

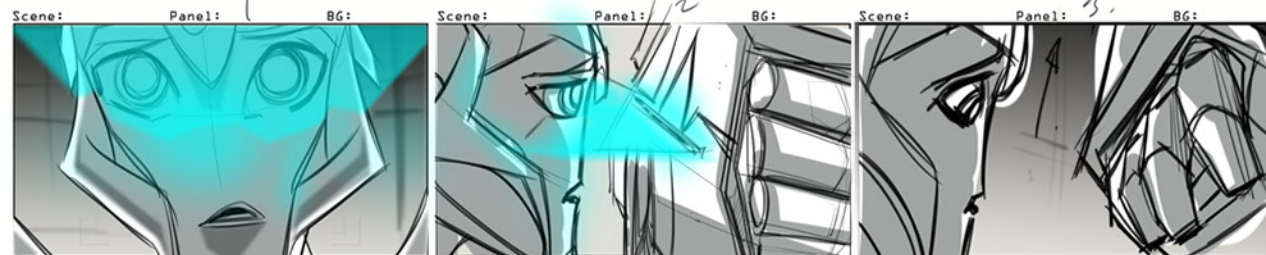
ACT THREE

25. EXT. AUTOBOT SILO BASE - LATER (DUSK)

ESTABLISH the butte as we hear an emotional voice: *x- dissolve to next scene*

122 ARCEE (V.O.)
... and then Smokescreen was just

122 ARCEE (V.O.) (cont)
... gone.



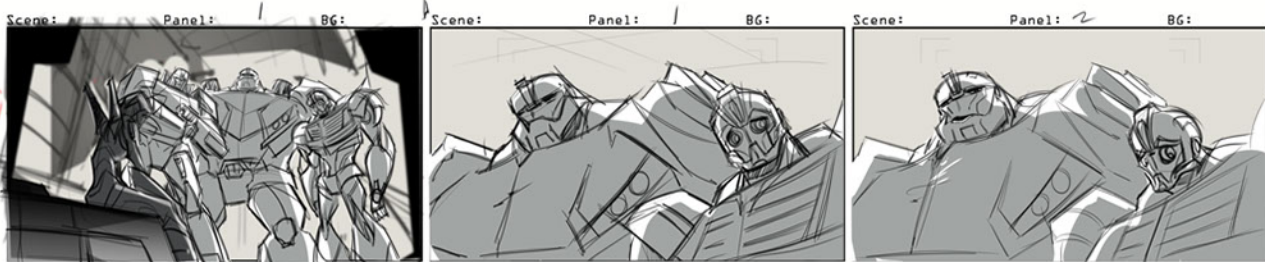
CU on Arcee - wrist scanner fx in sc- scans Arcee -rotate camera widen out to include Ratchet's forearm scanner

123 ARCEE
Like he....

123 ARCEE
.. just turned..

Ratchet shuts off scanner beam raises arm OS

123 ARCEE
...to dust.



Wider- reveal Arcee sitting in Sick Bay area with Ratchet, Bulkhead and Bumblebee standing nearby concerned as well as sad about loss of Smokescreen

CU on BH and BB - responding to loss of Smokescreen

124 BB
->.smoke screen...>

125 BH
poor kid

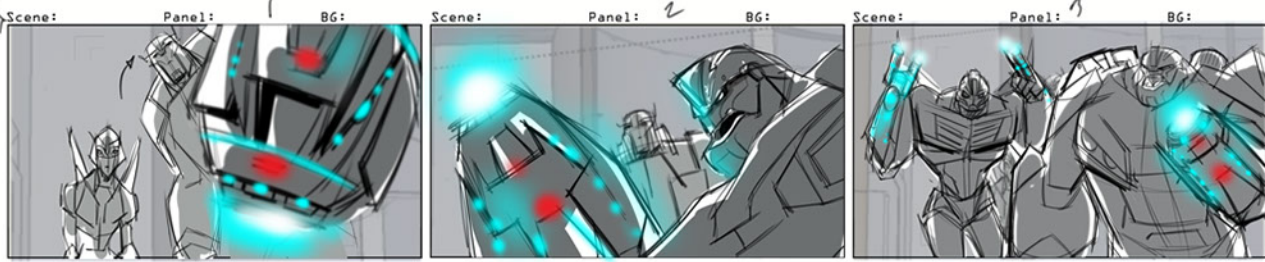


Ratchet leans towards Arcee trying to comfort her

126 RATCHET
Arcee- do not blame yourself.

126 RATCHET (cont)
...it could just as easily have been you.

sfx bulheads gun gearing up Ratchet and Arcee react to SFX look in OS Bulkhead and BB direction



RACK FOCUS

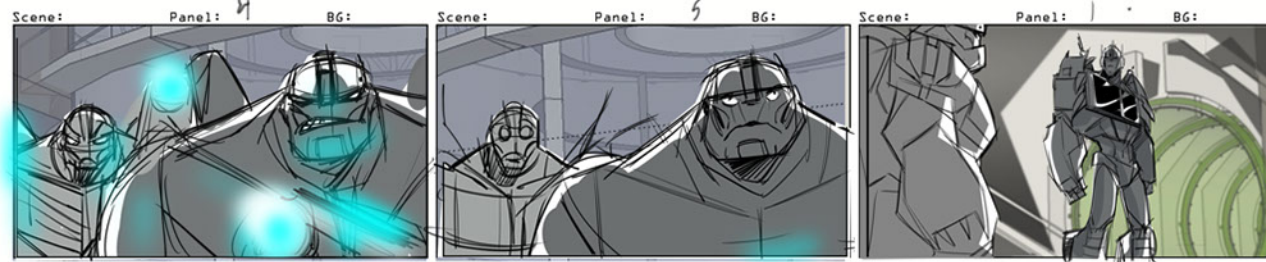
BH weapon powers up in FG

pan with action as BH raises gun Ratchets recovers up in BG

TRUCK OUT as BB arms himself as he and BH march forward towards cam -

127 Bulkhead
I say we go claim

a piece of Megatrons miserable metal hide.



cont into cam tracking

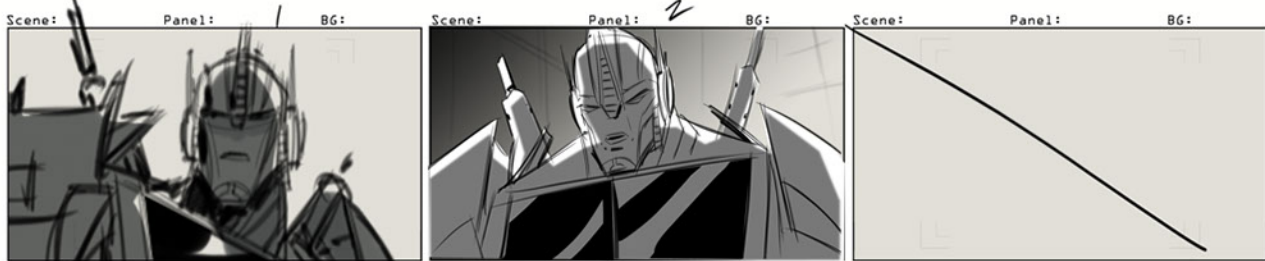
BB and BH stop and lower weapons reacting to OS Optimus Dial

OTS on OP

128 BB
<let's go!>

129 Optimus(OS)
NO-

130 OP
we have already lost another one of our own today

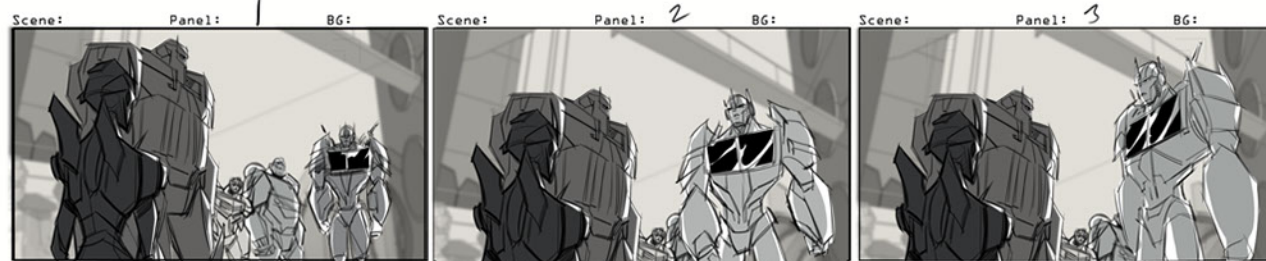


C/V ON OP

start tracking as OP steps towards group

130 OP (cont)
I will not risk more lives

131 OP (cont)
Given what Arcee witnessed.



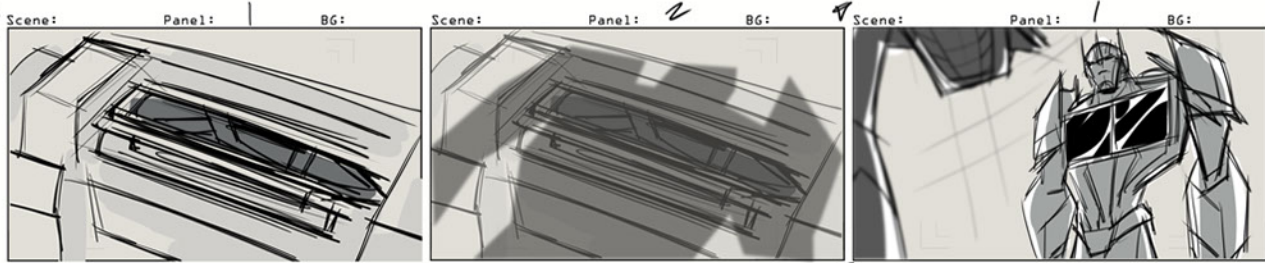
wide on group with Ratchet and Arcee in FG- OP steps forward

adjust pan up as OP cont steps forward and stops.

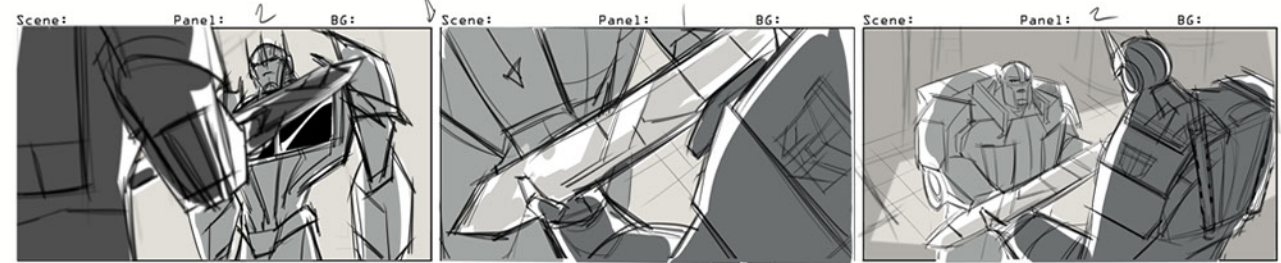
131 (cont)
Megatron now possesses

131 (cont)
might be equal to the Star Saber-

131 (cont)
-- which means only I have a chance of recovering the Omega Key

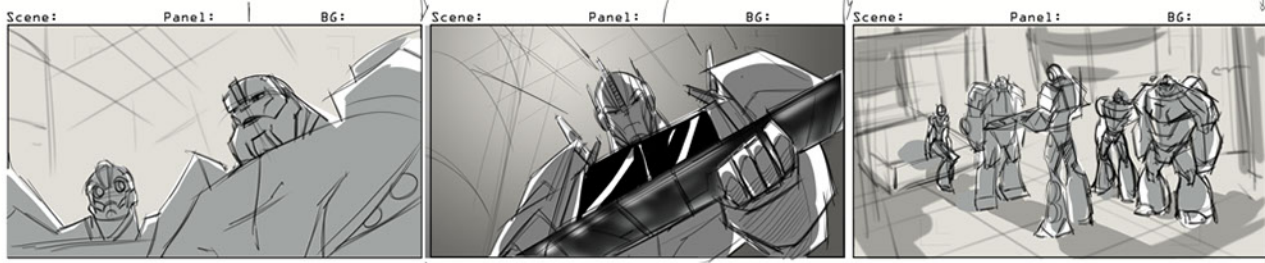


Scene: Panel: 1 BG:	Scene: Panel: 2 BG:	Scene: Panel: 3 BG:
Actions: close on SCABBARD	Actions: ratchets shadow in	Actions: Ratchet in Sc carrying SCABBARD away from cam -
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:



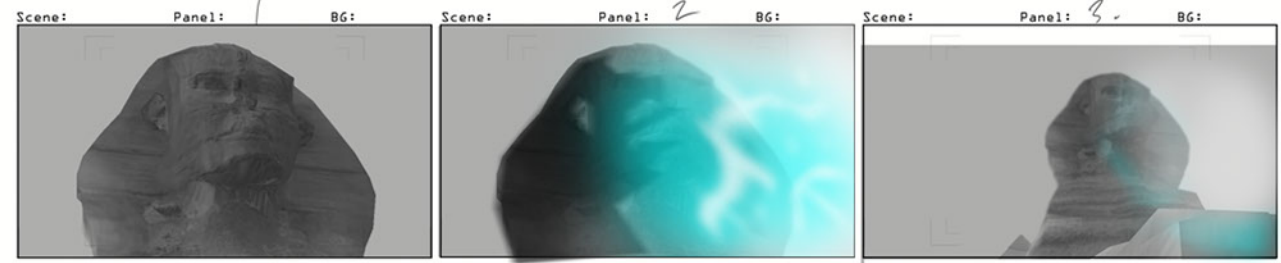
Scene: Panel: 4 BG:	Scene: Panel: 5 BG:	Scene: Panel: 6 BG:
Actions: Ratchet cont in frame away from cam carrying SCABBARD towards OP	Actions:	Actions: TRUCK OUT
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:

132 RATCHET
The fate of Cybertron rests upon it's retrieval.

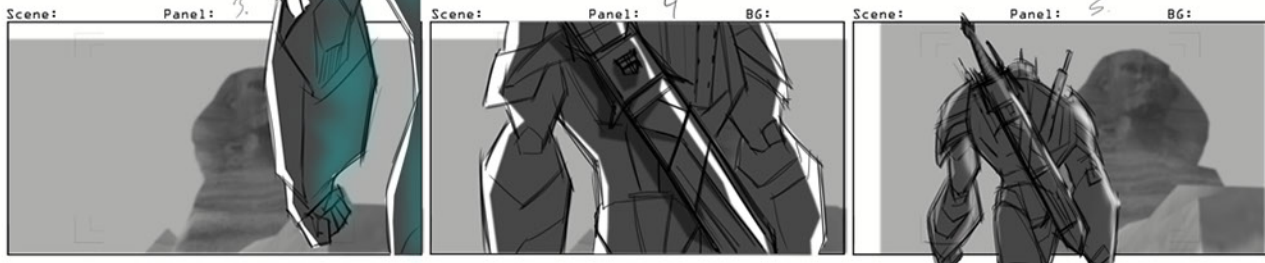


Scene: Panel: 7 BG:	Scene: Panel: 8 BG:	Scene: Panel: 9 BG:
Actions:	Actions: OP holds up scabbard	Actions: wide on group
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:

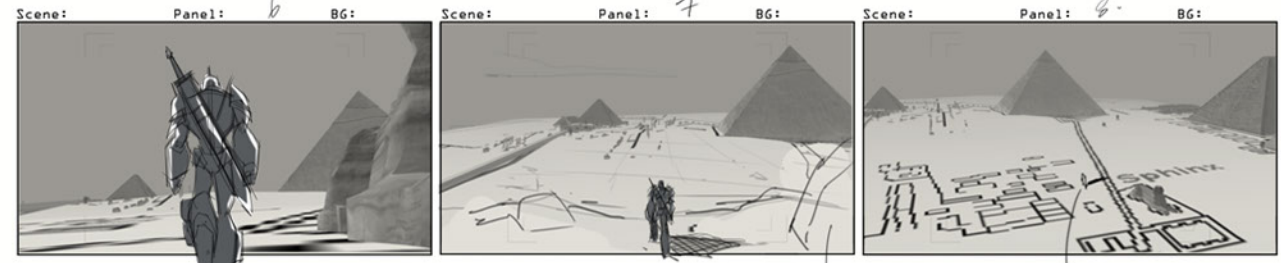
133 BH
WHETHER MEGATRON KNOWS IT OR NOT



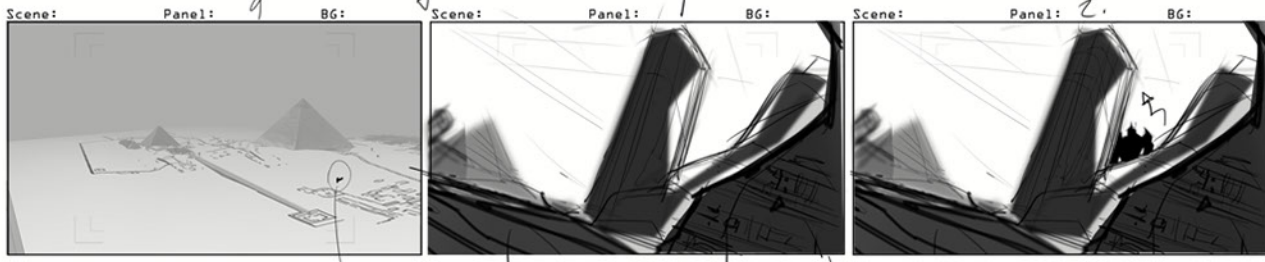
Scene: Panel: 10 BG:	Scene: Panel: 11 BG:	Scene: Panel: 12 BG:
Actions: Ext VALLEY OF THE KINGS- NIGHT CU on Sphinx	Actions: OS groundbridge fx flash on Sphinx	Actions: truck out as groundbridge fx dissipate
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:



Scene: Panel: 13 BG:	Scene: Panel: 14 BG:	Scene: Panel: 15 BG:
Actions: groundbridge fx dissipate	Actions: OP walks into frame past Sphinx and away from cam with Star Sabre in Scabbard on back	Actions: pan/track with OP
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:

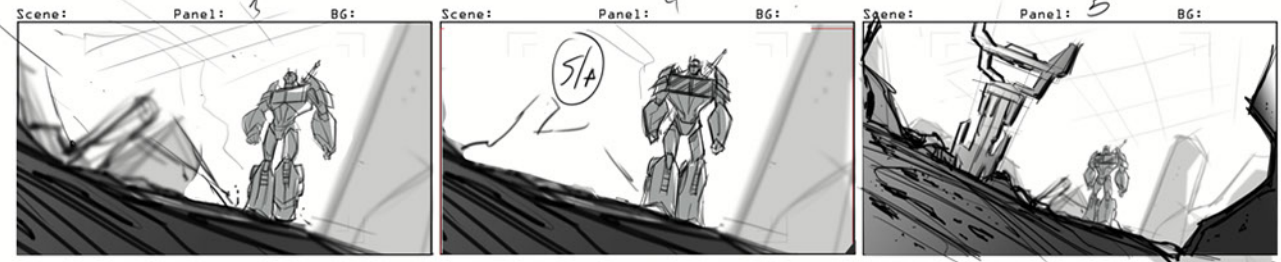


Scene: Panel: 16 BG:	Scene: Panel: 17 BG:	Scene: Panel: 18 BG:
Actions: pan from sphinx with OP as he enters valley of the kings	Actions: Cam cranes up wide revealing valley of the kings as OP conts forward away from cam	Actions: camera rotates cont widen out
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:

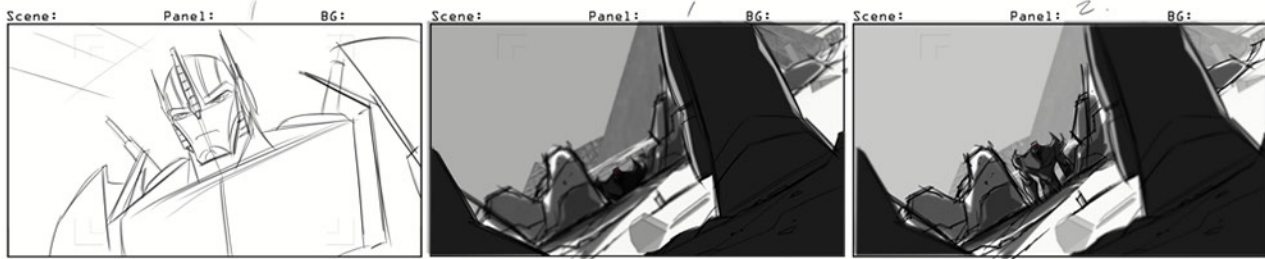


Scene: Panel: 19 BG:	Scene: Panel: 20 BG:	Scene: Panel: 21 BG:
Actions: cont cam rotation - widen out establish Valley of Kings BG OP cont forward in BG	Actions: Closer on ruins	Actions: OP in frame from behind ruins
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:

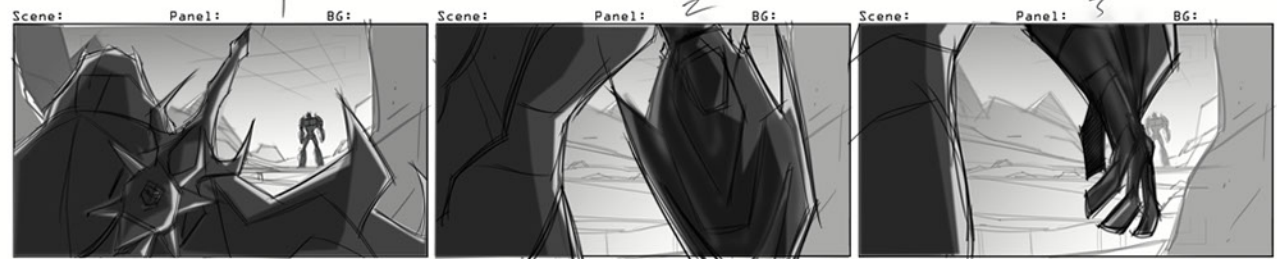
Hiroyglyphics on rock in FG



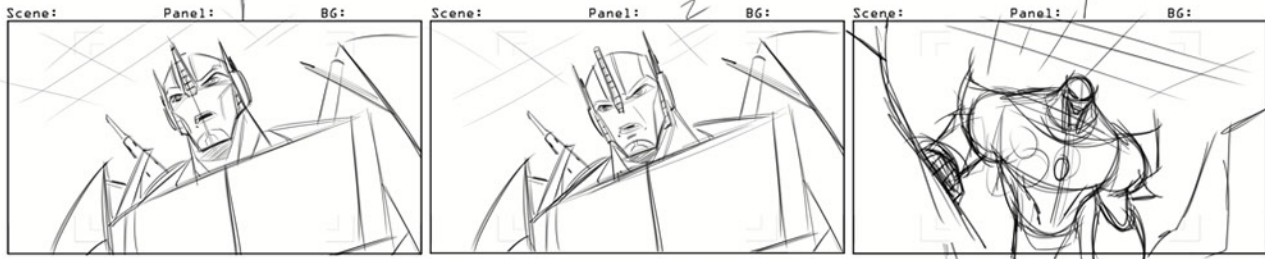
Scene: Panel: 22 BG:	Scene: Panel: 23 BG:	Scene: Panel: 24 BG:
Actions: OP IN FRAME	Actions: OP SEES O.S KEY STOPS.	Actions: TRUCK OUT W/ OMEGA KEY IN
Start:	Start:	Start:
Slug: Trans:	Slug: Trans:	Slug: Trans:



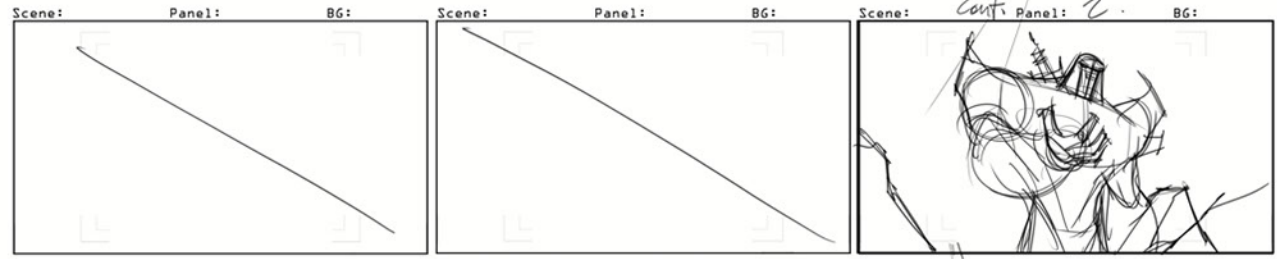
Action: ON OP LOOKS OS
 Action: MT steps out of shadows of ruins up into frame
 Dialogue: 134 Mega claim your prize Optimus-
 Dialogue: 134 Mega - if you can.



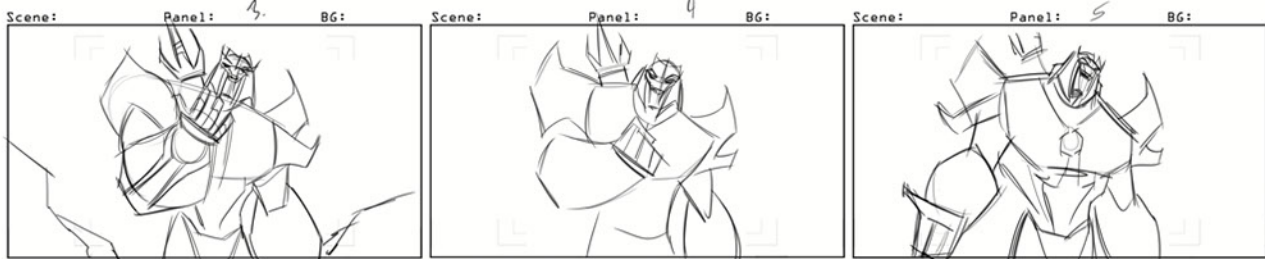
Action: MT steps up through frame in FG - revealing Prime arm
 Dialogue: 134 Mega - if you can.



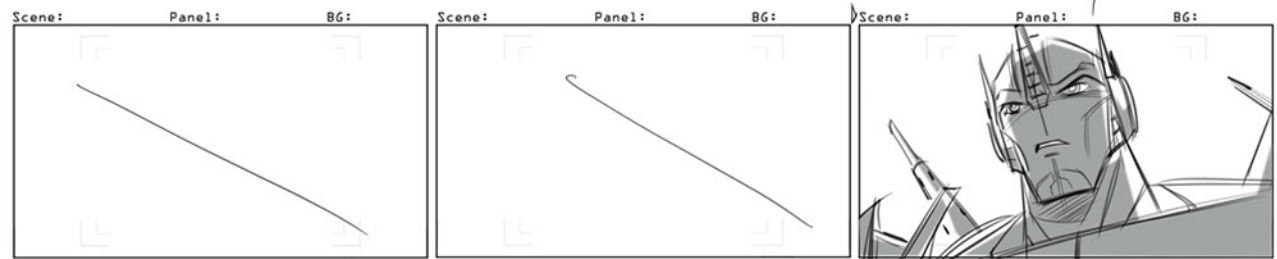
Action: OP reacts
 Dialogue: 135 Optimus by the all spark...
 Dialogue: 135 Optimus ...what have you done?
 Action: Start pose on MT who steps forward into panel 2 pose



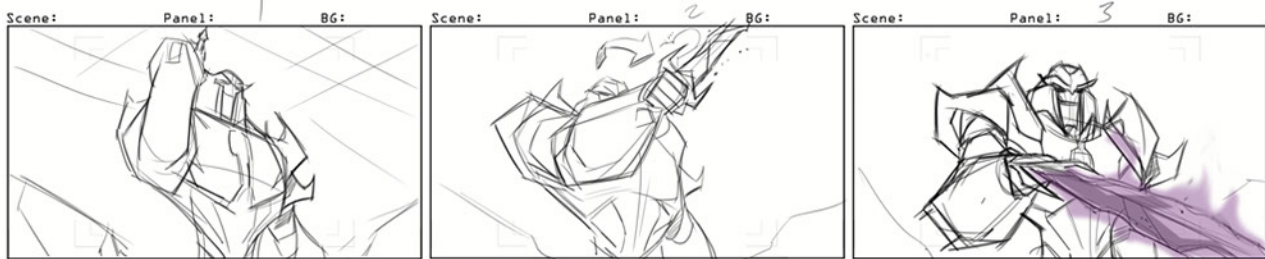
Action: MT stops - holds up arm
 Dialogue: 136 MEGATRON This?



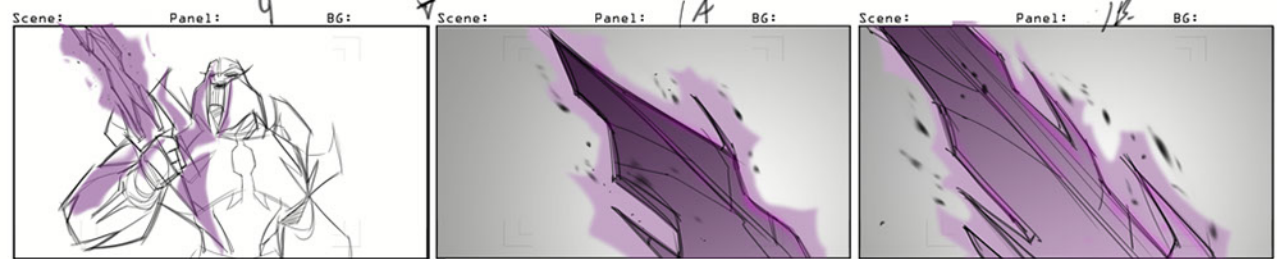
Action: admires his new appendage
 Dialogue: 136 MEGATRON I FIND IT AFFORDS ME CERTAIN...
 Dialogue: 136 MEGATRON ...ADVANTAGES...
 Dialogue: 136 MEGATRON ...SUCH AS THE USE OF THE FORGE OF SOLUS PRIME



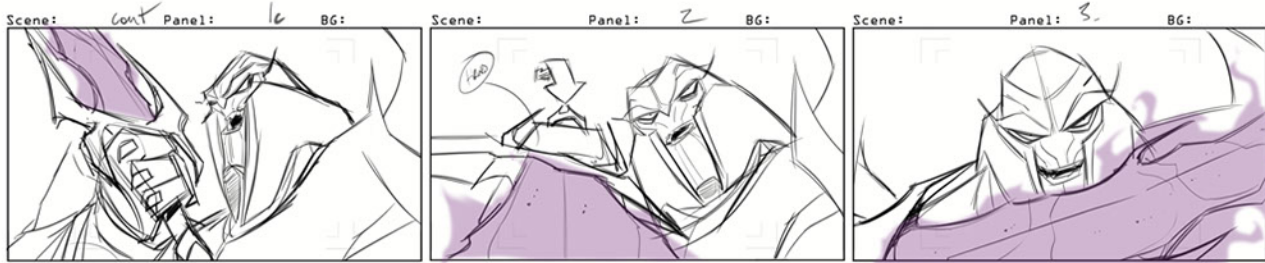
Action: OP reacts to solus prime reference



Action: MT draws sword
 Action: sword fx glows



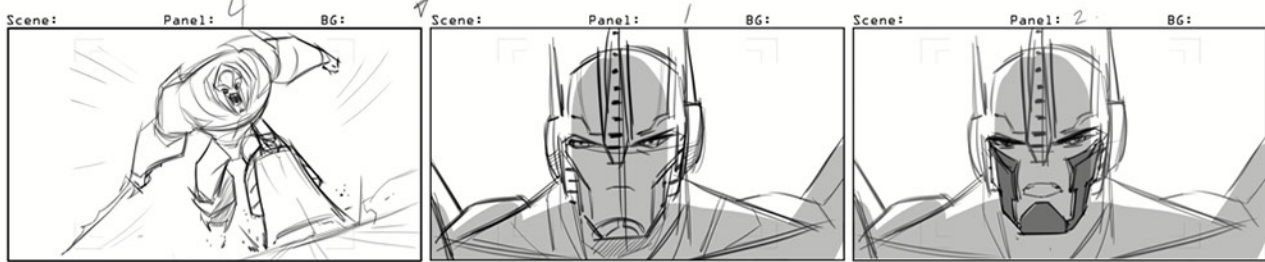
Action: CU on sword panning down as Sword energy FX glow from blade
 Dialogue: 137 Megatron (cont) My first creation-fashioned by the very blood of Unicron.



Scene: cont Panel: 1 BG: Action: scene cont. TRUCK OUT. Dialog: 137 MT (cont) I call it the Dark Star Saber.... Slug: Trans: Panel: 2 BG: Action: Dialog: 137(cont) Slayer of primes... Slug: Trans: Panel: 3 BG: Action: Dialog:if you will Slug: Trans:



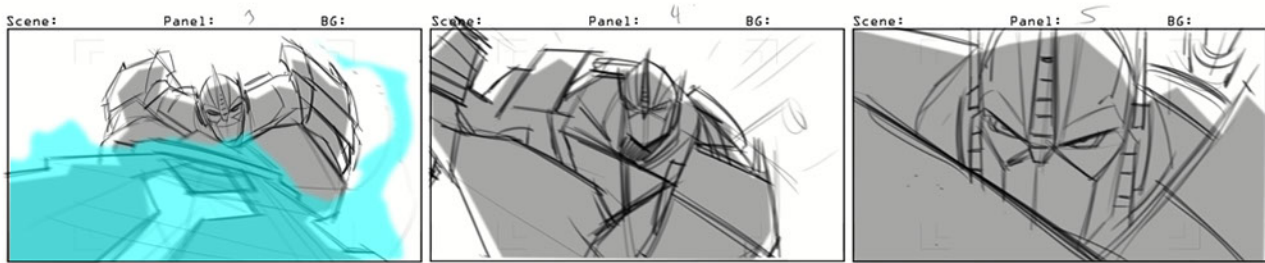
Scene: Panel: 1 BG: Action: Dialog: 138 <weird battle cry> Slug: Trans: Panel: 2 BG: Action: antics sword back - starts into run- Dialog: Slug: Trans: Panel: 3 BG: Action: charges forward Dialog: Slug: Trans:



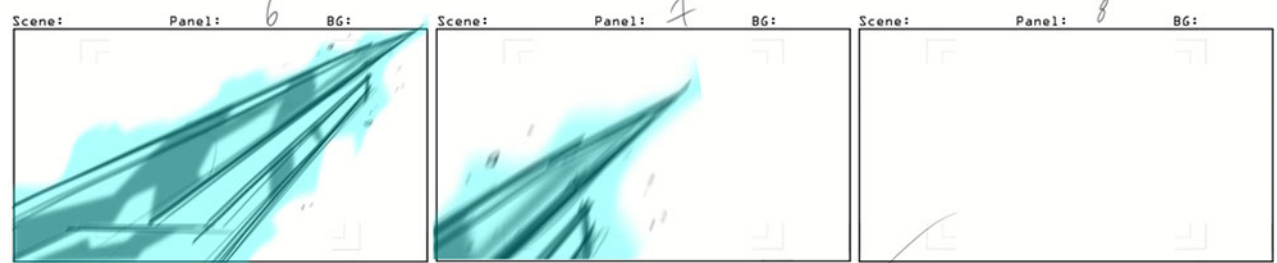
Scene: Panel: 1 BG: Action: Dialog: Slug: Trans: Panel: 2 BG: Action: OLcu on OP Dialog: Slug: Trans: Panel: 3 BG: Action: face plate activates Dialog: Slug: Trans: FACE PLATE



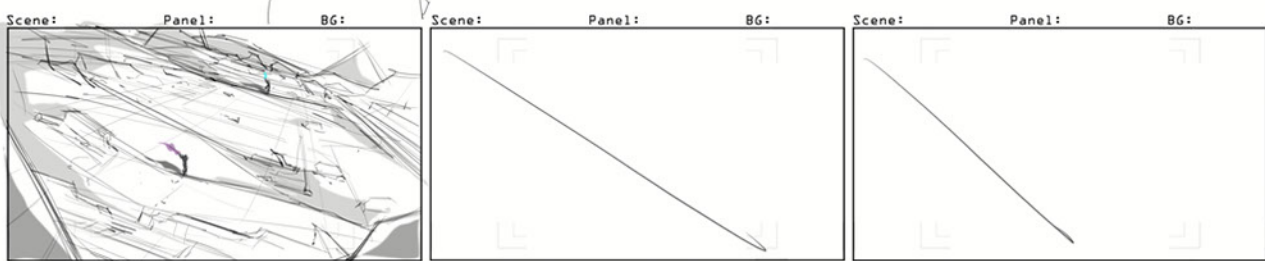
Scene: Panel: 2 BG: Action: Dialog: Slug: Trans: Panel: 1 BG: Action: face plate on - starts into charge pose Dialog: Slug: Trans: Panel: 2 BG: Action: wider - tracking with OP running - draws sword while charging Dialog: Slug: Trans: sword FX - sword glows when in OP hands



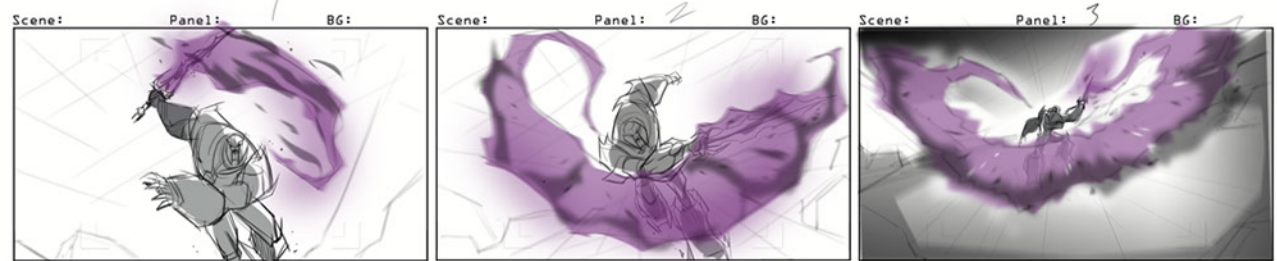
Scene: Panel: 3 BG: Action: Dialog: Slug: Trans: Panel: 4 BG: Action: Dialog: Slug: Trans: Panel: 5 BG: Action: Dialog: Slug: Trans: sword sweeps through FG and away as OP lunges forward into cam



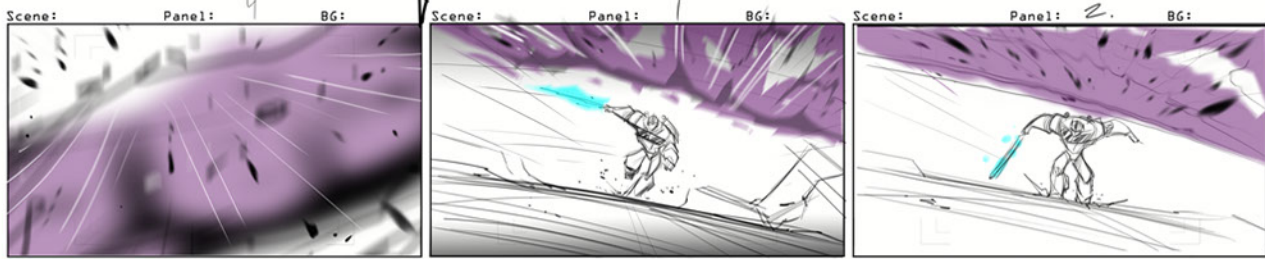
Scene: Panel: 6 BG: Action: Dialog: Slug: Trans: Panel: 7 BG: Action: Dialog: Slug: Trans: Panel: 8 BG: Action: Dialog: Slug: Trans: sc cont - blade follows through frame and OS



Scene: Panel: 1 BG: Action: Dialog: Slug: Trans: Panel: 2 BG: Action: Dialog: Slug: Trans: Panel: 3 BG: Action: Dialog: Slug: Trans: wide on battle area as MT and OP charge at each other



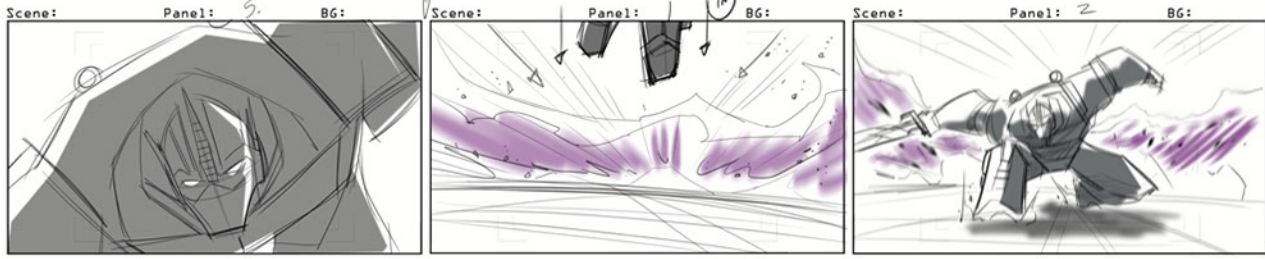
Scene: Panel: 1 BG: Action: Dialog: Slug: Trans: Panel: 2 BG: Action: Dialog: Slug: Trans: Panel: 3 BG: Action: Dialog: Slug: Trans: MT cont run/charge - swings sword causing blade fx to soot/arc from sword towards cam truck out as MT finishes swing skidding to a stop - fx soots towards cam and OS OP..



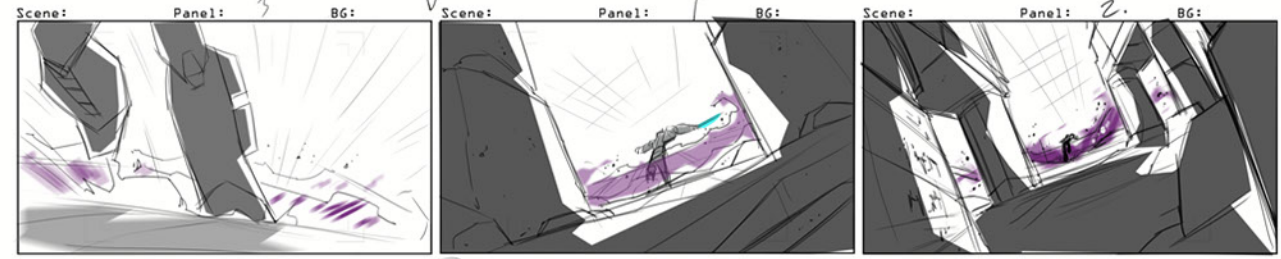
Action: FX Fill FRAME. reverse on OP charging as FX in frame away from cam - OP antics and leaps over FX towards cam as fx exits scene in distance Antic



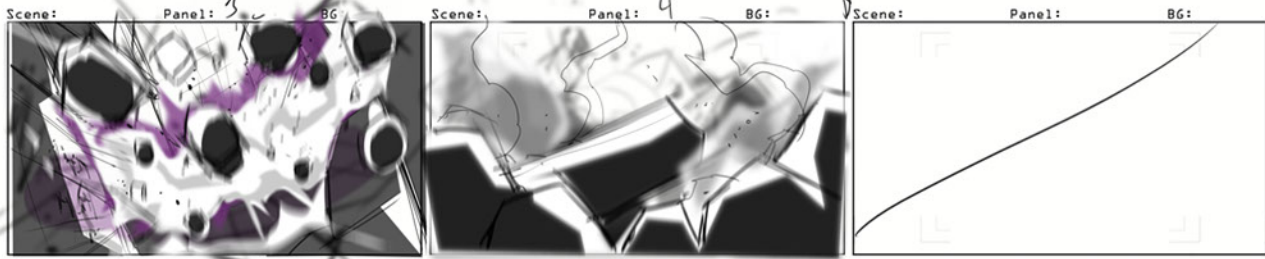
Action: Pan with action as OP leaps over FX towards camera FX pass underneath OP OP towards camera



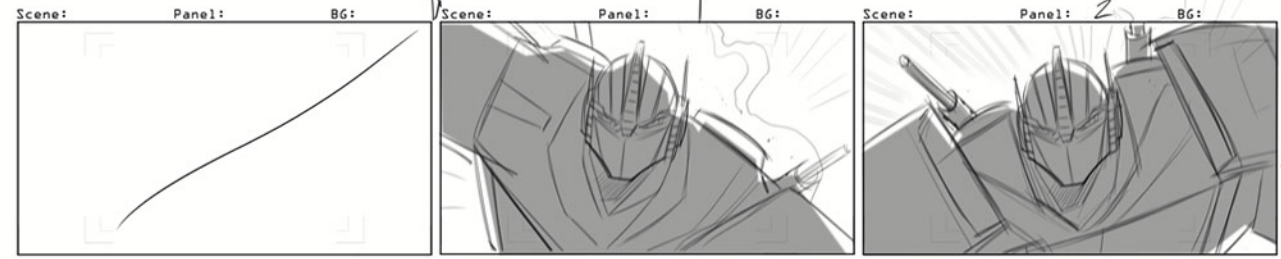
Action: cont into camera OP drops in FG as FX shoot away from camera



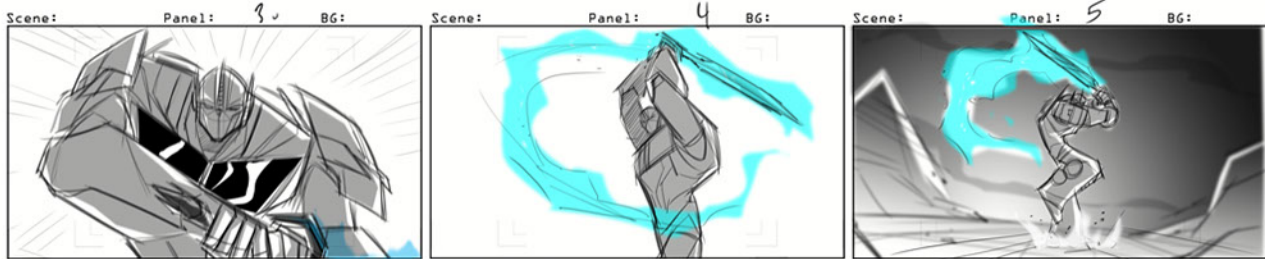
Action: OP conts to run forward OS Reverse as OP charges away from cam truck out as ruins in Fg are destroyed by blade FX



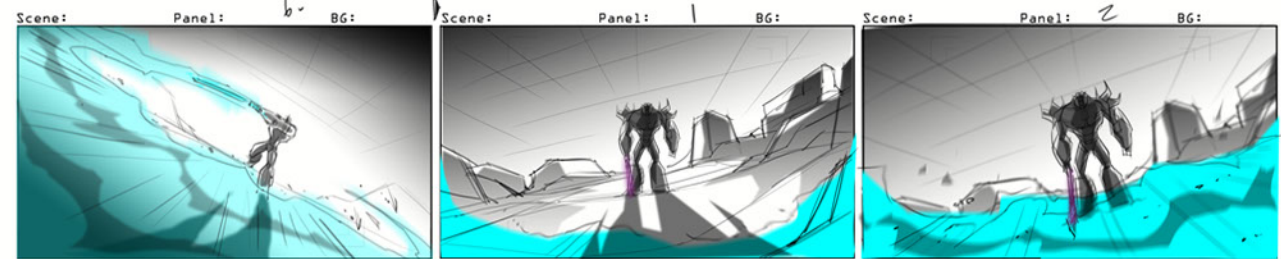
Action: structure collapses in FG debris settles.



Action: close on OP charging-tracking debris/dust /smoke fx in bg away from camera



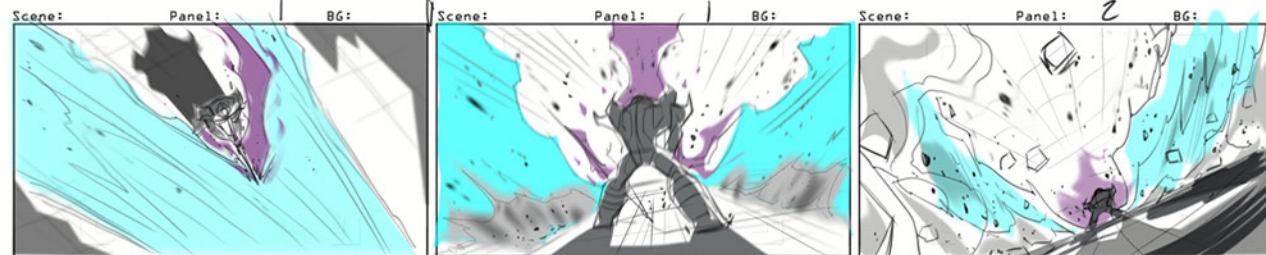
Action: OP antics with sword start-truck out truck out as he swing sword to send a FX blast towards OS MT stop tracking with OP- cont TRUCK OUT OP skids to a stop as swing momentum conts



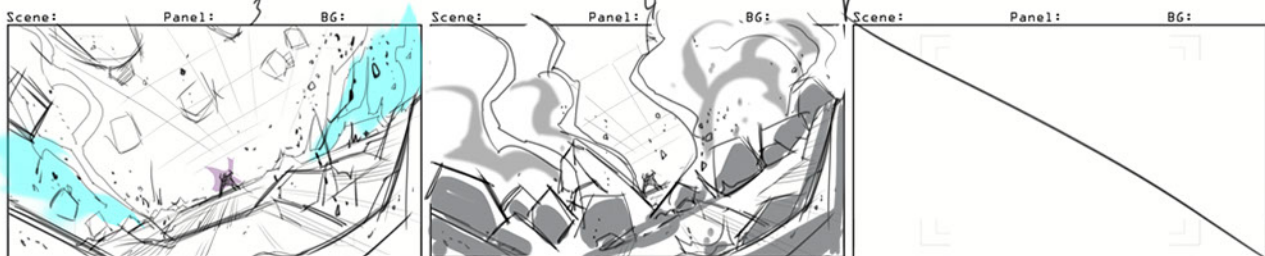
Action: Blade fx shoot towards cam truck out with action on Mt in distance truck in as OP blade fx in frame in FG



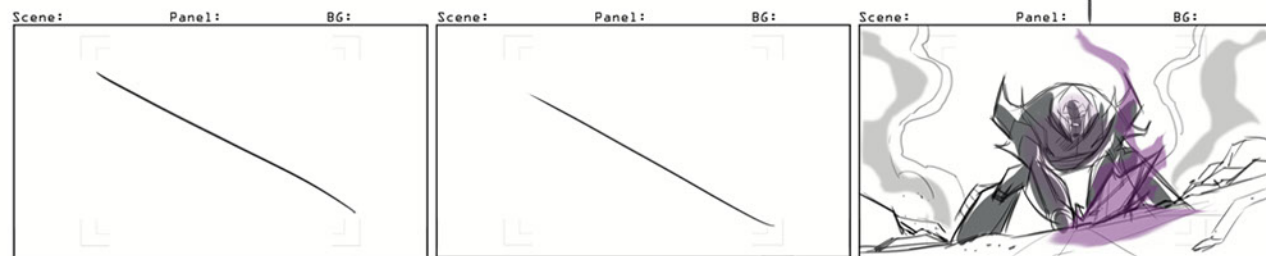
Action: cont truck in
 Action: stop Truck in
 Action: mt sword/energy fx swing downwards



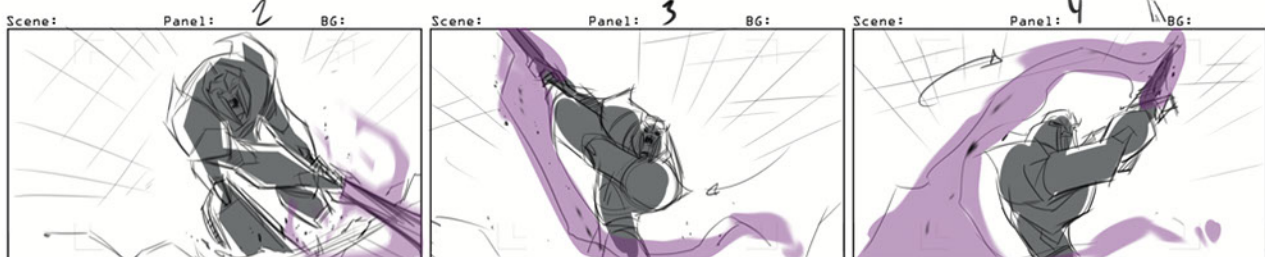
Action: splits OP sword fx
 Action: Op sword FX split to each side of MT
 Action: truck out as OP sword FX tears up ground behind MT



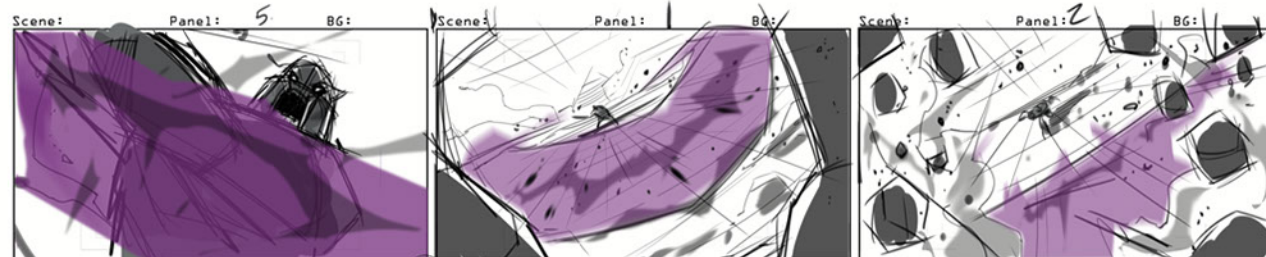
Action: cont truck out as OP sword FX tears up ground behind MT
 Action: FX dissipate quickly
 Action: OP BLADE FX OS



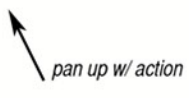
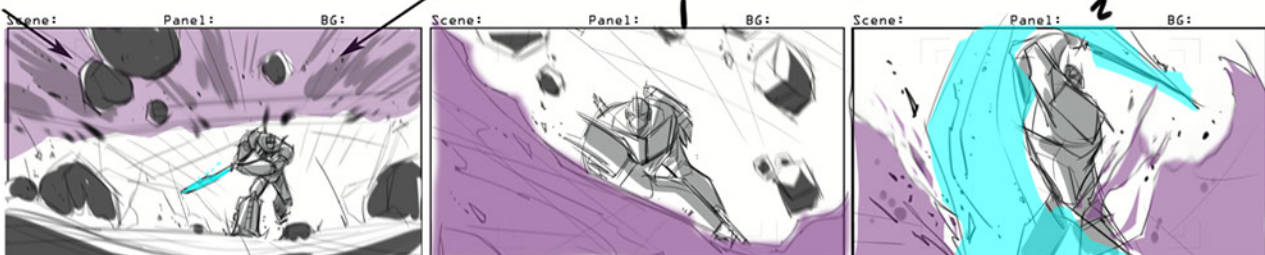
Action: On MT
 Action: Dust smoke FX in BG



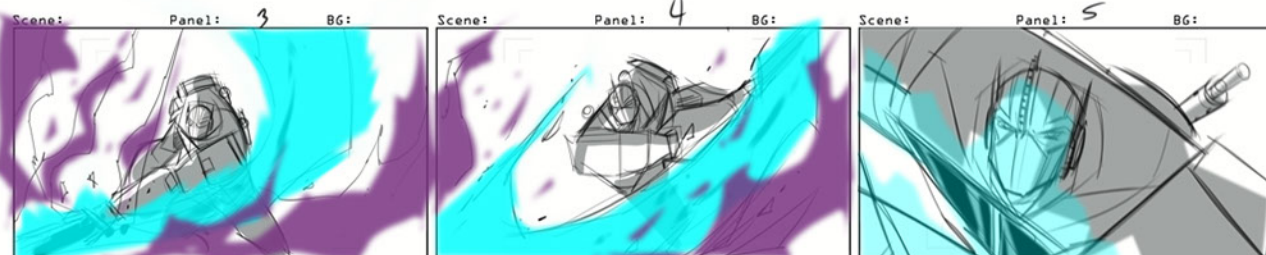
Action: MT runs forward energy fx build as he swings blade
 Action: pan up and track with MT swinging blade



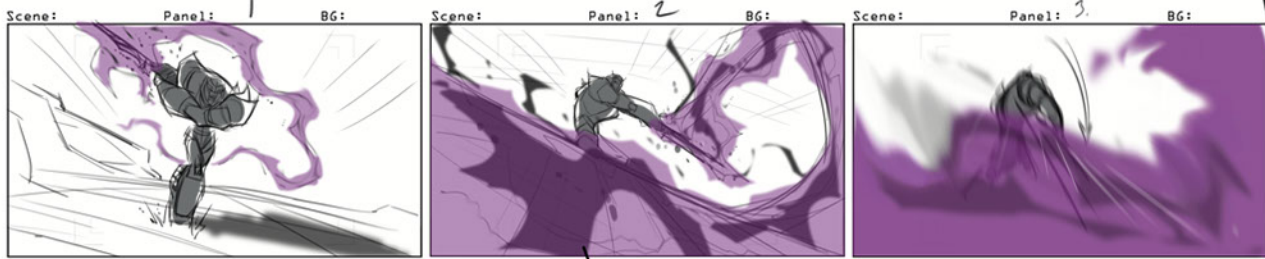
Action: swings into cam - snarling blast fx towards camera
 Action: wide as blast shoots towards OS Optimus
 Action: MT conts forward after swing
 Action: FX blast FG ruins debris/smoke/dust falls in FG



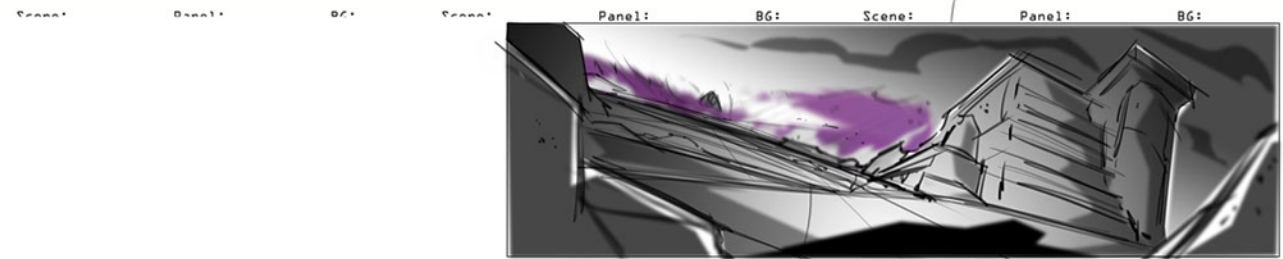
Action: blast heads towards OP who is running towards camera with RUIIN debris in scene from previous scene as well in FG
 Action: op into cam
 Action: track with OP
 Action: OP swings - slices/deflects blast



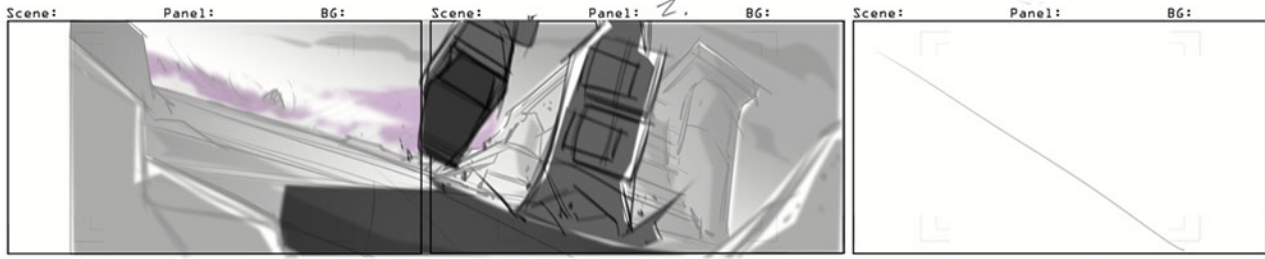
Action: OP cont - slices/deflects blast
 Action: MT blade fx dissipate past OP
 Action: cont charging into cam



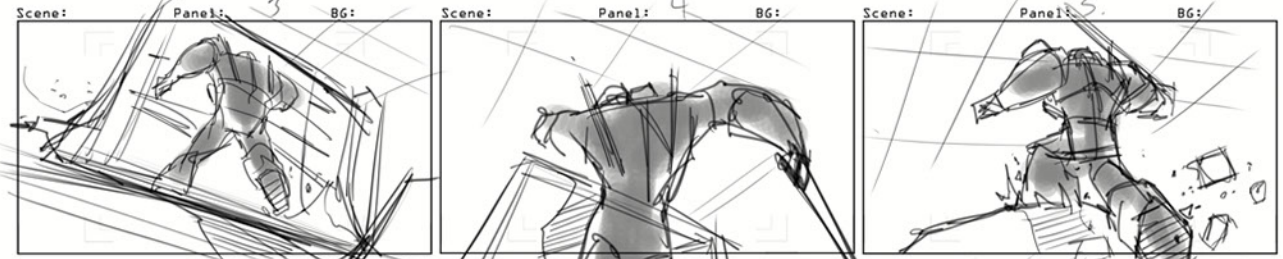
Action:	Action:	Action:
On Megatron antics and sends another blast	truck out as blast heads towards camera	follow thru
Start:	Start:	Start:
Slug:	Trans:	Slug:



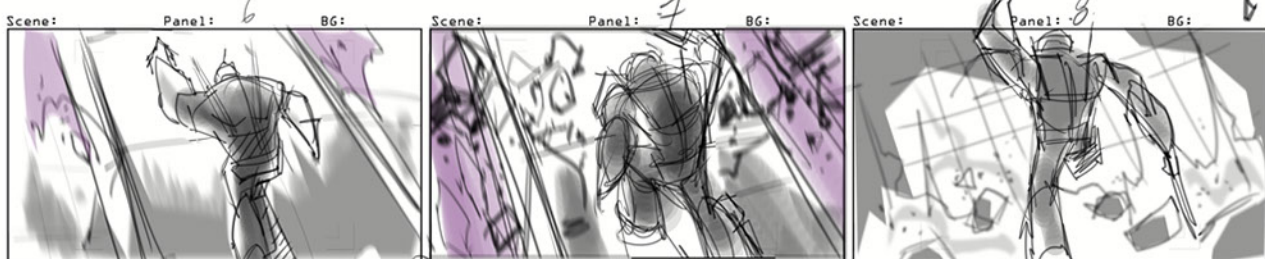
Action:	Action:	Action:
	adjust pan with MT in BG -blast heads towards cam	
Start:	Start:	Start:
Slug:	Trans:	Slug:



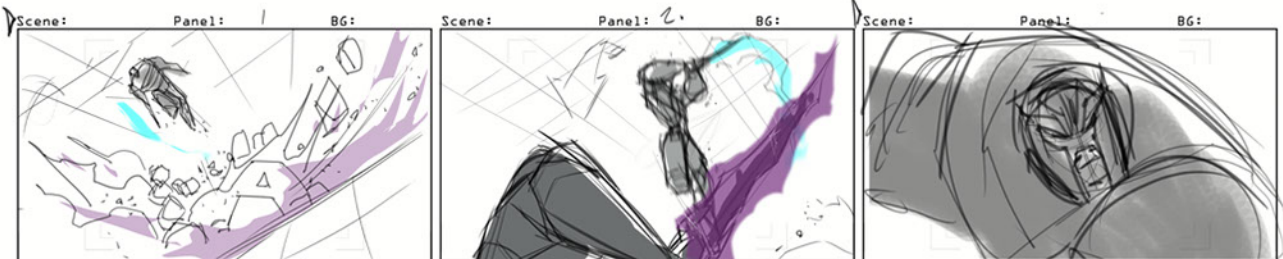
Action:	Action:	Action:
	OP in FG runs away from Camera towards ruins track with OP	
Start:	Start:	Start:
Slug:	Trans:	Slug:



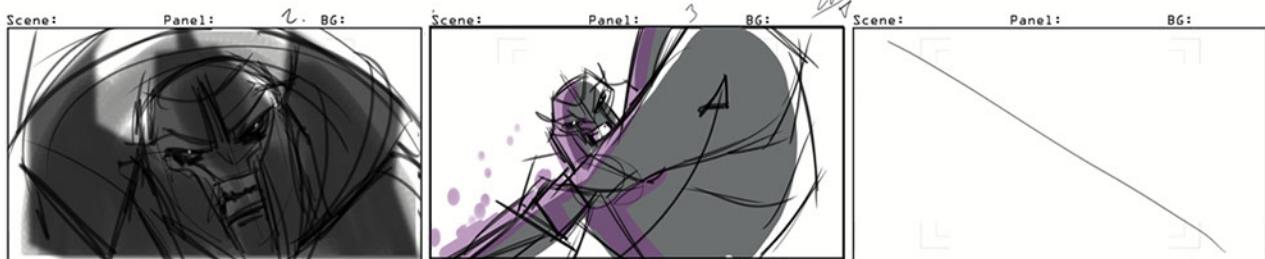
Action:	Action:	Action:
	cont track and PAN with OP as he leaps up on ruins	
Start:	Start:	Start:
Slug:	Trans:	Slug:



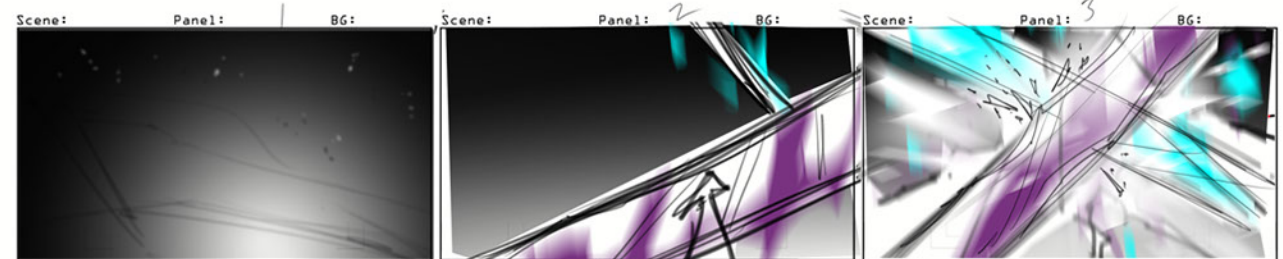
Action:	Action:	Action:
cam booms	cont track with OP running on ruins fx in sc destroying ruins below OP leaps as end of ruins disintergrate below him	
Start:	Start:	Start:
Slug:	Trans:	Slug:



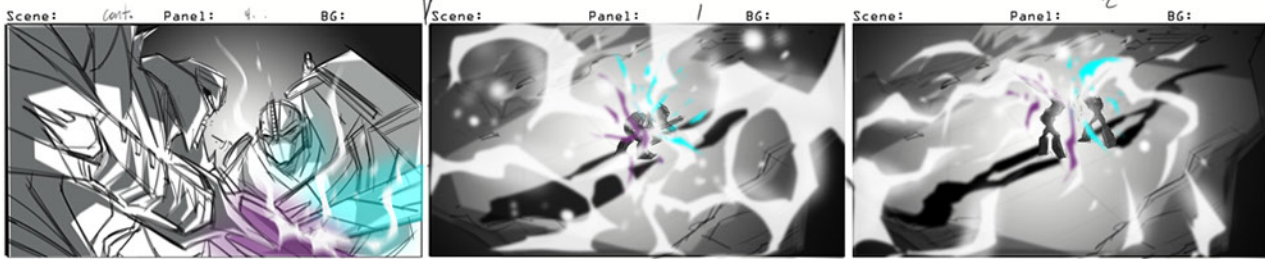
Action:	Action:	Action:
OP leaps in air - pan as MT in Fg	MT in FG OP drops sword raised to strike	CU on MT charging forward
Start:	Start:	Start:
Slug:	Trans:	Slug:



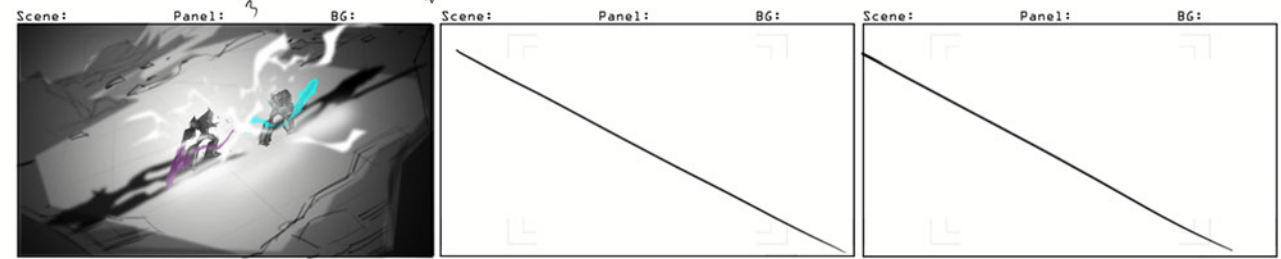
Action:	Action:	Action:
OP shadow over MT - MT antics back to swing sword		
Start:	Start:	Start:
Slug:	Trans:	Slug:



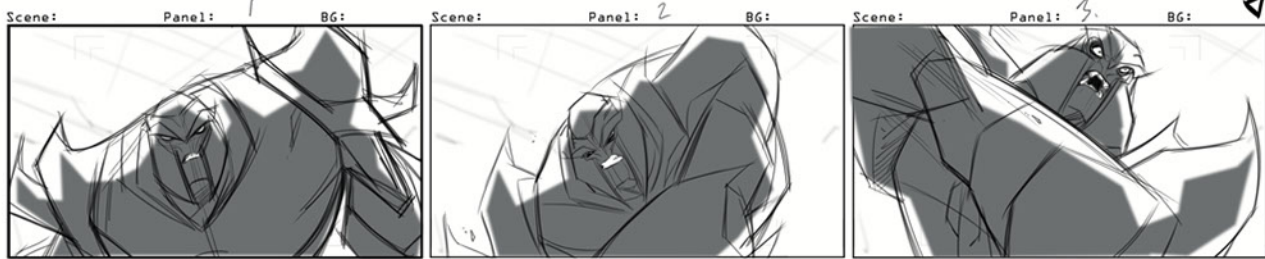
Action:	Action:	Action:
on bg	swords in frame -connect- sparks energy fx	
Start:	Start:	Start:
Slug:	Trans:	Slug:



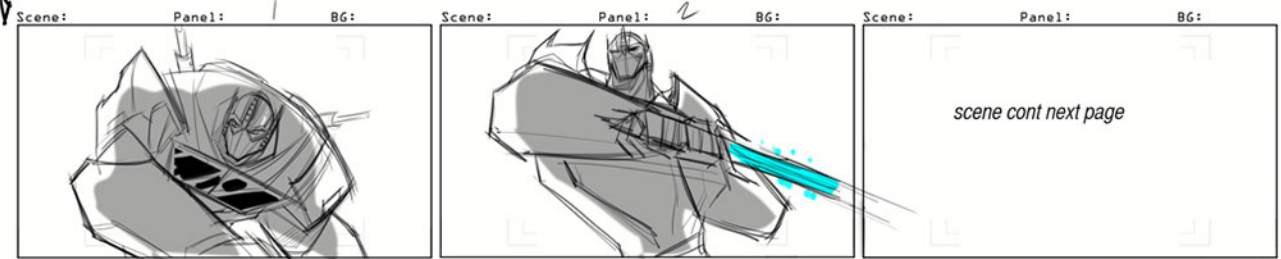
Action: sc cont as swords lower with MT and OP tele-a-tele energy fx emanate from swords
Action: push off each other causing fx to shoot out from where blades met and spread out and dissipate as they push off each other and separate.



Action: cont action - both cont sword swing and quickly settle into pose



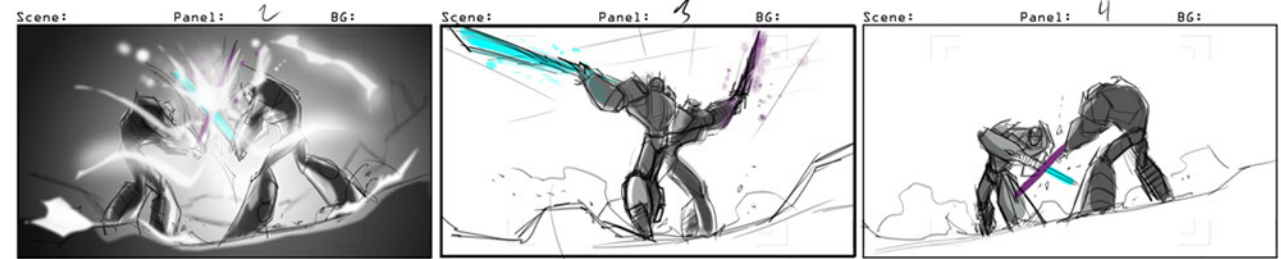
Action: cu on MT HU start pose
Action: MT recovers
Action: swings/charges forward



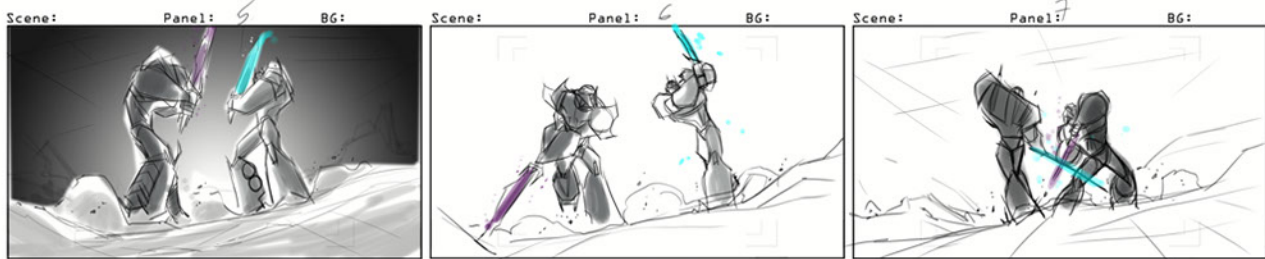
Action: OP raises forward and charges forward



Action: OP raises forward and charges forward adjust pan as OP charges
Action: wide on sword fight MT and OP charge at each other



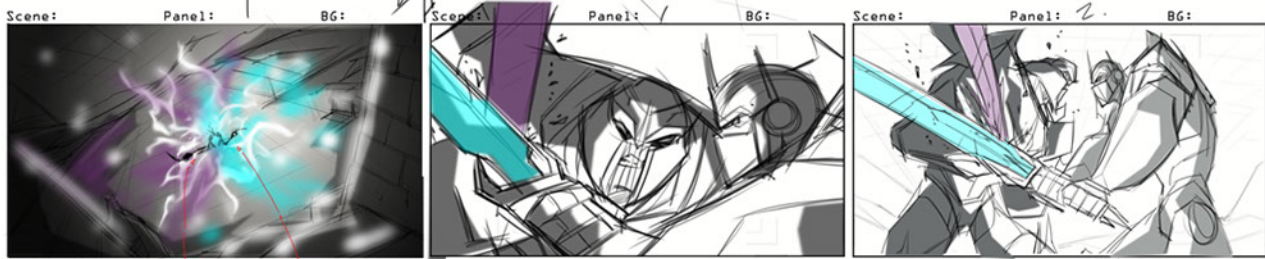
Action: rotate cam as indicated MT and OP fight pan as blows are exchanged
Action: cam rotate cont
Action: cam rotate cont



Action: rotate cam cont as MT and OP cont sword fight
Action: cont cam rotate
Action: cont cam rotate



Action: PAN cont rotate cam
Action: fx on sword impact



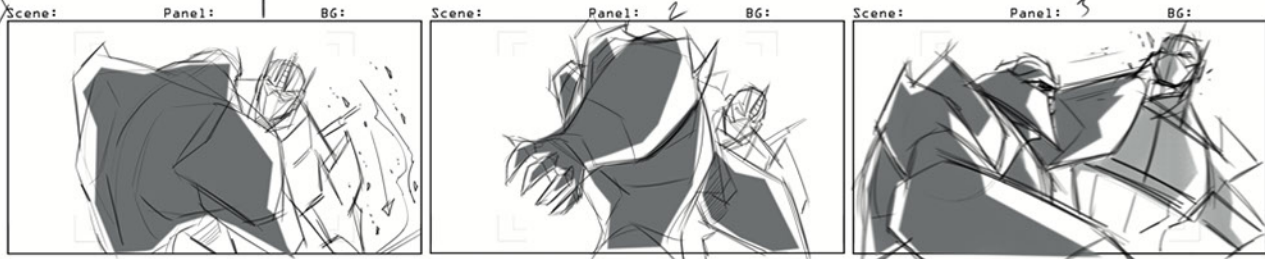
mt op
cam drifts

4/5

Action:	wide on Valley as sparks /energy fx reflect off bg on swords impacts	Action:	back to CU swords locked	Action:	camera swings
Diag:		Diag:	144 Megatron At last....	Diag:	144 MT (cont) WE TAKE OUR RIGHTFUL PLACES, OPTIMUS....
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:

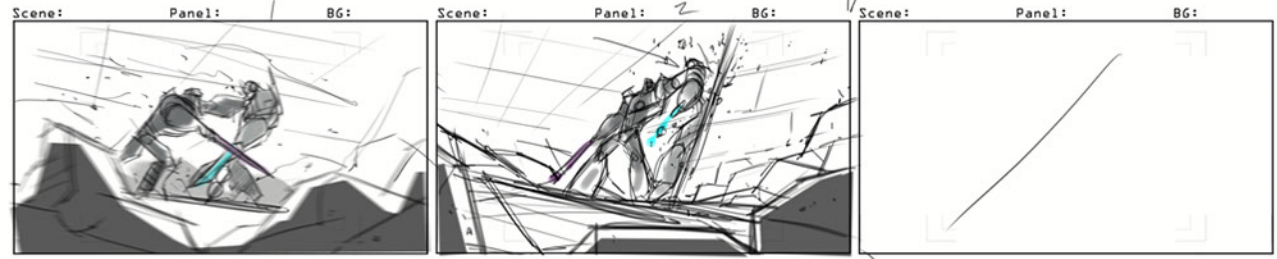


Action:	CU on MT	Action:	slightly subdued maniacal glee expression on MT	Action:	
Diag:	144 (cont) AS GODS-	Diag:	(cont) ...WEILDING THE POWER OF THE...	Diag:	(cont) ...COSMOS!
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



pan w/ action

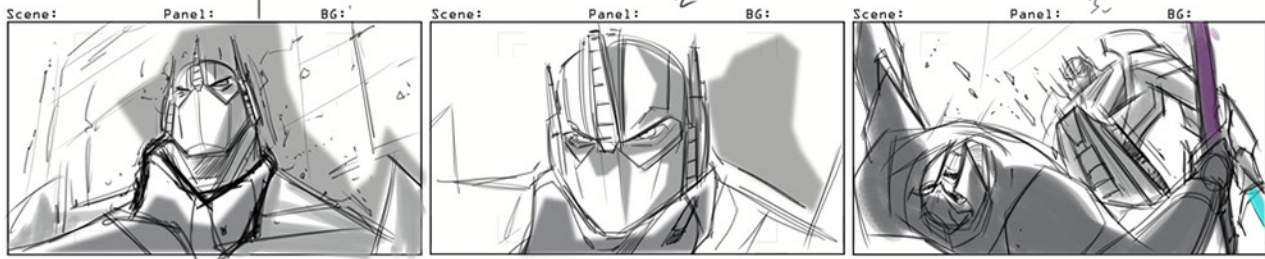
Action:	MEGATRON grabs OPTIMUS with his free hand by the throat and lifts him up	Action:	follow through MT knocking OP sword down MT antics left arm	Action:	MT grabs throat of OP shoves him OS
Diag:		Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



track a bit as MT shoves OP against base of pyramid

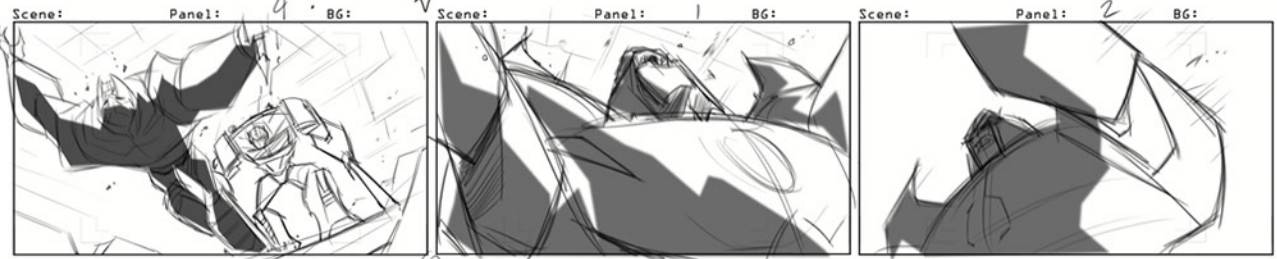
CAM SWIVES SLIGHTLY

Action:	track a bit as MT shoves OP against base of pyramid	Action:		Action:	
Diag:		Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



TRUCK OUT - OP KNOCKS/KICKS MEGATRON BACK - RELEASING GRIP.

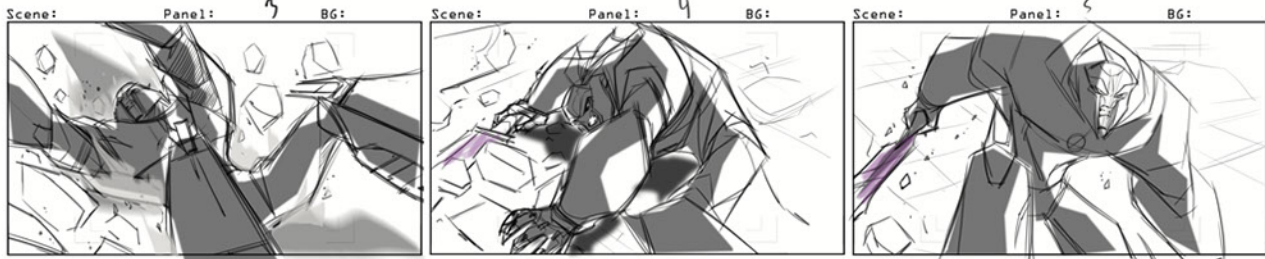
Action:	145 OPTIMUS PRIME	Action:		Action:	
Diag:	<CHOKING> I AM BUT A SOLDIER, MEGATRON, AND YOU.... ARE A PRISONER OF YOUR OWN SICK TWISTED DELUSIONS.	Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



cont truck out as MT knocked back -OP recovers

MT falls to ground

Action:	cont truck out as MT knocked back -OP recovers	Action:	MT falls to ground	Action:	
Diag:		Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:

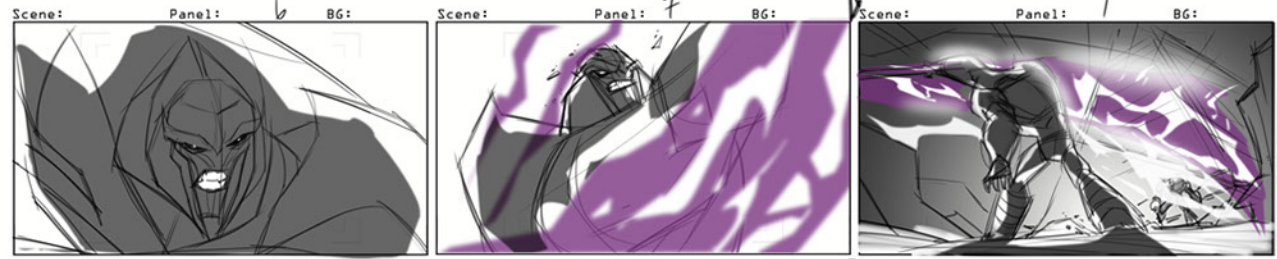


CAM follows MT as Mt falls to ground

recovers up

pan with action as MT cont recovers up

Action:	CAM follows MT as Mt falls to ground	Action:	recovers up	Action:	pan with action as MT cont recovers up
Diag:		Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



lunges into cam

swings sword through frame fx towards cam

wide- reverse as MT shoots blast fx towards OP in BG

Action:	lunges into cam	Action:	swings sword through frame fx towards cam	Action:	wide- reverse as MT shoots blast fx towards OP in BG
Diag:		Diag:		Diag:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 1 BG: Scene: Panel: 2 BG: Scene: Panel: 3 BG:

Action: OP dives out of blasts path

Action: tumble rolls towards cam

Temp Page #

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 4 BG: Scene: Panel: 5 BG: Scene: Panel: 6 BG:

Action: recovers

Action: truck out with path as FX tear towards and past camera

Temp Page #

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 1 BG: Scene: Panel: 2 BG: Scene: Panel: 3 BG:

Action: fx rip through pyramid in BG- OP in FG

Action: reverse on pyramid as FX rip through it

Temp Page #

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 2 BG: Scene: Panel: 3 BG: Scene: Panel: 4 BG:

Action: fx cuts through pyramid - which collapses with rock debris falling in fg as cam cont truck out with fx cracking ground in FG

Temp Page #

TRANSFORMERS Episode: Act: Page #

Scene: Panel: 5 BG: Scene: Panel: 6 BG: Scene: Panel: 7 BG:

Action: DEBRIS in (fx)

Temp Page #

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 1 BG: Scene: Panel: 2 BG: Scene: Panel: 3 BG:

Action: WIDE ON (fx)

Temp Page #

TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 1 BG: Scene: Panel: 2 BG: Scene: Panel: 3 BG:

Action: front of pyramid collapsing- dust fills air - op up into scene towards cam charging

Temp Page #

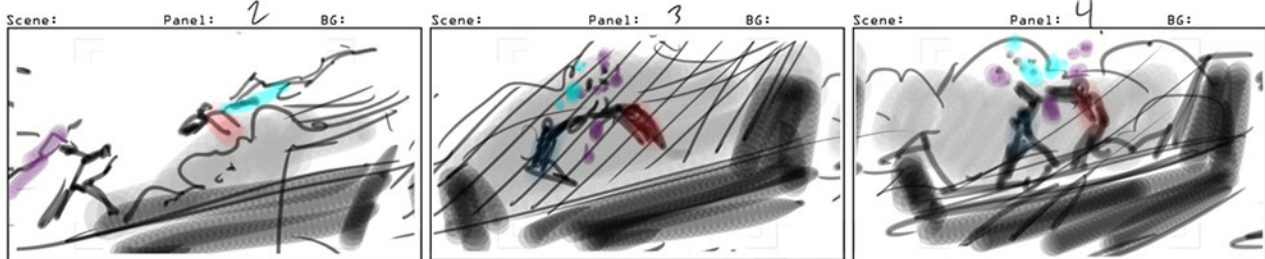
TRANSFORMERS Episode: 221 Act: 3 Page #

Scene: Panel: 1 BG: Scene: Panel: 2 BG: Scene: Panel: 3 BG:

Action: MT charges forward

Action: wide as MT and OP charge each other

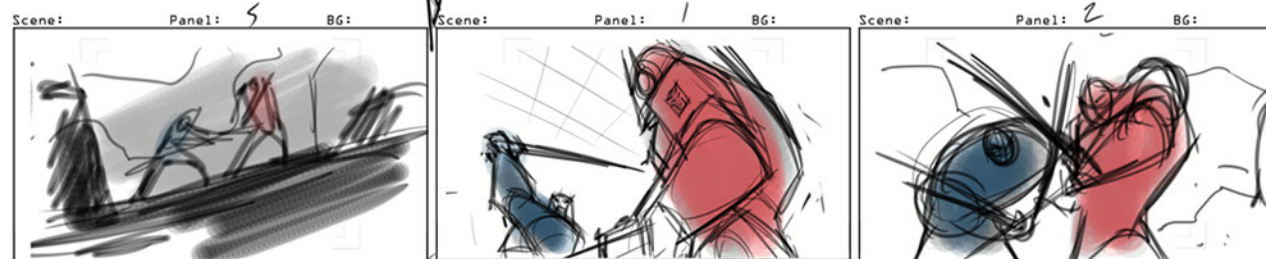
Temp Page #



CAM SWINGS

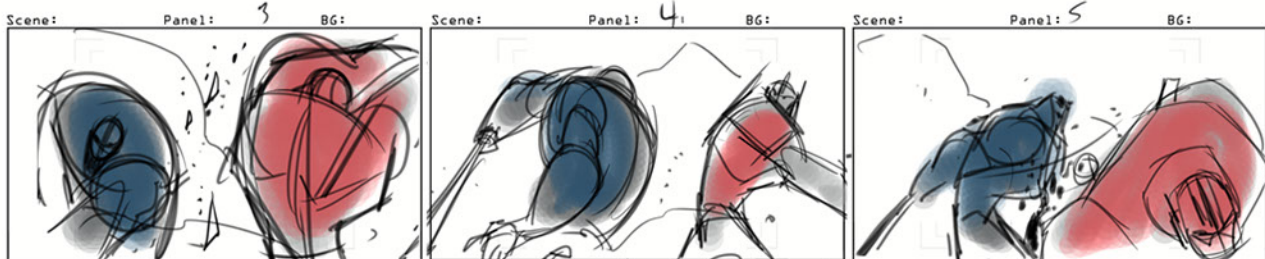
DIST

Action:	charge each other dust billows in from collapsed pyramid	Action:	HEAVY (DX) ON (OP) + (MT)
Start:		Start:	
Slug:	Trans:	Slug:	Trans:

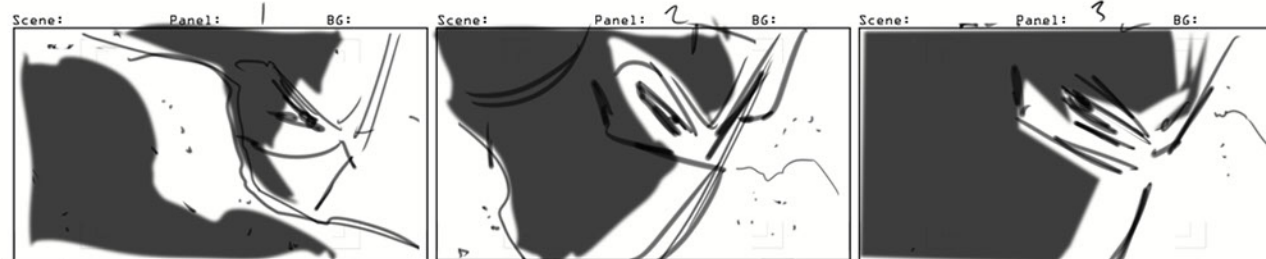


#

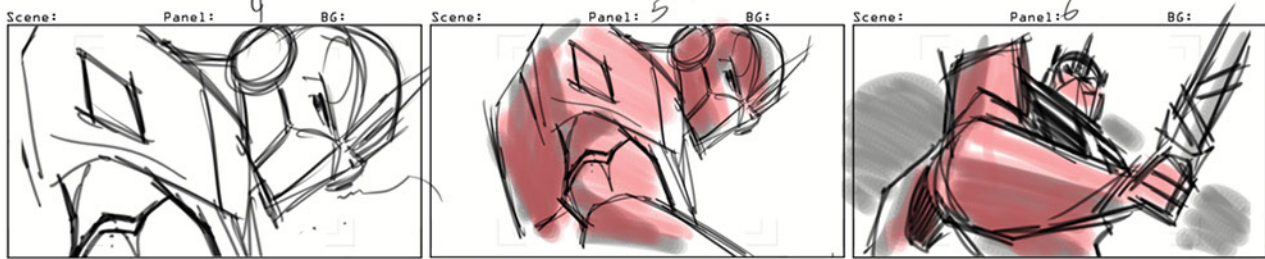
Action:		Action:	OP Blocks
Start:		Start:	
Slug:	Trans:	Slug:	Trans:



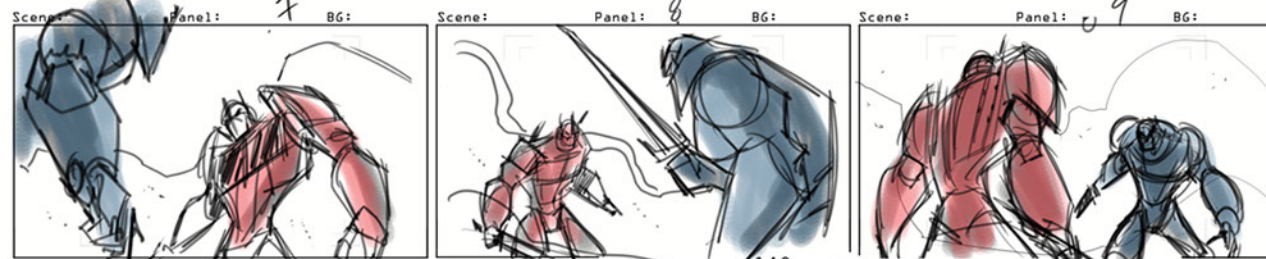
Action:	deflect	Action:	continuous move as both spin around with momentum swinging swords	Action:	MT IS QUICKER TURNING AROUND AND SLASHES OP IN ARM
Start:		Start:		Start:	148 OPTIMUS PRIME <MILD PAIN REAX>
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



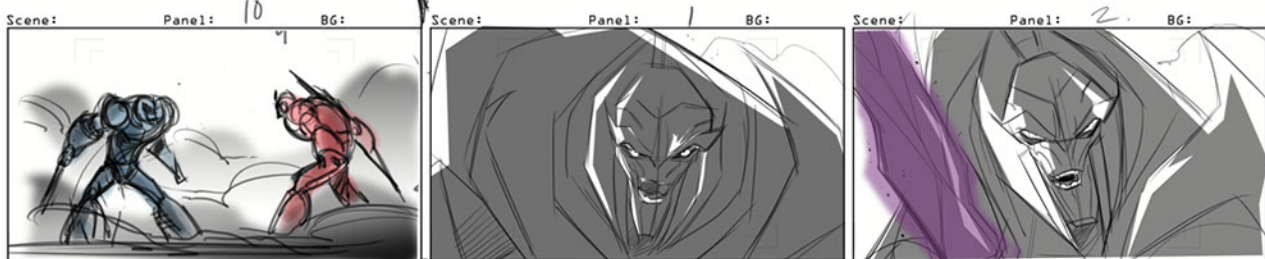
Action:	CU on OP Dust FX	Action:	drift in	Action:	eyes narrow
Start:		Start:		Start:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



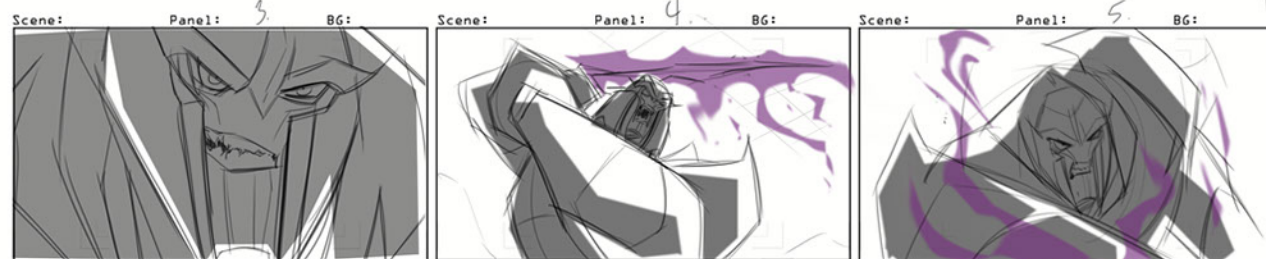
Action:	truck out reveal wound on OP arm	Action:	OP recovers
Start:		Start:	
Slug:	Trans:	Slug:	Trans:



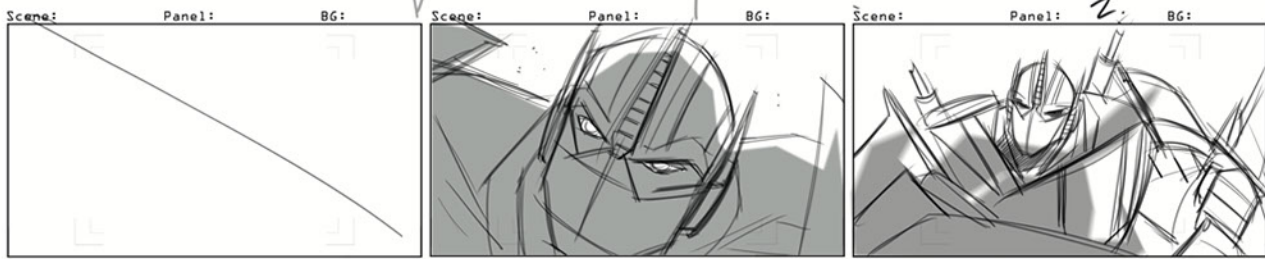
Action:	CAM ROTATE AS THEY CIRCLE EACH OTHER	Action:	149 MEGATRON My Dark Star Saber	Action:	149 (cont) has tasted one
Start:		Start:		Start:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



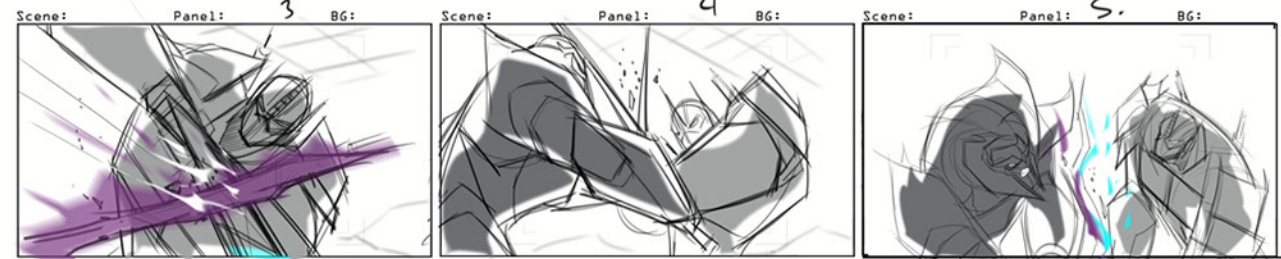
Action:	dust pans behind MT in BG	Action:	CU on MT - raises sword in frame	Action:	
Start:		Start:	149 cont MT yet still thirsts...	Start:	149 cont ...FOR THAT OF A...
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



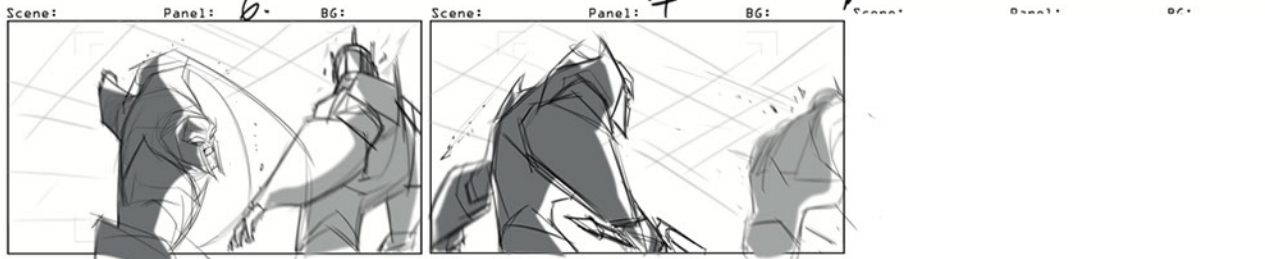
Action:		Action:	MT antics back charges	Action:	swings forward
Start:	149 cont ...PRIME!	Start:		Start:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans:



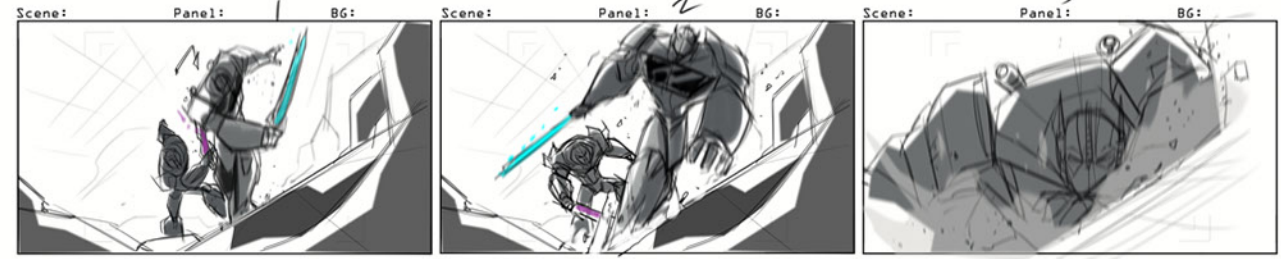
Action: on OP shadow of MT in frame on OP



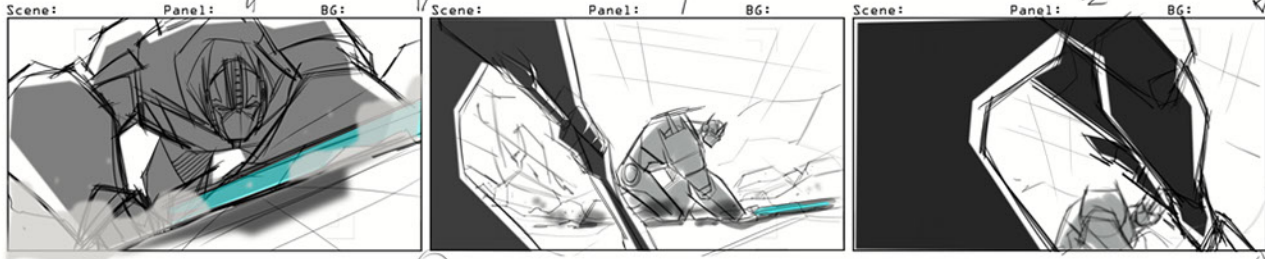
Action: op deflects hit - stepping backwards both in frame - tracking swords lock - swing downwards OS



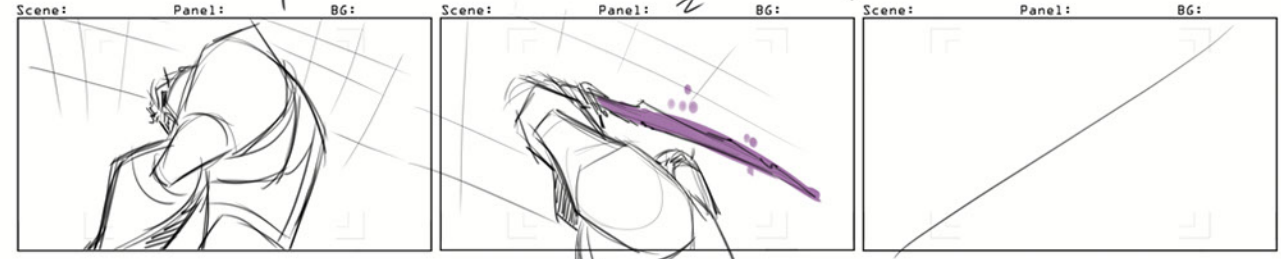
Action: smacks OP knocking him os CAM widens and swings tracking with action MT follow thru



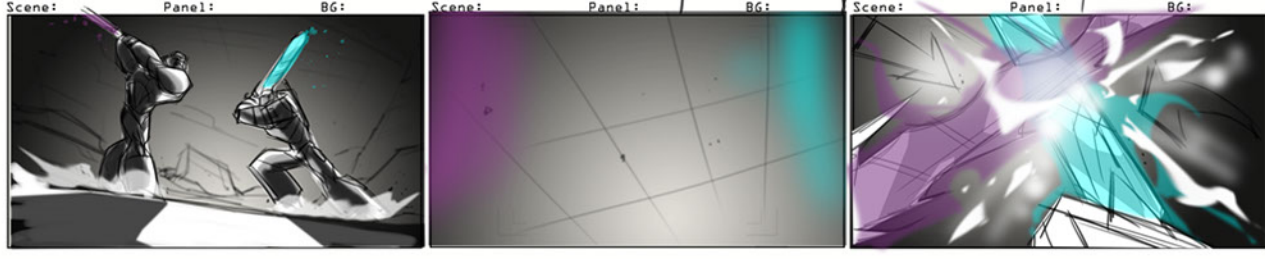
Action: wide as OP drops in FG smashing into some ruins



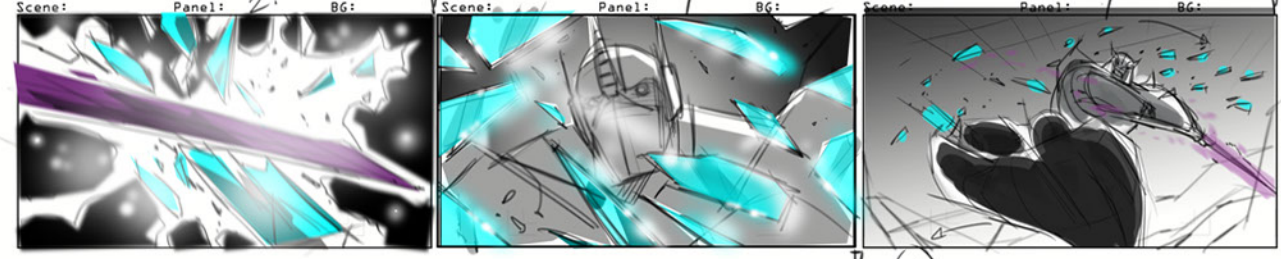
Action: Reverse- OP recovers in BG - MT in FG MT in FG OP in BG slowly recovers- dazed... adjust pan with slight truck in as MT steps into frame starting to raise sword



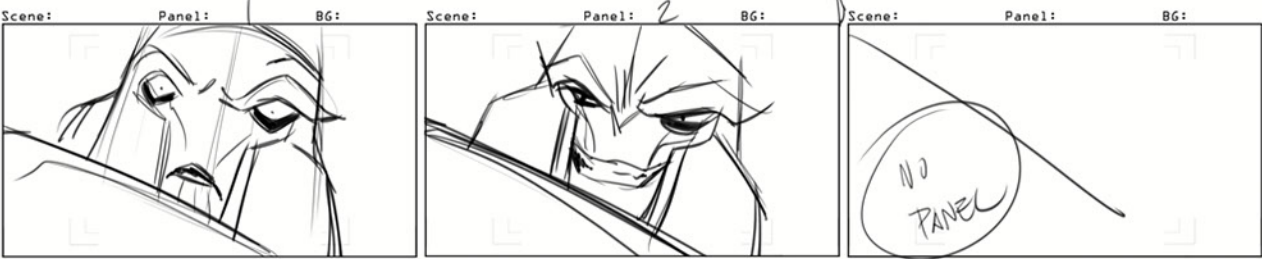
Action: MT charges forward and antics sword pan up with action



Action: wide - hu action- OP lunges forward from crouched position Swords swing in frame



Action: MT shatters OP star saber SLO-MO as shards of Star Saber fly through FG OP in BG stunned Start scene in SLO-MO then pick up to normal frame speed



Action: <i>cu on MT -surprised a bit at shattering of sword...</i>		Action: <i>...then sinister grin of victory</i>		Action:	
Dial:		Dial:		Dial:	
Slug:	Trans:	Slug:	Trans:	Slug:	Trans: