

FADE IN:

EXT. SPACE

A small planet glows in the light of its sun. Suddenly, we hear a loud rumble, and see a thick, electronic mist behind the planet... Then, the electronic mist begins to engulf the planet, and we hear the horrible sounds of destruction. Almost like somebody, or something, is eating it.

PUSH DOWN TO:

EXT. THE NEAR SIDE OF THE PLANET'S SURFACE

Strange robotic creatures scramble around the planet in a wild panic. It looks like Pompeii must have looked as Vesuvius erupted.

ANGLE ON ONE OF THE CREATURES - TRACKING

The creature is KRANIX. We will meet him later on in a very different context, but for now, he is running from the ever-growing mist that threatens to engulf him.

ANOTHER ANGLE - THE PANIC

As Kranix runs, another creature, ARBLUS, calls to him.

ARBLUS

Transform and flee, Kranix! You must warn all you meet of the horror of Unicron! Suddenly, the pitiful creature is surrounded by the strange energy cloud and it looks like his body has simultaneously caught fire and been doused with acid.

KRANIX

Arblus! No!

ANGLE ON KRANIX

The mist threatens to engulf him too. He transforms into a small rocket ship and...

TRACK WITH KRANIX AS...

He takes off. As we rise higher and higher in the atmosphere, we see the horror wrought by the hideous and still mysterious Unicron. The planet cracks like an egg and rivers of lava leak out. The energy cloud surrounds it and... Dissolves everything... And when the smoke clears, we get our first look at Unicron. It is horrifying. A massive, metal orb with a gaping maw and a field of electricity.

(CONTINUED)

CONTINUED:

PAN FORWARD to SHOW that this hideous planet is on a direct collision course with...

MOONS ORBITING CYBERTRON IN DEEP SPACE

There are TWO MECHANISTIC MOONS orbiting the huge planet Cybertron. But we are most concerned with a small, greenish metal one.

NARRATOR

It is the year 2005. The treacherous Decepticons have conquered the Autobots' home planet of Cybertron. But from secret staging grounds on two of Cybertron's moons the valiant Autobots prepare to retake their homeland.

CLOSER ON GREEN MOON

At first, we see nothing unusual or suspicious. Then, pulling closer, we see that the top of the moon is covered with moon camouflage "netting" and underneath it is a huge cache of futuristic weapons. This is the Autobot staging ground for an assault on Cybertron. DOLLY THROUGH THE COMPLEX until we arrive at a Command Center where several Autobots peer into monitors, running constant surveillance on Cybertron.

ANGLE ON IRONHIDE

He peers into a monitor. As he speaks, we see the monitor PAN to an area where a huge Decepticon Symbol is emblazoned on Cybertron.

IRONHIDE

Every time I look into this thing, my circuits sizzle. I'm tired of this waiting game, Prime. When are we gonna start bustin' Deceptichops?

ANGLE ON OPTIMUS PRIME

He stands over a holographic map which shows various invasion plans for Cybertron.

OPTIMUS PRIME

We still don't have enough Energon cubes to power a full scale assault, Ironhide.

IRONHIDE

Then let me make another run to Autobot City on Earth. I'll bring you back more cubes than you'll know what to do with.

ANGLE ON PRIME

He solemnly hands down an order

PRIME  
Alright, ready the shuttle for launch.

ANGLE ON IRONHIDE

He raises a fist in a warwhoop!

IRONHIDE  
YAHOO!  
(looking into monitor)  
Your days are numbered now Decepticreeps.

A SMALL MOON "MOUNTAIN"

Ironhide transforms and Races toward a mountain, which stands about a half mile from the secret Autobot facility.

OPTIMUS PRIME (V.O.)  
Jazz, report security status.

COMMAND CENTER - ANGLE ON THE CONSOLES

JAZZ  
No sign of Decepticons in this sector,  
Prime.

PRIME  
What about Moon Base 2?

JAZZ  
Jazz to Moon Base 2.

PAN UP and through the sky to -

ANOTHER MOON  
This is the second moon. It is much closer to Cybertron than the first one. This is where Bumblebee and Spike are stationed.

JAZZ (V.O.)  
Jazz to Moon Base 2.

ANGLE ON BUMBLEBEE AND SPIKE

They stand together a communication console. Spike is now 35 years old. Bumblebee looks as he has always looked, save for a couple of funny bumper stickers on his tail: I (heart) Cybertron. I (club) Decepticons.

(CONTINUED)

CONTINUED:

BUMBLEBEE  
Bumblebee and Spike here.

JAZZ (V.O.)  
We're about to send up the bird. Any  
Decepticon shenanigans in your sector?

BUMBLEBEE  
All clear, Jazz.  
(pause)

SPIKE  
Hey, Ironhide, tell my son, Daniel, I  
miss him, and tell him I'll be coming  
home as soon as we've kicked Megatron's  
tail across the galaxy.

CUT TO:

INT. THE SHUTTLE

Ironhide and Prowl sit at the controls, running a series of  
pre-launch tests.

IRONHIDE  
Will do, Spike.

ANGLE ON PRIME, CLIFFJUMPER, AND THE OTHERS

Standing at the Command Center, watching:

PRIME  
Commence countdown, Cliffjumper.

CLIFFJUMPER  
Five...Four...Three...Two...

THE LUNAR "MOUNTAIN"

Suddenly, smoke starts pouring out of the mountain.

CLIFFJUMPER  
One....

Then, the "mountain" which must be made of paper mache or  
something blows away revealing -- The shuttle!

CLIFFJUMPER (V.O.) (CONT'D)  
Liftoff.

Suddenly, the shuttle rips out of the ground in a ball of  
fire.

(CONTINUED)

CONTINUED:

As it takes off, we realize this isn't any dinky shuttle, but a massive ship, capable of carrying all the energon needed to fight a war and an army to boot. The screen is bathed in smoke and fire which slowly clears.

ANGLE ON PRIME

As he watches the shuttle shoot into the distance.

PRIME

Now, all we need is a little Energon and a lot of luck.

ANGLE BEHIND PRIME

We see a bank of computers. Suddenly, a small tape deck pops open... a cassette pops out and transforms into...  
...Laserbeak who flies away unseen.

DISSOLVE TO:

EXT. SPACE - LATER

The shuttle hurtles through a massive asteroid field.

PROWL (V.O.)

Slow down, Ironhide. We want to get to Autobot city in one piece.

CUT TO:

INT. THE SHUTTLE

Ironhide is at the controls.

IRONHIDE

If I can dodge Decepticon rays, I can sure as shootin' dodge a couple of asteroids.

Suddenly, there is a terrible BANG! on the side of the ship, and the two Autobots are thrown from their seats.

PROWL

You were saying?

IRONHIDE (IRKED)

That wasn't an asteroid. There is a blast of light and they turn to see...

6.

ANGLE ON THE SHIP

The most powerful laser light anybody has ever seen cuts a

gaping hole in the side of the ship... Then, when the light clears, a panel of the ship falls in and we see -

MEGATRON!

In all his glory.

MEGATRON  
Die Autobots!

Then, he transforms to Gun Mode, spins into STARSCREAM'S arms and Starscream fires.

BRAWN  
is cut in half by Megatron's blast.

ON PROWL  
as SCAVENGER MELTS HIM DOWN.

THE INSECTICONS  
...eat away at the hole in the shuttle to  
make way for... ...an ARMY of other  
Decepticons including Laserbeak who  
enter, firing.

IRONHIDE AND RATCHET

While FIRING back are FUSED TOGETHER... ... then blasted  
apart and fall in smoking, glowing fragments.

ON STARSCREAM AND MEGATRON

As they enter the now empty ship, a number of Decepticons  
flood past them, taking positions and searching for other  
living Autobots.

MEGATRON  
This was almost too easy, Starscream.

STARSCREAM  
Much easier, oh mighty Megatron, than  
attacking the real threat: the Autobots  
moon base.

MEGATRON  
You're an idiot, Starscream. Were we  
simply to wipe out that minuscule base,  
they could build another one.  
(MORE)

(CONTINUED)

7.

CONTINUED:

MEGATRON (CONT'D)  
But when we slip by their security  
systems in their own ship and destroy  
Autobot city, the Autobots will be

vanquished forever!

IRONHIDE  
Fat chance, Megatron!

Ironhide pulls himself up and grabs onto Megatron who flings him against the wall.

MEGATRON  
Such heroic nonsense!

DISSOLVE TO:

EXT. EARTH - CLOSE SHOT- MINIATURE RADAR SCREEN

A child's hands hold a scanner device which tracks a TRAVELING BLIP across a star map towards a pulsing dot which represents the Earth.

DANIEL (V.O.)  
The Shuttle just zipped past checkpoint zeta.

ON DANIEL  
Daniel, a classic twelve year old American boy watches the portable viewer which is like an over-sized Boy Scout compass. WIDEN SHOT to show he is at an old fashioned "fishin' hole" on Earth - surrounded by weeping willows, assorted trees and shrubs, and that his fishing pole is stuck in the dirt, the line floating lazily out on the water.

DANIEL  
Let's watch Ironhide land it, Hot Rod! As Daniel runs to small skateboard-like device, hits a button, and watches, it transforms into a hoverboard and rides it, like a surfer up a steep, grassy hillside we change angle to feature...

HOT ROD  
an "adolescent" Autobot. He is in robot mode, sitting with his fishing rod held between two fingers, looking bored with it all.

HOT ROD (CONT'D)  
Talk about dull.....!

(CONTINUED)

8.

CONTINUED:

Then, he tosses the rod into the water.

ON DANIEL RIDING HIS HOVERBOARD UP THE HILL

DANIEL  
(calling excitedly)  
Hurry or we'll miss it!

HOT ROD  
lopes up hill after Daniel.

HOT ROD (CONT'D)  
If you're gonna ride, Dan-O ...ride in style! Hot Rod catches up with Daniel, scoops him off his hoverboard, TRANSFORMS to automotive mode and RIDES OVER CREST OF HILL with Daniel in the front seat.

ANOTHER ANGLE - ON AUTOBOT CITY

FOLLOW Hot Rod up and over a roadway leading around the perimeter of Autobot City which becomes visible the instant Hot Rod clears the rim of a hill. As they travel, we SHOULD also be getting a sense of what Autobot City is all about. (DESIGN NOTE: Autobot City looks like a federal energy project gone mad. Here, the Autobots are trying to exploit every known means of getting energy. The mountain is covered with solar panels, windmills spin in the valley, oil derricks pump, and not far away a hydroelectric dam catches millions of volts. Near all of these various things are energon compressors, which turn the raw energy into energon cubes. IN THE BACKGROUND of these scenes, we should see various panel truck-type Autobots cruise up in auto mode to stacks of this energon, convert to humanoid mode, load up their vans, then convert to Auto mode again and drive the Energon into Autobot City. In short, it should be clear that the purpose of Autobot City is to harvest energy. All the while, Hot Rod and Daniel are riding recklessly out from the Autobot City and up into neighboring hills for an overview of the -

CIRCULAR LANDING AREA

which resides within the "bowl" created by the City structure and natural surroundings.

DANIEL  
Hey! Let me out.

HOT ROD  
Why settle for a peek when you can see everything from Lookout Mountain?

(CONTINUED)

9.

CONTINUED:



DANIEL  
But we're not supposed to go beyond City  
limits!

HOT ROD  
Chromo-Chicken!

ON KUP AND OTHER AUTOBOTS

KUP - a grizzled, "old Soldier" of an Autobot - is directing  
the positioning of a large metal road barricade. Hot Rod  
barrels through a sign which reads: "STOP -THIS AREA OFF  
LIMITS", almost knocking Kup over in dust and wind

KUP  
disgustedly watches Hot Rod drive up the  
mountain.

KUP (CONT'D)  
(to sound like swearing)  
Cam bustin', turbo revvin' young punk.

CUT TO:

MOUNTAIN ABOVE AUTOBOT CITY- LOOKOUT POINT

Hot Rod arrives at a viewing platform carved in mountainside  
and TRANSFORMS back to humanoid mode. Daniel rushes to a set  
of PUBLIC VIEWING BINOCULARS and peers into them.

HOT ROD  
This is it! Now take a squint through  
those babies.

DANIEL  
Hot Rod, look! There's a hole in the  
shuttle!

HOT ROD  
What!?

DANIEL'S P.O.V - BINOCULAR MATTE - THE SHUTTLE

The hole Megatron blasted in order to get into the shuttle  
mars the otherwise perfect exterior of the ship.

ANGLE ON DANIEL AND HOT ROD

Hot Rod looks up and a pair of futuristic binoculars pop out  
of his eyes.

10.

HOT ROD'S POV - THE SHUTTLE

Hot Rod's vision, now, infinitely better than human vision,  
spots something truly disturbing -- -- Starscream, and

several Constructicons inside the ship!

HOT ROD (O.S.)  
Decepticons!

ANGLE ON HOT ROD

Drawing his gun, he starts FIRING on the shuttle.

HOT ROD  
This is for Ironhide. As so's this!

ANGLE ON THE SHUTTLE

Rays streak through the hole searing...

STARSCREAM  
He ducks away from the door.

STARSCREAM (CONT'D)  
I'm hit!

ANGLE ON MEGATRON

Standing behind a pair of Decepticons who pilot the shuttle,  
he turns to see...

THE CONSTRUCTICONS  
Firing out of the hole.

MEGATRON  
He's furious.

MEGATRON (CONT'D)  
You imbecile, our cover is blown!

STARSCREAM  
It was your stupid strategy!

CUT TO:

ANGLE ON KUP, CONSTRUCTION CREW

Kup and the Autobot Construction Crew watch Hot Rod shooting  
at the shuttle.

KUP  
What's that darn fool doing? Hound looks  
up and points.

(CONTINUED)

11.

CONTINUED:

HOUND  
Decepticons!

ANGLE ON THE SHUTTLE

Suddenly it cracks open, and Decepticons shoot out of the wreckage like toys from a pinata.

CLOSE - MEGATRON

In mid-air

MEGATRON  
(shouting to forces)  
Attack!  
(he looks down and fires)

HOT ROD AND DANIEL

Hot Rod pulls Daniel back as Megatron's BLAST SHEARS OFF the VIEWING PLATFORM which crumbles and falls down the steep mountain!

HOT ROD  
Hang on!

Putting Daniel under one arm, he pivots and kicks up at...  
...Hook and Scavenger who are descending on him in humanoid mode...  
...causing them both to crash against the mountainside which starts a...  
...landslide which Hot Rod "rides" down the slope, pursued by...  
... Decepticon FIRE.

HOT ROD  
(SHOUTING)  
WHoooooooooaaah

ANGLE ON BOTTOM OF MOUNTAIN SLOPE - BLITZWING

Blitzwing flies down in jet mode, transforms to robot mode, looks up at the "slide riding" Hot Rod and Daniel, transforms to tank mode and takes aim.

BLITZWING  
(amused)  
Come on down, Autobrat!

ON HOT ROD AND DANIEL

as Hot Rod tumbles, he covers Daniel with his arms and tries unsuccessfully to slow his fall.

HOT ROD  
Yiiiiiiiiiii!

(CONTINUED)

12.

CONTINUED:

ON BLITZWING  
about to fire, when...

...Kup's arm descends into SHOT, spinning Blitzwing's turret around. Blitzwing's blast, scorches...

SHRAPNEL  
who is flying nearby.

BLITZWING  
transforms to robot mode and turns as...  
Kup comes flying, feet first, into  
Blitzwing knocking him off the mountain  
ledge.

FOLLOW Kup as he lands in front of Hot Rod, who is just coming to a stop at the bottom with Daniel.

HOT ROD  
Not bad for an old timer!

KUP  
(gruffly)  
Old timer?! That's something you'll  
never be if you don't get back to the  
city. You know what we used to do with  
cocky, insubordinate upstarts?

HOT ROD  
(interrupting)  
Save it.

STARSCREAM  
transforming into jet mode, fires on them  
with laser bursts which...

... chew up the ground beside them.

HOT ROD AND KUP

with Daniel race toward Autobot City, transforming into  
vehicle mode as shots gouge the terrain around them.

CUT TO:

PERCEPTOR IN MICROSCOPE MODE ON "BATTLEMENT" OF AUTOBOT CITY  
he watches...

PERCEPTOR'S POV - THE DECEPTICON ATTACK

Megatron, Insecticons, Constructicons, and other Decepticon  
forces attack the city from the sky and ground.

(CONTINUED)

13.

CONTINUED:

PERCEPTOR

transforms to humanoid and runs  
toward..... ... Three new Autobots,  
ARCEE, a lovely female Autobot of about  
Hot Rod's age, SPRINGER, a very muscular  
and bantering "Indiana Jones" type  
Autobot and ULTRA MAGNUS, the large and  
soldierly City Commander.

PERCEPTOR  
Ultra Magnus.....a cursory evaluation of  
Decepticon capability indicates a  
distinct tactical deficit!

ULTRA MAGNUS  
In other words, Perceptor...

SPRINGER  
(translating)  
We're outnumbered!

He turns and FIRES from his hip.

DIRGE IN JET MODE

Zooms in to strafe as...

SPRINGER'S BLAST...

...Explodes on his wing tip.

SPRINGER, ULTRA MAGNUS AND OTHERS

as Decepticon BOMBS AND LASER FIRE pour in on the City.

ULTRA MAGNUS  
Springer, Arcee, transform Autobot City!

HIGH ANGLE - LOOKING DOWN ON COURTYARD - TRACKING SPRINGER  
AND ARCEE

STARSCREAM (V.O.)  
Pathetic fools!

STARSCREAM  
TRANSFORMS and hovers in robot mode,  
firing all around them as they...

..dive for the switch and pull it down.

(CONTINUED)

CONTINUED:

14.

STARSCREAM

There's no escape...Uuuuh! Just then, the floor of the courtyard STARTS TRANSFORMING - - the center line of the floor snaps shut like the halves of a gigantic steel shelled clam, trapping Starscream's foot.

                                  STARSCREAM  
Aggggggggh!          My foot!

ANGLE ON SPRINGER AND ARCEE

as they make it through an archway which TRANSFORMS INTO A STEEL SHIELD as they run through

ON STARSCREAM - HIS FOOT STILL CAUGHT IN "CLAM" OF COURTYARD

He struggles to get free before he is crunched by the still transforming city. In the nick of time, he shoots a "shoe horn" like projection from his wrist and pulls his boot free, then... ..dodges away. ... The "clam" shape RETRACTS COMPLETELY and more armored shielding SLIDES INTO PLACE TO COVER where the Courtyard was. He winces in mid-air and flies away as the city continues to transform to a fortress below.

CUT TO:

ANOTHER ANGLE - THE TRANSFORMING CITY

The towers and buildings of the city, picot and retract... .. withdrawing like periscopes, turning and vanishing into steel shield coverings.

                                  ON MEGATRON  
as he FLIES OVER SCENE, BLASTING this way  
and that, shouting

                                  MEGATRON  
Breach their defenses!

                                  ON INSECTICONS  
who are trailing Megatron, attack the  
fast CLOSING CITY, trying to GNAW AND  
DEVOUR their way through the PORTS and  
BRIDGES leading inside.

                                  KICKBACK  
          (Chewing on jamb of doorway  
          near bridge)  
Delicious, eh Shrapnel?

(CONTINUED)

15.

CONTINUED:

SHRAPNEL  
(CHEWING on draw-bridge to  
City)  
A little heavy on the electrons.  
Electrons.

ZOOM UP TO:

KUP, HOT ROD AND DANIEL

as Kup and Hot Rod are racing down mountain toward the  
transforming city's drawbridge.

KUP (V.O.)  
The Insecticons are in our way.

HOT ROD (V.O.)  
Wrong! They're our way in! Yaaaaaaay-  
hah!

ANOTHER ANGLE  
Hot Rod speeds up, passes Kup and...  
rides up and over Kickback's back, using  
it like a stunt driver's ramp to...

... hurtle across the open space between Kickback and the  
doorway into the city.

ON SHRAPNEL  
As Shrapnel looks up and reacts... ...Kup  
hurtles up and over Kickback's back just  
as Kickback is starting to rise to see  
what knocked him face down onto the  
bridge in the first place. ... Kup goes  
SAILING OT OVER OPEN SPACE between  
Kickback's back and the doorway into the  
city- -clobbering Shrapnel, who is in the  
way and landing on the city doorstep,  
driving in as...

THE DOORWAY  
transforms, shutting down with metal  
shields with a "clank" sound as Kickback  
and Shrapnel both leap at is to... ...  
bite Kup and Hot Rod and instead BREAK  
THEIR TEETH on steel door, falling face  
down with a grunt as LAST BITS OF CITY

TRANSFORM.

CUT TO:

16.

INT. CITY SIDE OF DRAWBRIDGE

as Kup and Hot Rod roll in and TRANSFORM where Ultra Magnus

is waiting for them with Perceptor. Other Autobots are moving into battle stations in the b.g. and ALARMS SOUND. Daniel looks on in awe.

ULTRA MAGNUS

(sternly)

You can explain your security violation later, Hot Rod! Now, man your battle station.

HOT ROD

I don't have to explain my so called violation to you or anyone...

KUP

(tugs him along roughly)

He said "later!"

Kup moves OFF with Hot Rod and Daniel.

CUT TO:

BLASTER ON FORTIFIED " CROWS NEST" LOOKOUT TOWER

The "Crows Nest" has windows all around and Blaster's seat rotates so he can watch action and broadcast battle reports like a Top 40 DeeJay. Perceptor climbs up ladder into "Crows Nest" from lower level. As Blaster speaks, we see Decepticons FIRING at the windows of the Crows Nest but the bursts explode harmlessly against the glass

BLASTER

Lookout and shout! Yow! Explosions rock the Crows Nest. Blaster swivels around and tilts to see...

BLASTER'S POV - INSECTICONS

Chewing on armor plating at the lower edge of the fortified, transformed city.

BLASTER

activates turret type LASER CANNON

BLASTER

Gonna lay some slugs on those overweight bugs!

(FIRES Laser Cannon)

(CONTINUED)

17.

CONTINUED:

CANNON SWIVELS

LASER BLAST cooks out and we FOLLOW IT



OFF SCREEN to...

THE INSECTICONS  
as a Laser BLAST hurls Bombshell up and  
out of sight and causes Shrapnel and  
Kickback to get sucked into the vacuum.

BLASTER  
Perceptor joins him.

BLASTER  
(joyful at his direct hit)  
I'm talkin' hits here, Autobuddies! Hits  
with a capital "aitch" like in Hard,  
Heavy and...  
(sees Perceptor)  
Hey, Perceptor, what's shakin' other than  
this fortress?

BLASTS of enemy fire continue to rock the crows nest as  
Perceptor answers

PERCEPTOR  
Blaster, Ultra Magnus sends orders to  
contact Optimus Prime for reinforcements.

BLASTER  
Alright! Cover your receptors,  
Perceptor! Blaster transforms to ghetto  
blaster mode and broadcasts VISIBLE  
waves...

THE WAVES  
rise and expand into space

BLASTER  
Optimus Prime... Do you read me? The  
Decepticons are blitzing Autobot City.  
We're really takin' a pounding. Don't  
know how much longer we can hold out.

ON WAVES SPREADING THROUGH SPACE

CUT TO:

MEGATRON LEADING ASSAULT ON TRANSFORMED AUTOBOT CITY

He is FIRING at ARMORED DOOR, trying to melt through when he  
reacts to SOUND of Blaster's broadcast for help, stops, and  
looks up at CROWS NEST.

(CONTINUED)

18.

CONTINUED:

MEGATRON

Soundwave! Jam that transmission.

ON SOUNDWAVE  
SOUNDWAVE moves forward and starts  
heaving CASSETTES upwards toward  
Blaster's Crows Nest position.

SOUNDWAVE  
Rumble! Frenzy! Ravage! Ratbat! Eject!  
Operation: interference.

ON CASSETTES  
as they transform and attack the crows  
nest.

ON RUMBLE  
as he starts PILE DRIVER MOTION on Crows  
Nest windows

RUMBLE  
First we crack the shell. Then we crack  
the nuts inside.

INSIDE CROWS NEST

as Blaster and Perceptor see Rumble and others and react.  
Blaster stops broadcasting.

BLASTER  
We got Cassette Critters knockin' on the  
window!

ON RUMBLE  
as he CRACKS THROUGH GLASS and he and  
others swarm in and attack Perceptor who  
tries to beat them away

PERCEPTOR  
Run, Blaster! Save yourself!

BLASTER  
No way. Two can play!

ON BLASTER  
as he spews out CASSETTES which TRANSFORM  
into CUBBIE, a lion, STRIPES, a tiger,  
STINGER, a scorpion and BOLTS, a small,  
tough robot.

BLASTER  
Sic 'em!

(CONTINUED)

ON RUMBLE  
as Cubbie takes him down by the foot,  
turning him over and over

ON STRIPES  
as he SNAPS at Ratbat who screams and  
darts, trying to escape as we move to

STINGER AND BOLTS

as Bolts swats Frenzy into Stinger who JABS Stinger into  
Frenzy making him yowl and run.

PERCEPTOR AND BLASTER

As they fight Decepticons.

PERCEPTOR  
You think you got through to Prime?

BLASTER  
Let's hope so! Cause if I didn't we're  
gonna look like burnt out toaster ovens!

CUT TO:

LONG SHOT -AUTOBOT CITY BESIEGED

The city shows gaps, dents, smoking holes and Decepticons  
continue to pump fire into it and get back sporadic return  
fire from inside as... .. Megatron moves INTO SHOT and fills  
THE SCREEN

MEGATRON  
Constructicons merge for the kill!

IN "PILLBOX" LIKE GUN EMPLACEMENT IN CITY'S ARMORED WALL

Where Springer and Arcee clear the twisted remains of Autobot  
defenders away from a CATAPULT LIKE TORPEDO LAUNCHER.

POV - THROUGH LAUNCHER PORT

we see the mountain where the Decepticons are getting ready  
for the final charge.

SPRINGER  
Great! Megatron's making his big push and  
we can't even push...  
(struggling to turn Catapult  
around to re-aim it)  
...back!

(CONTINUED)

20.

CONTINUED:

Arcee starts to push beside him.

THE HUGE CATAPULT

moves slowly as we CHANGE ANGLE and Kup, Hot Rod and Daniel  
ENTER SHOT.

KUP  
Keep at it, Springer, lad! Help's at  
hand!  
(to Hot Rod)  
Together now!

Hot Rod joins the others in pushing the huge Catapult into  
firing position.

DANIEL  
also leans against it, his small legs  
churning.

THE CATAPULT  
starts moving easily now.

ON ARCEE BESIDE HOT ROD

Pushing on the busted catapult.

ARCEE  
(pushing, manages to speak to  
Hot Rod. She likes him but  
doesn't want to go too far)  
I was afraid you'd be trapped outside the  
city walls.

HOT ROD  
(likes her, too, but tries to  
be cool and collected)  
Hey, I wasn't worried for a micro-second,  
Arcee!

ARCEE  
(enjoying letting him have it)  
Then you probably didn't understand the  
situation. Before Hot Rod can react, Kup  
steps back from repositioned Catapult

KUP  
That did it!

DANIEL AT LAUNCHER PORT (Opening in "pillbox" through which  
the Catapult will fire)

(CONTINUED)

DANIEL  
Kup, Hot Rod! Look!  
(he points)

THEIR P.O.V. - THE CONSTRUCTICONS

as they start linking themselves together into enormous  
DEVASTATOR.

KUP (V.O.)  
Devastator!

ON DEVASTATOR  
as he rises up and starts FIRING,  
HAMMERING, TEARING AWAY at metal shields  
which create armored walls of the  
transformed City.

WIDEN SHOT TO INCLUDE MEGATRON, STARSCREAM, DIRGE, ET, AL.

as they line up behind Devastator, FIRING INTO THE CITY,  
ready to follow Devastator inside when he has torn the "roof"  
off.

ON SPRINGER, ARCEE, HOT ROD, KUP AT CATAPULT

as Springer LOADS TORPEDOES ONTO CATAPULT LIKE SLING

SPRINGER  
I got better things to do today than die.  
(he FIRES Catapult)

ANGLE ON CATAPULT

as it HURLS FLAMING TORPEDO BOMBS one after the other out the  
launch port and we FOLLOW THEM TO MEGATRON AND OTHER  
DECEPTICONS waiting for Devastator to open the way as a  
succession of torpedo-bombs explode, knocking them aside,  
some of the Torpedo-Bombs strike...

DEVASTATOR  
and explode harmlessly as Devastator  
continues to grunt and tear off armored  
layers of the city. He grabs Hot Rod and  
Kup and starts to crush them.

ARCEE  
Hot Rod!

CUT TO:

22.

EXT. THE EDGE OF THE EARTH'S ATMOSPHERE

as Optimus Prime's Space Shuttle hurtles in.

INSIDE THE SPACE SHUTTLE - OPTIMUS PRIME WITH DINOBOTS

OPTIMUS PRIME  
Dinobots. Destroy Devastator!

GRIMLOCK  
Uhhhh! Me Grimlock love challenge!  
Dinobots, transform!

DINOBOTS  
transform into humanoid mode, and, with  
Grimlock at the front... ...fly out of  
the shuttle in wedge formation, blasting  
in unison.

FOLLOW DINOBOTS  
In as they transform again and, in dino  
mode, swoop over to Devastator...

DEVASTATOR  
Roars towards the Dinobots.

THEIR BATTLE  
shakes the Earth...

...buckling City walls, menacing the Autobots inside. Hot  
Rod and Kup are released during the struggle.

ANGLE ON THE DINOBOTS

As they try to destroy Devastator... ... Their strength is  
more than matched and soon they are overwhelmed by him.

CUT TO:

EXT. THE BATTLEFIELD - MOMENTS LATER

Prime stands outside the dented shuttle with Sunstreaker and  
Hound. As he talks he shoots at a swarm of Decepticons who  
battle their way towards him.

PRIME  
Megatron must be stopped.  
(pause)

23.

PRIME'S POV - MEGATRON

The Decepticon leader stands a hundred yards away, vanishing  
and reappearing with the shifting waves of Generic  
Decepticons that charge back and forth.

PRIME (V.O.)

No matter the cost.

PRIME'S CHARGE: A SERIES OF SHOTS

PRIME'S CHARGE - HEROIC BATTLE THEME SONG

Optimus Prime leader and hero of the Autobots charges into certain doom. As he battles his way through the Decepticons, we HEAR an inspiring anthem of courage, strength and triumph, like "Eye of the Tiger". This theme will reprise during the film when the Autobots are battling at impossible odds. He charges headlong into the Decepticon forces which separate him from Megatron. Decepticons fire on him, but he takes the shots, and... Spinning and whirling like the Sundance Kid, he takes a lot out. Then, Decepticons attempt to block his charge and Prime... Like a powerback, transforms to Truck Mode and barrels into them, sending Decepticons flying around like shards of glass hit by a .45. ... finally, he is engulfed by an incoming swarm, and it looks like his attack is foiled.

MEGATRON  
as he commands his troops.

MEGATRON  
Their defenses are broken. Let the  
slaughter begin.

Then he turns and sees...

MEGATRON  
Prime!?

PRIME  
smashing through a wall of lesser  
Decepticons.

PRIME  
One shall stand, one shall fall.

CLOSE ON MEGATRON

his eyes blazing with hatred.

MEGATRON  
Why throw away your life so recklessly?

24.

ON OPTIMUS PRIME

Dirge takes a sneaky leap at him... Optimus stiffarms him with a shuddering clank... then turns him upside down with one hand and... drives him headfirst into the rocky ground, letting him crumple and fall.

OPTIMUS PRIME

That's a question you should ask  
yourself.

MEGATRON  
hurls himself at Optimus Prime... ....  
both tumble into the walls of the City...  
...denting the walls and causing the  
electronic panels inside to short  
circuit, surrounding them with a fiery  
nimbus of crackling electrical energy.

Ultra Magnus in car carrier mode barrels out of city carrying  
several Autobots. He and the others transform into robot  
mode and fire lasers at the Decepticons.

INTERCUT TO HOT ROD, KUP, DANIEL, ARCEE, BLASTER, PERCEPTOR,  
fighting their way to the battle of the titans.

HOT ROD  
We've got to save Prime! Punching...

KUP  
That's his fight, lad! Stay away.  
Shooting..

...And charging.

ANGLE ON OPTIMUS AND MEGATRON

Megatron attempts to kick Prime in the throat... ...Prime  
catches his foot, twists it... ... and hurls Megatron  
backwards into a metal pile.

MEGATRON  
grabs a jagged, spearlike piece of steel  
and hurls it at

PRIME  
The steel "spear" pierces his side and  
sticks in him as... ... he charges  
Megatron, ...dodging shots from  
Megatron's gun to... ...deliver a huge  
UPPERCUT which... ...lifts Megatron into  
the air so high that... ...

(MORE)

(CONTINUED)

25.

CONTINUED:

PRIME (CONT'D)  
his head butts sharply against  
overhanging concrete balcony, mashing him  
down...

MEGATRON  
lands and stealthily slips a laser dagger  
from his boot, turning and slashing at...



PRIME  
as he comes for him, tearing... ...a gash  
across Prime's midsection, which spews  
smoke and sparks and...

... dropping Prime to one knee.

MEGATRON  
(gloating)  
Farewell, Prime!

As Megatron hurls the laser dagger as we CHANGE ANGLE to -

OPTIMUS PRIME  
as he lifts chunks of broken concrete and  
catches the laser dagger on it, tossing  
it aside as he lunges at-

MEGATRON  
who claws his fingers and digs them into  
Prime's eyes

MEGATRON  
I'll rip out your optics! Optimus grabs  
Megatron's clawed hand in one of his  
hands, twists it in see-sawing test of  
strength which... Optimus wins in a judo  
toss which sends Megatron - - skidding  
face first through steel rubble, in a  
shower of sparks until he crashes into  
the side of the city.

ANGLE ON HOT ROD

He dispatches a Decepticon and turns to Prime.

HOT ROD  
That's showing him, Optimus!

KUP  
knocks two Decepticons on their tails and  
turns.

KUP  
Finish him off, Prime! Do it now!

(CONTINUED)

26.

CONTINUED:

ON MEGATRON  
as he spots a gun on the ground ahead of  
him

MEGATRON  
No more, Optimus Prime! Grant me mercy,

I beg of you!

ANOTHER ANGLE FEATURING OPTIMUS PRIME AND HOT ROD

as Optimus Prime warily moves out to look down at the cowering Megatron, keeping him in his gun sights.

OPTIMUS PRIME

You who are without mercy now plead for it. I thought you were made of sterner stuff, Megatron!

ON HOT ROD

as he sees Megatron go for the gun and leaps out to grapple with him

PRIME

Out of the way, Hot Rod.

MEGATRON AND HOT ROD

as Hot Rod grabs for the Blaster - - Megatron quickly gets Hot Rod in a headlock and using Hot Rod as a shield, gets the gun and...

BLASTS PRIME IN THE WOUND HE'D MADE WITH HIS LASER DAGGER

ON OPTIMUS PRIME

his midsection now glowing and smoking, a huge hole where the Blaster has struck.

ON MEGATRON

firing blaster again and again

MEGATRON

Fall! Fall!

Megatron tosses Hot Rod aside like a rag doll and stands above the dying Prime.

MEGATRON

I would have waited an eternity for this.  
Crawl, slave! On your knees!

27.

ON OPTIMUS PRIME

as he gathers his remaining strength and smashes Megatron with both fists clasped together.

OPTIMUS PRIME

(gasping painfully)  
Never!

He bashes in Megatron's torso casing, fracturing the sides which split, spilling wires, fuses, lights, circuitry. Megatron falls! Prime falls to his knees, tries to rise, collapses to his side and falls slowly back. HOT ROD runs over to him.

HOT ROD  
Optimus! Forgive me!

ANOTHER ANGLE- MEGATRON

Starscream and other Decepticons stand over the smoking body.

STARSCREAM  
(sarcastic, filled with false sympathy)  
How do you feel, Mighty Megatron?  
(he kicks Megatron)

MEGATRON  
(weakly clutching at Starscream's hand, gasping)  
Enshrine me!

STARSCREAM  
(drops Megatron's hand coldly, calls to other Decepticons)  
Take this scrap to Cybertron!  
Astrotrain, transform and get us out of here!

ANOTHER ANGLE- ASTROTRAIN

as he MOVES ONTO SCENE in Humanoid mode, showing battle burns and scars. Then, he converts to train mode, and rolls through a crowd of generic Decepticons, crushing many under his wheels, as he makes his way towards Starscream.

ANGLE ON THE EXODUS

Ramjet, Thrust, Dirge, the Constructicons, Soundwave and his cassettes, et.al. run towards Astrotrain.

28.

ANGLE ON KUP AND ARCEE

They fight for a moment, then they notice their attackers are beating feet...

ARCEE  
The Decepticons are retreating.

KUP  
Prime did it. He turned the tide! He shoots (O.S.) into...

A CROWD OF DECEPTICONS

Who fight each other for a place on the shuttle.

ANGLE ON STARSCREAM

dragging Megatron by one leg, callously disregarding the way Megatron's head and upper body BUMP AND GET KNOCKED from dragging.

THE AUTOBOTS

fire after them, closing ranks on the shuttle, and pouring shots into the melee.

ANGLE ON ASTROTRAIN

Decepticons make way for Starscream as he tosses the nearly lifeless Megatron into the shuttle and gets in. Then, standing at the door, he kicks other Decepticons away.

STARSCREAM

Astrotrain, take off.

ANGLE ON ASTROTRAIN

The shuttle takes off, leaving a number of generic Decepticons behind, who immediately raise their hands upon realizing that they are surrounded by Autobots.

DISSOLVE TO:

OPTIMUS PRIME

as he lies on an improvised bier-like platform, a profusion of electricity discharging tubes and "plasma" bottle devices hooked up to his arms and into his gaping middle wound.

(CONTINUED)

29.

CONTINUED:

SCANNERS

emit bleeps and show oscilloscopic patterns but sounds and wave patterns are steadily growing weaker and weaker.

PERCEPTOR

is bent over Prime, in microscope mode, examining him... He then transforms and straightens up, his voice strained and cracking with emotion.

PERCEPTOR  
I fear the wounds are...  
    (he can't finish what he's  
    going to say)  
INTERCUT TO HOT ROD, KUP, ARCEE, DANIEL  
AND OTHER AUTOBOTS as they react.

OPTIMUS PRIME  
    (using remaining strength to  
    makes himself heard)  
Autobots...do not grieve... Soon, I shall  
be one with the matrix.

HOT ROD  
    (a flash of hope)  
Prime!  
    (looks off at Prime)

HIS P.O.V. - OPTIMUS PRIME

His head is turned so all assembled can see. His eyes flicker weakly, his voice RUMBLES with overtone of vast weariness and resignation

OPTIMUS PRIME  
    (reaches up with right hand  
    with great effort)  
Ultra Magnus! It is to you, old friend,  
I shall pass the matrix as it was passed  
to me ....

ANOTHER ANGLE FEATURING ULTRA MAGNUS

as he steps forward unwillingly, mixed grief and surprise on his face

MAGNUS  
Prime, I'm just a soldier. I'm not  
worthy.

(CONTINUED)

30.

CONTINUED:

OPTIMUS PRIME  
    (gasping)  
Nor was I, but one day, an Autobot shall  
rise from our ranks and use the powers of  
the Matrix to light our darkest hour.

TIGHT SHOT - ULTRA MAGNUS AND OPTIMUS PRIME

Optimus Prime is tilted into half sitting position by other Autobots manipulating the platform as Ultra Magnus grasps his

hand with great emotion

OPTIMUS PRIME  
(voice failing, pressing on  
with it)  
Until that day...

Until all are one... Continue the struggle... (sags, gasps,  
hanging on) Transfer the Matrix of Leadership.

TIGHTEN SHOT ON ULTRA MAGNUS AND OPTIMUS PRIME

A distraught Ultra Magnus nods, reaches out with free hand  
and points his forefinger at Optimus Prime's chest. Then,  
pressing a button on Prime's chest, a small, secret doorway  
opens, and we see something extremely bright glowing in  
there. Ultra Magnus, nearly blinded by the intense light,  
reaches in, and lifts out --

THE AUTOBOT LEADERSHIP MATRIX,

-- and holds it for a moment in his hand.

ANGLE ON ALL

The bright light, which emanates from the perfect crystal,  
seems to blind everybody and washes all color out of the  
shot. Then, slowly, Ultra Magnus moves it into his own chest,  
closes the door, and the light is gone, save for a momentary,  
and extremely powerful glow from his eyes.

ON KUP, HOT ROD, ARCEE AND PERCEPTOR

They are all full of great sorrow.

ON PRIME - HE DIES

All of his lights go out, including his eyes.

DISSOLVE TO:

31.

UNICRON

Rotating satellite dishes on the surface spark with  
electricity. Dissolve inside Unicron to reveal scenes of  
Prime's death and the passing of the Matrix to Ultra Magnus  
playing on various monitors. Some of the scenes are in slow  
motion, others are sped up. The effect should be eerie.

CUT TO:

EXT. ASTROTRAIN

As it whizzes through the Solar System.

ASTROTRAIN  
Jettison some weight, or I'll never make  
it to Cybertron.

INT. ASTROTRAIN

The ship is packed with living, dead and wounded Decepticons.  
Starscream addresses them like an Athenian Orator.

STARSCREAM  
Fellow Decepticons, Astrotrain has  
requested that we lighten our burden!

ANGLE ON BONECRUSHER

BONECRUSHER  
In that case, I say it's survival of the  
fittest.

STARSCREAM  
So I hear a second on that?

ASSORTED SHOTS

HEALTHY DECEPTICONS  
Aye!

STARSCREAM  
And against?

NOT HEALTHY DECEPTICONS (WEAKLY)

NAY!

STARSCREAM  
The ayes' have it!

A robotic hand flips a switch, and chaos ensues. Strong  
Decepticons start heave-hoing the weaker ones out into space.

32.

DECEPTICONS

(AD LIB)  
Beat it! Spare me!

ANGLE ON STARSCREAM AND MEGATRON

Starscream picks him up and holds him up by the door.

STARSCREAM  
(sarcastic)  
Oh, how it grieves me to do this.

MEGATRON  
Wait, I still function!

Starscream kicks him out.

STARSCREAM  
Wanna bet?

MEGATRON IN SPACE - TRACKING

He shakes his fist.

INT. THE SHIP

The last of the weak Decepticons is tossed, and the others  
dust off their hands.

STARSCREAM  
Well, as Megatron has, how shall we say -  
departed. I nominate myself as the new  
leader.

ON THE CONSTRUCTICONS

SCRAPPER  
The Constructicons form Devastator, the  
most powerful robot. We should rule.

SOUNDWAVE  
Constructicons inferior. Soundwave  
superior.

BONECRUSHER  
Who are you calling inferior.

HOOK  
Nobody would follow an uncharismatic bore  
like you.

(CONTINUED)

33.

CONTINUED:

The five cassettes: BUZZSAW, FRENZY, RUMBLE, RAVAGE AND  
LASERBEAK pop from his chest transform, and prepare to  
attack.

RUMBLE  
Hey, nobody calls Soundwave uncrazmatic.

FRENZY  
Yeah! Let's kick tailgate.

THE CONSTRUCTICONS  
try to form Devastator, but...

HOOK



Constructicons, unite!

RUMBLE AND FRENZY

quake the ship so hard with their pile-driver arms that, with the help of Laserbeak, Buzzsaw and Ravage, they keep knocking the Constructicons off.

RUMBLE/FRENZY

No way!

Over the battle.

BLITZWING

I am a triple changer. I am worth any two of you. I should run things.

DIRGE

DIRGE

Death comes to anyone who crosses me. He attacks Blitzwing.

EXT. ASTROTRAIN - SAME TIME

He is flying a very wobbly course past Pluto...

ASTROTRAIN

Stop squabbling or we're gonna crash.

DISSOLVE TO:

EXT. SPACE - LATER

Megatron and the other dented, dinged and dead Decepticon bodies float through space. we follow the wailing Megatron and the others down to:

34.

THE SURFACE OF UNICRON

littering the otherwise beautiful technological expanse.

UNICRON

Welcome, Megatron.

MEGATRON

(looking around)

Who said that?

UNICRON

I am Unicron.

MEGATRON

Show yourself!

UNICRON

I have summoned you here for a purpose.

MEGATRON

Nobody summons Megatron!

UNICRON

Then it pleases me to be the first.

MEGATRON

State your business.

UNICRON

Bring me the Autobot Matrix. It is the one thing - the only thing that can stand in my way.

MEGATRON

You have nothing to fear. I have already crushed Optimus Prime with my bare hands.

UNICRON

You exaggerate.

MEGATRON

The point is, he is dead! And the Matrix died with him.

UNICRON

No. It has been passed to their new leader. Get it for me.

MEGATRON

Why should I? What's in it for me?

(CONTINUED)

35.

CONTINUED:

UNICRON

Your bargaining posture is highly dubious, but very well, I will provide you with a new body, and new troops to command.

MEGATRON

And...

UNICRON

And nothing.

You belong to me now.

MEGATRON

I belong to nobody.

UNICRON  
Perhaps I misjudged you. Proceed on your way to oblivion. The Mist appears and starts to dissolve Megatron.

MEGATRON  
(pleading)  
No, no. I accept your terms. I accept!

UNICRON  
Excellent! Behold - Galvatron! X-ray images: wiring, circuitry, etc. flash on and off as a new and larger being starts to form, changing from dented Megatron to a huge, new creation: Galvatron.

#### THE TRANSFORMATION - CREATION

ends in a blinding flash and Galvatron - who still resembles Megatron - laughs and flexes his muscles and stretches. His voice is deeper, different from Megatron's

GALVATRON  
Long live Galvatron!

UNICRON  
And these shall be your minions...

#### ANGLE ON OTHER DECEPTICONS

Their bodies are turned from battered Decepticons to...

(CONTINUED)

36.

CONTINUED:

SCOURGE  
SCOURGE (Sweep character) is bearded, fanged and ferocious looking and as soon as he has been CREATED, he roars and stretches and an ARRAY OF SIMILAR CREATURES - smaller and all wearing dark and matching uniforms - are INSTANTLY CREATED FROM OTHERS behind him

UNICRON  
Scourge, the tracker....and his huntsmen...the Sweeps....

#### ON CYCLONUS (NEW DECEPTICON WITH PLANE TRANSFORM ABILITY)

CYCLONUS is CREATED and then his "armada" of similar, but smaller and similarly colored and clad creatures are formed.

UNICRON  
Cyclonus, the warrior...and his  
armada.....

ANGLE FEATURING GALVATRON

GALVATRON  
To Cybertron!

He roars with a mad power-rush, gets into Cyclonus (who will be his personal ship) and leading the armada, takes off for the distant stars.

UNICRON  
(loudly proclaiming over the  
scene)  
Bring me the Autobot matrix! DURING  
UNICRON'S COMMAND we CHANGE ANGLE TO SHOW

LONG SHOT OF UNICRON

as Galvatron and his newly created force FLY UP AND AWAY with great speed.

GALVATRON  
I will rip open Autobot after Autobot  
until it is yours, Unicron.

CUT TO:

THE DECEPTICON HALL OF HEROES - STARScream

This is the closest thing the Decepticons have to a throne room. It is a massive, circular room with tombs of old leaders, and a raised area where Starscream stands.

37.

STARScream AND OTHERS

The Decepticon plane looks slightly ridiculous with cloak on his shoulders and Thrust and Ramjet at his side, weapons held high, but ready for action should anybody question Starscream's rule. In front of him stands Astrotrain holding a huge Metallic CROWN over his head.

OTHER DECEPTICONS  
in neat ranks but their grim expressions  
show their displeasure.

STARScream  
(preening)  
Get on with the ceremony! Dirge and  
others react to EERIE SOUNDS and look up  
and off. Starscream looks where others  
are looking and reacts.

HIS P.O.V. - GALVATRON AND HIS FORCES

as they descend in Hall of Heroes and Galvatron moves out to  
confront Starscream

ON STARSCREAM AND GALVATRON

STARSCREAM  
Who disrupts my coronation?

GALVATRON  
Coronation? This is bad comedy!

STARSCREAM  
Megatron, is that you?

GALVATRON  
Here's a clue!

HIS P.O.V -GALVATRON

as Galvatron transforms into cannon, FIRING A HUGE BURST ON  
STARSCREAM as BLAST hits him. For a moment, he retains his  
shape then piece by piece, he falls apart. Only a pair of  
boots remain on the floor.

GALVATRON  
He transforms back to robot mode and  
confronts other Decepticons boastfully.

GALVATRON  
Will anyone else attempt to fill his  
shoes?

38.

ON DECEPTICONS - THRUST, DIRGE, ASTROTRAIN, BONECRUSHER, ET.  
AL.

PAN for their reactions as they ponder for a brief beat and  
then exchange looks/

DECEPTICONS

(AD LIB)

LONG LIVE...

(they look at each other) What did he say his name was. He  
didn't.

GALVATRON  
Galvatron.

DECEPTICONS

LONG LIVE GALVATRON!

CUT TO:

UNICRON

Bit by bit, we see new sections of the  
planet being generated. Then, the  
sinister mist we saw at the beginning of  
the film starts pouring out.

He's about to do the big munch on..

THE FIRST MOON OF CYBERTRON -

PUSH IN TO - JAZZ AND CLIFFJUMPER

Standing outside the "netted" complex, looking off at...

UNICRON

A strange, LOUD HUM fills the air and the  
ground heaves and SHAKES beneath their  
feet

JAZZ

Where'd that come from?!

CLIFFJUMPER

Who cares? I'm more worried about where  
it's going!

(CONTINUED)

39.

CONTINUED:

JAZZ

(on communicator device)

Talk to me, Earth! We got a situation  
out here!

CUT TO:

AUTOBOT CITY- EARTH -LONG SHOT

Autobot City is almost rebuilt, and we see Kup and Hot Rod  
working with other Autobots to move large panels into  
position. In the background, two huge SPACE SHUTTLES are  
almost completed and Ultra Magnus is directing the work.  
During this ESTABLISHING SERIES OF SHOTS, we HEAR JAZZ'S  
VOICE OVER

JAZZ (V.O.-FILTER)

Roger me. Wilco me. Anything? Hello.  
Hello Earth.

CUT TO:

OUTSIDE OF LARGE SPACE SHUTTLE UNDER CONSTRUCTION

Springer and Arcee fit a hull section in place with Daniel motioning to them, directing the action.

BLASTER

He reacts to muffled transmission from Jazz.

BLASTER

I'm pickin' up a faint signal! BLASTER TRANSFORMS to blaster mode and Jazz's VOICE is broadcast loud and clear causing Springer, Arcee, and Daniel to react

JAZZ (V.O.-ON FILTER)

This is Jazz. I gi-normous weird lookin' planet just showed up in the suburbs of Cybertron....

CLIFFJUMPER

And it's attack...

STATIC obscures the message

ULTRA MAGNUS

Jazz! Cliffjumper!

CUT TO:

40.

THE FIRST MOON

is covered by Unicron's energy field, and slowly seems to dissolve.

ANOTHER ANGLE FEATURING UNICRON

a great maw works more intensely crushing bits of the planet.

CUT TO:

JAZZ AND CLIFFJUMPER ON THAT MOON

as quakes, tremors and cyclonic winds toss and tear at all structures on the moon and the energy field closes in on Jazz and Cliffjumper - who, using handholds every step of the way - et into

AN ESCAPE POD VEHICLE

as Unicron looms larger, larger, the energy field seems to dissolve the landscape.

JAZZ  
Got ...to....blast free....if we can.....  
They get in and start retro blasters, the  
flame of blasters whirling in wild winds  
as moon is engulfed.

CUT TO:

CLIFFJUMPER (V.O.)  
Ignition and....

SOUNDS of torrential winds, quakes, etc as moon is quickly  
becoming Unicron's lunch.

JAZZ (V.O.)  
Hit it!

ON ESCAPE POD

as it BLASTS OFF and away from Unicron with an EXPLOSION. For  
a moment, it looks like they are going to get clean away,  
but...

ANOTHER ANGLE  
Suddenly it is pulled deep into Unicron.

41.

ANOTHER ANGLE - THE MOON

as Moon shatters like a hollow egg and is sucked completely  
into Unicron's maw which closes around it with a snap.

CUT TO:

GALVATRON IN DECEPTICON HALL OF HEROES

Silence. No more winds. No more movement.

GALVATRON  
How dare Unicron?!  
(defiant)  
Cybertron and all it's moons are mine!

ANOTHER ANGLE ON GALVATRON

His body starts to twist making him writhe in pain powerless  
to resist

SCOURGE  
But remember, WE belong to HIM!

GALVATRON  
(gasping for breath, writhing,  
nods)  
I....will obey, Unicron! Decepticons, to  
Earth! The torture stops and Galvatron



clutches his throat and tries to regain  
his composure as we...

CUT TO:

EXT. AUTOBOT CITY -- ULTRA MAGNUS

He has a portable communication device. Spike and Bumble can  
be seen on it. Springer, Kup, the Dinobots, Blurr, and Hot  
Rod look on amid general gathering of Autobots. Arcee holds  
Daniel up on her shoulder so he can see. Blaster is in b.g.

SPIKE

It's like a terrible nightmare, Ultra  
Magnus.

BUMBLEBEE

This thing - this juggernaut just ripped  
the first moon to shreds.

SPIKE

And it's heading this way.

(CONTINUED)

42.

CONTINUED:

BUMBLEBEE

We'll try 'n slow it down...

SPIKE

But you'd better get here fast because...  
Suddenly, static obscures the  
transmission.

DANIEL

Dad!

ULTRA MAGNUS

Autobots, prepare to board the shuttles.  
This new menace is more dangerous than  
all the Decepticons put together.  
Somehow we must destroy it before it  
devours Cybertron.

DANIEL

But what about my dad? He's on the moon  
between that monster and Cybertron.

ULTRA MAGNUS

Daniel, I'll do everything I can for  
Spike.

HOT ROD

And what are we going to do when we get

there? If that thing crunches moons,  
it'll make short work of us.

ULTRA MAGNUS  
Maybe the Matrix can stop it.

HOT ROD  
You're right! It can.

KUP  
What do you know about it lad?

HOT ROD  
It's just a feeling.

Hot Rod looks up and sees something.

KUP  
Look!

THE AUTOBOTS TURN TO SEE

43.

POV - ANGLE ON ATTACKING DECEPTICONS

Decepticon ships seem to dive from nowhere to attack the  
Autobots.

ULTRA MAGNUS  
To the shuttles!!!

ANGLE ON DECEPTICON JETS

Galvatron is in the lead.

GALVATRON  
There is no escape. I, Galvatron will  
crush you just as the magnificent  
Megatron crushed Prime!

ULTRA MAGNUS  
And you'll die trying just like Megatron!  
Ultra Magnus fires Laser and hits  
Galvatron.

GALVATRON  
aaaaaaaah! Autobot cur!!

CYCLONUS  
You want me to gut Ultra Magnus for you?

GALVATRON  
There are plenty of Autobots for you.  
Ultra Magnus is mine!

THE BATTLE - QUICK CUT

Decepticons dive on fleeing Autobots.

ANGLE - ARCEE AND DANIEL

As Daniel looks up and Arcee moves over to him protectively.  
Hot Rod looks at Arcee in the same way she is looking at  
Daniel.

ARCEE  
Stay close to me, Daniel...

HOT ROD  
(to Arcee)  
And you better stay close to me... Arcee  
pulls Hot Rod toward her before he gets  
hit by laser

(CONTINUED)

44.

CONTINUED:

ARCEE  
No, you'd better stay close to me. Blurr  
is trying to get Grimlock into Shuttle  
with the rest of the Dinobots as  
Decepticon FIRE COMES IN ALL AROUND.  
Grimlock is like a "spooked horse"  
refusing to be shut in the barn.

BLURR  
(pleading with him, shoving  
him, talking very, very  
rapidly)  
Nice Dino, good, Dino, sweet Dino! Won't  
you step into the nice spaceship for  
Blurr? Please, pretty please.

GRIMLOCK  
(sticking head out past  
struggling Blurr)  
Me, Grimlock, not "nice Dino!" Me bash  
brains!

HIS P.O.V. - SEVERAL DECEPTICON JETS COMING AT HIM

GRIMLOCK  
He gives FIRE BREATHING BLAST AT JETS as  
they go by STRAFING THE

SHUTTLE , SHOTS RICOCHETING AROUND GRIMLOCK AND BLURR

THE DECEPTICON JETS

as Grimlock's BLAST SETS THEM ALL ON FIRE and they spin into one another as we CHANGE ANGLE TO

ULTRA MAGNUS

as Kup, Hot Rod and Arcee MOVE INTO SCENE  
BEHIND HIM

ULTRA MAGNUS

Kup, Hot Rod. Get the Dinobots out of  
here!

KUP AND HOT ROD

as they run into Dinobot Shuttle, retracting their entry ramp  
in

45.

HAIL OF FIRE FROM SCOURGE AND HIS SWEEPS.

ON SCOURGE

as he TRANSFORMS to Humanoid mode and  
shouts orders, FIRING AT Blurr who BLURRS  
PAST and then at Arcee who also SHIPS BY

SCOURGE

No survivors!

IN DINOBOT SHUTTLE

as Hot Rod squeezes past Sludge Swoop, and Slag to join Kup  
who is already at control deck where Grimlock sticks his head  
down to look out the window. Kup shoves him aside.

KUP

This reminds me of the battle on Alpha 9,  
when the Petro-Rabbits were...(annoyed)  
Grimlock, get your noodle out of my face!  
(starts throwing switches)

GRIMLOCK

Me, Grimlock, love Kup's war stories!

KUP

You're living one now!  
(to Hot Rod)  
Engage the boosters for Cybertron's sake!  
Hot Rod nods and quickly passes his hand  
over bank of SWITCHES all of which GLOW  
AND PULSE with the action.

ANOTHER ANGLE

as DECEPTICON FIREBALL COMES UP and  
SPLATTERS AGAINST WINDOW, sending tongues  
of fire running across the glass behind  
Hot Rod's head

HOT ROD  
You got 'em!

BACK TO KUP AND GRIMLOCK

Grimlock still trying to stick his face in the control panel  
as Kup works furiously and more DECEPTICON FIRE HITS THE SHIP

GRIMLOCK  
(to Kup)  
Tell Grimlock about Petro-Rabbits again.

(CONTINUED)

46.

CONTINUED:

KUP  
(muttering, using joystick)  
I'll give you Petro-Rabbits. Contact!  
The Shuttle lurches and shakes

ANGLE ON SHUTTLE WITH DINOBOTS

It takes off amidst a hail of Decepticon fire.

HOT ROD (V.O.)  
Yaaaaaaaaaho! We're airborne!

GRIMLOCK (V.O.)  
Grooooooowwwwwwrrrr!

ON CYCLONUS AND HIS "WING" OF PLANES

as they bank down toward RISING SHUTTLE FAR BELOW.

CYCLONUS  
Vaporize them!

Jets streak down toward upward rising Shuttle as we

CUT TO:

ANOTHER PART OF SHUTTLE LAUNCH AREA

Springer springs onto scene with Daniel, Ultra Magnus and  
Perceptor are guarding the entry ramp, firing at Decepticons.

SPRINGER  
(to Daniel)  
Looks like we're shipmates, squirt!

DANIEL  
All right!

SPRINGER  
But if you get space sick, you're gonna  
walk home.

ANOTHER ANGLE FEATURING ULTRA MAGNUS AND PERCEPTOR

ULTRA MAGNUS  
Hurry!

Blurr blurs up ramp. Arcee reaches the ramp as the shuttle  
takes off horizontally.

ON BOARD THE SHUTTLE- ANGLE ON SPRINGER  
as he reaches down for Arcee.

(CONTINUED)

47.

CONTINUED:

SPRINGER  
Jump.

ON ARCEE  
still going up the ramp while the  
shuttle slowly leaves the ground.

Just as the wind and gravity are about to knock her off, she  
jumps up and...

INSIDE THE SHUTTLE

Springer grabs her hand and pulls her in, narrowly avoiding a  
barrage Daniel is watching, terrified.

DANIEL  
That was close!

Concussion of Decepticon hit rocks the shuttle

SPRINGER  
Believe it or not, this is the fun part.

IN "COCKPIT" OF ULTRA MAGNUS' SHUTTLE

Ultra Magnus is at control deck with Perceptor as they "taxi"  
for launch and we see oncoming Decepticon jets firing at them

ULTRA MAGNUS  
No time to preheat....Can this ship take  
it?

PERCEPTOR  
With an accelerated ignition procedure  
the ceramic housings might create a  
magnetic flux.

ULTRA MAGNUS  
(baffled)  
What?

SPRINGER  
(ENTERING SHOT, reaches in and  
pushes joystick forward)  
He says "go for it!"

Powerful rockets ignite, and the shuttle SHAKES with the sound.

ANGLE ON RUNWAY

The Shuttle's rockets surge, melting the pursuing Sweeps as the Shuttle hits the sky and soars upwards.

48.

ON DINOBOT SHUTTLE

Cyclonus' Jets fire on it, as we CHANGE ANGLE ON ULTRA MAGNUS' SHUTTLE It roars up behind Cyclonus' jets and overtakes and smashes through them, scattering them as it pulls up alongside the Dinobot shuttle

INT. DINOBOT SHUTTLE- KUP AND HOT ROD IN "COCKPIT"

Grimlock is peering out of the side ports.

HOT ROD  
gives the thumbs up gesture.

ANOTHER ANGLE  
INCLUDING Ultra Magnus' shuttle through side port as Springer gives thumbs up signal in return and Daniel waves

ON SPRINGER  
as he turns and reacts, looking straight up and ahead

SPRINGER  
It ought to be smooth sailin' from here on in.

ON ASTROTRAIN AND DECEPTICON JETS

ASTROTRAIN  
Fuse them!

Astrotrain starts diving into upcoming Shuttles BLASTING AWAY.

INT. DINOBOT SHUTTLE - "COCKPIT"

as Kup struggles to hold controls, his shuttle also ROCKING

from direct hits

KUP  
(using intercom)  
Ultra Magnus...what next?

INT. ULTRA MAGNUS' SHUTTLE - "COCKPIT"

shuttle ROCKS WITH DIRECT HITS as Ultra Magnus struggles with controls

ULTRA MAGNUS  
Remember what we did off Beta Four!

(CONTINUED)

49.

CONTINUED:

KUP  
I remember it well.

ON THE SHUTTLES

They fire (O.S.) at...

A LARGE ASTEROID

With incredible precision, the rays strike the asteroid, splitting it in two parts.

ANGLE ON ONE OF THE ASTEROID HALVES

It shoots through space and strikes another asteroid, which, breaks into several pieces, many of them angling back towards...

GALVATRON'S SHIPS  
which swerve to avoid them as....

THE OTHER ASTEROID PART

Hits another moon or asteroid or general rock in space, doing the same thing... WIDEN SHOT to show that the pieces are shooting around like pool balls after an incredibly violent break... .. zinging into each other... .. Narrowly missing Galvatron's ship... .. Filling space with incredible amounts of Dust, lava from inside the moons, multi-colored gasses, explosions and generally making a mess of space. (Note: think of this scene as the "Asteroids" video game.)

ANGLE ON THE AUTOBOT SHUTTLES

As all of this is going on, they jam into hyperspace... .. Corkscrewing and arcing off into the galaxy, leaving only



blurred images of themselves as...

GALVATRON'S SHIP  
emerges from the chaos.

ON CYCLONUS

CYCLONUS  
The explosions jammed my sensors.  
(pause)  
I have lost track of the Autobots!

50.

ON GALVATRON

GALVATRON  
Damn it!! They did the same thing to me  
off Beta four!

DISSOLVE TO:

DEEP AND SERENE SPACE - ULTRA MAGNUS' SHUTTLE AND DINOBOT

SHUTTLE  
Possible song - optimistic adventure with  
the suggestion that all dreams might not  
happen.

as both shuttles soar majestically through the vast depth of  
infinite space.

ULTRA MAGNUS (V.O.)  
Congratulations Autobots, we've lost 'em  
at least for a while. So rest up. We'll  
refuel on the Junk Planet and work out  
our battle plan there.

INT. DINOBOT SHUTTLE - KUP

Kup sits spinning yarns, leaning back in chair as Grimlock,  
Sludge, Slag and Swoop lie, lounge, sit with chin on hands,  
all listening like little kids to a bedtime story - in rapt  
attention

KUP  
Yep, I remember the dust was so thick off  
Beta 4 had to use windshield wipers on  
your optic sensors....

GRIMLOCK  
(impatiently)  
Me, Grimlock, know all about wipers! Want  
to hear good part of story!

SWOOP  
(beating wings rapidly,

excitedly)  
Good part, Kup! Tell Swoop good part!

SLUDGE  
SLAG  
(excitedly)  
(beating tail on Unh unh unh....  
floor) Good part...tell

...tell...

(CONTINUED)

51.

CONTINUED:

KUP  
Okay, Okay. The dust was really thick  
and then this gigantic Ick Yak...

ON HOT ROD

He is practicing sparring with a SPINNING AUTO-COMBATANT - a very high tech quintain with many arms, legs, and weapons that test the user's skills, and reflexes. Hot Rod wears sparring gauntlet, and holds a small LASER DAGGER and special shield. As he lowers shield and reacts to Dinobot reactions to Kup's story.

HOT ROD  
Don't you think we have better things to  
do now than tell stories Kup?

KUP  
Like what?

HOT ROD  
Like maybe figure out how we're gonna  
stay alive.

DINOBOTS  
(ALL SHUSH HIM)  
As he is speaking, Auto-Combatant "sees"  
its opening and gives Hot Rod a swift  
kick in the rear, sending him flying  
(o.s.)

THE AUTO COMBATANT

Then hammers its fists on top of his head...

ON HOT ROD

Irked.

HOT ROD  
(continuing)  
Time out, for Cybertron's sake!

ON AUTO-COMBATANT'S FACE

as it sticks out a metal tongue and gives him a LOUD  
RASPBERRY

BACK TO SCENE

as Hot Rod rises and draws his fist back to clobber the Auto-  
Combatant

(CONTINUED)

52.

CONTINUED:

AUTO COMBATANT  
(mechanically, quickly)  
Time out, time out, time out! Suddenly,  
the shuttle rocks from impact and SPARKS  
and flames shoot out of large hole in  
wall

ON ULTRA MAGNUS AT CONSOLE INTERCOM

ULTRA MAGNUS  
Kup! Raise your force fields at once!  
They're armed with.....

ON GALVATRON ON "BRIDGE" OF FLAT TOP

as he presses firing button ...

ULTRA MAGNUS (V.O.)  
Moleculon Missiles!

ANGLE ON GALVATRON'S CARRIER

Particularly deadly looking missiles shoot out.

ANGLE ON THE DINOBOT SHUTTLE

It zooms towards a whopper of a planet, surrounded by several  
small moons. We will later learn that this planet is  
Quintesson, but for now, it's mysterious. The moleculon  
missiles streak after it like sidewinders.

INT. THE DINOBOT SHUTTLE

Kup and Hot Rod pilot the thing for all it's worth.

HOT ROD  
They're closing on us!

KUP  
Yep, like the shrikebats of Dromedon!

HOT ROD  
Yeah, how'd you beat them?

KUP  
I'm trying to remember...there were an  
awful lot of casualties that day...

ANGLE ON THE SHUTTLE AND MISSILES

The missiles streak toward them.

(CONTINUED)

53.

CONTINUED:

KUP (O.S.)  
Oh yeah, we inversed polarities.

HOT ROD (O.S.)  
That'll tear the ship apart!

KUP (O.S.)  
You got a better idea?!! With that, the  
ship seems to stop, on a dime, in mid  
air! The missiles zoom past it.

INT. THE SHIP (KUP AND HOT ROD)

Hot Rod watches wide-eyed, as Kup watches ahead warily, hands  
on the controls.

HOT ROD  
Okay, so you were right.

KUP  
Don't run your programs until they're  
debugged.

ANGLE OUT THE VIEWSCREEN

Suddenly, the moleculon missiles, reverse course and start  
coming back.

HOT ROD  
They're coming back.

KUP  
Let's just hope we've screwed up their  
trajectories.

ANGLE ON THE MISSILES

The missiles sidewind towards them, then their paths cross  
and

BOOOM!

Everything flashes white.

ANGLE ON THE DINOBOT SHUTTLE

HOT ROD  
Whew!!!

INT. THE DINOBOT SHUTTLE

Kup and Hot Rod look forward, their eyes, blinking, as if strained.

(CONTINUED)

54.

CONTINUED:

KUP  
Yep, I thought we'd had it that time for sure.

EXT. ANGLE ON THE SHIP

It sits next to a gigantic alien-made moon. Suddenly, a hatch opens and a massive grabber that looks like a lobster claw shoots out at it.

ANGLE ON HOT ROD

He sees the claw coming out of the viewscreen.

HOT ROD  
Dive!

ANGLE THROUGH THE VIEWSCREEN

The claw snaps on the front of the ship, smashing the window and...

ANOTHER ANGLE  
crushing the area between Hot Rod and Kup.

SPACE - ANGLE ON THE SHIP

As it explodes, flinging the Autobots inside down toward the Quintesson's planet.

CUT TO:

GALVATRON PURSUING ULTRA MAGNUS' SHUTTLE

CUT TO:

INT. ULTRA MAGNUS' SHUTTLE - ULTRA MAGNUS, SPRINGER

as they man control panel in cockpit. In the background, Blurr and Arcee work to patch other holes in hull and Daniel helps them. Perceptor slowly plots coordinates on light-up table, oblivious to SHAKES AND ROCKINGS of their ship.

SPRINGER

Kup and Hot Rod just bought it!

ULTRA MAGNUS

I can't deal with that now.

(CONTINUED)

55.

CONTINUED:

SPRINGER

Face it, Magnus, the Decepticons 're gonna dog us until they see us dead! Ultra Magnus nods solemnly

ULTRA MAGNUS

(cryptic)

Then that's exactly what they're gonna see.

CUT TO:

THE DECEPTICON FLAT TOP AND CYCLONUS' ARMADA

ON GALVATRON

as he works controls which eject more Moleculon Missiles.

HIS P.O.V. - ULTRA MAGNUS' SHUTTLE

electrical outline envelopes it and there is a... .. blinding flash after which... .. remnants of the hull and superstructure explode toward camera and past camera accompanied by explosive sound and then, silence! ... Where the shuttle had been there is now...nothing! Just loose asteroids and clouds of space dust

CYCLONUS

The Autobots have been terminated!

GALVATRON

Excellent. And soon we shall say the same of that infernal Unicron. Suddenly, Galvatron's body begins to twist, and he writhes in pain.

GALVATRON (CONT)

Aaaah! Take me to Unicron...Aaaah!

LONG SHOT ON THE HUGE FLAT TOP

as it veers off and away from the space cloud, followed by Cyclonus' Armada. Hold for a beat, and then CLOSE IN on the dust cloud as... ... part of Ultra Magnus' shuttle flies into the clear.

ANGLE ON THE COCKPIT

Arcee, Perceptor, Springer, Blurr are crowded together in cramped remnant of cockpit as Daniel and Ultra Magnus sit at the control deck

(CONTINUED)

56.

CONTINUED:

ARCEE

Did we have to detonate three- quarters of the ship?!

SPRINGER

Seeing how they would have detonated four quarters, I think it was a good choice.

SUDDEN SHUDDER AND THE SHIP DROPS

SHARPLY, all holding on to each other and to any protruding handhold

ULTRA MAGNUS

Perceptor....can you still locate the Junk Planet?

PERCEPTOR

Gamma waves in this sector of space create marginal navigation probabilities, however.....

(looks at Ultra Magnus)

ULTRA MAGNUS

Holds his head in his hands as Springer grimaces

RESUME ON PERCEPTOR

realizes he's overdoing it again, clears his throat

PERCEPTOR

Ahem.....yes I think I can.

LONG SHOT- SHUTTLE CHANGING COURSE TOWARD LARGE DISTANT PLANET

which we see as dim shadow on the edge of space

CUT TO:

A small, falling object appears high above Quintesson and hurtles down, down, over and over until it is in view and we see it is...

HOT ROD  
still cartwheeling down toward the planet  
below, trying to change the angle of his  
fall

HOT ROD - TRACKING

He plummets down through layers of atmosphere and continues to fall past shiny rock pinnacles of unusual construction as we

57.

CHANGE ANGLES TO

AERIAL VIEW OVER A VAST SEA OF LIQUID ENERGY

as Hot Rod falls into the sea, we CUT TO THE SILVERY ENERGY SEA Hot Rod sinks to the bottom where he collides with... ... a metallic reef, bounces, manages to right himself, shaking his head as he regains equilibrium, and... Then he transforms into auto mode modified for undersea action and starts riding off as he calls through intercom.

HOT ROD  
(bubbling, filtered voice)  
Kup....Grimlock? Slag!....Anybody? WE  
FOLLOW him through undersea world as he  
rounds a "corner" of the Reef Wall and  
reacts

HIS P.O.V. - A HUGE, MECHANICAL @ SQUID CREATURE

The ROBOTOID SQUID is tearing Kup to pieces and tossing the pieces across the ocean floor with its silvery metal tentacles

ON HOT ROD

HOT ROD  
Kup!

He transforms and blasts...

THE SQUID  
angrily streaks toward Hot Rod.

HOT ROD  
Fires at the Squid, but not stopping him.

ANOTHER ANGLE  
Hot Rod's shot plinks off a couple of



tentacles, but the squid keeps coming...

... Wraps his tentacles around Hot Rod and starts crushing...  
... Hot Rod looks like he's about to be crushed, but he...  
... Shoots ... Its hideous Optical Sensor.

THE SQUID  
releases a laser print ink stream which  
boils out in the water in a series of  
dots and "x" shapes and retreats.

HOT ROD  
Don't worry, I'm not coming after you.

(CONTINUED)

58.

CONTINUED:

HOT ROD  
lowers his head and blows blast of air  
through head-piece. The air blast clears  
the water, revealing Kup's head and torso  
half buried in the "sand"

ON HOT ROD AND KUP'S HEAD

as hot Rod kneels

HOT ROD  
Kup! Say something!

CLOSE ON KUP'S HEAD

as he turns head around to look up at Hot Rod and spits out a  
mouthful of sand

KUP  
(bubbling as he speaks)  
Fix me!

HOT ROD  
Sure, Kup....right away! Hot Rod rapidly  
PULLS KUP'S SCATTERED BODY PARTS  
TOGETHER.

CUT TO:

KUP AND HOT ROD ON THE RED DESERT SHORE OF THE ENERGY SEA

Kup stands impatiently while Hot Rod reassembles them.

HOT ROD  
Well...what do you think? Kup feels his  
elbow joint, twists his neck side to side  
and gets creaks and squeaks and moves  
legs in odd, creaky way as he is trying

himself out.

KUP  
(a beat, then grimaces)  
There's a piece missing.

HOT ROD  
No way....  
(sifts through pile of SCRAP  
METAL PARTS lying at Kup's  
feet)  
See, this wasn't yours...it's some kind  
of prehistoric ion cruncher....and this  
doohickey looks like a funky energon  
funnel... and this...

(CONTINUED)

59.

CONTINUED:

KUP  
(moving up and back, bending  
arms and hands, CREAKING,  
CLUNKING, SQUEAKING)  
Well, I still think I'm short a part!  
(sees Hot Rod hang his head)  
But all things considered, you did an  
amazing job, lad! Amazing!

HOT ROD  
(brightening)  
Really?

KUP  
(rotates arm rapidly)  
Yeah, you even got rid of a nasty burr on  
my rotator! Now, let's find the Dinos  
and get off this twisted planet!

ON KUP  
as he transforms it's evident that a  
fender is misplaced and a wheel mounted  
improperly so it wobbles and he rides  
unevenly with much chugging and oil  
spewing

KUP (V.O.)  
(in vehicular mode)  
Of all the circuit glitched diode blowin'  
dim-wittery... I told you a part was  
missin'.

we watch Hot Rod and Kup move off into the distance as we:

DISSOLVE TO:

ANOTHER PART OF QUINTESSON

Kup and Hot Rod walk along a swampy, marshy area. Suddenly, there are several loud gurgles, and we can see the shapes of something terrible emerging through the muck. Hot Rod spins to fire, but Kup bats down his arm.

PAN TO SHOW

EIGHT SHARKTICONS (in humanoid mode) surrounding them. The Sharkticons are smaller than the Autobots, but they look ugly and vicious.

KUP  
Don't act hostile. I'll use the  
universal greeting.

(CONTINUED)

60.

CONTINUED:

HOT ROD  
Universal Greeting.

KUP  
Watch. I'll have them eating out of my  
hand.

HOT ROD  
Or our faces.

Kup holds out his hands to show that he has no weapon. Then,  
he addresses them...

KUP  
Bah-weep-Graaaaaagnah wheep ni ni bong...

HOT ROD  
(mocking, mimicking)  
Bah-weep-Graaaaaagnah wheep ni ni bong...  
The Sharkticons look interested.

SHARKTICONS

(GROWL VERSION OF THE SAME

THING)

KUP  
See, the Universal Greeting works every  
time.  
(pause)  
Now, without making any sudden moves,  
give them an Energon goody. Kup reaches  
into his belt, presses a button and pulls  
out an Energon cube. Hot Rod, somewhat  
suspicious of the whole process does the

came.

They hold out the cubes and two of the Sharkticons take the Energon cubes, like dogs getting a treat. Then, the other six show up looking for cubes.

HOT ROD

This is getting expensive.

KUP

Don't worry, they'll reciprocate. They each hand out three Energon goodies to the remaining six Sharkticons... The Sharkticons eat them happily. Then, they back off, eyeing the two Autobots with menace.

(CONTINUED)

61.

CONTINUED:

HOT ROD

I thought they were supposed to reciprocate.

KUP

(not sure of himself)

Customs vary from place to place. Suddenly, the Sharkticons transform to their vicious mode and lunge at them.

The two robots, taken by surprise, fall backwards. PAN FROM the fallen robots to an area behind a tree. For just a moment, we see a small yellow Autobot in robot mode. There, then, as quickly as we realize what it is, it transforms into automode and vanishes in a flash. It was Wheelie.

THE SHARKTICON CAMP ON QUINTESSON - KUP, HOT ROD AND SHARKTICONS

Sharkticons march Kup and Hot Rod into a HOLDING PEN within a walled compound. As we FOLLOW THEM INTO PEN we PULL BACK and PAN to establish that entry procession is being watched by...

THE QUINTESSONS

slender, spindly framed robotic creatures with oversized five sided heads, each side bearing a different mechanistic face with a different expression on each - smiling, angry, grimacing, suspicious and the fifth face is not yet to be seen. As Hot Rod and Kup are led to certain death in the Quintesson dungeons, harsh, dissonant, metallic and terrifying music plays, underscoring the brutal evil they face,

KUP (V.O.)  
Reminds me of the Niter Slave Mines on  
Golgonath Seven....

HOT ROD  
Every place reminds you of some place  
else.....

KUP (V.O.)  
Experience, lad. You should learn to  
appreciate it.

HOT ROD  
A lot of good it's done us so far!

62.

ON HOT ROD AND KUP

as Hot Rod looks around and reacts sharply

HIS P.O.V.- THE QUINTESSONS

as we feature the Leader Quintesson who is taller and wears a  
different color robe from others. He is watching arrival of  
Kup and Hot Rod and his faces rotate so it goes from smiling  
face to suspicious face to angry face to furious grimace.

RESUME ON HOT ROD AND KUP

as Sharkticons shove and prod them, JOLTING them into the  
holding pen and locking the gate. Then, they install  
RESTRAINING BOLTS.

HOT ROD  
I can't transform!

KUP  
They're restraining bolts, lad.

HOT ROD  
(looking around)  
We got to get a new travel agent....  
What is this place?

PAN FROM HIS P.O.V. - A SHADOWED, ALCOVE LIKE HUT

as a figure moves forward slightly and speaks in a harsh,  
bass'o voice. It is GRANIX. We saw him in the first scene,  
escaping from his planet when Unicron ate it. {Note: The  
script says \*G\*ranix here. Not my mistake.}

KRANIX  
The world of the savage Sharkticons and  
their cruel masters the Quintessons.  
They hunt down those who try to escape

the wrath of Unicron, and put them on trial.

KUP  
But what if they're innocent?

KRANIX  
Guilty or innocent, the sentence is always the same - death!

HOT ROD  
Unicron?! Who's Unicron?

(CONTINUED)

63.

CONTINUED:

KRANIX  
A planet six times the size of this one that absorbs everything in its path.

KUP  
So that's the monster's name.

HOT ROD  
I wonder if there's any connection between it and Galvatron.

Suddenly, a Quintesson Guard roars in...

QUINTESSON GUARD (V.O.)  
That one!

All turn and look off, reacting as two Guards thunder in, grab Granix and pull him back out of the door. {NOTE: Another instance of the spelling of Granix}

ANOTHER ANGLE - INCLUDING THE LEAD QUINTESSON

as he points at Kup and Hot Rod

QUINTESSON GUARD  
Soon, you too shall receive your sentence.

THEIR POV - OUT THE WINDOW THE ARENA

Kranix stands on what almost looks like a wide diving board over a watery (or oily) pit teeming with Sharkticons.

LEAD QUINTESSON  
Jury, have you reached a verdict?

JUROR #1  
We have your honor.

LEAD QUINTESSON  
(to jury of Quintessons)  
Guilty.....Or innocent. I repeat.

KRANIX  
Spare me this mockery of justice.

LEAD QUINTESSON  
I repeat, guilty...or innocent.

JURORS  
Guilty!!

(CONTINUED)

64.

CONTINUED:

Jury's faces rotate to fifth expression - a DEATH'S HEAD ON GRANIX {NOTE: Yet another, final, reference to Kranix as Granix} Suddenly, the Robot is dumped into a pit of teeming Sharkticons and there is a mad frenzy. In moments, he is no more.

ANGLE ON KUP

He watches grimly through the bars.

KUP  
Not the end I'd wish for, lad.

DISSOLVE TO:

THE EDGE OF A HUGE, SHADOWY PLANET IN SPACE

as Ultra Magnus' Shuttle is BUFFETED BY WINDS AND STORMS as it enters the atmosphere of JUNKION.

INT. THE SHUTTLE

as it SHAKES AND RATTLES VIOLENTLY

DANIEL  
Where are we, Springer?

SPRINGER  
The place where everything ends up after you throw it out.

TIGHT ON BLURR

as he holds up hands and CROSSES fingers.

RESUME ON SPRINGER

Tenses and crouches protectively around Arcee and Daniel as we see mountains of junk whizz past the window.

ULTRA MAGNUS  
Brace for impact!

ON SHUTTLE - TRACKING

It plummets through the mountains and canyons of junk, narrowly avoiding crashing, but frequently hitting junk pinnacles or sides of junk walls, and causing avalanches of junk. By the time the ship lands, it is nearly indistinguishable from the junk.

65.

INT. THE SHUTTLE

Everyone is in a jumbled tangle - Ultra Magnus beneath Blurr, Perceptor upside down and hanging from torn end of stairway, Arcee crouched over Daniel and Springer with half his body sticking through the hull

SPRINGER  
(pulling himself free of hull wall)  
Remind me to give the Auto Pilot a raise... Daniel creeps out from under Arcee and shakes bits of broken metal and dust off his shoulders

DANIEL  
Wow! That was better'n the Roller Coaster at Future World!

PERCEPTOR  
(working scanner, computer device, thoughtfully)  
The composition of this planet seems to be a chaotic amalgam of discarded ferrous and non-ferrous articulations.

ULTRA MAGNUS  
(baffled)  
How's that?

SPRINGER  
(opening hull door with a RIPPING OF METAL)  
He says the planet's made of junk.

SPRINGER AND PERCEPTOR AT OPEN DOOR

as they look out on landscape of "living" junk

SPRINGER  
Yep, this dump is a dump.....



ULTRA MAGNUS  
as he straps on TOOL BELT

ULTRA MAGNUS  
We might be able to salvage this thing.  
(checks LASER DRILL, turns it  
on, off)  
Ultra Magnus starts for door followed by  
Blurr who takes up a saw and tool belt  
and Perceptor who rolls up Shuttle Plans  
as Daniel moves out to join them

(CONTINUED)

66.

CONTINUED:

DANIEL  
Can I help, too?

SPRINGER  
It's rough out there, kid. Stay inside  
and play with crayons or something.

ARCEE  
as she steps forward with a smile, a  
strange GRID LIKE "SUIT" in her hand

ARCEE  
I think Daniel can make himself useful  
with....this! It used to be Spike's.  
(holds Grid-like metal frame  
"suit")

DANIEL  
Wow! Dad's exo-suit. He told me about  
it but I never saw it.

ARCEE  
Here, try it on.

She starts helping him into the exo-suit.

ON DANIEL  
as he gets inside the "suit" which fits  
over his body like a grid-work metal  
"cage."

Daniel clips "cage" of Exo-Suit shut and stands up inside the  
gridwork which makes him taller and broader. He moves  
awkwardly, barely able to advance a step

SPRINGER  
Just think about what you want to do  
before you do it!

DANIEL

brows knitted, thinking.

SPRINGER

Don't fight it Dan-O.

He suddenly starts moving rapidly backwards, then sideways, then forward, then he starts dancing rapidly, then bounces off walls... ..spinning upside down, then flips over several times and lands in a splatter, legs spread, arms this way and that - amused, startled and unhurt.

(CONTINUED)

67.

CONTINUED: (2)

DANIEL

(continuing)

It's kind of tricky....

He suddenly flips around twice in mid-air then regains his feet and leans way over against Arcee for support. She laughs and pats his shoulder

ARCEE

For the first time out, you were great!

ON SPRINGER AT DOOR

as he sends down RAMP and motions to the others curtly

SPRINGER

Show time's over! We've got work to do!  
(he starts out)

EXT. THE SHUTTLE

as Springer, Arcee, Daniel et.al. come down the ramp and look around at the lush "vegetation" of growing junk clumps all around them and a long vista of junk mountains and spires of weathered junk-rock.

DANIEL (V.O.)

(whistles)

This must be the junk capital of the universe!

LONG SHOT- DANIEL AND THE OTHERS

as they start DIGGING for parts to repair the ship, sinister Junkions begin to emerge from the junk to watch them. Their leader, WRECK-GAR, speaks to his fellow Junkions.

WRECK-GAR

(in guttural, rusty, metallic

rumble)  
Stop thief! No welcome-wagon, "hello  
stranger!" that good coffee flavor

OTHER JUNKIONS  
Yeah, or your money back! Wreck-Gar shows  
large JUNK GUN with all sorts of razor  
sharp fins and rusty little rocket  
missiles mounted around the howitzer like  
barrel

(CONTINUED)

68.

CONTINUED:

WRECK-GAR  
Operators are standing by! They laugh in  
guttural, clanking sounds and look out at  
Springer and the others who keep working  
as we

CUT TO:

EXT. THE GATE TO THE QUINTESSON PALACE

At first, we see only the face of a sinister Quintesson  
gatekeeper, backed up by heavily armed Sharkticons.

QUINTESSON  
Greetings, noble strangers.

ANGLE ON THE DINOBOTS

They stand at the gate, looking more like kids showing up at  
your door wondering if you can come out and play, than like  
serious robots on a serious mission.

GRIMLOCK  
Yes, me, Grimlock, noble! Me, Grimlock  
search for friends.

ANGLE ON QUINTESSON AND GRIMLOCK

The Quintesson, showing his friendly face, smiles.

QUINTESSON  
And who might they be?

GRIMLOCK  
Autobots. Hot Rod and Kup.

QUINTESSON  
(feigning recognition)  
Oh yes. A young one and an old one.

GRIMLOCK  
Yes. You know friends. Where are they?

QUINTESSON  
They went down that path. He points to...

A PATH  
It probably isn't lined with primroses,  
but it should be.

GRIMLOCK  
GRIMLOCK You good friend to Grimlock. I  
reward you, sometime.

(CONTINUED)

69.

CONTINUED:

With that, the four Dinobots head towards the "primrose  
path."

ANGLE ON THE QUINTESSON

His head rotates and he smiles a sinister, evil smile.

EXT. UNICRON

Galvatron stands upon the demonic planet, in an extremely  
contorted position.

GALVATRON  
Why do you torture me?!

VARIOUS ANGLES ON UNICRON

We have no idea where this godly voice is coming from, but  
this place sure is spooky.

UNICRON  
You have failed.

GALVATRON  
No, Unicon. Ultra Magnus is dead.

UNICRON  
Then where is the matrix?

GALVATRON  
Destroyed, with him.

UNICRON  
The matrix can not be destroyed.  
(pause)  
And Ultra Magnus lives on the planet of  
Junk. Stalk him. Cut him open! And  
bring the matrix to me.

DISSOLVE TO:

EXT. THE PRIMROSE PATH

They step along the primrose path, not noticing as sinister things start to happen all around them.

ANGLE ON A METAL EATING PLANT

This thing looks like a metal version of a "venus fly trap," and it has a malevolent red eye which lights up. Swoop walks past it in humanoid mode.

70.

SNAP!

It misses him by an inch.

GRIMLOCK

Me Grimlock, positive Hot Rod and Kup  
close! Get thump, thump, thump...  
(taps his head hard)

ANGLE ON THE GROUND - IN FRONT OF SLAG

Suddenly, a section of stones drop away in front of Slag revealing a spiked pit...

SLAG

Me, Slag say you are full of beryllium  
balony. He is just about to fall in  
when...

ANGLE ON GRIMLOCK AND SLAG

Grimlock, in dino mode, slaps him with his tail, knocking him away an instant before he steps into the hole...

GRIMLOCK

Me, Grimlock, say you full of cesium  
salami! Slag gets up...

SLAG

Beryllium balony!

GRIMLOCK

Argh!

ANGLE ON GRIMLOCK

He is about to pounce on Slag when a massive tree, which is actually more like a sword, suddenly is spring and arcs toward him. The machete like blade strikes the ground, between Grimlock and Slag narrowly missing them. He turns and sees the thing sticking in the ground.

GRIMLOCK  
Me, Grimlock think trees here are cheap  
model.

SLAG  
Like your head! (laughs at own joke)  
Grimlock jumps on Slag and wrestles him  
to the ground. Suddenly, a SQUEAKY, ODDLY  
CHILDISH VOICE speaks from o.s.

(CONTINUED)

71.

CONTINUED:

SQUEAKY VOICE (WHEELIE)  
Friends find. Look behind.

GRIMLOCK  
(furious)  
Who say that?

HIS P.O.V. - WHEELIE

WHEELIE is the Wolf Boy of Quintesson - an Autobot who's been evading the Sharkticons since his parents' ship crashed, killing everybody else in his party. He wears a necklace of Sharkticon teeth, packs a three bladed laser knife and a special SLING which hurls FIRE STONES. He fears nothing, especially the Dinobots, and he cockily struts into the clear... ... walks right up Sludge's tail onto Sludge's back and then shinnies up his neck and jumps onto... ... Slag's head where he stands eye to eye with Grimlock

WHEELIE  
Friends find. Look behind. Many Face  
lie. You fool! You buy!

GRIMLOCK AND WHEELIE

GRIMLOCK  
(eyes blaze, furious)  
Me, Grimlock, "fool?"

WHEELIE  
(smiling breezily)  
Picture you got. Now fool you not!  
(he laughs in a wild, metallic  
cackle)  
Grimlock raises a claw to swipe Wheelie  
off Slag's head

GRIMLOCK  
Me, Grimlock, no like you!

ON WHEELIE  
as he scowls and quickly loads FIRESTONE  
IN SLING and slings it onto Grimlock's  
nose where it EXPLODES making Grimlock  
yowl and pull back, feeling his reddened  
nose and speaking through his nose  
angrily

GRIMLOCK  
(continuing)  
Dooooooooow! Why boy hit by dose?

(CONTINUED)

72.

CONTINUED:

WHEELIE  
(folds arms across his chest)  
Wheelie say, find friends today!  
(nods defiantly)  
Grimlock and Slag react as we

CUT TO:

THE QUINTESSON "COURTROOM"

Kup and Hot Rod stand on the platform over the Sharkticon  
pit. They are "bound" by restraining bolts.

ANGLE ON THE QUINTESSON JUDGE

QUINTESSON JUDGE  
Before we deliver your verdict, would you  
like to beg for your lives?

ANGLE ON KUP AND HOT ROD

Kup turns to Hot Rod.

KUP  
Remember when you put me together today?

HOT ROD  
(sarcastic)  
Sure, that's all I got to think about.

KUP  
I know what part you forgot.

QUINTESSON JUDGE (V.O.)  
Silence or I'll hold you in contempt of  
this court.

HOT ROD  
I have nothing but contempt for this

court.

ANGLE ON THE QUINTESSON JUDGES

Suddenly, their heads swivel around to deaths heads.

ON KUP AND HOT ROD

The platform drops away and they tumble...

KUP AND HOT ROD - TRACKING

Suddenly, Kup in double-jointed fashion slips out of the restraining bolt...

(CONTINUED)

73.

CONTINUED:

KUP

That doohickey you lost was part of my  
shoulder socket. Watch this, lad...  
without it, I'm double jointed as  
Houdini.

Then, he transforms to humanoid mode and shoots off Hot Rod's bolt.

HOT ROD

Wish you'd figured that out a little  
sooner.

KUP

Better late than never!

ANGLE ON THE SHARKTICON PIT

In full humanoid mode, they land, their weapons drawn.

ANGLE ON ALL

Kup and Hot Rod fire, driving some Sharkticons back.

HOT ROD

They've got more Sharkticons than we have  
photon charges!

Kup transforms to Auto mode.

KUP

Let's hold a demolition derby! Then, he  
roars into a bunch of them, slamming a  
massive stack into the wall.

ANGLE ON HOT ROD

He transforms, too and does the same thing.



ANGLE ON THE SHARKTICON PIT

As fast as the Autobots can run the miserable things over,  
new swarms of them come out.

ANGLE ON KUP AND HOT ROD

They clear out a circle in the center of the pit and  
transform to humanoid mode.

HOT ROD  
Didn't even bend a fender.

(CONTINUED)

74.

CONTINUED:

KUP  
Yeah, but look. There are a lot more of  
those cam dinging, grill-crackin' things.

WHAT HE SEES

is a wave of larger, more powerful Sharkticons.

HOT ROD  
We can't hold out forever, but we can  
give them one whopper of a repair bill.

ANGLE ON THE SHARKTICONS

They charge Kup and Hot Rod Kup and Hot Rod fire into them,  
destroying several, but are.... ... Soon overrun. The  
Sharkticons crawl all over them, munching on their metal.

SUDDENLY --

DINOBOTS (O.S.)  
(WAR WHOOP)

ANGLE ON THE DINOBOTS

They fly down and land on the pile, transforming into Dinobot  
mode.

ASSORTED SHOTS OF DINOBOT CARNAGE

SLUDGE in brontosaurus mode, swats several around with his  
tail, while stomping them with his feet.

GRIMLOCK  
Lowers his teeth to devour a much smaller  
Sharkticon, the Sharkticon bares his  
teeth, realizes that he's a second

stringer, and scampers away.

GRIMLOCK

Me Grimlock want to munch metal! Slag  
barrels into Sharkticons, making a quick  
shishkebob out of them, while...

Swoop picks two up with his claws, flies in the air and drops  
them on other Sharkticons.

THE SHARKTICONS

suddenly back off and begin transforming  
(bowing) to the dinobots.

75.

ANGLE ON ALL

Kup and Hot Rod dig themselves out of a pile of Sharkticon  
parts.

HOT ROD

I never thought I'd be so happy to see  
those big bozos.

ANGLE ON GRIMLOCK

He turns to Hot Rod.

GRIMLOCK

Me Grimlock no bozo. Me king!

ANGLE ON QUINTESSON JUDGES

They look down, their angry faces showing.

QUINTESSON JUDGE

Sharkticons! Execute them.

ANGLE ON GRIMLOCK

He points to the Quintessons...

GRIMLOCK

Me Grimlock say execute them.

THE SHARKTICONS

for a brief instant, don't seem to know  
what to do. Then, they charge the  
Quintessons.

THE CHASE

The Quintessons start to flee, but it's  
clear that the Sharkticons, who climb  
over the stacked bodies of other  
Sharkticons, are going to catch them.

KUP  
I think the problems on this planet will  
be solved very shortly.

ON HOT ROD

HOT ROD  
But what about our problems. We need a  
ship.

WHEELIE  
WHEELIE You get a ship if I get a trip.

76.

ANGLE ON HOT ROD

He turns to the little, feral, robot.

HOT ROD  
Who are you.

SLAG AND WHEELIE

The dinobot lifts up Wheelie.

SLAG  
Him Wheelie, him friend.

HOT ROD  
HOT ROD He'll be mine too, if he can find  
a Quintesson ship.

ANGLE ON WHEELIE

He points into the distance...

WHAT WE SEE

is the strangest looking corkscrew ship we've every seen  
sticking out of the ground.

HOT ROD  
That's a ship?

EXT. THE SECOND MOON OF CYBERTRON

PAN ACROSS an enormous stockpile of weaponry as we hear the  
terrible roar we have come to associate with Unicron.

SPIKE  
If this doesn't do it, nothing will.

ANGLE ON SPIKE

He sets a timer to 20 seconds. The L.E.D. clicks down.

BUMBLEBEE  
now with a new bumpersticker which is a  
Unicron with a red circle and slash  
through it, looks very fidgety.

BUMBLEBEE  
Let's get out of here.

77.

BUMBLEBEE AND SPIKE

They run over to a small space ship as... ... The timer  
counts down.

THE SPACESHIP  
takes off.

ANGLE ON THE SECOND MOON

Now, for the first time, we see what is really going on.  
Unicron looms behind it, about to do the big munch.

ANGLE ON BUMBLEBEE AND SPIKE

They roar away.

ON UNICRON  
His mist surrounds the planet...

ON BUMBLEBEE AND SPIKE

They stop their ship in space.

BUMBLEBEE  
Five, four, three, two, one...

ON THE SECOND MOON AND UNICRON

BLAMMMOLA!

An incredible display of fireworks goes off, seemingly  
blowing Unicron to smithereens.

ON BUMBLEBEE AND SPIKE

They slap palms. Then, they look up, horrified.

BUMBLEBEE  
It isn't even dented.

SPIKE  
Let's get out of here!

ON UNICRON  
The great Maw opens and we hear a grand  
cosmic roar! Suddenly, the smoke and

space junk from the explosion are sucked  
into his mouth.

ON BUMBLEBEE AND SPIKE

They try to fly away.

(CONTINUED)

78.

CONTINUED:

SPIKE  
We're being sucked into it!

ANGLE ON THEIR SHIP AND UNICRON

Despite the fact that their thrusters are on full power, they  
are still sucked into...

UNICRON...

Whose great mouth shuts when he's got the human and the  
Autobot.

CUT TO:

DEEP SPACE - THE PLANET JUNKION

ANGLE ON ULTRA MAGNUS' SHUTTLE

as Arcee and Springer work on the ship, while Perceptor  
watches.

PERCEPTOR  
Be sure the fittings are securely welded!

ANGLE ON BLURR

as he uses FLAME JETS FROM FINGER TIPS TO WELD joints where  
new "canopy" is fitted

BLURR  
(very fast, as usual)  
Absolutely, positively, definitely...

WIDE SHOT TO INCLUDE DANIEL

as he helps Blurr install a junk part.

DANIEL  
This exo-suit is fantastic!  
(to Blurr)  
Want me to do that?

BLURR  
Weld? You? Really? Well, why not? Give it  
a try, but think it through first! Daniel

knits his brow, extends FINGER OF EXO-  
GLOVE which is part of exo-suit.

CLOSE ON EXO GLOVE AND DANIEL'S HAND

as hand quivers and his finger shoots out a tiny flame which  
sputters, sparks and then goes out like a wet match

79.

RESUME ON BLURR AND DANIEL

BLURR  
Practice, practice, practice!

WRECK-GAR AND JUNKIONS IN HIDING

Wreck-Gar starts to motion them to the attack, and the  
Junkions ready their weapons.

WRECK-GAR  
Forward, avanti, apfel and like, go for  
gusto....  
(stops as OMINOUS ROAR comes  
from overhead and he looks up)

HIS P.O.V. - GALVATRON AND HUGE DECEPTICON FORCE

WRECK-GAR (V.O.)  
Hang on, this be industrial strength We  
watch...

ULTRA MAGNUS  
as he, too, hears and then looks up and  
sees the Decepticon force

ULTRA MAGNUS  
Decepticons!  
(to Springer)  
We've got to draw them off and then  
double back to the ship!

ANGLE ON CYCLONUS

with Galvatron piloting, races up and launches a particularly  
nasty looking missile which streaks INTO SHOT and...

ANGLE ON ULTRA MAGNUS' SHIP

... BLAMMOLA!!!!!!!!!!!!!!

Turns it into junk. Springer FIRES UP at INCOMING JETS,  
calling to the others

SPRINGER  
Cancel that last order.

ON ARCEE, DANIEL, BLURR

as Arcee transforms and moves off in one direction. Daniel looks at Blurr who is starting to transform

(CONTINUED)

80.

CONTINUED:

DANIEL  
What do I do?

BLURR  
Transform! You can do...  
(TRANSFORMATION complete, he  
blurs off and, in V.O. adds)  
...it!

Blurr GOES OFF outblurring past HAIL OF LASER FIRE from Ramjet scorching by overhead

ON DANIEL  
as he reacts, looks around, thinks, brows  
knitting, looking off, reacting

DANIEL  
Transform....

HIS P.O.V.- SCAVENGER

Coming at him from one side, Shrapnel coming from the other side

ON SCAVENGER  
as he starts reaching for Daniel

SCAVENGER  
Human germ!

ON DANIEL  
as his Exo-Suit SUDDENLY TRANSFORMS INTO  
auto mode and takes off and drives  
through...

...SCAVENGER AND SHRAPNEL, knocking them over.

DANIEL (V.O.)  
Wooooh!!

GALVATRON  
flies up to a ridge in advance of his  
forces, motioning to them to split off  
and follow...

EXT. JUNKION - THE CHASE

BIRD'S EYE VIEW - THE AUTOBOTS

They dash through the maze-like walls of junk, pursued by Sweeps, who strike them from above...

(CONTINUED)

81.

CONTINUED:

SWEEP

He lets out a rayblast...

ANGLE ON PERCEPTOR - TRACKING

... Hitting Perceptor and spinning him around... ... Until he stumbles to the ground.

ANGLE ON PERCEPTOR AND ULTRA MAGNUS

... Perceptor lies on the ground, stunned. ... Ultra Magnus stops next to him...

ULTRA MAGNUS

Perceptor!

... Suddenly, shots tear into the junk all around them as...

ANGLE ON A SWEEP

ROARS towards them...

ANGLE ON PERCEPTOR

He suddenly transforms to cannon mode and fires! ... Blowing the sweep to protons.

ON PERCEPTOR

He transforms to humanoid mode.

PERCEPTOR

It appears that my lacerations were primarily superficial.

ULTRA MAGNUS

Then move it...

ANGLE ON PERCEPTOR

He takes off.

ULTRA MAGNUS

Stays behind, taking a few shots at...

SWEEPS



which streak over in deadly formations.

ULTRA MAGNUS  
He stands and shoots.

SPRINGER (O.S.)  
Ultra Magnus!

(CONTINUED)

82.

CONTINUED:

Ultra Magnus turns to see...

THE OTHER AUTOBOTS

several yards down the junk-lined corridor.

PERCEPTOR (O.S.)  
Your estimated survival time is 10  
seconds.

ANGLE ON ULTRA MAGNUS

He shoots at the junk walls.

ULTRA MAGNUS  
Then use that time to escape! The Matrix  
was designed for an emergency like this.  
I'll try to unleash its power.

SPRINGER  
But what if it doesn't work.

ULTRA MAGNUS  
Until all are one!

THE OTHER AUTOBOTS AND JUNK WALLS

Ultra Magnus' ray hits the walls and they tumble down,  
separating him from the other Autobots.

ANGLE ON ULTRA MAGNUS

His back to a wall of fallen junk, he pulls out the matrix.

ANGLE ON GALVATRON IN CYCLONUS

Galvatron pops out of Cyclonus and both transform, to land in  
front of Ultra Magnus.

ANGLE ON ULTRA MAGNUS

Struggling to open the leadership matrix. He puts his hand  
inside of it and gets a powerful shock! He pulls his hand out  
quickly.

ULTRA MAGNUS  
Damn it!   Open it!

ANGLE ON GALVATRON

He laughs.

83.

ON ULTRA MAGNUS

He still struggles.

                  ULTRA MAGNUS  
         (baffled)  
Prime, you said the Matrix would light  
our darkest hour.

ANGLE ON GALVATRON

Four sweeps fly TOWARD CAMERA in formation.   Galvatron pops  
out a communication device from his helmet.

                  GALVATRON  
Sweeps, quarter him!

ANGLE ON THE SWEEPS - TRACKING

Four rope-like rays shoot out of them and...

ON ULTRA MAGNUS

wrap around his arms and legs.

ANGLE ON ULTRA MAGNUS AND THE SWEEPS

His arms and legs caught by the four ropes, he knows he's  
just about had it. He struggles for one last moment, then...

ANGLE ON THE SWEEPS AND ULTRA MAGNUS

Pulling their rays taut, the Sweeps fly in four separate  
directions, effectively drawing and quartering the Autobot  
leader...

ON ULTRA MAGNUS

As all of his limbs are separated from his body and scattered  
in the distance, he SCREAMS IN HORROR.

                  ULTRA MAGNUS  
         (SCREAMS IN HORROR)

ANGLE ON THE MATRIX

It tumbles from Ultra Magnus' hands to... ... Galvatron's

hands!

ANGLE ON GALVATRON

He holds the Autobot Matrix.

(CONTINUED)

84.

CONTINUED:

GALVATRON

Unicron, my "master," with this I shall  
make you my slave!

Galvatron gets into Cyclonus and flies off

DISSOLVE TO:

DANIEL

as he moves out and looks down at Ultra  
Magnus' remains

DANIEL

(tearful)  
Ultra Magnus!

ANOTHER ANGLE - BLURR, SPRINGER, ARCEE AND PERCEPTOR

as they move up beside Daniel.

BLURR

Without the Matrix there is no hope. No  
hope at all!

WRECK-GAR AND AN ARMY OF JUNKIONS

as they are moving in battle array towards the Shuttle.  
Junkions are an interesting species. They ride themselves.  
That is, the Junkions ride transforms of themselves, so that  
if their vehicle breaks down, the driver will become the  
vehicle, and the vehicle will transform to become the driver.  
They are gibbering, singing almost a wild kind of junk-rock,  
war-cry song which, like their language, is constructed of  
bits and pieces of the museum junk of our culture - a  
humorous aggressive song which makes a surreal kind of sense.  
"Slice 'em dice 'em... And that's all folks or your money  
back..."

ON WRECK-GAR

as he roars into the lead and shows his  
teeth

WRECK-GAR

Don't look behind door number two, Monty.  
It's time to play End-of-the-line-my  
valentine! Geroni-roni-doo-ron-ron-i-mo!

(he charges)

ON SPRINGER AND OUR FRIENDS

as they react

(CONTINUED)

85.

CONTINUED:

SPRINGER

Get gone!

Springer leads the way and Blurr, Arcee, Daniel and Perceptor follow and we MOVE TO A ROAD WARRIOR STYLE CHASE as Springer and Arcee ride on either side of Daniel and Perceptor with Blurr bringing up the rear- - zig zagging back and forth to keep the Junkions from getting at Daniel.

A JUNKION

roars alongside Springer on his motorcycle and throws out laser barbed grappling hook, trying to hook Springer. Springer ducks first pass of hook.

ON JUNKION

as he hurls GRAPPLING HOOK AGAIN

ON SPRINGER

as he catches HOOK BY THE CHAIN AND YANKS IT

THE JUNKION

goes flying off his motorcycle.,, He transforms into a motorcycle as The motorcycle transforms into a rider and hops on the new motorcycle and then...

...turns around to come back.

ON SPRINGER

He looks over, astonished.

SPRINGER

It's not hard to knock 'em down. It's getting them to stay down that's the trick.

ON ARCEE

as she fires at a Junkion who is trying to swerve her off the road knocking him off the motorcycle... The Junkion looks down at his missing arm, digs around in the junk for a minute, comes up with another, and then transforms to a

motorcycle.

ANOTHER ANGLE  
as Junkion rides over to her, starts  
belting her with junk sword

ARCEE  
They're indestructible!

(CONTINUED)

86.

CONTINUED: (2)

ON DANIEL  
as he skids, stopping his Exo-Suit as he  
reacts to what's ahead

DANIEL  
They're everywhere!

HIS P.O.V. - PILES OF JUNK

as Junkions arise out of every junk pile in sight and,  
gibbering, singing their junk-rock battle song, start moving  
in

ON SPRINGER  
as he stops and Arcee, Daniel, Perceptor  
and Blurr stop around him. They close  
ranks and look out at the Junkions grimly

PERCEPTOR  
Perhaps they're not as vicious as they  
look.

ON WRECK-GAR  
as he gnashes his teeth and grins and  
then BLINKS HIS EYES which roll to show  
eyes like ping pong balls. Wreck-Gar  
makes blipping noises as he does this

ON SPRINGER  
reacting to Wreck-Gar's noises and  
eyeball display

SPRINGER  
(to Perceptor)  
Positive thinking gets on my nerves.  
Suddenly, all react to sound and wind of  
passing space cruiser their P.O.V- HOT  
ROD, KUP AND DINOOTS IN CRUISER as it  
shoots past and banks, coming back for a  
closer look

SPRINGER (V.O.)  
It can't be....it's.....Hot Rod! He's  
alive!

DANIEL  
as he looks up at passing Cruiser and  
waves

DANIEL  
And Kup and the Dinobots! We're saved!

(CONTINUED)

87.

CONTINUED:

PERCEPTOR  
I wouldn't count on that!  
(indicating Junkions)

HIS P.O.V. - EVEN MORE JUNKIONS ARISING OUT OF THE JUNK HILLS

as Junkions newly risen from Junk look up and point at  
Cruiser and make hostile signs toward it, shaking weapons,  
etc.

INT. THE CRUISER - MOVING SHOT - VIEW THROUGH CANOPY

Hot Rod and Kup look down on the army of Junkions below  
surrounding their friends as they SWOOP BY

KUP  
Not since the Crocodillos of Strontero  
have I seen such a sight....

ANOTHER ANGLE GRIMLOCK

as he sticks his face up next to Hot Rod. Wheelie, riding on  
Grimlock's head, slips down to stand on console next to Hot  
Rod

GRIMLOCK  
Maybe they make me king, too!

KUP  
Don't hold your breath, your majesty.

WRECK-GAR  
as he watches Cruiser descend and start  
gliding in for a landing

WRECK-GAR  
Steady as she goes, mob! Snoopy visitors  
get mud in the eye bye and bye, and film  
at five!  
(gives thumbs up sign, RIDES  
OFF)

JUNKIONS

Everything must go by midnight! With a  
SINGING ROAR of musical, tribal  
excitement, the Junkions sweep Springer  
and our friends along with them,  
following course of landing Cruiser to

CRUISER LANDING SITE

Cruiser sets down and Junkions line up with weapons aimed at  
rampway as they watch door

(CONTINUED)

88.

CONTINUED:

ON DOORWAY

as Hot Rod steps out with big smile and  
hand full of energon sticks followed by a  
very wary Kup, and the Dinobots with  
Wheelie riding Sludge's neck.

INTERCUT TO SPRINGER, DANIEL, ARCEE ET. AL FOR REACTIONS

ON WRECK-GAR AND OTHER JUNKIONS

as they react to hot Rod's smile, Wreck-Gar trying to mimic  
that smile to his followers who laugh

ON HOT ROD

as he steps up beside Kup and gently pushes Kup's rifle aside

HOT ROD

(aside to Kup, still holding  
smile)  
Guns aren't exactly friendly.

KUP

(through his teeth to Hot Rod)  
Neither are they in case you haven't  
noticed.

HOT ROD

(sotto)  
What was the Universal greeting again?

WRECK-GAR

growls and slips a SNIPPER, BLOW TORCH  
CUTTING TOOL out of a holster and starts  
toward Hot Rod with it

HOT ROD

HOT ROD  
(big smile)  
Bah weep graaaaagnah wheep ni ni bong?

WRECK-GAR AND OTHER JUNKIONS

They look at one another, blink, then beam with smiles

WRECK-GAR

Bah weep graaaaagnah wheep ni ni bong?

HOT ROD

(nodding, smiling)

Bah weep graaaaagnah wheep ni ni bong?

(MORE)

(CONTINUED)

89.

CONTINUED:

HOT ROD (CONT'D)

(presses energon sticks  
forward)

As Hot Rod says this...

...Wreck-Gar takes the energon sticks and holds them over his head and... ...all the Junkions smile and cheer and start chanting the universal greeting phrase, laughing, clapping their hands and dancing around, taking Arcee's hand and... ... taking Springer and Perceptor and Daniel out into center of a square dance type gathering, moving back and forth with them dancing happily, singing the universal greeting in a melodic, rhythmic way

EVERYBODY

Bah weep graaaaagnah wheep ni ni bong Bah  
weep graaaaagnah wheep ni ni bong! Bah  
weep graaaaagnah wheep ni ni bong....

WRECK-GAR

hugs Hot Rod, and Perceptor who winces  
and tries to enjoy it, and then hugs  
Daniel, Wheelie, Arcee, laughing and  
dancing as SINGING goes.

ON GRIMLOCK

as he reacts to Wreck-Gar kissing his leg

GRIMLOCK

Yuck! Me Grimlock, not a kisser! Me,  
Grimlock, a king!

WHEELIE

claps his hands and gleefully makes  
noises as he hops about, dancing with  
Junkions until we CUT TO

WRECK-GAR

as he stands on top of platform and RINGS  
JUNK BELLS AND SIRENS getting silence and  
smiling as he waves hands all around

WRECK-GAR



Have a nice day and please, close cover  
before striking, friends! Amigos, buddies  
and side kicks, Bleep drit, aw rootie! So  
say the Junkions!  
(holds hands over his head)

ANGLE ON HOT ROD

He looks at them, strangely.

HOT ROD  
Where did you learn to talk like that?

90.

ANGLE ON WRECK-GAR

He reaches into his body, and about where a heart or some  
other organ would be, he pulls out a Watchman.

THE WATCHMAN  
On it is a crazy Eddy-type commercial.

WRECK-GAR  
We talk T.V. You talk some T.V.?

KUP  
looks around nervously.

KUP  
I talk some TV. And now, Hot Rod for the  
news. Don't touch that dial. Void where  
prohibited. JUNKIONS cheer wildly while  
the Dinobots react with uncertainty

RESUME ON WRECK-GAR

as he points off and shouts happily.

WRECK-GAR  
By George kimosabes your smashed up,  
blotto friend, soon like brand new with  
ninety day warranty all iciban parts and  
labor is!

HIS P.O.V. - JUNKIONS WITH ULTRA MAGNUS

The Junkions move Ultra Magnus' mangled body through an  
amazing assembly line, quickly piecing together his body  
parts, using junk when they can't find a part. Then, they  
lube him, dust him, spray him and polish him. Then, Wreck-Gar  
hits a switch, and Ultra Magnus' eye lights go on.

WRECK-GAR  
Happy motoring! Cock-a-doodle-do!

ON ULTRA MAGNUS

as he steps away from Junkion line of reconstruction and into group consisting of Hot Rod, Kup and Springer.

SPRINGER AND OTHERS  
(Ad lib jubilation)  
Ultra Magnus!

ULTRA MAGNUS  
You're all alive...

(CONTINUED)

91.

CONTINUED:

HOT ROD  
The matrix!

All turn to Ultra Magnus.

ULTRA MAGNUS  
It's gone...

KUP  
And with it, all hope.

HOT ROD  
No...  
(inspired)  
The matrix will not fail us.

ARCEE  
Didn't you hear Ultra Magnus. We don't  
have it anymore. Galvatron does.

HOT ROD  
Then we've got to trust in ourselves, and  
no matter what the odds, destroy  
Unicron.

ON WRECK-GAR  
His eyes light up.

WRECK-GAR  
Yeah! Destroy Unicron... Kill the grand  
poobah.... Flush cosmic troubles down the  
drain.

ANGLE ON JUNKIONS

JUNKIONS  
(almost chanting)  
Destroy Unicron... Kill the grand  
poobah... Flush cosmic troubles down the  
drain.

ANGLE ON SPRINGER

The Quintesson ship in the BACKGROUND.

SPRINGER  
Listen, I don't want to rain on anybody's  
parade, but how are we going to move the  
army to Unicron. We don't have enough  
room on that ship.

(CONTINUED)

92.

CONTINUED:

WRECK-GAR  
No fuss, no muss.  
(to others)  
Hurry, hurry. Sale must end! Rush right  
on down to bridge and test drive latest  
with no obligation.

Suddenly, several Junkions scramble to concealed doorways in  
the Junk.

ULTRA MAGNUS  
You have ships here?

WRECK-GAR  
New, improved Junkion planet, is sleek  
sexy import with turbo handling.

SPRINGER  
What's he talking about?

ANGLE ON QUINTESSON

Suddenly, boosters fire from the back side of the junk, and  
somewhere under all of the junk, we realize is a real space  
ship. Maybe the junk is the space ship. It takes off, bits  
and pieces of junk flying off as it moves.

SPRINGER  
This is what I call traveling in style.

DISSOLVE TO:

LONG SHOT- UNICRON

as Galvatron stands on the surface of Unicron, holding the  
Matrix.

GALVATRON (V.O.)  
Listen to me, or suffer the consequences.

UNICRON  
Aren't we getting pompous?

GALVATRON  
I now possess that which you most fear.  
Unicron LAUGHS and the force of it rocks  
the surface of the planet, knocking  
Galvatron to his knees.

GALVATRON  
You will do my bidding, or... Unicron  
roars with laughter.

(CONTINUED)

93.

CONTINUED:

GALVATRON  
...taste my wrath.

He leans down and starts trying to open the matrix.

ANOTHER ANGLE - FAVORING GALVATRON

IN THE BACKGROUND, we see Cybertron getting closer. Galvatron  
struggles with the Matrix, but gets a big shock.

UNICRON  
You underestimate me Galvatron.

ANOTHER ANGLE - GALVATRON ON UNICRON

He desperately struggles to open the matrix. The planet  
suddenly starts shaking. Galvatron is bathed in a reddish  
light, and looks up in horror!

ANGLE ON UNICRON

A hideous transformation is beginning. The surface of the  
planet in front of Galvatron opens up, and we see that the  
hideous light comes from eyes set on a hideous head!

GALVATRON AND UNICRON

Galvatron is maybe the size of a single tooth on the horrible  
head before him.

UNICRON  
For a time, I considered sparing your  
measly little planet, but now you shall  
witness its dismemberment!

ANGLE ON GALVATRON

Suddenly, the ground he stands on drops away, and he falls  
through space... ... Landing on a protruding plate which

sticks out of Unicron's chest.

GALVATRON - CLOSE

He looks around himself in horror and lets out a loud scream as he realizes the unimaginable horror that surrounds him.

ANGLE ON UNICRON - LONG SHOT

The massive planet transforms, arms and legs fold out of the enormous body, hands unfold from the arms, jets from it's back propel it towards... .. Cybertron, which, now looks lonely and vulnerable in space.

94.

ANGLE ON GALVATRON

He stands on a ledge on Unicron and desperately tries to open the matrix, but no cigar.

GALVATRON

No!!!

ANGLE ON CYBERTRON

Unicron enters shot and grasps at Cybertron with a hideous claw...

ANGLE ON A TOWER ON CYBERTRON

Shockwave talks into a communications device, as alarms sound and troopers run everywhere.

SHOCKWAVE

Decepticons...we're under  
attack...Scramble - Then his voice is cut  
off as...

SHOCKWAVE'S POV - OUT HIS WINDOW

Unicron's hand reaches towards the window, squeezes, and the walls crash in.

SPACE - UNICRON AND CYBERTRON

Unicron tears off the tower and crushes it as...

A FLEET OF DECEPTICON SHIPS

streak out of Cybertron and begin firing on the enormous planet. Here, we see the true scale of Unicron. The fighters are the size of bees as they attack.

ANGLE ON UNICRON

He looks down on the swarm of fighters and... ..Breathes

fire down on them. The fighters POP and burn like popcorn in a blowtorch. In moments they disappear like sparks from a fire.

ANGLE ON CYBERTRON

Decepticon troopers man a massive gun emplacement as... .. Unicron's huge hand reaches down... .. scraping buildings and... .. tearing out gun emplacements.

95.

ANOTHER ANGLE- UNICRON'S FACE

as he puts his face down so his mouth will receive all the rockets, laser blasts, etc.

THE DECEPTICON DEFENDERS

are silhouetted like ants in the foreground as Unicron OPENS HIS MOUTH and swallows the fire barrage

GALVATRON  
GALVATRON Stop feeding him, you fools!

ANGLE ON UNICRON AND CYBERTRON

As yet more Decepticon fighters rip out of the planet, it looks like Unicron is going to have a field day tearing it apart.

CUT TO:

EXT. SPACE - SAME TIME

The massive Junkion ship and the corkscrew cruiser piloted by Hot Rod and Kup race through the dark void.

HOT ROD  
I don't believe it.

INT. THE QUINTESSON SHIP - SAME TIME

Hot Rod, Kup, Springer, Arcee and Daniel as they also look through canopy, astonished

DANIEL  
Wow!

THEIR P.O.V. - UNICRON Destroying CYBERTRON

HOT ROD (V.O.)  
Doesn't it remind you of something, Kup?

RESUME ON KUP, DANIEL AND HOT ROD

as they MOVE CLOSER STILL. Kup is glassy eyed.

KUP  
(entranced)  
Nope, never seen anything like it.

(CONTINUED)

96.

CONTINUED:

HOT ROD  
I knew there had to be a first time....  
(using intercom)  
Battle stations!

LONG SHOT- HOT ROD'S CRUISER AND THE JUNKION SPACE SHIP  
as hatches open and the Dinobots start FLYING OUT.

INT. - CRUISER

Hot Rod shoves joystick forward and Cruiser DRIVES TOWARD  
UNICRON whom we see turn to take a swat at it through glass  
canopy

ON JUNKION SPACE SHIP

as it pulls up beside Hot Rod's Cruiser so they are both in a  
line.....The Dinobots behind both ships ...all diving toward  
Unicron's nose

INT. JUNKION SHIP - WRECK-GAR AT CONTROLS

As Wreck-Gar also has joystick shoved down and watches  
Unicron's face loom closer, closer, closer

LONG SHOT- CRUISER, JUNKION SHIP AND DINOBOOTS IN FORMATION

as Unicron smiles and cups both hands together, preparing to  
catch the lot of them as soon as they get within reach

UNICRON'S CHEST  
Galvatron, the matrix hanging around his  
neck. Transforms to Cannon and fires up  
at... ... A bright panel on Unicron's  
chest...

BLAAAM!

He hits the panel and lights and sparks fly out, causing the  
gigantic robot to flicker momentarily.

ANGLE ON UNICRON

The monster lets out a ROAR! Then, reaches down, picks up

Galvatron and drops him into his mouth like a raisin.

ANGLE ON GALVATRON

He drops into the deep pit of Unicron's mouth, narrowly avoiding both a torrent of fire, and his sharp, crushing teeth.

97.

EXT. THE SPACE BATTLE - SAME TIME

As the Junkion cruiser comes close, Unicron lets out a burst of fire... .. Flames lick the ship, but when the fire subsides, nothing has happened.

WRECK-GAR (V.O.)  
Patented enamel resists fire, rain and corrosion. Five year warranty, satisfaction guaranteed.

OTHER JUNKIONS  
Or your money back!

The ship fires back, dumping rays into... .. Unicron's face, but not really doing any damage.

UNICRON AND JUNKION CRUISER

Unicron grabs the Junkion cruiser with both of its hands and...

CLOSER  
... tears it in half.

WRECK-GAR (V.O.)  
Unshakable, unbreakable, unbeatable. And for a limited time we include...

INT. CRUSHED JUNKION SHIP

As Ultra Magnus, Perceptor and the others watch in amazement...

WRECK-GAR (CONT'D)  
Free bonus surprise!

JUNKIONS  
Free bonus surprise!

THE JUNKIONS RUN AROUND

welding things... ..screwing things together... .. and kicking control panels to make them work...

EXT. SPACE



Both halves of the Junkion ship act as independent space ships.

PERCEPTOR (V.O.)  
Most unscientific, but... effective.

98.

EXT THE SPACE BATTLE

As the Quintesson ship shoots toward Unicron's face.

THE CRUISER  
Is suddenly struck by a ray from  
Unicron's eye, and half of it is knocked  
off.

INT THE CRUISER

Lights go off, and the Autobots are thrown around like toys.

ANGLE THROUGH THE VIEWSCREEN

They are heading right to Unicron's eye.

ANGLE ON UNICRON AND THE CRUISER

Unicron swipes at the cruiser, but misses. The Cruiser  
crashes right through Unicron's eye like a corkscrew!

UNICRON (V.O.)  
Graaaaaaaaaaaaaa!

INT. UNICRON'S HEAD - SAME TIME

The cruiser rips through the eye socket and smashes through  
several electrical membranes that are, in fact, Unicron's  
brain.

ANGLE ON THE SHIP

As the ship tumbles through, it dumps off the various  
Autobots like rubbish and disintegrates.

ANGLE ON HOT ROD

He tumbles out of the rubbish and down a deep pit (which we  
can assume is a robotic sinus or something)

EXT. THE BRAIN AREA

Kup, Springer, Daniel and Arcee are scattered about the floor  
in the giant, flickering chamber.

DANIEL  
Where's Hot Rod?

SPRINGER  
Sees something in the distance.

(CONTINUED)

99.

CONTINUED:

SPRINGER  
I don't know, but I hope they didn't get  
him.

WHAT HE SEES

Are dozens of hovering Robots that look like floating bear  
traps, snapping their jaws as they drift slowly towards the  
Autobots.

ANGLE ON THE AUTOBOTS

KUP  
Debugoids!

ARCEE  
Quick! This way.

They run into a long, cave-like chamber which looks like the  
central nervous system or something.

CUT TO:

INT. ANOTHER CHAMBER - LATER

Hot Rod drops through the darkness and lands in a pile of  
miscellaneous junk.

ON HOT ROD

He slowly gets up and looks around the chamber.

WHAT HE SEES

Pan as Hot Rod looks over various different bits of junk,  
until he sees the glowing shape of the Autobot Matrix  
apparently suspended in mid air.

HOT ROD  
The Autobot Matrix!

Then, suddenly two red, burning eyes light up above the  
matrix, and we see the hideous form of Galvatron.

GALVATRON  
It will do you no good, Autobot. It  
cannot be opened.

ON HOT ROD

He stands up and walks towards Galvatron.

(CONTINUED)

100.

CONTINUED:

HOT ROD  
Not by a Decepticon.

ANGLE ON HOT ROD AND GALVATRON

Hot Rod steps towards Galvatron.

GALVATRON  
It is strange that we should find  
ourselves as allies...

ON GALVATRON  
Suddenly, his body is violently twisted,  
and his arms are almost broken off.

GALVATRON  
Uhhhh...

UNICRON  
Destroy him, or feel yourself torn from  
limb to limb.

GALVATRON  
Of course, my master!

ANGLE ON GALVATRON AND HOT ROD

Galvatron takes a shot at Hot Rod. ... Hot Rod dives away, as  
electricity seems to flash everywhere.

ON GALVATRON  
He peers into the gloom.

GALVATRON'S POV - PANNING THE ROOM

Hot Rod is nowhere to be seen amidst all of the junk.

ON GALVATRON  
Weapon drawn.

GALVATRON  
Puny Autobot, you lack even Prime's  
courage. There is no response.

CUT TO:

EXT. SPACE - THE BATTLE

ASSORTED SHOTS  
Unicron now stands atop Cybertron,  
fighting the various ships that swarm  
around him like bees. ... Rays streak  
from his one good eye. ...

(MORE)

(CONTINUED)

101.

CONTINUED:

ASSORTED SHOTS (CONT'D)  
His hands smash fighters... .. Fire  
shoots from his mouth.

THE DINOBOTS  
Now reaching Unicron's butt, start  
kicking.

GRIMLOCK  
Me Grimlock kick Butt.

ANGLE ON UNICRON

Suddenly; he looks down, sending down a searing blast of  
fire.

ANGLE ON THE DINOBOTS

They transform to robot mode and fly away.

GRIMLOCK  
Me, Grimlock, need new strategy.

CUT TO:

INT. THE CORRIDOR IN UNICRON -- SAME TIME

Kup, Arcee, Springer and Daniel dash down the corridor.  
Suddenly, Daniel's foot is caught in a maze of wiring.

ANGLE ON THE OTHERS

Not noticing, they keep running.

ANGLE ON DANIEL

He tries to pull his foot out. No luck. Then, he looks up.

WHAT HE SEES

The Robotic Antibodies are drawing very close to him.

DANIEL  
He looks o.s. towards the others.

DANIEL  
Help...

ANGLE ON KUP AND ARCEE

They turn around and see Daniel about to be munched by the antibodies.

ARCEE  
Daniel!

102.

ANGLE ON SPRINGER, KUP AND ARCEE

They dash down the corridor firing on...

THE ROBOTIC ANTIBODIES

Their shots hit some, knocking them to scrap, but there are so many of them, that they can't hold back the tide as it...

ANGLE UNDER THE ANTIBODIES

Daniel, unscathed by the things, which hover over his head, munching their way towards the Autobots, gets his foot free.

DANIEL  
I'm okay. They don't even see me.

ANGLE ON THE AUTOBOTS

It looks like Custer's last stand as they are surrounded by the vicious antibodies.

KUP  
They must not programmed to catch flesh creatures.

SPRINGER  
Us, on the other hand...

ARCEE  
Daniel... Try to find help! Arcee fires...

HER SHOT - TRACKING

Misses the Antibodies, but strikes a large tube.

ANGLE ON THE TUBE

When it is hit, it pours a torrent of liquid which...  
Goes over the swarm of Antibodies, but hits Daniel...  
Carrying him away in a flood of glowing liquid.

ON DANIEL - TRACKING

He shouts as he finds himself in a river of flowing goo.

CUT TO:

103.

INT. UNICRON - A FLOWING TUNNEL

Daniel     rips through what seem to be endless caves on the  
torrent     of liquid, until he is dumped down a high waterfall  
into...     .... A glowing lake. ... He stays under for a  
moment,     and then bobs up to see...

UNICRON'S STOMACH

This is the central processing area for  
Unicron's "food" and "energy." A long  
conveyer belt drops junk into a clear,  
bubbling vat, where it is separated into  
raw material and energy. The energy,  
which comes out in raw form, goes into a  
machine and is crunched into energon  
cubes, while the solid material, is  
separated into it's component metals and  
plastics, formed into ingots and sent  
elsewhere in an assembly line fashion.

DANIEL

watches this with awe until he sees...

ANGLE ON THE ASSEMBLY LINE

... Several Decepticon troopers hanging from cables like  
shirts at a dry cleaners are dropped into the bubbling vat,  
and in moments converted to nothing... ... Then, Cliffjumper  
and Jazz roll out of the line...

ON DANIEL

He dashes to the shores of the glowing  
lake...

DANIEL

Cliffjumper! Jazz!

And then Spike comes rolling down, followed by Bumblebee!

DANIEL

Bumblebee!     Dad!

ON CLIFFJUMPER, JAZZ, AND SPIKE

They look down, but can't move because they are held by  
massive pincers.

SPIKE

Shut off the control, Daniel. Daniel  
looks around.

Then, he sees.

(CONTINUED)

104.

CONTINUED:

A CONTROL  
.. which controls the whole thing.

ON DANIEL  
He runs up a catwalk towards it....

ANGLE ON DANIEL

He reaches the flickering panel.

DANIEL  
What do I do? It doesn't have any  
buttons or anything.

ANGLE ON SPIKE - TRACKING

He looks down.

SPIKE  
Shoot it, Son.

DANIEL  
But I don't have a gun.

SPIKE  
Use your exo-suit.

ANGLE ON DANIEL

He looks down at his hand and concentrates as hard as he can.  
Then, a spark comes out. It grows longer.

ANGLE ON THE MACHINE

Spike and the Autobots are about to go in.

CLIFFJUMPER  
Hurry!

DANIEL  
Starts frying the command console!

ANGLE ON THE LINE

It keeps moving. Then, Cliffjumper is dropped in!

ANGLE ON DANIEL

He looks back, and to his horror sees Jazz, Bumblebee and his  
father about to be dropped in. He keeps firing. The panel  
starts exploding!

(CONTINUED)

105.

CONTINUED:

DANIEL  
I can't stop it!

ANGLE ON THE ASSEMBLY LINE

Jazz drops in, then Bumblebee, then Spike.

DANIEL  
turns around and sees this.

DANIEL  
Dad!

There is no answer. Play the moment. Then...

SPIKE  
Son.

ANGLE ON THE VAT

It is empty. The Autobots and Spike sit at the bottom,  
smoking but alright.

SPIKE  
You did it!

CUT TO:

INT. THE DARK CAVERN WITH GALVATRON AND HOT ROD

Galvatron, the Matrix at his neck, stalks around the room.  
Looking everywhere for Hot Rod.

GALVATRON  
Come out, Autobot. We all must die  
sometime.

Suddenly, shockingly, Hot Rod jumps out of the floor and  
grabs Galvatron, sinking his fist into the Decepticon's face.

GALVATRON  
stumbles backward.

ANGLE ON GALVATRON AND HOT ROD

Galvatron jumps at Hot Rod... ... Hot Rod transforms to a  
car and races away...

ANGLE ON GALVATRON

He transforms to cannon mode and fires... ... Hot Rod



transforms to humanoid mode and the shot goes through his legs. ... Then, he fires back at Galvatron... ...

(CONTINUED)

106.

CONTINUED:

Hitting him as he transforms back to humanoid mode and angering him. .Raises his gun, then lowers it.

GALVATRON

No, I will crush you with bare hands. Hot Rod transforms back to car and tries to race away... ... Galvatron jumps after him and catches him... ... Hot Rod, nearly pinned by Galvatron transforms to humanoid mode.

... Galvatron wrestles him to his back.. ... The Adolescent Robot tries to fight back, but the other is stronger. ... Galvatron puts his hands around Hot Rod's neck and starts squeezing. ... We hear the crunching of metal.

GALVATRON

First Prime, then Ultra Magnus and now you. It is a pity Autobots die so easily or I might have a sense of satisfaction now. Hot Rod desperately gasps and pulls at Galvatron's hands...

EXT. SPACE - THE BATTLE

Unicron shoots down more Decepticons with his remaining eye, while he crushes the Junkion ship.

INT. THE JUNKION SHIP

The walls crush in. The Junkions and the Autobots are being smashed together.

WRECK-GAR

Ashes to ashes. Junk to junk.

INT. THE DARK CAVERN

Galvatron still strangles Hot Rod.

HOT ROD

Gasps.

GALVATRON

Die!

ANOTHER ANGLE

On Hot Rod, his hands, nearly dead, spring to life for a moment and grasp the Matrix which hangs from Galvatron's chest.

ANGLE ON THE MATRIX

Suddenly, it lights up.

ANOTHER ANGLE

A miraculous transformation takes place.  
... Hot Rod begins to grow at an  
alarming rate. ... Age shows on his  
face. ... He is stronger and wiser.

OPTIMUS PRIME

Arise, Rodimus Prime.

HOT ROD

Optimus!

ANGLE ON GALVATRON

He fires at Hot Rod as...

GALVATRON

Nooooooooo!

... Hot Rod gets up. ... The shot doesn't even dent him.

HOT ROD

This is the end of the road, Galvatron.  
With that, he picks up the Decepticon and  
throws him through...

EXT. UNICRON - SAME TIME

... Unicron's side...

CUT TO:

INT. THE DARK CAVERN

Hot Rod, bathed in the glow of the matrix. Sticks his hand  
in the way we saw Galvatron and Ultra Magnus try earlier.  
There is no shock. Then, like pulling the pin on a hand  
grenade, he unleashes the spiritual equivalent of a bomb!

ASSORTED SHOTS - INVASION OF THE MATRIX

The matrix rips through Unicron's body, blowing up wires  
causing floods and generally causing havoc.

EXT. SPACE - THE BATTLE

Unicron suddenly lets out a scream and lets go of the Junkion  
ship, sending it hurtling.

INT. THE JUNKION SHIP

It tumbles through space.

AUTOBOTS AND JUNKIONS

(THEY SCREAM WITH EXHILARATION)

ANGLE ON UNICRON

Suddenly, he starts tearing into his body.

EXT. SPACE

Unicron writhes in space, tearing himself apart, ripping off a leg, and sending out sparks like a roman candle.

CUT TO:

INT. THE CORRIDOR WHERE KUP ET.AL ARE TRAPPED

They are overrun by the antibodies. One takes a whopper bite out of Springer's chest.

SPRINGER

I'm almost out of energy. Suddenly, he looks up and sees one of the creatures explode above

HIM.

Then another explodes, then another.

SPRINGER'S POV - A WALL OF ANTIBODIES

Suddenly, every antibody in the wall begins exploding, and through the carnage, we see Bumblebee, Spike, Daniel, Cliffjumper and Jazz.

ANGLE ON THE BATTLE

The last of the antibodies is blown away, and Kup, Arcee and Springer sit up amidst a pile of antibody bodies.

SPRINGER

That's what I call the nick of time.

ANGLE ON ALL

Suddenly, an entire wall vanishes as Unicron's hand tears at things.

(CONTINUED)

CONTINUED:

JAZZ  
Let's burn rubber!

ANGLE ON THE TUNNEL

They transform. The humans jump in.

THE CHASE - TRACKING

They race up the tunnel, one step ahead of Unicron's hand  
which shoots after them, pulling apart what we know must be  
pieces of his brain... Then, they reach what seems like a  
dead end. In fact, it is the back side of Unicron's good  
eye. The hand comes in after them!

ANGLE DOWN THE CORRIDOR

An unbelievably fast and powerful robot races towards the  
Autobots. When it gets there, we realize that it is Rodimus  
Prime.

KUP  
I knew you had potential, lad!

ANGLE ON RODIMUS PRIME

RODIMUS PRIME  
Autobots, transform and roll out. Rodimus  
Prime transforms into truck mode as the  
other Autobots also transform. Daniel  
and Spike jump into him. Then, in a  
continuous line, he shoots off, the other  
Autobots racing behind him.

SMASH CUT:

EXT. UNICRON

Rodimus Prime shoots out the second eye... Followed by the  
others.

ANGLE ON UNICRON

An arm and a leg dangle uselessly as the Autobot essence  
spreads throughout the body, blowing circuits. Suddenly,  
Unicron lets out a loud agonized ROAR. SPARKS seem to shoot  
out of every part of his body. Then, he spins in space like  
some kind of a fireworks display, shooting off sparks. And  
then...

BANG!

We get the big visual explosion.

DISSOLVE TO:

EXT. SPACE - MUCH LATER

Unicron's head orbits Cybertron. PAN to Cybertron where and  
PUSH IN on Rodimus Prime, Arcee, Kup, Springer, Ultra Magnus,  
Wreck-Gar, Daniel, Perceptor, Blaster and Spike watch  
construction being done on Cybertron below.

RODIMUS PRIME

Let this mark the end of the Cybertronian  
wars as we move forward to a new age of  
peace and happiness....

ALL

Until all are one!

THE END