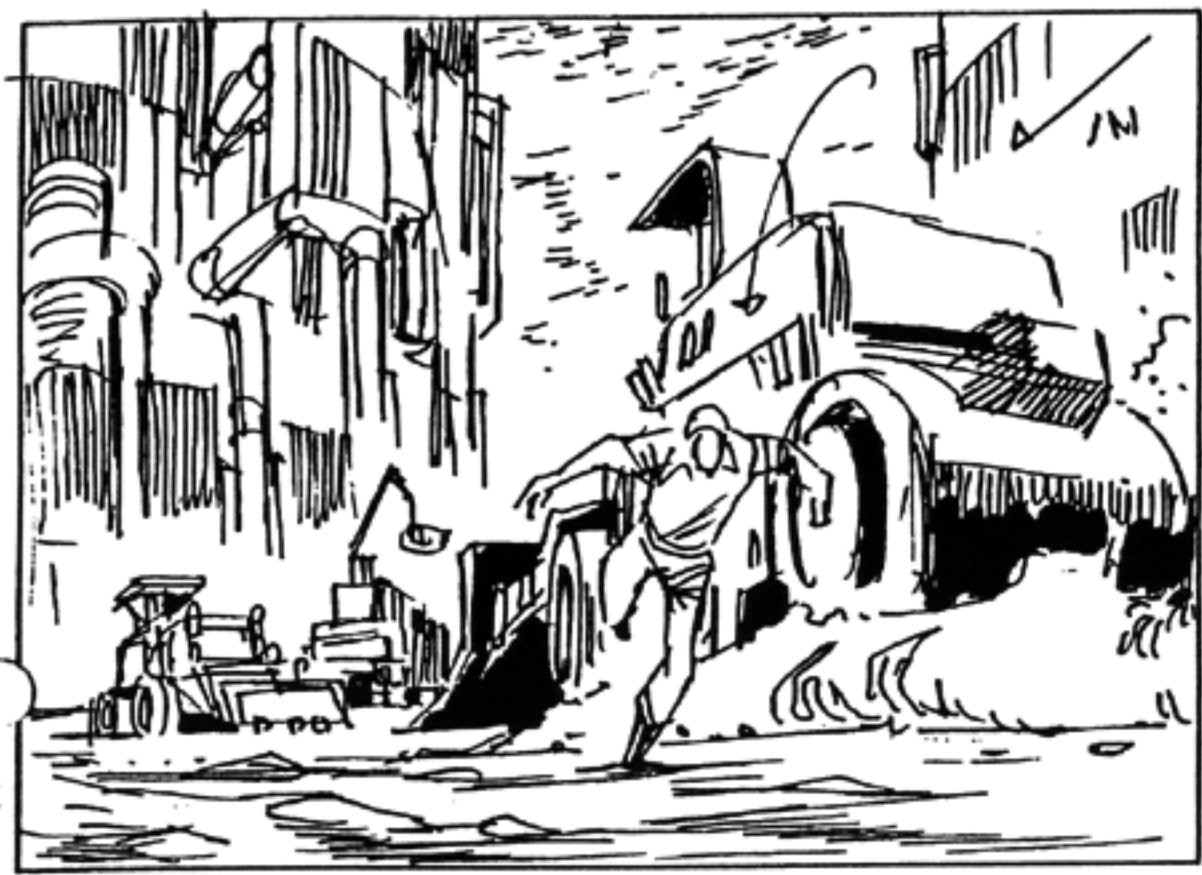
M.L.S. LONG HAUL. BACKS INTO POSITION TO RECEIVE THE STOLEN COMPONENT NEXT TO THE ENERGY DISC. TRUCK BACK TO FOREMAN.

27



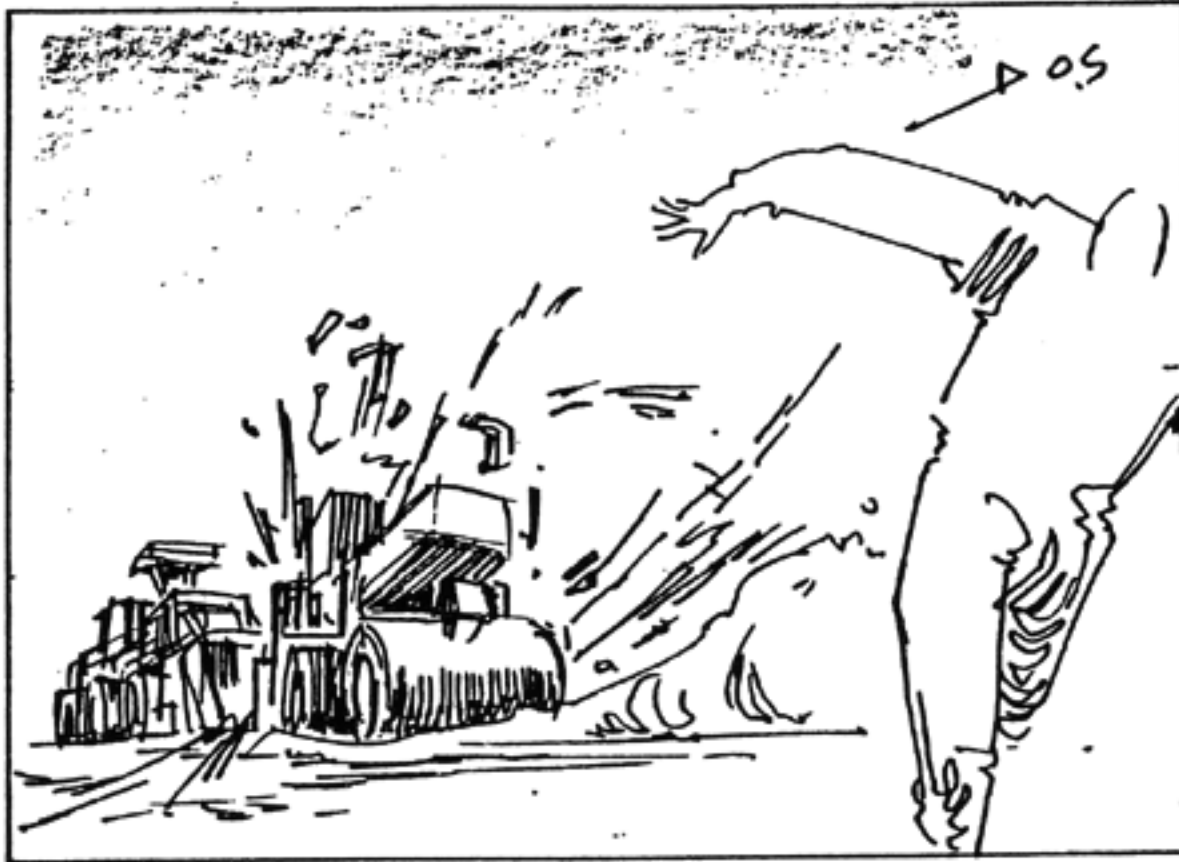
M.C.U. THE FOREMAN & ASST. FOREMAN: THEY'VE GOT THE POWER-CONVERTER, TOO! STOP THEM!



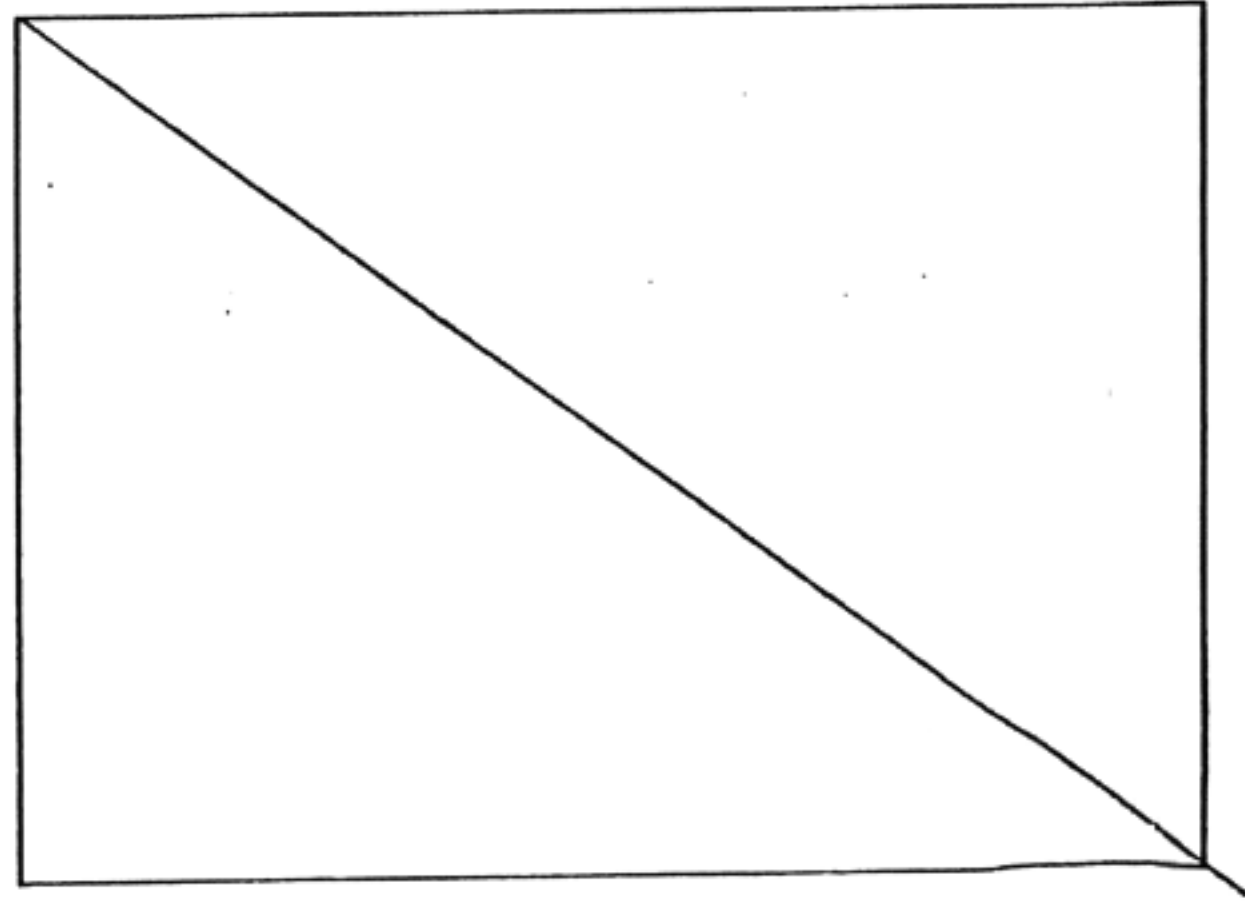
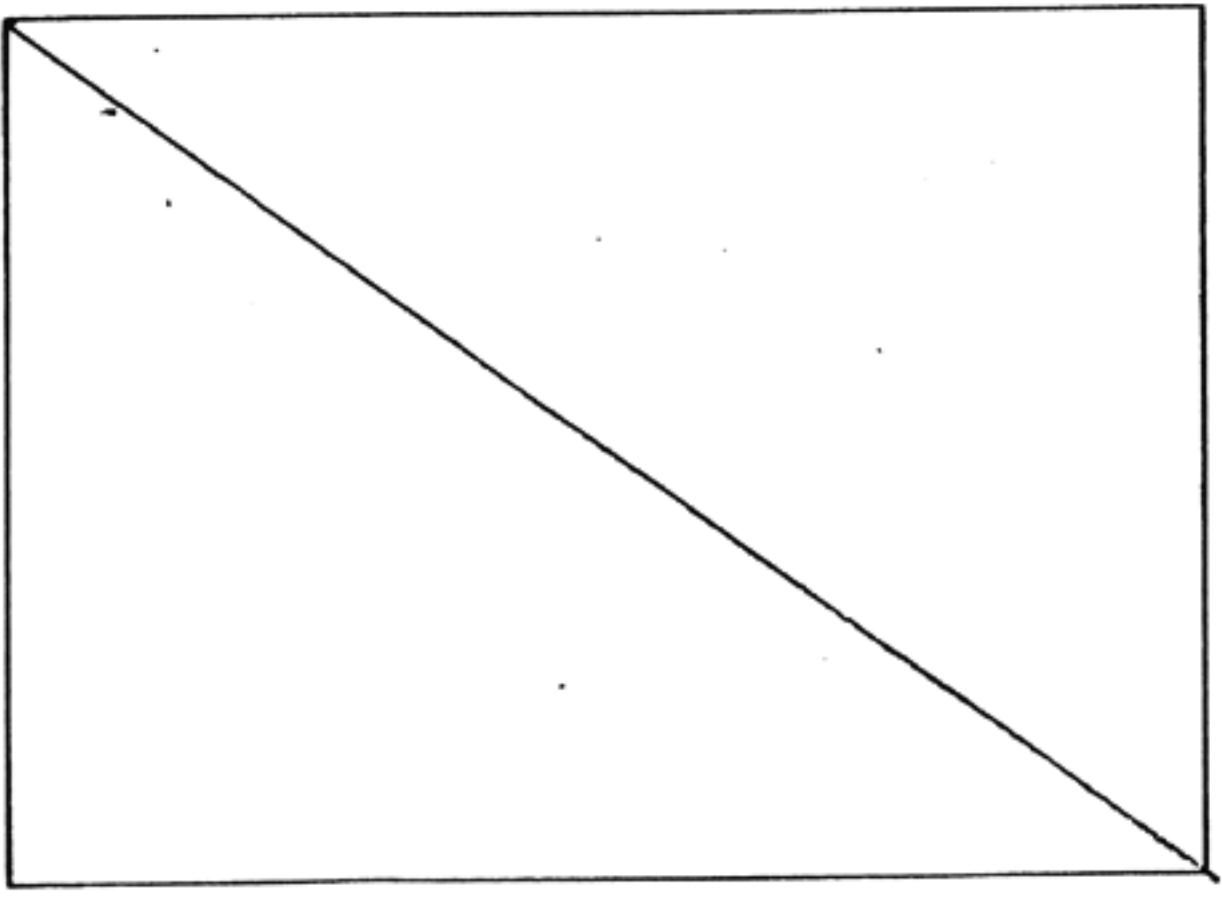
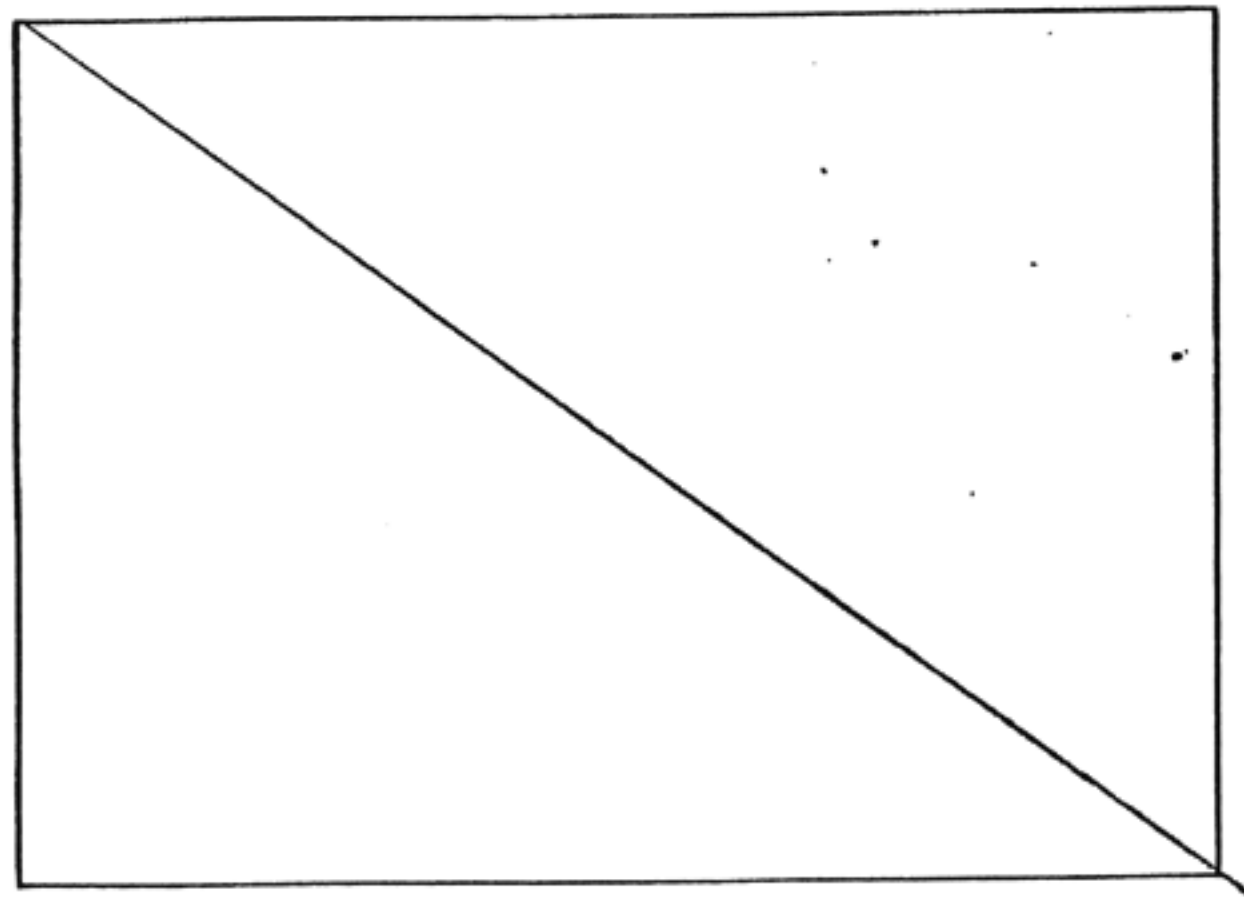
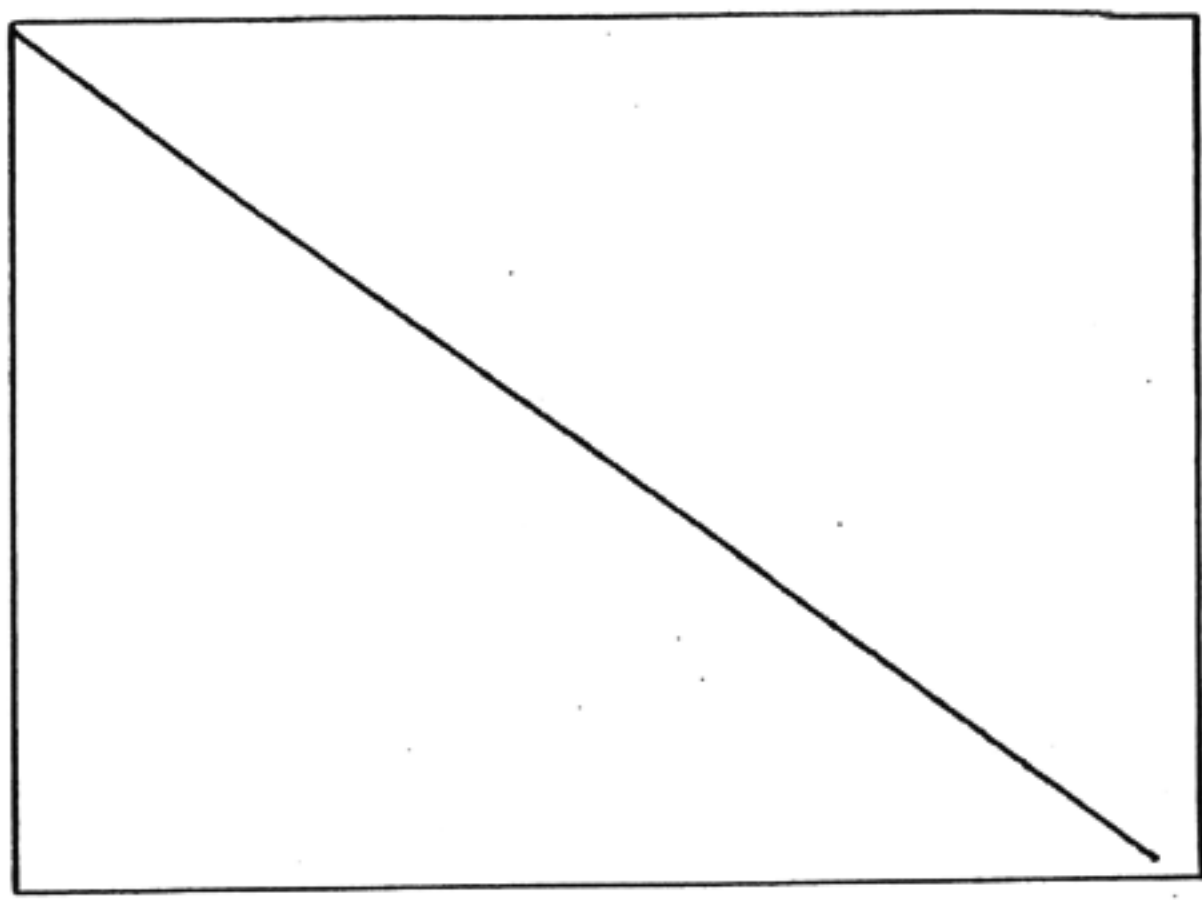


L.S. A BULLDOZER & BONE CRUSHER.  
THE DRIVER JUMPS FREE, MOMENTS  
BEFORE THE BULLDOZER...

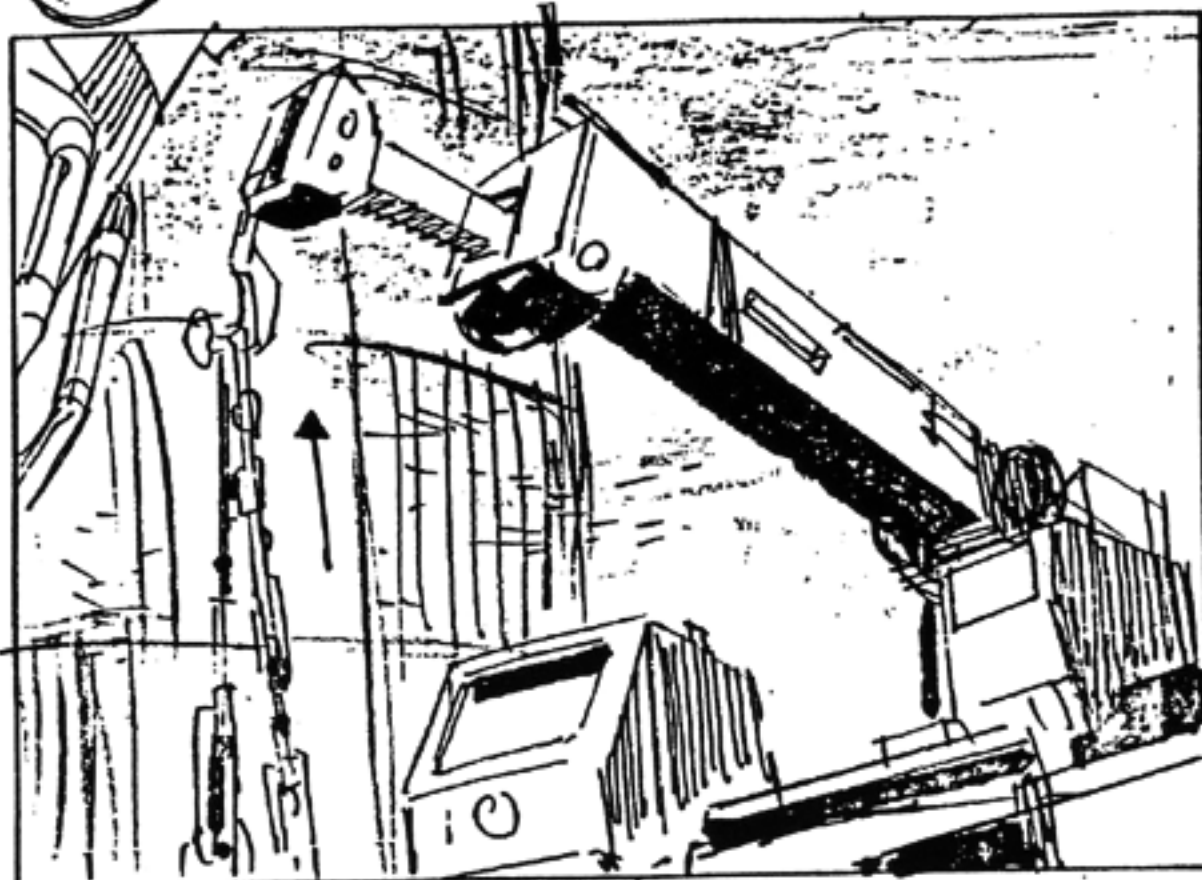
CONT



... COLLIDES HEAD ON WITH  
BONE CRUSHER. THE IMPACT LITERALLY  
SHAKING APART THE REGULAR MACHINE.



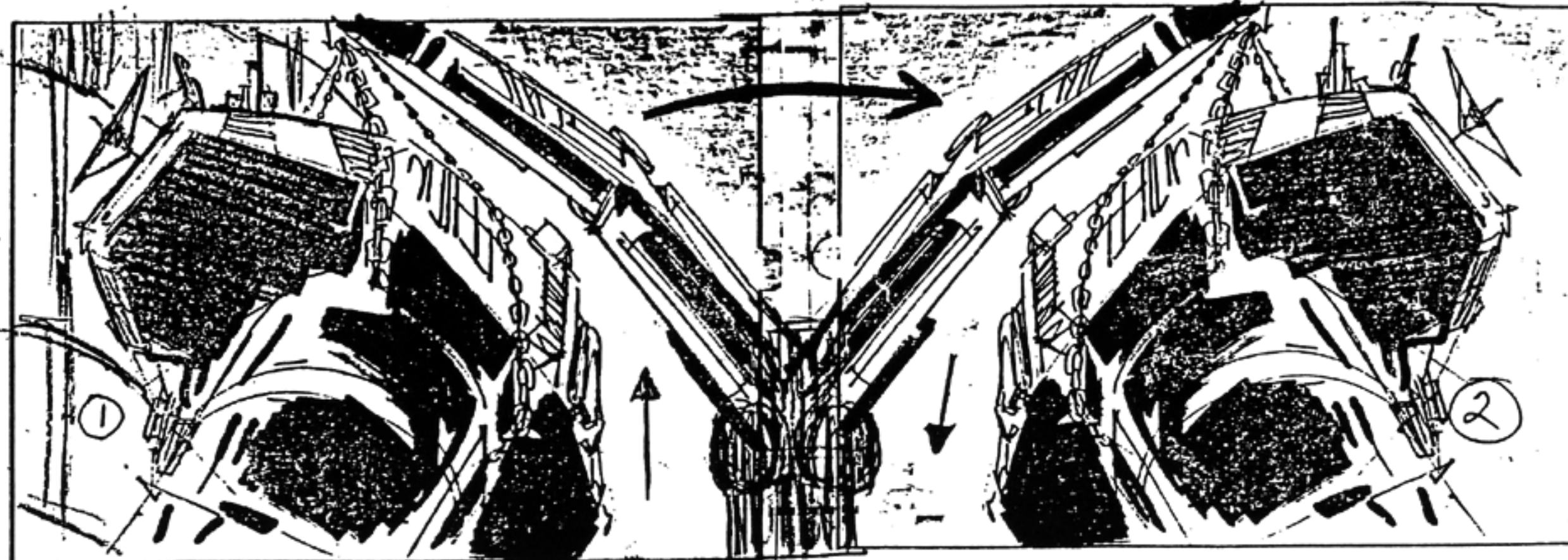
29



M.C.U. HOOK . LIFTS ...

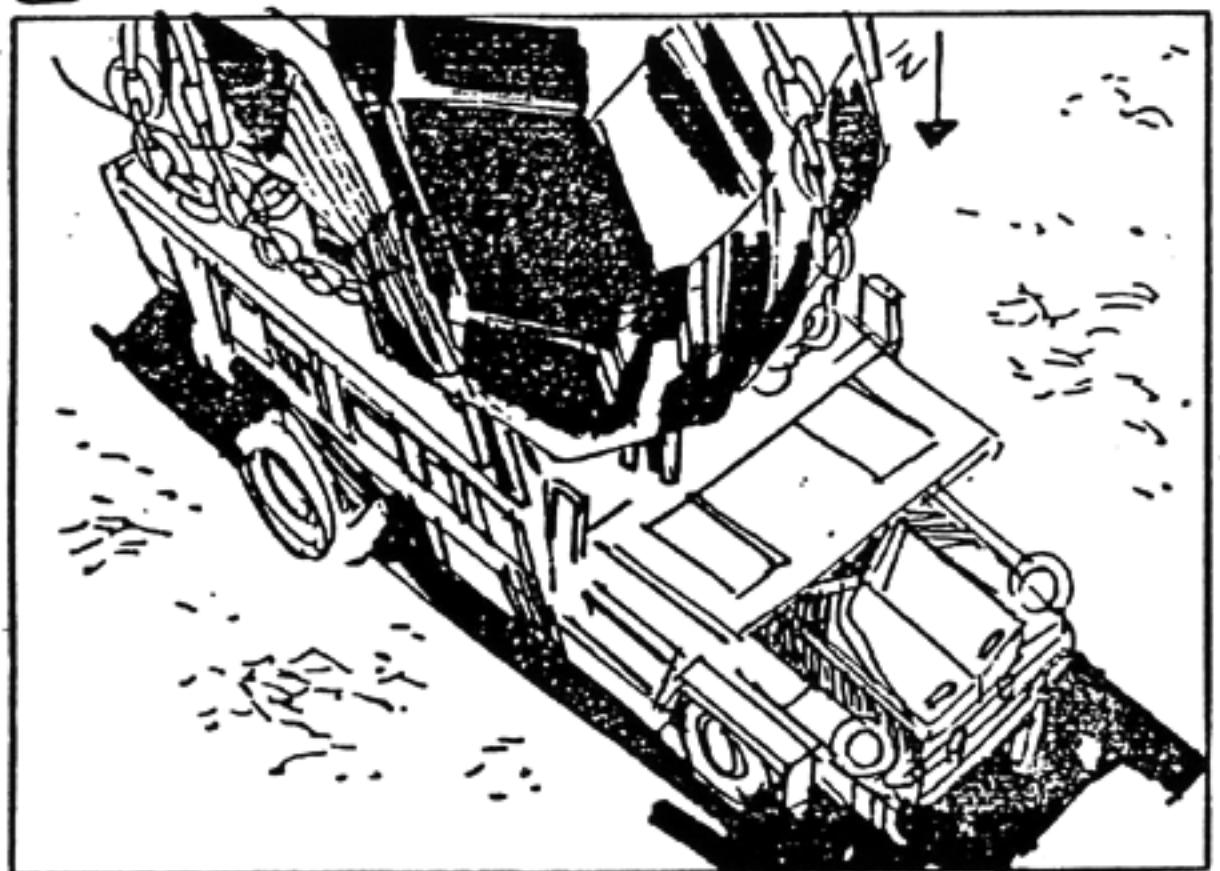
CONT START

← PAN BG.



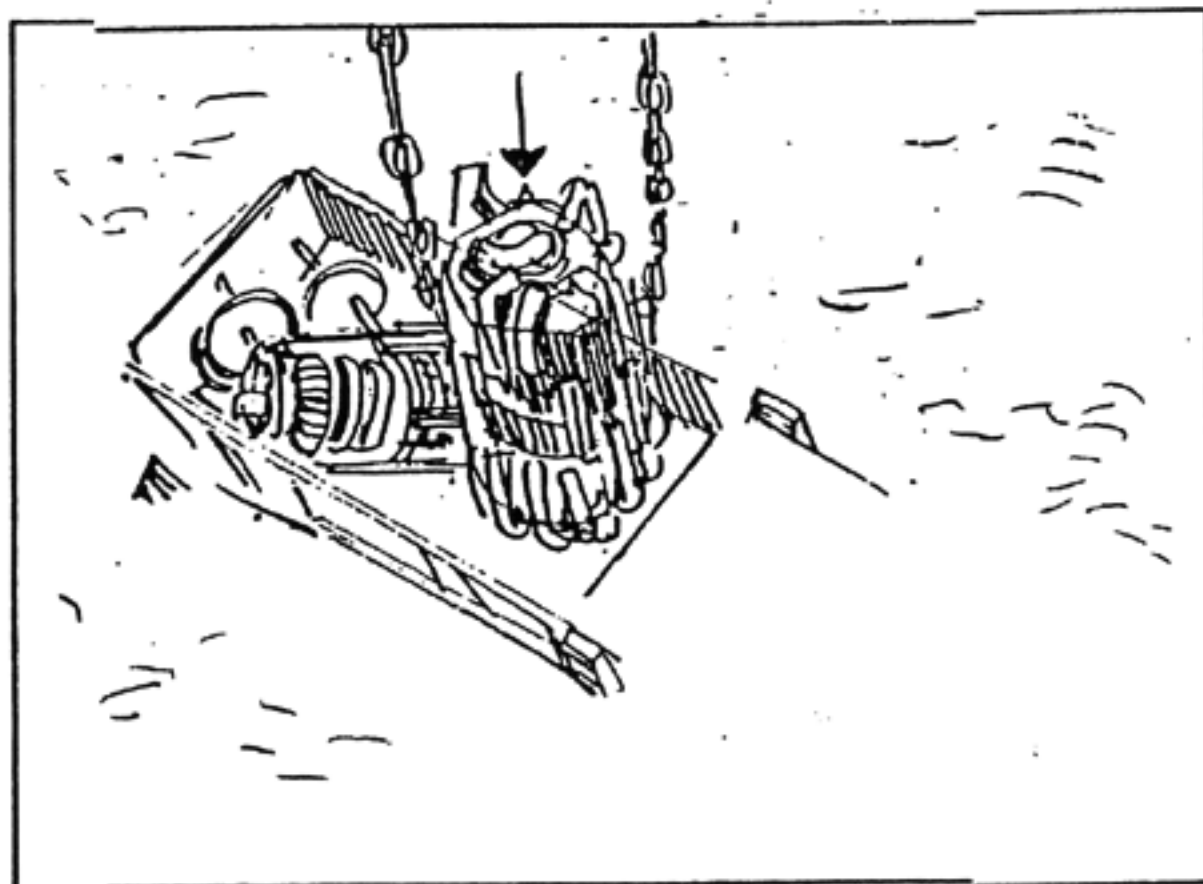
... OTHER COMPONENTS OF THE FACILITY, AND DEPOSITS THEM INTO

30



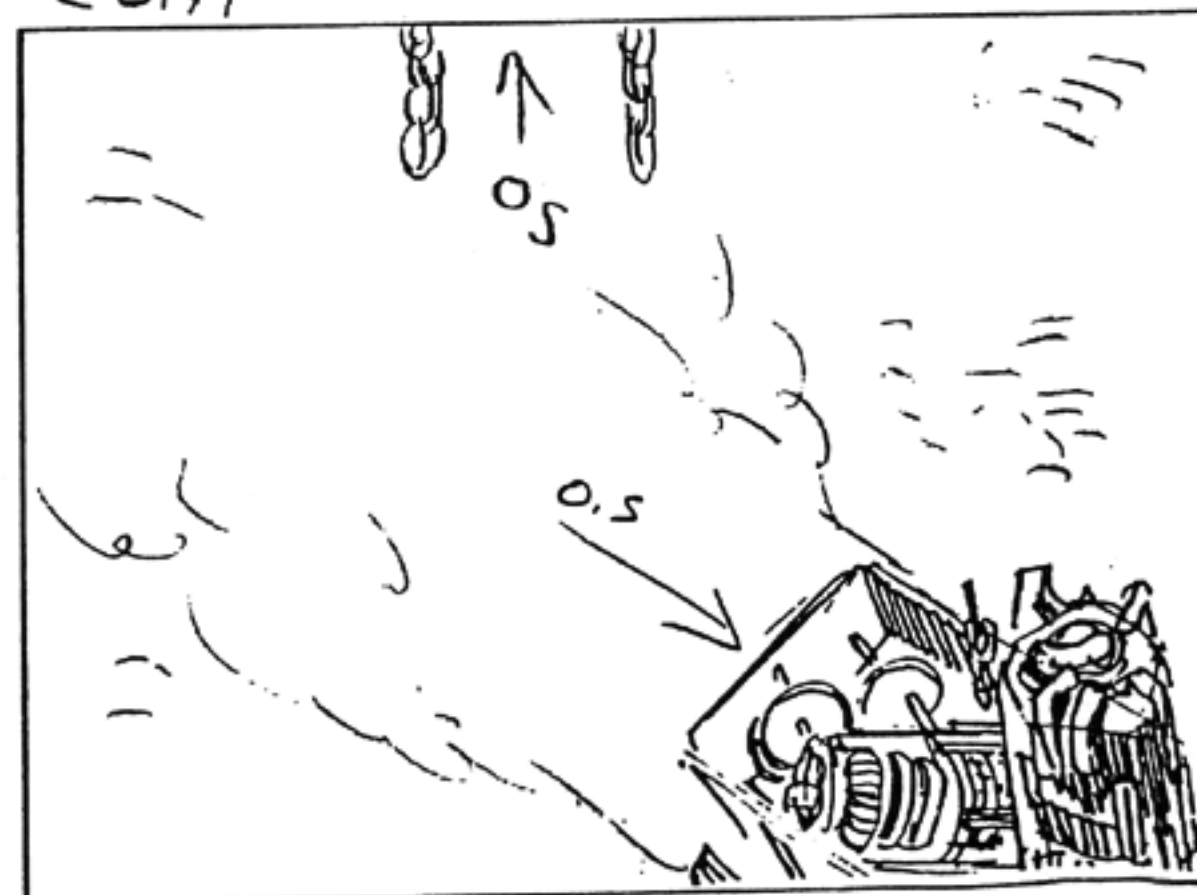
D.S. LONGHAUL, WHO...

CONT.



... AFTER BEING LOADED. ...

CONT



... SPEEDS AWAY.

31

START

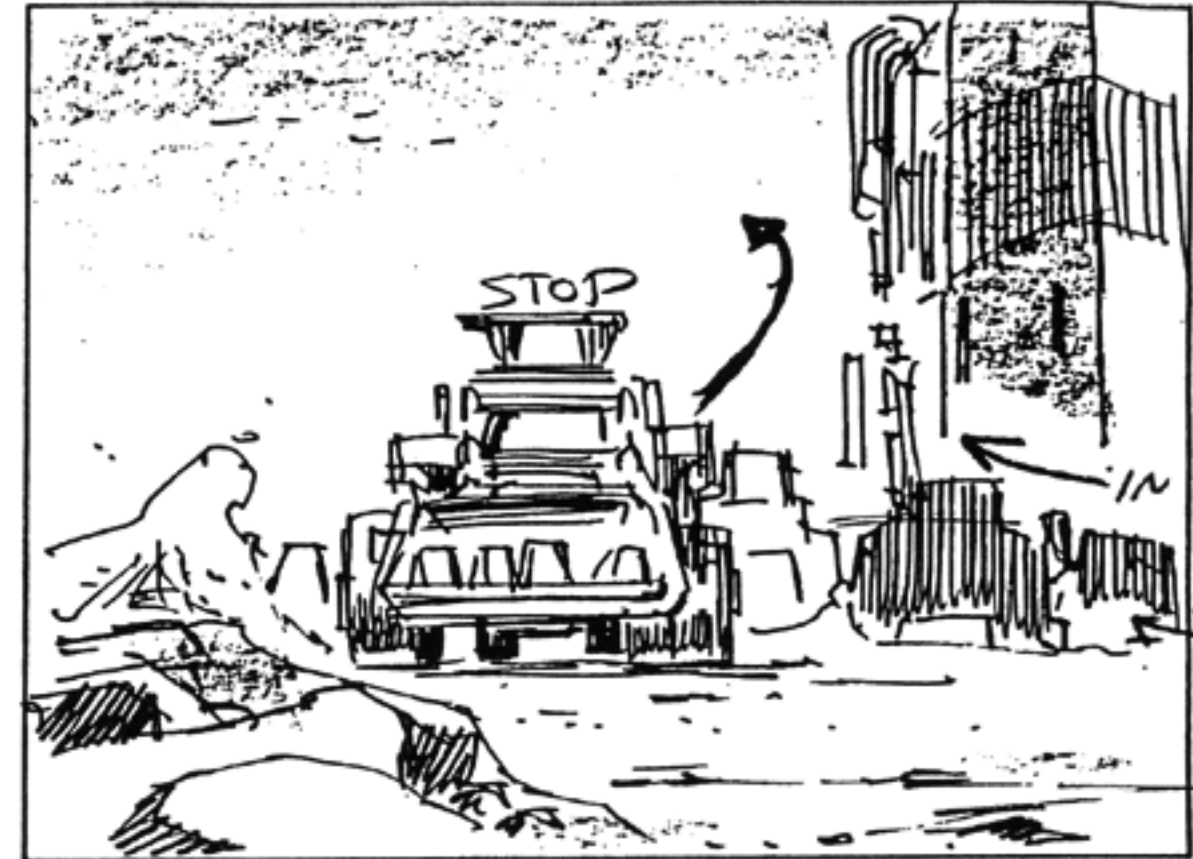
← PAN BG



STOP



CONT



L.S. THE CONSTRUCTION. DRIVE THROUGH THE WRECKAGE OF THE CONSTRUCTION SITE ... AND GATHER WITH THE OTHERS (BONECRUSHER MIXMASTER) (SCRAPPER, LONG HAUL, SCAVANGER, & HOOK) SCRAPPER: WE HAVE WHAT WE CAME FOR, CONSTRUCTION ... TRANSFORM!

START

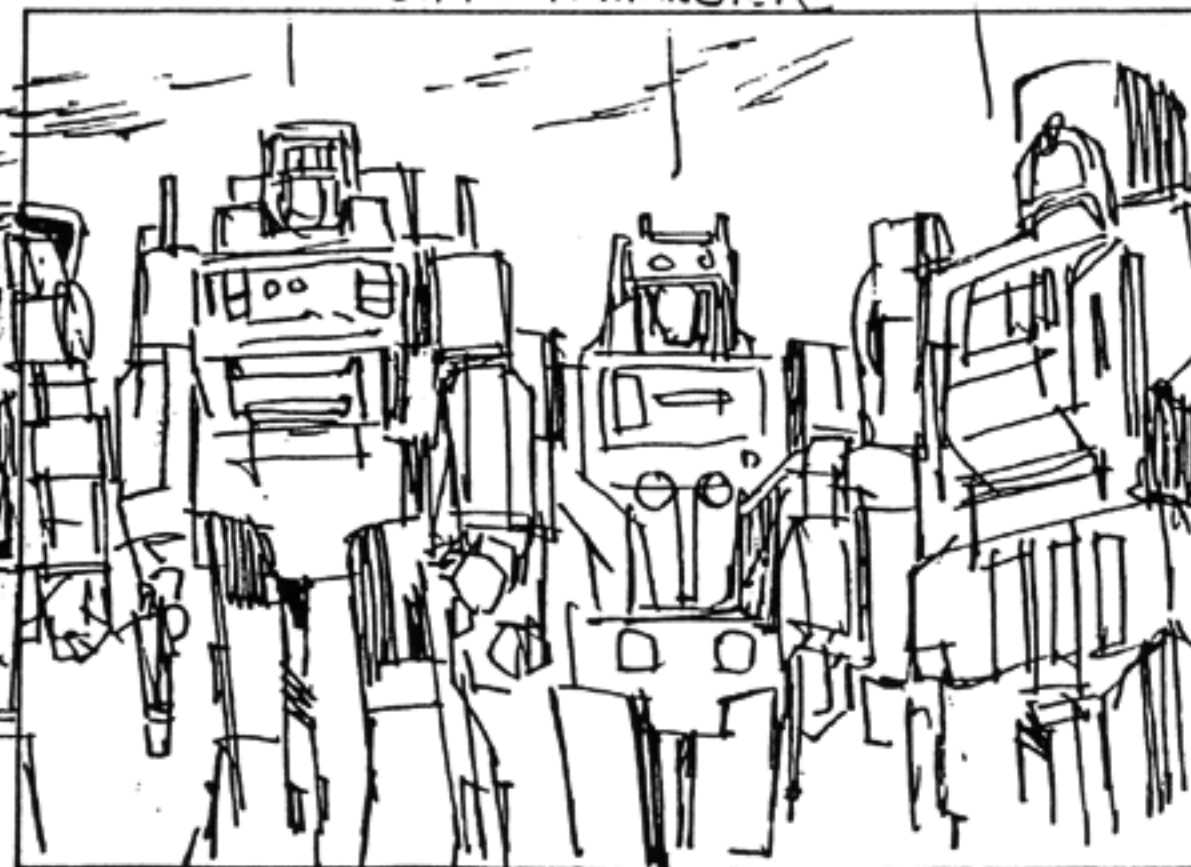
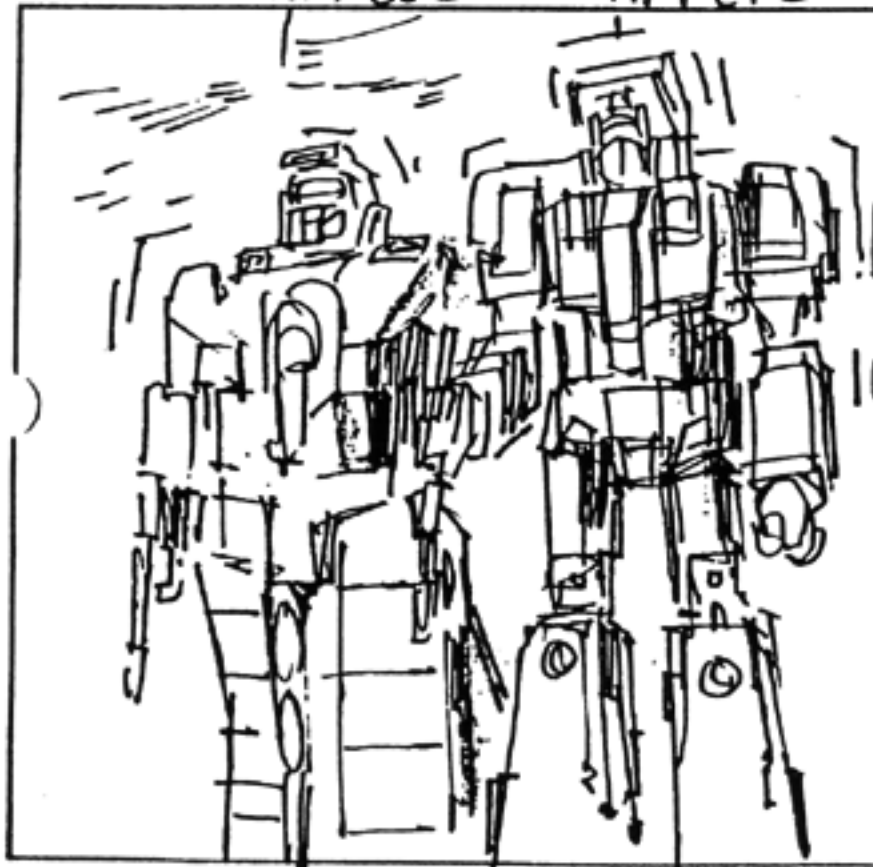
PAN →

STOP

CONT SCAVANGER SCRAPPER

HOOK

BONECRUSHER MIXMASTER LONG HAUL



THE SIX CONSTRUCTION TRANSFORM INTO THEIR HUMANOID ROBOTIC FORMS.

32



D.S. CONSTRUCTION & HUMANS. THE FORMAN & THE WORKERS MOVE CAUTIOUSLY TOWARD THE CONSTRUCTION

33



M.S. THE FOREMAN & WORKERS, MOVE TOWARDS THE CONSTRUCTION

CONT



...REACHES OUT WITH HIS HAND AND...  
SCRAPPER (CONT) ... WITH US.

CONT



THEN STOP!  
SCRAPPER (VO) FOOLISH MAN OF FLESH!

35



M.S. FOREMAN & SCRAPPER'S HAND (INTO SCENE)  
... GRABS UP THE FOREMAN.

34

700-13

12



M.C.U. SCRAPPER. HE LEANS FORWARD ...  
SCRAPPER: IF YOU INTERFERE...

36



M.S. FOREMAN & SCRAPPER. HE RAISES THE HELPLESS FOREMAN  
SCRAPPER (CONT) YOU WILL BE TERMINATED!

36  
CONT



... SCRAPPER DROPS THE FOREMAN,

NO 150 37 38

MARVEL PRODUCTIONS, LTD.



D.S. THE WORKERS, AS THE FOREMAN FALLS ON TOP OF THEM.

39

700-13  
SLAYANGER SCRAPPER. HOOK

13

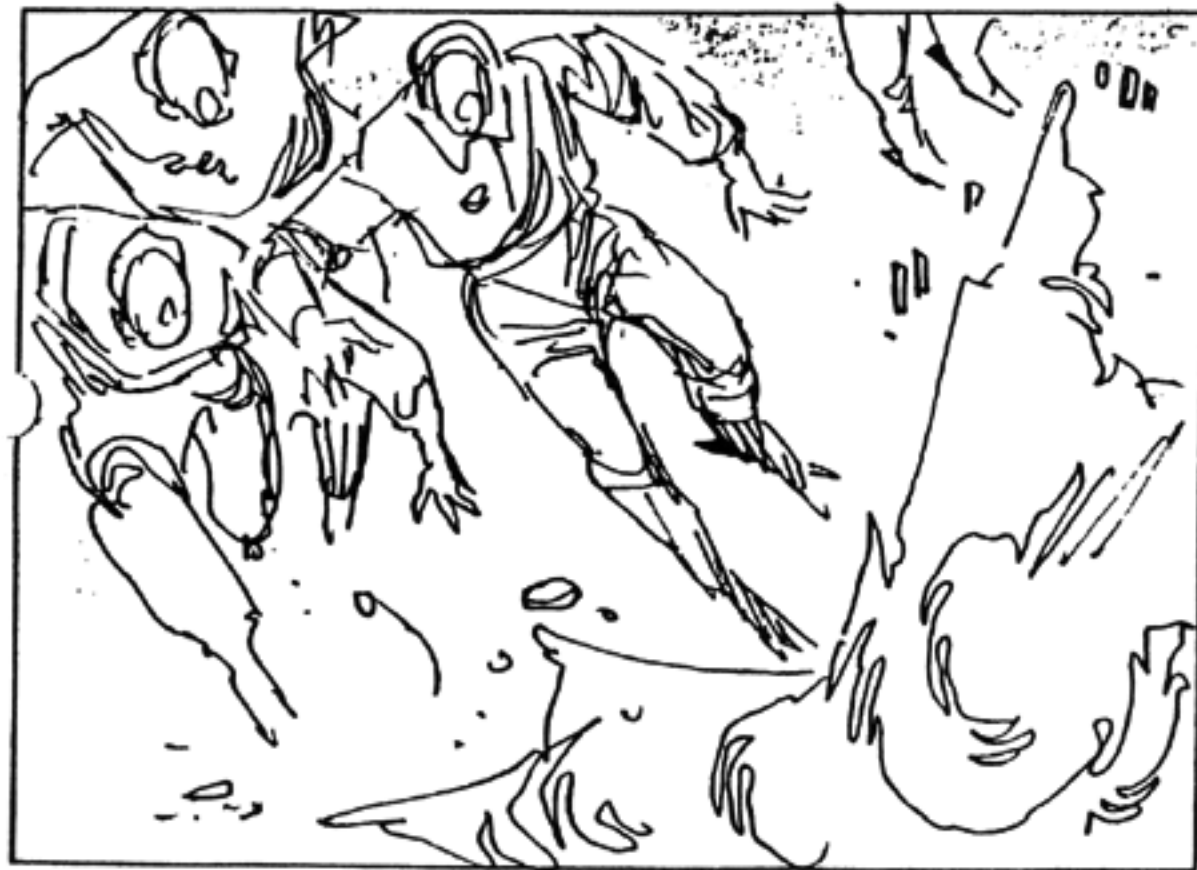


D.S. THE CONSTRUCTIONS & HUMANS, AS SCRAPPER AIMS HIS LASER GUN..

12

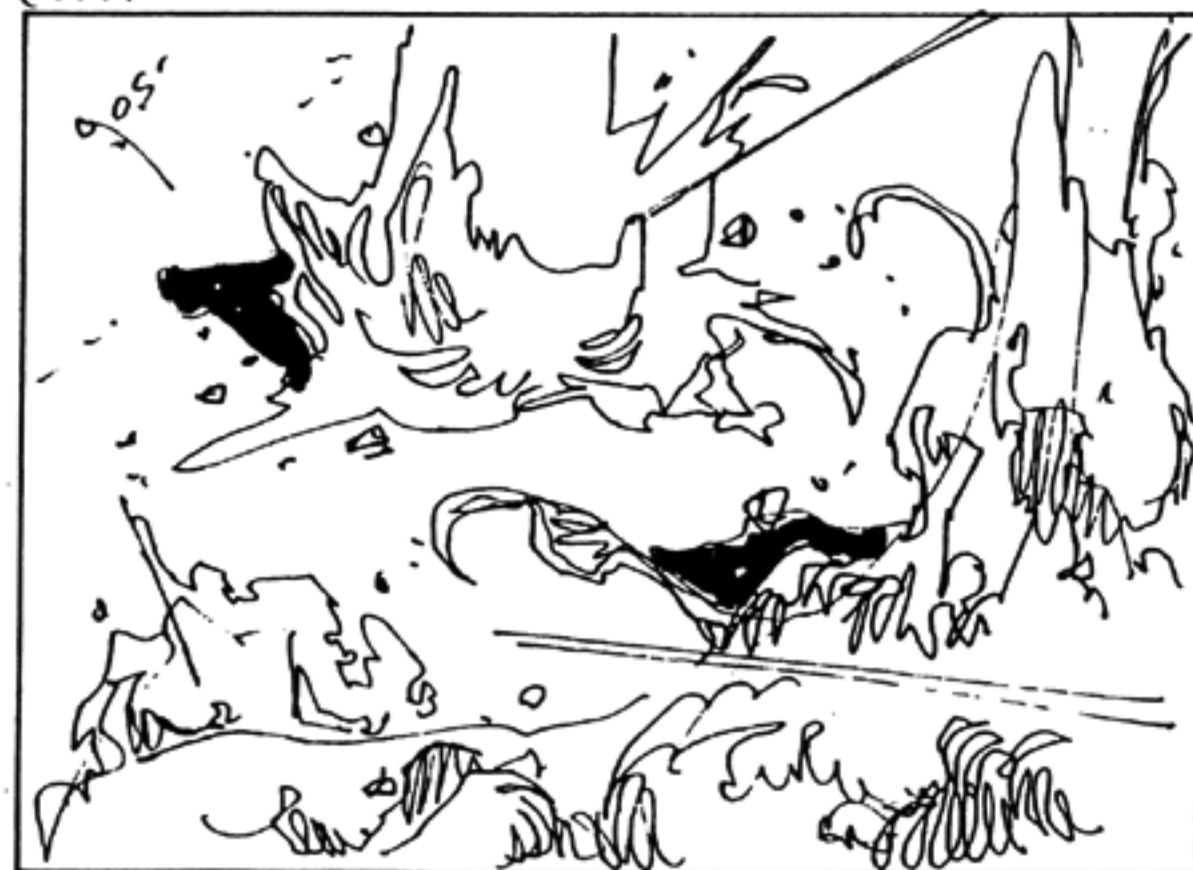
LONG VIEW

40



M.L.S. HUMANS, SCRAPPER FIRES HIS LASER GUN AT THE FEET OF THE HUMANS WHO RECOIL IN HORROR.

CONT



.. A SECOND & THIRD BLAST HIT!

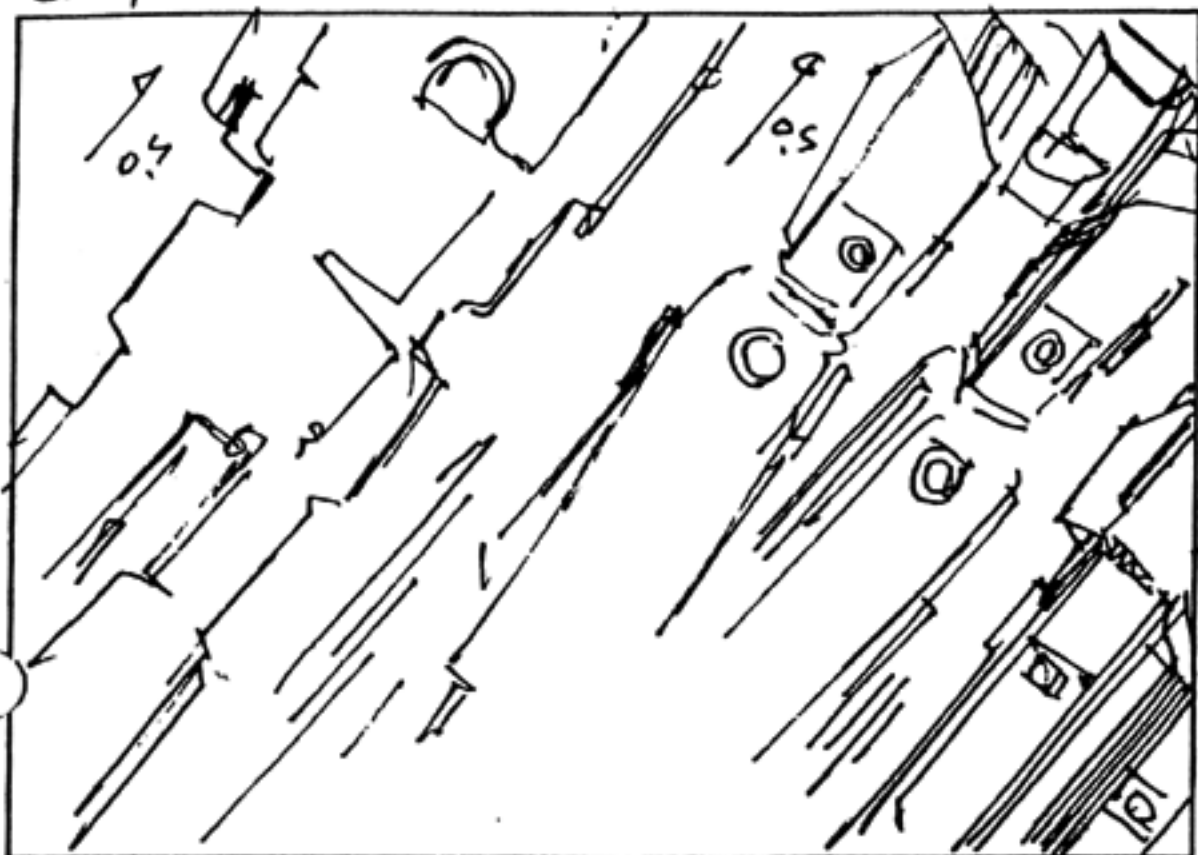
41

SCRAPPER

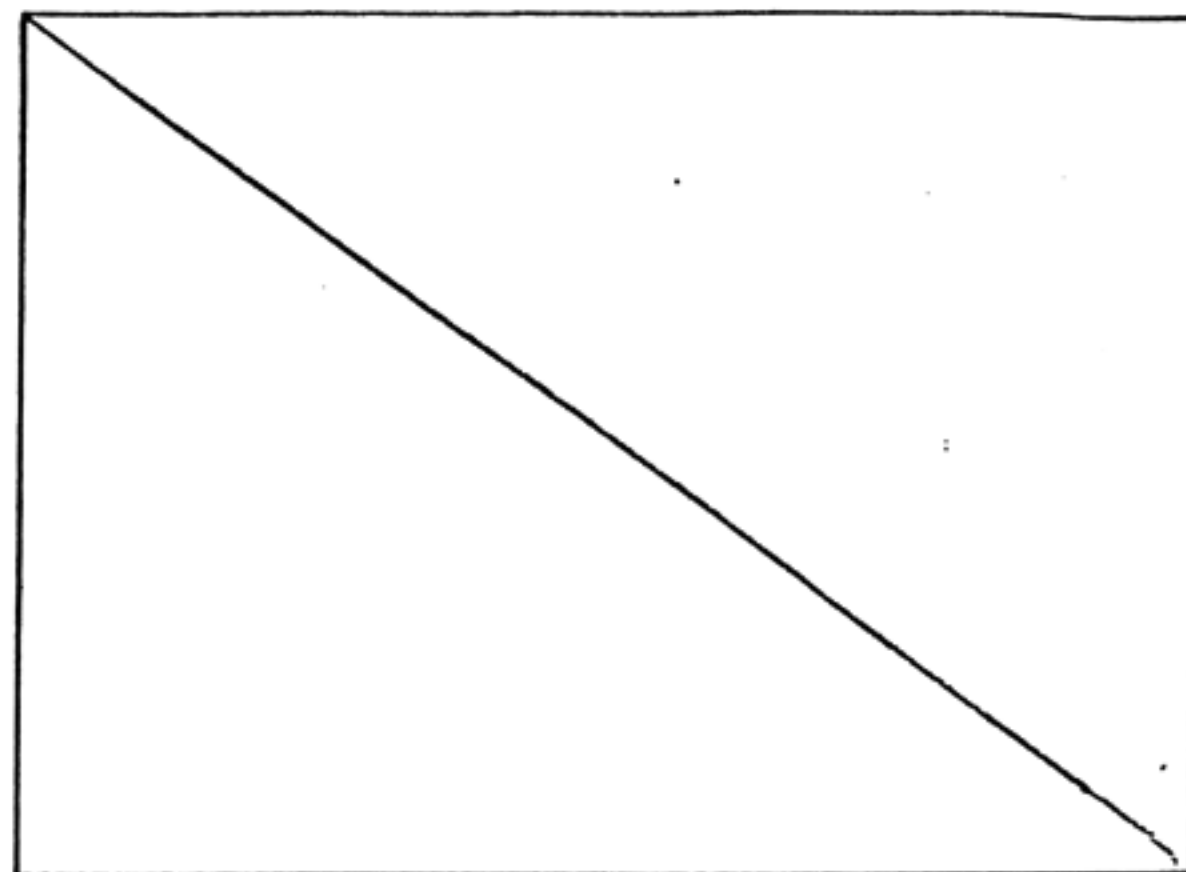
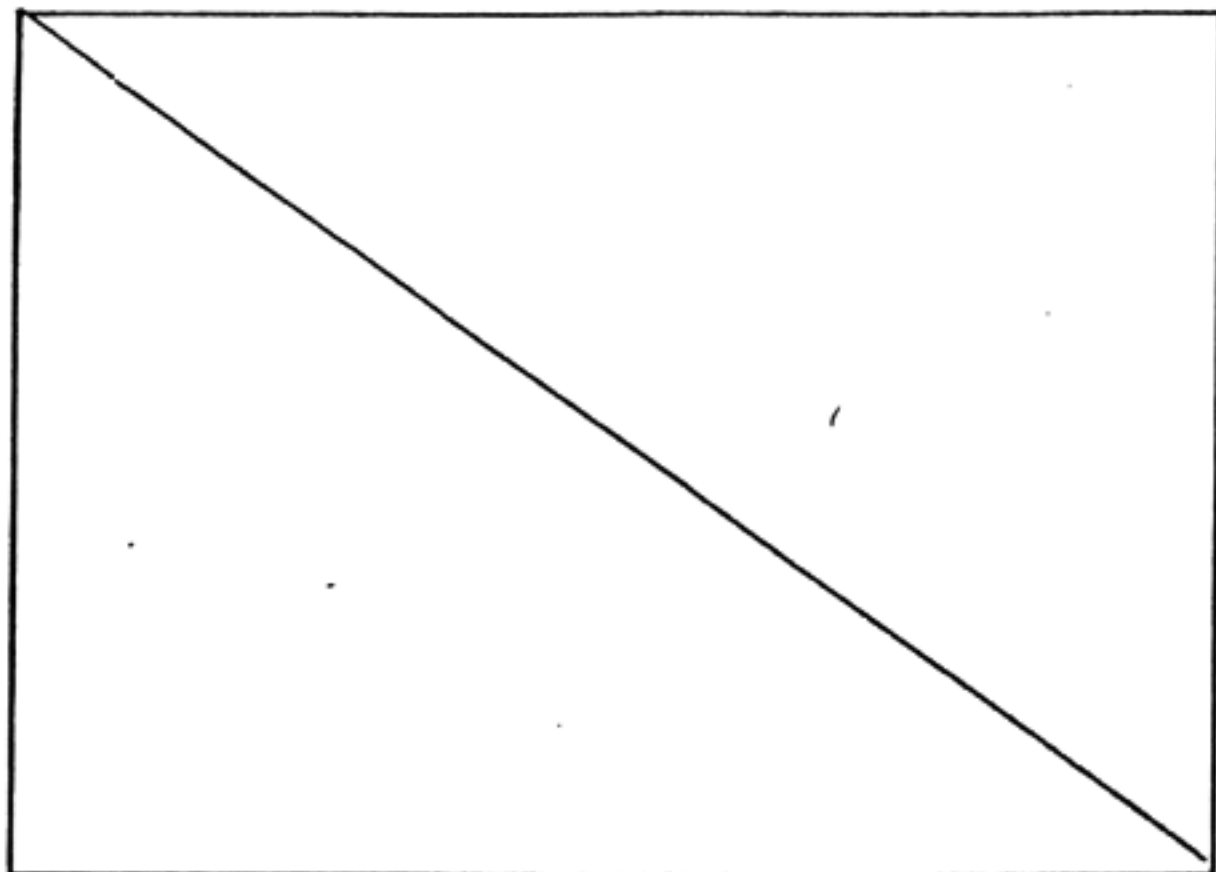


M.S. CONSTRUCTIONS SCRAPPER WE RETURN TO OUR MASTER - MEGATRON!

41  
CONT



...THEY ALL ROCKET AWAY, WITH  
SCRAPPER IN THE LEAD.



13

42

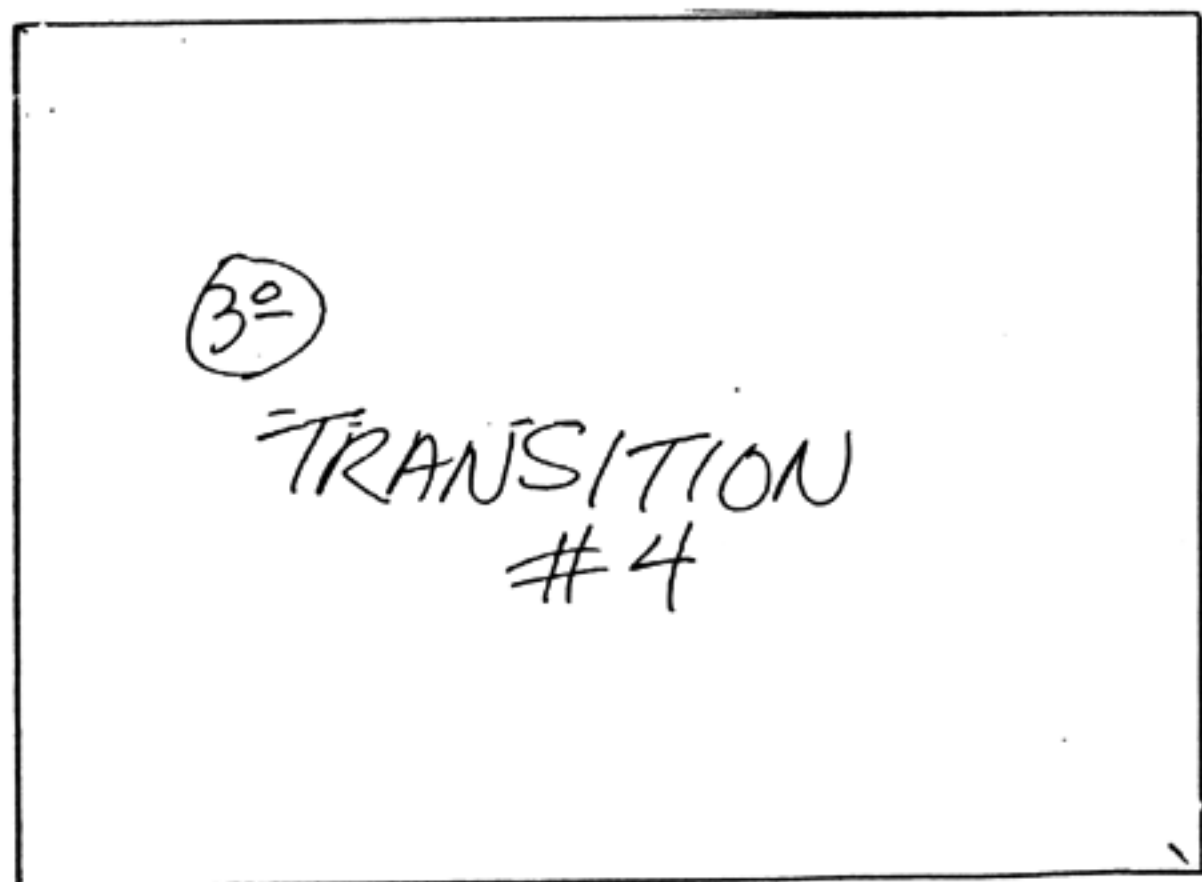


M.L.S. THE HUMANS WITH THE CONSTRUCTIONS  
FLYING AWAY OVERHEAD.

43



M.I.C.U THE FOREMAN & ASST. (CONTEMPTUOUSLY, DEFEATEDLY)  
FORMAN: THEY'RE WITH THE DECEPTICS!

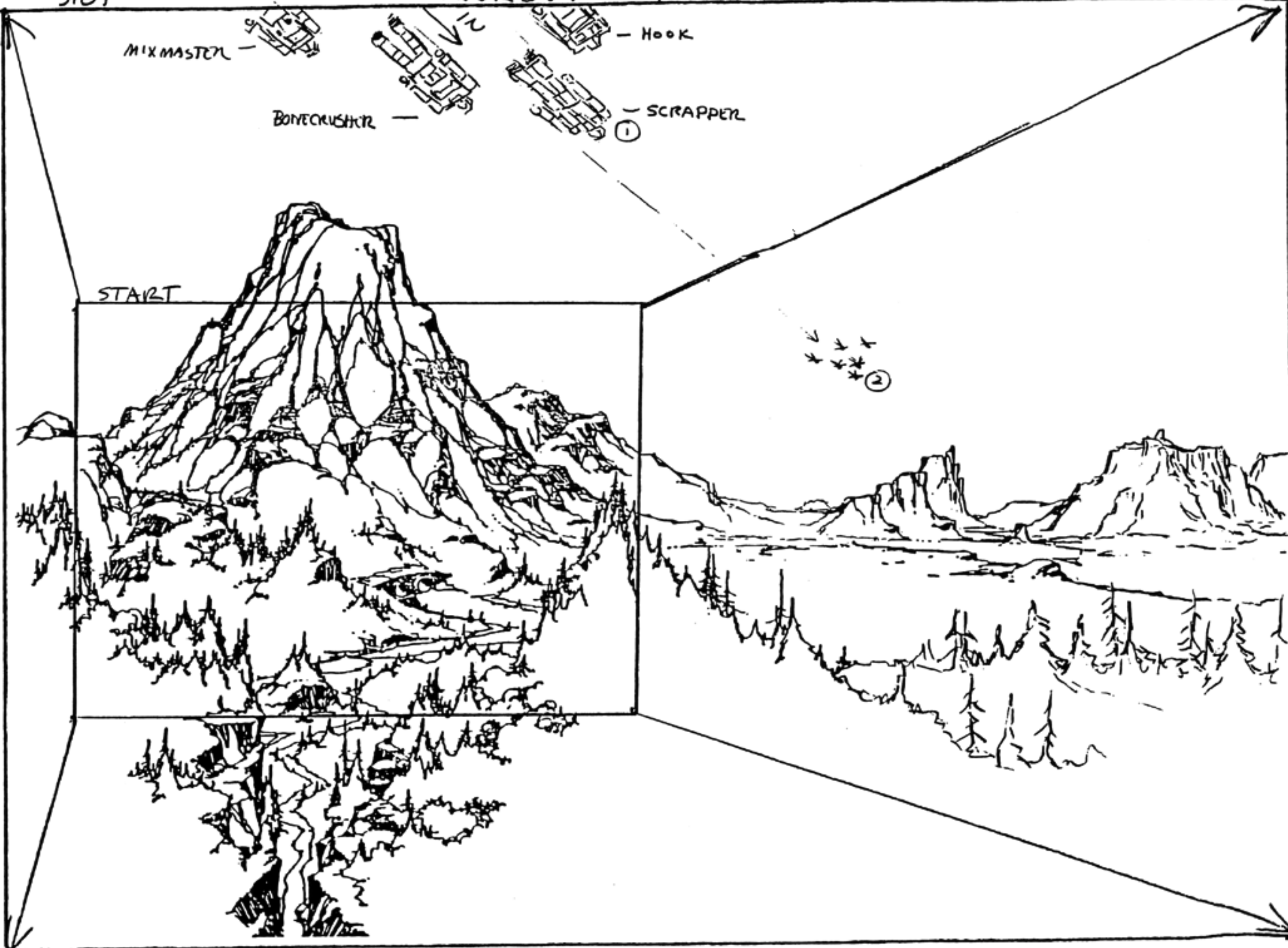


30

TRANSITION  
#4

STOP

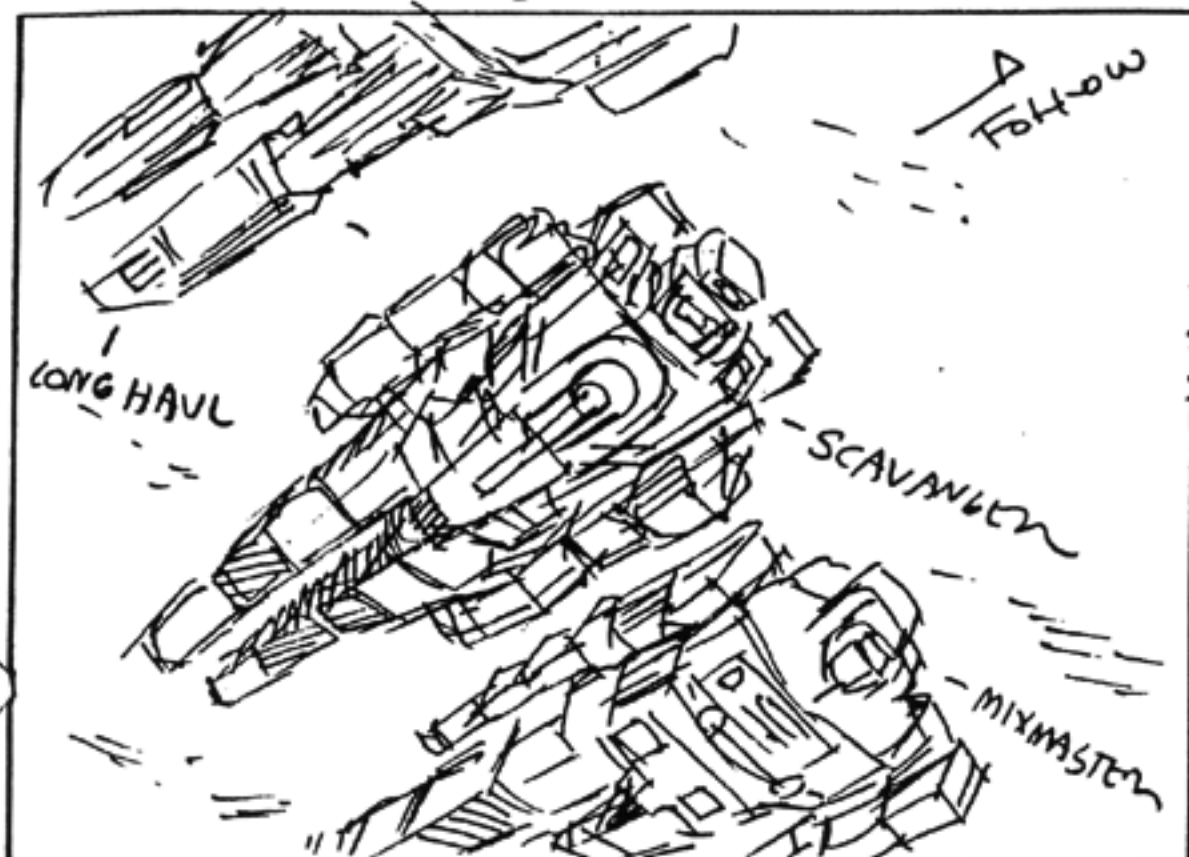
TRUCK OUT 16 FIELD



XL.S. THE AUTOBOTS HEADQUARTERS. AS THE SIX CONSTRUCTIONONS FLY INTOFRAME AND PASS THE VERY DISTANT VOLCANO:

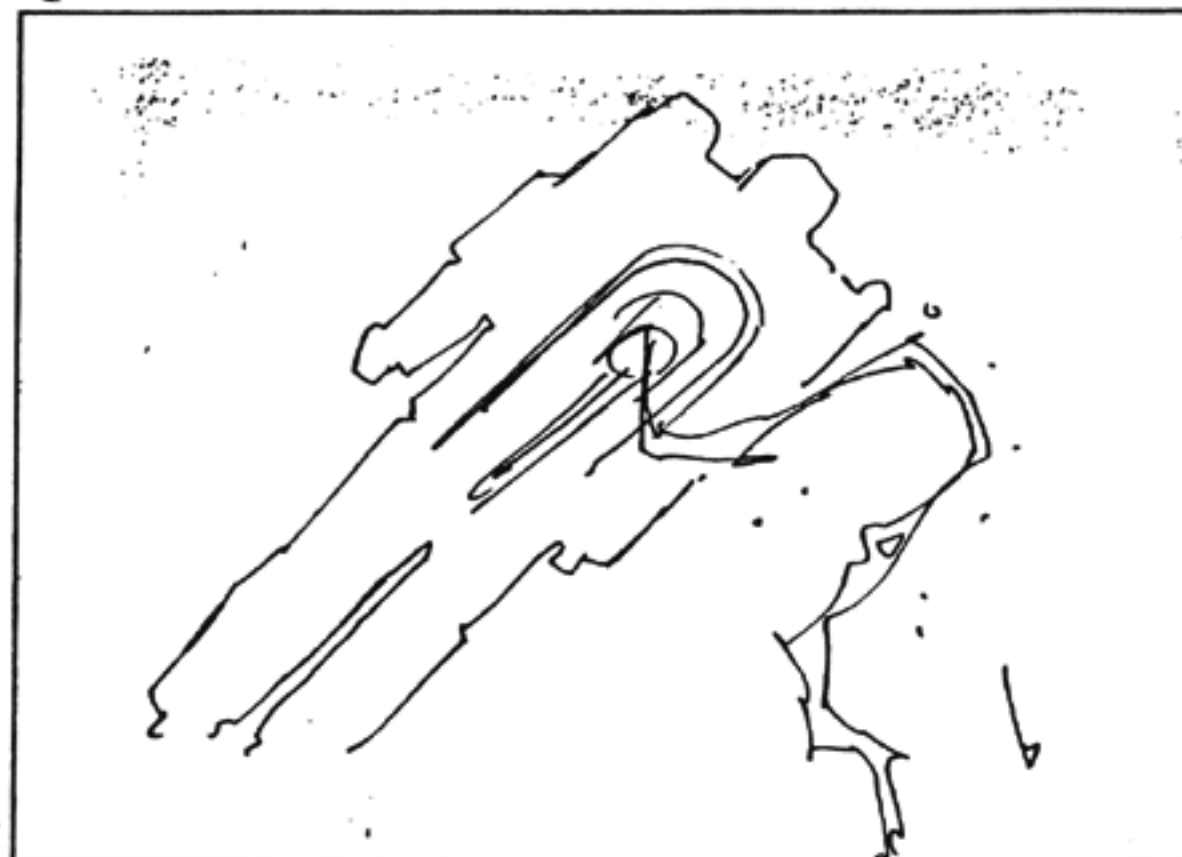
45

PAN B6



GROUP UP SHOT THE CONSTRUCTION (SCAVANGER, MIXMASTER, LONG HAUL)

CONT

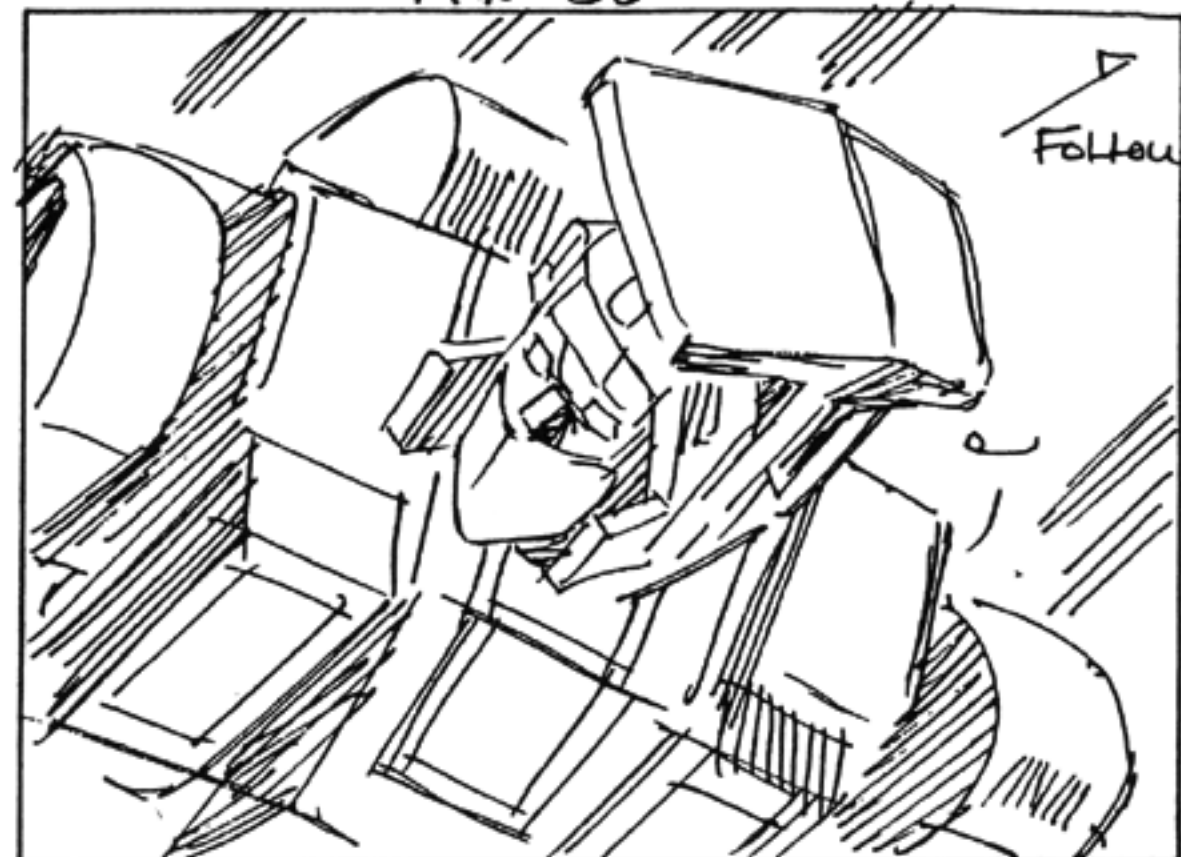


... VISIBLE SONIC BEAMS EMANATE FROM SCAVANGER'S CHEST. SCAVANGER: I HAVE A READING, SCRAPPER... IT MUST BE THE SECRET ENTRANCE.

46

700-13  
PAN B6

16



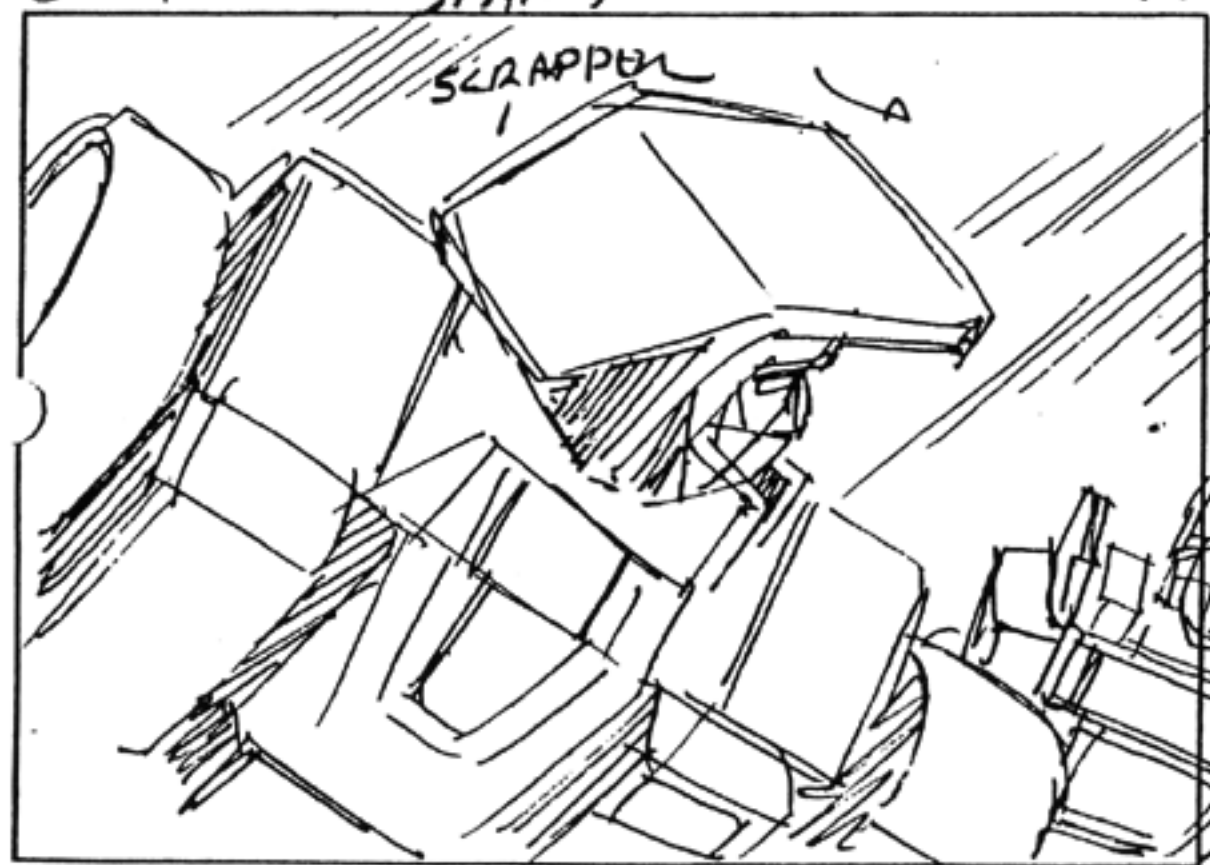
C.V. SCRAPPER, LOOKS TOWARD SCAVANGER. SCRAPPER: IT'S ABOUT TIME YOU DID YOUR JOB, SCAVANGER!

CONT

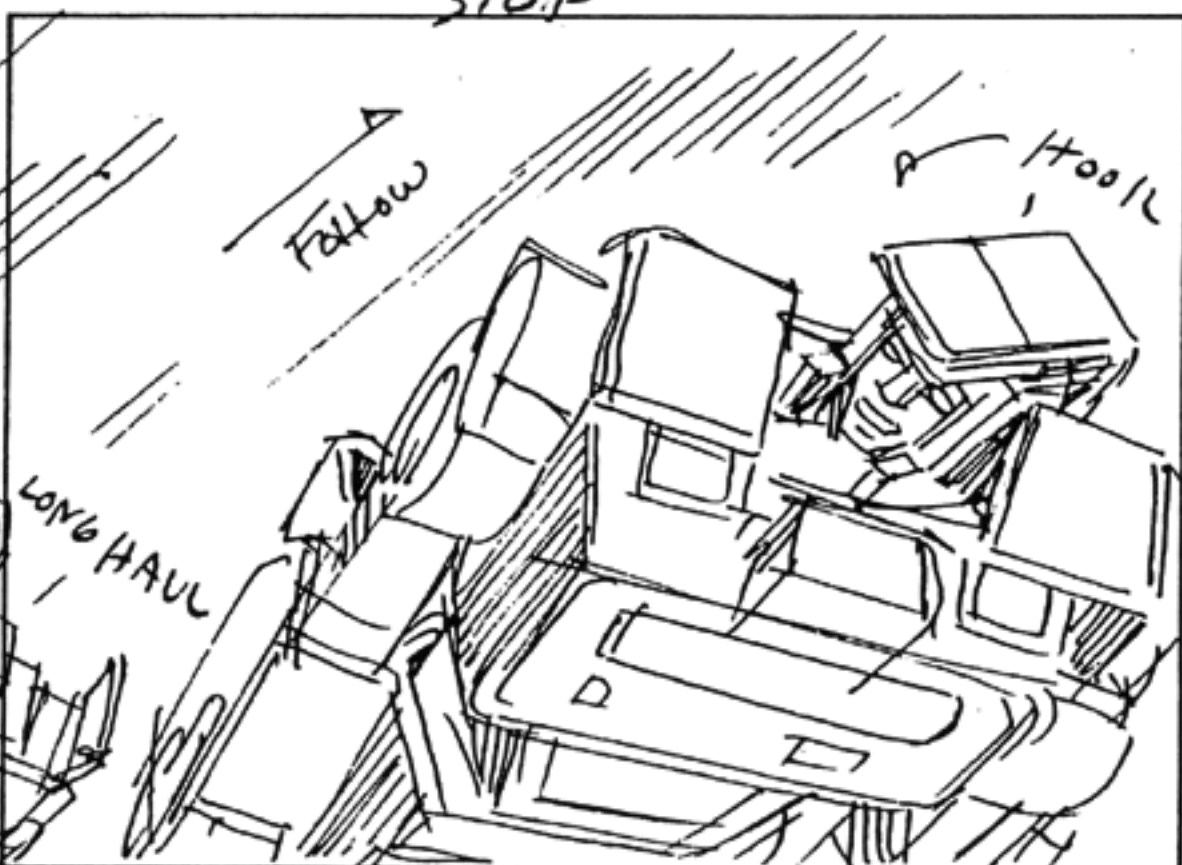
START

PAN →

STOP

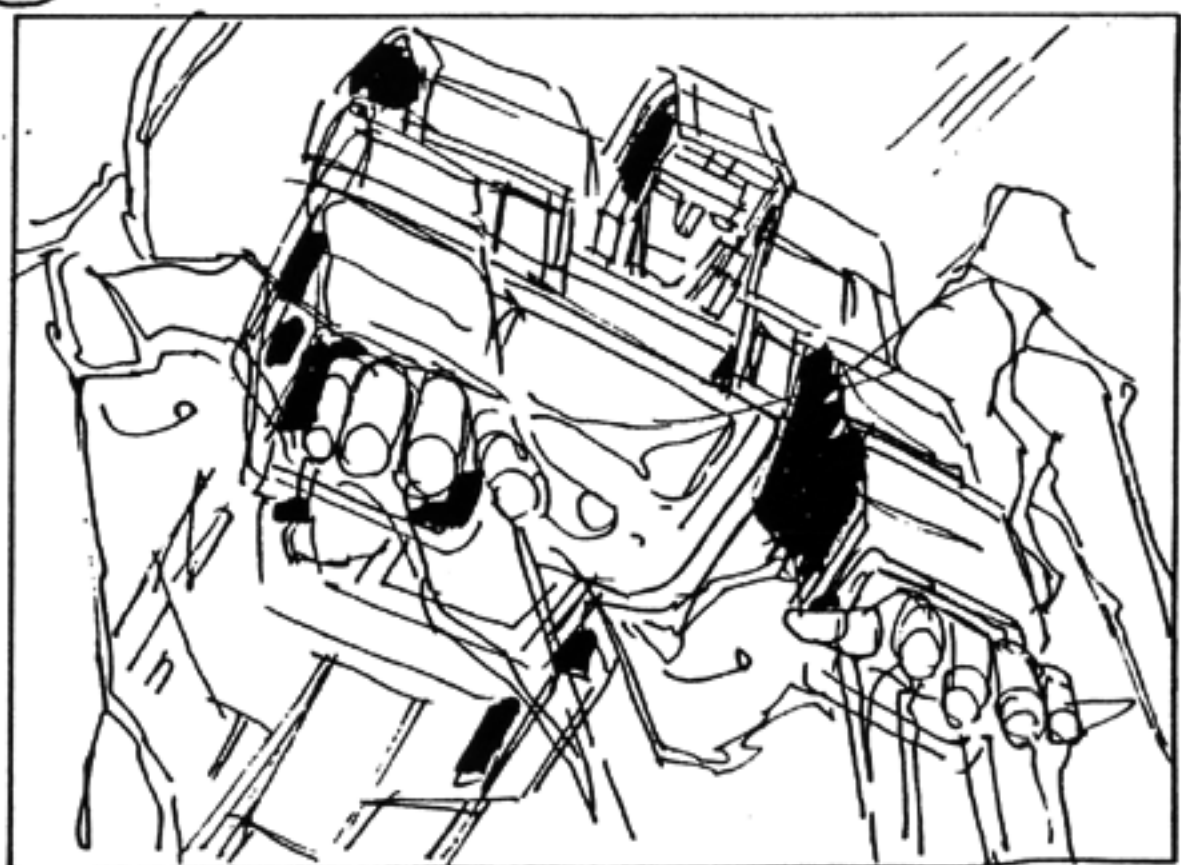


HE THEN LOOKS TOWARD HOOK, SCRAPPER: HOOK! ... ACTIVATE THE ENTRANCEWAY!

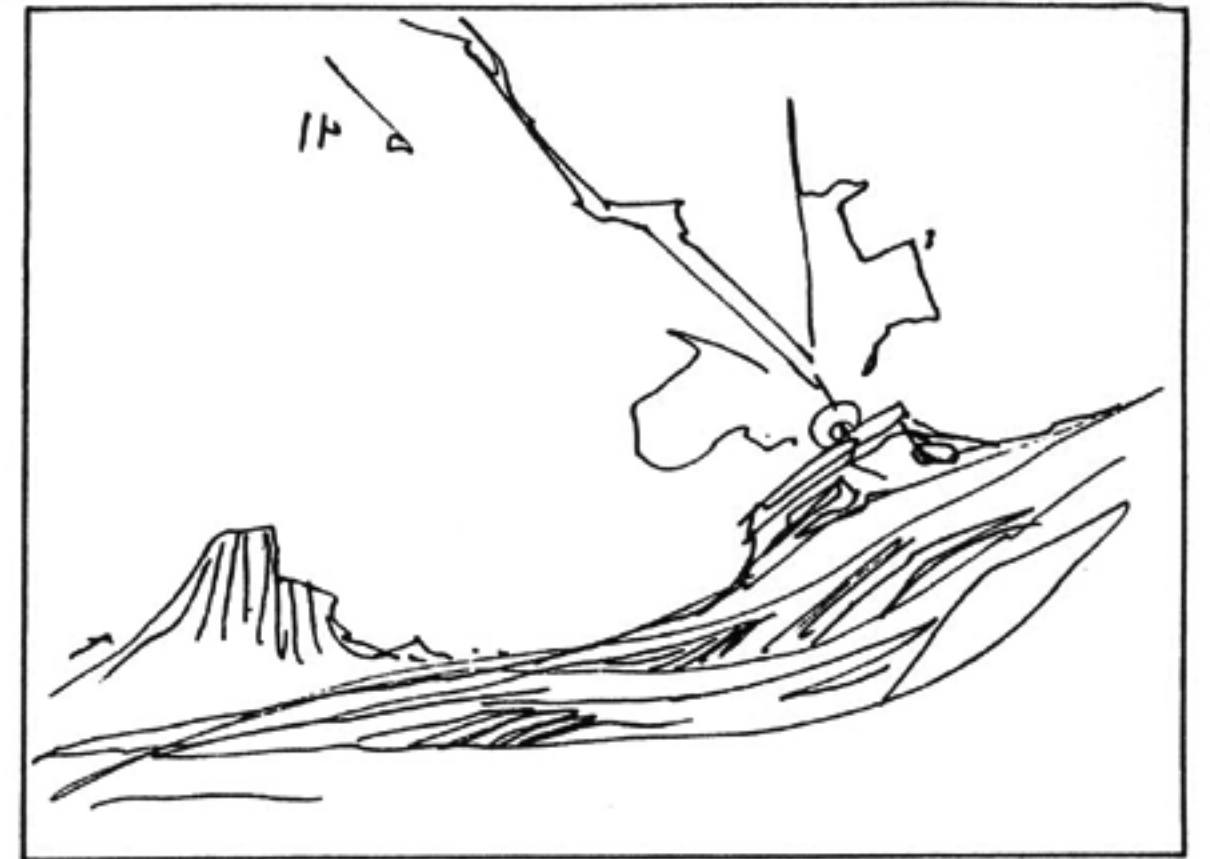
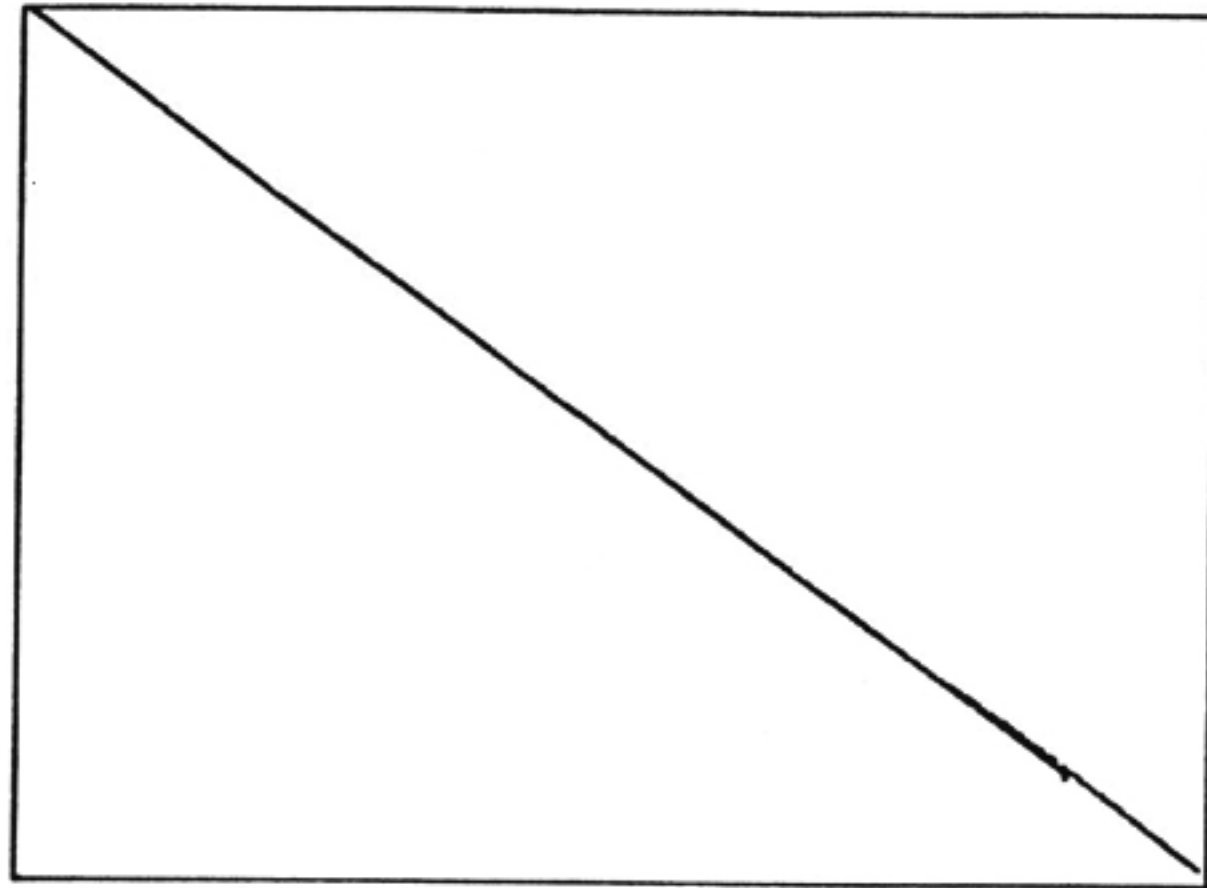
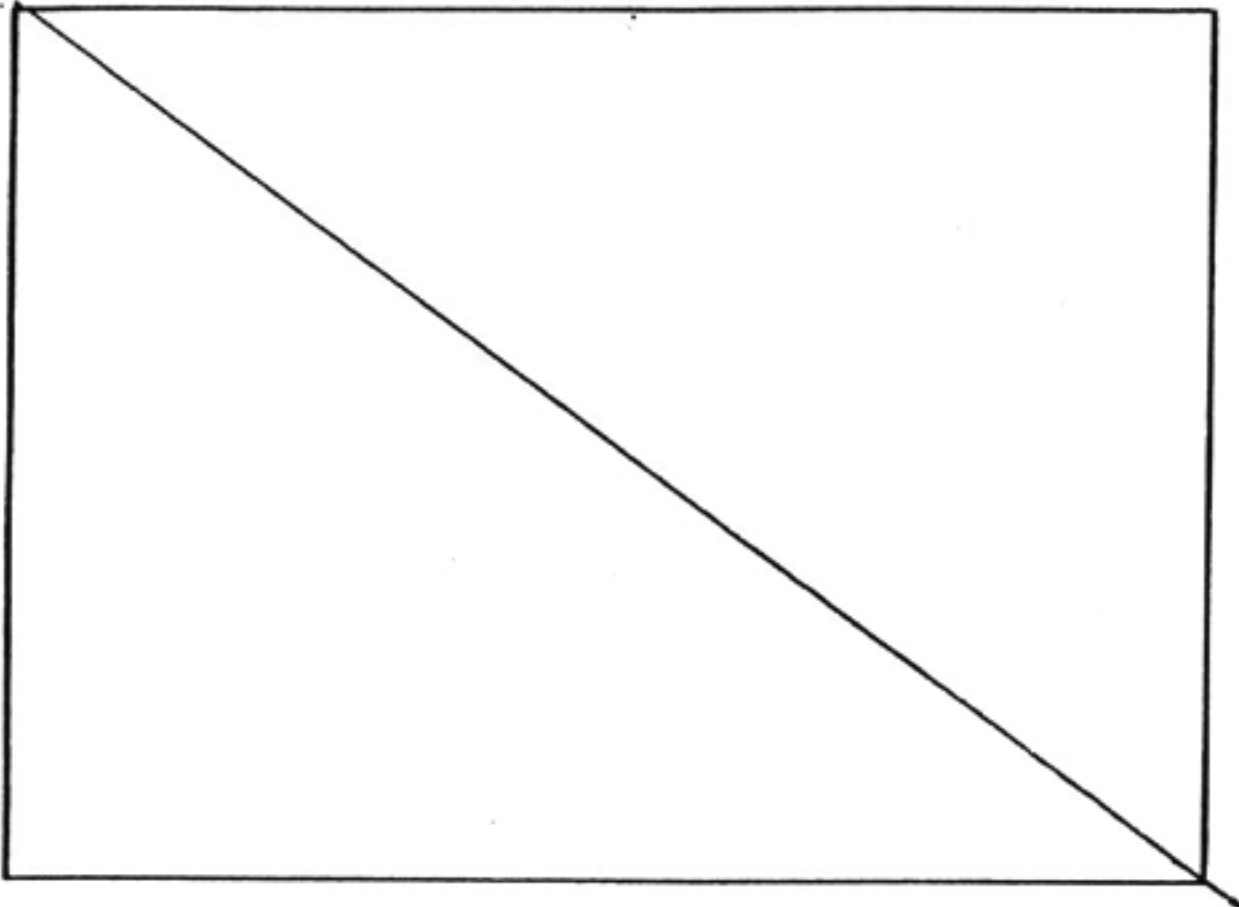


HOOK (NOBBISHLY) WITH MY USUAL FINESSE, SCRAPPER.

47

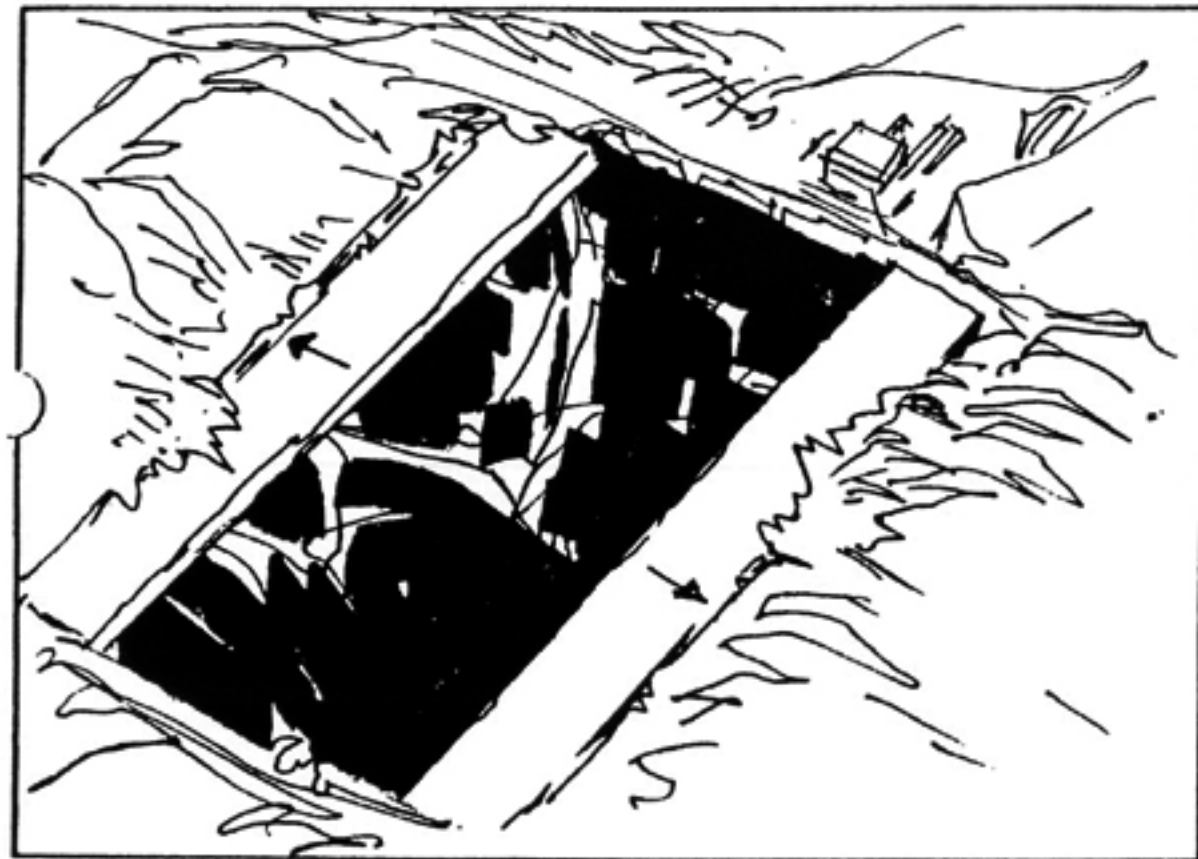


M.S. HOOK, HE POINTS HIS FINGERS WHICH EMIT A CRACKLING BEAM,



L.S. LANDSCAPE. THE CRACKLING BEAM ZAPS A DISC, THE DISC GLOWS

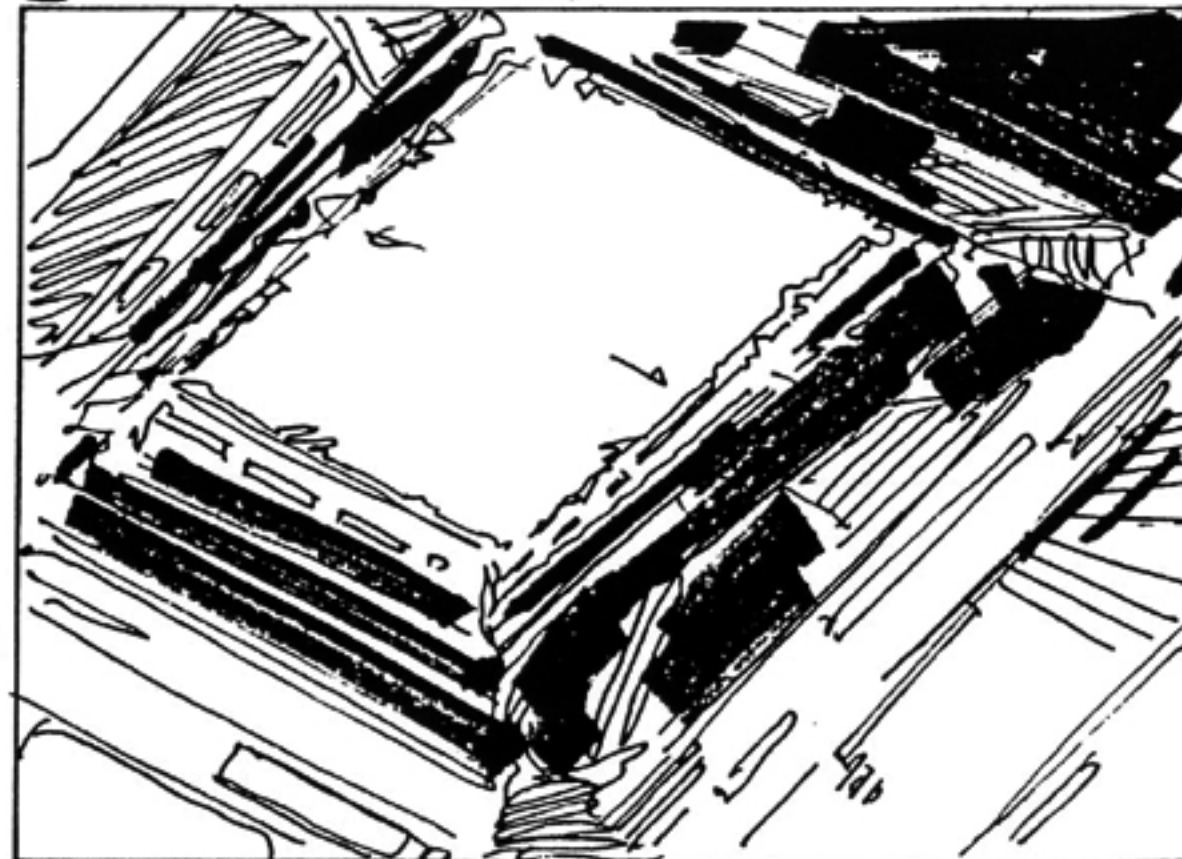
49



M.L.D.S. A SECTION OF GROUND. IT OPENS UP INTO A GIGANTIC ENTRANCEWAY.

MPL-14

50



X-DISS

U.S. THE ENTRANCEWAY TO THE SUBTERRANEAN CHAMBER

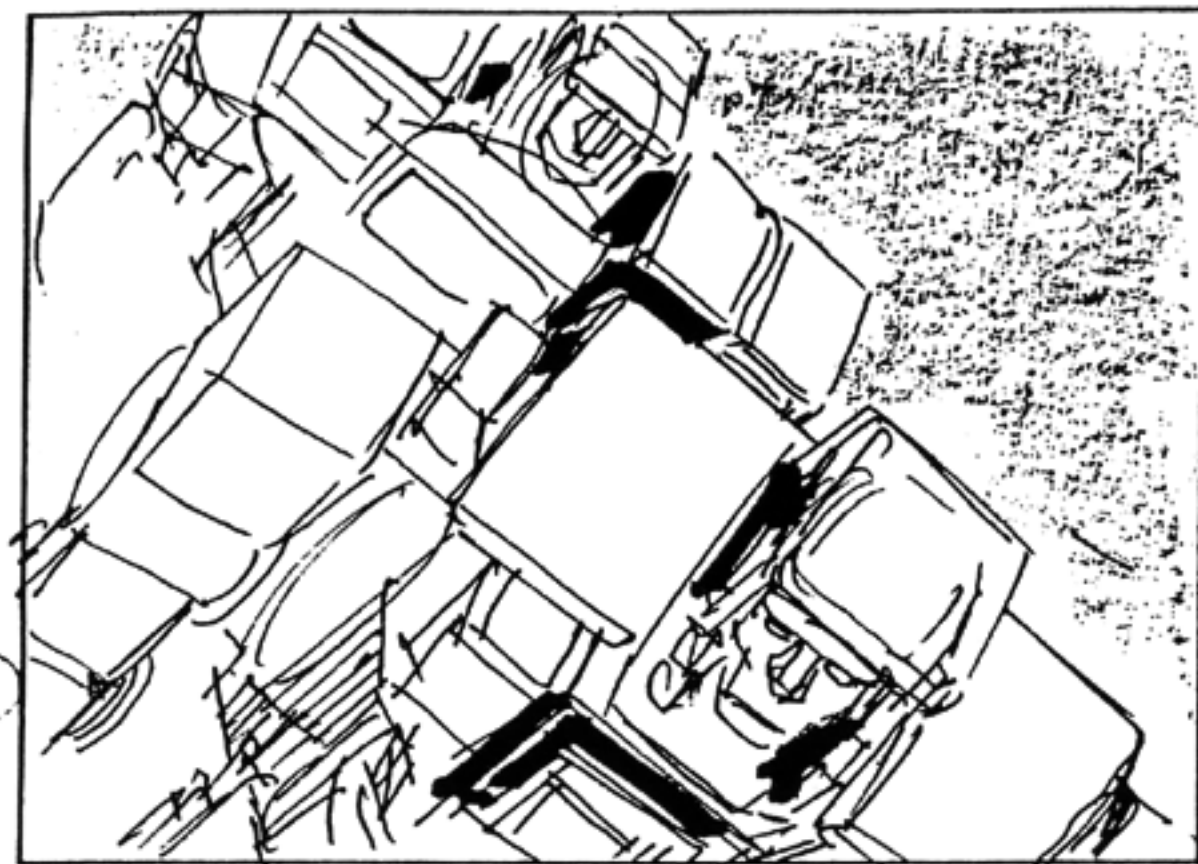
CONT



THE CONSTRUCTION CONS ENTER AND...

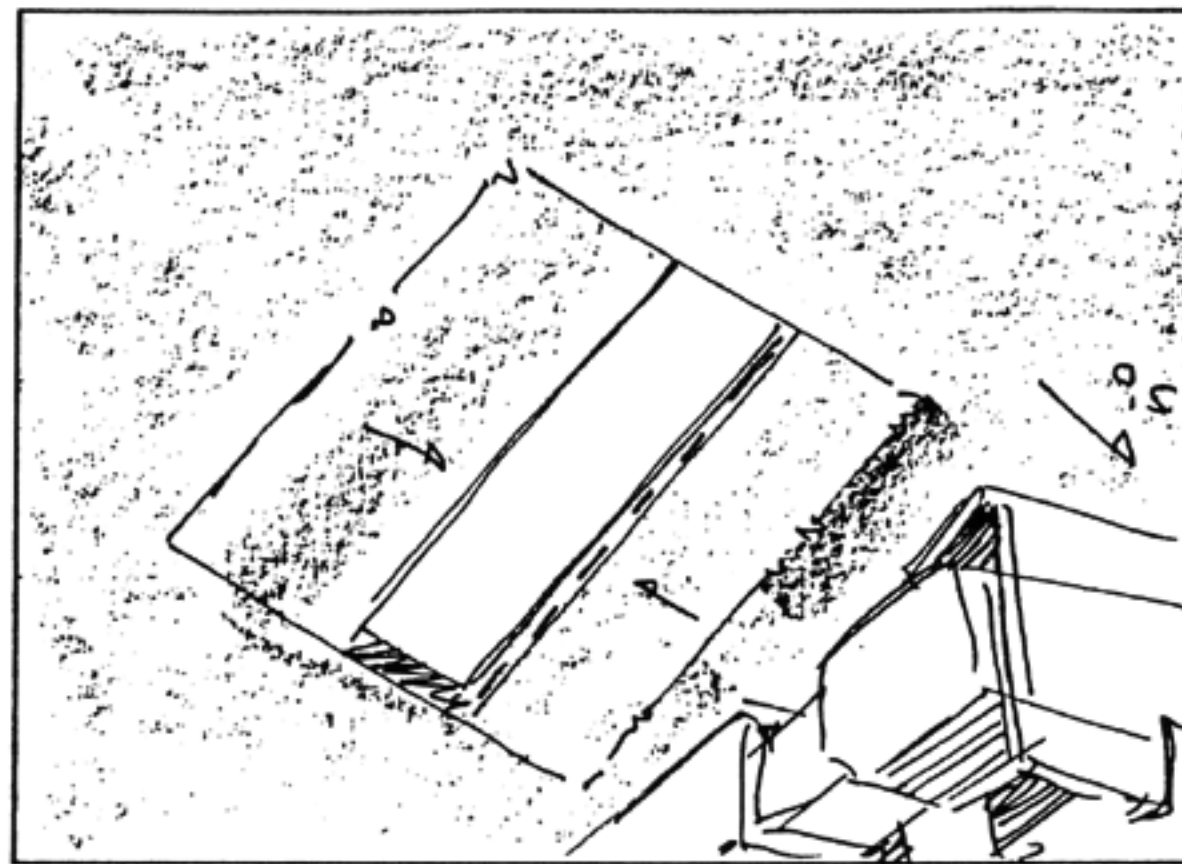
CONT

50  
CONT



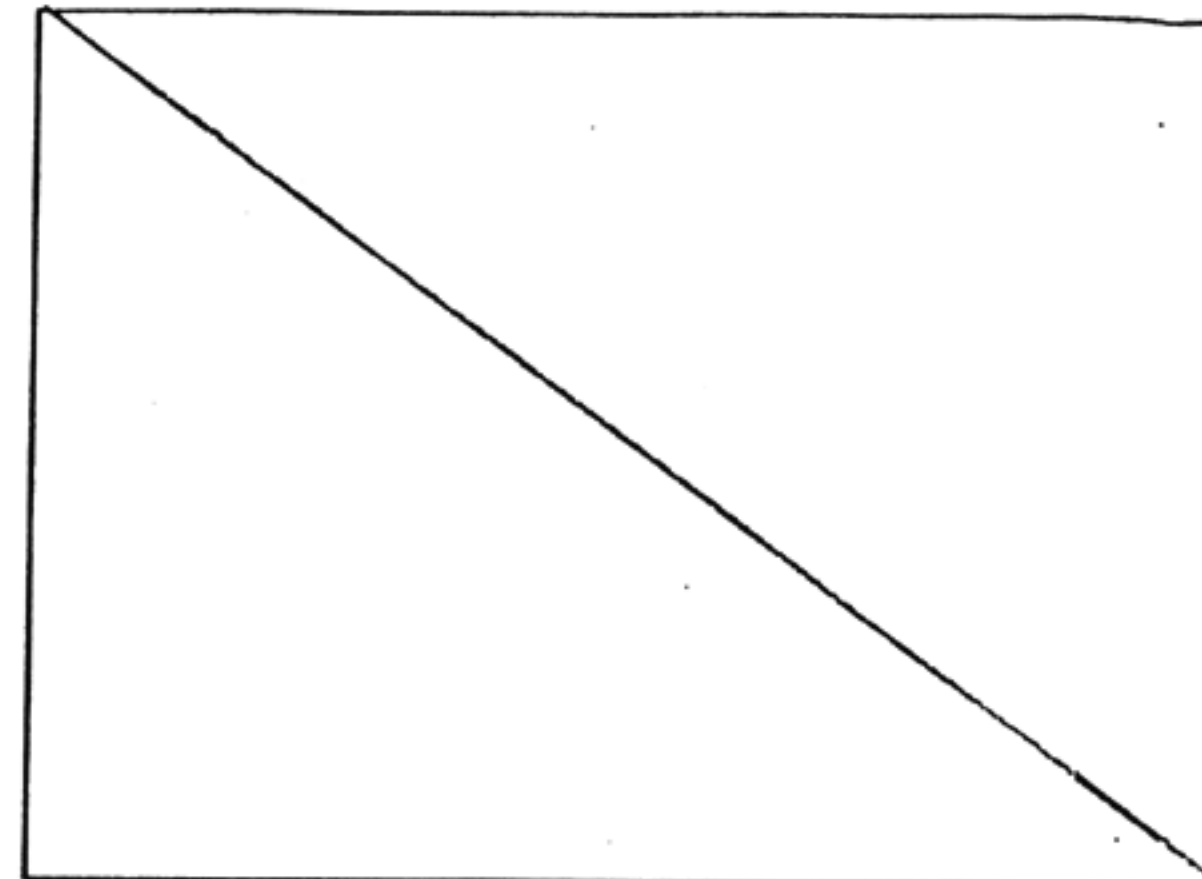
... FLY DOWN INTO THE CHAMBER ... THE DOORS CLOSE BEHIND THEM.

CONT

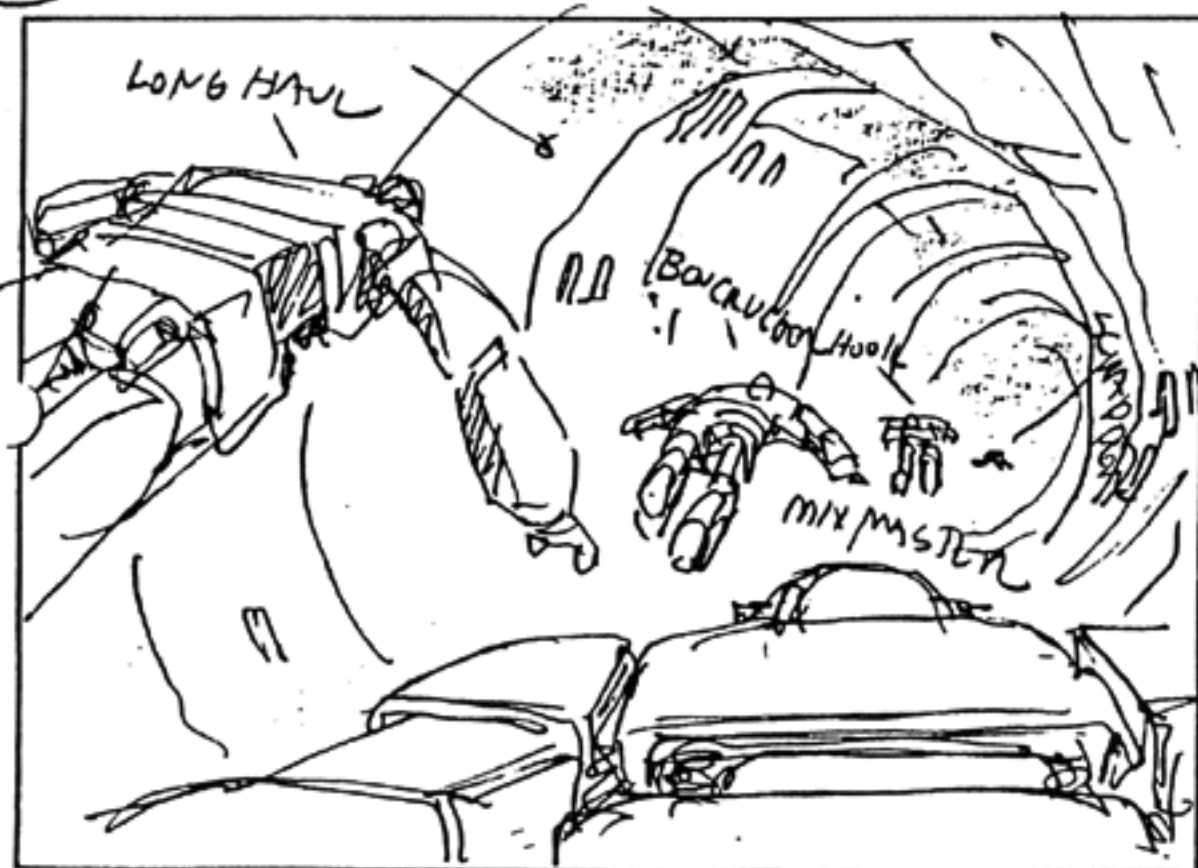


700-13

18

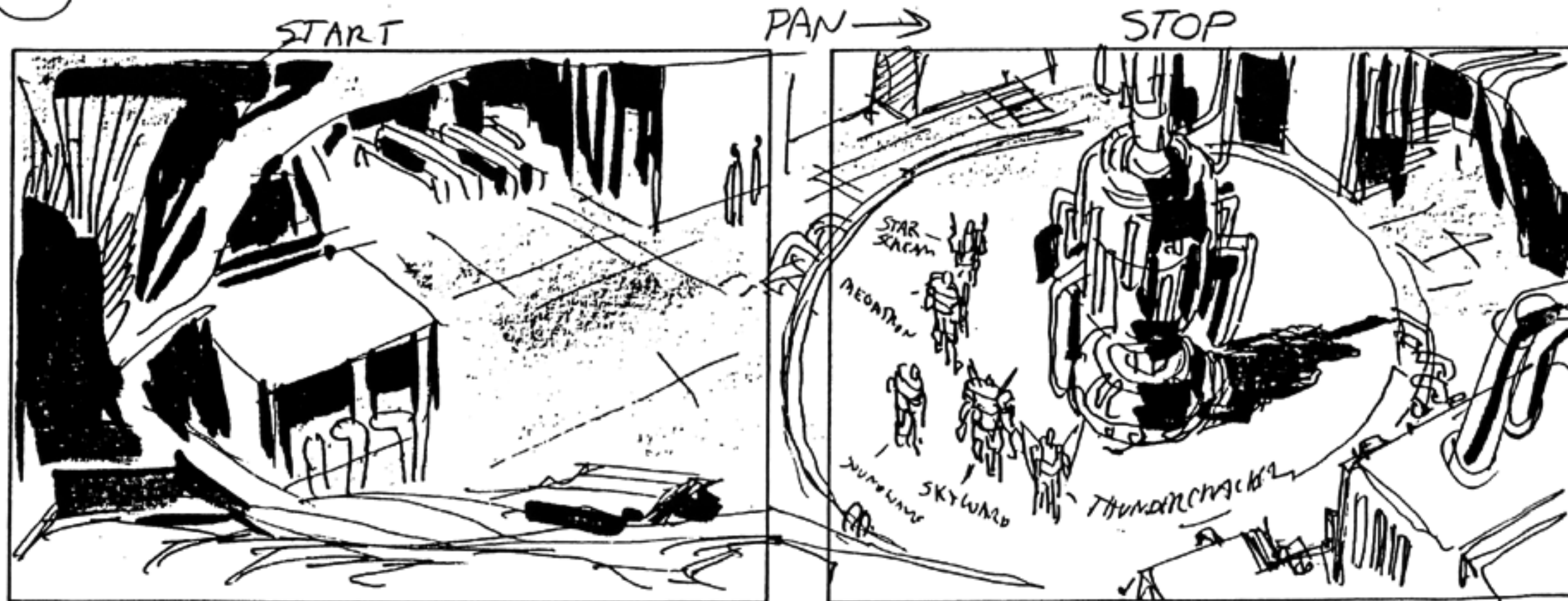


51



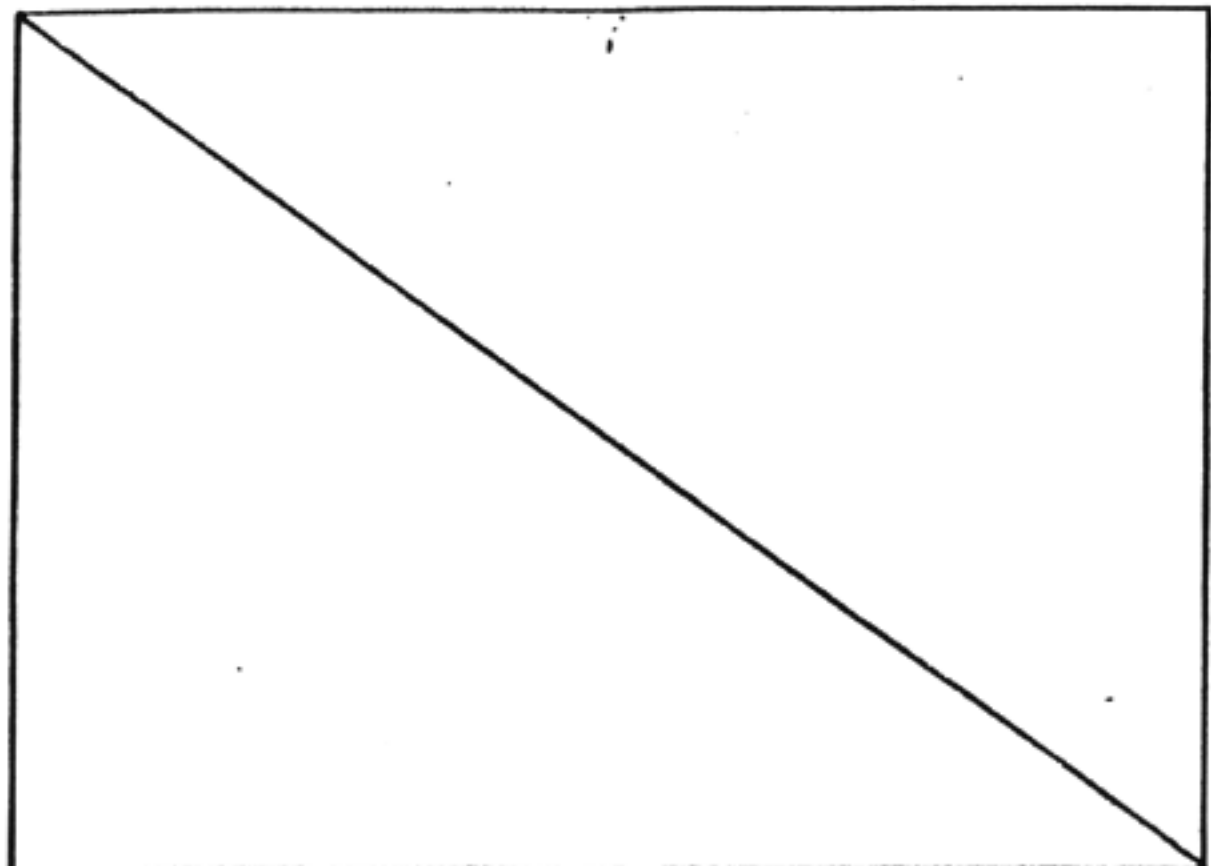
L.S. THE CONSTRUCTICONS FLY THROUGH THE CAVERN.

52



L.S. THE CAVERN. INSIDE IS A NEARLY COMPLETED ALIEN MACHINE. NEAR IT STAND THE DECEPTIONS MEGATRON: (V.O.) YOU SEE STARScream...

53



M.S. STARScream & MEGATRON. THEY TURN...

MEGATRON: ... MY CONSTRUCTIONS HAVE RETURNED TO OUR TEMPORARY BASE RIGHT ON SCHEDULE.

CONT

700-13

19



... TOWARD THE O.S. CONSTRUCTIONS. MEGATRON (CONT) THEY WERE WORTH THE TIME WE SPENT BUILDING THEM IN THESE CAVERNS.

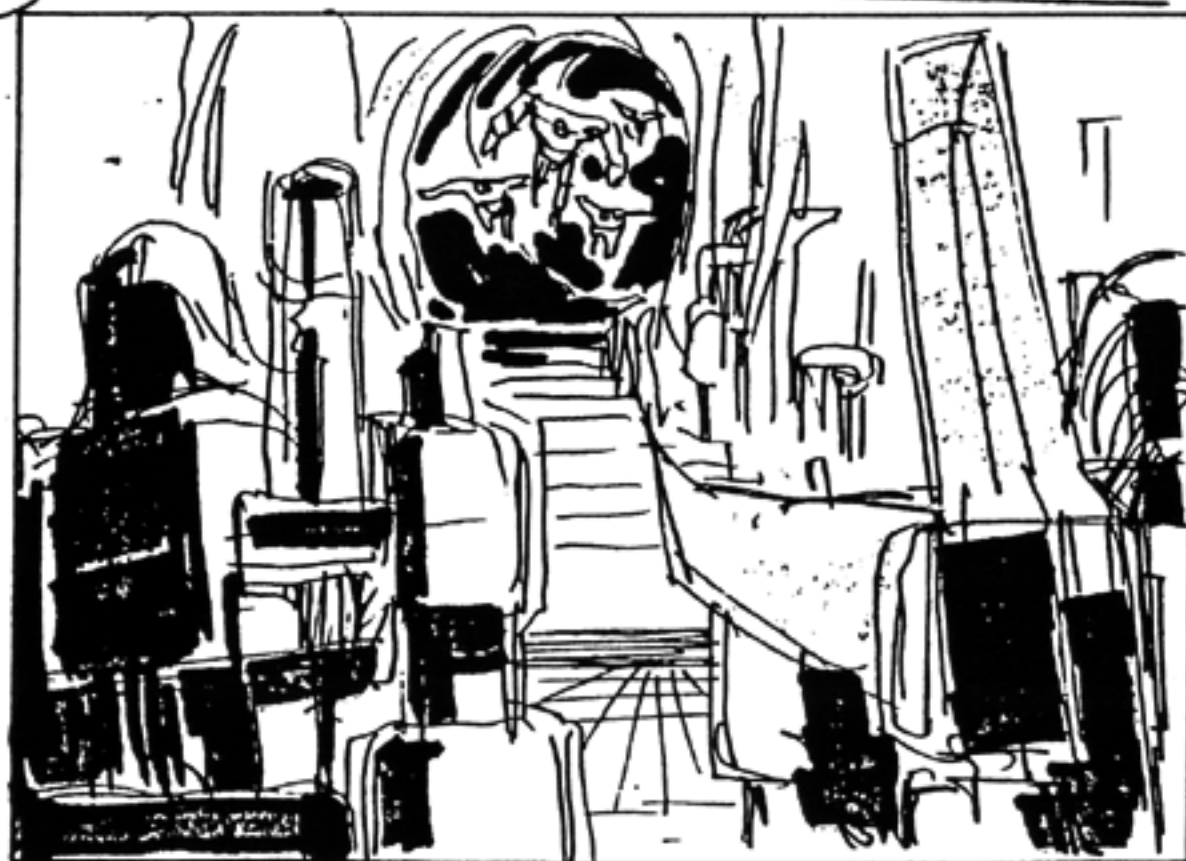
54



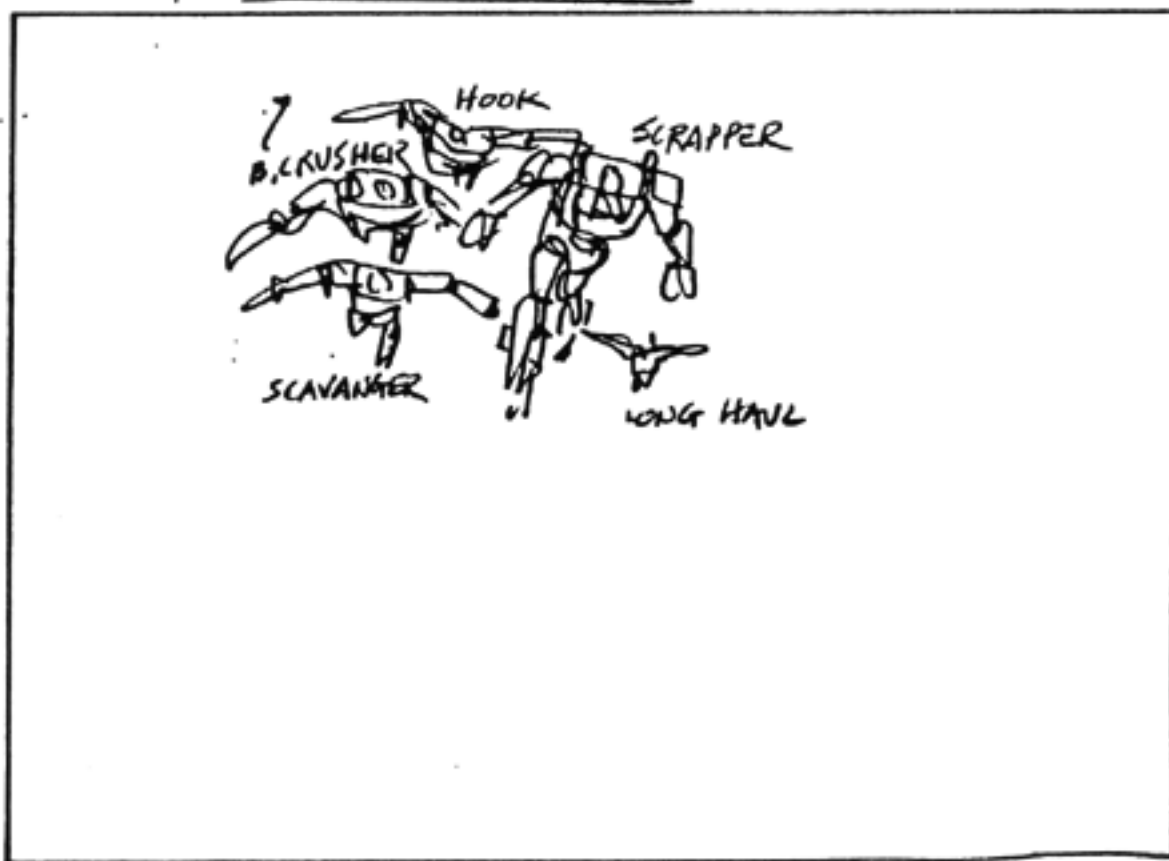
M. C. STARScream: (MOCKINGLY) THAT REMAINS TO BE SEEN - OH MIGHTY MEGATRON!

MPL-14

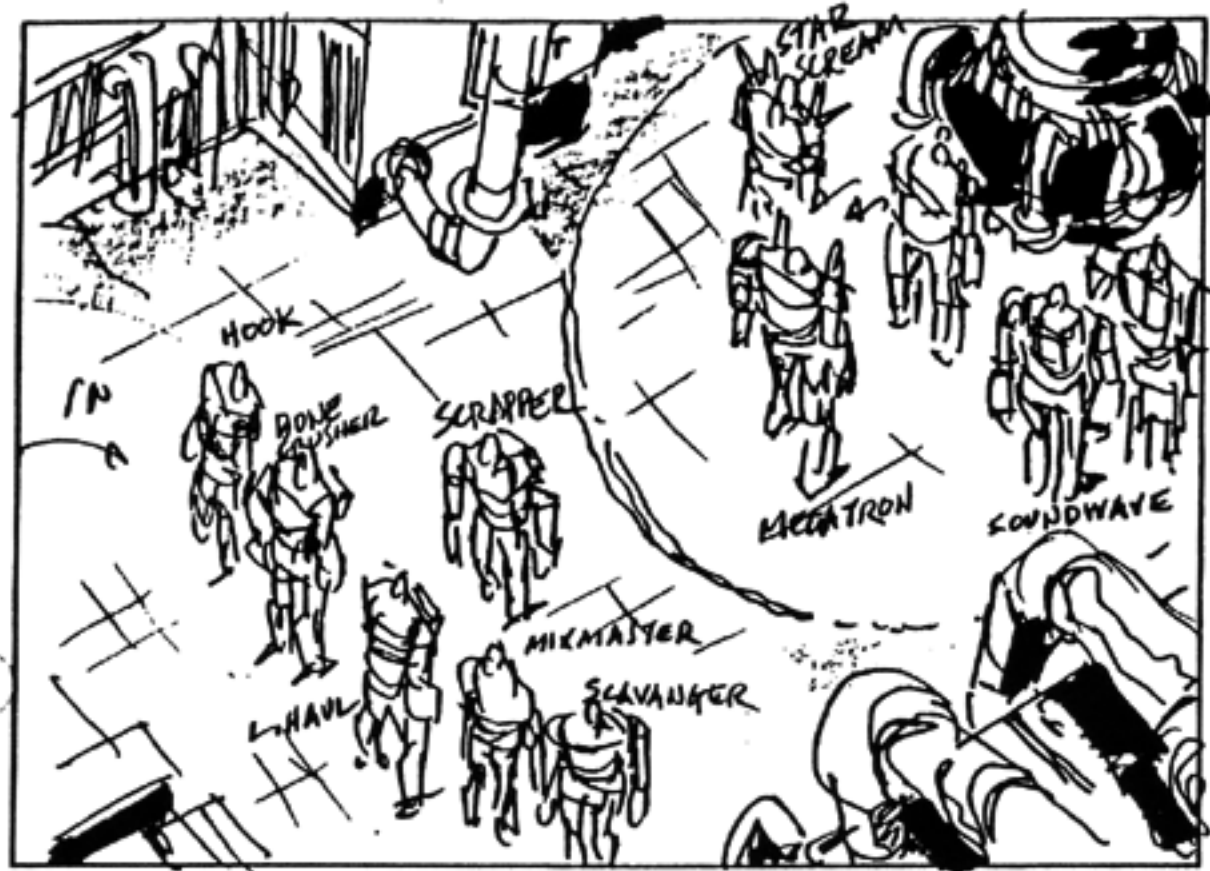
55



O.T.S. SHOT CAVERN ENTRANCEWAY. MEGATRON & STARScream WATCH AS THE CONSTRUCTIONS ENTER.



56



D.S. THE CONSTRUCTION & DELEPTICONS  
THE CONSTRUCTION'S LAND.

57

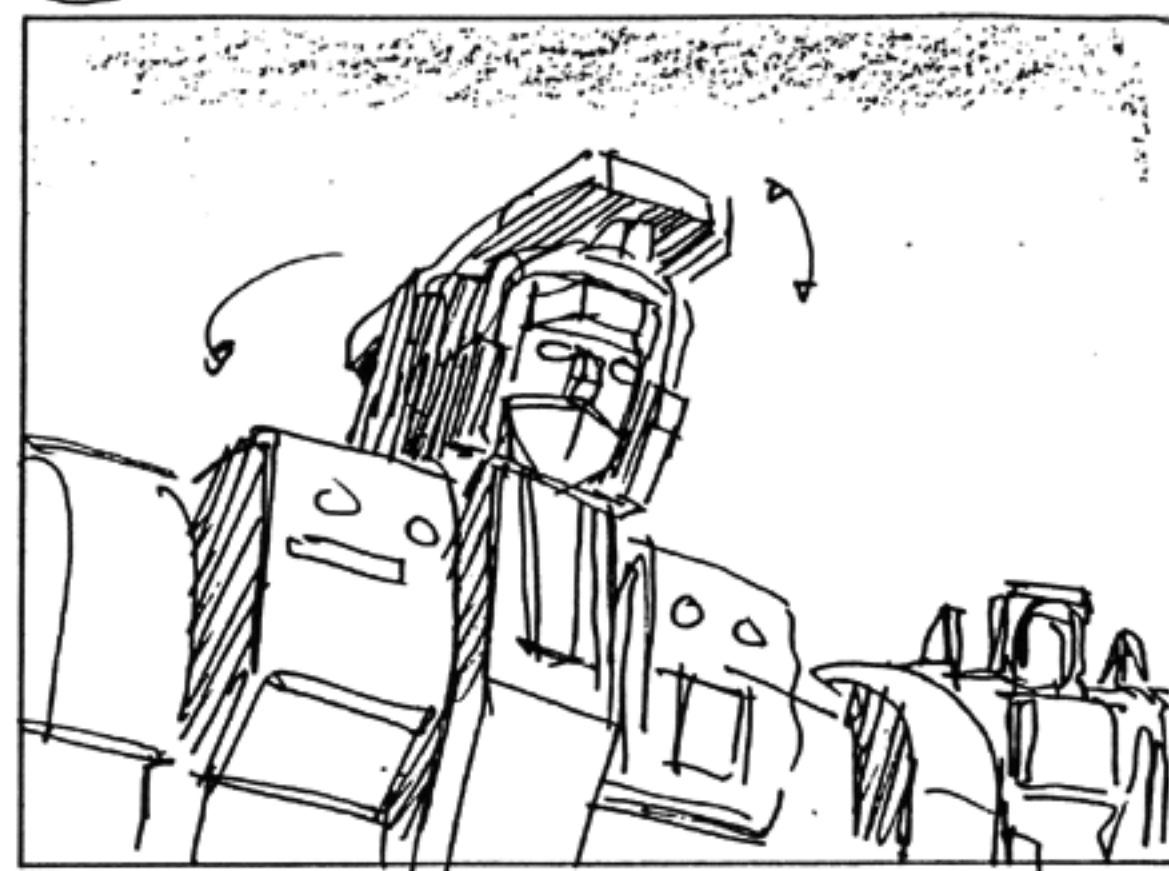


MS. MEGATRON & STARSCREAM.  
MEGATRON: SCRAPPER... REPORT!

58

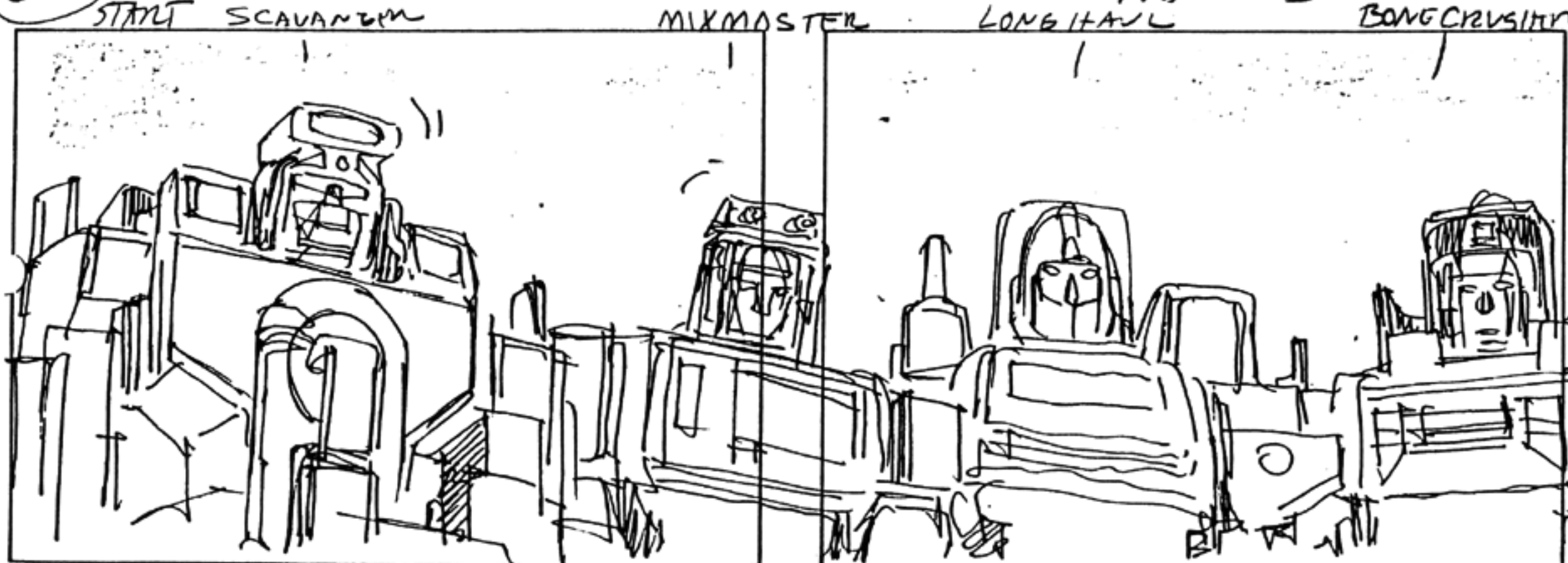
700-13

20

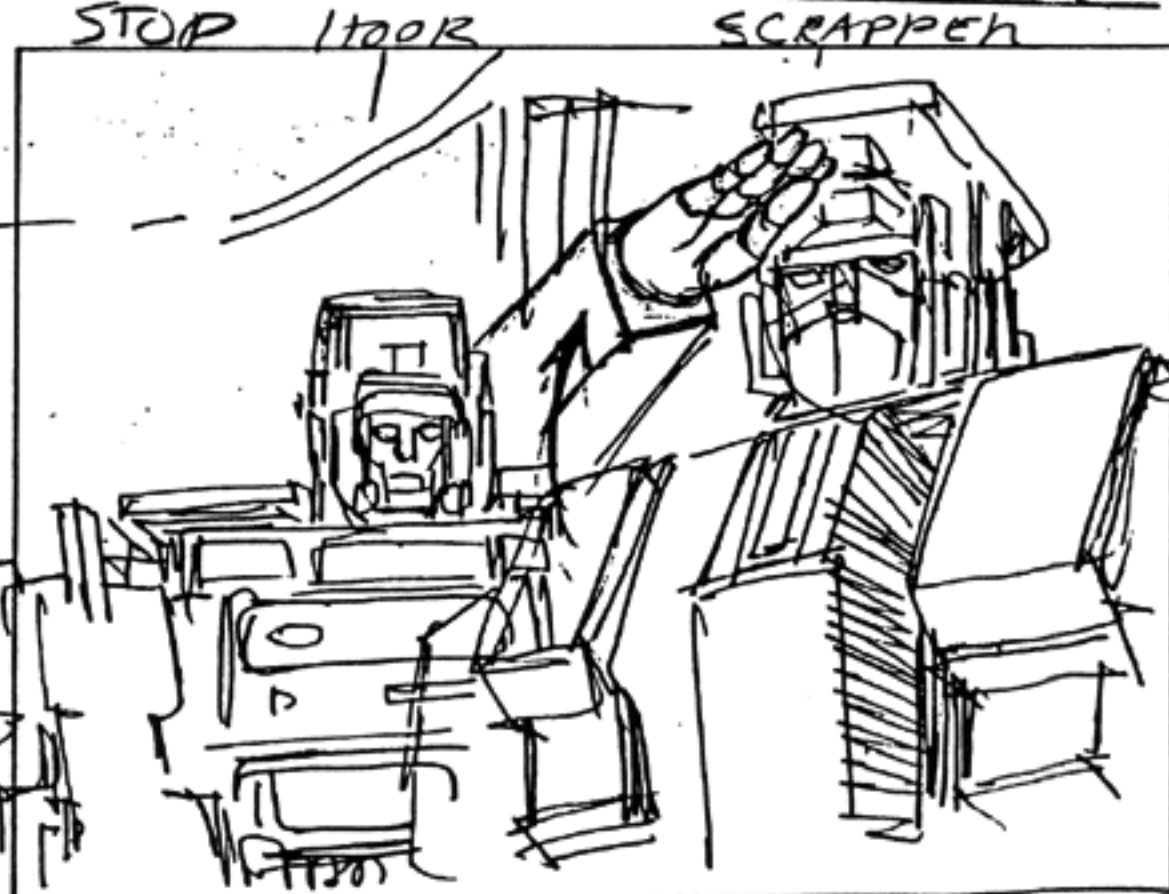


MS. SCRAPPER. LOOKING AROUND  
SCRAPPER! ALL PRESENT AND  
ACCOUNTED FOR, NOBLE LEADER.

59

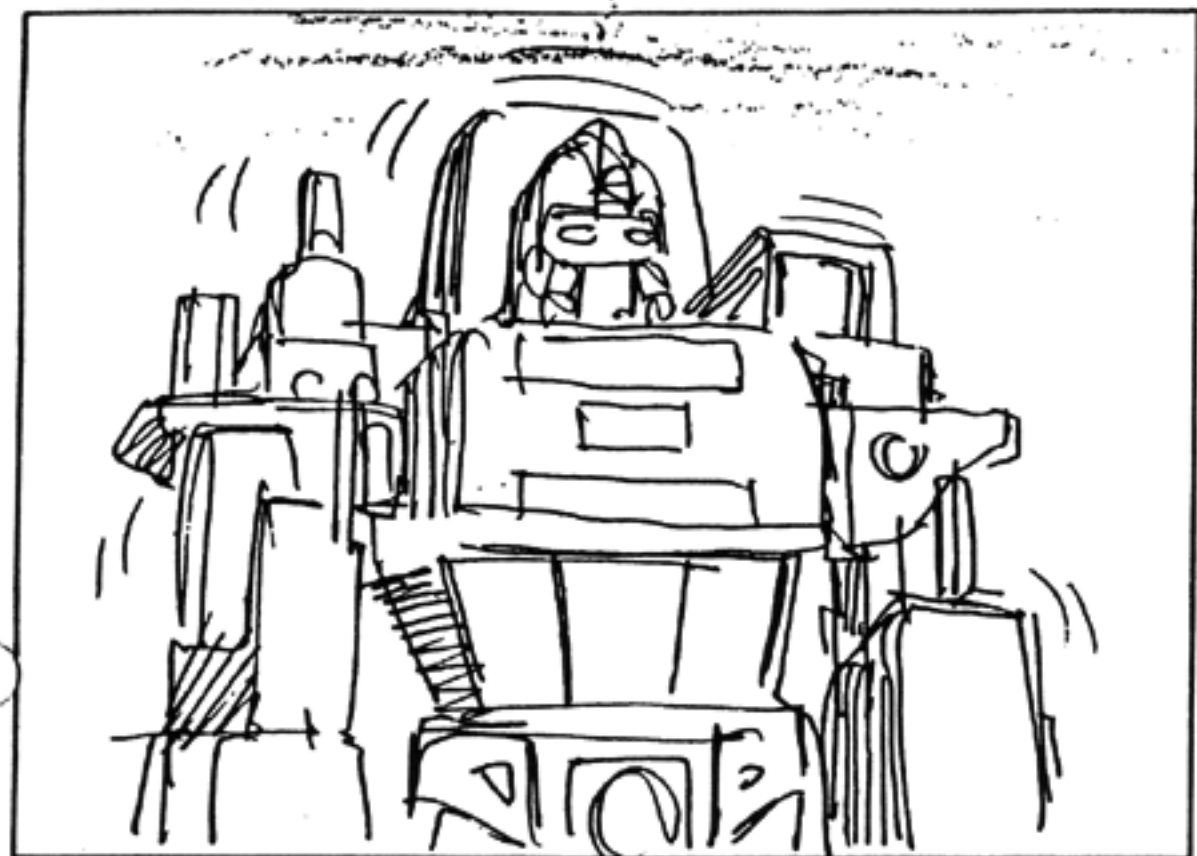


MS THE CONSTRUCTIONS. EACH ONE REVEALED IN TURN.  
SCRAPPER = SCAVANGER, ... MIX MASTER, ... LONG HAUL, ... BONE CRUSHER, ... HOOK, ... AND MYSELF.



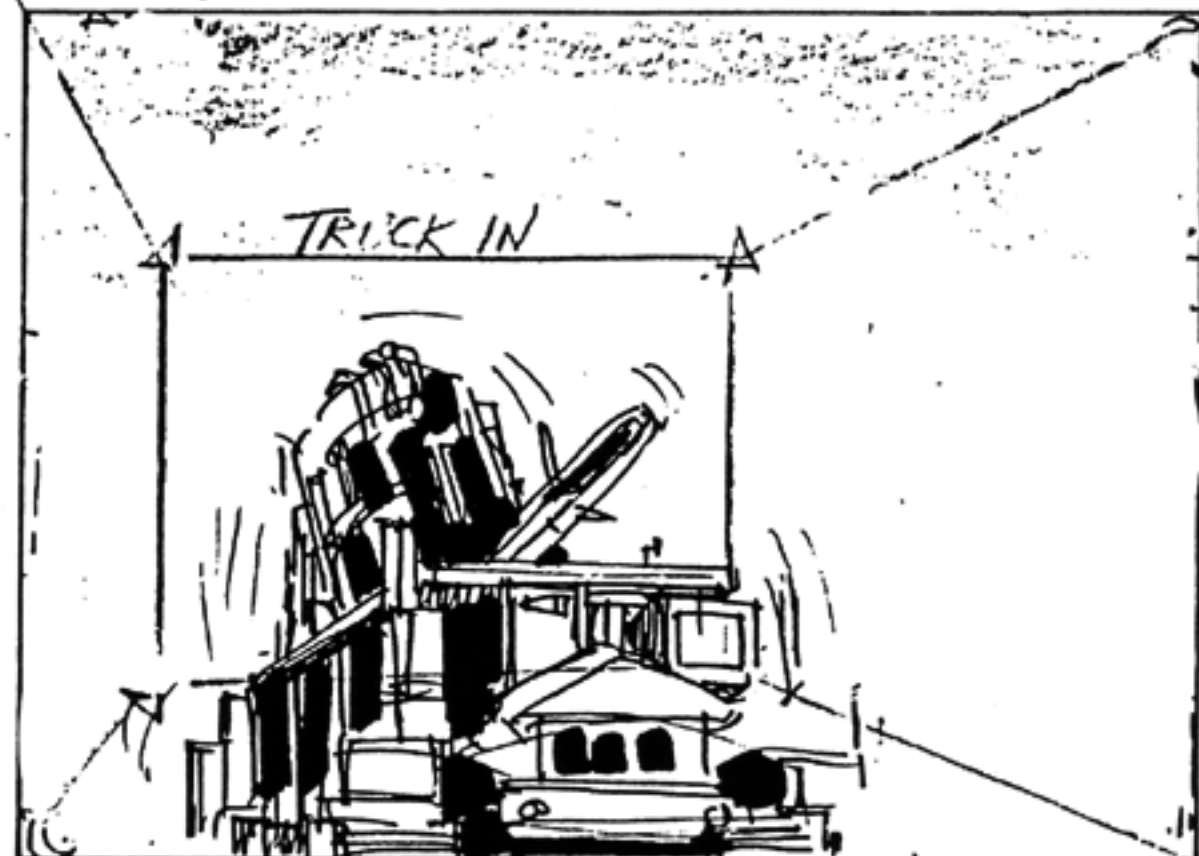
... SCRAPPER SNAPS TO ATTENTION & SALUTES,  
MEGATRON (V?) AND THE ENERGY DISC COMPONENTS?  
HOOK, ... AND MYSELF.

60



M.S. LONG HAUL AS HE NODS HIS HEAD

CONT



THEN TRANSFORMS INTO HIS DUMP TRUCK MODE. MOVE CAMERA IN ON THE STOLEN ENERGY COMPONENTS IN HIS HOPPER.

61

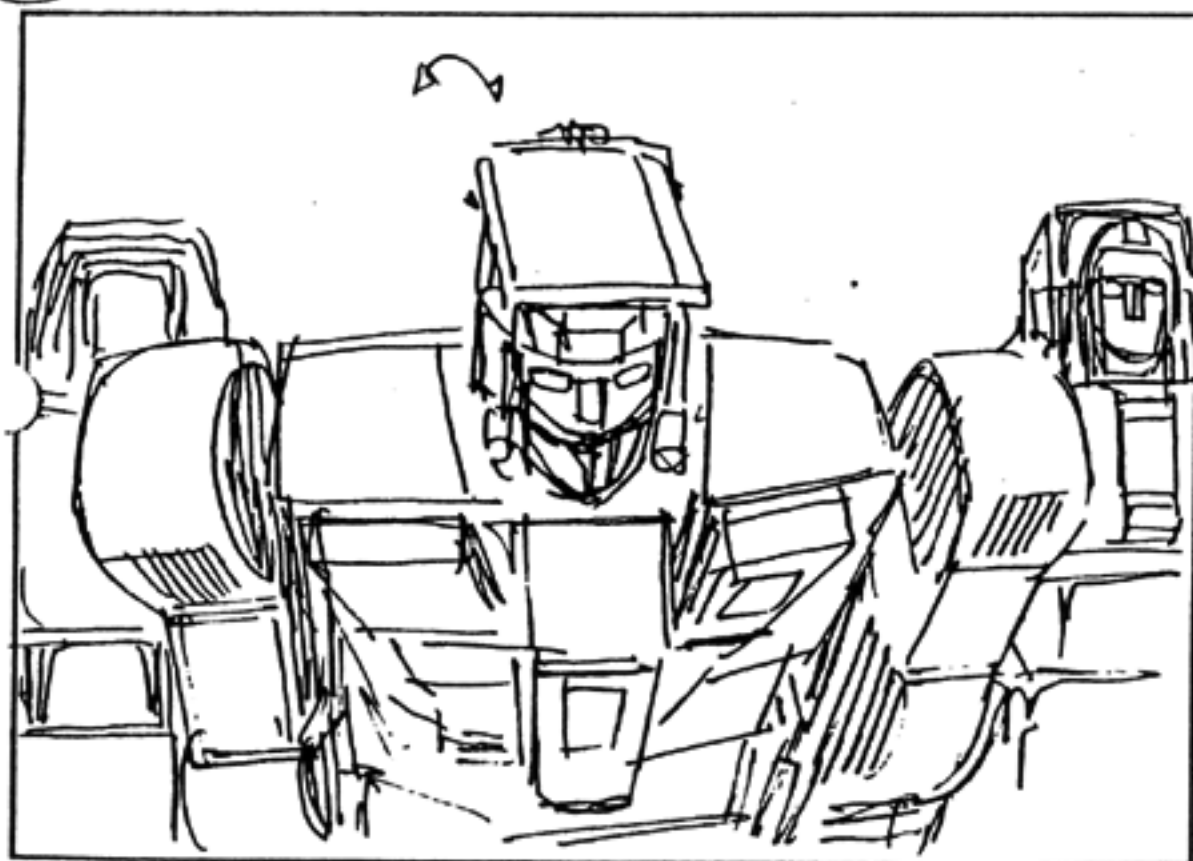
700-13

21



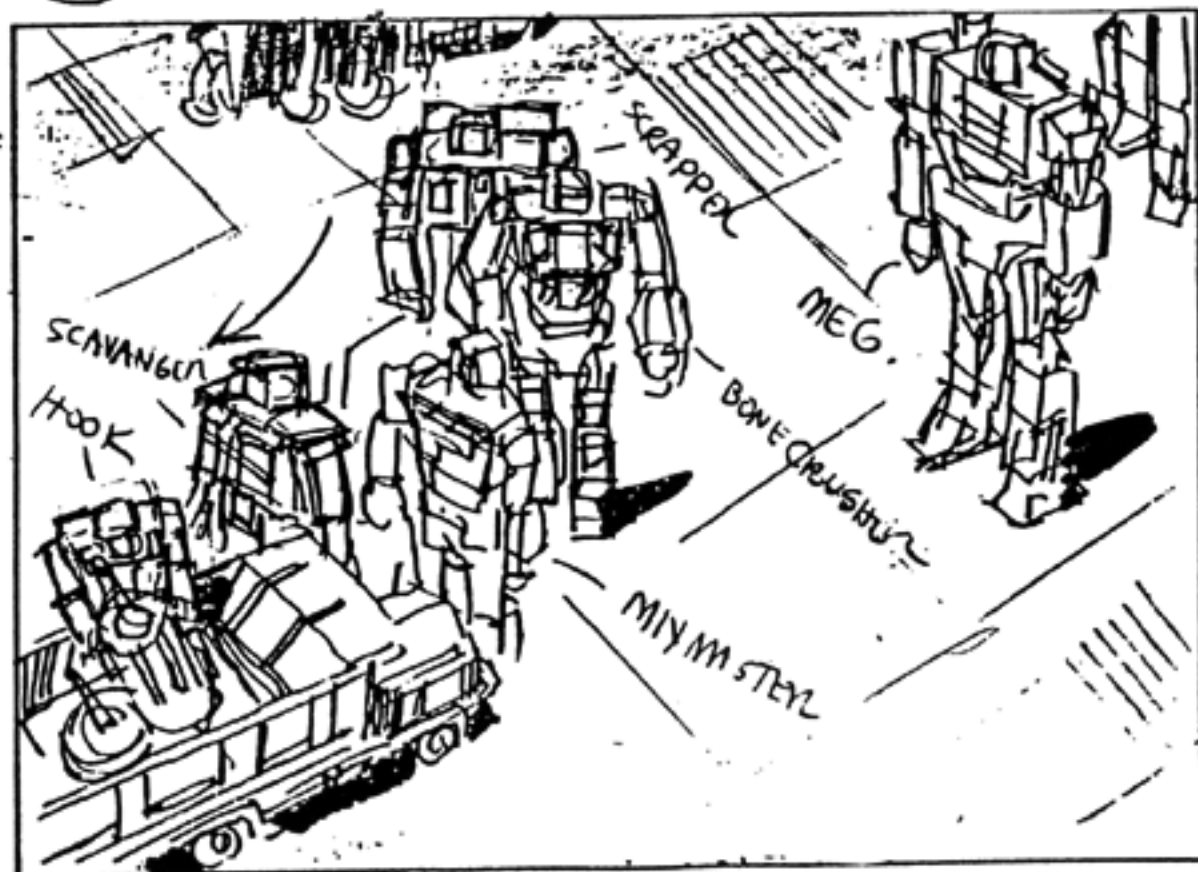
M.S. MEGATRON: EXCELLENT, SCRAPPER! UNLOAD AND ATTACH THEM TO YOUR NEW INVENTION AT ONCE!

62

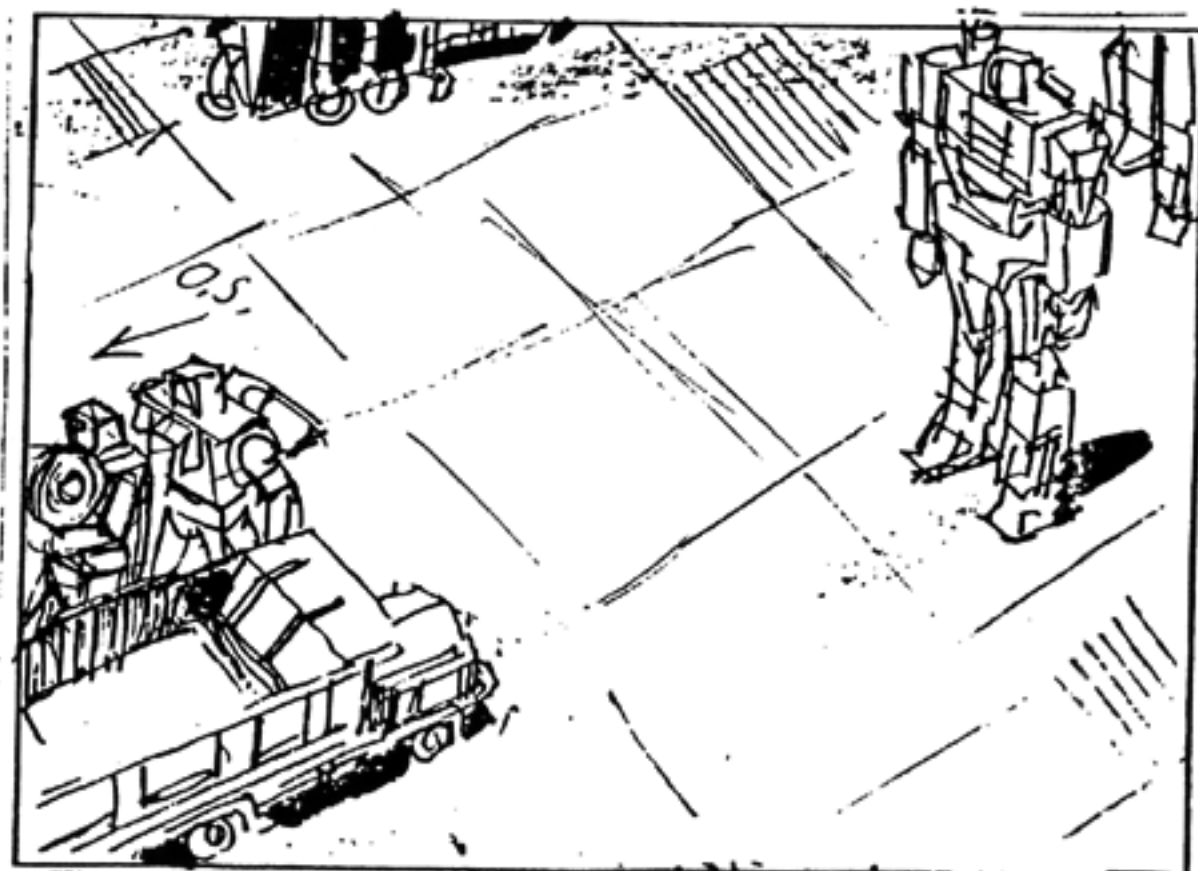


M.S. SCRAPPER. HE BOWS  
SCRAPPER: I AM HONORED TO SERVE, MEGATRON.

63

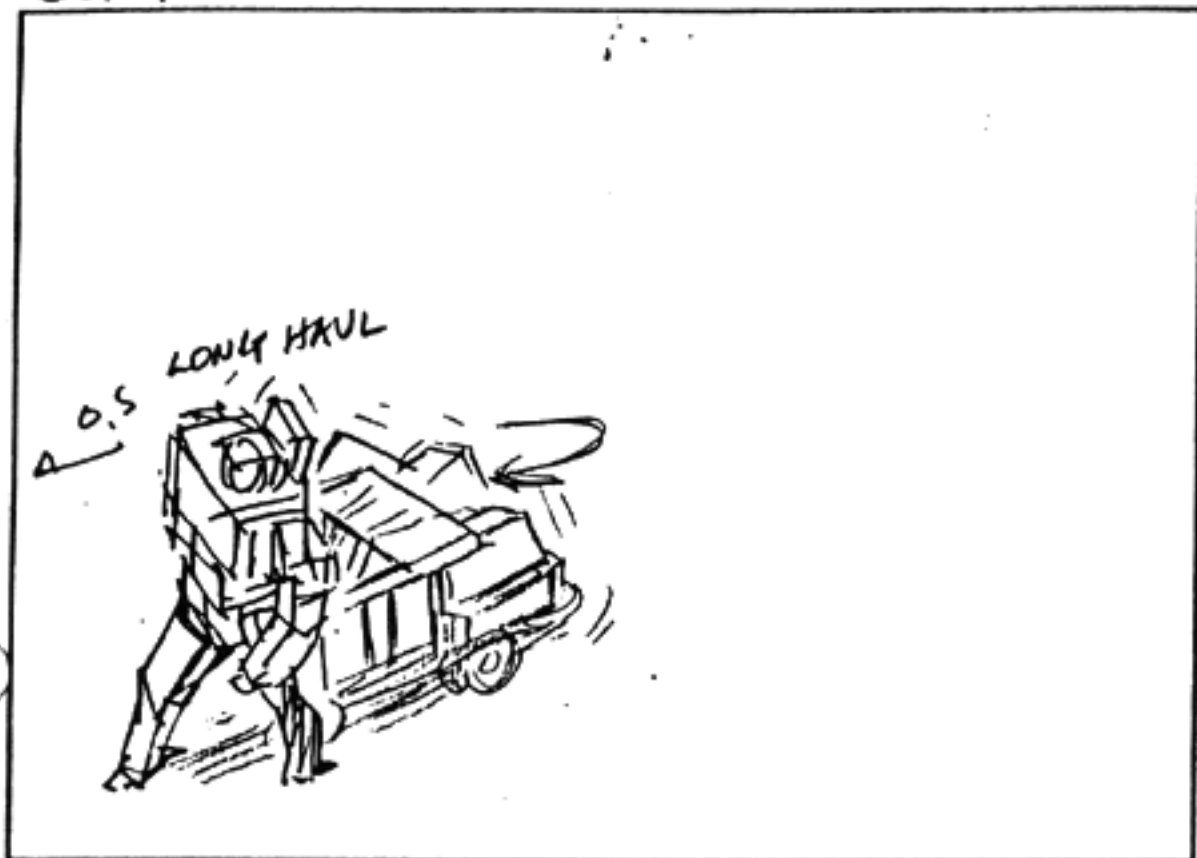


D.S. MEGATRON & THE CONSTRUCTICONS. AS THE CONSTRUCTICONS FILE OUT... THEY EACH PICK UP A COMPONENT...



FROM LONG HAUL'S HOPPER.

63  
CONT



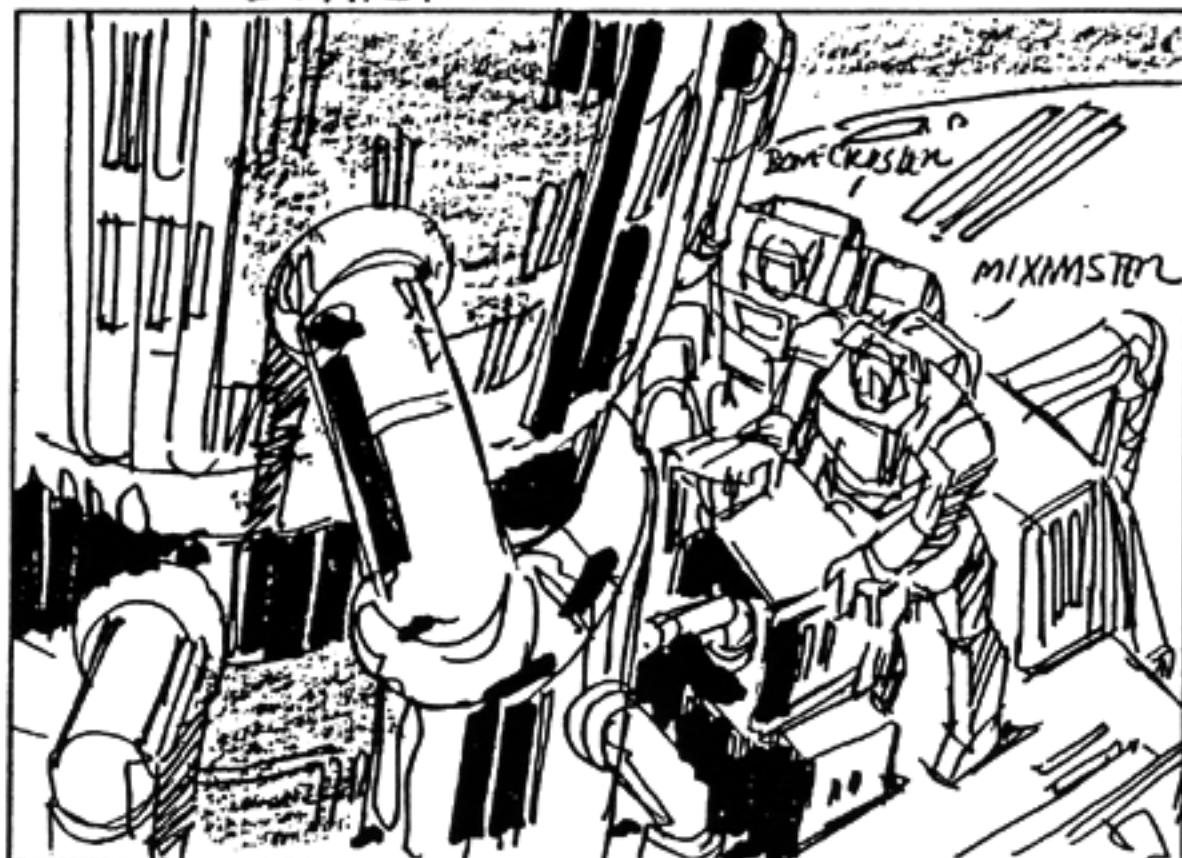
LONG HAUL THEN TRANSFORMS  
BACK TO HIS HUMANOID FORM AND EXITS.

MARVEL PRODUCTIONS, LTD.

64

START

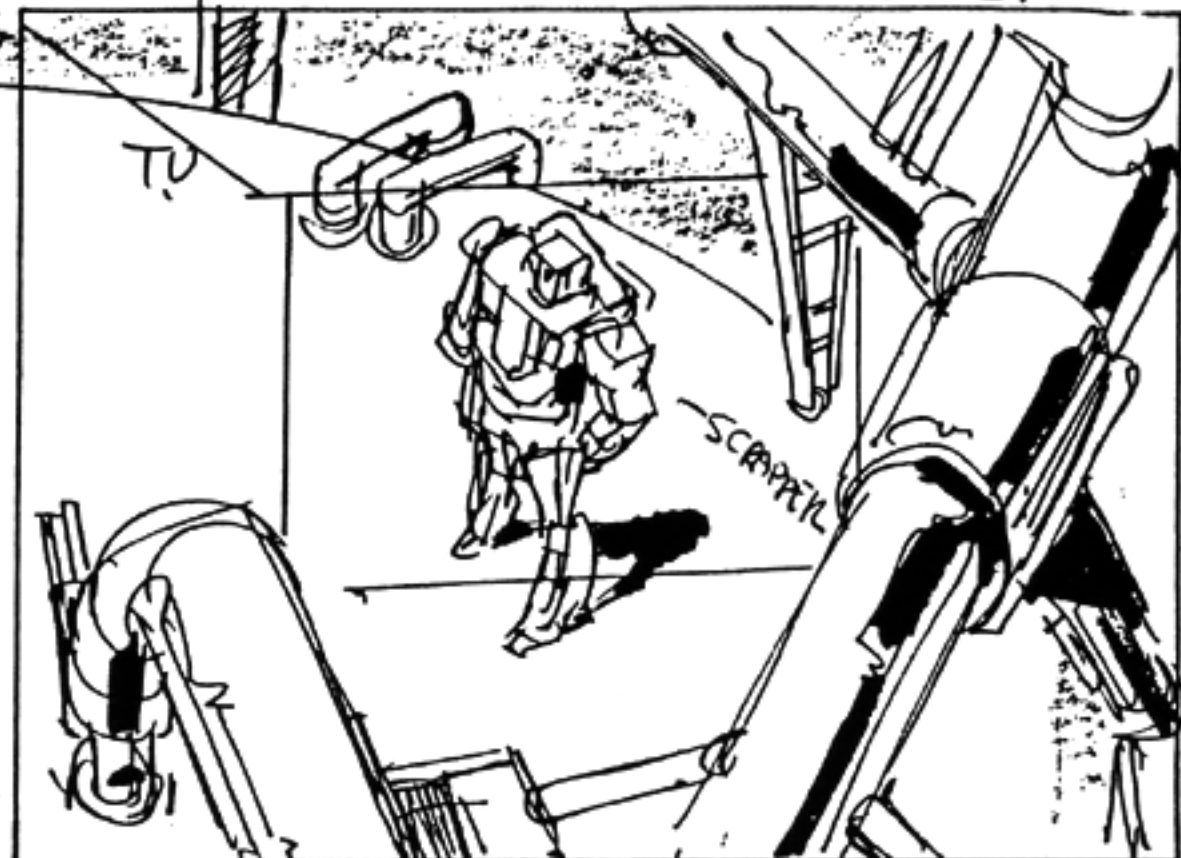
PAN →



D.S. BONCKUSHER AND MIXMASTER STEP INTO  
THE SCENE CARRYING ENERGY COMPONENTS  
AND ATTACH THEM TO THE REST OF THE DEVICE.

700-13 STOP

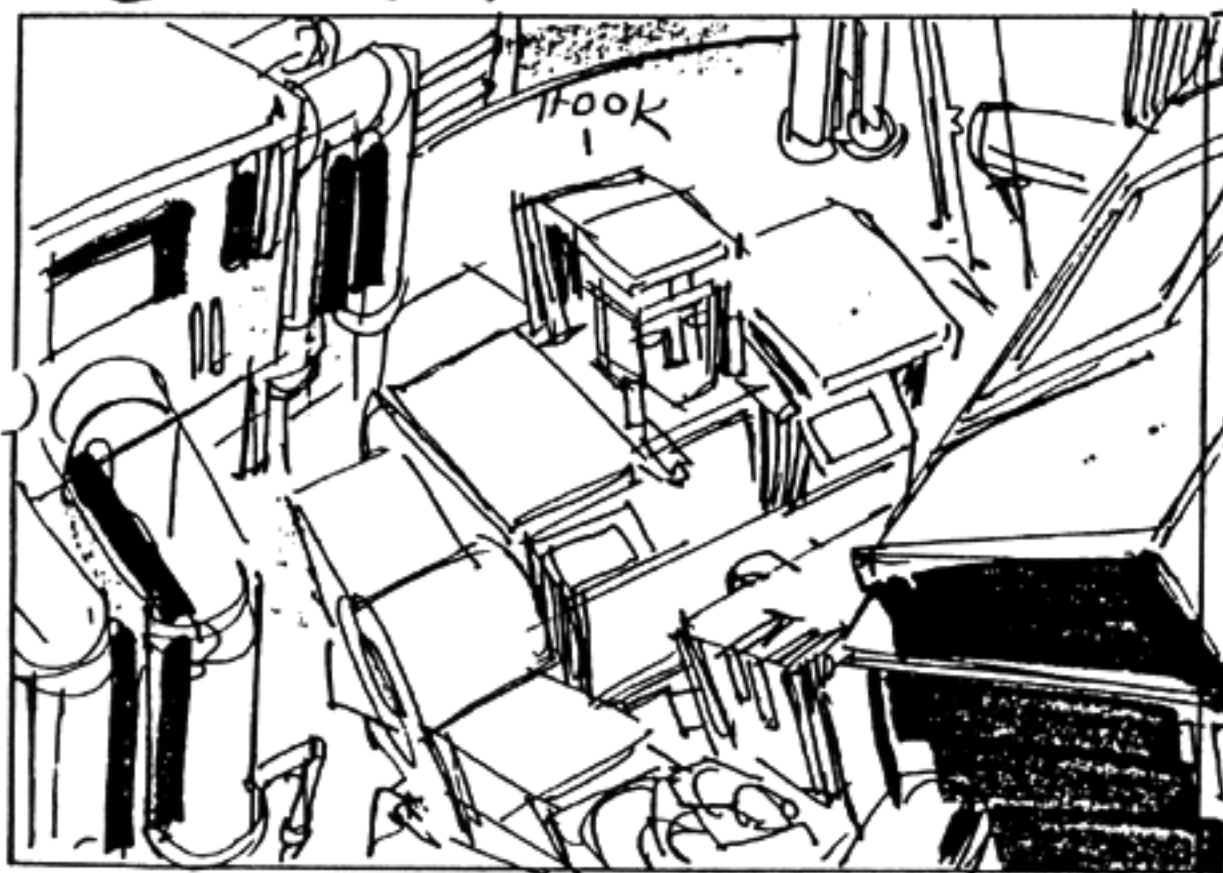
22



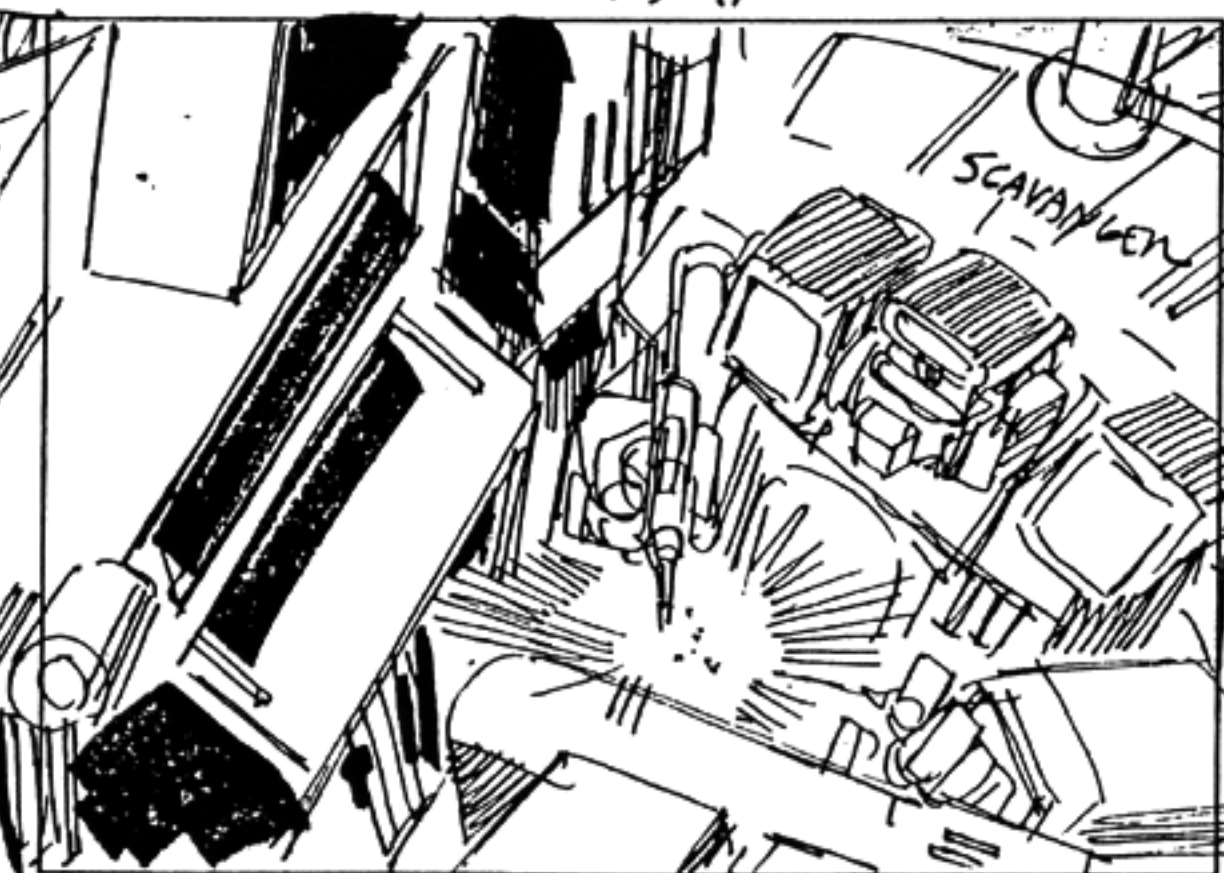
SCRAPPER SUPERVISES.  
SCRAPPER: INTERLOCK THE COMPONENTS  
AND SYNCRONIZE PULSE LINKAGE!

65 START

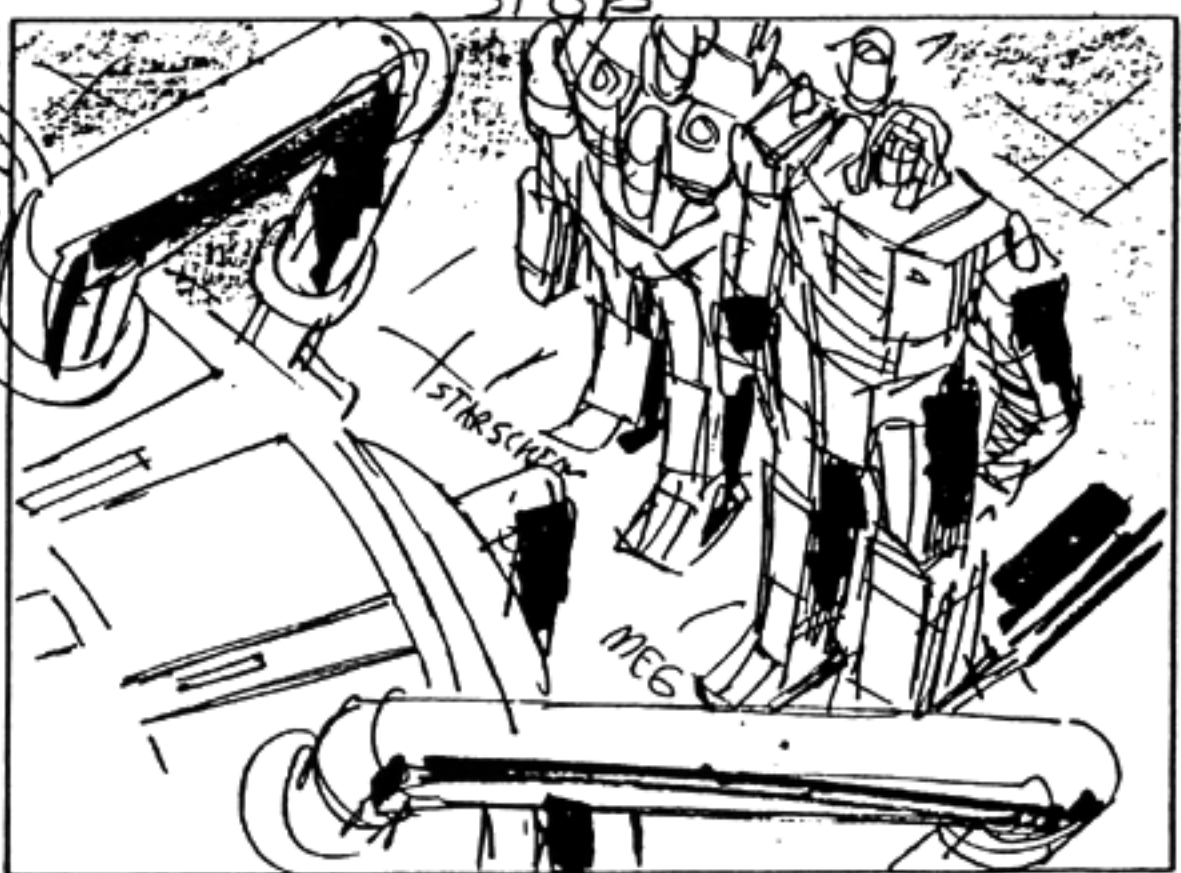
— PAN →



M.S. HOOK ATTATCHES A HEAVY PIECE OF  
MACHINERY AS...



...SCAVANGER WELDS A DISC IN  
PLACE ...



... WATCHING THE OPERATION ARE  
MEGATRON & STARSCREAM.  
MEGATRON! SOON STARSCREAM, SOON!

66



M.C.U. MEGATRON & STARSCREAM  
MEGATRON: SCRAPPER'S INVENTION WILL GIVE ME THE POWER TO DEFEAT THE AUTOBOTS AT LAST.

CONT



STARSCREAM: (SARCASTICALLY) FORGIVE ME, BUT I BELIEVE YOUR BOAST SOUNDS VAGUELY FAMILIAR.

67

700-13

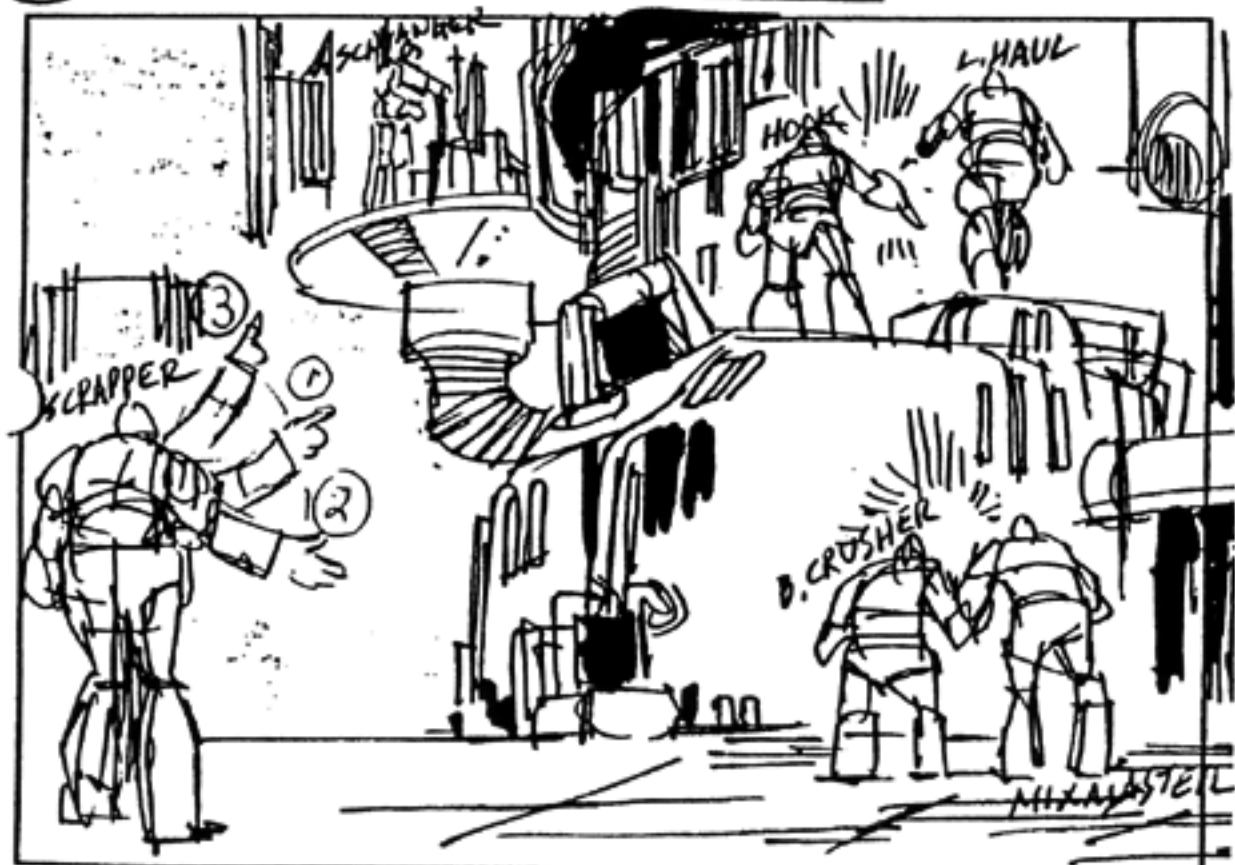
23

22

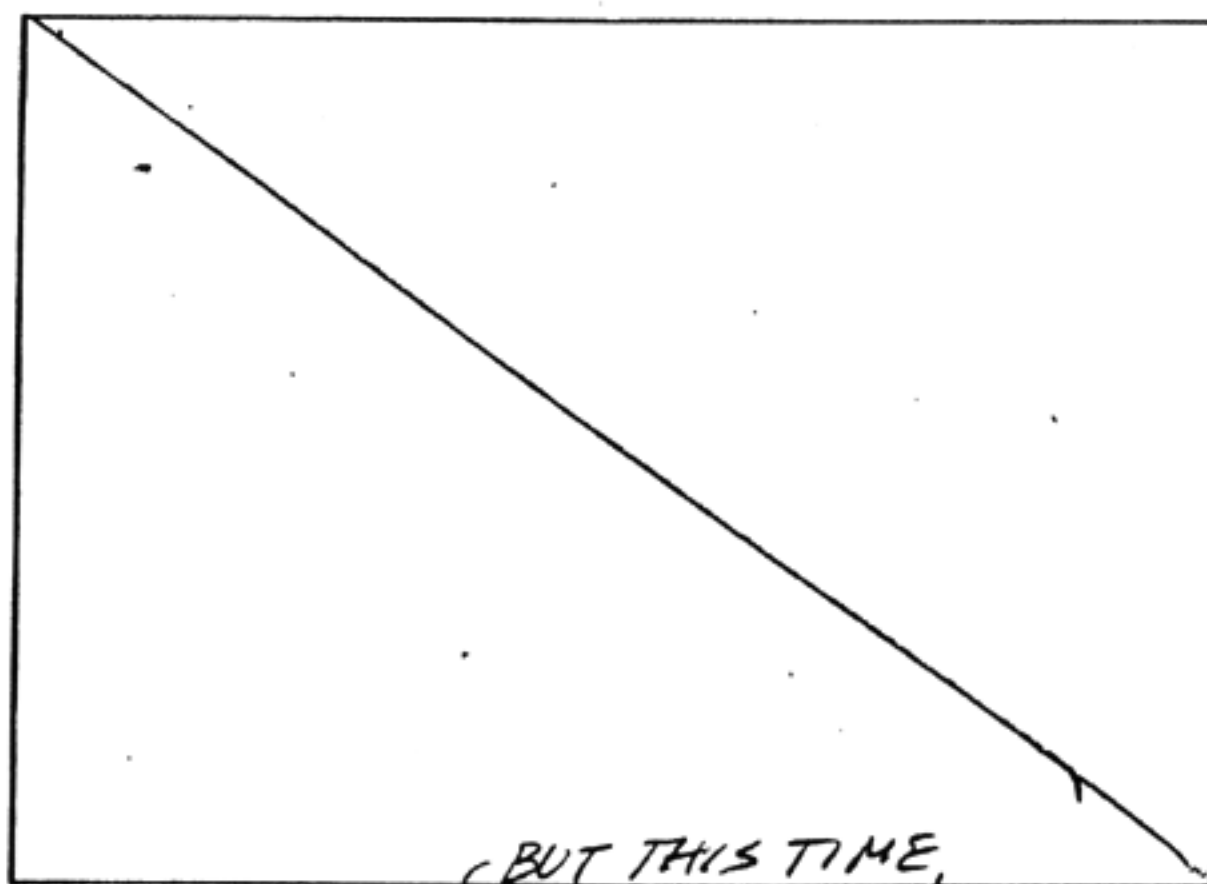


C.U. MEGATRON (SCOWLS AT D.S. STARSCREAM)  
MEGATRON: WE FAILED BEFORE THROUGH NO FAULT OF MINE!

68



L.S. CONSTRUCTION & MACHINES.  
SCRAPPER GESTURES TO THE OTHERS TO MAKE ADJUSTMENTS ON THE MACHINE.



BUT THIS TIME,  
MEGATRON (VO) I SHALL NOT BE DENIED! THIS DEVICE WILL ENABLE ME TO STRIKE AT THE AUTOBOTS THROUGH OPTIMUS PRIME'S-

69

TRUCK IN

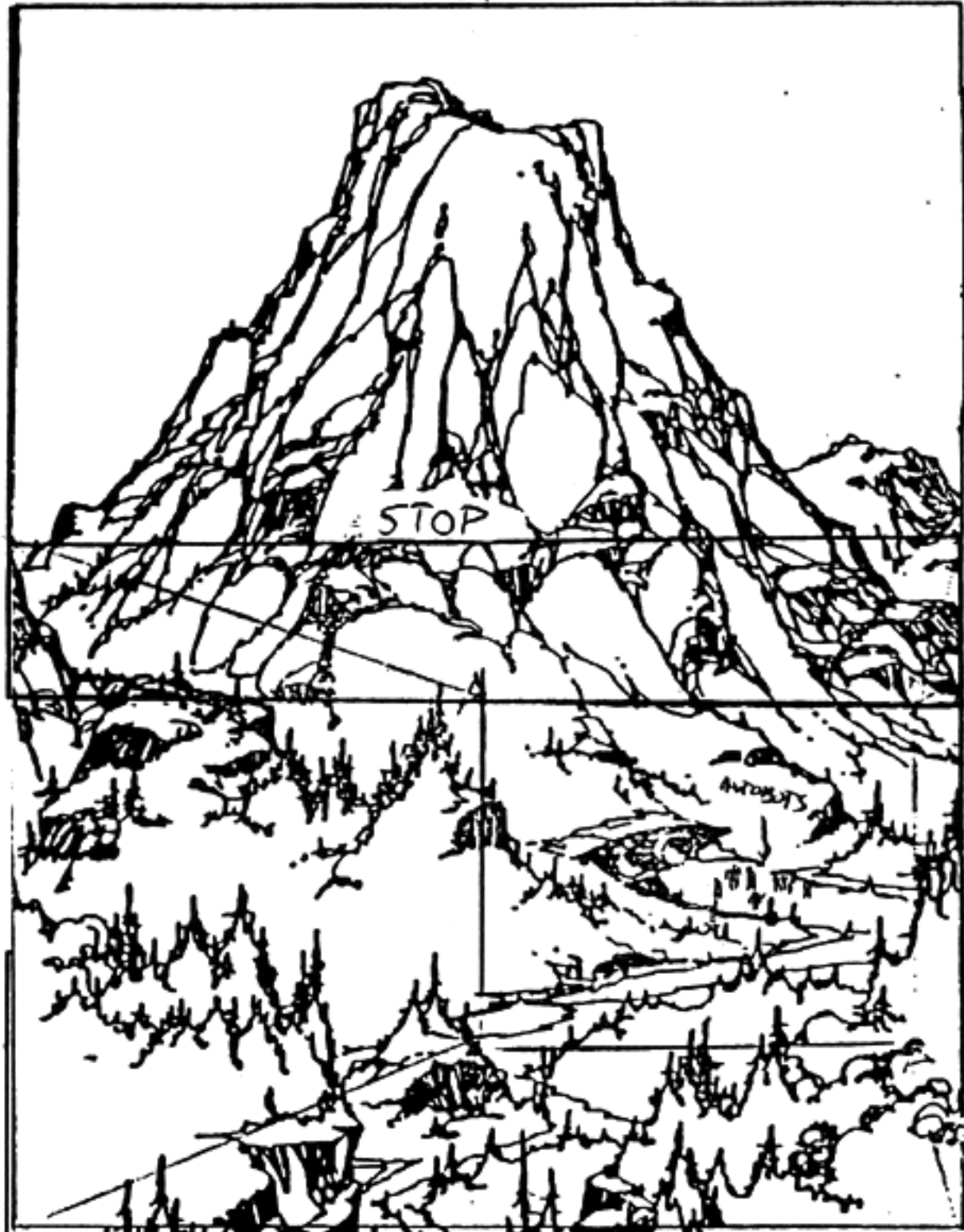


C.U. MEGATRON (CONT) - ONLY WEAKNESS - HIS OVERDEVELOPED SENSE OF HONOR!  
(EVIL LAUGH)

70

START

TRANSITION  
#  
1

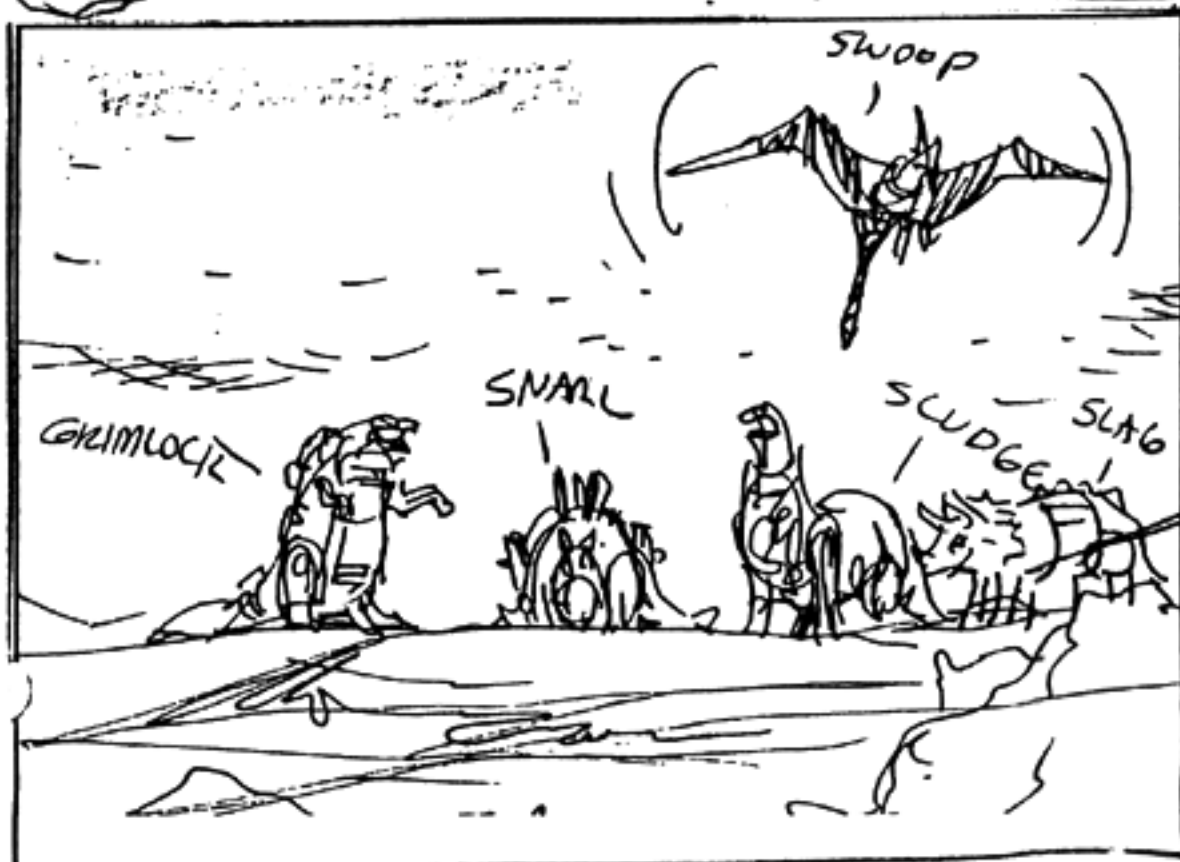


L.S. AUTOBOT HQ - VOLCANO CONE.  
THE AUTOBOTS ARE GATHERED AT THE  
BASE OF THE VOLCANO  
PRIME (V.O.) YOU'VE GOT US CURIOUS,  
WHEELJACK. WHAT'S YOUR  
BIG SURPRISE?

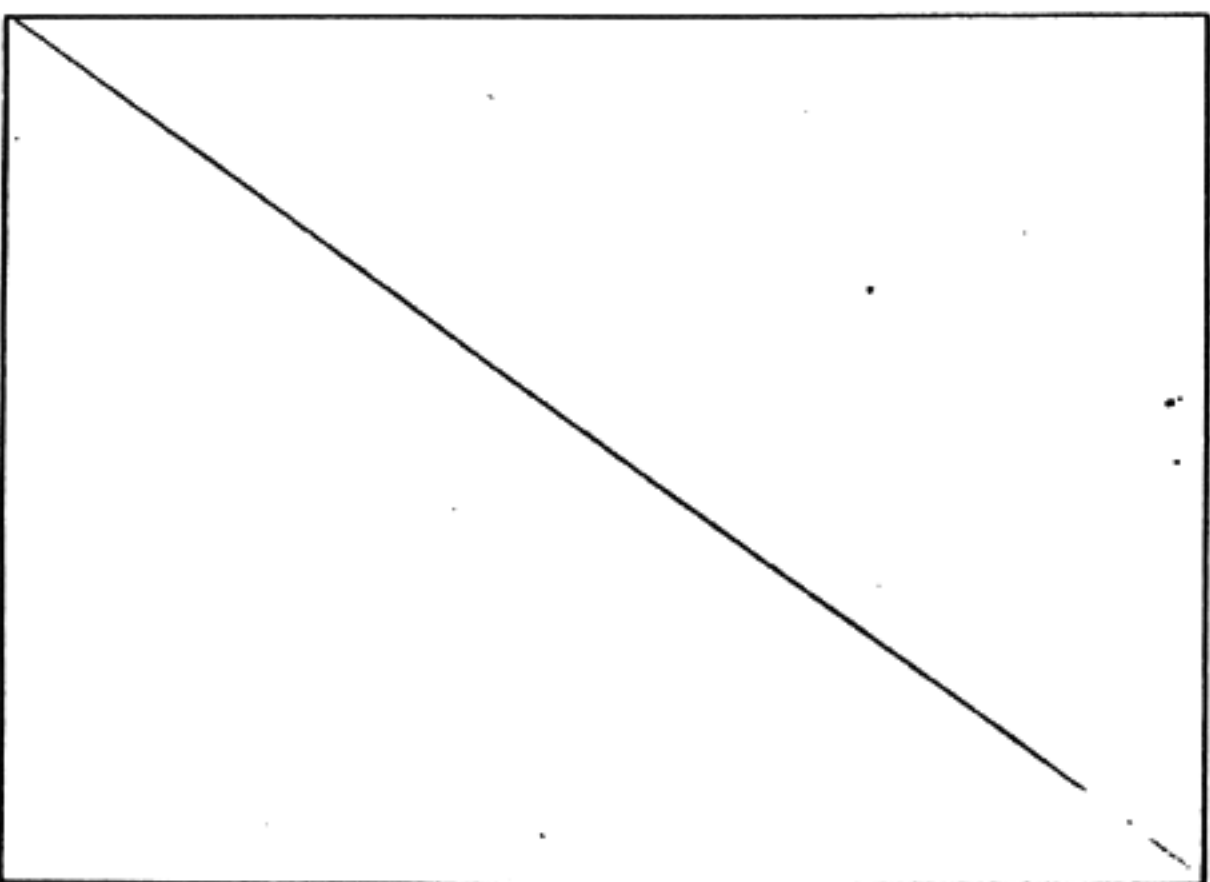
PAN ↓

L.S. THE AUTOBOTS & HUMANS  
PRIME (CONT) AND WHAT DOES IT HAVE  
TO DO WITH THE DINOBOTS?

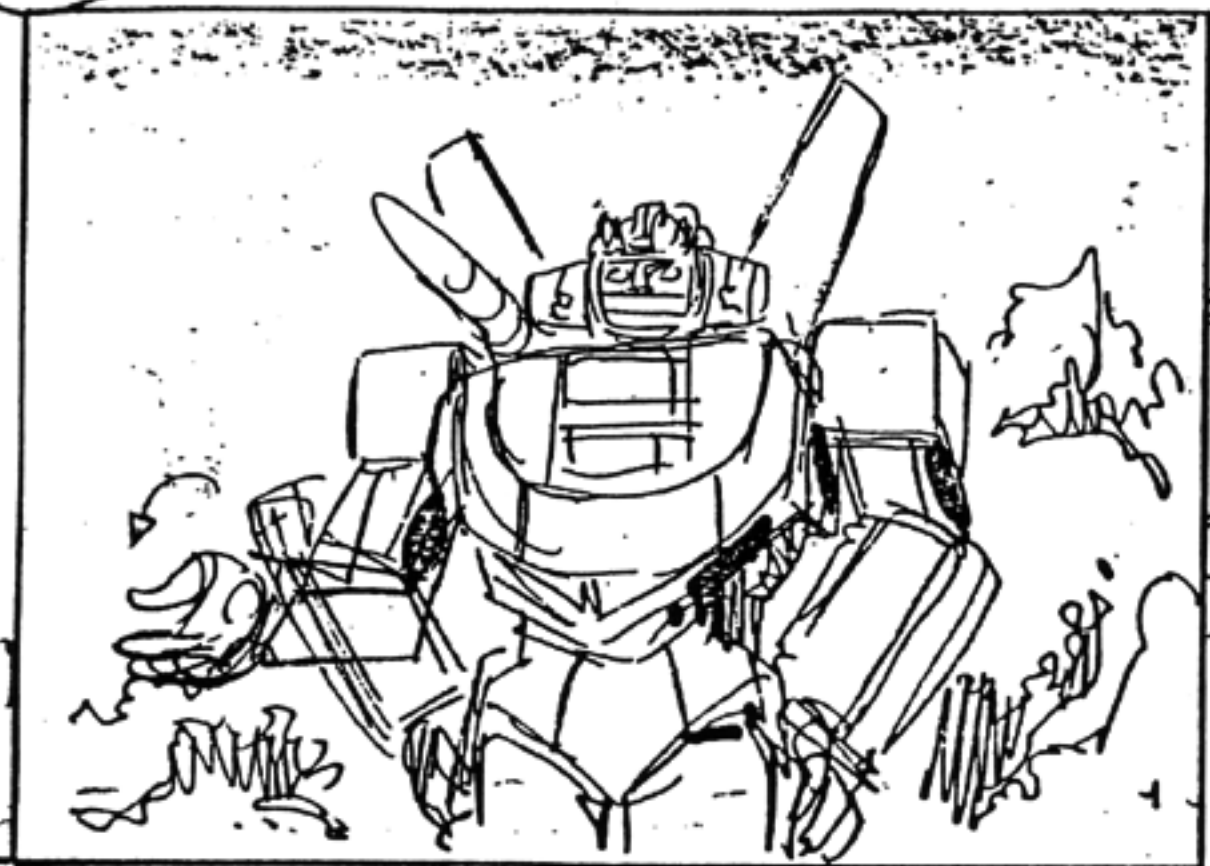
72



M.L. GROUP SHOT DINOBOTS BOBBING AND WEAVING  
SWOOP CIRCLING AROUND.  
WHEELJACK (V.O.) WELL, OPTIMUS PRIME,...

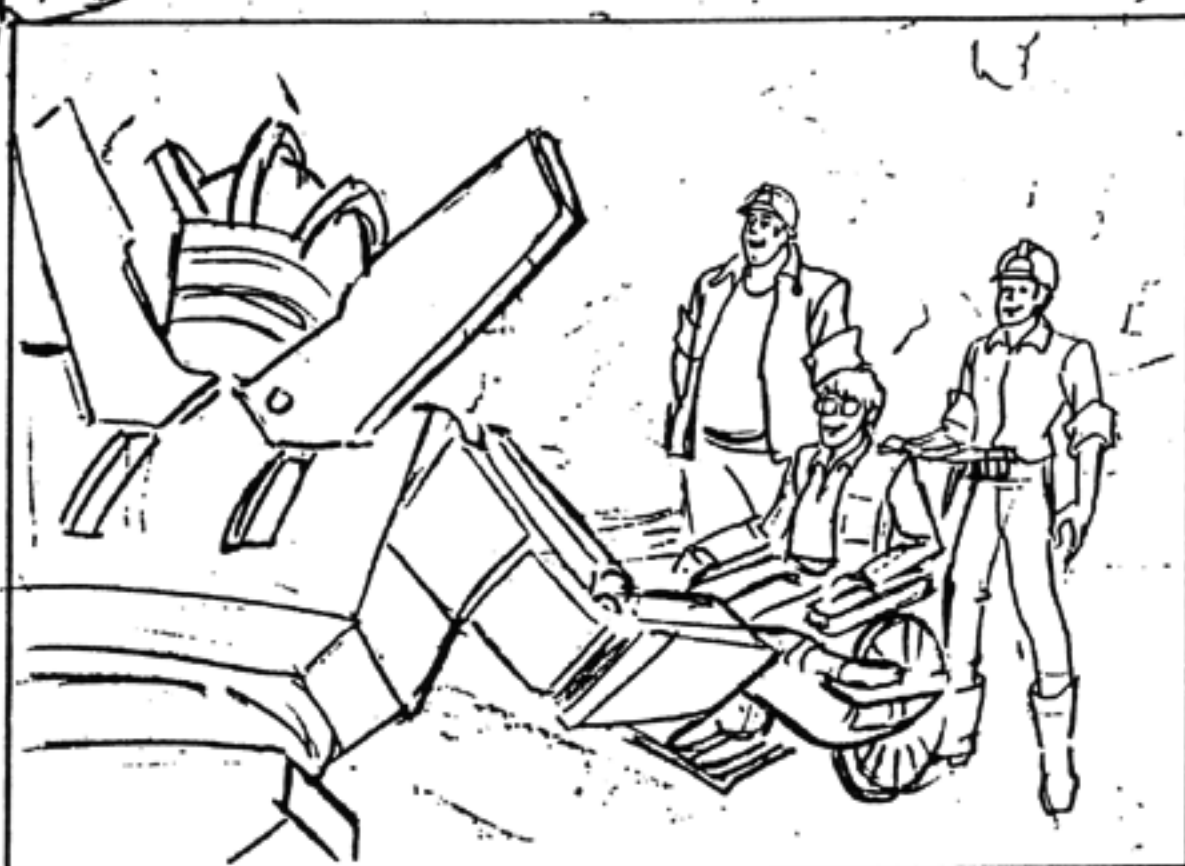


72A



M.C. WHEELJACK : (CONT.) FELLOW AUTOBOTS (GESTURES)

72B

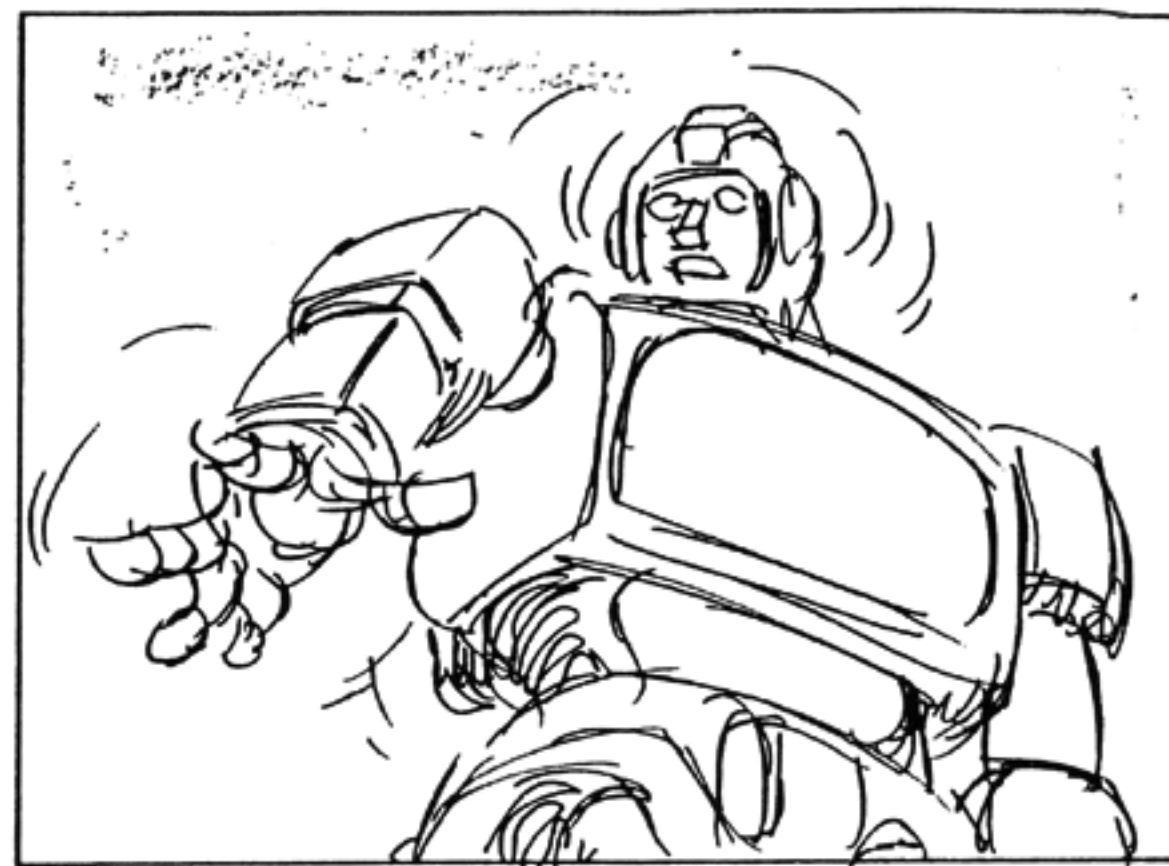


M.C.U. Q.T. SHOULDER - WHEELJACK CONT: ... HUMAN FRIENDS, SPIKE SPARKPLUG + CHIP!

73

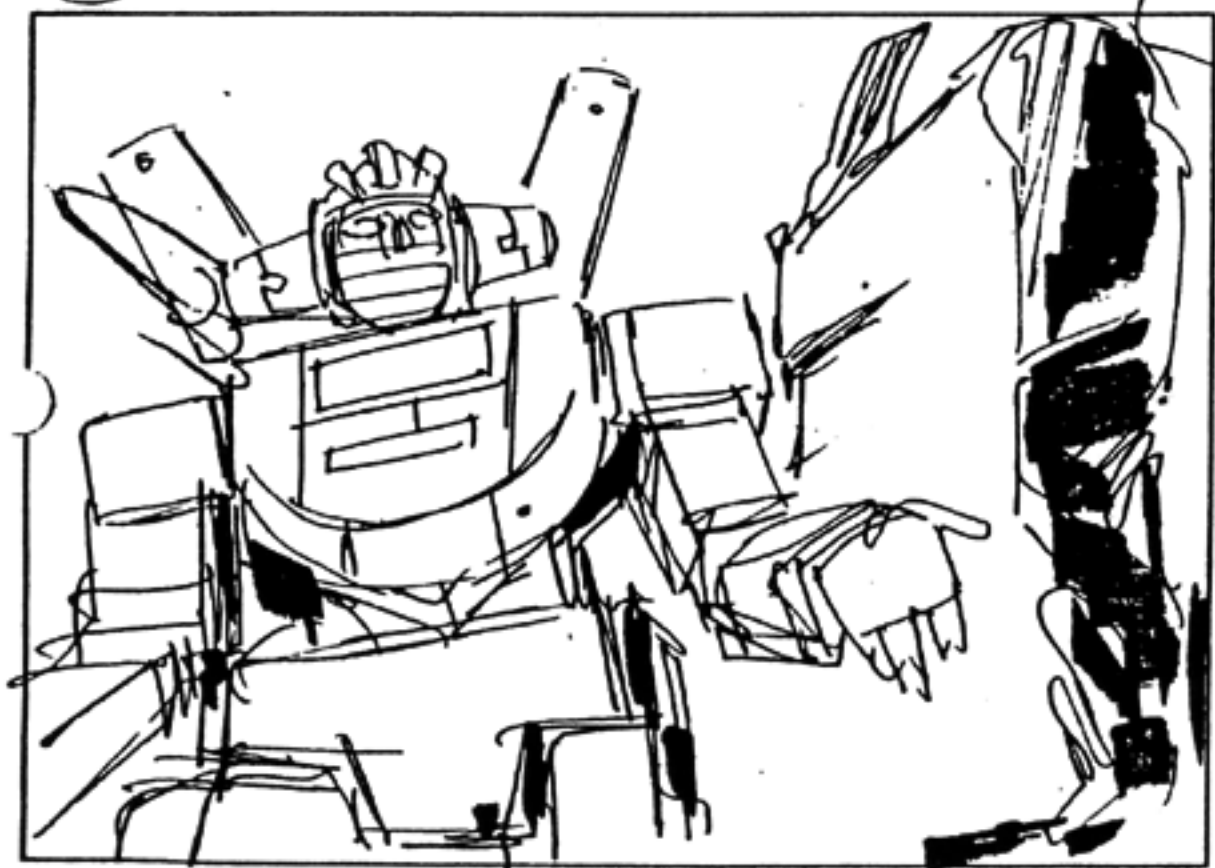
700-13

25



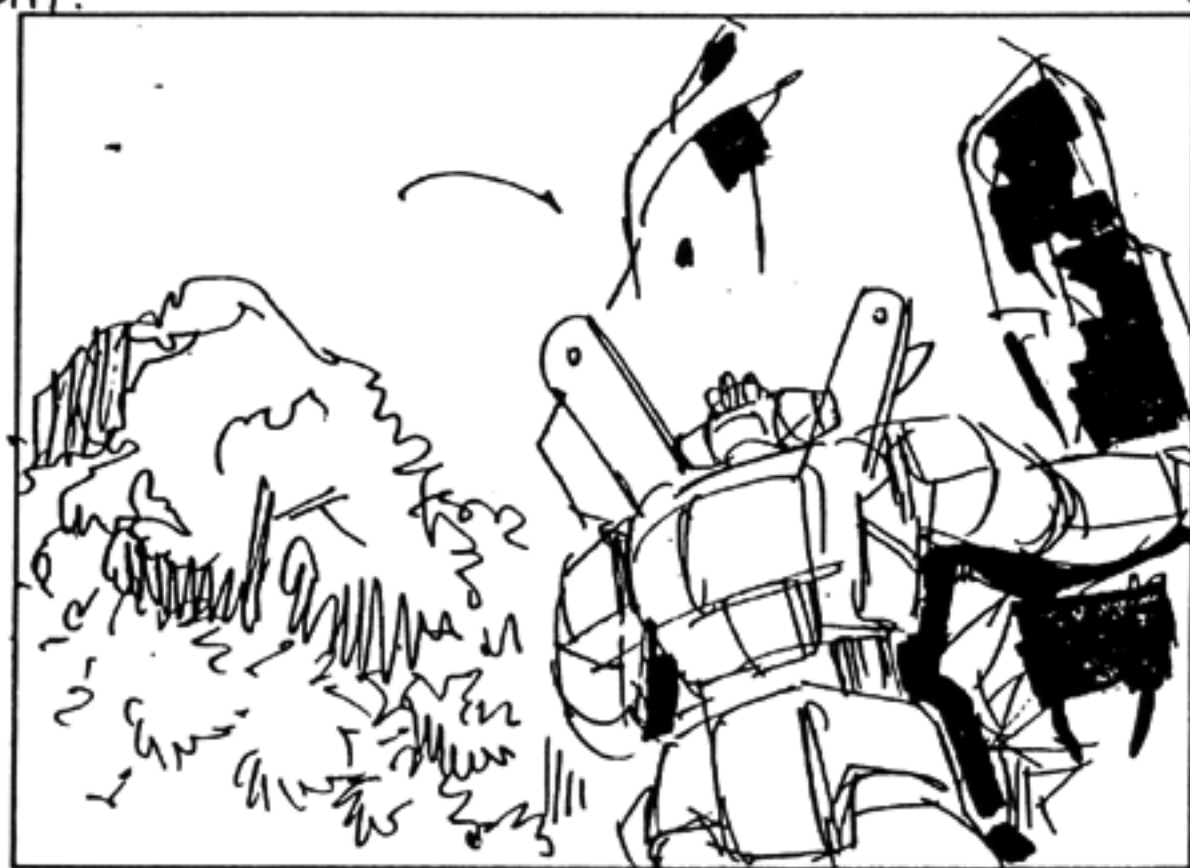
M.S. IRONHIDE, HE GETS IMPATIENT. IRONHIDE: OH, GET ON WITH IT! YOU TAKE LONGER TO SAY SOMETHING THEN A SLOW-MOTION MECHANO-MOUTH WITH THE GLITCH!

74



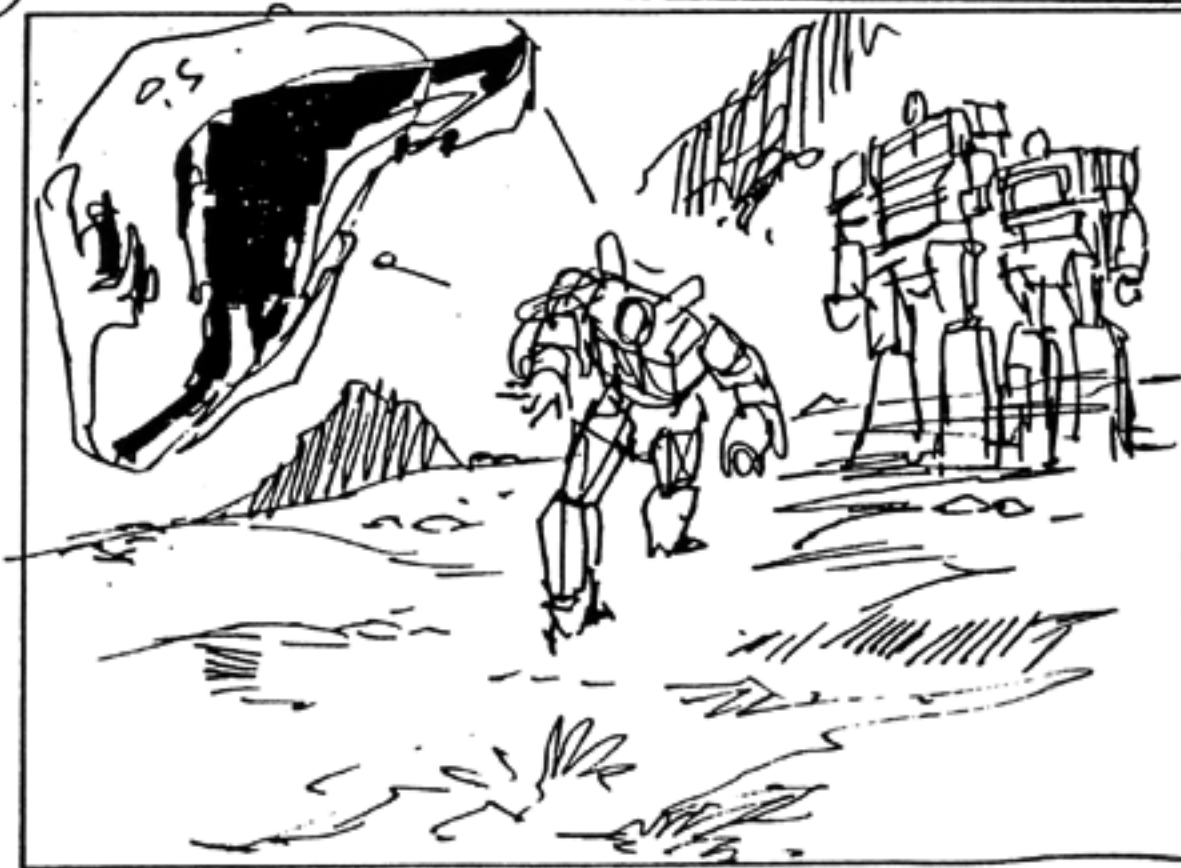
M.S. WHEELJACK: UH, YES. AS YOU KNOW THE DINOBOTS HAVE ALWAYS BEEN UNPREDKTABLE AND KIND OF CLUMSY SOMETIMES...

CONT.



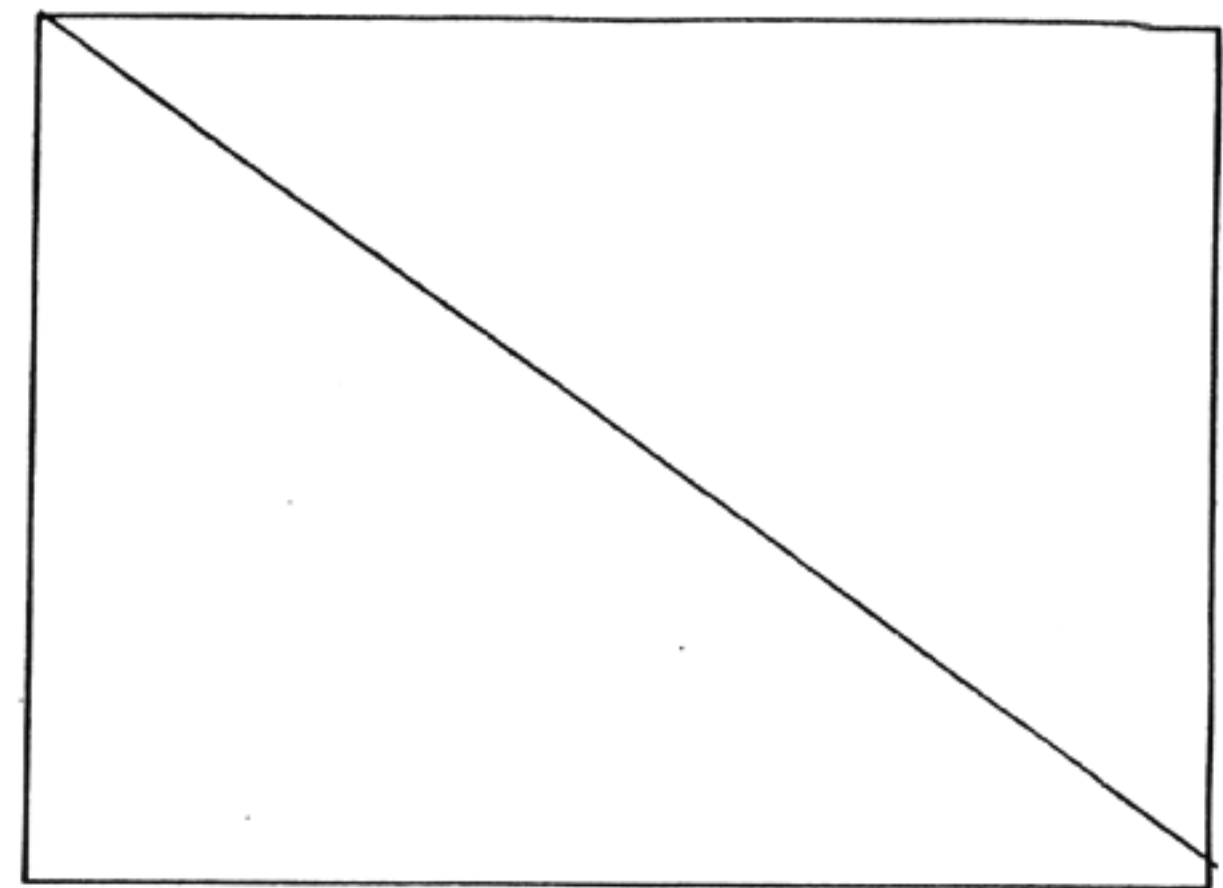
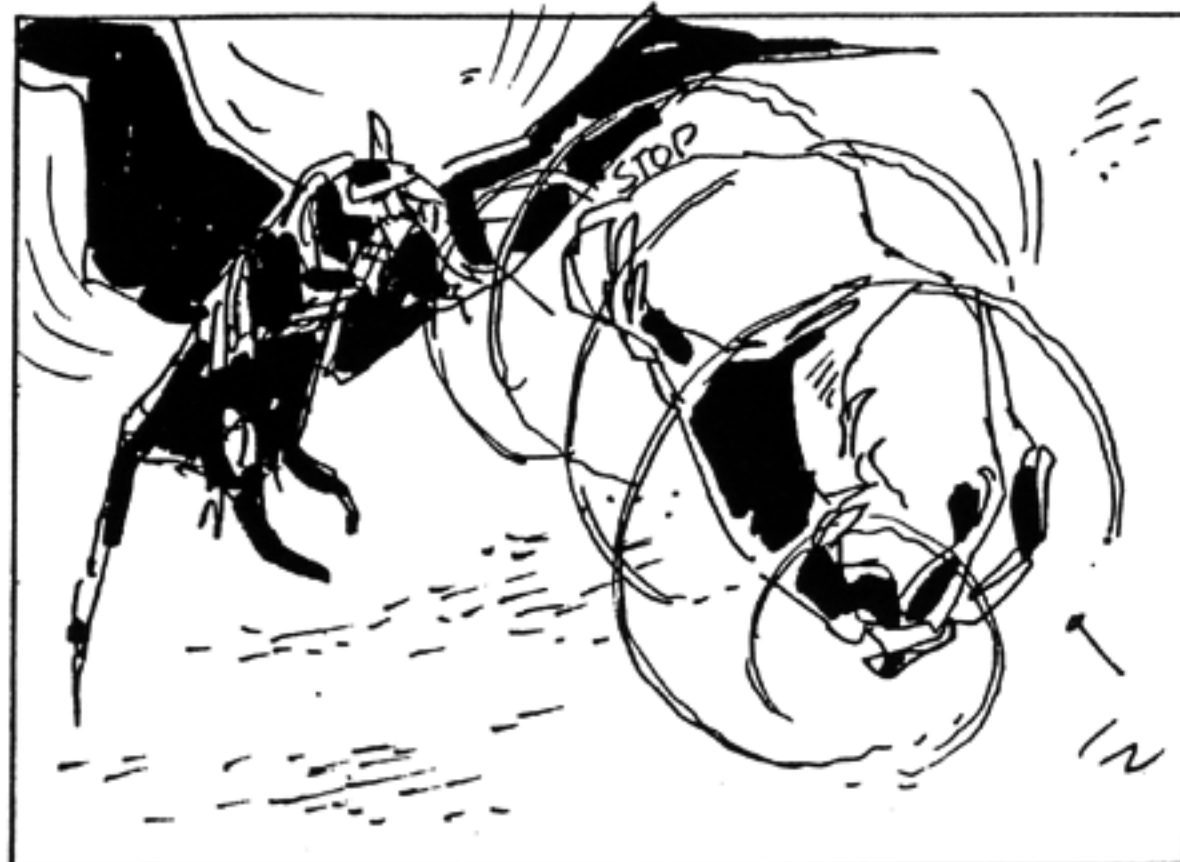
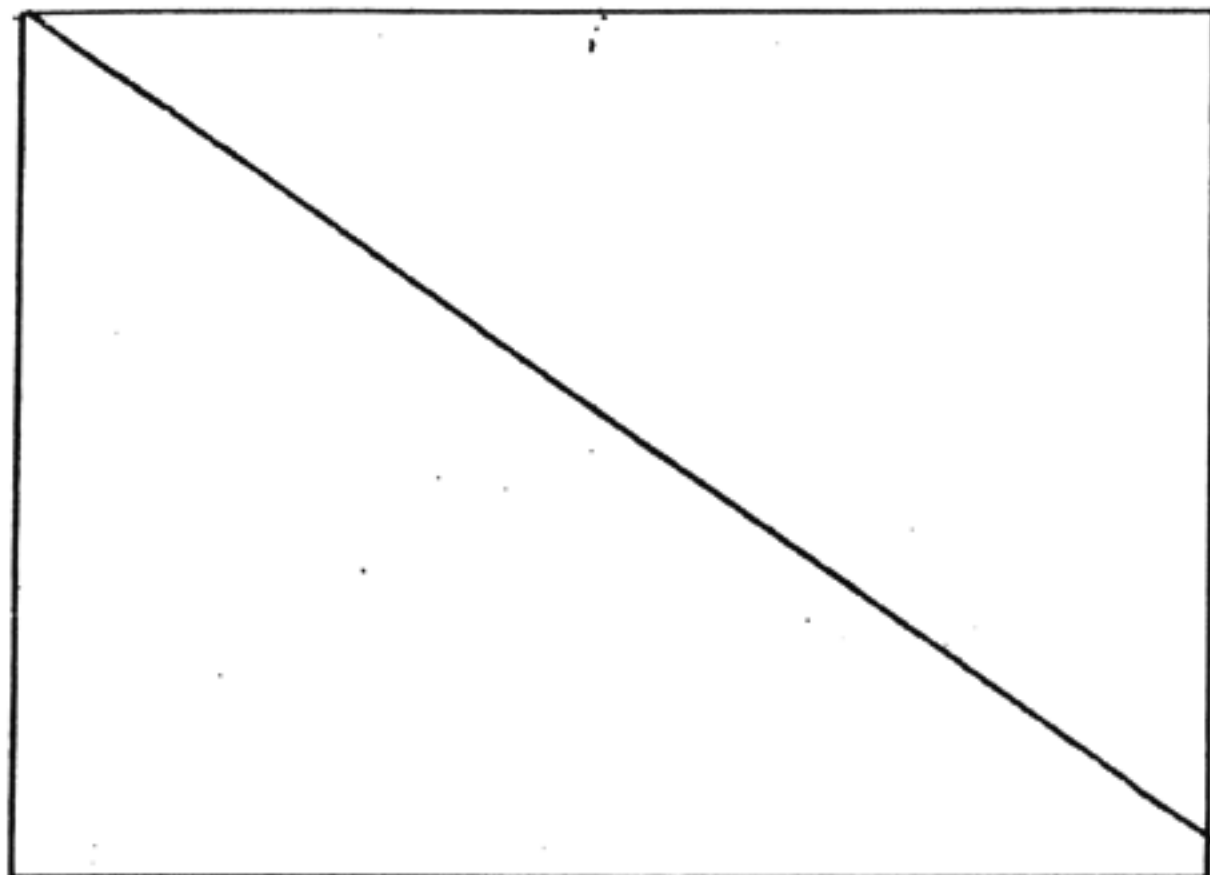
WHEELJACK TURNS AND WALKS OVER AND WITH A LITTLE STRAIN, PICKS UP A HUGE BOULDER WHEELJACK (CONT)... BUT I'VE BEEN RE PROGRAMMING THEM ...

75



W.S. WHEELJACK AND OTHER AUTOBOTS. WHEELJACK THROWS THE BOULDER WHEELJACK (CONT), SO JUST WATCH!

76



5

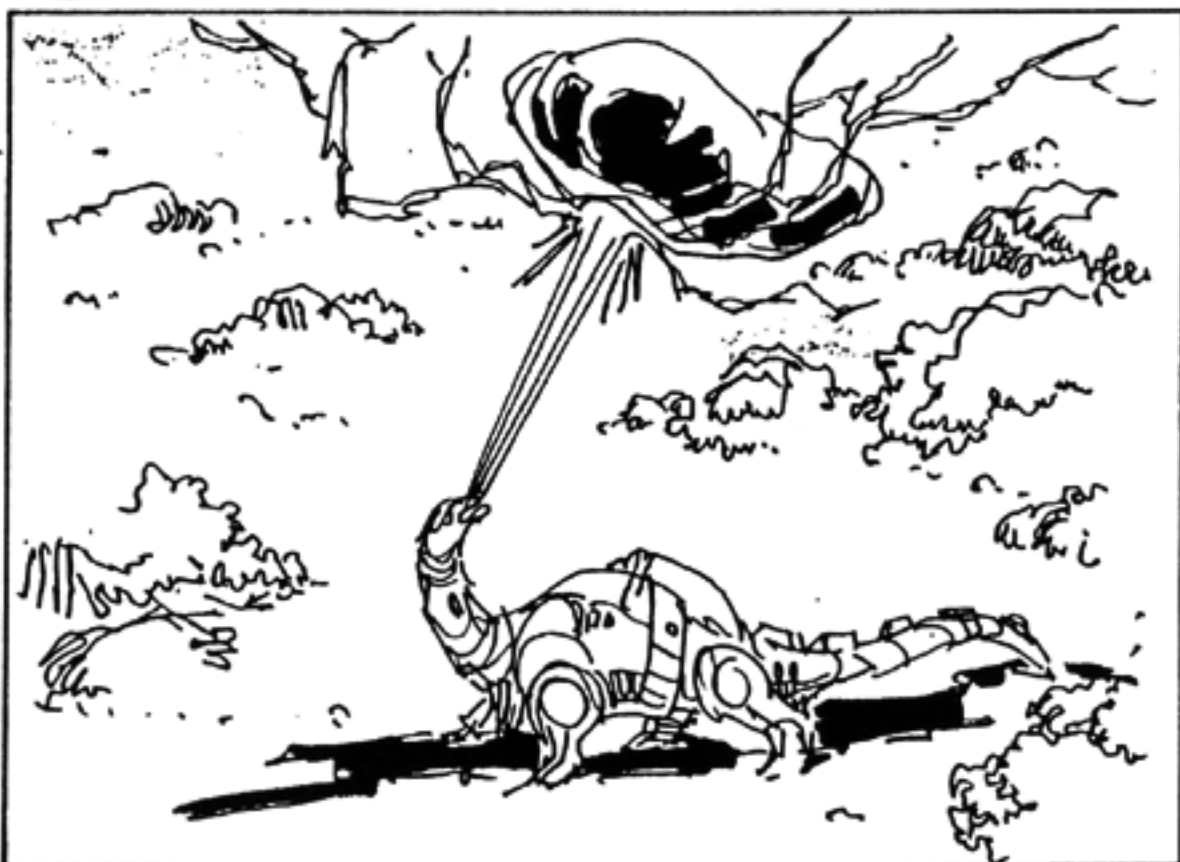
V.I.S. SWOOP, THE BOULDER FLIES TOWARD HIM. HE FLAPS HIS WINGS TO GALE FORCE, EMANATING ENERGY WAVES WHICH KEEP THE BOULDER SUSPENDED.

77



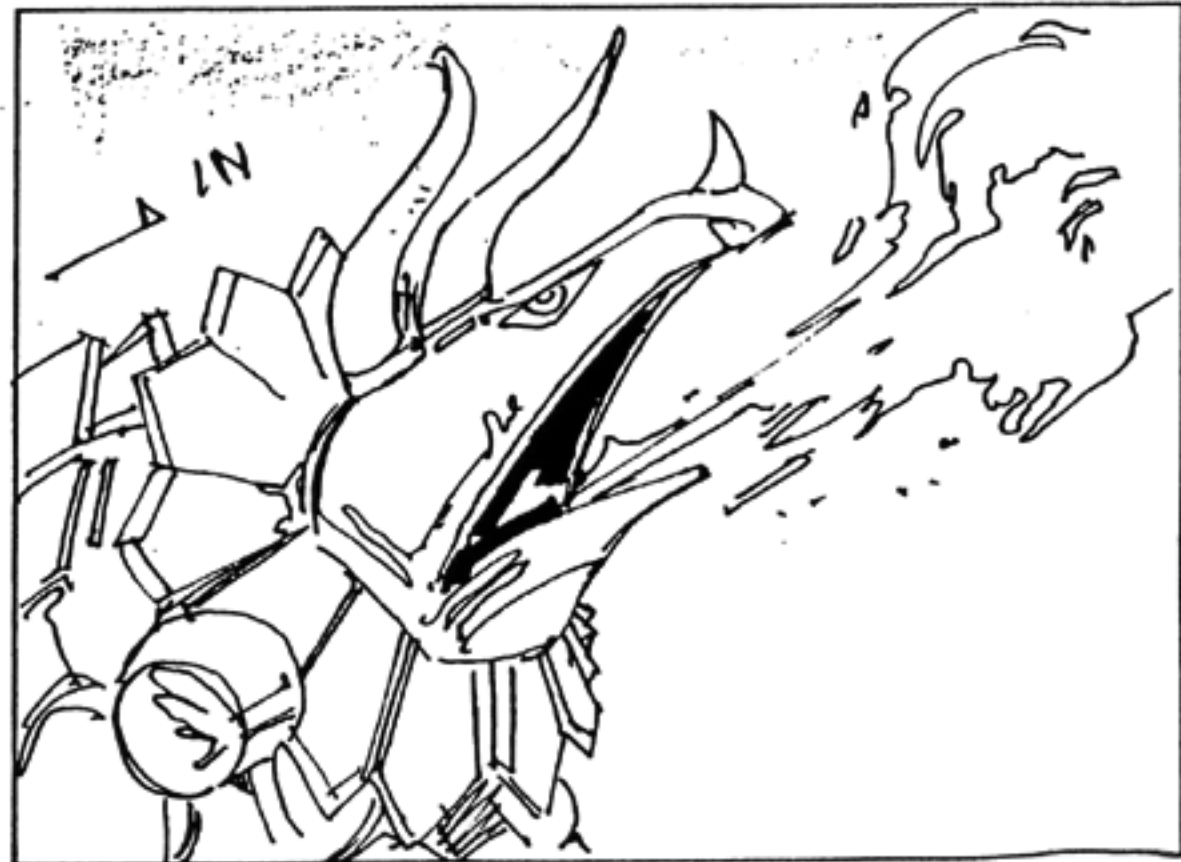
M.S. SLUDGE. HE LASER-BLASTS THE BOULDER WITH HIS EYE-BEAMS.

78



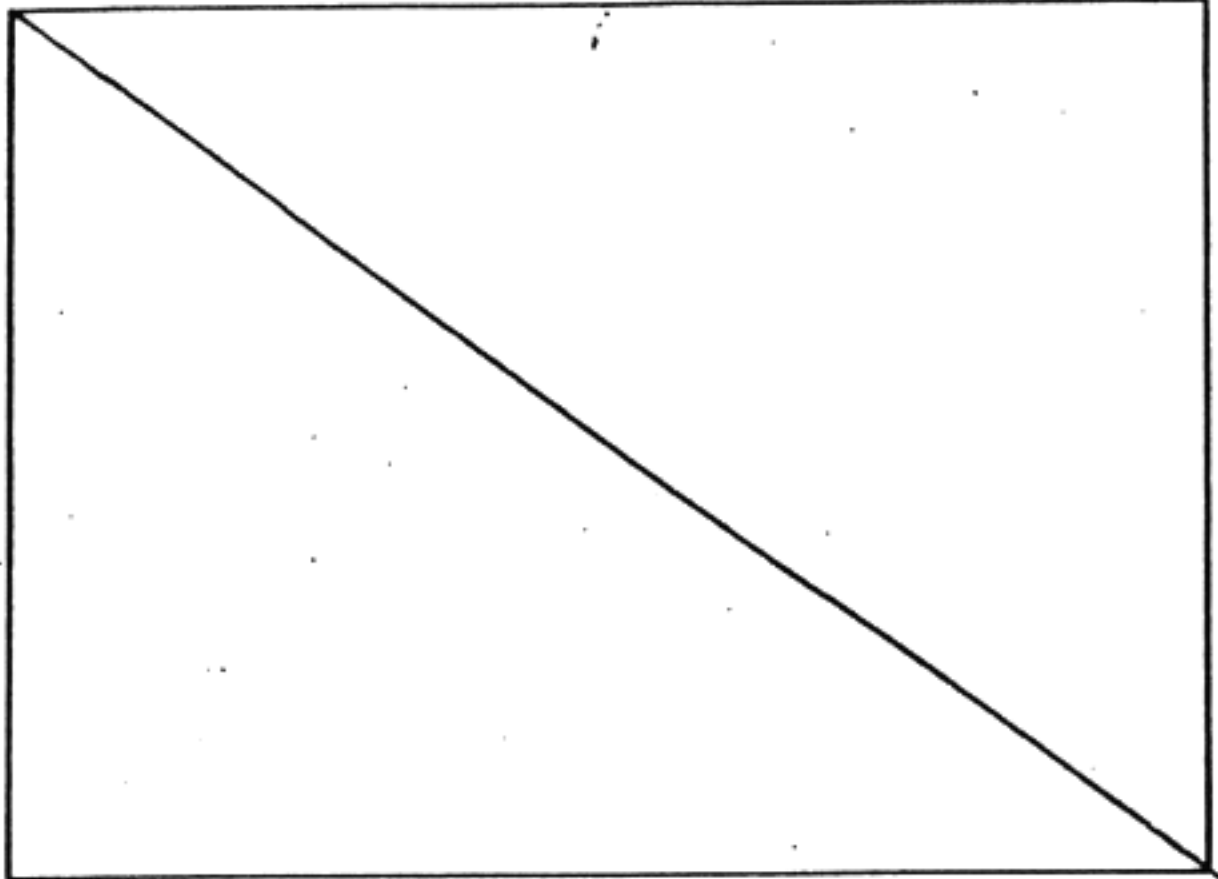
L.S. SWDGE & BOULDER, AS THE BEAMS STRIKE THE BOULDER, IT TUMBLES IN THE AIR.

79



C.U. SLAG. HE OPENS HIS MOUTH AND BREATHS FLAMES TOWARD THE BOULDER.

80



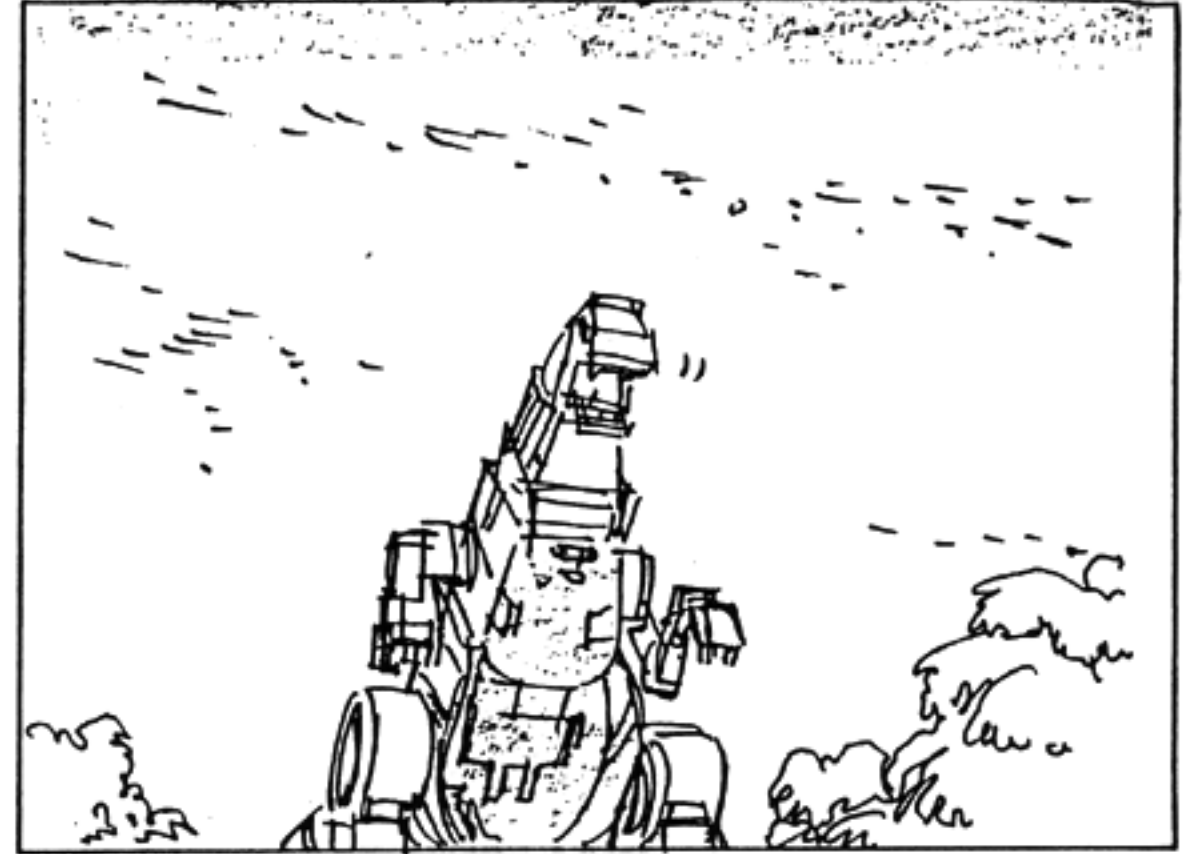
C.U. BOULDER. SLAG'S FLAMES STRIKE THE BOULDER, KEEPING IT AFLOAT ON THE FLAMES.

81

700-13

27

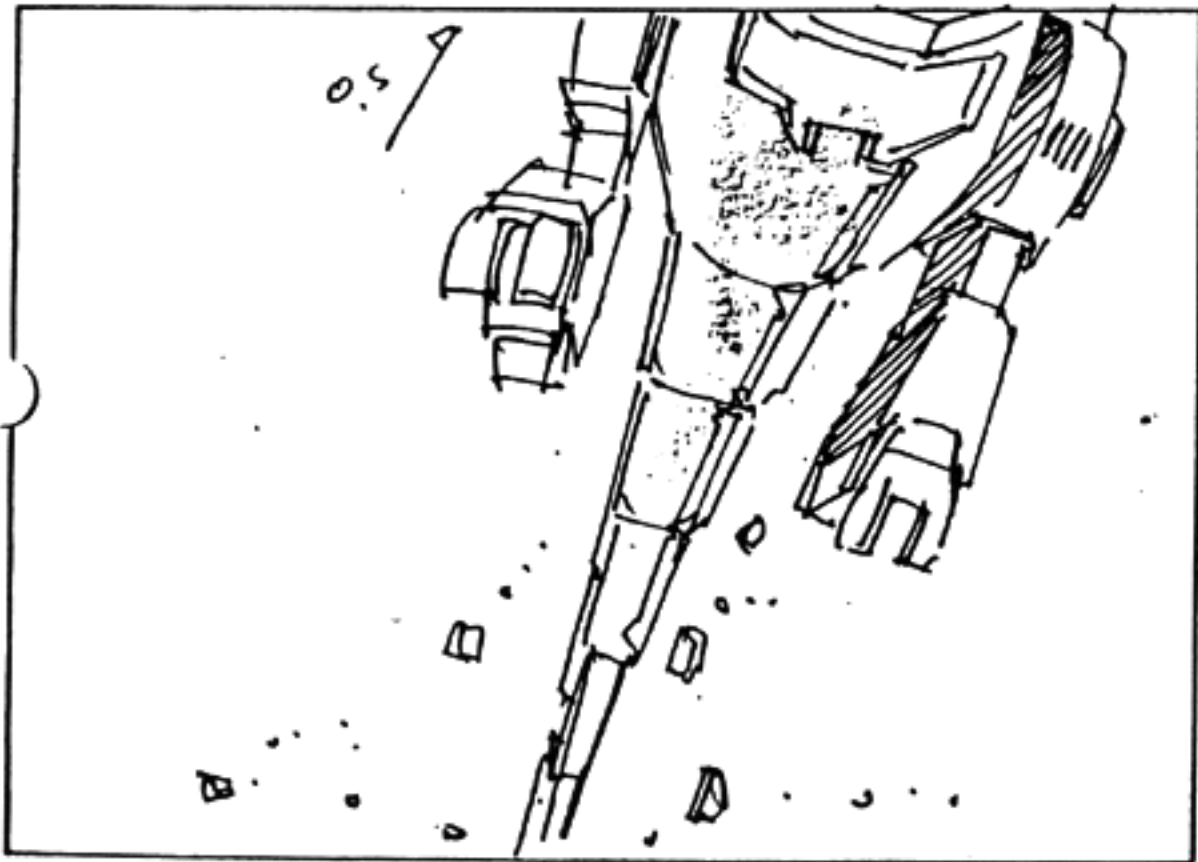
26



M. SHOT GRIMLOCK SNIFFS THE AIR THEN INTO A RUNNING..

82

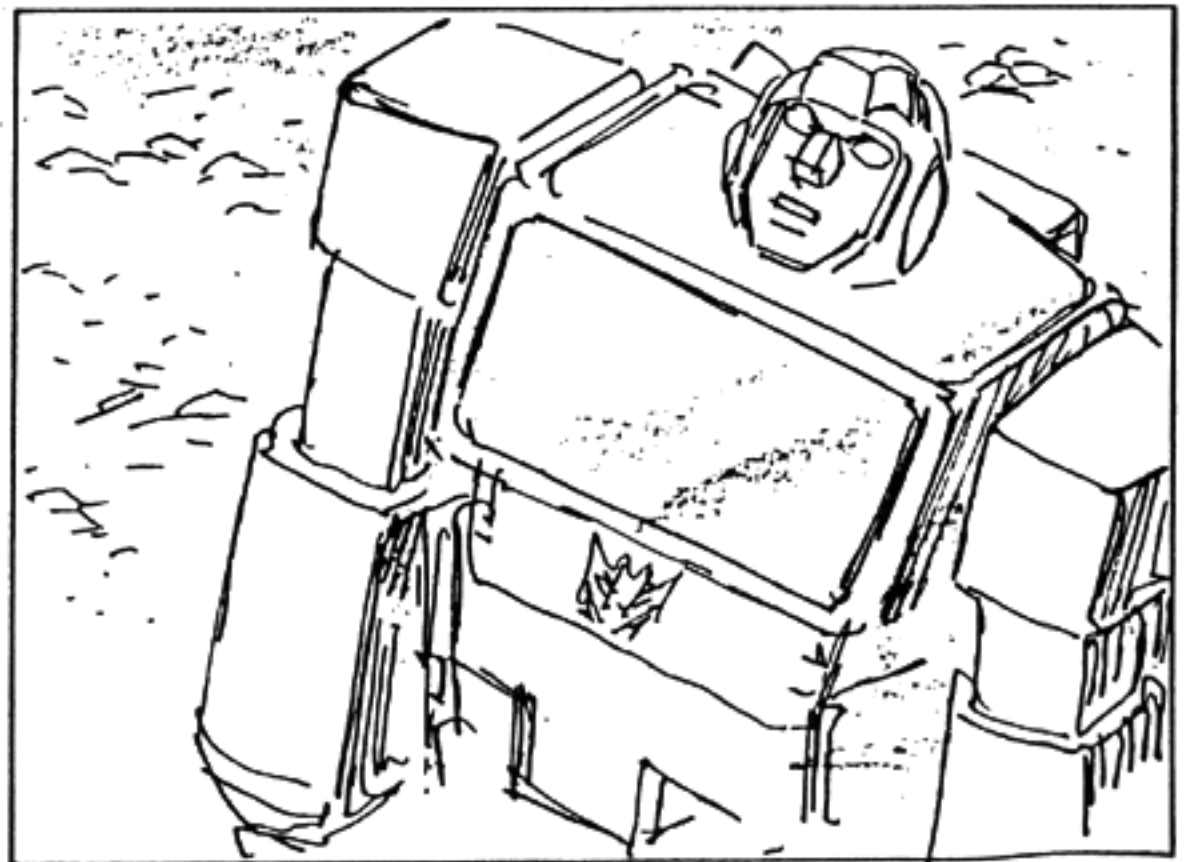
CONT



LEAP UP AT THE O.S. BOULDER

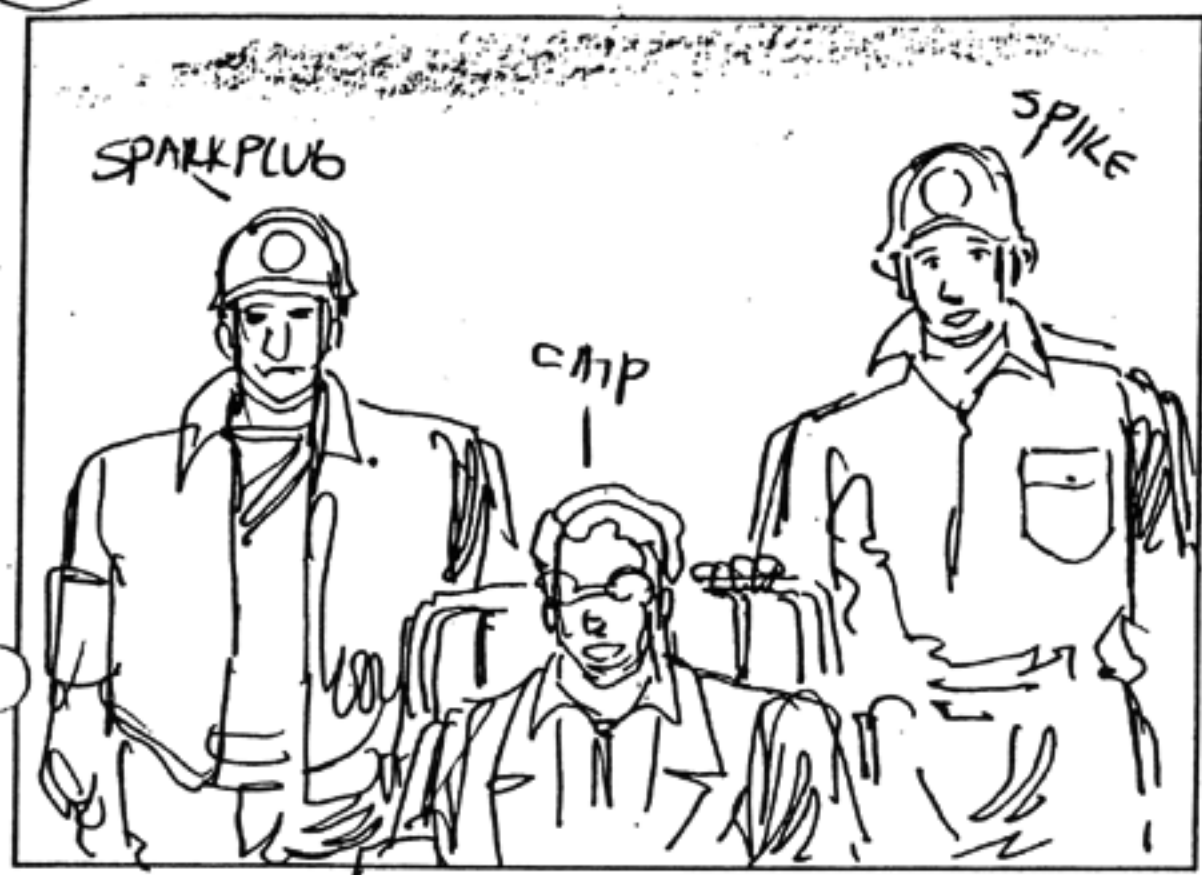


M.L.S. GRIMLOCK SOARS INTO THE SCENE AND CHOMPS DOWN ON THE BOULDER WITH HIS MIGHTY JAWS.



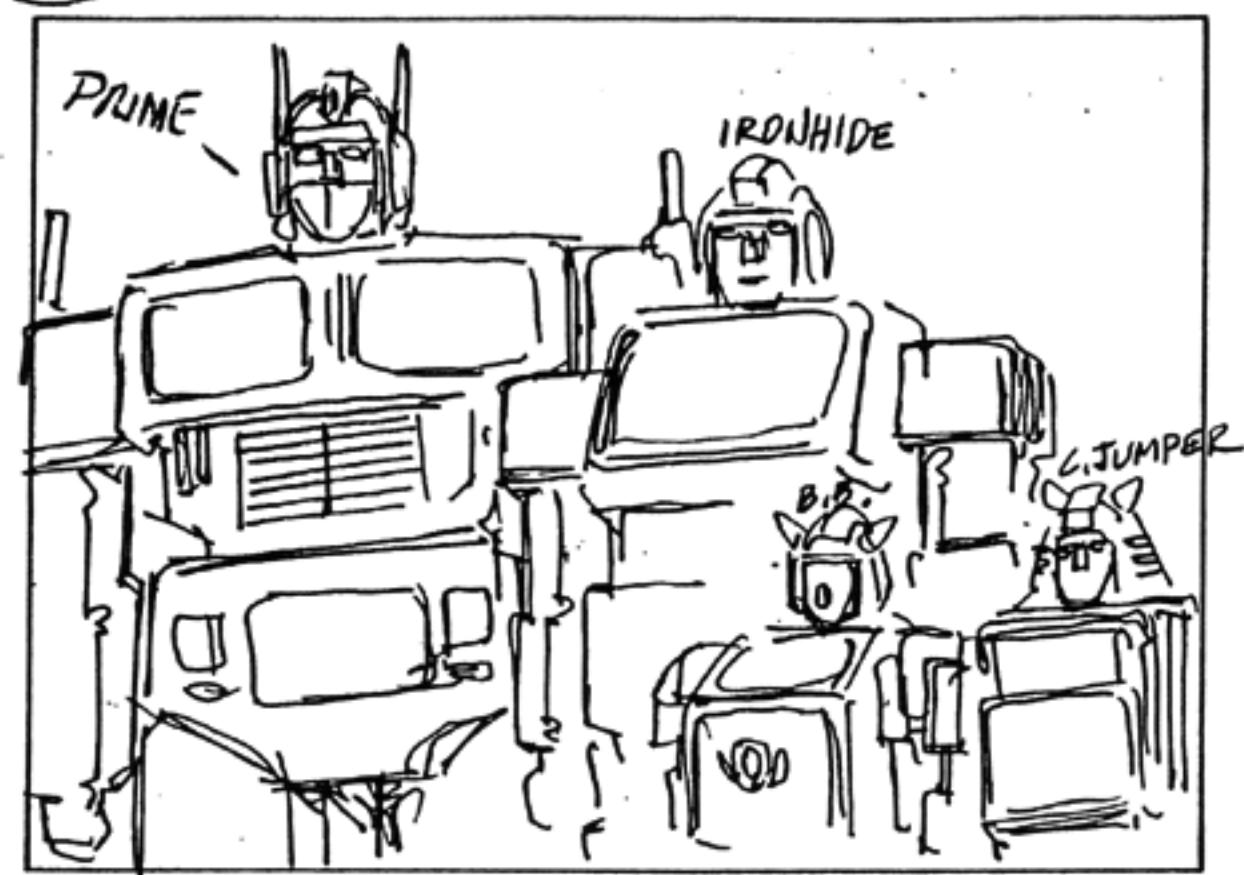
MS-IRONHIDE: BIG DEAL. SO NOW WE GOT US A DINOBOT BASEBALL TEAM THAT EATS THE BALL.

83



3 SHOT. SPIKE, SPARKPLUG & CHIP.  
CHIP: WELL I'M IMPRESSED  
SPIKE: ME TOO, WHEELJACK  
SPARKPLUG RIGHT: YOU DID A GOOD JOB WITH  
THE BIG GUYS

84

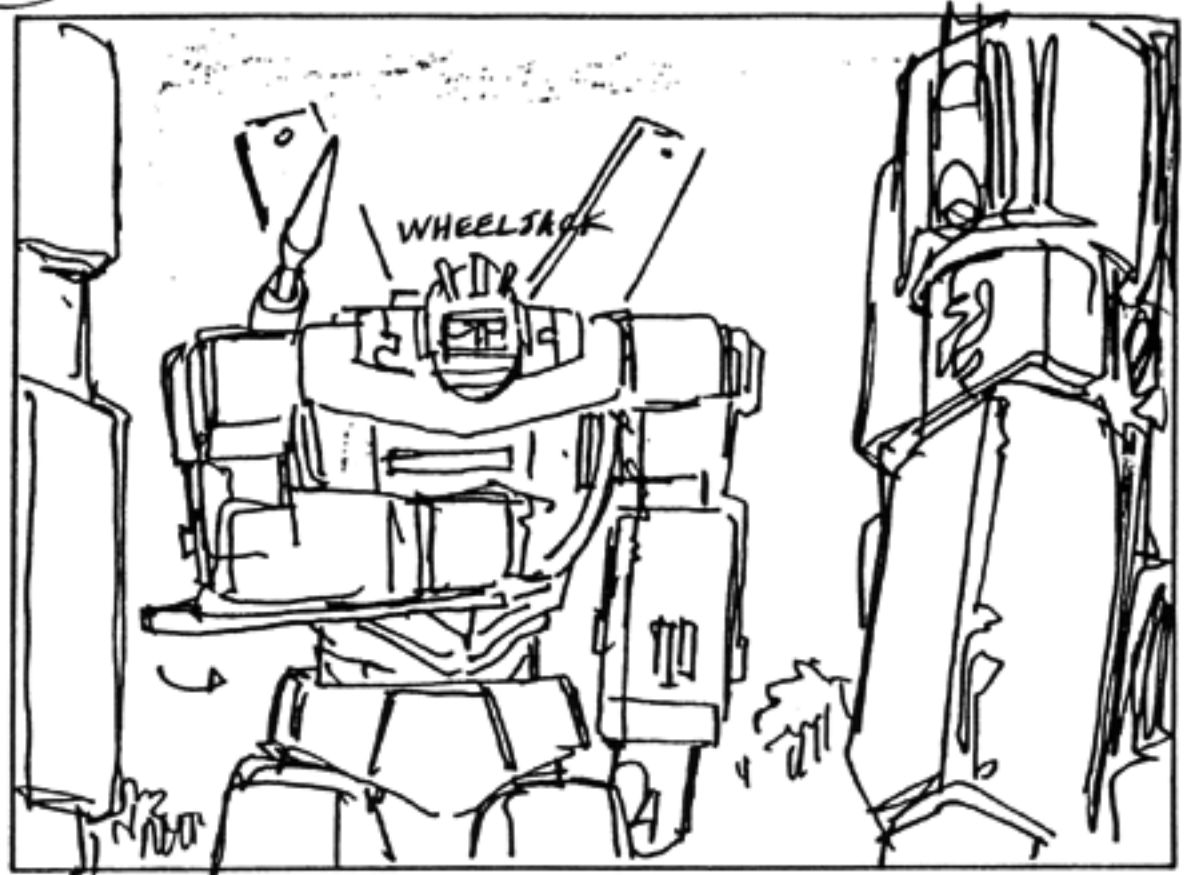


M.S. AUTOBOTS (PRIME, IRONHIDE, BUMBLEBEE,  
CLIFFJUMPER)  
PRIME: I'M ALSO PLEASED, WHEELJACK, WELL  
DONE!

85

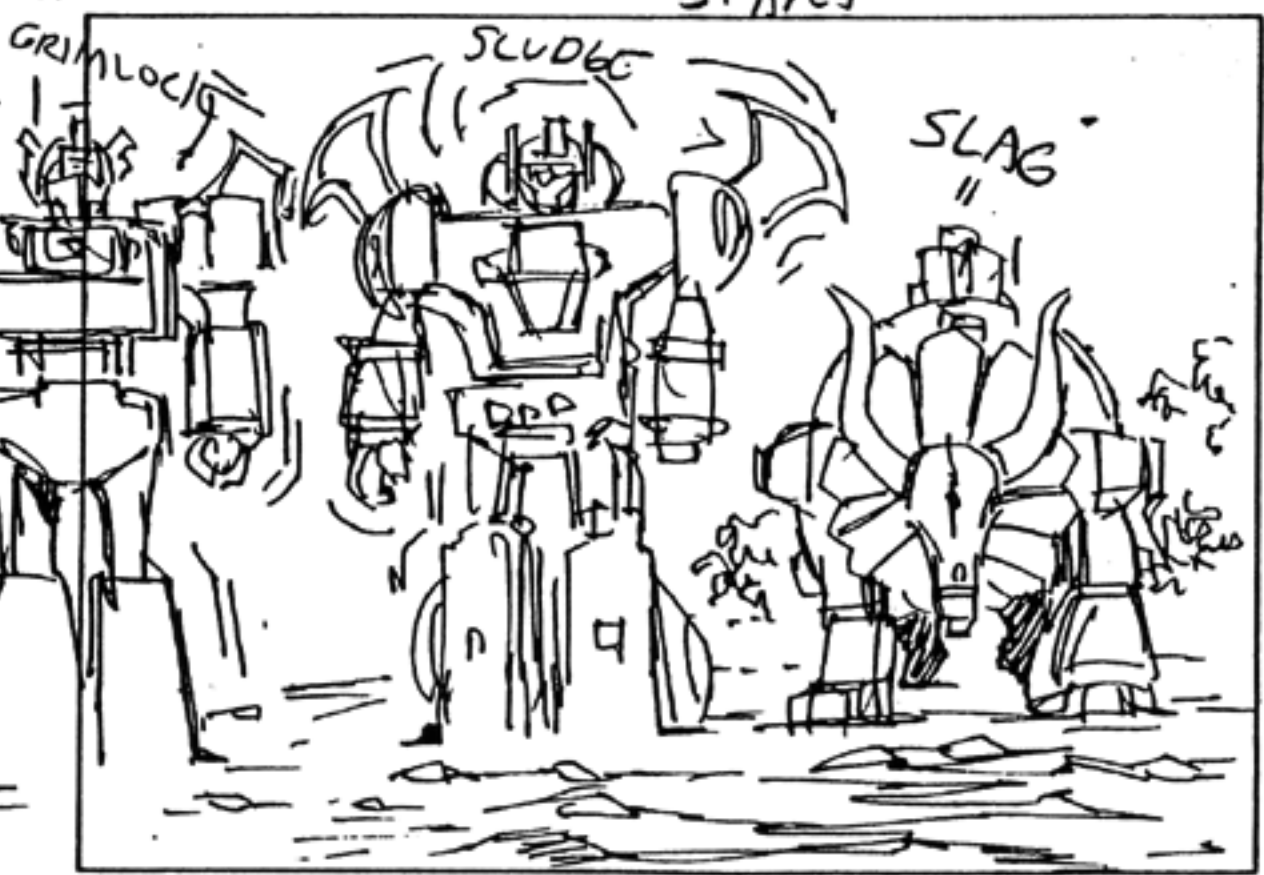
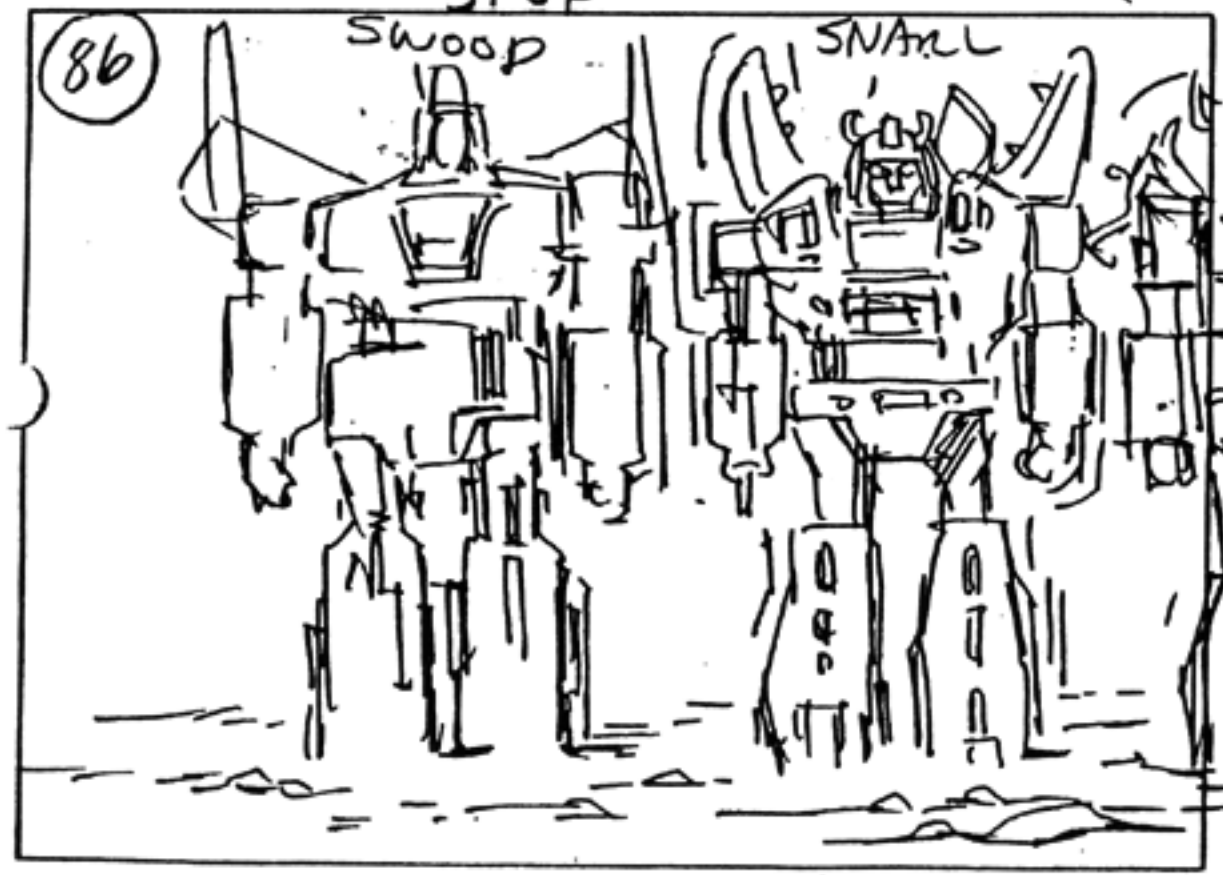
700-13

28



M.S. WHEELJACK, HE BOWS  
WHEELJACK: THANK YOU OPTIMUS PRIME.  
I TRY TO DO MY BEST. STRAIGHTEN TOWARD O.S. DINO-  
BOTS.

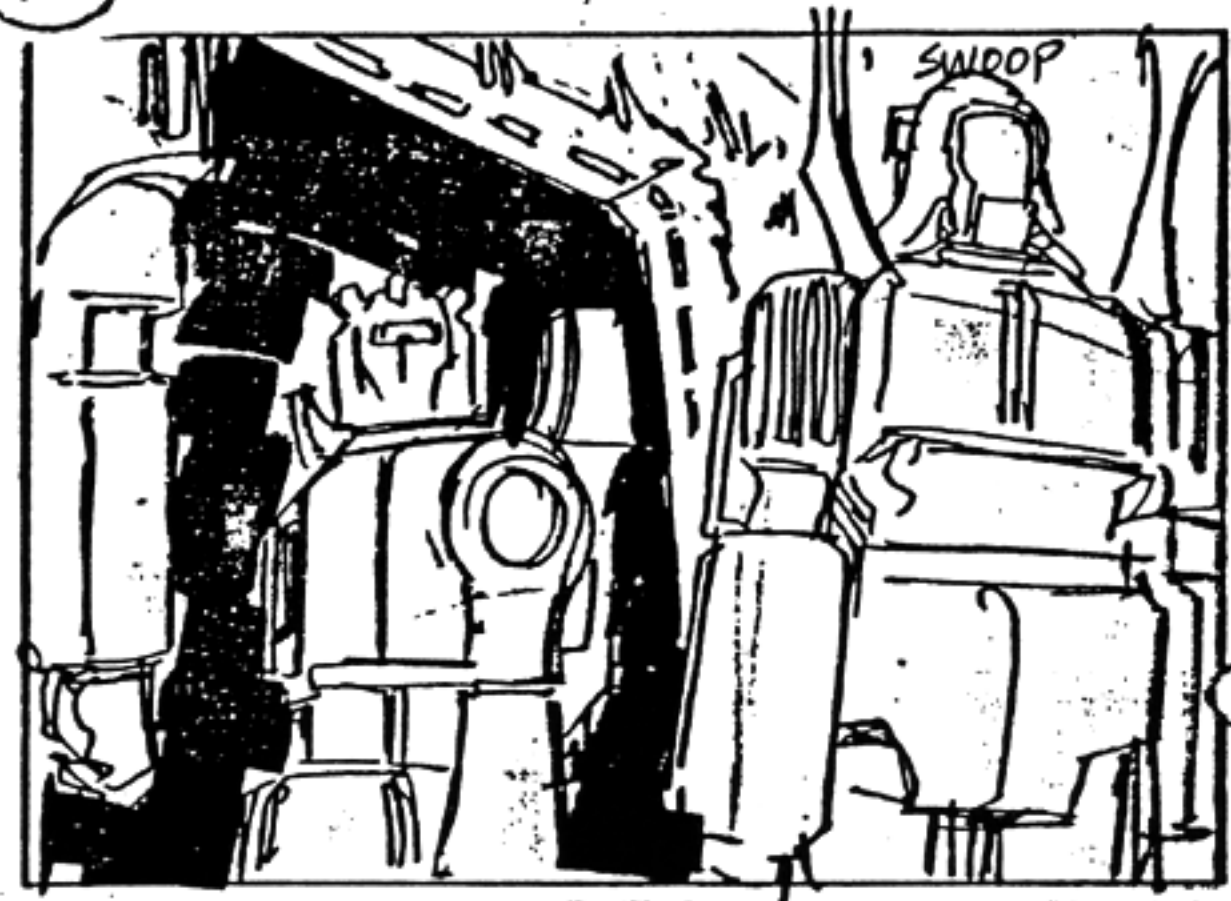
87



M.I.S. THE DINO BOTS. AS THEY ALL TRANSFORM TO THEIR HUMANOID MODE.  
WHEELJACK (VO) OKAY, DINO BOTS... TRANSFORM!

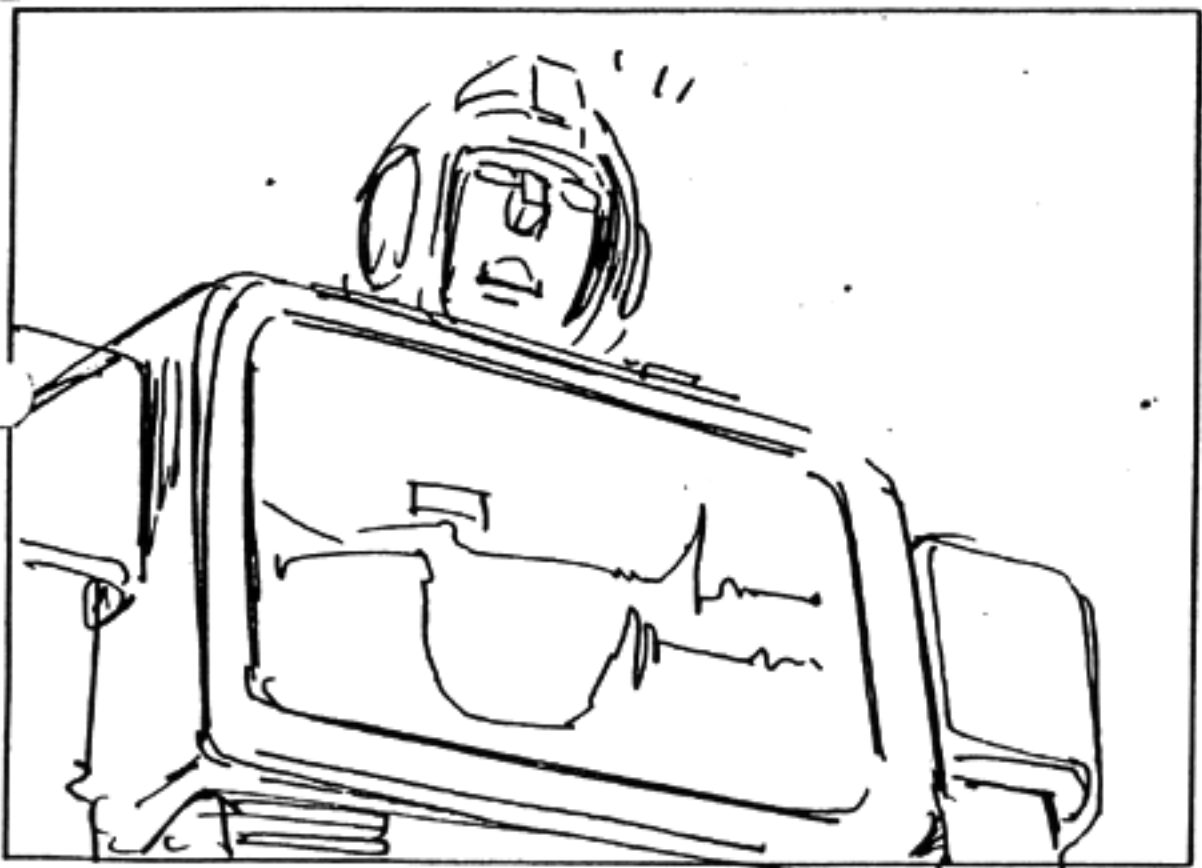


L.S. THE DINO BOTS. WALK TO AN ENTRANCE  
INTO THE VOLCANO'S SIDE, SLAG AND SLUDGE ENTER.



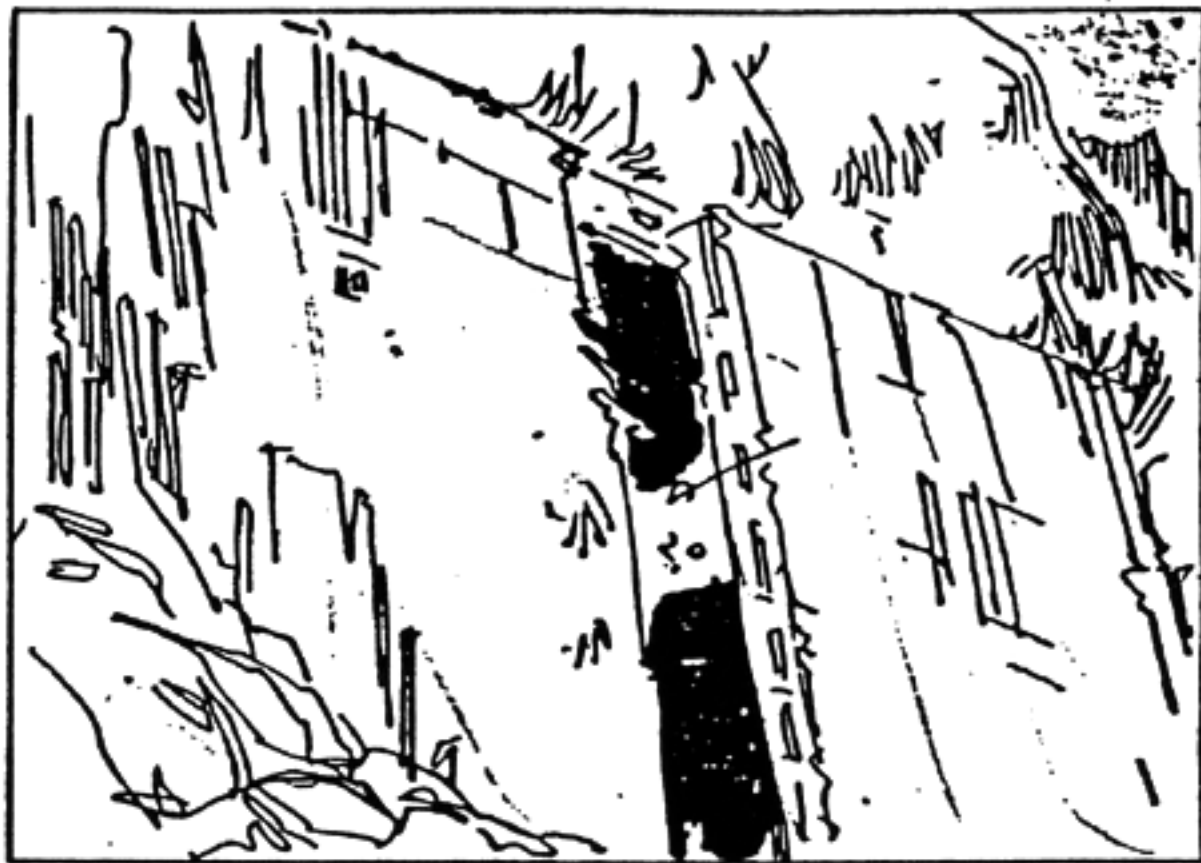
MS. DINOBOTS WALKING INTO OPENING  
GRIMLOCK: (STOPS & TURNS) NEXT TIME

89 ME GRIMLOCK, DO EVEN BETTER.



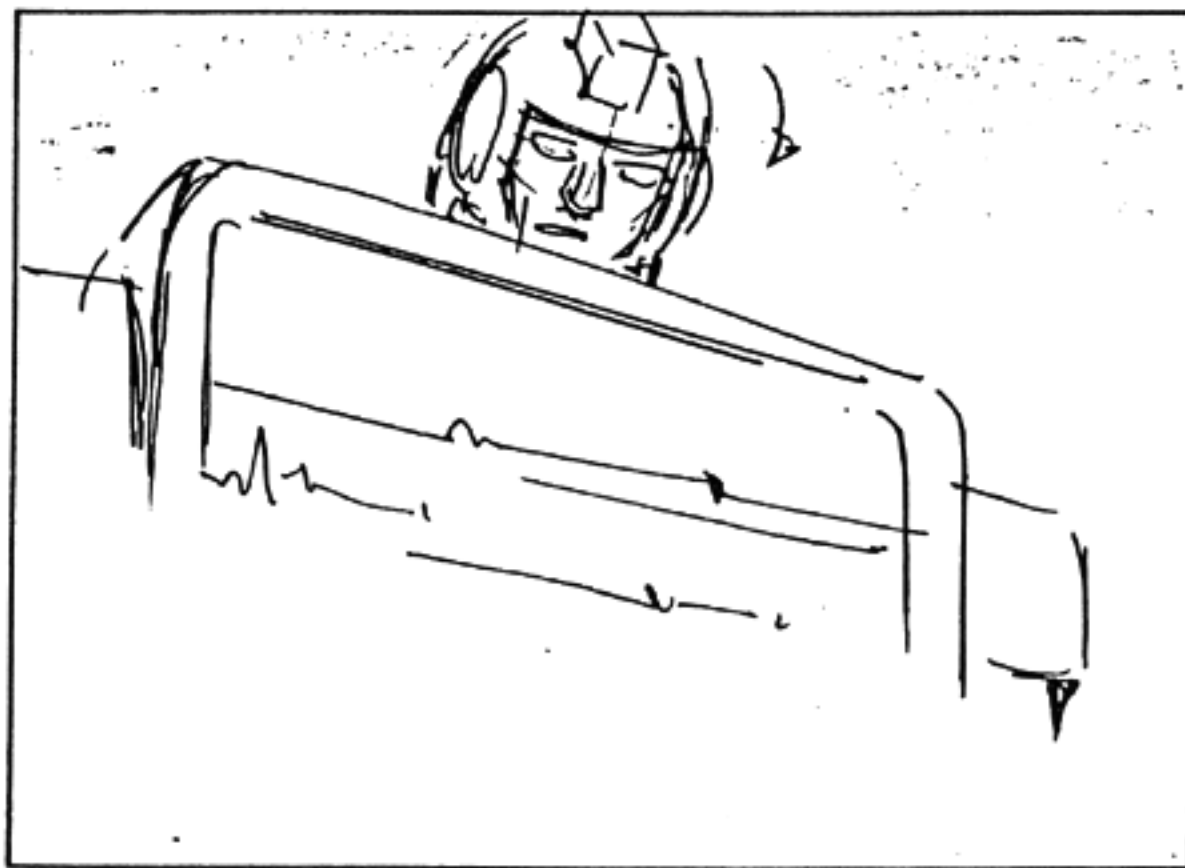
Mrs. IRONHIDE: HMMPH! NOW THAT THE  
DINOBOT BEAUTY PAGEANT IS OVER  
MAYBE WE CAN...

CONT



GRIMLOCK TURNS BACK TO OPENING, WALKS  
THROUGH, FOLLOWED BY SWOOP. THE STONE  
SLAB RUMBLES CLOSED LEAVING BARELY A TRACE  
OF AN ENTRANCE WAY BEING THERE.

90

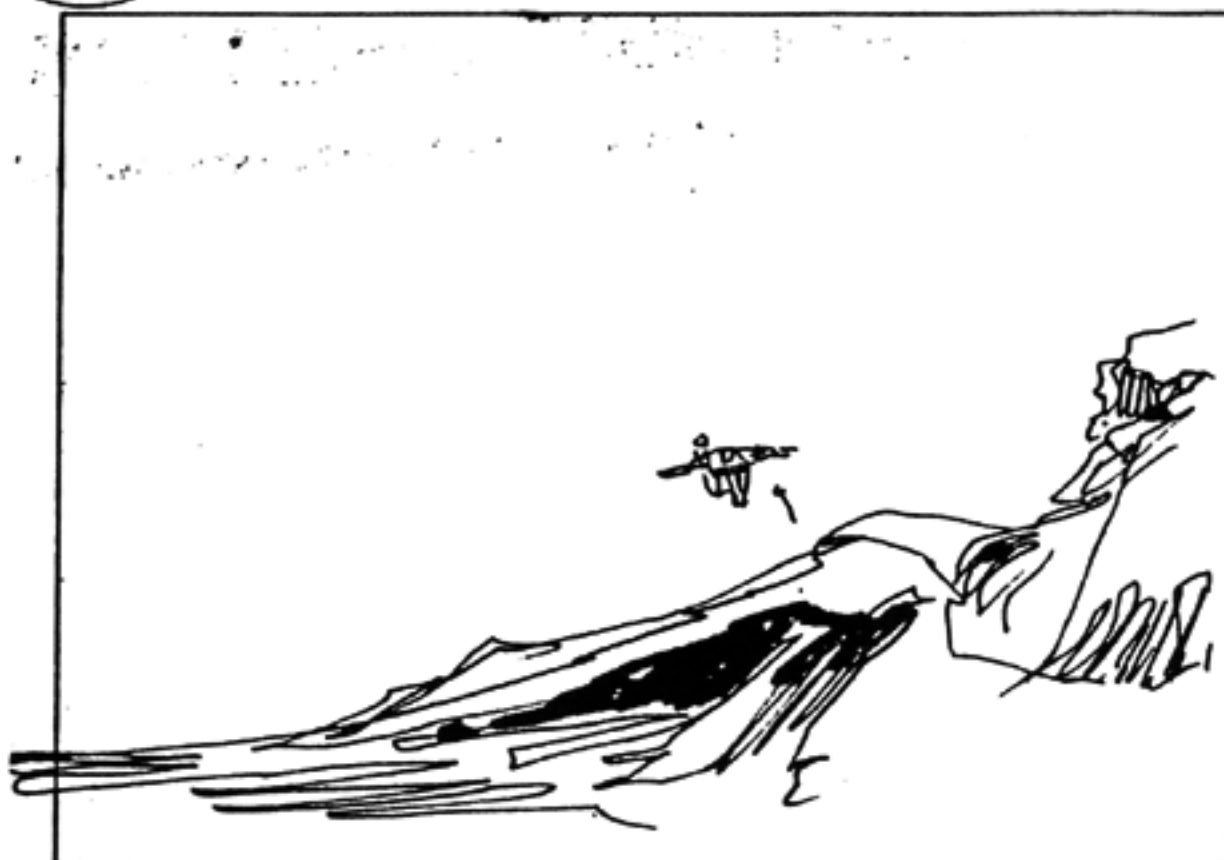
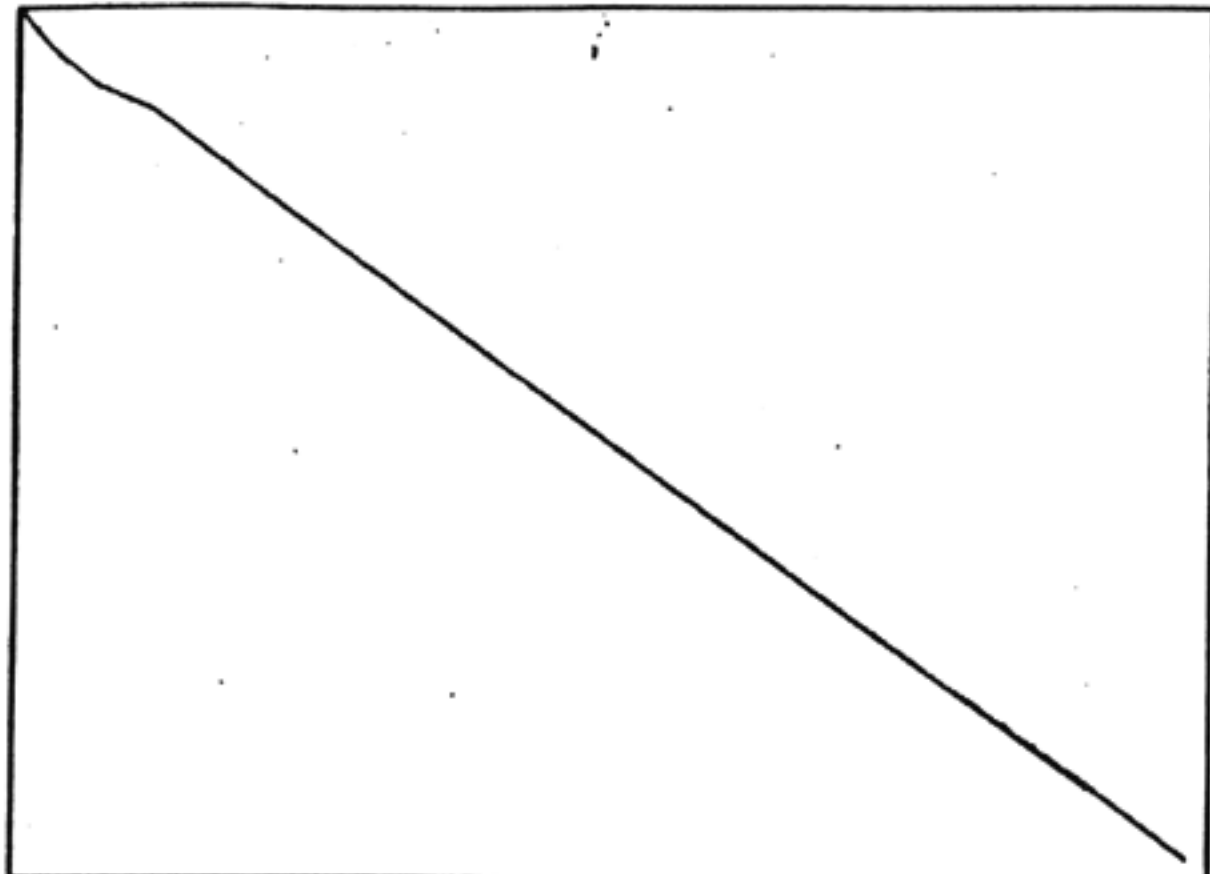


HIS CHEST-SCREEN REACTS WITH SIGNALS  
... HUH? THOSE SIGNALS SPELL TROUBLE  
AND I'M TALKING DECEPTICONS!



3 SHOT. (SPIKE, SPARKPLUG, CHIP)  
SPARKPLUG: HOW MANY, SPIKE?  
SPIKE: LOOKS LIKE JUST ONE, DAD...

91

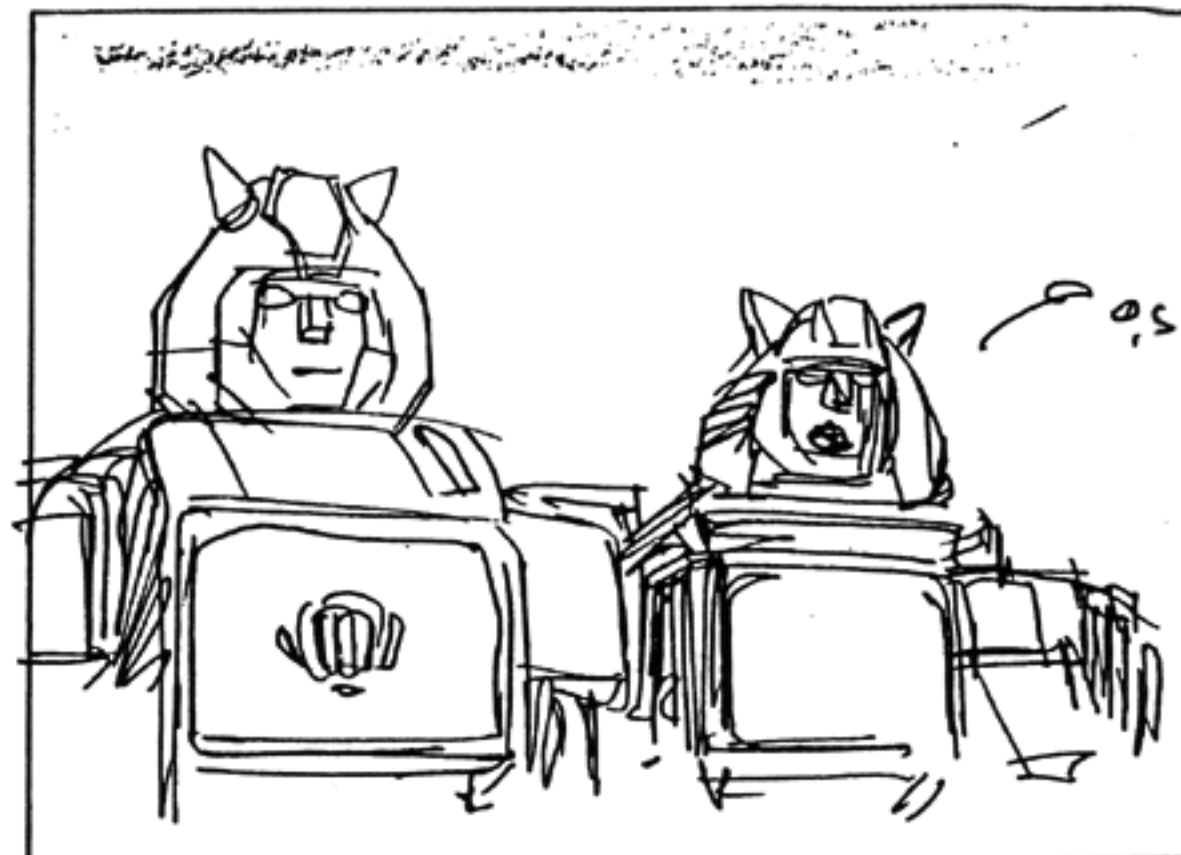


X.I.S. MEGATRON APPROACHES FROM THE DISTANCE.  
SPIKE (VO): ONE'S ONE TOO MANY WHEN IT'S MEGATRON!

92

700-13

30



251PT BUMBLEBEE & CLIFFJUMPER  
CLIFFJUMPER: I GOT THE SPEED SO FOLLOW MY LEAD! C.J. RUNS O.S.  
B.B. FOLLOWS

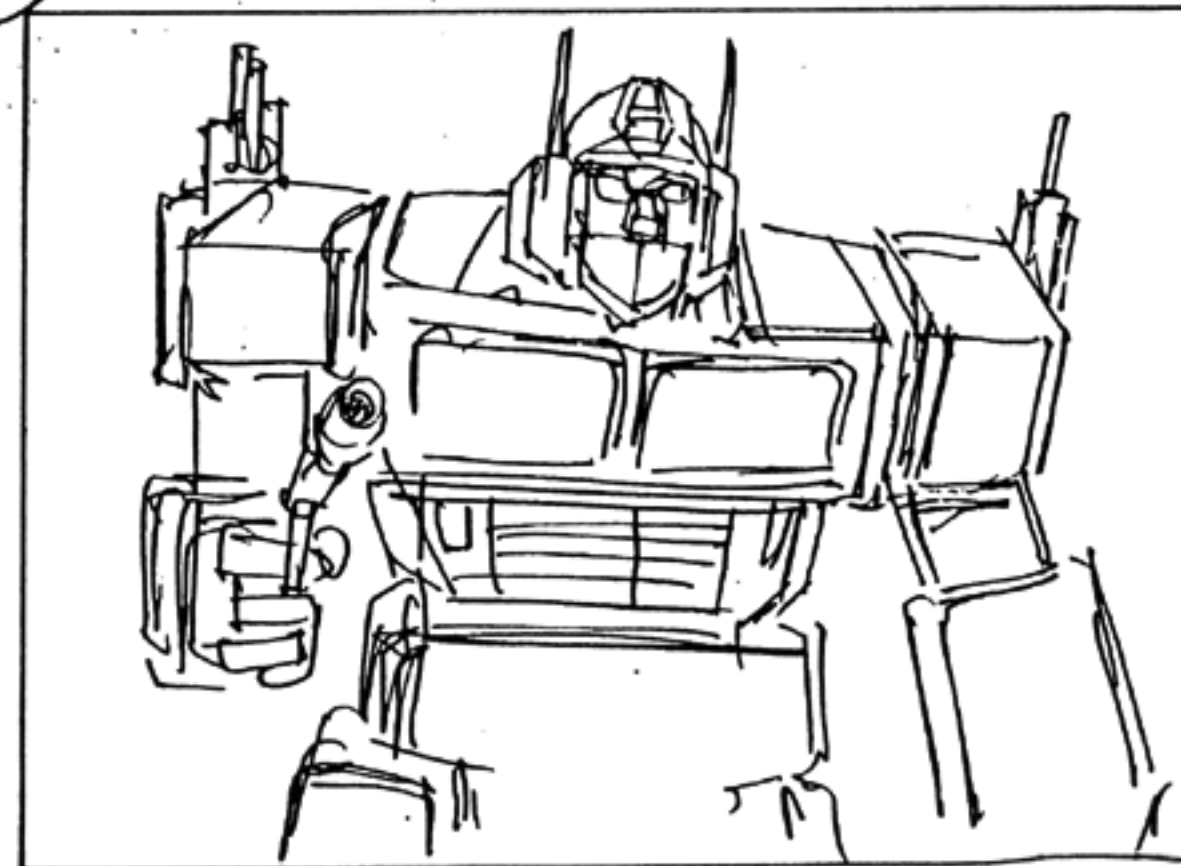
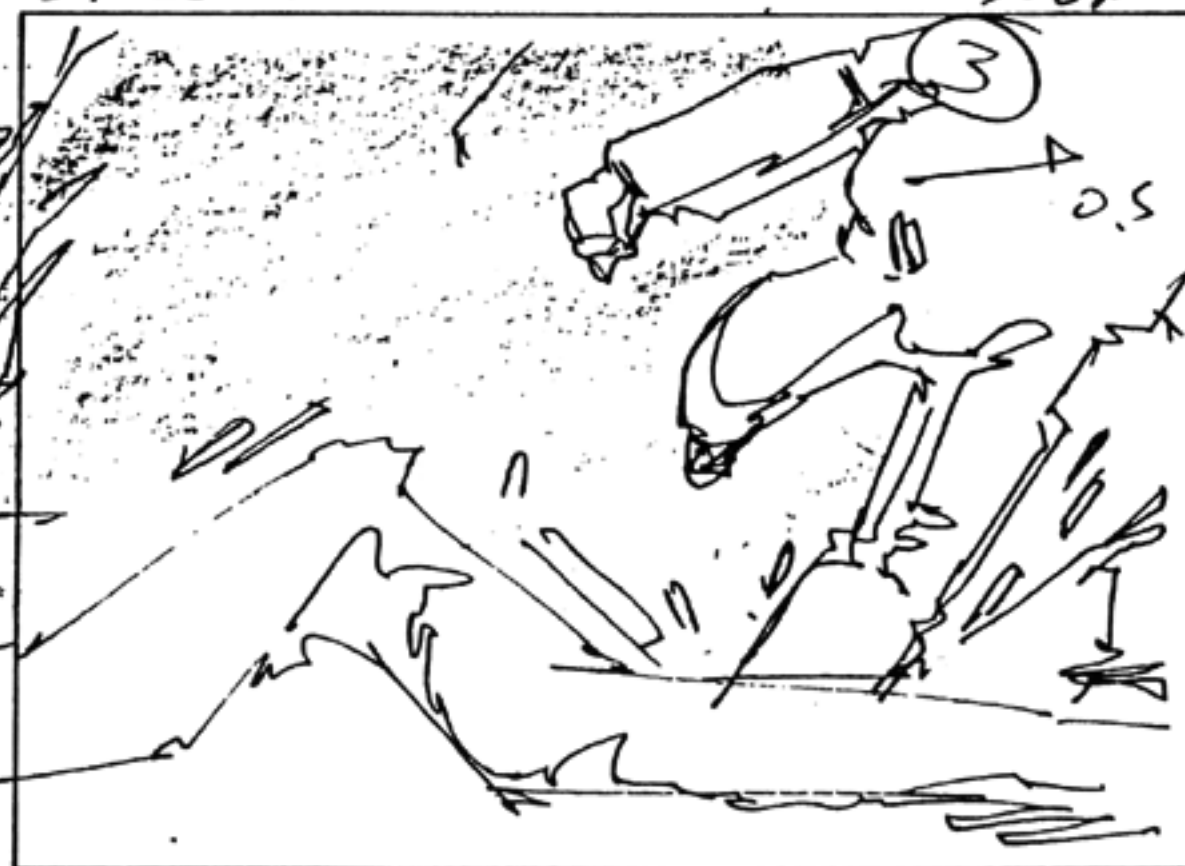
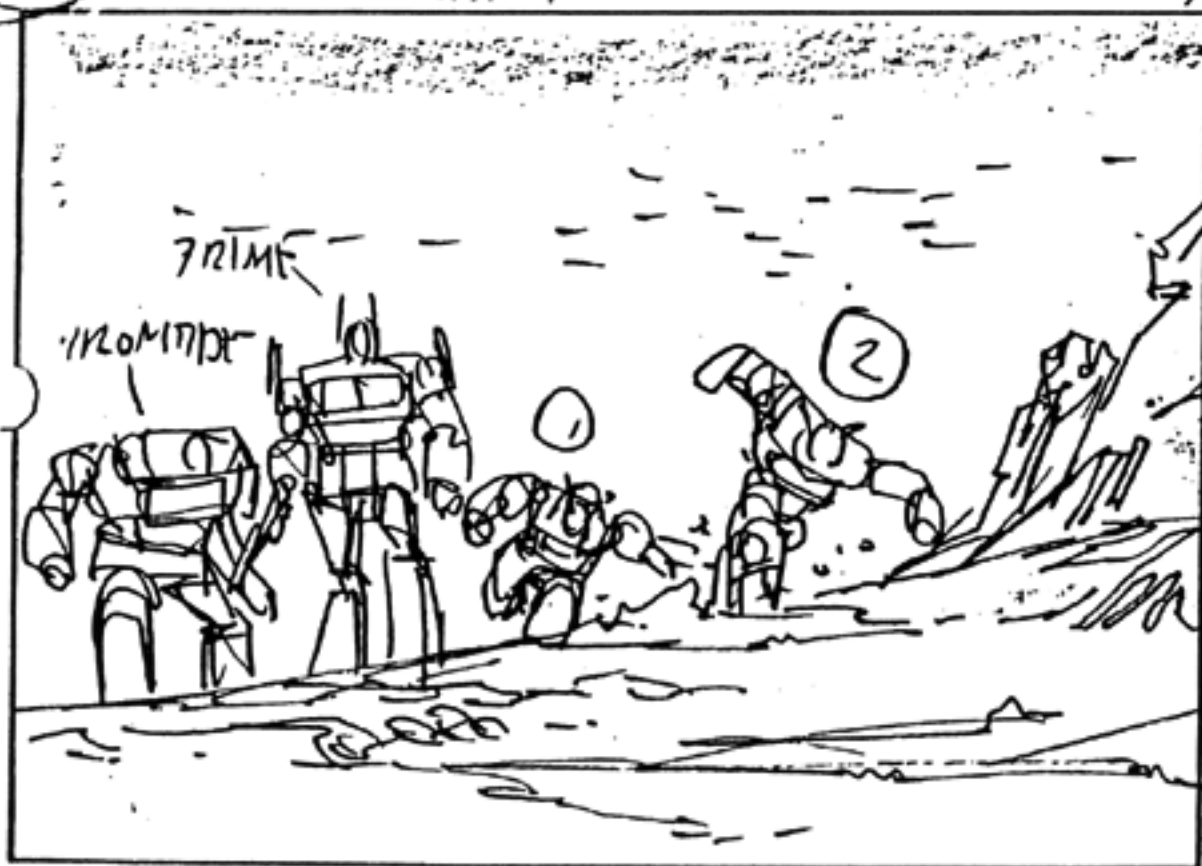
93

START

FIN ->

STOP

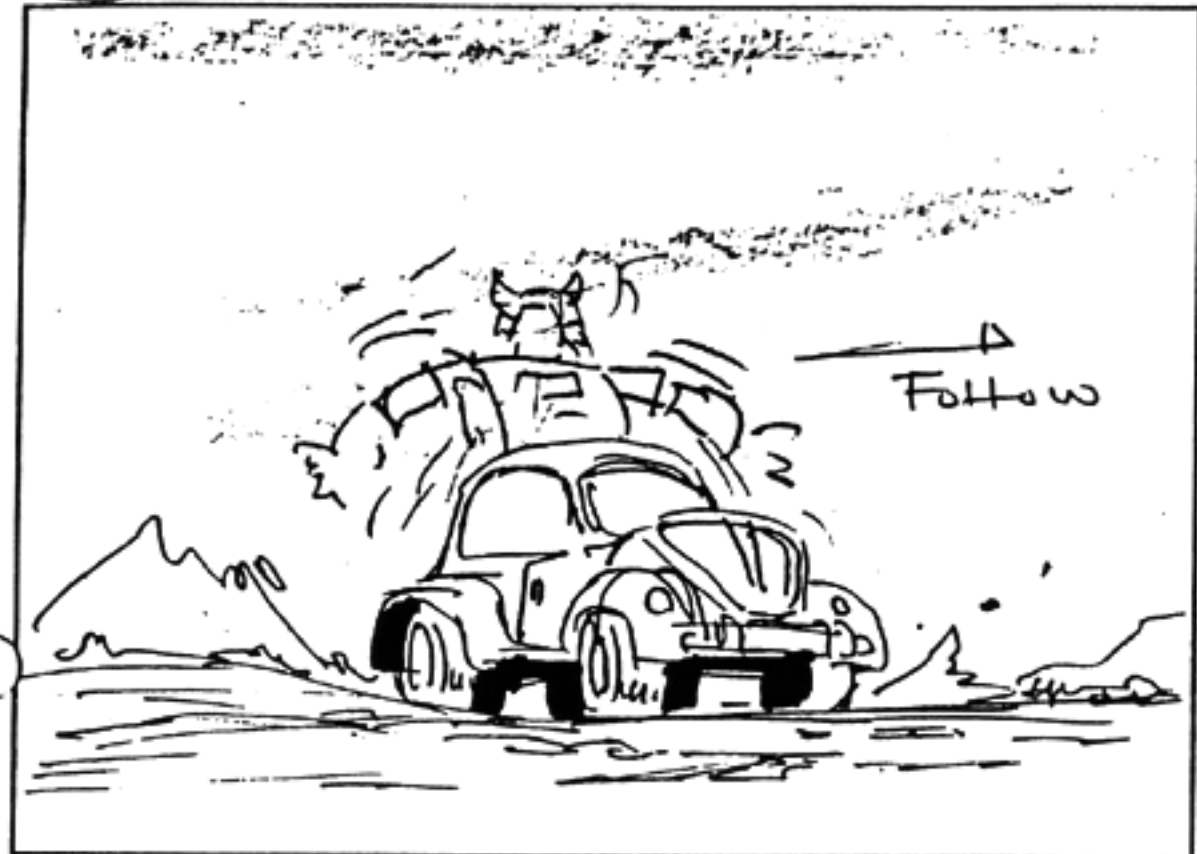
94



L.I.S. CLIFFJUMPER TAKES OFF AND RUNS AT SUPER-SPEED!  
IRONHIDE: ORAY SO YOU'RE FASTER, CLIFFJUMPER. BUT I'M TOUGHER!

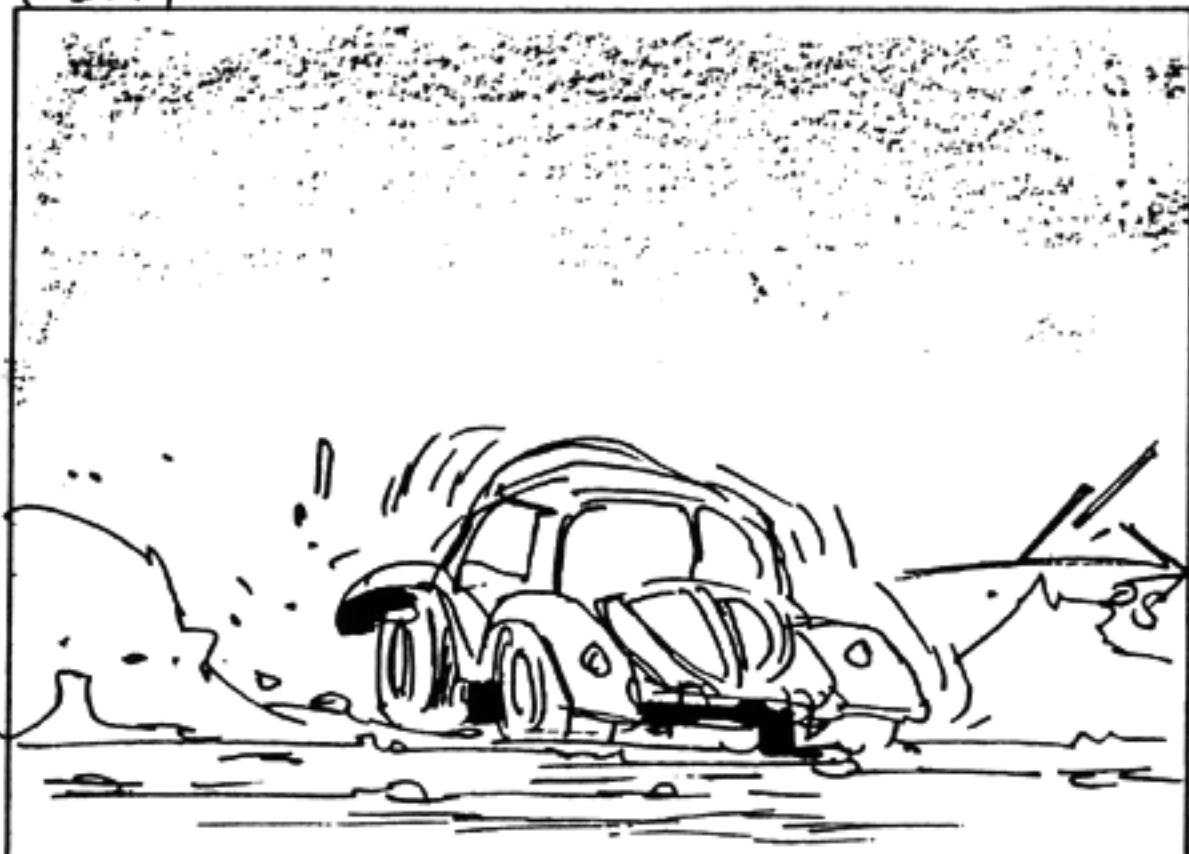
M.I.S. PRIME: BUMBLEBEE... TAKE OUR FRIENDS OUT OF DANGER!

95

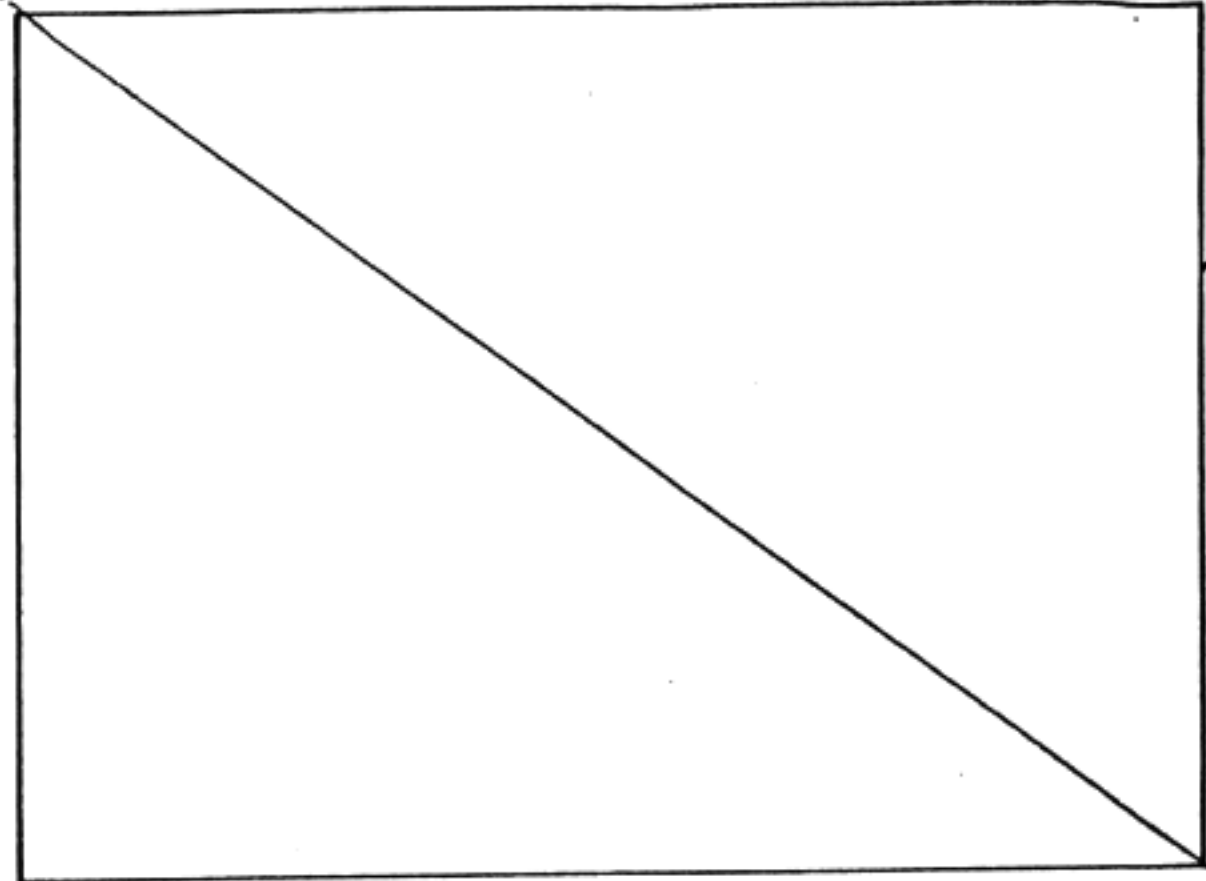


N.L.S. BUMBLEBEE TRANSFORMS ..

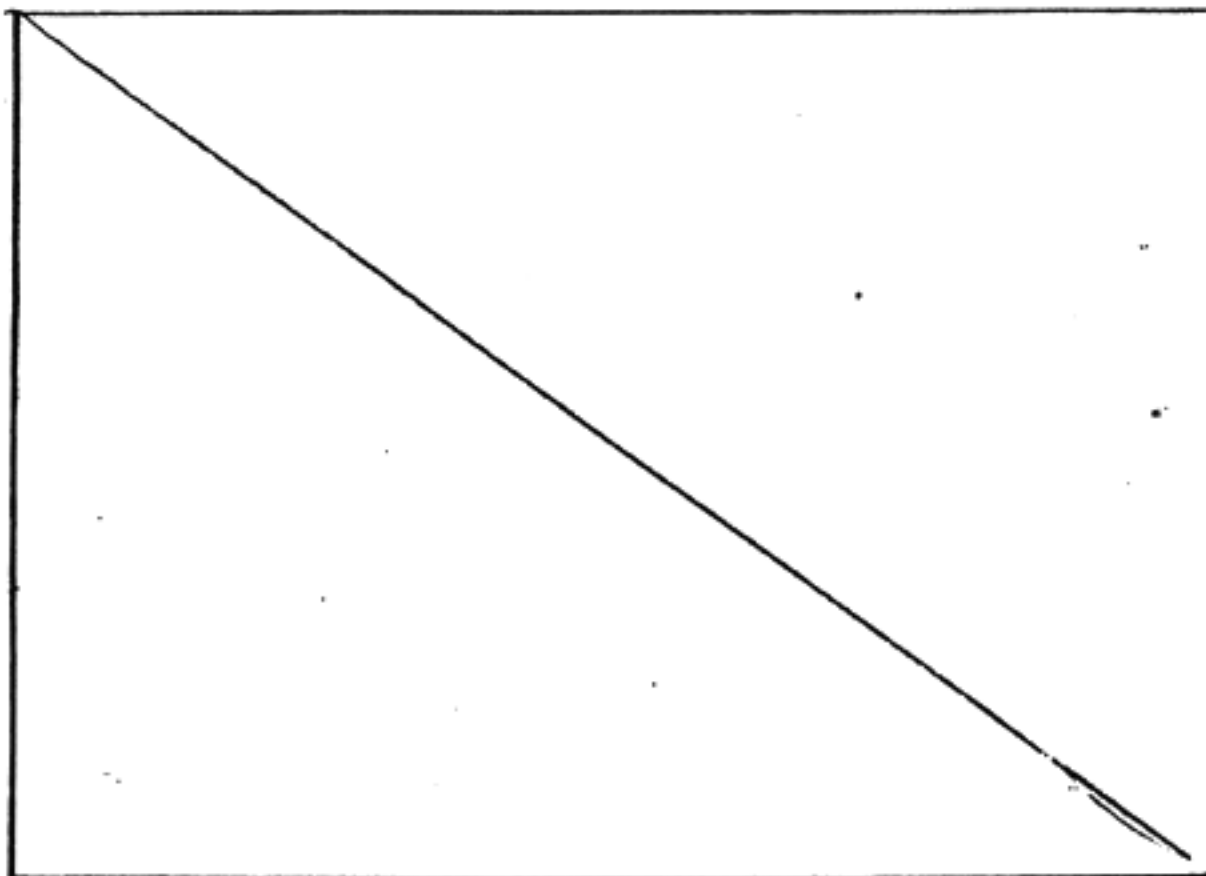
CONT



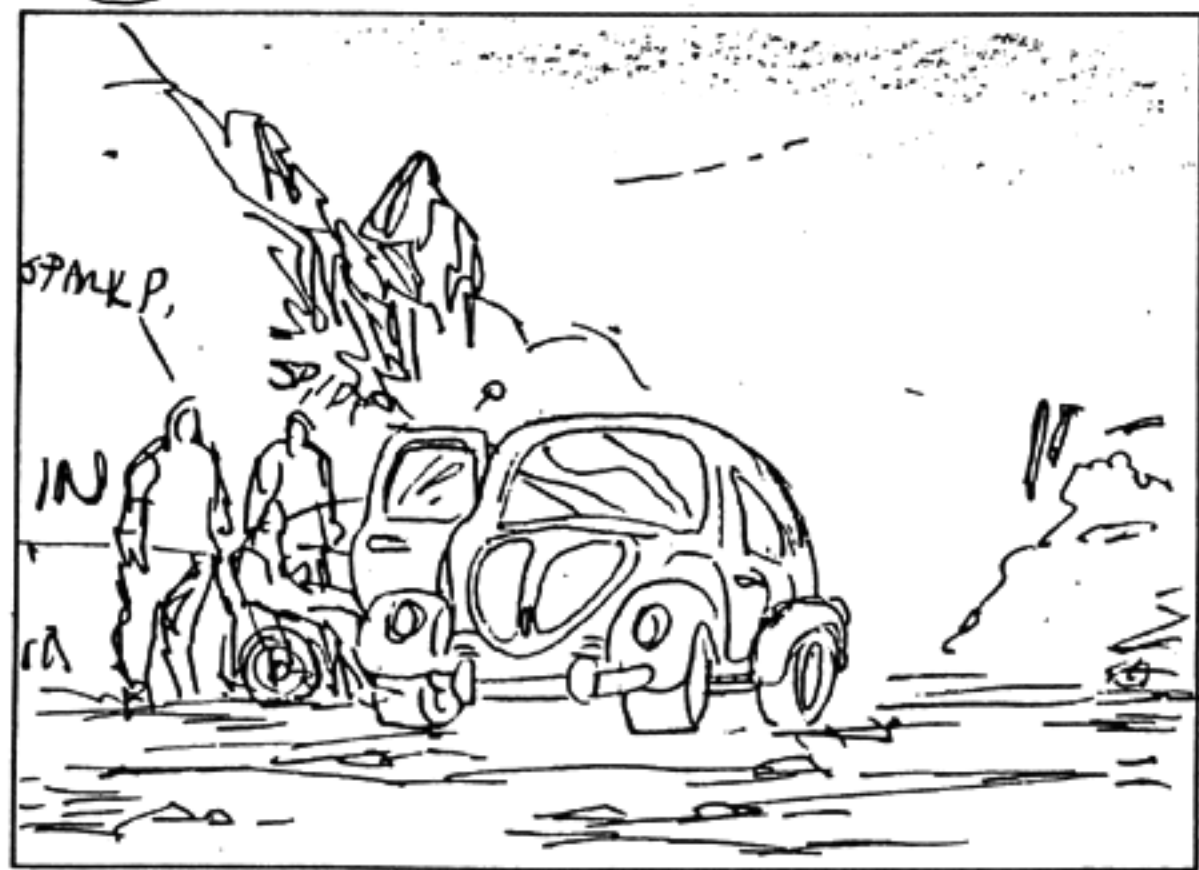
AND SPEEDS OUT!



30

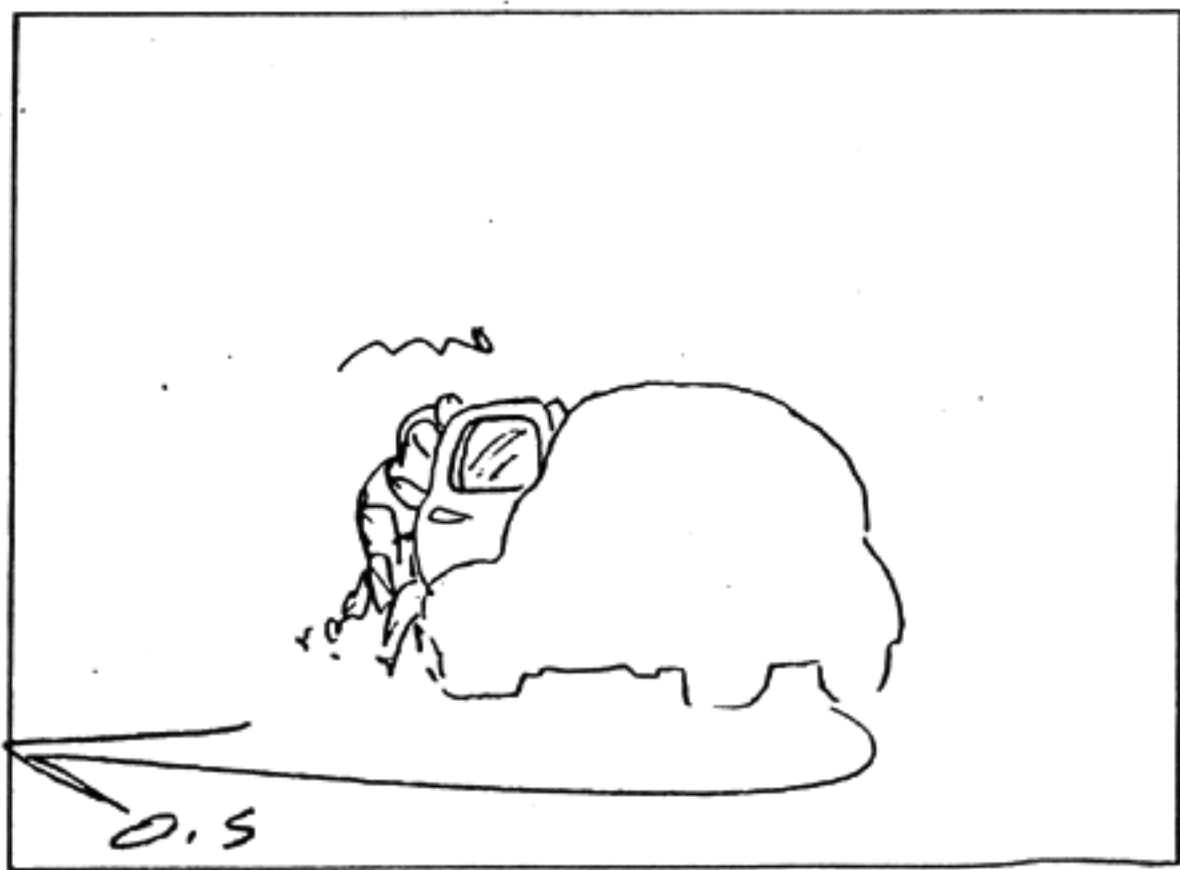


96



L.S. SPARK PLUG, SPIKE, CHIP, AS BUMBLEBEE ZOOMS TO A STOP, BUMBLEBEE YOU HELP OPTIMUS. LET'S GO!

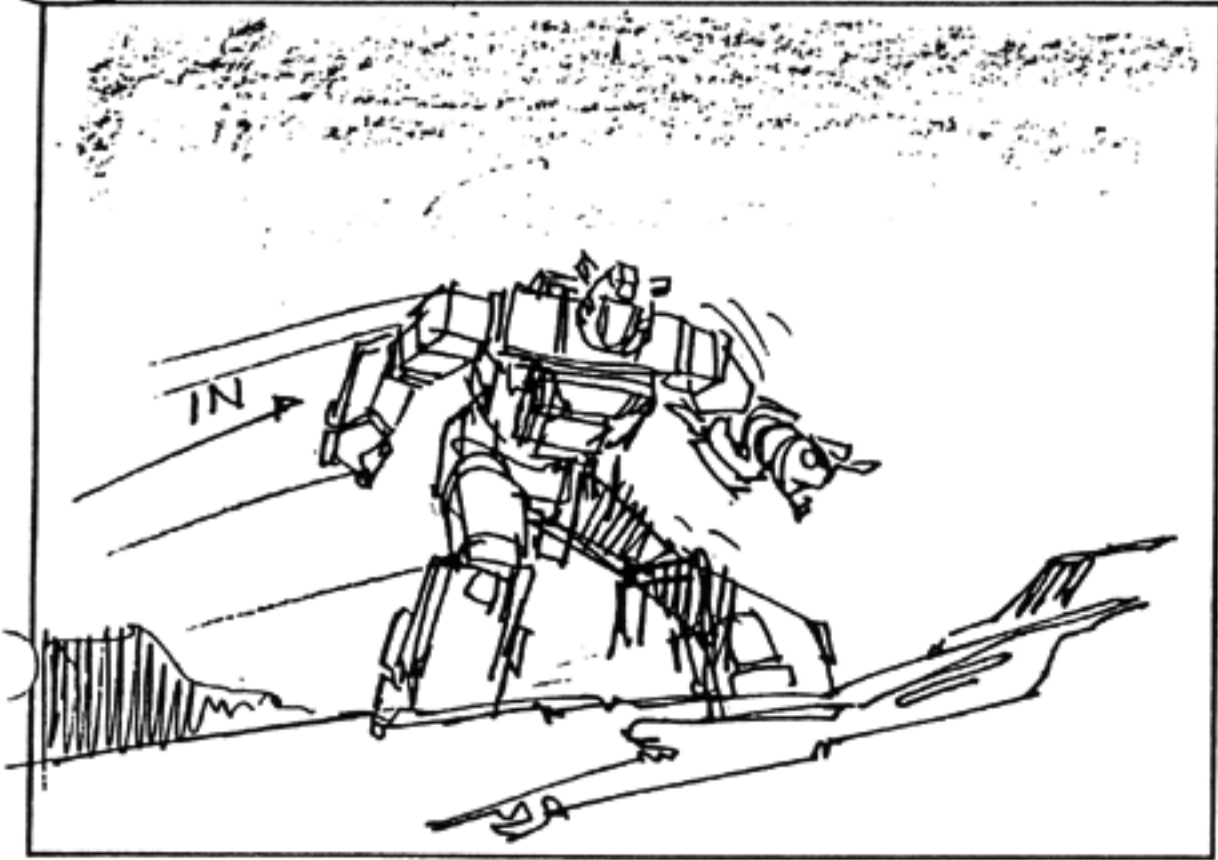
CONT



O.S

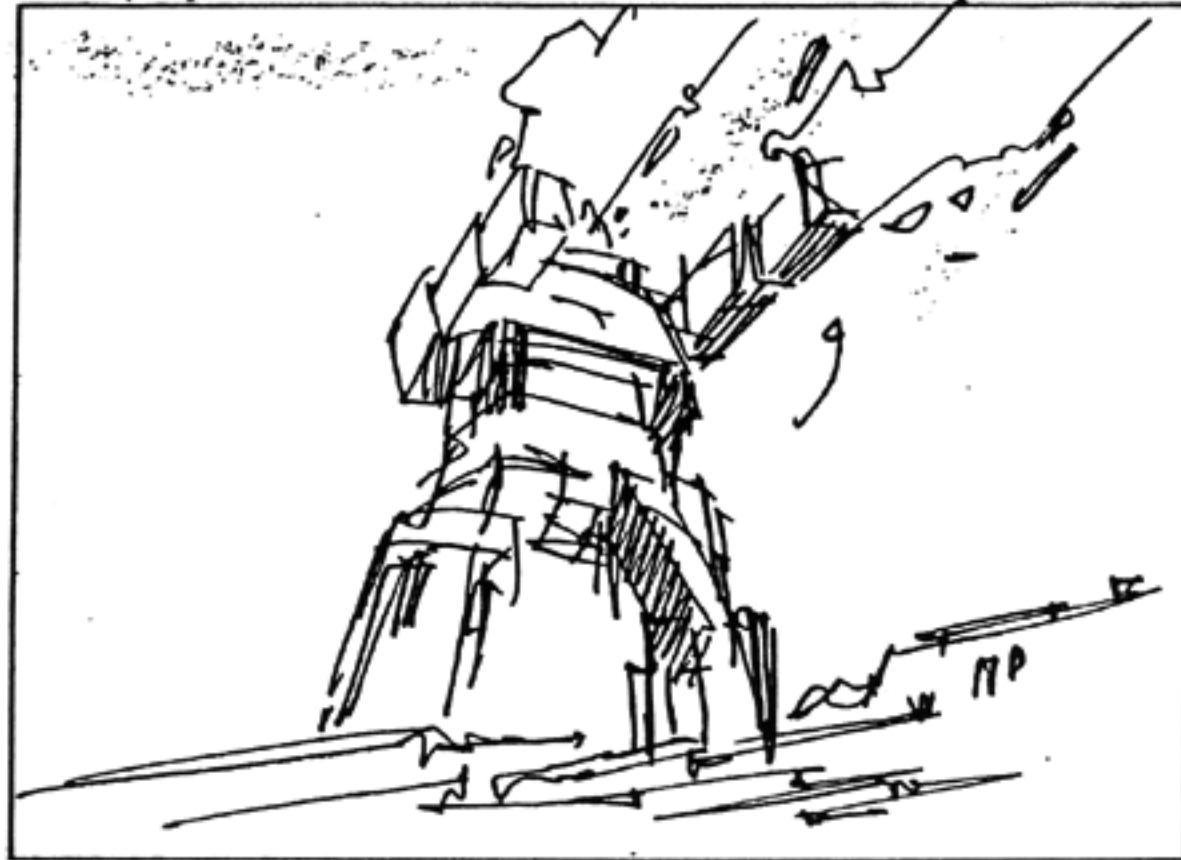
THEY ALL PILE IN AND BUMBLEBEE SHOOT'S OFF.

97



M.I.S. CLIFFJUMPER, SEARCHES TO A HAULT. ...

CONT



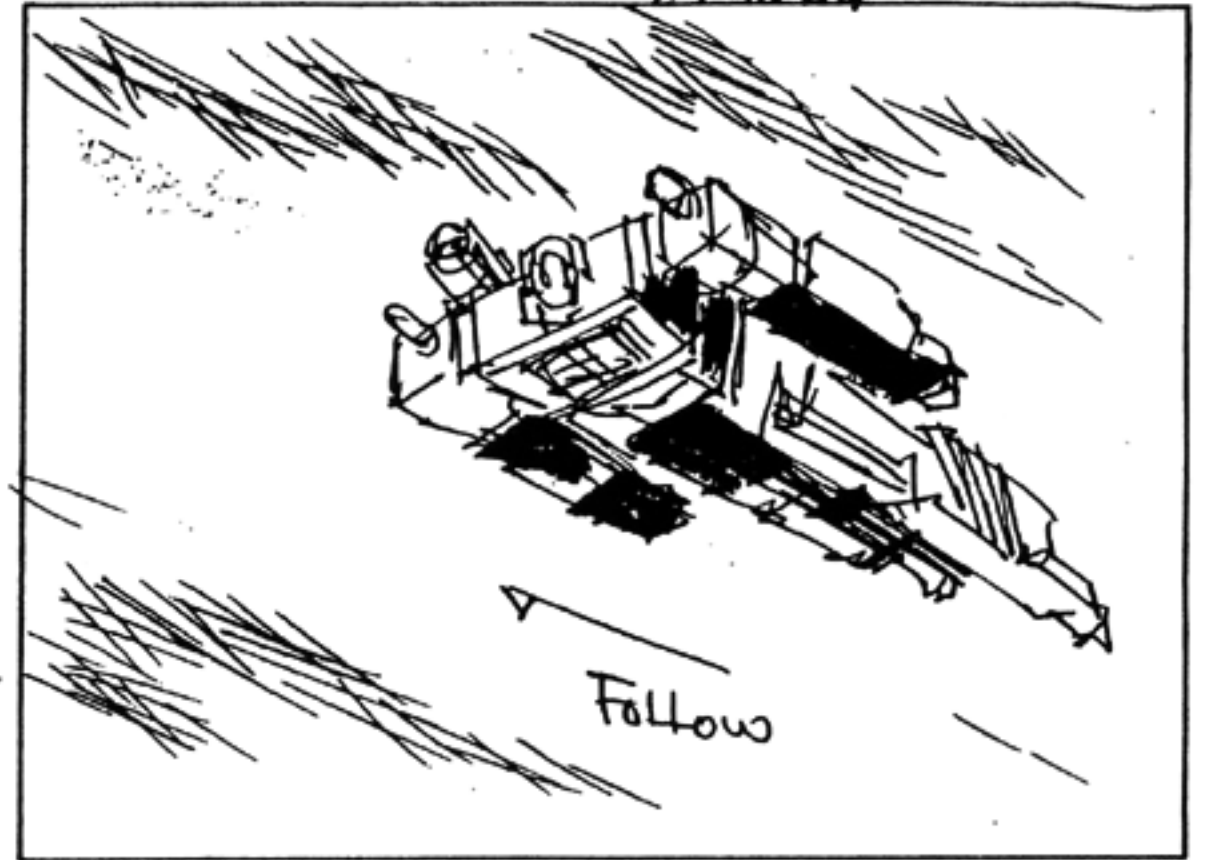
... TAKES AIM AND SHOOTS HIS "GLASS GAS" TOWARD O.S. MEGATRON

98

700 - 13  
- A PAN BG

32

31



VIS. MEGATRON, AS HE FLIES TOWARD THE AUTOBOTS

CONT



THE GLASS GAS ENVELOPES HIM. STOP THE PAN AS GAS SOLIDIFIES ENCASING MEGATRON IN GLASS.

MPL-14

99



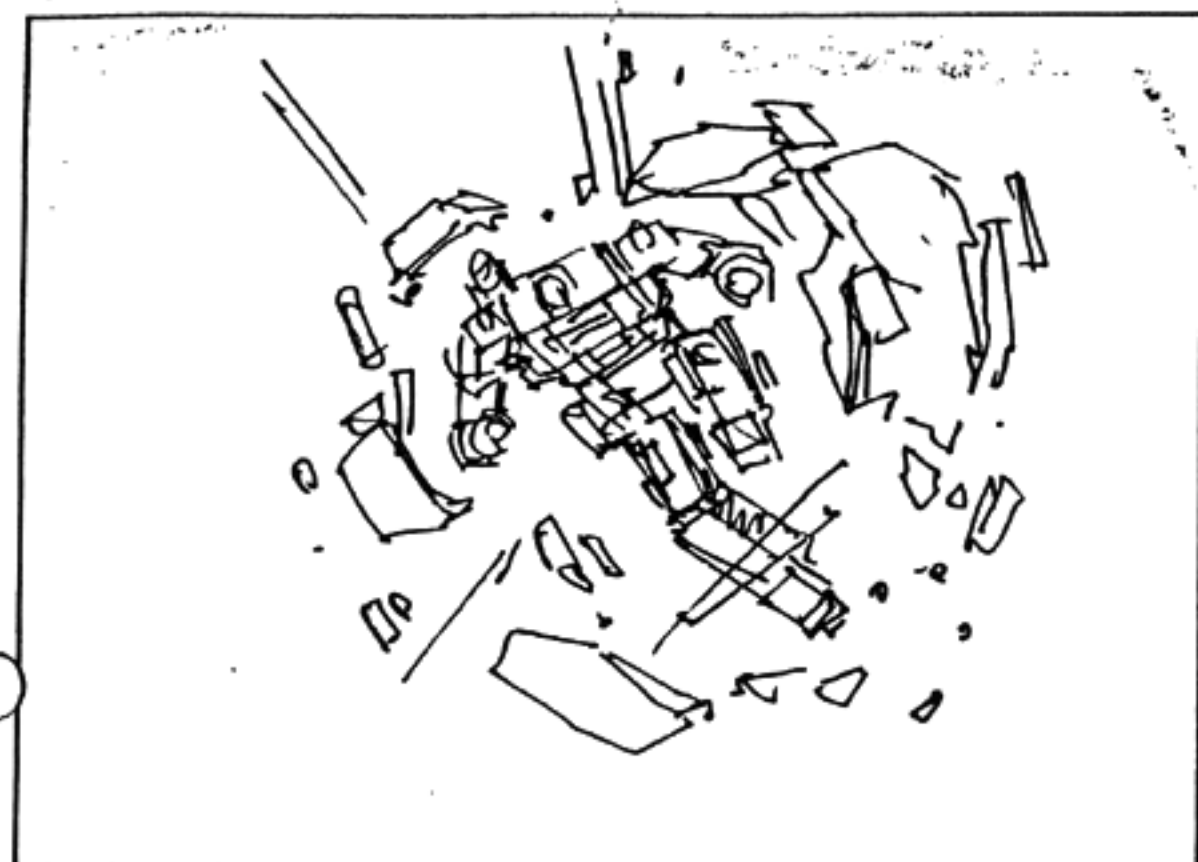
M. C.V. CLIFFJUMPER. SMILES ... BLOWS ON HIS KNUCKLES THEN DUSTS THEM OFF CONFIDENTLY.

CONT



... THEN DOES A TAKE REACTION AT THE SKY.

100

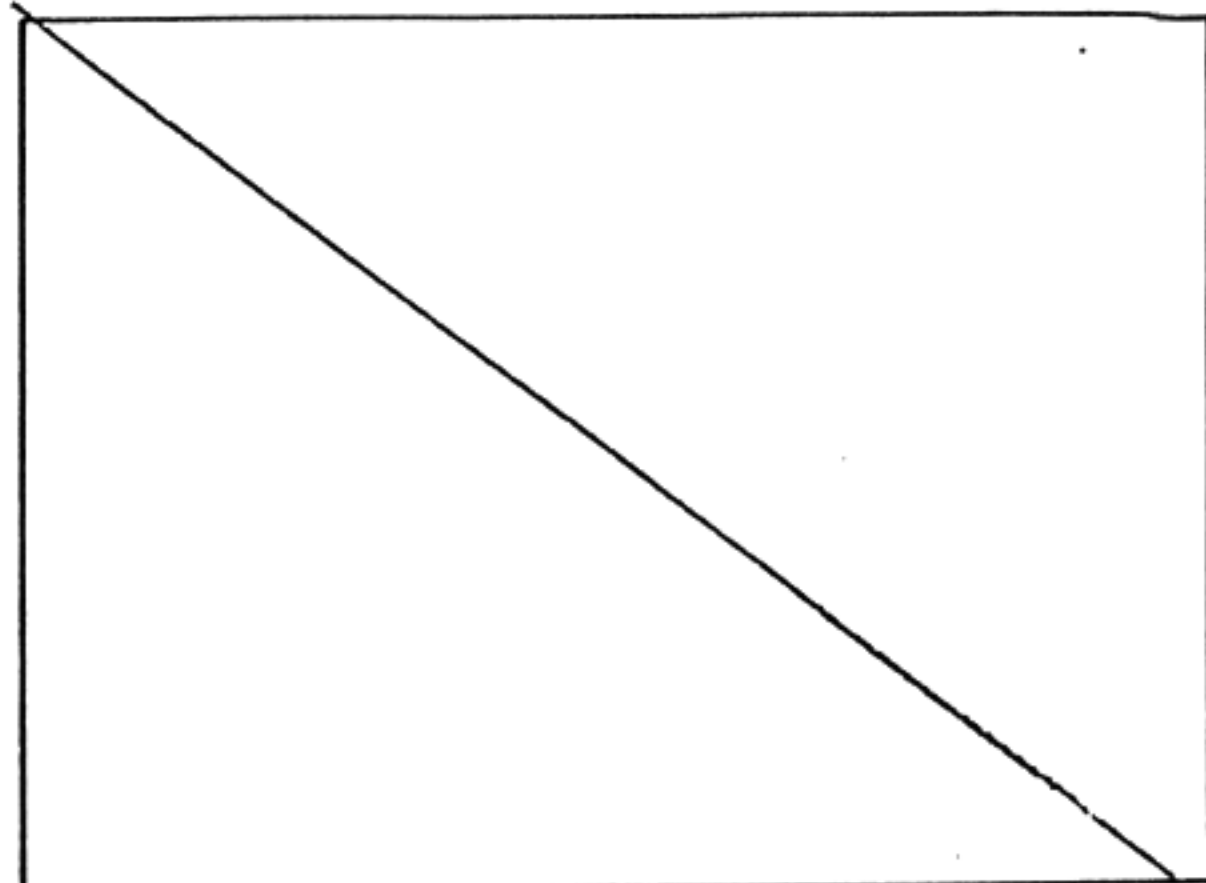


U.S. MEGATRON. HE SMASHES THROUGH

CONT

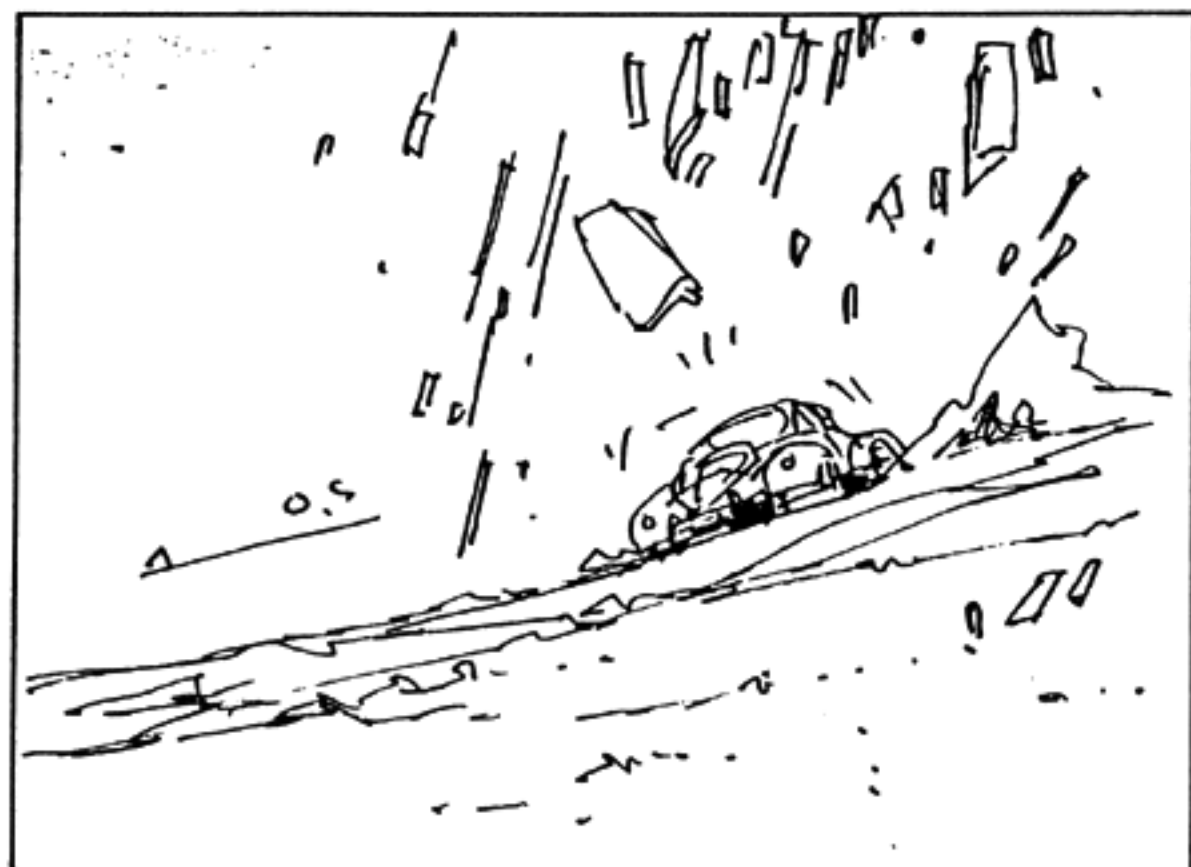
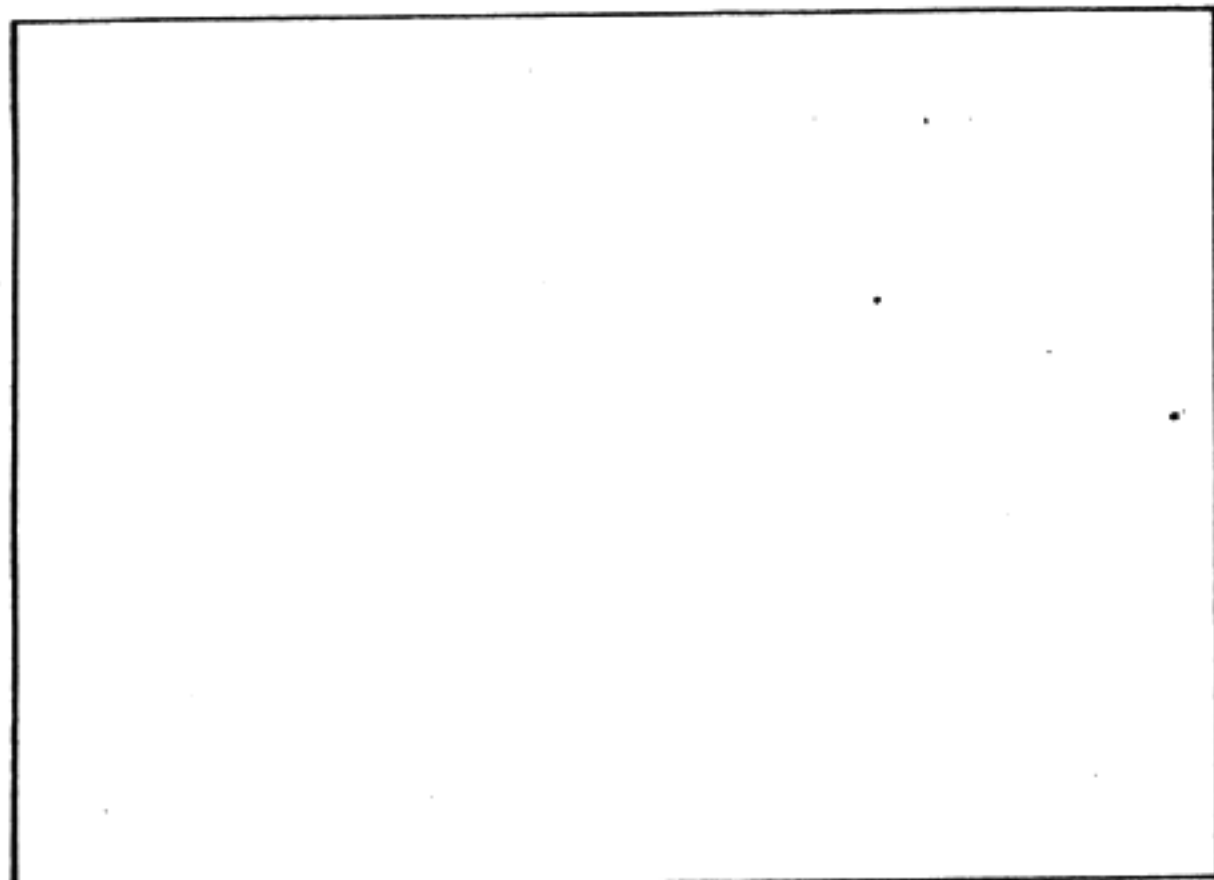


THE GLASS GAS AND FLIES O.S.



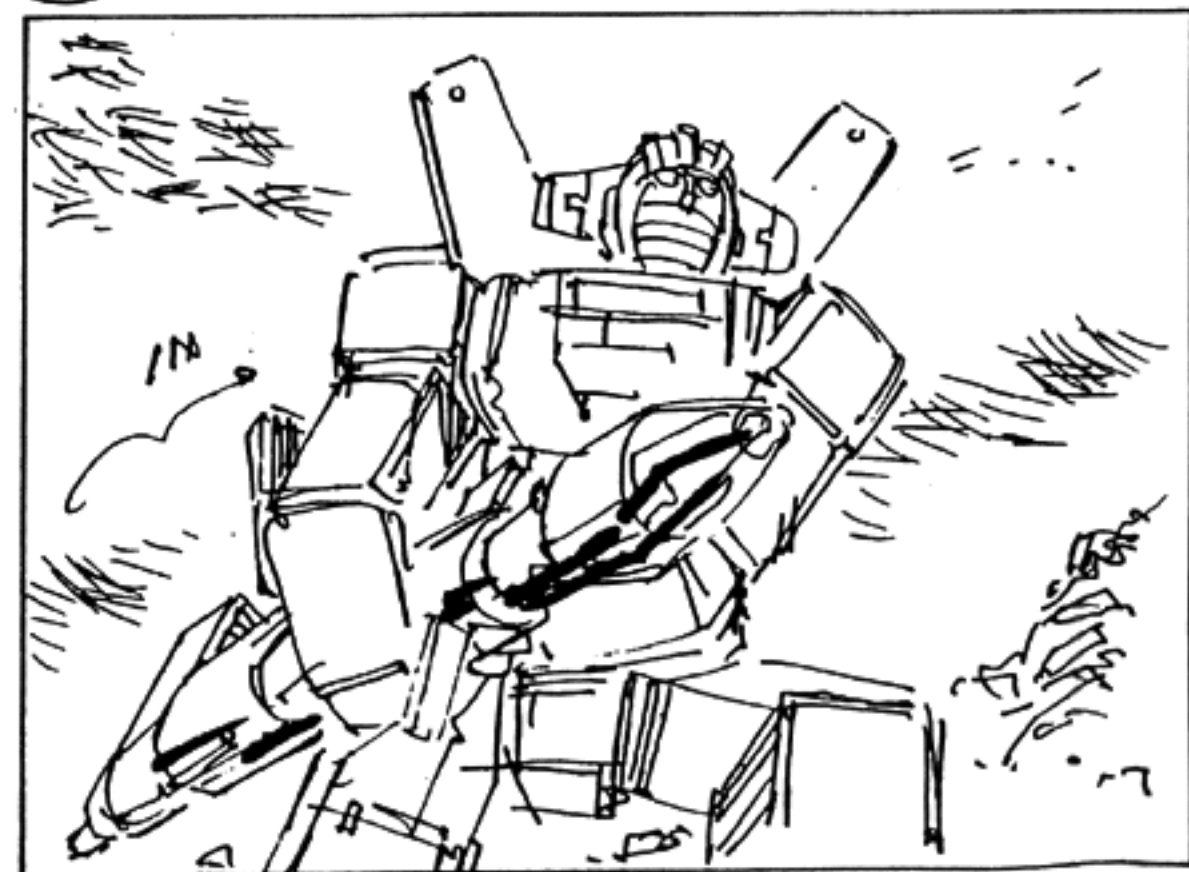
32

101



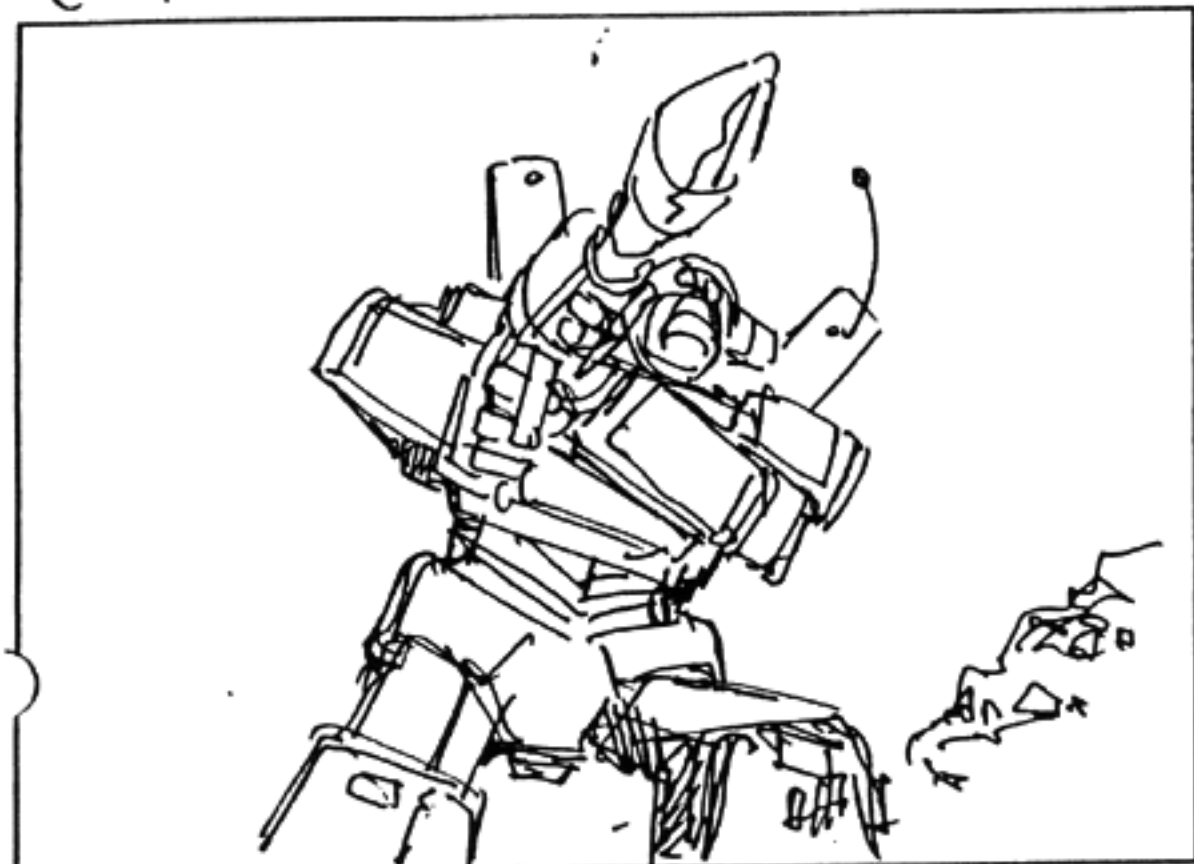
L.S. BUMBLEBEE. HE CARENS ALONG A SLOPE AS THE GLASS DEBRIS RAINS DOWN AROUND HIM. THE V.W. AVOIDS THE GLASS AND DISAPPEARS DOWN THE SLOPE.

102



M.I.S. WHEELJACK. HE RUSHES IN. CARRYING A LASER CANNON WHEELWORK. LET'S SEE HOW HE LIKES MY NEW STACK-BLAST-CANNON!

102  
CONT



WHEELJACK TAKES AIM, ...

CONT

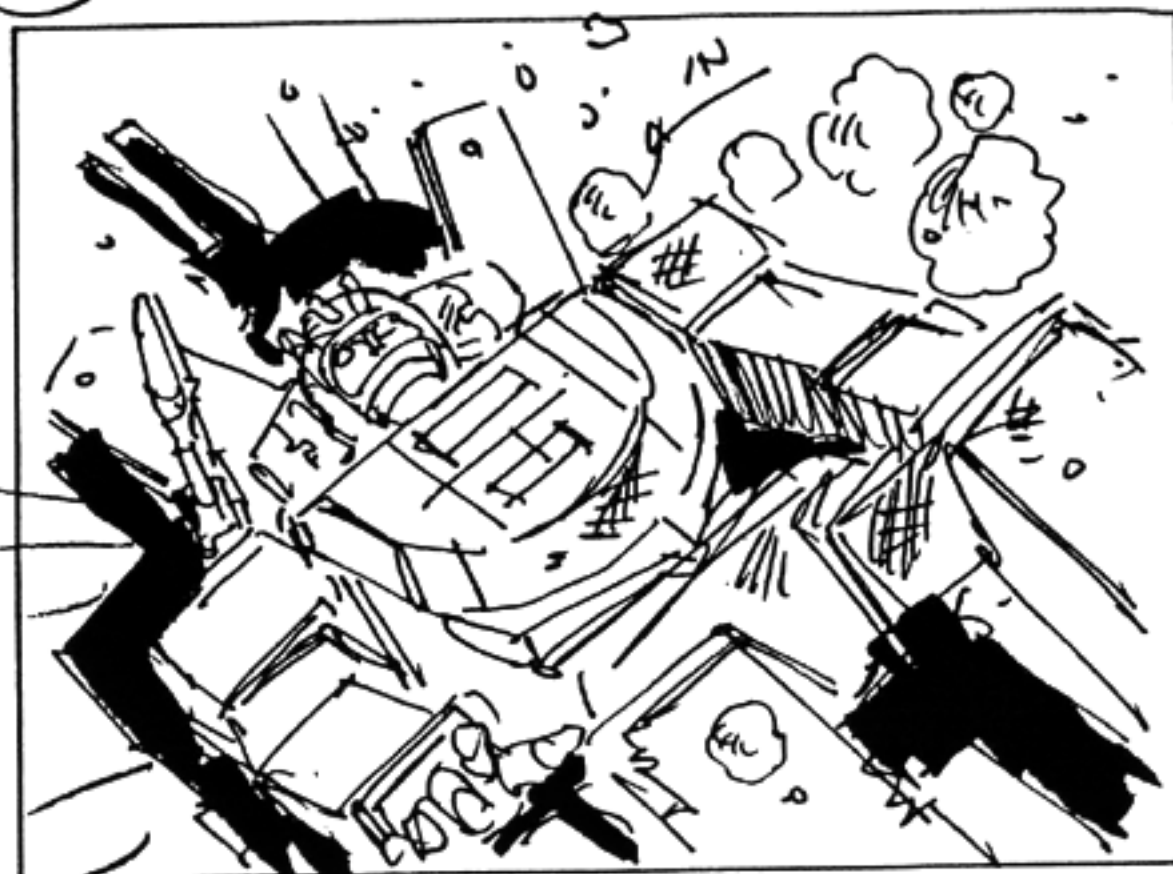


AND FIRES! THE CANNON  
EXPLODES!

103

700-13

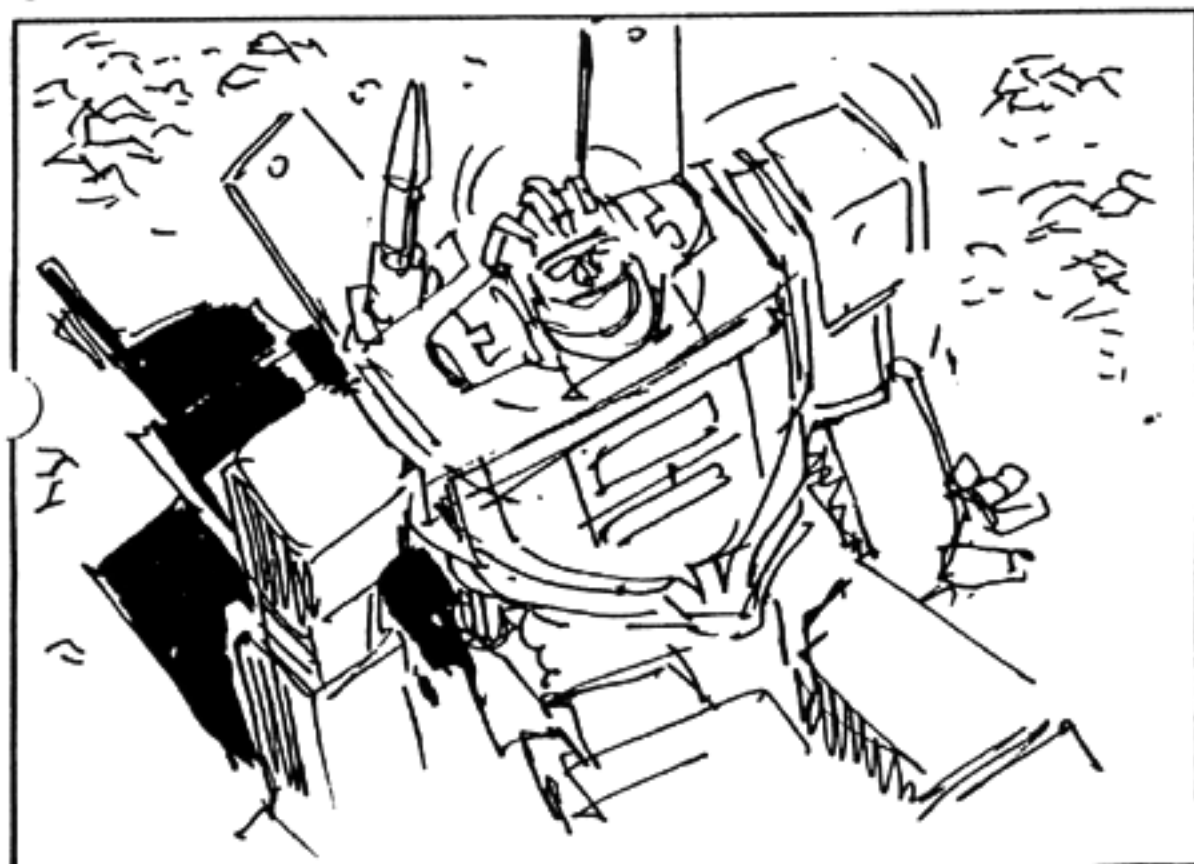
34



MIS WHEELJACK. THE BLAST KNOCKS  
HIM TO THE GROUND IN A CLOUD OF SMOKE  
SOOT AND DEBRIS.

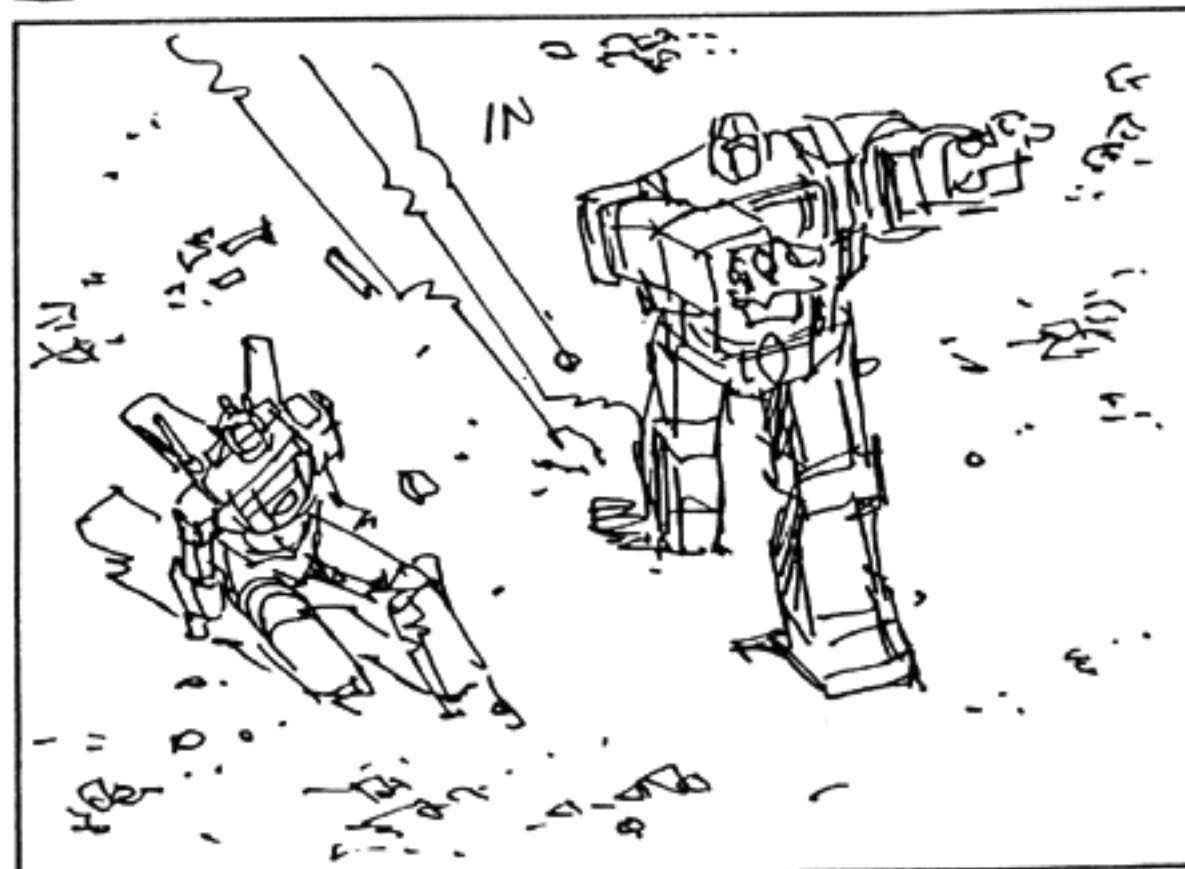
CONT

CONT

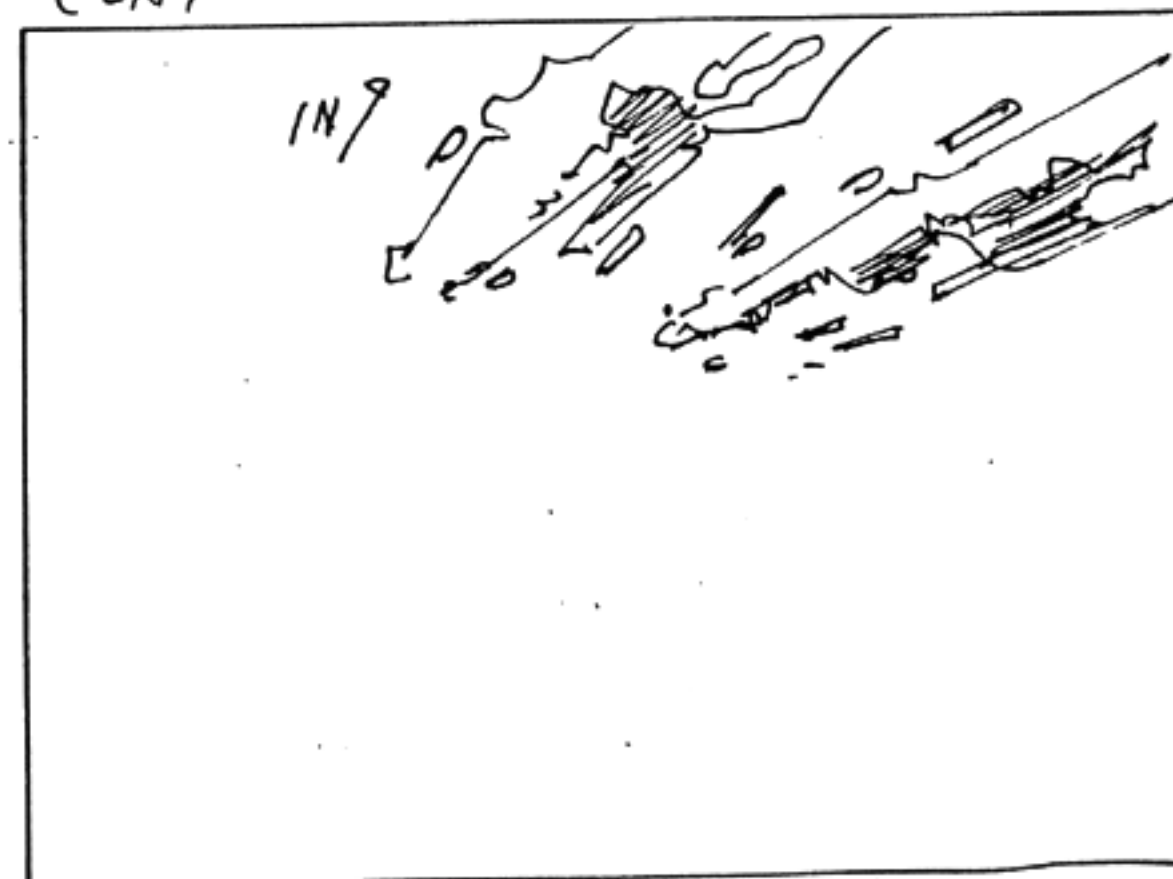


HE SITS UP, DAZED. SAYS TO HIMSELF  
WHEELJACK: THAT'S A SHOCK ALL RIGHT.

104



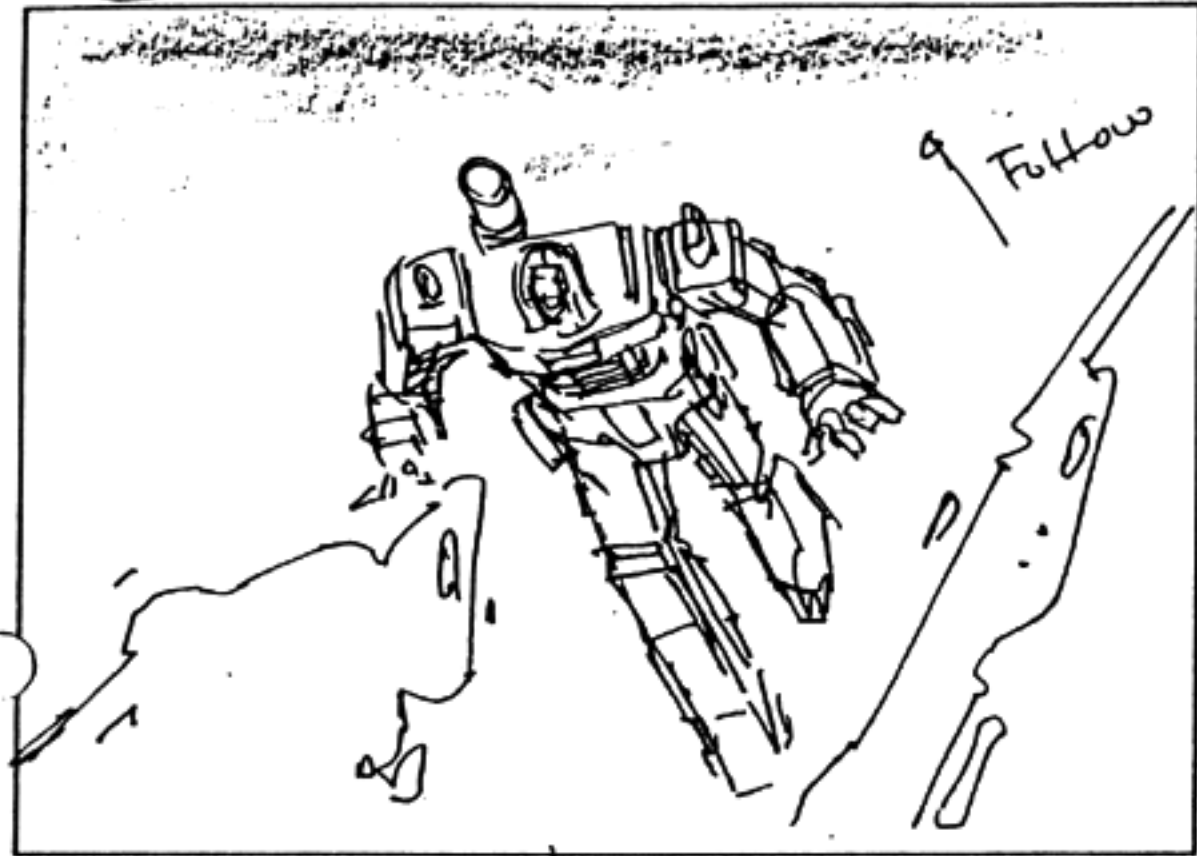
MIS. WHEELJACK & IRONHIDE. AS IRONHIDE  
PUSHES IN NEXT TO WHEELJACK...  
IRONHIDE! TOO MUCH LIP. WHEELJACK ...



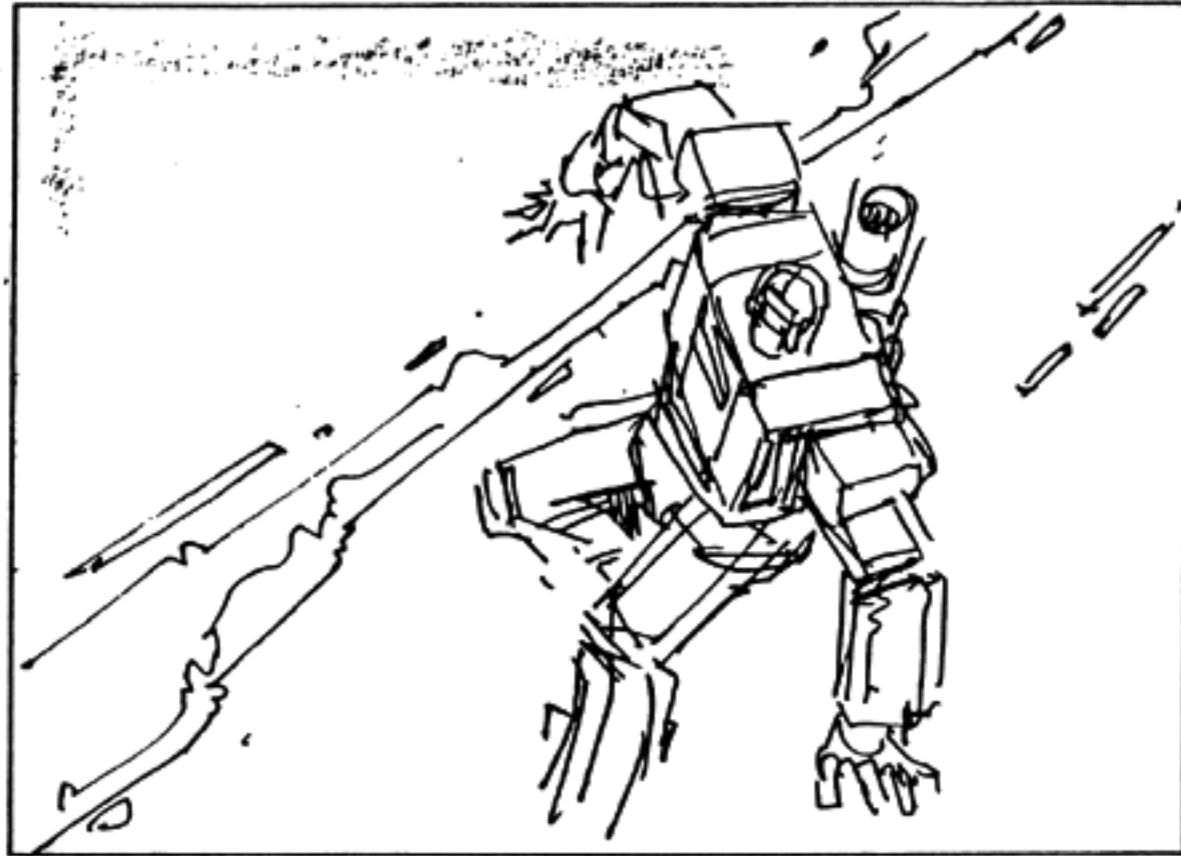
... TAKES AIM AND FIRES HIS MOLTEN  
LEAD!

NOT ENOUGH ACTION!

105

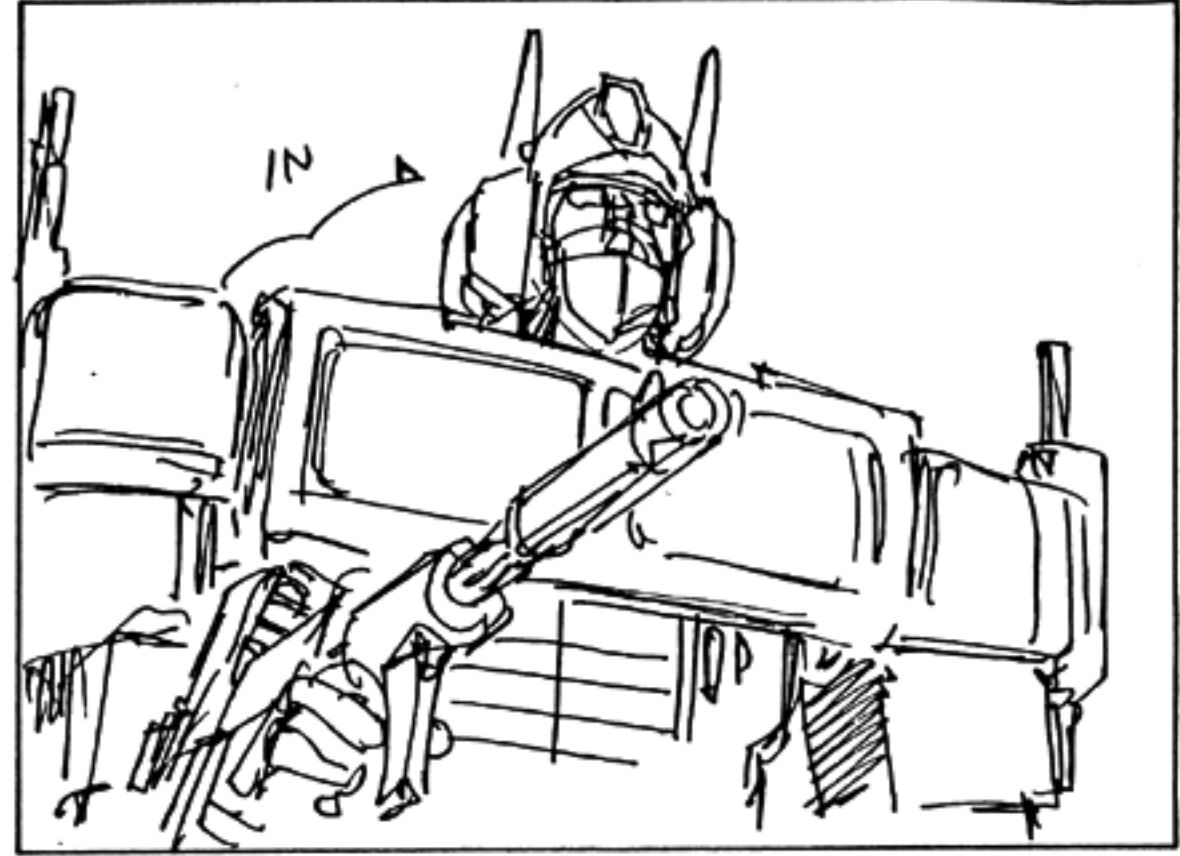


M.I.L.S. MEGATRON, HE MANEUVERS ... AS STREAMS OF LEAD JET UP



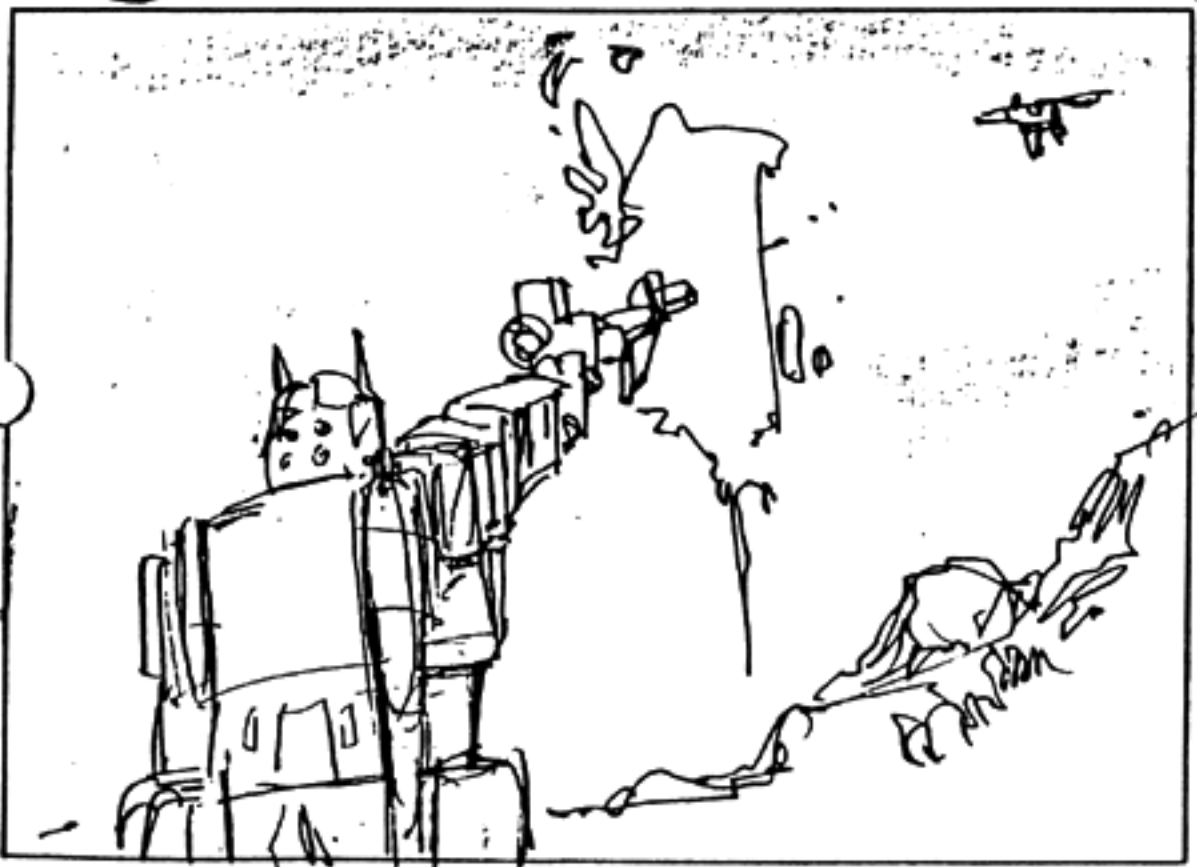
TO AVOID THE FLYING LEAD,

106



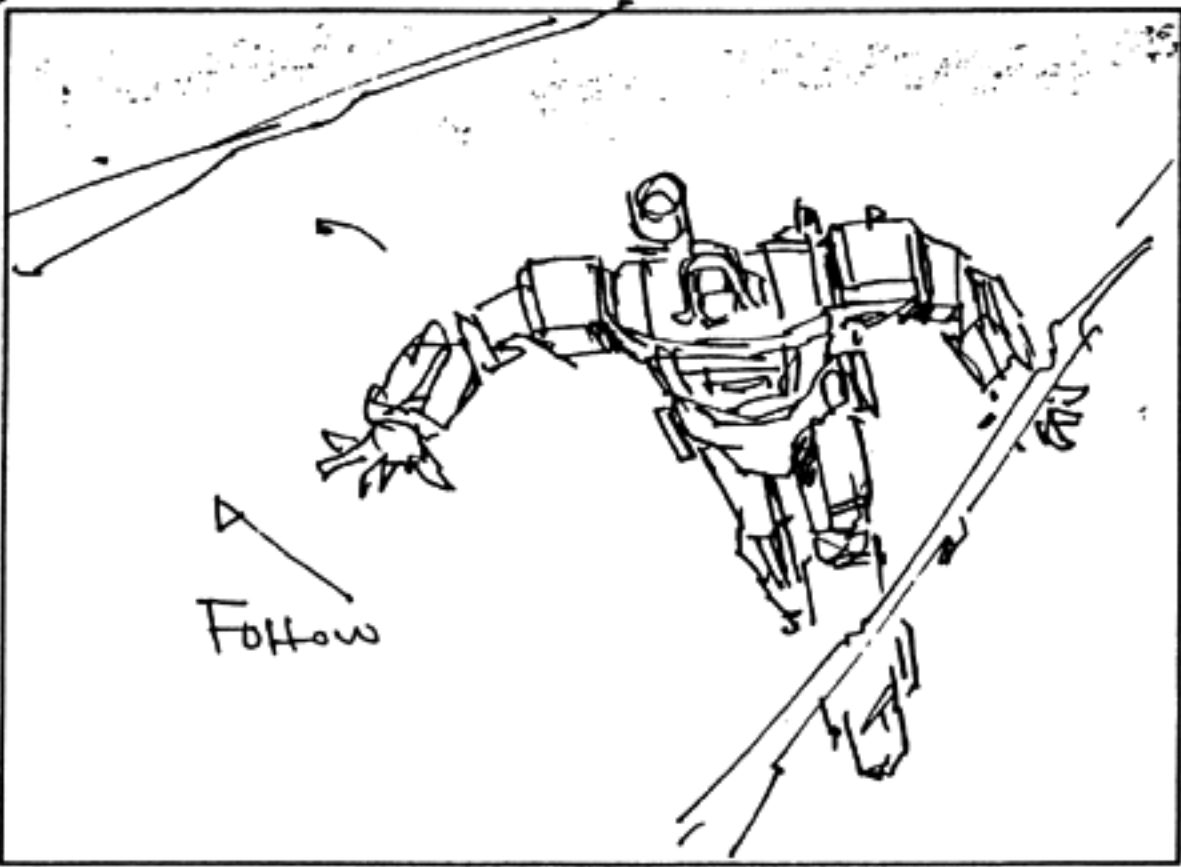
M.I.V. PRIME: SINCE WHEN HAVE YOU DECIDED TO MAKE YOUR SELF A TARGET WITHOUT FIGHTING BACK, MEGATRON?

107

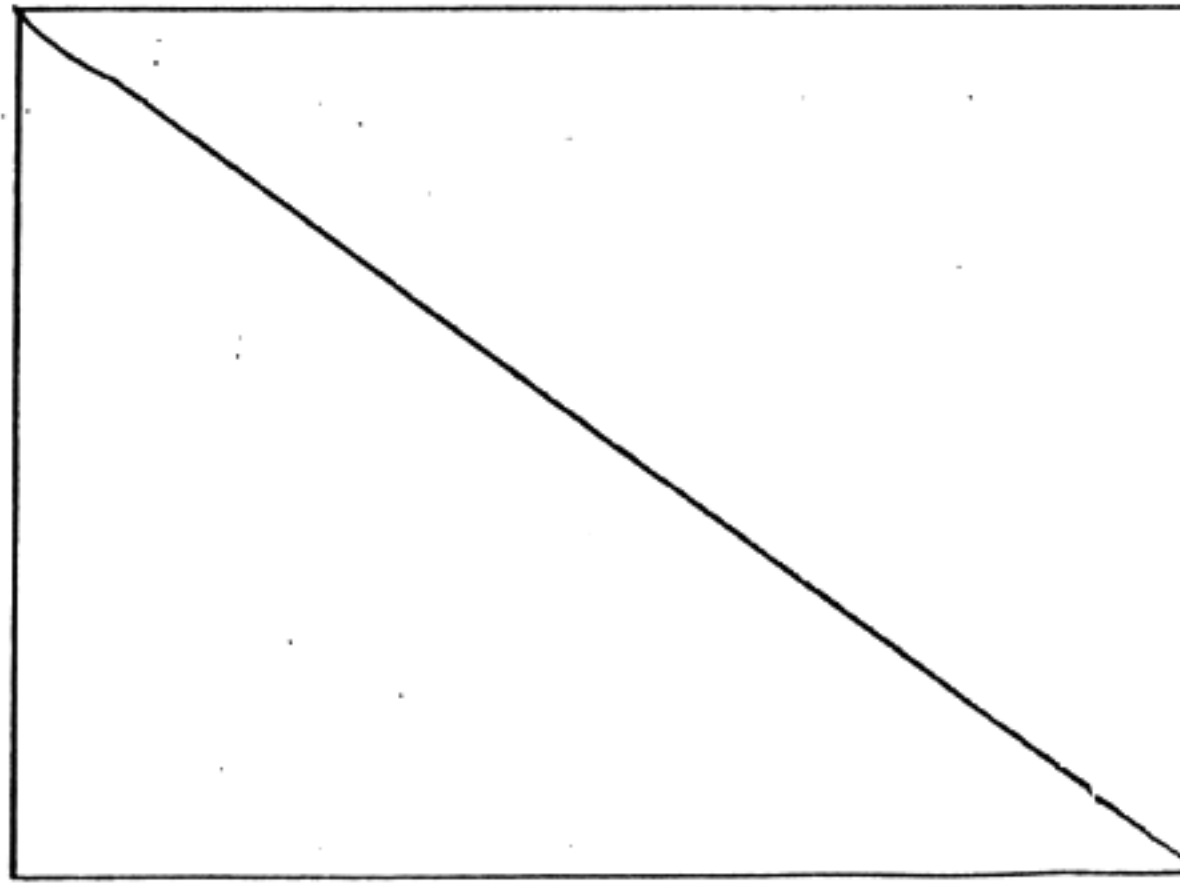


M.I.S. PRIME & MEGATRON (DISTANCE)  
PRIME AIMS & FIRES HIS LASER AT MEGATRON

108



M.I.L.S. MEGATRON MANEUVERS TO AVOID THE BLASTS. MEGATRON: I HAVE COME TO TALK - NOT FIGHT WITH YOU OPTIMUS PRIME.



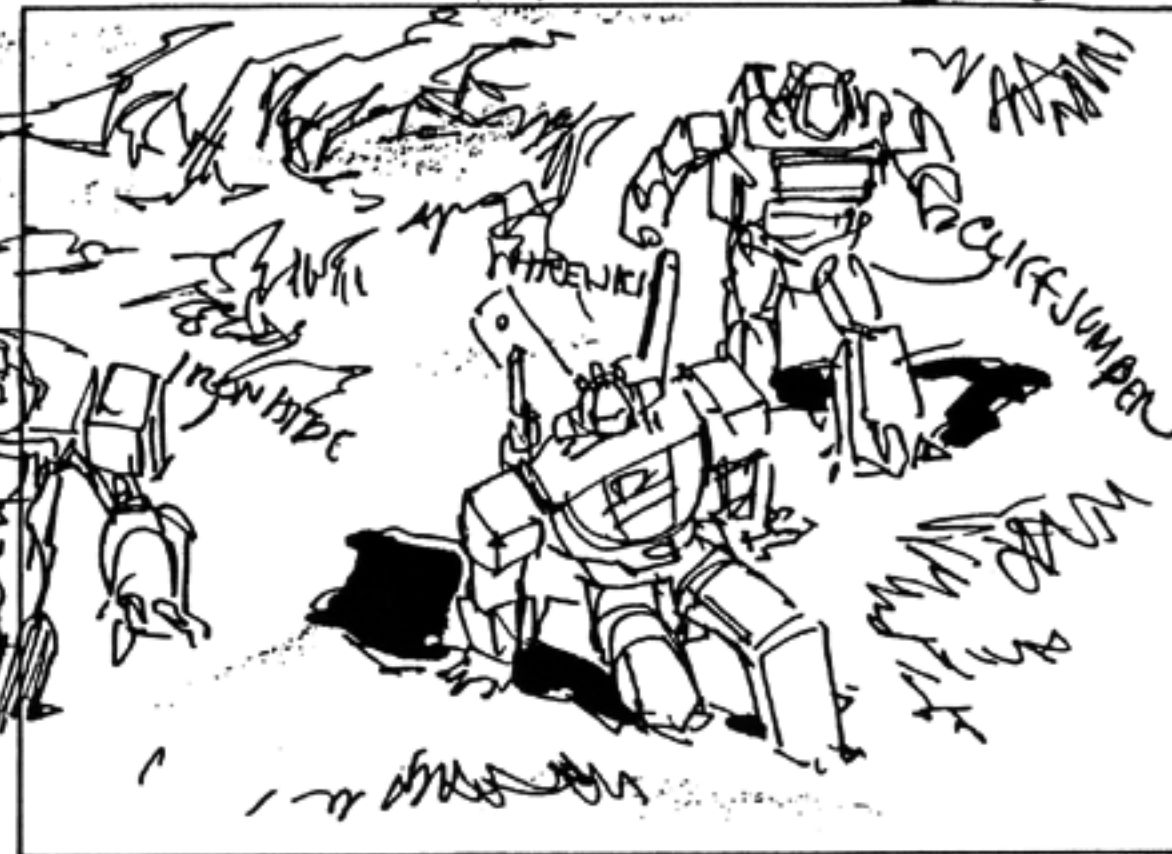
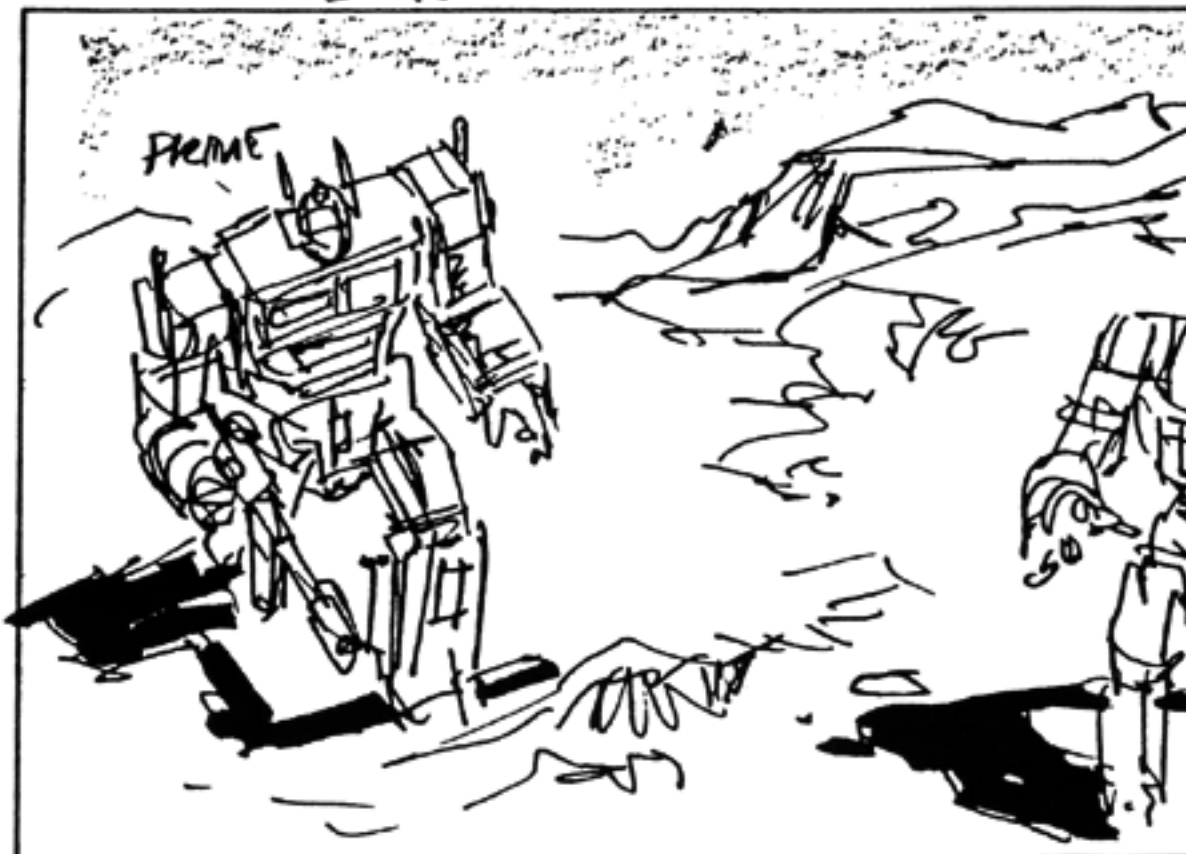
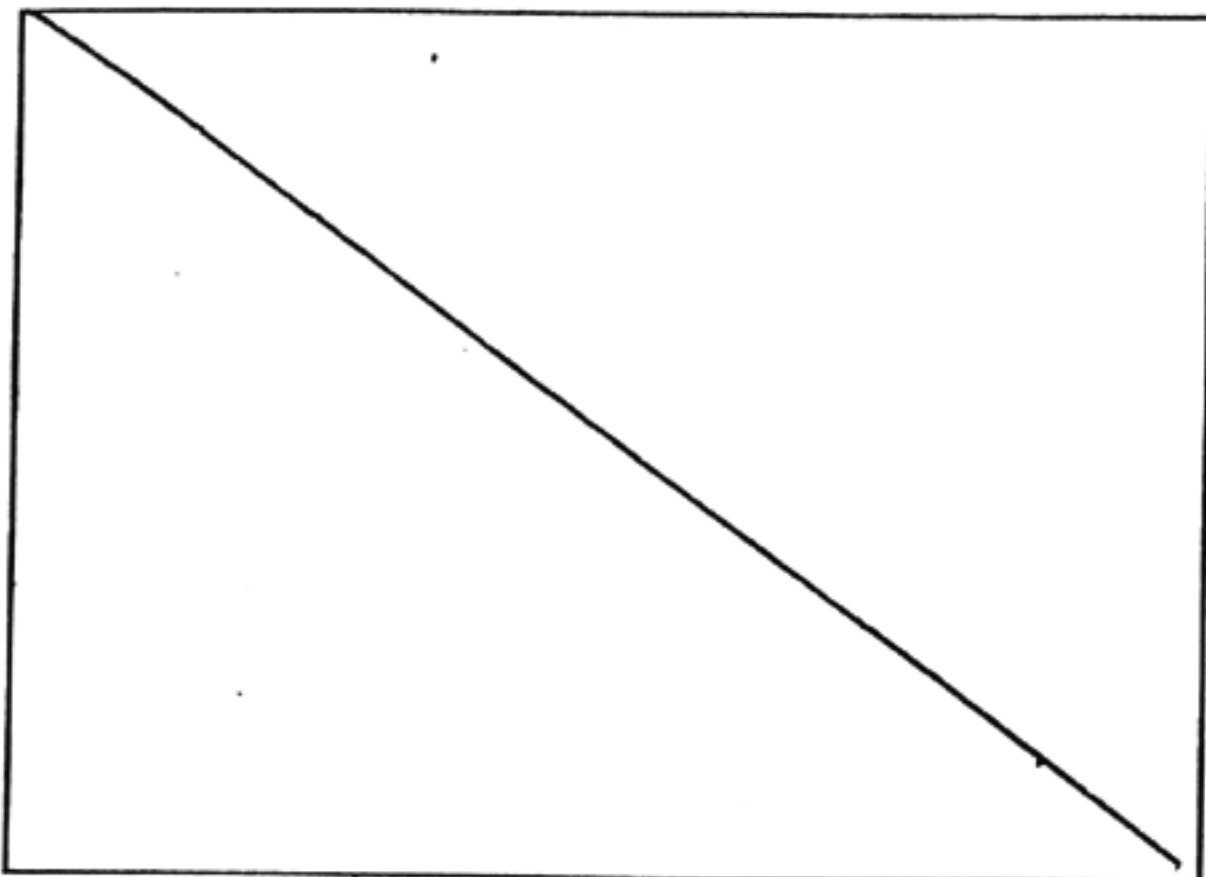
109

START

PAN →

700-13 STOP

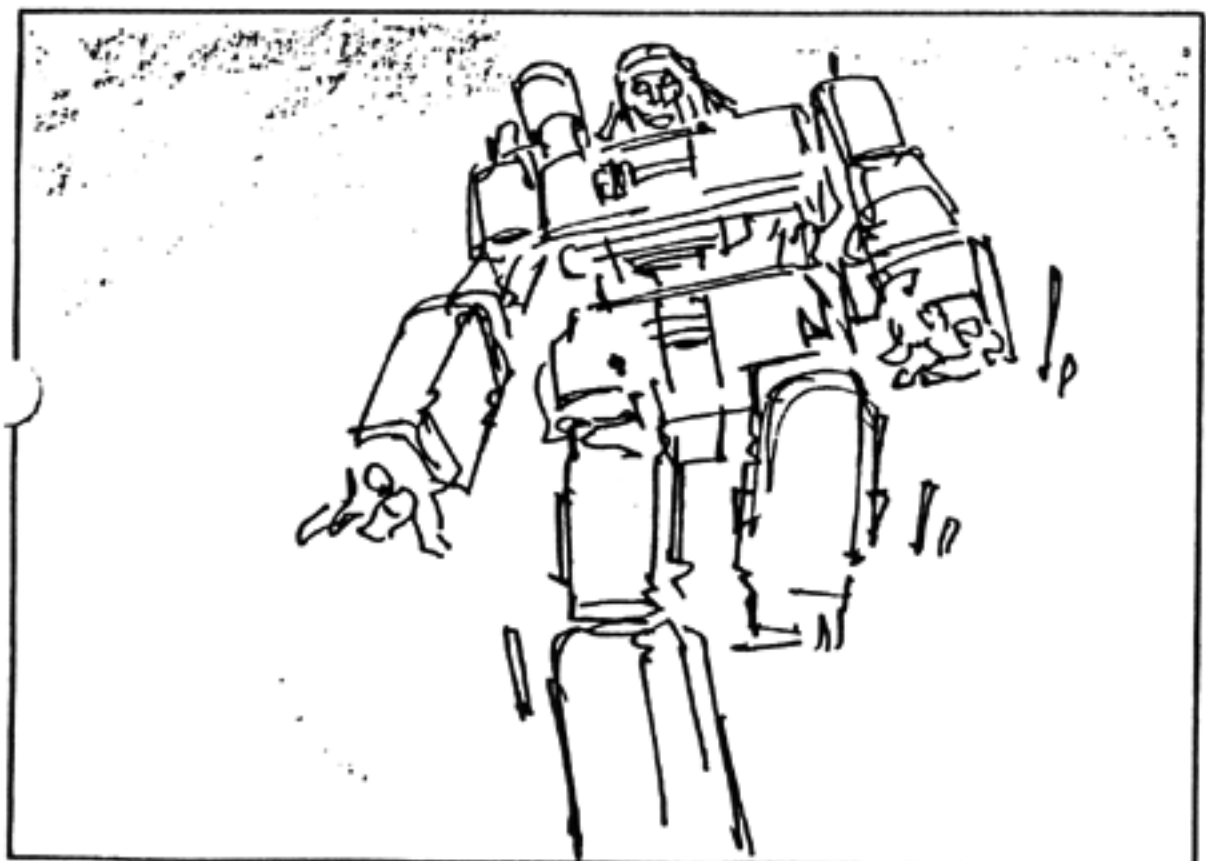
36



D.T.S. PRIME & OTHER AUTOBOTS

PRIME: AUTOBOTS - HOLD YOUR FIRE! MEGATRON WISHES TO CONFER.. HE SAYS.

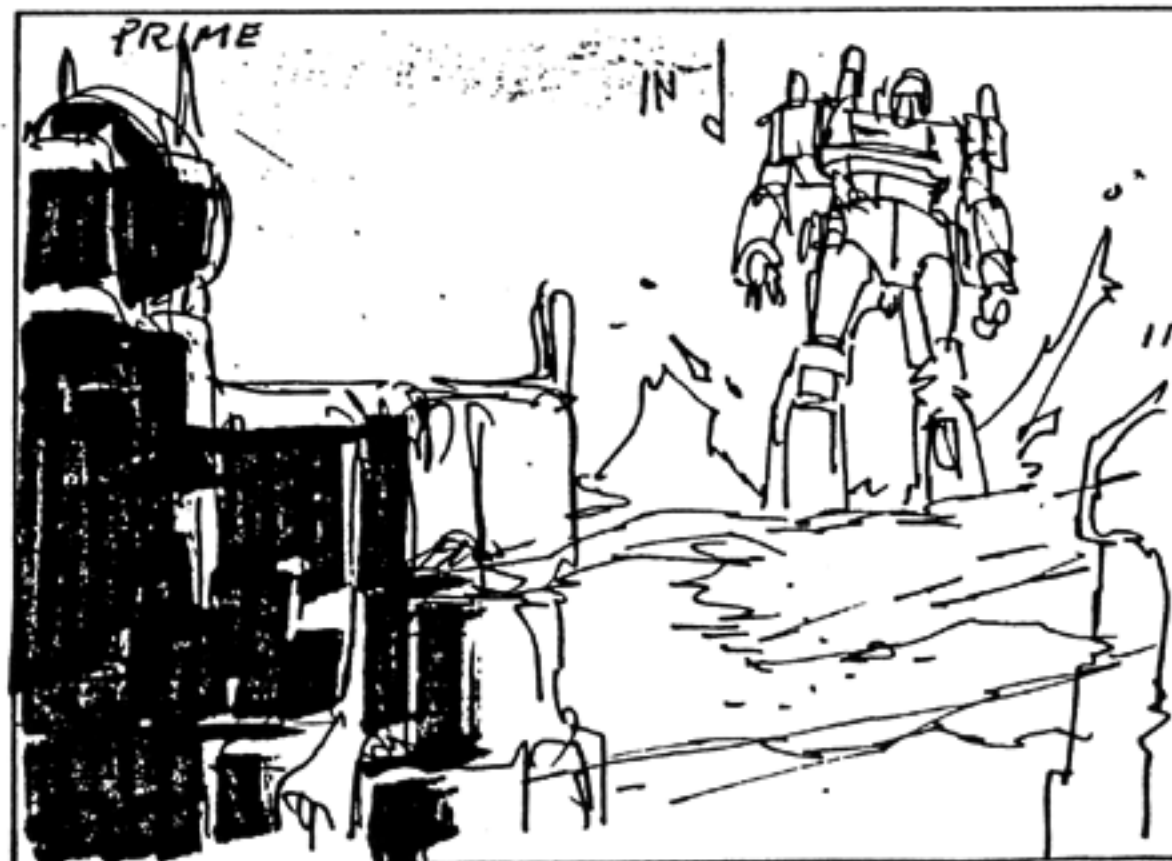
110



CONT



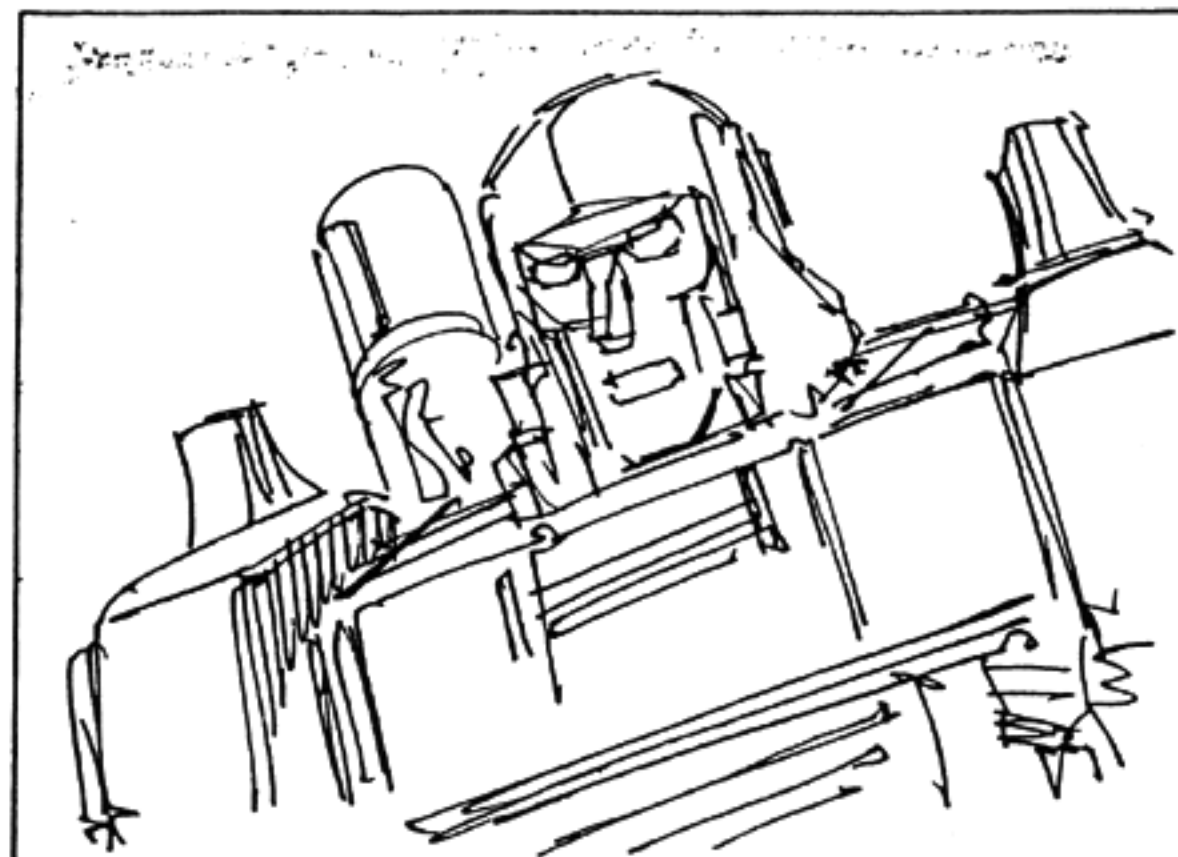
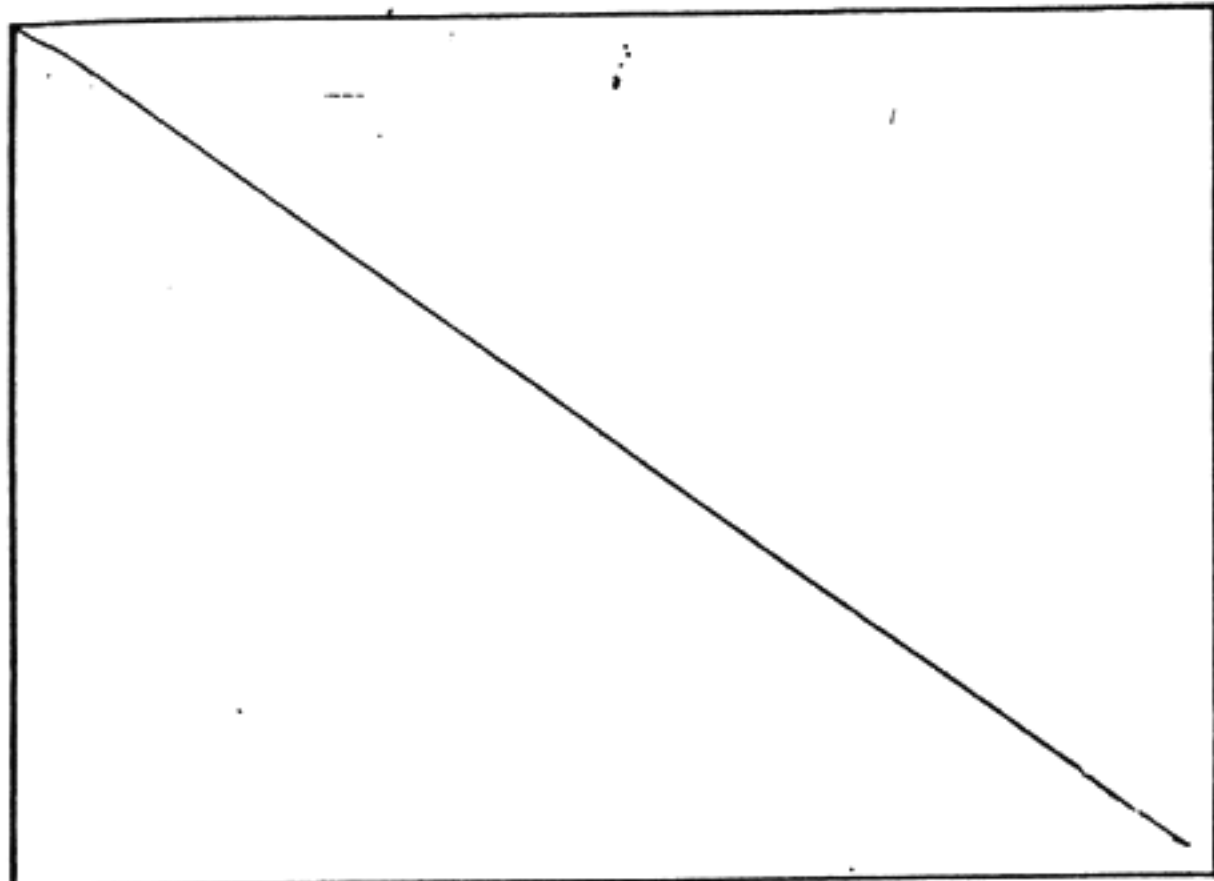
111



M.I.S. MEGATRON MOVES IN AS HE DESCENDS TOWARD THE GROUND  
MEGATRON: PERHAPS YOU WILL DO ME THE COURTESY OF HEARING ME OUT  
BEFORE YOU DOUBT ME...?

D.T.S. PRIME & IRONHIDE TO MEGATRON AS HE  
SETTLES TO GROUND.  
PRIME: VERY WELL. SPEAK MEGATRON!

112

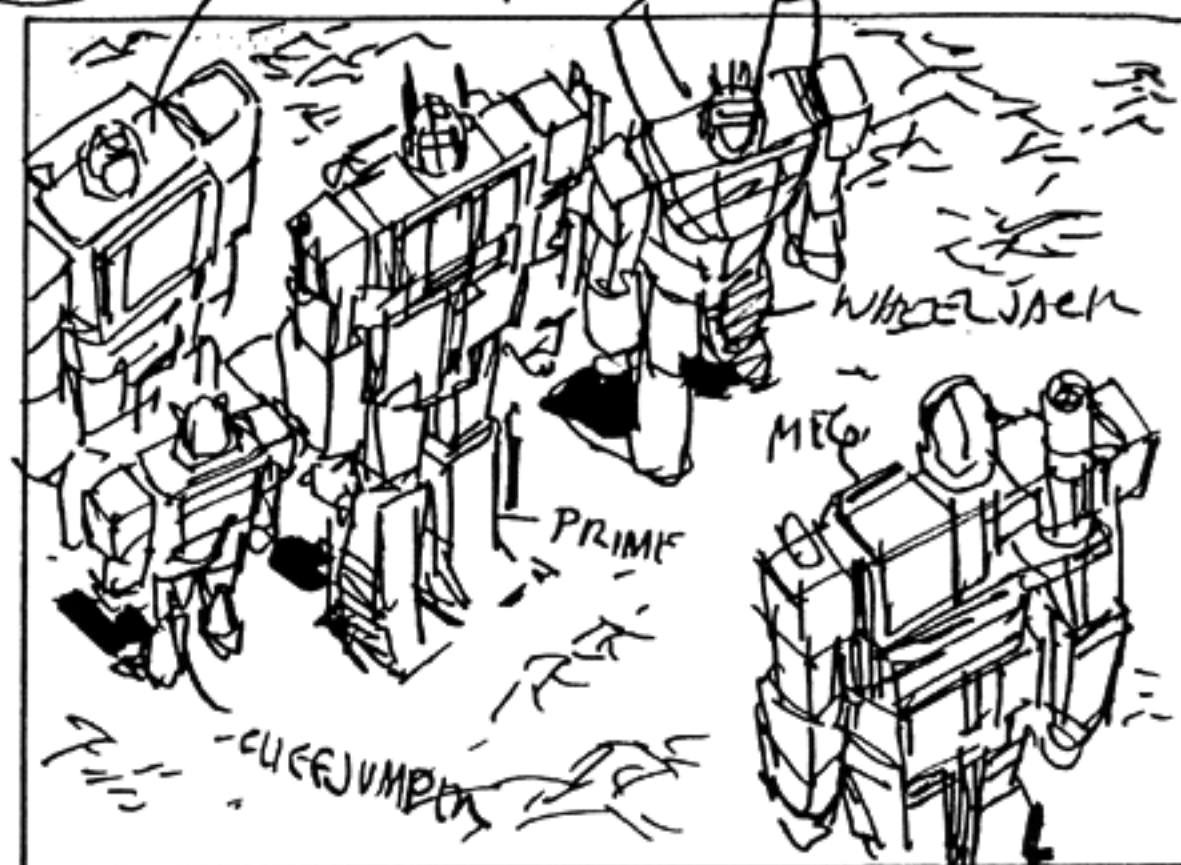


M.C.U. MEGATRON: I CAME ABOUT A MATTER OF CYBERTRON LAW OPTIMUS PRIME. OUR WAR HAS GONE ON FOR MILLIONS OF YEARS. DECEPTICONS FIGHTING AUTOBOTS.

113

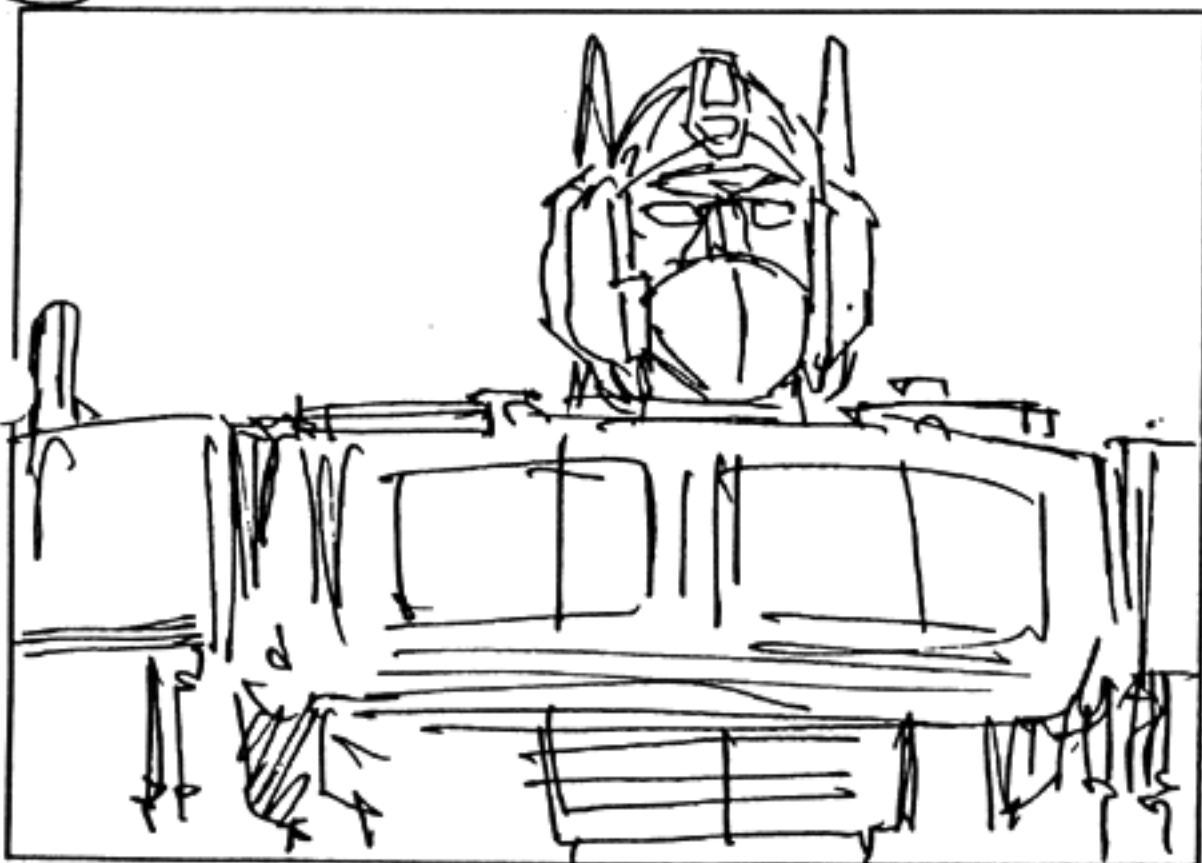
IRONIDE 700-13

37



M.C.S. AUTOBOTS & MEGATRON MEGATRON (CONT) WITH NO END OR VICTORY IN SIGHT. PRIME: A SAD BUT UNAVOIDABLE TRUTH SO LONG AS YOU SEEK TO DOMINATE THE UNIVERSE.

114

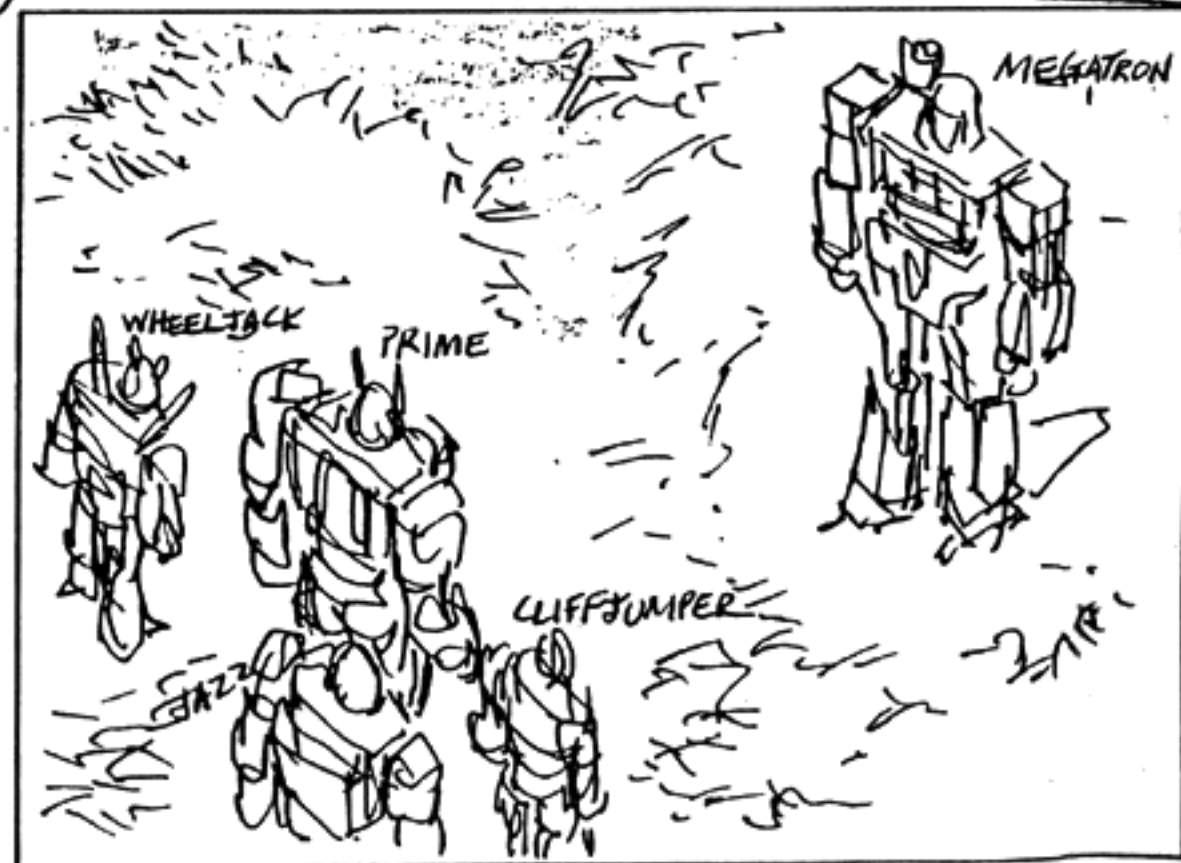


M.C.U. PRIME. MEGATRON (VO) BUT CYBERTRON LAW MAY PROVIDE A SOLUTION TO OUR SEEMING DILEMMA.

115

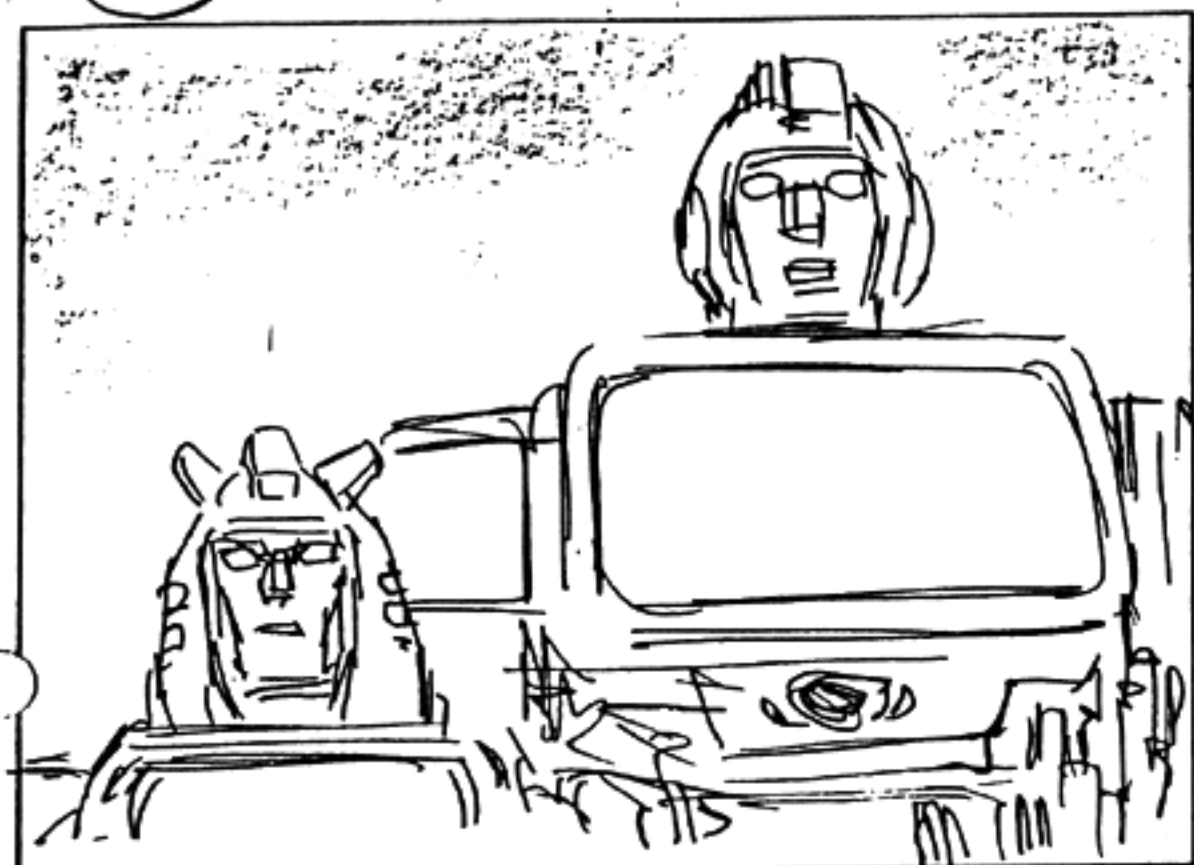


MEGATRON (VO/CONT) I REFER TO THE AGE OLD CODE OF COMBAT...



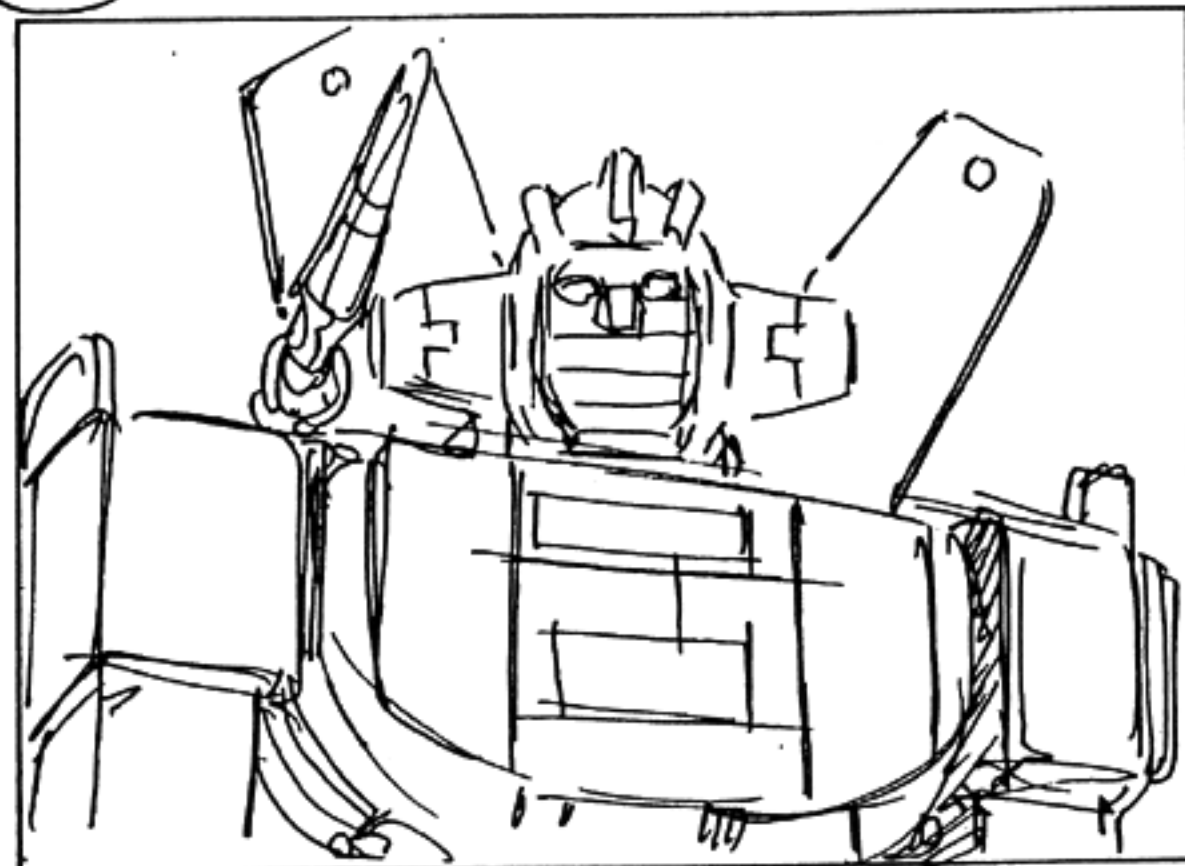
D.S. AUTOBOTS & MEGATRON. MEGATRON (VO/CONT) IN WHICH OPPOSING LEADERS... YOU AND I OPTIMUS PRIME...

116



2 SHOT CLIFFJUMPER & IRONHIDE TENSE UP, M.E.G. WHEELJACK TENSES UP  
MEGATRON (V.O./CONT) I... MAY DO BATTLE

117



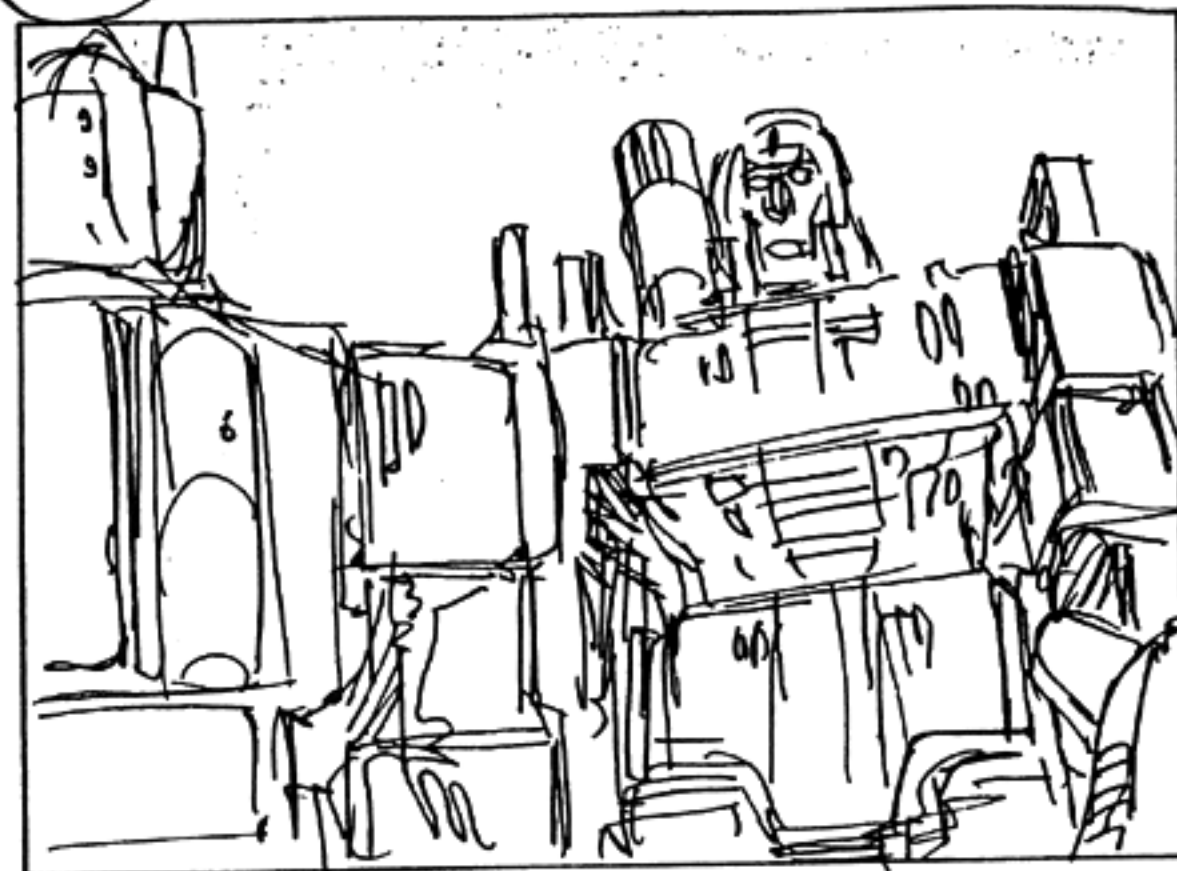
M.E.G. WHEELJACK TENSES UP  
MEGATRON (V.O./CONT) THE LOSER  
MUST EXILE HIMSELF AND HIS ARMY  
TO DEEP SPACE FOR ETERNITY...

118

700-13

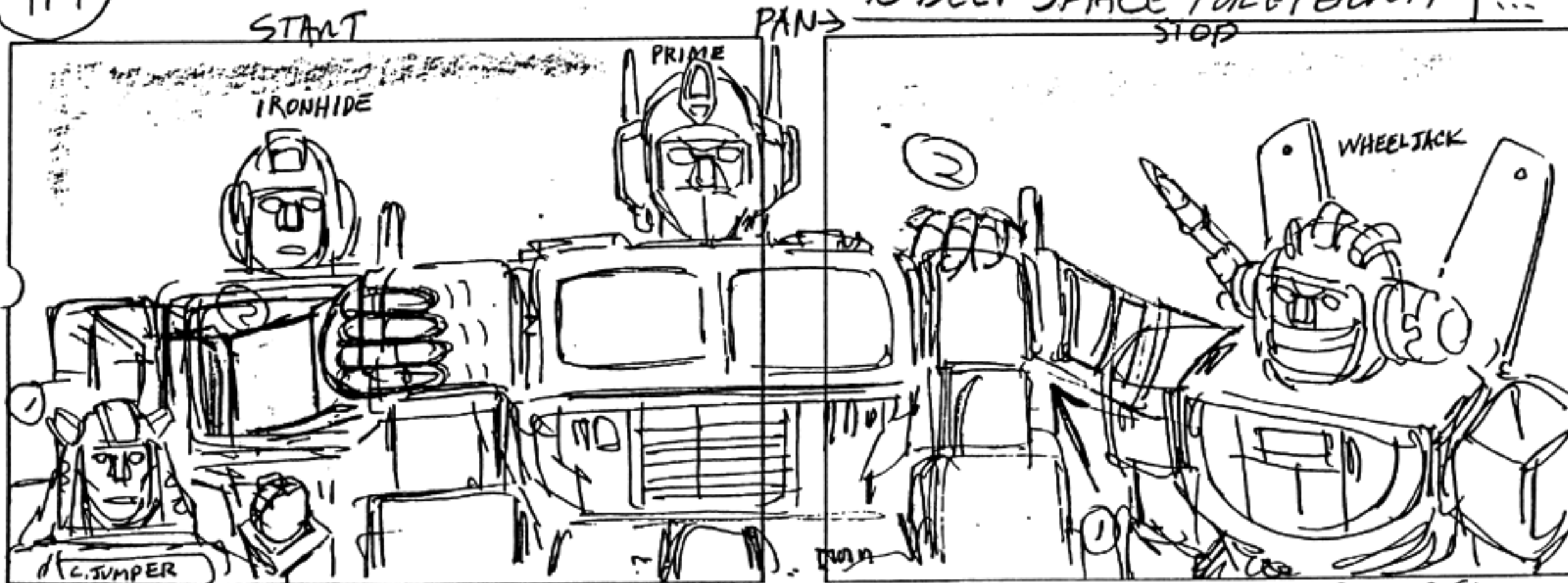
38

37



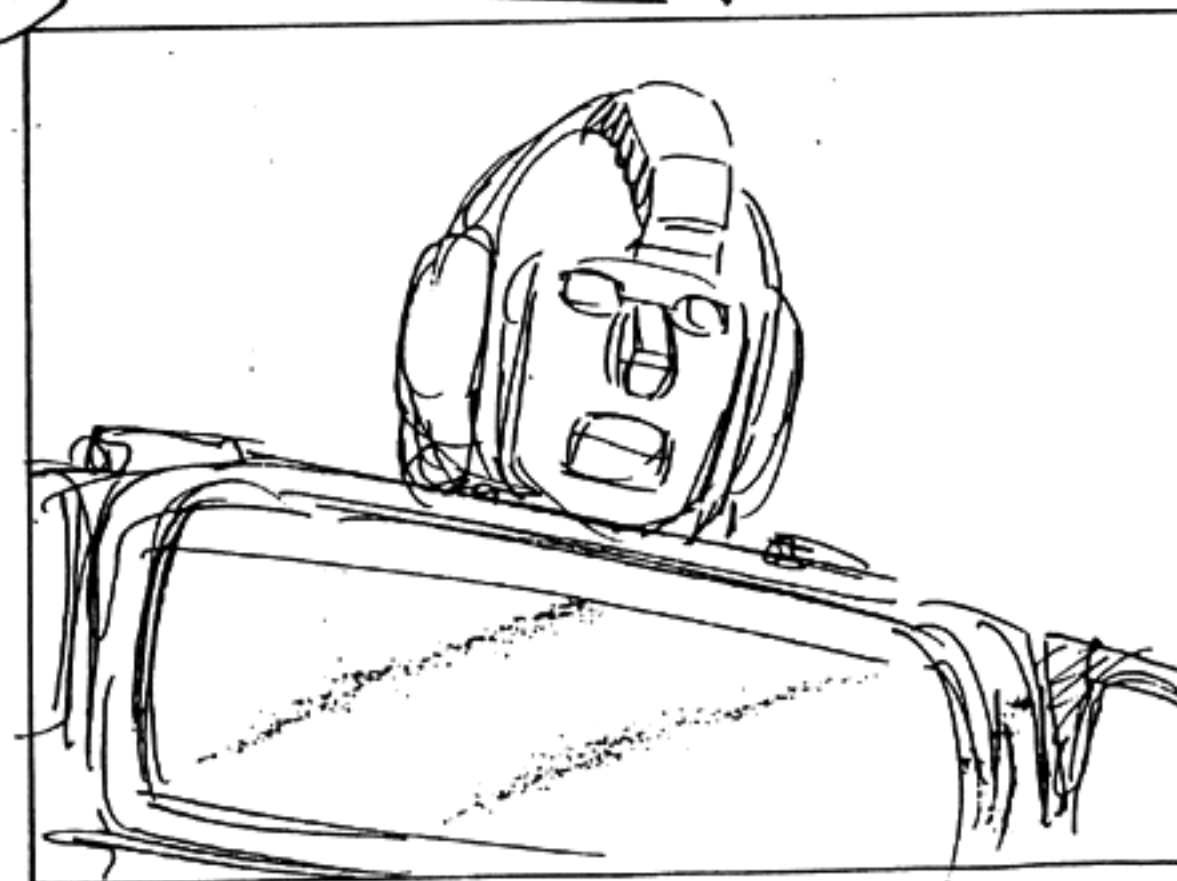
O.T.S. PRIME TO MEGATRON  
MEGATRON (CONT) THE WINNER MAY STAY  
WHERE HE CHOOSES - DO YOU HAVE THE  
COURAGE FOR THAT?

119



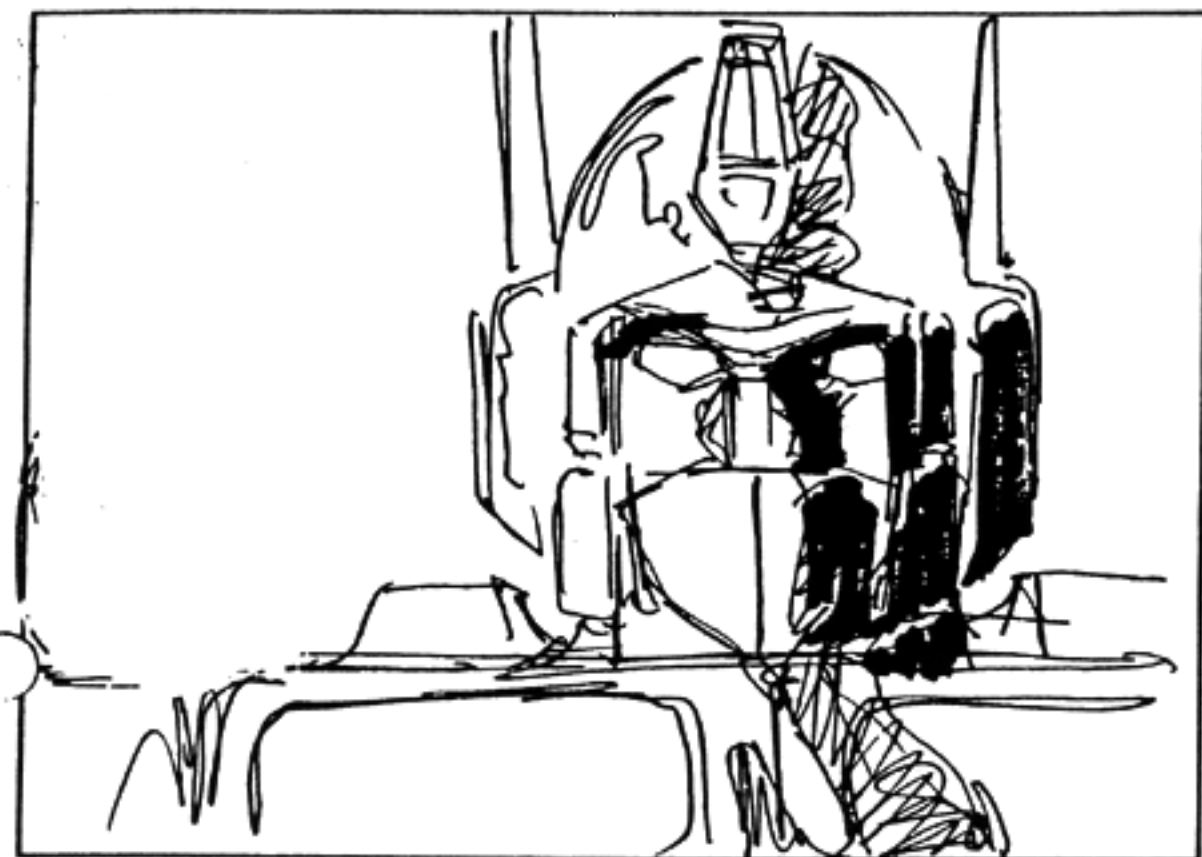
M.S.G. GROUP IRONHIDE GRIPS PRIMES SHOULDER IN ENCOURAGEMENT. WHEELJACK PATS PRIMES SHOULDER,  
CLIFFJUMPER: (SHAKING FIST) I DON'T TRUST HIM OPTIMUS! WHEELJACK: BUT IT WOULD END THE WAR!

120



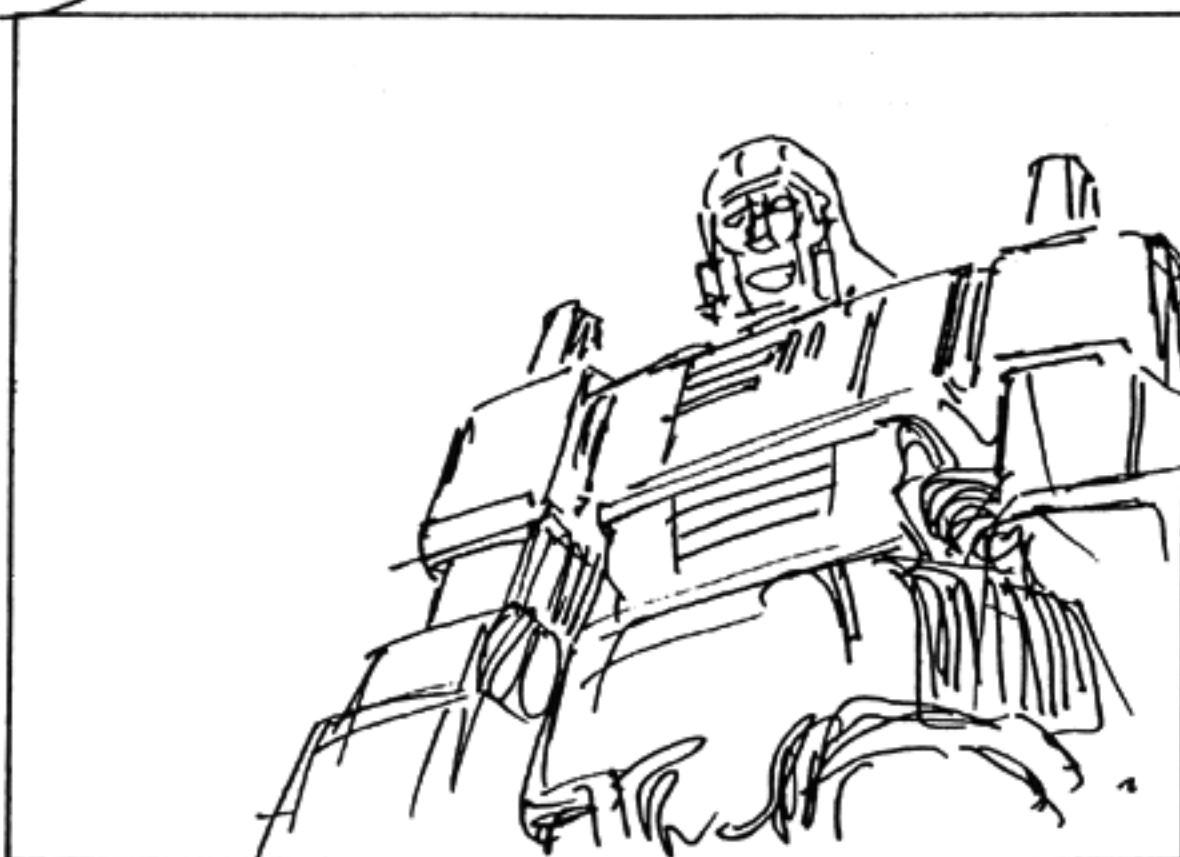
C.U. IRONHIDE: AND YOU CAN  
TAKE HIM OPTIMUS, YOU'RE THE BEST!

121



OPTIMUS PRIME: AND IT IS THE LAW  
OF OUR NATIVE PLANET... VERY WELL,  
I ACCEPT THE CHALLENGE.

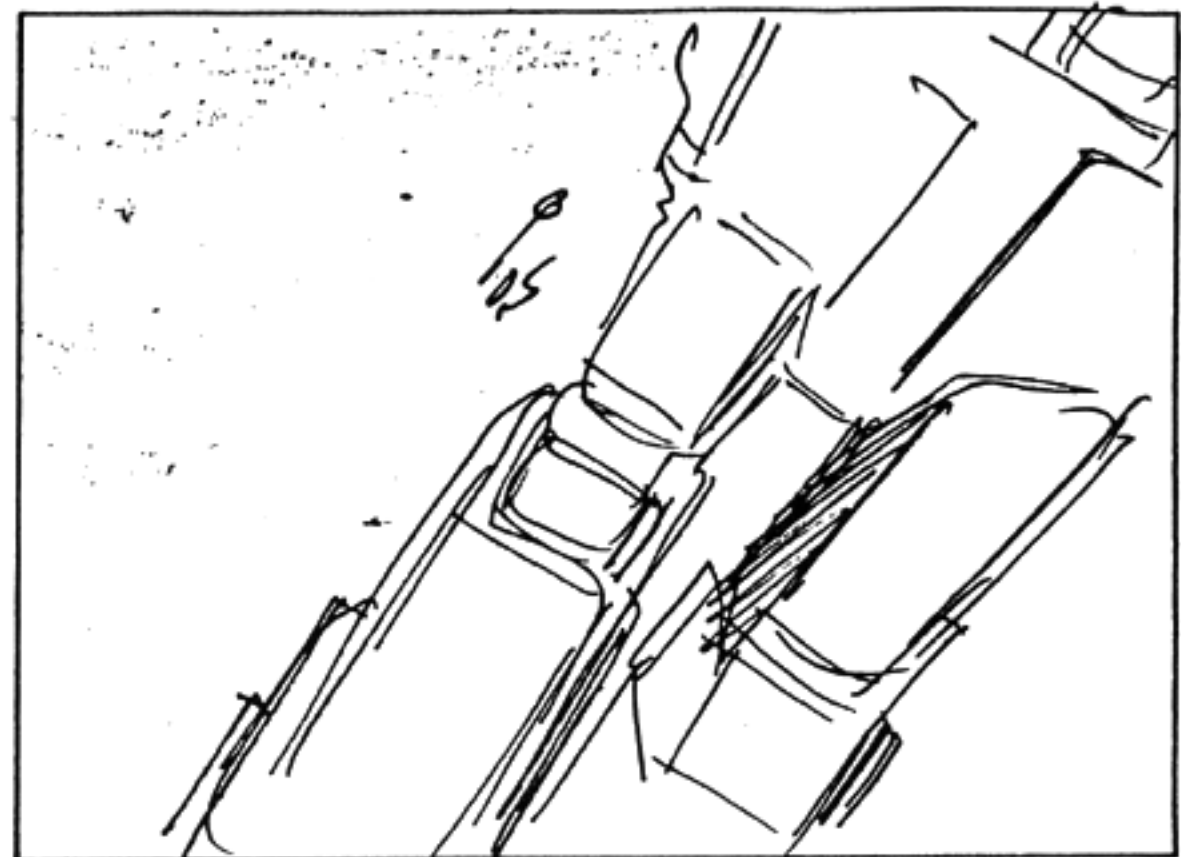
122



MRS. MEGATRON: SOMEHOW I FELT  
YOU WOULD, OPTIMUS PRIME... YOU  
HAVE SUCH A STRONG SENSE OF  
HONOR!

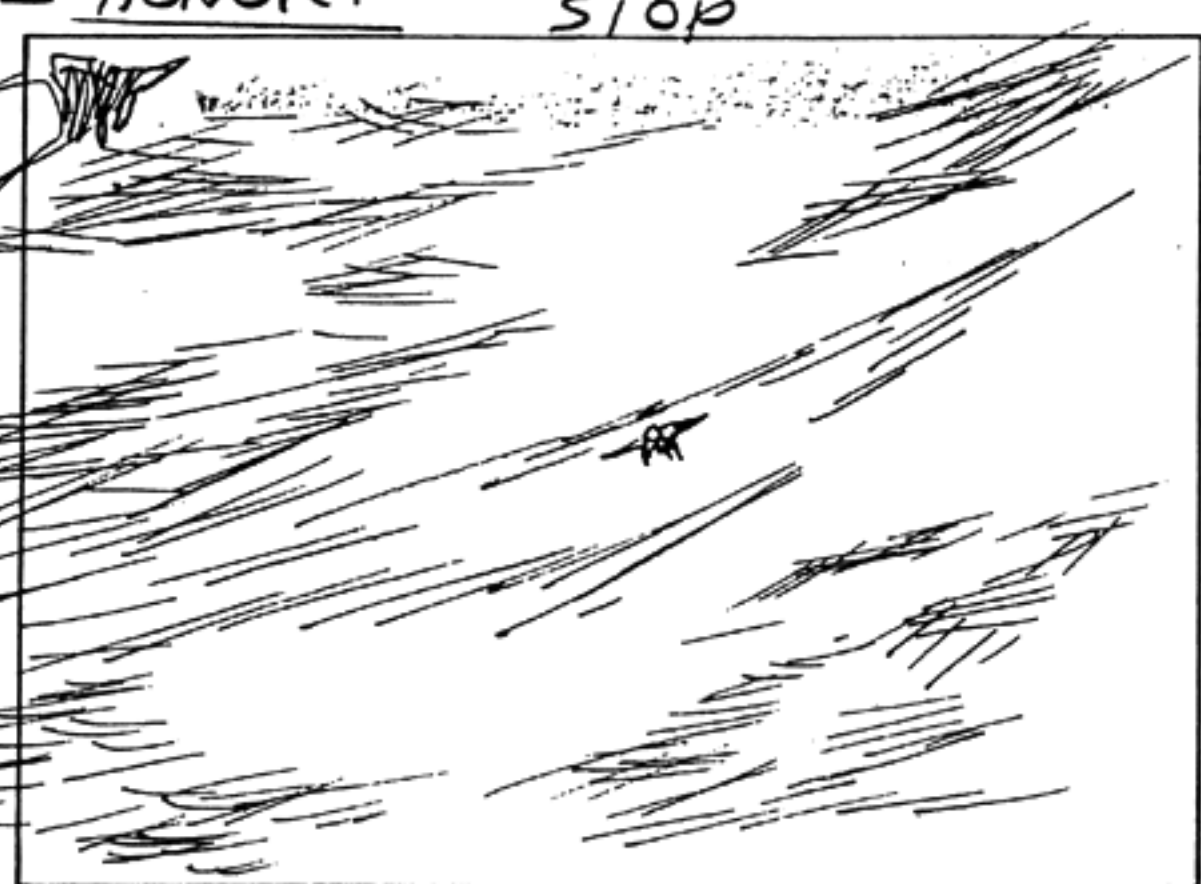
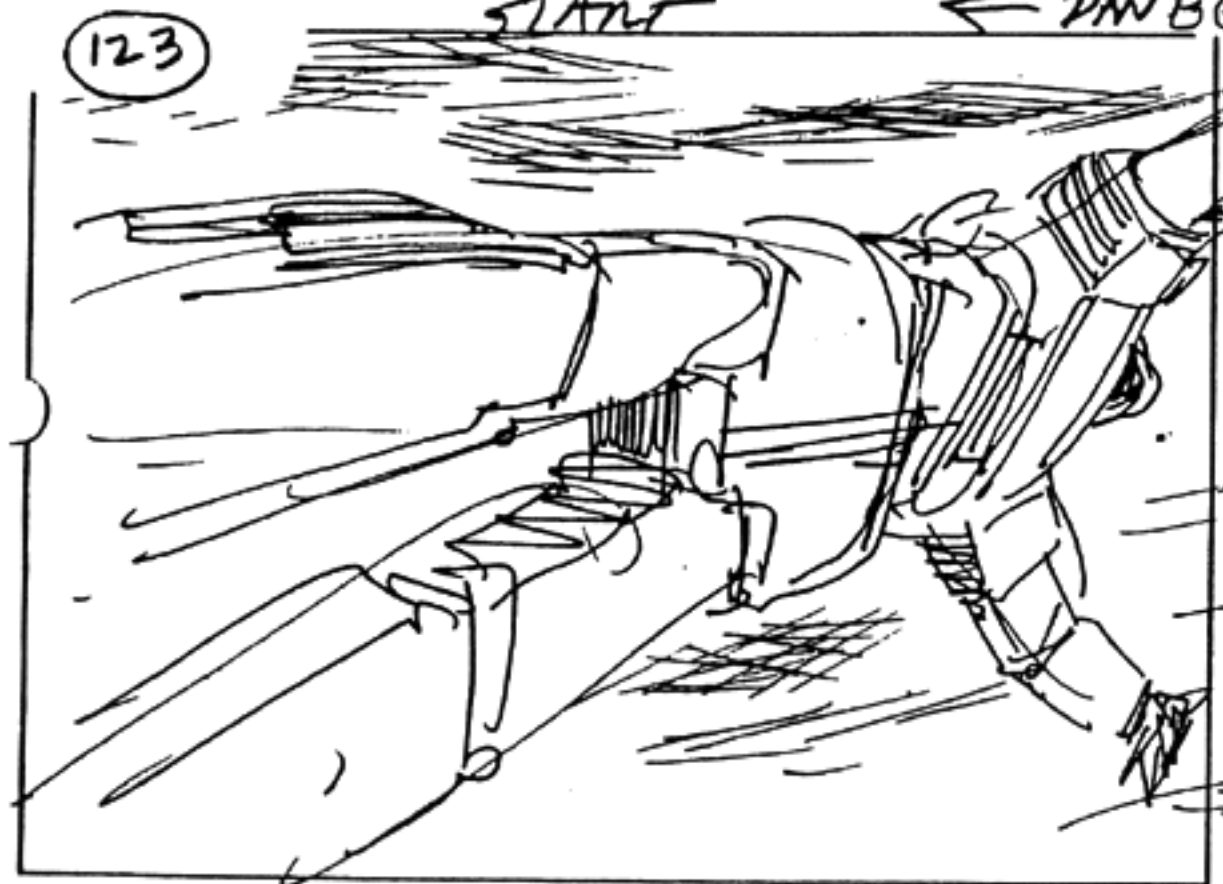
CONT. 700-13

39



HE TAILS - OFF!

123

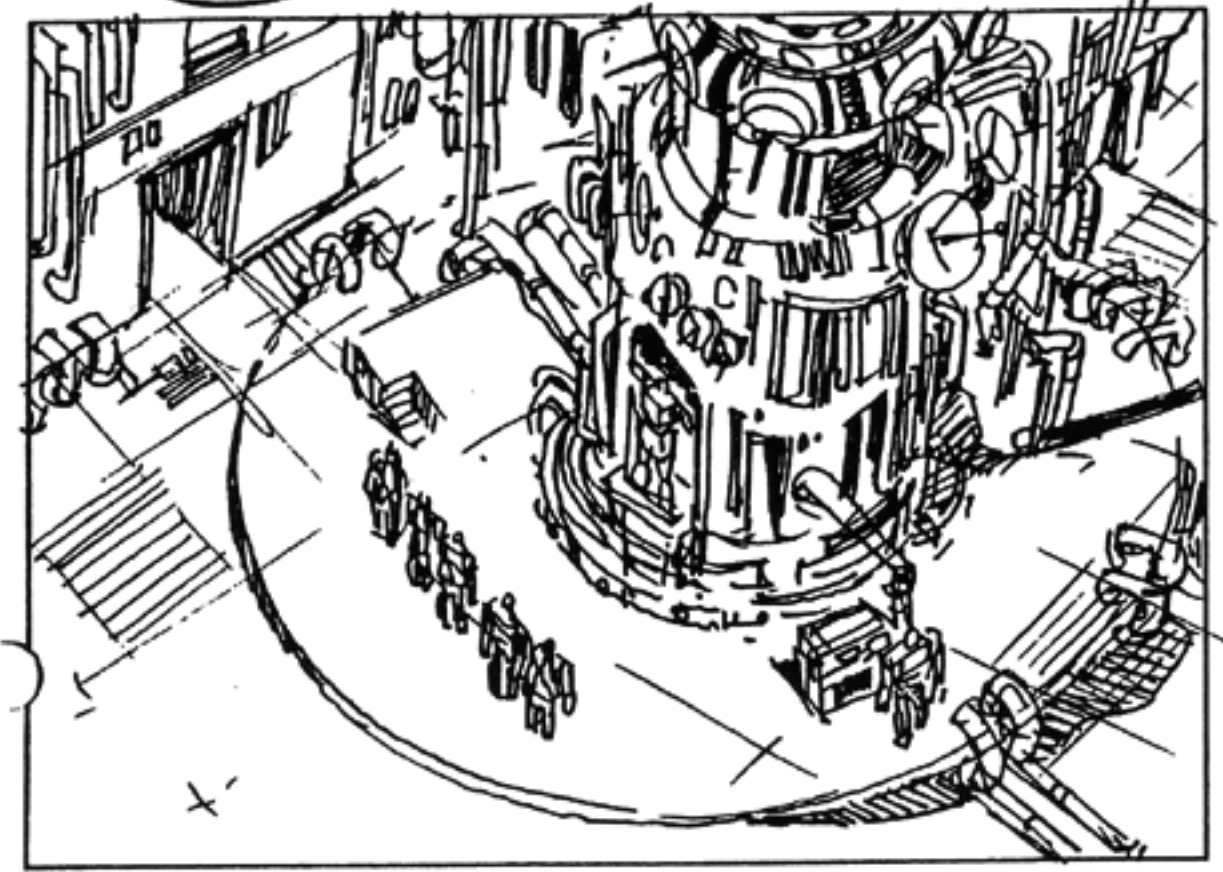


MRS. MEGATRON AS HE ROCKETS AWAY

TRANSITION  
#  
4  
(DECEPTICON TO DECEPTICON)

MARVEL PRODUCTIONS, LTD.

124



D.S. SUBTERRANEAN CHAMBER. DECEPTICONS & SCRAPPER ARE NEAR THE NOW READY MACHINE.

125

START

PAN →

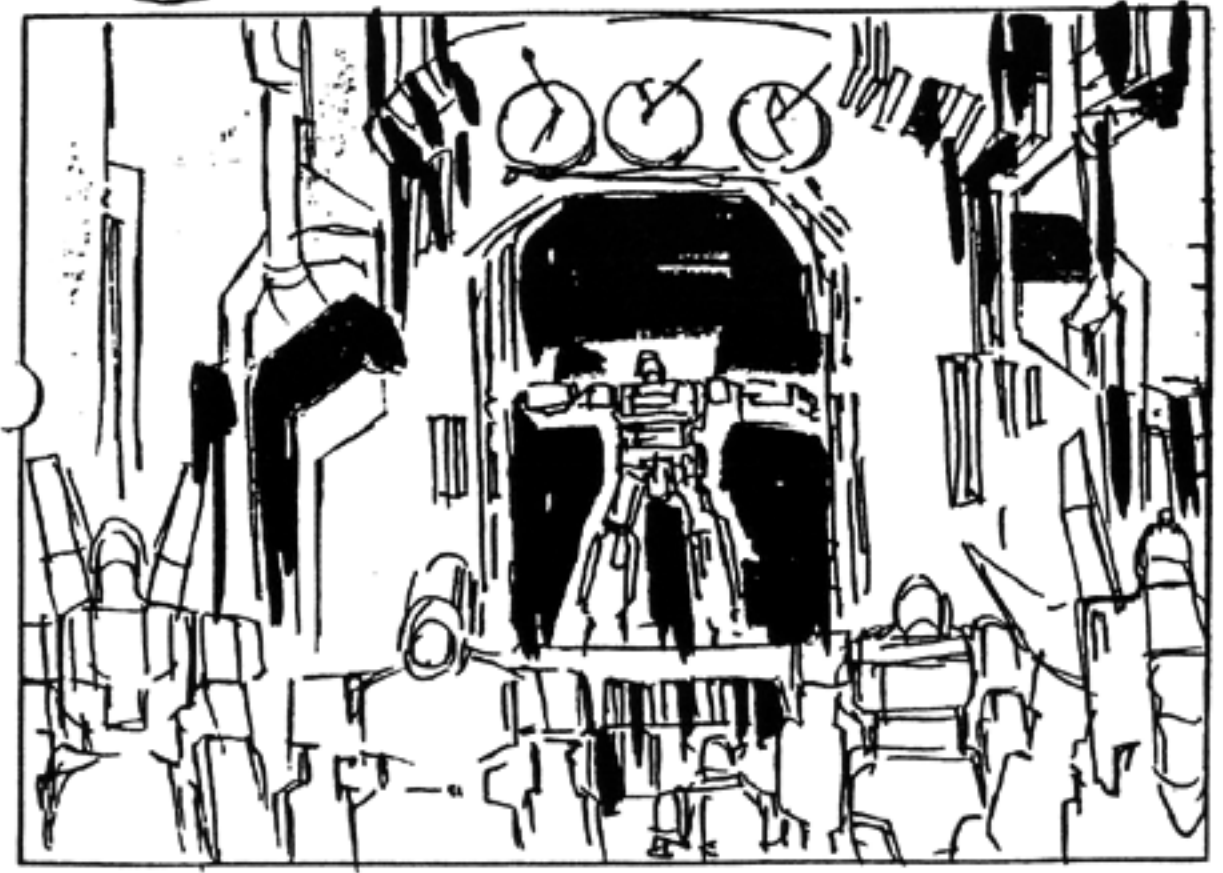
700-13

STOP

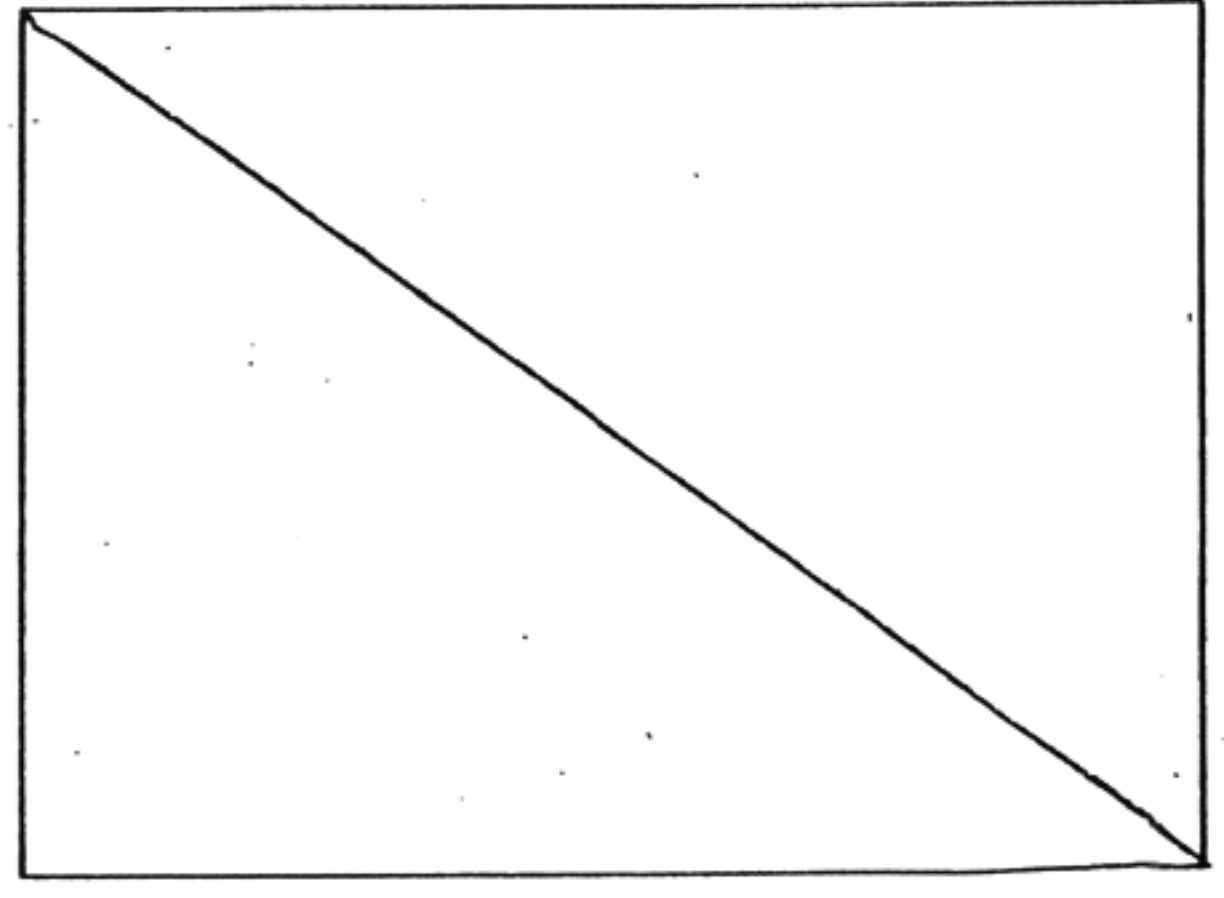
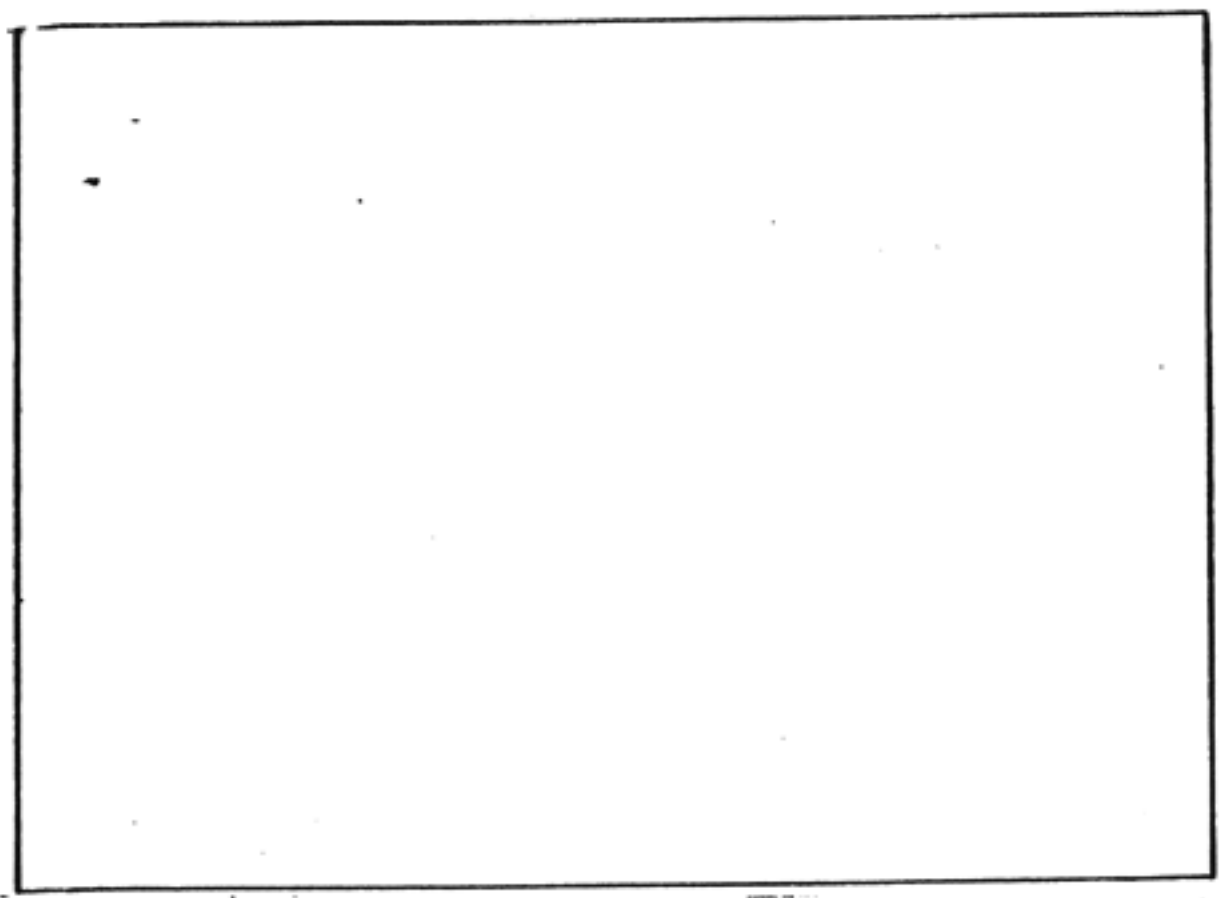


M.S. THE DECEPTICONS, STAND AT ATTENTION IN FRONT OF THE MACHINE.

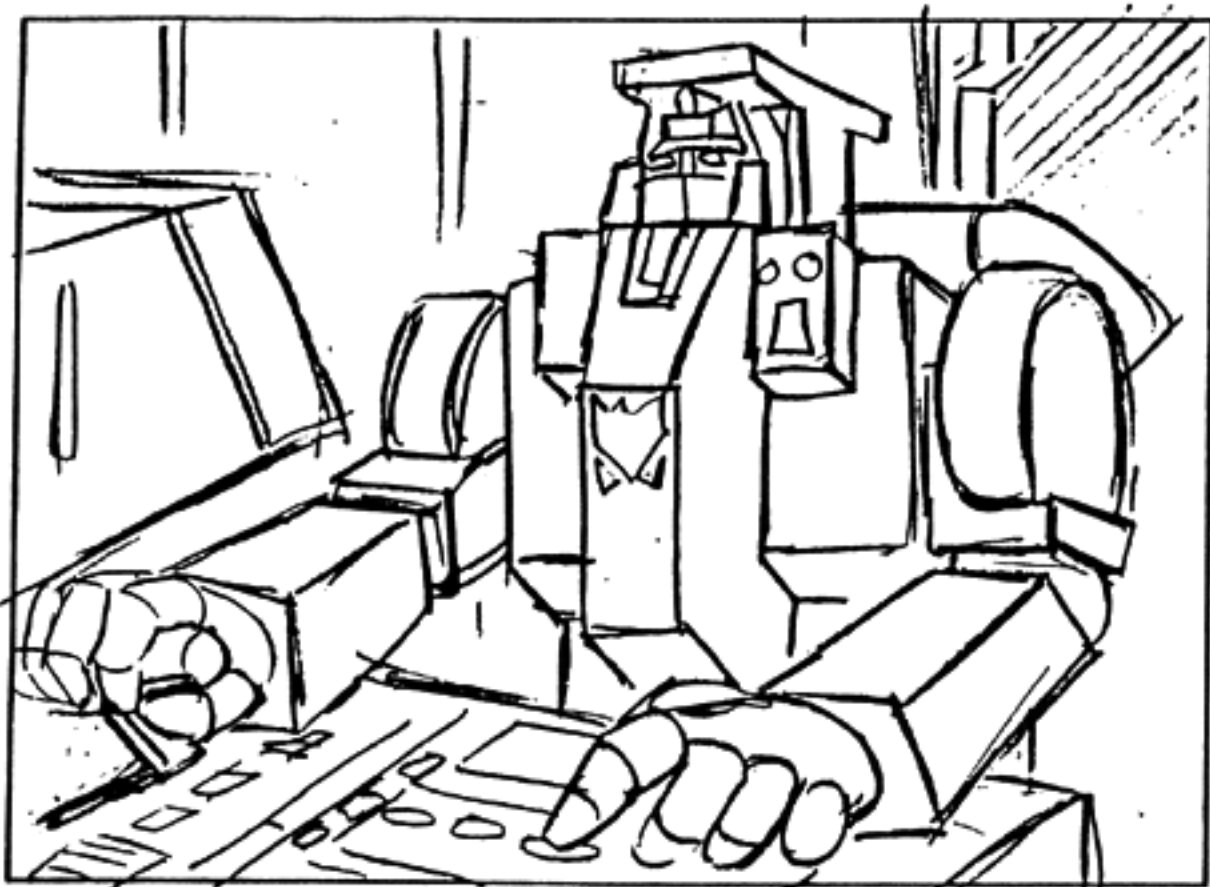
126



M.L.S. THE MACHINE MEGATRON STANDS INSIDE. MEGATRON: YOUR INVENTION IS COMPLETED, SCRAPPER. AND WE ARE READY.

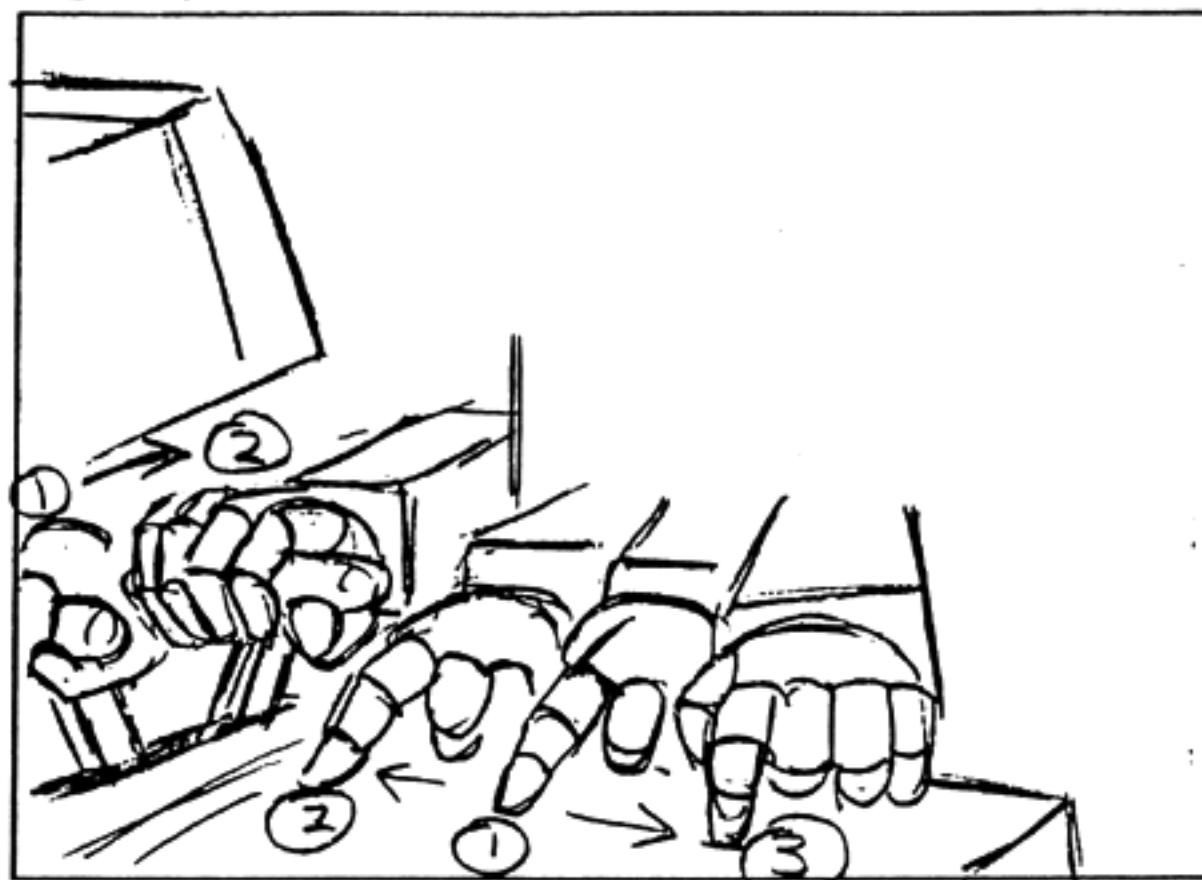


127



M.S. SCRAPPER, AT THE CONTROLS MEGATRON (V.O.) THEN PROCEEDS WITH THE STRENGTH-TRANSFER!

CONT.

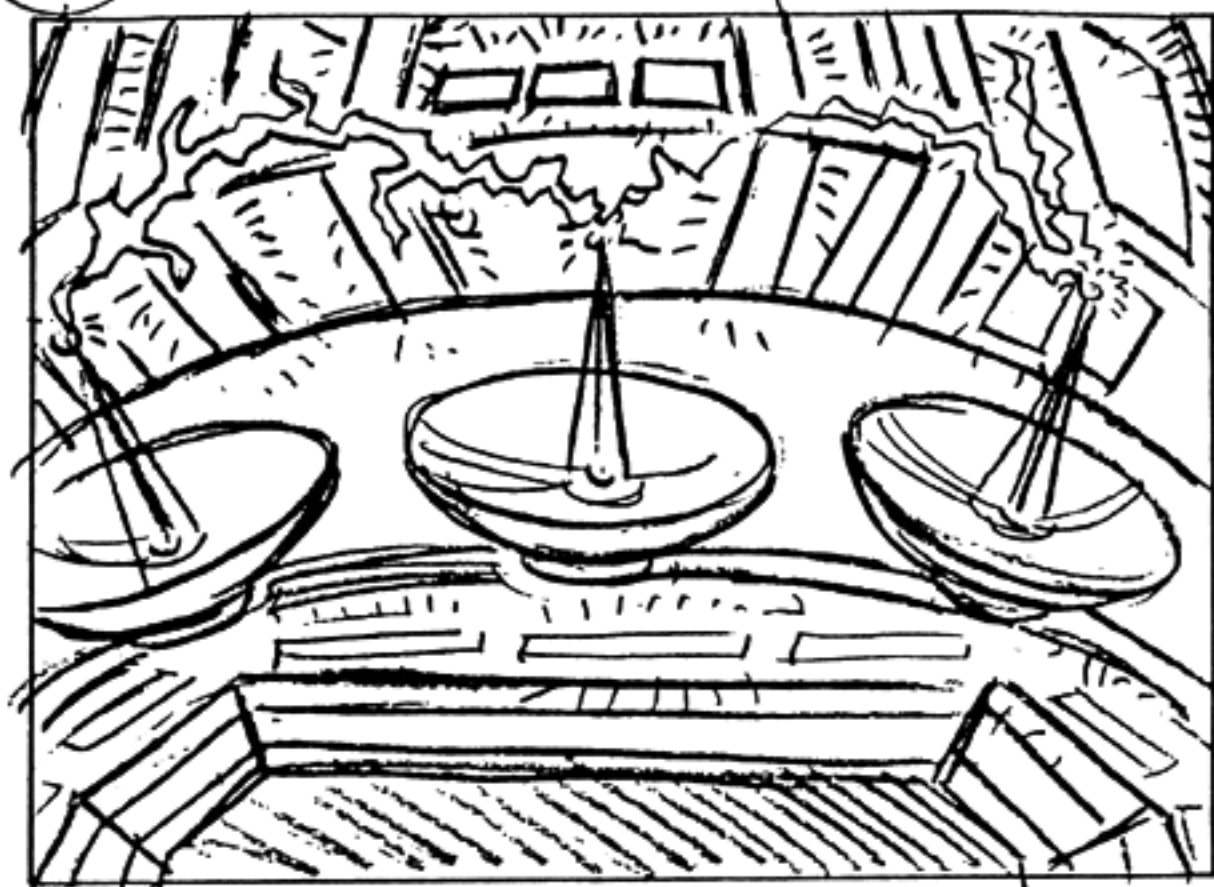


SCRAPPER WORKS THE CONTROLS SCRAPPER: AS YOU ORDER, MASTER MEGATRON.

128

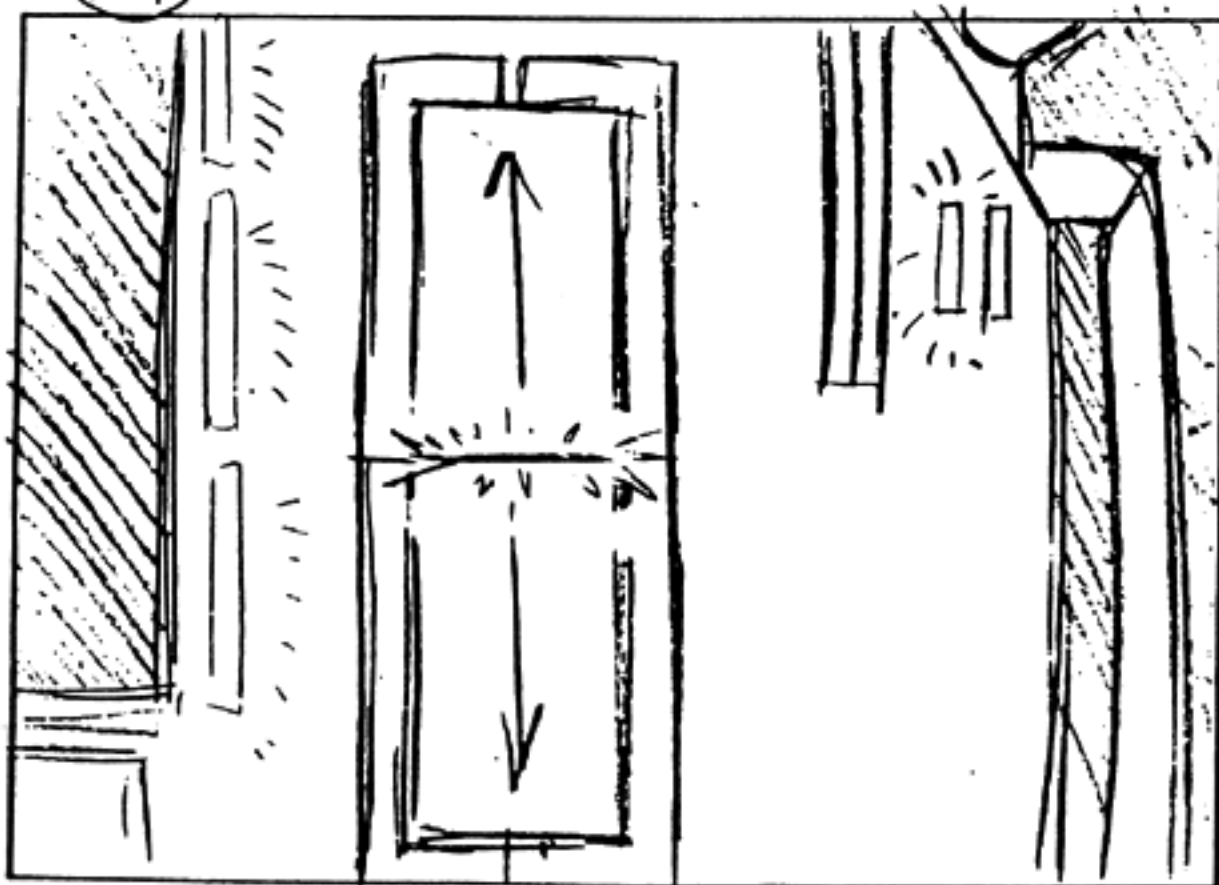
700-13

40A



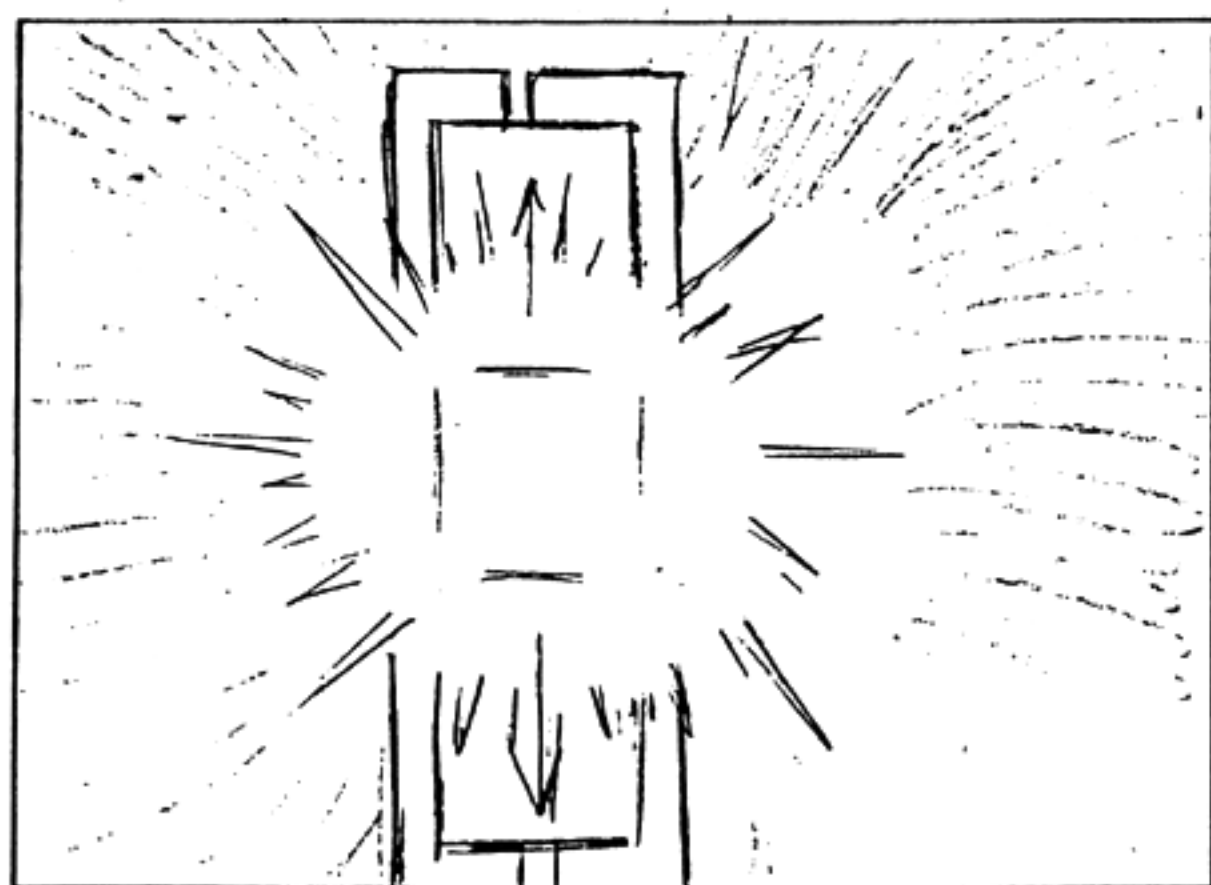
C.U. THE MACHINE, LIGHTS BEGIN TO FLASH, SPARKS JUMP. AND IT MAKES A WEIRD CRACKLING HUM.

129

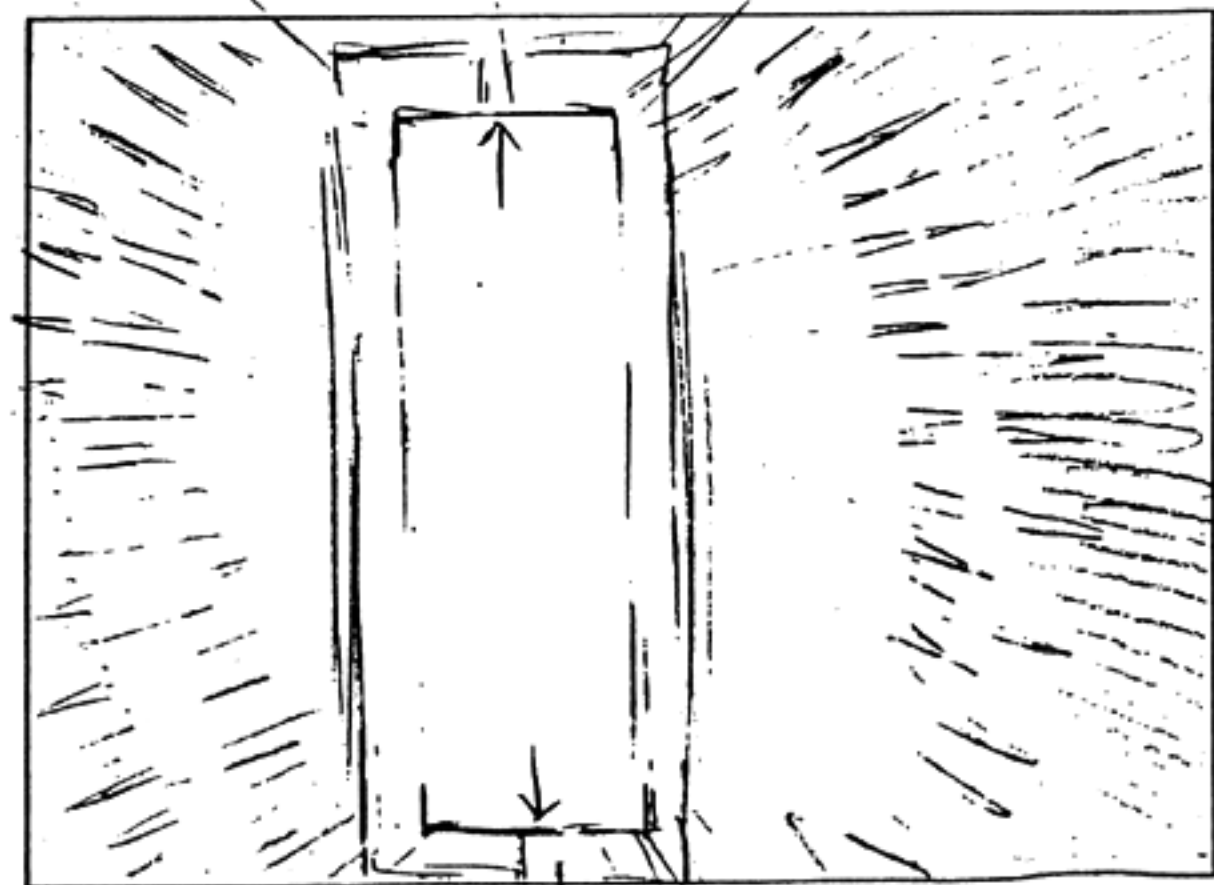


C.U. A DOOR ON THE SIDE OF THE MACHINE... OPENS, INSIDE IS A DAZZLING... LIGHT! SCRAPPER (V.O.) NOW DECEPTICONS... EACH OF YOU MUST CONTRIBUTE A POWER CHIP RECTIFIER TO THE EXCHANGE FURNACE...

CONT



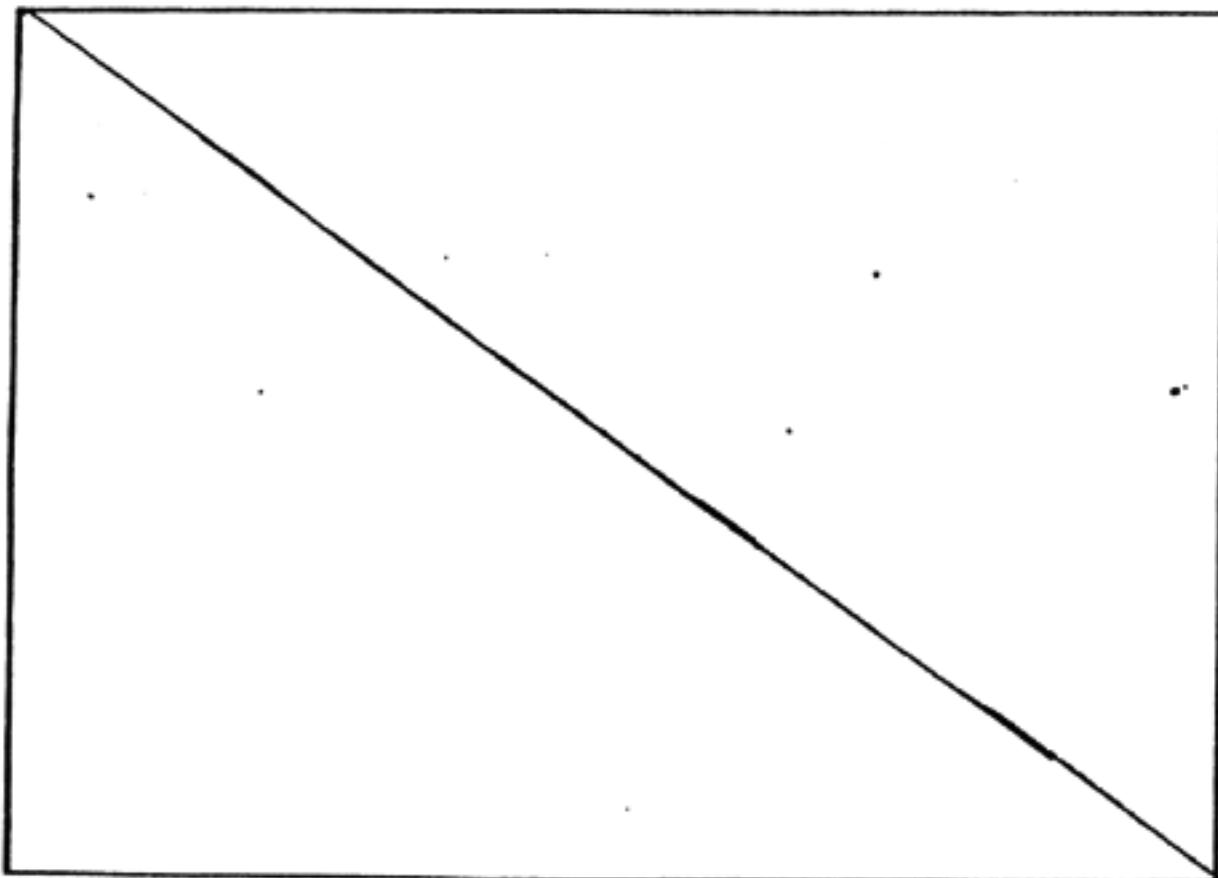
CONT



130



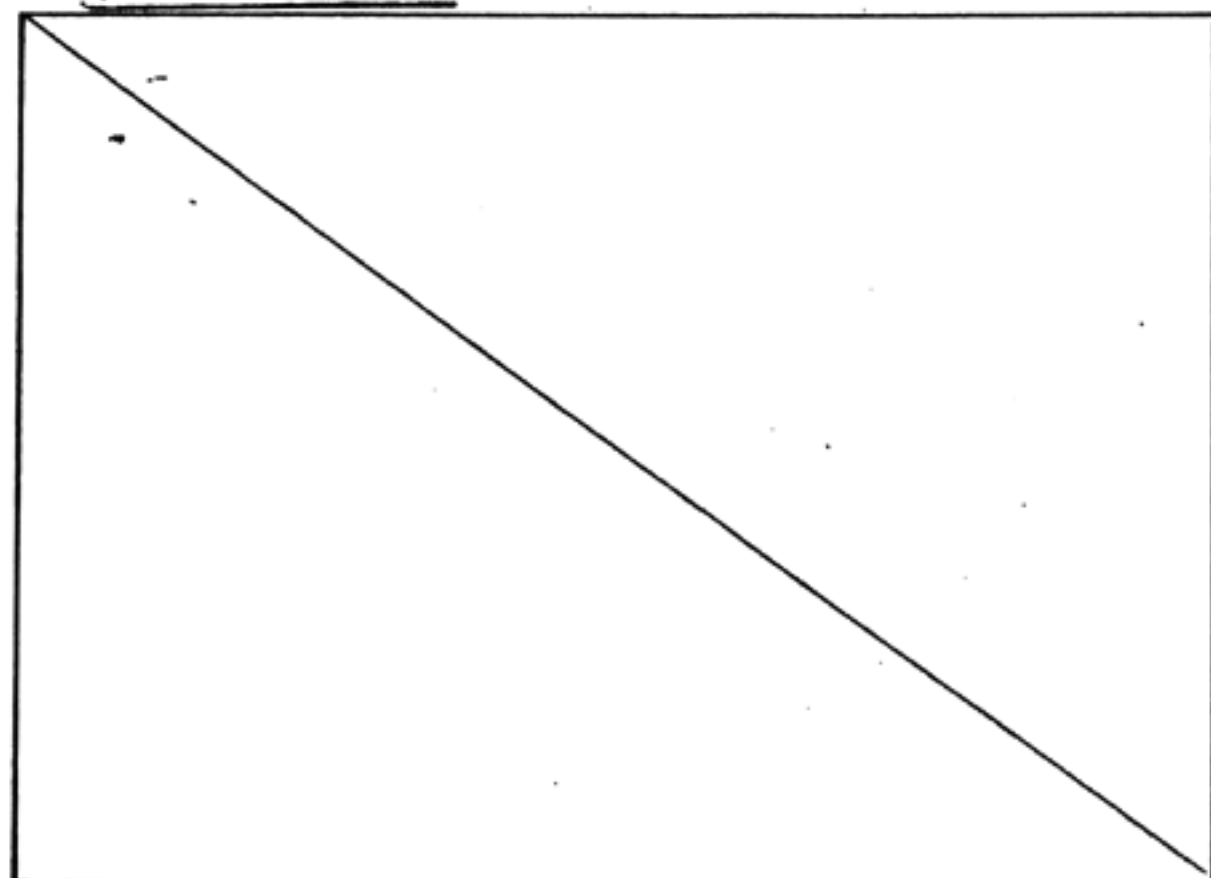
MS STARSCREAM, STEPS TO THE MACHINE'S DOOR.  
 STARSCREAM: BUT I NEED MY POWER CHIP RECHARGED!  
 BESIDES, THE CYBOLTRON CODE OF COMBAT  
 REQUIRES EACH WARRIOR TO FIGHT AS HE IS...



131



C.U. STARSCREAM (SLYLY, MOCKINGLY)  
 STARSCREAM (CONT) WITHOUT  
ADDITIONAL REINFORCEMENTS - YOU  
WOULDN'T WANT TO CHEAT, WOULD YOU  
MEGATRON?



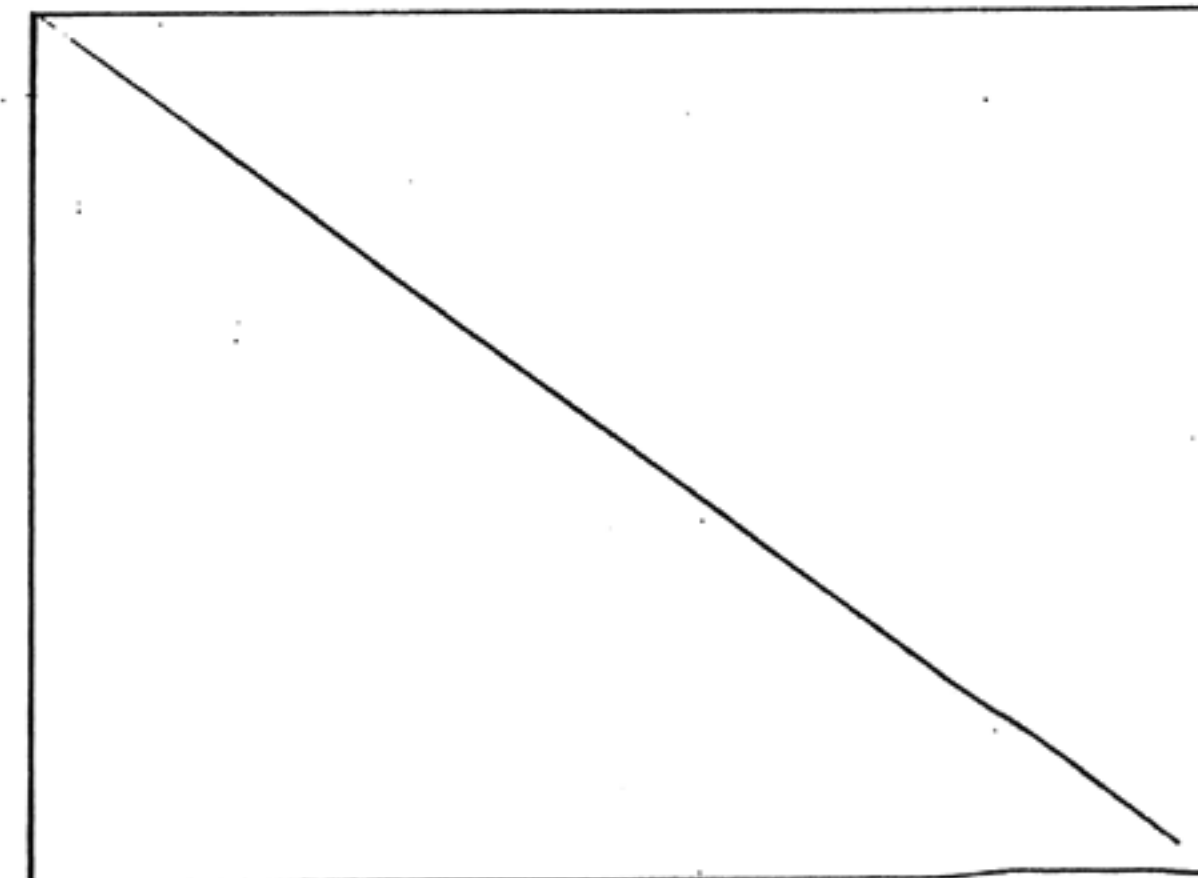
132

700-13

403



MS. MEGATRON AIMS AT STARSCREAM  
 MEGATRON: I WILL WIN BY ANY MEANS  
AND AT ANY COST - EVEN IF IT MEANS



133

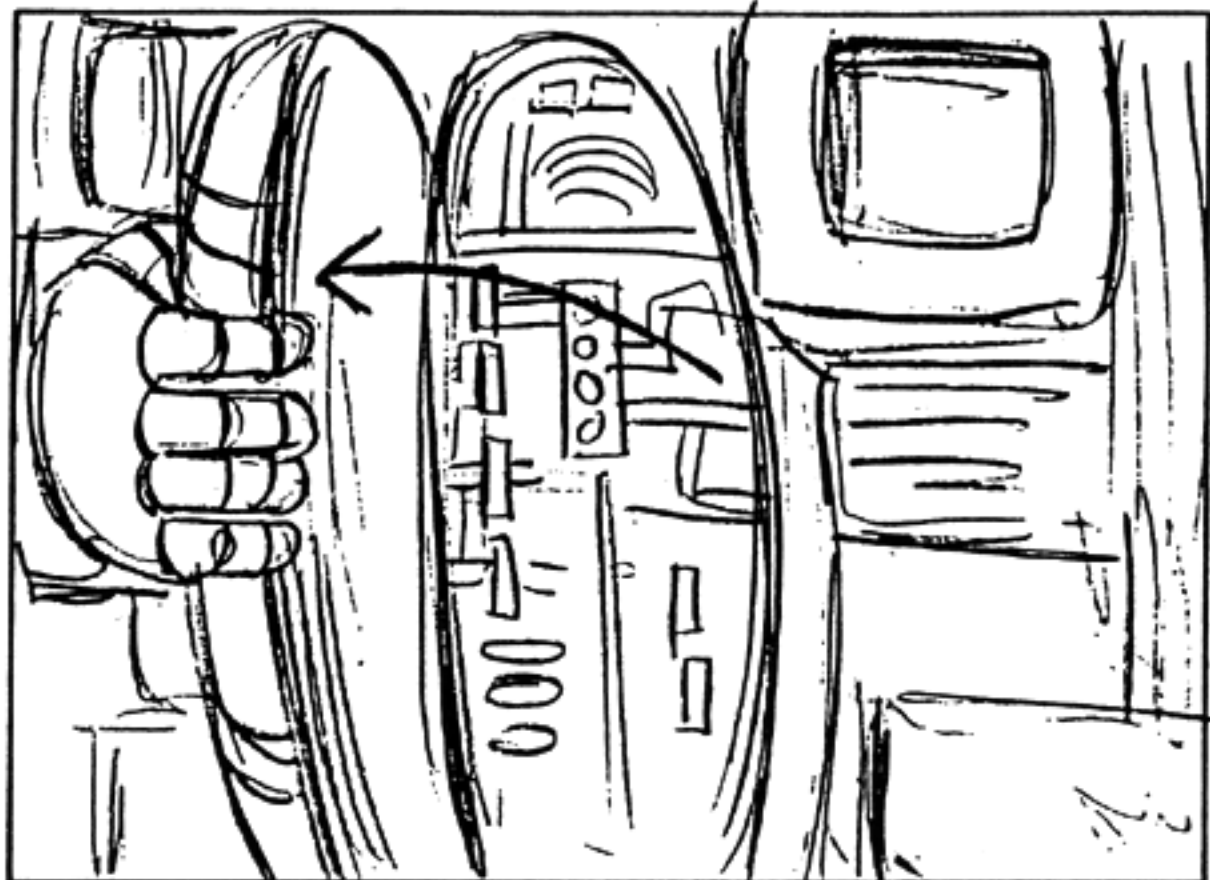
START



1  
2  
3  
↓

M.C.V. STARSCREAM;  
 MEGATRON (VO/CONT) TERMINATING  
YOU, STARSCREAM!  
 STARSCREAM; I WAS ONLY  
RAISING A LEGAL POINT.

CONT



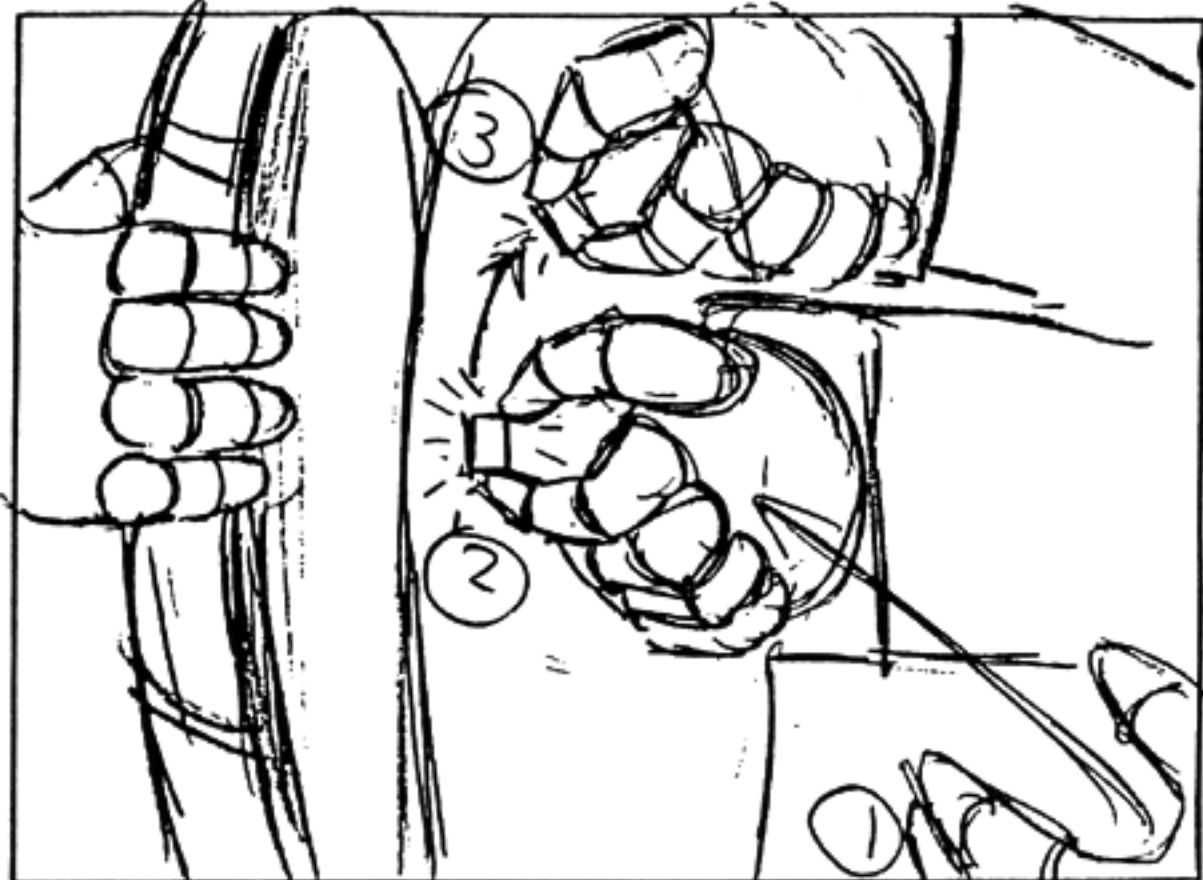
STARSCREAM REACHES OVER AND OPENS HIS CONTROL PANEL ...

134



MS. STAR SCREAM HE PLACES THE CHIP INTO THE GLOWING DOORWAY.

CONT



... AND EXTRACTS FROM INSIDE A SMALL GLOWING CHIP.

CONT



... CAUSING THE LIGHT TO POP, FLASH AND CHANGE COLOR.

NEXT (41)

135



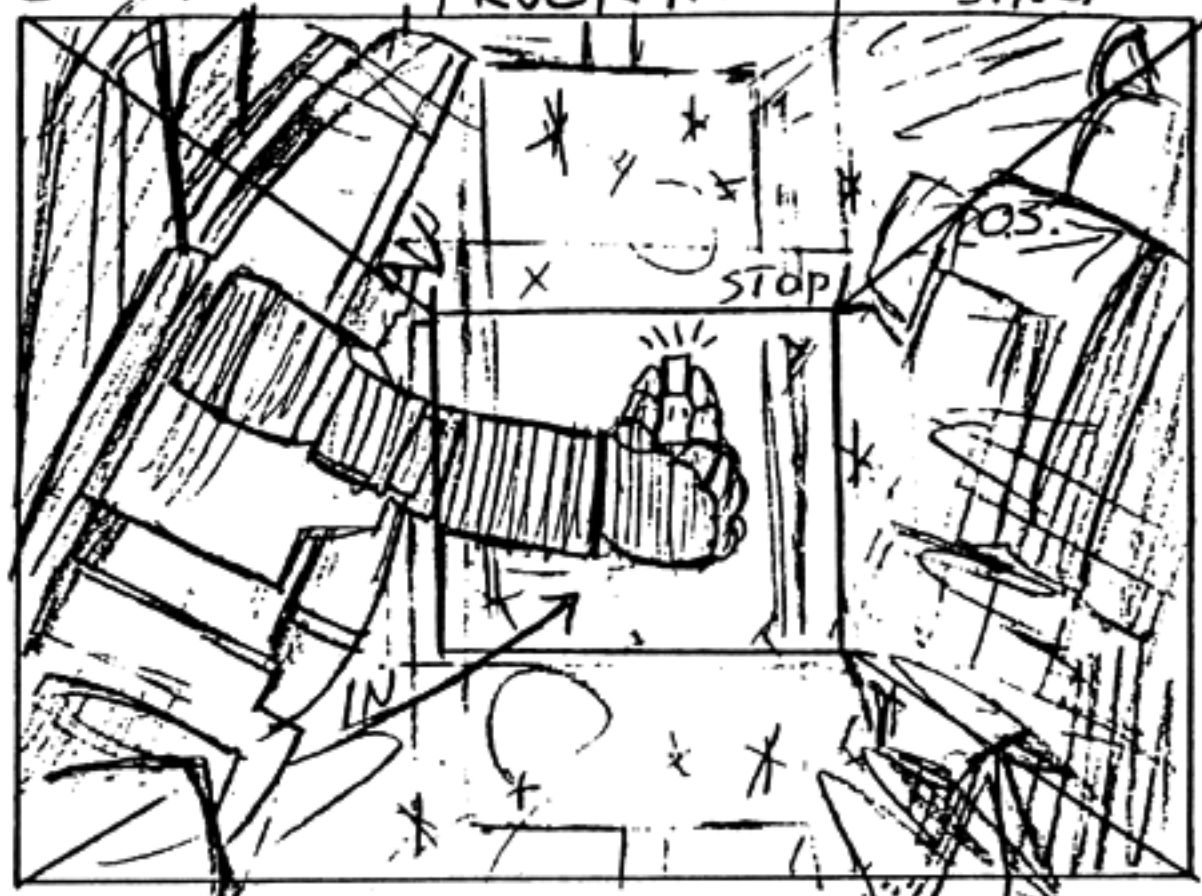
M.C.U. MEGATRON: I'M NOT CONCERNED WITH TECHNICALITIES, ONLY VICTORY INTERESTS ME!

136



MS. SOUND WAVE PLACES HIS CHIP IN THE DOORWAY...

700-13 400



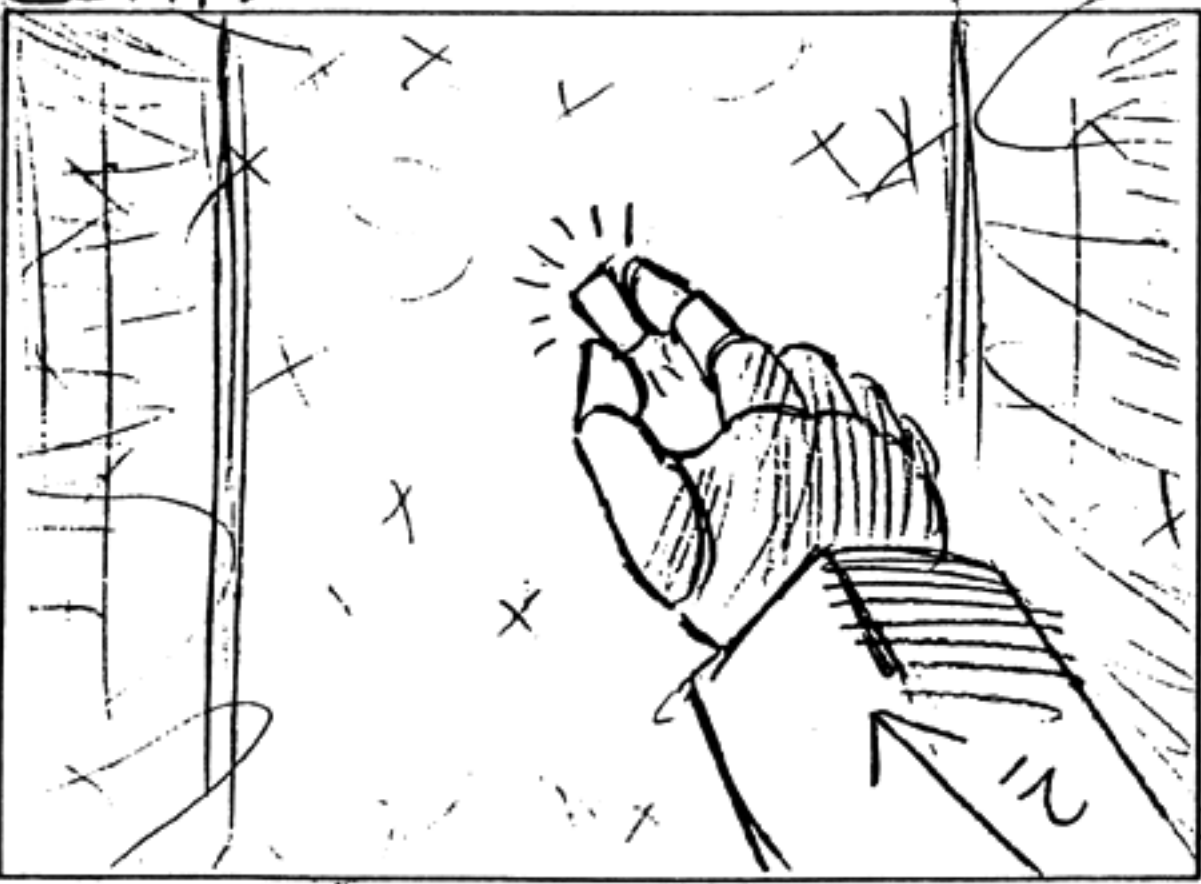
... FOLLOWED BY THUNDERCRACKER WHO PLACES HIS CHIP IN...

CONT.



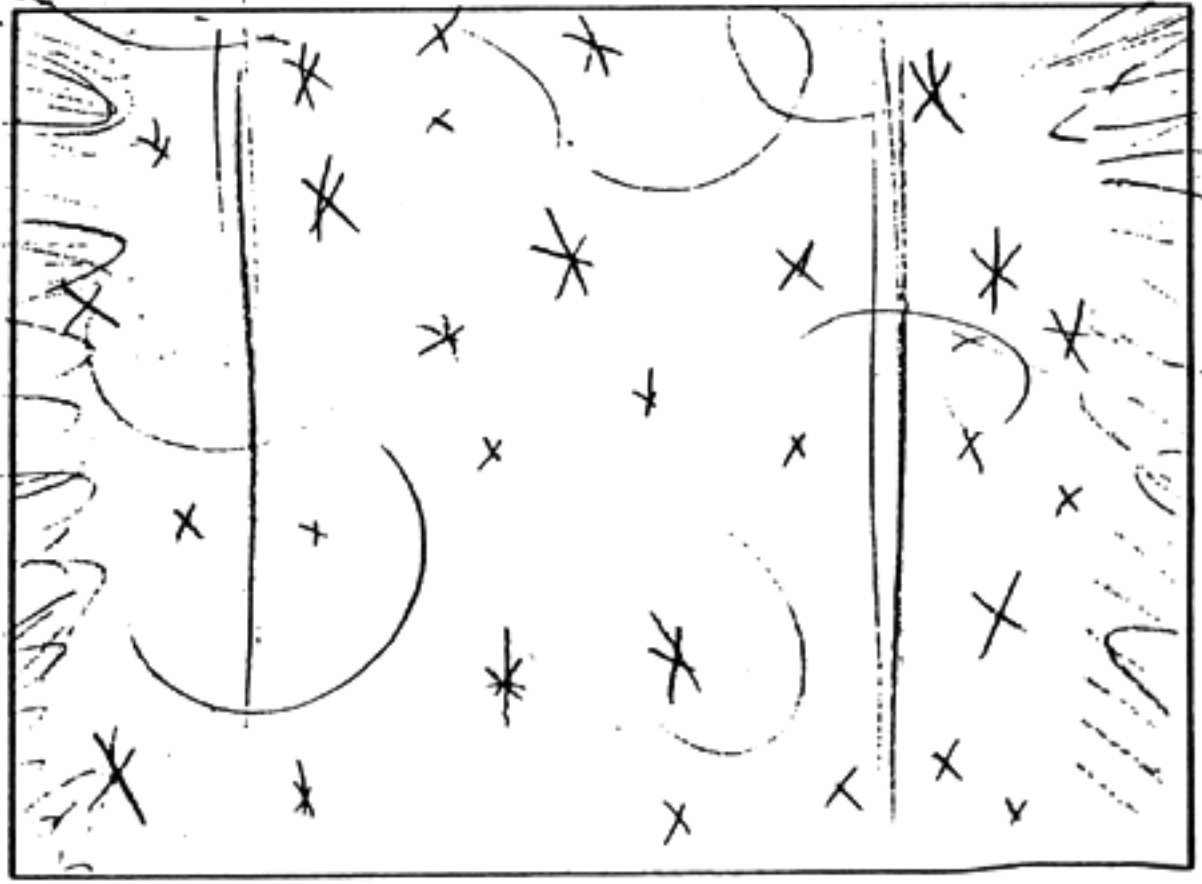
... SKYWARD PLACES HIS IN ...

CONT.



... THEN RUMBLE ADDS HIS CHIP.

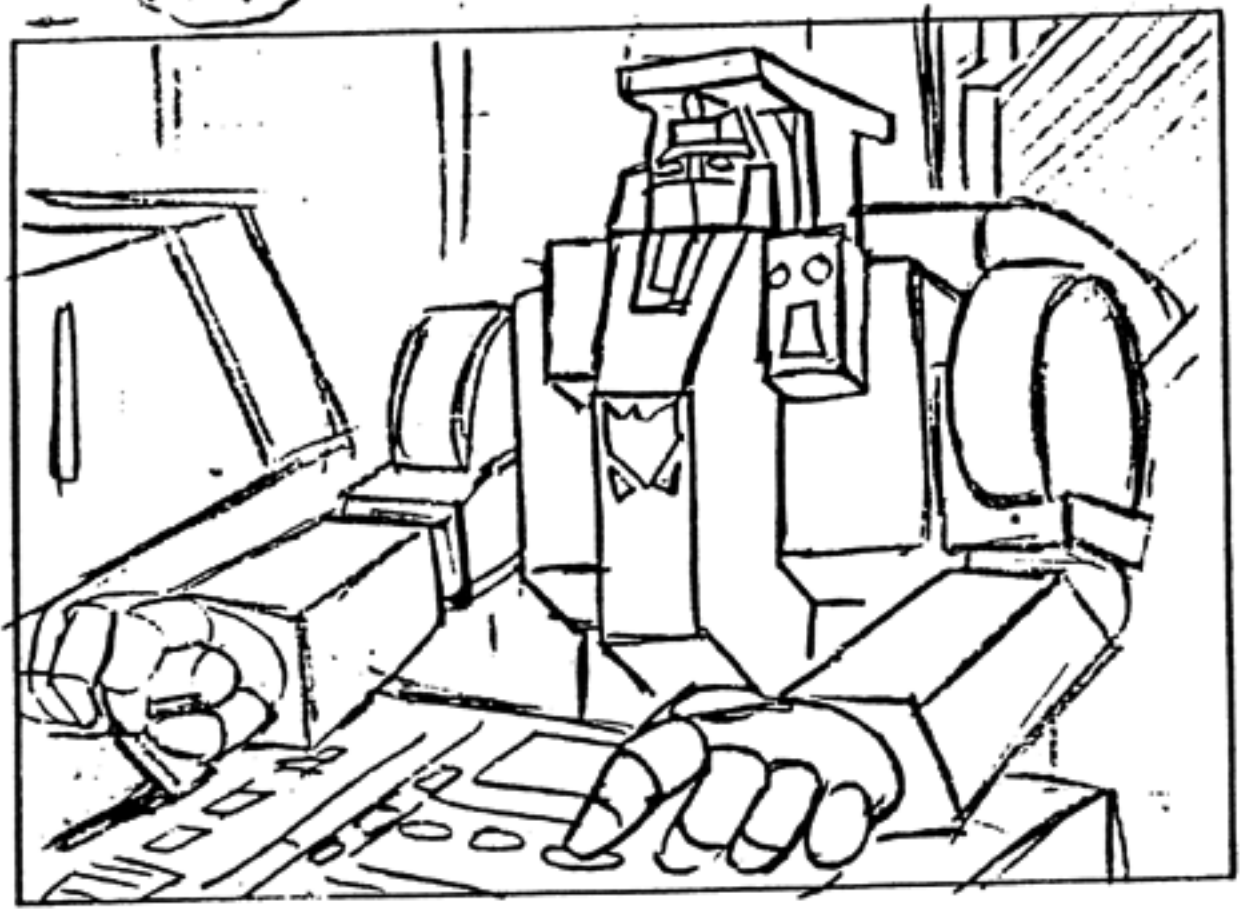
CONT.



THE DOORWAY GLOWS SPARKS & CHANGES COLOR WITH MUCH INTENSITY.

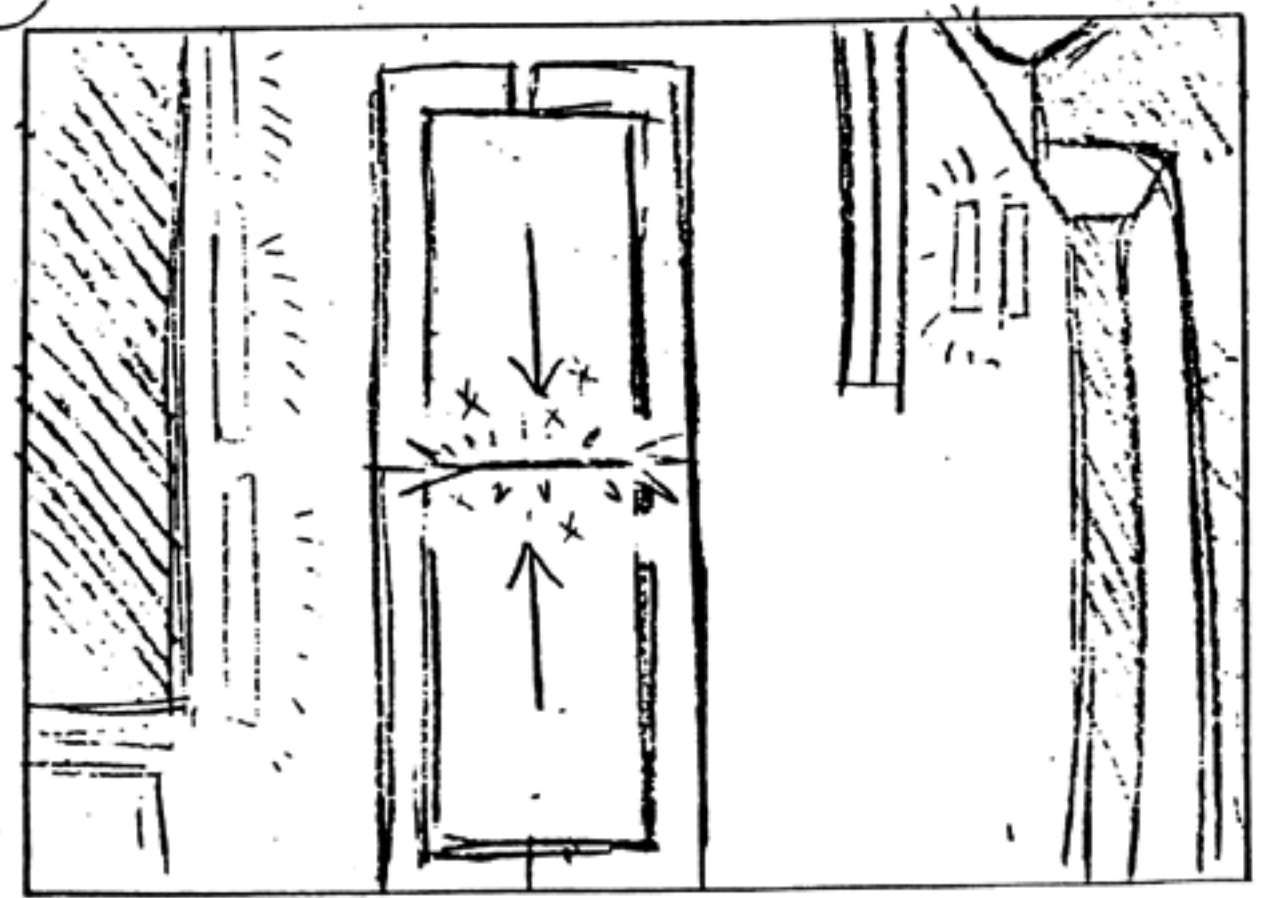
CONT.

137

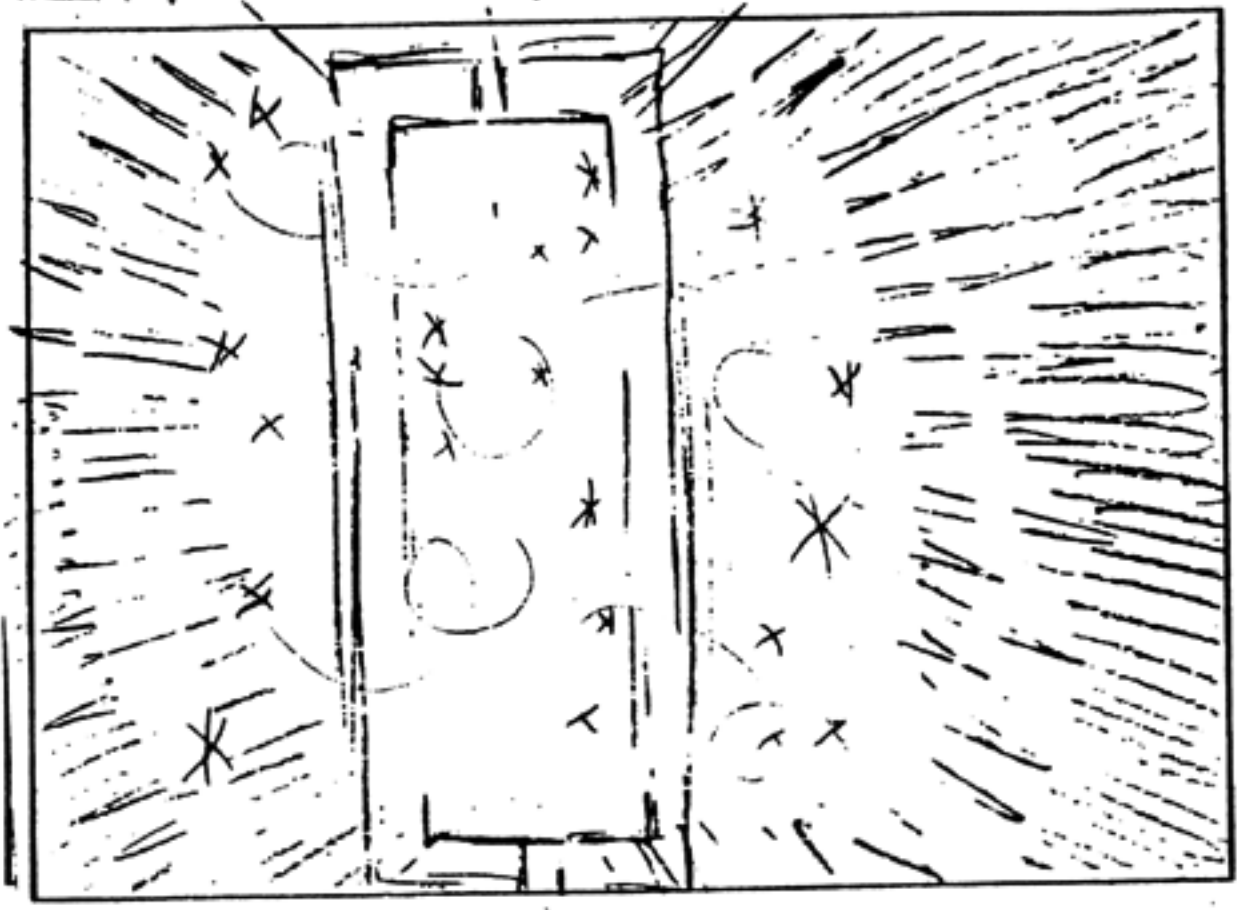


M.S. SCRAPPER AT THE CONTROLS.  
SCRAPPER: THE CRITICAL TEMPERATURE HAS BEEN ACHIEVED, MEGATRON.

CONT



138

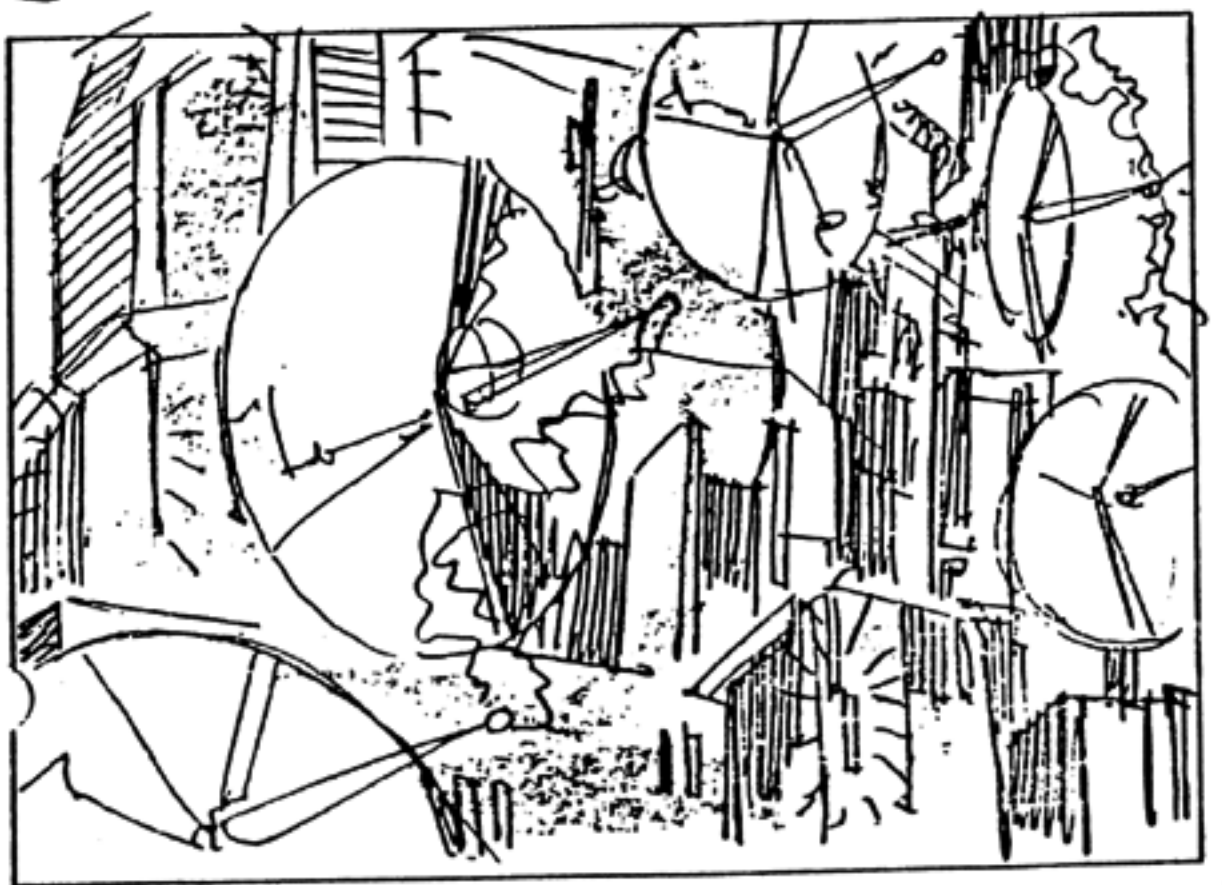


C.U. THE BLOWING DOORWAY CLOSES.

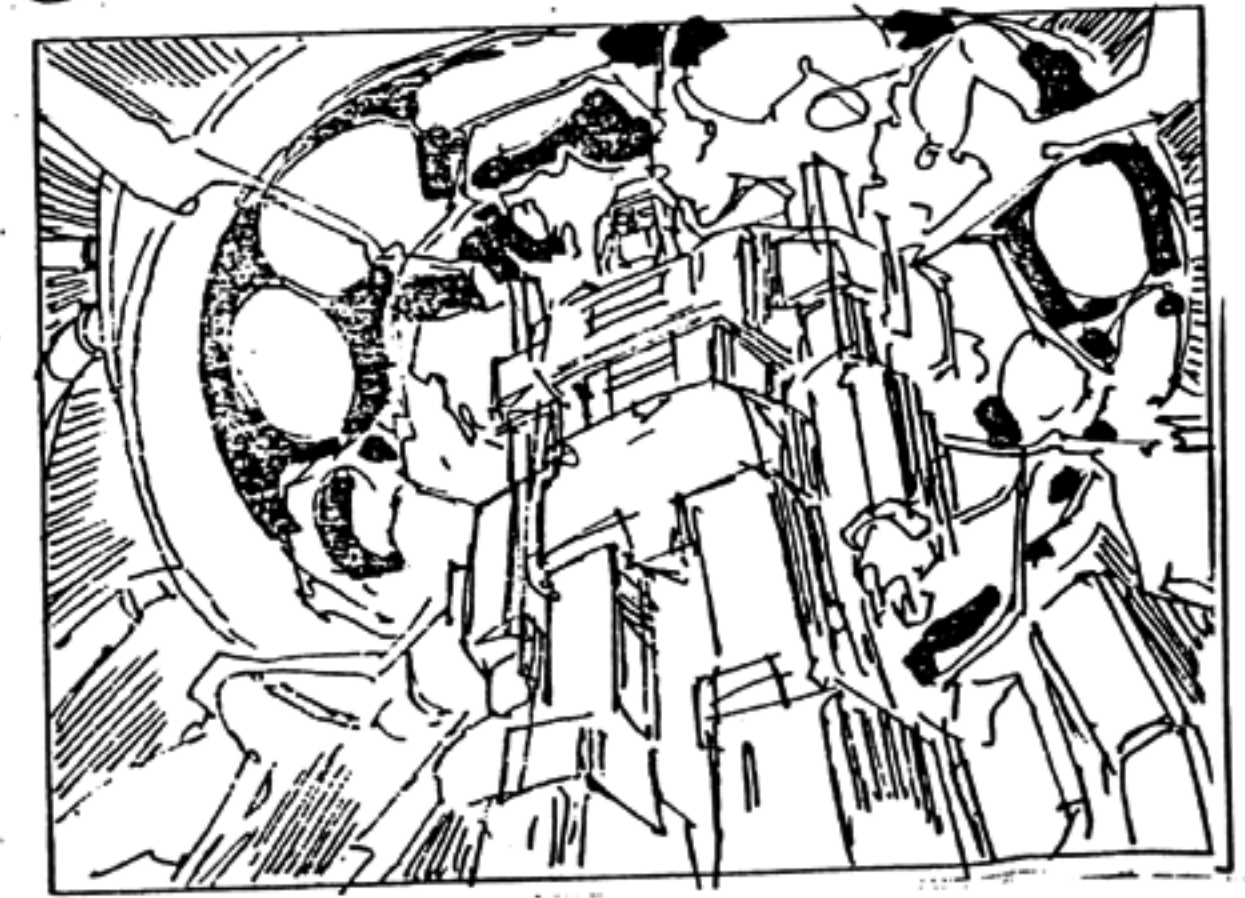
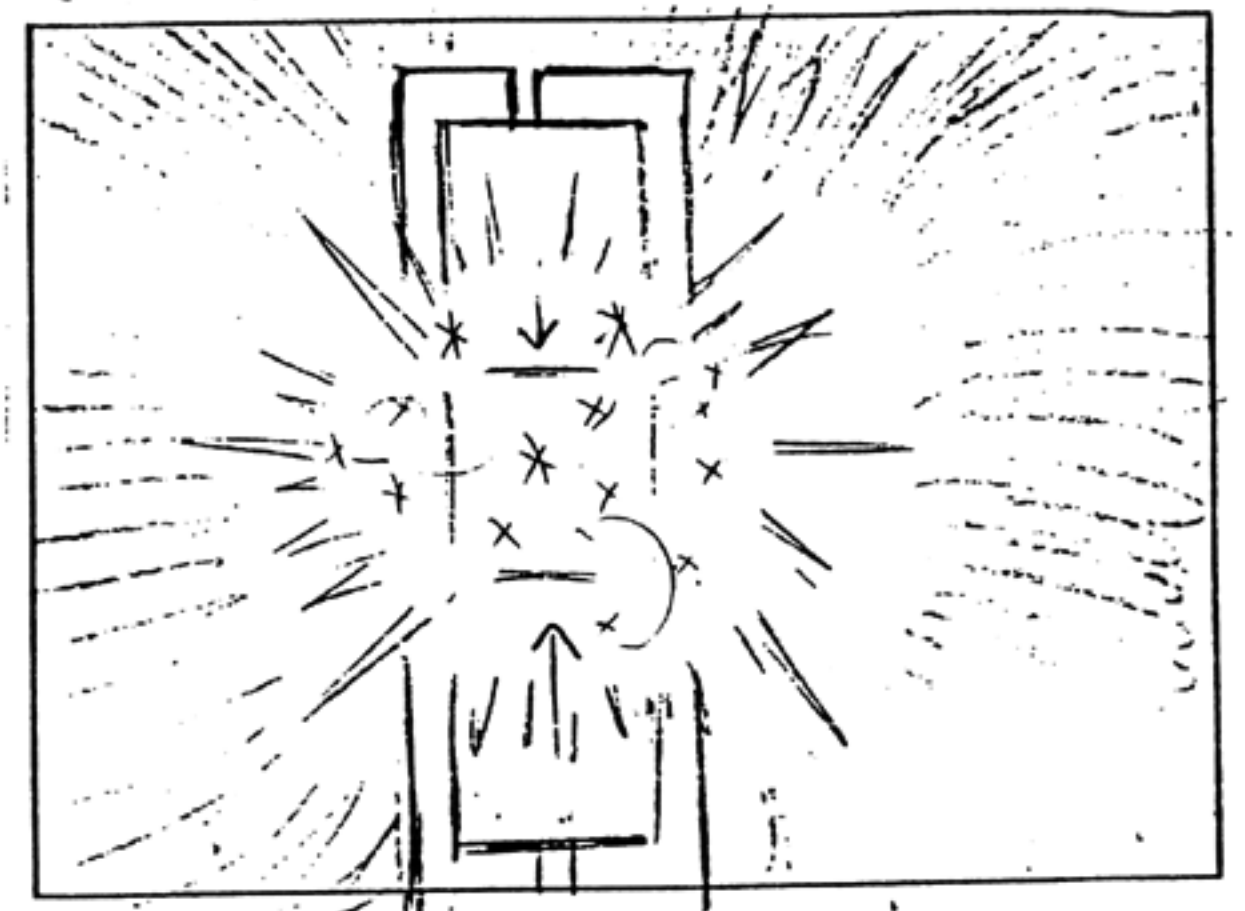
139

MEGATRON (V.O) THEN LET THE STRENGTH-TRANSFER BEGIN!

140

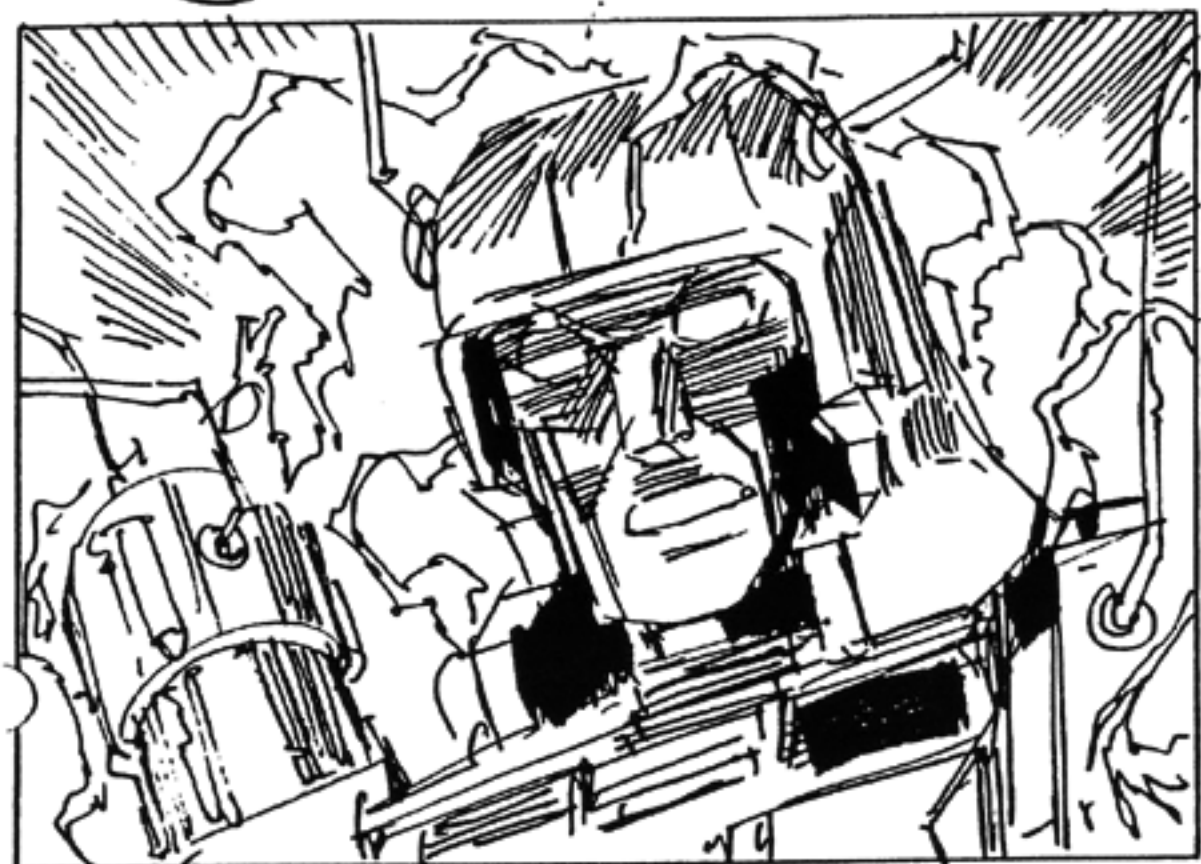


C.U. THE MACHINE AS IT SPARKS, & CRACKLES INTO OPERATION.



M.L.S. MEGATRON STARTS TO RECEIVE THE STRENGTH-TRANSFER. THE CABLES AND COILS ATTACHED TO MEGATRON GLOW BRIGHTER. SPARKING

141



C.U. MEGATRON HIS EYES GLOW WITH WILD POWER. SAYS MANIACALLY  
MEGATRON: YES, MORE... MORE GIVE ME ALL YOUR POWER...!!

CONT



A TERRIBLE SMILE APPEARS ON HIS FACE AS HE IS ENVELOPED BY ENERGY PYROTECHNICS.

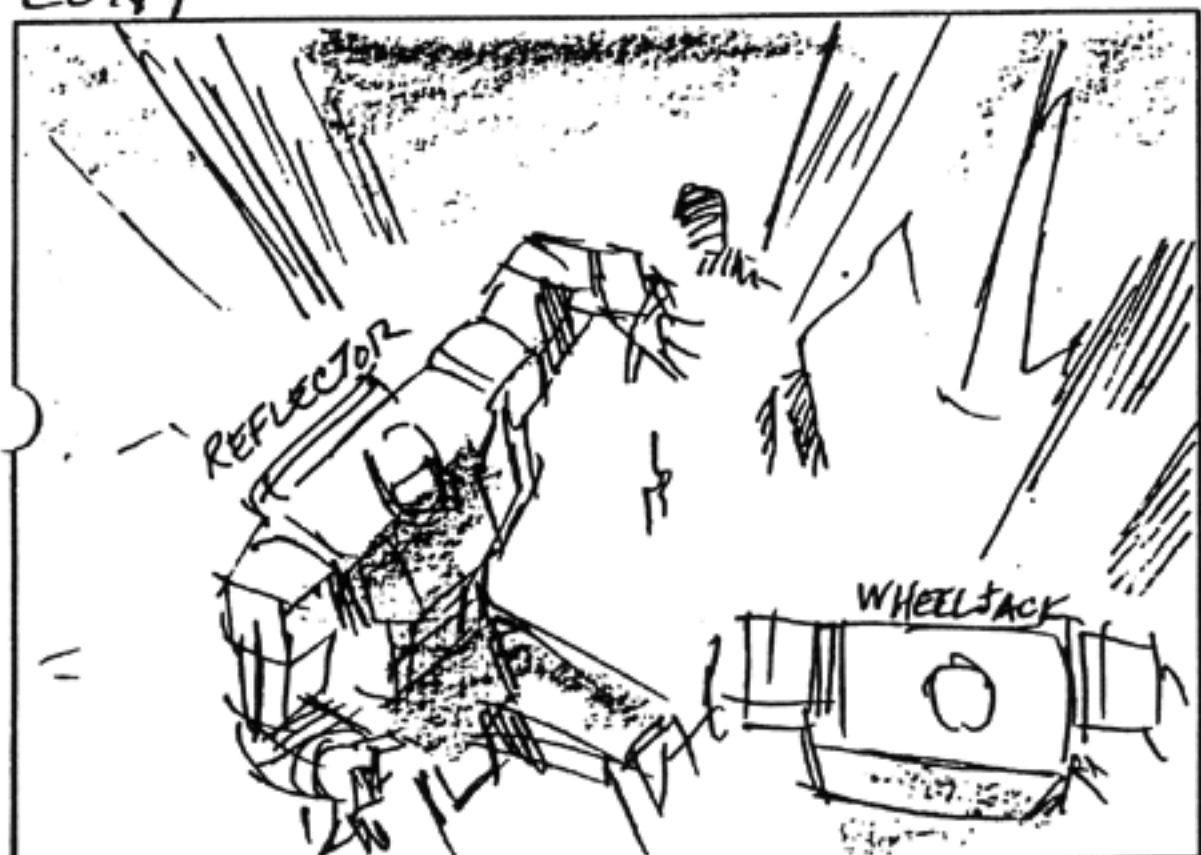
143

MEGATRON: (SCREAMING) ALL!!!

144

L.S. THE MACHINE. THE FLOW OF POWER THROUGH THE MACHINE BUILDS TO THE POINT WHERE IT...

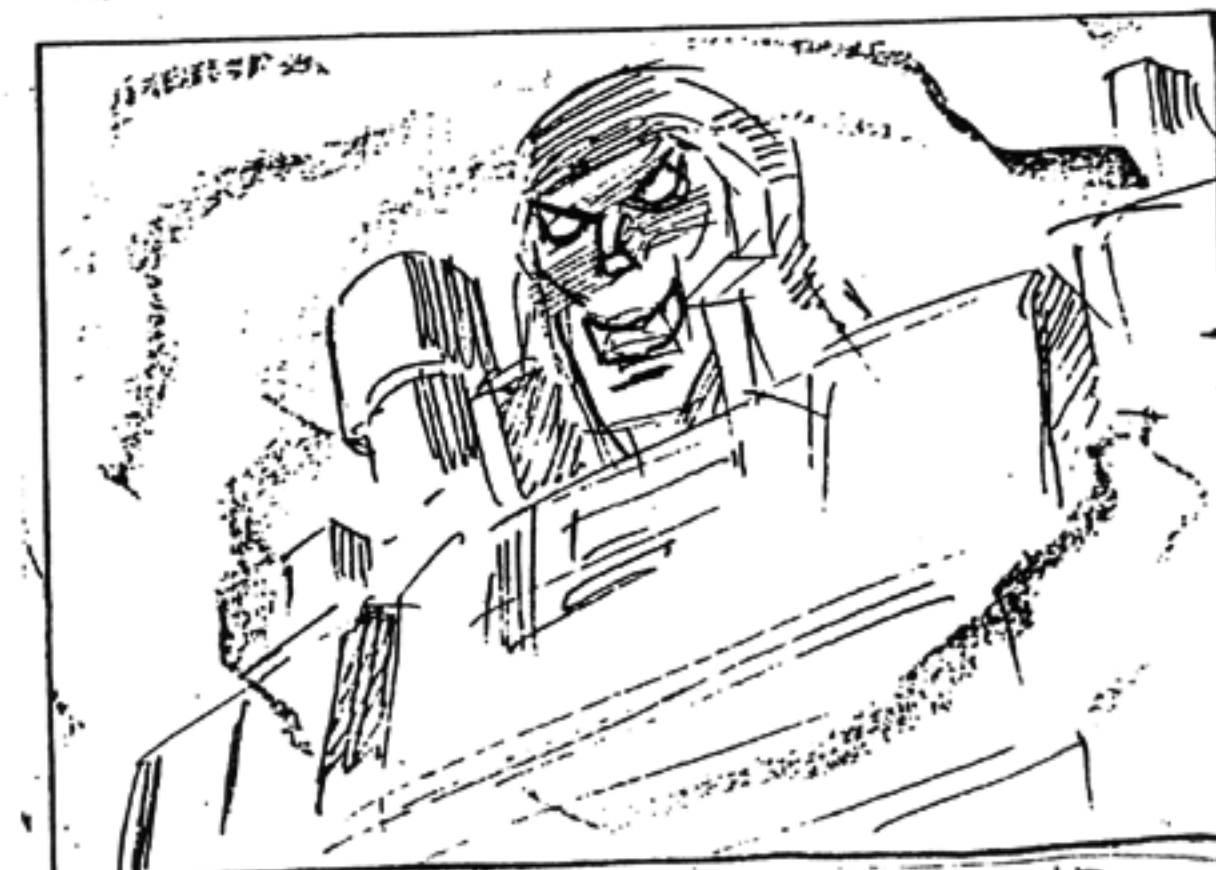
CONT



LITERALLY EXPLODES AROUND MEGATRON, THE BACKLASH KNOCKING SCRAPER. AND THE DECEPTICONS BACK OUT OF THE SCENE.



M.S. MEGATRON GLOWING WITH POWER. MEGATRON: THE STRENGTH-TRANSFER IS A SUCCESS! I NOW POSSESS ALL YOUR POWERS IN ADDITION TO MY OWN.



M.C.U. MEGATRON. GLOWING. HE SMILES. MEGATRON (CONT) OPTIMUS PRIME AND THE AUTOBOTS ARE FINISHED!

END OF ACT II