

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
Yyyyyyyyyiii!

(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.)
Grooooooowwwrrrrr!

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, Unicron. 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 DINOBOTS 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