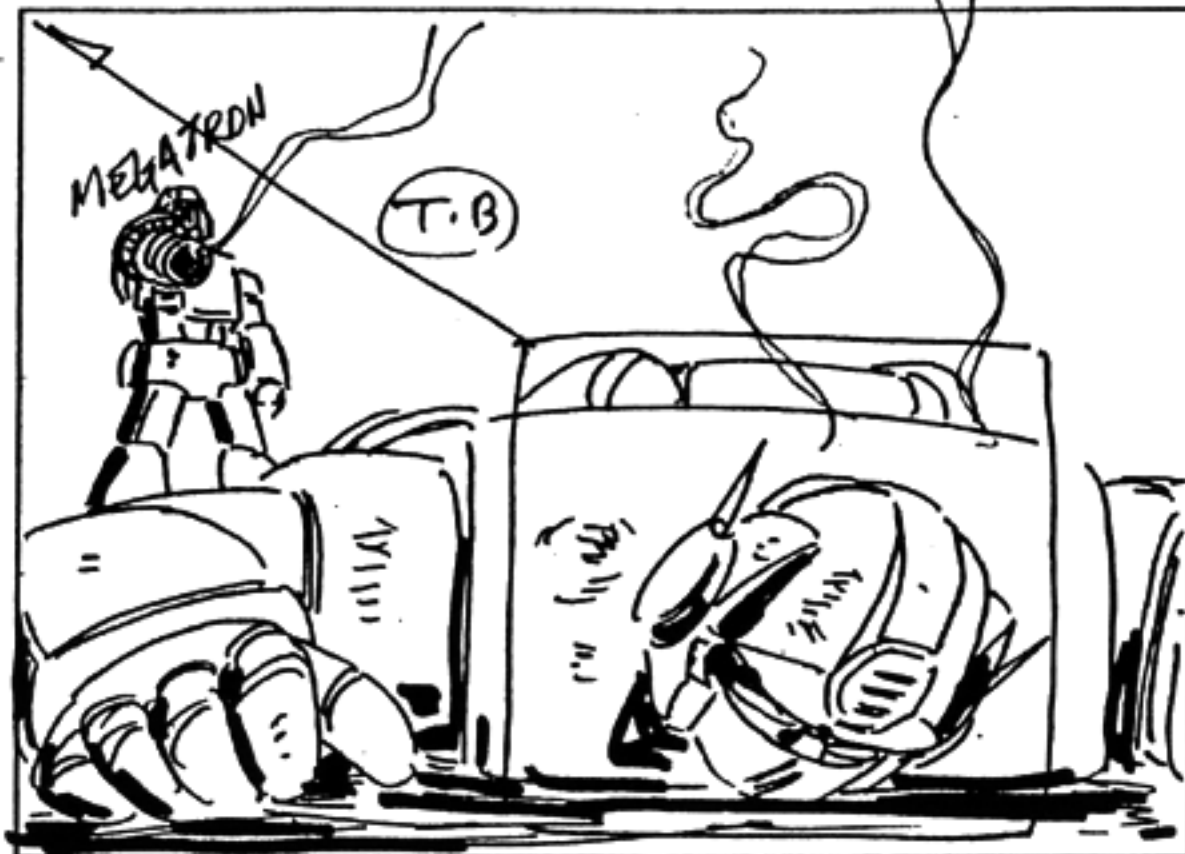


277

ACT (III)
FADE IN
700-13



FADE IN

E.C.U. PRIME FACE DOWN ON GROUND. TRUCK TO 2 SHOT.
MEGATRON: (V.O. TRIUMPHANT) IT IS OVER.
OPTIMUS PRIME HAS BEEN DEFEATED... ALL AUTOBOTS
MUST EXILE THEMSELVES TO DEEPEST SPACE!

278

700-13

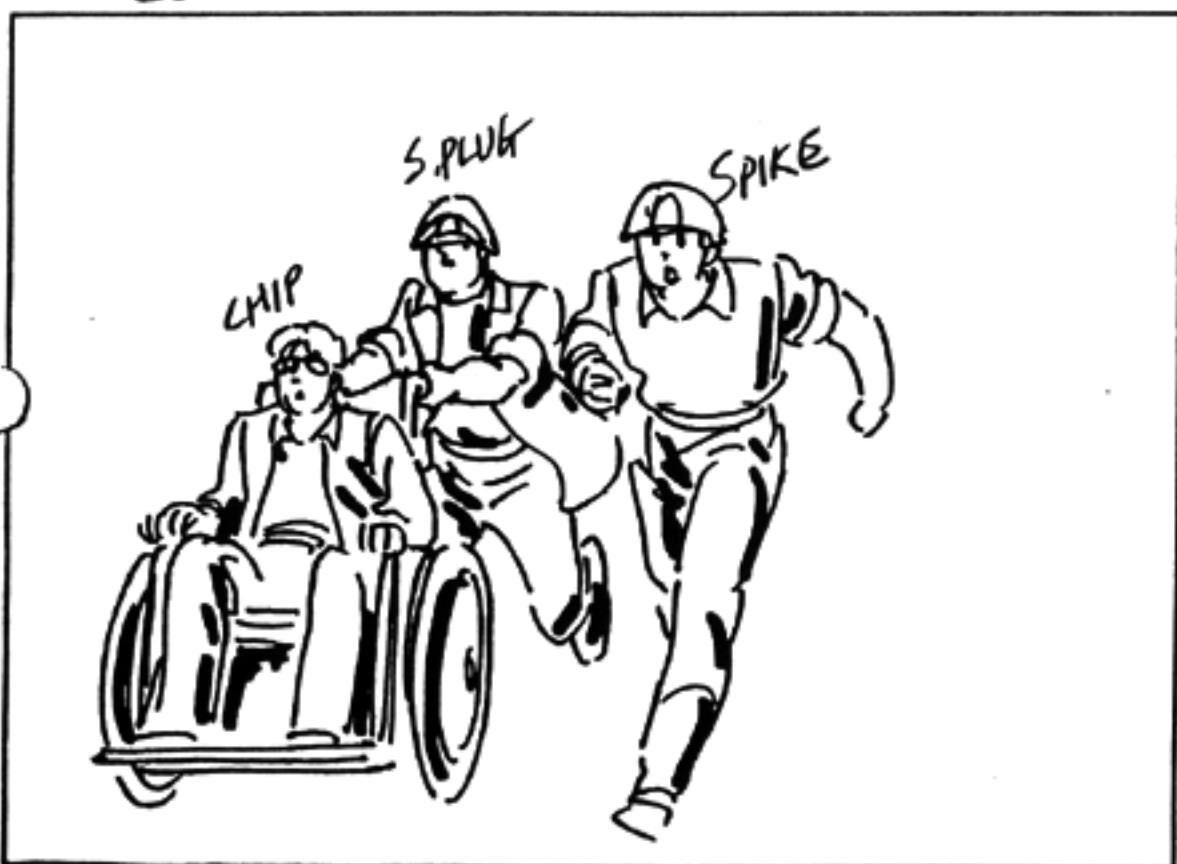
94



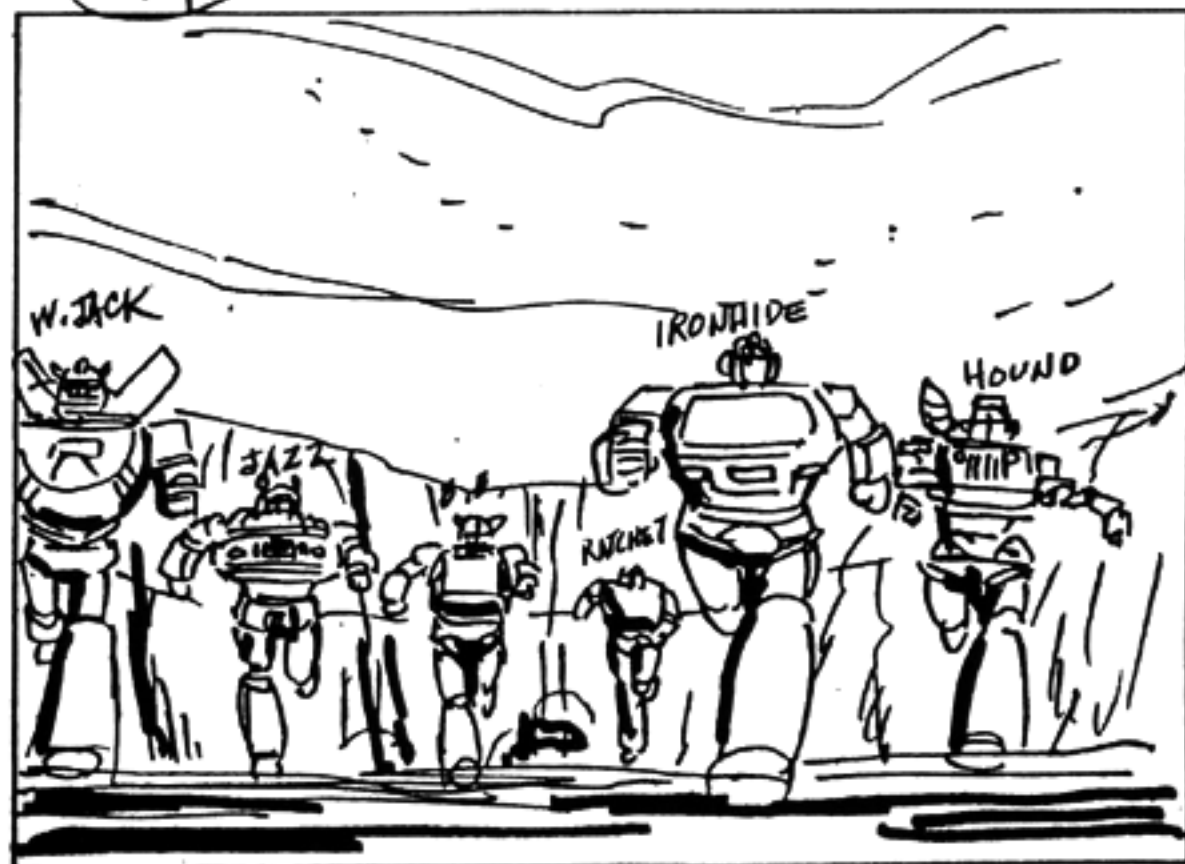
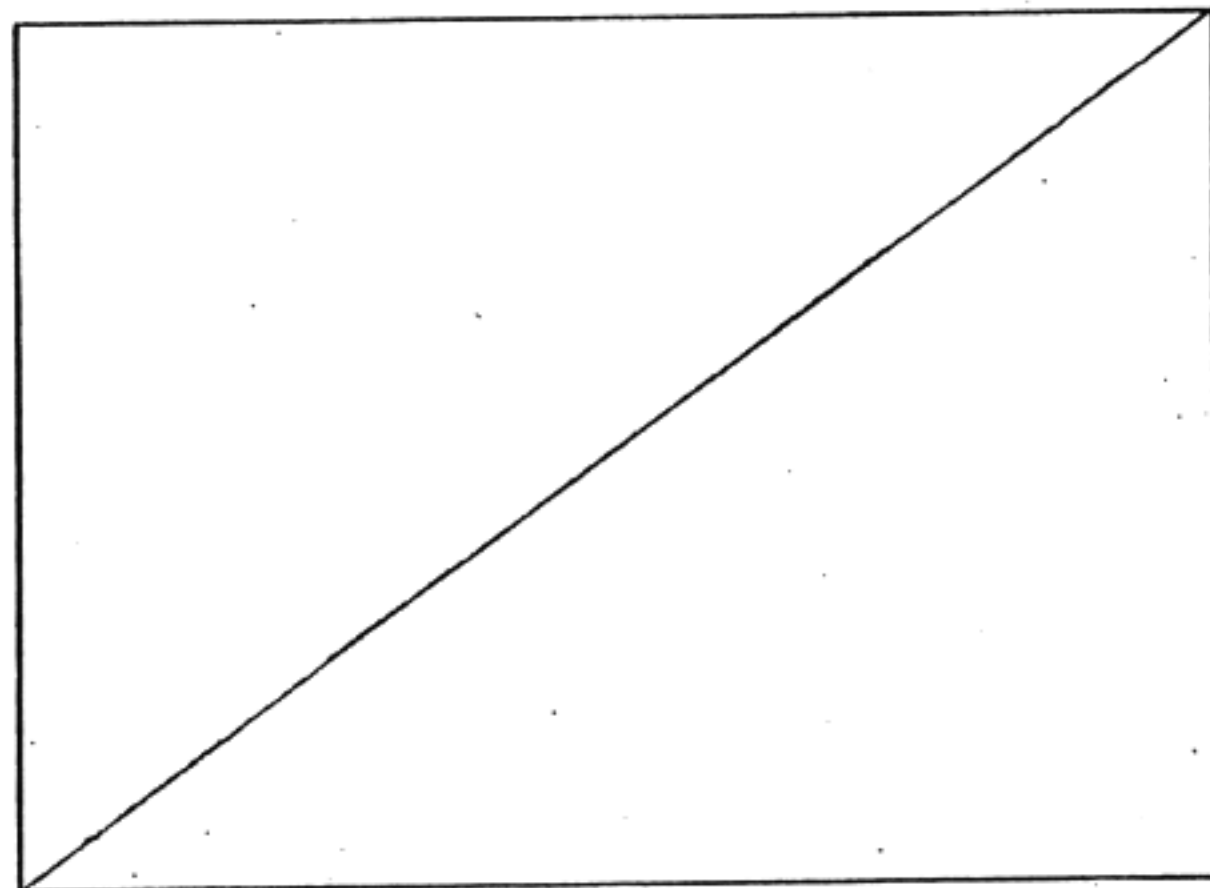
M. 3 SHOT CHIP, SPARKPLUG, SPIKE. ALL RUN
FRANTICLY TOWARD O.S. PRIME. SPIKE: NO, I CAN'T
BELIEVE IT!

279

CONT.



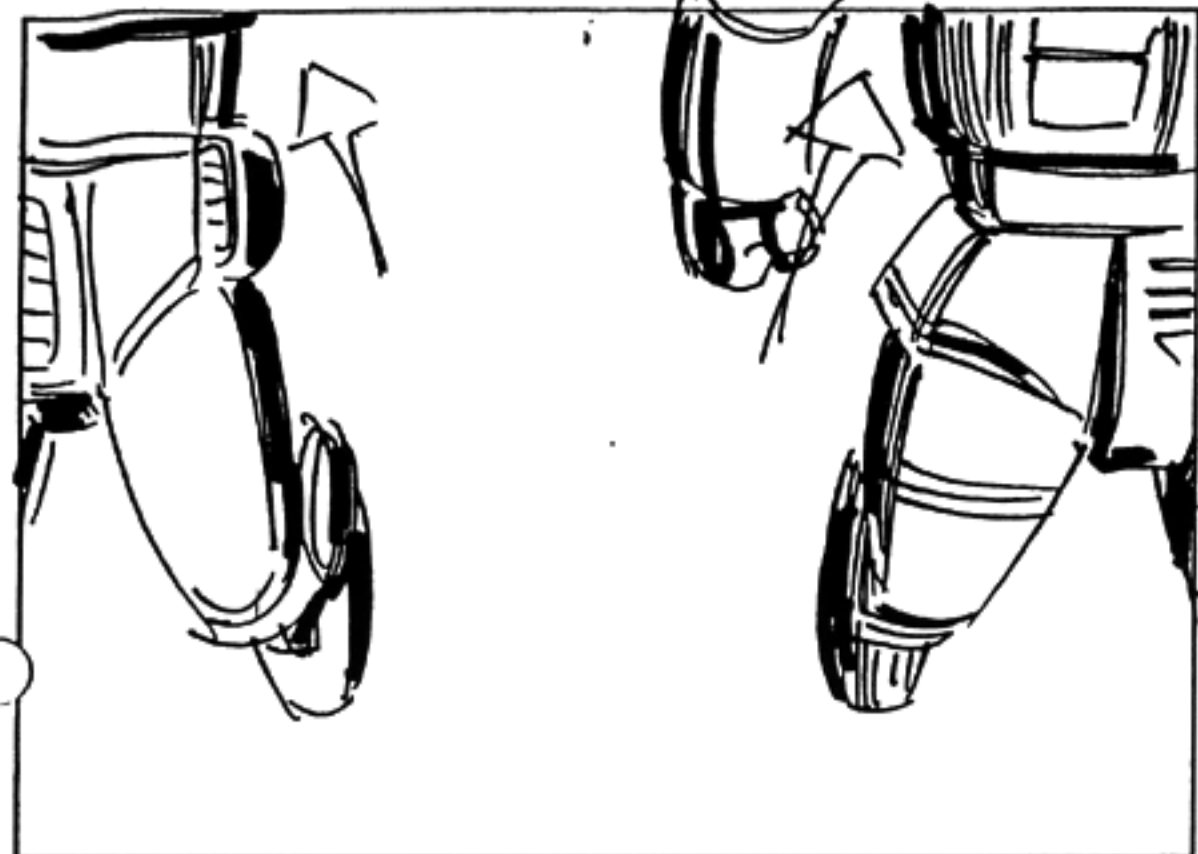
CHIP: OPTIMUS PRIME - BEATEN BY MEGATRON!



M. L. GROUP SHOT. WHEELJACK, IRONHIDE, RATCHET. RUN TO CAM.
RATCHET: PRIMES GONNA NEED REPAIRS, WHEELJACK!

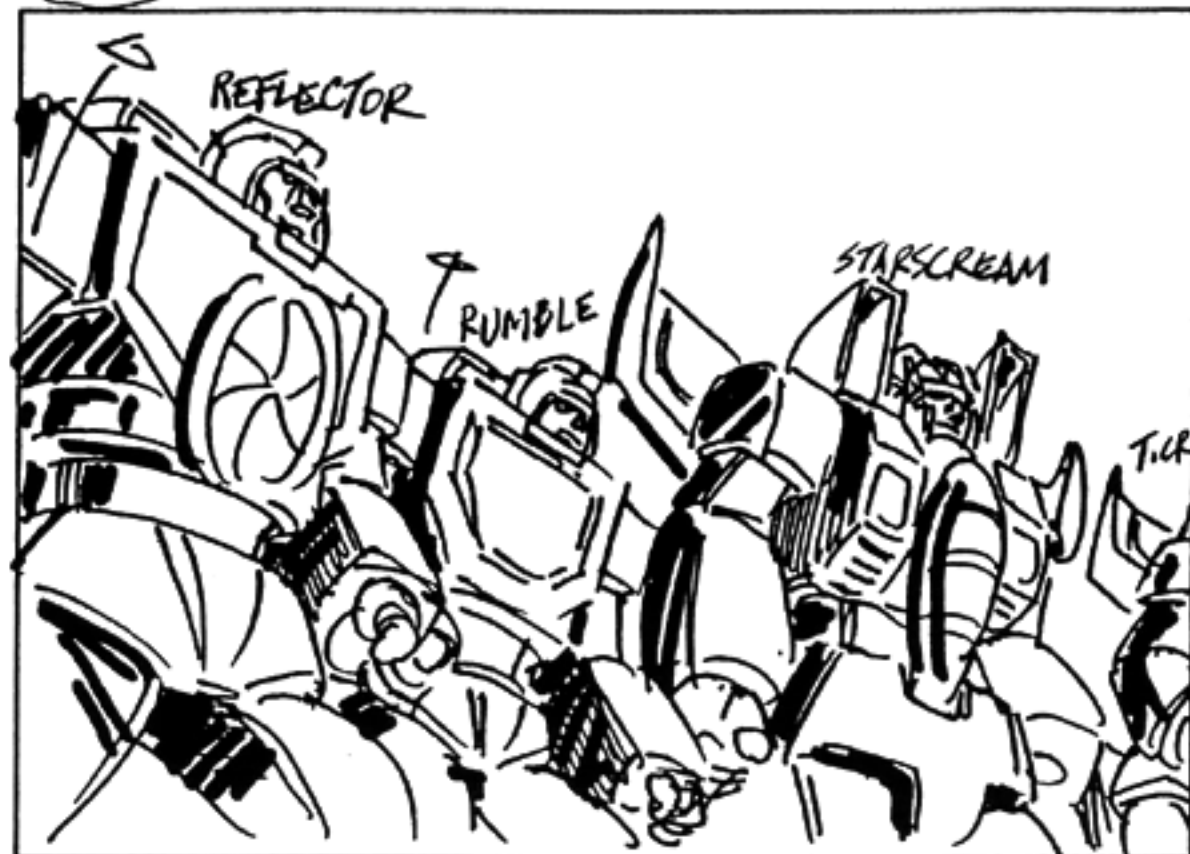
CONT

CONT.



AUTOBOTS RUN PAST CAMERA.

280



M. GROUP SHOT DECEPTICON SPECTATORS. ALL FLY UP AND OUT OF FRAME.

CONT

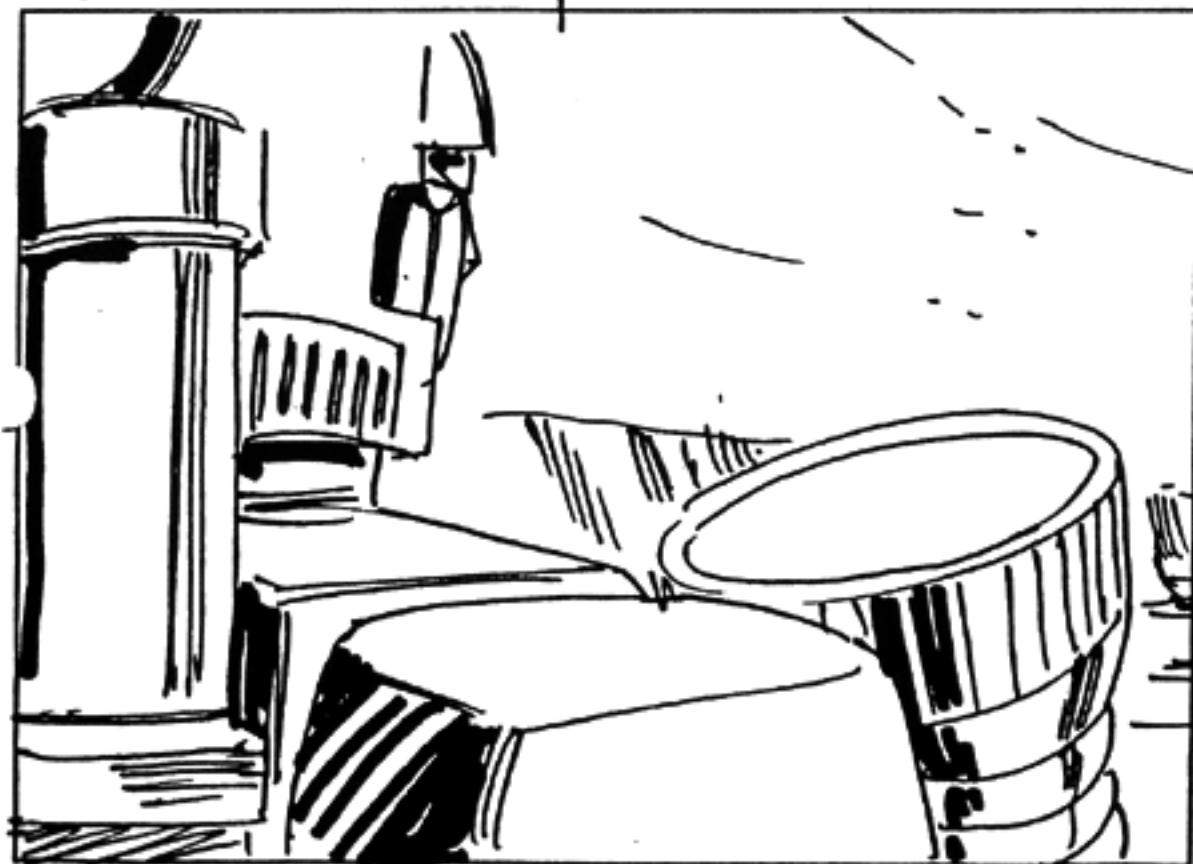


281

START

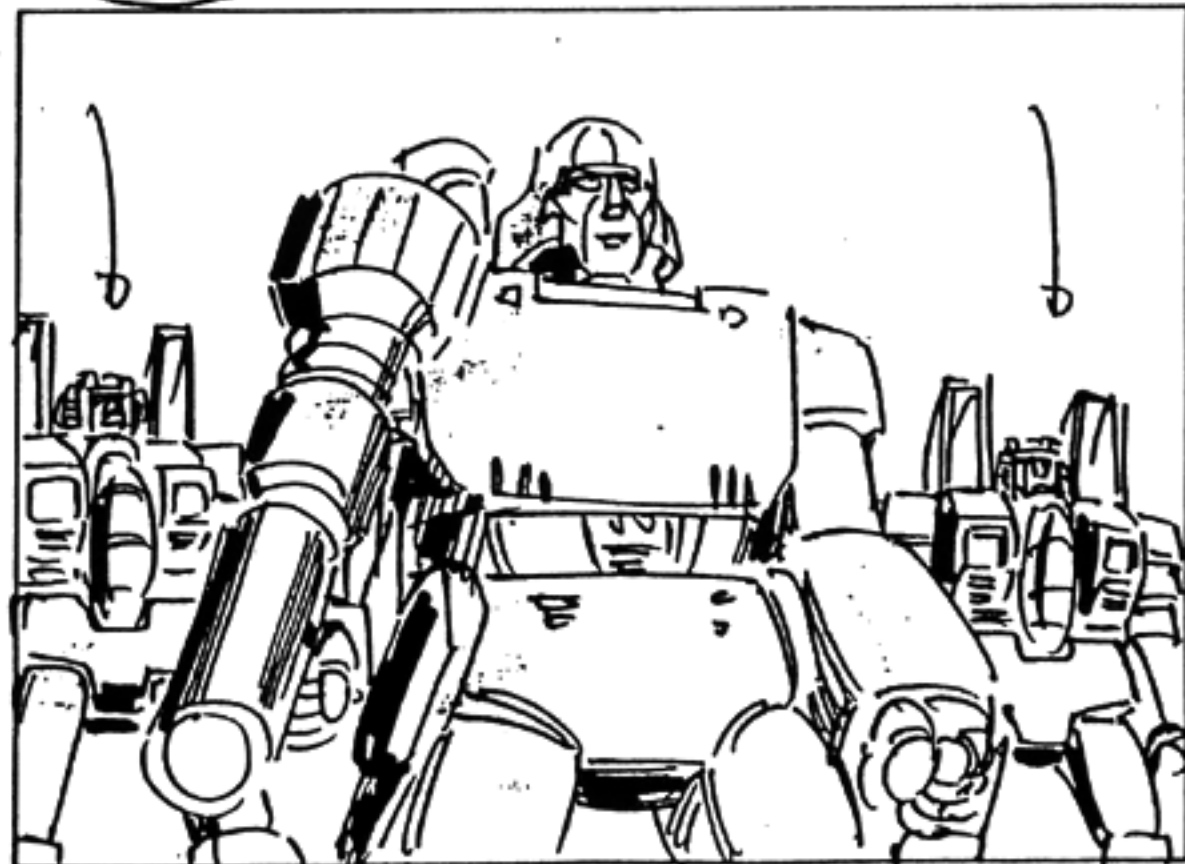
PAN BG ←

STOP



C.U. MEGATRON. PAN TO PRIME FACE DOWN ON GROUND. AUTOBOTS RUN IN TO HELP HIM.

282



M.S. MEGATRON GLOATING. DECEPTICONS LAND BEHIND HIM.

283



M.I.3 SHOT CHIP, SPARKPLUG, SPIKE. ALL REACT. PRIME: (V.O.) MOANS WEAKLY.

284

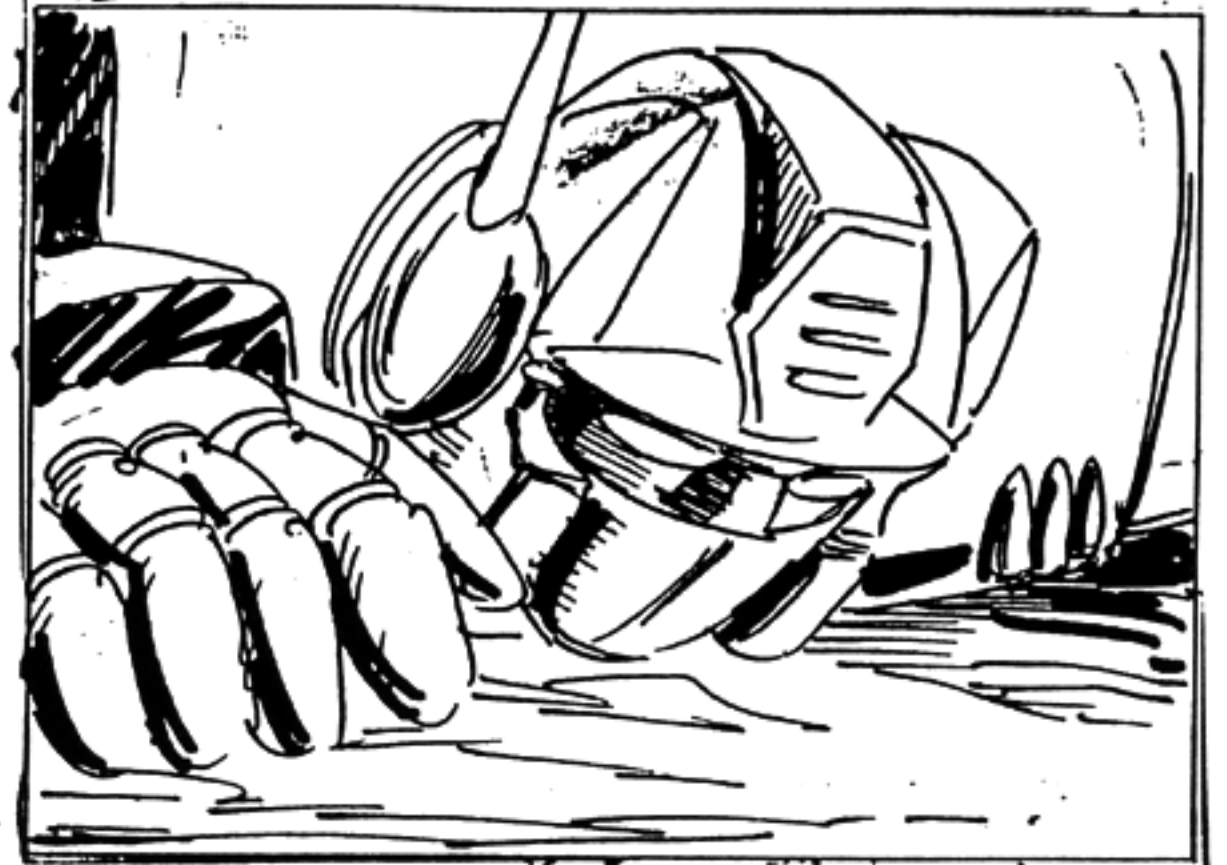
700-13



C.V. SPIKE: HE'S STILL FUNCTIONAL - BUT BARELY!

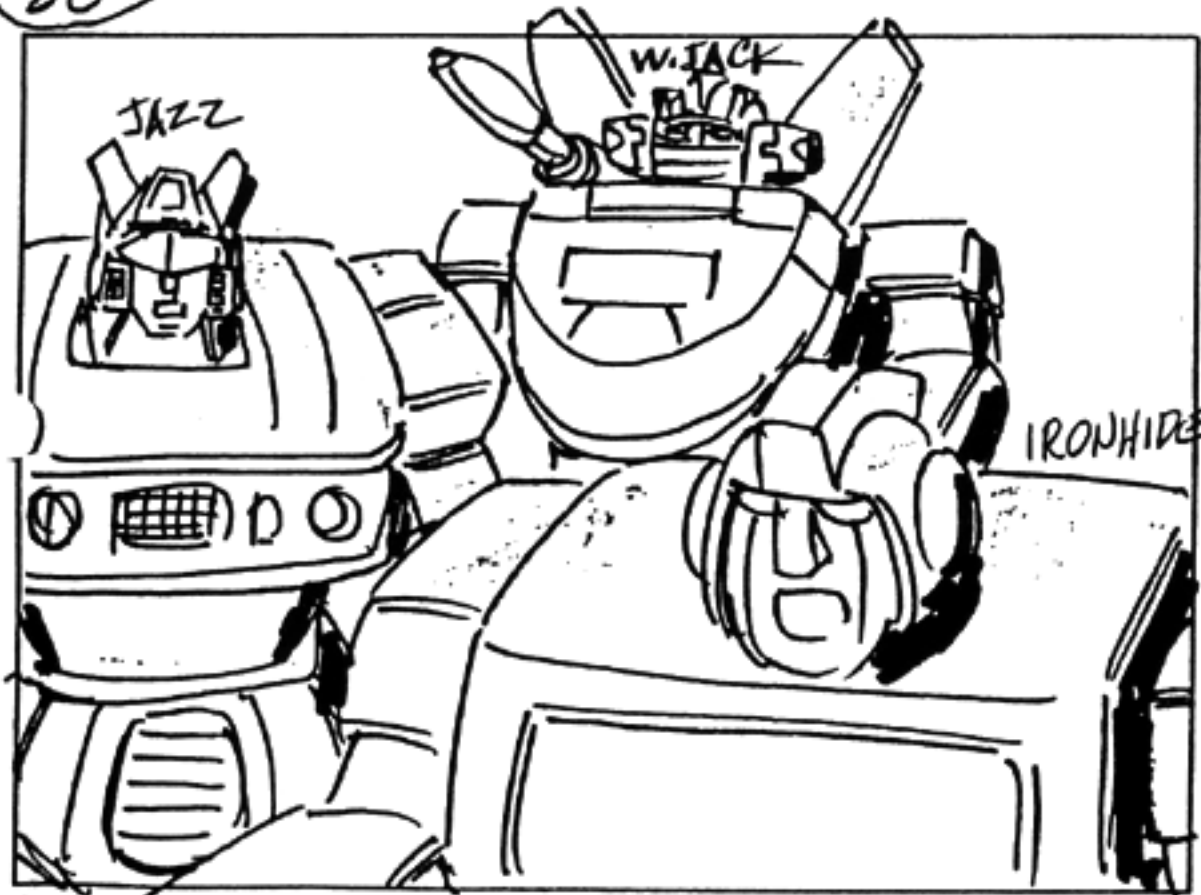
285

96



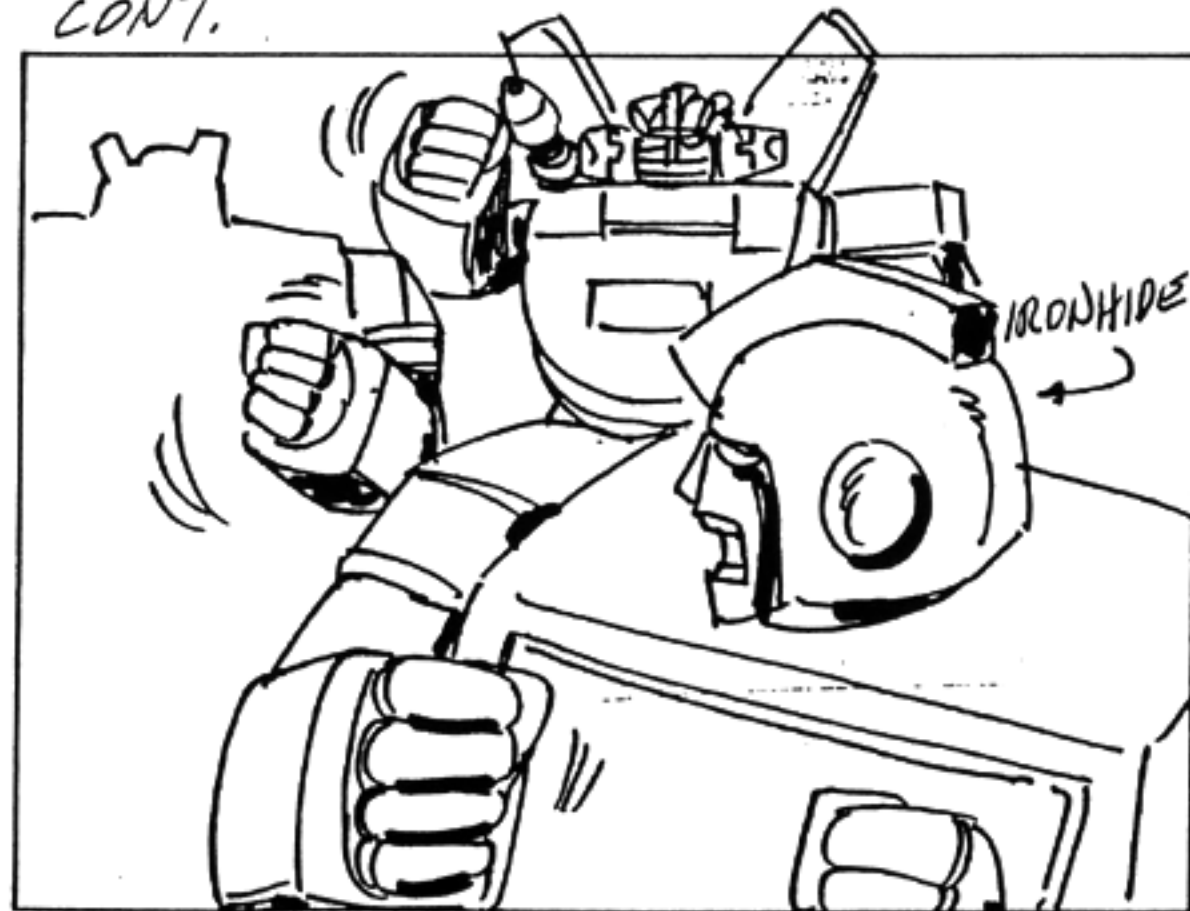
E.C.U. PRIME: (RAISES HEAD SLIGHTLY) MY FAULT.. UNDERESTIMATED,.. MEGATRON. NEVER SUSPECTED.. HE HAD SO MANY POWERS...

286



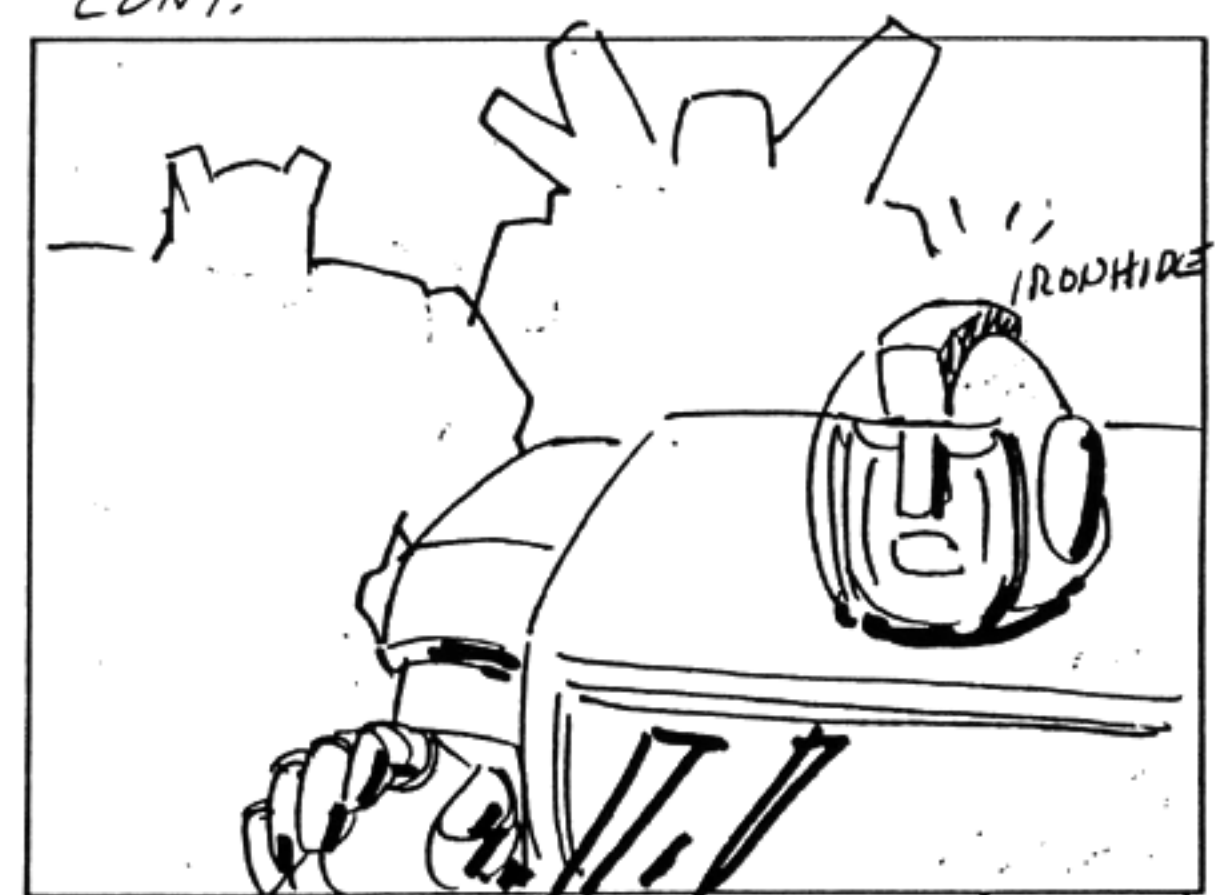
M.I.3 SHOT AUTOBOTS DISMAYED EXPRESSIONS. PRIME: V.O. I WAS NOT... PREPARED...

CONT.

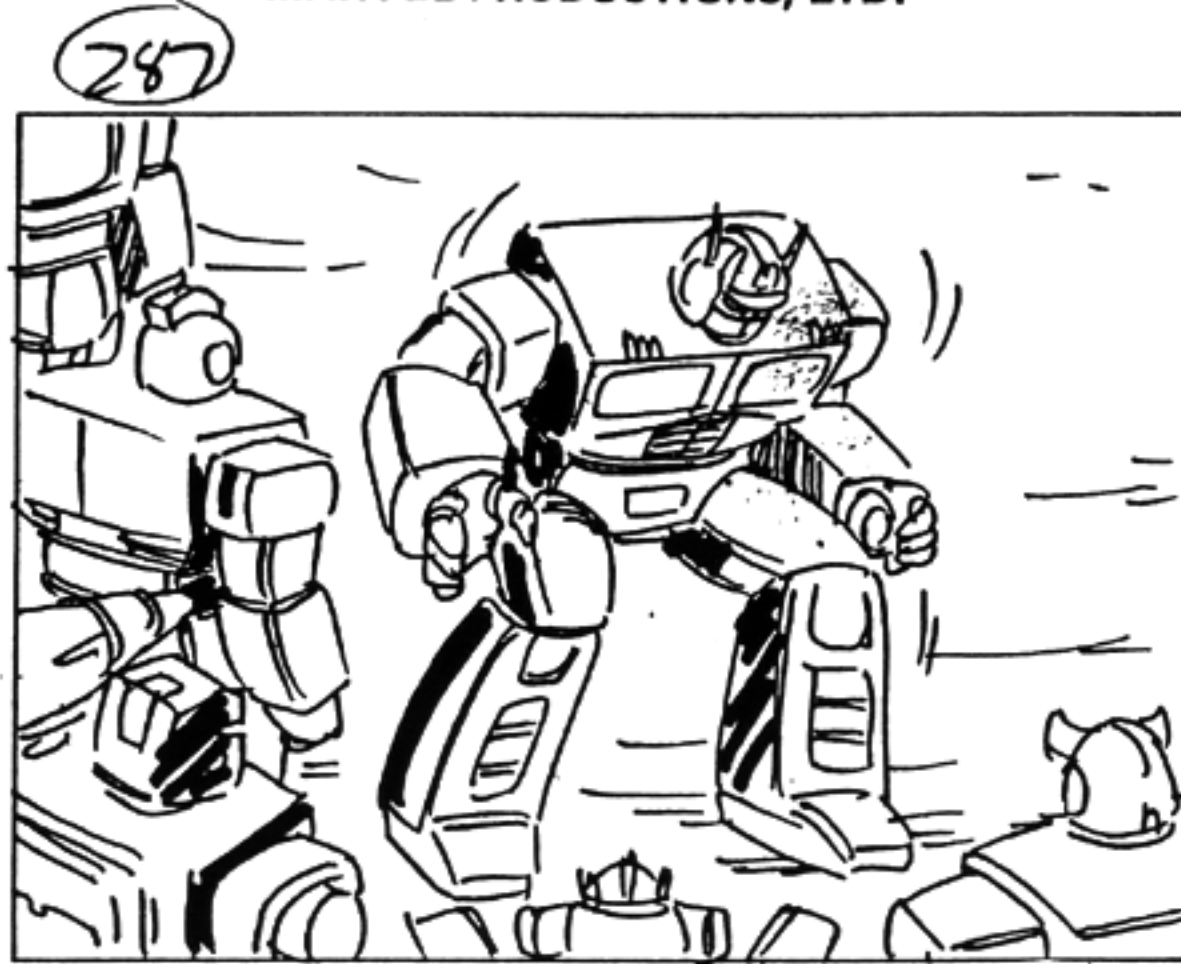
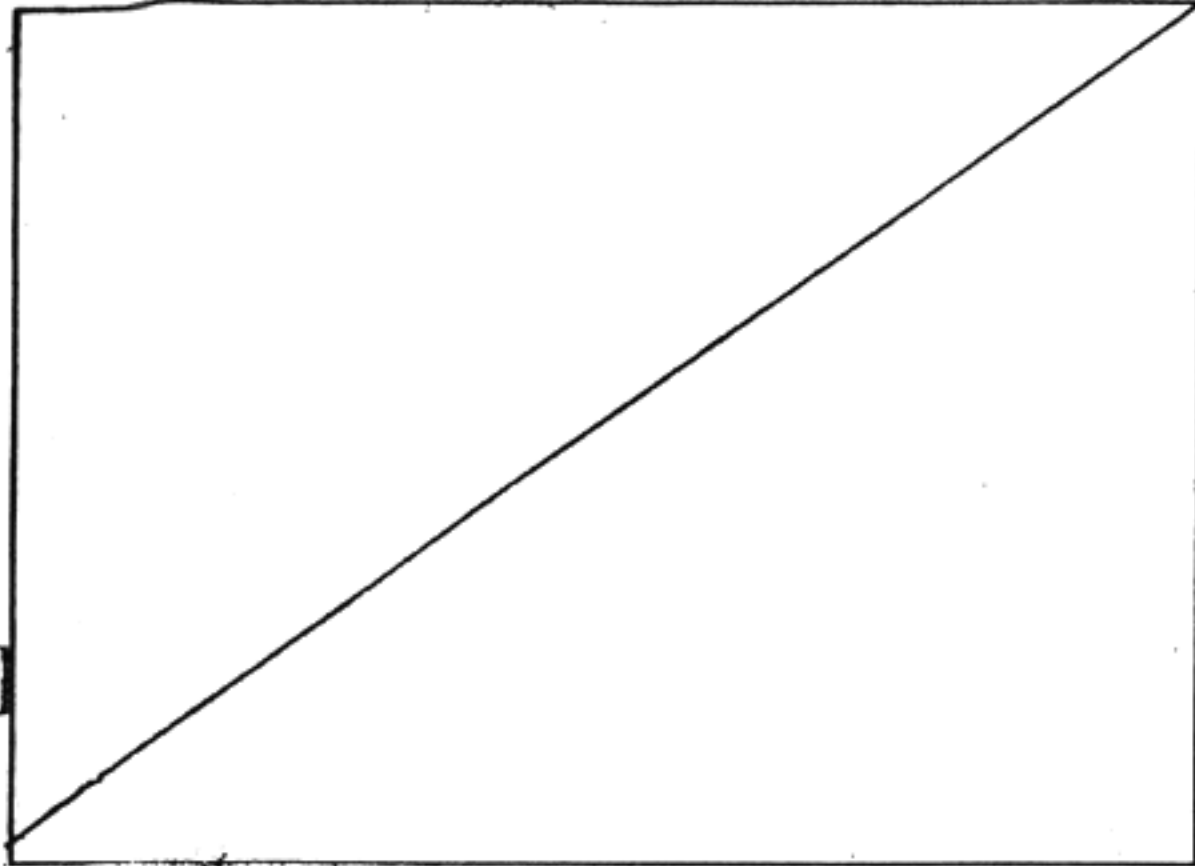


IRONHIDE: (TO OTHERS) WELL, I'M PREPARED.. TO KNOCK THESE DECEPTIBUMS ALL THE WAY BACK TO CYBERTRON! AUTOBOTS: YEAH! LET'S FIGHT!

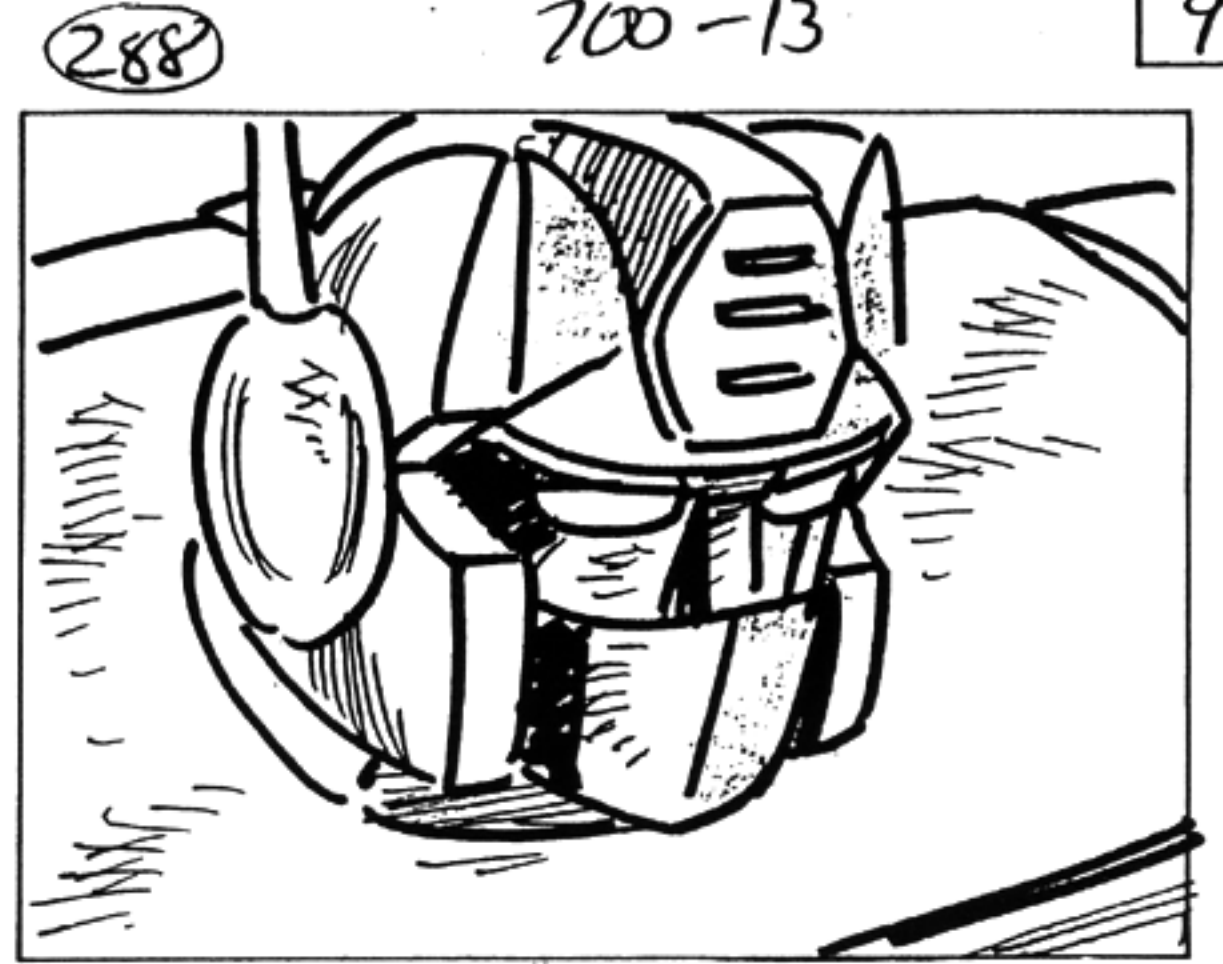
CONT.



LET'S BLAST THOSE DECEPTICONS! C'MON LET'S GO GET 'EM! ETC. PRIME: (V.O.) NO! AUTOBOTS TURN TO O.S. PRIME.

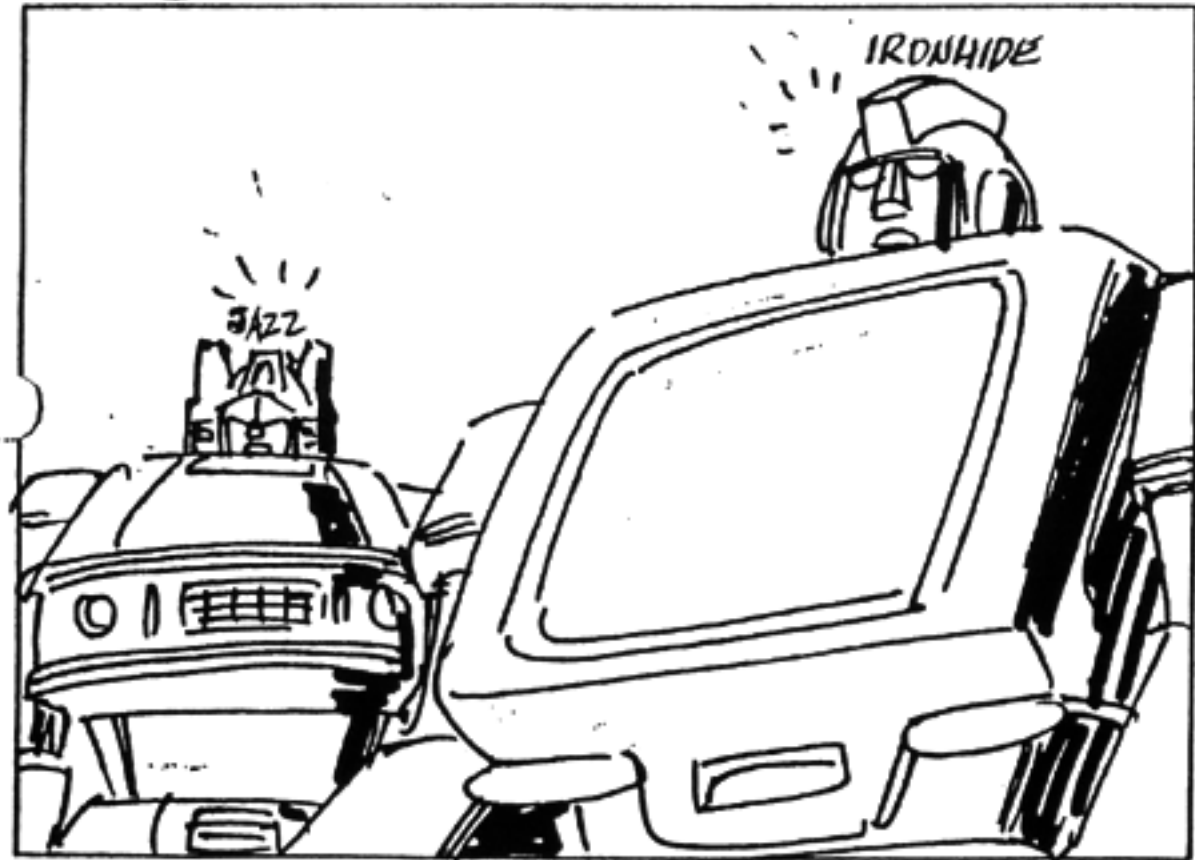


287
M. REVERSE SHOT PRIME! (STAGGERS SLOWLY TO HIS FEET) MEGATRON BEAT ME ACCORDING TO CYBERTRON LAW..



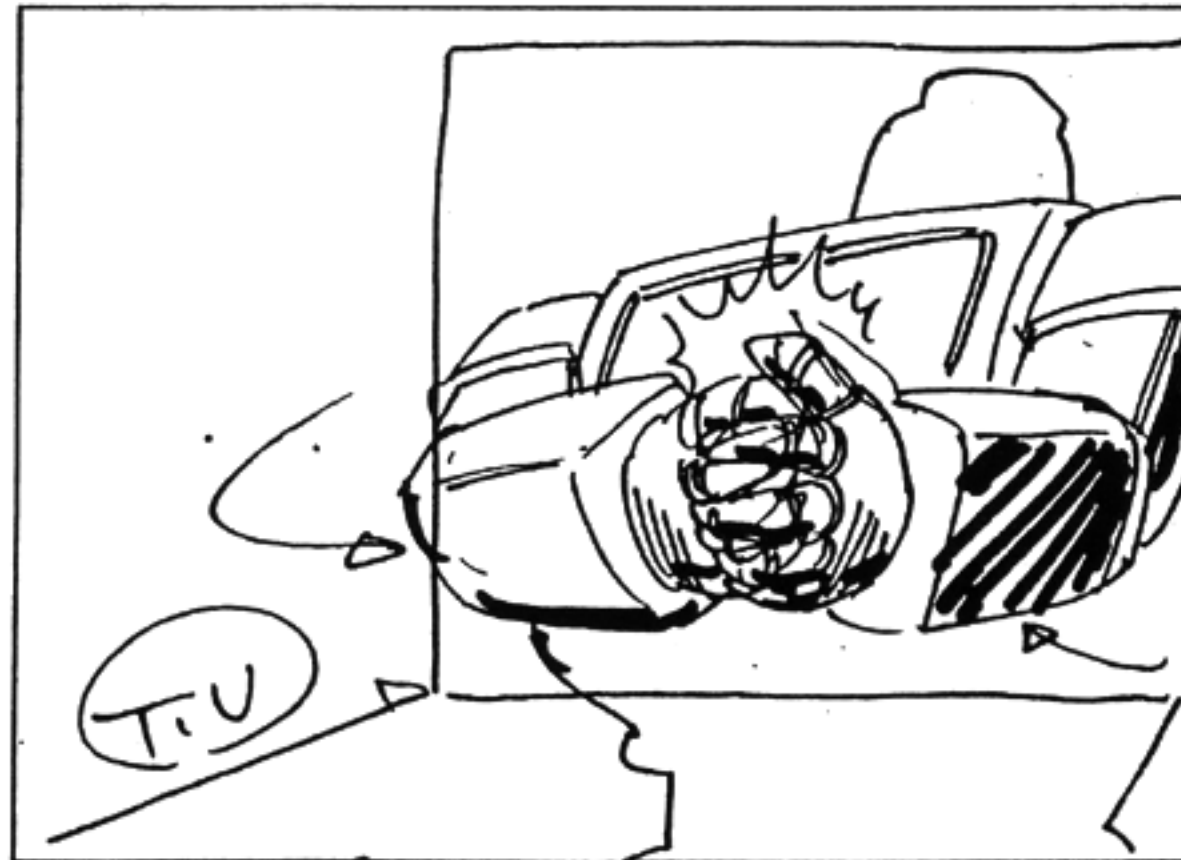
288
C.U. PRIME: TO VIOLATE THAT LAW... WOULD DESTROY OUR HONOR!

289



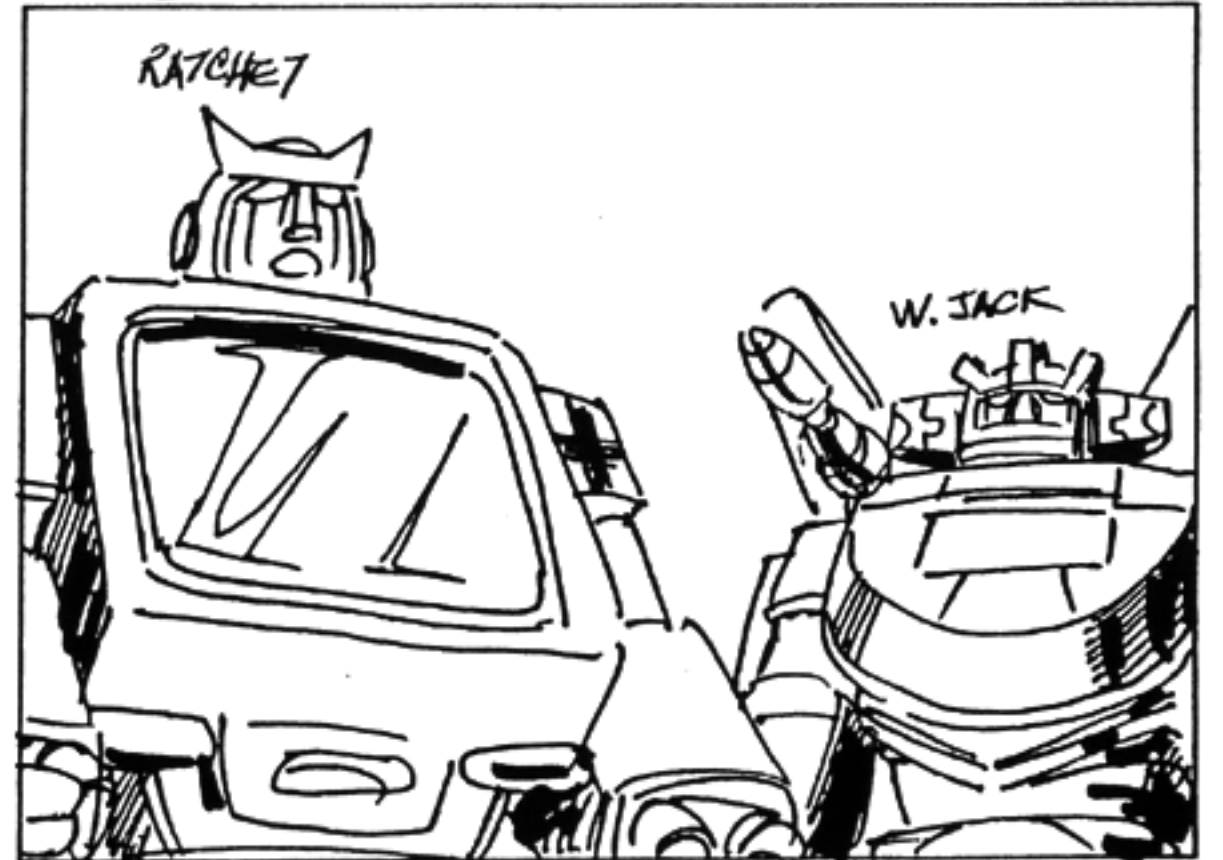
289
M.2 SHOT JAZZ & IRONHIDE REACT PRIME: (V.O.) WE WILL COMPLY... AND LEAVE THIS EARTH... FOREVER!

CONT.



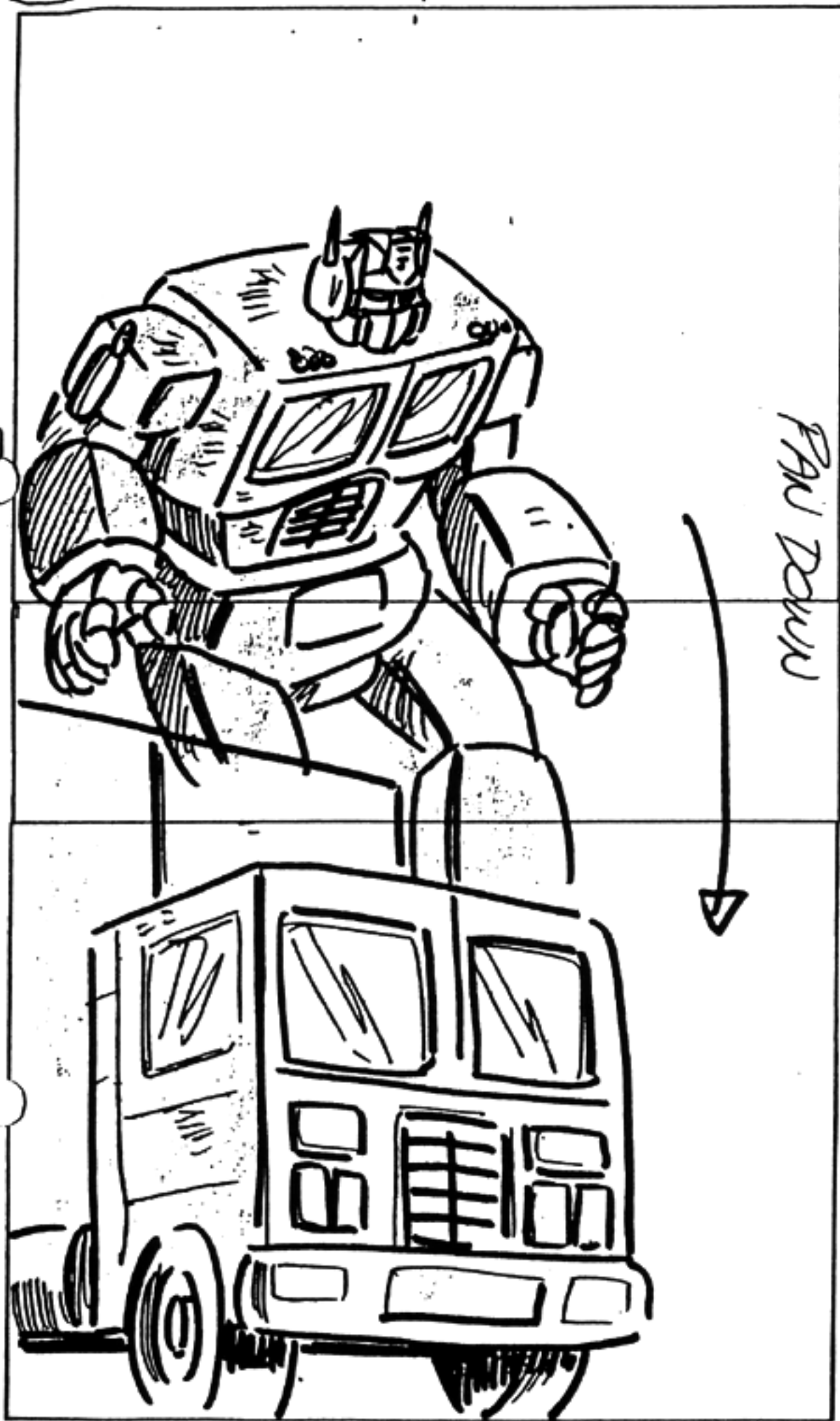
290
IRONHIDE: (SLAMS FISTS TOGETHER SFX: METALIC CLANG.) AS YOU COMMAND, OPTIMUS!

290



291
M.2 SHOT RATCHET & WHEELJACK RATCHET: (TO WHEELJACK) WE'LL NEED TELETRAN I TO DIAGNOSE ALL HIS DAMAGE! WHEELJACK: OPTIMUS, CAN YOU TRANSFORM?

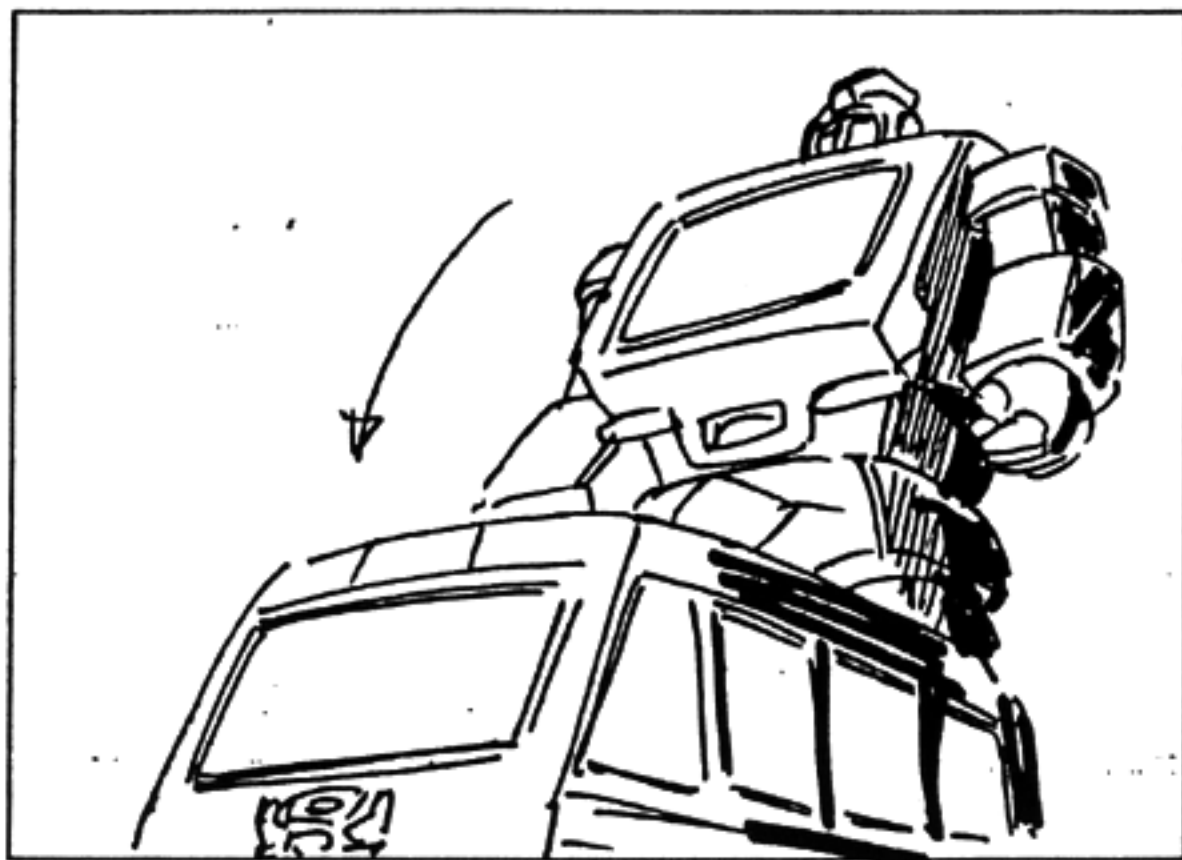
291



M. SHOT OPTIMUS PRIME TRANSFORMS TO SEMI-TRUCK MODE. (TRANSFORMATION IS SLOW, BECAUSE OF PRIME'S WEAKENED CONDITION)

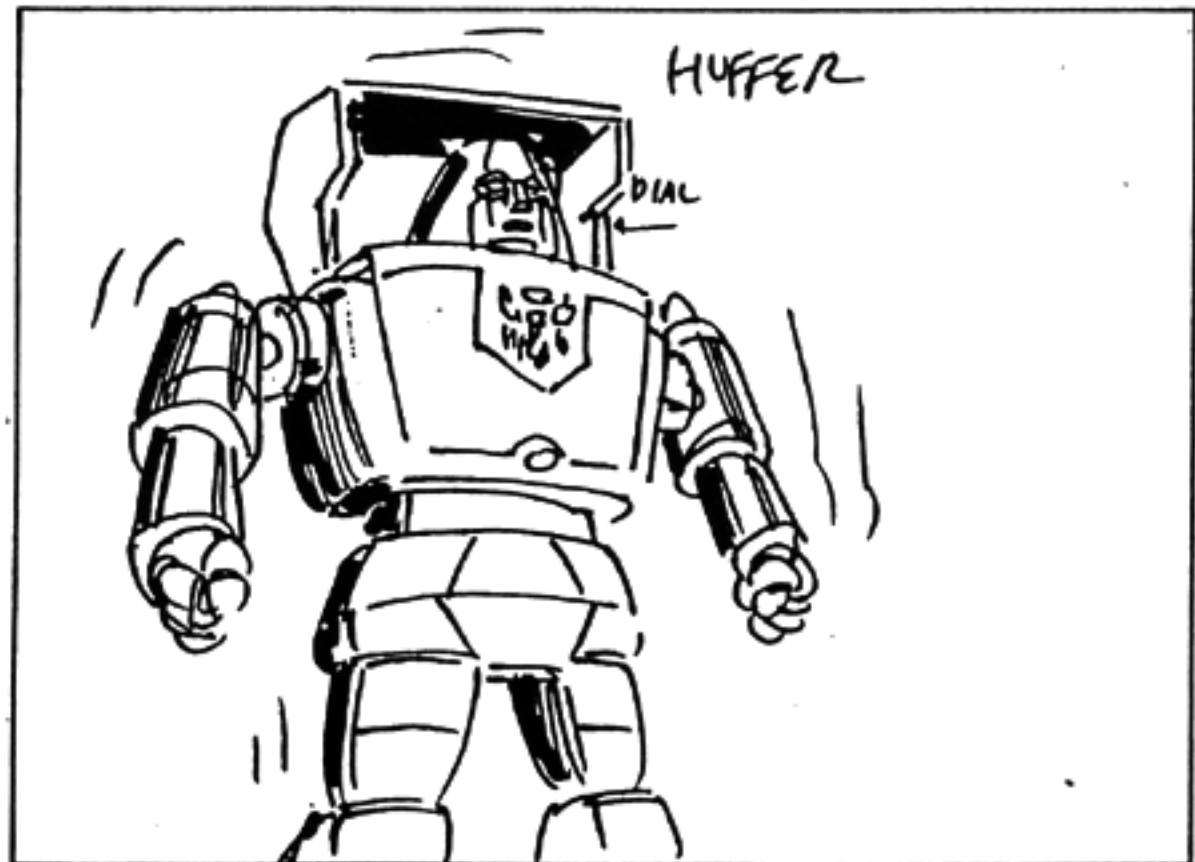
MPL-14

292



M.S. IRONHIDE TRANSFORMS TO VANETTE.

294

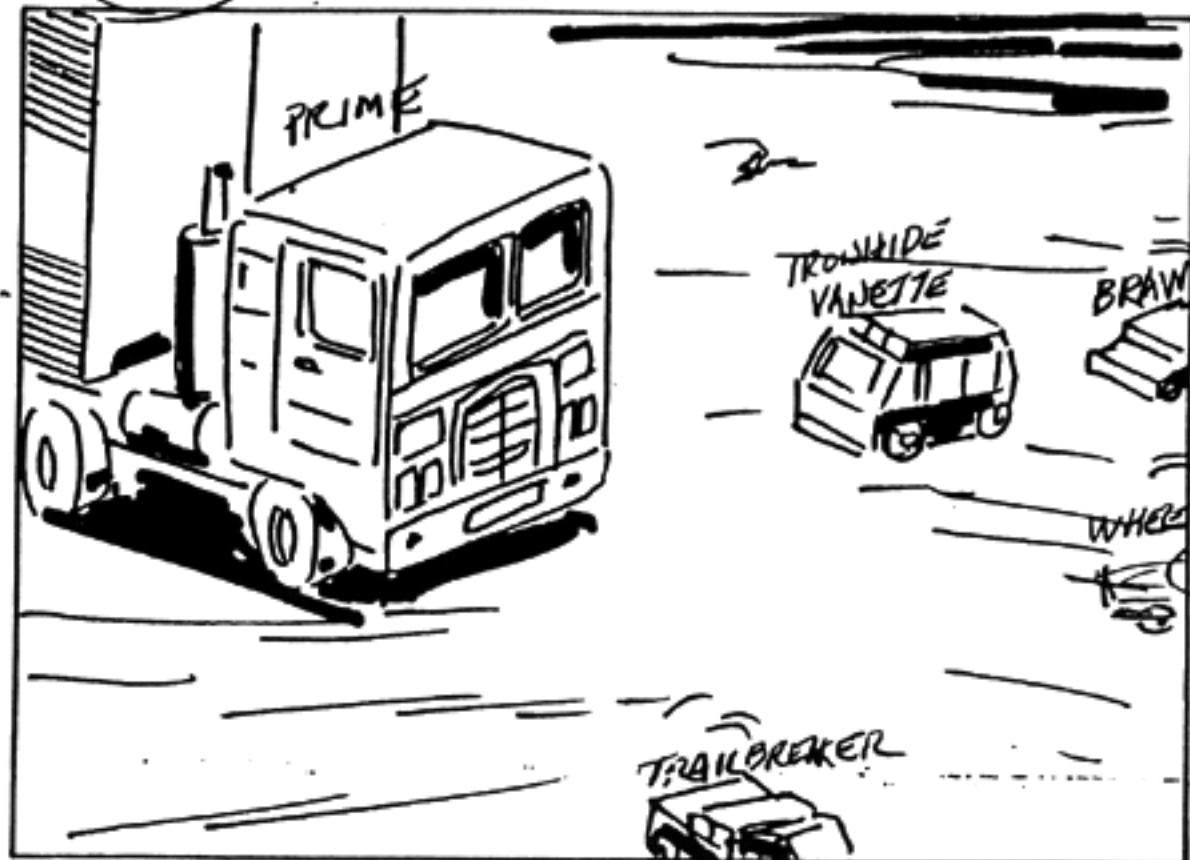


M. UPSHOT HUFFER: MAYBE I CAN HELP OPTIMUS SAVE SOME STRENGTH ON THE WAY BACK!

293

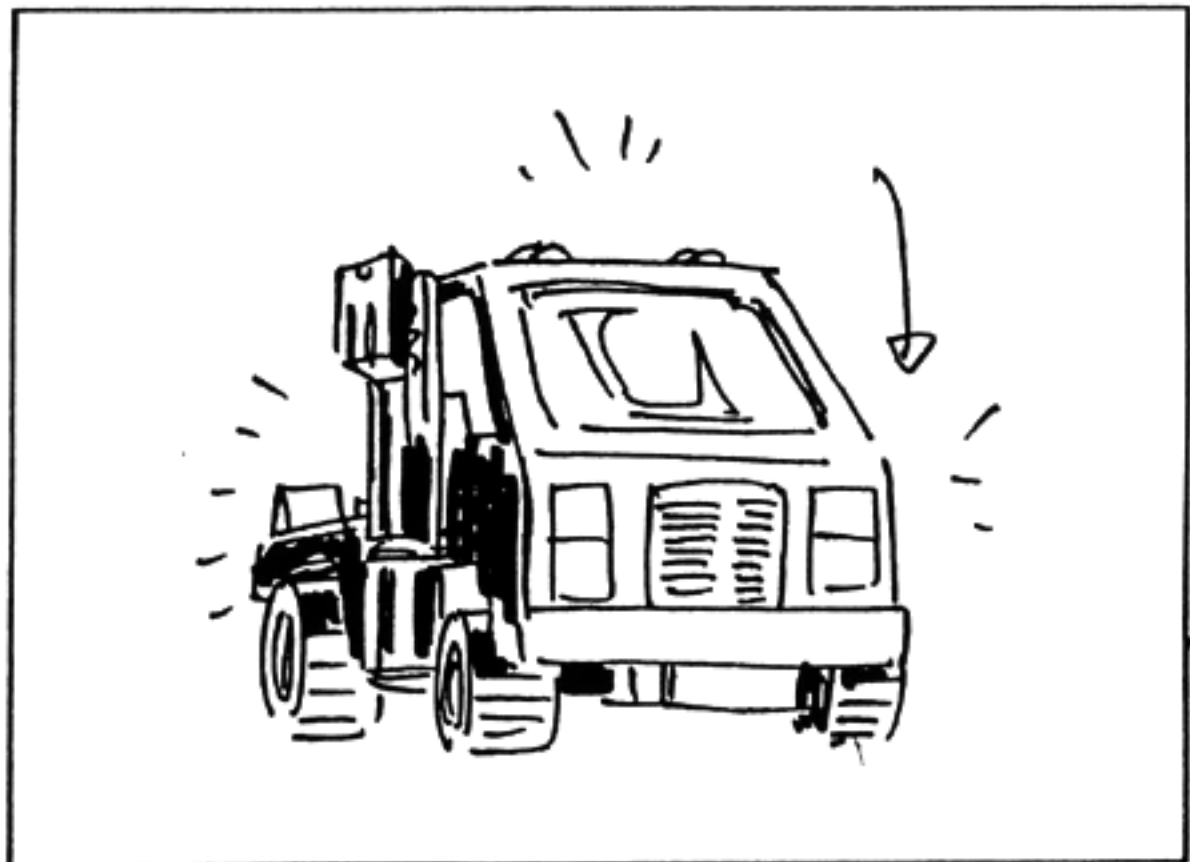
700-13

98



M.L.S. IRONHIDE, BRAWN & WHEELJACK TRANSFORM TO VEHICLE MODES.

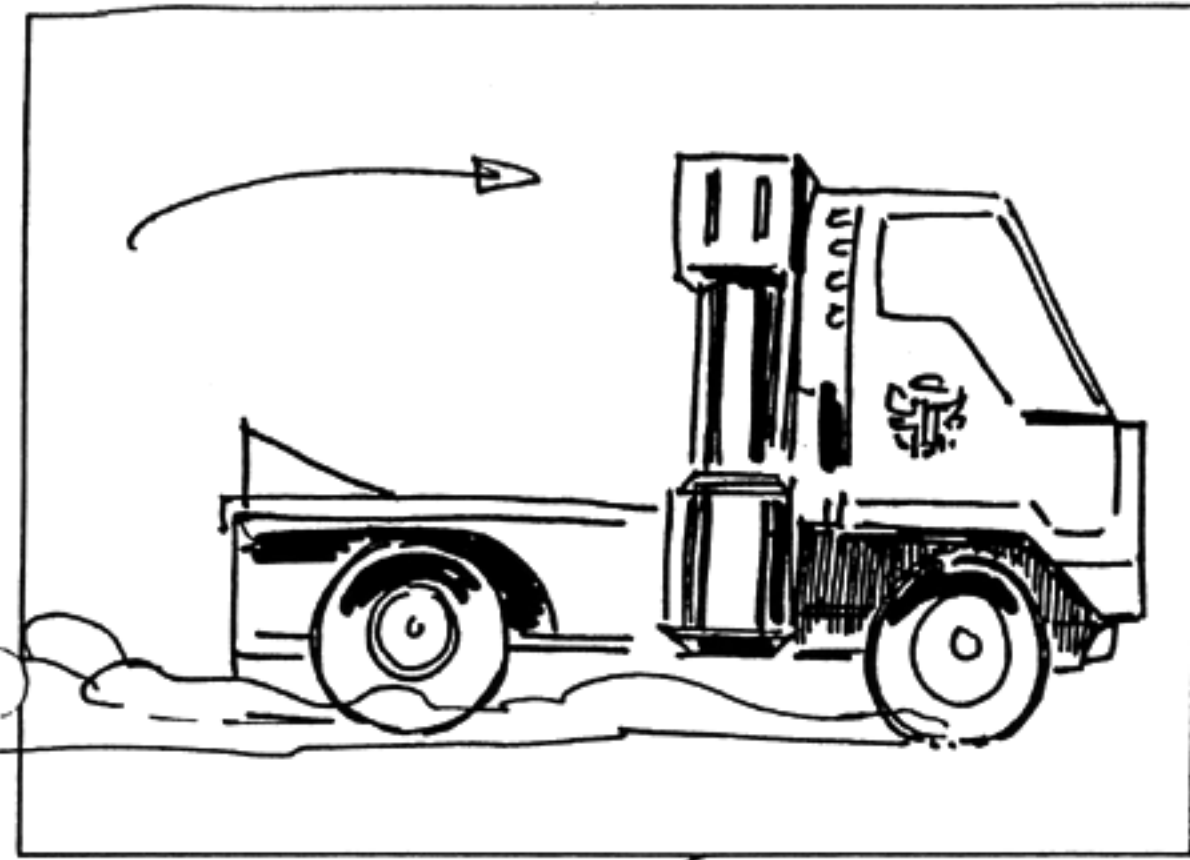
CONT.



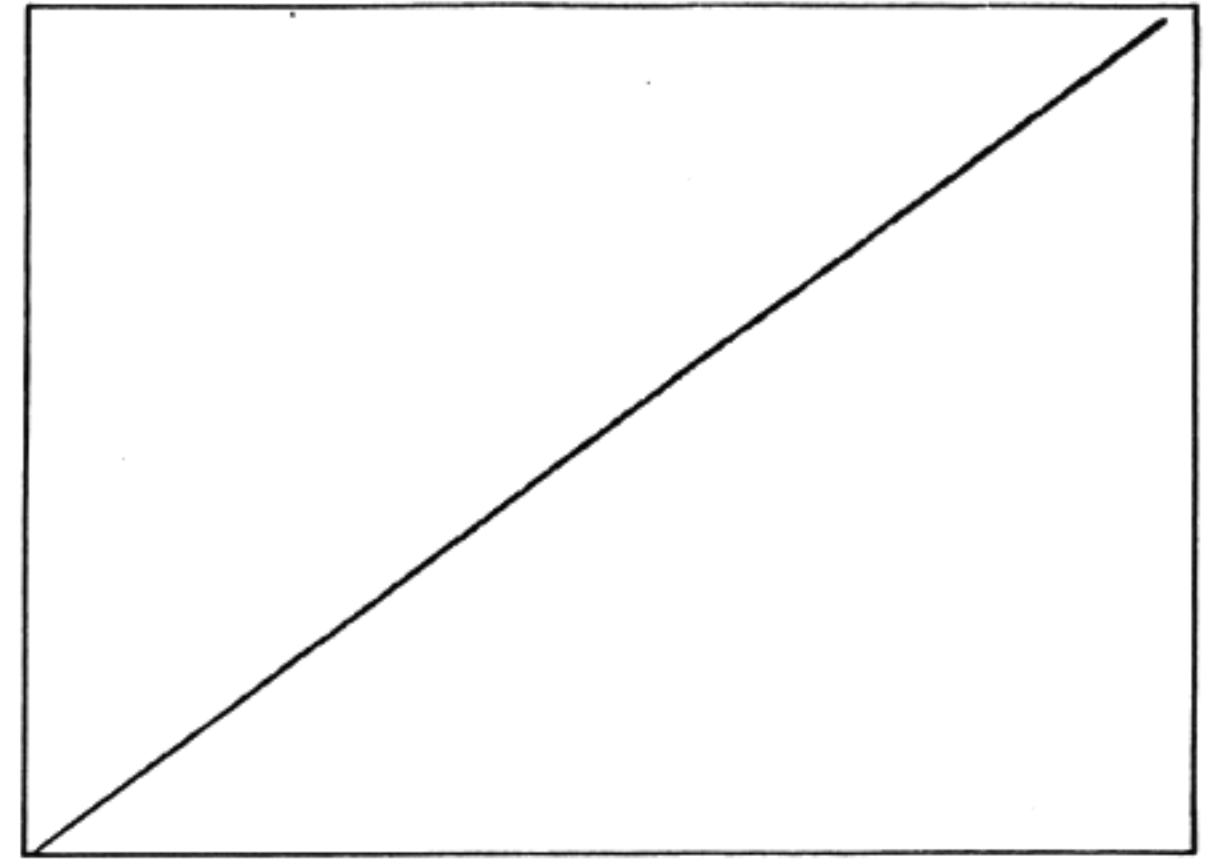
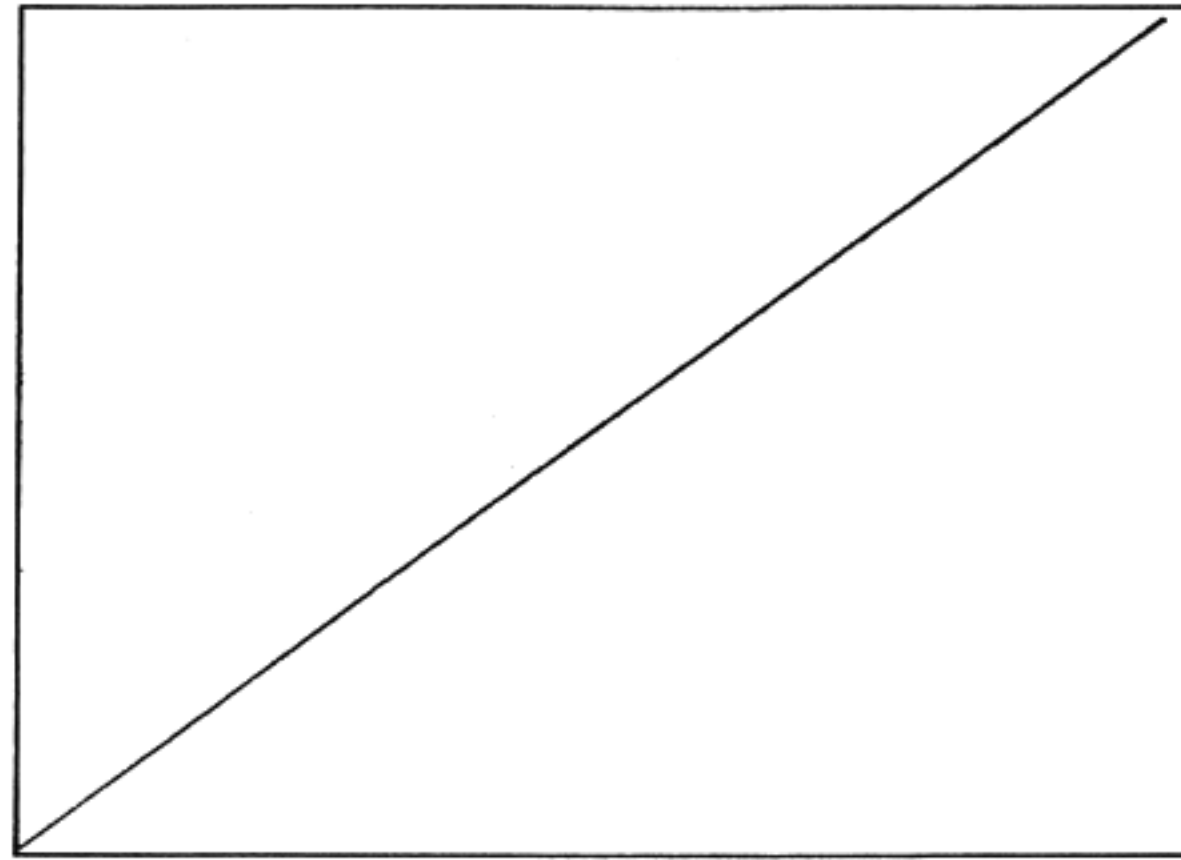
HUFFER TRANSFORMS TO HIS TRAILER TRUCK MODE.

CONT.

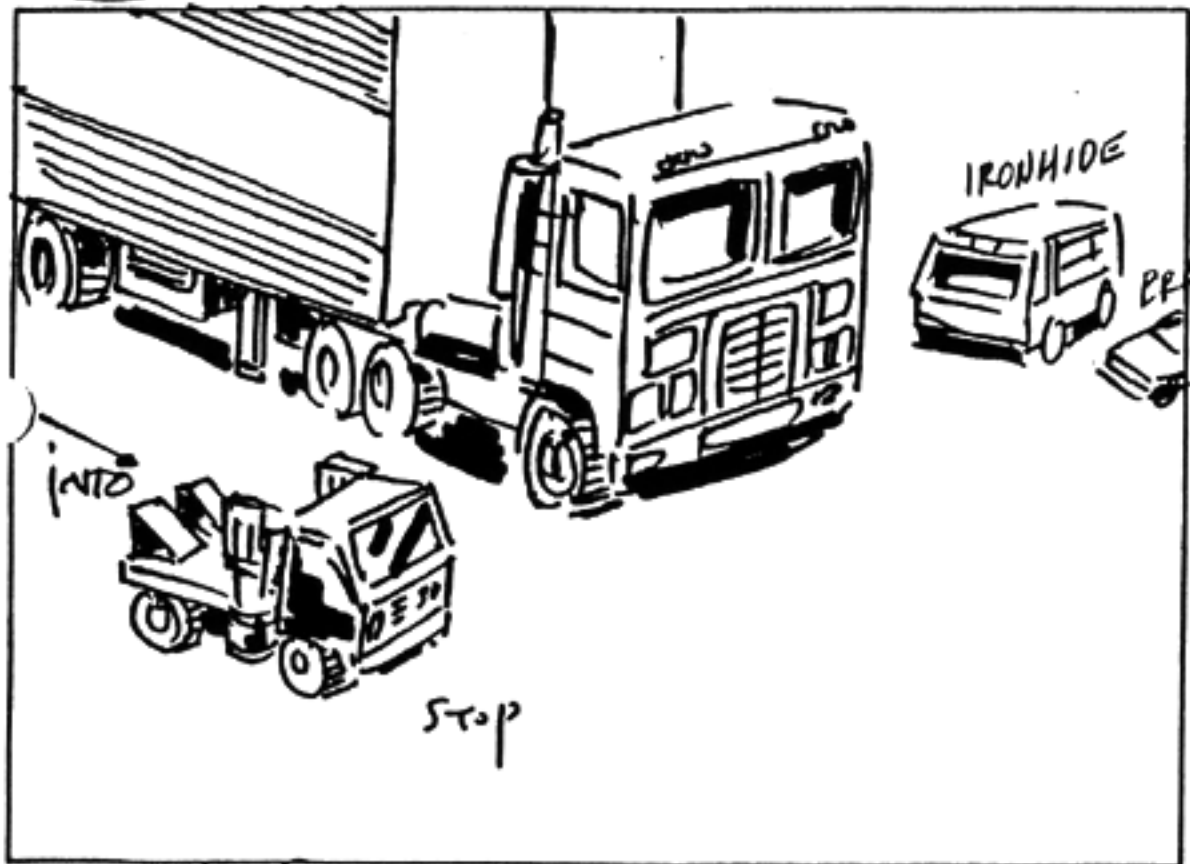
CONT



THEN DRIVES OUT OF SCENE RIGHT.

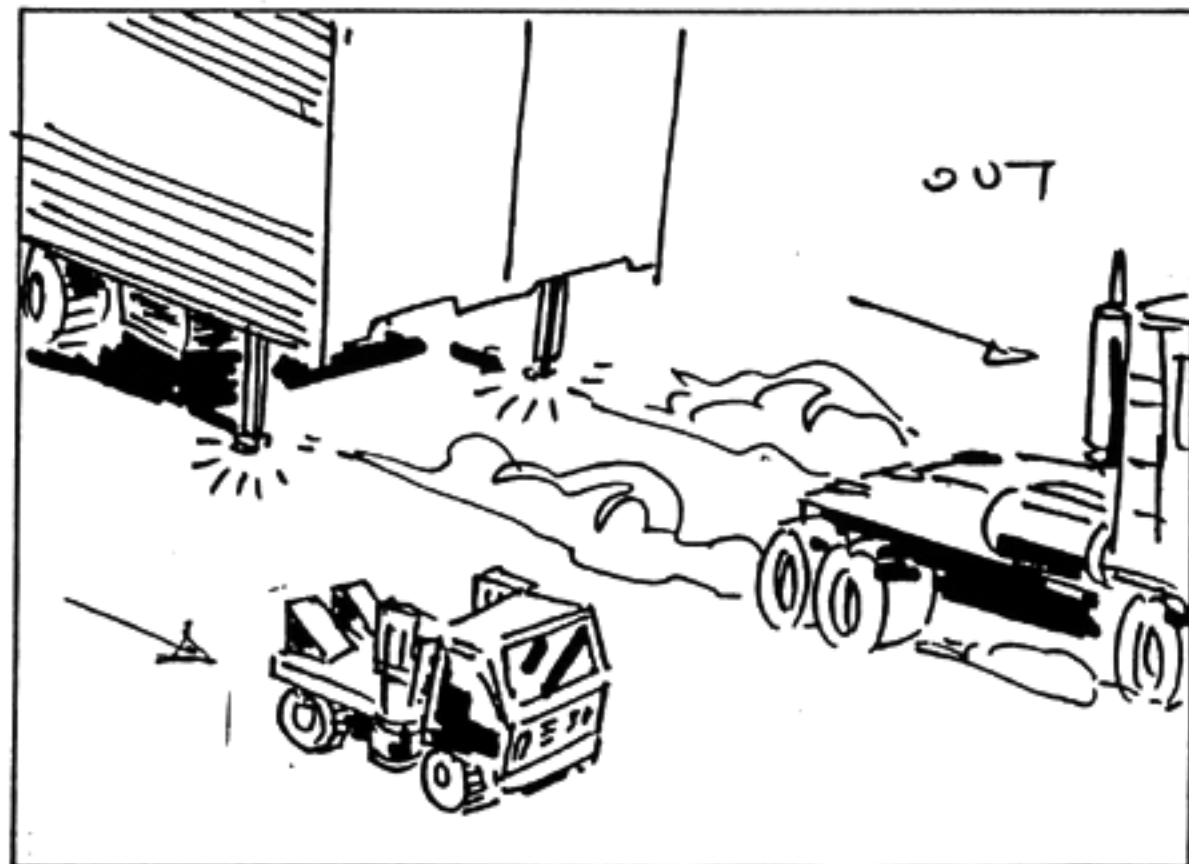


295



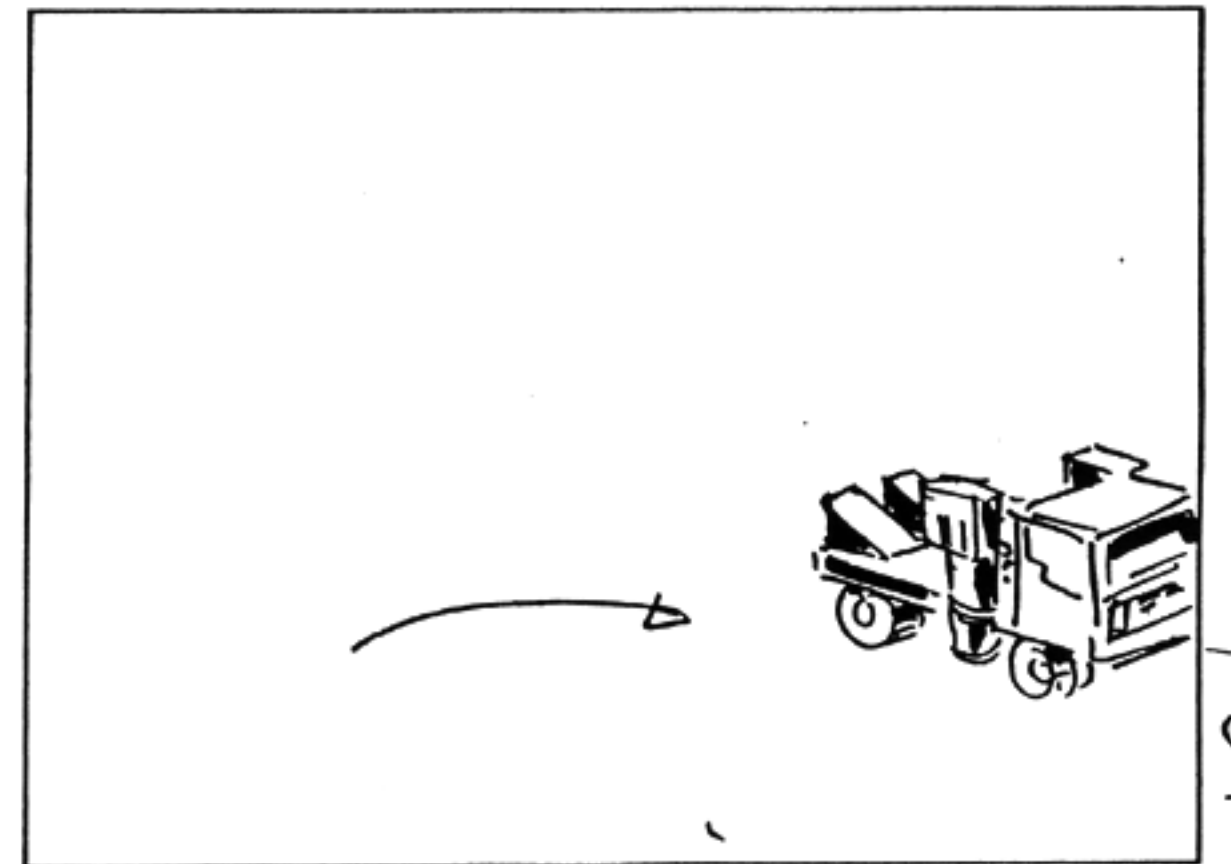
M. DOWN SHOT PRIME, IRONHIDE & BRAUN.
HUFFER: (DRIVES IN SAYS) LET ME TAKE THAT LOAD,
OPTIMUS!

CONT.



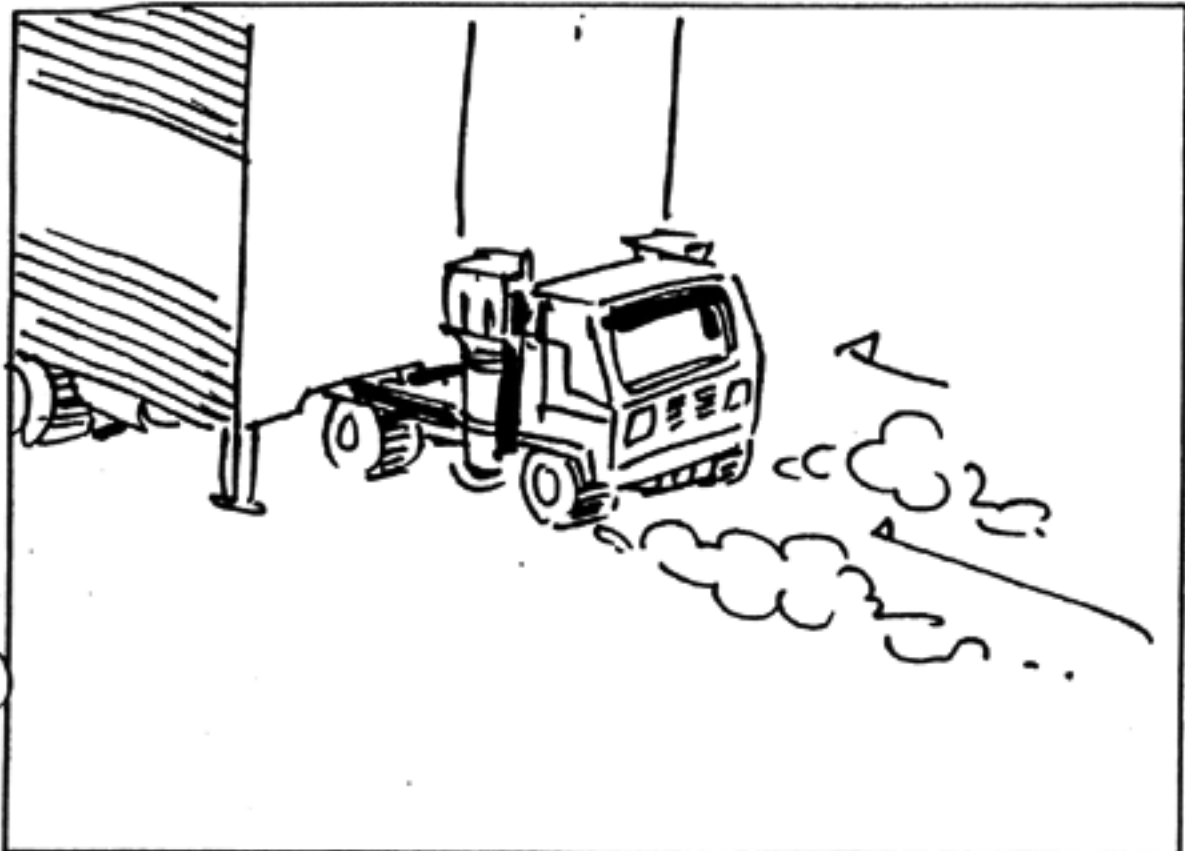
PRIME: YOU ARE A TRUE FRIEND, HUFFER!
PRIME DEPARTS FROM THE TRAILER AND
DRIVES OFF.

CONT.



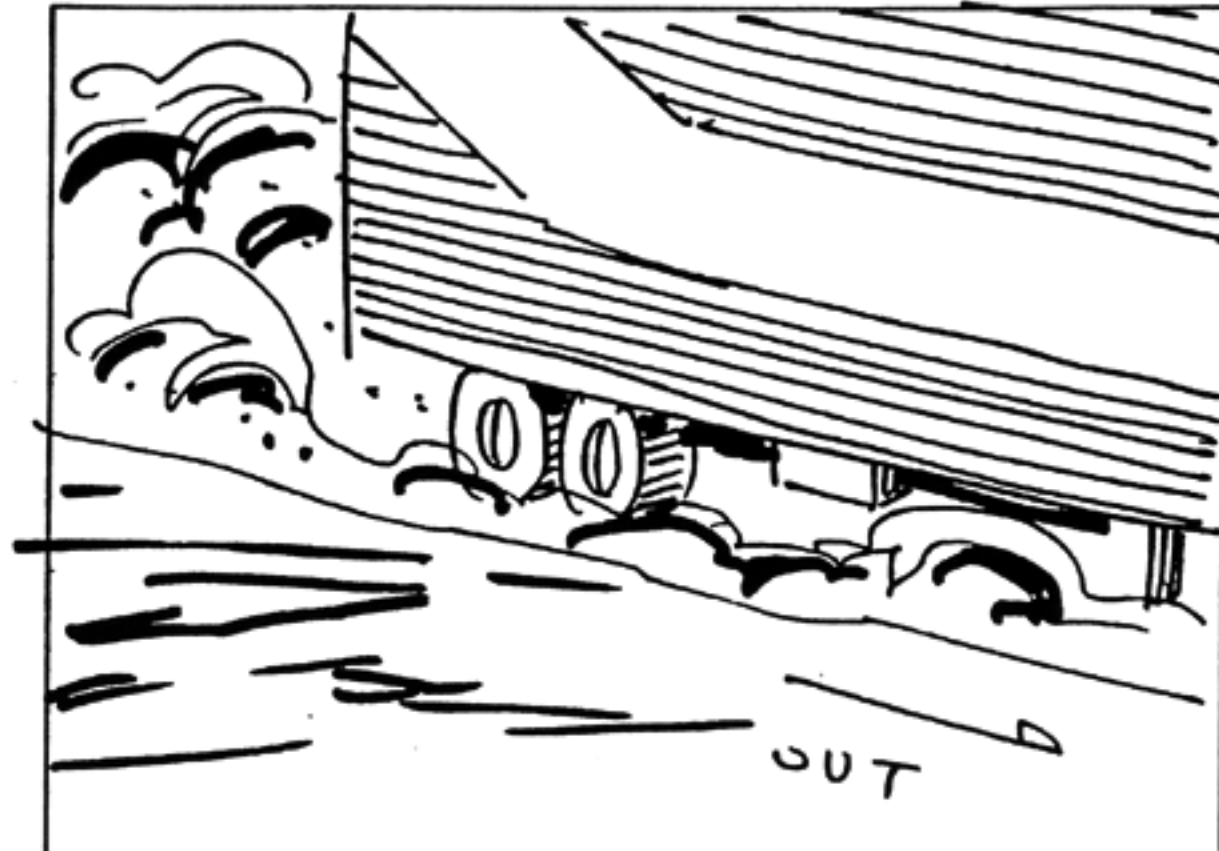
HUFFER PULLS FORWARD, STOPS,

CONT.



THEN BACKS UNDER PRIME'S TRAILER AND PULLS IT O.S. RIGHT.

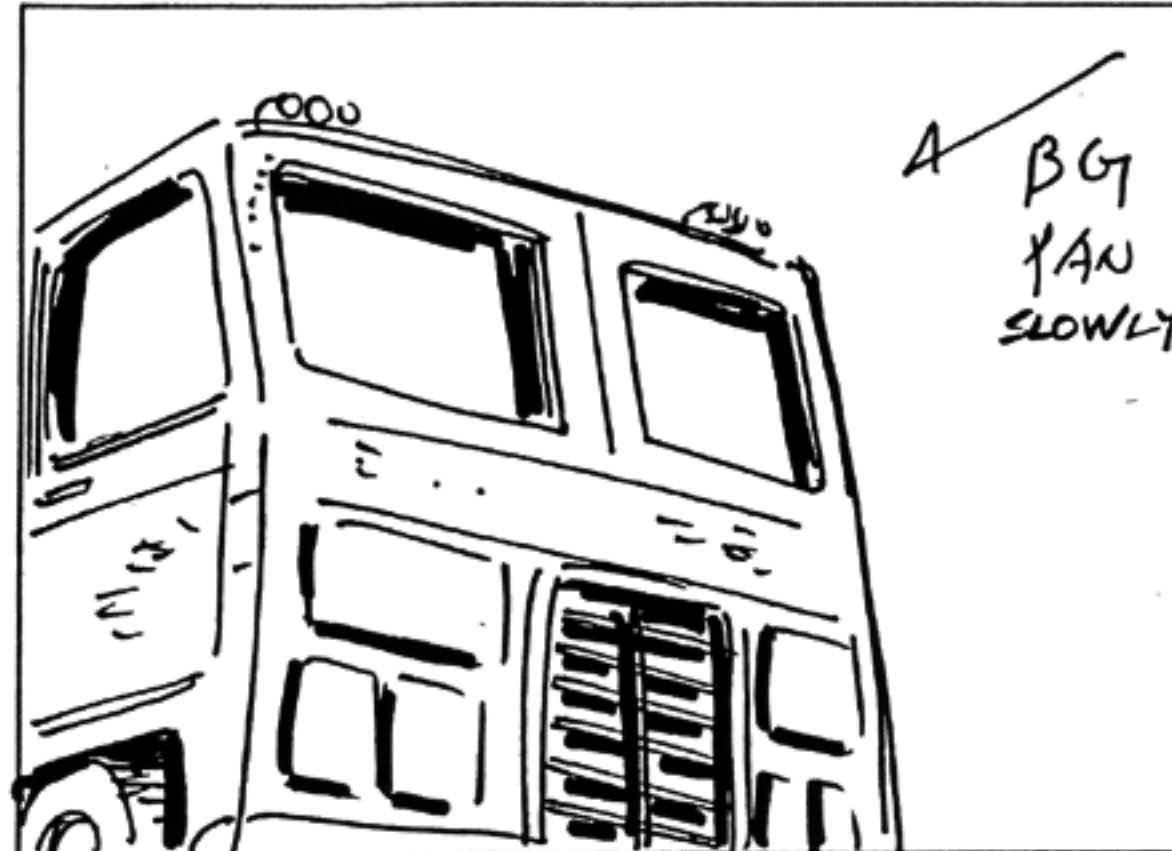
CONT.



296

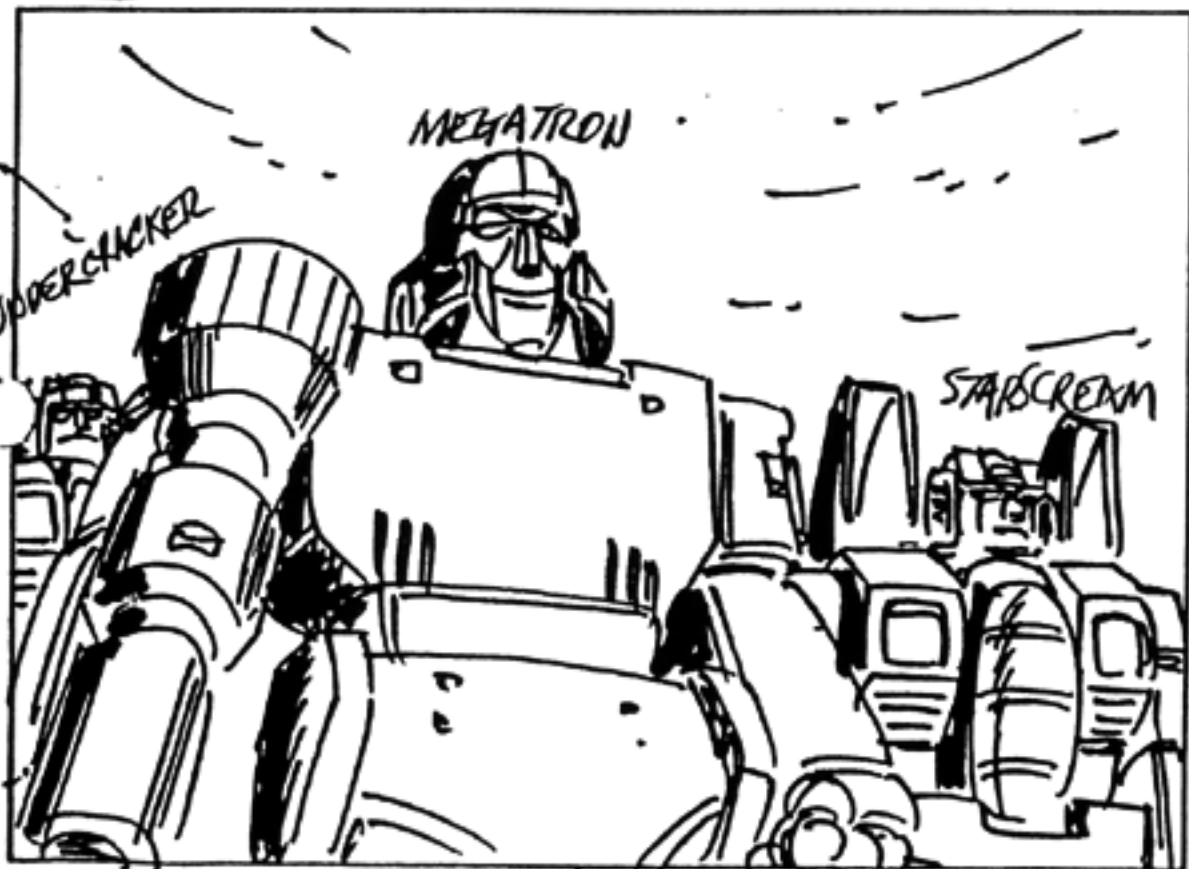
700-13

100



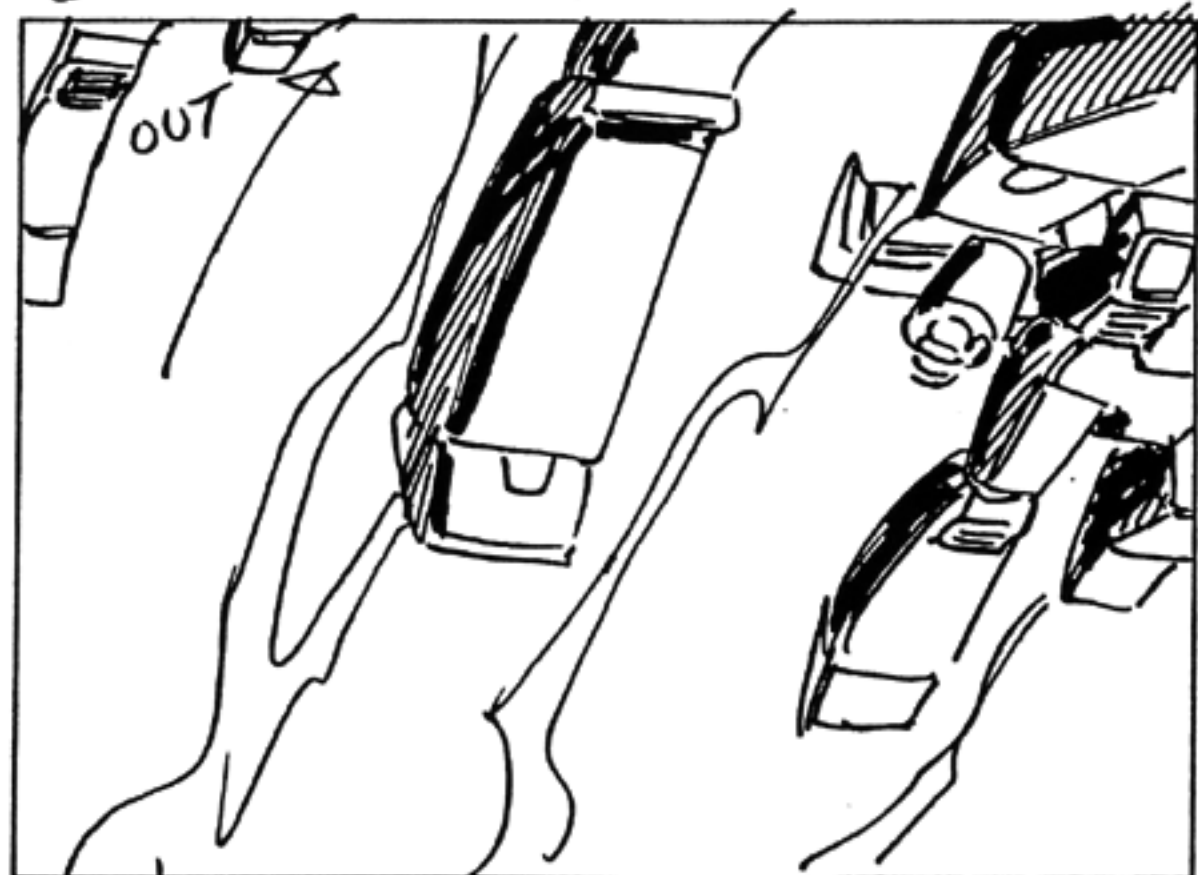
C.U. PRIME: AUTOBOTS ROLL OUT, PERHAPS FOR THE LAST TIME!

297

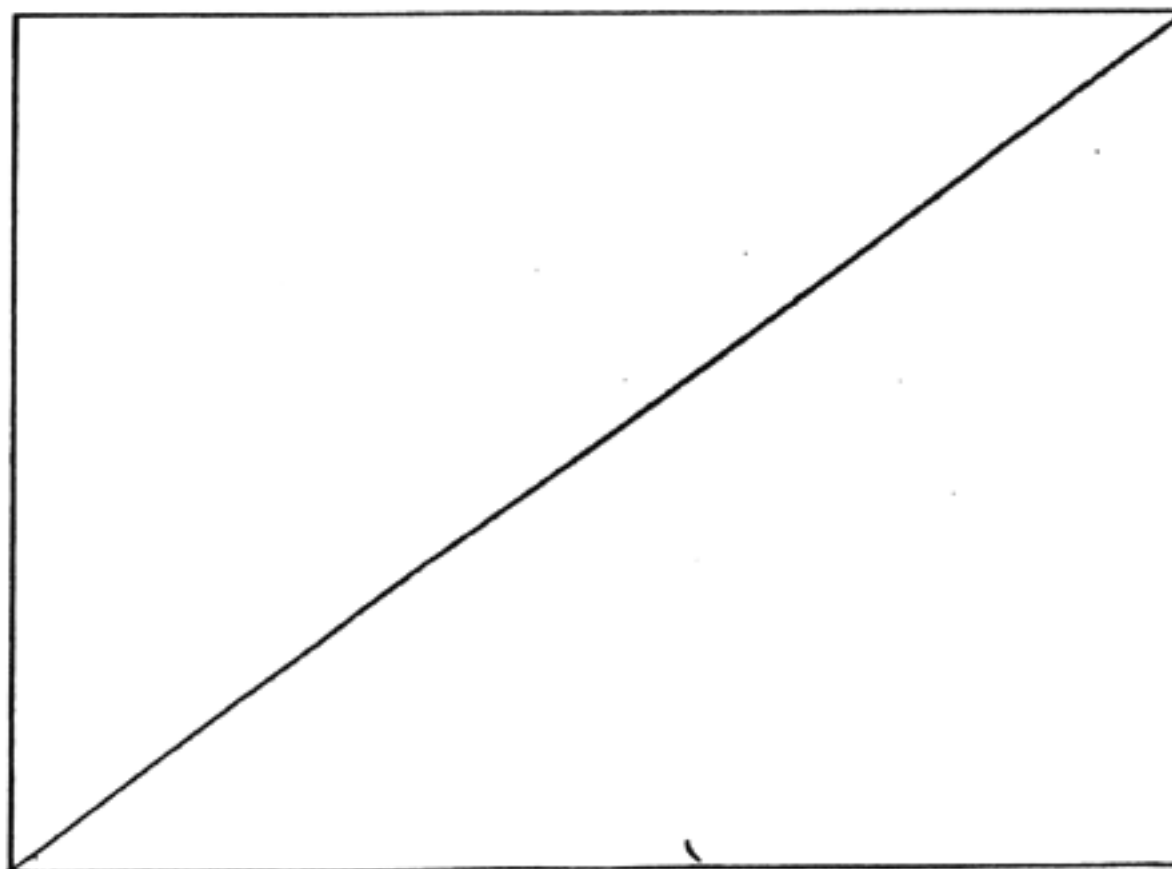


M. 3SHOT MEGATRON: (SMILES EVILLY) WE WILL ACCOMPANY THEM BACK TO THEIR HEADQUARTERS TO MAKE CERTAIN NOBLE OPTIMUS PRIME KEEPS HIS WORD!

CONT.



MEGATRON ROCKETS OFF INTO THE SKY S.SCREAM & T.CRACKER SOAR OFF AFTER HIM.



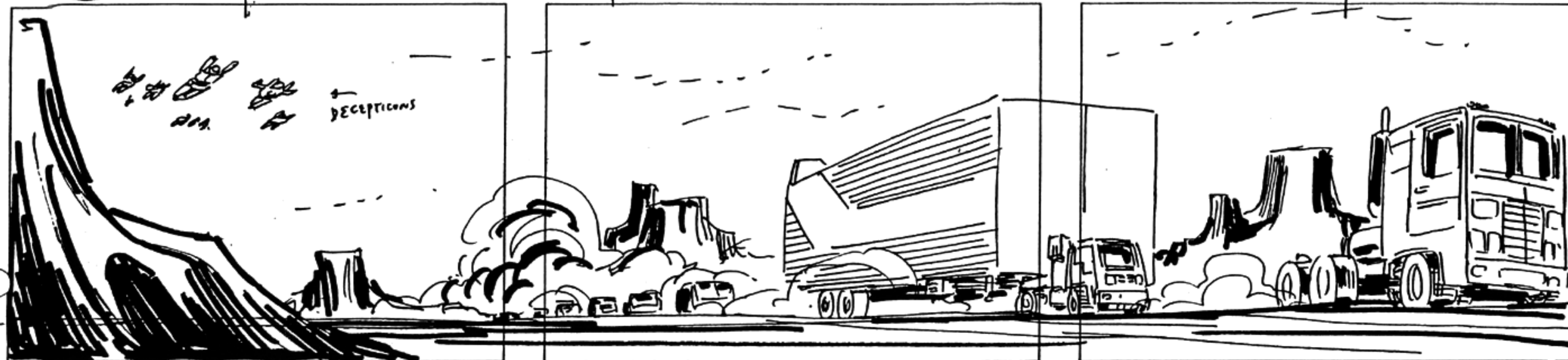
298

STOP.

B.G. PAN

700-13
START

101

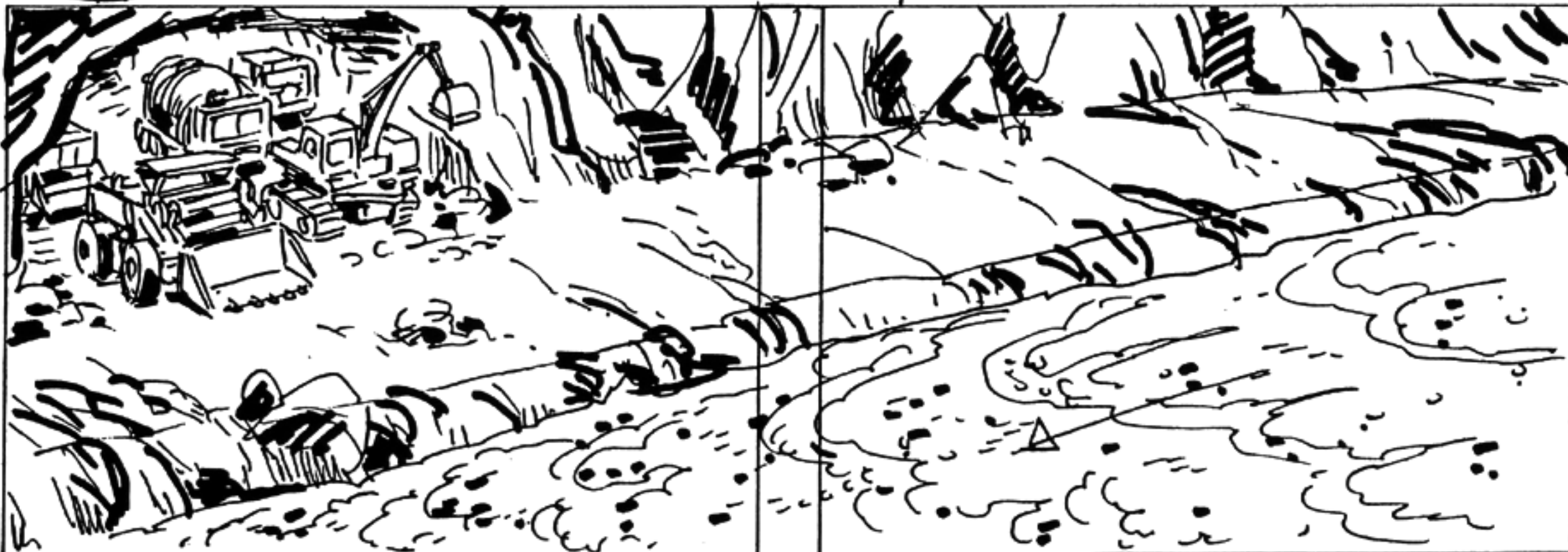


M. SHOT PRIME AS SEMI-TRACTOR, PAN TO HUFFER PULLING PRIME'S TRAILER, THEN BACK TO AUTOBOT CONVOY WITH MEGATRON LEADING DECEPTICON ARMADA FLYING OVERHEAD.

299

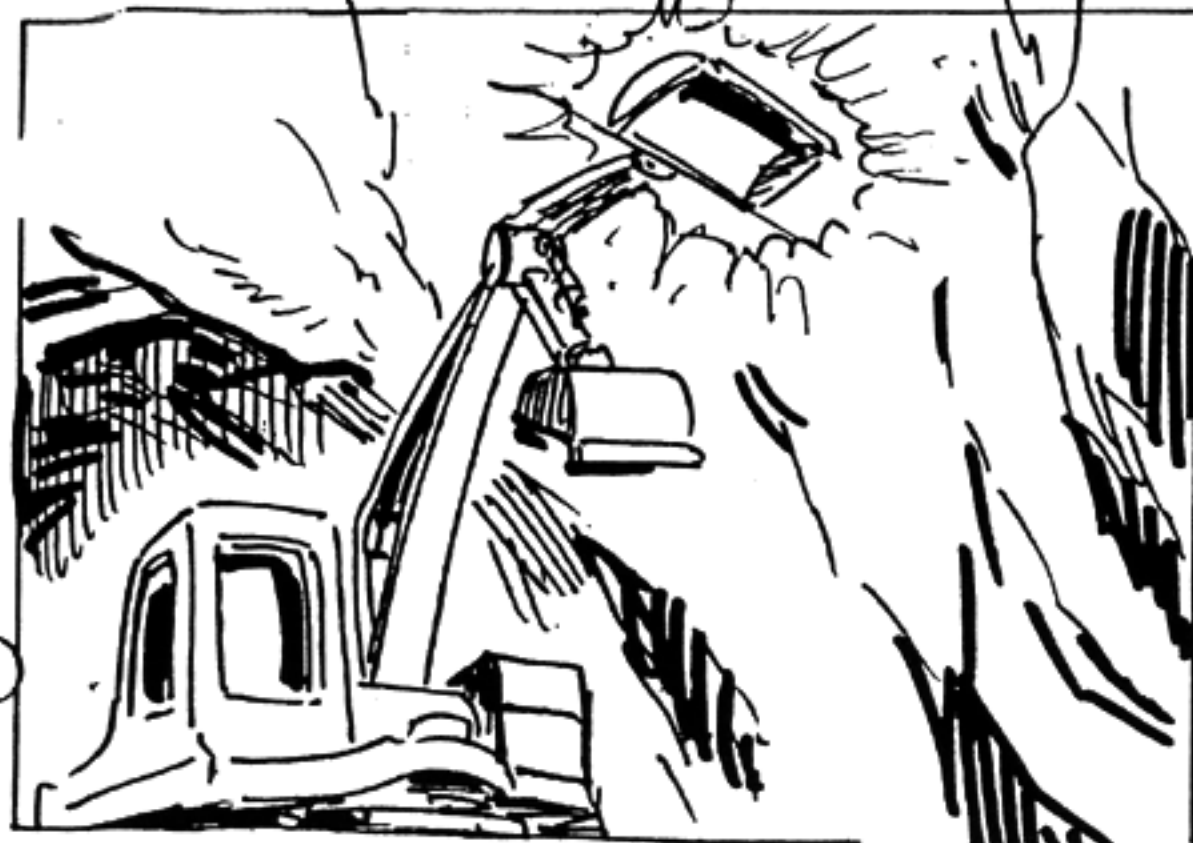
PAN

TRANSITION
2



M.L.S. CAVERN INTERIOR. PAN ACROSS MOLTEN LAVA RIVER SENDING HISSING STEAM AND FLAMES UP INTO THE AIR. THE PAN STOPS ON THE SIX CONSTRUCTION VEHICLES, STILL IN VEHICULAR MODE, HUDDLED ABOUT A CERTAIN AREA UNDER THE CEILING, AS IF THE MACHINES ARE REACTING TO SOMETHING ABOVE.

300



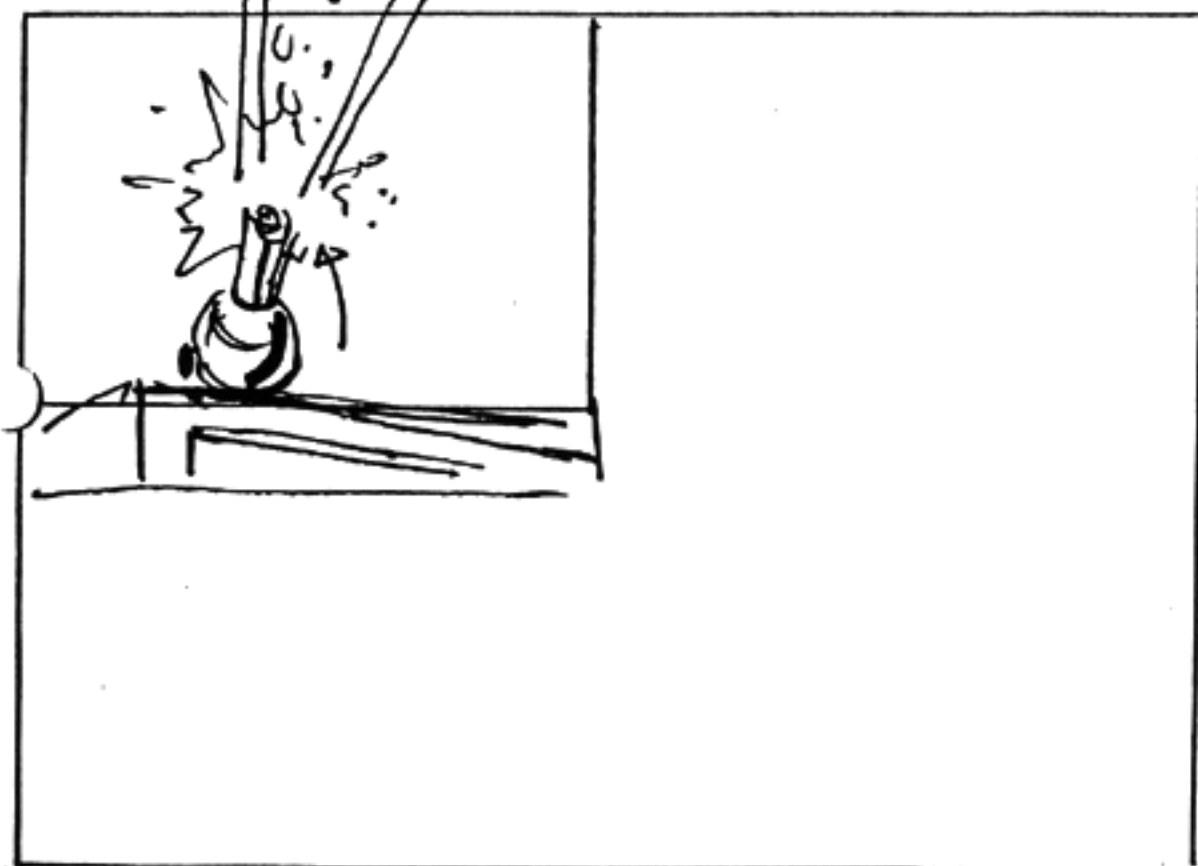
FULL SHOT - SCAVENGER

He is raising his shovel toward the ceiling. The shovel CRACKLES and glows -- then makes a SOUND exactly like the regular COMPUTER SOUNDS made by Telettraan I. CAMERA PUSHES IN on the shovel, as --

NOW! SCAVENGER (VO)

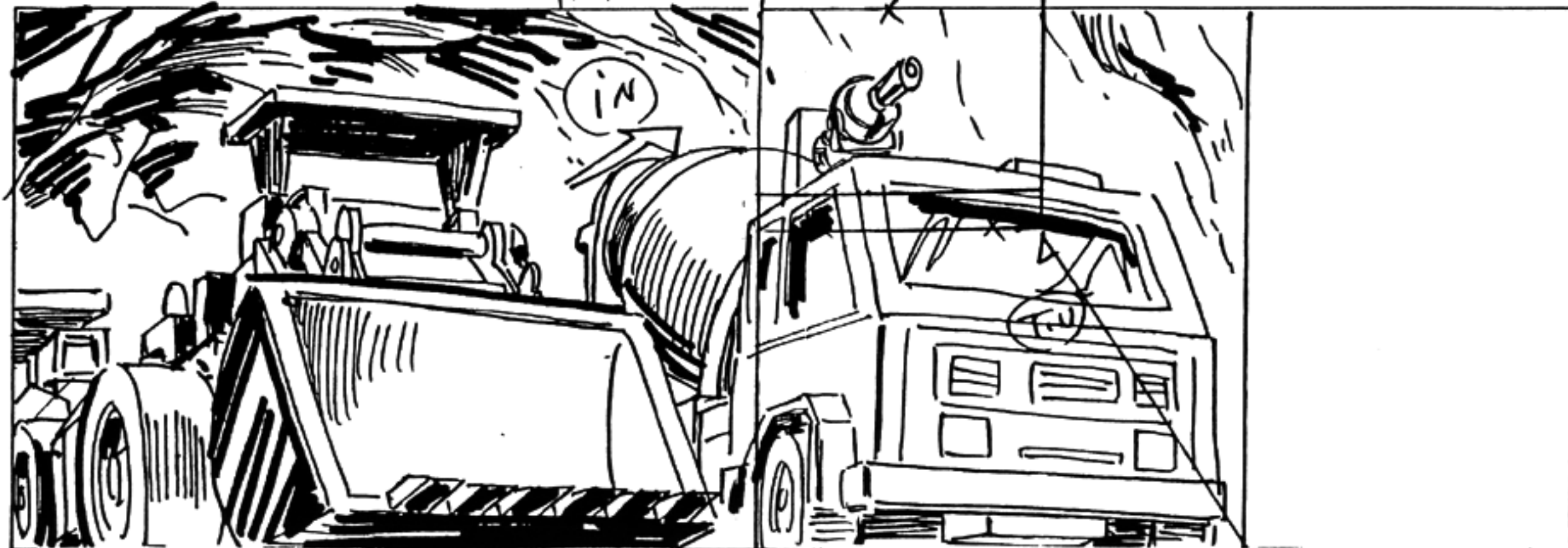
-- The Autobot computer Telettraan I is just beyond the cavern ceiling!

CONT.



As he speaks, the cannon on his cab aims toward the ceiling, CRACKLES with the same strange energies, and BLASTS out a stream of smoking acid -- the sound drowning out the last of Mixmaster's words.

301



FULL SHOT -

SCRAPPER SCRAPPER

(VO)

We'll have to blast through. Mixmaster... -- we need an acid!

700-13

102

As he speaks, CAMERA PANS to Mixmaster, who instantly starts ROTATING his "concrete mixer." As it revolves faster and faster, it begins to CRACKLE with strange energies, getting stronger and stronger...

MIXMASTER (VO)

Okay, let's mix up some H₂SO₄ with ... or, was that HCL with ... oh, I know. I'll combine some ...

CONT.

302

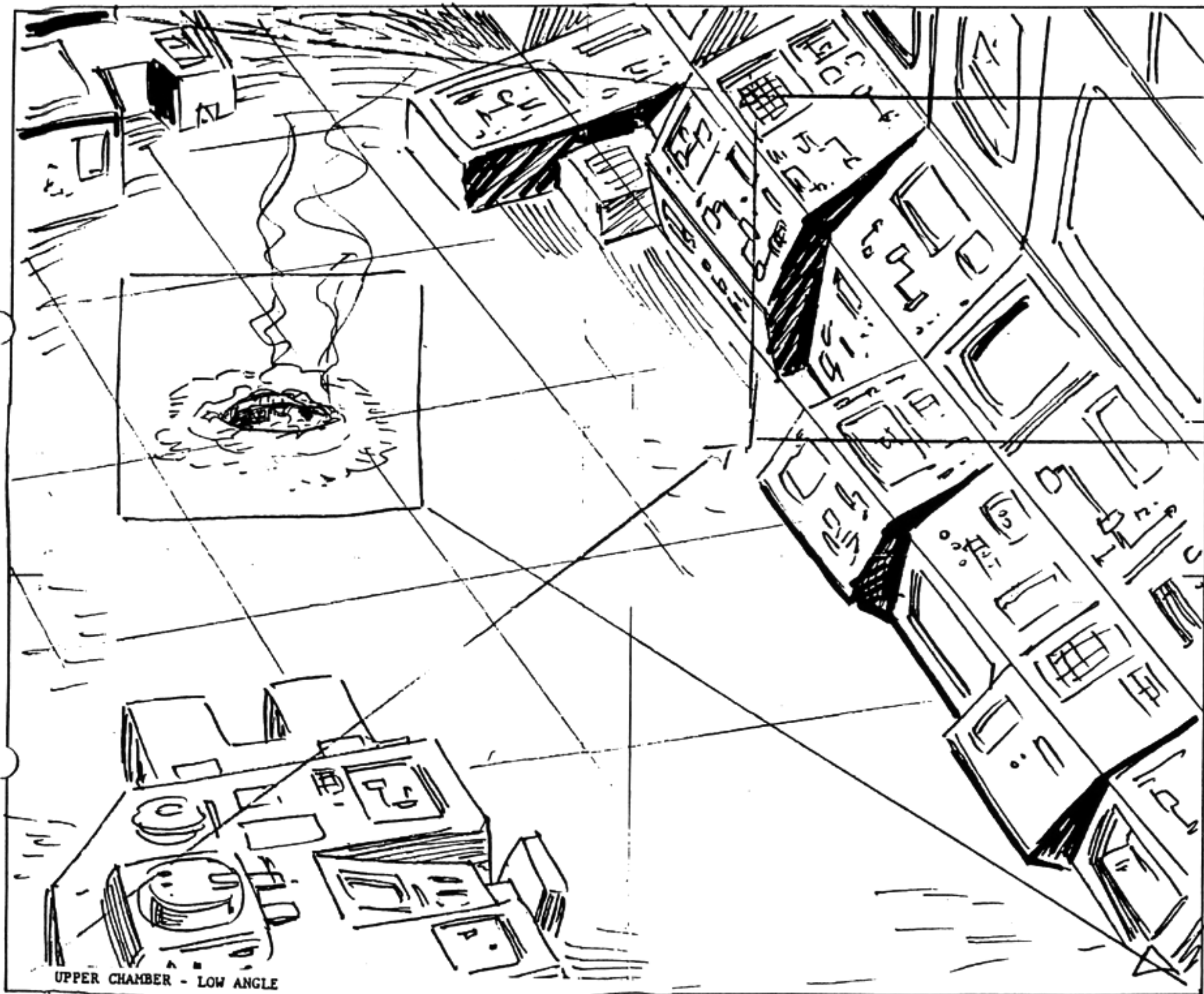


M.S. THE ACID STREAM SHOTS AGAINST THE CEILING, SLOWLY BURNING IT AWAY AMID HISSING SMOKE. TO REVEAL THE UPPER CHAMBER.

303

700-13

103

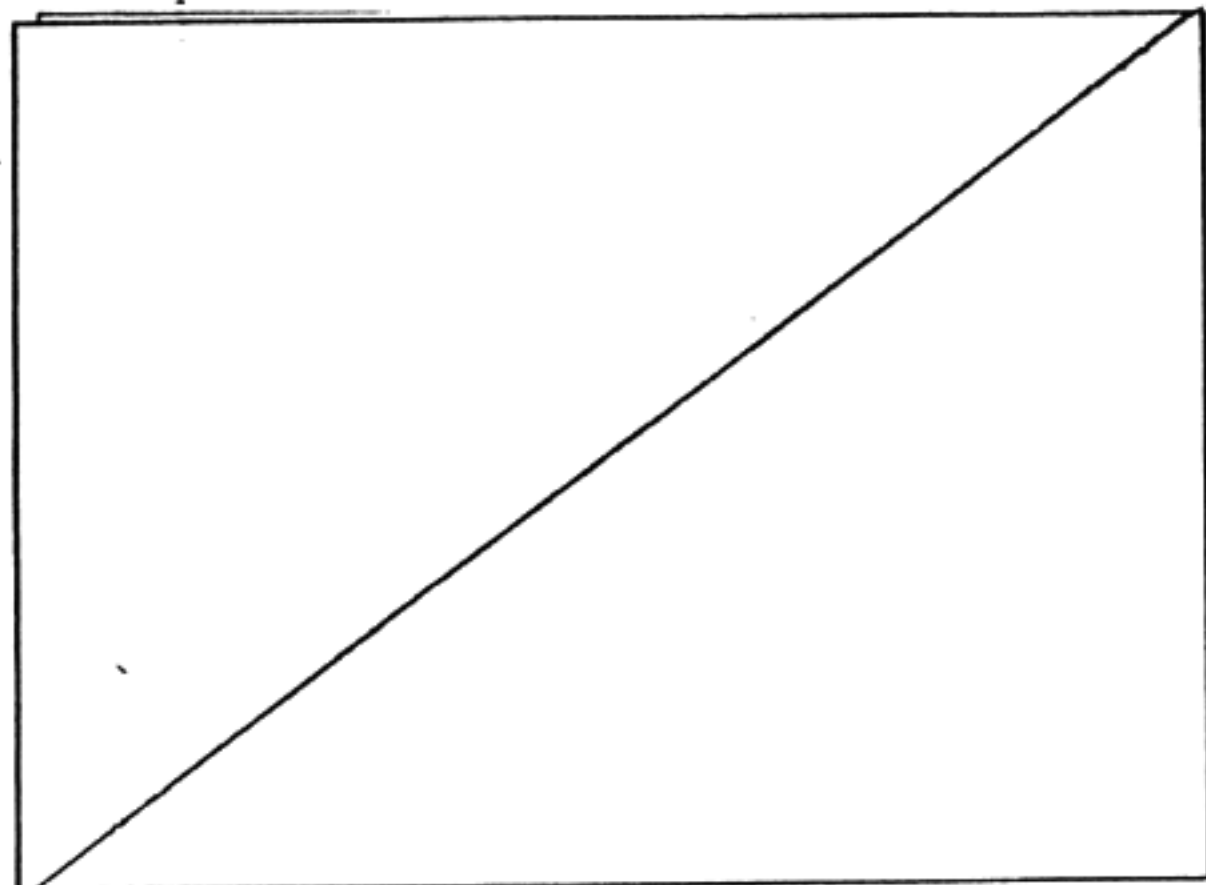


UPPER CHAMBER - LOW ANGLE

E.C.V. As the acid-burning continues, HISSING SMOKE rising. CAMERA PULLS BACK to show a large room containing various pieces of futuristic Autobot equipment and machinery. Through the growing hole, we now see Mixmaster and other Constructicons down below. (Over SHOT we hear, again, the somewhat distant TELETRAAAN I COMPUTER SOUNDS and WARNING SOUND.)

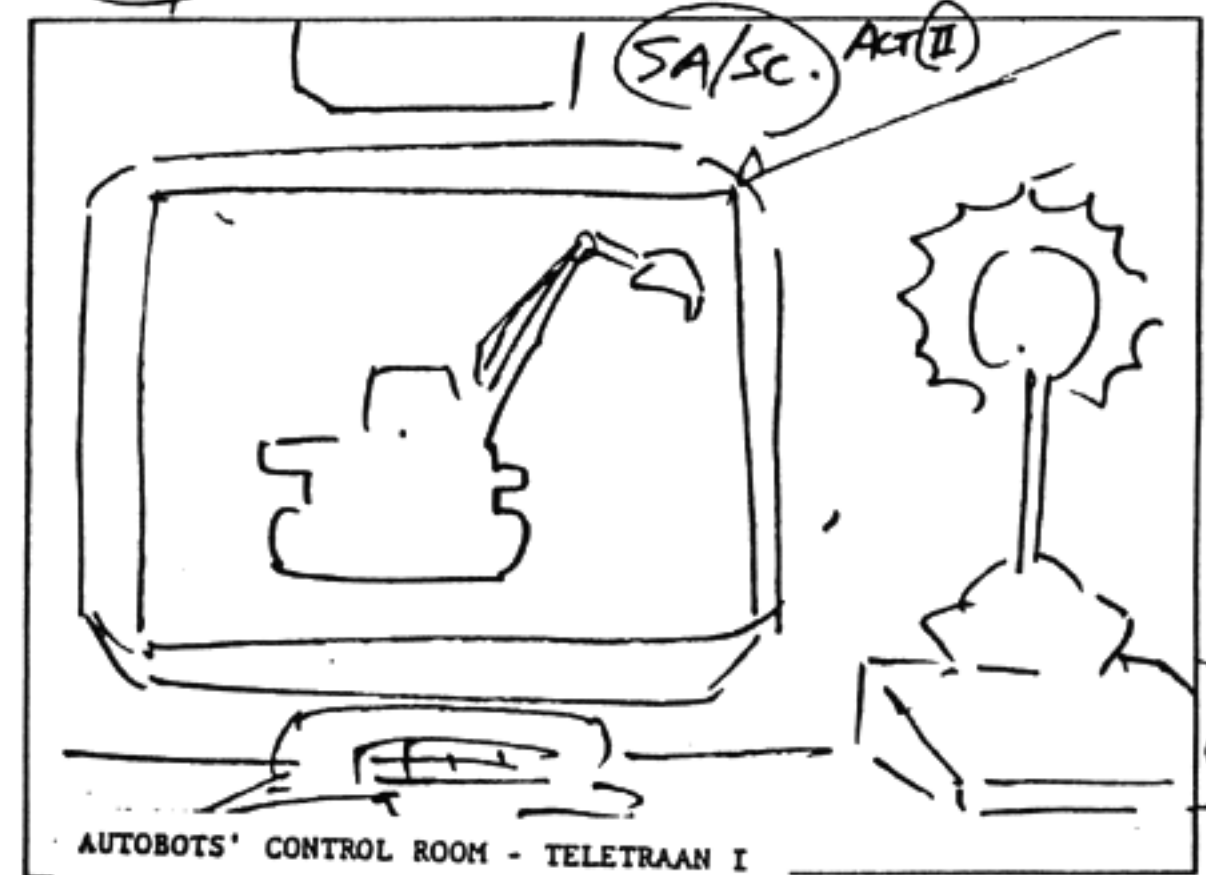
MPL-1.

TRUCK IN ON VIEW SCREEN DURING WARNING SOUNDS.



304

TRUCK-IN

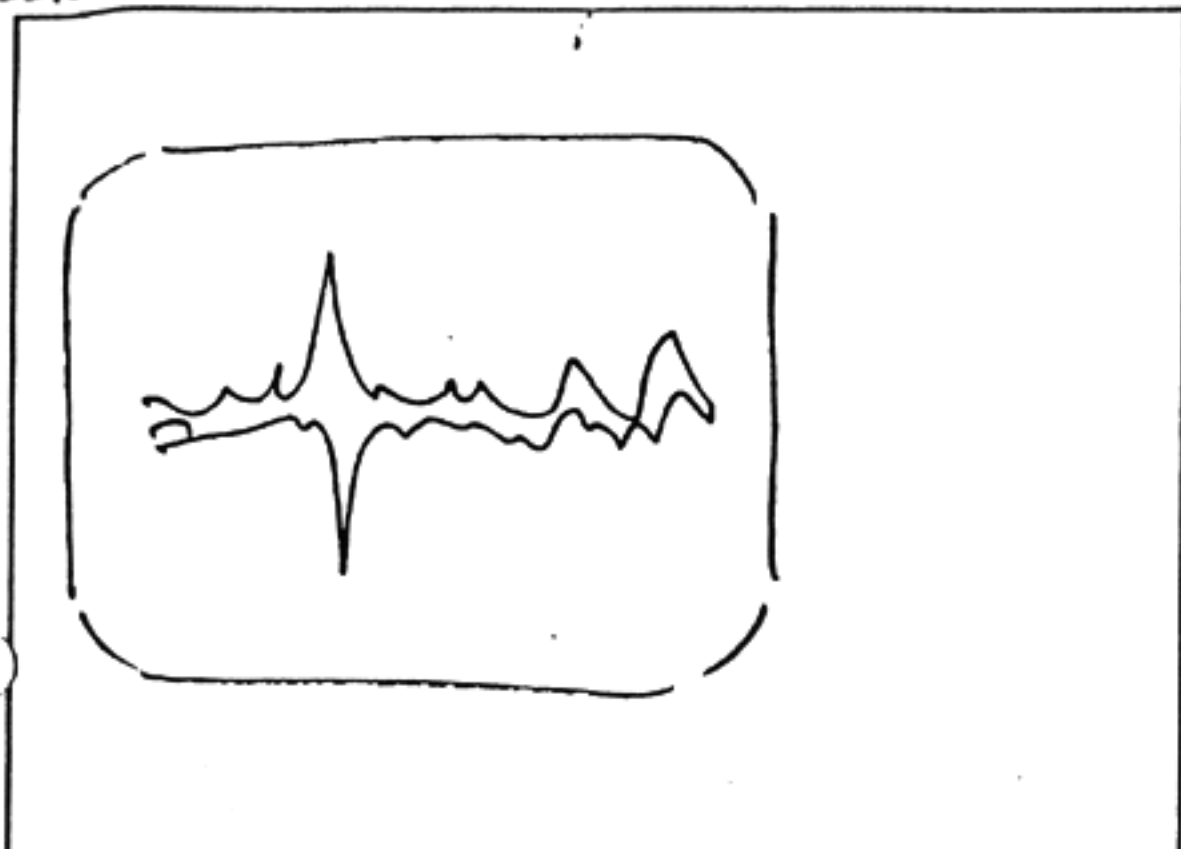


AUTOBOTS' CONTROL ROOM - TELETRAAAN I

(SFX: COMPUTER SOUNDS AND WARNING, louder now.) CAMERA PUSHES IN on Teletraan I, showing that on the monitor screen is a computer-image of the Constructicon machines as viewed through the widening hole in the floor. As the monitor FILLS THE FRAME, its image is

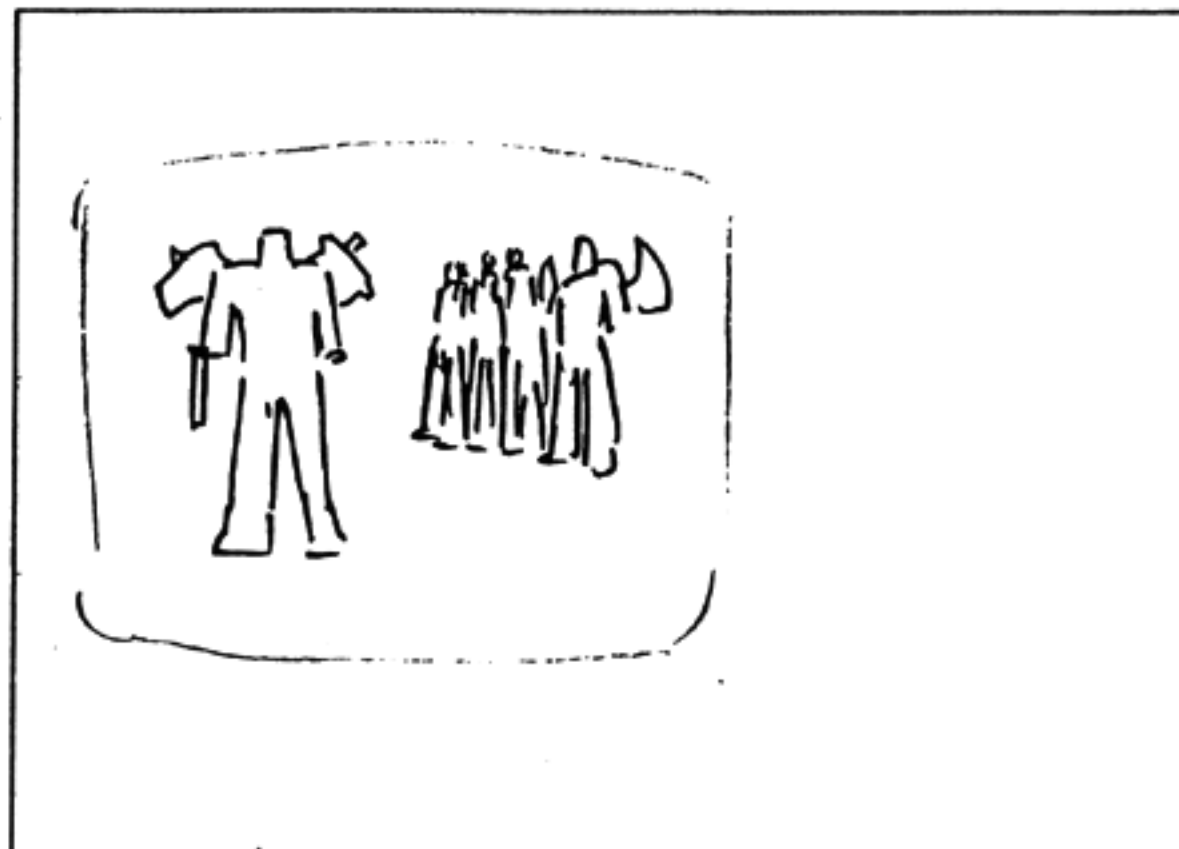
CONT

CONT.

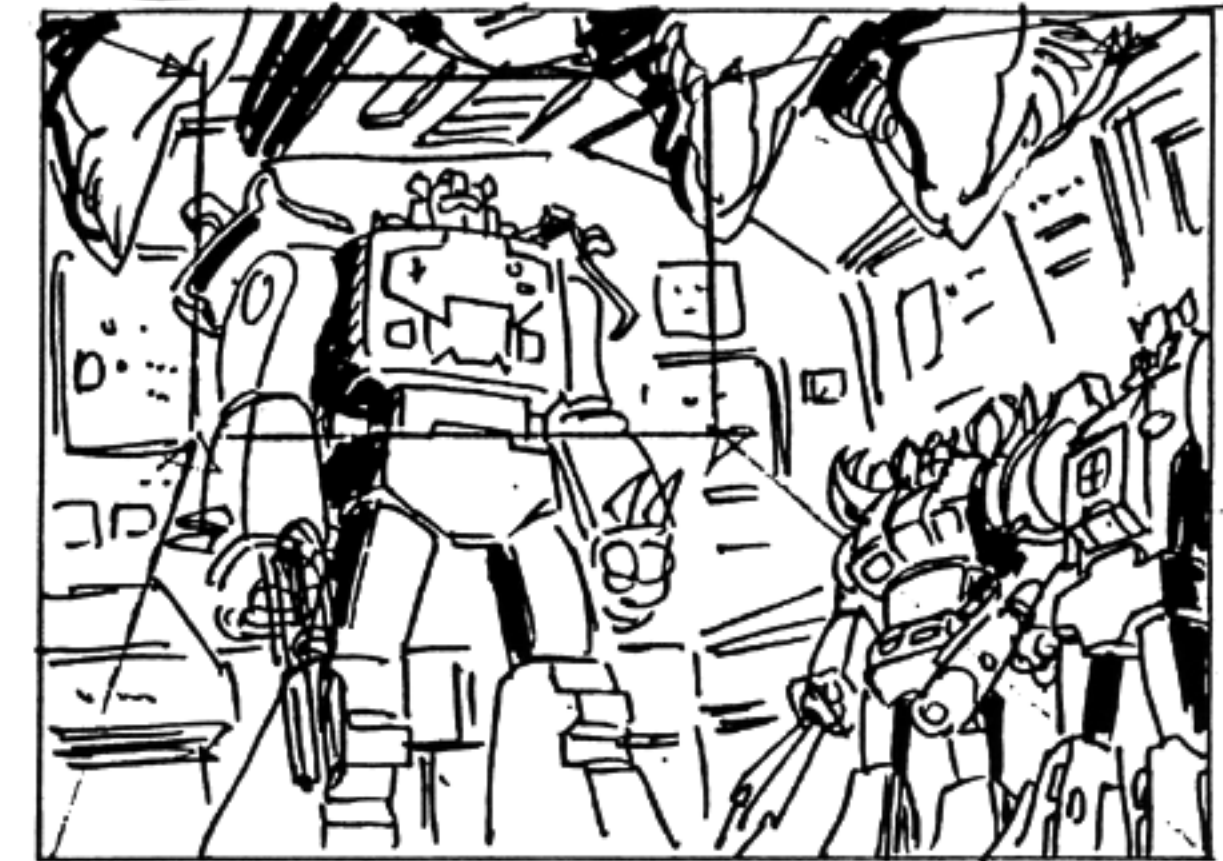


suddenly wiped away by STATIC, and replaced by a computer-image of Grimlock and a few other Dinobots, standing with him, silent and motionless like waiting sentries. (Dinobots are in humanoid mode.)

CONT



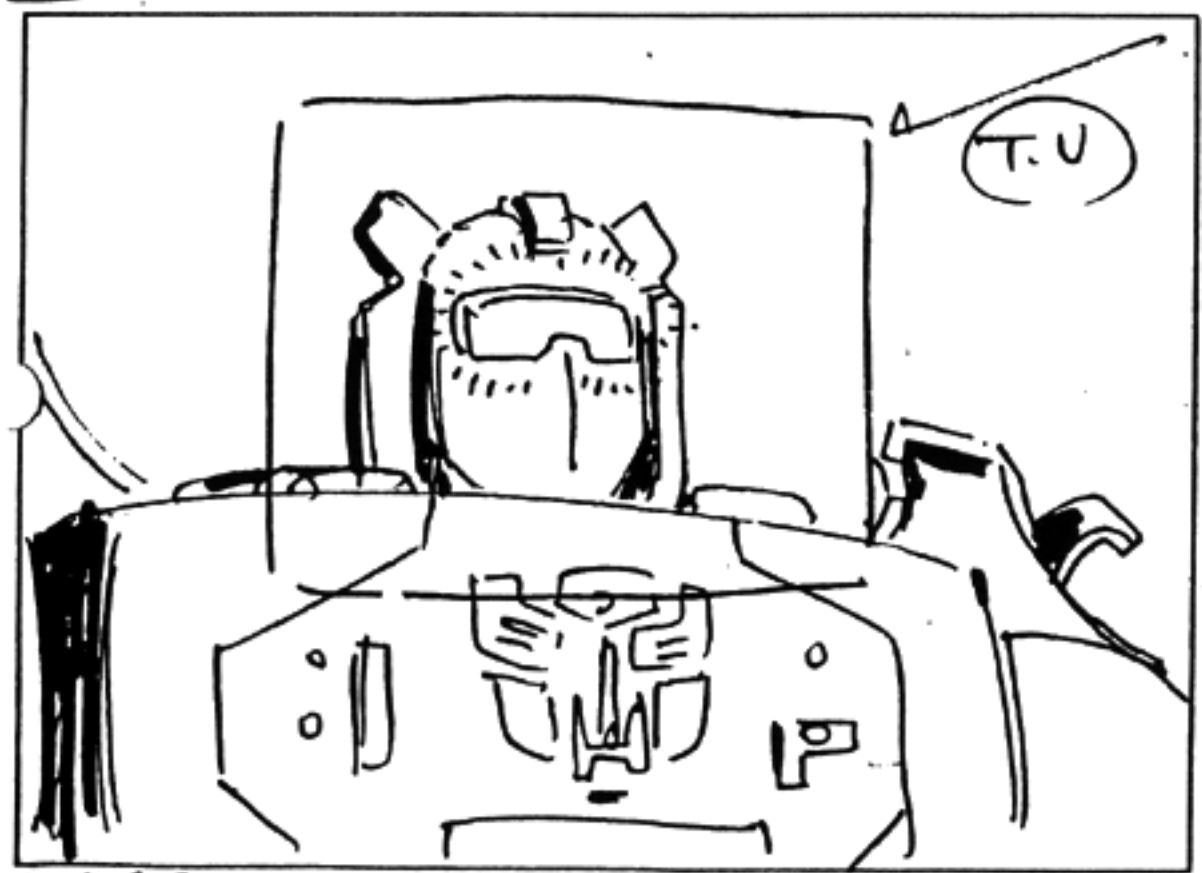
305



LARGE CHAMBER IN AUTOBOT HQ - ON GRIMLOCK

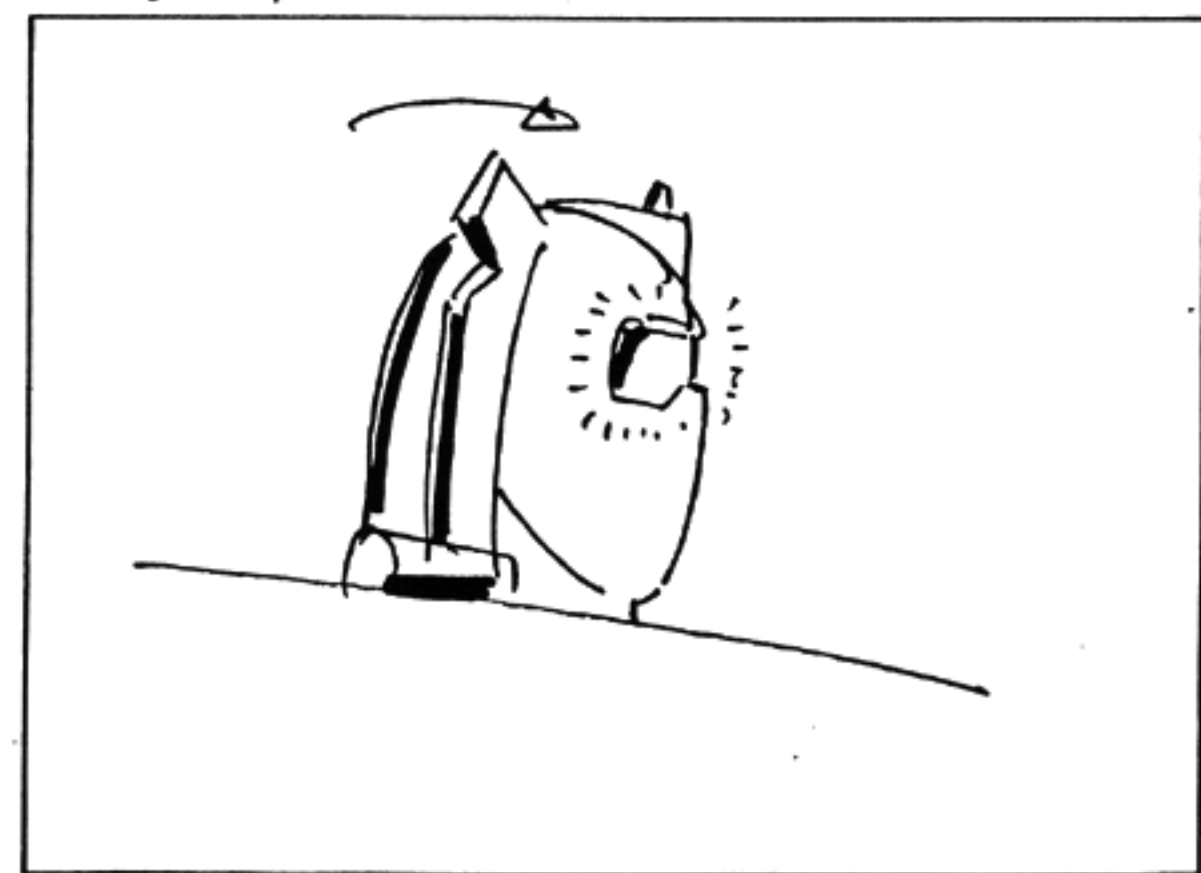
(He stands in the same position as in the previous computer-image SHOT.) From o.s. come the muted WARNING SOUNDS of Teletraan I. CAMERA PUSHES IN TIGHT on his eyes

306

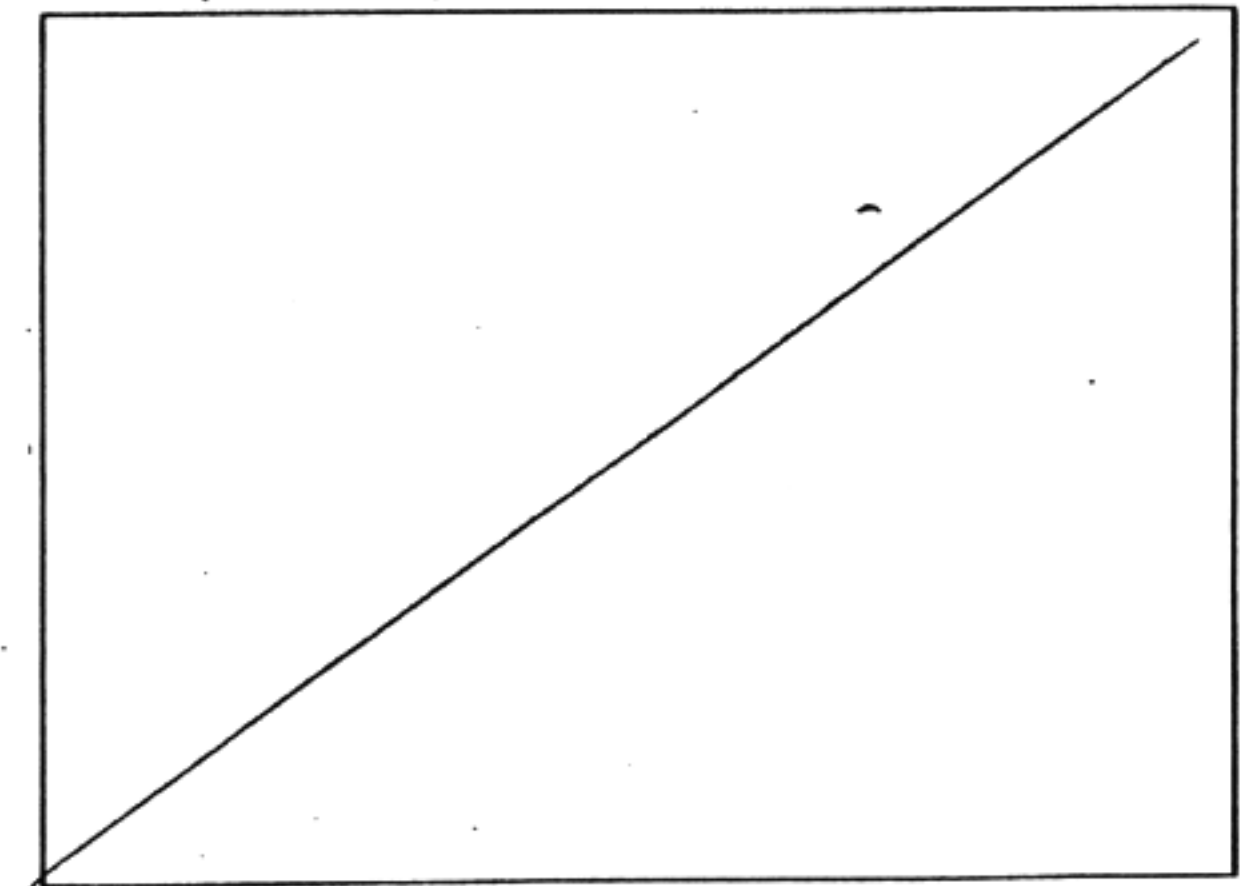


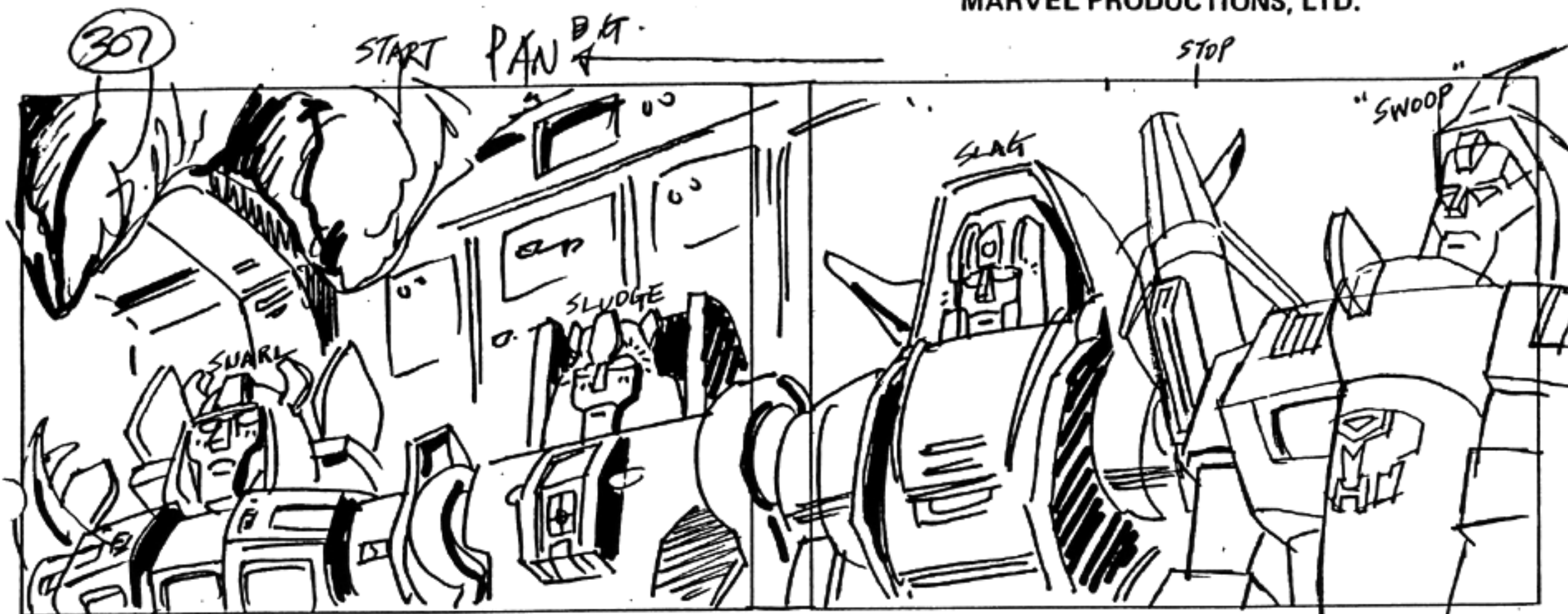
C.N. GRIMLOCK CONTINUE TRUCK IN TO EYES. AS THEY SUDDENLY GLOW AS IF IN RESPONSE TO A WARNING.

CONT.

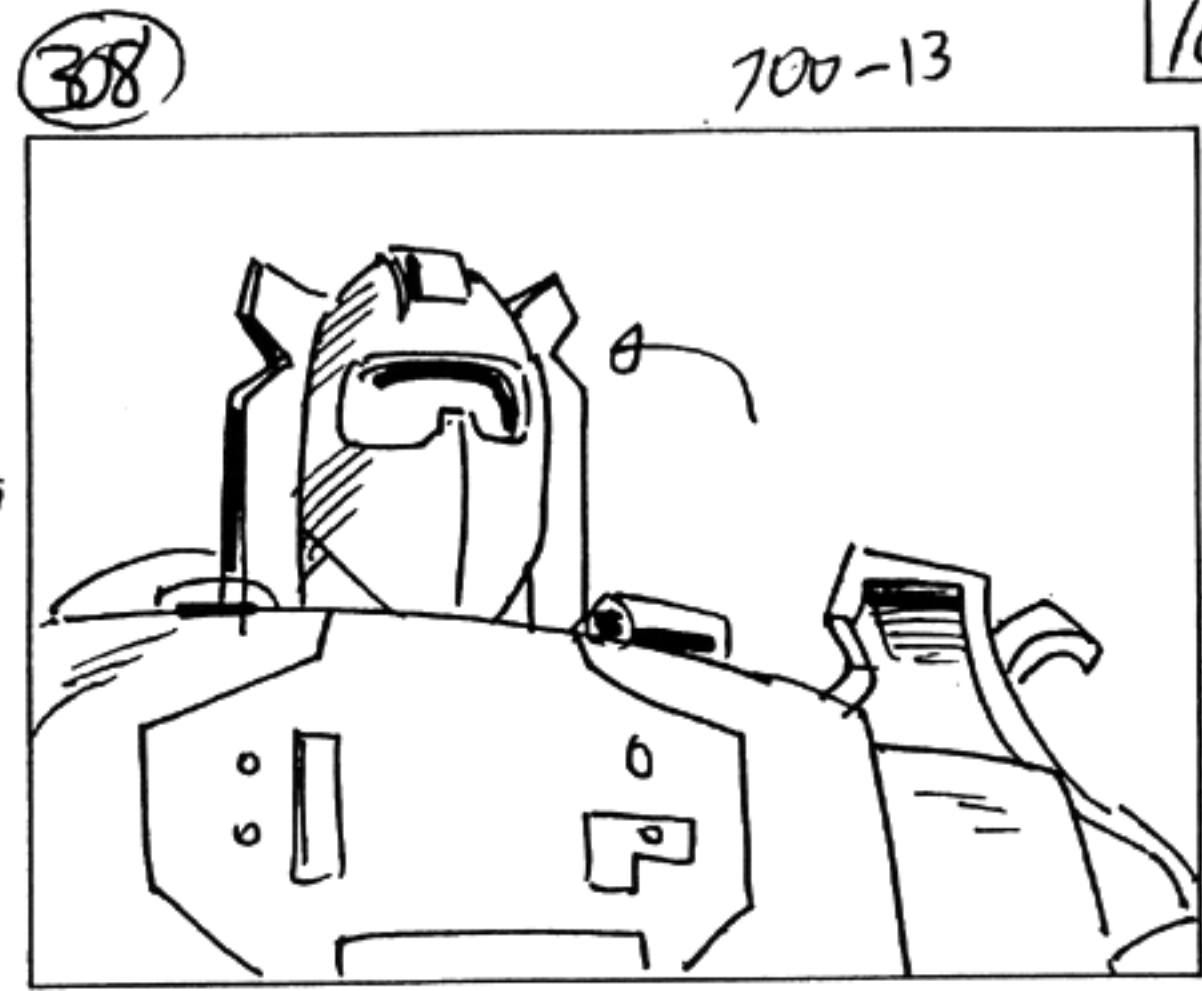


TURN TO O.S. DINOBOOTS

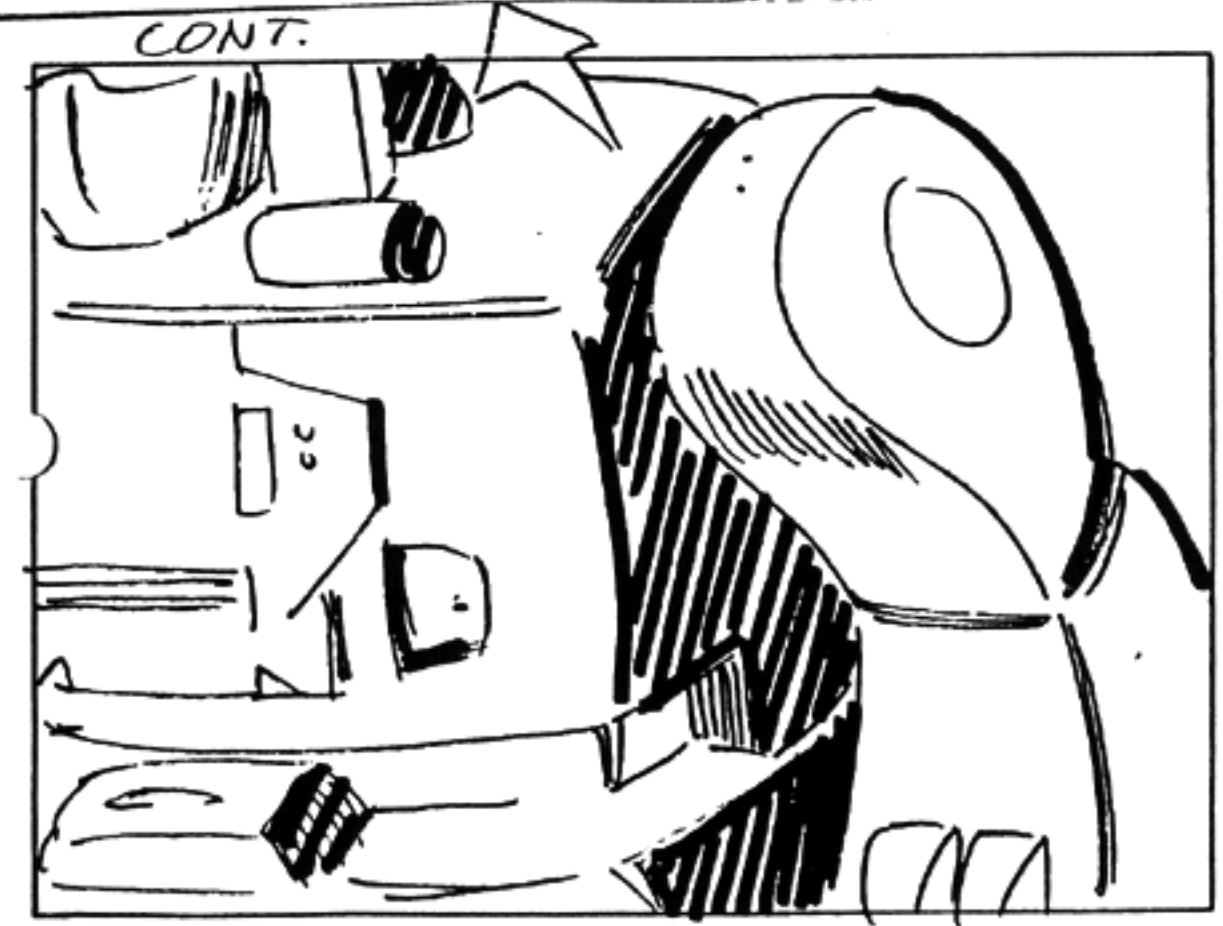




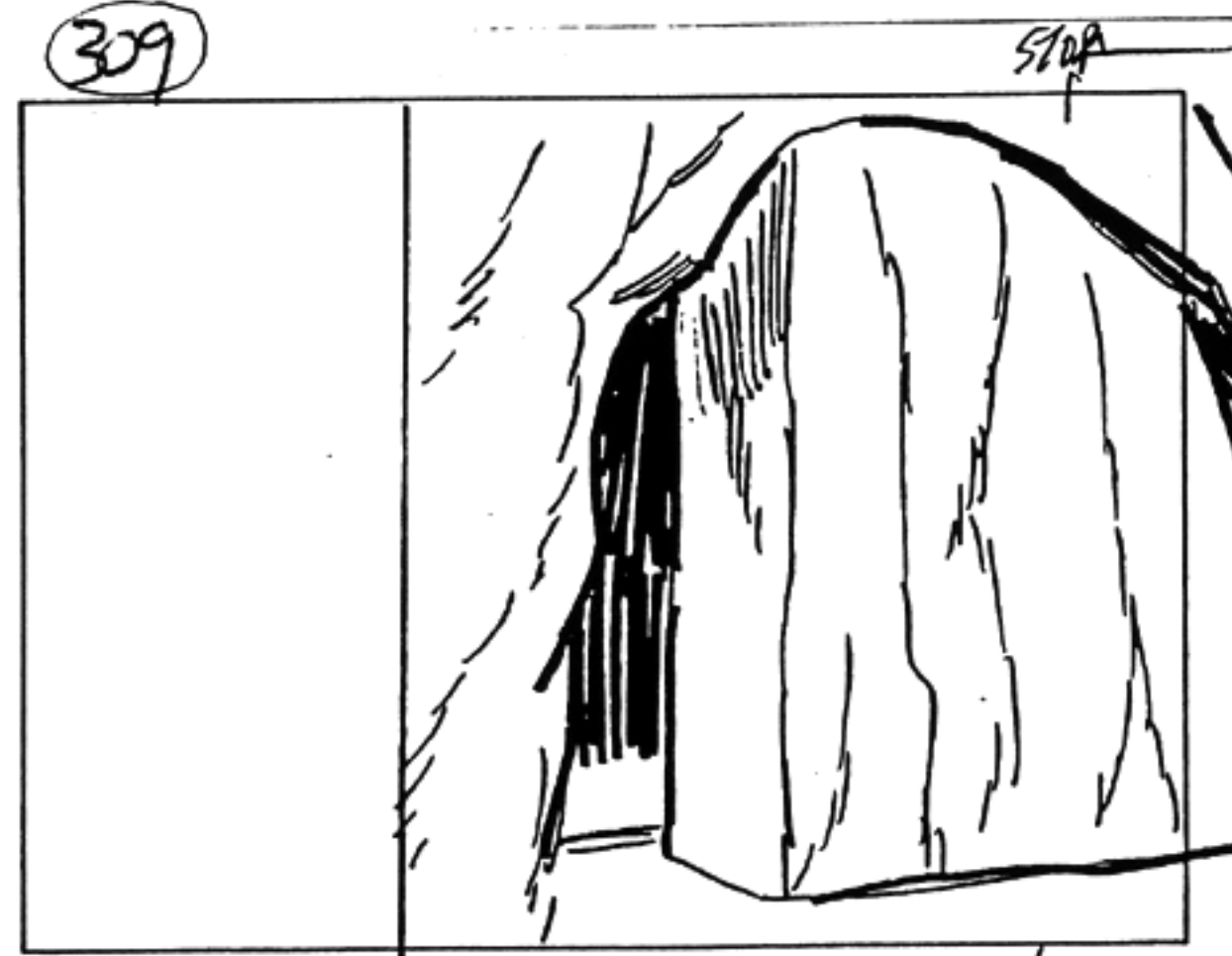
M.C.U. (SFX: TELETRAN WARNING) PAN ALONG ROW OF DINO-BOTS AS THEIR EYES GLOW IN RESPONSE WARNING ALARM.



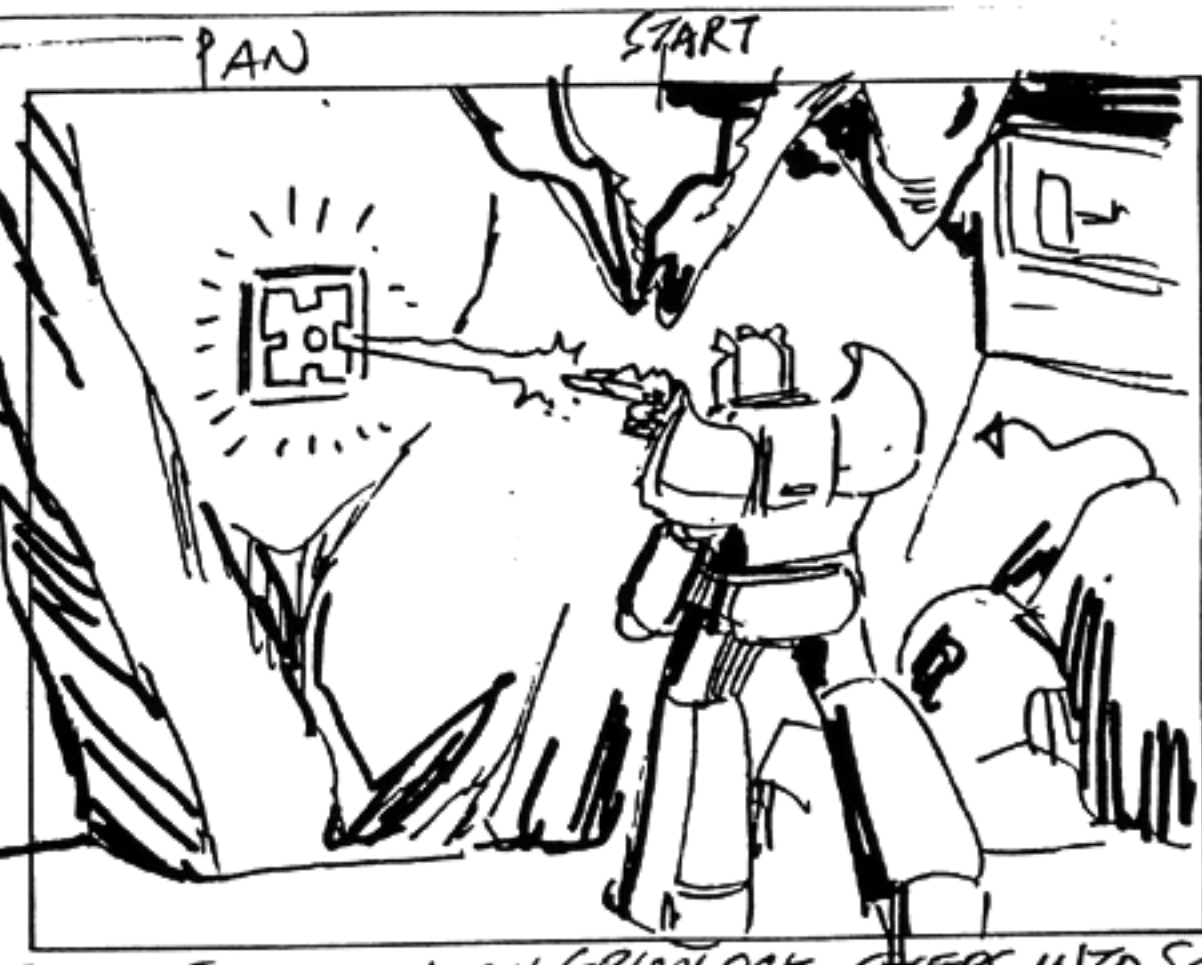
M.C.U. GRIMLOCK: TELETRAN I CALLS. DINO-BOTS, RESPOND!



GRIMLOCK TURNS TOWARD O.S. WALL



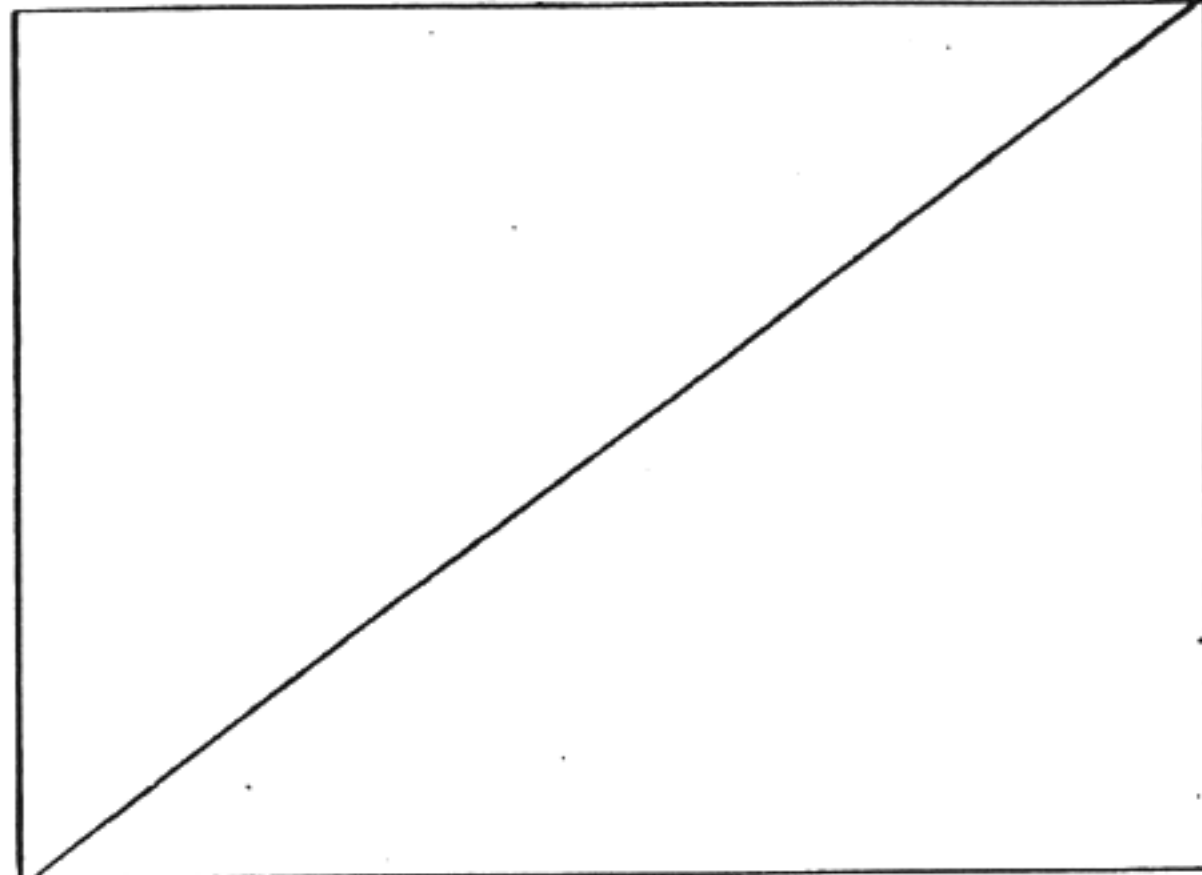
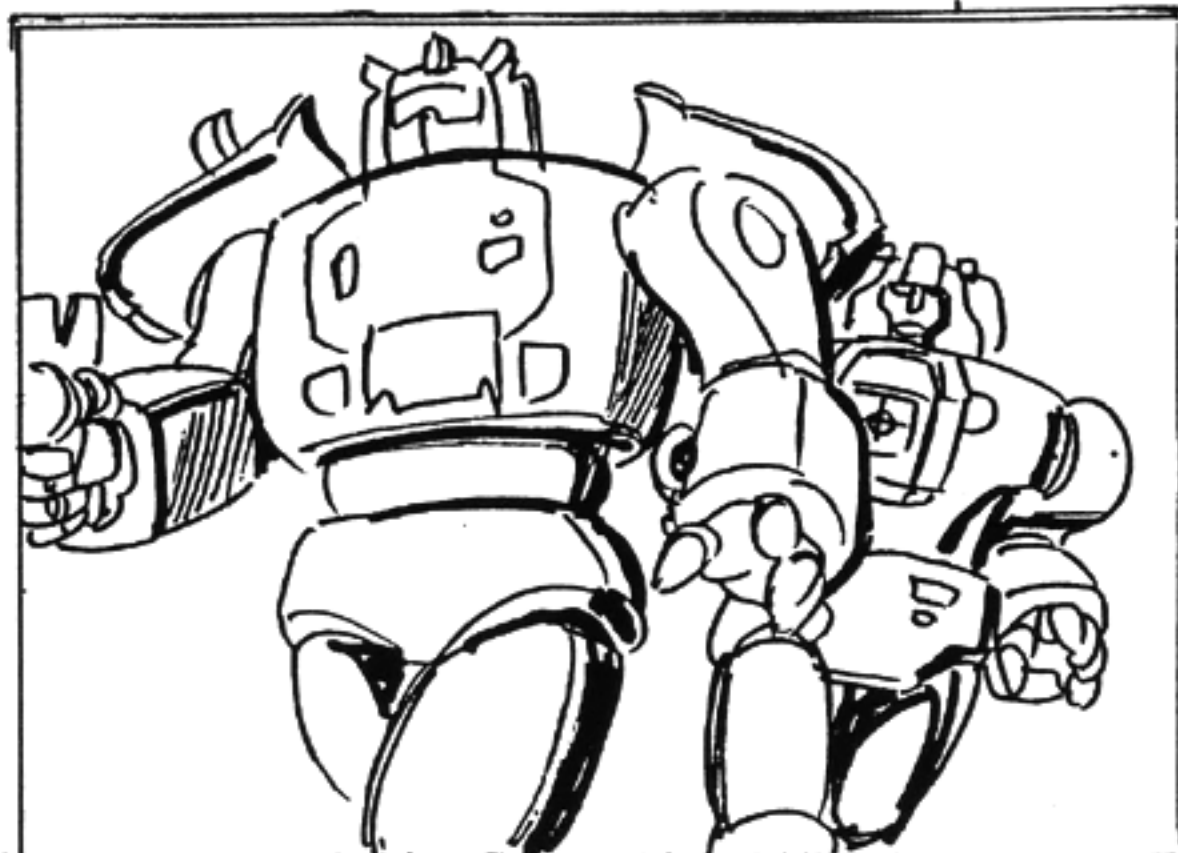
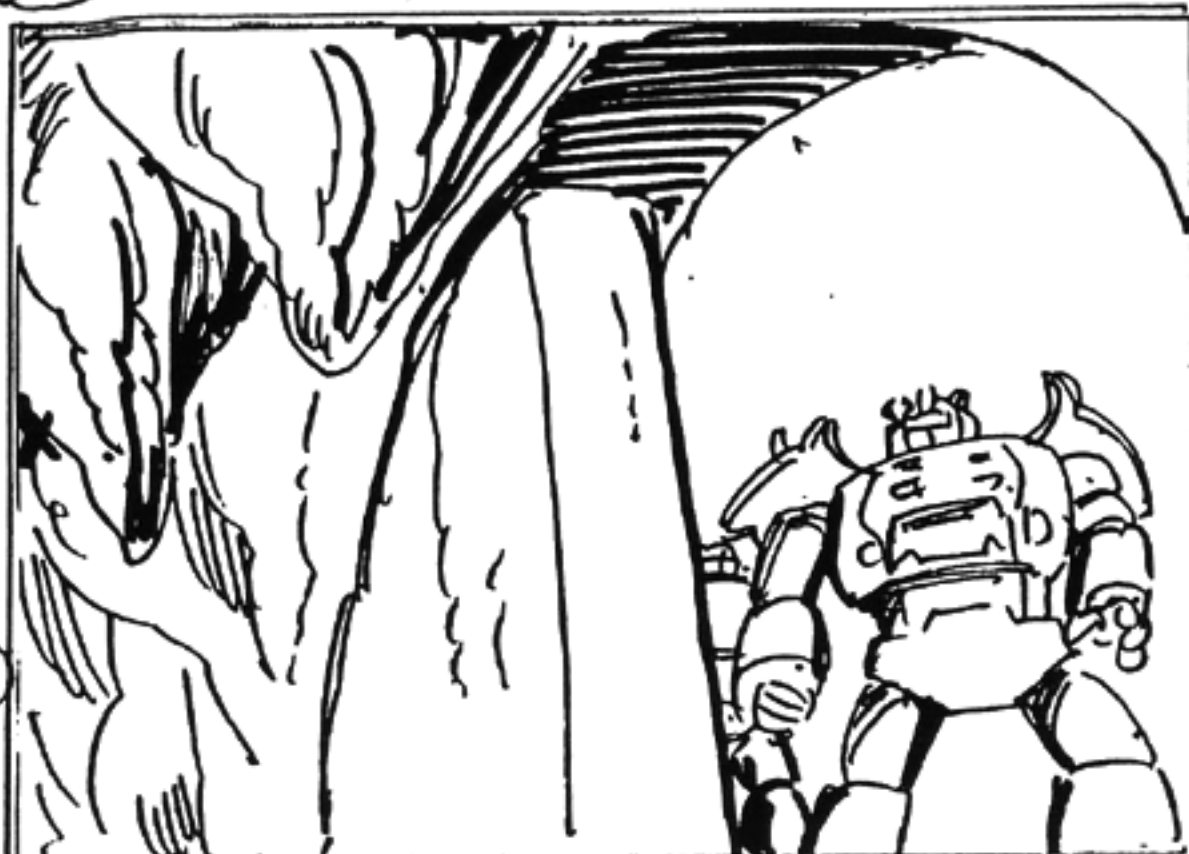
(2) SFX: LOUD GRATING/CREAKING NOISE.



(1) M.S. BACK VIEW GRIMLOCK STEPS INTO SCENE FIRING HIS WEAPON AT AN ALIEN LOOKING PHOTO-ELECTRIC CELL. THE CELL GLOWS AND CRACKLES. PAN TO SHOW A HUGE STONE DOOR STARTS TO OPEN.

310

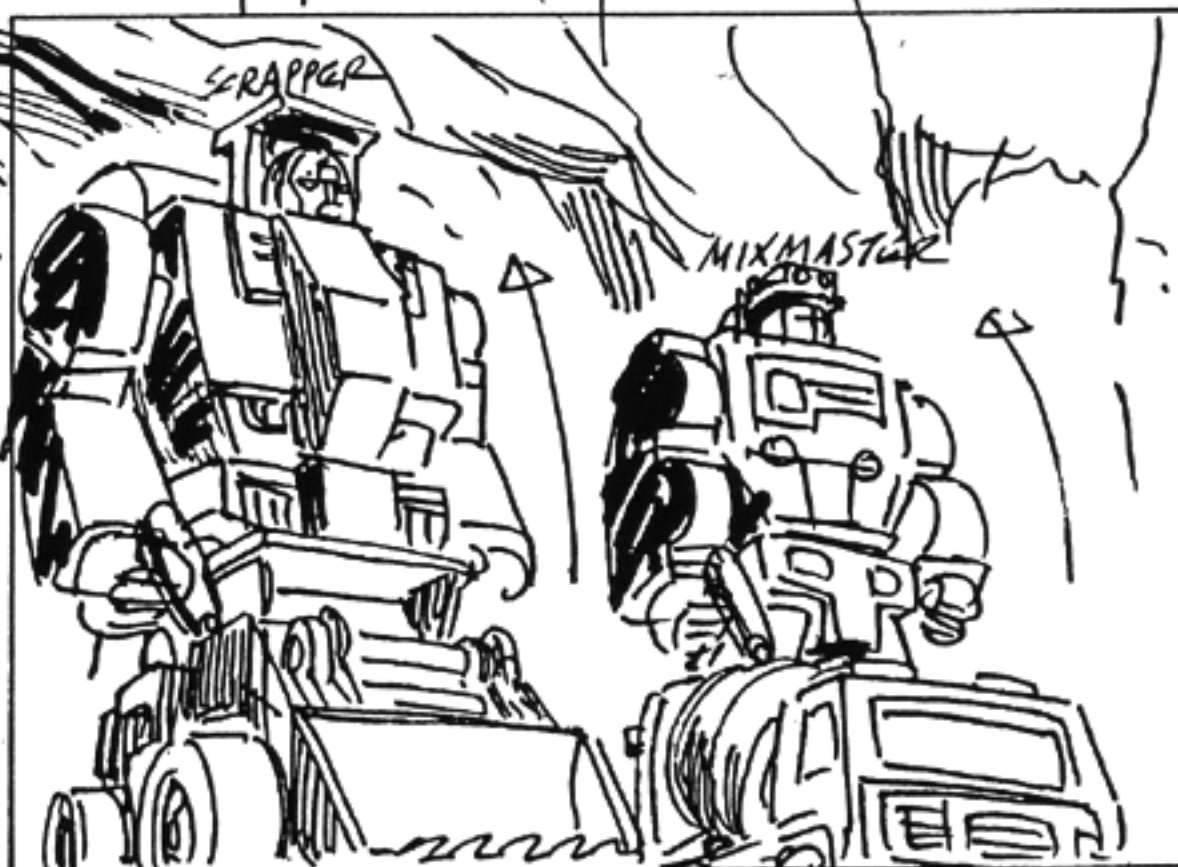
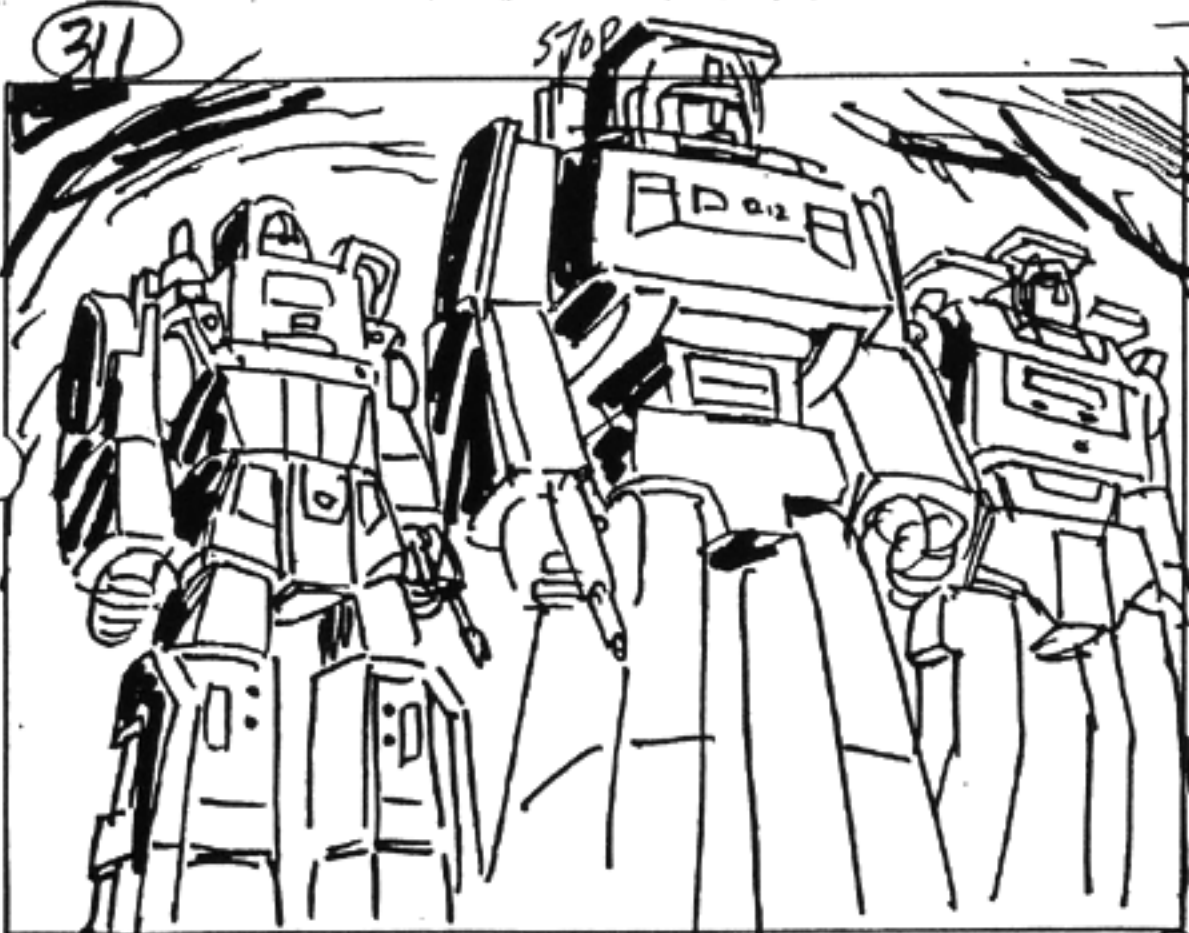
CONT.



M. REVERSE SHOT. DOOR FINISHES OPENING GRIMLOCK LEADS OTHER DINOBOOTS, ALL HOLDING THEIR WEAPONS, OUT OF THE CHAMBER. (SFX: COMPUTER WARNING LOUDER.)

311

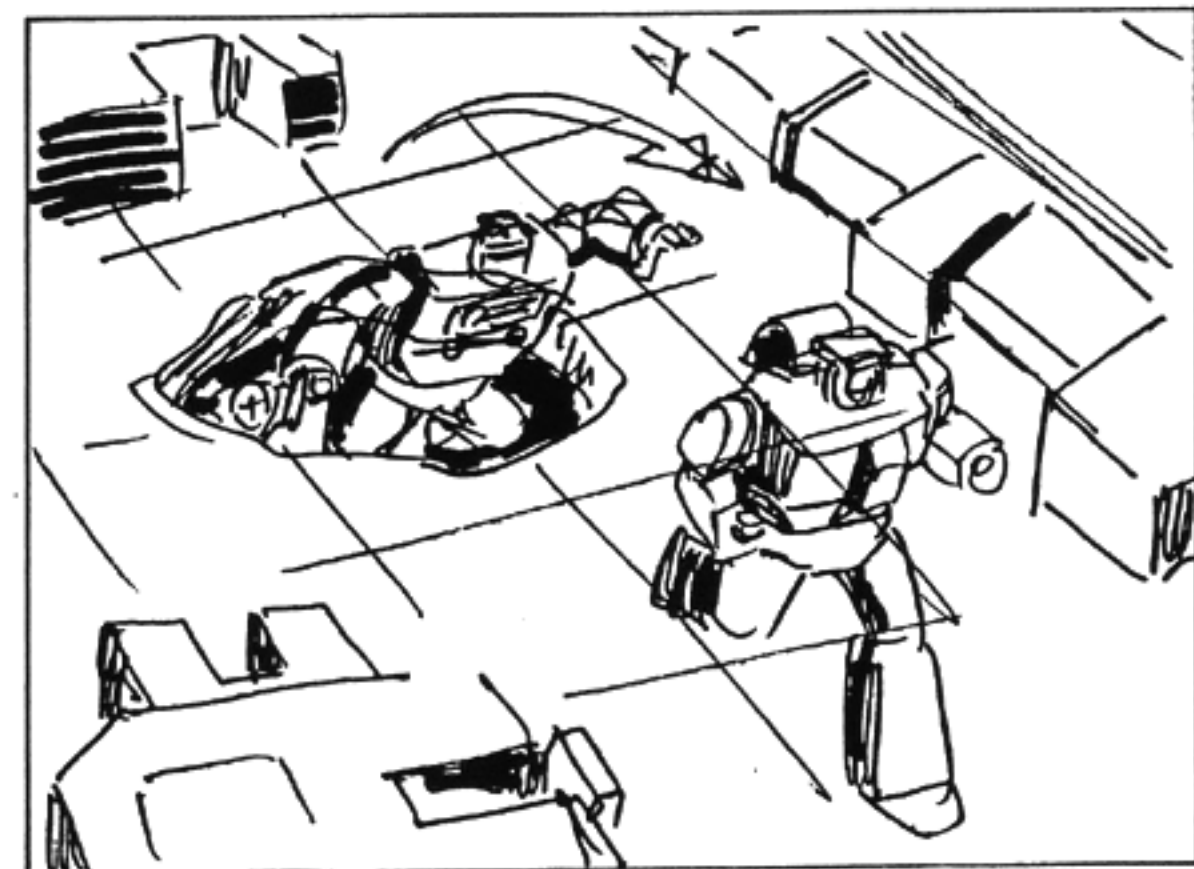
→ PAN Bg START



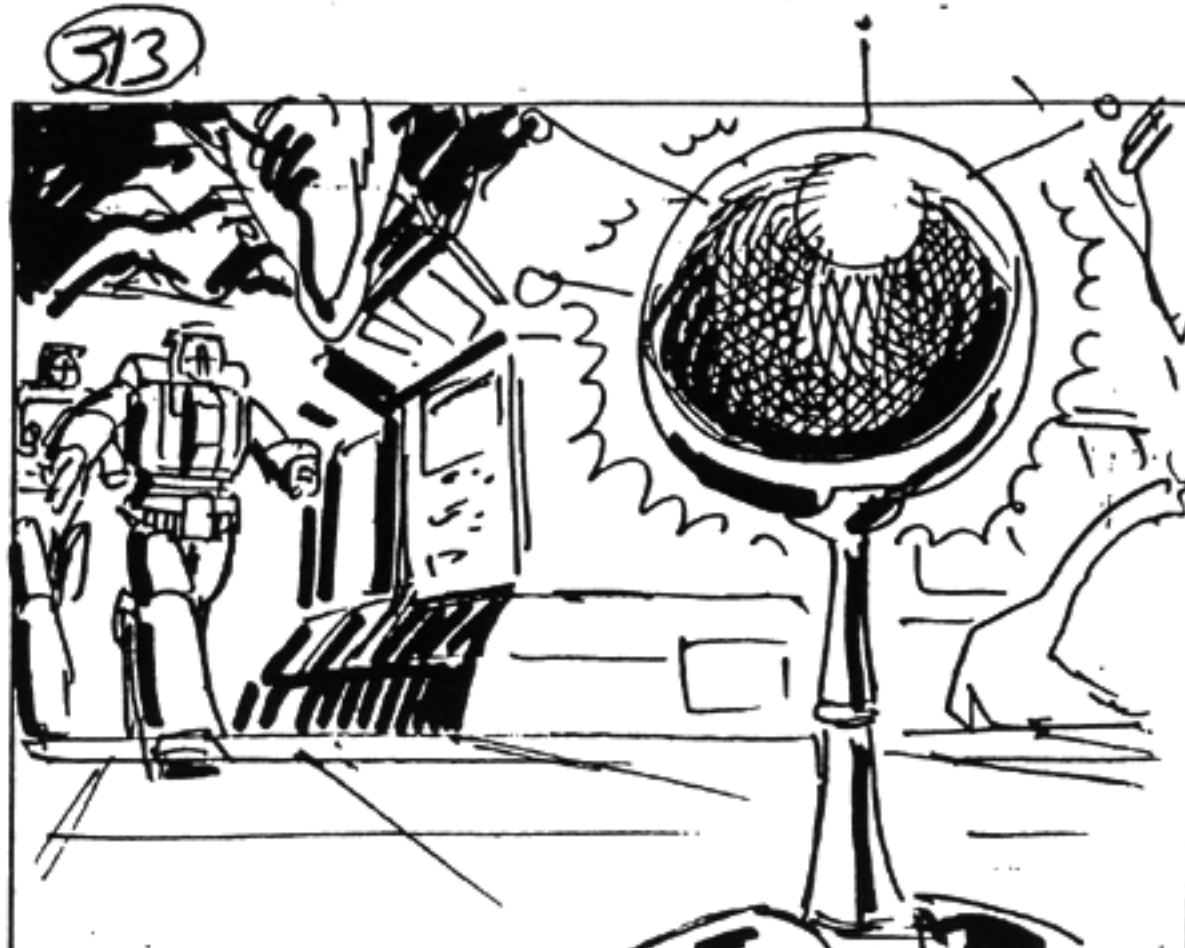
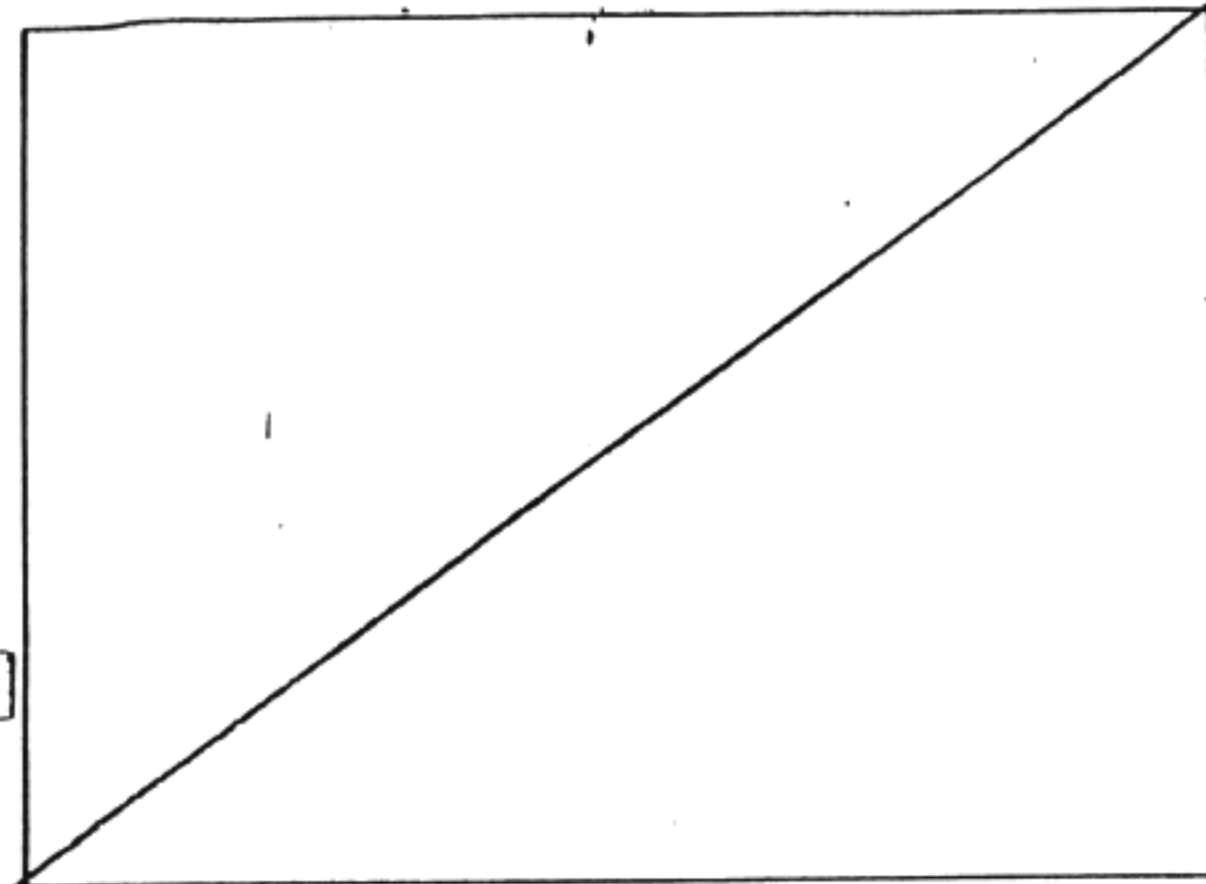
(SFX: DISTANT COMPUTER WARNING) (2)

M. SHOT CONSTRUCTICONS MIXMASTER AND SCRAPPER TRANSFORM TO ROBOT MODE, PAN ALONG LINE AS OTHERS TRANSFORM. (1)

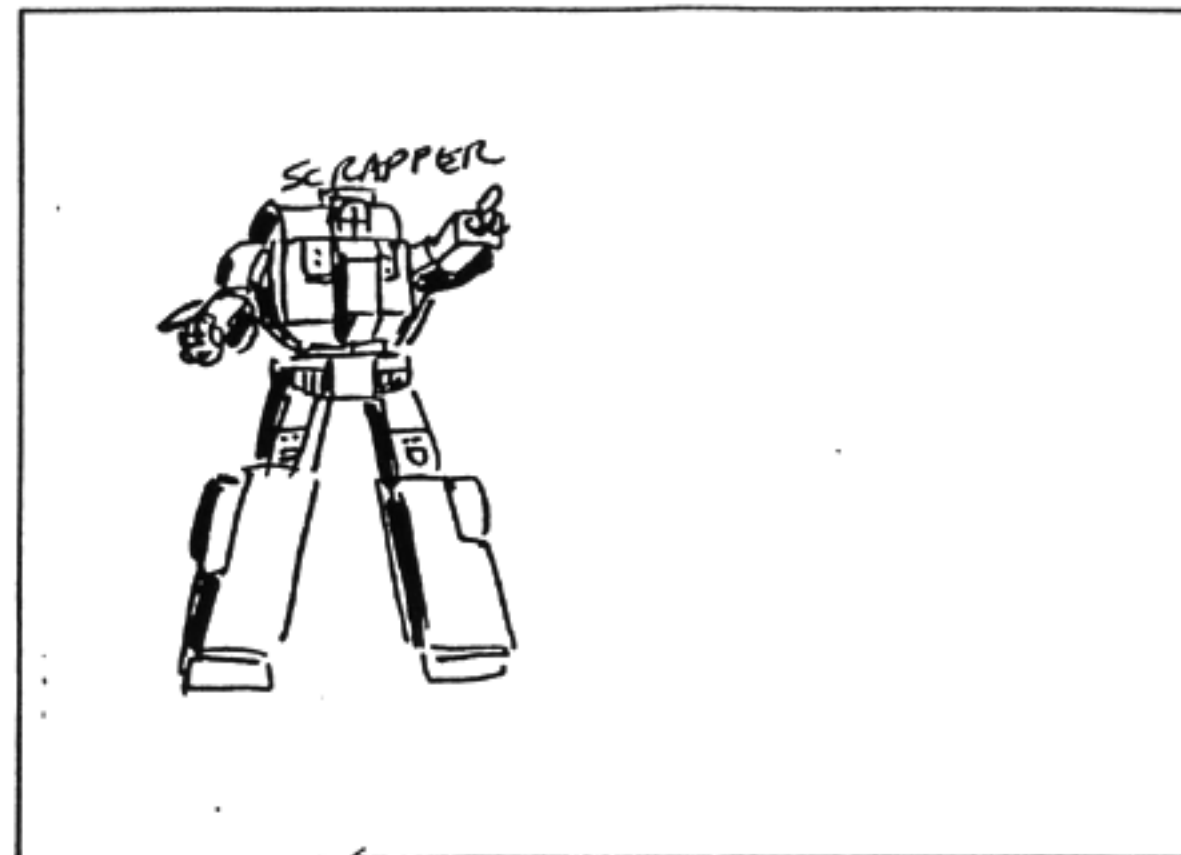
312



M.L. SHOT STILL SMOKING HOLE IN FLOOR. SCRAPPER FLIES UP THROUGH HOLE FOLLOWED BY OTHER HUMANOID CONSTRUCTICONS, WEAPONS HELD READY.

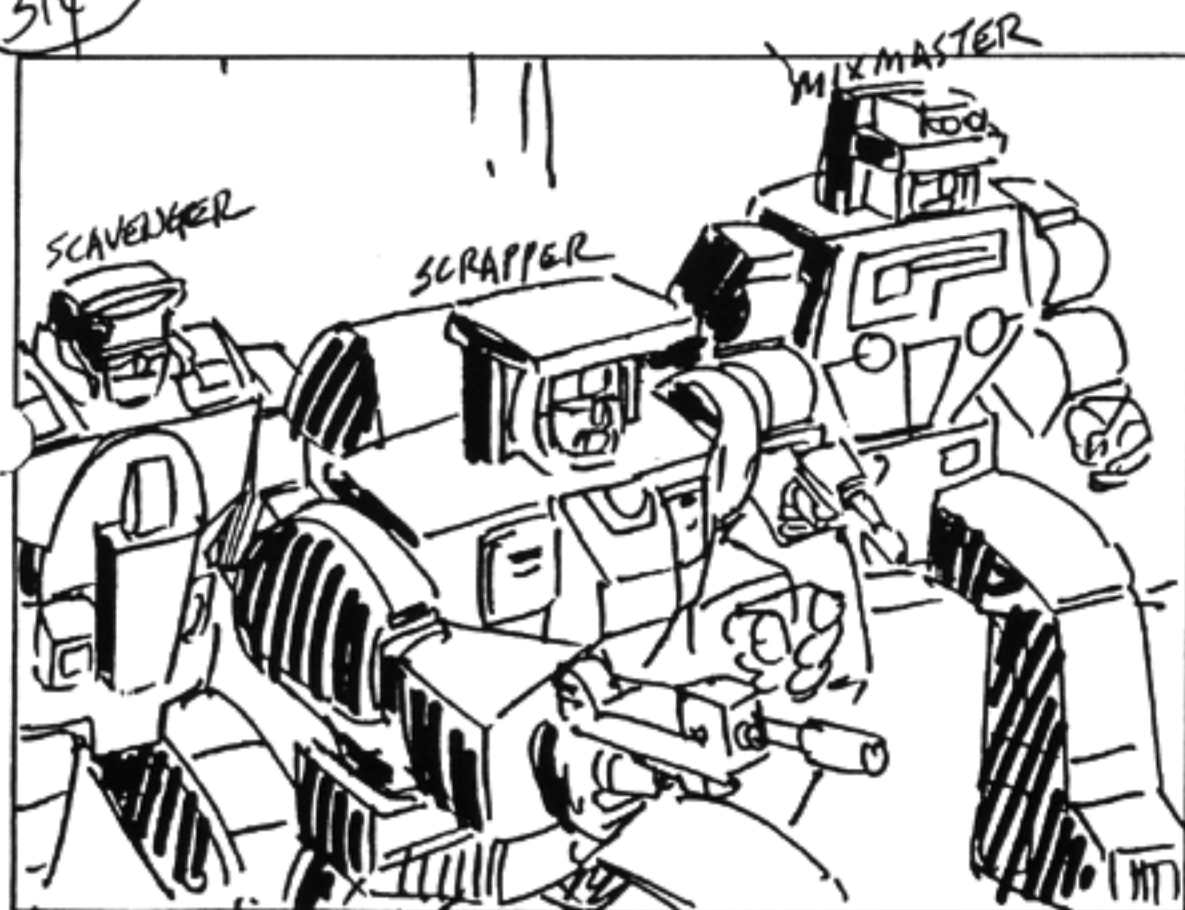


313
M.C.V. TELETRAN I FLASHING ITS WARNING SIGNAL.
SCRAPPER & OTHER CONSTRUCTICONS STEP INTO VIEW
AROUND CORNER.



SCRAPPER: (STOPS & POINTS.) THERE'S TELETRAN I!

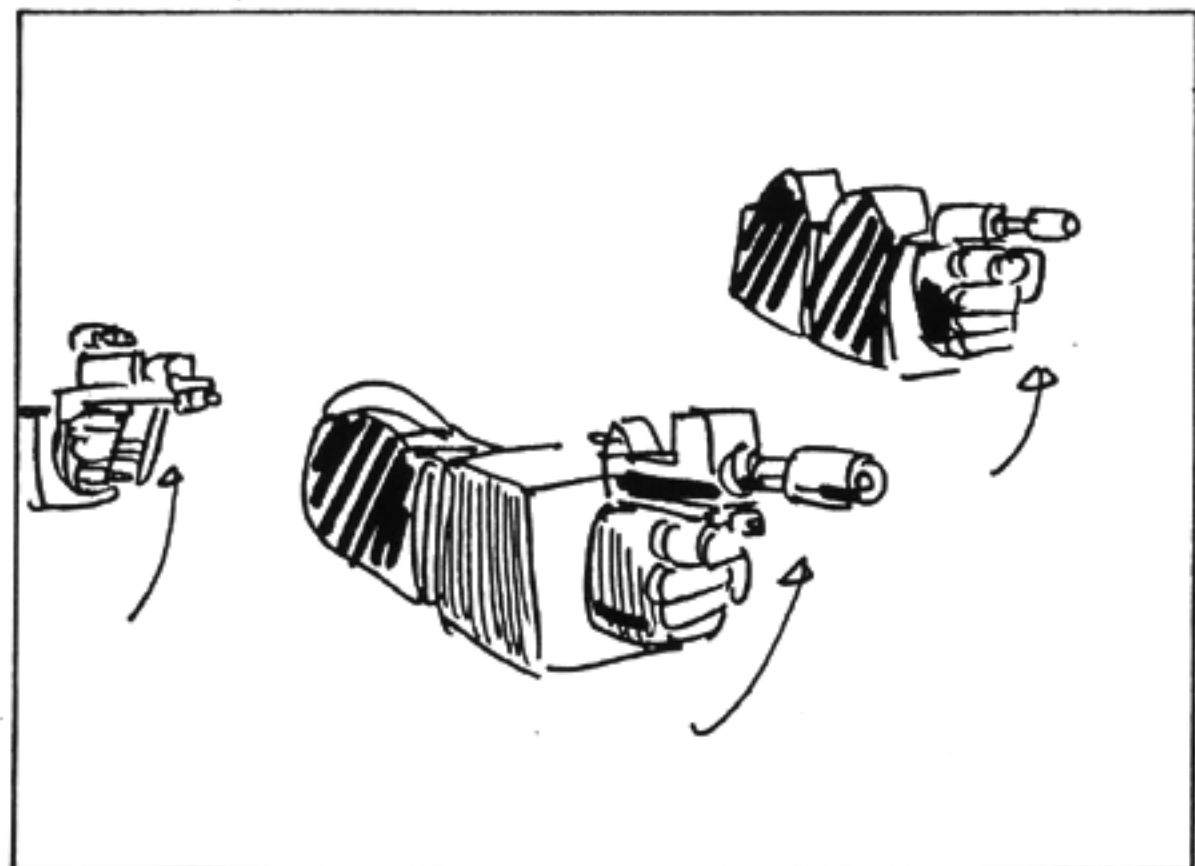
314



M.C. 3 SHOT. SCRAPPER: DESTROY IT FOR
MEGATRON!

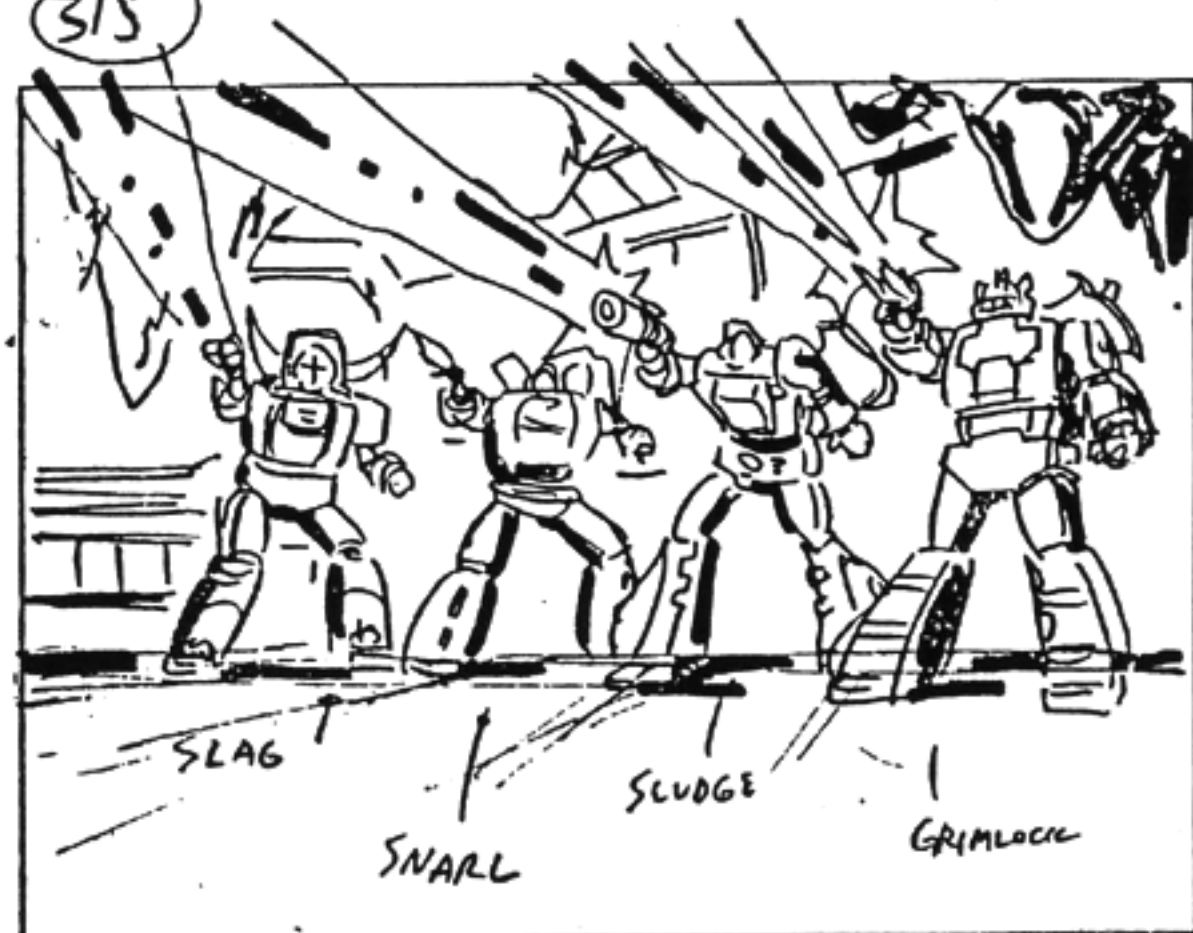
GRIMLOCK (V.O.): NO DESTROY TELETRAN I!

CONT.

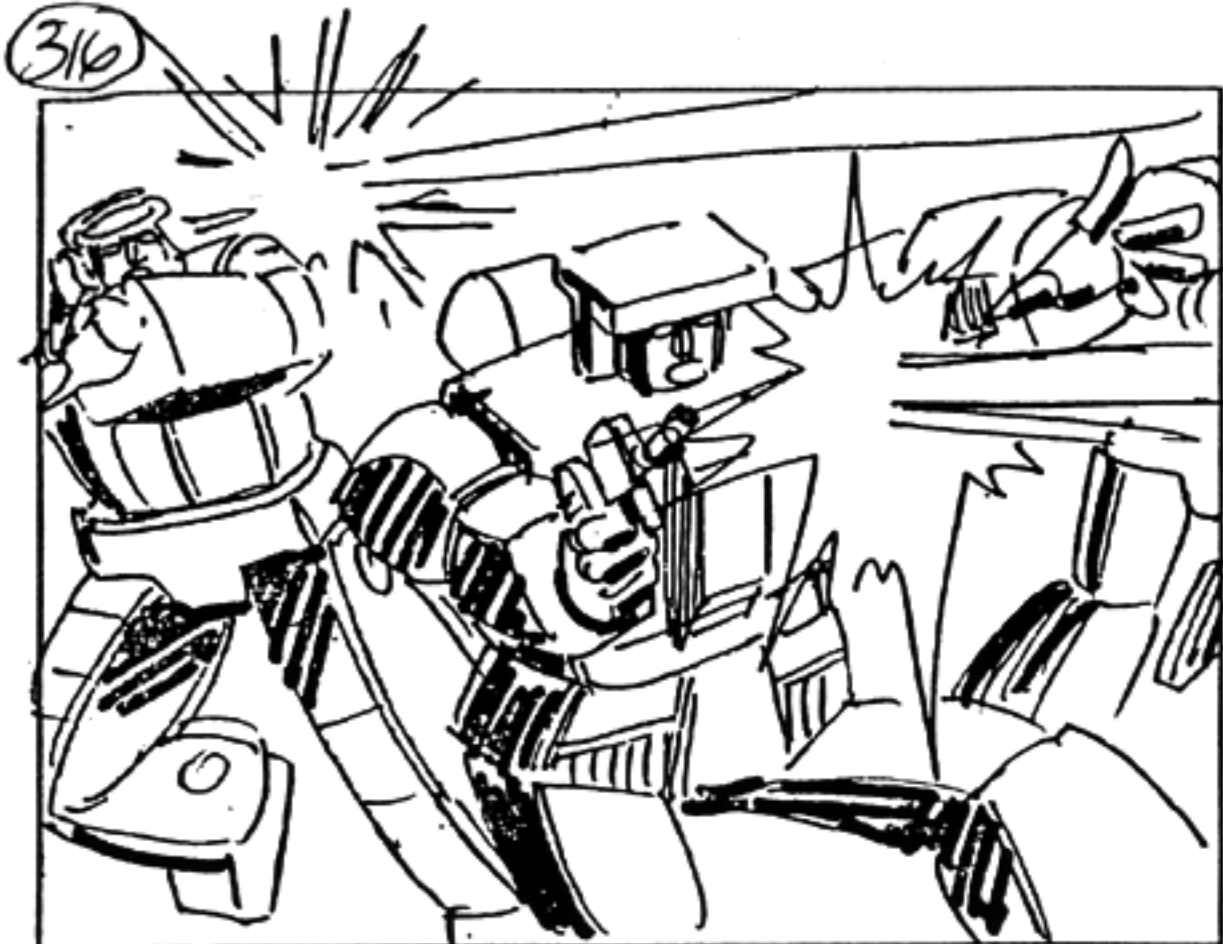


THEY RAISE THEIR GUNS

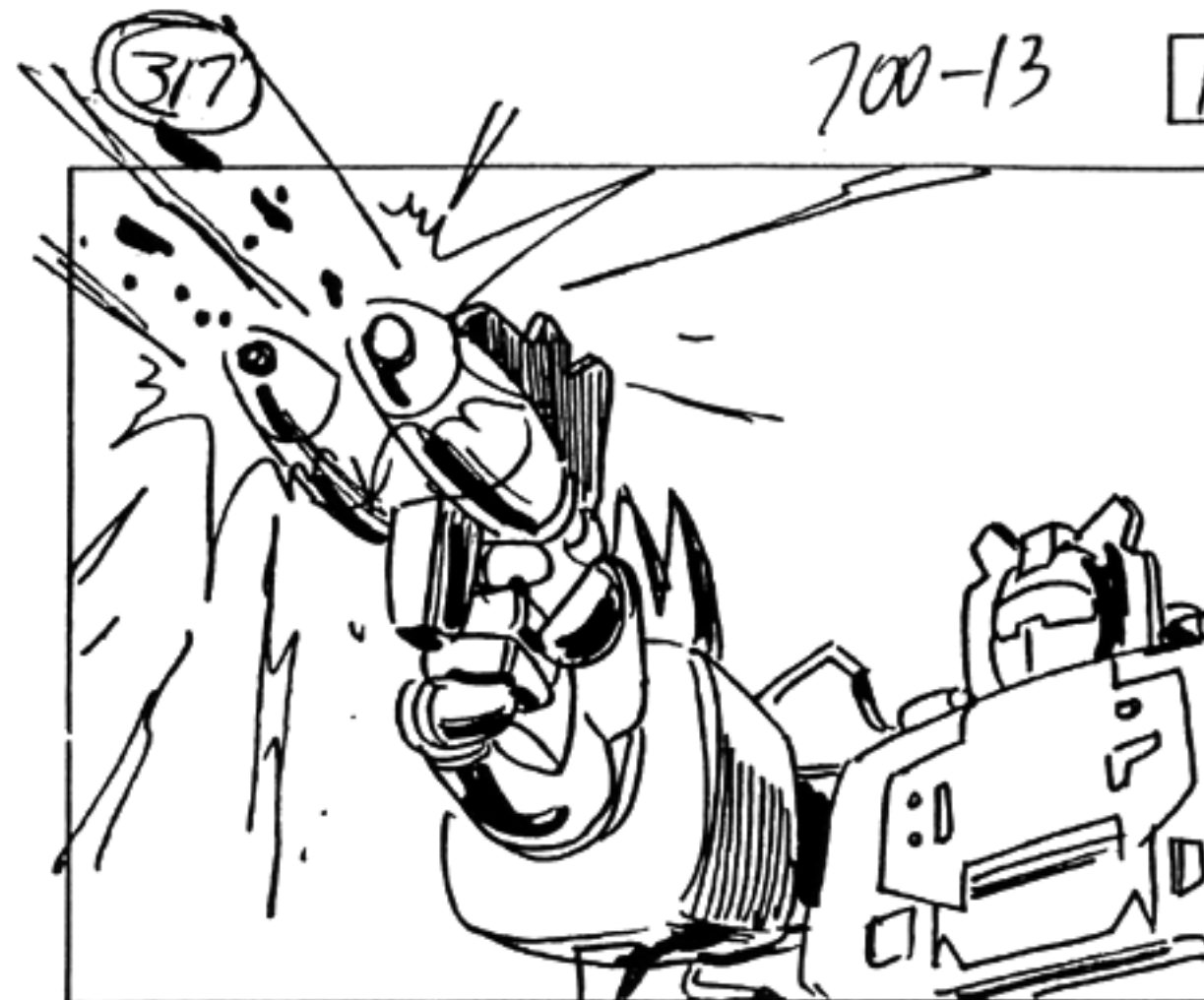
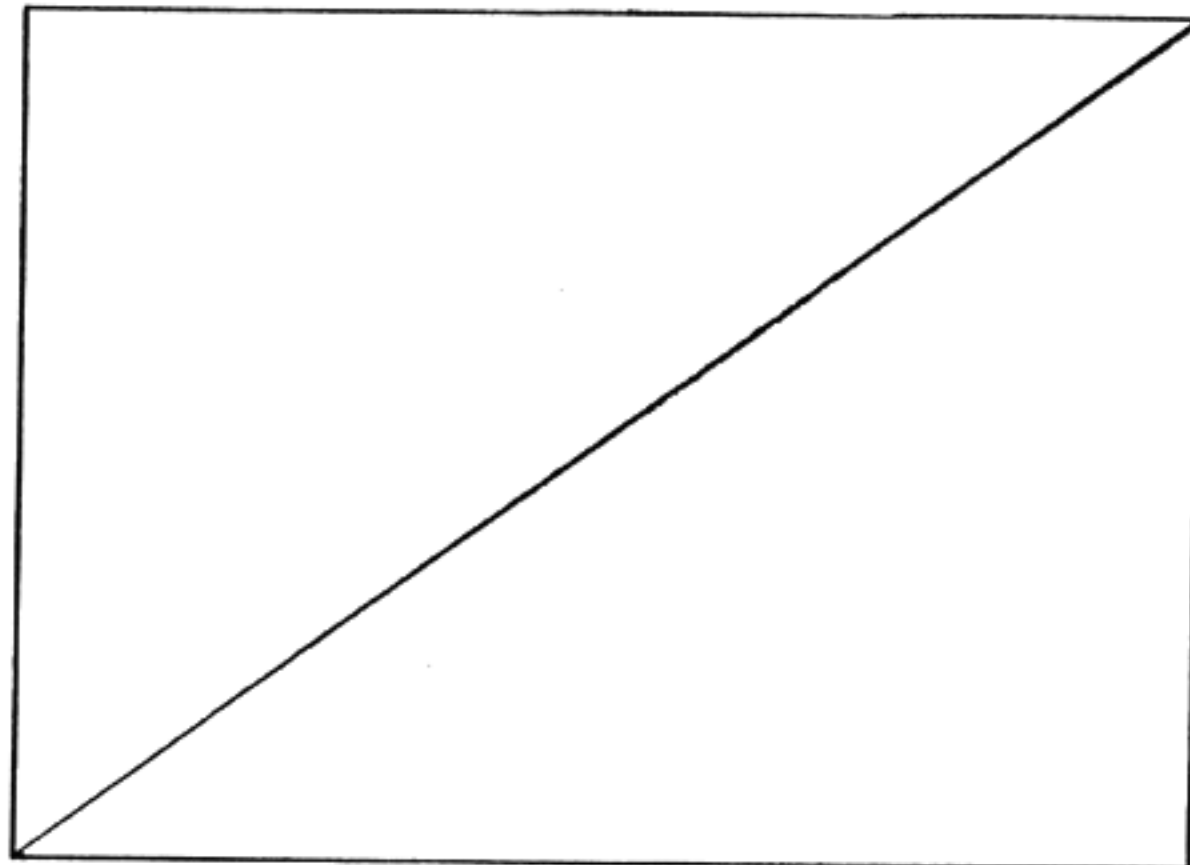
315



GRIMLOCK: DINOBOOTS DESTROY YOU!
THEY FIRE AT THE O.S. CONSTRUCTICONS.

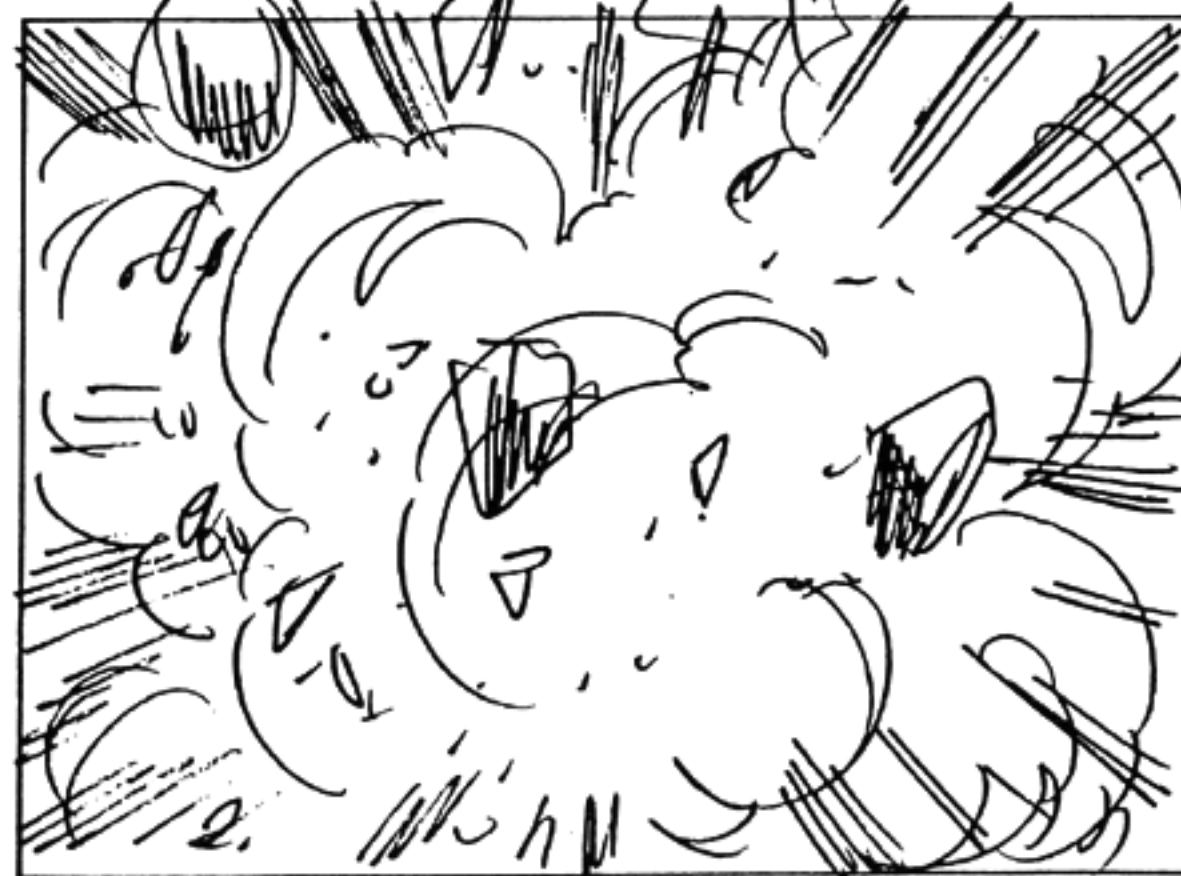
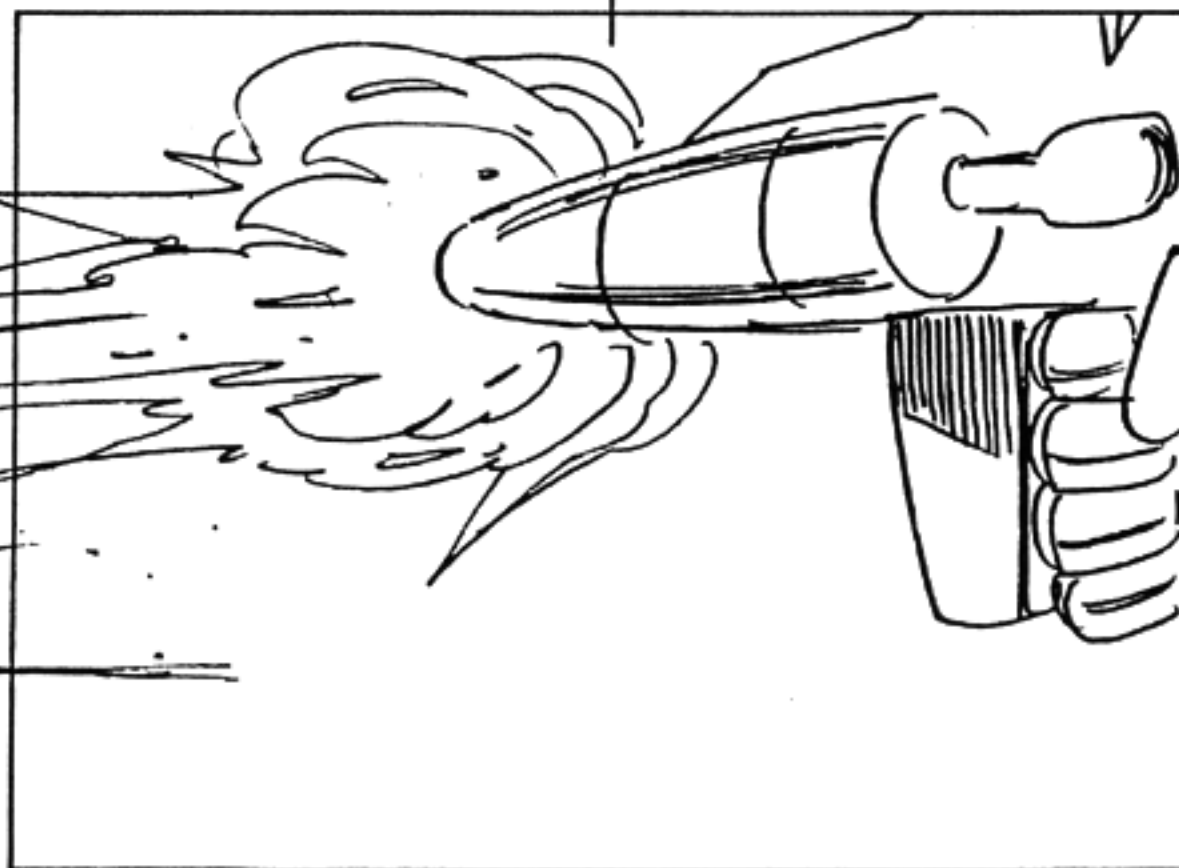


THE BLASTS SINGE THEIR TOUGH HIDES AND BLAST PART OF THE WALL BEHIND THEM INTO FRAGMENTS.



M.C.U. GRIMLOCK RAISES HIS TWIN BARRELED ROCKET LAUNCHER AND BLASTS IT AT O.S. CONSTRUCTICONS.

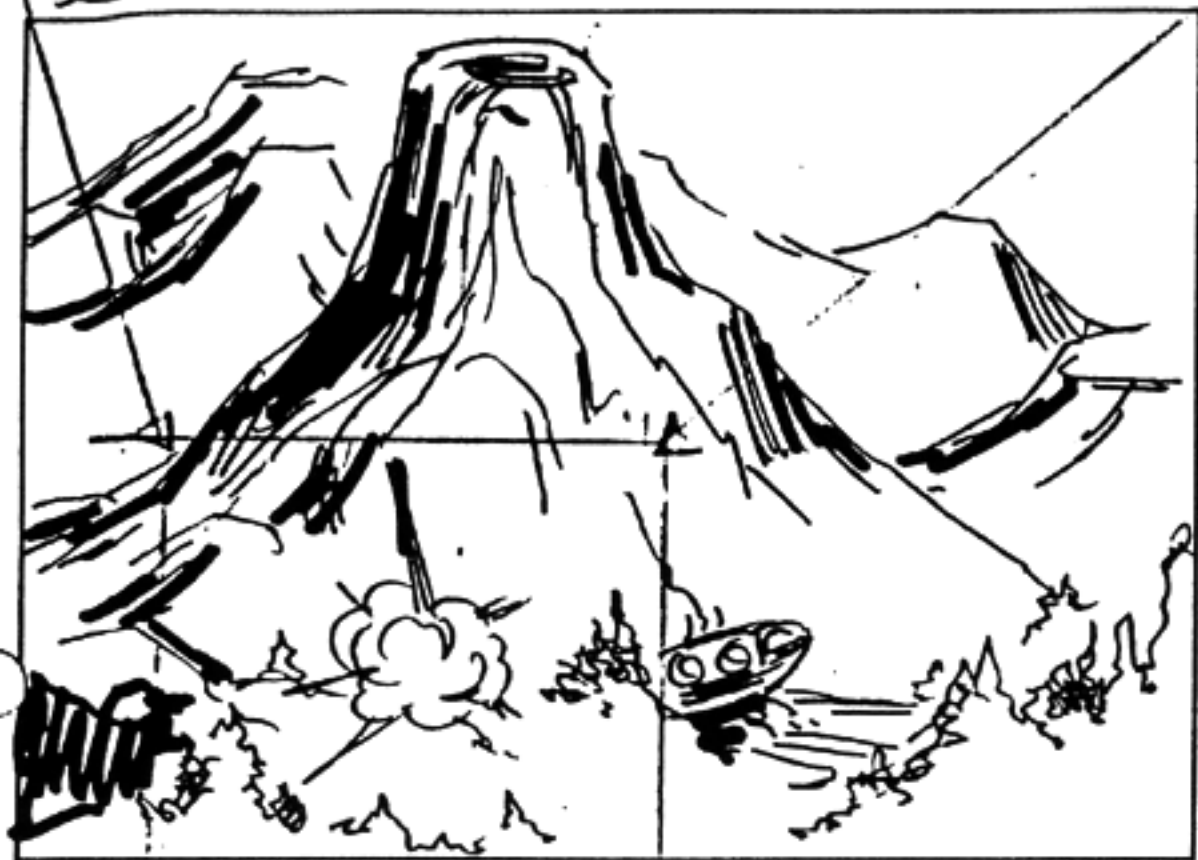
CONT.



E.C.U. PAN WITH ROCKETS TOWARD CONSTRUCTICONS WHO DUCK OUT OF THE WAY

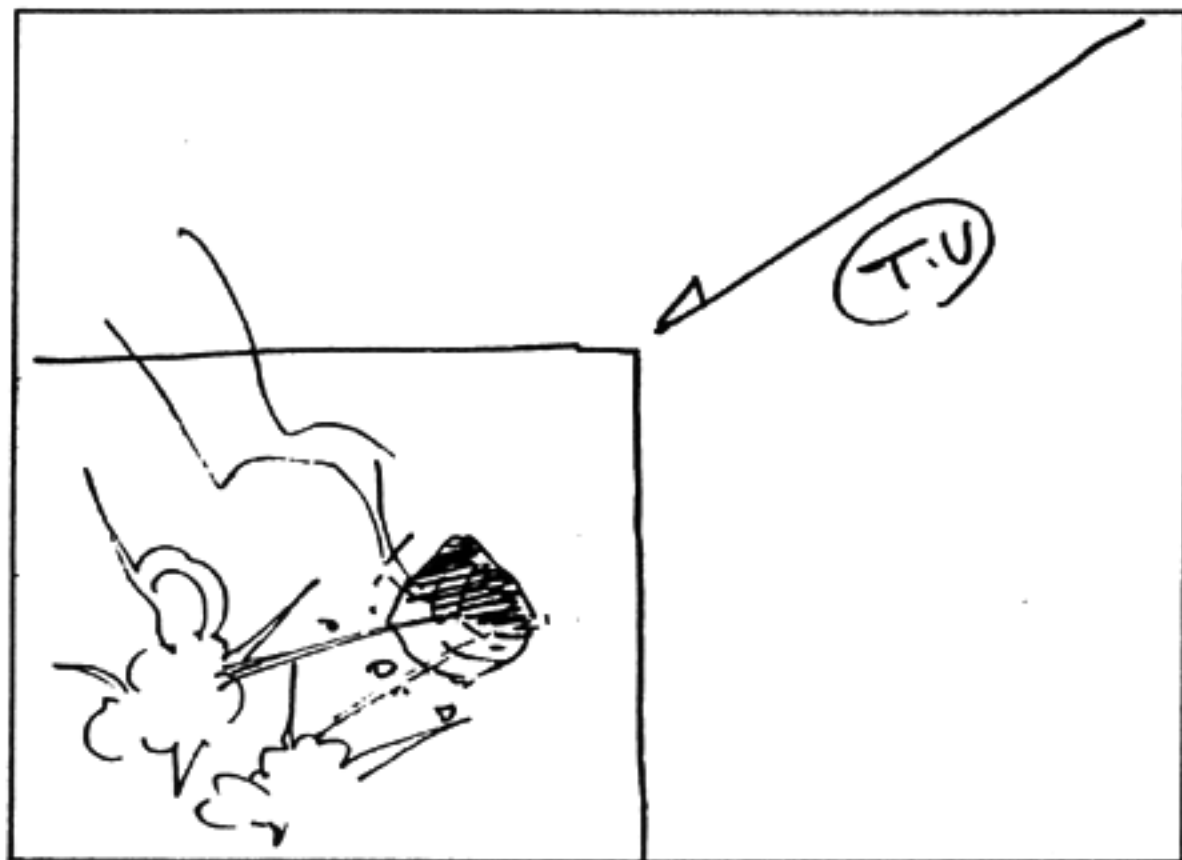
AS THE ROCKETS SHATTERED THE WALL BEHIND THEM. (ROCKETS DO NOT EXPLODE)

319



L.S. EXTERIOR VOLCANO H.Q. TRUCK IN TO VOLCANO

CONT.



WALL. ROCK WALL EXPLODES CREATING HUGE HOLE, GRIMLOCKS ROCKETS CONTINUE TO SOAR OUTSIDE THEN EXPLODE ON THE GROUND.

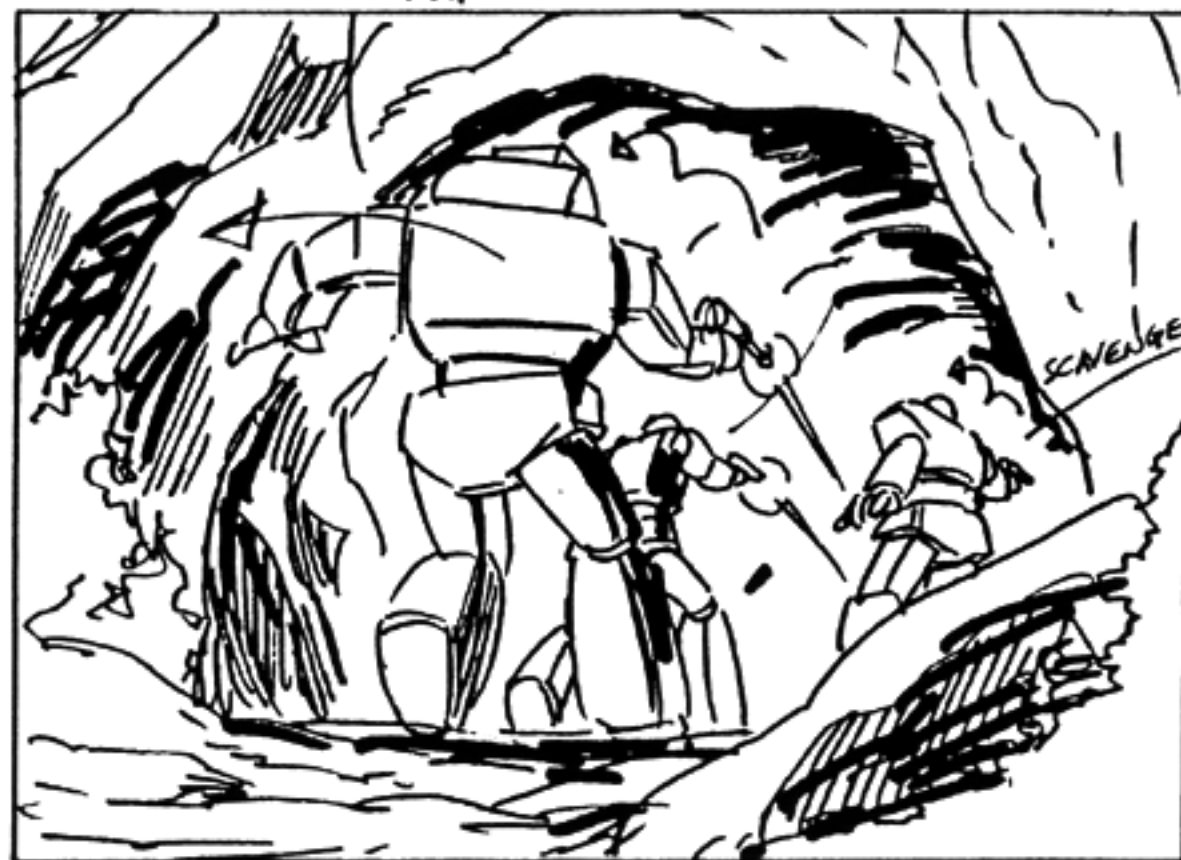
320

SCRAPPER

700-13

MIXMASTER

109



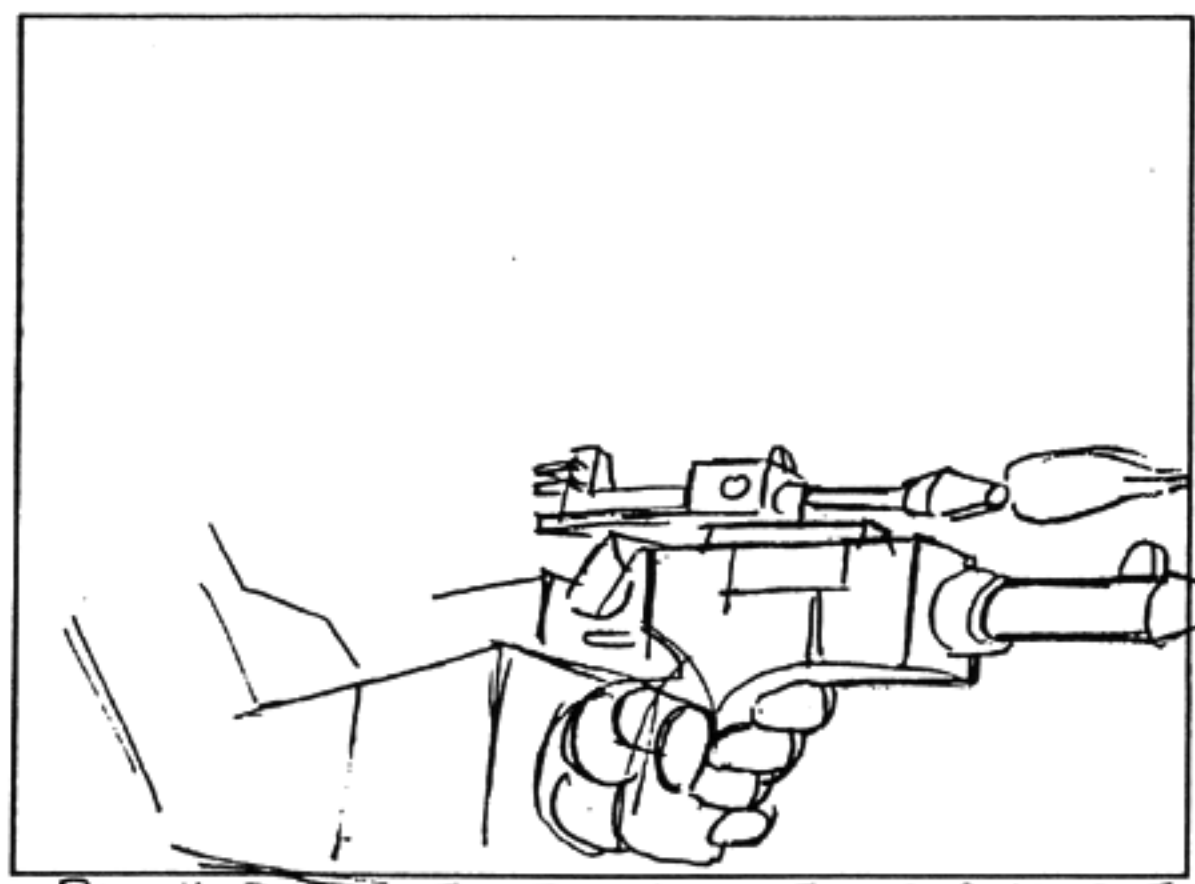
M.S. HOLE, SCRAPPER FOLLOWED BY THE OTHER CONSTRUCTICONS STEP OUTSIDE BACKWARDS THROUGH THE HOLE, WHILE STILL BLASTING AT O.S. DINOBOTS.

321



M.C.2 SHOT LONG HAUL: GOOD! MY BEARINGS HAVE BEEN BURNING FOR BATTLE! SCRAPPER: THEN FIGHT - BUT REMEMBER - THE COMPUTER IS OUR MAIN OBJECTIVE!

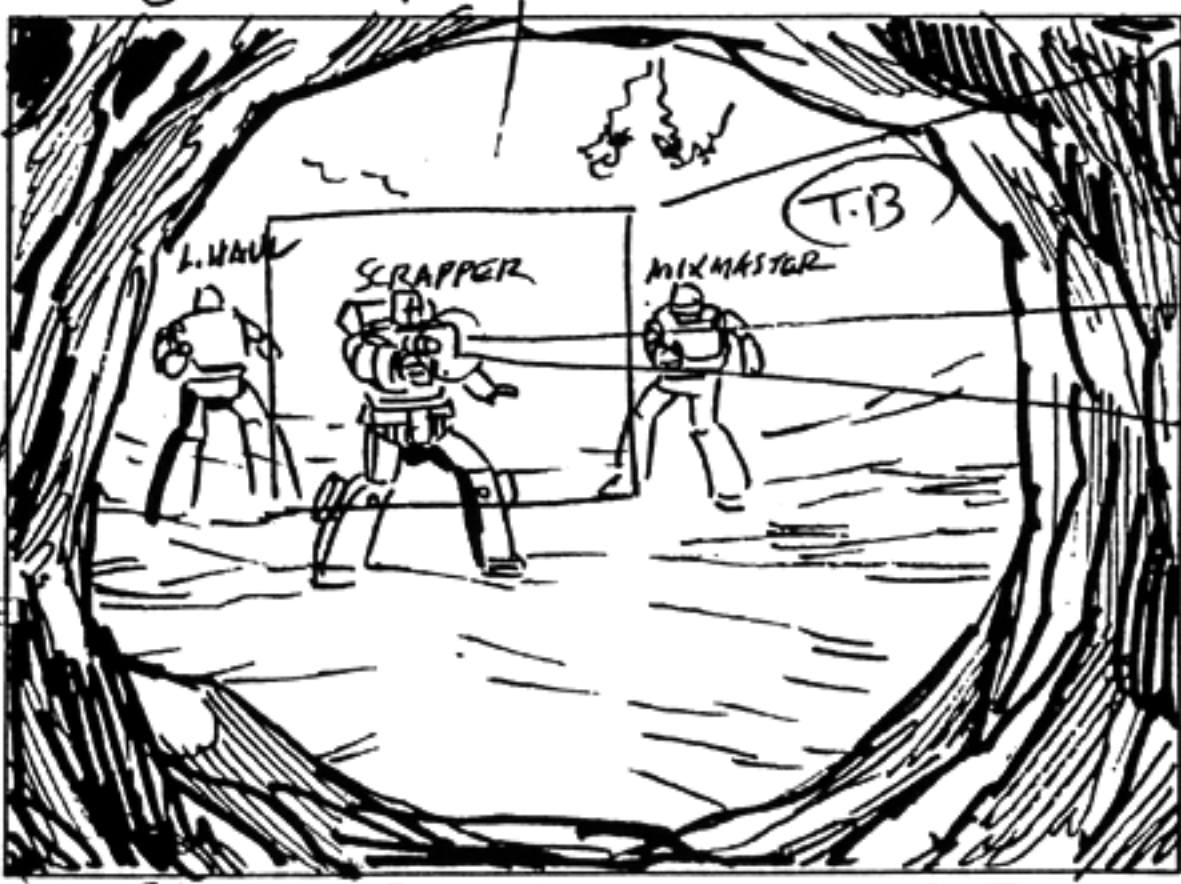
CONT.



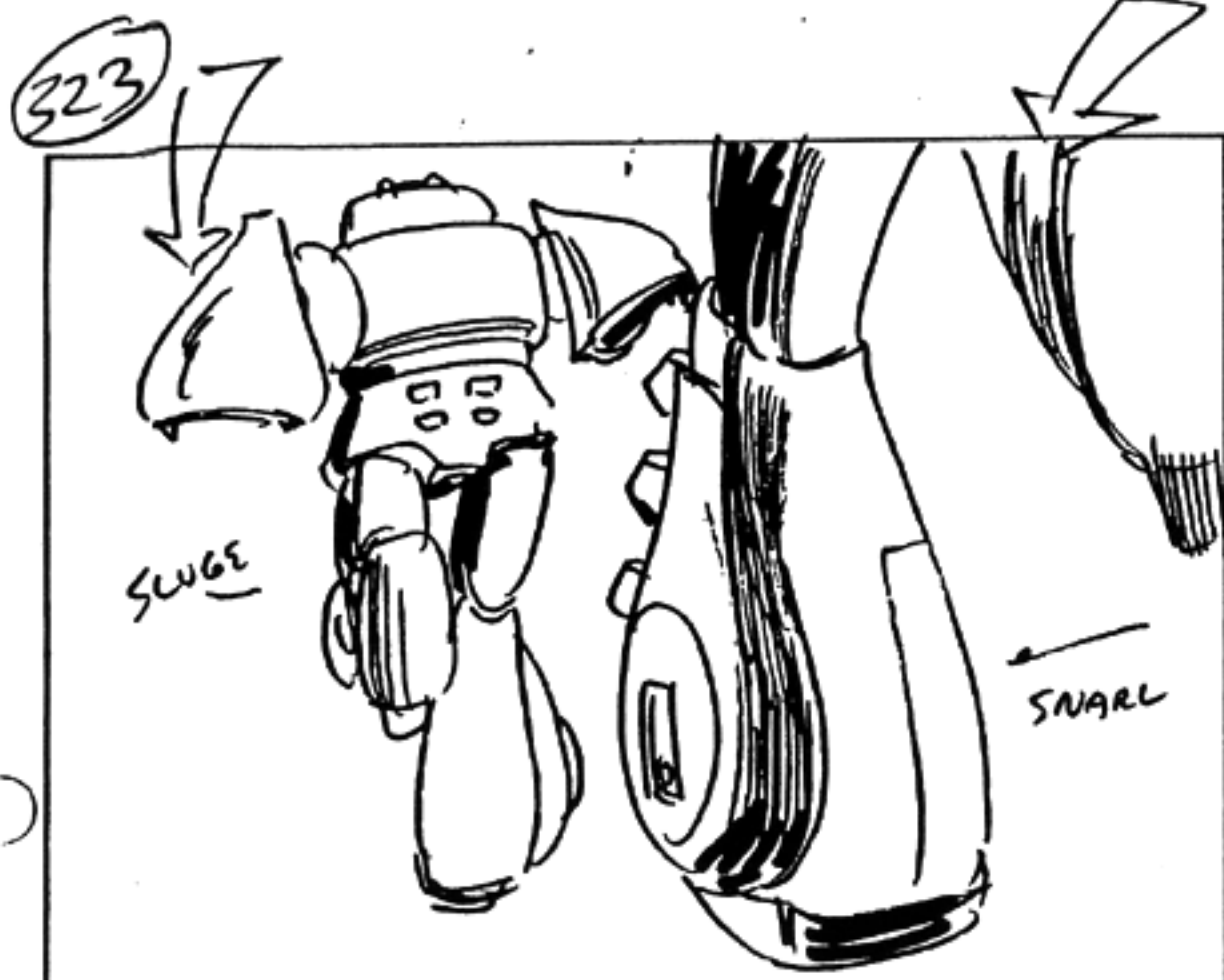
ROTH BACK TO FIRING AT O.S. DINO-BOTS.

322

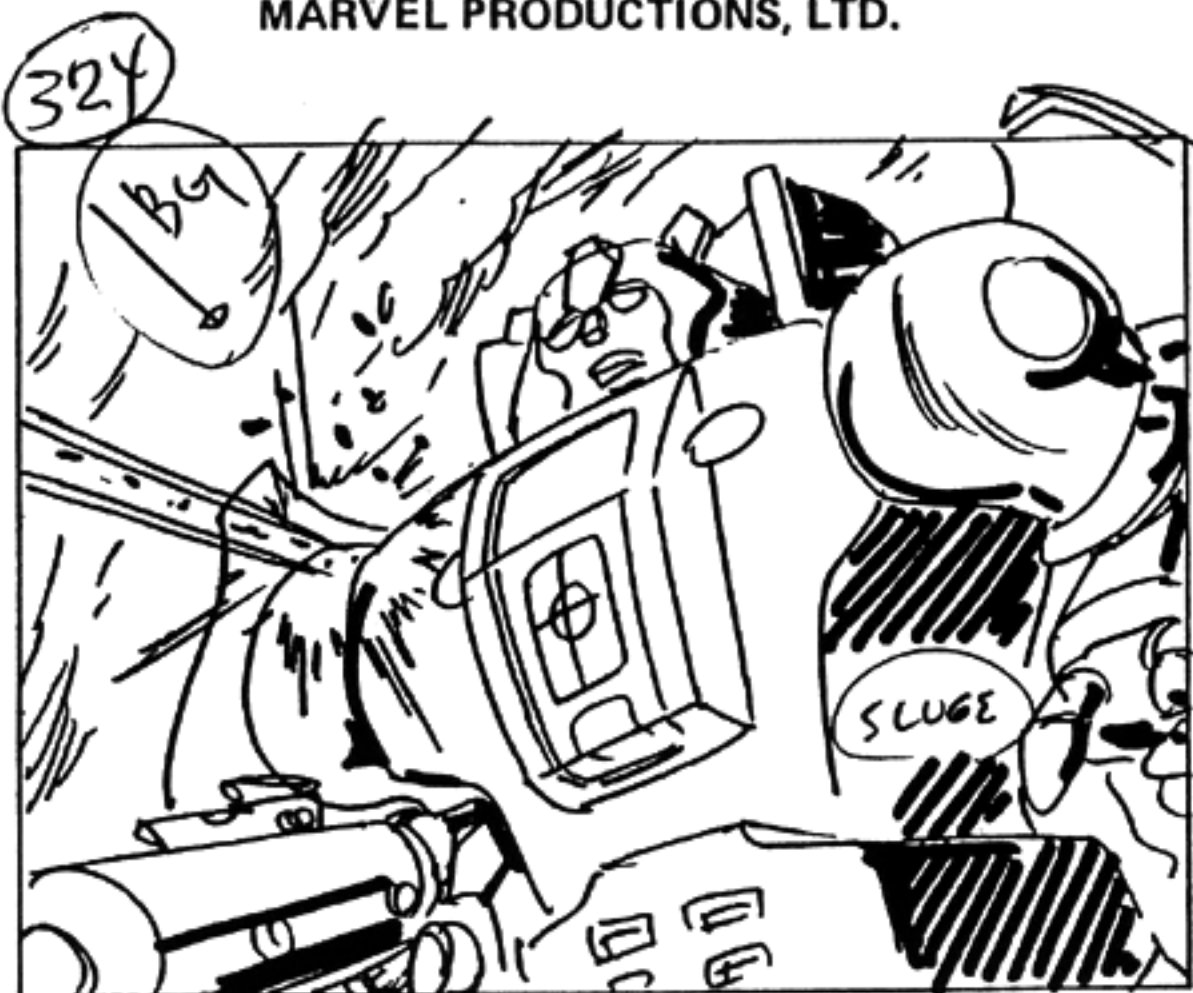
GREVEDIGGER



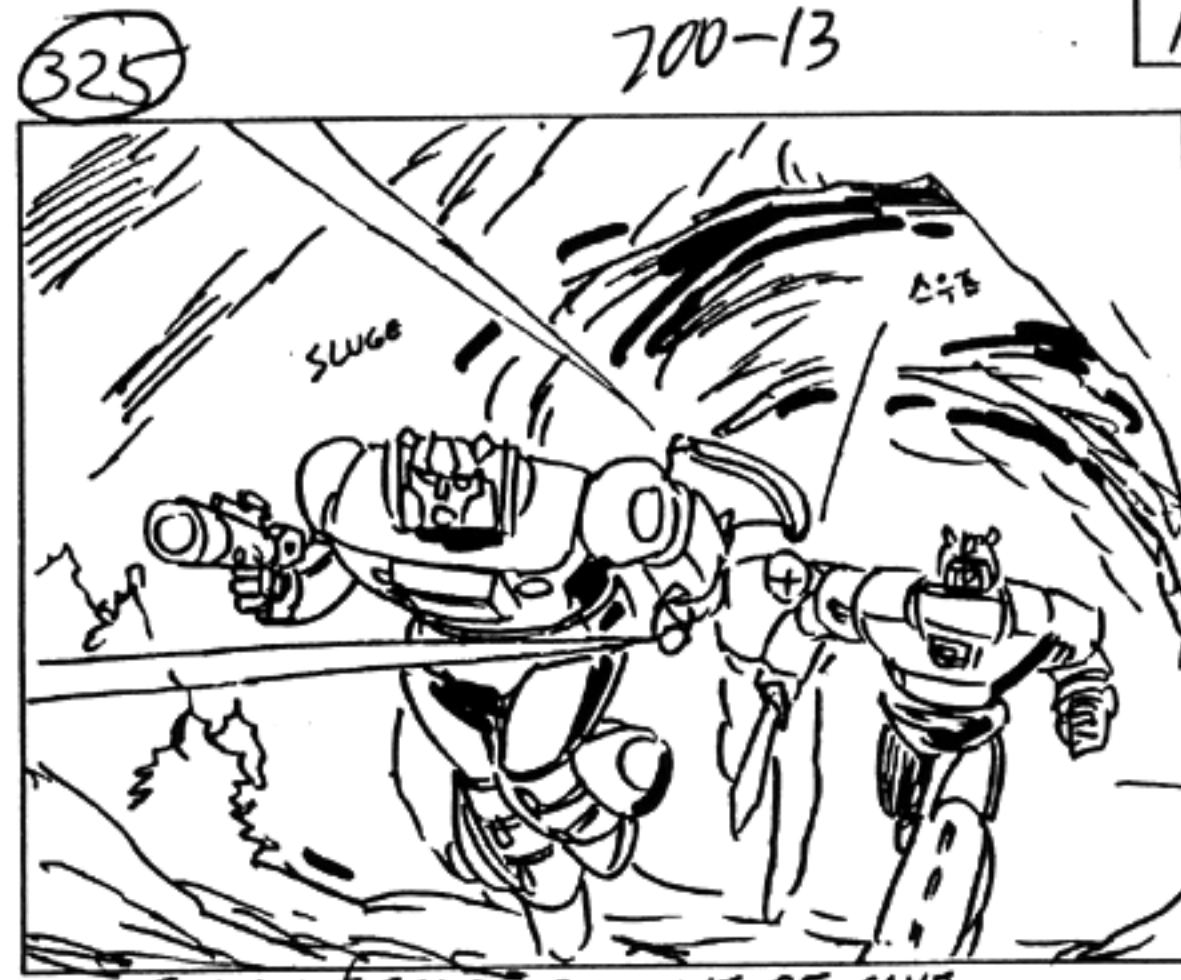
M.L. SHOT CONSTRUCTICONS FIRING INTO TUNNEL



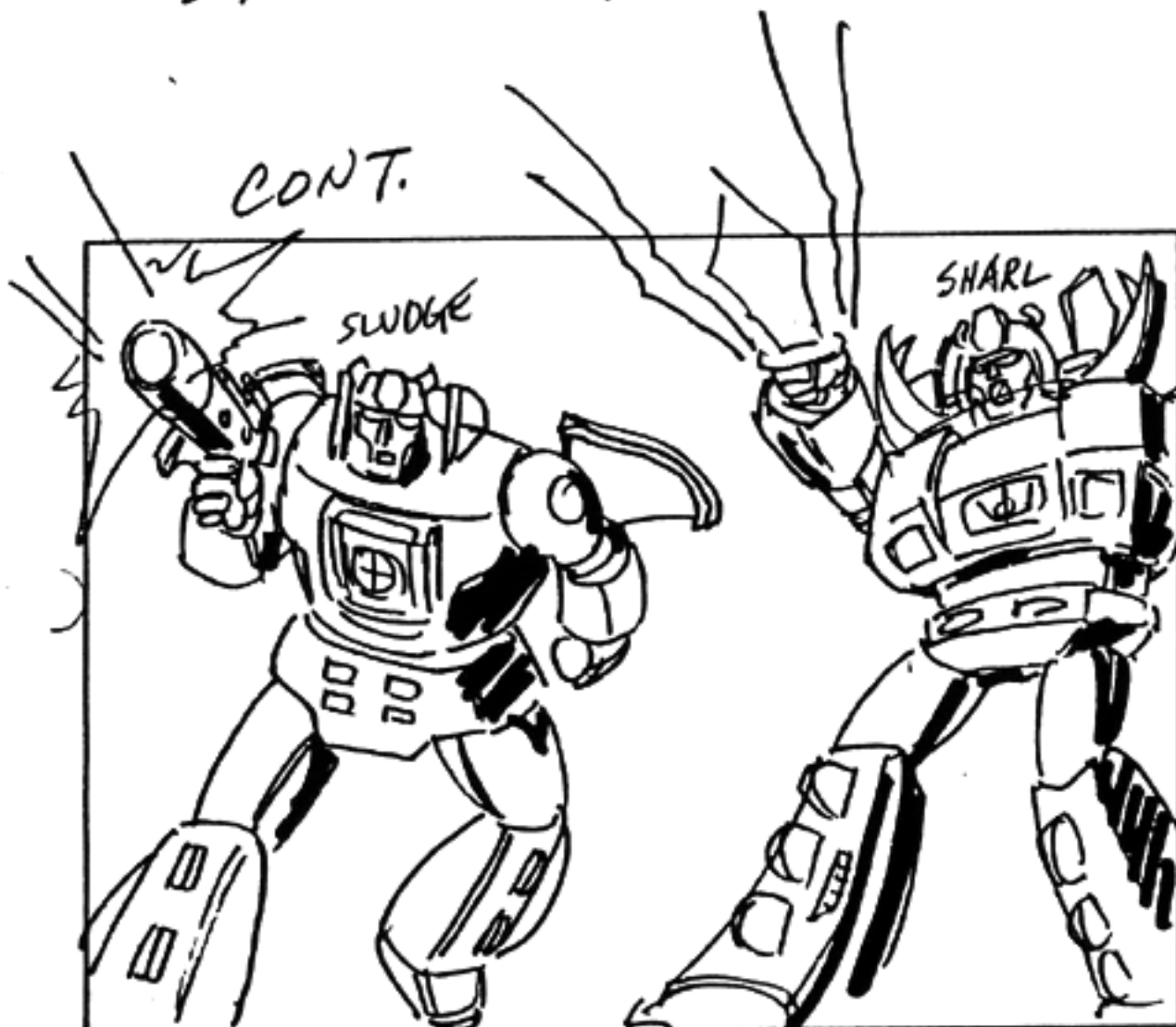
323
DINOBOYS RUSH INTO FRAME FROM O.S.



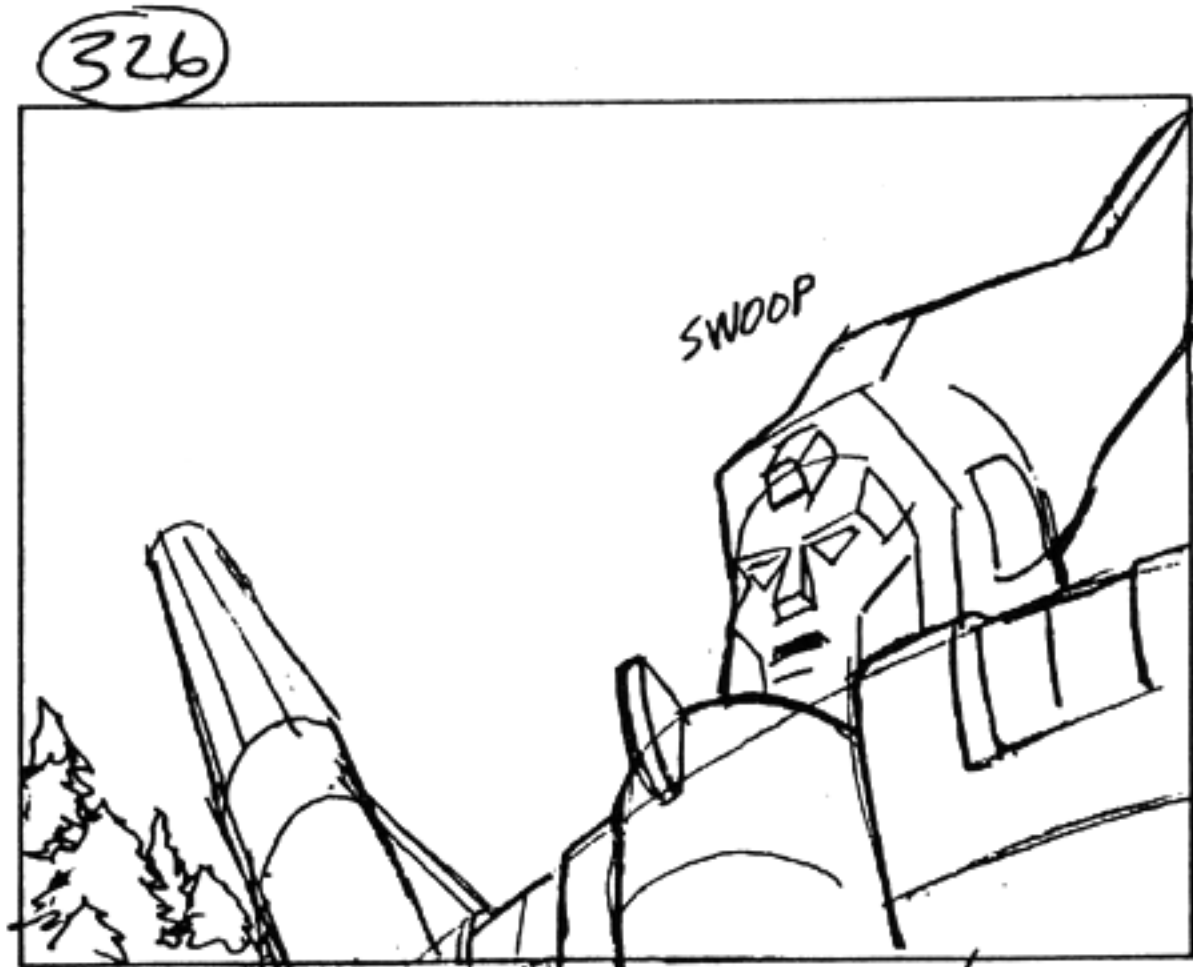
324
M.C.V. SLUDGE: (RUNNING THROUGH TUNNEL) SLUDGE NOT SEE THESE DECEPTIONS BEFORE!
LASER RAYS BOUNCING OFF HIM.



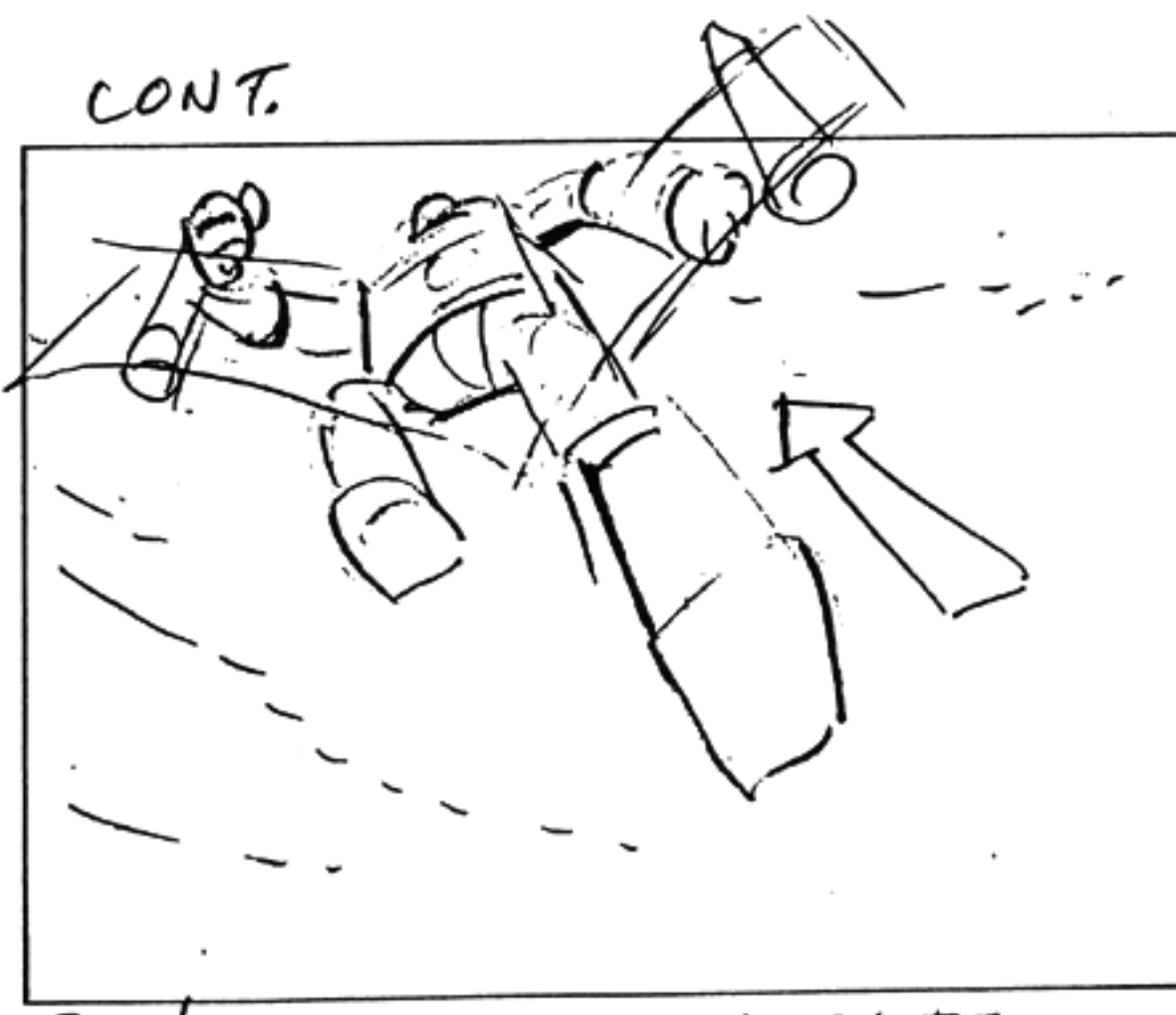
325
700-13
M.S. SLUDGE & SNARL RUN OUT OF CAVE
SNARL: NOT SEE AGAIN EITHER...



CONT.
BOTH STOP & CONTINUE FIRING O.S.
SNARL: (CONT.) BECAUSE WE DINO-MITE THEM TO PIECES!



326
M.C.V. SWOOP: (UP INTO SCENE) LET'S FINISH 'EM FAST!



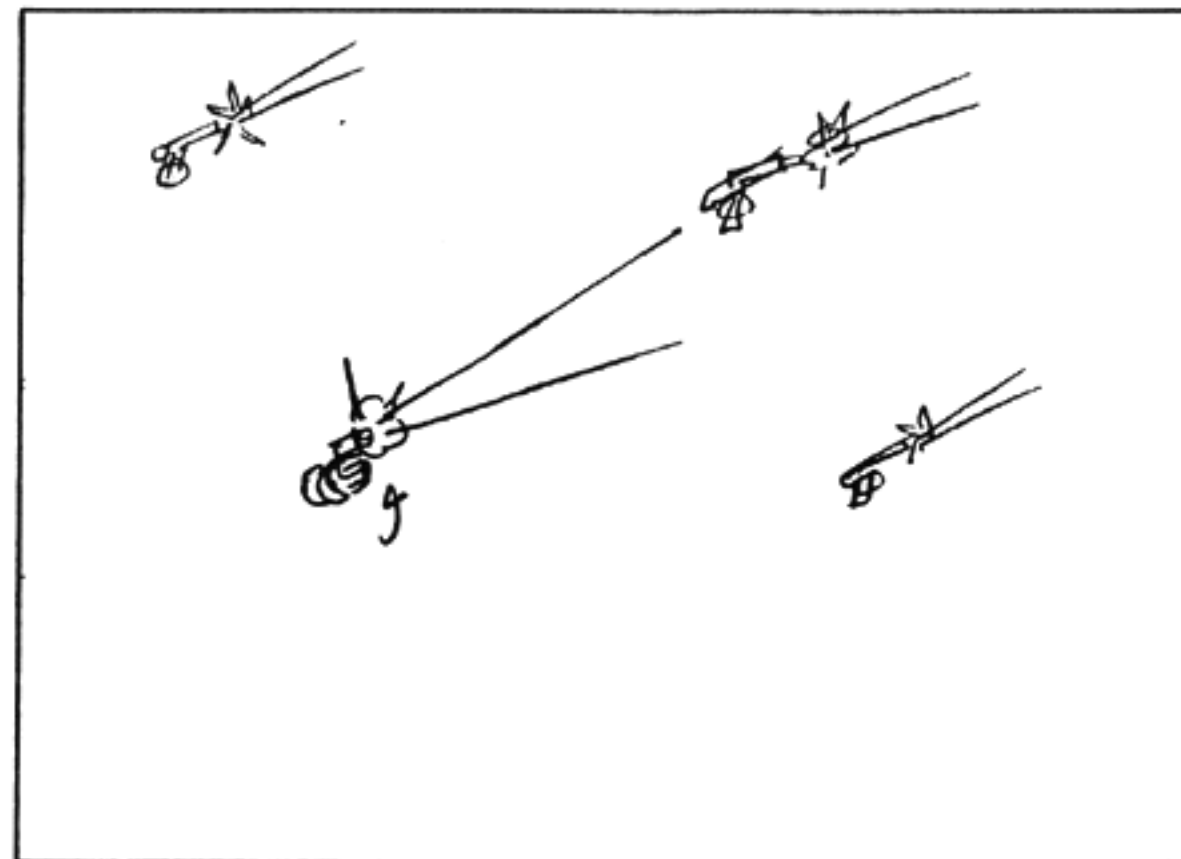
CONT.
SWOOP TAKES OFF LIKE A JET.

327



M.L. DOWNSHOT GROUP CONSTRUCTION. SEE O.S. SWOOP BONECRUSHER; BLAST HIM! REDUCE HIM TO METALLIC DUST!

CONT.

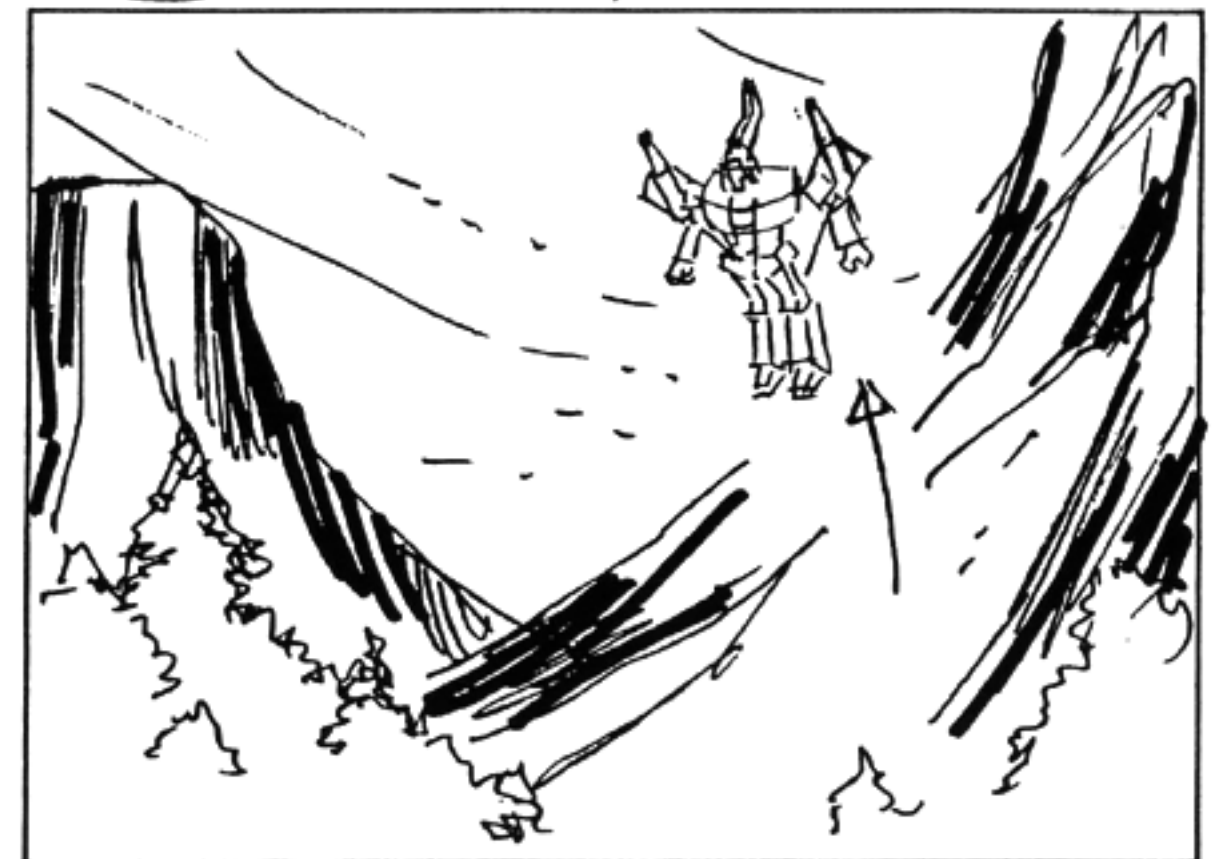


ALL FIRE LASERS AT SWOOP.

328

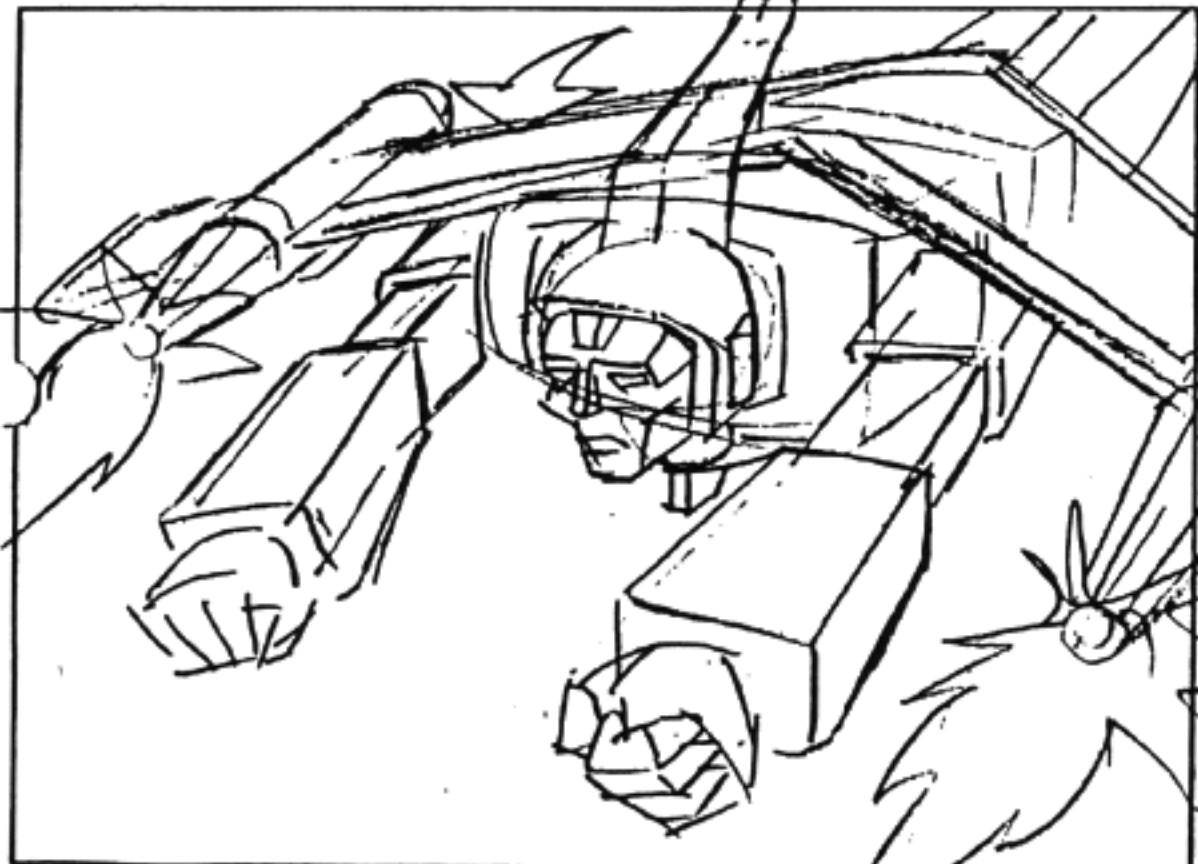
700-13

711



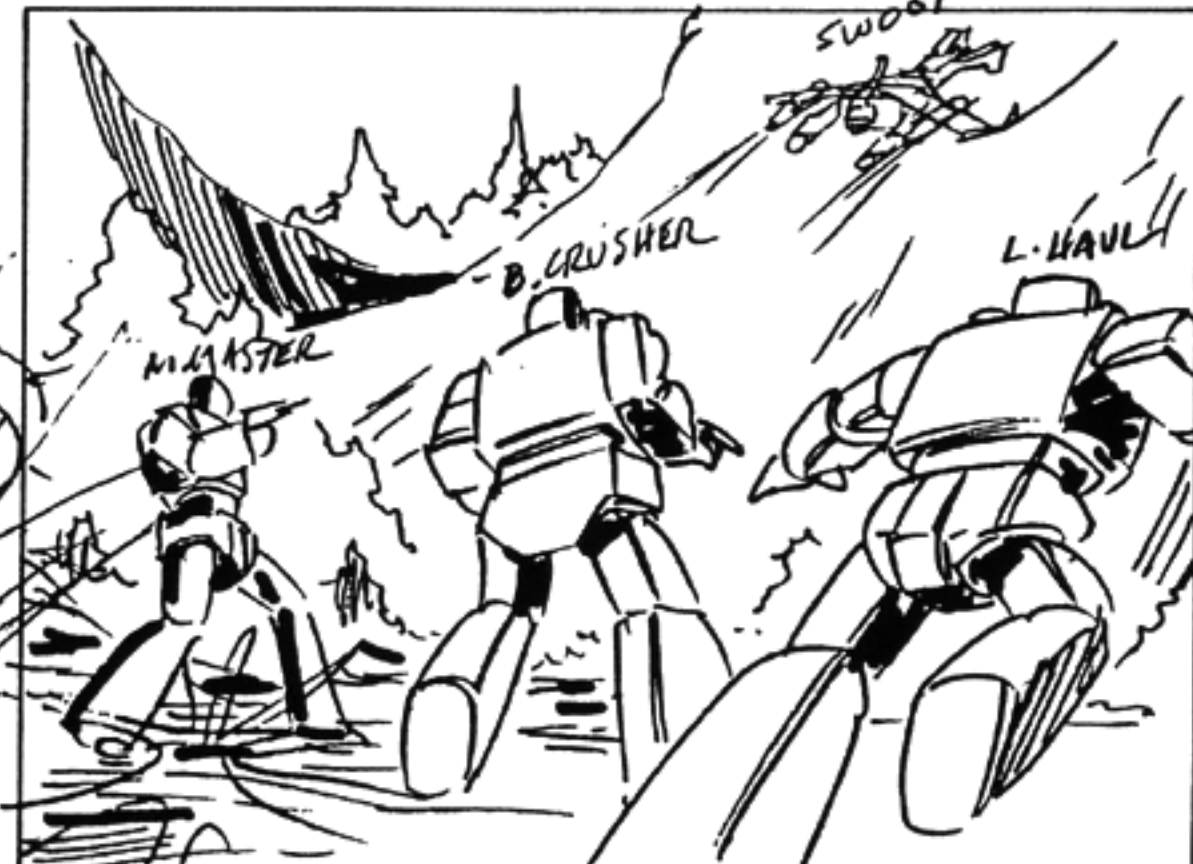
M.L. SHOT SWOOP UP INTO THE AIR

CONT.



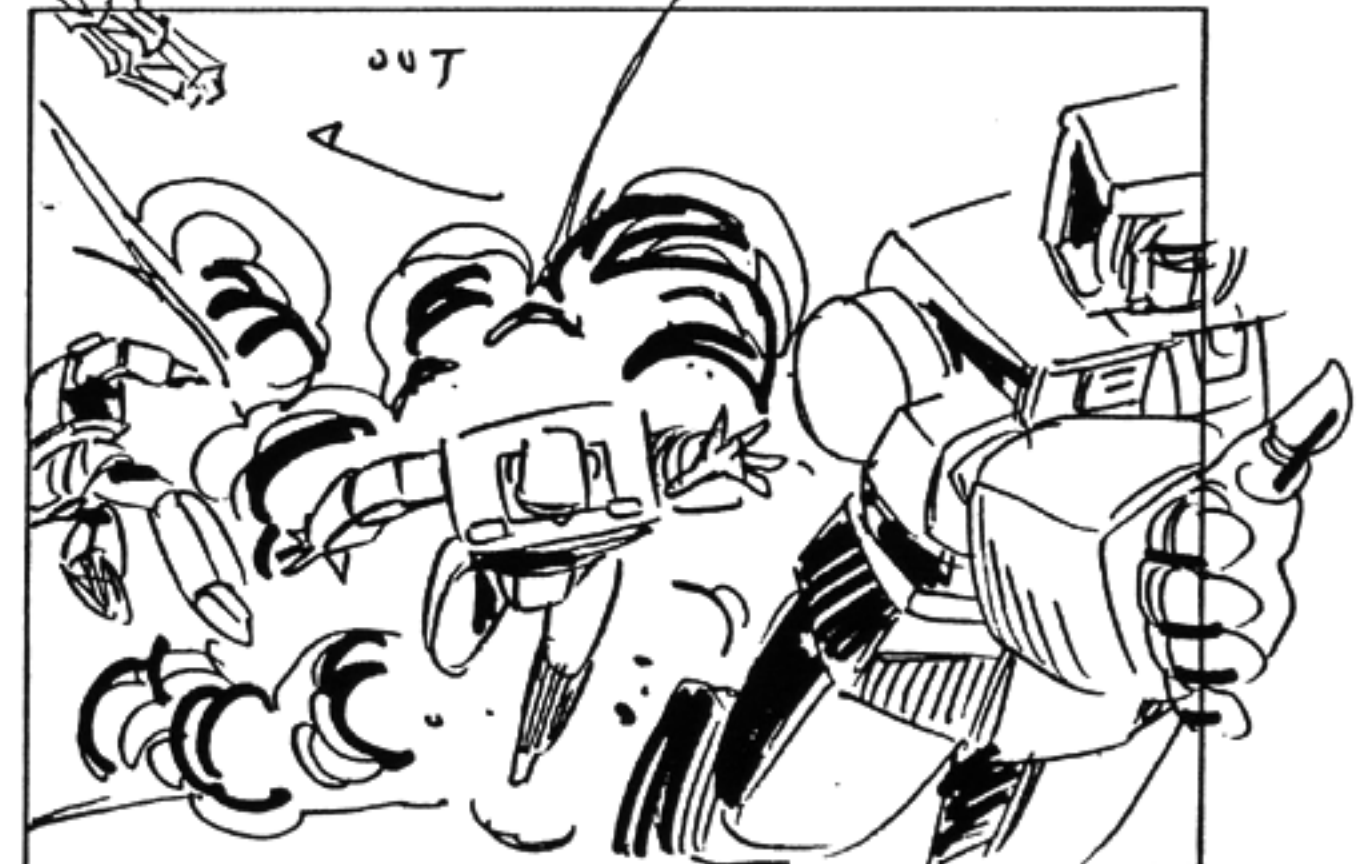
AND WITH ROCKETS BLAZING DIVES AT O.S. CONSTRUCTION,

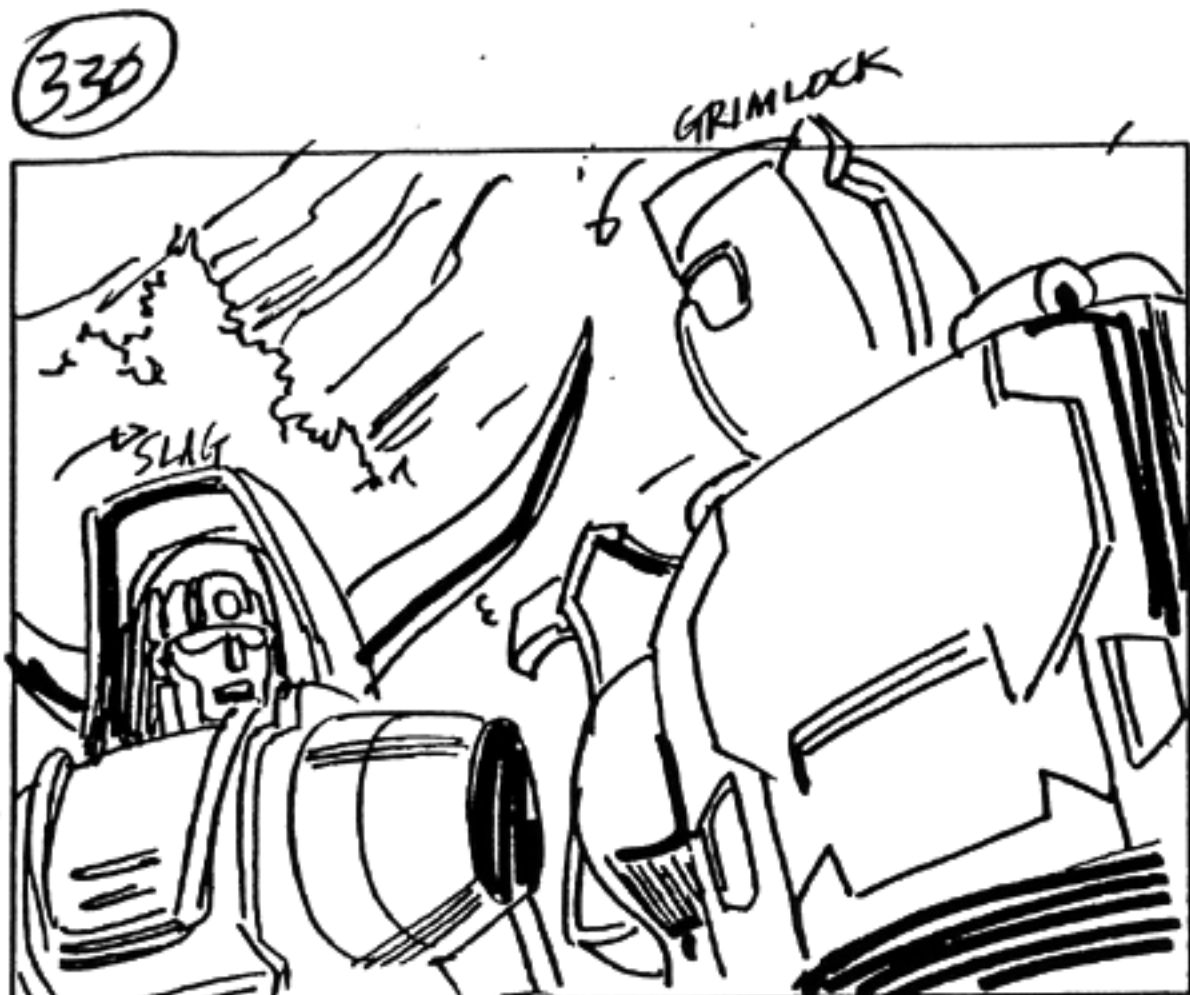
329



E.L.S. SWOOP DIVES AT CONSTRUCTION WITH ROCKETS BLAZING. THEY DIVE OUT OF SCENE AS ROCKETS EXPLODE AROUND THEM.

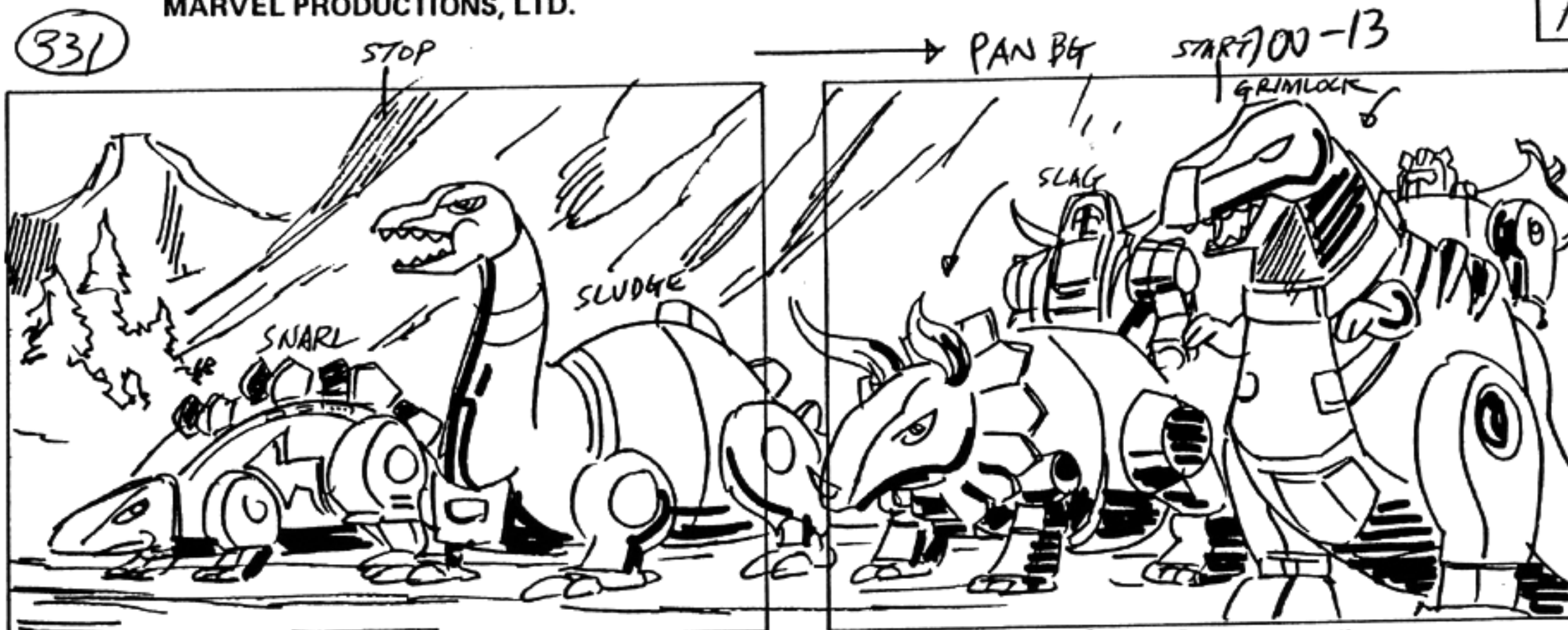
CONT.



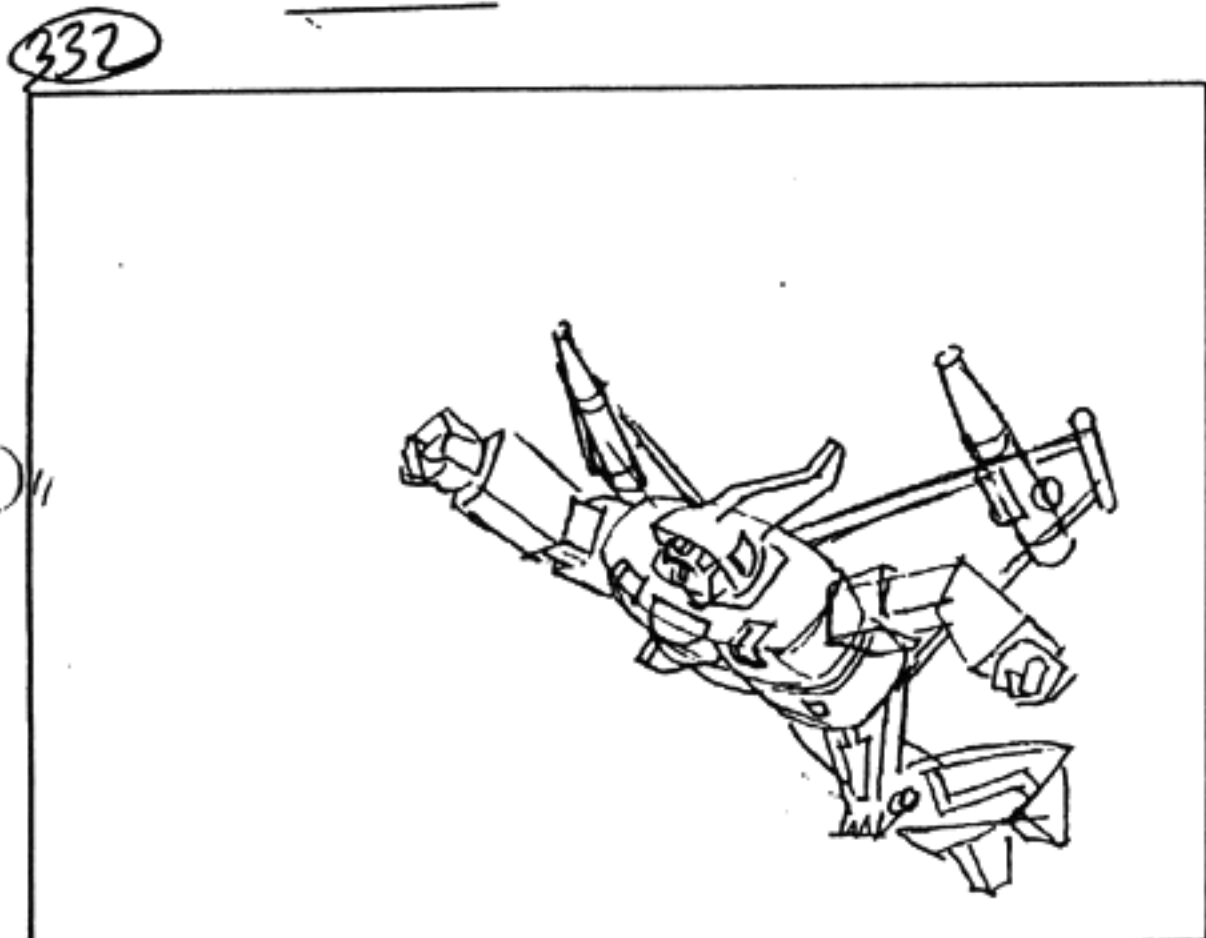


M. 2 SHOT SLAG: (COMPLAINING TURNS TO SLUDGE)
DINDBOTS, STOP FOOLING AROUND!

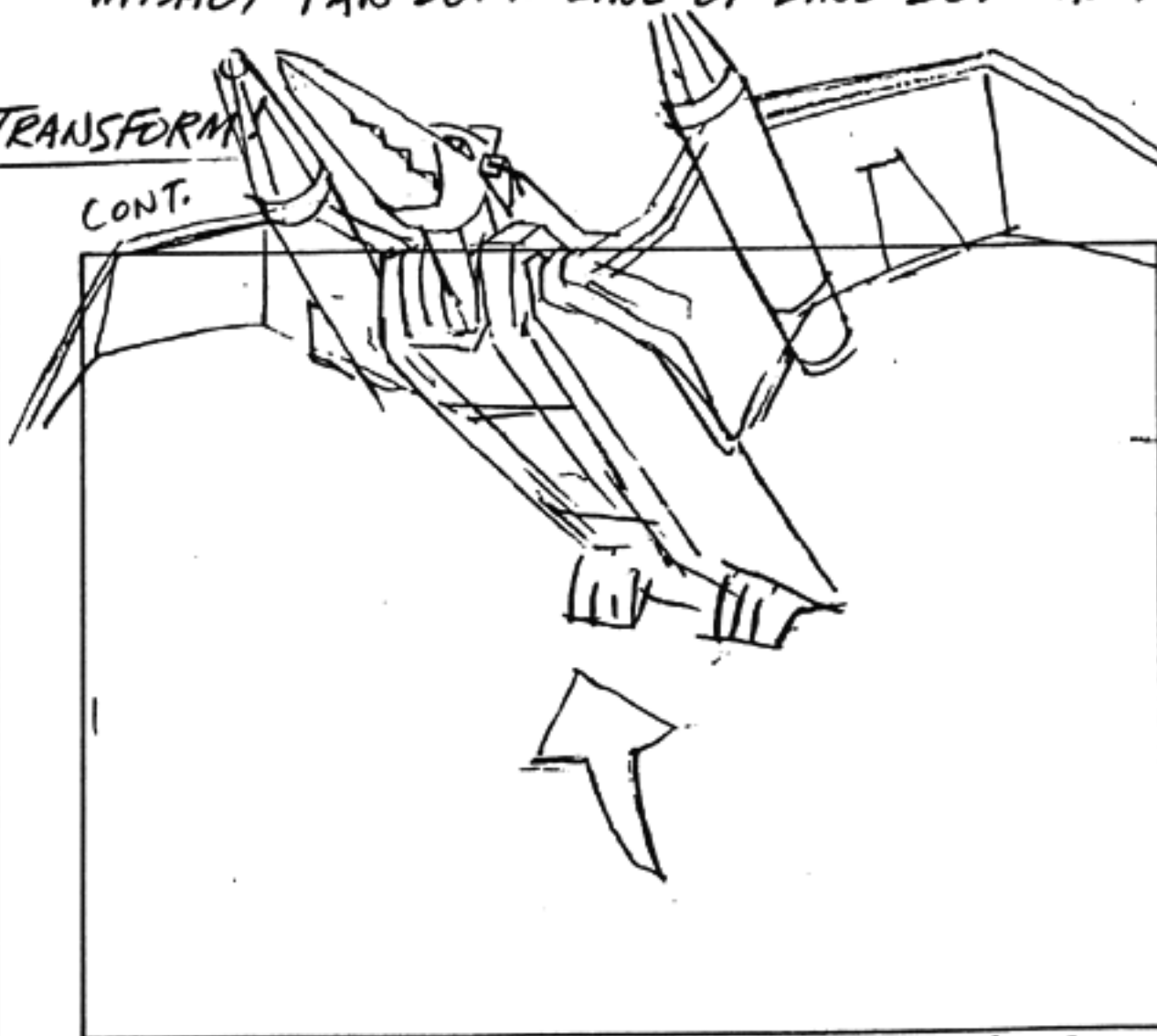
GRIMLOCK: RIGHT! (TO THE OTHERS) DINDBOTS, TRANSFORM



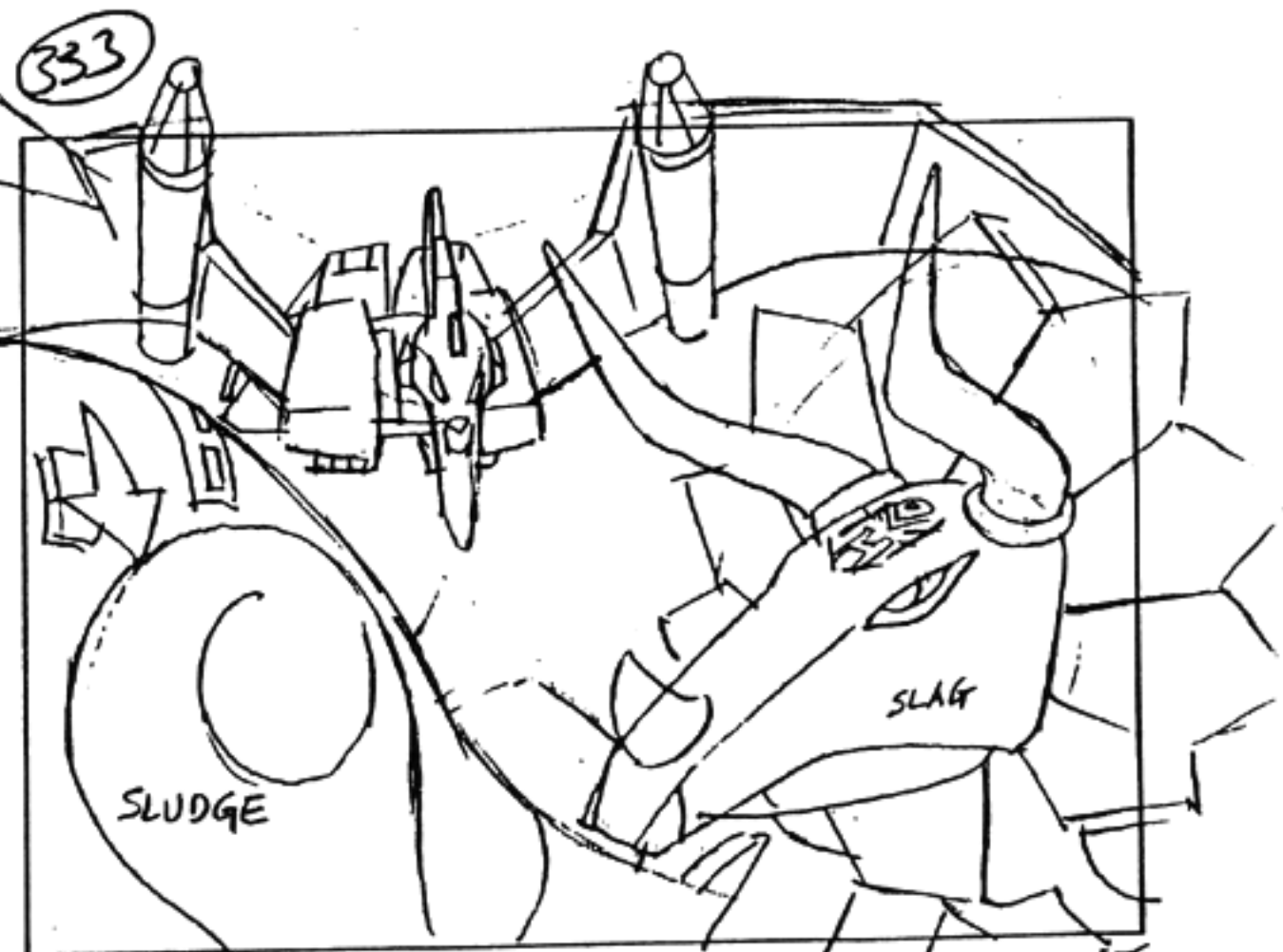
M. SHOT PAN DOWN LINE OF DINO-BOTS AS THEY TRANSFORM TO DINASAUR MODE



M.S. SWOOP UP INTO SCENE



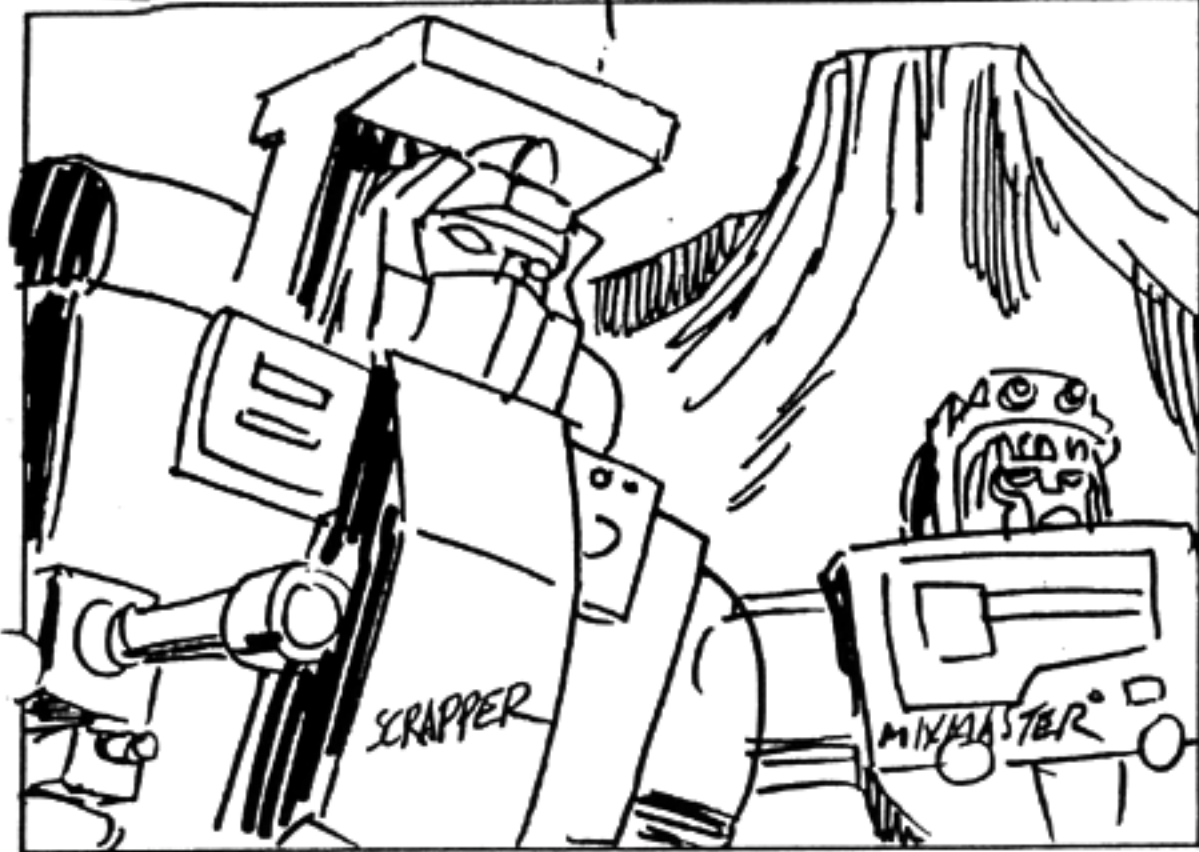
TRANSFORMS IN MIDAIR AND SLOWS TO STOP



M.C.V. SLAG & SLUDGE. SWOOP SETTLES INTO SCENE AND HOVERS ABOVE THEM.

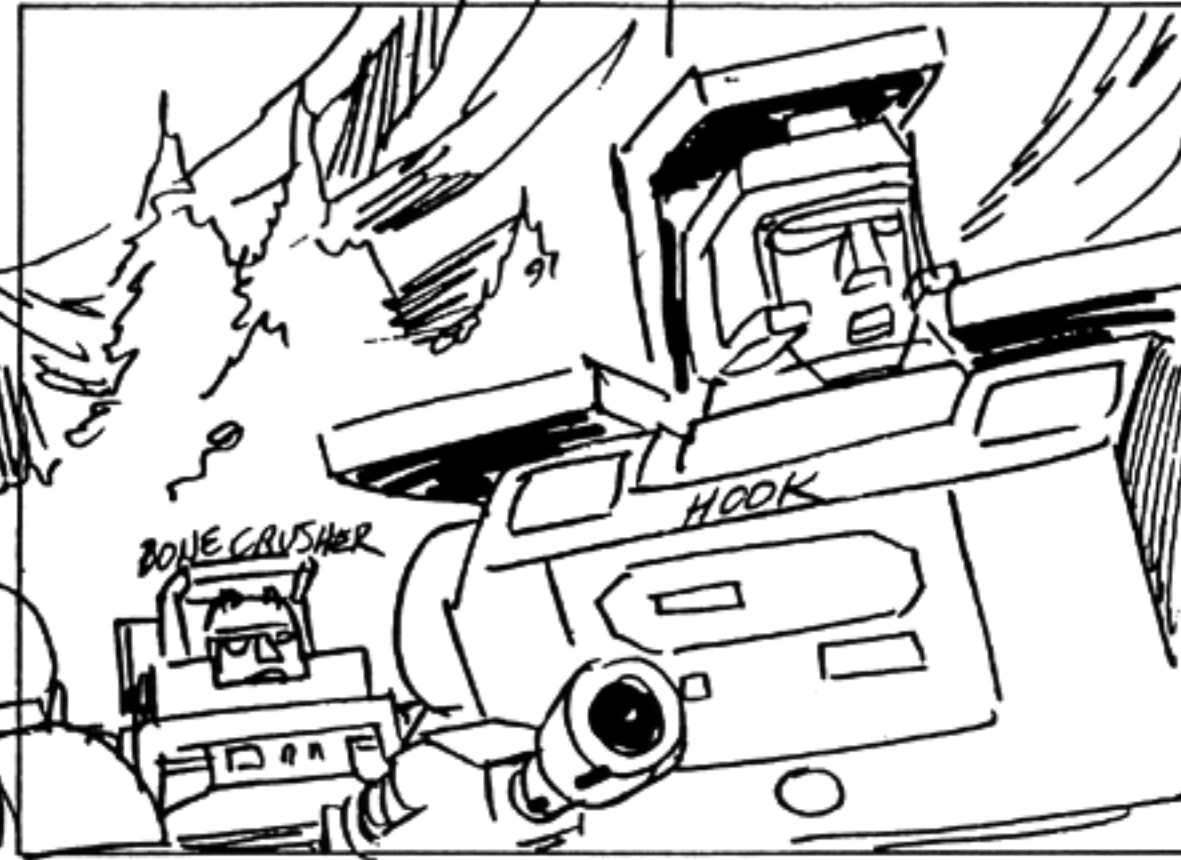
334

STOP → PAN



M.C. GROUP SHOT PAN ALONG SURPRISED REACTION AT D.S. DIND-BOTS

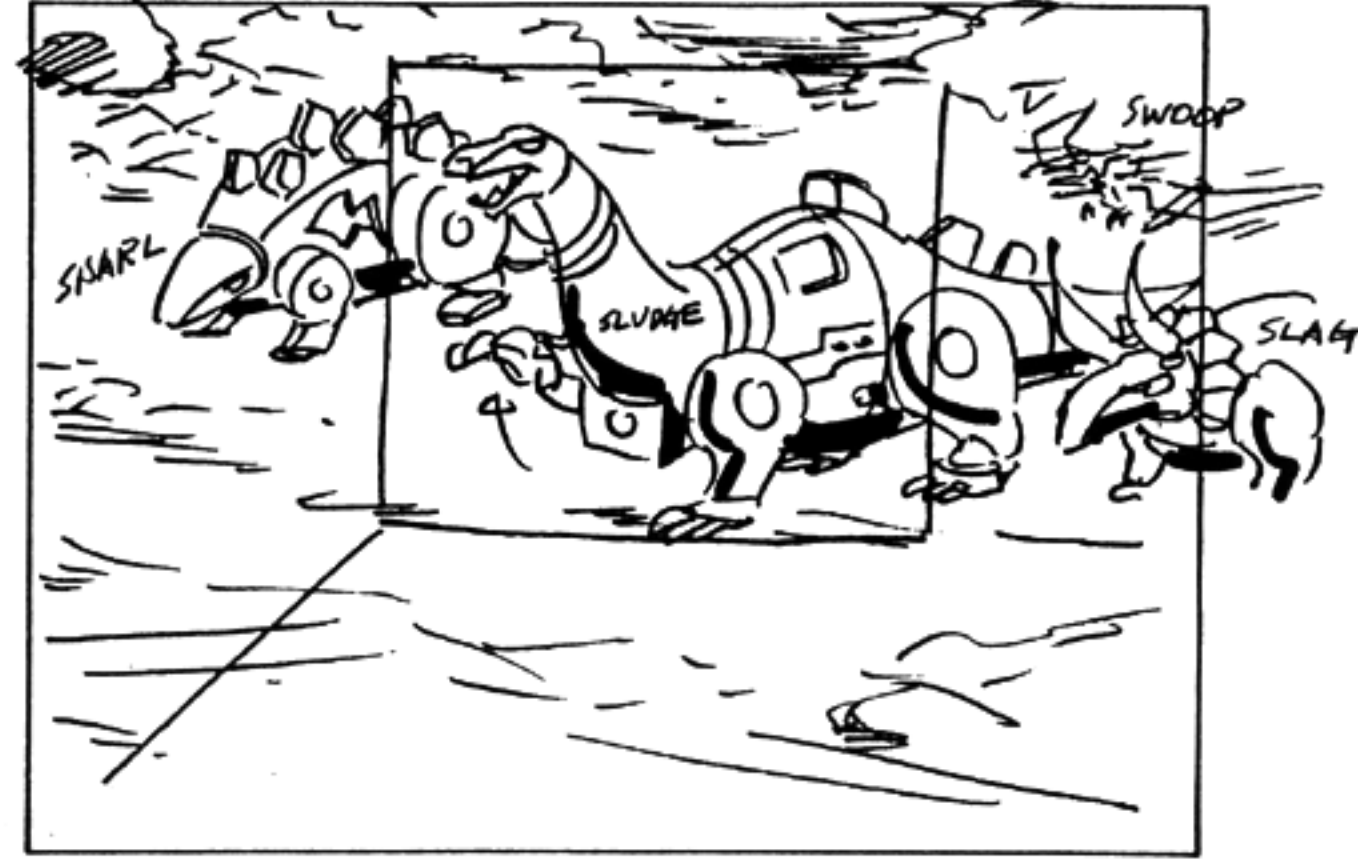
START



335

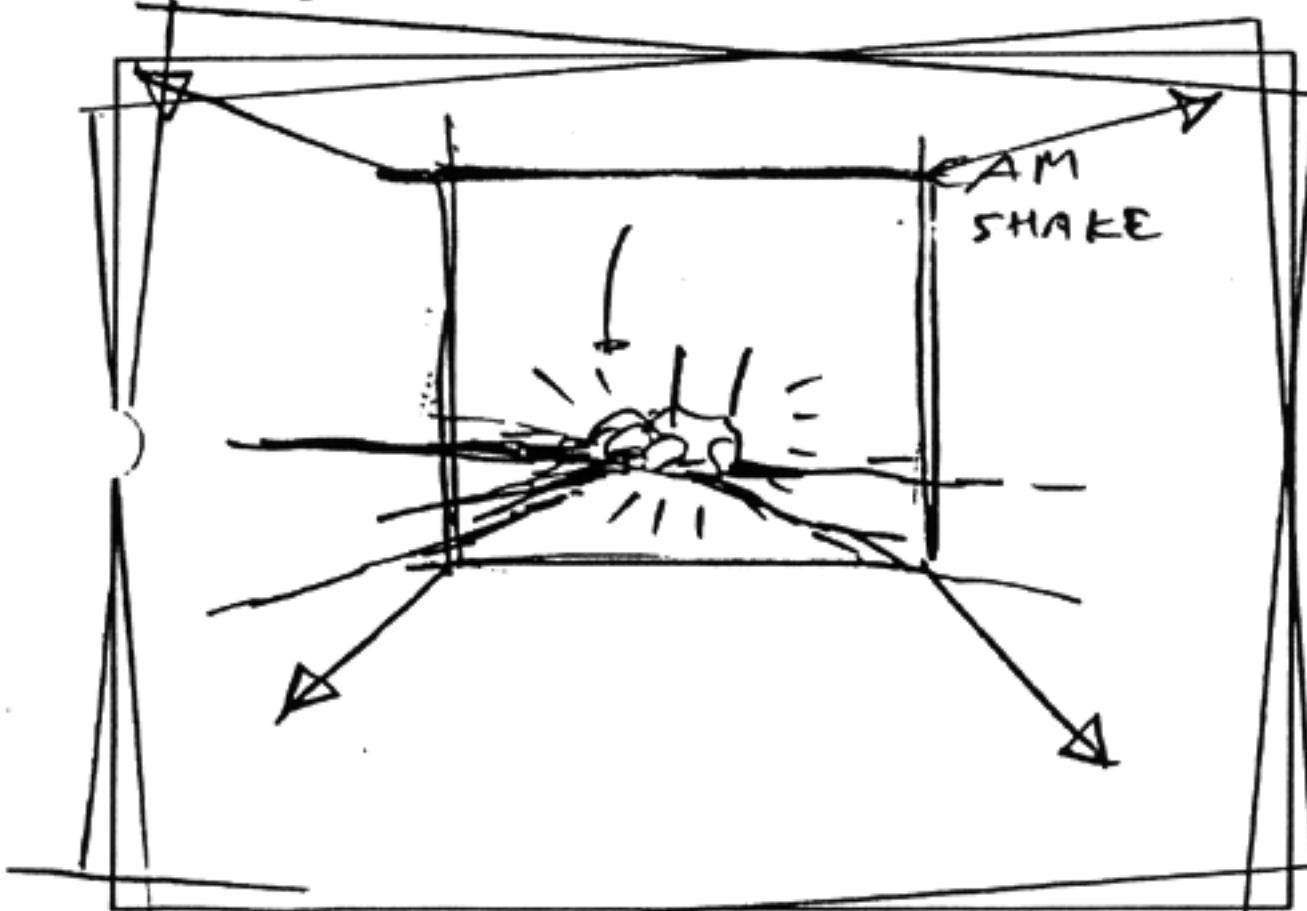
200-13

113



M.C.V. SLUDGE RAISES RIGHT FRONT FOOT

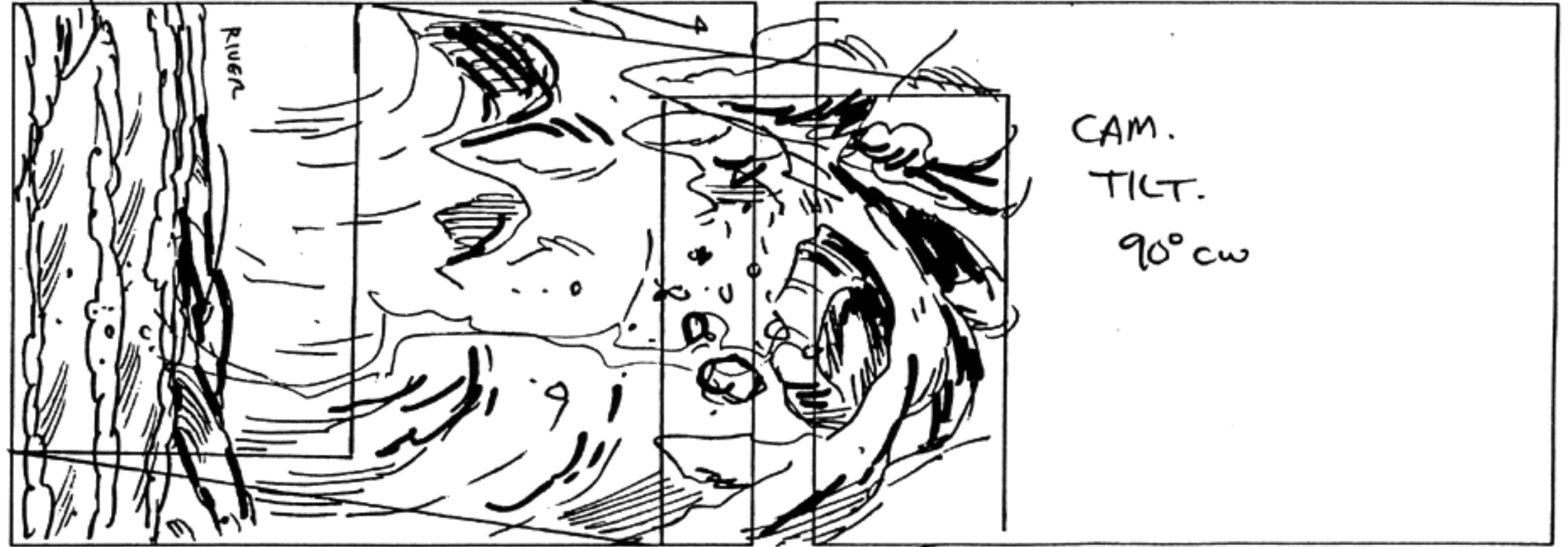
CONT.



THEN STOMPS THE GROUND HARD. TRUCK BACK WITH SPREADING EARTH FISSURE FORMING AS GROUND TREMBLES.

336

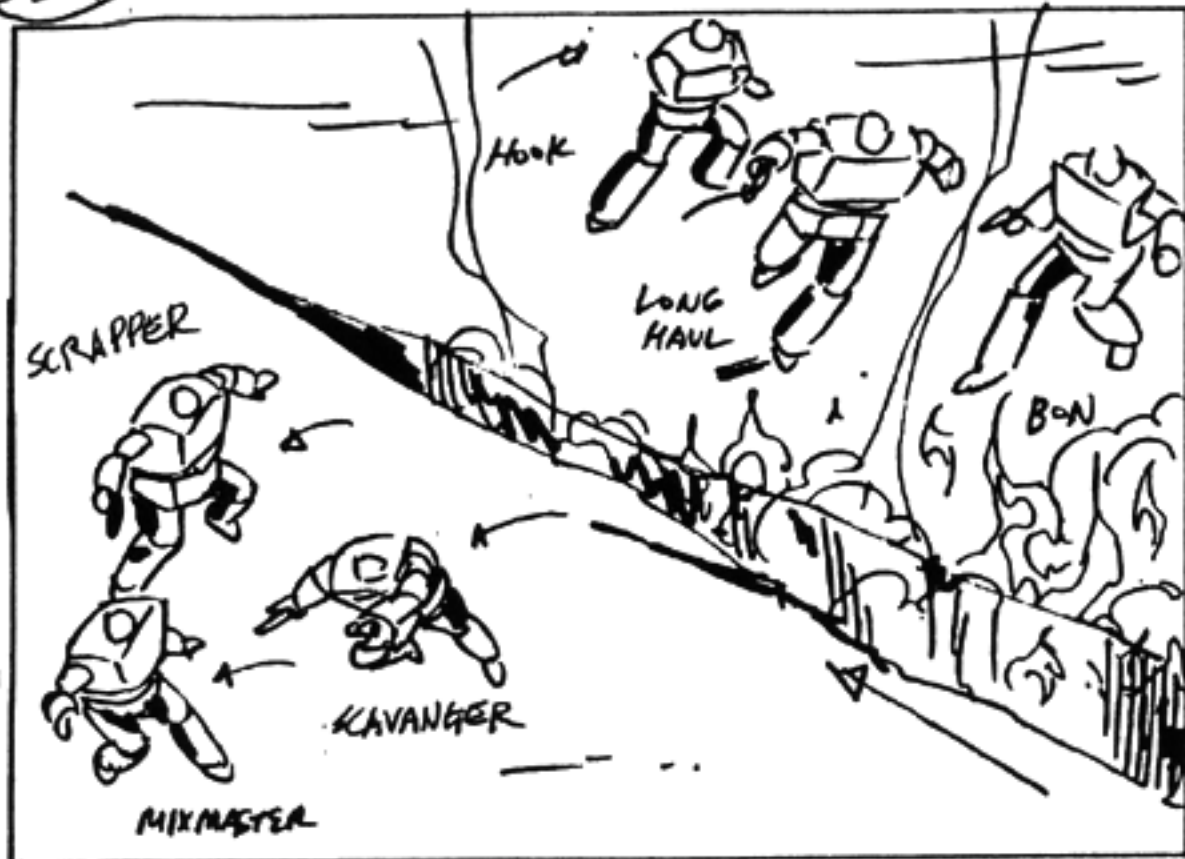
PAN



CAM. TILT. 90° CW

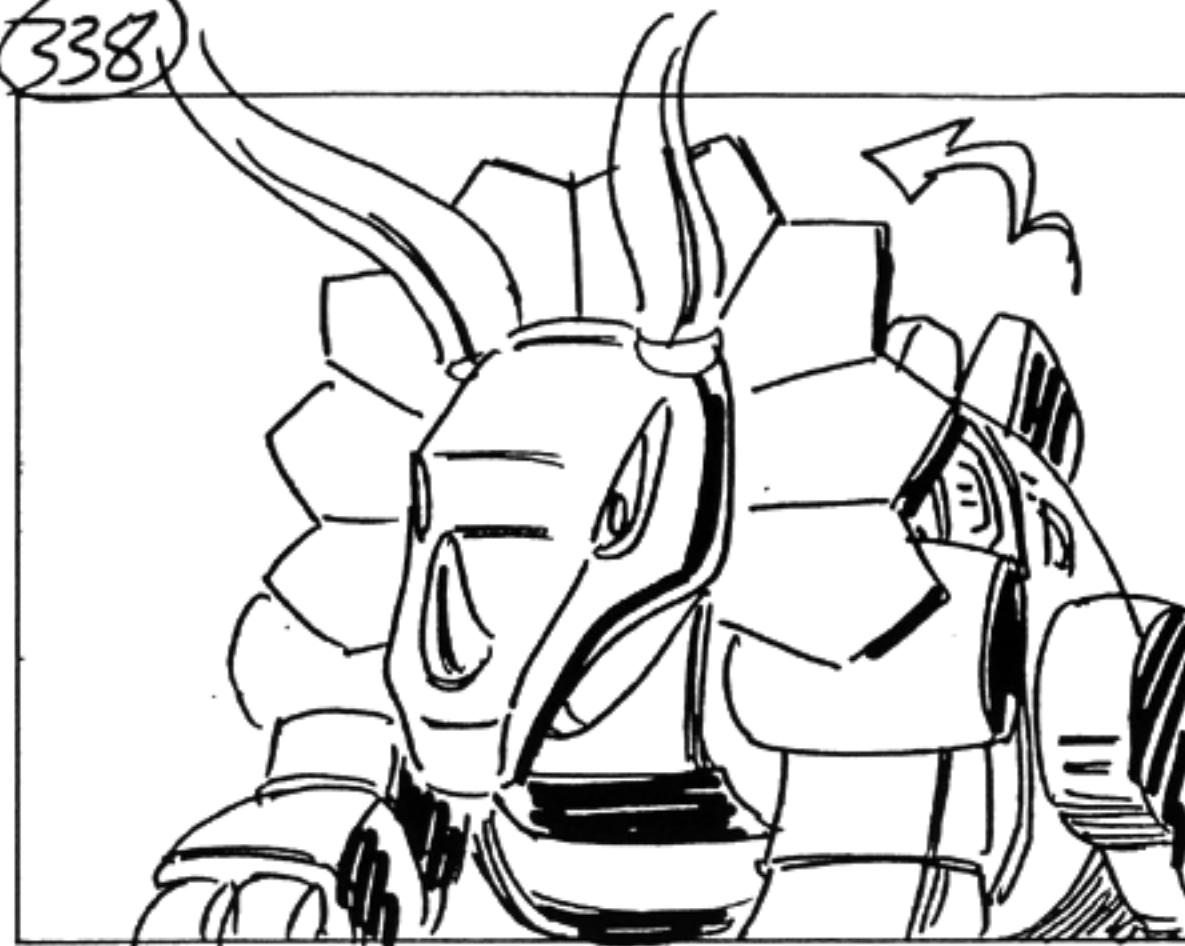
M. SHOT INTERIOR OF CAVERN EU FLAMING, SMOKING LAVA RIVER. START CAMERA SHAKE. PAN UP TO CEILING OF CAVERN TO SEE THE ROCK SPLITTING APART AND HISSING SMOKE AND CRACKLING FLAME FROM BELOW RISING TOWARD HOLE.

337



M.I. DOWN SHOT CONSTRUCTICONS JUMP ASIDE AS FISSURE SPREADS WITH SMOKE AND FLAMES SHOOTING OUT. CONSTRUCTICONS: (CRIES OF ALARM)

338



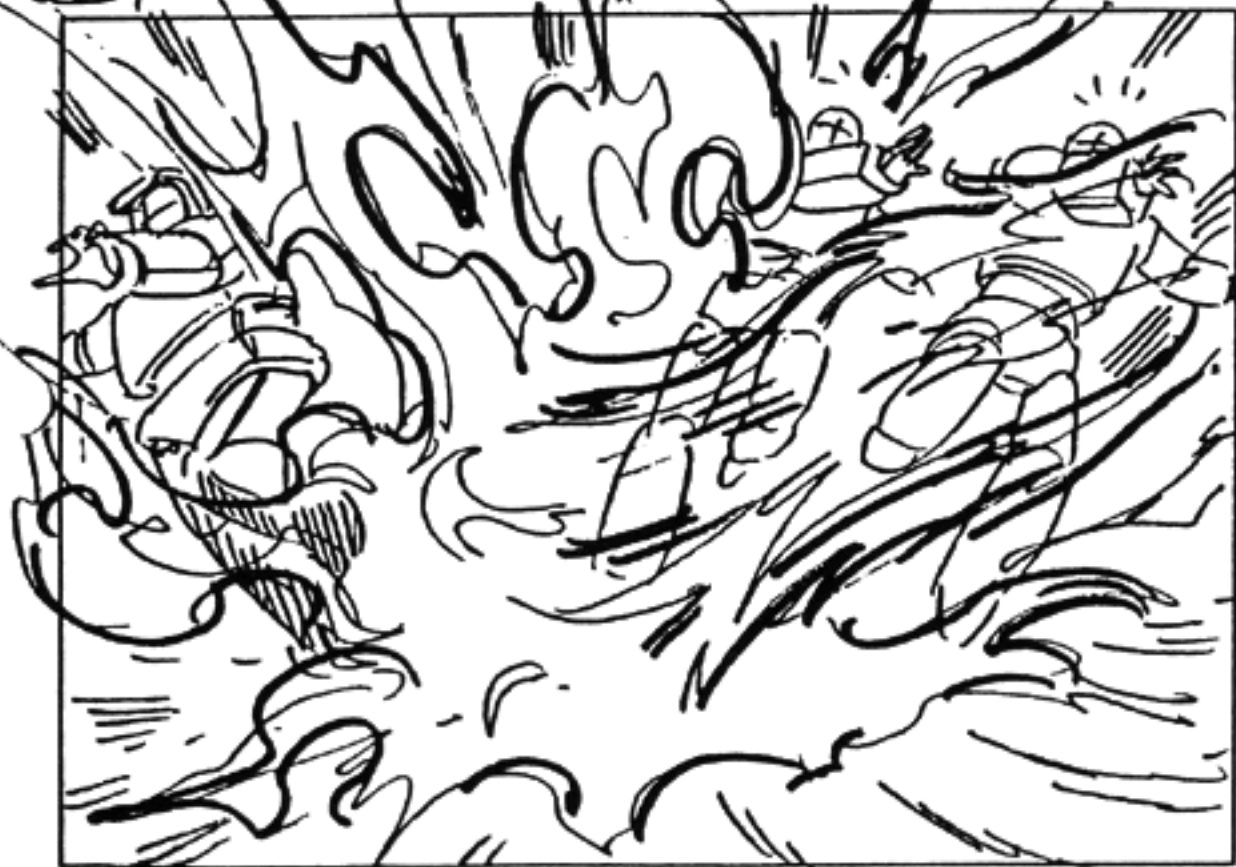
M. SHOT SLAG WALKS INTO CAMERA, STOPS AND FIRES HIS CRACKLING FLAME BREATH AT O.S., HOOK & BONECRUSHER.

CONT.

200-13 2/114

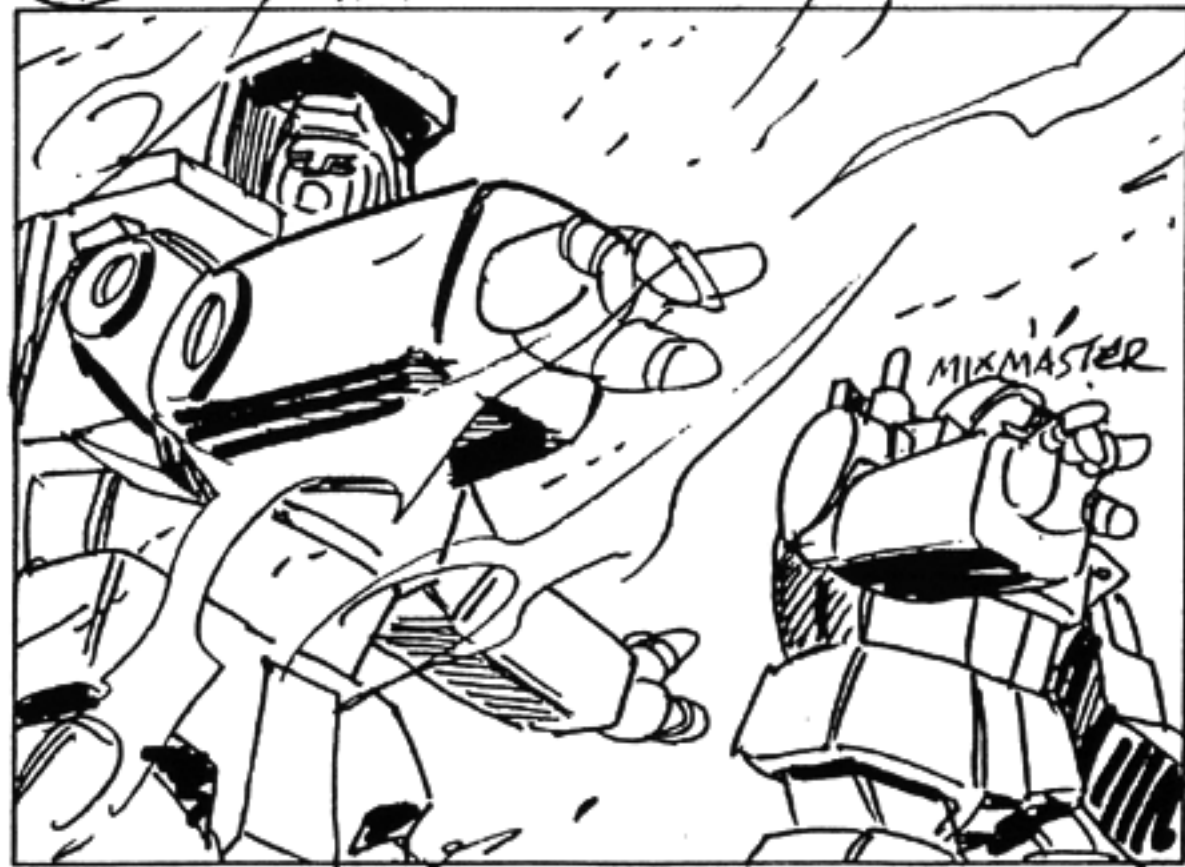


339

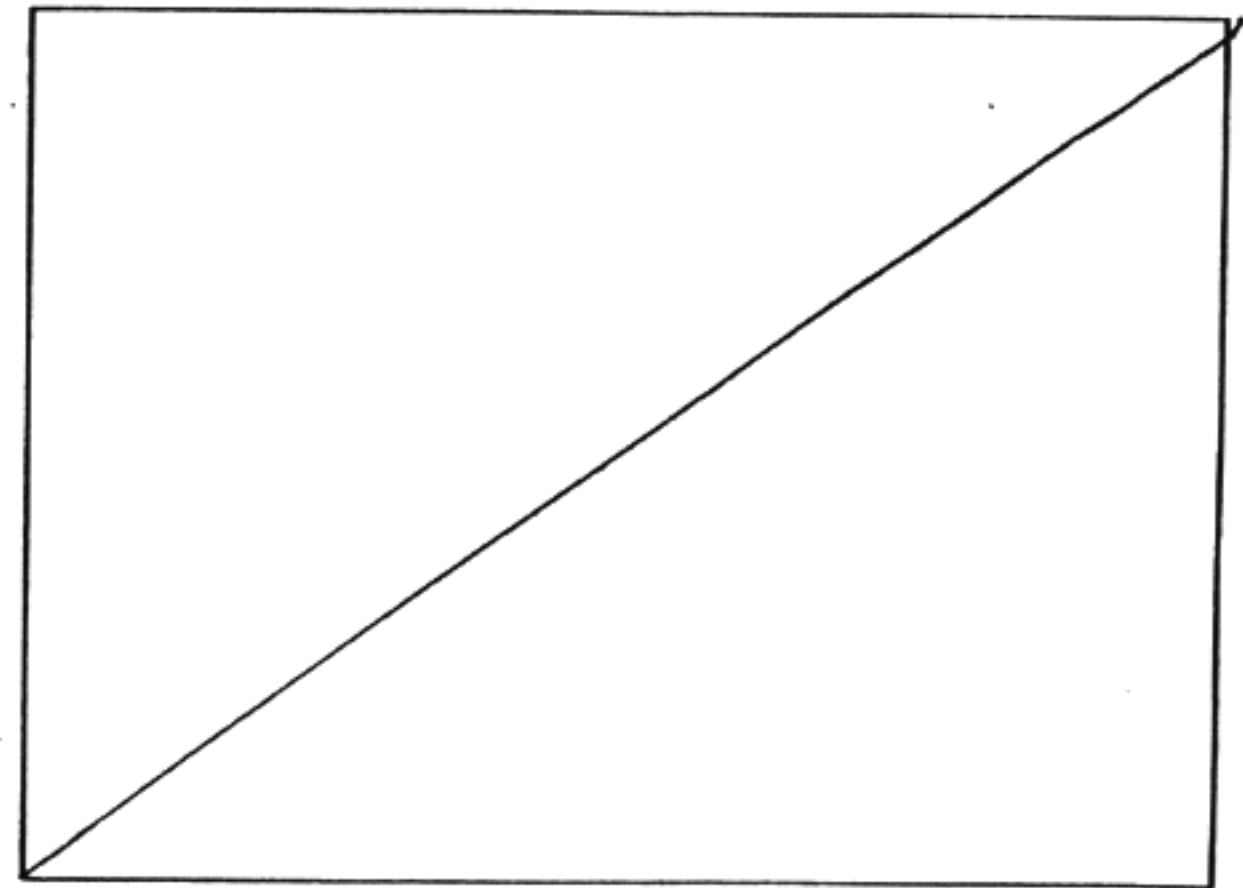


M.I.S. BONECRUSHER, HOOK & LONG HAUL. THEY JUMP ASIDE JUST IN TIME AS THE GROUND IS STRUCK BY FLAMES AND BECOMES A MOLTEN INFERNO.

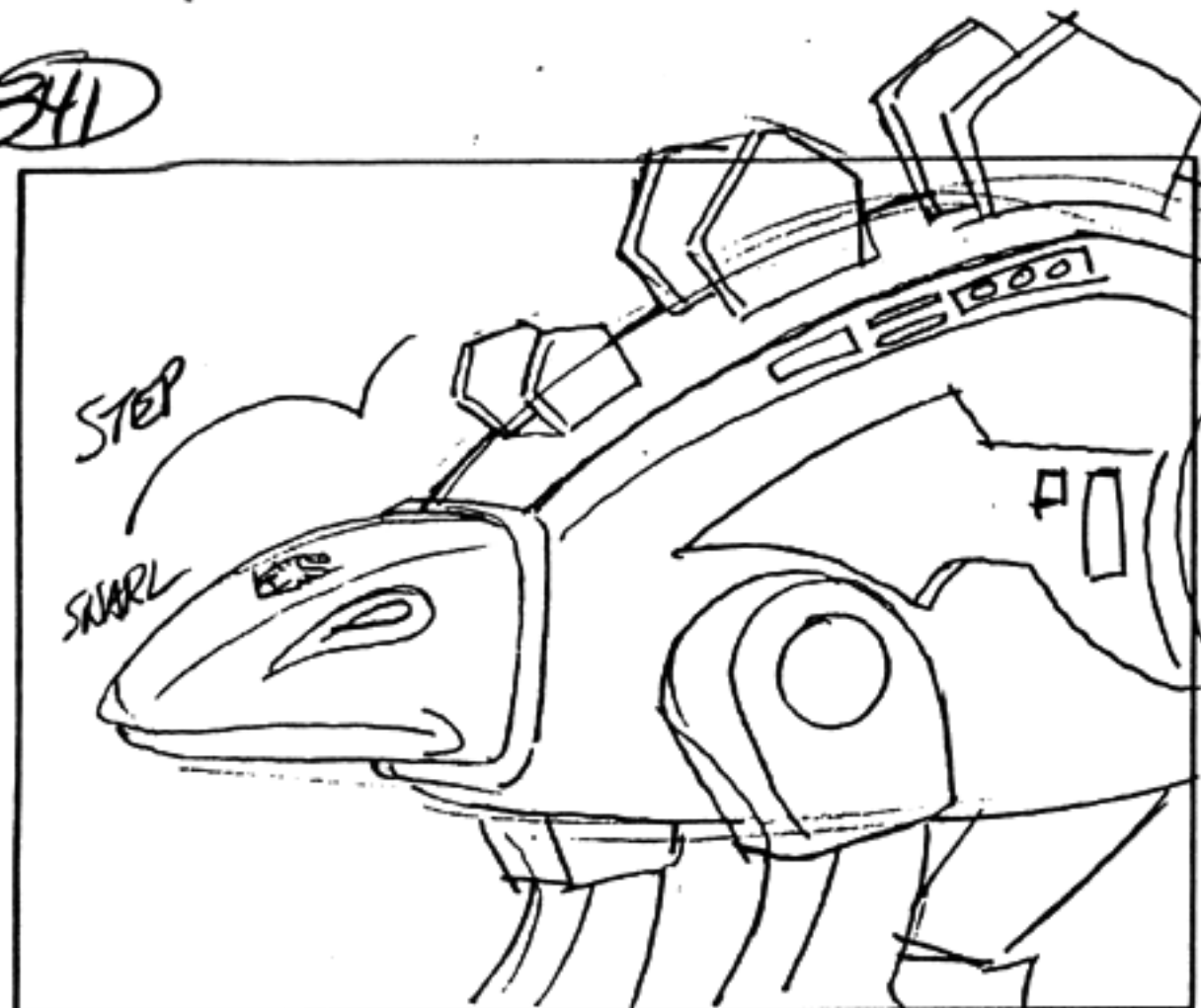
340



M.C. 2 SHOT HOOK: BAD NEWS, SCRAPPER! THEY'VE BROUGHT OUT THE HEAVY ARTILLERY!

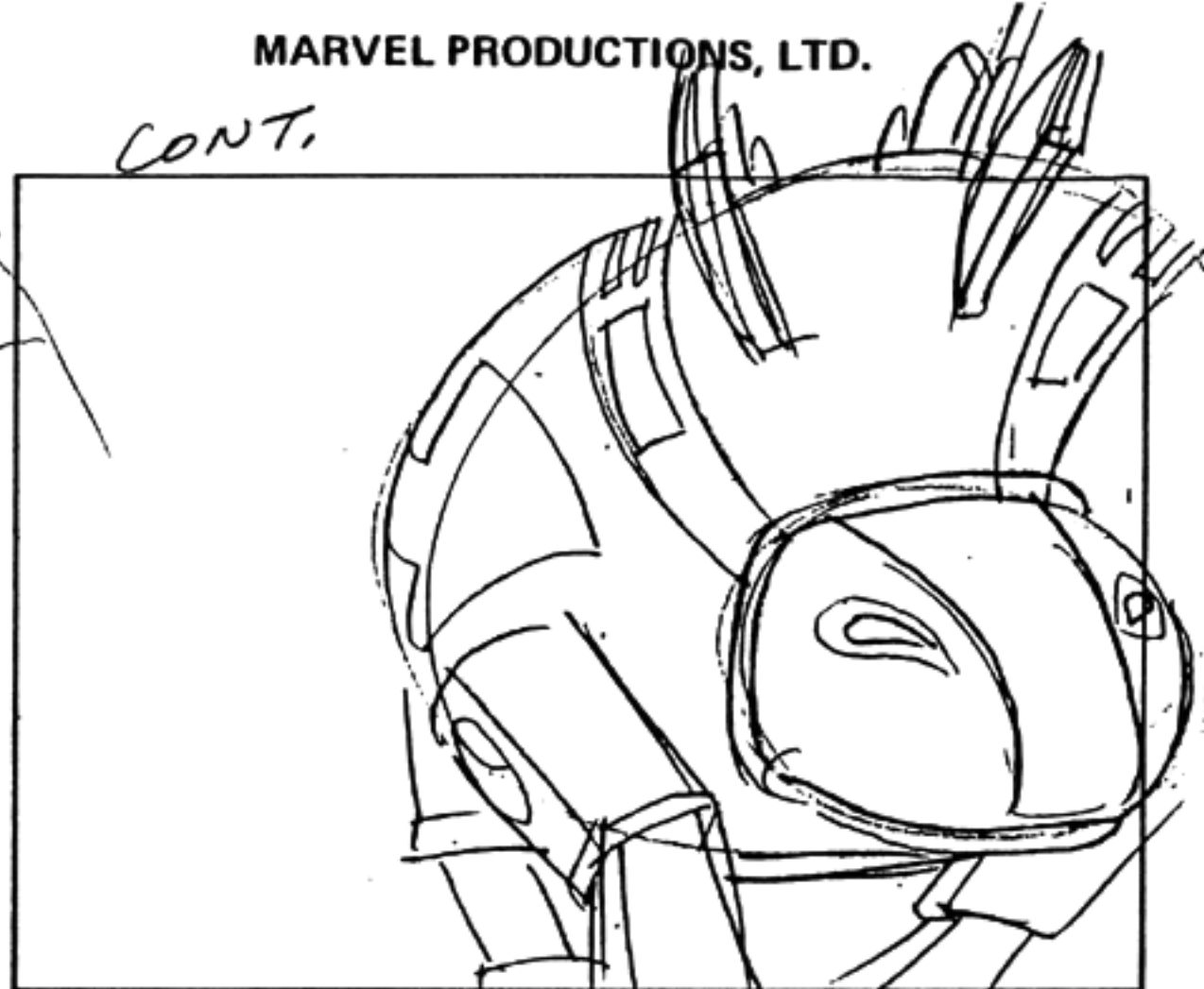


341



M.C.U. SNARL STEPS FORWARD

CONT.

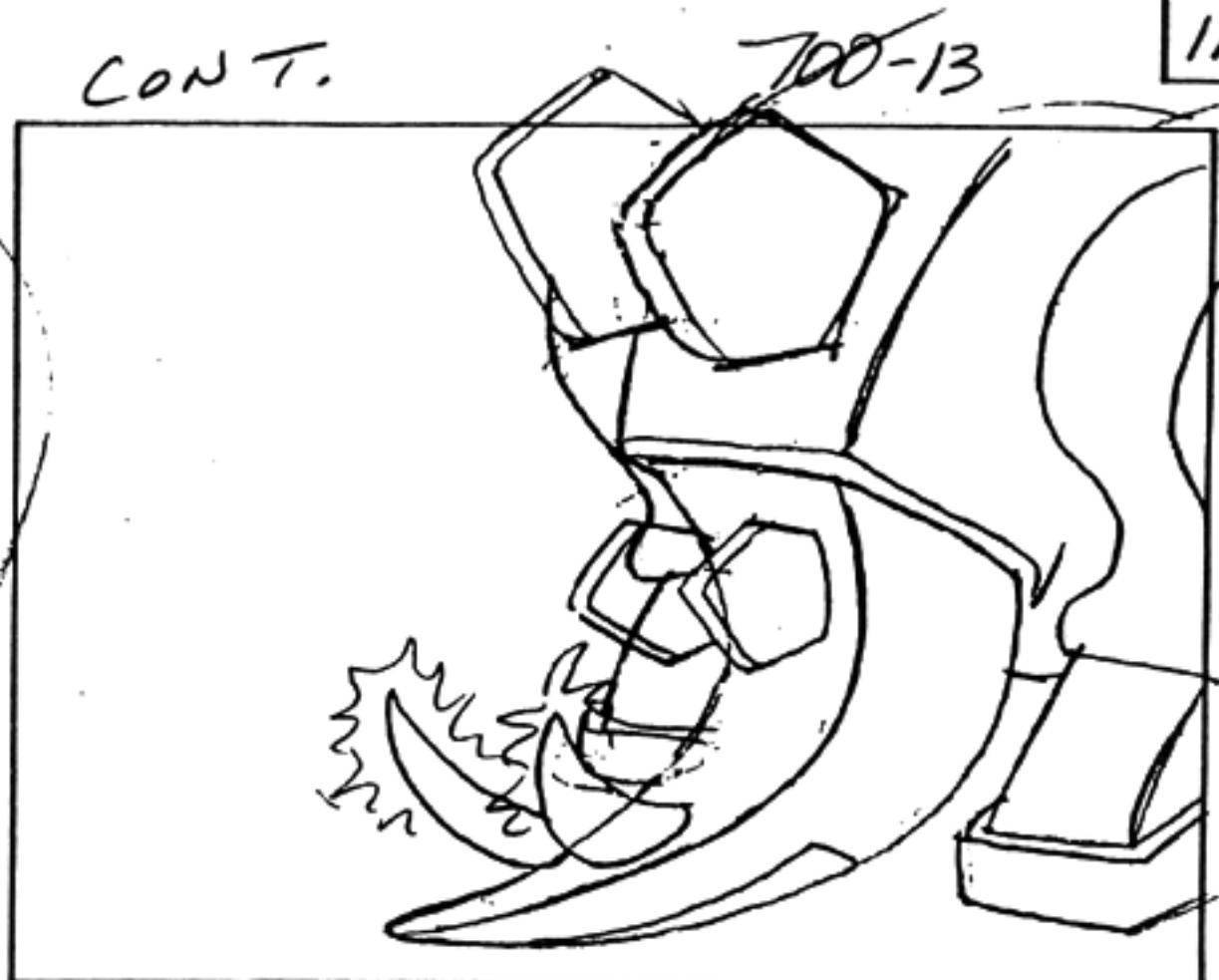


URNS AROUND

CONT.

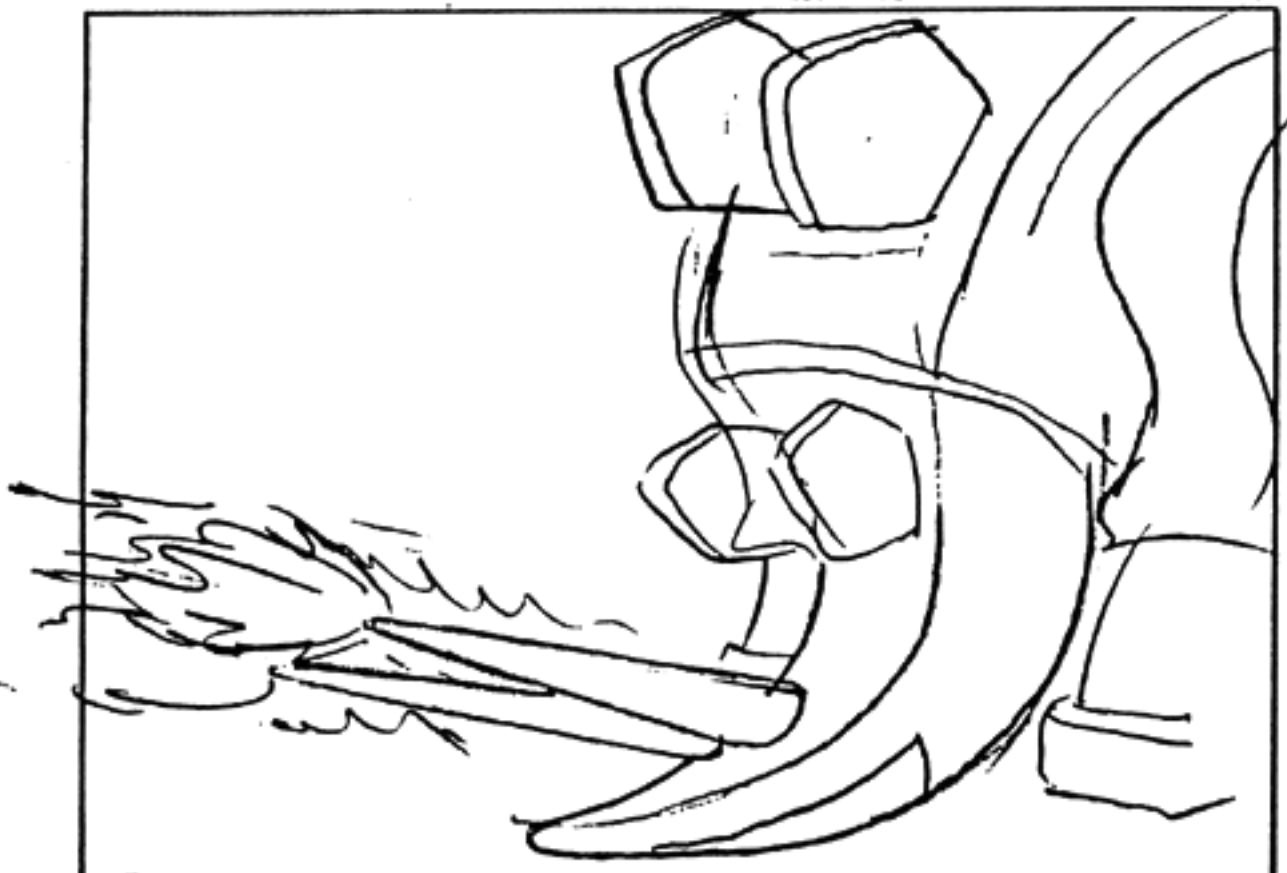
100-13

114A



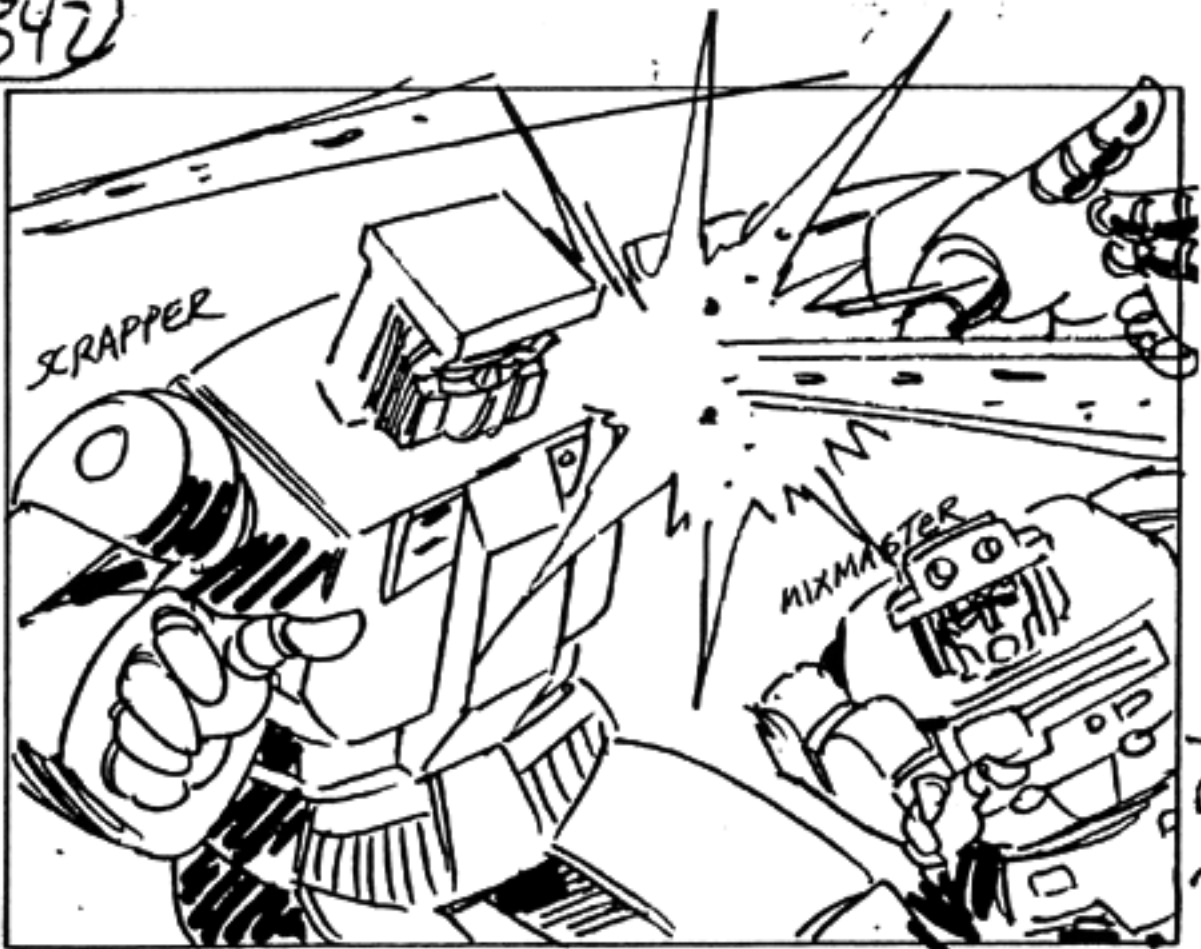
POINTS HIS TAIL AT O.S. CONSTRUCTICONS SPIKES START TO GLOW AND PULSATE WITH ENERGY...

CONT.

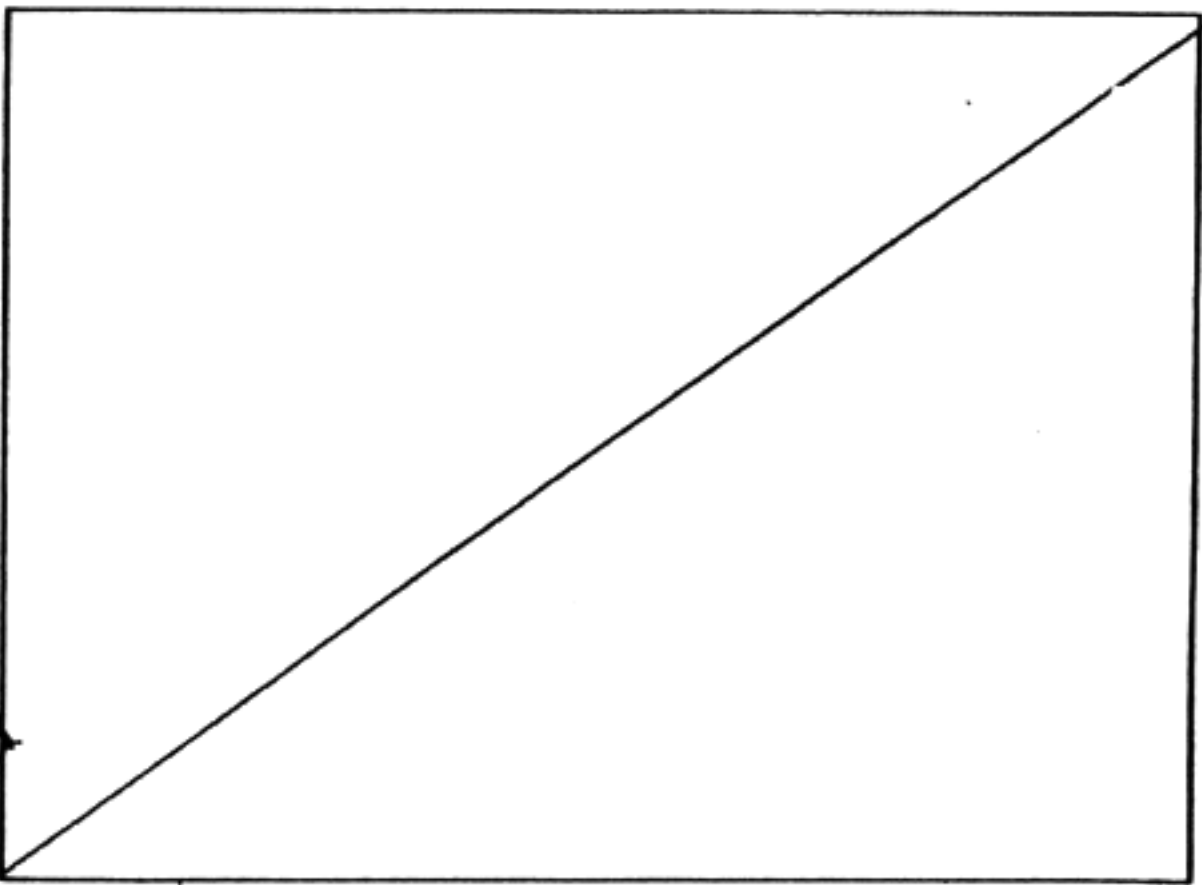


THEN SHOOT OUT PACKETS OF DEADLY LASER LIGHT!

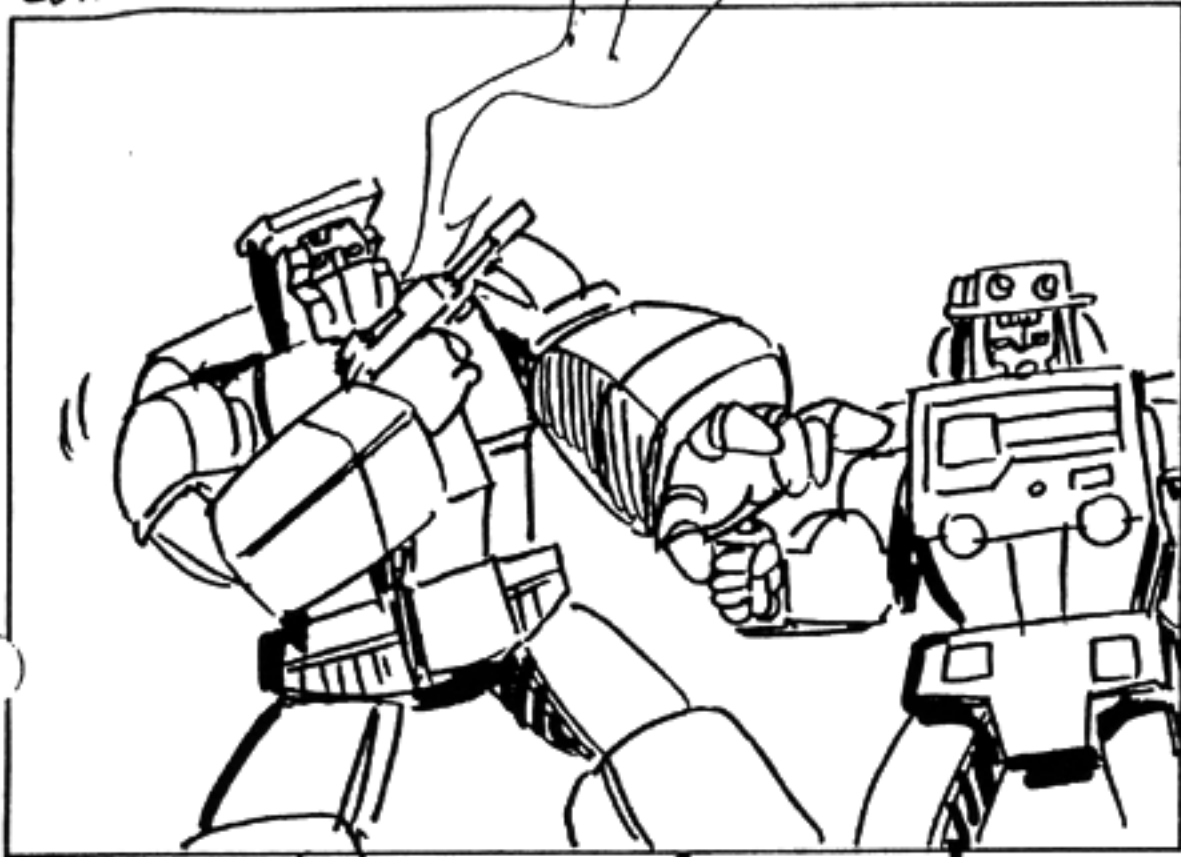
342



M.C.2 SHOT SCRAPPEN & MIXMASTER LASER PULSES EXPLD AGAINST THEIR METAL HIDE DRIVING THEM BACK.

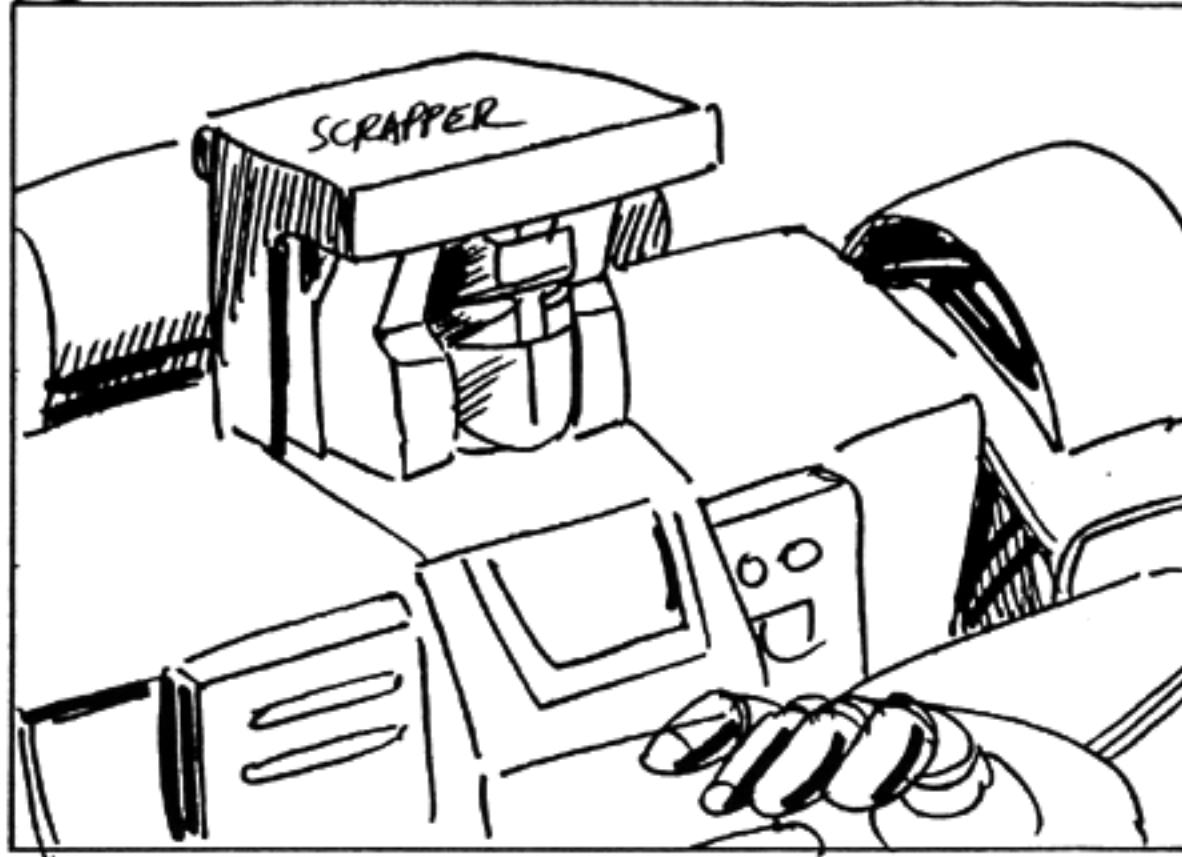


CONT.



SCRAPPER: (GRABS INJURED SHOULDER) THEN IT'S TIME WE DID THE SAME... ONLY HEAVIER!

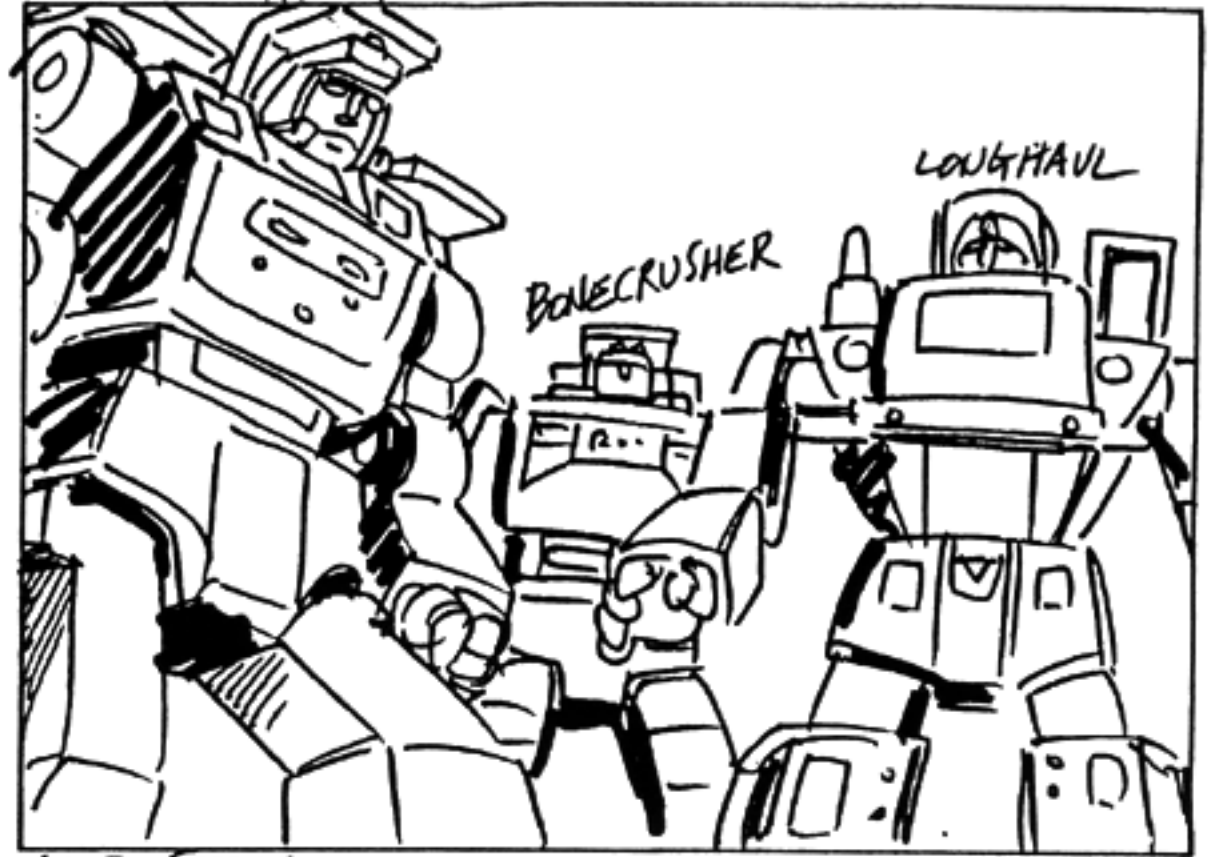
343



M.C.V. SCRAPPER: CONSTRUCTIONCONS TRANSFORM...

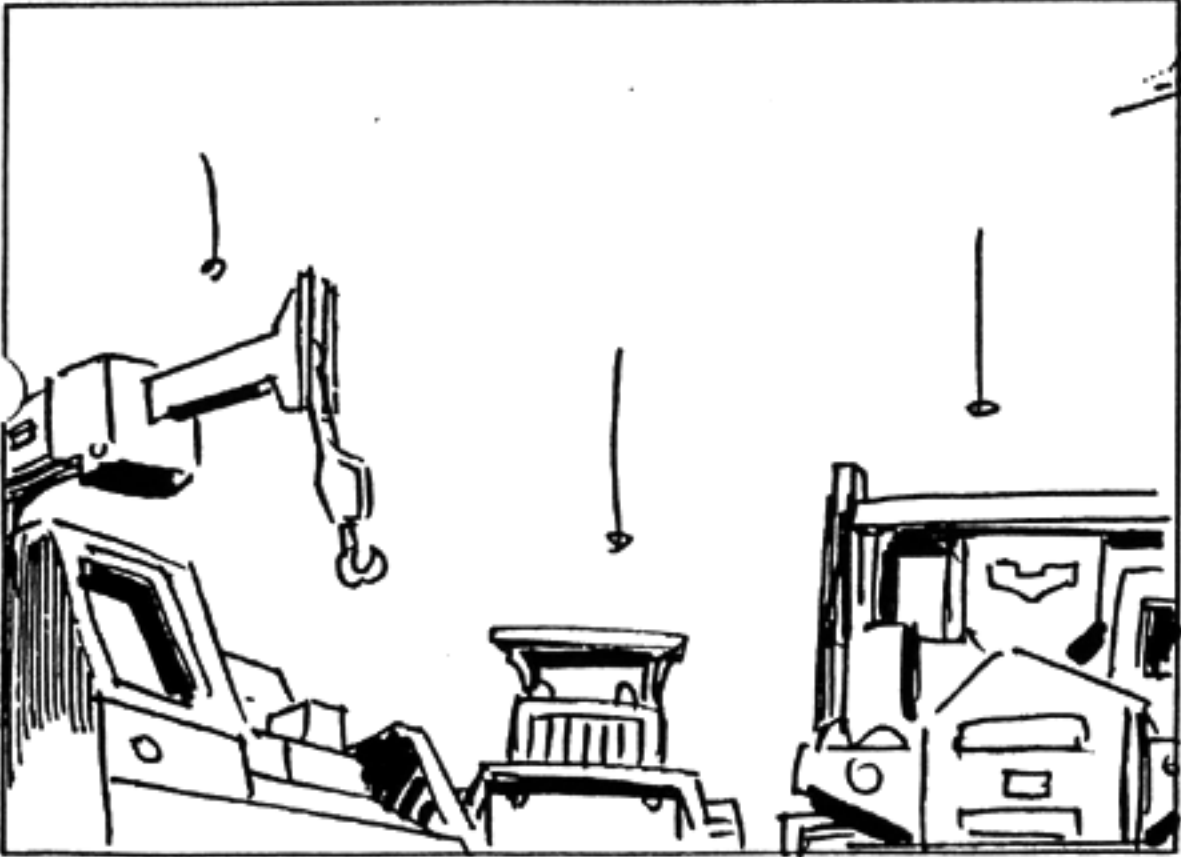
344

700-13



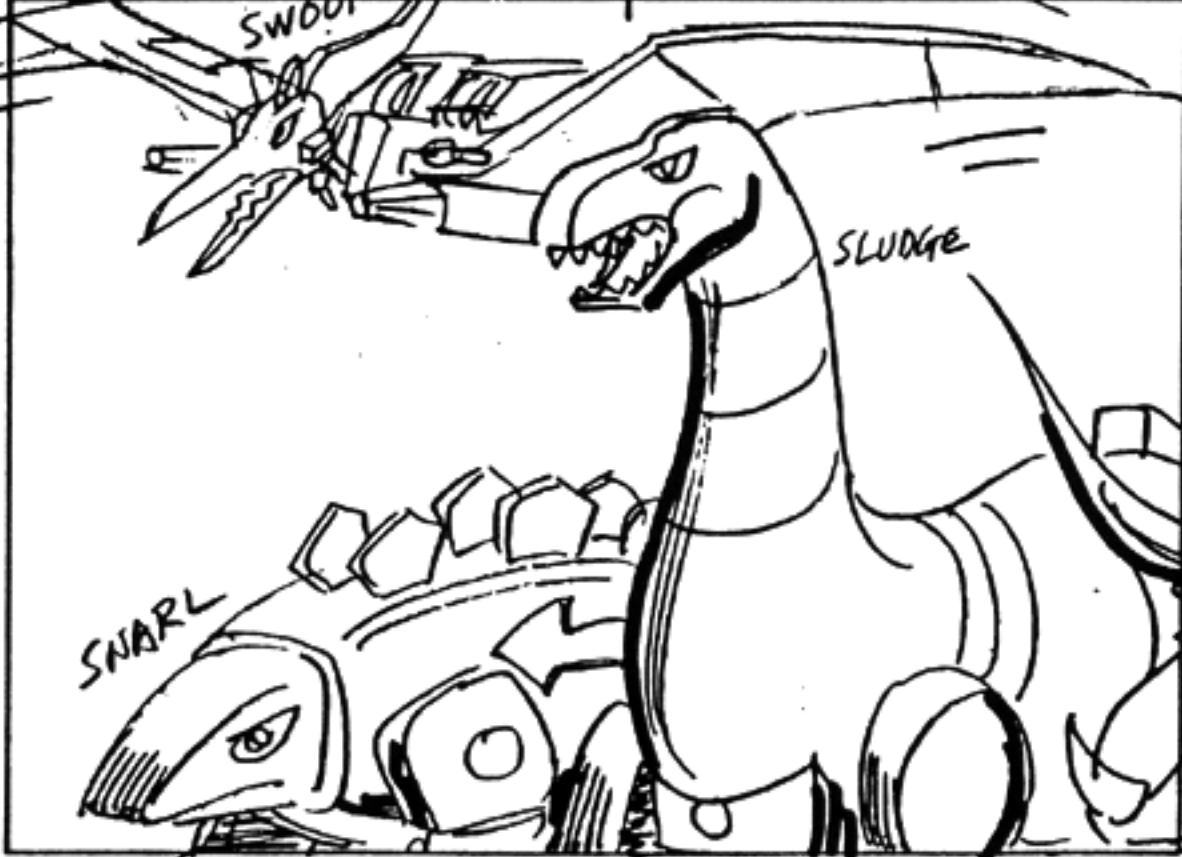
M. 3 SHOT ... PHASE ONE!

CONT.



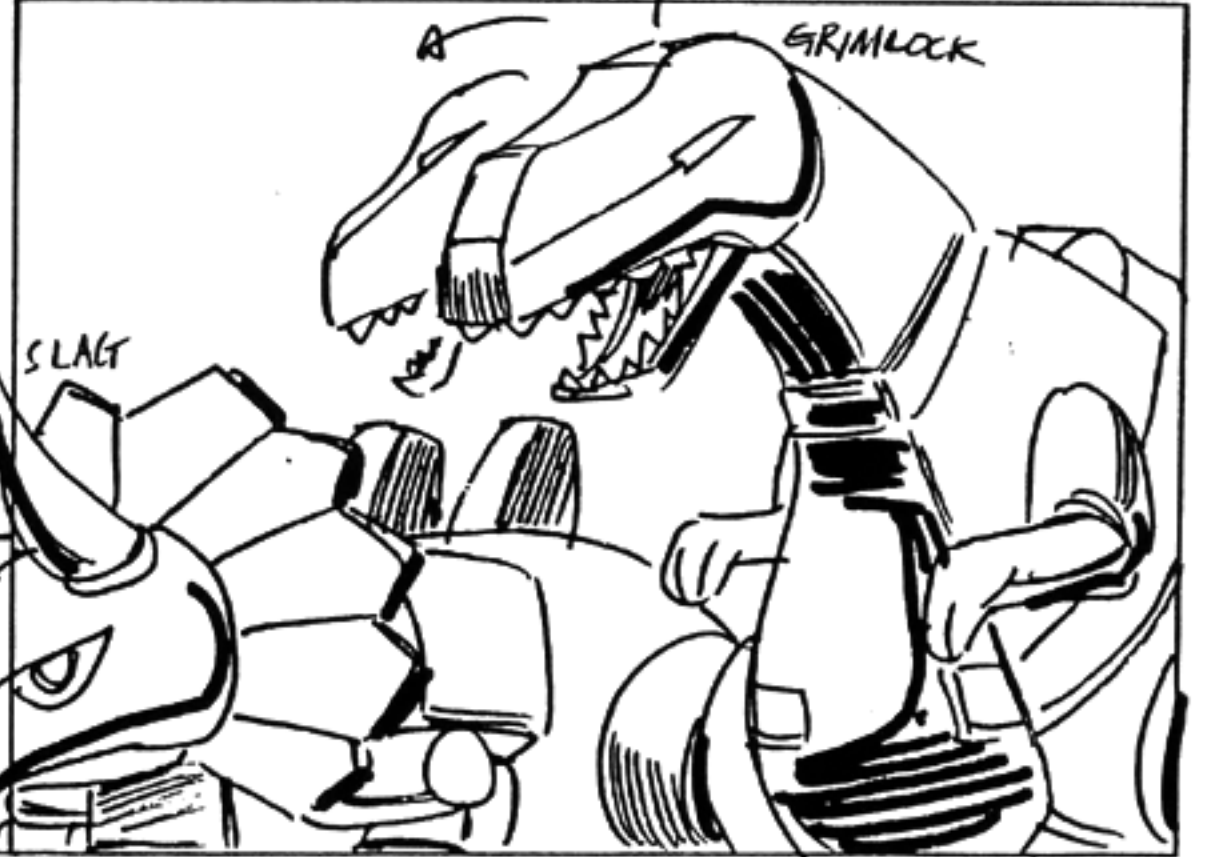
CONSTRUCTIONCONS TRANSFORM TO HEAVY EQUIPMENT MODE.

345



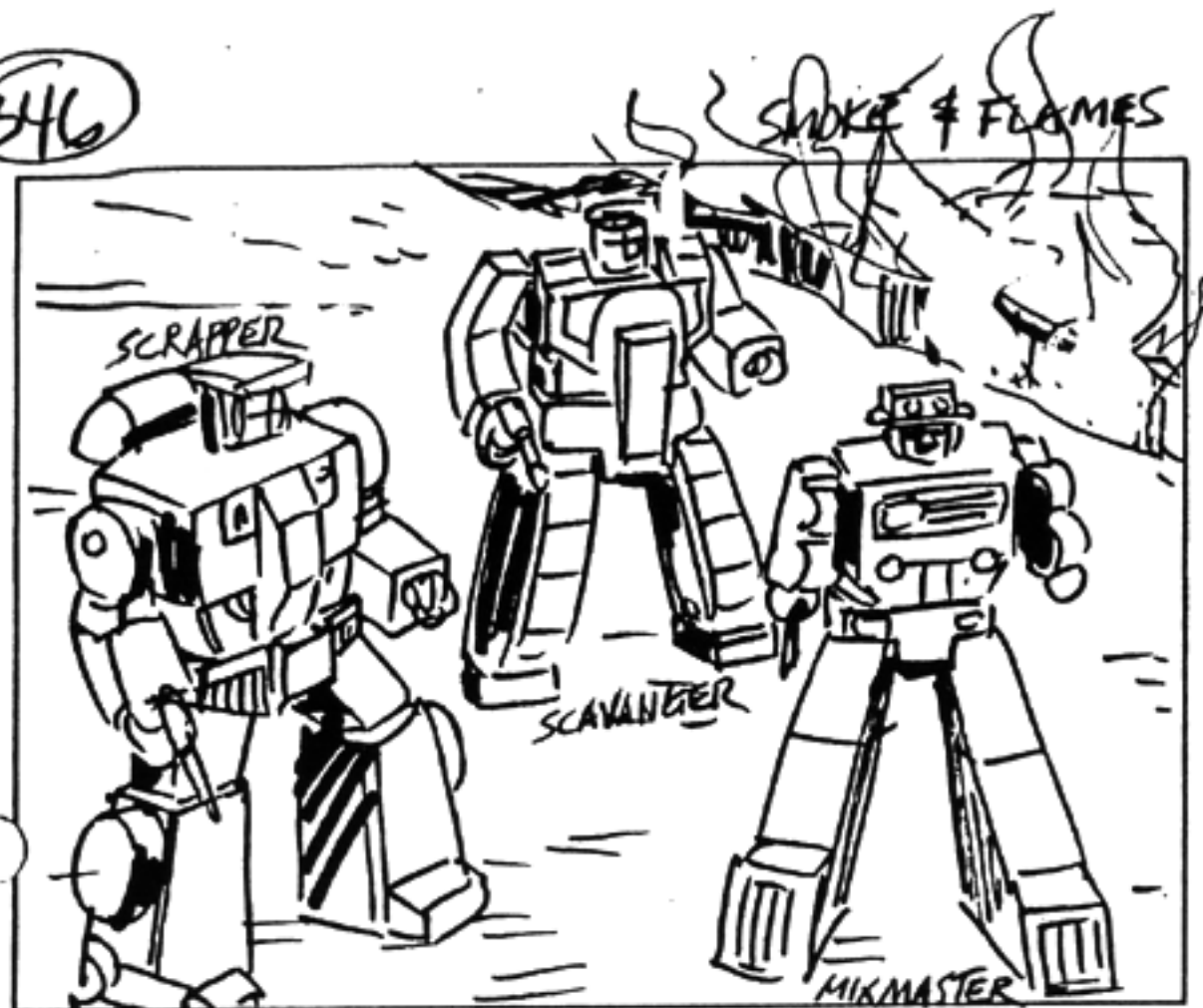
M. SHOT DINO-BOTS ALL REACT WITH SURPRIZE AT O.S. CONSTRUCTIONCONS TRANSFORMATION

→ PAN BG. START



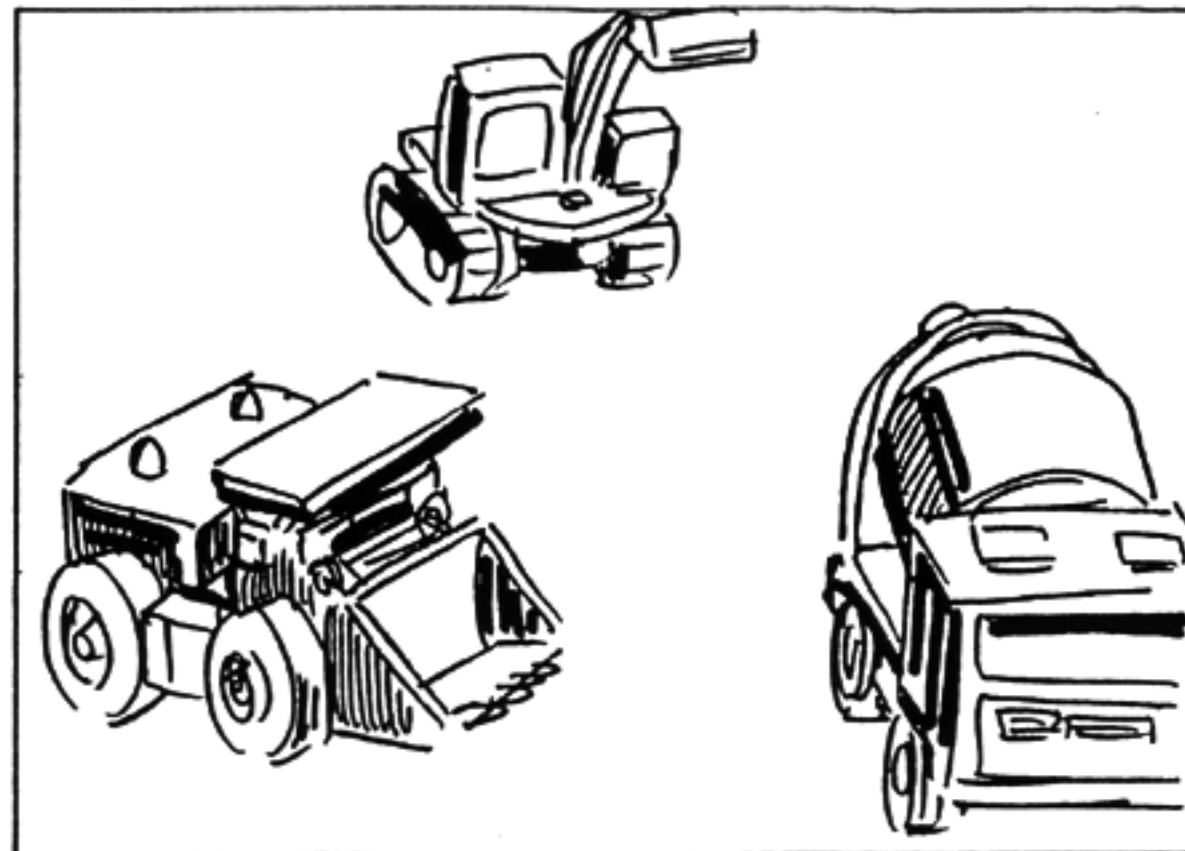
M. SHOT DINO-BOTS ALL REACT WITH SURPRIZE AT O.S. CONSTRUCTIONCONS TRANSFORMATION

346



M. 3 SHOT SCRAPPER! NOW TRANSFORM PHASE TWO!

CONT.

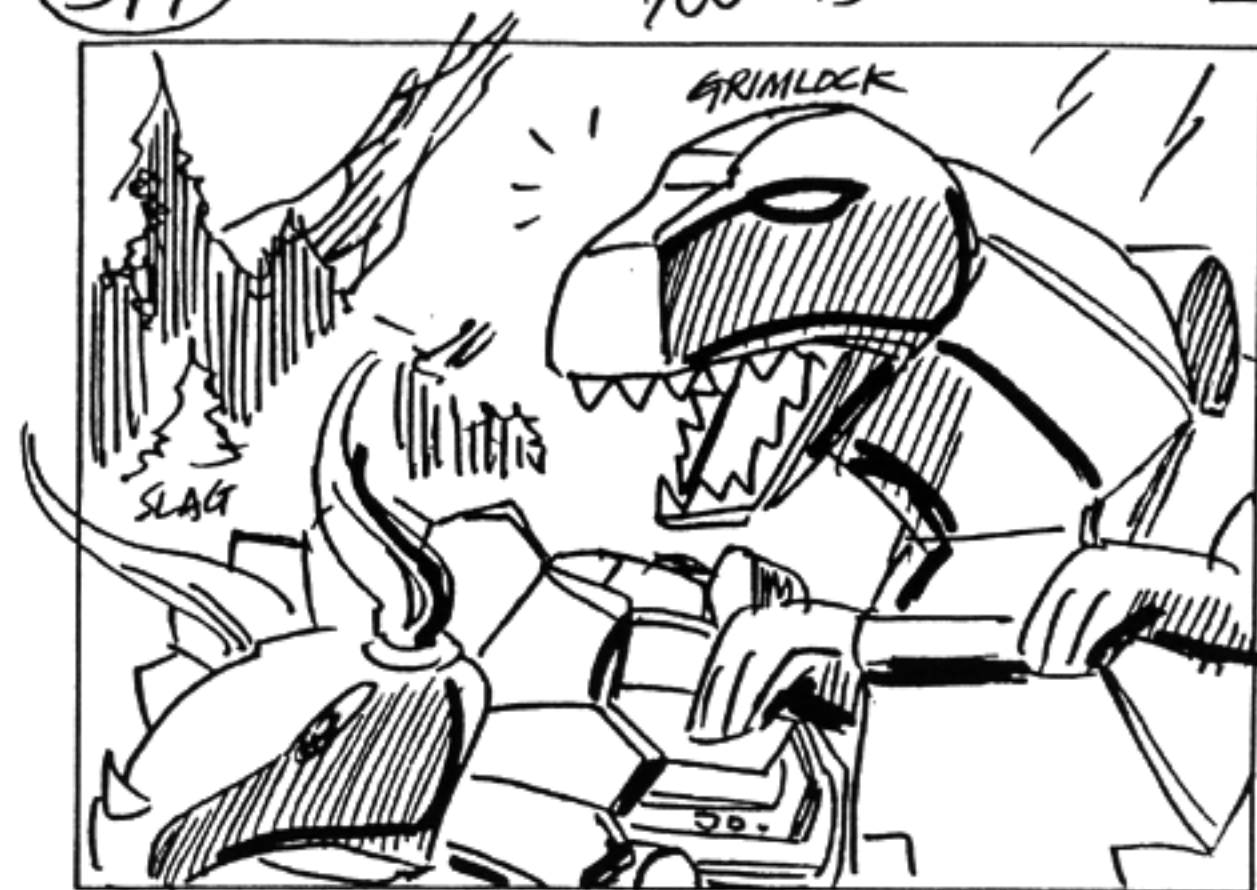


THEY TRANSFORM TO HEAVY EQUIPMENT MODE.

347

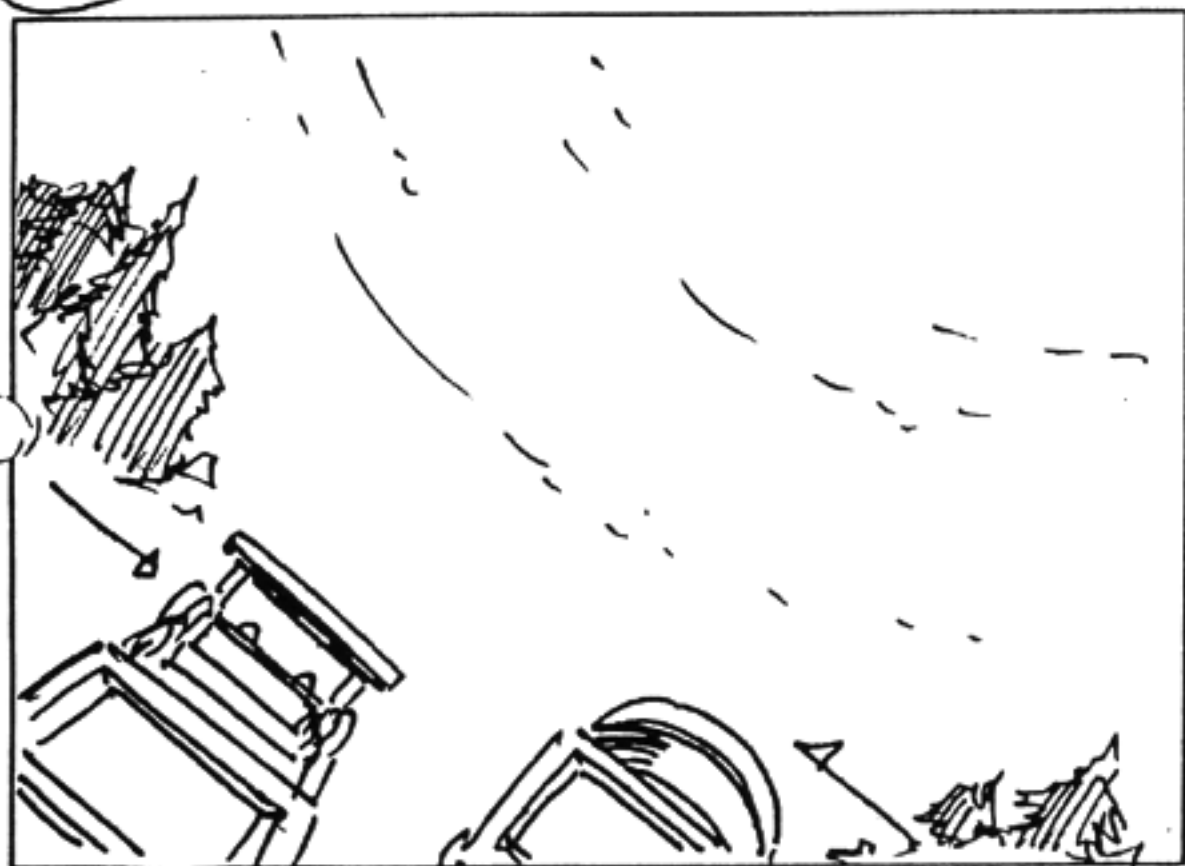
700-13

116



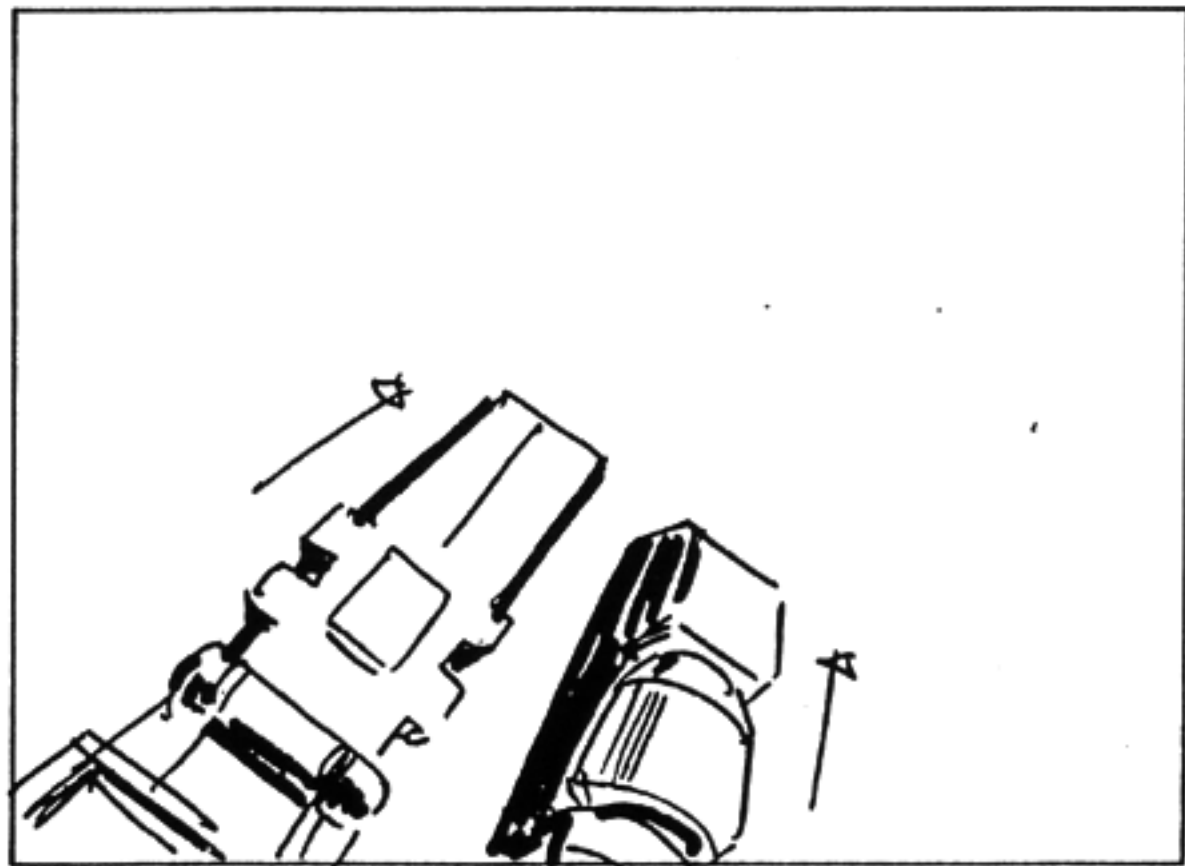
M.C. 2 SHOT SLAG & GRIMLOCK REACT AT CONSTRUCTION'S TRANSFORMATION.

348

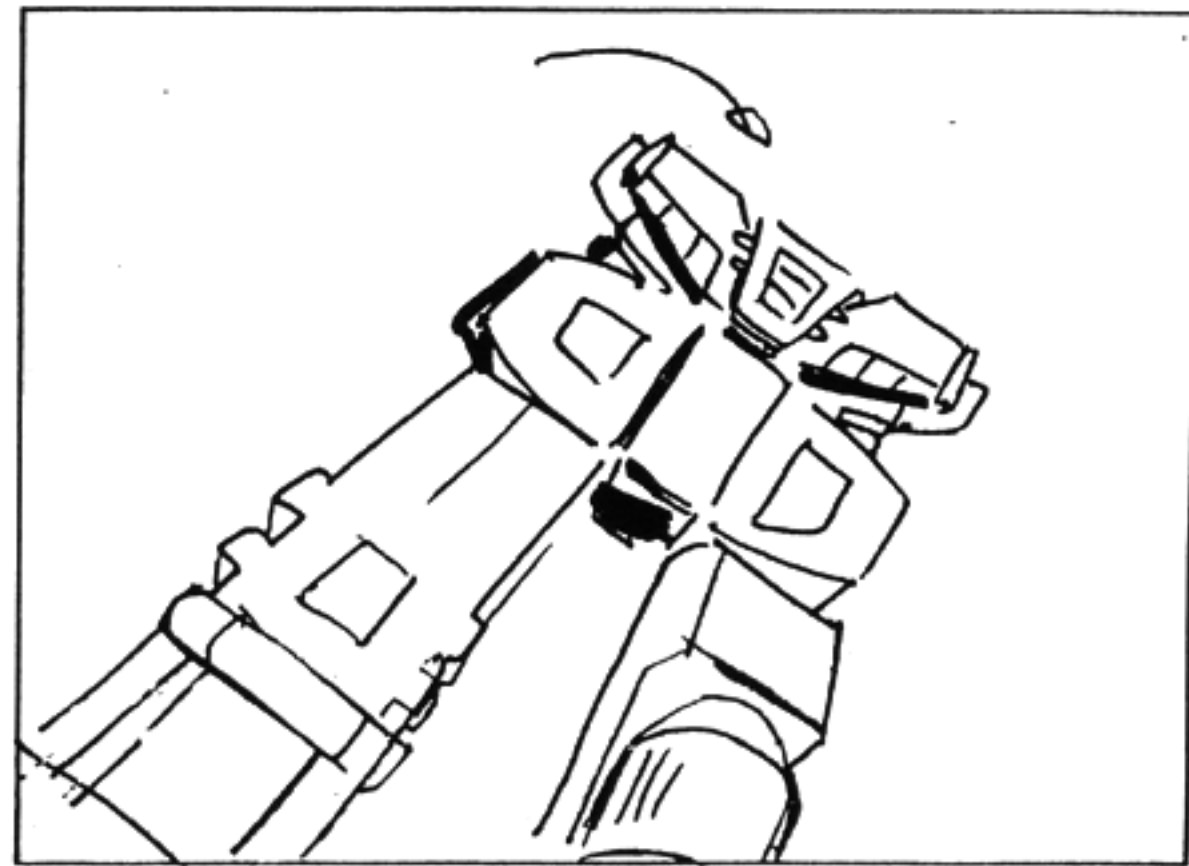


M. DOWN SHOT THE TRACTOR SHOVEL AND CONCRETE MIXER MOVE NEXT TO EACH OTHER, THEN REAR UP VERTICALLY LIKE TWO GIANT LEGS.

CONT.

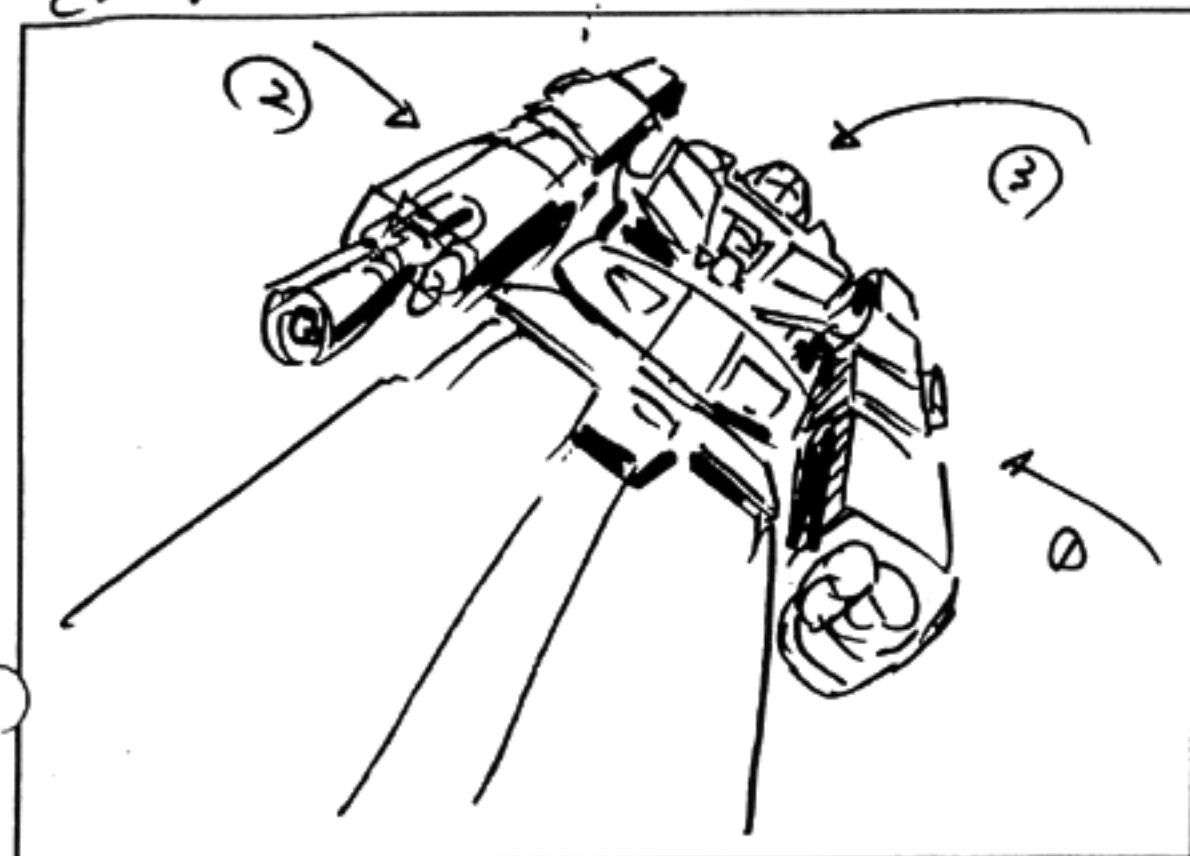


CONT.



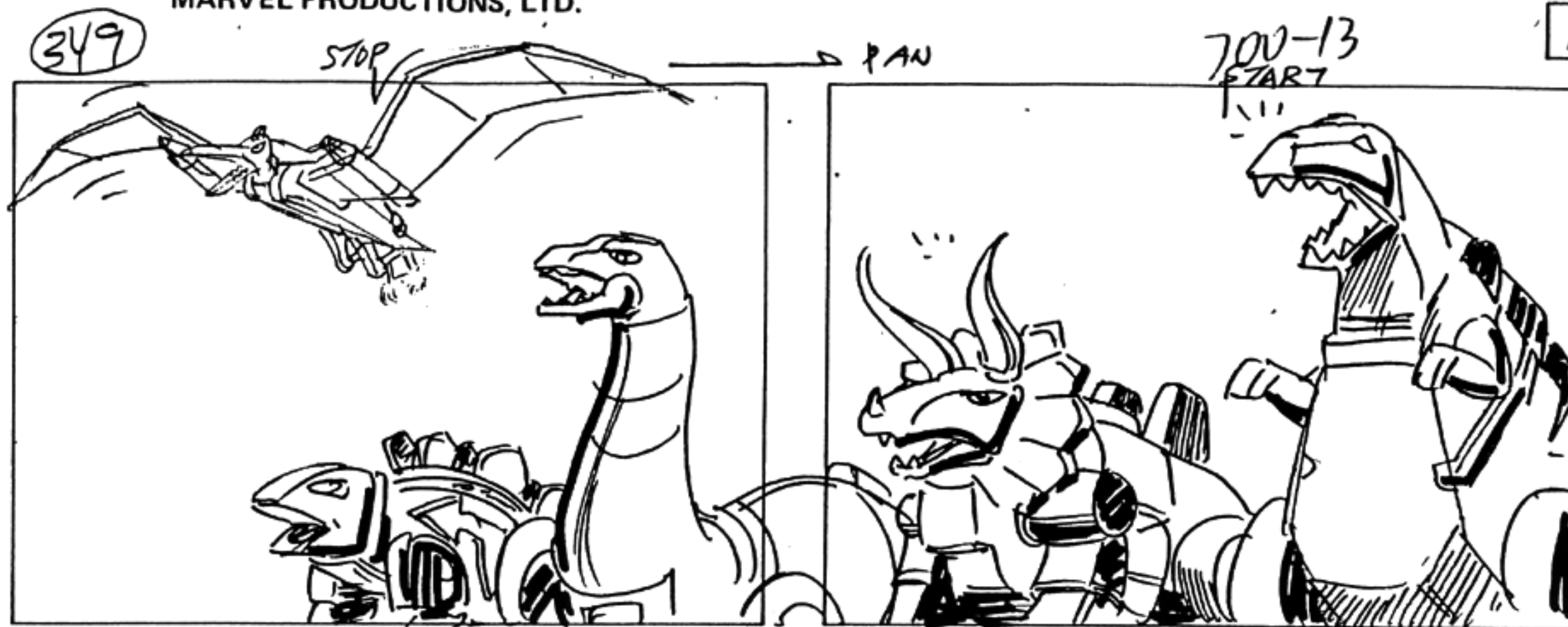
A BEAT LATER THE DUMP TRUCK FLIES INTO FRAME TO TAKE ITS PLACE AS A HUGE TORSO.

CONT.



FROM EACH SIDE THE POWER SHOVEL AND BULL-DOZER FLY INTO FRAME TO BECOME TWO ARMS, AND FINALLY TRUCK CRANE FLIES INTO FRAME TO BECOME THE HEAD AND SHOULDERS.

349



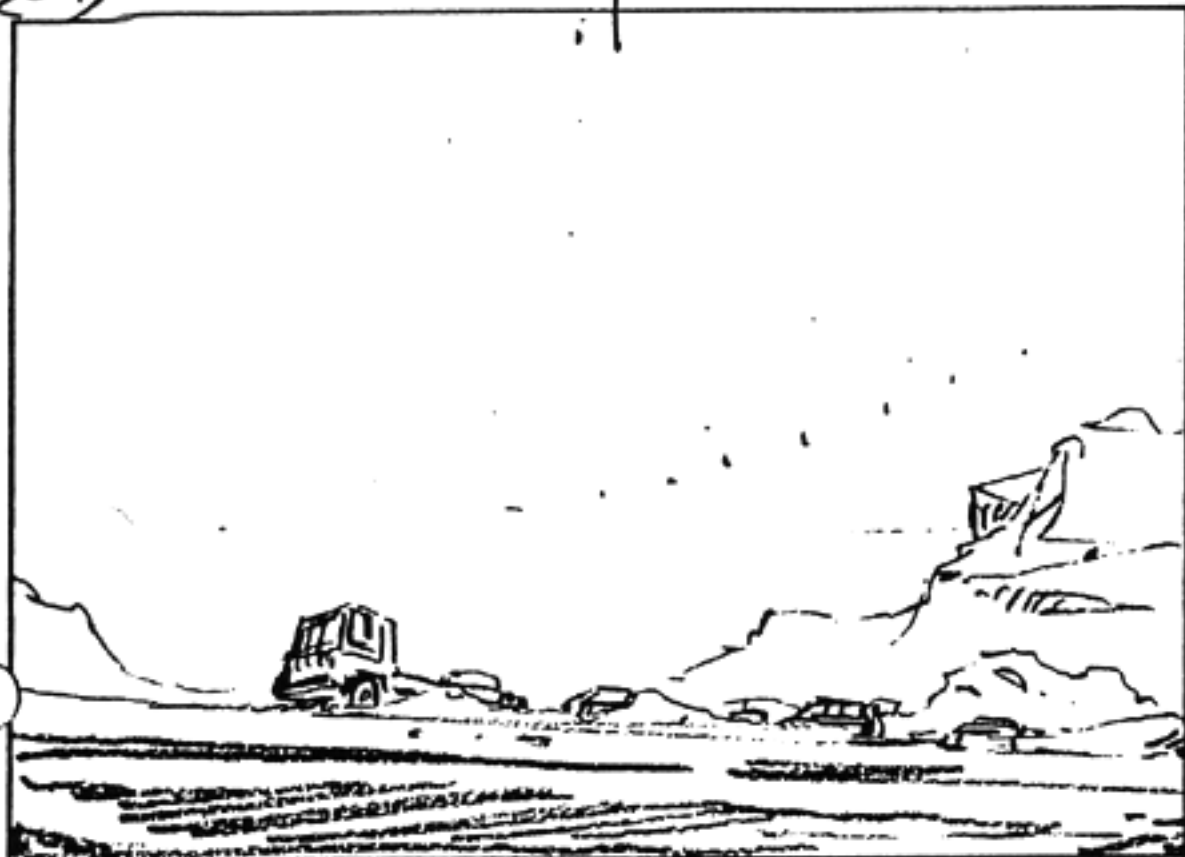
M. GROUP SHOT PAN ALONG LINE OF DINO-BOTS AS THEY LOOK IN ASTONISHMENT AT THE FORMATION OF THE GIANT CONSTRUCTION DEVESTATOR.



M.G. UP SHOT DEVASTATOR: (TRUCK IN AS HE TALKS) PREPARE TO MEET YOUR DOOM! NOTHING CAN WITHSTAND THE MIGHT OF DEVESTATOR!

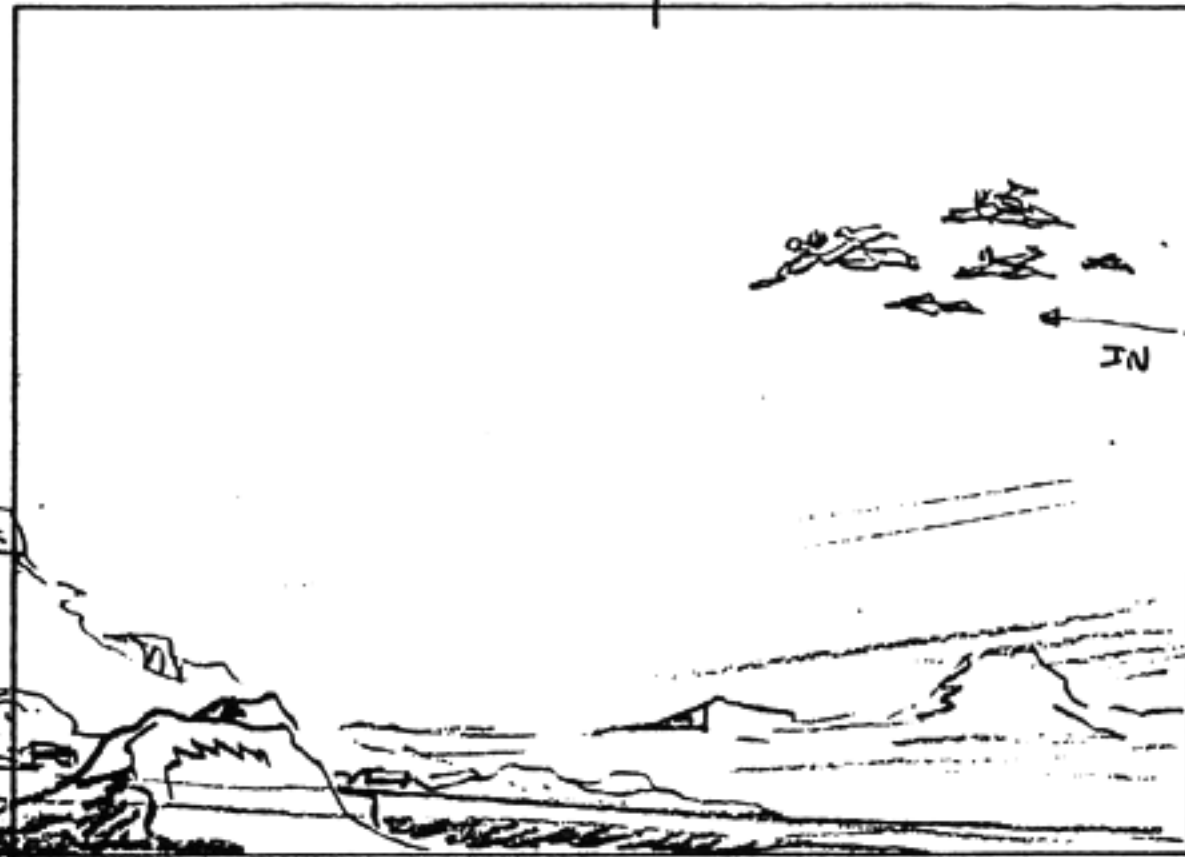
351

START



PAN B.G. →

STOP



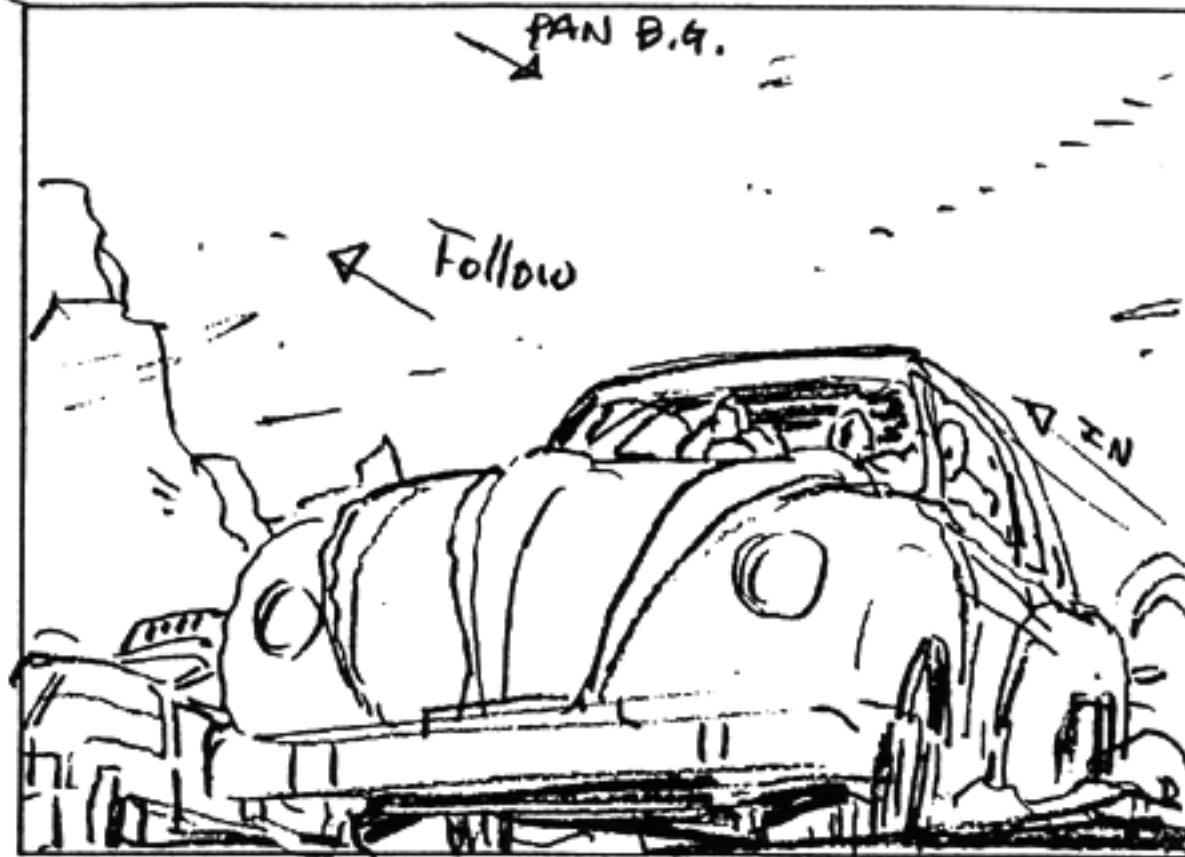
352

700-13

718

PAN B.G.

Follow

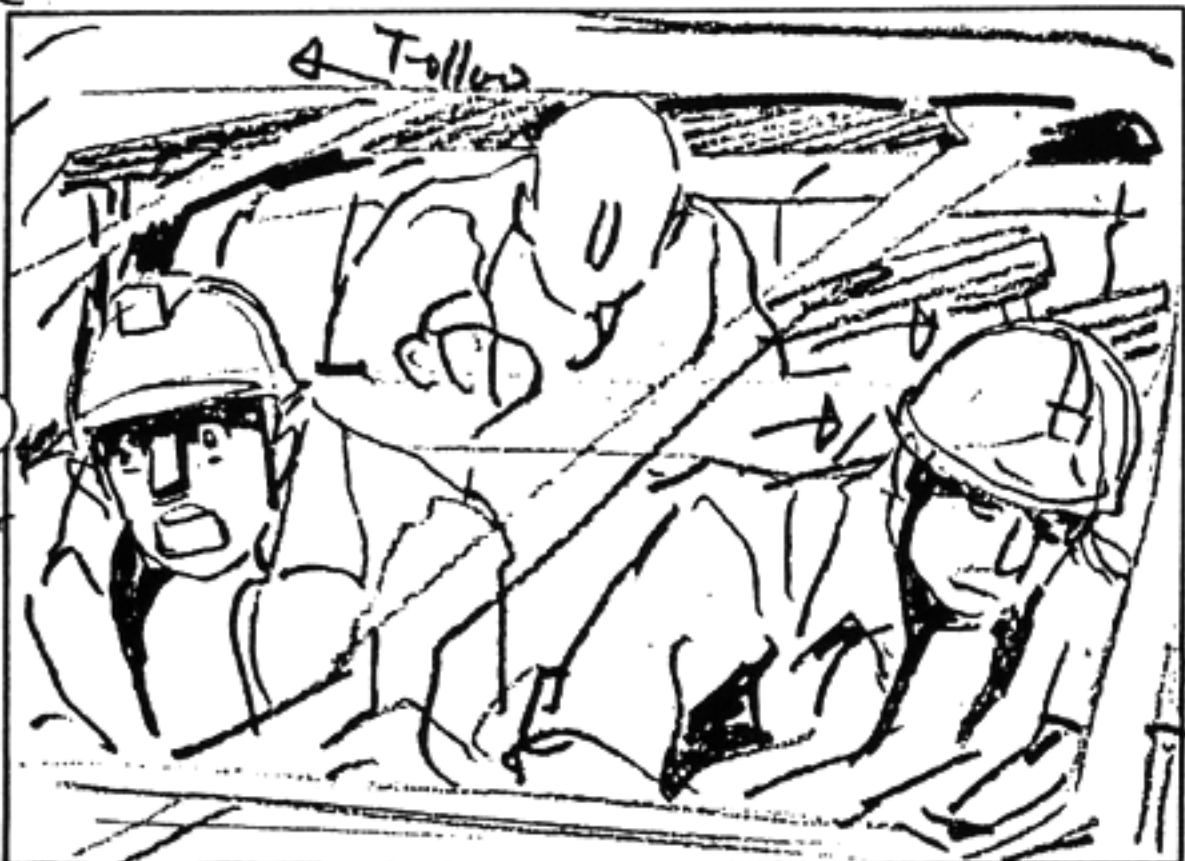


E.L. SHOT AUTOBOT CONVOY PAN BACK TO SEE

DECEPTICONS FLYING OVER HEAD. LED BY MEGATRON.

M.L. SHOT BUMBLEBEE WITH CHIP SPIKE & SPARKPLUG INSIDE GAINS IN TO M.C.V.

353



354

Follow



CONT

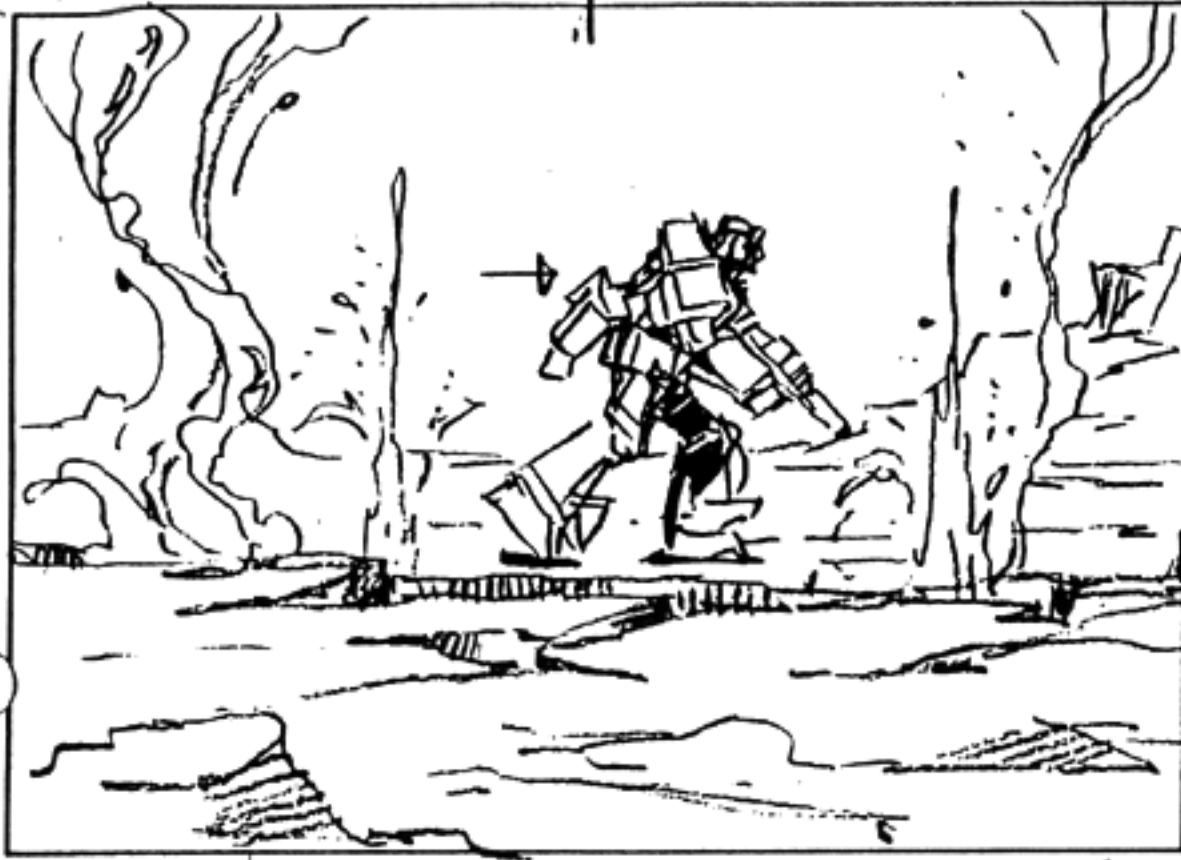


M.C.V. CHIP, SPARKPLUG & SPIKE ALL REACT IN SHOCK AT FIRST SIGHT OF D.S. DEVESTATOR.

C.V. SPIKE STICKS HIS HEAD OUT OF THE WINDOW. POINTS O.S. SPIKE: HEY... CHECK THAT OUT! WHAT IS IT?

355

START



E.L.S. DEVESTATOR, PARTIALLY OBSCURED BY SMOKE AND FLAME FROM FISSURE, WALKS TOWARD THE WAITING DINO-BOTS.

→ PAN

STOP



356

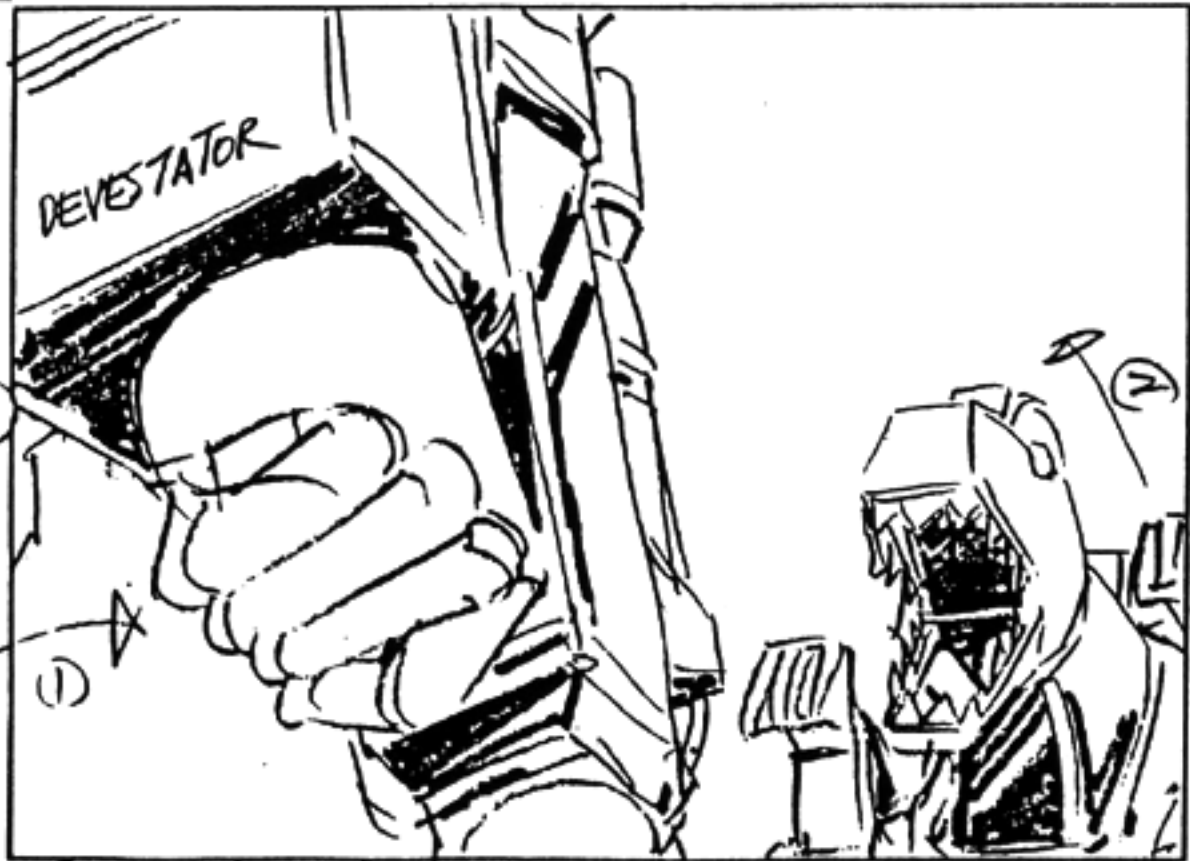
700-13

119



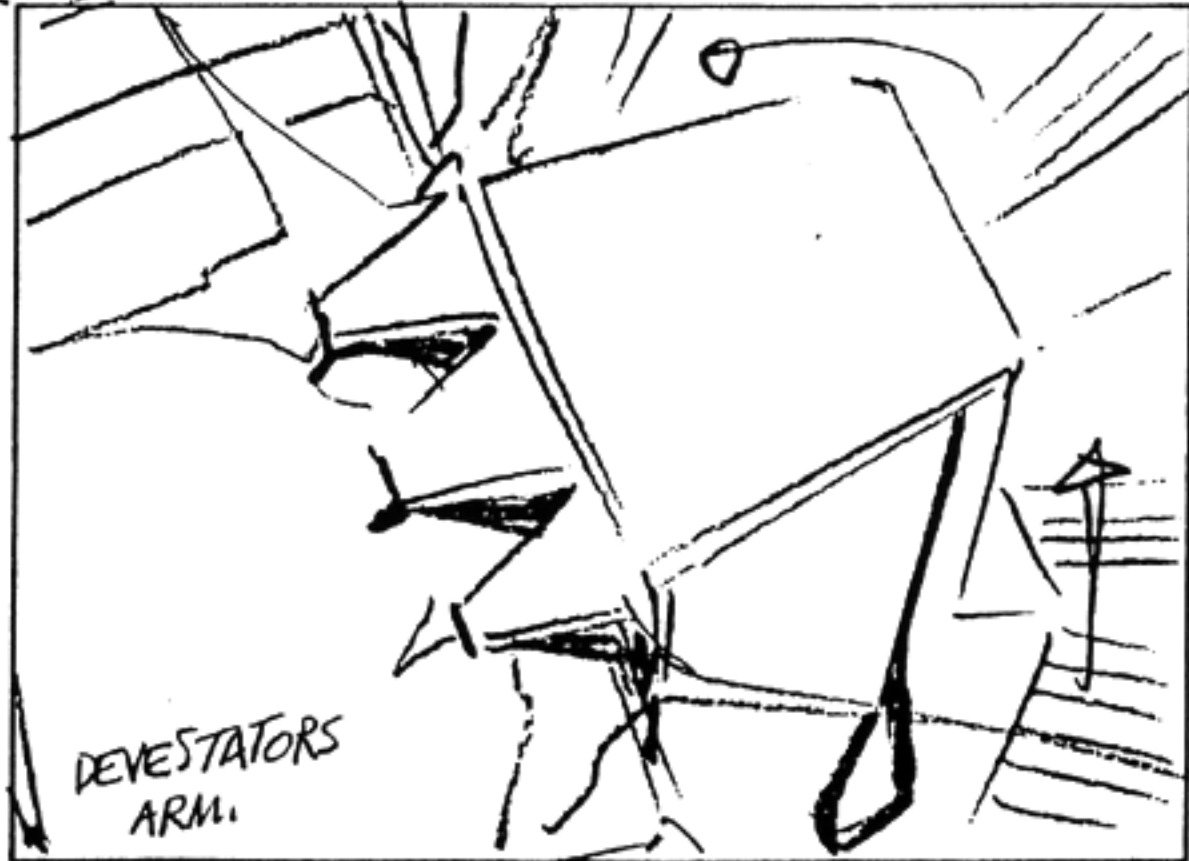
M.C. 3 SHOT GRIMLOCK: (ANGRY ROAR) STOMPS TOWARD CAMERA.

357

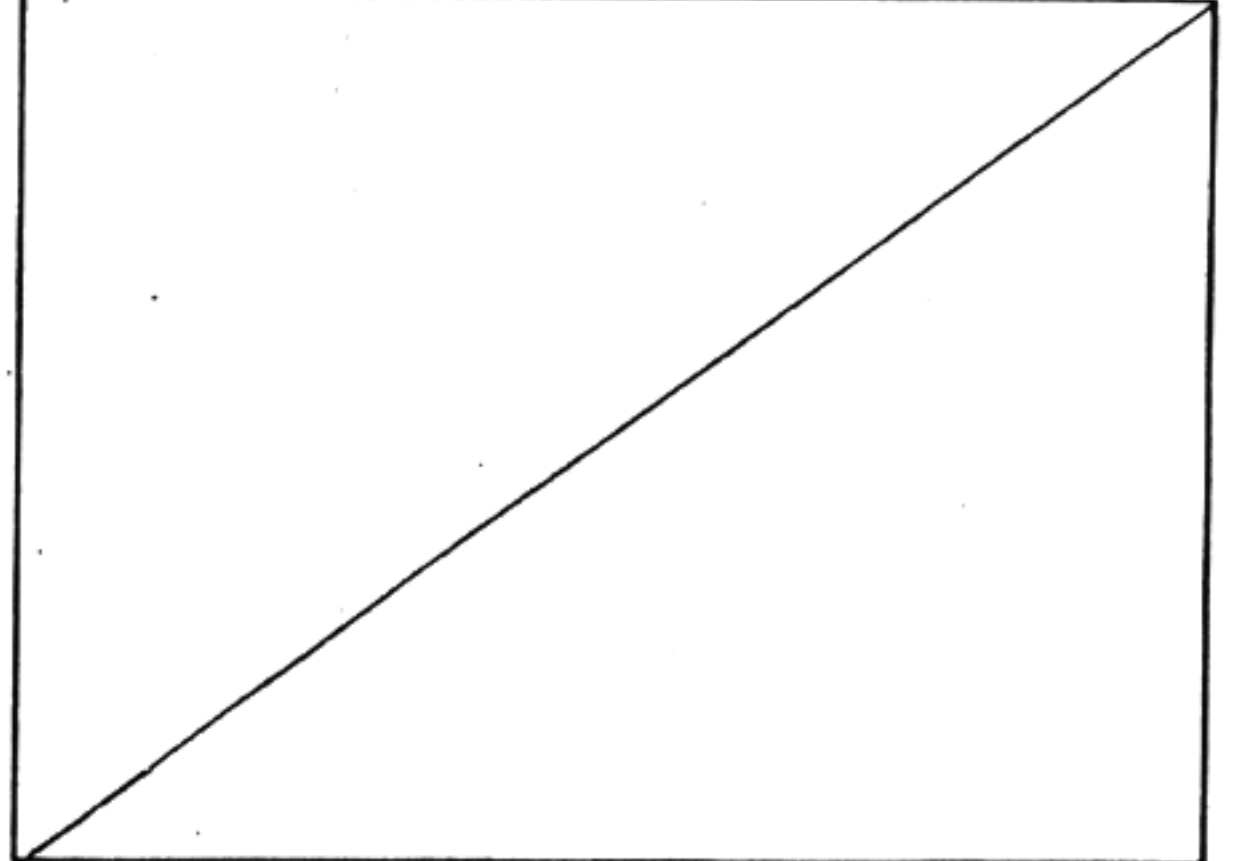


E.C.U. DEVESTATOR INTO SC. GRIMLOCK CHARGES IN AND

358



E.C.U. GRIMLOCK CLAMPS JAWS ON DEVESTATOR'S FOREARM. TWISTING SOME OF THE METAL.

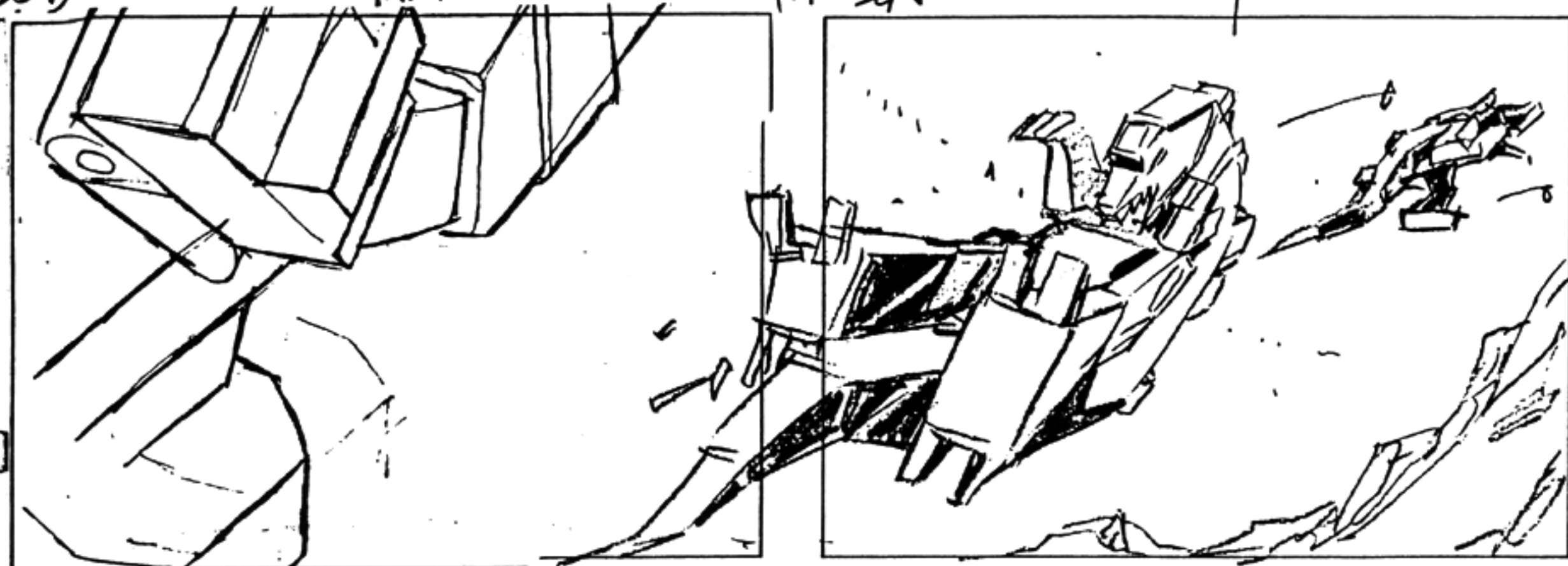


359

START

PAN BG ←

STOP



E.C.U. DEVESTATOR CASUALLY FLICKS GRIMLOCK OFF HIS ARM AND SENDS HIM FLYING.

360

CAM JAR.

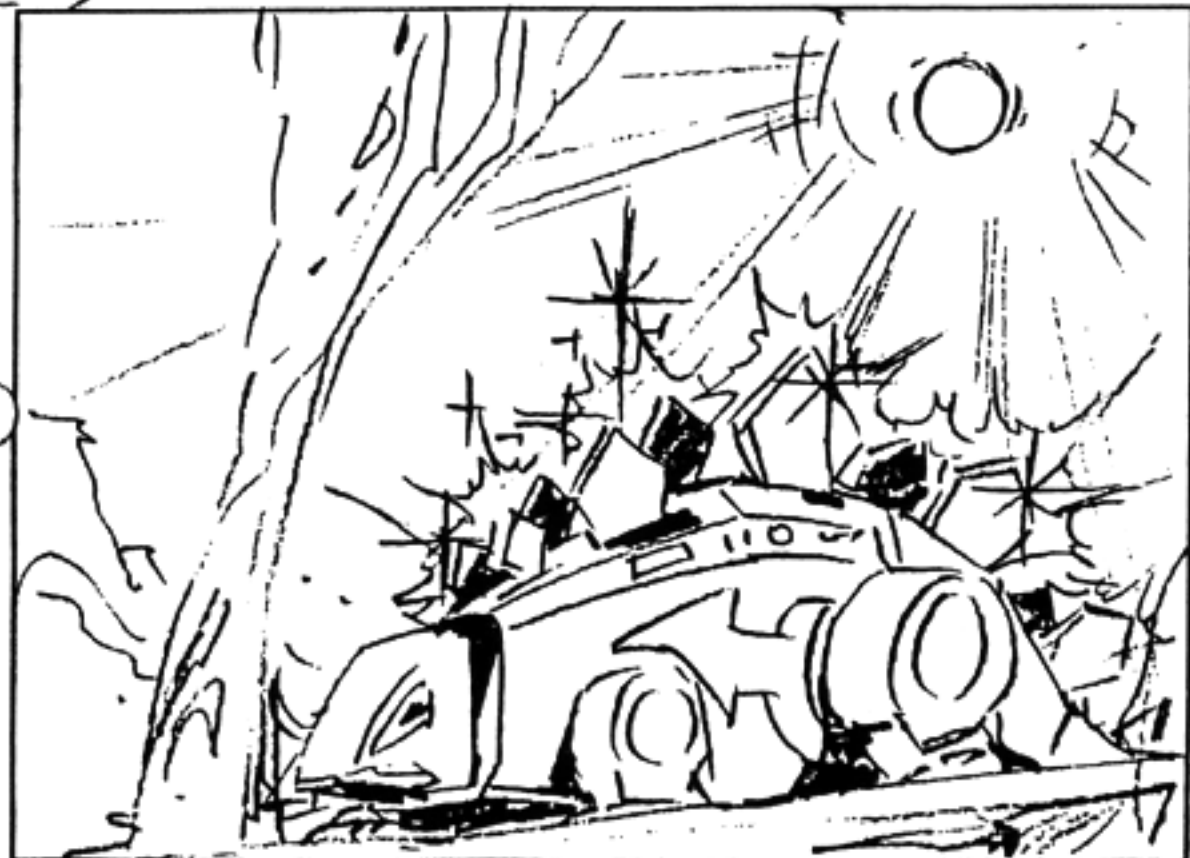
700-13

120



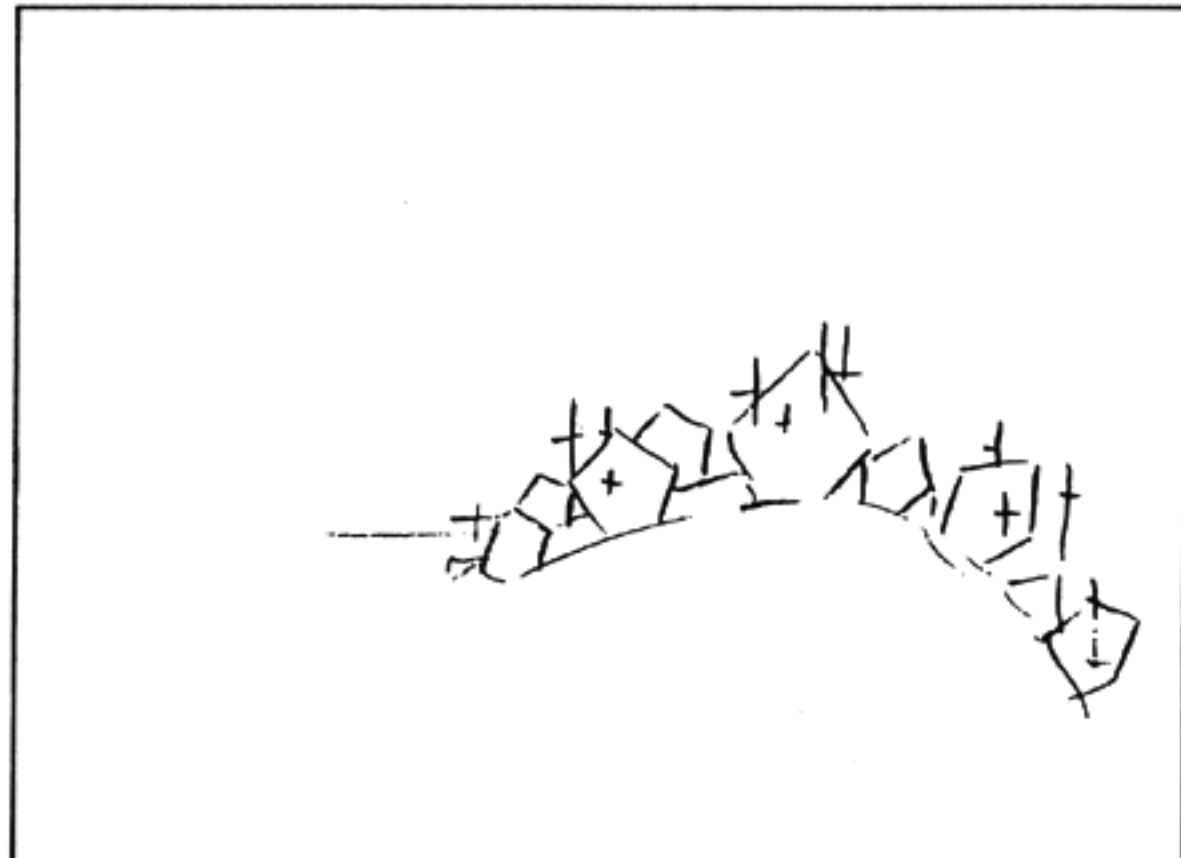
E.C.U. SLOPE. GRIMLOCKS SOARS IN AND CRASHES HARD, SHAKING THE GROUND. ROCKS FLY.

361



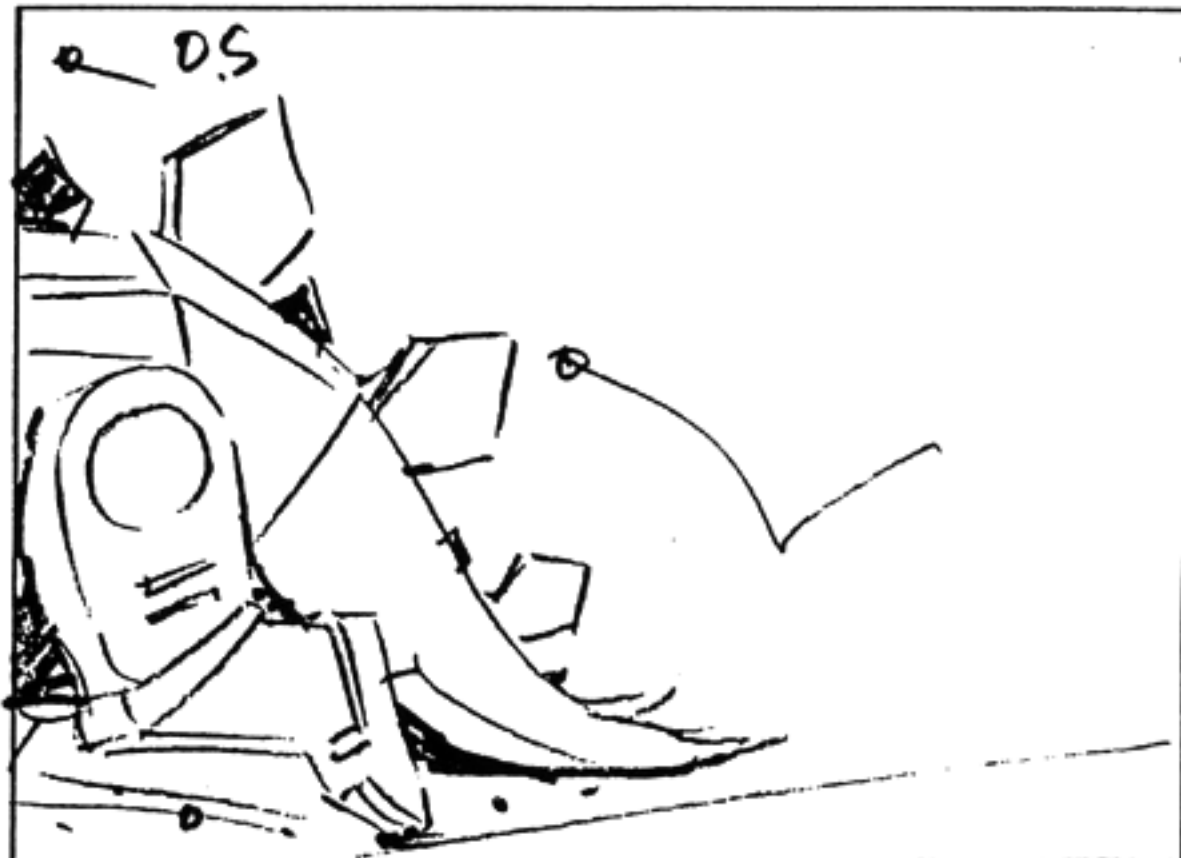
M.S. SNARL GATHERING SOLAR POWER FROM THE SUN SHINING ON HIS BACK PLATES.

CONT



AS THE PLATES GET FULLY CHARGED, THE GLOW FADES OFF.

CONT



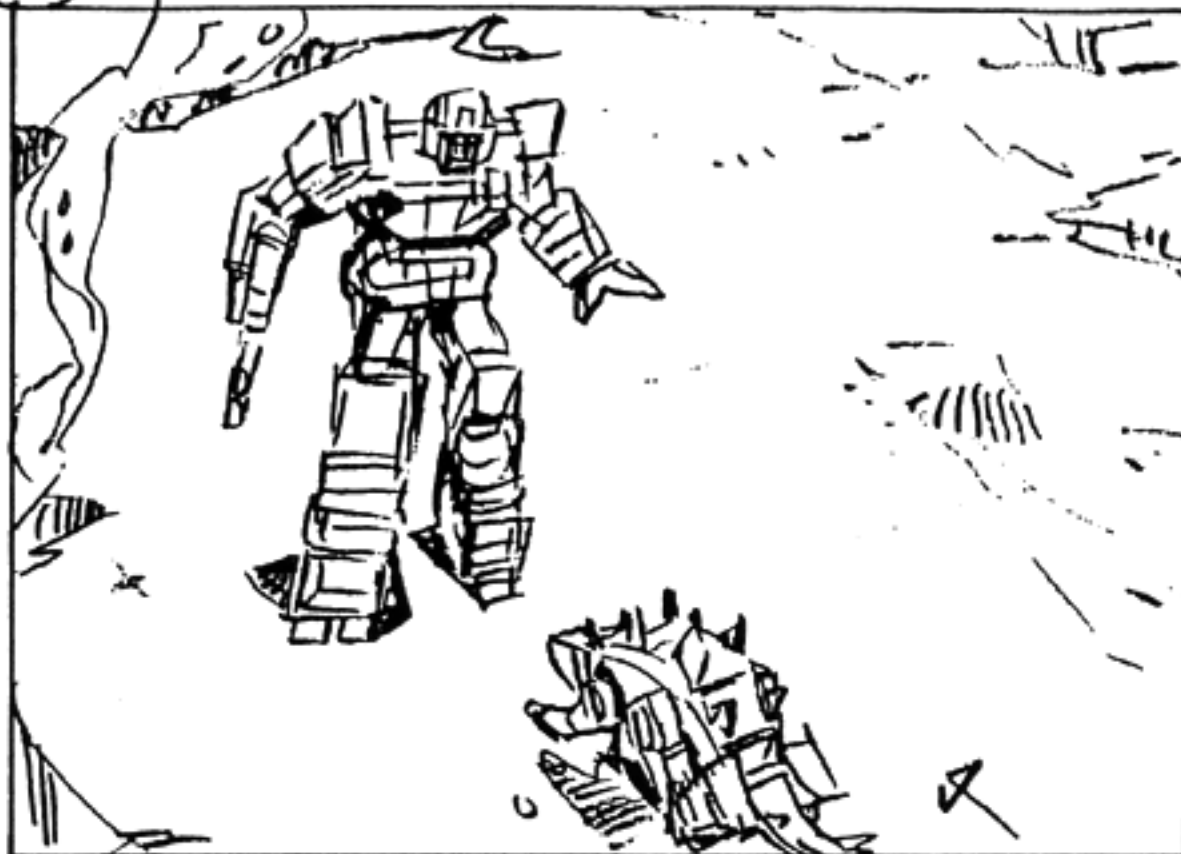
SNARL GATHERS HIMSELF AND RUSHES AS FAST AS HE CAN AT DEVESTATOR. SNARL: (ROAR)

362



E.C.U. DEVESTATOR TURNS TO FACE THE ON-RUSHING SNARL.

363

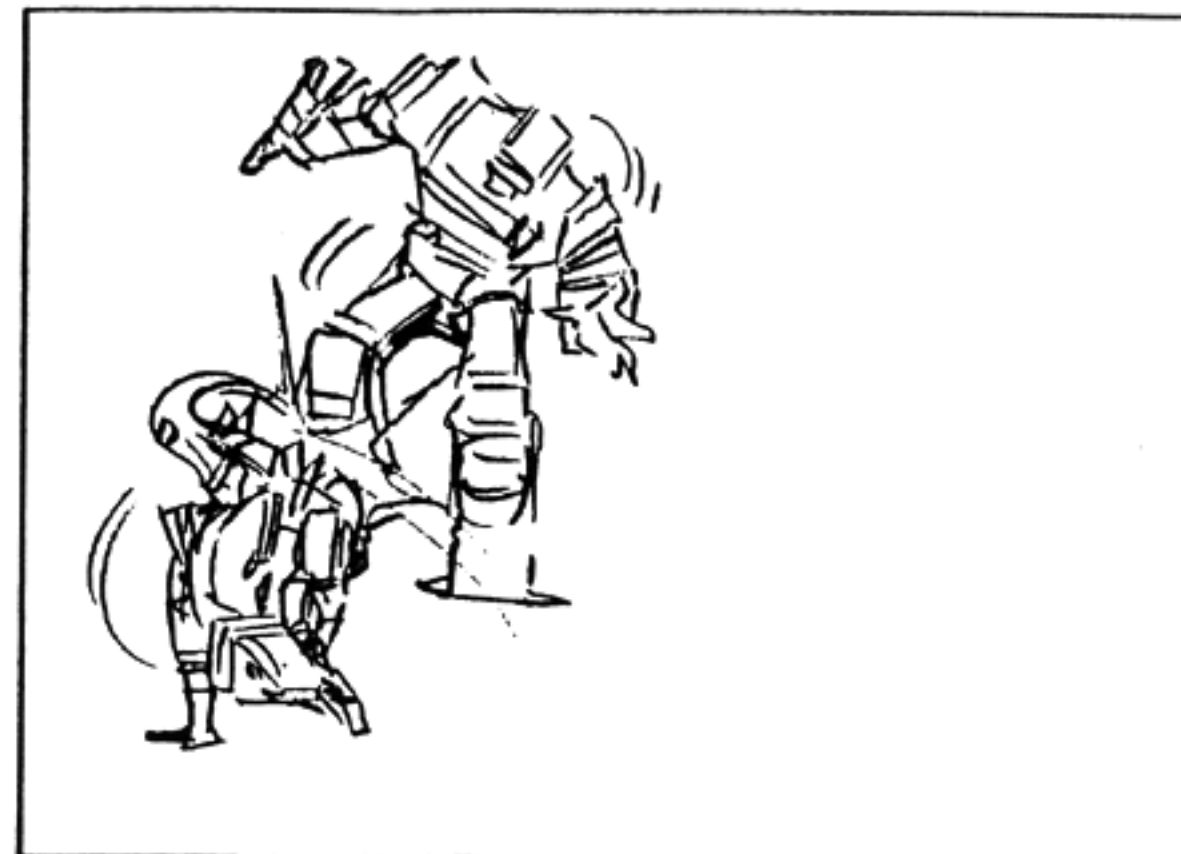


M.L. DOWN 2 SHOT SNARL CHARGES IN

CONT

700-13

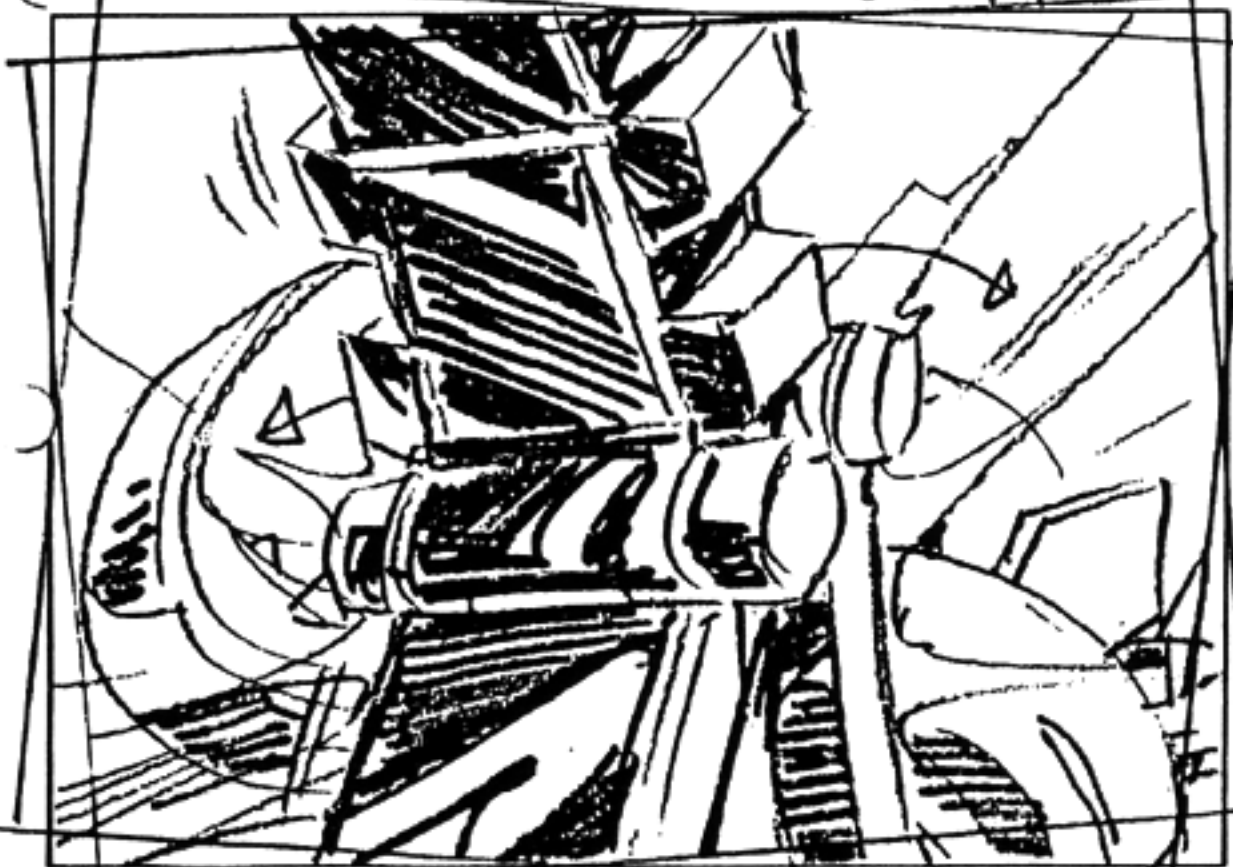
121



WHIRLS AROUND AND LASHES DEVESTATOR WITH HIS TAIL.

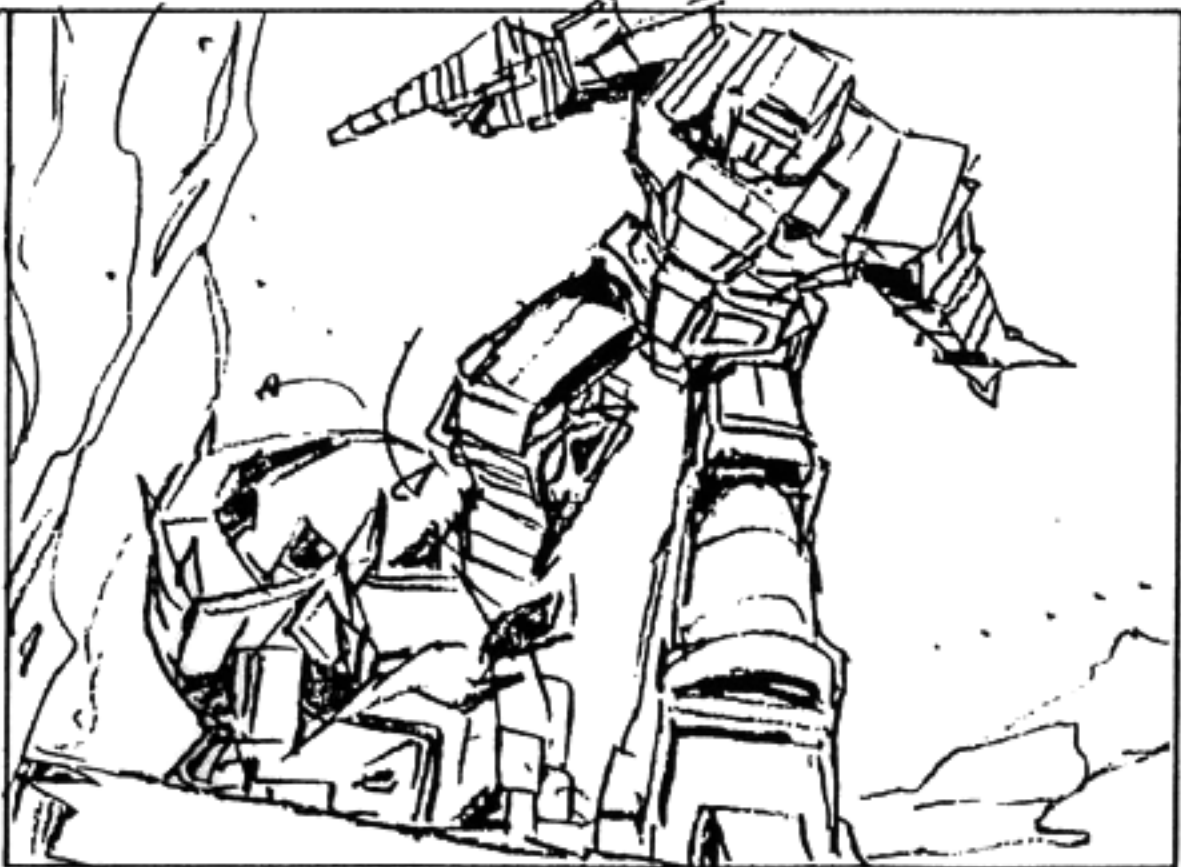
364

CAM JAR



E.C.U. SNARLS TAIL HITS DEVESTATOR'S LEG WITH A TERRIBLE CLANG SHAKING CAMERA.

365



M. 2 SHOT DEVESTATOR DRAWS BACK FOOT AND KICKS SNARL UP AND O.S. RIGHT. SFX: SNARL (LASHING AND ROARING.)

CONT

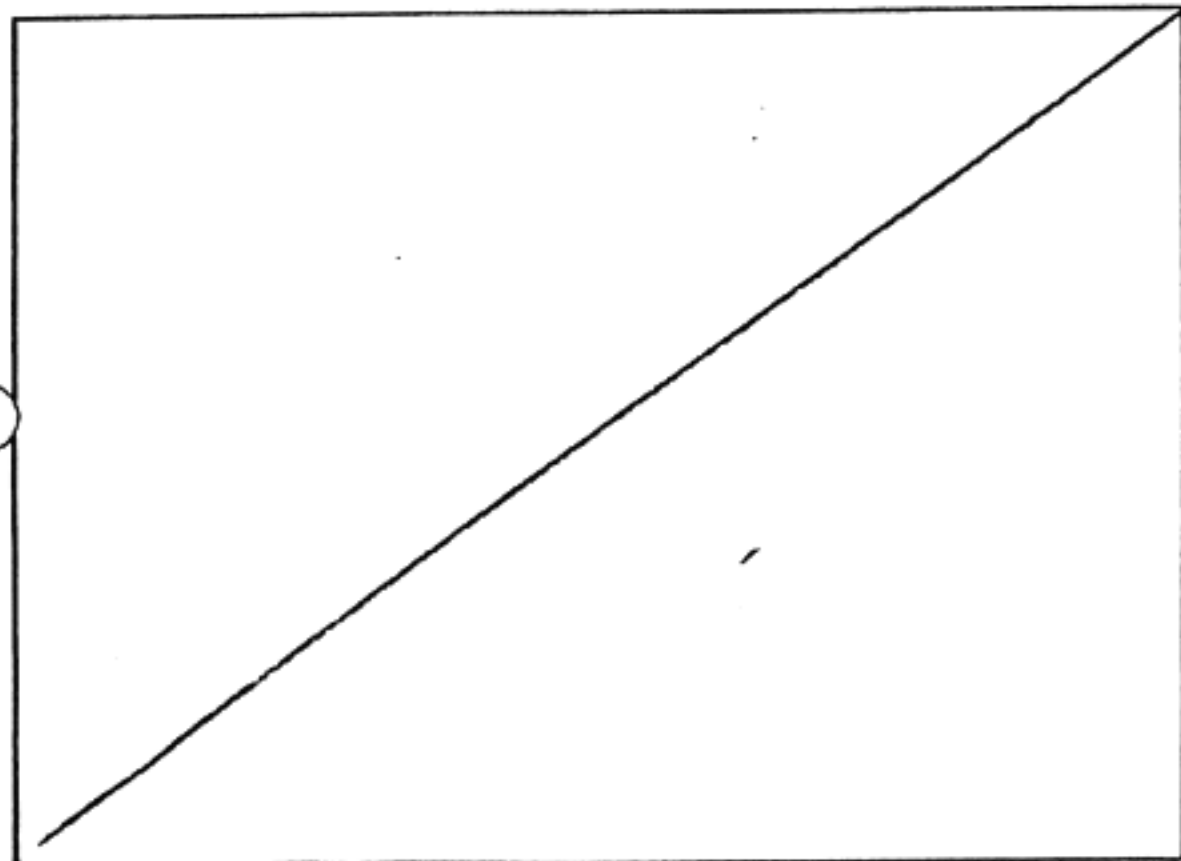


366

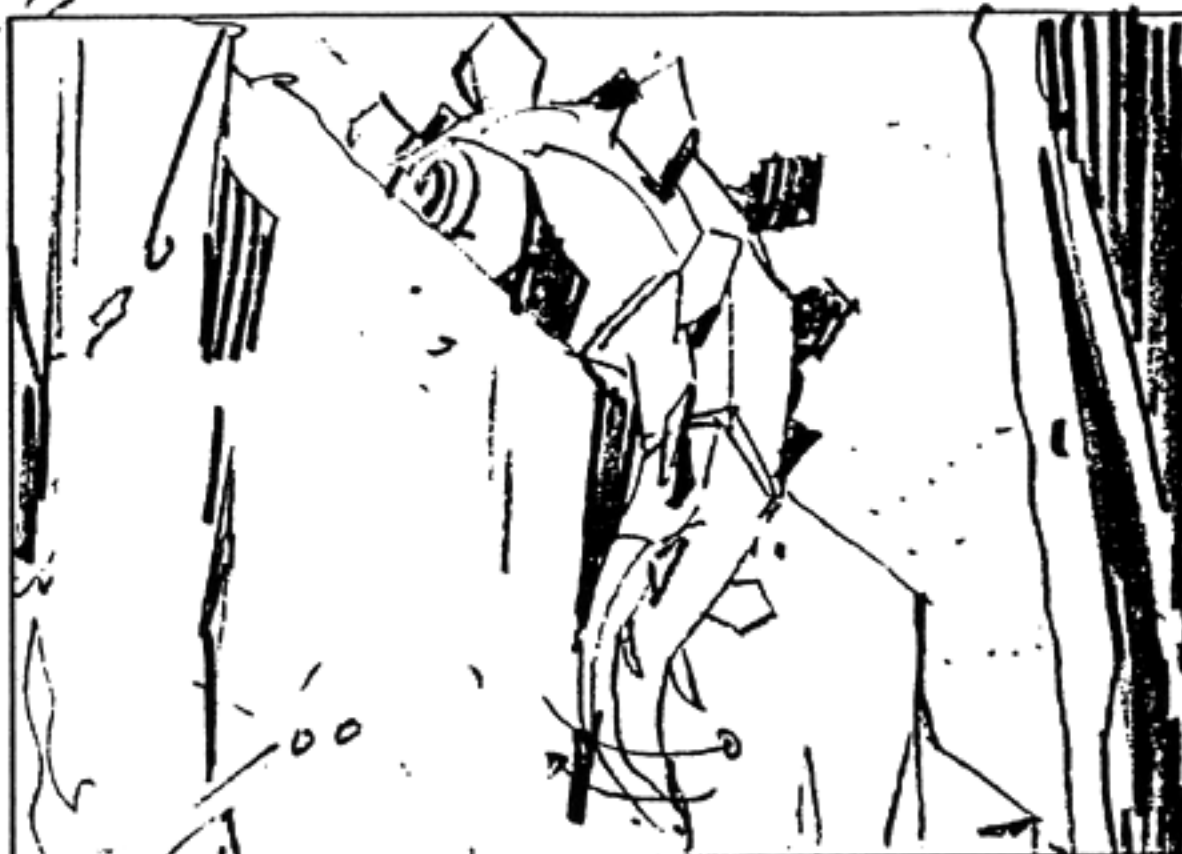


O.U. EDGE OF FIERY CREVICE, SNARL LANDS ON HIS BACK AND ROLLS TO EDGE

PAN UP

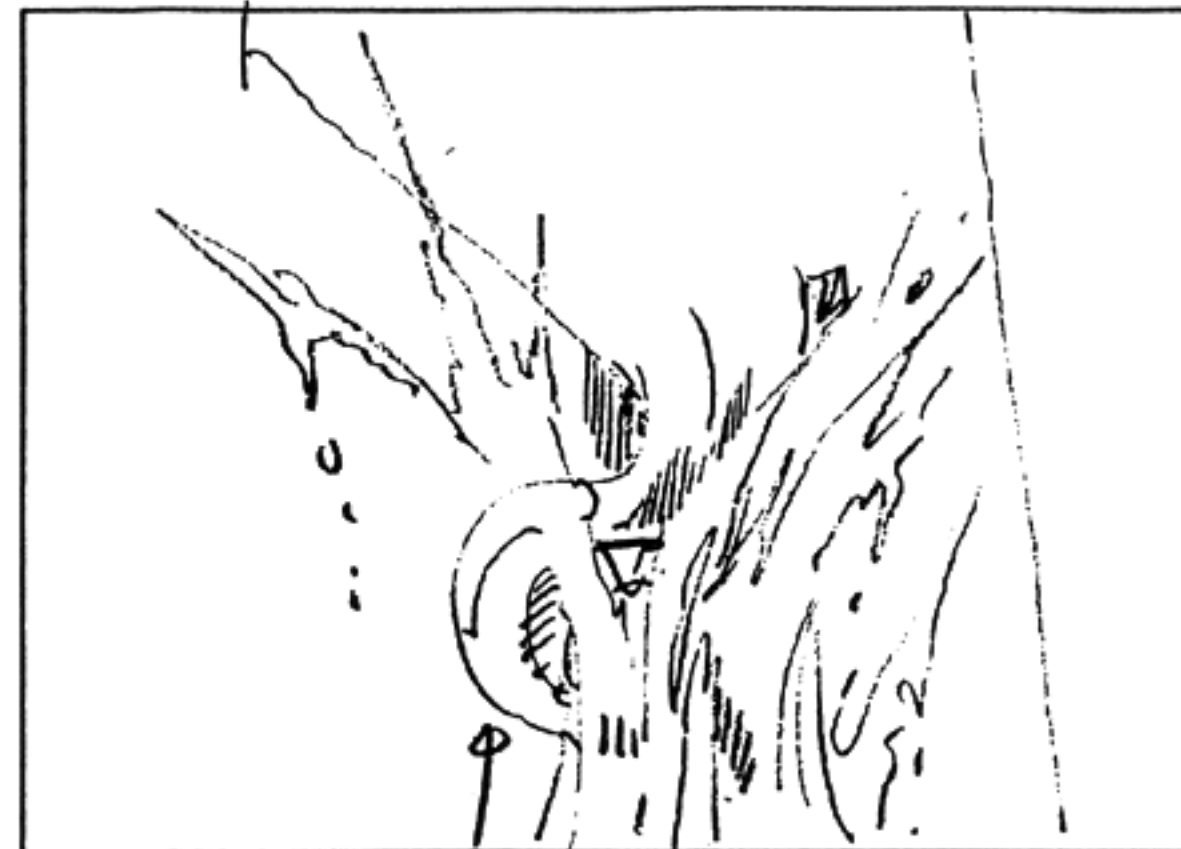


367



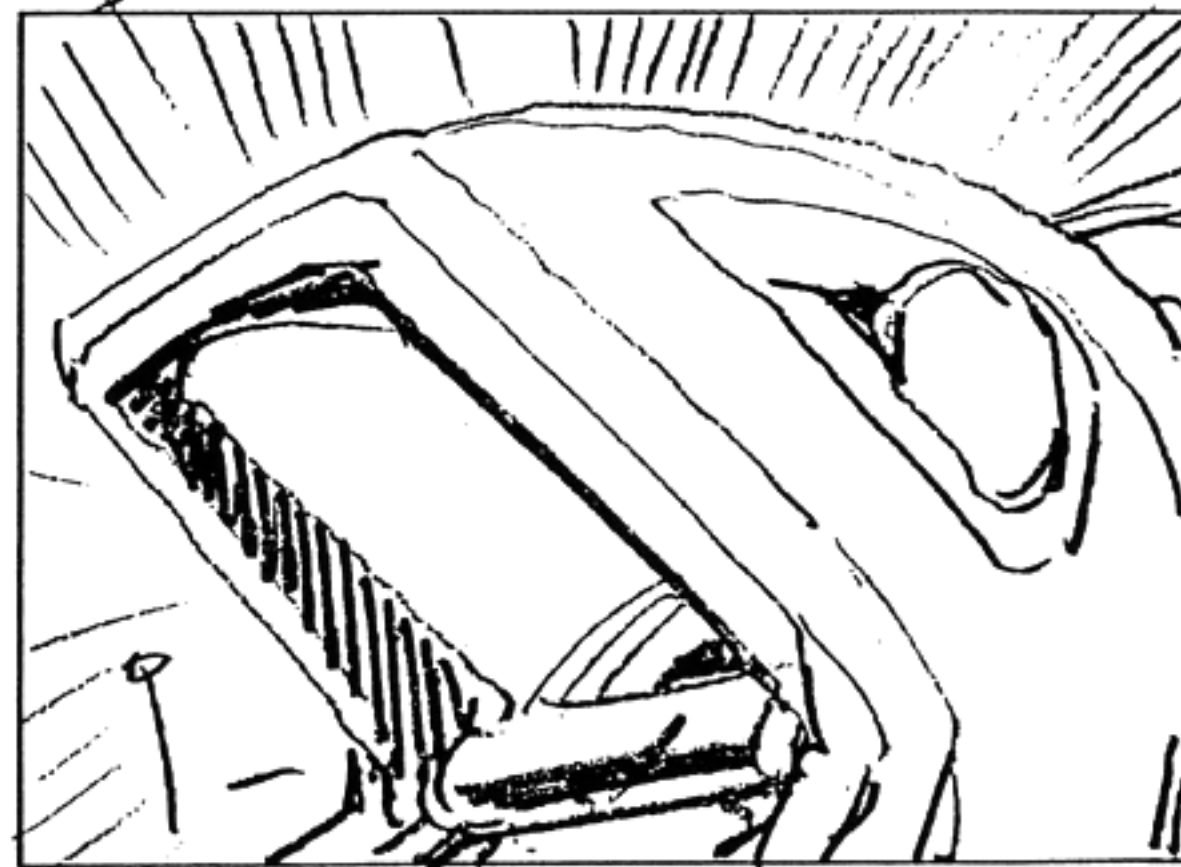
E.C.U. FIERY LAVA BOILING AND SENDING UP FLAMES, TRUCK UP TO SNARL DANGLING HELPLESSLY.

→ CONT



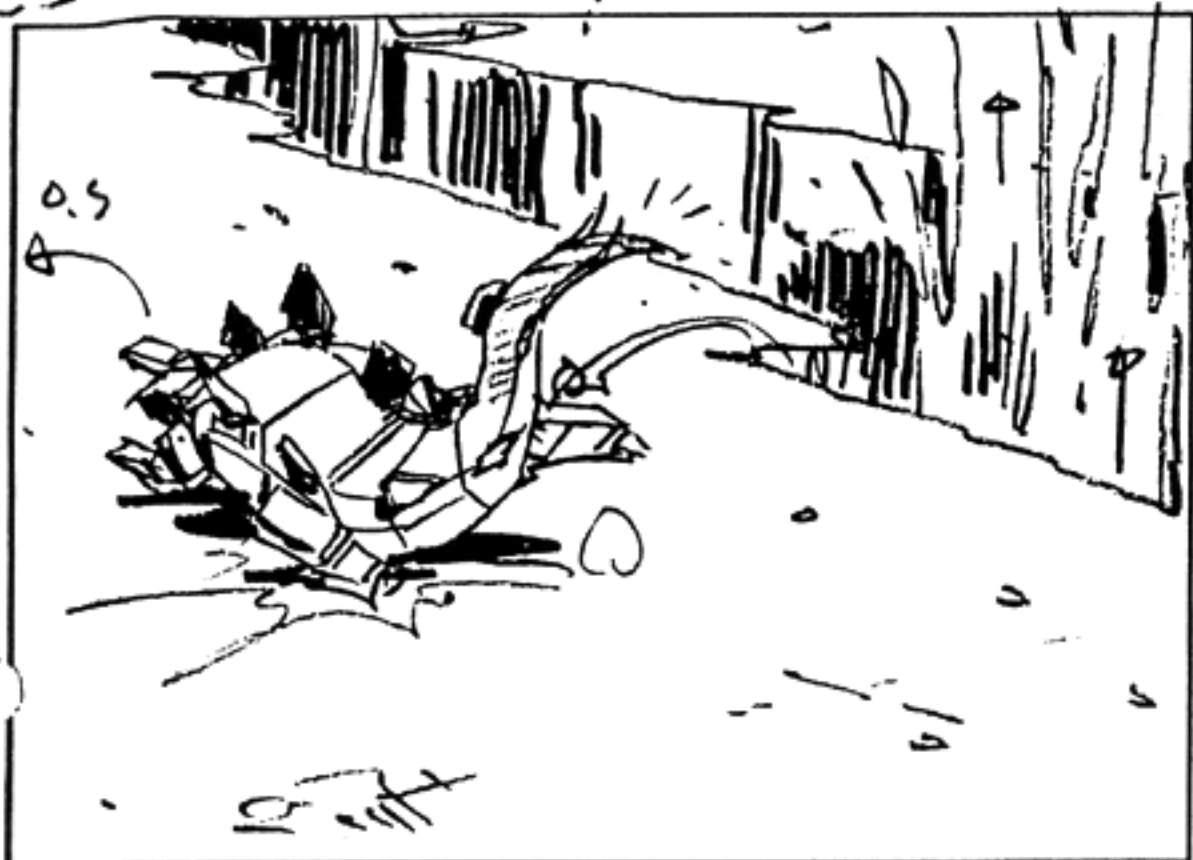
A BLAST OF FIRE COMES UP FROM THE LAVA SINGING SNARLS TAIL,

368



E.C.U. SNARL UP INTO SC. WITH A PAINED ROAR. SFX!(ROAR)

369



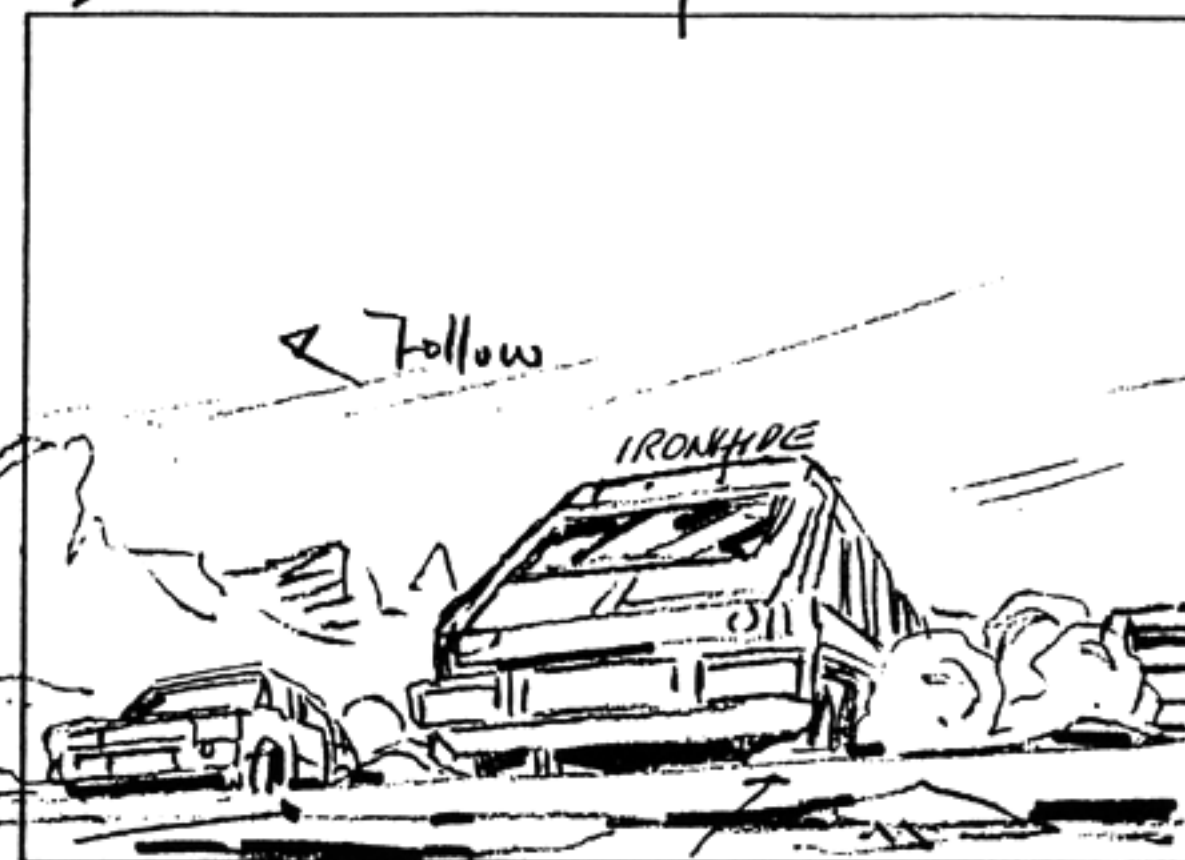
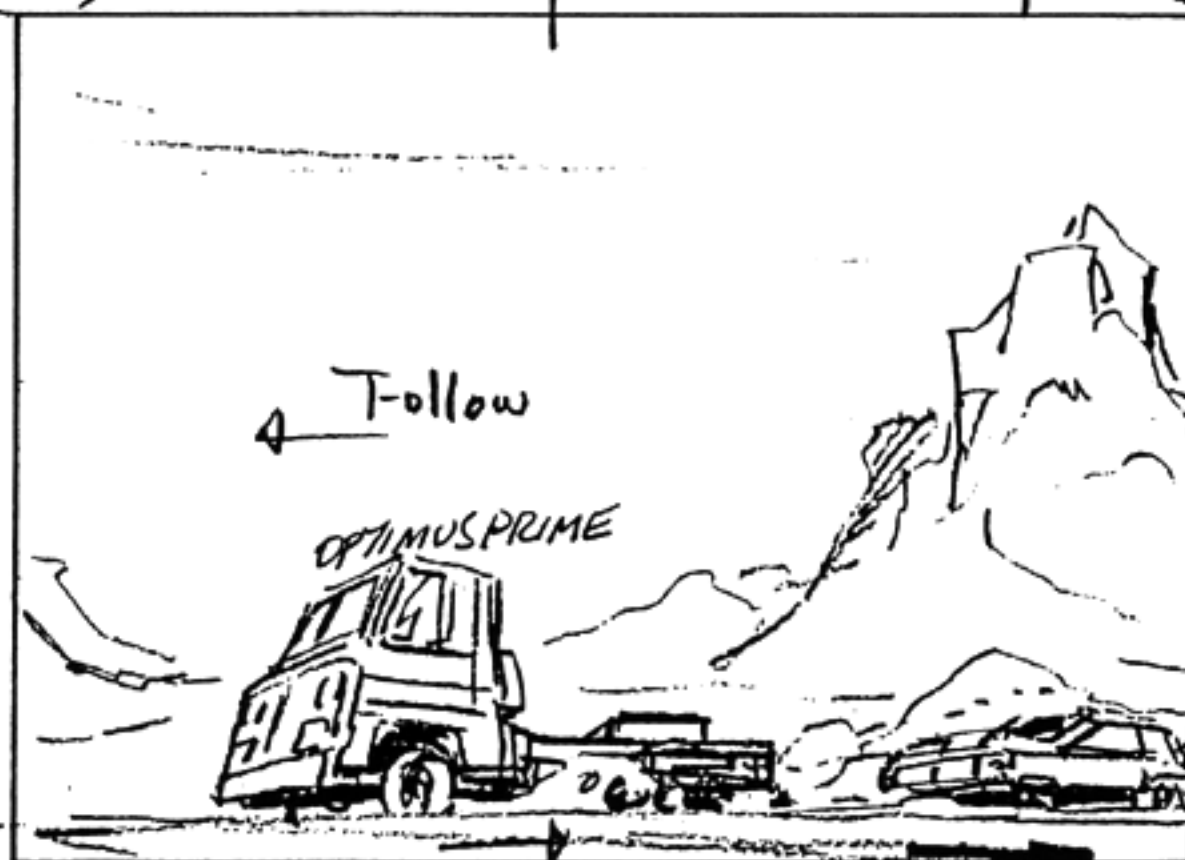
M. SHOT SNARL ROLLS BACK TO SAFETY AS HE ESCAPES THE SCORCHING FLAMES.

370

STOP

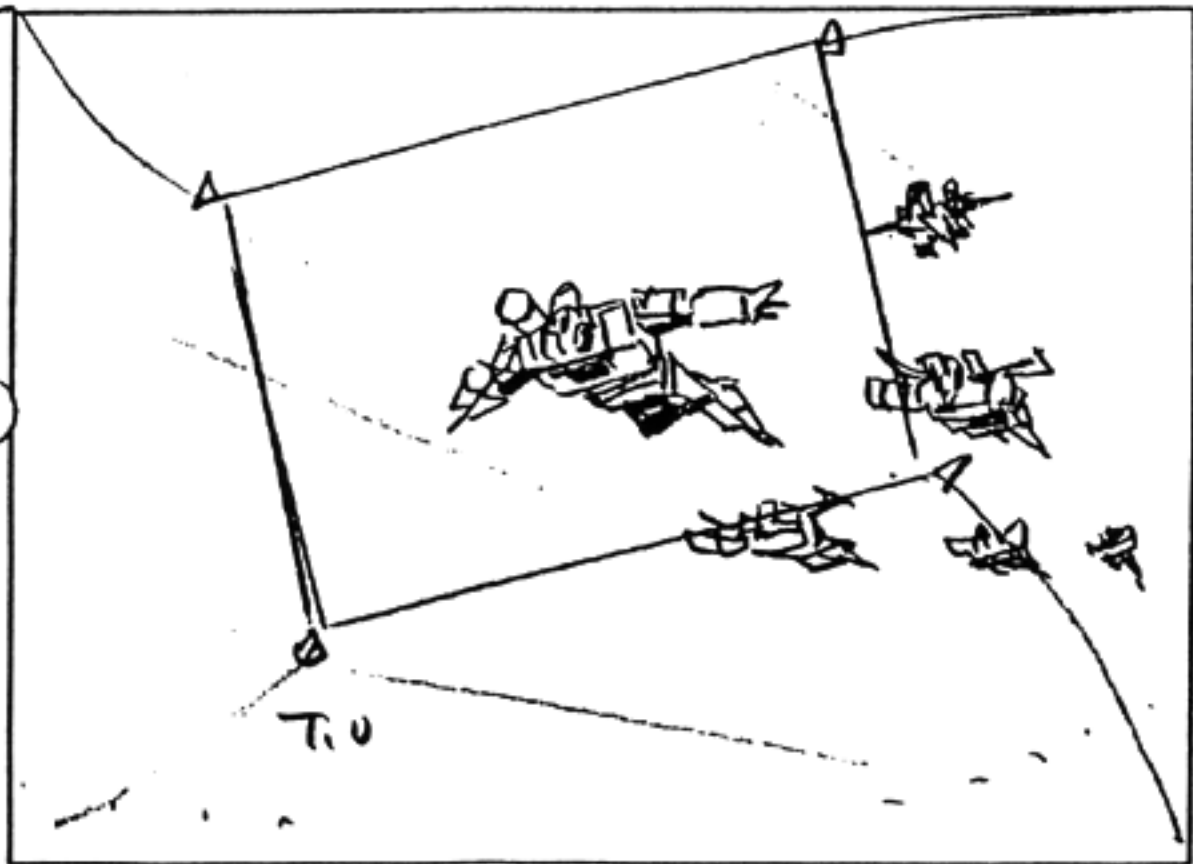
PAN BE →

START 700-13



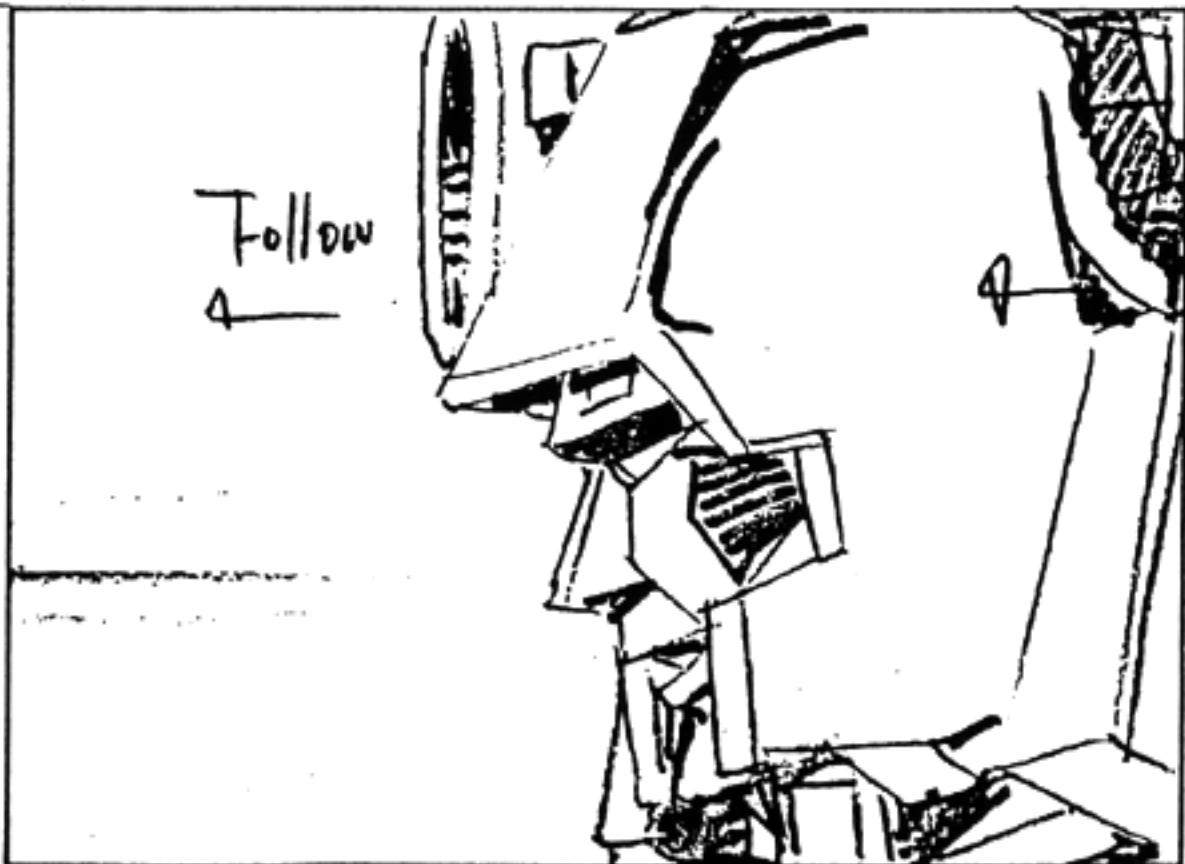
M. SHOT AUTOBOT CONVOY SPEEDING TOWARD DINO-BOTS. IRONHIDE! WE GOTTA HELP OUT OUR DINO-BUDDIES! PAN ALONG CONVOY TO OPTIMUS IN SEMI-TRACTOR TRANSFORM. OPTIMUS: NO, IRONHIDE! REMEMBER THE LAW!

371

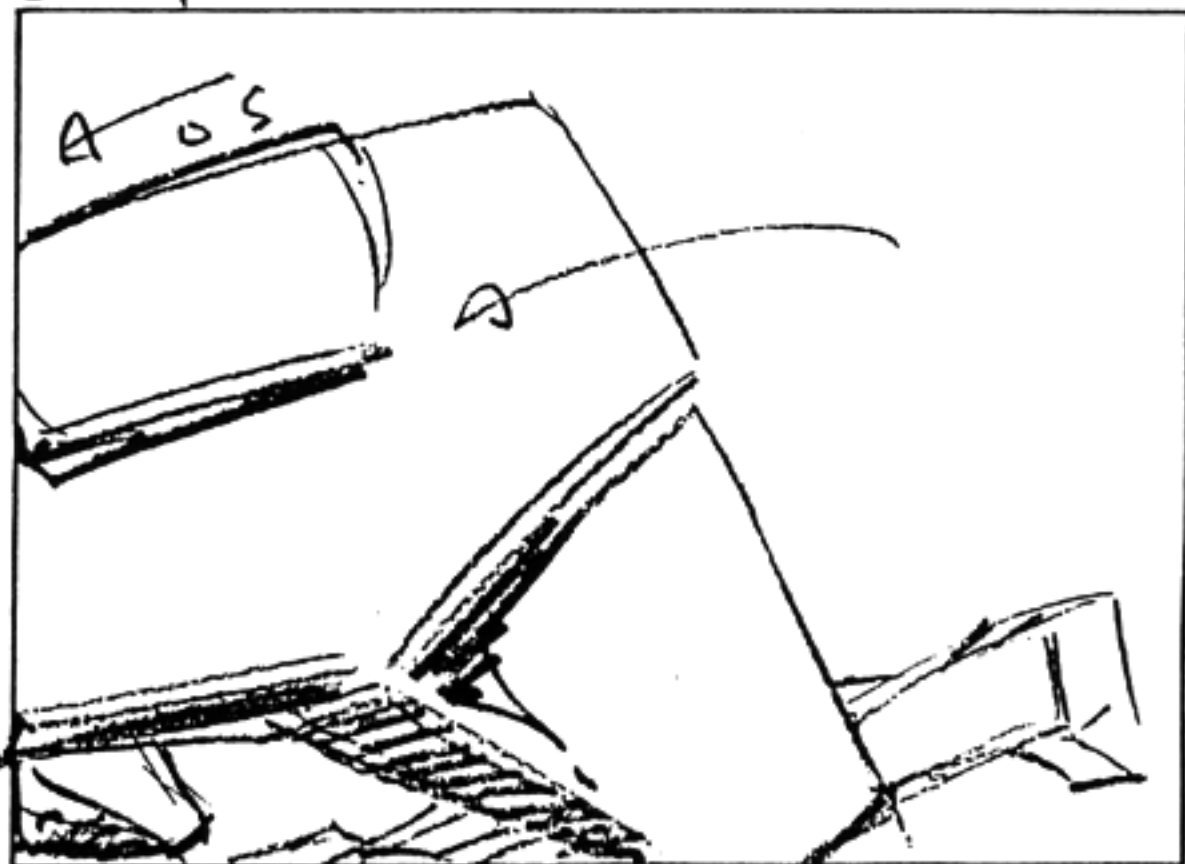


E.L.S. MEGATRON & DECEPTICON ARMADA FOLLOWING AUTOBOT CONVOY. MEGATRON: (LAUGHTER)

372



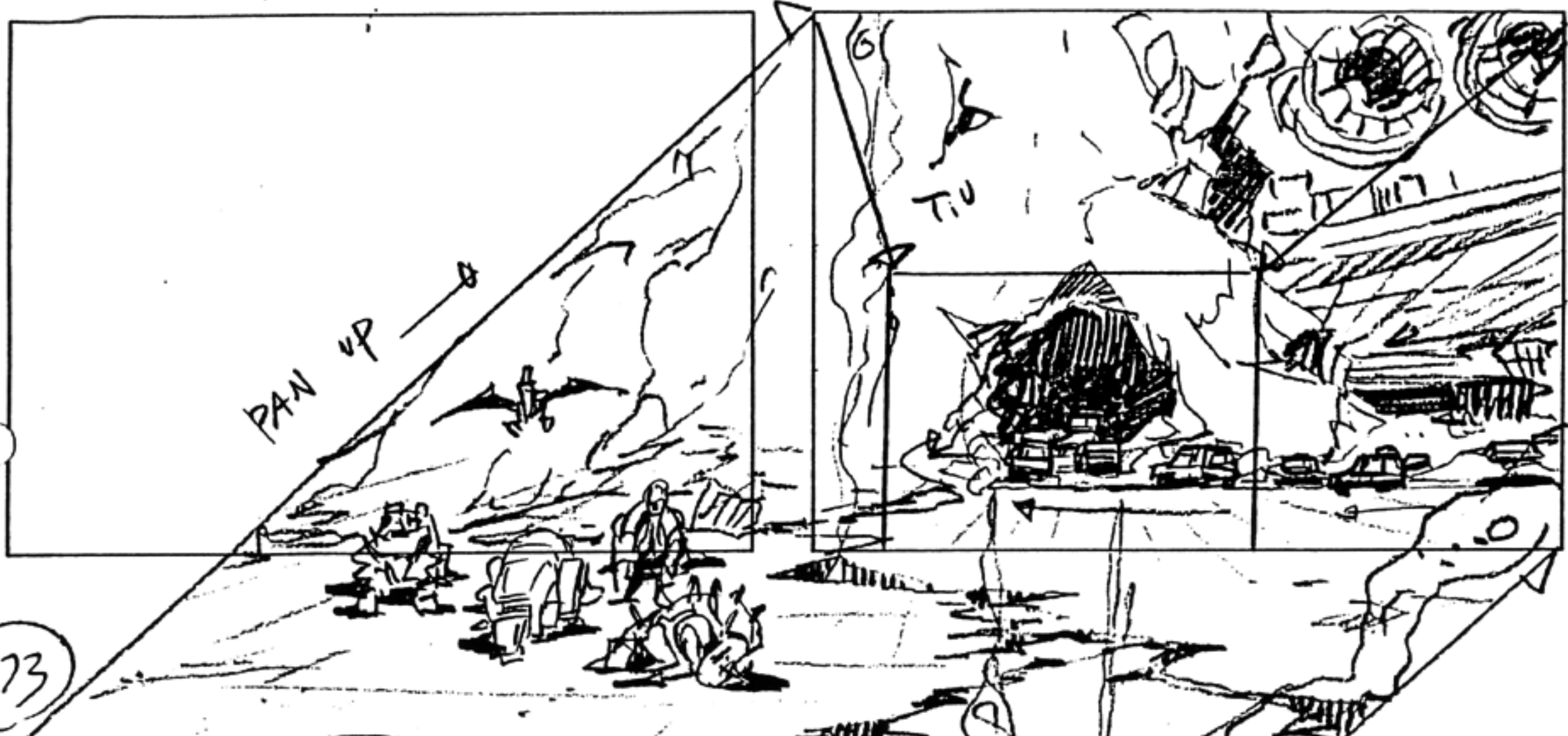
CONT



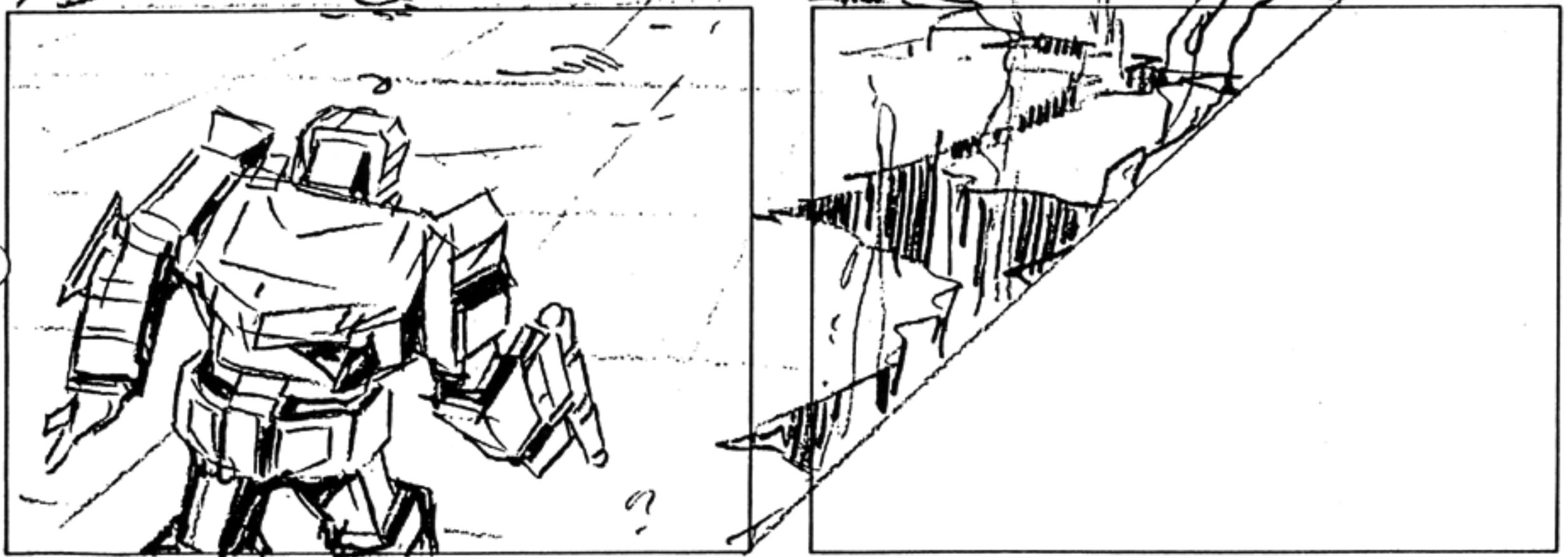
E.C.U. MEGATRON: THAT'S RIGHT... YOU MUST KEEP YOUR HONOR... AND OBEY THE LAW! GAIN OUT.

374

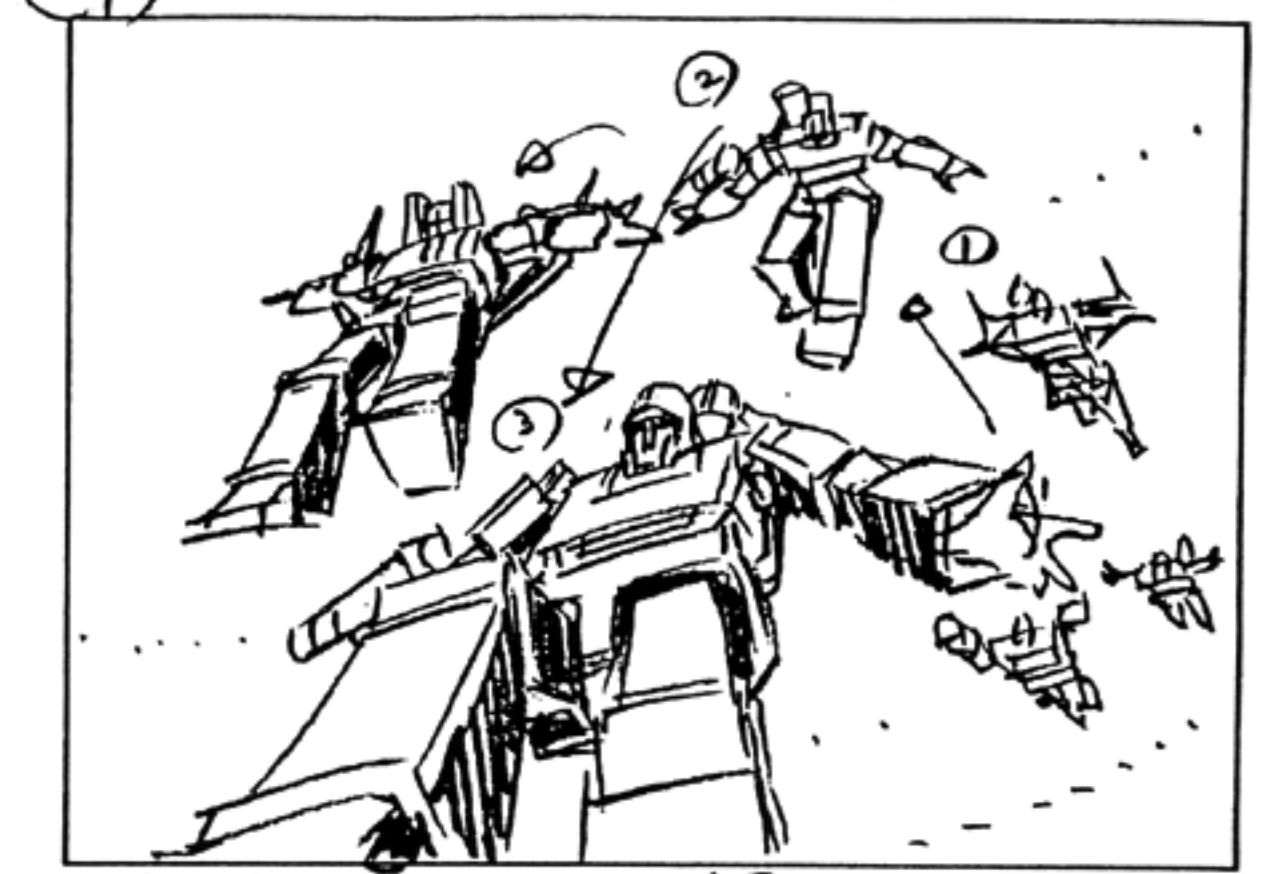
700-13 124



373

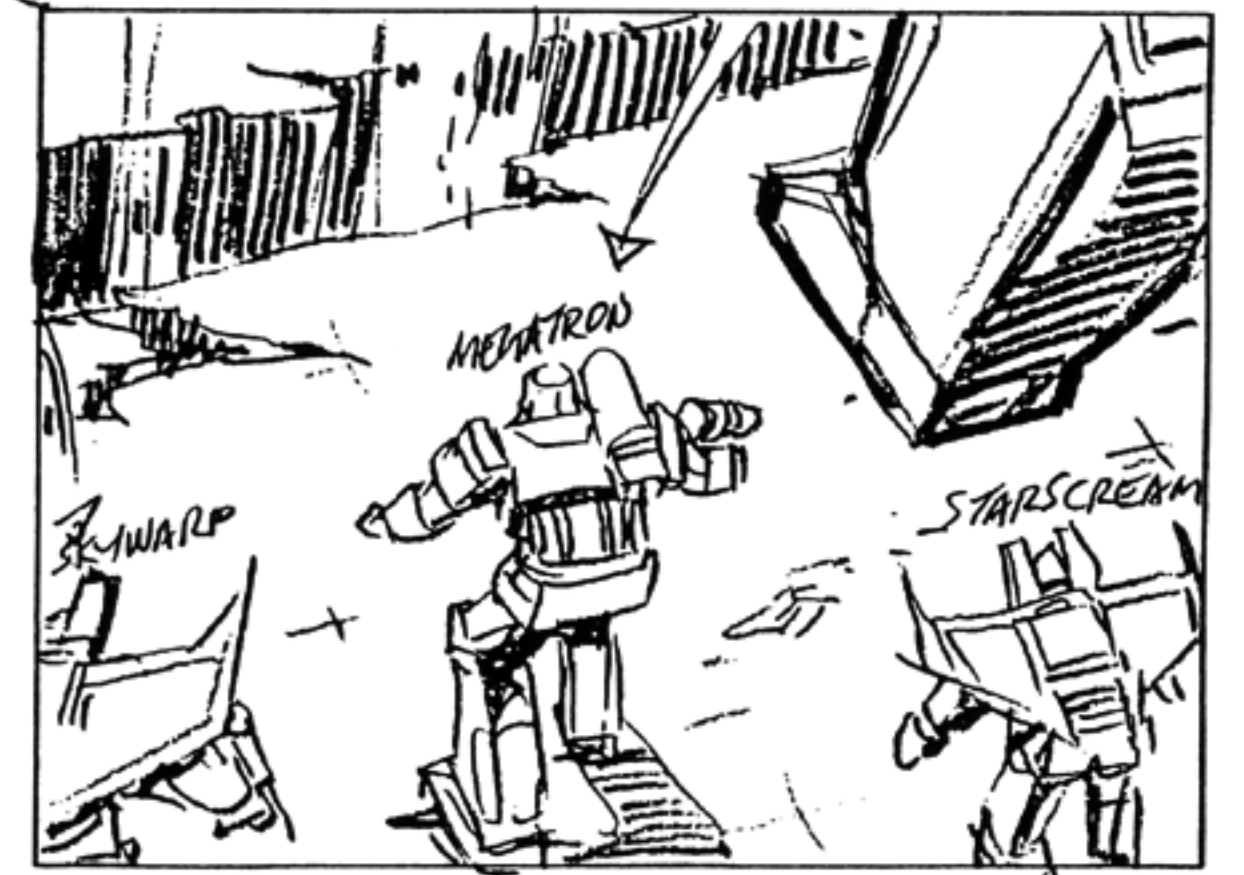


M. DOWN SHOT DEVASTATOR LOOKS UP TO SEE THE AUTOBOT CONVOY ROLLING INTO THE VOLCANO THROUGH THE HOLE BLASTED IN THE WALL. DINO-BOTS ALMOST DEFEATED.



M.L. UPSHOT MEGATRON & STARSCREAM LEAD DECEPTION ARMY INTO CAMERA.

375



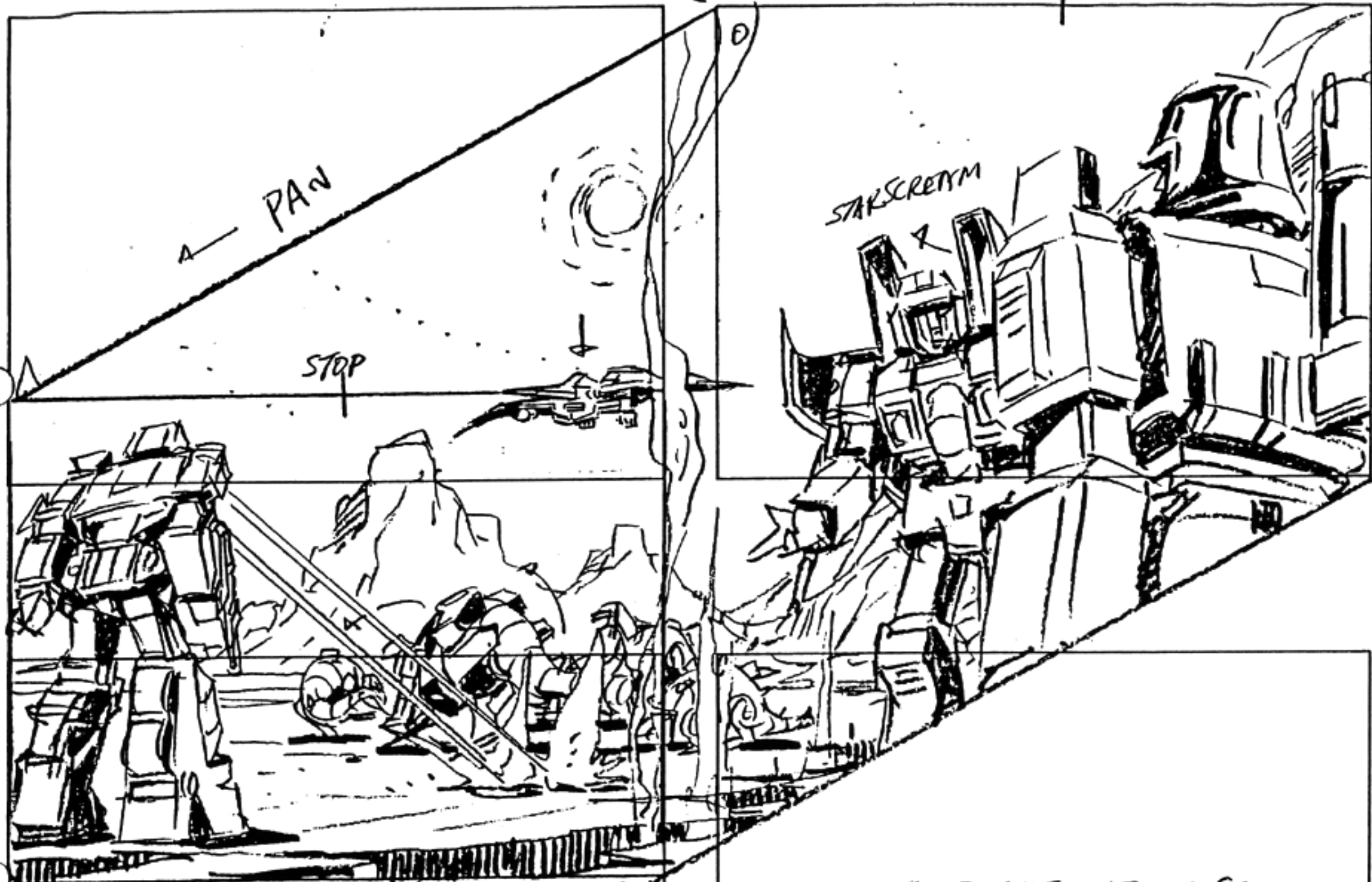
M.S REVERSE MEGATRON, STARSCREAM, & SKYWARP LAND NEAR FIERY CREVICE.

(376)

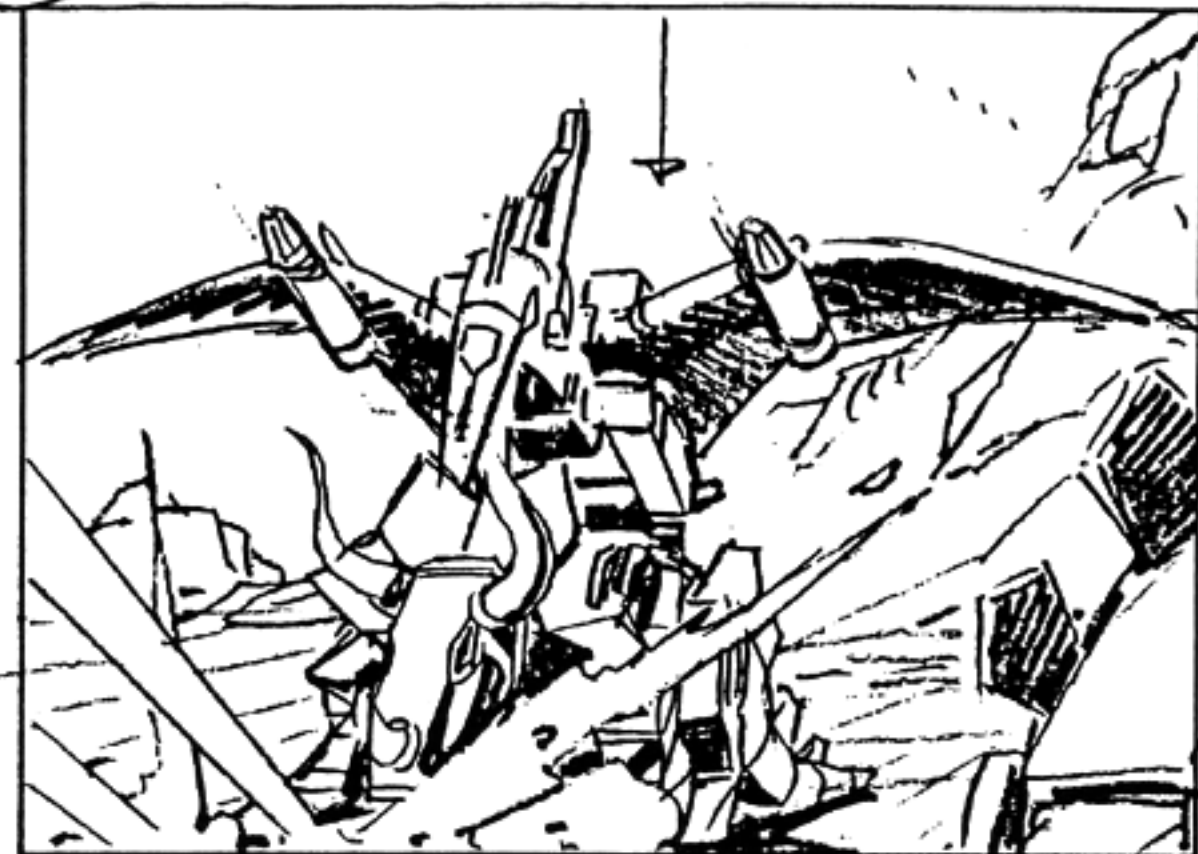
START

(377)

700-13 125

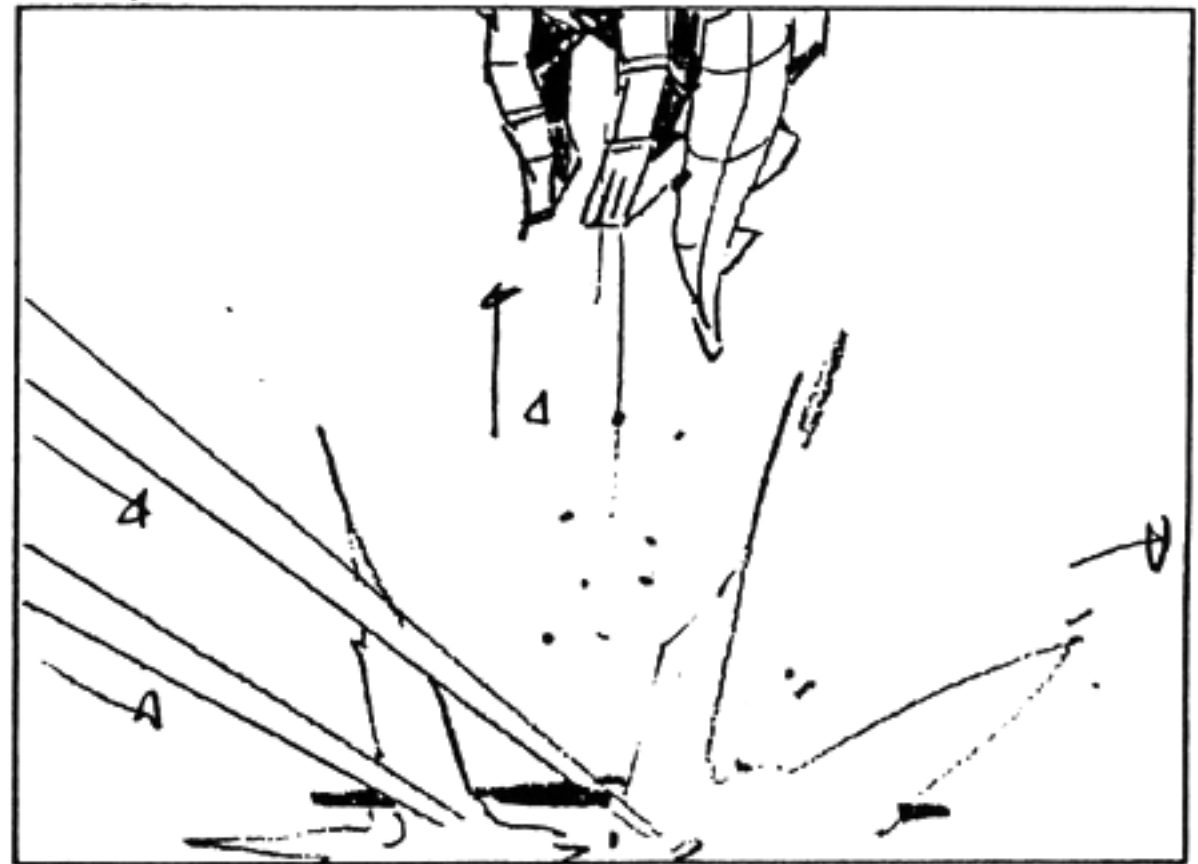


M. C. 2 SHOT STARSCREAM (TO MEGATRON) WE COULD JOIN THE BATTLE... IF WE STILL HAD OUR POWERS! MEGATRON, MY DEVESTATOR NEEDS NO HELP IN VANQUISHING THOSE DINO-BOT OAFS! PAN TO DEVESTATOR FIRING LASER BEAMS FROM HIS EYES AT SLUDGE WHO DODGES HELPLESSLY OUT OF THE WAY AS BLASTS EXPLODE SECTIONS OF THE GROUND.



M. S. SLUG. SWOOP DROPS TO SLUGS BACK, GRABS HIM

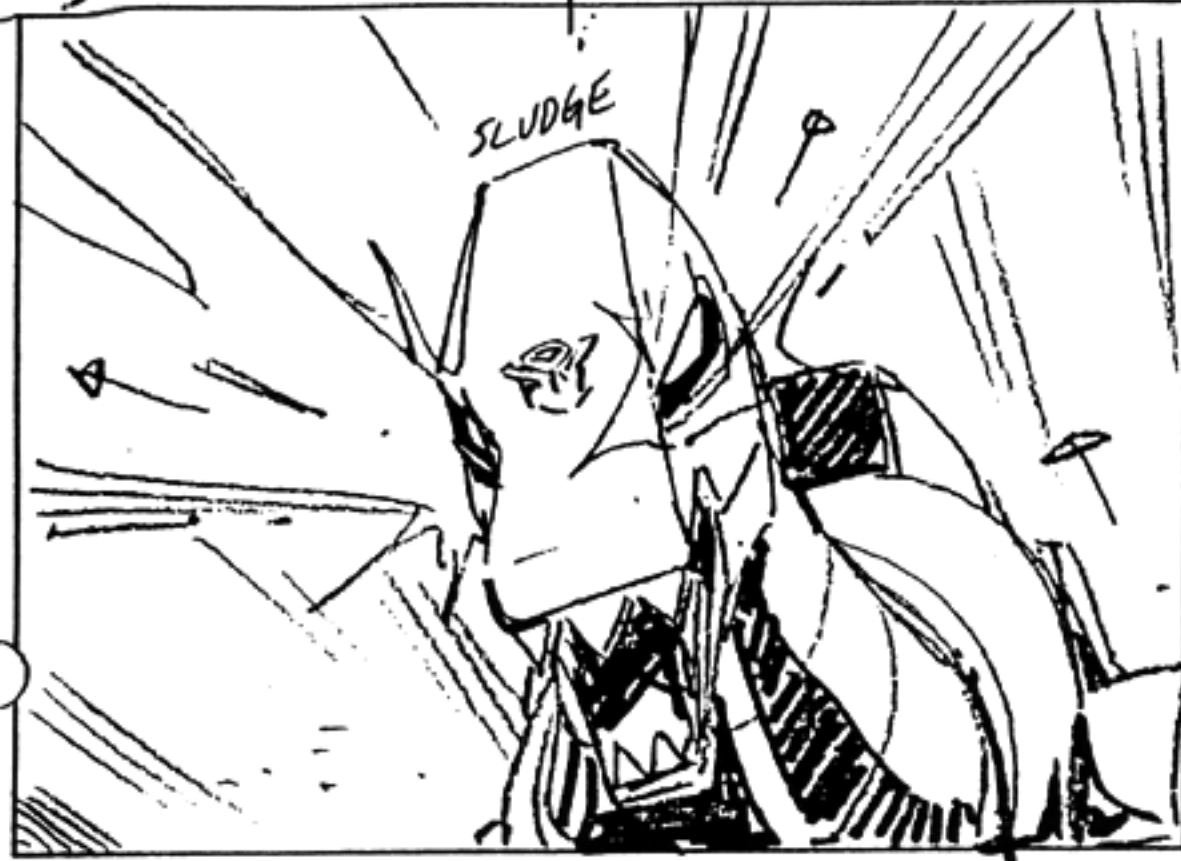
↓ CONT



WITH POWERFUL TALONS THEN FLAPS HIS MIGHTY WINGS TO HURRICANE FORCE, LIFTS THE HORNED DINO-BOT OFF THE GROUND AS LASER BLASTS EXPLODE.

378

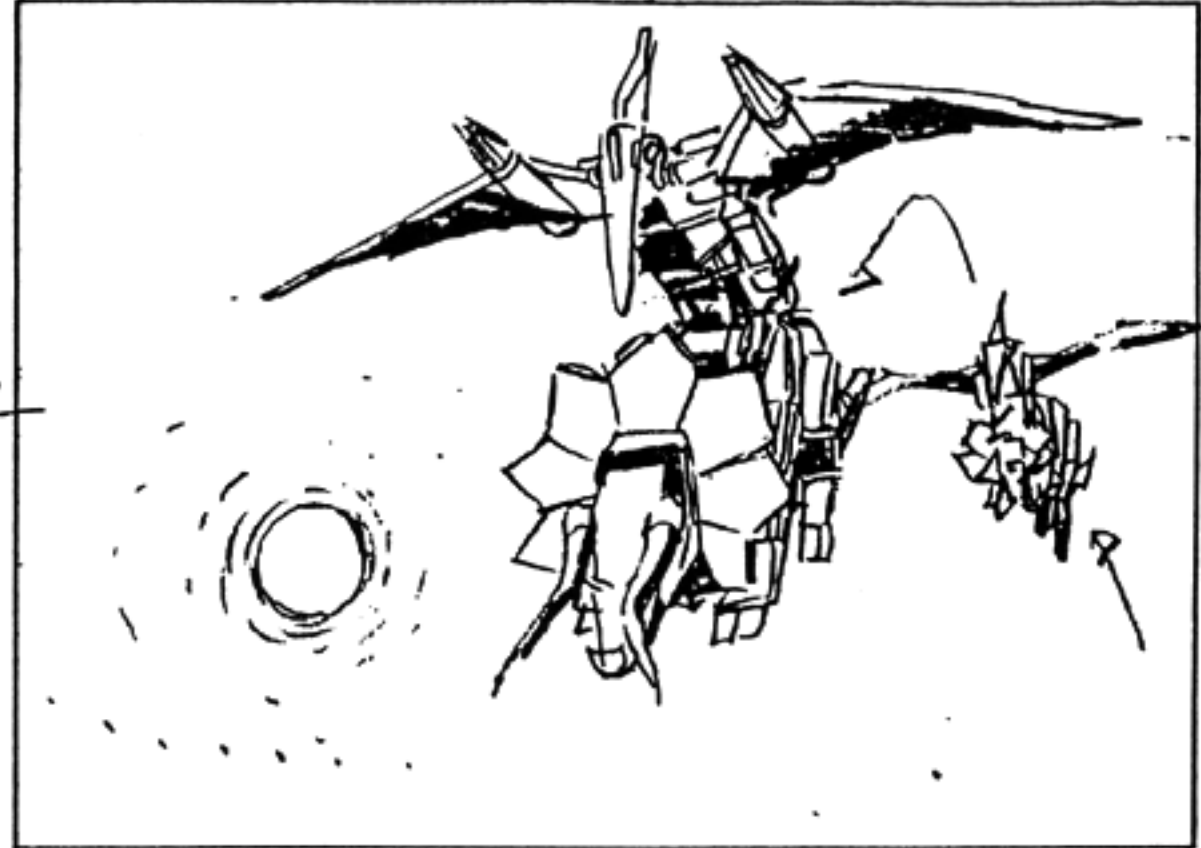
PAN BG →



L.V. SLUDGE LUMBERING TOWARD O.S. DEVESTATOR FIRING LASER BLASTS FROM HIS EYES.

379

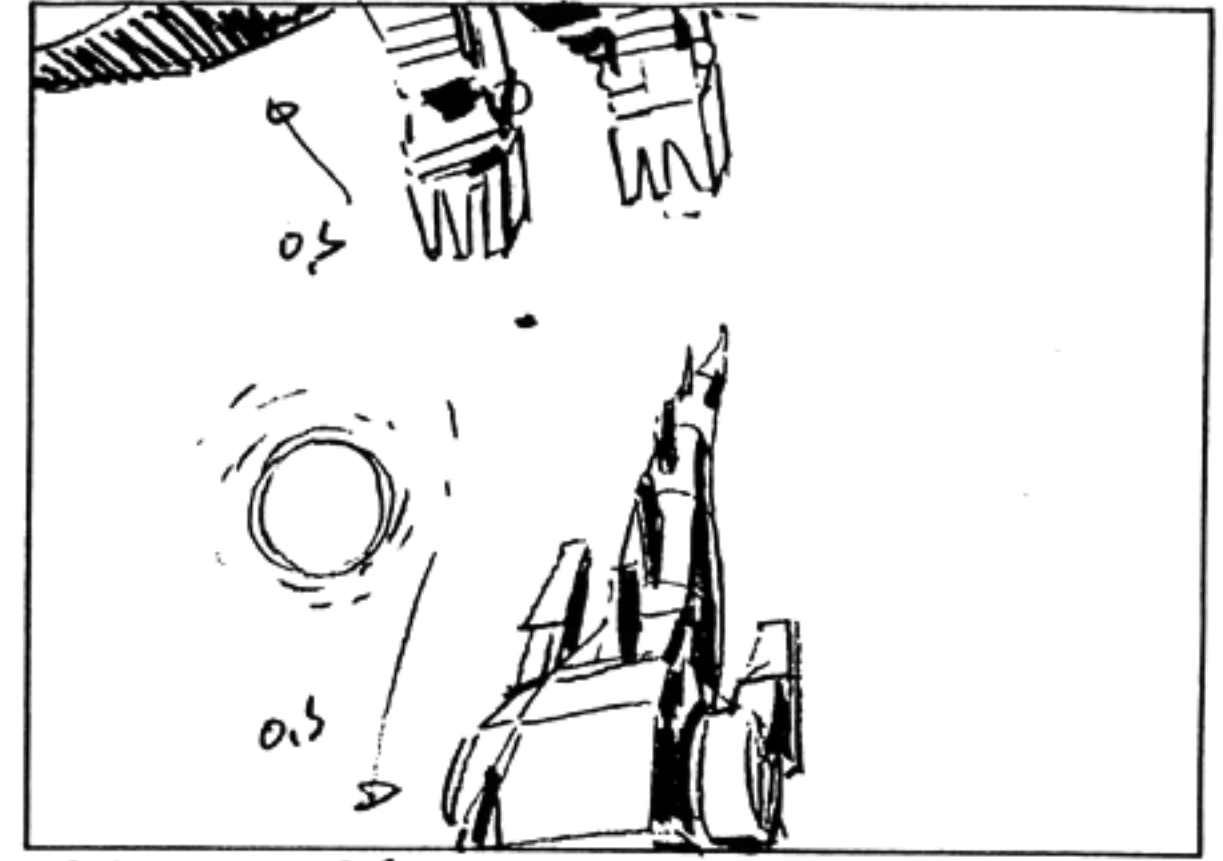
STOP



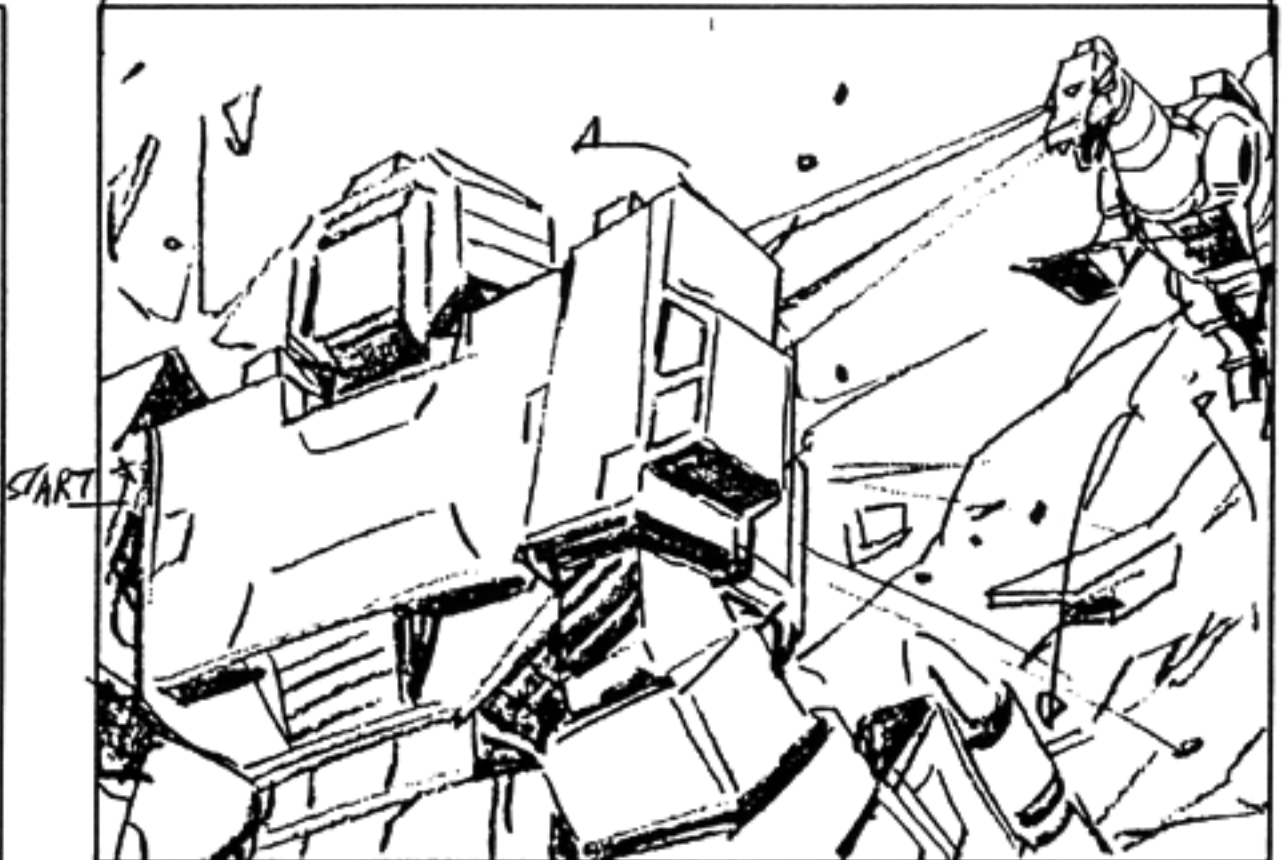
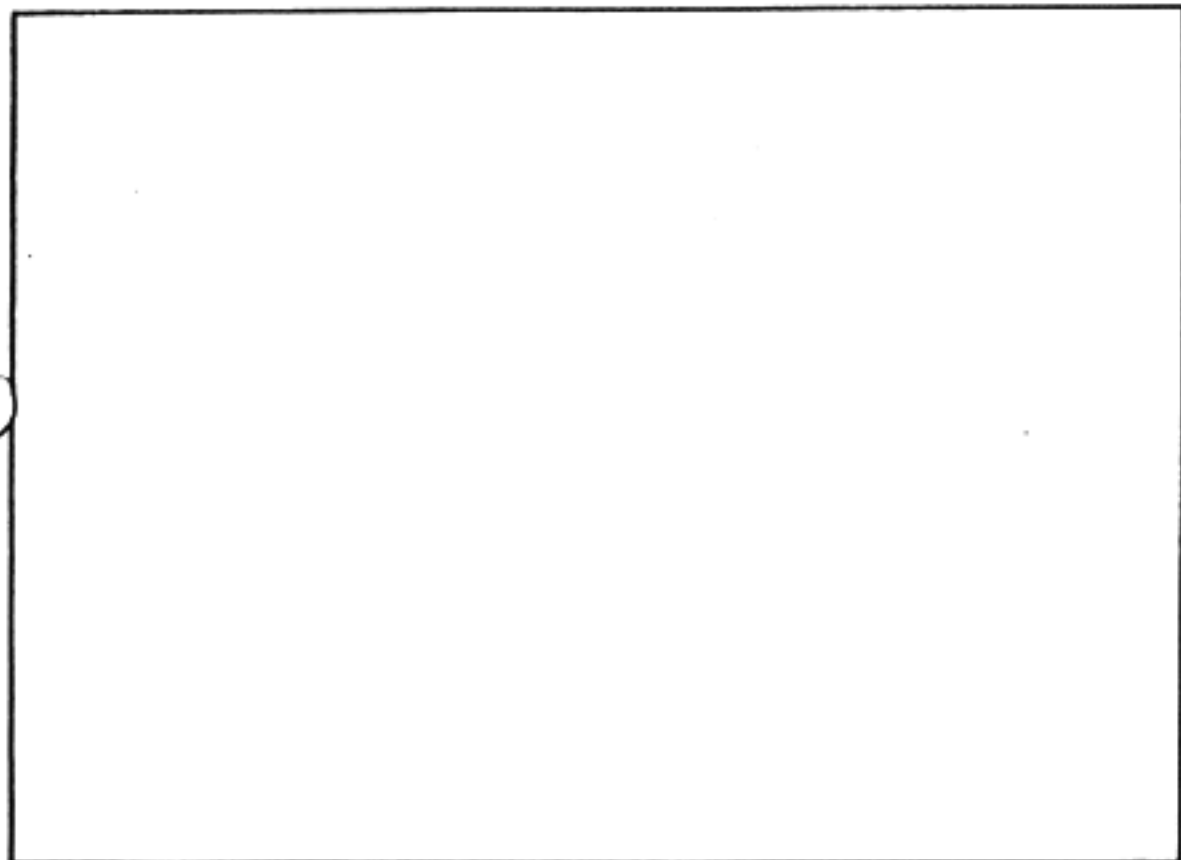
STOP

PAN BG ↓

→ CONT



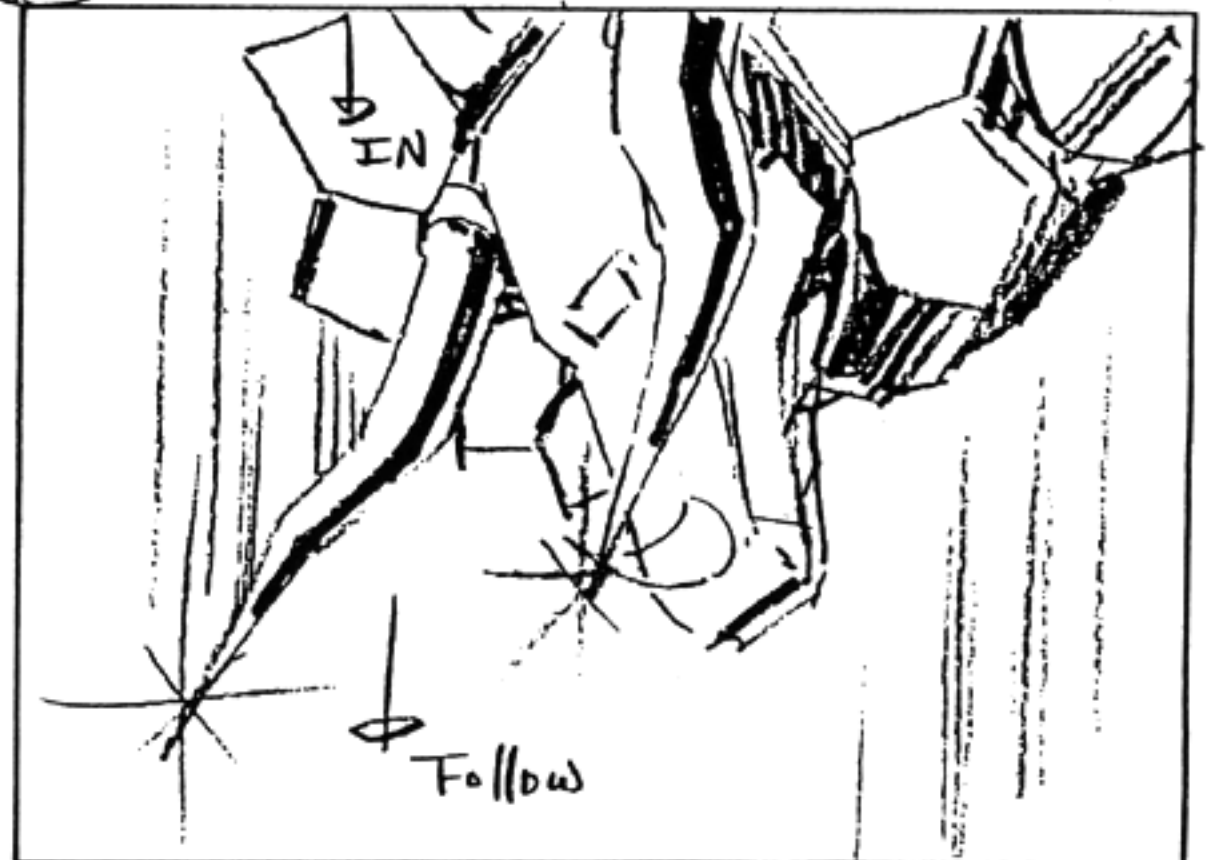
SWOOP DROPS SLAG AND GOES O.S.



START

M.C. BACK SHOT DEVESTATOR SLUDGE'S LASER BLASTS BOUNCE HARMLESSLY OFF HIS METAL HIDE. PAN UP TO SEE SWOOP CARRYING SLAG.

380



E.C.V. SLAG DROPS HORNS FIRST TOWARD O.S. DEVESTATOR.

(381)



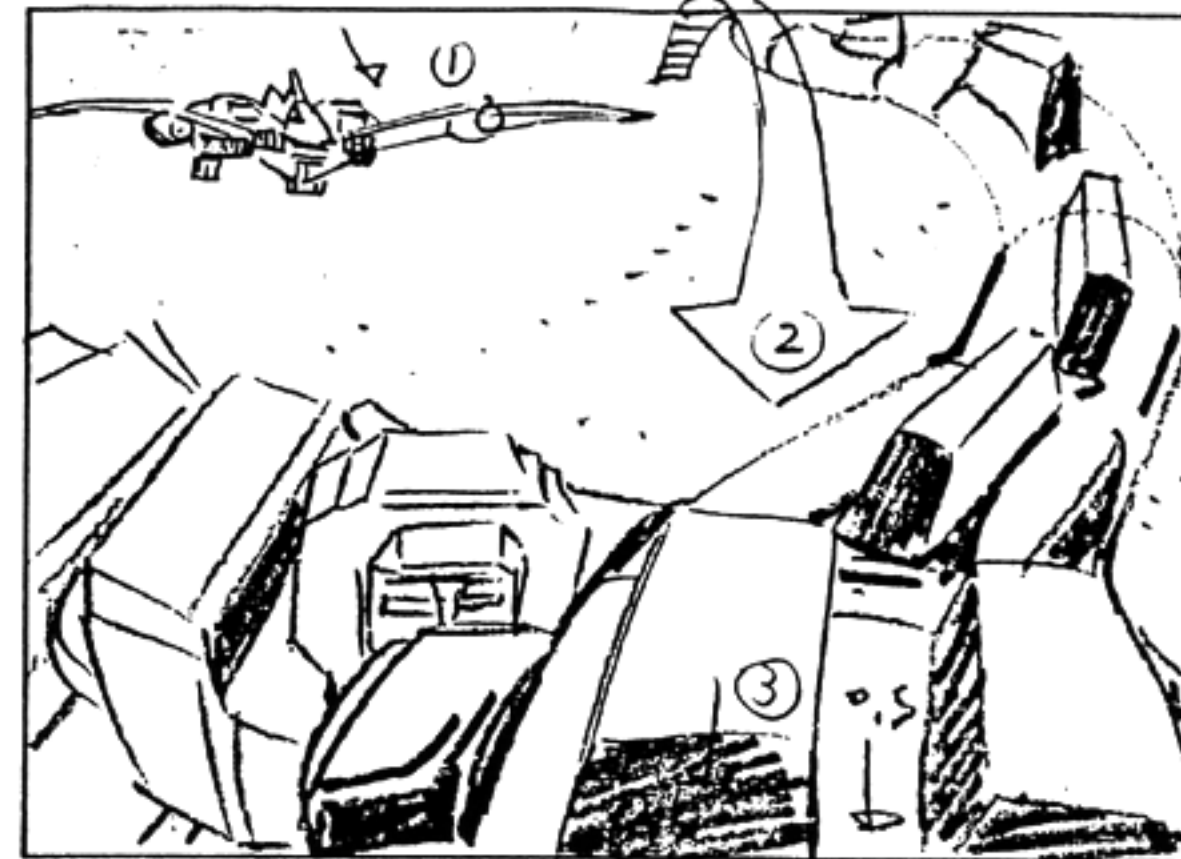
M.C. DOWN SHOT DEVESTATOR SEES FALLING SLAG

CONT



AND SLAMS GUN INTO HIM, KNOCKING SLAG

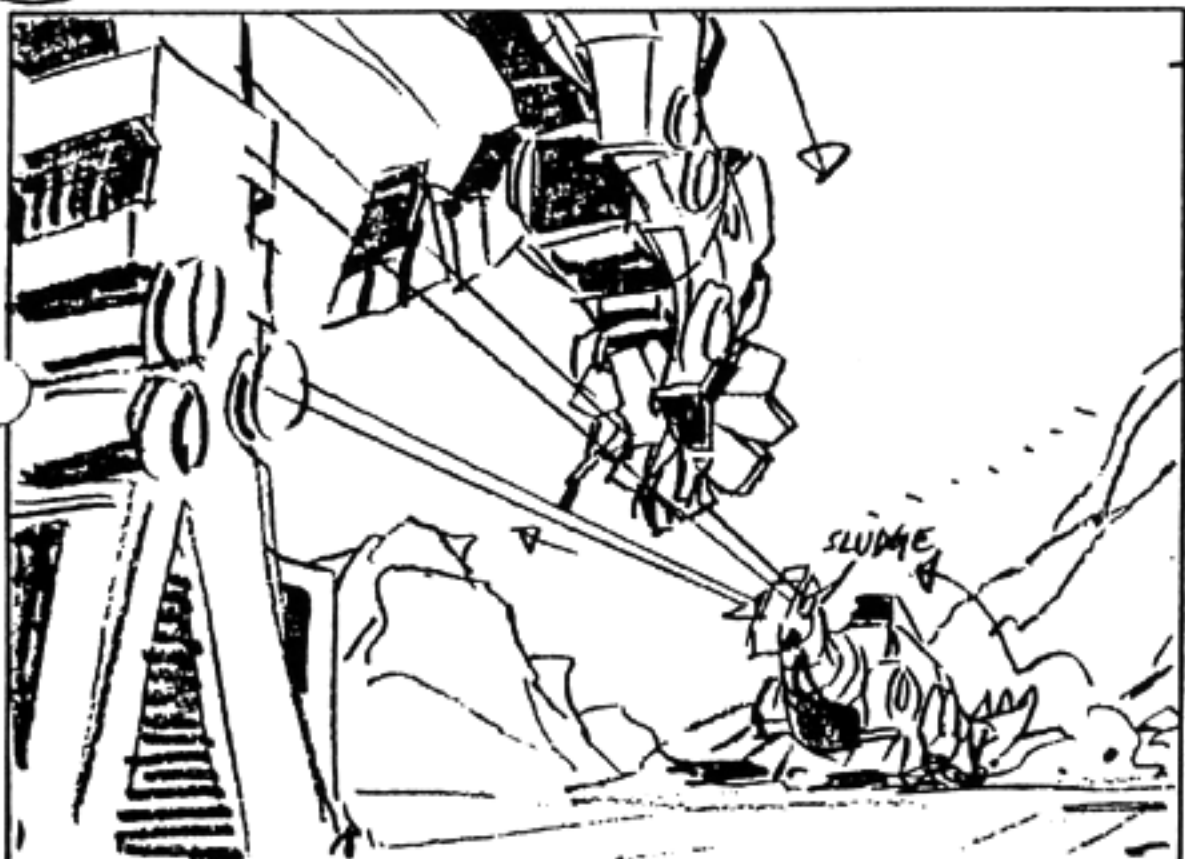
CONT



BACK TOWARD O.S. SLUDGE. SWOOP DROPS THROUGH AND O.S.

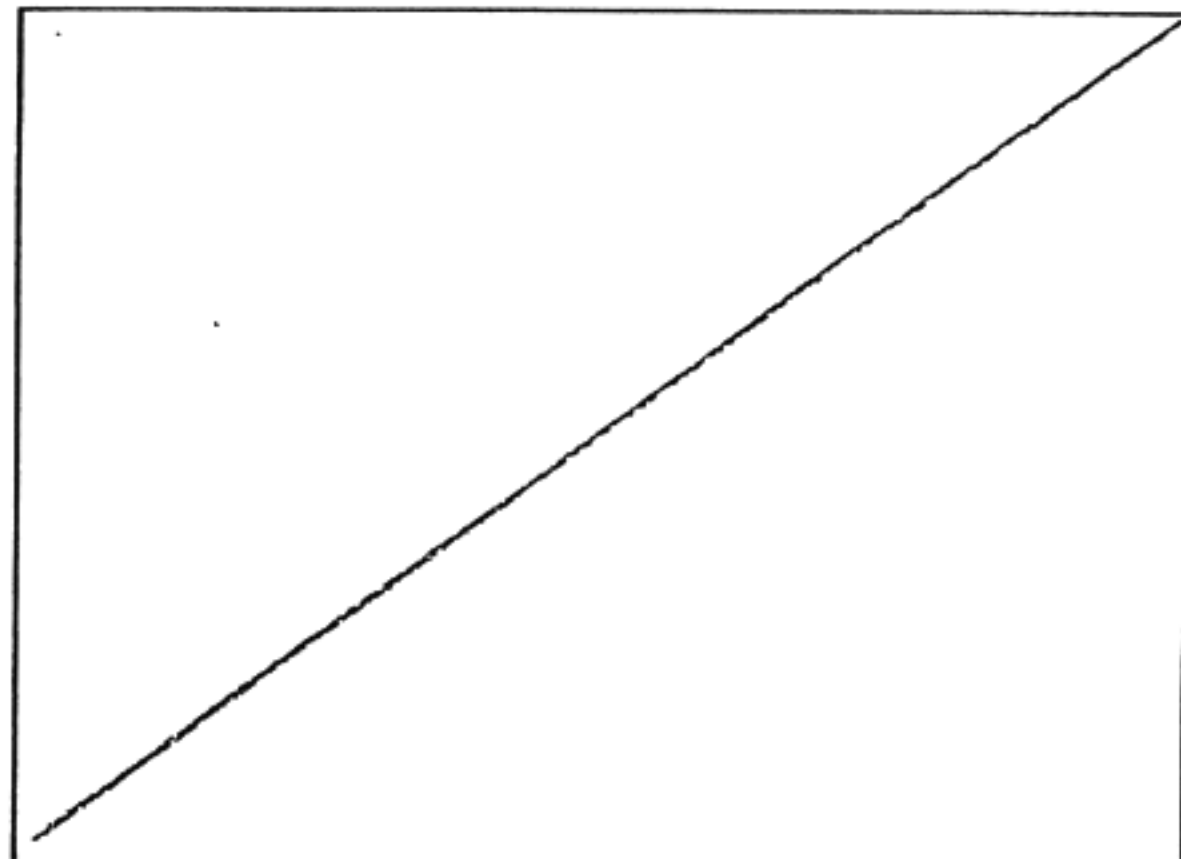
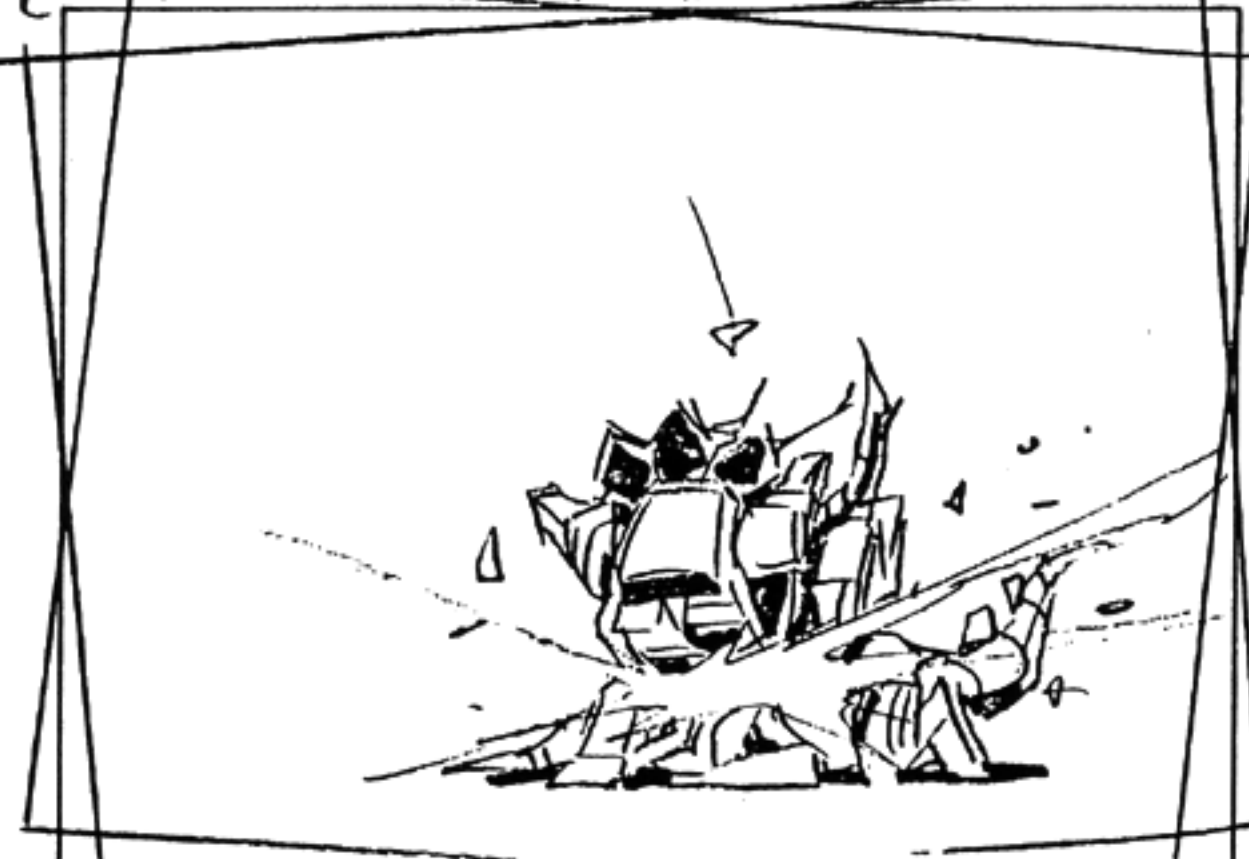
700-13 127

(382)



M.L. SHOT DEVESTATOR TO SLUDGE, FIRING LASERS FROM EYES. SLAG INTO SCENE AND LANDS ON SLUDGE KNOCKING HIM FLAT. CAM FAR.

CONT CAM FAR



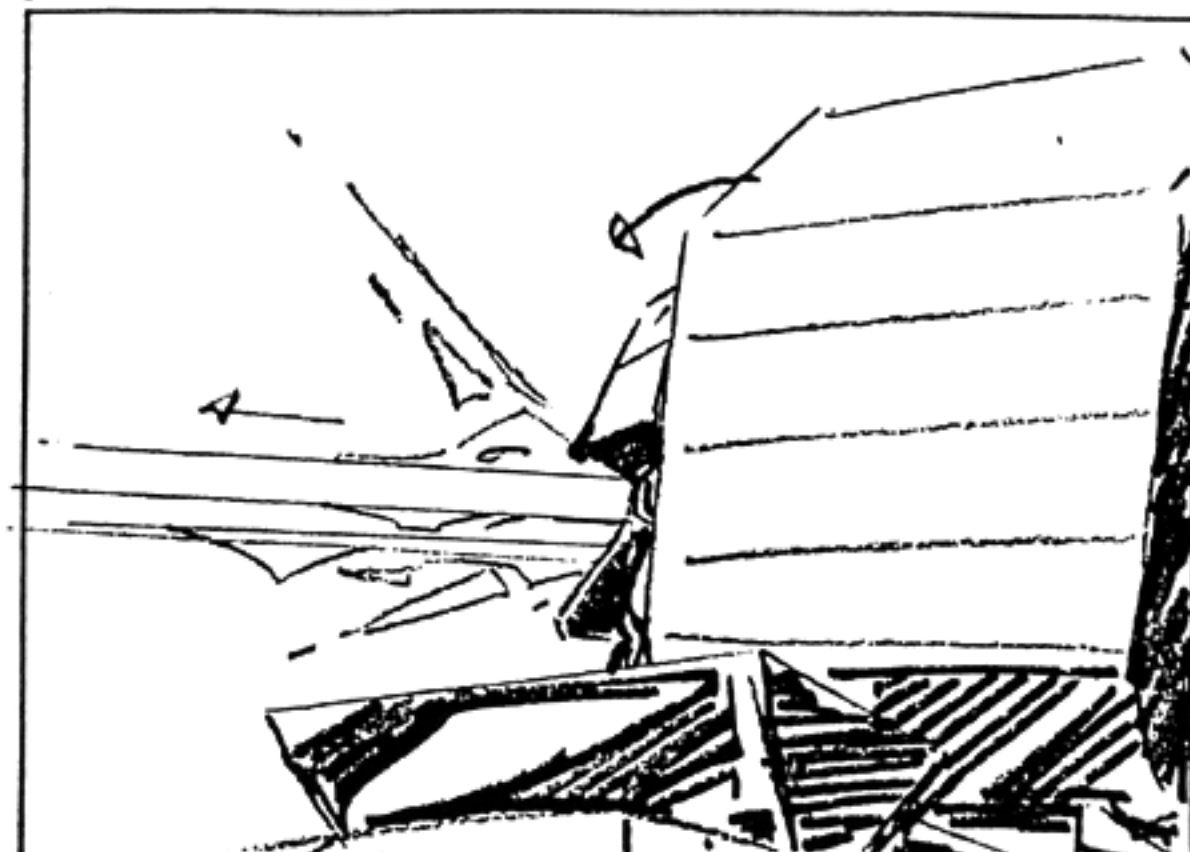
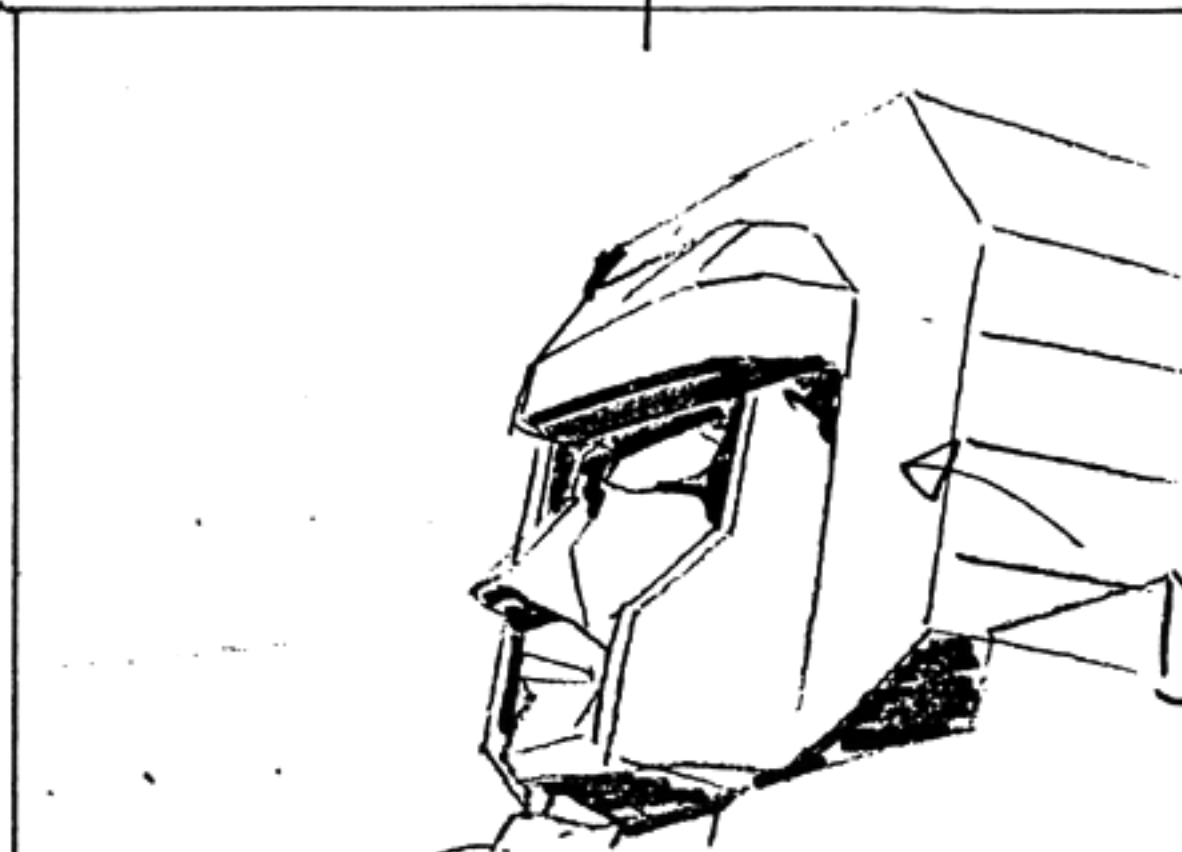
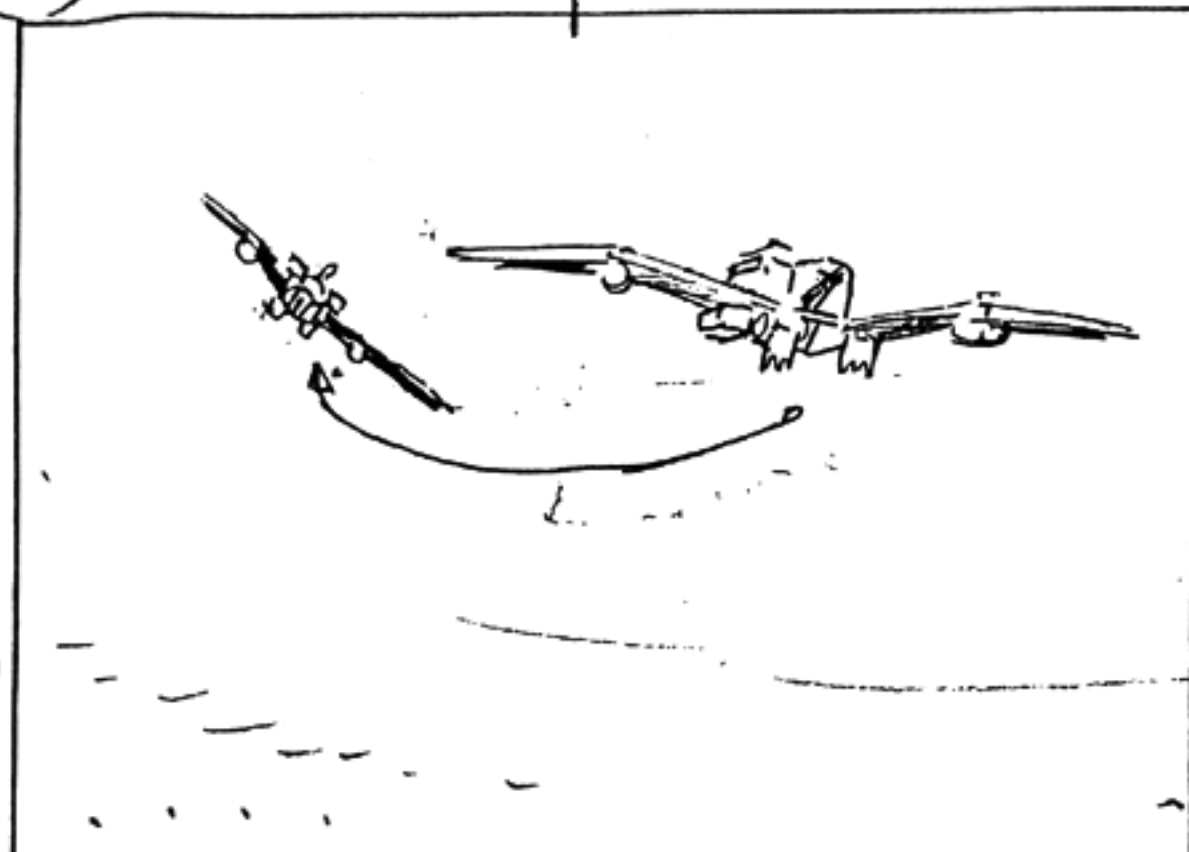
383

START

BK. PAN ←

STOP

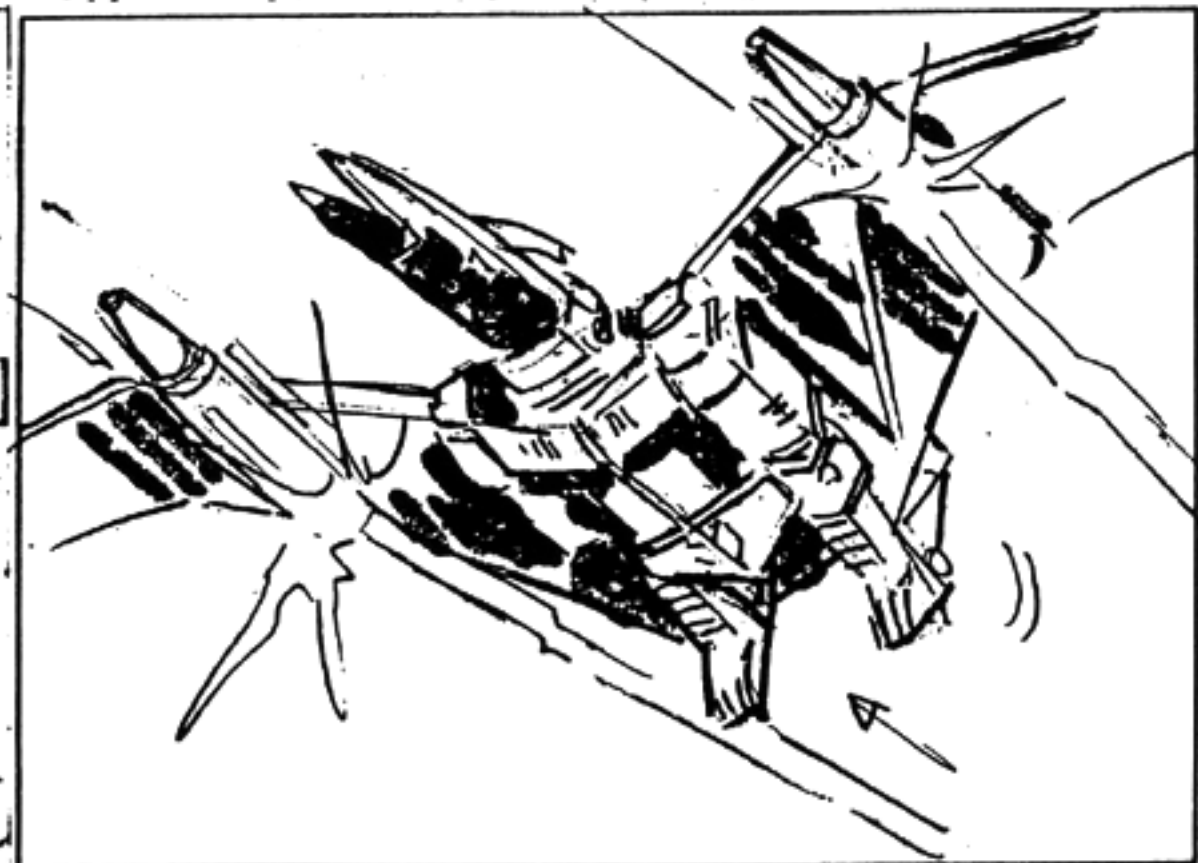
CONT



M.I.SHOT SWOOP FLYING AWAY, PAN TO E.C.U, DEVESTATOR WHO TURNS AND FIRES LASER BEAMS FROM HIS EYES TO O.S. SWOOP.

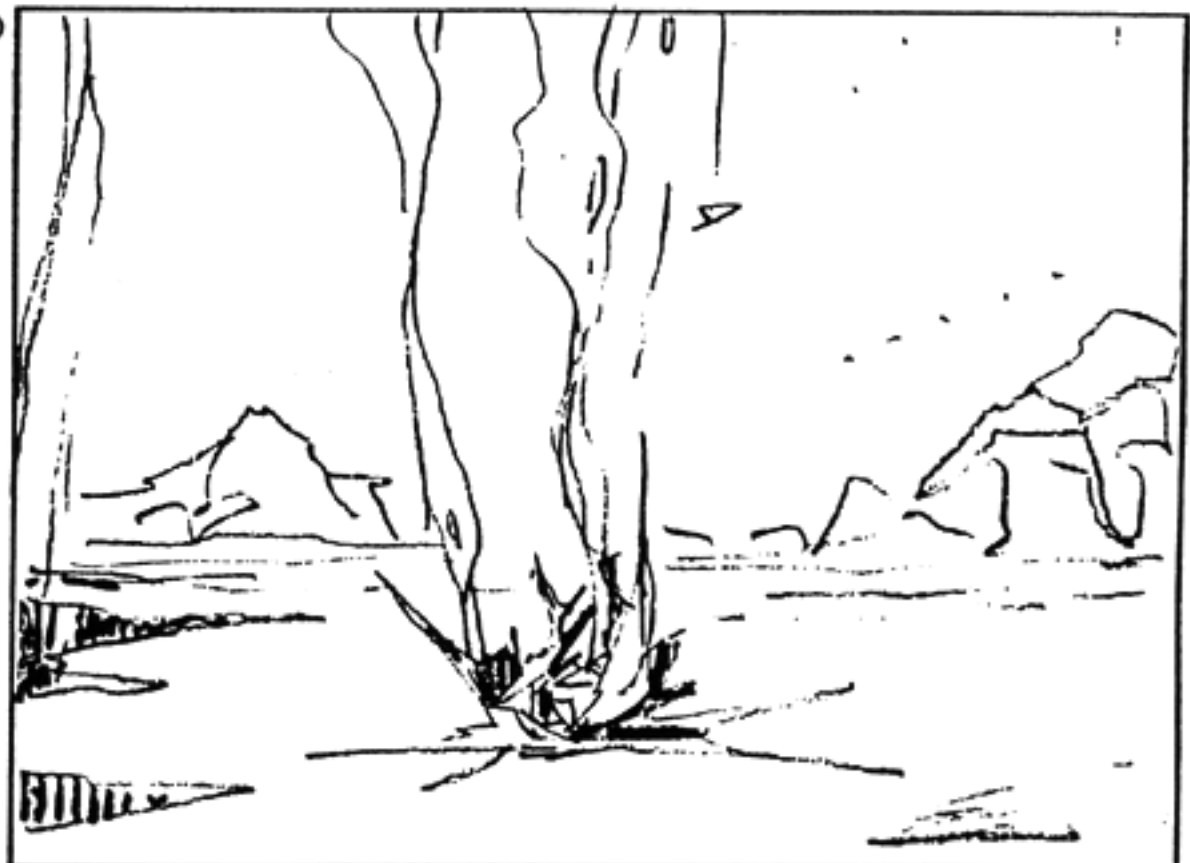
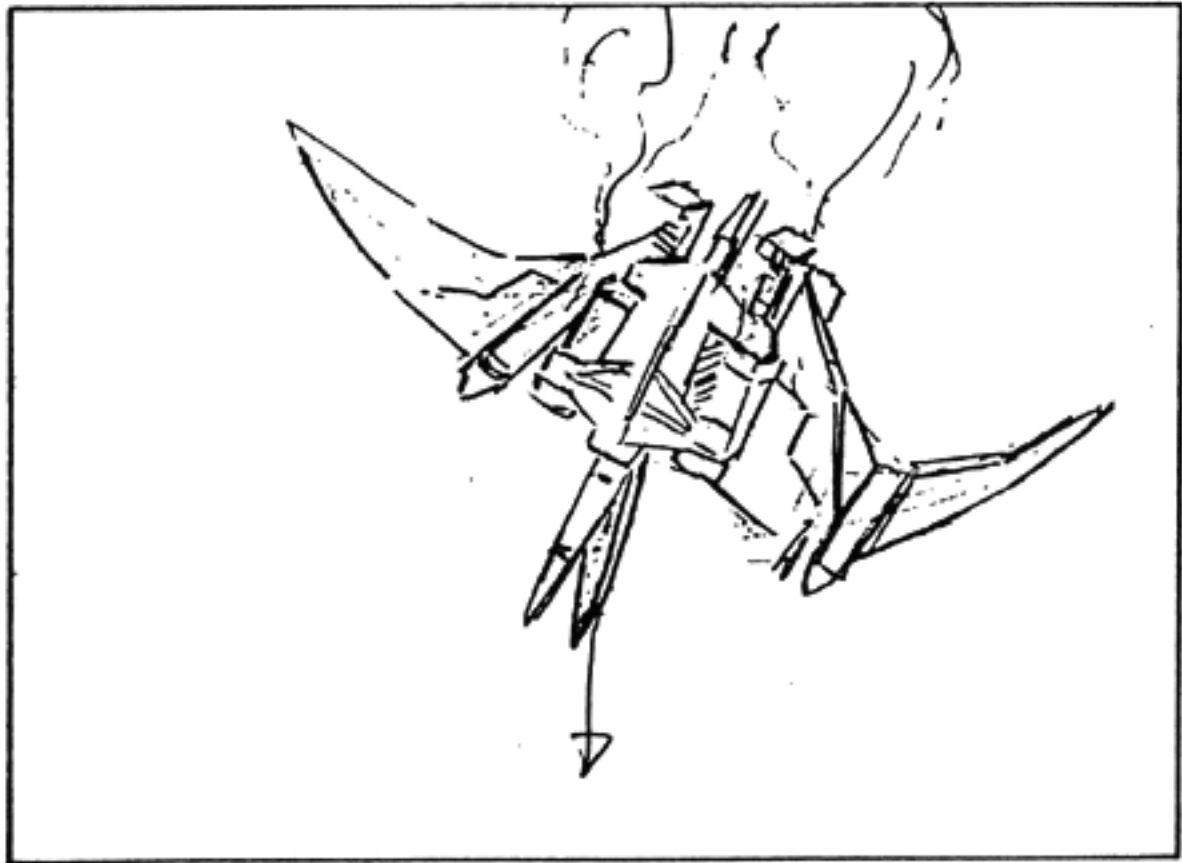
384

PAN BK →



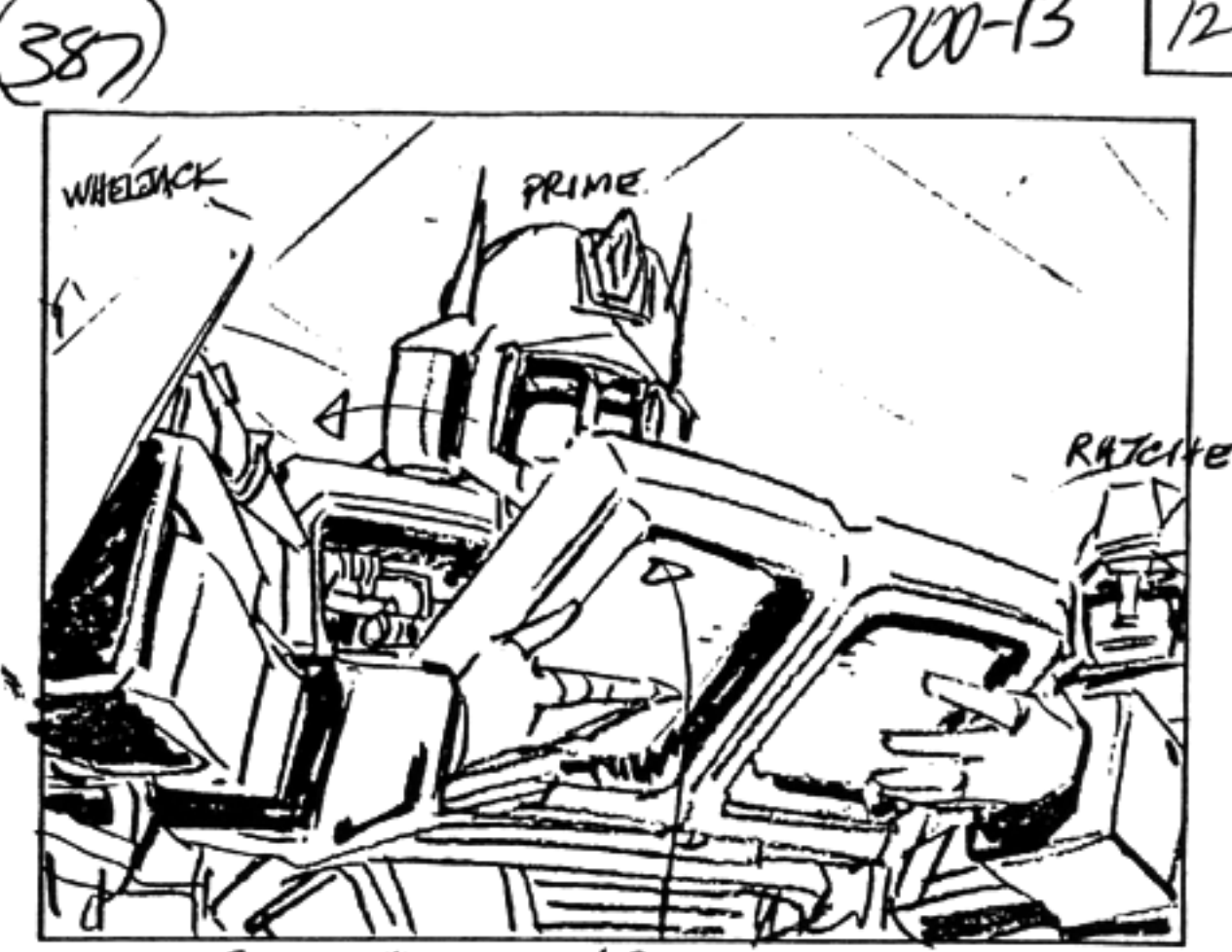
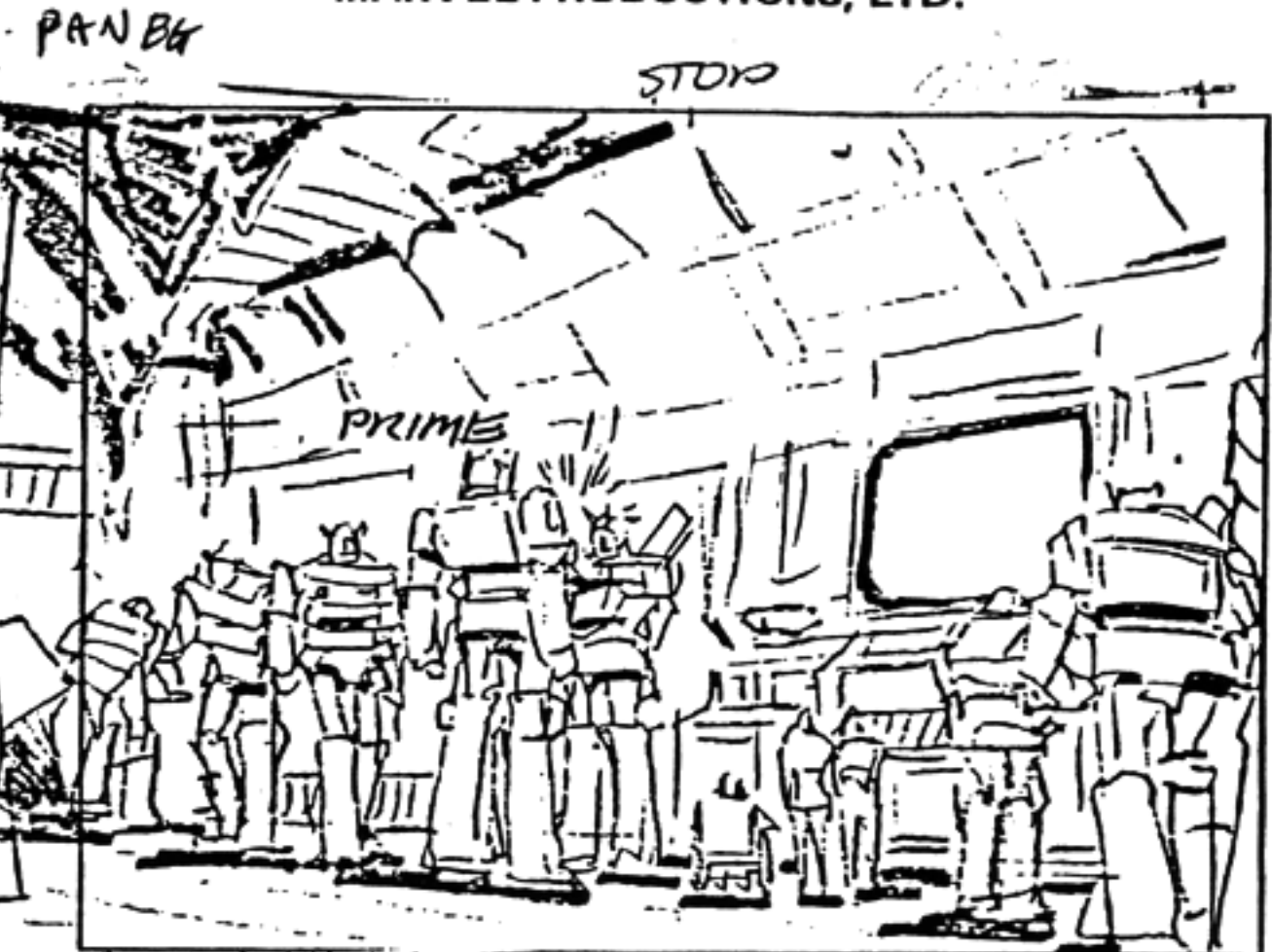
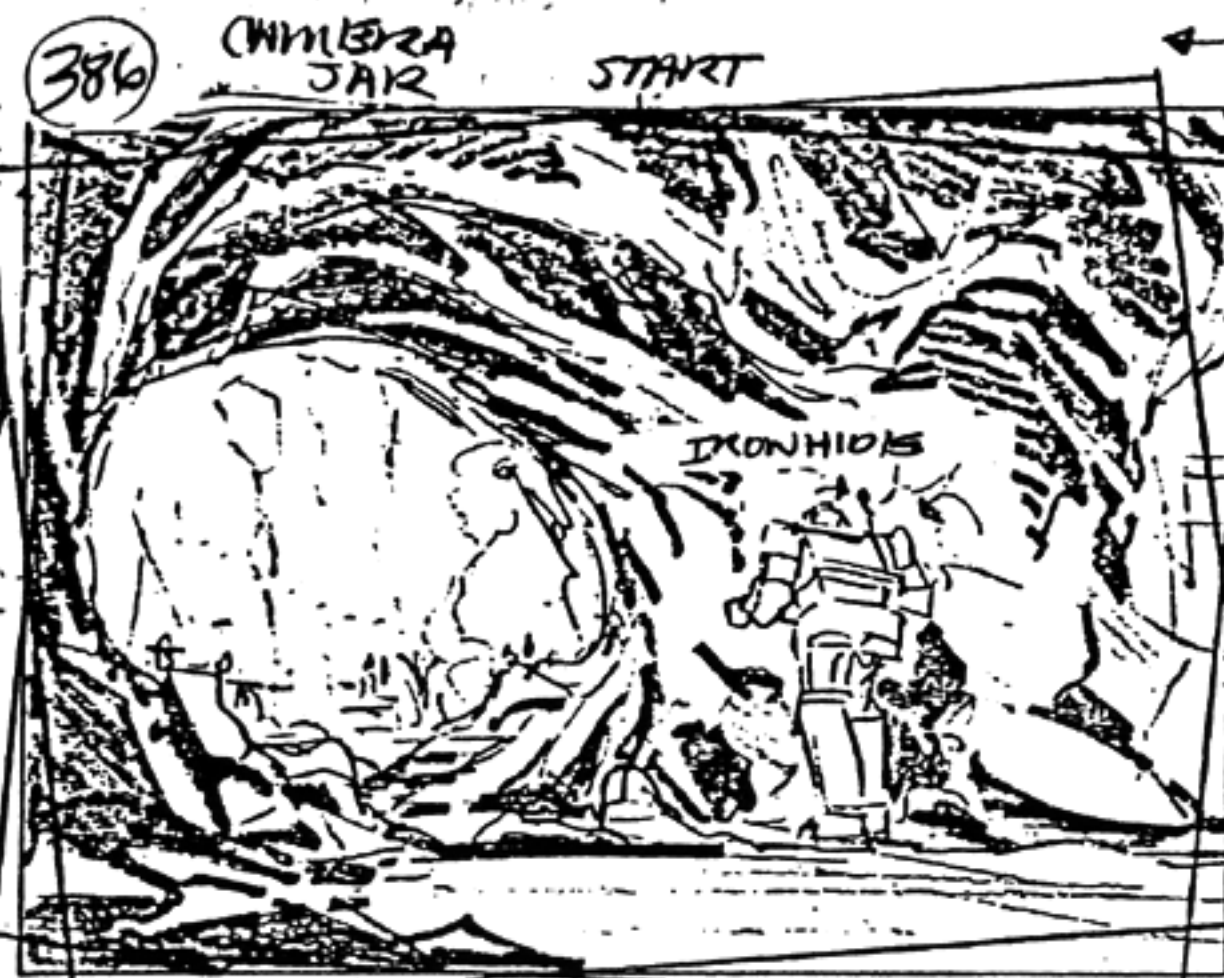
385

PAN DOWN



M.C.U. SWOOP FLYING. LASER RAYS HIT HIS WINGS, SWOOP: (WILD SHREIK) M.I.S. SKY, SWOOP HIS WING TORN AND SMOKING DROPS FROM THE SKY, PAN WITH HIM AS HE FALLS AND CRASHES TO THE GROUND, NEAR THE FIERY EARTH FISSURE.

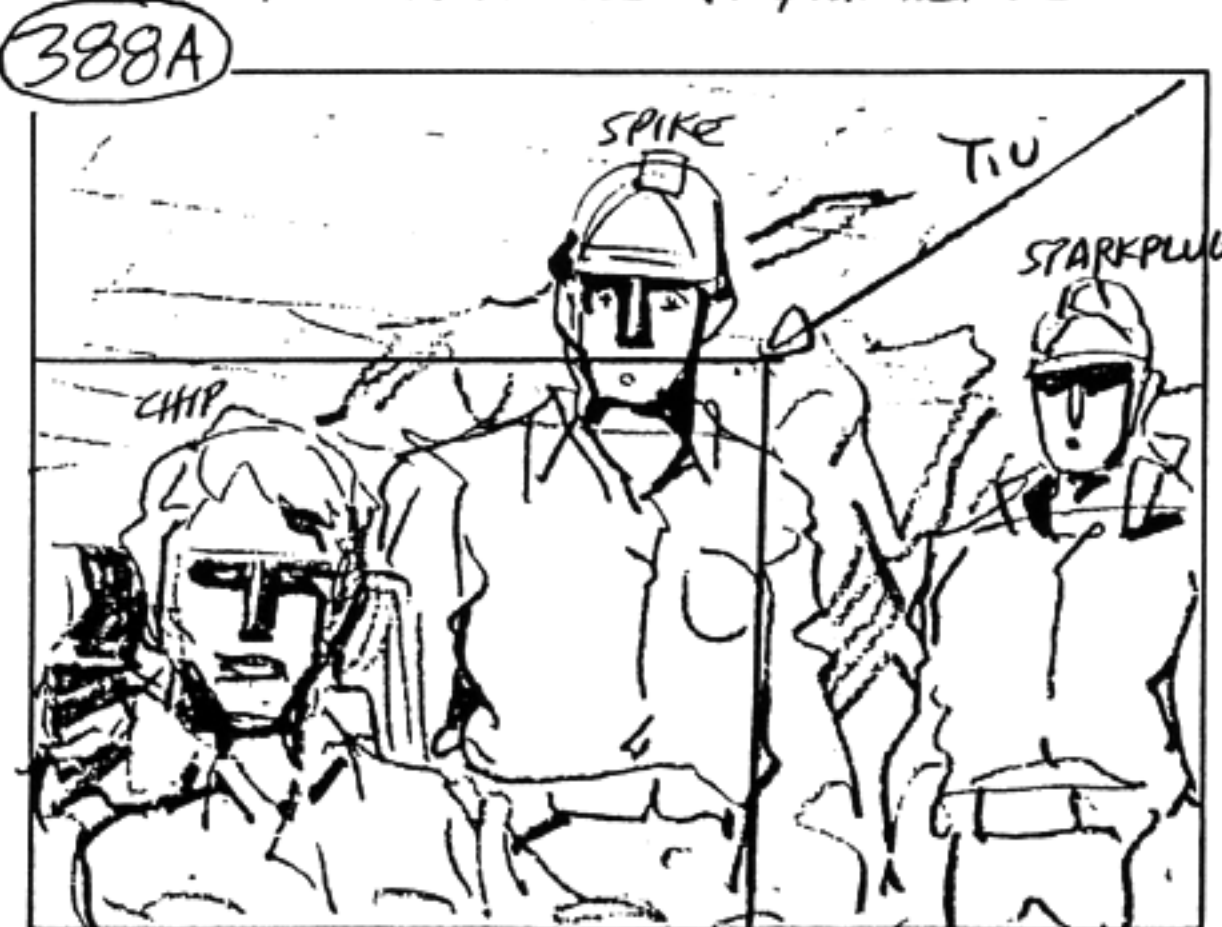
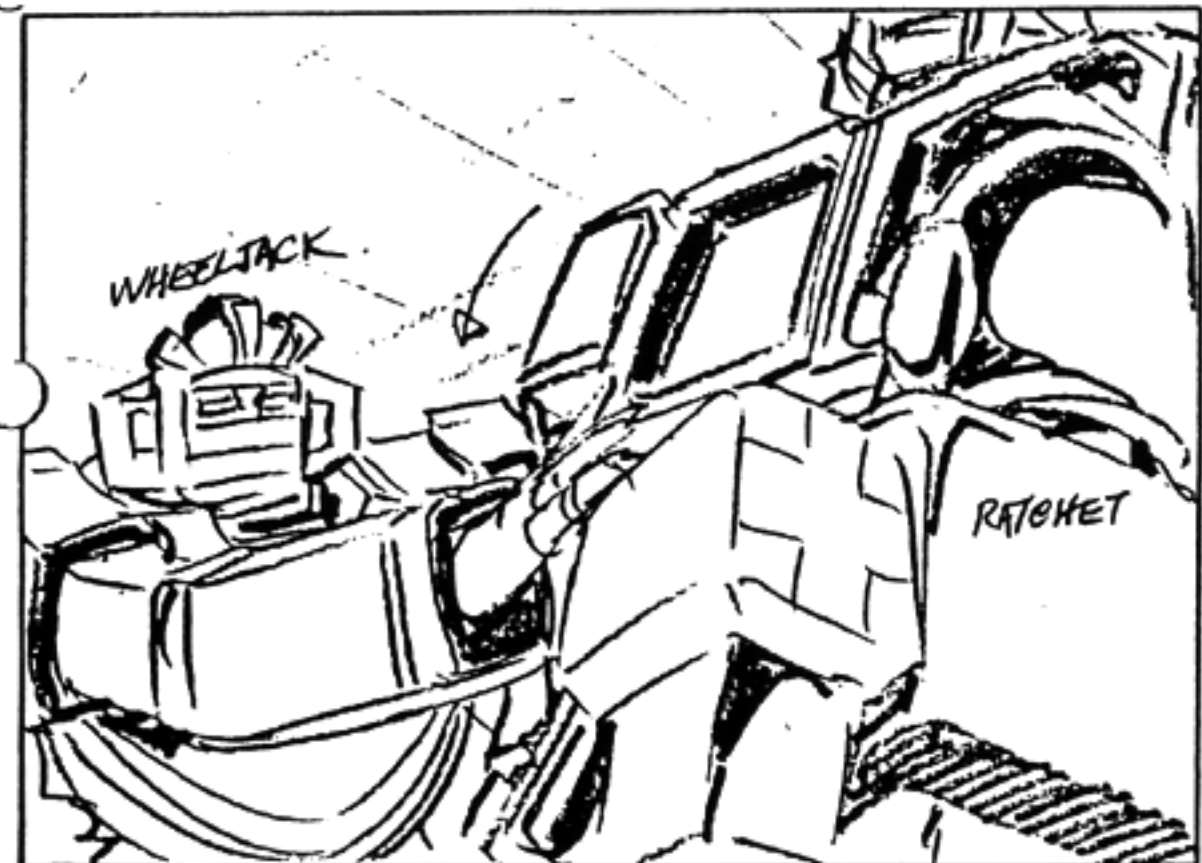
30-TRANSITION #1



M.I.C. 3 SHOT IRONHIDE IN HUMANOID TRANSFORM STANDING AT HOLE IN CONTROL ROOM WALL. HE WATCHES HELPLESSLY AS THE PIND-BOTS ARE BEING DEFEATED. HE SLAMS HIS FIST AGAINST THE WALL CAUSING THE ROOM TO SHAKE. IRONHIDE: (TURNS TO O.S. AUTOBOTS) UH.. SORRY ABOUT THAT!

M.I.C. 3 SHOT WHEELJACK & RATCHET CLOSE PRIME'S CHEST PANEL. RATCHET: OPTIMUS IS AS GOOD AS THE DAY. HE ROLLED OFF THE MECHANIC LINE. EVEN BETTER!

388 PAN TO SEE AUTOBOTS WATCHING TELETRAN I BLINKING NORMALLY. WHEELJACK & RATCHET ARE WORKING ON PRIME'S CIRCUITS, RATCHET: THERE!

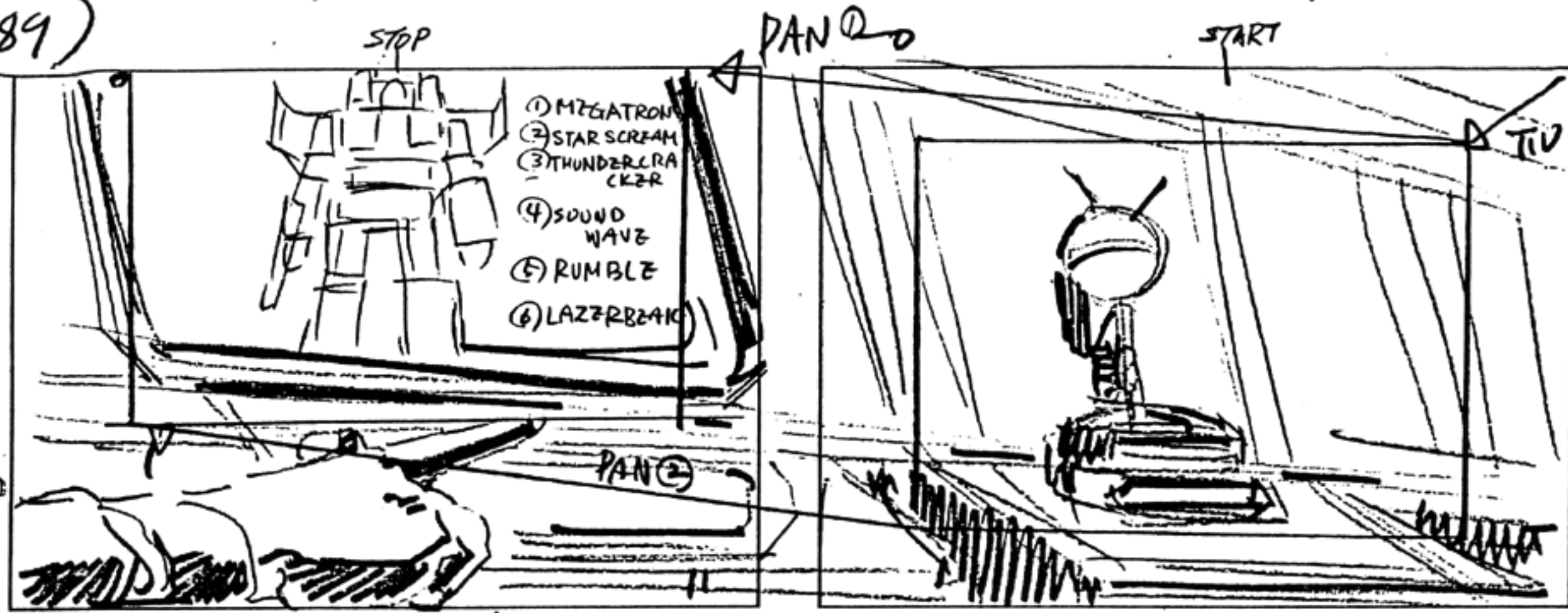


M.I.C. 3 SHOT REVERSE RATCHET TO WHEELJACK. WHEELJACK: I STILL DON'T UNDERSTAND WHERE MEGATRON GOT ENOUGH STRENGTH TO WHIP HIM!

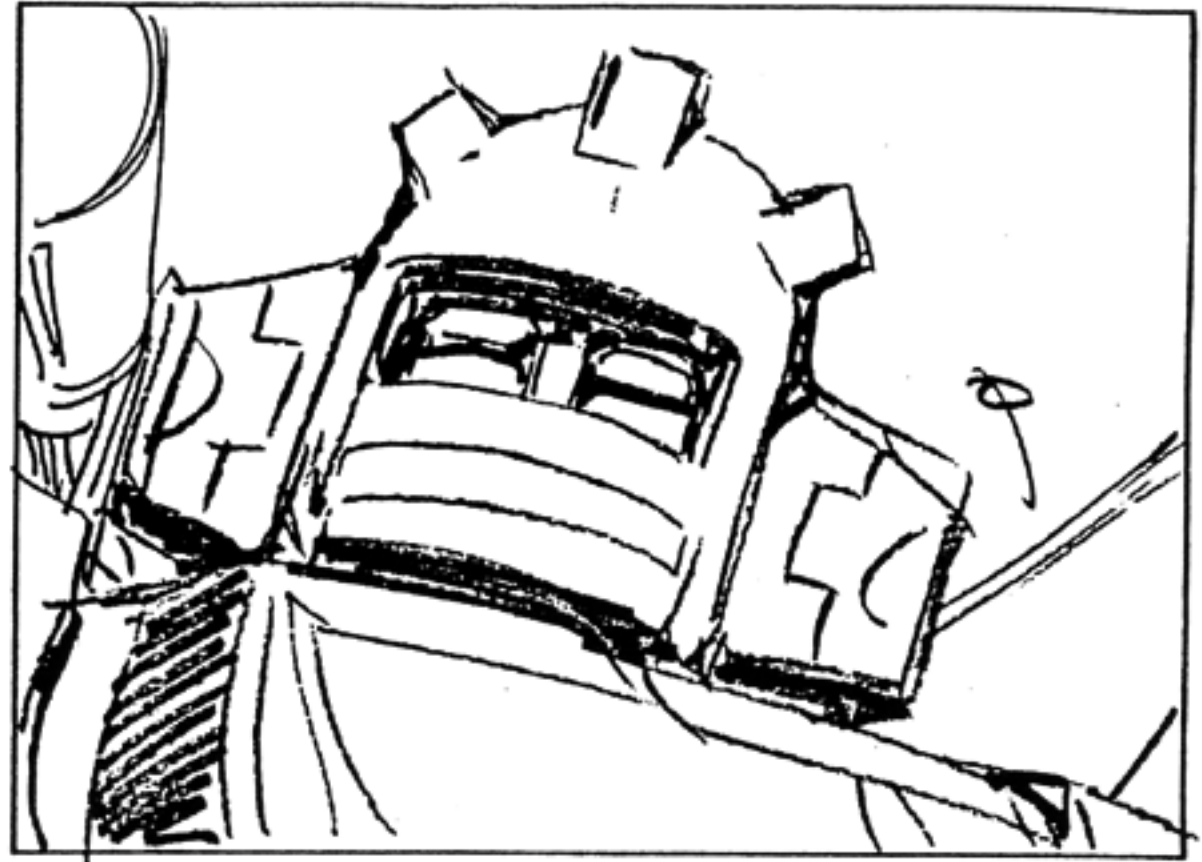
M.I.C. 3 SHOT TRUCK IN ON CHIP (WHO SAYS) I DO! I JUST HAD TELETRAN I DO AN ENERGY SCAN ON OPTIMUS' DAMAGED PARTS, AND...

SEE FOR YOURSELVES! CHIP POINTS TO O.S. TELETRAN I.

389

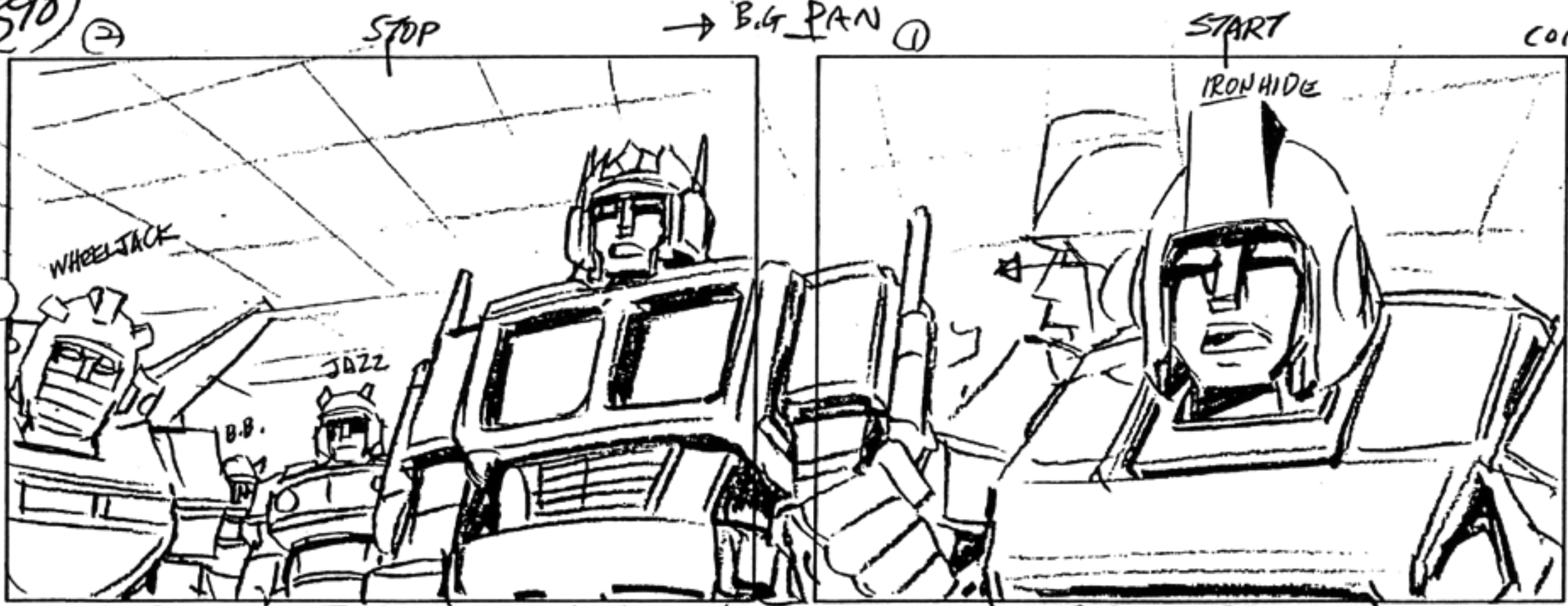


C.I. TELETRAN I WARNING UNIT. PAN TO VIEW SCREEN. COMPUTER IMAGES OF ALL OTHER DECEPTICONS FLASH ON TO IT, ONE AFTER THE OTHER. WHEELJACK! (V.O.) OF COURSE!

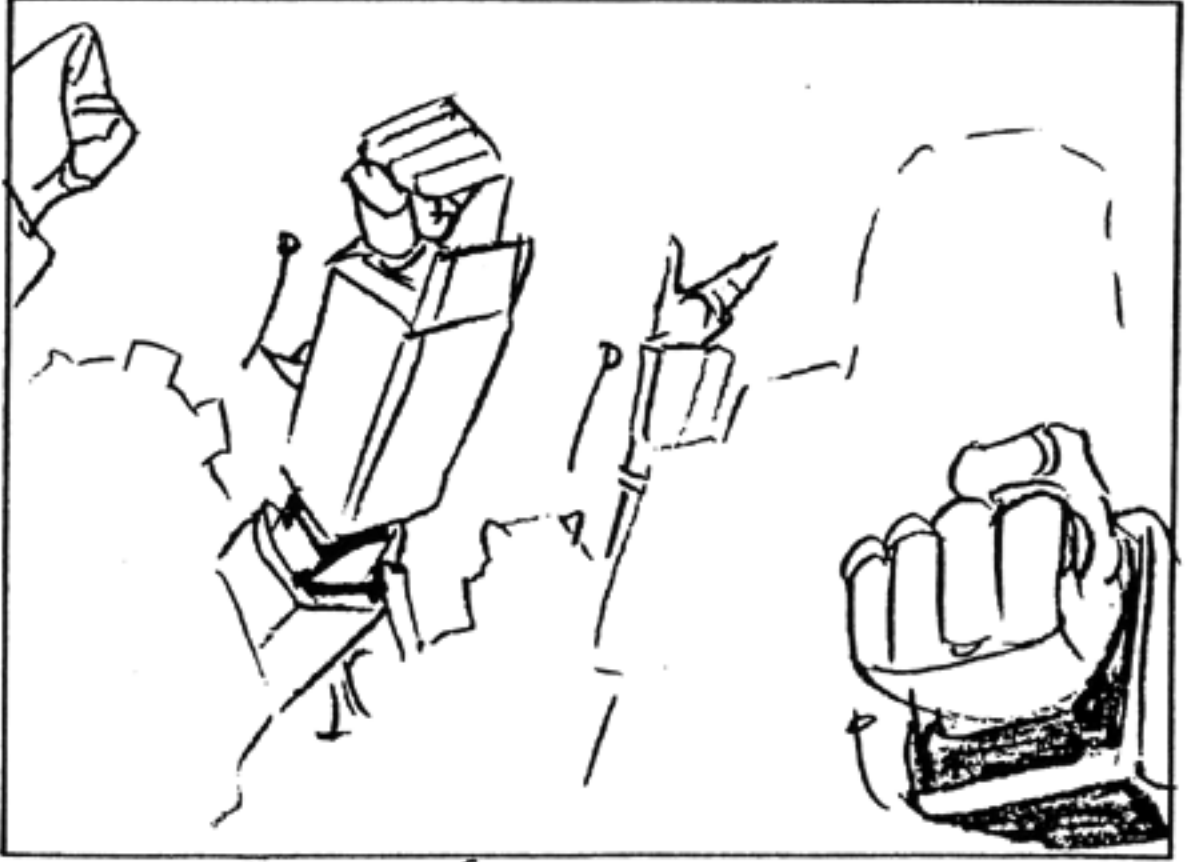


C.V. WHEELJACK! (CONT.) SOMEHOW MEGATRON USED THE POWER OF ALL THE OTHER DECEPTICONS!

390

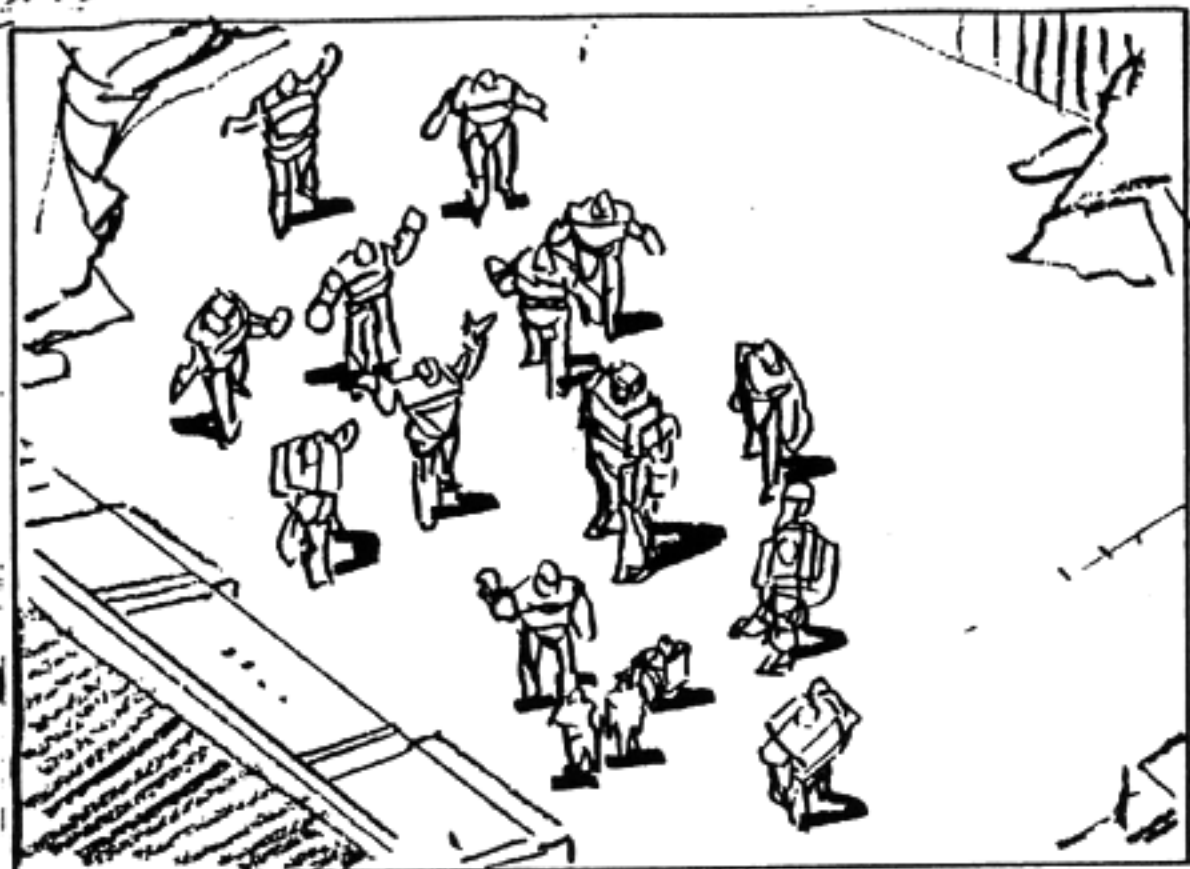


M.C.V. IRONHIDE: THEN MEGATRON CHEATED! WHICH NEGATES THE RESULTS OF COMBAT UNDER THE LAW! RIGHT OPTIMUS? PAN TO OPTIMUS: AFFIRMATIVE! AUTOBOTS, THE TIME HAS COME TO FIGHT BACK! THE AUTOBOTS REACT JOYFULLY, RAISING THEIR HANDS AND FISTS.



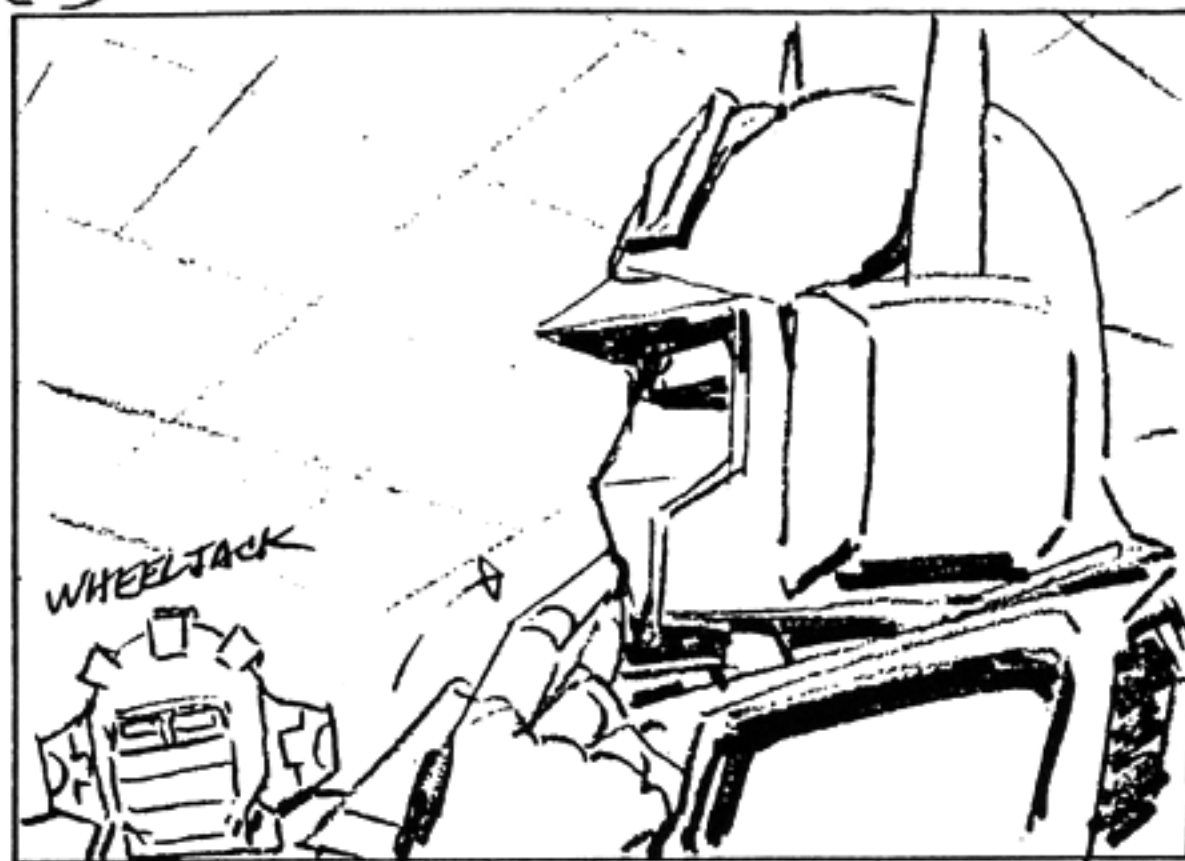
AUTOBOTS & HUMANS (AD LIB SHOUTS AND CHEERS)

391



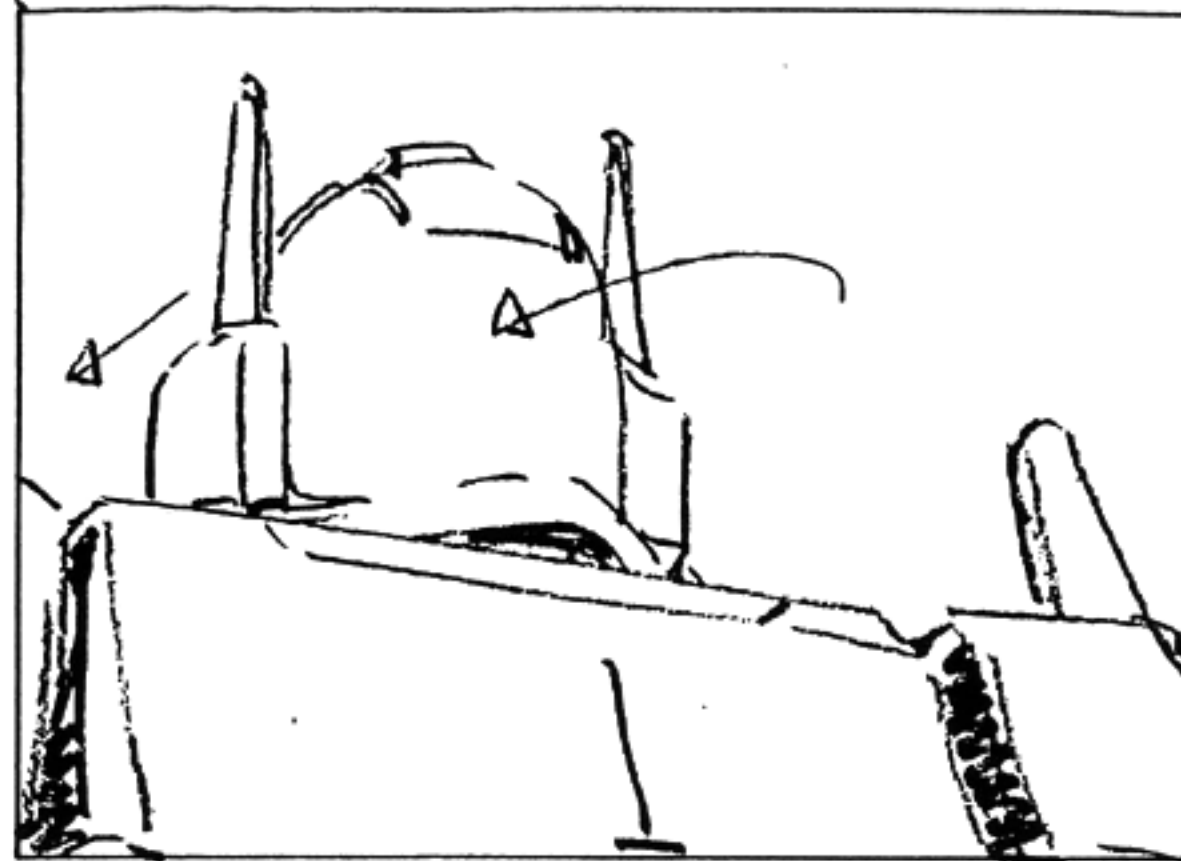
E.I. DOWNSHOT GROUP: (CONTINUE CHEERS SHOUTS ETC.)

392



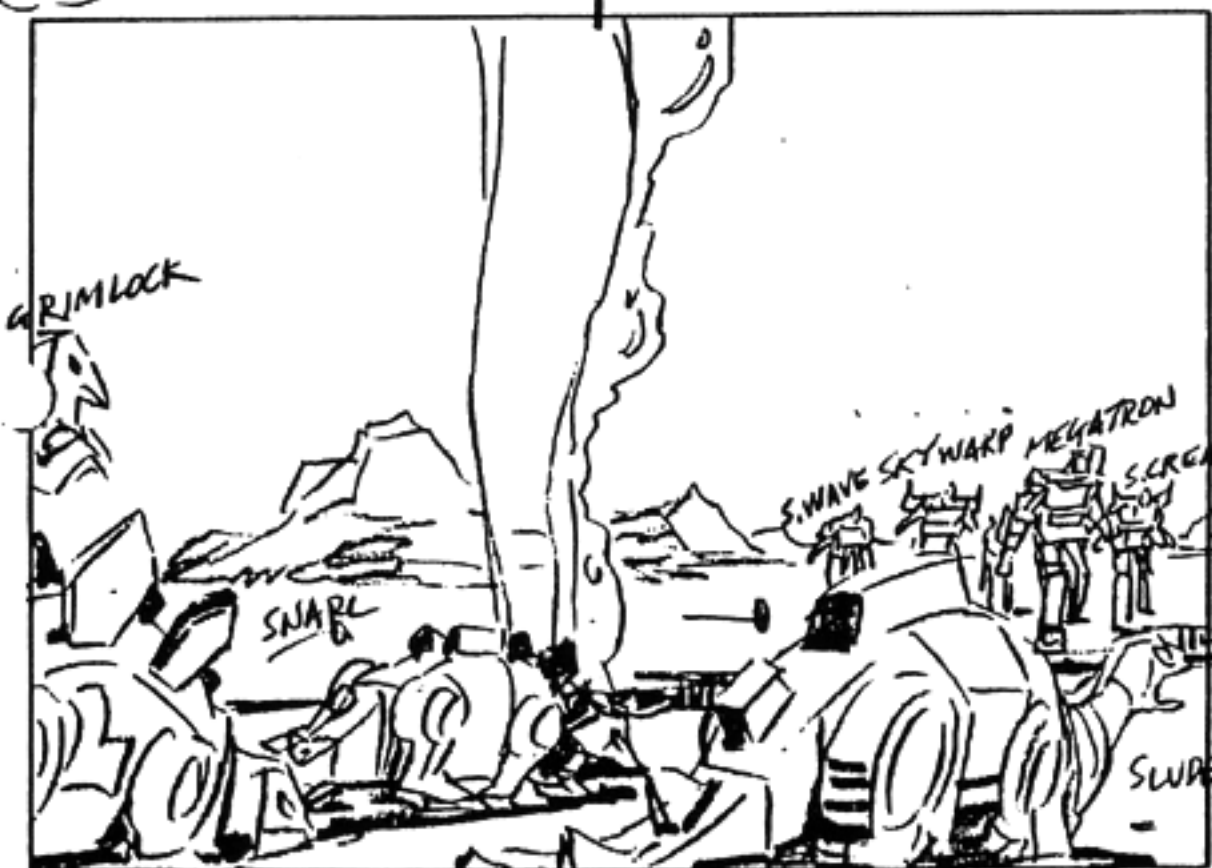
M.C. 2 SHOT WHEELJACK & PRIME: (RUBS HIS CHIN IN THOUGHT) I HAVE A PLAN TO DEFEAT THAT GIANT ROBOT!

CONT



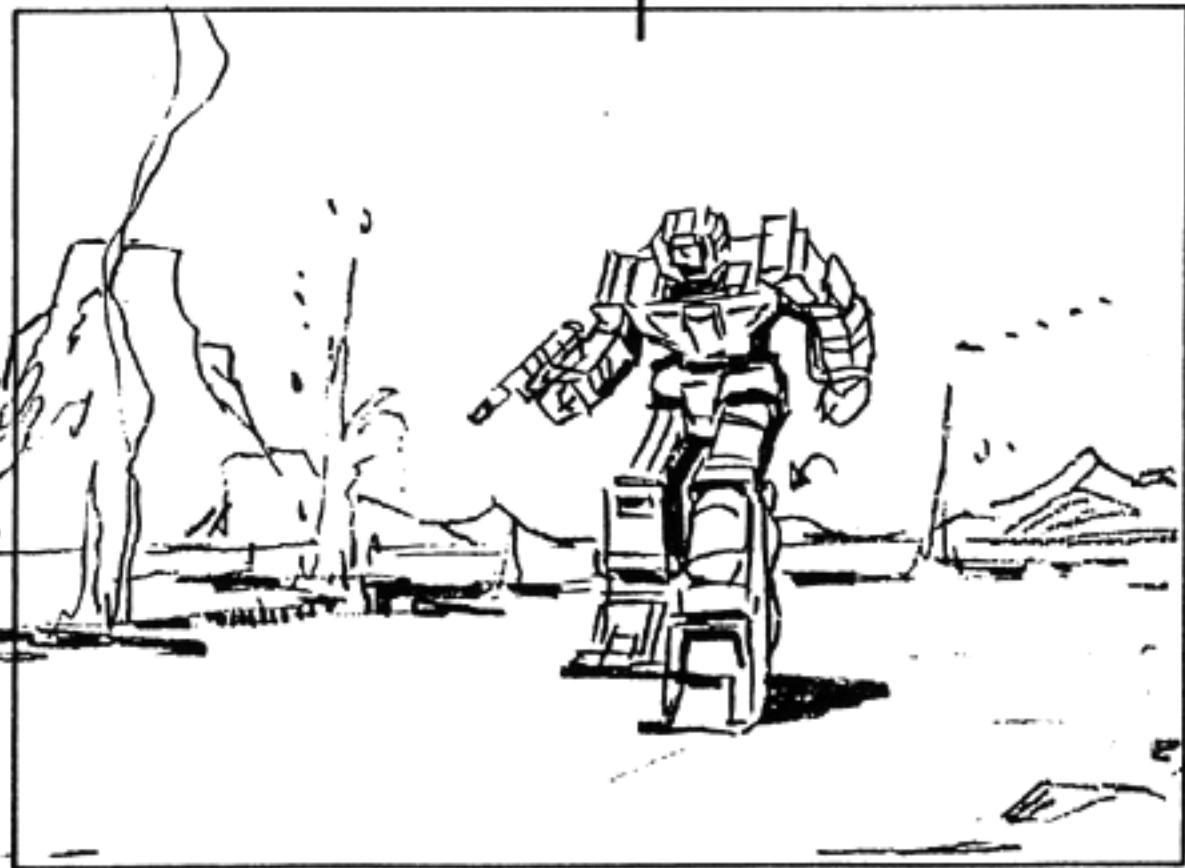
PRIME TURNS AND STARTS TO WALK O.S.

393



M. GROUP SHOT ALL FIVE DINOBOOTS HAVE RECOVERED AND ARE STALKING TOWARD THE O.S. DEVESTATOR

PAN BG ←



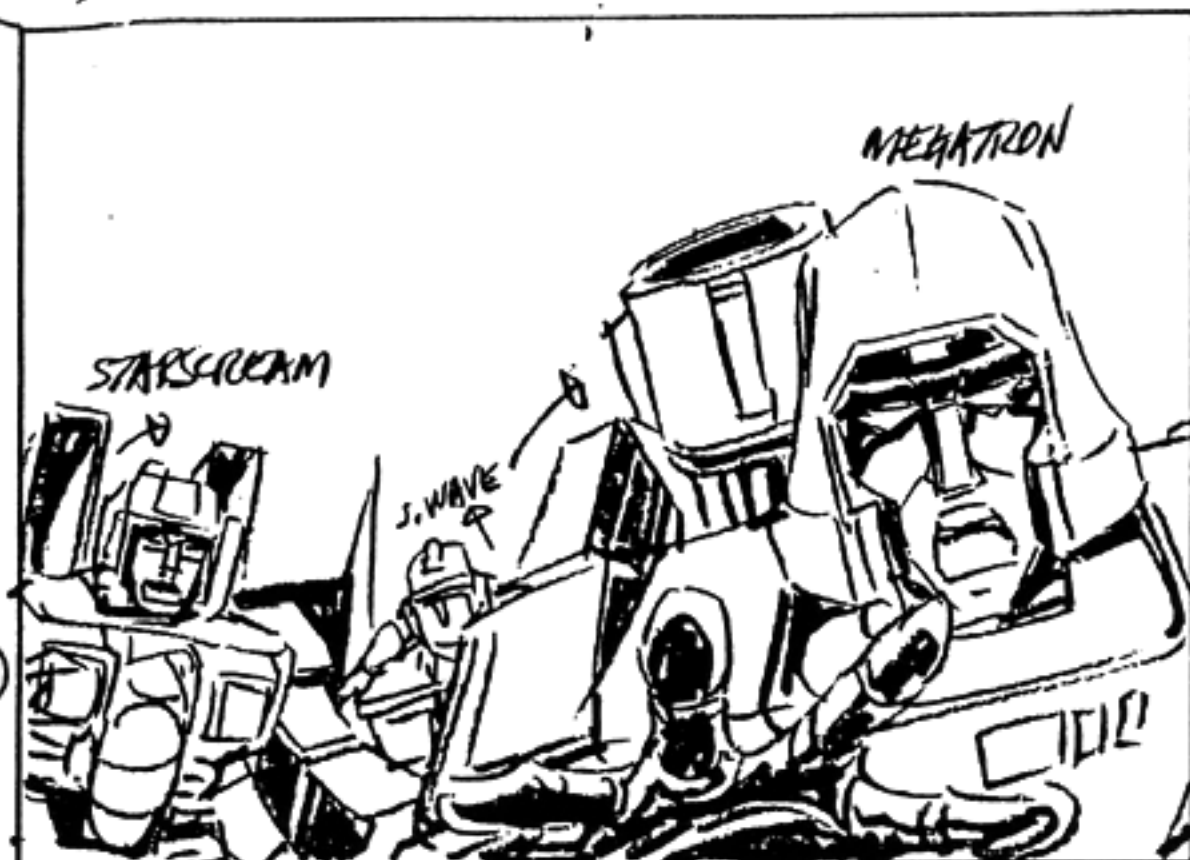
PAN TO DEVESTATOR STANDING READY FOR ANOTHER ATTACK. DEVESTATOR: (ALL SIX VOICES) NOTHING DEFEATS... THE DEVESTATOR! NOTHING!

394

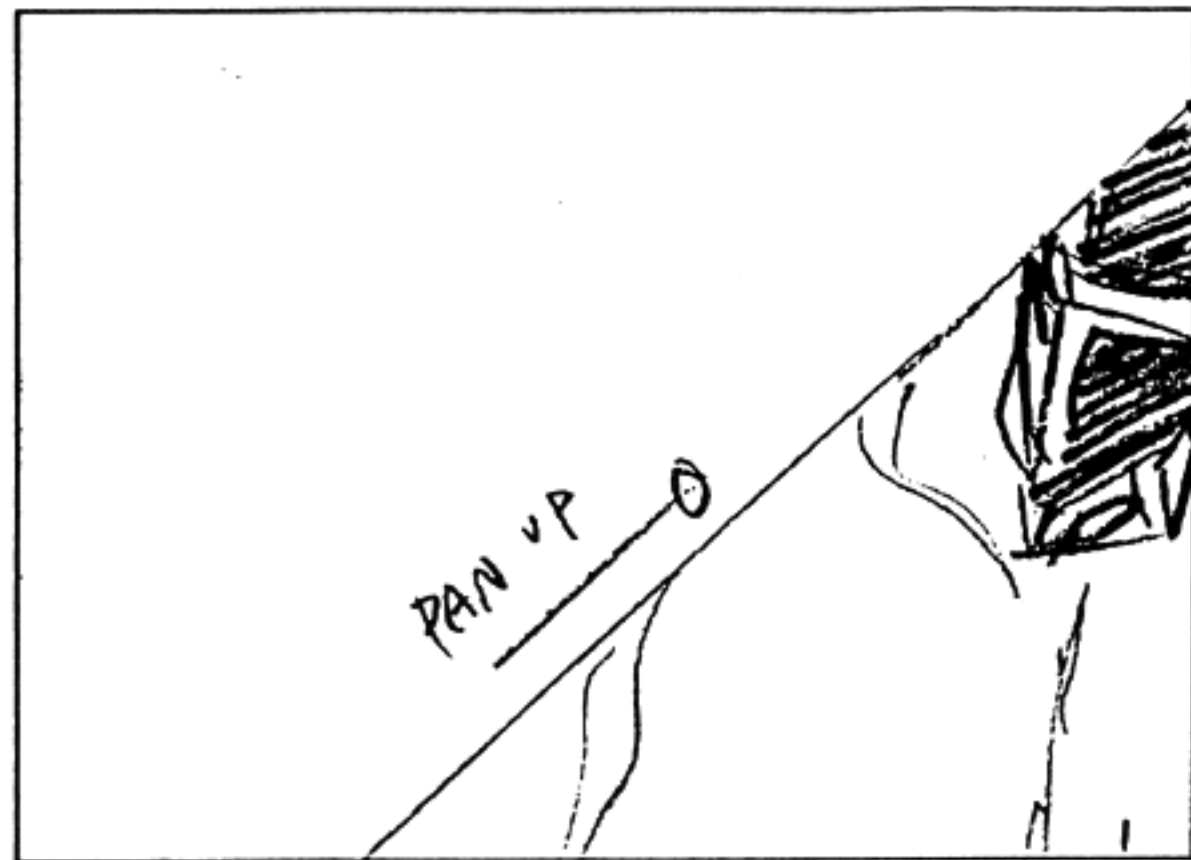


C.V. DEVESTATOR WARILY EYING O.S. DINOBOOTS GIANT AUTOBOT! (V.O. BOOMING MOCKING ECHOING VOICE) NOTHING, LITTLE ONE?! (LAUGH) DEVESTATOR WHIRLS & REACTS!

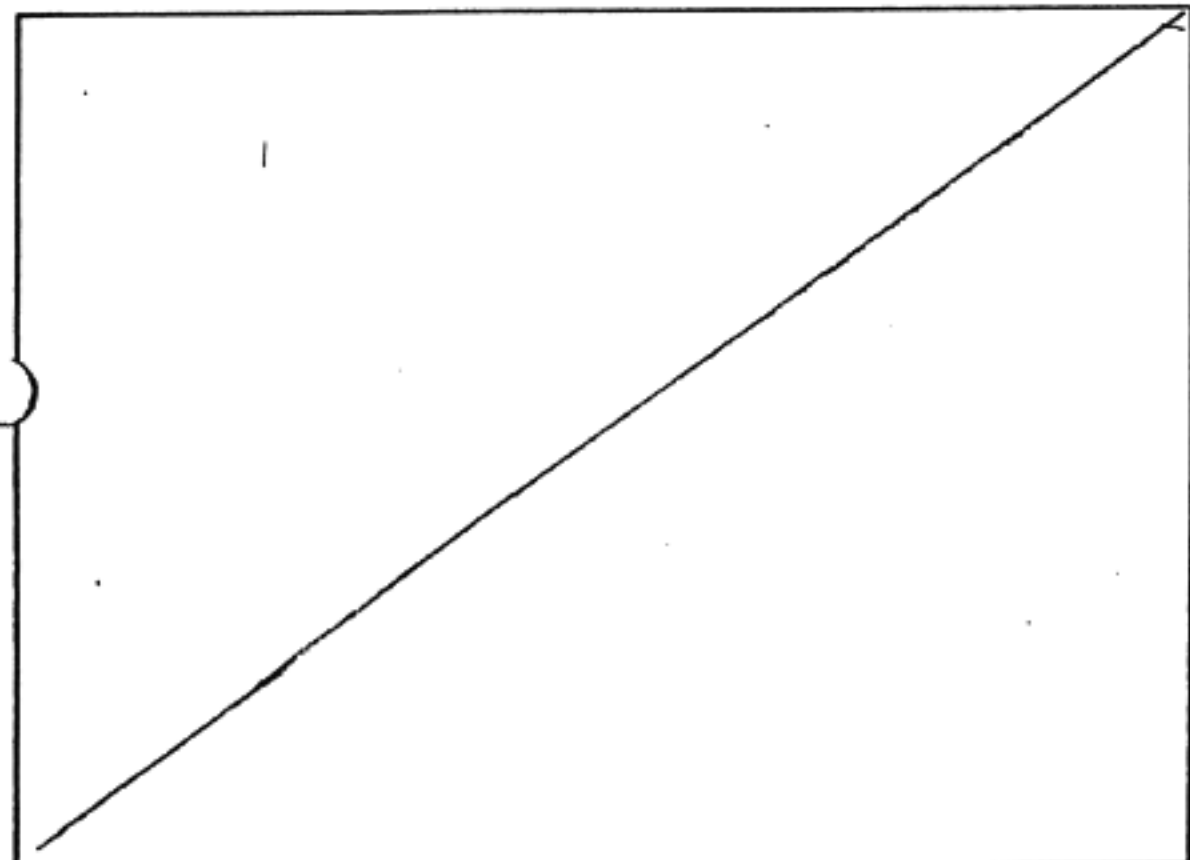
395



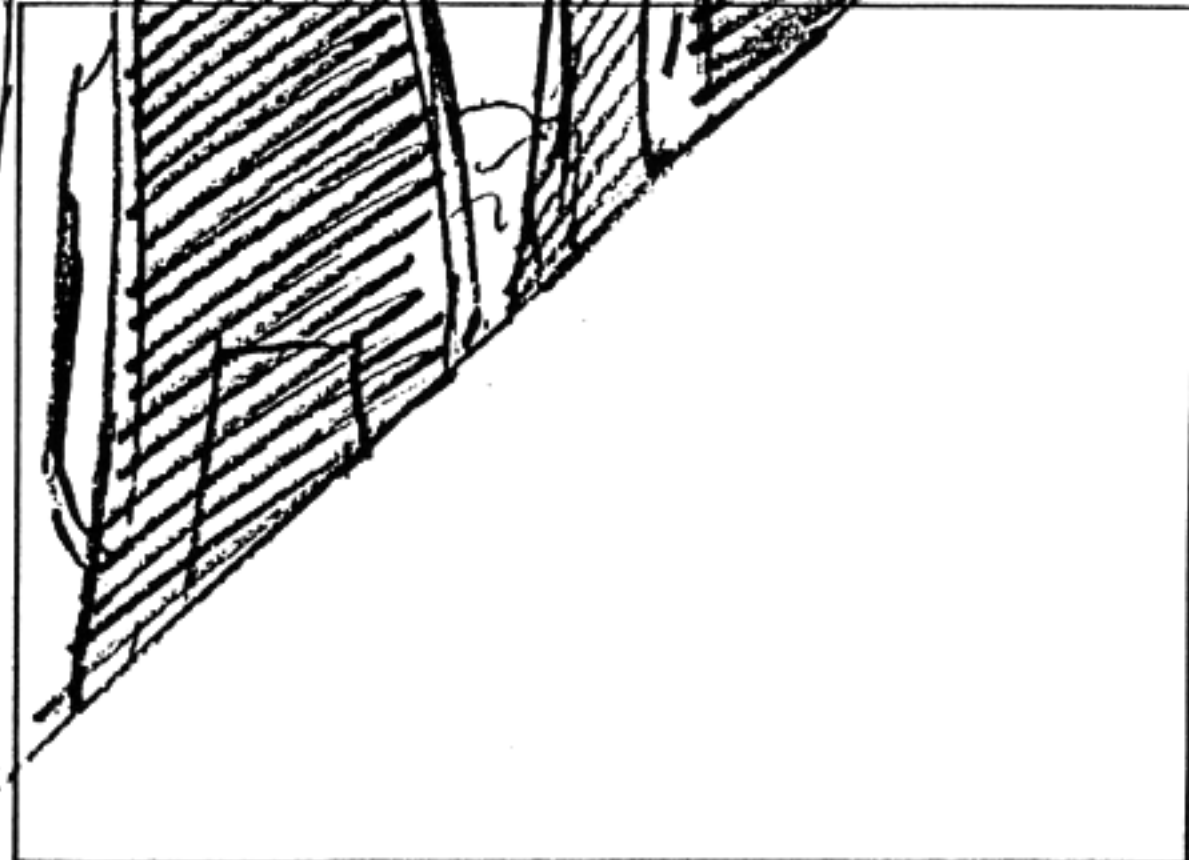
M.I. 3 SHOT DECEPTICONS ALL REACT IN SHOCKED SURPRISE.



396



M.I. SHOT DEVESTATOR & DECEPTICONS. PAN OVER TO GIANT AUTOBOT.



WHAT WOULD YOU SAY ABOUT ME?! (LAUGH)

397



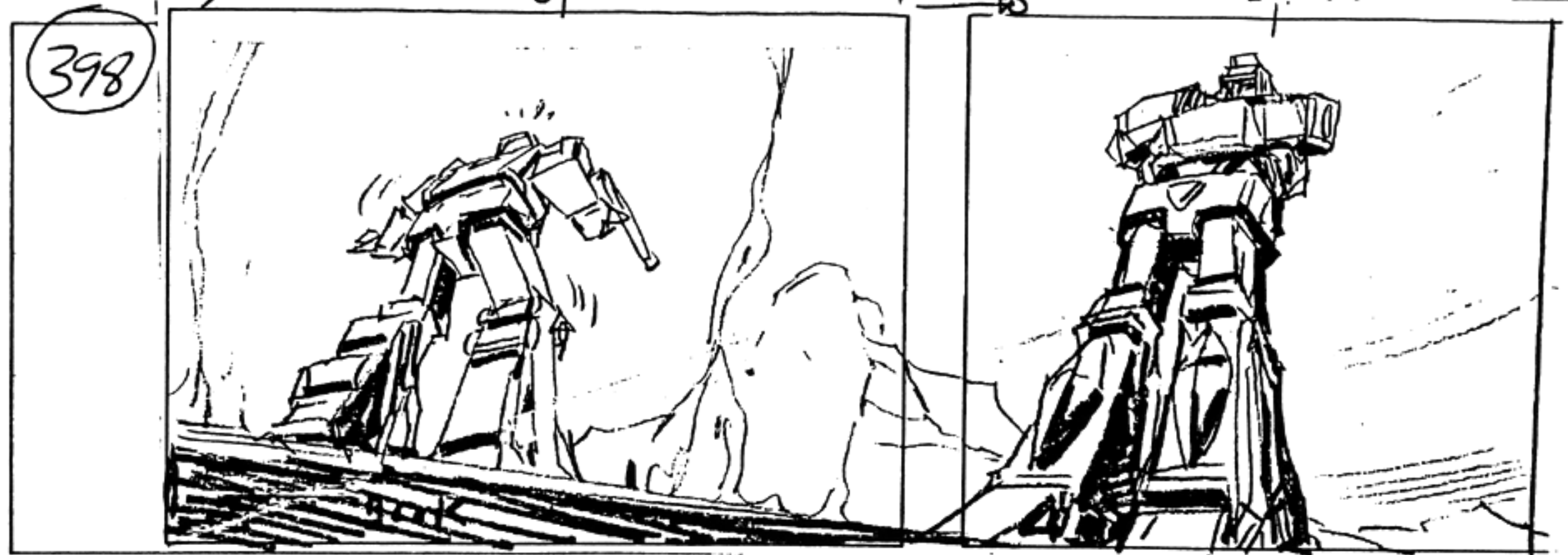
REVERSE E. UP SHOT GIANT AUTOBOT FOLDS ARMS ACROSS CHEST AND CONTINUES (LAUGHING)

STOP

PAN B.G.

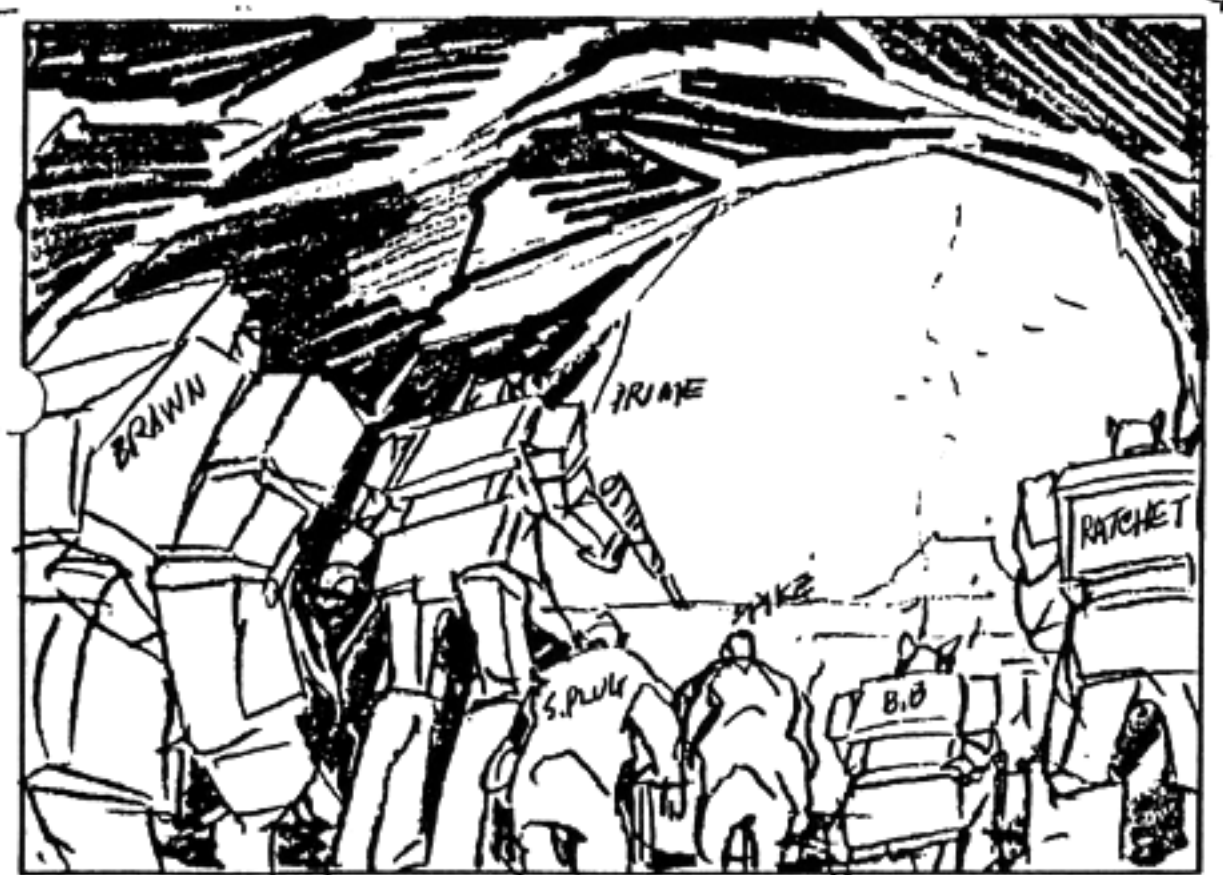
START 700-13

398



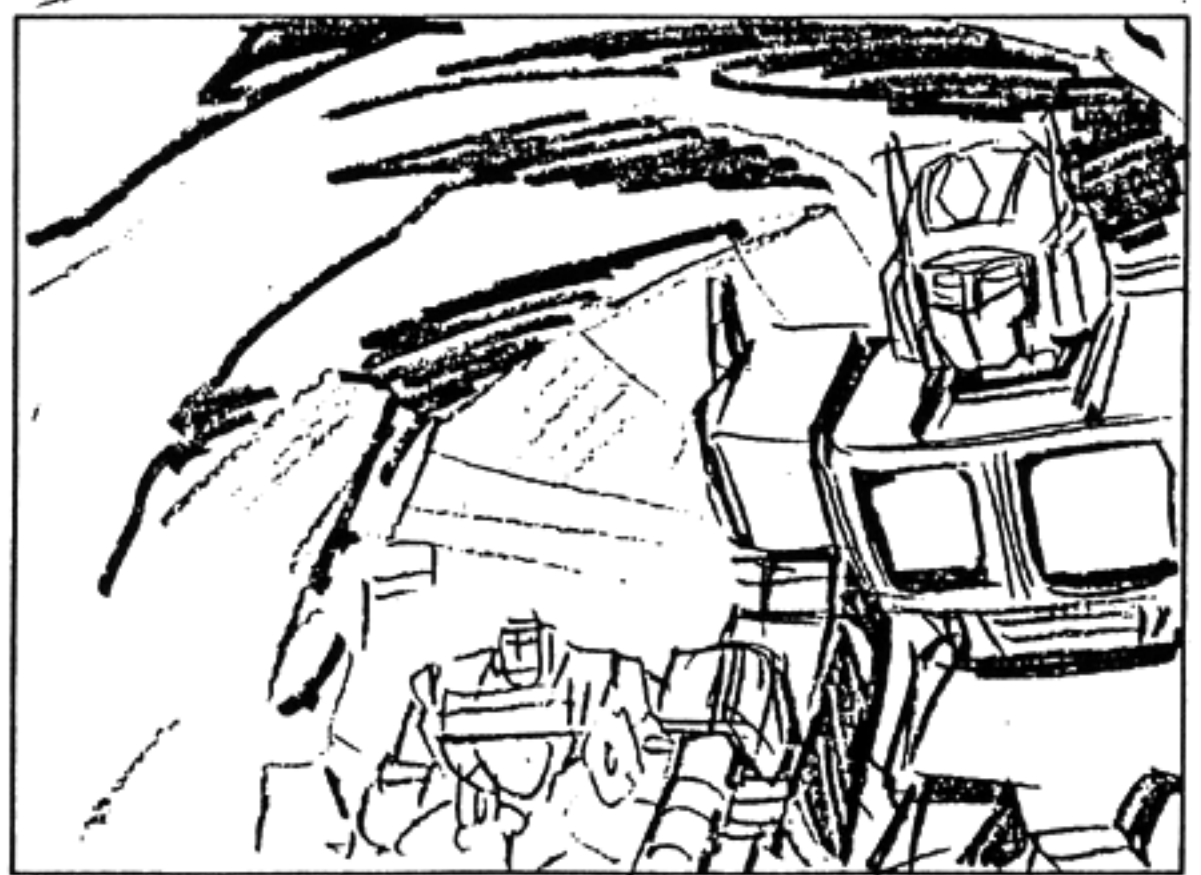
MED. UP SHOT GIANT AUTOBOT (CONT. LAUGHING) PAN TO DEVESTATOR WAVING INDECISIVELY

399



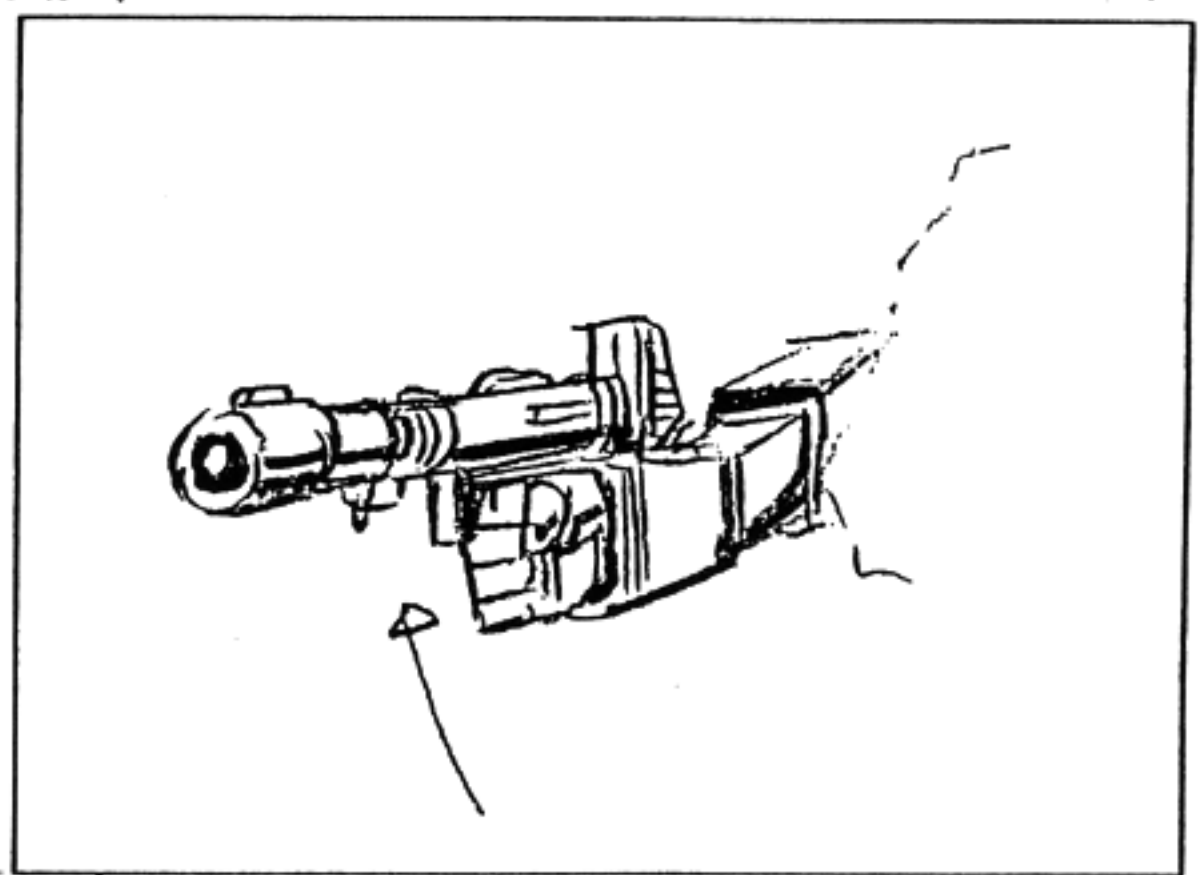
M.S. GROUP BACK VIEW WATCHING FROM TUNNEL MOUTH. PRIME: NOW, BEFORE HE REALIZES..

400



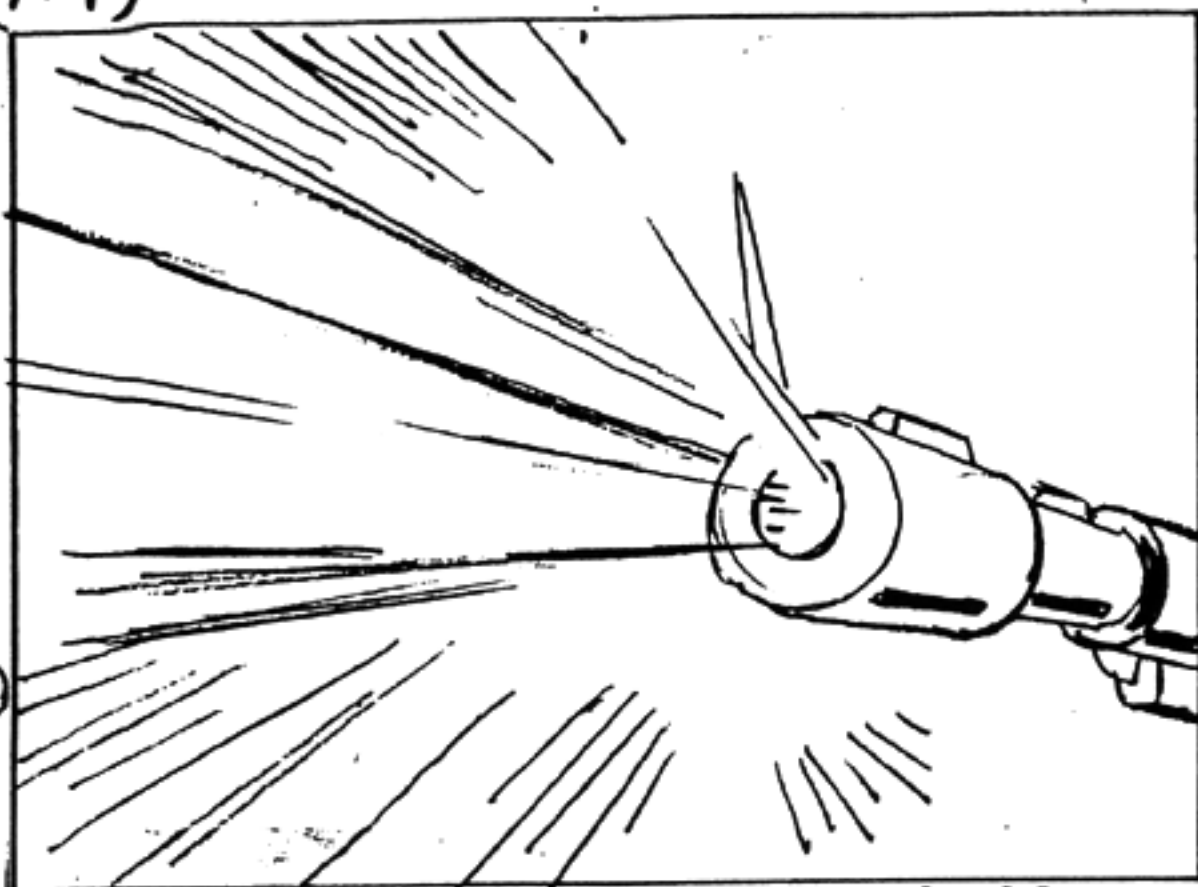
M.C. REVERSE SHOT PRIME: (CONT.) WHATS HAPPENING!

CONT



PRIME RAISES HIS BIG RAYGUN

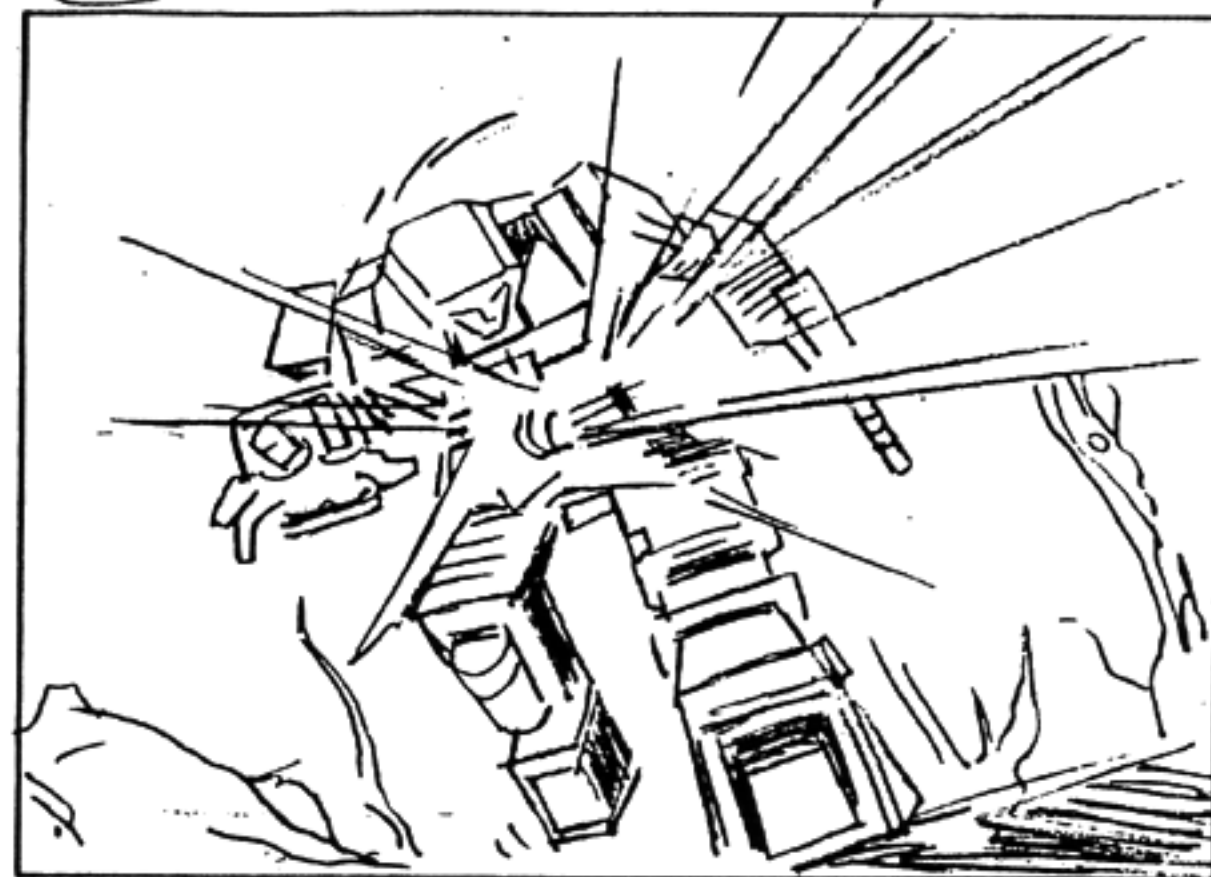
401



E.C.U. PRIMES RAYGUN BLASTS OUT ITS MOST POWERFUL LASER BEAM.

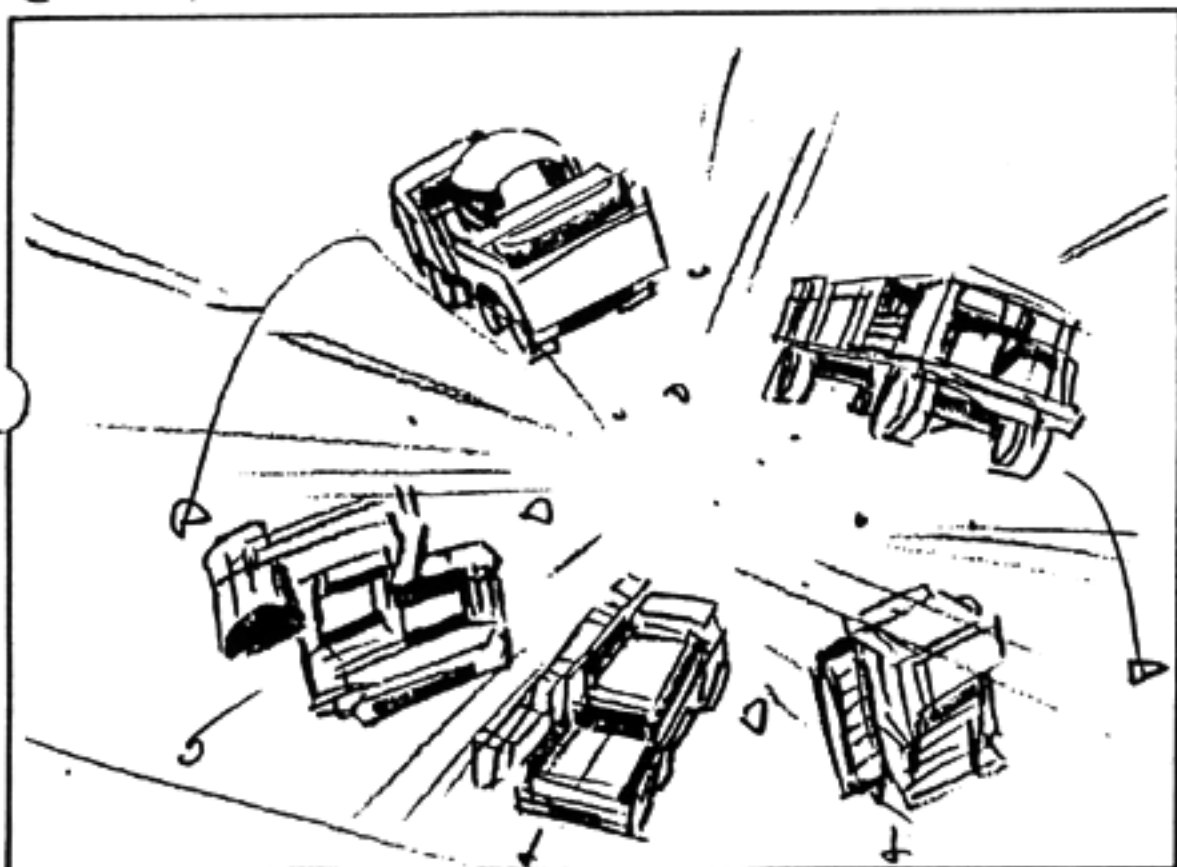
402

700-B 134



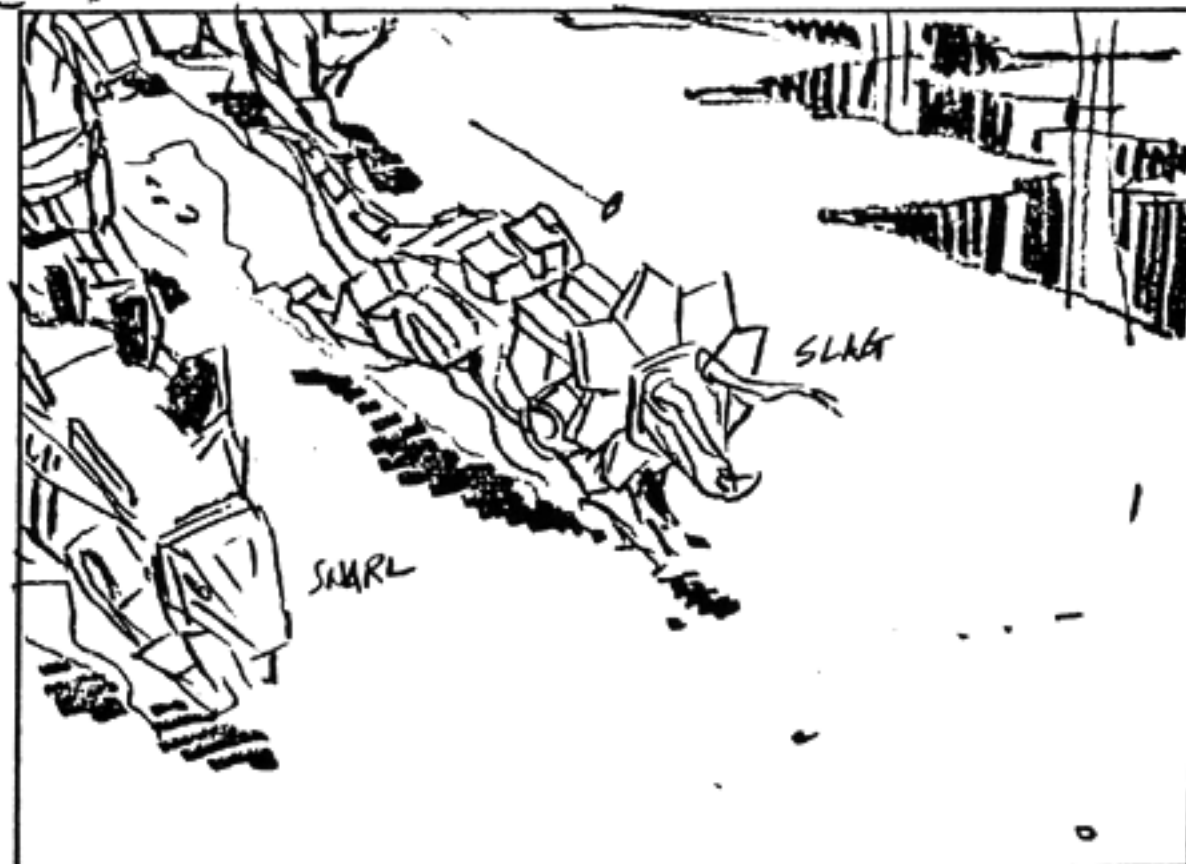
M.S. DEVESTATOR HIT BY PRIMES RAYGUN BLAST

CONT



DISINTEGRATES INTO HIS 6 INDIVIDUAL CONSTRUCTION PARTS, SCATTERING THEM IN ALL DIRECTIONS.

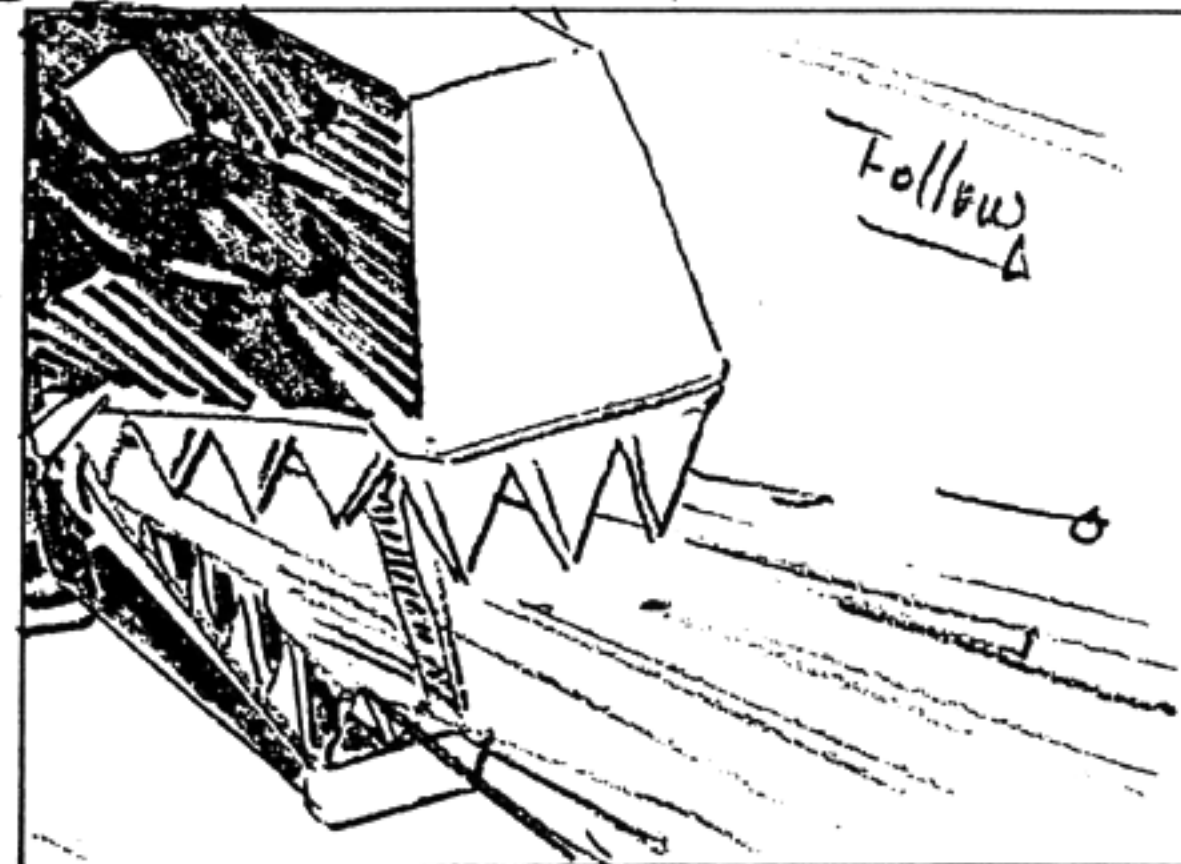
403



M. DOWN SHOT DINOBOOTS CHARGE O.S. CONSTRUCTIONS.

404

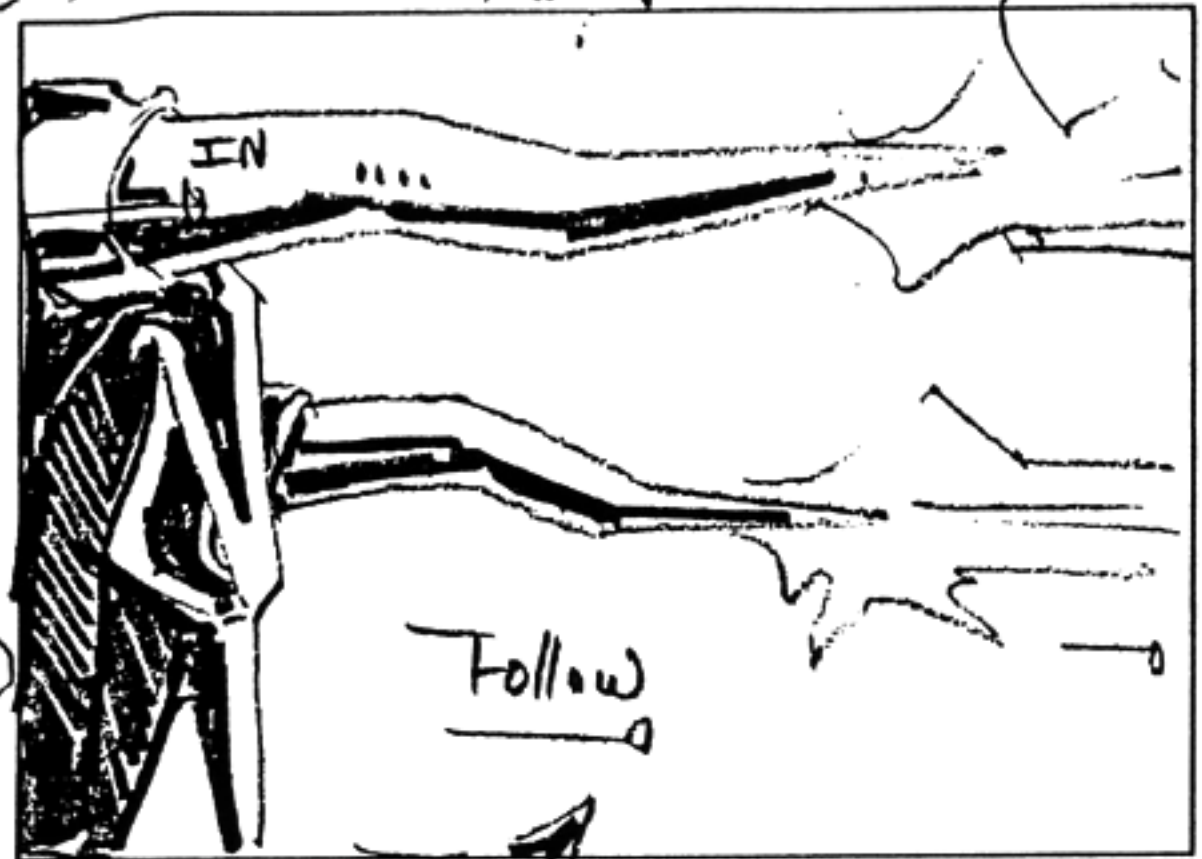
PAN BG ←



E.C.U. GRIMLOCK SHOOTS LASER BREATH O.S.

405

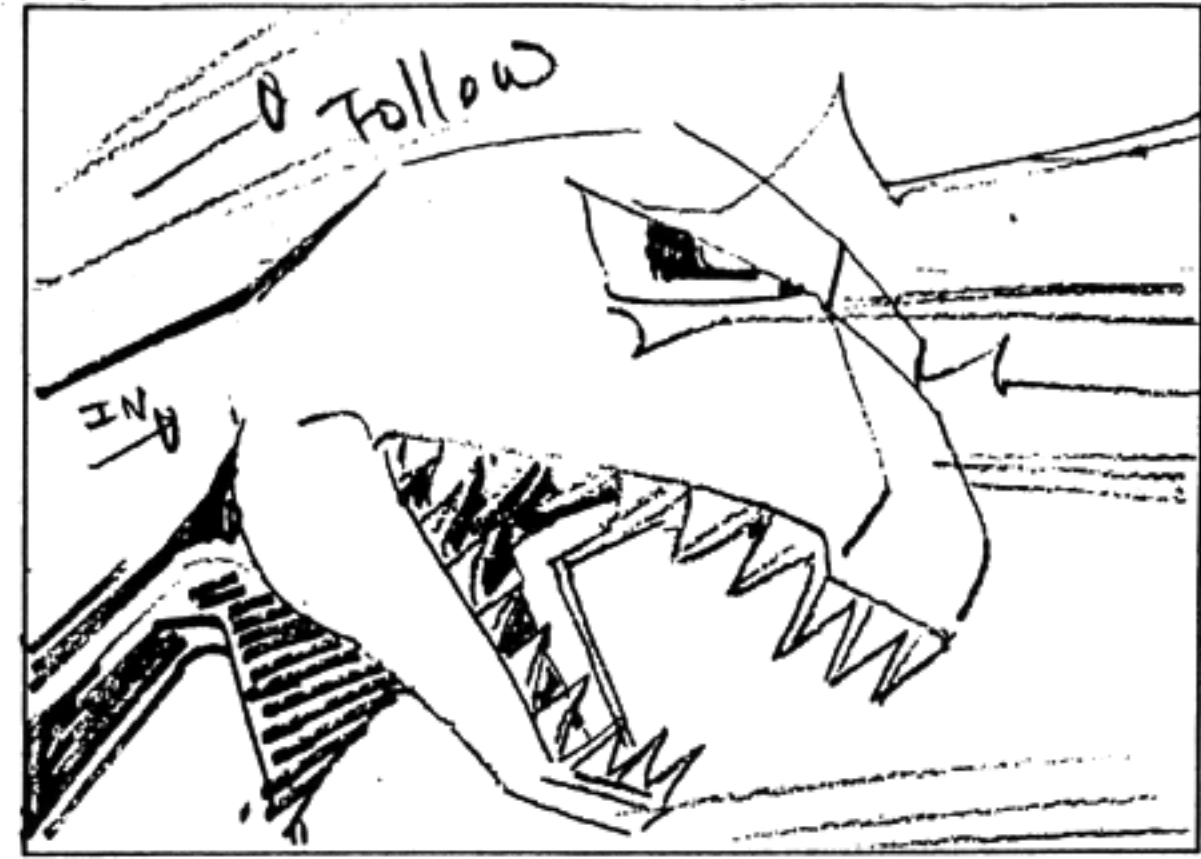
PAN ←



E.C.U. SLAG SHOOTS LASERS FROM HORNS.

406

← PAN



E.C.U. SLUDGE FIRES EYE LASERS

407

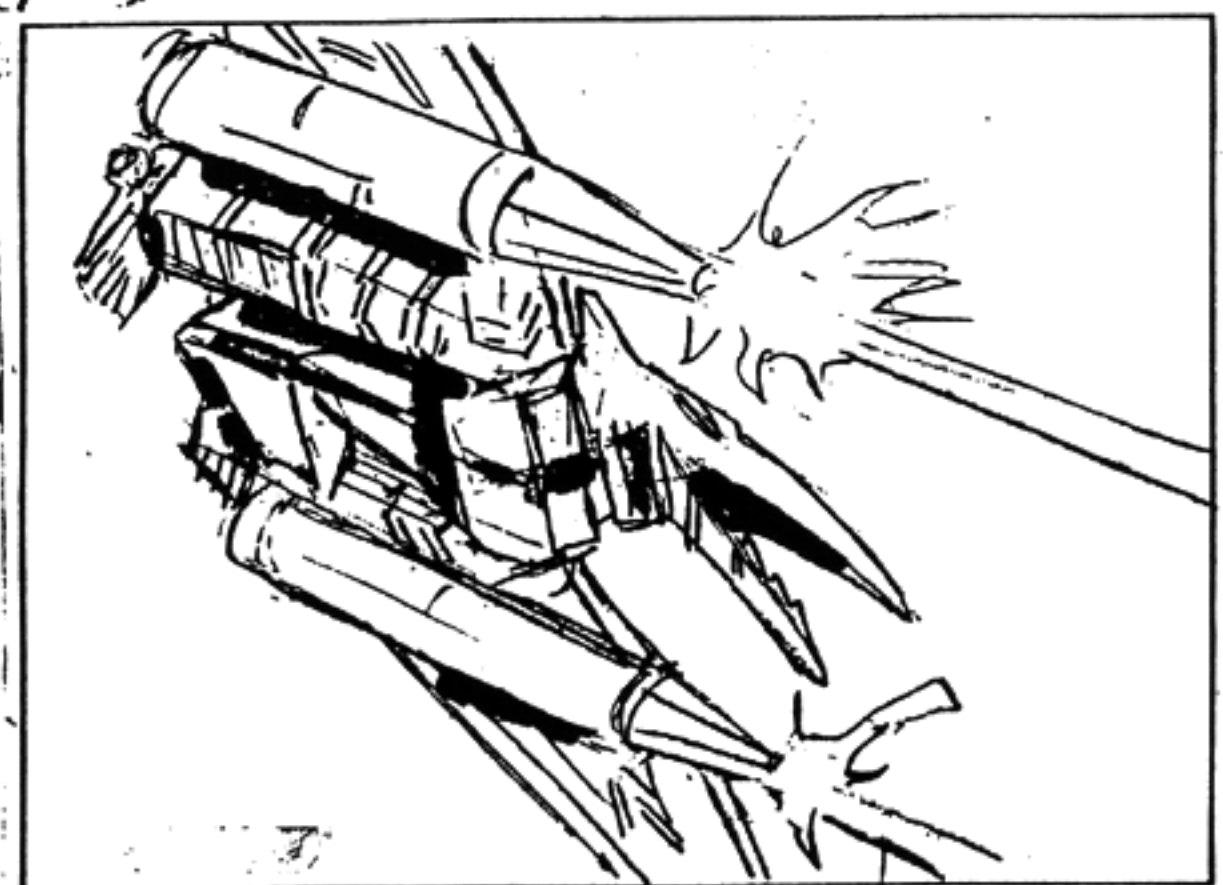
← PAN



E.C.U. SNARL SHOOTS NOSTRIL LASERS

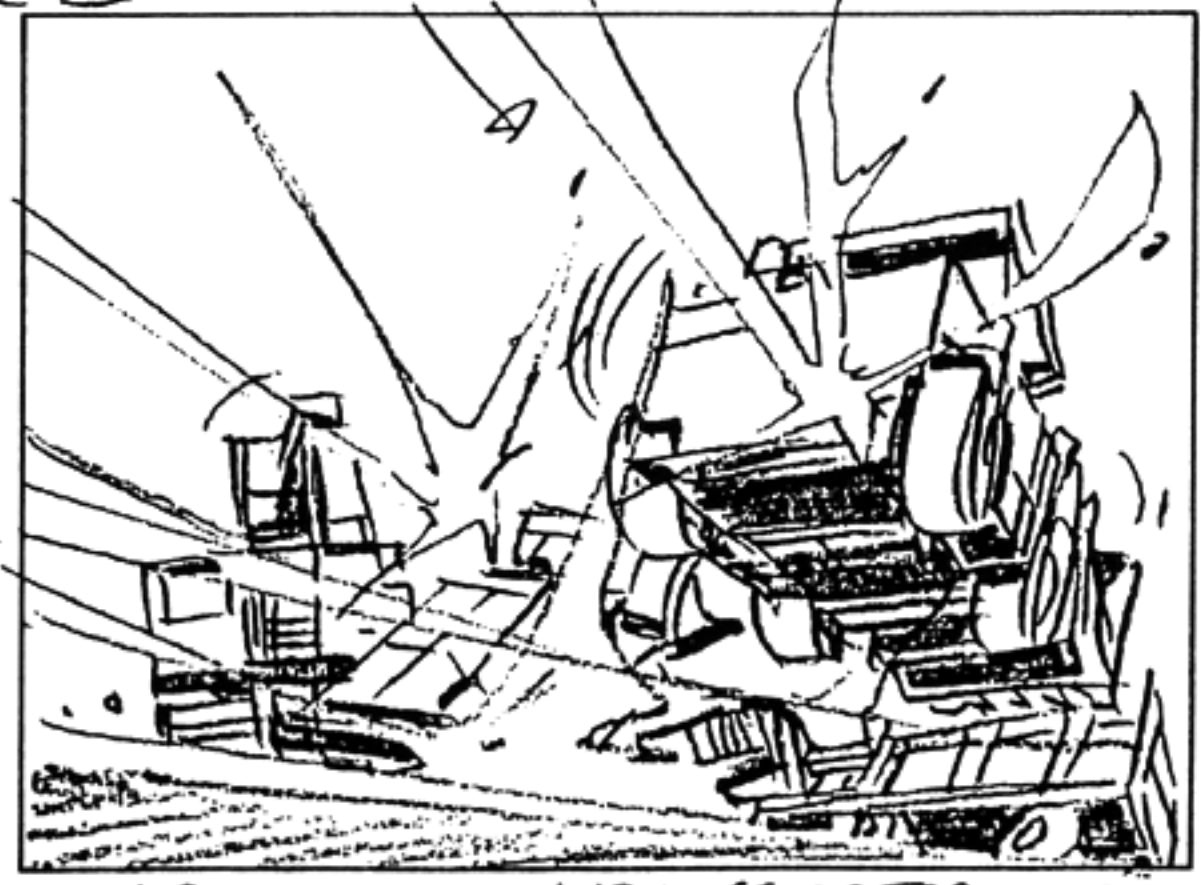
408

NO SC. 409



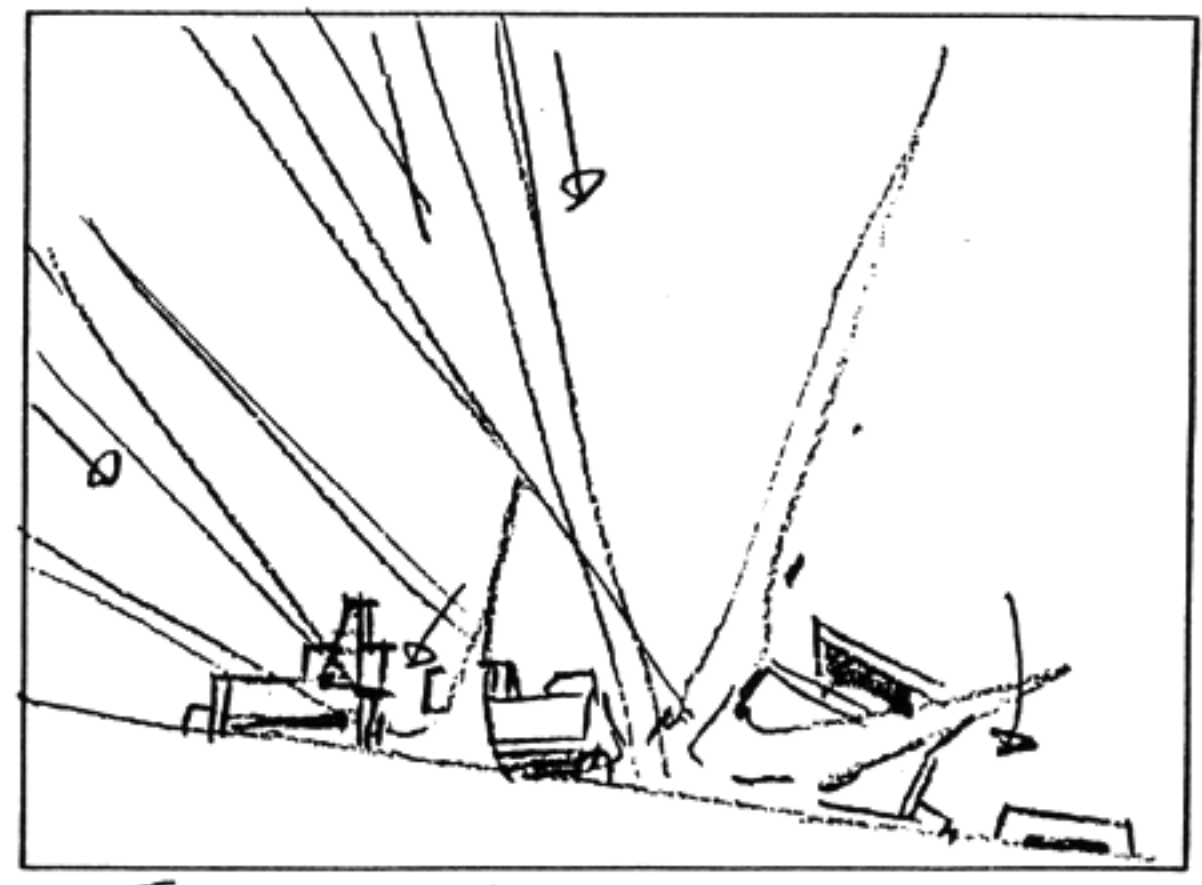
M.C.U. SWOOP FIRES MISSILES FROM ROCKET LAUNCHERS.

410



M. 4 SHOT LASERS AND MISSILES FROM D.S. DINOBOOTS DENT AND SINGE THE CONSTRUCTION MACHINE HULLS SO RELENTLESSLY THEY CANNOT.

CONT



.. FIRE BACK, THE CONSTRUCTIONONS TURN TO RETREAT

411

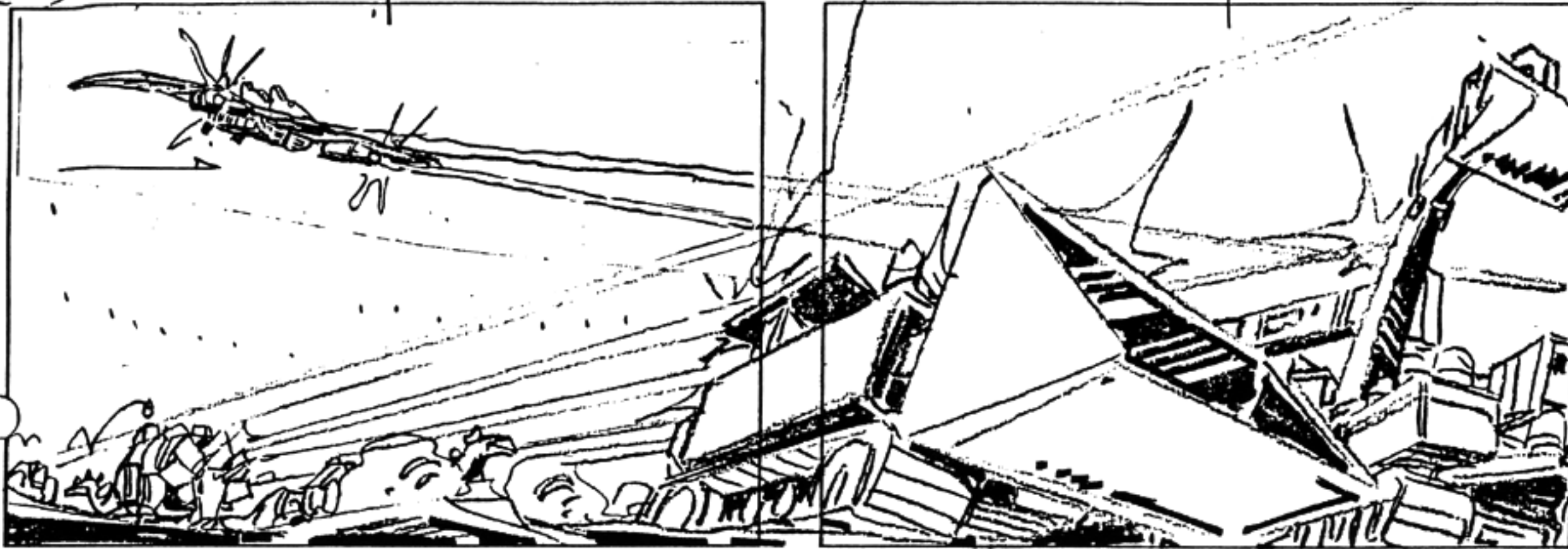
START

PAN BG ←

STOP

CONT

700-13 136



M.L. SHOT DINOBOT PURSUING THE RETREATING CONSTRUCTICONS. LASER BEAMS FLASHING.



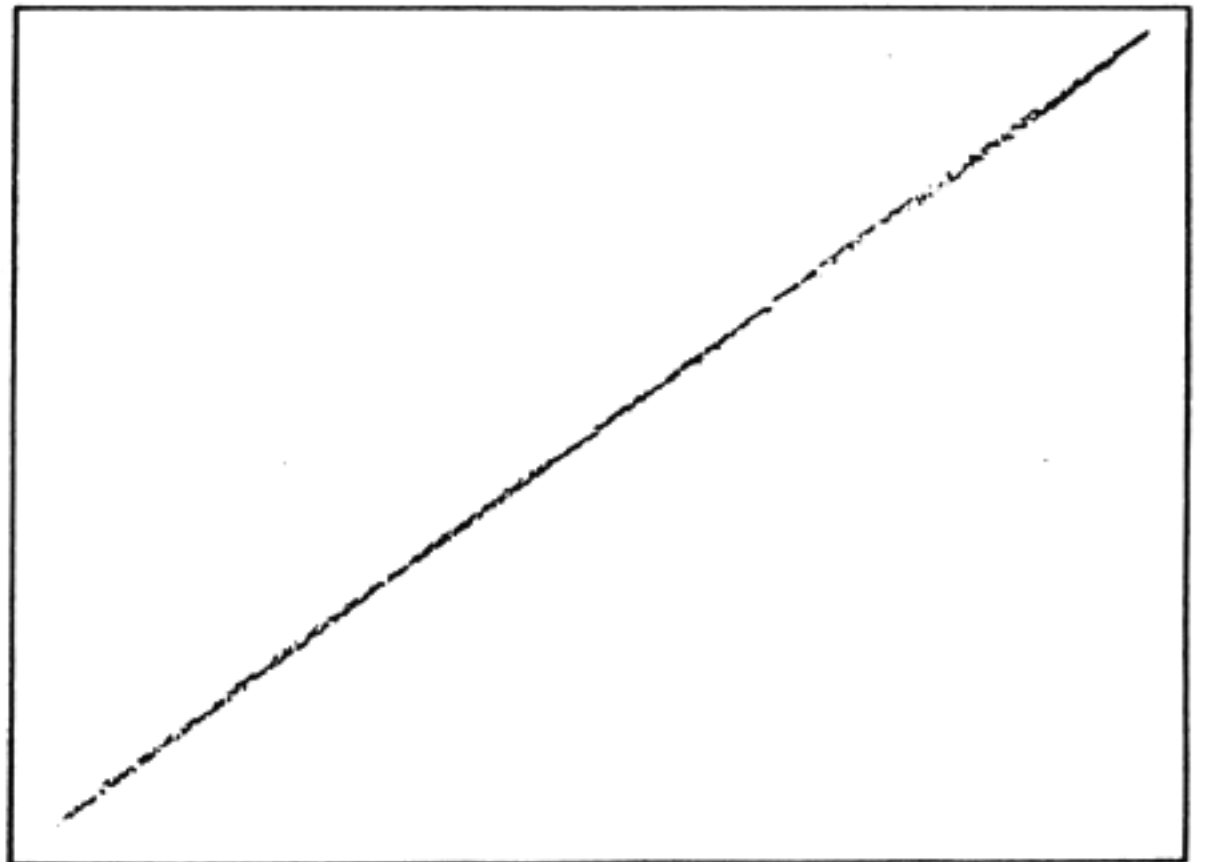
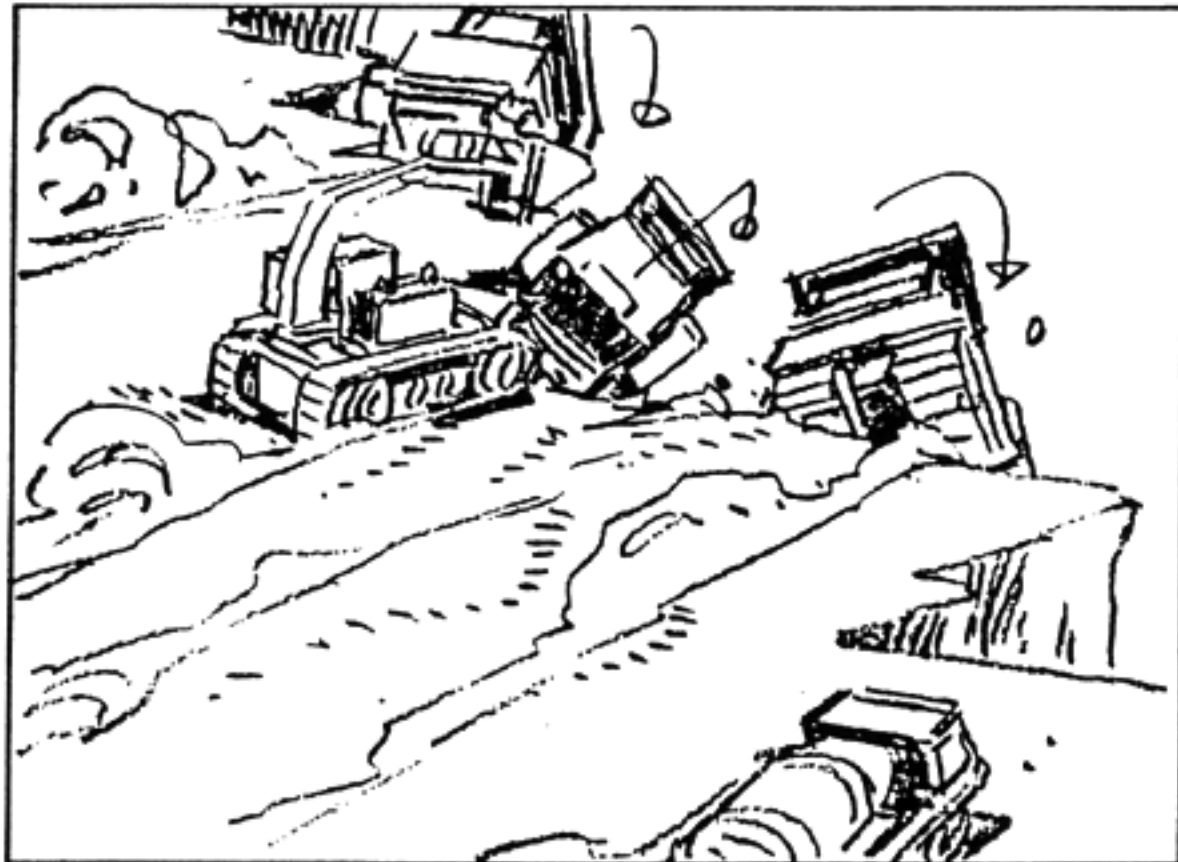
BONECRUSHER TAKES A DIRECT HIT AND SWERVES INTO CAMERA.

412

CONT

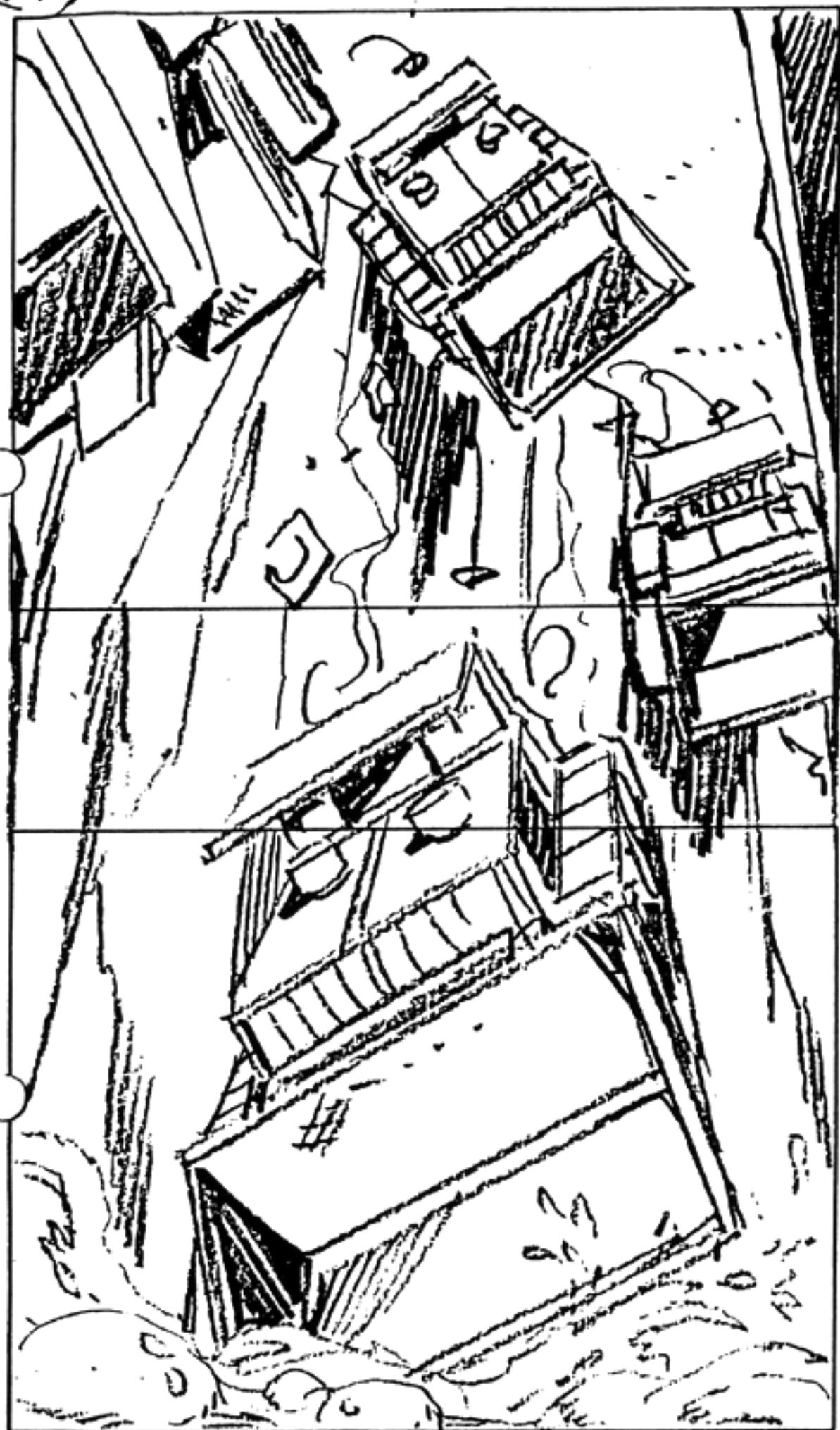


M.L. SHOT CONSTRUCTICONS ARE FORCED OVER THE EDGE OF THE CREVICE



413

PAN DOWN



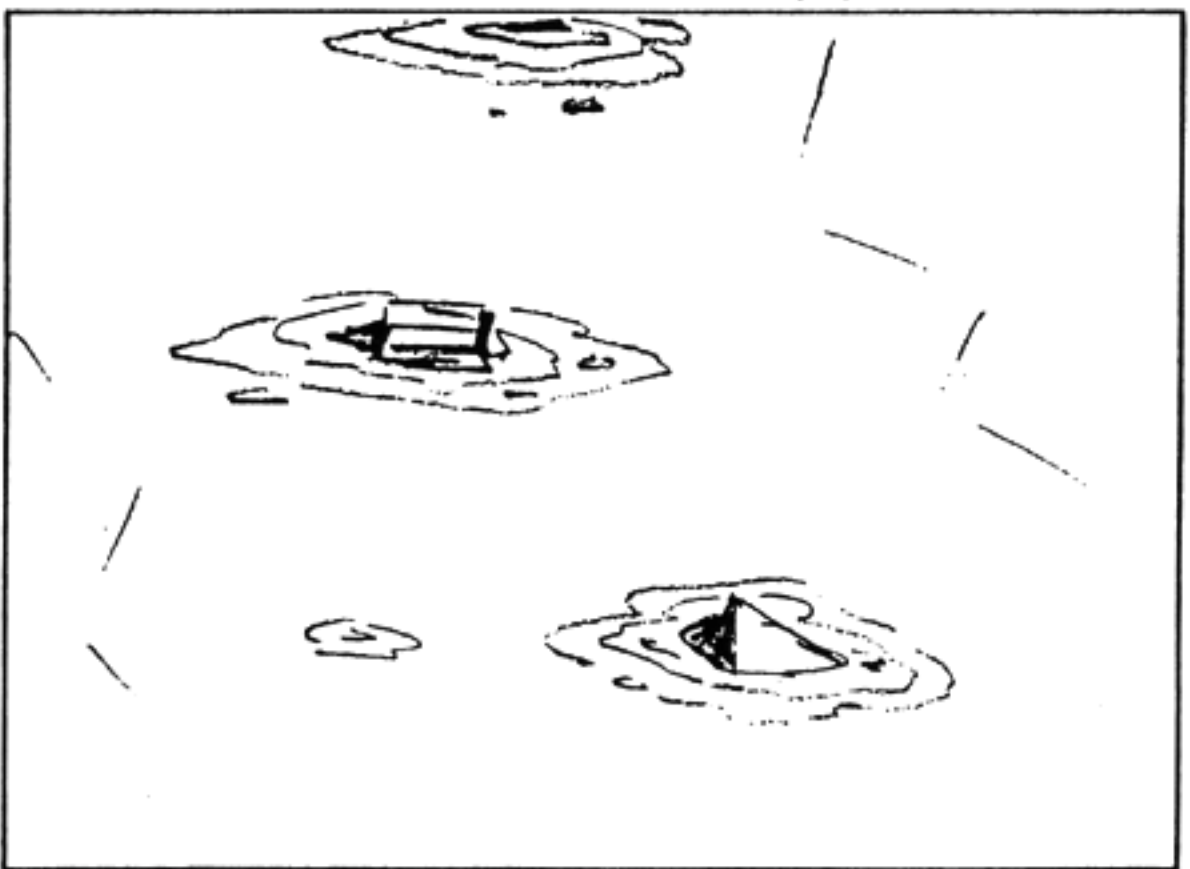
M.S. CONSTRUCTICONS TUMBLE OVER PRECLIPICE

CONT



AND SPLASH INTO THE RIVER OF MOLTEN LAVA. FLAMES AND SMOKE BOIL OVER THEM. CONT

CONT 414.

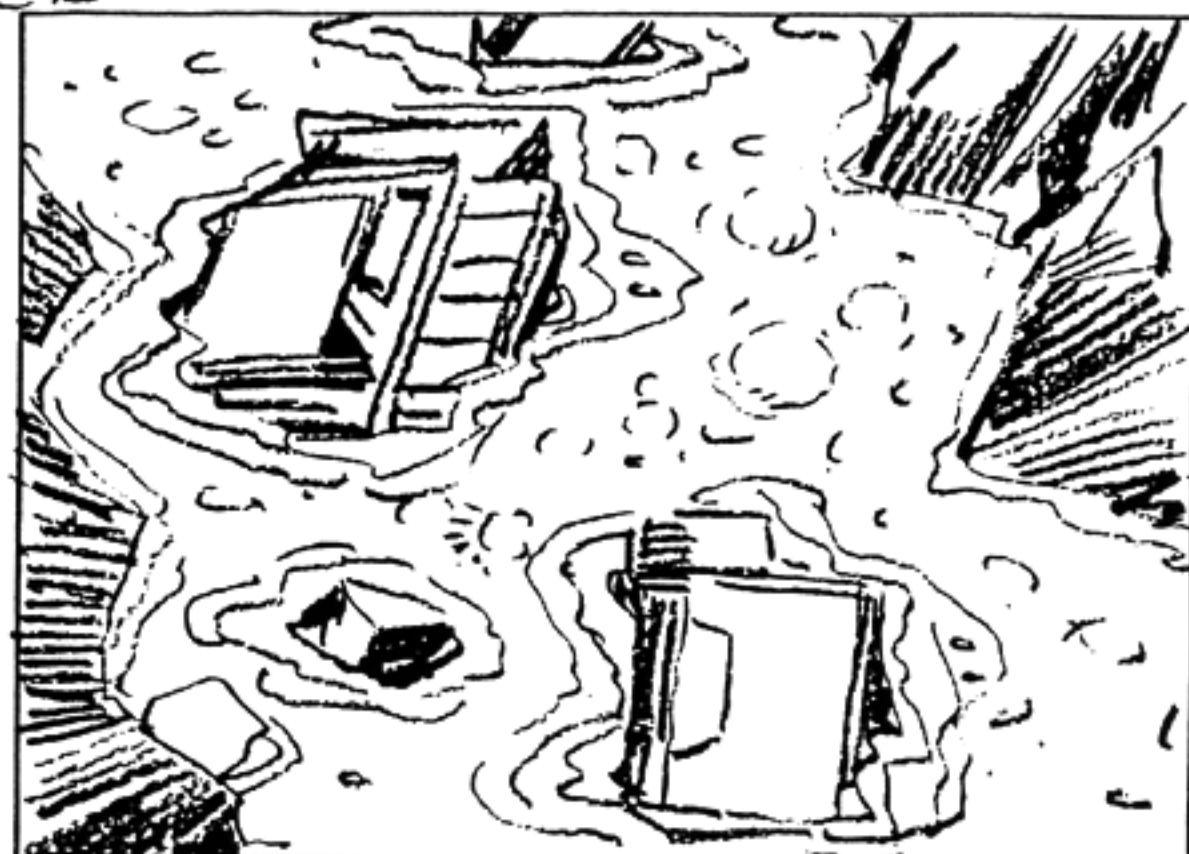


AND DISAPPEAR FROM SIGHT AS THEY ARE PULLED ALONG BY THE FLOWING LAVA RIVER.

414

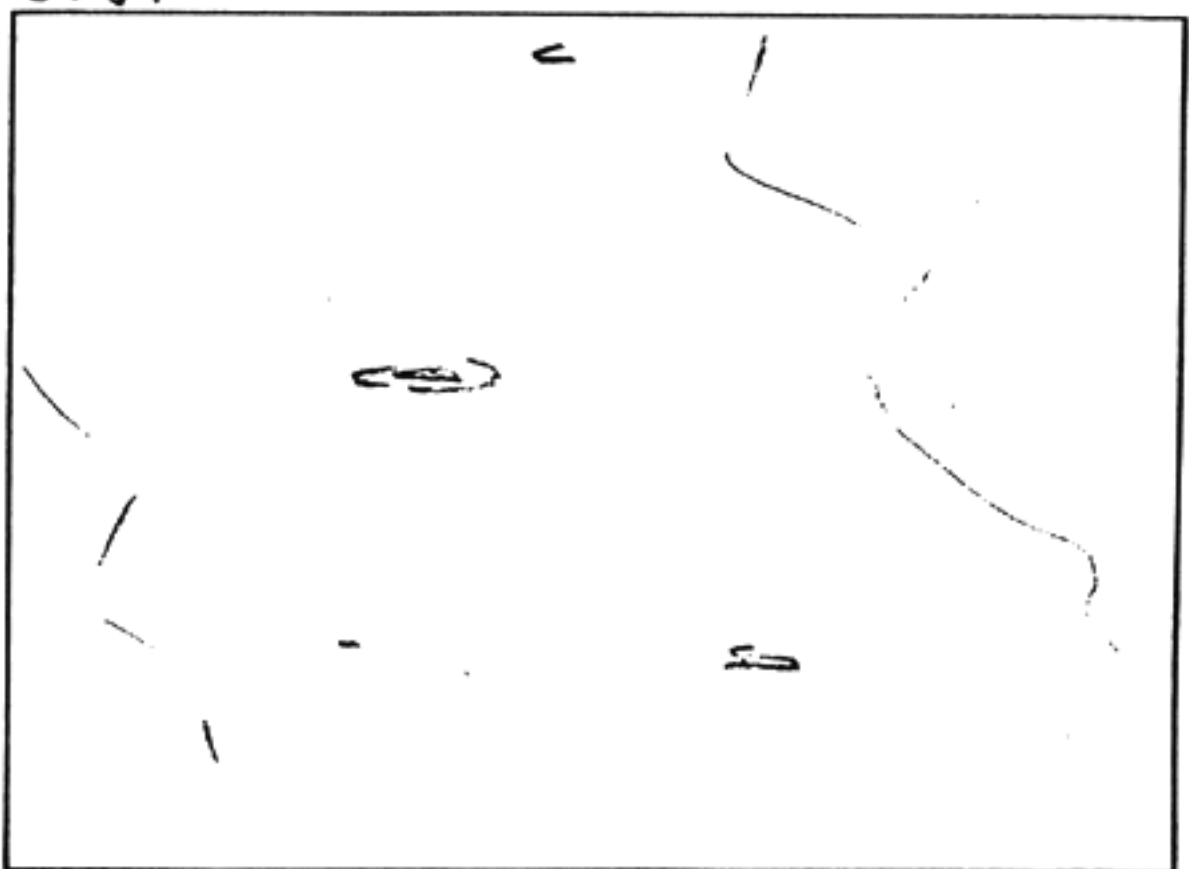
700-13

137



AS THEY SINK INTO THE FLAMING LAVA

CONT



ONLY A FEW BUBBLES REMAIN, THEN THEY TOO ARE GONE.

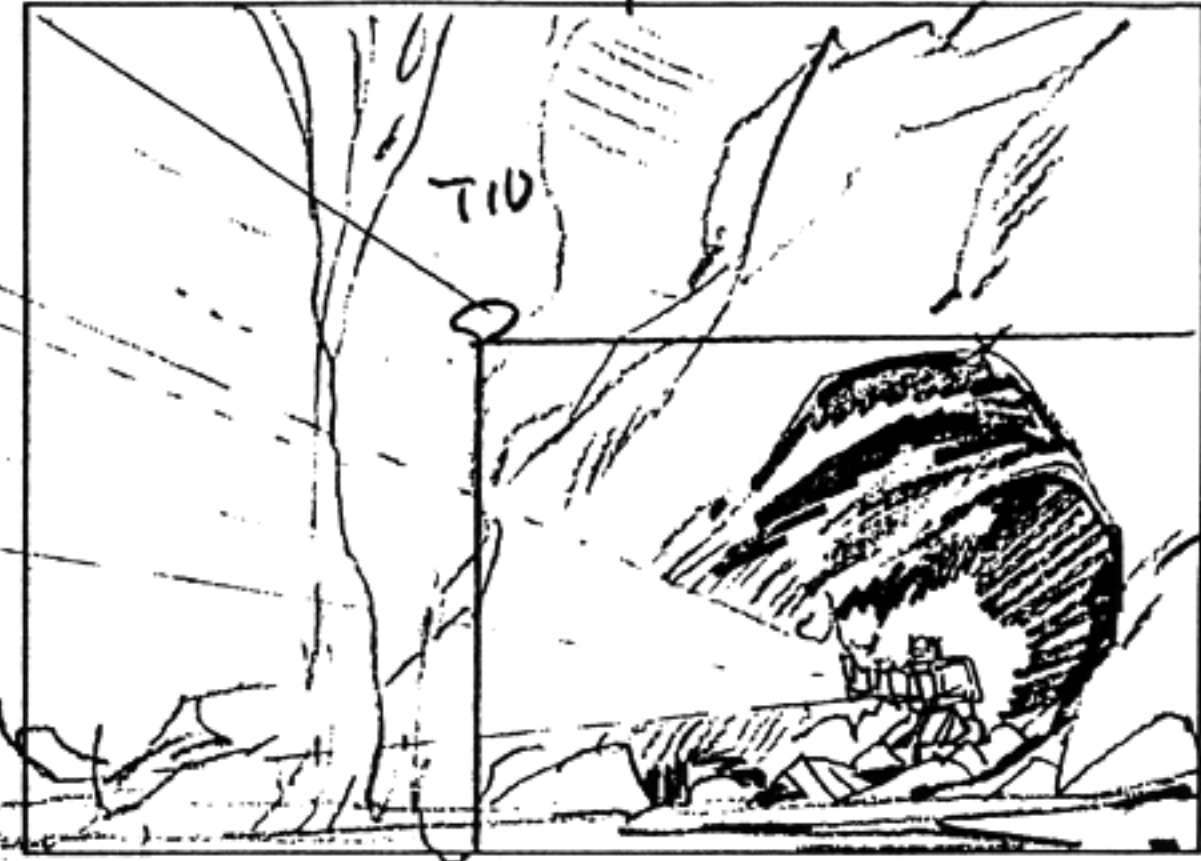
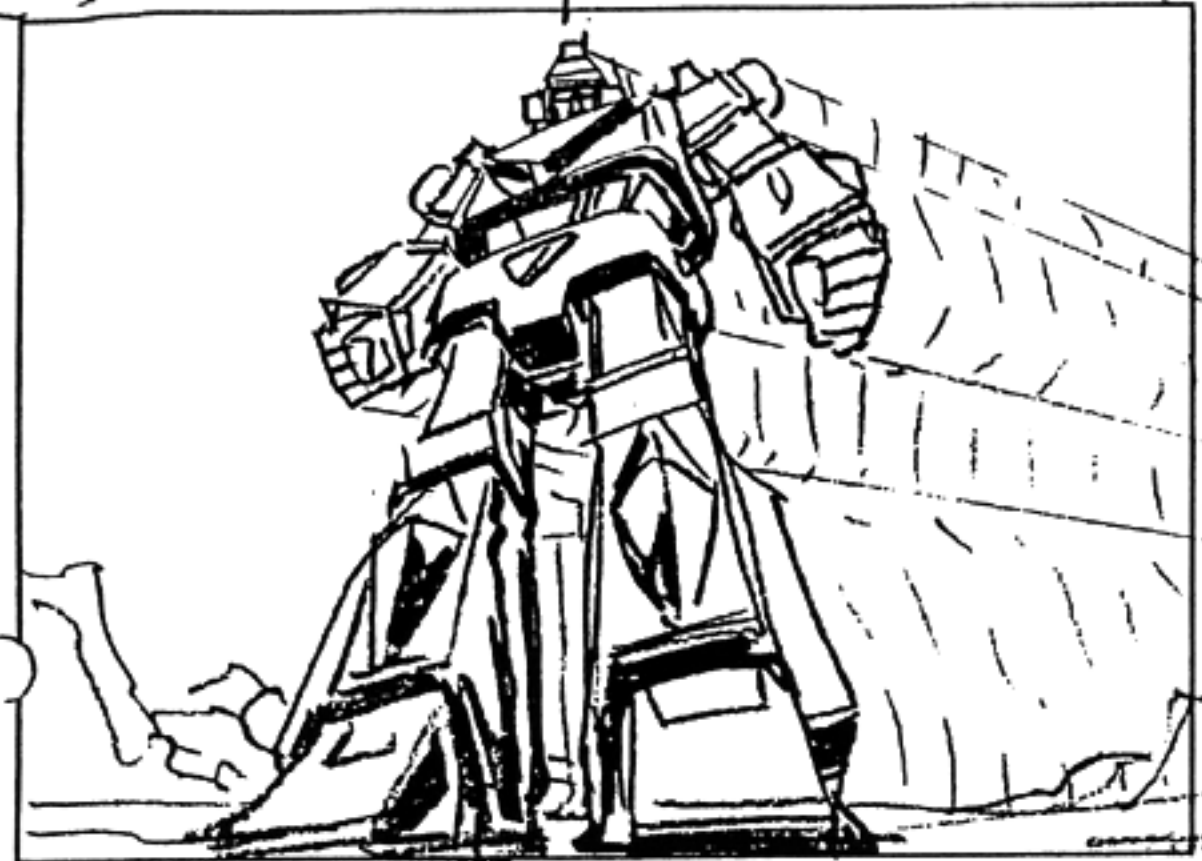
415

START

← PAN B.G.

STOP

416



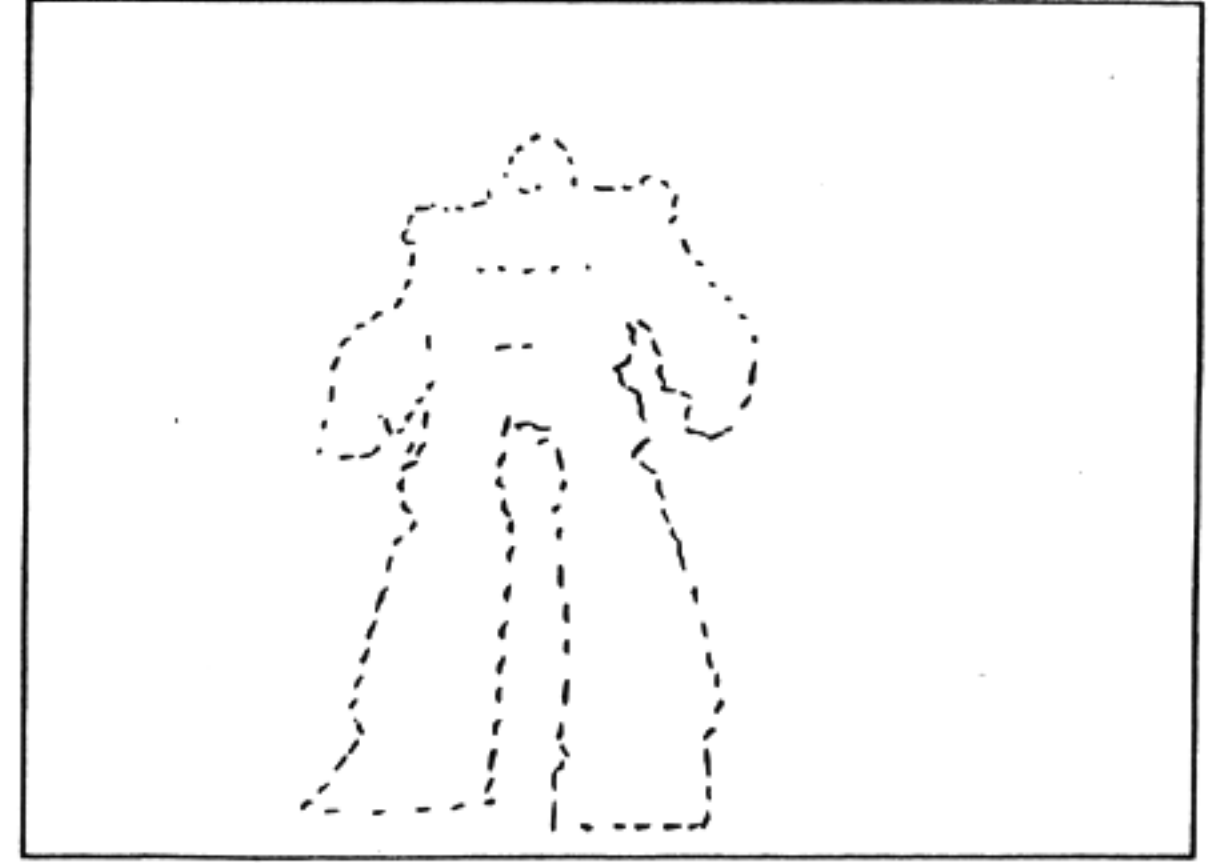
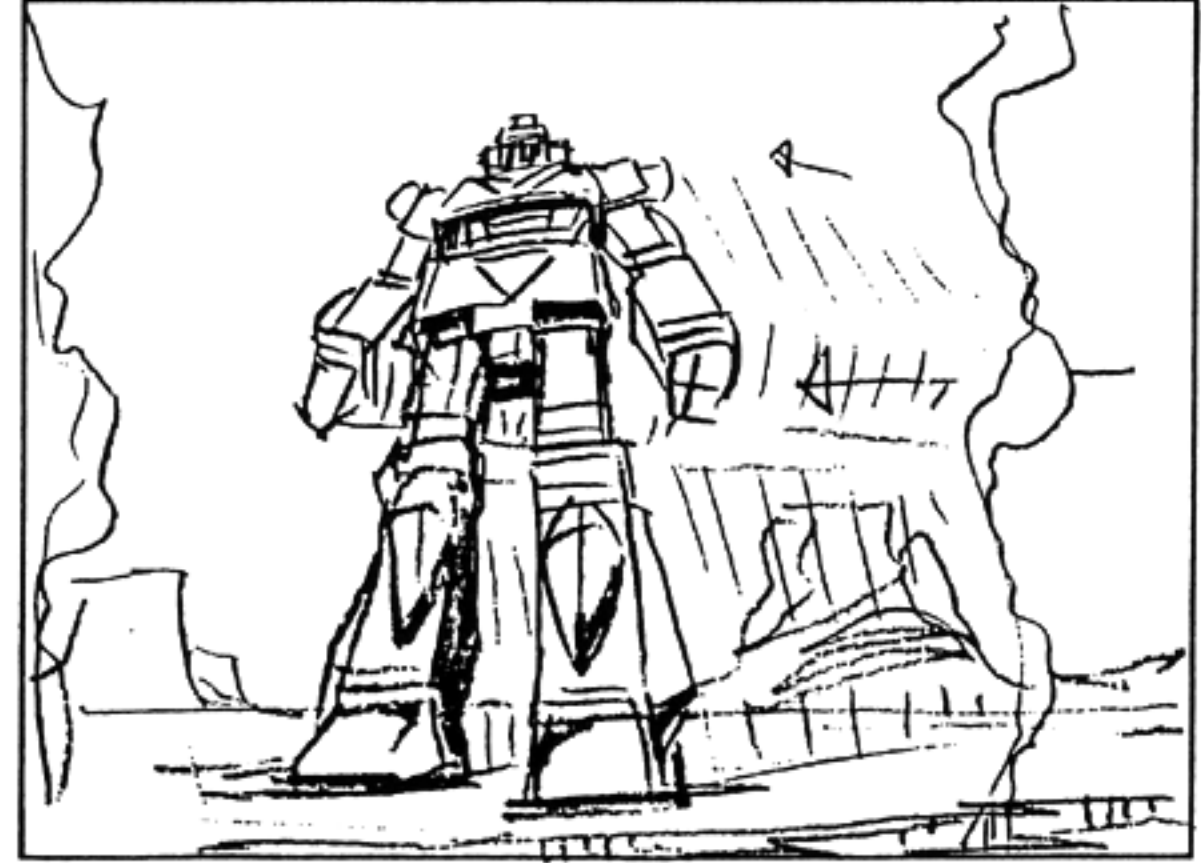
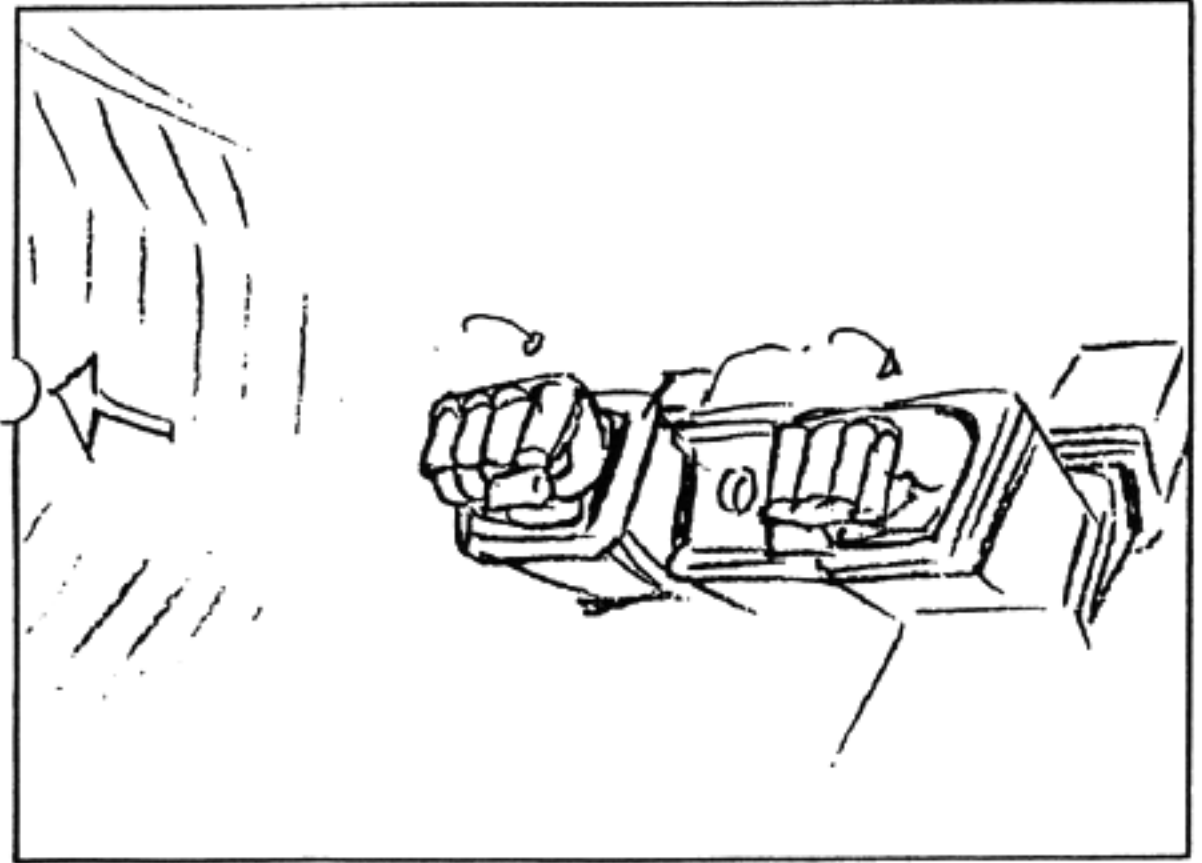
E. UP SHOT GIANT AUTOBOT. PAN ALONG MULTIPLE IMAGE EFFECT TO HOUND CROUCHING IN TUNNEL MOUTH, HIS HANDS GESTURING. TRUCK IN.

M. C. SHOT HOUND. HOLOGRAPH RAYS EMANATING FROM HIS HANDS.

CONT

417

CONT



HOUND CLOSES HIS HANDS INTO FISTS. THE HOLOGRAPH RAYS DWINDLE O.S.

E. UP SHOT GIANT AUTOBOT. MULTIPLE IMAGE LINES DWINDLE TO HIS BODY.

THEN THE AUTOBOT GIANT SLOWLY FADES OFF.

418



M.C. GROUP, MEGATRON: (REACTS ANGRILY) THE GIANT AUTOBOT WAS A HOLOGRAPHIC ILLUSION! IT WASN'T REAL!

419

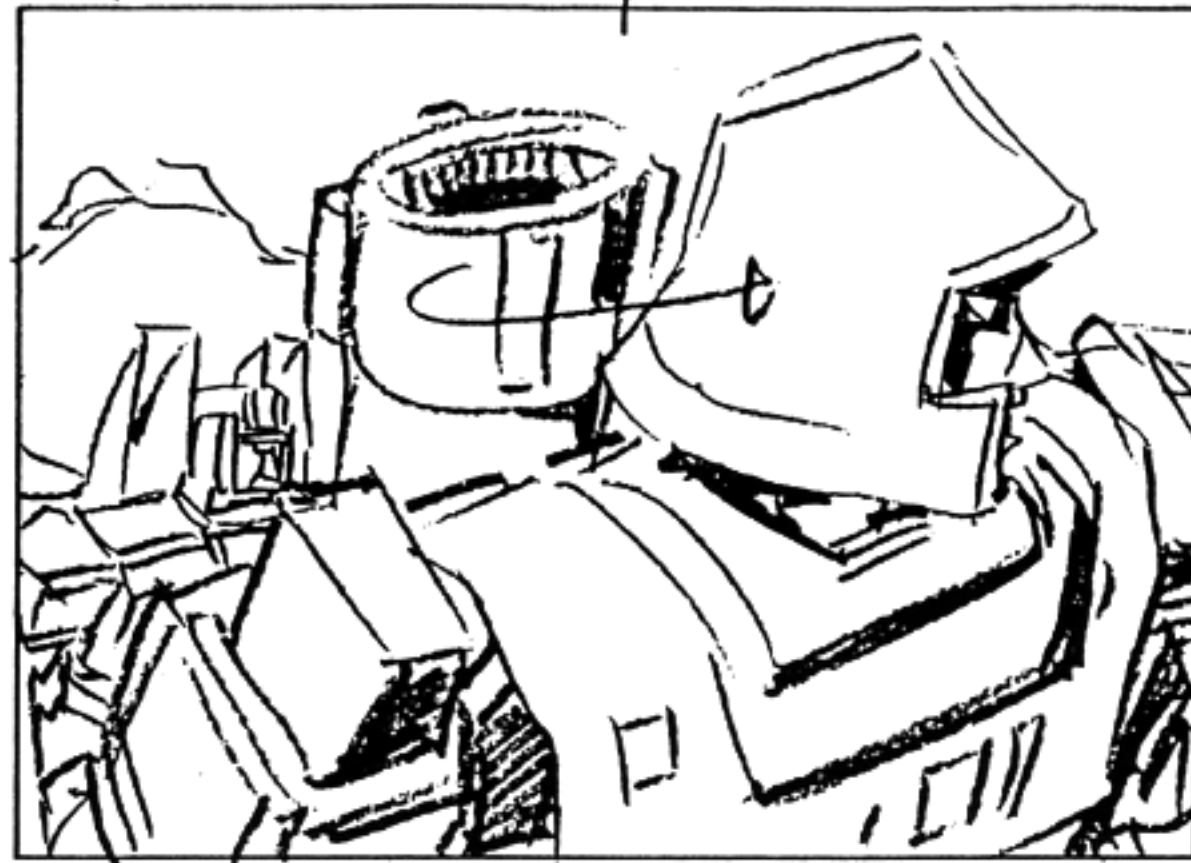


M.L. DOWN SHOT DECEPTICONS (EXCEPT MEGATRON) ARE FORCED BACK TO THE EDGE OF THE FIERY CHASM.

MPL-11

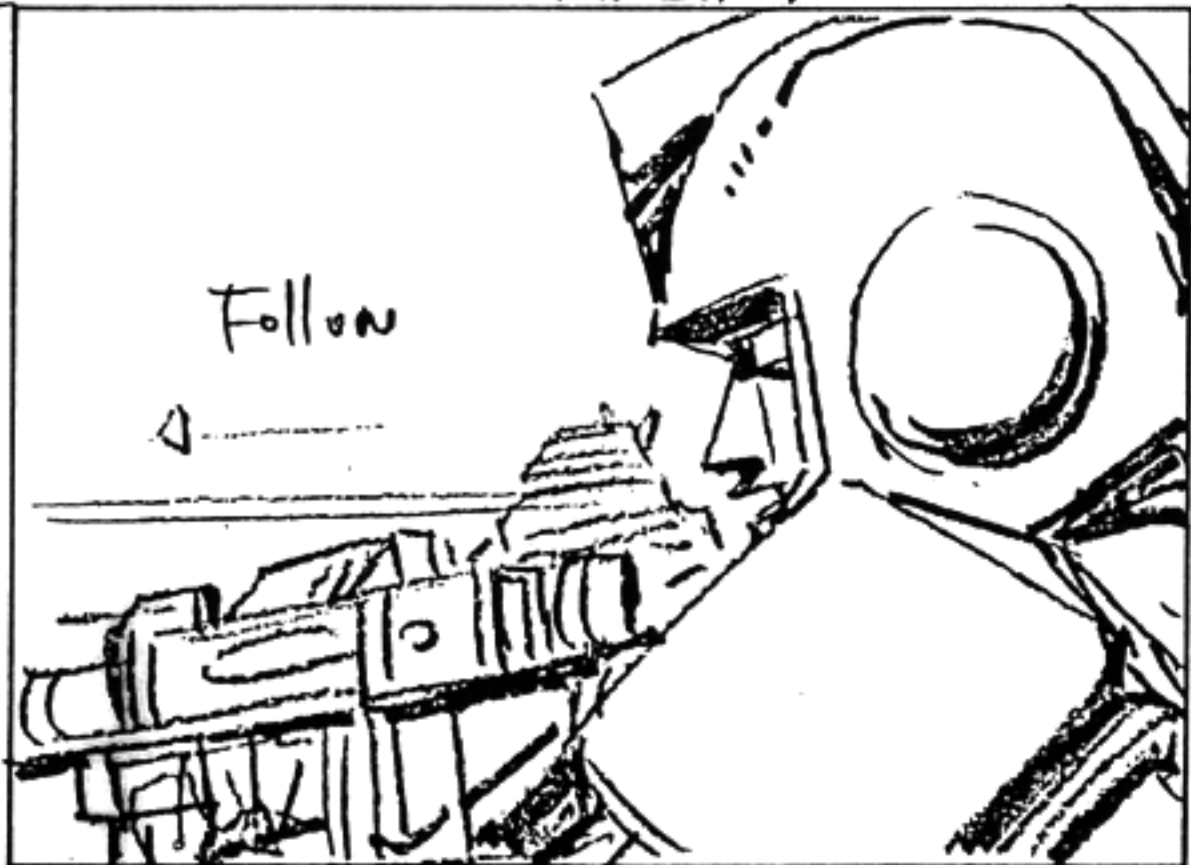
CONT

START



PRIME: (V.O.) NO... BUT WE ARE!

420

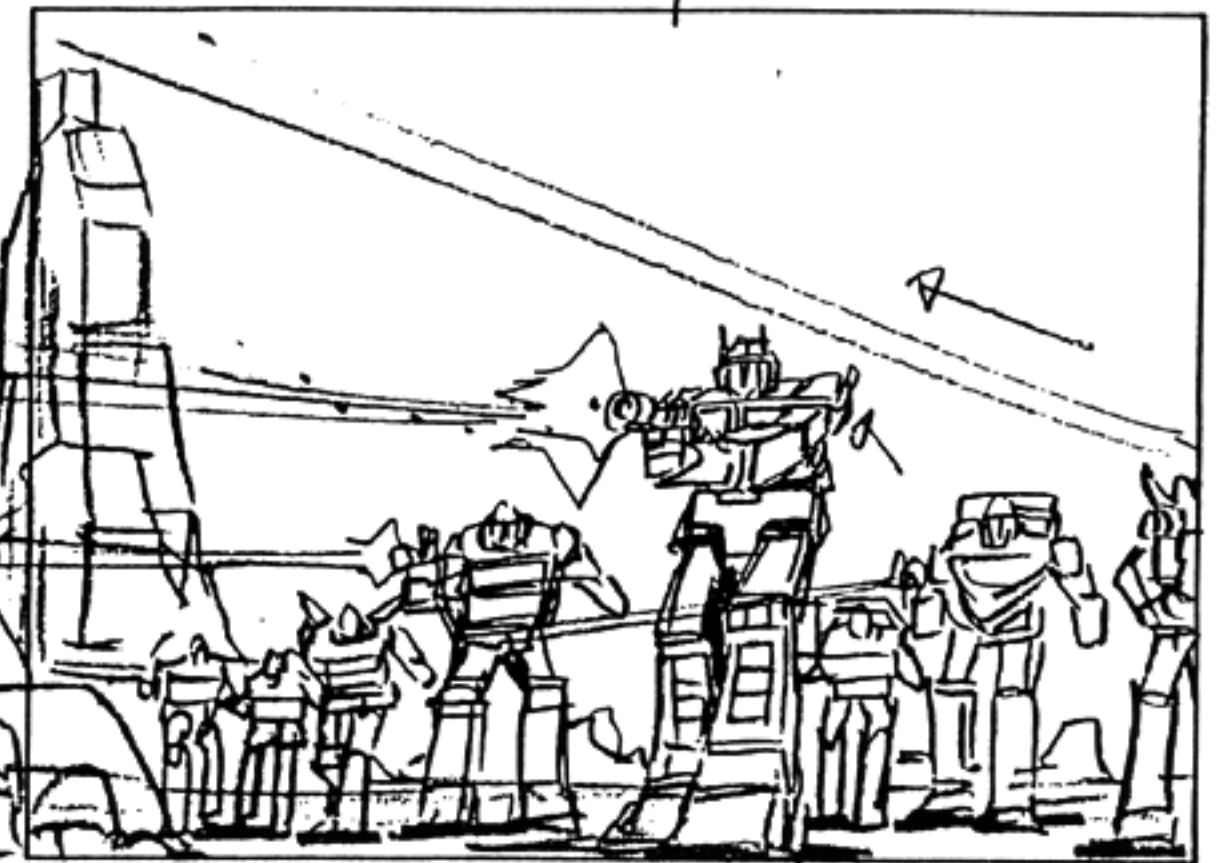


B.V. IRONHIDE: (CHARGING & FIRING) NAIL 'EM GUYS! TURN 'EM TO SCRAP!

PAN BG ←

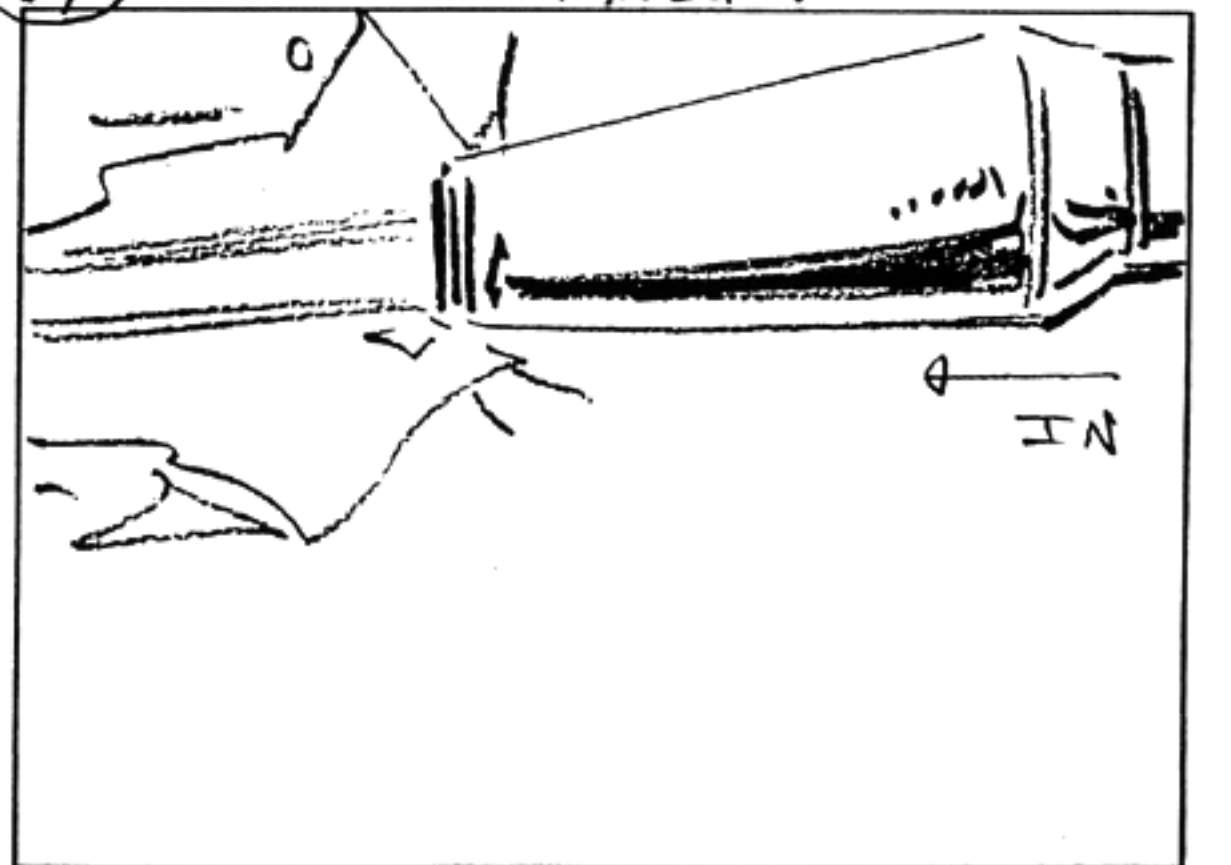
STOP 700-13

139



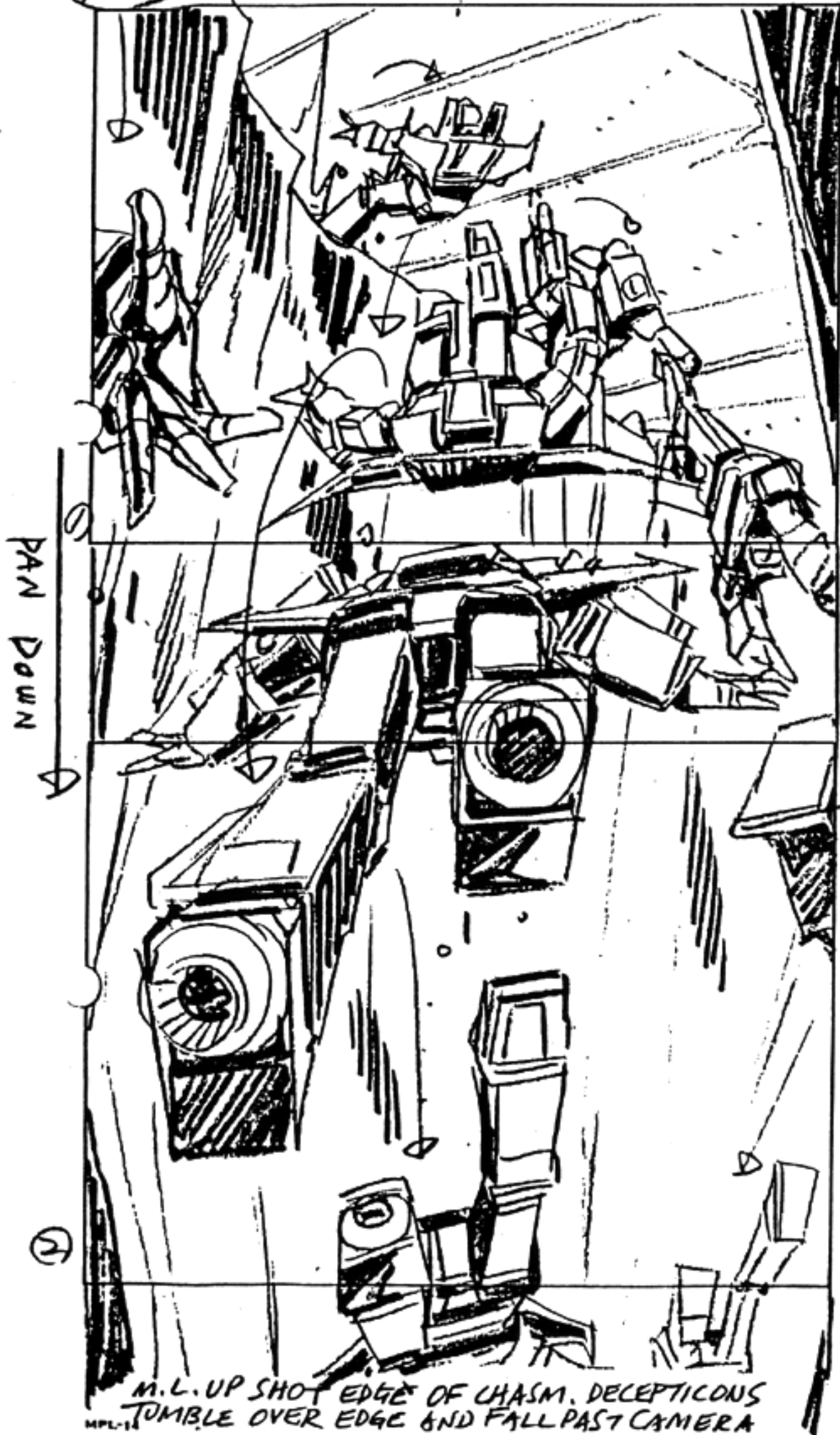
MEGATRON WHIRLS TO SEE PRIME LEADING AUTOBOTS WHO START FIRING THEIR WEAPONS AS THEY CHARGE THE DECEPTICONS.

421



E.C.U. MUZZLE OF IRONHIDES LASER GUN FIRING AT O.S. DECEPTICONS.

422



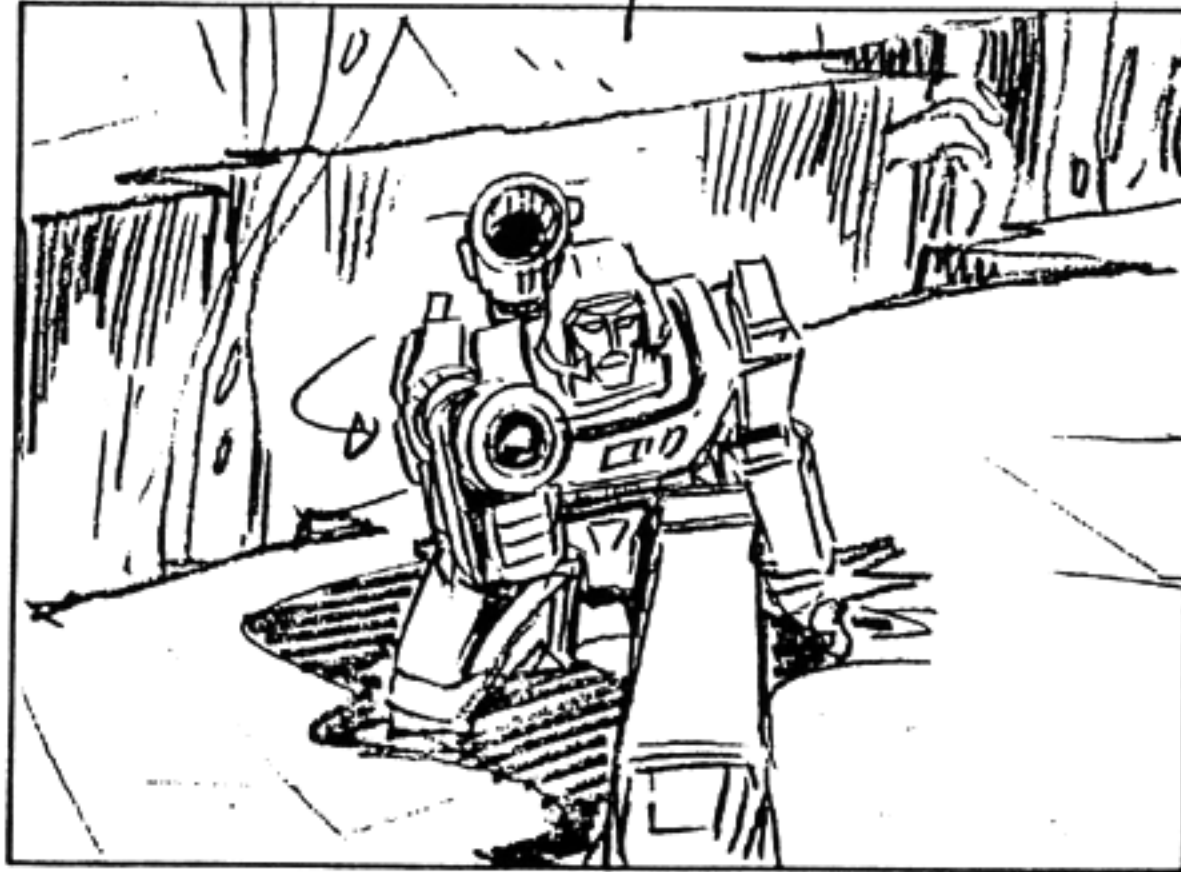
M.L. UP SHOT EDGE OF CHASM. DECEPTICONS TUMBLE OVER EDGE AND FALL PAST CAMERA

423



M.S. LAVA RIVER BOILING AND BURNING, THE DECEPTICONS FALL IN. SOME START TO MELT AS THEY SINK BENEATH THE SURFACE.

425

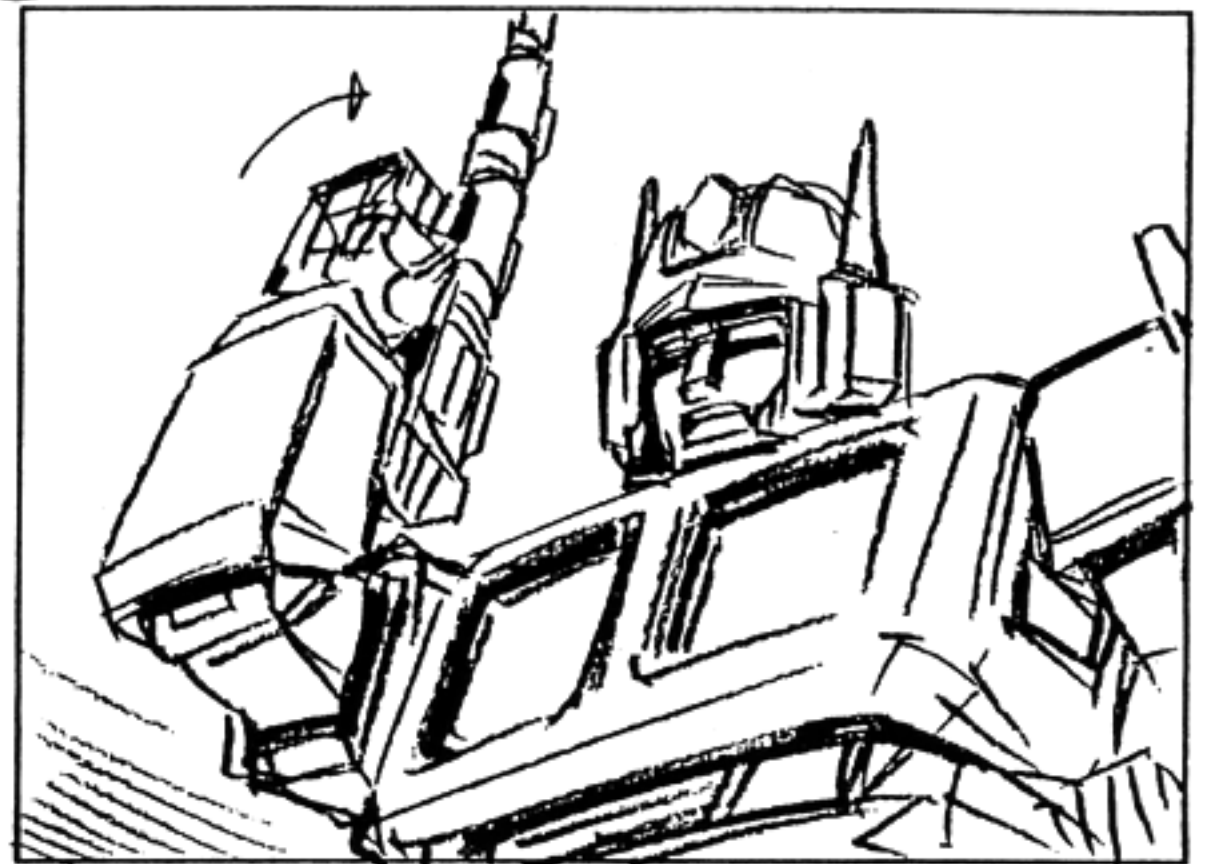


M. SHOT MEGATRON CROUCHING AT EDGE OF PRECIPICE RAISES HIS FUSION CANNON

424

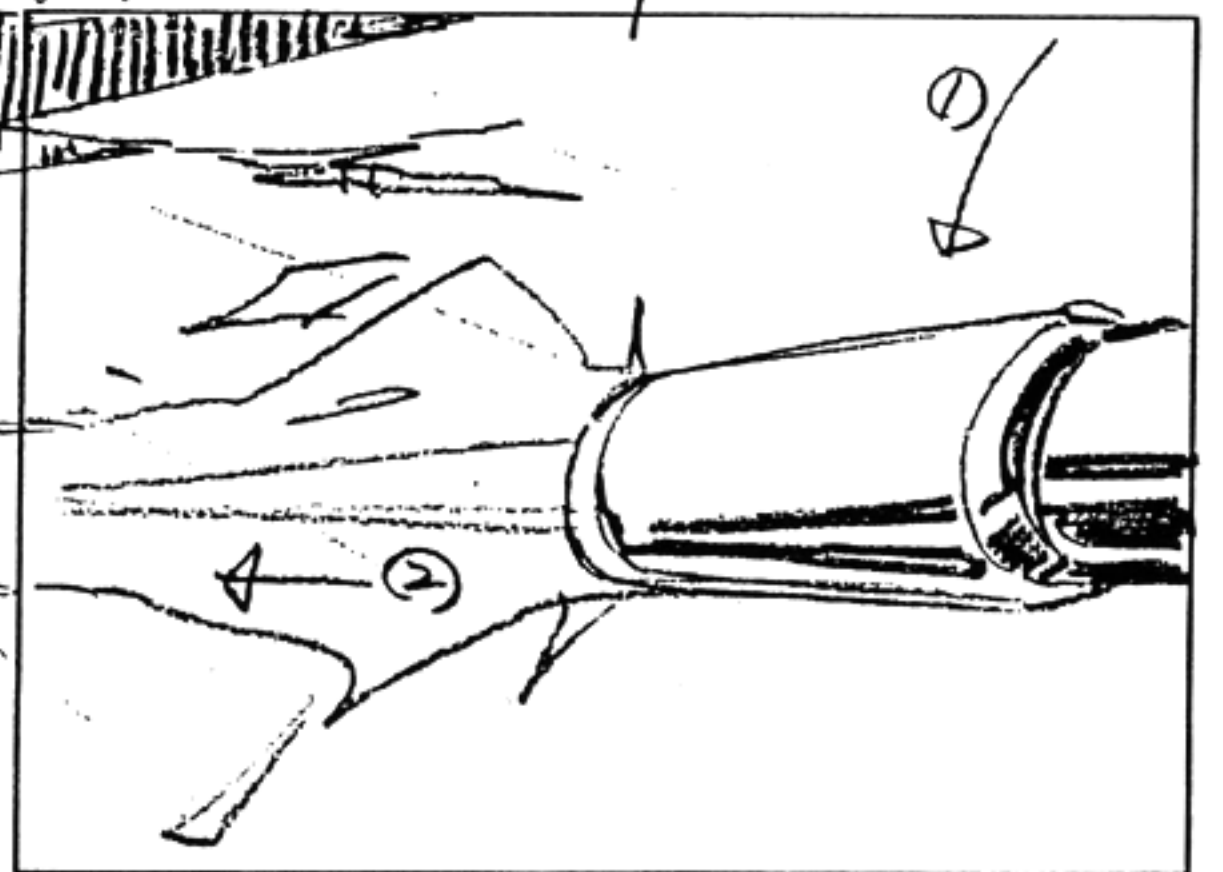
700-13

440



M.C. UP SHOT PRIME: (RAISING GUN) NO, MEGATRON... YOU WILL NOT HAVE TO FIGHT ALL AUTOBOT POWERS AT ONCE - JUST ME!

PAN ← BG



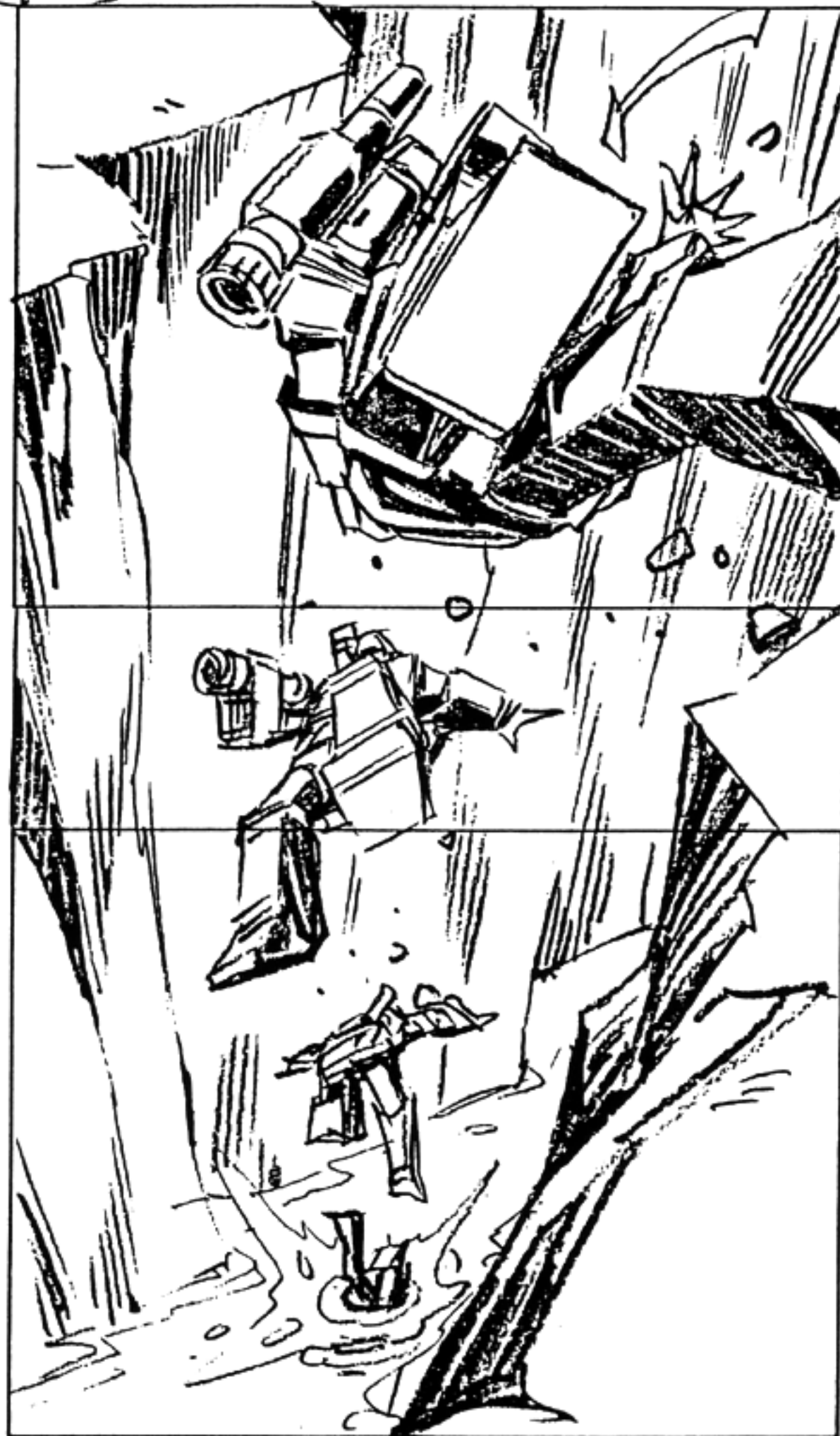
PAN TO E.C.U. PRIMES RAY GUN INTO SC. FIRES FINAL BLAST.

426



C.U. MEGATRON IS BLASTED OVER THE EDGE OF THE CHASM.

427



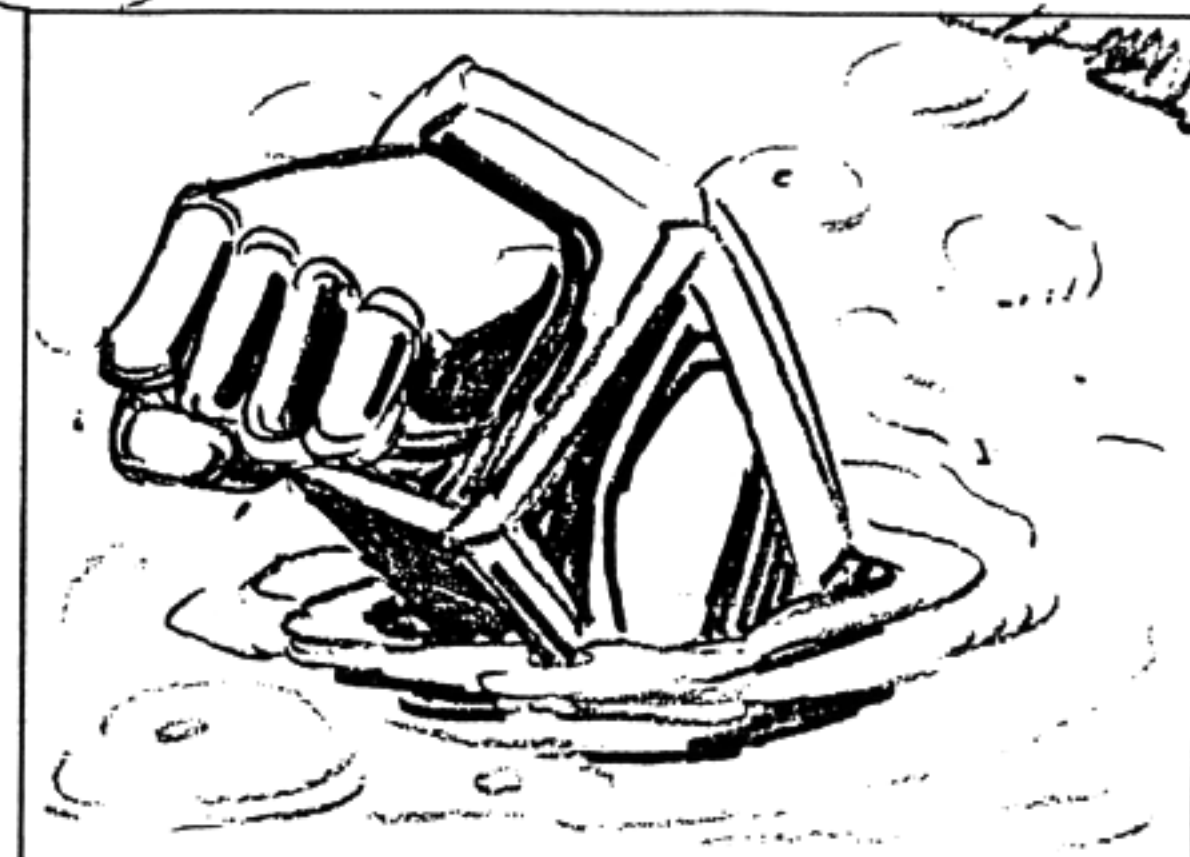
PAN DOWN

M. SHOT PAN WITH MEGATRON AS HE TUMBLES INTO CHASM, FALLS INTO LAVA WITH A HUGE FIERY SPLASH.

428

700-13

147



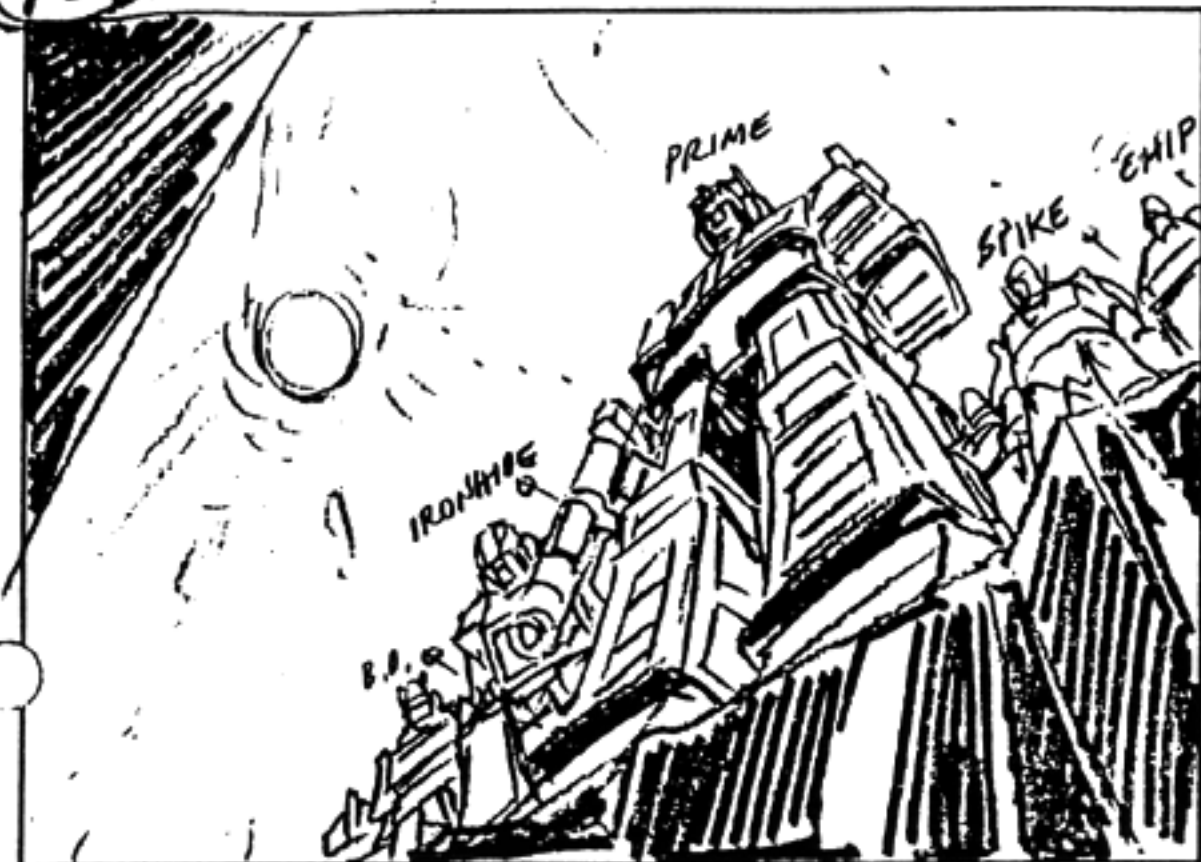
E.C.U. MEGATRON'S DEFIANT FIST PROTRUDES ABOVE THE BOILING LAVA..

CONT



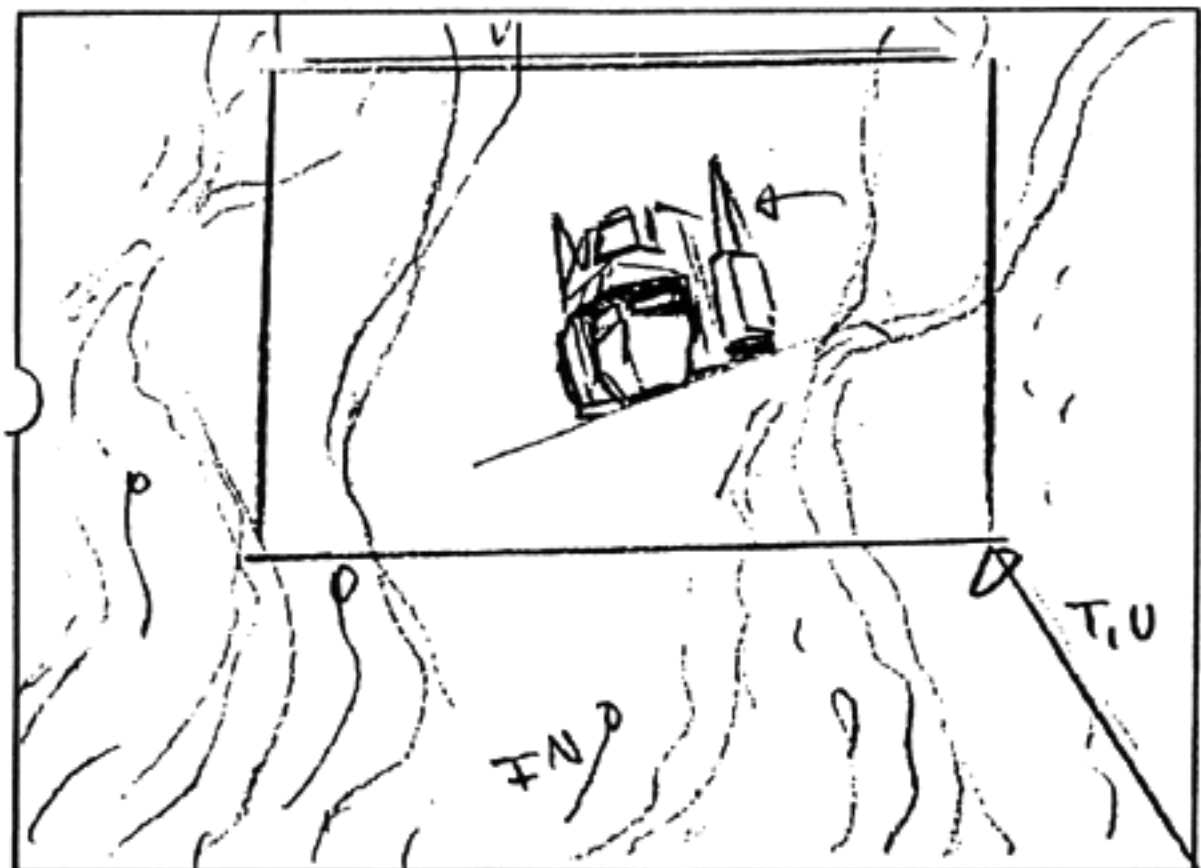
..THEN SLOWLY OPENS AND SINKS OUT OF SIGHT. IN THE BELCHING HISSING LAVA,

429



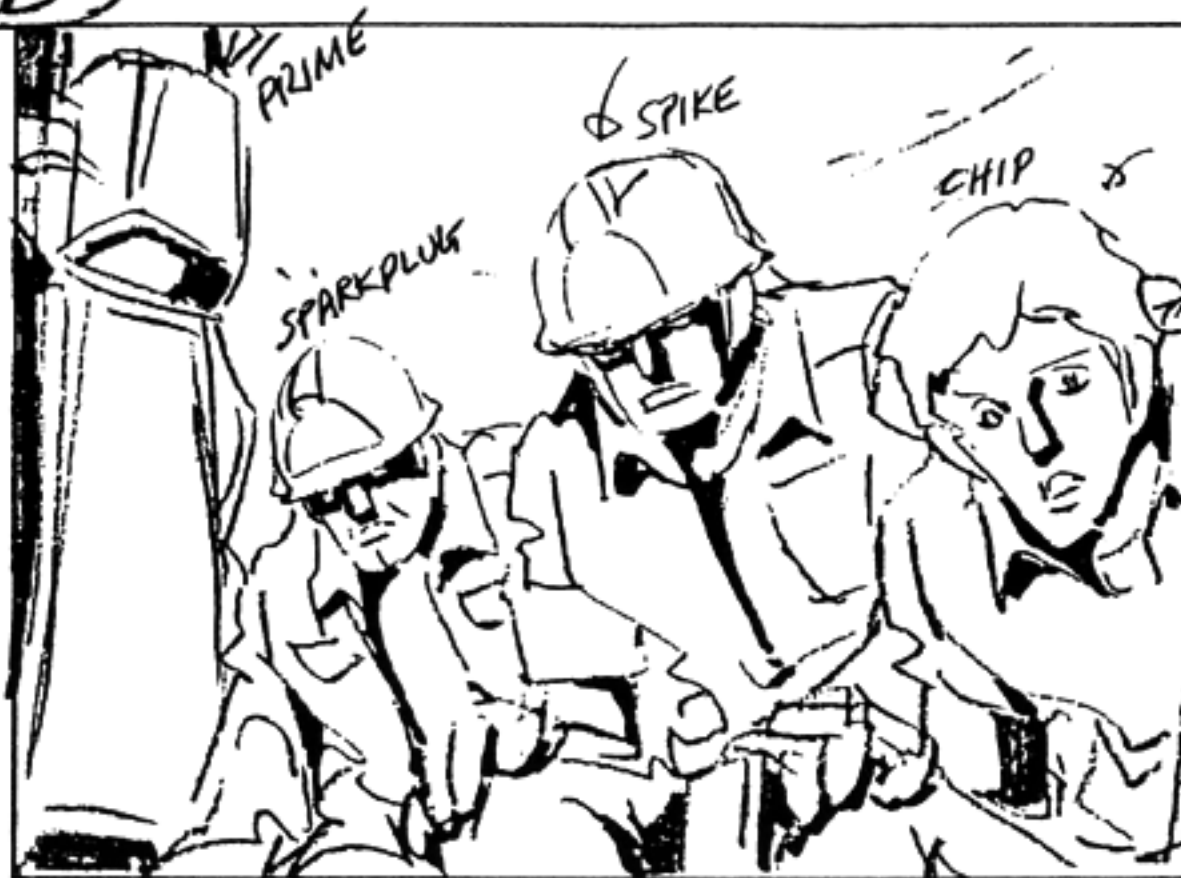
E. UP SHOT PRIME LOOKING DOWN INTO FISSURE OTHER AUTOBOTS JOIN HIM. PRIME: IT IS ENDED!

CONT



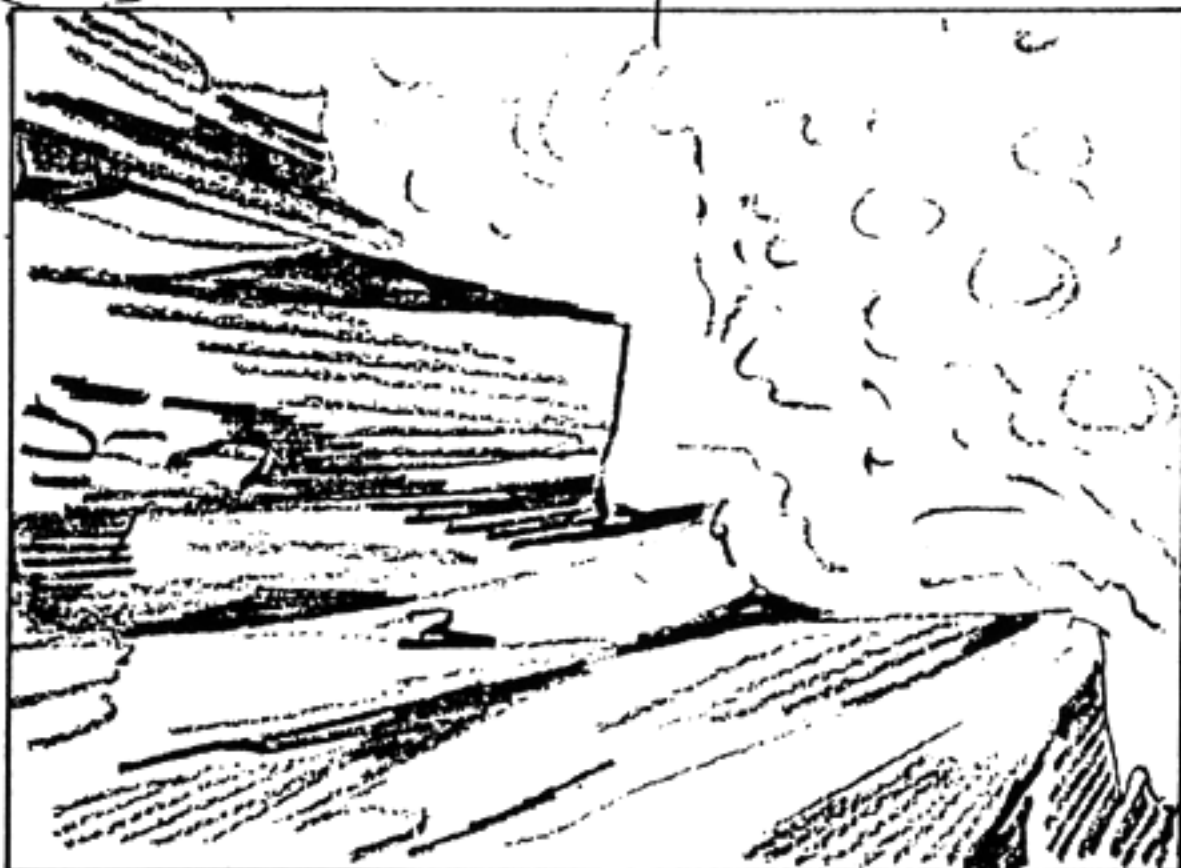
PRIME LOOKS BACK AT BOILING LAVA BELOW ... IN THIS VAST UNIVERSE... IS ANYTHING TRULY... FOREVER?

430



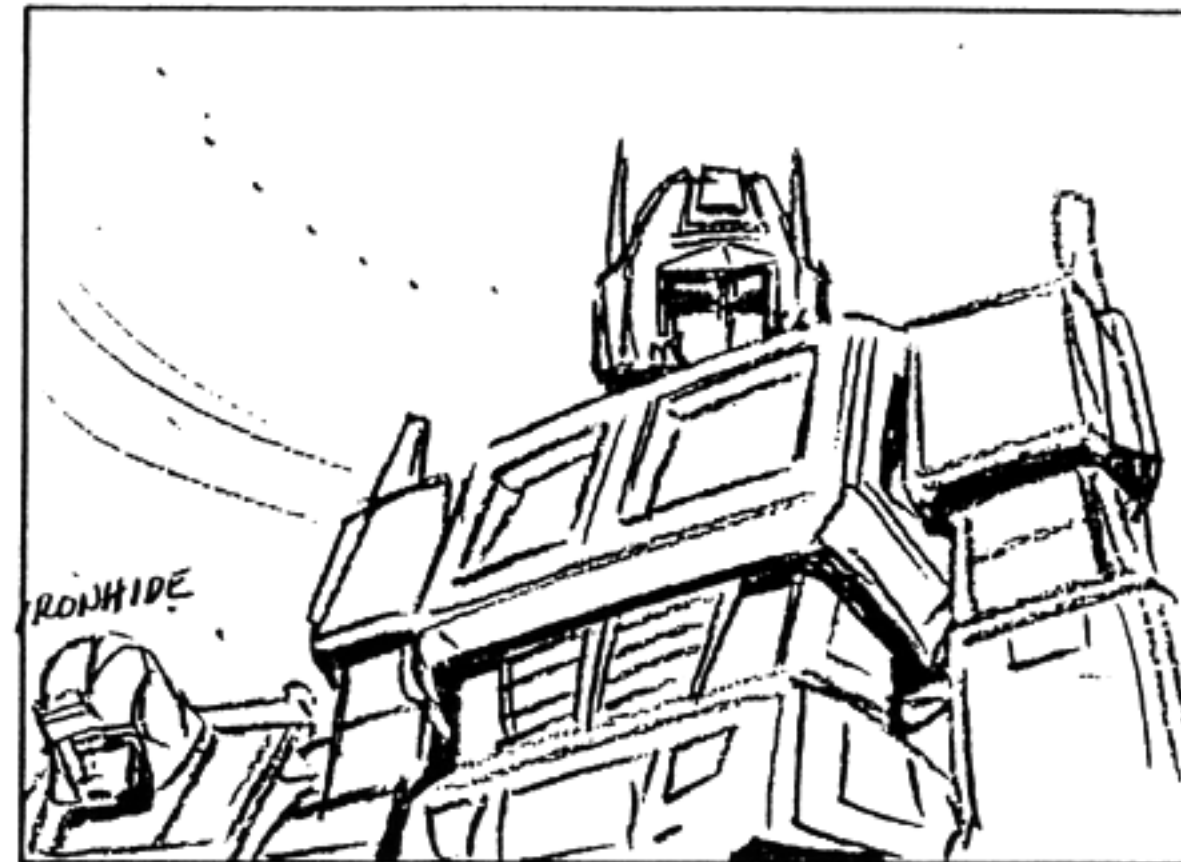
M.C. 3 SHOT SPIKE: (LOOKING INTO CREVICE) IS IT REALLY OVER, OPTIMUS? I MEAN, HAVE WE SEEN THE END OF THIS WAR...

432



M.L. DOWN SHOT EDGE OF FIERY LAVA RIVER. PAN TO MIDDLE OF BOILING FLAMING LAVA AND SEE SOMETHING RISING TO SURFACE.

431



M.C. UP SHOT PRIME LOOKING AT O.S. SPIKE. SPIKE: V.O. (CONT.) FOREVER? PRIME: WHO CAN SAY SPIKE...?

700-13

142

PAN BG ←

STOP

→ CONT

CONT.

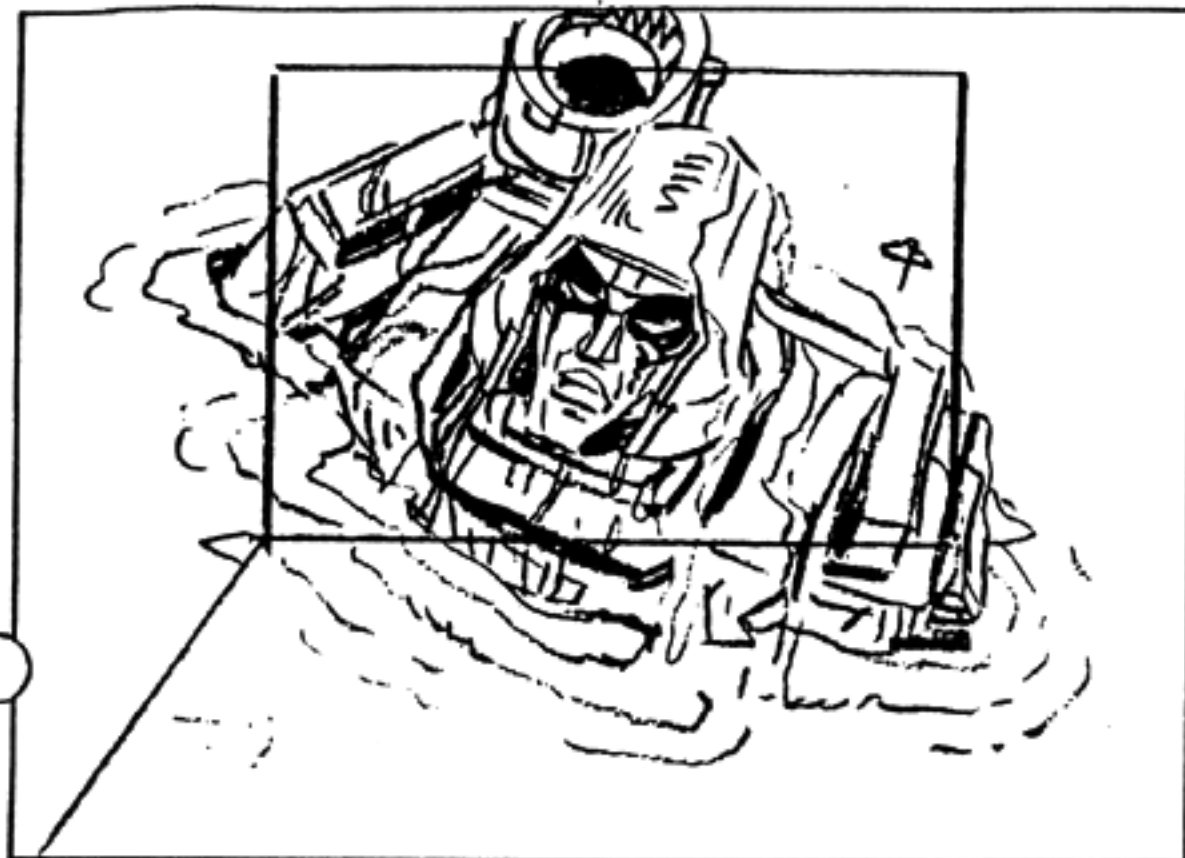
CONT 432

TRUCK-IN

433

700-13

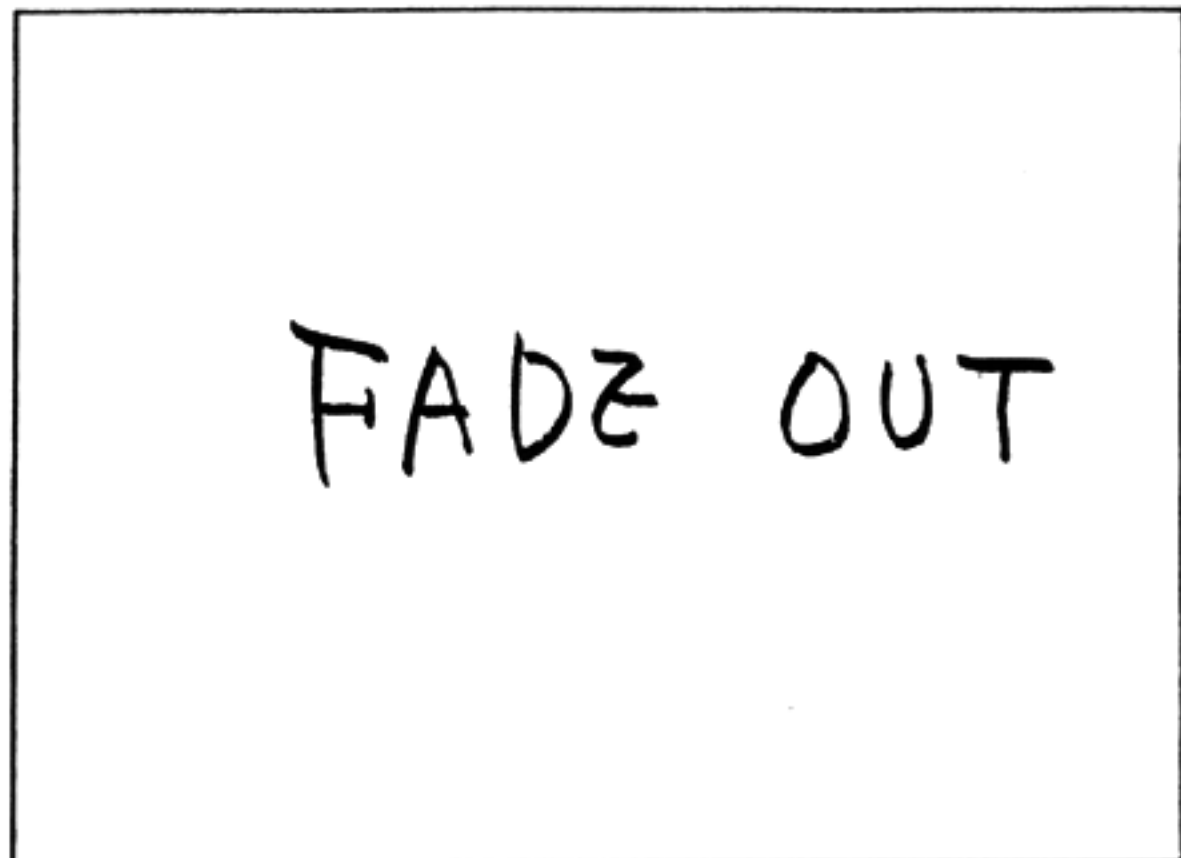
143



TRUCK IN AS MEGATRON'S HEAD AND SHOULDERS
 APPEAR ABOVE SURFACE. HIS BODY BURNED
 AND DAMAGED DRIPPING SMOKING LAVA.



E.C.U. MEGATRON'S FACE, BURNED AND CHARRED,
 SMOKE RISING SLOWLY.
 MEGATRON: WE SHALL RISE AGAIN!



FADE OUT

