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Original Story written by Ron Friedman, 1985

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Starring the voice talents of:

Orson Welles	as	Unicron
Judd Nelson	as	Hot Rod
Lionel Stander	as	Kup
Robert Stack	as	Ultra Magnus
John Moschita	as	Blurr
Leonard Nimoy	as	Galvatron
Eric Idle	as	Wreck-gar

(see [Appendix A](#) for voice actor photos)

Running Time: 86 minutes
MPAA Rating: PG

Theatrical Release Date: August 8, 1986

Theatrical Tagline:

“Beyond good. Beyond evil. Beyond your wildest imagination.”

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[musical arrangement]

(scene/action descriptions)

-----{Scene 1}-----

[Unicron's theme]

(A binary red/blue giant system. Something sails past -- something huge, and spherical, with a spindly ring around it. UNICRON. Flies past "camera". We see, through his mouth, a small planet which he is approaching.)

(On the planet: the robotic inhabitants go about their daily business, unaware of the fate about to befall them... two of them, KRANIX and ARBLUS, walk down a corridor, carrying a tray of chemicals to a scientist. Just as they set down the tray on a table, the first shockwaves of Unicron's arrival hit the planet. The table shakes; the tray crashes off. They look out a window.)

KRANIX: Arblus, look! It's Unicron!

(Unicron activates his tractor beam and starts tearing up the planet. Rock, people, whole buildings are torn up. A pair of huge pincers tear into the surface.)

KRANIX: The ships, get to the ships! It's our only chance --

(One ship escapes; another is caught and sucked in. We tour Unicron's digestive tract. His ring lights up with energy. He sails off.)

[The Transformers theme]

{Opening credits}

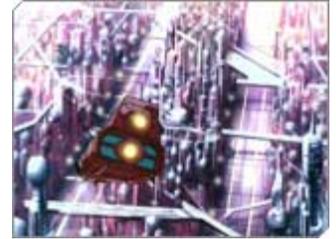
-----{Scene 2}-----

(Cybertron and its moons)

NARRATOR: It is the year 2005. The treacherous Decepticons have conquered the Autobots' home planet of Cybertron.

(LASERBEAK, one of the Decepticon cassettes, flies past)

NARRATOR: But from secret staging grounds on two of Cybertron's moons, the valiant Autobots prepare to retake their homeland.



(Laserbeak lands outside window for command station on Moon 1. Inside, both OPTIMUS PRIME and IRONHIDE are in the same huge monitor-filled room)

OPTIMUS PRIME: Ironhide, report to me at once!

IRONHIDE: (Looking into a screen which shows images of Decepticons on Cybertron) Every time I look into a monitor, Prime, my circuits sizzle. When are we gonna start bustin' Decepti-chops?

OPTIMUS PRIME: I want you to make a special run to Autobot City on Earth --

IRONHIDE: But Prime --

OPTIMUS PRIME: Listen, Ironhide, we don't have enough energon cubes to power a full-scale assault. Ready the shuttle for launch.

IRONHIDE: Your days are numbered now, Decepti-creeps! (Runs out of room, transforms, drives down ramp)

OPTIMUS PRIME: Jazz, report security status.

JAZZ: (Onscreen, elsewhere in base) No sign of Decepticons here, Prime.

OPTIMUS PRIME: What about Moonbase 2?

JAZZ: Jazz to Moonbase 2. Jazz to Moonbase 2.

BUMBLEBEE: (Onscreen) Bumblebee and Spike here.

JAZZ: We're about to send up a shuttle. Any Decepticon shenanigans in your area?

BUMBLEBEE: All clear, Jazz.

SPIKE: (Wearing an EXOSUIT) Hey, Ironhide, tell my son Daniel that I miss him, and tell him not to worry: I'll be coming home just as soon as we kick Megatron's tail across the galaxy!

IRONHIDE: Will do, Spike.

OPTIMUS PRIME: Cliffjumper, commence countdown.

CLIFFJUMPER: Five... four... three... two... one... BLASTOFF!



(Shuttle engines ignite, and it roars off the surface)

OPTIMUS PRIME: Now all we need is a little energon, and a lot of luck.

(Laserbeak flies back to Cybertron)

-----{Scene 3}-----

(Decepticon command post)

SOUNDWAVE: Laserbeak returns, Megatron.

MEGATRON: Welcome, Laserbeak! (lands on his arm) Unlike some of my *other* warriors (glances pointedly at STARSCREAM), *you* never fail me. Soundwave - play back Laserbeak's findings.

SOUNDWAVE: As you command, Megatron.

(Transforms, links to a monitor.)

OPTIMUS PRIME: I want you to make a special run to Autobot City on Earth --

IRONHIDE: But Prime --

OPTIMUS PRIME: Listen, Ironhide, we don't have enough energon cubes to power a full-scale assault. Ready the shuttle for launch.
(cut in the playback) Now all we need is a little energon and a lot of luck.

MEGATRON: More than you imagine, Optimus Prime.

-----{Scene 4}-----

(Ironhide's shuttle is passing Earth's moon. It shakes, and the Decepticons blast a hole in the port side.)

BRAWN: Megatron! Decepticons!

MEGATRON: Die, Autobots! (transforms into gun mode and flies into Starscream's hand)

["Instruments of Destruction"]



(Ironhide, Ratchet, Prowl, and Brawn are blown away by gun-mode Megatron wielded by Starscream. Megatron then transforms back into robot mode and surveys the damage.)

MEGATRON: This was almost too easy, Starscream.

STARSCREAM: Much easier, *almighty* Megatron, than attacking the real threat - the Autobots' moonbase!

MEGATRON: You're an idiot, Starscream. When we slip by their early warning systems in their own shuttle and destroy Autobot City, the Autobots will be vanquished forever!

IRONHIDE: (From the floor, grabbing at Megatron) NOOOO!

MEGATRON: (looking down at the dying Ironhide) Such heroic nonsense. (Blasts him point-blank)

(External shot, looking at aft of shuttle as it heads towards Earth)

-----{Scene 5}-----

(Idyllic mountain lake. HOT ROD is fishing. DANIEL WITWICKY sits morosely beside him.)

HOT ROD: Fish are jumping today, eh, Daniel?

DANIEL: (sigh) I guess so.

HOT ROD: Hey, what's the matter?

DANIEL: I don't know, Hot Rod.

HOT ROD: Come on, you can tell me.

DANIEL: I guess I just miss my dad.

HOT ROD: Don't worry, Spike'll be back soon -- oh, hey -- I got something! (reels in the fish and holds it up)

DANIEL: (Excited now) Look at the size of it!

HOT ROD: (holding fish, tiny to him) It's a whopper, all right.

(Beeping in Daniel's pocket. Pulls out a scope.)



DANIEL: Hot Rod, the shuttle's coming! Let's watch it land!

HOT ROD: Talk about *dull*, Daniel. (Tosses fish back)

DANIEL: Hurry, or we'll miss it!

(Hops onto hoverboard, flies off, crashes, Hot Rod catches him)

["Dare"]

HOT ROD: If you're gonna ride, Daniel, ride in style!

(Transforms and tosses Daniel into himself)

DANIEL: (looking up at the shuttle) Hey, let's stop here!

HOT ROD: Why settle for a peek, Daniel, when you can see everything from *Lookout Mountain*.

(Ahead on the road, KUP, HUFFER, and BLURR are erecting a roadblock)

KUP: A little to the left -- a little bit more.

(Hot Rod crashes right through, scattering the older robots)

KUP: Turbo-roddin' young punk! I'll straighten you out yet!

(They get to the peak. Daniel hops out and runs to a telescope.)

DANIEL: Hot Rod, look -- there's a hole in the shuttle!

HOT ROD: What? (Activates a scanner and zooms in)
DECEPTICONS! (opens fire with his forearm "tailpipe" guns)

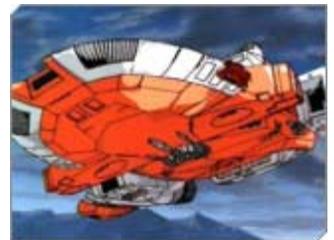
KUP: (looking up) What's that darn fool doing?

(The shuttle erupts in flame, and the Decepticons jump out)

MEGATRON: ATTACK!

(He blasts the platform: it starts to collapse)

HOT ROD: Daniel!



(He grabs Daniel and they land safely on a lower cliff.)

BLITZWING: Come on down, Autobrat!



(Transforms to tank, targets Hot Rod and Daniel up on cliff. Cliff seen using HUD POV. Shrapnel flies past. Kup grabs Blitzwing's barrel and wrestles it aside, Blitzwing fires and hits Shrapnel instead. Shrapnel loses control and crashes into Blitzwing. Hot Rod and Daniel slide down the hill)

HOT ROD: Huh... not bad for an old-timer.

KUP: Old timer? That's something *you'll* never be if you don't get back to the city.



(Starscream strafes them)

HOT ROD: Save it, Kup!

KUP: Let's *burn* rubber!

-----{Scene 6}-----

(Inside Autobot City)

PERCEPTOR: Ultra Magnus, a cursory evaluation of Decepticon capability indicates a distinct tactical deficiency.

ULTRA MAGNUS: In other words, Perceptor --

SPRINGER: We're outnumbered!



(A panel pops open in Springer's arm, and he fires at the airborne Decepticons. They get strafed and dive to the sides)

MAGNUS: Springer, you and Arcee transform Autobot City. Perceptor, tell Blaster to radio Prime for reinforcements.



BLURR: What about me Magnus, what about me, uh wah uh wah, I can help I want to help, what about me?

MAGNUS: Blurr, you can help me alert the others.

BLURR: Absolutely, positively, definitely, no one can get the job done faster than me, nobody! Nobody nobody!

SPRINGER: Come on, Arcee, let's go!

ARCEE: But Hot Rod and Kup are still outside the city --

SPRINGER: We can't wait. They'll have to take care of themselves. Come on!

["Autobot-Decepticon Battle"]

(Arcee and Springer activate the transformation – the peaceful-looking city starts transforming into a heavily armed fortress.)

STARSCREAM: (flying after Springer and Arcee as they run across the city) Pathetic fools! There's no escape! (Gets foot stuck in transforming floor/ceiling. About to be crushed by closing shield doors, blasts it off to escape) *Agggghh!* My foot!

MEGATRON: (leading the assault) Breach their defenses!

(Insecticons start eating through a shield door)

KICKBACK: Delicious, eh Shrapnel?

SHRAPNEL: A little heavy on the electrons, electrons.

(Kup and Hot Rod speed along the approach road)

KUP: The Insecticons are in our way!

HOT ROD: Wrong! They're **our** way **in**! (Uses Kickback as a ramp and soars past the Insecticons, knocking them aside as he flies into the hole they made in the shield doors. After Kup follows him through the hole, additional blast doors slam down over the hole.)

(Elsewhere, in a transparent gun turret, Blaster is happily firing at Decepticons. Perceptor climbs up through a hatch)

BLASTER: Look out and **shout!* YOW! Hey, Perceptor, what's shakin' -- other than this fortress?

PERCEPTOR: Blaster, Ultra Magnus sends orders to contact Optimus Prime on Moonbase One.

BLASTER: **Alright!* Cover your receptors, Perceptor! (transforms, links to turret antenna) 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.

MEGATRON: Soundwave, jam that transmission!

SOUNDWAVE: Rumble, Frenzy, Ravage, Ratbat, eject! Operation: Interference!

(all four cassettes fly out of Soundwave's chest compartment, transform, and fly towards the dome where Blaster sits)

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 --

(The Decepticon cassettes land on the transparent turret roof and proceed to rip off the transmitter array)

RUMBLE: (transforming arms into battering rams) First we crack the shell; then we crack the nuts inside! (shatters dome)

(They drop through and attack Perceptor)

PERCEPTOR: Run, Blaster! Save yourself!

BLASTER: No way, two can play! (Ejects his cassettes: REWIND, EJECT, STEELJAW, RAMHORN) Sic 'em!

(The cassettes battle each other)

PERCEPTOR: Do you think you got through to Prime?

BLASTER: I hope so, 'cause if I didn't we're all gonna look like burnt-out toaster ovens.

-----{Scene 7}-----

(Twilight)

BLURR: (Moving from window to window in a wall while firing outside) We've got Decepticons at the gate, Decepticons in the air, Decepticons at the walls. Decepticons, Decepticons, Decepticons! If we shoot them off the gates they're still in the air; if we shoot them out of the air they're still at the walls; and where does that leave *us*? Nowhere, that's where!



(Elsewhere – Springer is trying to push a large missile launcher into position by himself)

SPRINGER: Come on, Arcee, we've gotta get this launcher into place. Megatron's making his big push and we've gotta *push back*!



(Arcee drags the body of Windcharger and lays him down on the floor. From her POV, we see him laying next to the body of Wheeljack. Kup, Hot Rod, and Daniel arrive)



KUP: Keep at it, Springer my boy -- help's at hand!

(All five of them start pushing the launcher into position)

ARCEE: I was afraid you'd be trapped outside the city.



HOT ROD: Aw, I wasn't worried for a microsecond.

ARCEE: Then *uh* you probably didn't understand the situation.

KUP: That did it!



(Daniel looks out a gun slit to the courtyard)

MEGATRON: Constructicons, merge for the kill! (the five Constructicons begin combining to form Devastator)

DANIEL: (pointing outside) Kup, Hot Rod -- look!



KUP: Devastator...

DEVASTATOR: PREPARE FOR TERMINATION!

SPRINGER: I've got better things to do tonight than *die*!

(Loads a shell, fires it – hits Devastator point-blank in the chest. Devastator isn't even scratched. He tears through the wall, destroying the launcher. They all run)



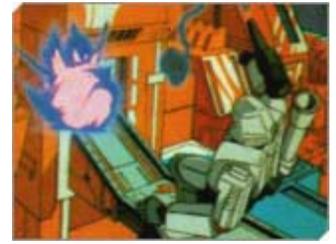
(Far view of the city as it's riddled with explosions and laserfire)



-----{Scene 8}-----

(Next morning, smoke drifting from the city)

MEGATRON: (blasting apart a shield door from the air) Their defenses are broken! Let the slaughter begin!



(Suddenly, Prime's shuttle flies in, piloted by Prime and SUNSTREAKER)

OPTIMUS PRIME: Dinobots! Destroy Devastator!



GRIMLOCK: Me Grimlock love challenge! Dinobots, transform!

(GRIMLOCK, SLAG, SLUDGE, and SWOOP (no Snarl) drop out of the shuttle and fall towards Devastator. Shuttle lands. Prime, Sunstreaker, HOUND step out)



OPTIMUS PRIME: Megatron *must* be stopped -- no matter the cost.

["The Touch"]

(Prime transforms, rolls into city, drives through Decepticons, transforms again and starts blasting his way through the enemy ranks. He then comes up behind Megatron, who is standing near a cliff overseeing the devastation. Megatron spins around to confront him.)



MEGATRON: Prime!

OPTIMUS PRIME: One shall stand; one shall fall.



MEGATRON: Why throw away your life so recklessly?

OPTIMUS PRIME: That's a question you should ask yourself, Megatron.

MEGATRON: I'll crush you with my bare hands!



HOT ROD: I've got to help Prime!

KUP: Stay away, lad; that's Prime's fight.

MEGATRON: I'll rip out your optics!

(Prime throws Megatron across the courtyard and picks up his discarded rifle, leveling it at Megatron. Kup runs up.)



KUP: Finish him off, Prime! Do it now!

(Megatron sees a discarded gun, hidden from Prime behind some rubble, and starts crawling towards it on his knees)

MEGATRON: No more, Optimus Prime. Grant me mercy, I beg of you!



OPTIMUS PRIME: You, who are without mercy, now plead for it? I thought you were made of sterner stuff.

HOT ROD: (seeing the gun) No you don't, Megatron! (tries to grab gun first)



OPTIMUS PRIME: Out of the way, Hot Rod!

(Megatron grabs Hot Rod as a shield and blasts Prime in a wound he'd inflicted earlier. Prime falls. Megatron tosses Hot Rod away.)



MEGATRON: (standing over the wounded Optimus) Fall, fall! I would have waited an eternity for this. It's *over*, Prime.

OPTIMUS PRIME: NEVER! (rears upward with both fists in a surge of strength)



(Knocks Megatron over the cliff, then collapses)

HOT ROD: (kneeling by the fallen Prime) Optimus, forgive me.

(In the courtyard below, Starscream struts up to Megatron's body)



STARSCREAM: How do you feel, *mighty Megatron*? (Kicks him, turns away) Astrotrain, transform and get us out of here!

MEGATRON: (Lifts head weakly) Don't leave me, Soundwave.



SOUNDWAVE: As you command, Megatron.

(Autobots firing after the retreating Decepticons. Soundwave carries Megatron, Rumble grabs his fusion cannon)

ARCEE: The Decepticons are retreating!

KUP: Prime did it. He turned the tide.

STARSCREAM: Astrotrain, take off!

(Astrotrain rolls across city as train, then transforms into shuttle as he goes off the edge over the river, flies off)



-----{Scene 9}-----

["Death of Optimus Prime"]

(Inside Autobot City repair bay - Perceptor, in microscope mode, is scanning Optimus's damaged chest and side. He then transforms back to robot mode and looks toward Ultra Magnus.)



PERCEPTOR: I fear the wounds are... fatal.

DANIEL: (crying) Prime, you can't die.

PRIME: Do not grieve. Soon, I shall be one... with the Matrix.



HOT ROD: Prime --

PRIME: Ultra Magnus, it is to you, old friend, I shall pass the Matrix of Leadership, as it was passed to me.



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

PRIME: Nor was I, but one day an Autobot shall rise from our ranks and use the power of the Matrix to light our darkest hour. Until that day, till all are one.



(Chest opens, Prime pulls out the MATRIX OF LEADERSHIP. Blue light flares all over, illuminating them all. He falters, drops it. Hot Rod catches it, feels the power as the Matrix glows, then hands it to Ultra Magnus, who places it into his own chest cavity. Prime turns ashen as his head lolls to one side and he dies. Much sadness occurs, both onscreen and off.)

-----{Scene 10}-----

(Elsewhere, out in space, a cluster of monitors somewhere inside Unicron display images of Hot Rod handing the Matrix to Ultra Magnus and Magnus then placing it in his chest cavity. At the sight of the transfer, the monster planet rumbles in anger)



-----{Scene 11}-----

(Astrotrain, reeling through space)

ASTROTRAIN: Jettison some weight or I'll never make it to Cybertron!

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

BONECRUSHER: In that case I say it is survival of the fittest!

STARSCREAM: Do I hear a second on that?

(Uninjured): AYE!

STARSCREAM: And against?

(Injured): (weakly) Nayyy...

STARSCREAM: The ayes have it!

(Uninjured): Get! Make room for us!

(Injured): Please, don't! No... !

(The injured Decepticons all get thrown out the hatch into space. Starscream carries Megatron to the hatch personally, savoring every step)

STARSCREAM: Oh, how it *pains* me to do this!

MEGATRON: (weakly) Wait, I still function --

STARSCREAM: Wanna bet? (Tosses him out)

MEGATRON: STARSCREAM -- !

(Shot from Megatron's POV as he falls out of hatch - Astrotrain coasts away, hatch slams shut over Starscream)

STARSCREAM: Well, as Megatron has, how shall we say, *departed*, I nominate *myself* as the new leader!

SCRAPPER: Wait! The Constructicons form Devastator, the most powerful robot. *We* should rule.

SOUNDWAVE: Soundwave superior. Constructicons inferior.



BONECRUSHER: Who are you calling inferior?

HOOK: No one would follow an uncharismatic boor like you!

(Rumble, Frenzy, Ravage, Laserbeak eject unbidden)

RUMBLE: Hey, nobody calls Soundwave un-krossa-matic!

FRENZY: Yeah, let's kick tailgate!

SCRAPPER: Constructicons unite!

RUMBLE: No way!

(Constructicons start uniting to form Devastator; Rumble's pile drivers knock them back apart. Civil war ensues within Astrotrain's cargo bay as he struggles to maintain course)



-----{Scene 12}-----

(Space near Unicron. Megatron and the other discarded Decepticons float in)

UNICRON: Welcome, Megatron.

(The white light pouring from Unicron's maw pushes Megatron away, like tumbleweed. He drags himself to a stop on a mandible, scoring sparking grooves in it with his fingertips. He floats back towards the mouth)

MEGATRON: Who -- who said that?

UNICRON: I am Unicron.

MEGATRON: Show yourself!

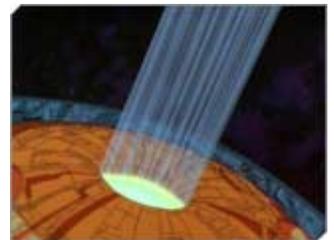
UNICRON: I have summoned you here for a purpose --

MEGATRON: Nobody summons *Megatron*!

UNICRON: Then it pleases me to be the first.

MEGATRON: State your business!

UNICRON: This is my command - you are to destroy the Autobot Matrix of Leadership. 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's dead -- and the Matrix died with him!

UNICRON: No, the point is you are a fool. The Matrix has been passed to their new leader, Ultra Magnus. Destroy it for me.

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

UNICRON: (with a touch of dry humor) 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 white light pouring from his maw turns red. Megatron twists in agony)

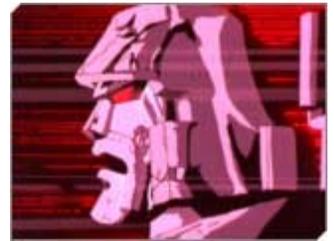
MEGATRON: No! No, NO! I accept your terms! I ACCEPT!
(The light turns blue)

UNICRON: Excellent.

(Megatron - Galvatron metamorphosis sequence. Megatron's original body is restored and then broken down into its core components. The components are rearranged and transformed into the components of a new body, one which looks like a futuristic version of Megatron's original body)

UNICRON: Behold -- Galvatron.

(Metamorphosis of Skywarp, Kickback, and Shrapnel into new bodies – same effect as the Galvatron sequence)



UNICRON: And these shall be your minions - Scourge, the tracker, and his huntsmen, the Sweeps.

(Metamorphosis of Bombshell and Thundercracker into new bodies – same sequence again)

UNICRON: Cyclonus, the warrior, and his armada.

(A panel opens in Unicron and a big purple ship slides out)

UNICRON: And *this* shall be your ship. Now go, and destroy the Autobot Matrix.

GALVATRON: (In his new voice) I will rip open Ultra Magnus and every other Autobot until the Matrix has been destroyed! To Cybertron! (Uses his gun to boost himself towards the ship)

(Galvatron and his new minions enter the docking bay - they fly off in their new ship)

UNICRON: Destroy the Matrix.

-----{Scene 13}-----

(On Cybertron, Decepticon courtyard - Constructicons are blowing trumpets at Starscream's "coronation" while Starscream stands up on a dais above the other Decepticons. Starscream is polished up and wearing a garish purple cape with large shoulder pads.)

STARSCREAM: Get on with the ceremony!

(Constructicons look at each other, then trumpet again. Starscream blasts the trumpets to silence them. Astrotrain crowns him; Dirge and Ramjet stand to the sides behind him.)

STARSCREAM: My fellow Decepticons, as your new leader, I --

(Galvatron flies in, inside Cyclonus, scattering them. He hops out, Cyclonus transforms.)

STARSCREAM: Who disrupts my coronation?

GALVATRON: Coronation, Starscream? This is bad comedy.

STARSCREAM: Megatron... !? Is that you?



GALVATRON: Here's a hint!

(He transforms into a laser cannon and blasts Starscream, whose circuits sizzle with purple electricity, then burn out. His body turns ashen and crumbles into dust. The crown rolls down the stairs; Galvatron transforms back into robot mode and steps on it, crushing it into dust as well)



GALVATRON: (pointing at the dais while looking at the other Decepticons) Will anyone *else* attempt to fill his shoes?

RUMBLE: (to Soundwave) What'd he say his name was?

GALVATRON: GALVATRON!

(all): Hail Galvatron! Galvatron!



-----{Scene 14}-----

(Unicron shows up in Cybertronian space and bears down on Moonbase One)

JAZZ: Where'd *that* come from?!

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

(Mandibles tear into the moon, debris flies)

JAZZ: Talk to me, Earth! We got a situation out here! Roger me, wilco me, anything! Hello, hello Earth!

(in Autobot City, the survivors are patching the damage)

BLASTER: (Carrying a huge cylindrical component) Hey, I'm picking up a faint signal. (Transforms in radio mode)

JAZZ: This is Jazz. There's this enormous, weird-looking planet that's shovin' up in the suburbs of Cybertron --

CLIFFJUMPER: And it's attacking Moonbase One -- (signal breaks up) krzzt zzzkt tkkzztzz...

MAGNUS: Jazz, Cliffjumper!

(On Moon One, the two have climbed into a small crescent shuttle)



JAZZ: Got to blast free, if we can!

CLIFFJUMPER: Ignition and --

JAZZ: HIT IT!

CLIFFJUMPER: Jazz, we're not getting away!



(They're sucked in. Moonbase Two is now on a screen in Autobot City)

SPIKE: This is Spike and Bumblebee up here on Moonbase Two.

BUMBLEBEE: This *thing*, this monster planet, just ripped the first moon to shreds!

SPIKE: And it's heading this way --

BUMBLEBEE: We'll try to slow it down --

SPIKE: But you'd better get here fast 'cause we're not gonna --
(breaks up) krzzt zzkt...



DANIEL: DAD!

(On Moon Two, they're setting explosives)

SPIKE: Bumblebee, activate the explosives. (Bumblebee setting them. Spike presses a button; digital countdown from 20) If this doesn't stop it, nothing will!

BUMBLEBEE: The explosives are activated. Let's get outta here!
(They get into a crescent shuttle) Hurry, it's gonna blow!

(Gigantic explosion as Unicron swallows the moon)

(both): Alright we did it! Hooray! Way to go!

BUMBLEBEE: LOOK!

(as dust clears, Unicron appears undamaged)

SPIKE: It isn't even *dented!* What are we gonna do now?

BUMBLEBEE: We're being sucked into it!

(On Cybertron, Galvatron watches the moon's destruction in anger)



GALVATRON: How dare Unicron! Cybertron and all its moons belong to me --
(Red light flares from nowhere, he writhes in pain)



SCOURGE: (looking down at Galvatron) Remember -- *we* belong to *him*.

GALVATRON: I belong to NOBODY! (more pain) I will obey, Unicron (recovers, breathing hard) Decepticons, to Earth!

(Their ship flying through space)

-----{Scene 15}-----

(Back in Autobot City, in front of the comm terminal)



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 -- he's on the moon between that monster planet and Cybertron.

MAGNUS: (crosses arms) Daniel, we'll do everything we can for Spike.

SPRINGER: And what are we gonna do when we get there? If that thing crunches moons it'll make short work of us.



MAGNUS: Maybe the Matrix can stop it.

HOT ROD: You're right, it can!

KUP: What do you know about it, lad?

HOT ROD: I just got this feeling --



SPRINGER: LOOK!

(Galvatron and company attack. POV shot of the Autobots from above. Galvatron is inside Cyclonus' cockpit)

["Escape"]

MAGNUS: To the shuttles!



GALVATRON: (From inside Cyclonus) I, Galvatron, will crush you just as Megatron *crushed* Prime.

(Cyclonus starts strafing the Autobots with laserfire as they start running towards the landing pads. Magnus pulls out his rifle and starts shooting back towards the Decepticons.)



MAGNUS: And you'll die trying, just like Megatron!

GALVATRON: Autobot scrap!

SCOURGE: You want me to gut Ultra Magnus?

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

(Somewhere else in the city...)

ARCEE: Stay close to me, Daniel!

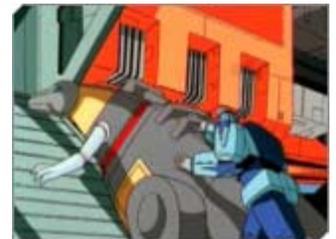


HOT ROD: And you'd better stay close to me!

(Explosion opens a hole in front of the three. Arcee catches the dazed Hot Rod)

ARCEE: (looking at a stunned Hot Rod) No, *you'd* better stay close to *me*.

(By the shuttles. Grimlock is in dino mode. Blurr is trying to push him up the ramp from behind)



BLURR: Nice dino good dino sweet dino just get into the nice spaceship before we blow up pretty pretty please with a cherry and some whipped cream nice dino sweet dino!

GRIMLOCK: Me Grimlock not *nice dino*. Me dice brains!

(spits flame at a Sweep, who crashes and burns)

MAGNUS: Blurr, get the Dinobots into the shuttle!

BLURR: I'm trying to get them into the shuttle Ultra Magnus because I know we can't launch the shuttle until I get them into the shuttle but I can't seem to get them into the shuttle because they're impossible impossible impossible!

MAGNUS: Okay, forget it. Kup, Hot Rod, you guys get the Dinobots aboard and get *outta* here!

HOT ROD: (lassoes Grimlock) Come on, you big bozo, get in the shuttle!

(onboard shuttle)

KUP: This reminds me of the battle on Alpha Nine. The petrorrabbits (Grimlock leans closer over his shoulder) -- Grimlock, get your noodle out of my face!

GRIMLOCK: Me Grimlock *love* Kup's war stories.

KUP: You're living one now. (To Hot Rod) Engage the boosters, for Cybertron's sake!

GRIMLOCK: Tell Grimlock about petrorrabbits again.

KUP: I'll give you petrorrabbits. Contact!

(First shuttle launches. Meanwhile, on landing pad near other shuttle...)

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

DANIEL: Alright!

SPRINGER: But if you get spacesick, you're gonna *walk* home!

MAGNUS: HURRY!

DANIEL: (next to open hatch) Wait, Ultra Magnus, Arcee's still out there!

(Arcee runs up alongside accelerating shuttle; Springer leans out hatch)

SPRINGER: JUMP!

(She jumps, Springer grabs her by the wrist and drags her in)

ARCEE: Thanks.

DANIEL: (Presses switch to close door.) That was close.

SPRINGER: Believe it or not, this is the fun part!

(Second shuttle launches and dodges enemy fire)

-----{Scene 16}-----



(The two Autobot shuttles have regrouped in space somewhere.)

MAGNUS: Congratulations, Autobots, we've lost them. So rest while you can.

(On one shuttle, Kup is telling stories while Hot Rod practices swordfighting with a drone)

KUP: Yup, I remember, the dust was so thick on Beta Four you had to use windshield wipers on your optic sensors --



GRIMLOCK: Me Grimlock know all about wipers - want to hear good part of story! (inadvertently knocks Swoop over)

SWOOP: (from floor) Good part, Kup! Tell Swoop good part!

KUP: Okay, okay. Well, the dust was really thick. And then this gigantic Ikyak came tromping and stomping down the mountain, flame spewing out of its nostrils. And I thought for sure --

HOT ROD: Hey, Kup, don't you think we have better things to do now than tell old war stories?

KUP: Like what?

HOT ROD: Like, maybe, figure out how we're gonna rescue our friends, and then save Cybertron.

(Dinobots): No! Tell story! Shh! Quiet! Tell story! We want to hear story!

(The drone hits Hot Rod while he's distracted. He turns to strangle it. Just then, the Decepticons' ship attacks from behind, firing missiles at the shuttle)

DRONE: BUZZ! Time out time out time out!

HOT ROD: They're closing on us!

KUP: Just like the shrie-bats of Dromadon.

HOT ROD: How'd you beat *them*?



KUP: I'm trying to remember. There were an awful lot of casualties that day. Oh yeah, we inverted polarities --

(Hot Rod inverts the shuttle's polarity – missiles do a complete loop but keep coming)

HOT ROD: They're coming back!

(Missiles expend their energy and blow up just off their bow)

HOT ROD: Alright, we survived that!

KUP: Yeah, but will we survive *this* (pointing at incoming Decepticons)?

GALVATRON: Cyclonus, transform and attack!

(Cyclonus launches from the Decepticon ship and attacks, blasting lots of holes in the Autobot ship)

KUP: I can't control it!

HOT ROD: We're gonna crash!

(The ship's prow and flight deck crumple as it plows into a nearby metal planet with a bizarrely twisted ring system -- QUINTESSA)

SPRINGER: Kup and Hot Rod just bought it!

MAGNUS: (dodging Decepticon fire) I can't deal with that now --

SPRINGER: Face it, Magnus, the Decepticons are gonna dog us until they see us dead.

MAGNUS: Then that's exactly what they're gonna see! Prepare for emergency separation!

PERCEPTOR: That's too dangerous!

MAGNUS: What choice do we have?

(The Decepticon ship fires a salvo of missiles just as the forward section of the shuttle detaches. The rear section blows to bits in a large explosion, driving the Decepticons back)

SCOURGE: The Autobots have been terminated.

GALVATRON: Excellent, and the Matrix with them! (Is hit with red pain) No! Unicron, why? (Gasps) Take me to Unicron. Take me now! (Convulses on the deck)



-----{Scene 17}-----

(On Magnus' shuttle, they all have weird voice reverbs now)

ARCEE: Did we have to let them detonate three-quarters of the ship?

SPRINGER: Seein' as how they woulda detonated *four* quarters, I think it was a good choice.

ARCEE: But how are we gonna get there in *this* wreck?

MAGNUS: Perceptor, can you locate a place to set down for repairs?

PERCEPTOR: Gamma waves in this sector of space create marginal navigation probabilities (Magnus glares at him) -- ahem, however -- yes, I believe I can. The Planet of Junk is in this vicinity.

MAGNUS: Then let's go for it.



-----{Scene 18}-----

["Hunger"]

(An ocean somewhere on that metal planet, full of robot fish, robot sea anemones that eat the fish, robot seaweed. Hot Rod is tangled up in some sort of spiky seaweed, and is being attacked by robot piranha)



HOT ROD: Kup! Grimlock! Slag! ANYBODY!

KUP: Hot Rod! Help me!

(His fist slides back into his arm housing and is replaced by a spinning blade. He quickly uses the blade to free himself from the seaweed and defend himself from the piranha. He then transforms into vehicle mode and heads off in the direction of Kup's voice)



HOT ROD: Kup! Kup!

KUP: Help!

(Kup has been snared by a huge robot squid. Hot Rod cuts off a few tentacles with his blade, then blasts one of the squid's optics out. The squid retreats, releasing a cloud of ink. When the ink clears, Kup is face-down, one arm and leg torn off. Hot Rod rushes to his side)

HOT ROD: Kup, talk to me!

KUP: (weakly) *Fix me*!

HOT ROD: Sure Kup, right away!



-----{Scene 19}-----

(Magnus' shuttle about to crash on JUNKION)

MAGNUS: Brace for impact!



(They skid across the junky surface, comprised of a vast number of rusty bits and pieces. Huge piles of junk rear up into the sky. The Autobots are all spilled from their seats.)



MAGNUS: (Getting up from the deck) Say something, anybody!

SPRINGER: (A piece of debris falls on him) Remind me to give the autopilot a *raise*.



ARCEE: (on floor. Looks down under her) Daniel?

DANIEL: (Gets up from under her body) I'm okay.

MAGNUS: (looking around ship interior) Let's try to salvage this thing.



DANIEL: Can I help too?

SPRINGER: It's rough out there, kid.

ARCEE: I think Daniel can make himself useful with *this*. (enters from offscreen holding a smaller version of the exosuit Spike was seen wearing earlier on Moonbase Two.)

DANIEL: Dad's exo-suit! He told me all about it.

ARCEE: Here, try it on. (He gets into it; she snaps the transparent dome "helmet" shut) Now try to walk; come on, you can do it.

SPRINGER: Just think about what you want to do, before you do it.

DANIEL: It's kind of tricky -- (he does a forward flip into the air and nearly crashes before he steadies himself) -- whoa, oh!



ARCEE: Keep on practicing. You'll get the hang of it.

MAGNUS: Come on, showtime's over. We've got work to do.

(They disembark onto the surface)

DANIEL: (whistles) This must be the junk capital of the universe.

(Nearby, JUNKIONS rise from beneath the surface, blending in to the browns and reds of the junk.)

WRECK-GAR: (apparently the leader of the Junkions) Stop, thief! No welcome-wagon "hello, stranger," with that good coffee flavor for you! Yeah, or your money back! Offer expires while you wait. Operators are standing by.



-----{Scene 20}-----

(Now on shore, Hot Rod is finishing repairs on Kup)

HOT ROD: That does it. Well, what do you think?

(Kup gets up, stretches his legs, stomps around)

KUP: Of all the circuit-glitched, diode-blowing dimwittery. You left a piece out!

HOT ROD: No way! You're just a little stiff.

KUP: Anyway, all things considered, you did an amazing job, lad. Amazing.

HOT ROD: Really?

KUP: Yeah. You even got rid of a nasty burr in my rotator. Now let's find the Dinobots and get off this twisted planet.

(They transform and drive off.)



-----{Scene 21}-----

(Further on, as Kup and Hot Rod approach a pool, a bunch of green-and-grey robots surface from its waters. They have big spikes on their shoulders, and look

very menacing. The two Autobots transform back to robot mode, and Kup holds Hot Rod back)

KUP: Don't act hostile. I'll use the Universal Greeting.

HOT ROD: *Universal Greeting*?

KUP: Watch, I'll have them eating out of my hand. (Spreads out his arms) Ba Weep Gra-na Weep Ninny-Bong!

HOT ROD: (looking at Kup like he's lost it) *Ba Weep Gra-na Weep Ninny-Bong*?

(aliens): Ba Weep Gra-na Weep Ninny-Bong!

KUP: See! The Universal Greeting works every time. Now, without making any sudden moves, offer them an energon goody.

(They reach into storage compartments and pull out containers that dispense small glowing strips of energon. The aliens crowd around them.)

HOT ROD: THIS IS GETTING *EXPENSIVE*!

KUP: DON'T WORRY; THEY'LL RECIPROCATE!

HOT ROD: I *thought* they were supposed to reciprocate? (to aliens) No more!

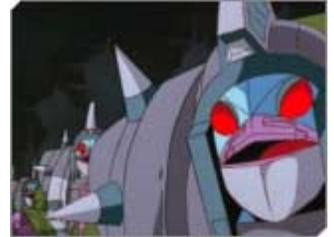
KUP: *EMPTY*! (Tosses dispenser away)

(The aliens sit there for a moment. Then they transform into alligator-like creatures and rush the Autobots)

-----{Scene 22}-----

(Kup and Hot Rod, wearing energy-shackles, are being herded into a huge metal fortress. They come out into a circular atrium, with a huge pit in the middle, filled with liquid. A robot (ARBLUS – one of the two robots who escaped Unicron in the beginning of the movie), is standing on a plank suspended over it, his arms shackled.)

KUP: Reminds me of the Nyda Slave Mines on Golgonath Seven.



HOT ROD: *Everyplace* reminds you of someplace else.

KUP: Experience, lad. You should learn to appreciate it.

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

KUP: (looking towards the pit) Hey! What's going on over there?

(A six-tentacled bailiff, with a head like something out of "Aliens" but garishly-colored in orange, green, blue, white; and floating on an energy beam, is speaking)

BAILIFF: Has the Imperial Magistrate reached a verdict?

(The Magistrate is an egg-shaped being, with a similar energy beam, and a mask-like face, sitting on a throne high above the pit)

MAGISTRATE: I have.

BAILIFF: Guilty, or innocent?

MAGISTRATE: Innocent.

BAILIFF: (Turns towards the pit) Feed him to the Sharkticons.

(A guard pulls a lever, and ARBLUS drops into the pools. He is rapidly pulled under by the seething mass of SHARKTICONS.)

HOT ROD: We've *got* to get ourselves a new travel agent.

(He and Kup are thrown into a cell. Their shackles evaporate. They look around)

HOT ROD: What *is* this place?

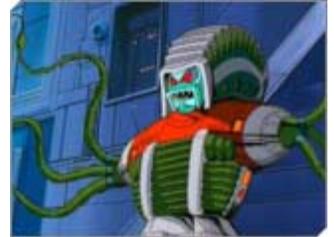
(Out of the shadows in the adjacent cell, another robot, similar in style to the first, comes forward. It's KRANIX, the other robot seen in the beginning of the movie)

KRANIX: The world of the savage Sharkticons and their cruel masters, the Quintessons. *I* am Kranix. My planet was destroyed by Unicron.

HOT ROD: *Unicron*! (thinks a moment) Who's Unicron?

KRANIX: A planet that devours everything in its path.

KUP: So *that's* the monster's name.



(The guards come and grab Kranix)

KRANIX: No, please! I'm the last survivor of my race! No!

HOT ROD: (racing towards guards) Let him go! (Is thrown back by a shock from the cell's electrified bars)



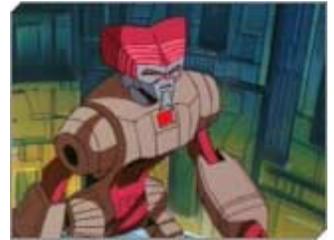
BAILIFF: (looking in towards Hot Rod and Kup) Soon you, too, shall receive your sentence.

(Back out in the "courtroom", Kranix now stands on the plank above the Sharkticon pit as the Autobots watch through their cell door)

BAILIFF: Has the Imperial Magistrate reached a verdict?

MAGISTRATE: I have.

BAILIFF: Guilty, or innocent?



KRANIX: (placing his hands over his audio receptors) Spare me this mockery of justice!

BAILIFF: I repeat - Guilty, or innocent?

MAGISTRATE: Innocent.

(Kranix stumbles back, stunned. The plank drops him and he is immediately consumed by the Sharkticons)

MAGISTRATE: Ha ha ha – click -- he he he – click -- ho ho ho – click -- har har har – click -- huh huh huh... (The body rotates, revealing four other faces, each different and laughing)

KUP: (watching the scene) Not the end I'd wish for, lad.

-----{Scene 23}-----

(Elsewhere on the surface of Quintessa, Swoop returns from a scouting mission to the other Dinobots)

SWOOP: Me Swoop no see nothing!

GRIMLOCK: Me Grimlock positive Kup and Grimlock close.



SLAG: Me Slag say you full of beryllium baloney.

GRIMLOCK: Me Grimlock say *you* full of cesium salami!

SLAG: Beryllium baloney!

(They brawl, then a strange musical voice comes from somewhere nearby, from WHEELIE – a small childish robot who speaks in rhyme)

WHEELIE: Friend find look behind.

GRIMLOCK: Who say that?

WHEELIE: (climbs up onto Sludge's head) Friend find look behind. You go wrong way, you fool I say.

GRIMLOCK: Me Grimlock *fool*?

WHEELIE: Picture you not, then fool you not. (laughs)

GRIMLOCK: Me Grimlock no like you!

(Knocks Wheelie off of Sludge's head. Wheelie pulls out a slingshot and hits Grimlock in the face with something that leaves a scorch mark.)

GRIMLOCK: (with newfound respect) OW! Why boy hit nose?

WHEELIE: Wheelie say find friends today.

(Aerial shot, they're all heading off towards the fortress)

GRIMLOCK: Me Grimlock say we on our way.

-----{Scene 24}-----

(Back at Unicron)

GALVATRON: Unicron! Why did you torture me?

UNICRON: You have failed.

GALVATRON: No, Unicron! Ultra Magnus is dead, and the Matrix destroyed!



UNICRON: The Matrix has *not* been destroyed, and Ultra Magnus *lives*, on the Planet of Junk. Stalk him. Tear him apart. And *destroy* the Matrix.

-----{Scene 25}-----

(Back on Junkion, the Autobots are patching their ship)

PERCEPTOR: Be sure the fittings are securely welded.



BLURR: Absolutely, positively, definitely. Wouldn't do it any other way, any other way at all.

(Daniel walks in, carrying a huge hull plate)

DANIEL: Whoa, this exosuit is fantastic. I think I'm starting to get the hang of it.

(Elsewhere on the planet...)

WRECK-GAR: Forward Avanti, Apfel and like, go for the gusto! (Looks up as the Decepticons fly down toward the Autobots) Huh, what?

MAGNUS: (seeing the Decepticons coming towards them) DECEPTICONS! We've got to draw them off and double back to the shuttle!

(The Decepticons, however, promptly blow up the shuttle)

SPRINGER: There goes the shuttle!



DANIEL: What do I do?!

BLURR: Transform transform! You can do it you can do it you can do it!

(Blurr and Arcee transform and race off)

DANIEL: (to himself) *TRANSFORM*!

(Two Decepticons swoop down towards Daniel)

SCAVENGER: Human germ!

DANIEL: (concentrating) *Trans -- form!* (His suit transforms into a vehicle and he bowls them over) YEAH!

GALVATRON: (pointing towards the fleeing Autobots) There they are! Attack!

MAGNUS: Make a break for cover! I'll try to unleash the power of the Matrix.

(Autobots): Till All Are One!

(They run into a cavern; Magnus fires and drops a load of junk over the mouth, closing up the entrance)

MAGNUS: Till All Are One.

(Galvatron hops out of Cyclonus; both transform, and stomp up to face Magnus, who is clawing at the Matrix. Galvatron smiles at the plight of the cornered Autobot)

MAGNUS: Open! Dammit, open! Prime, you said the Matrix would light our darkest hour.

GALVATRON: Magnus! I *want* the Matrix.

MAGNUS: NEVER!

GALVATRON: Sweeps, terminate him!

(The Sweeps strafe Magnus with multiple blasts)

GALVATRON: Die, DIE!

(Magnus blows up. Pieces fly everywhere. Galvatron catches the Matrix as it sails through the air.)

GALVATRON: Unicron, my *master*. With this, I shall make you my *slave*.

(Far away in space, Unicron roars in anger)

-----{Scene 26}-----

(Back on Quintessa, in the "courtroom," both Kup and Hot Rod are on the plank, shackled again)

BAILIFF: Before the Imperial Magistrate delivers his verdict, would you like to beg for your lives? It sometimes helps -- but not often.

KUP: (leaning over towards Hot Rod) I can't transform.



HOT ROD: Keep trying.

MAGISTRATE: Silence! -- or you will be held in contempt of this court.

HOT ROD: I have nothing *but* contempt for this court.

BAILIFF: Guilty or Innocent?

MAGISTRATE: Innocent.

(Hot Rod and Kup get dropped into the pool. The energy shackles disappear. They sink past the Sharkticons towards the bottom)

HOT ROD: (looking up at the Sharkticons, who are now looking down towards the two of them) They've got more Sharkticons than we've got photon charges!

KUP: Then let's hold a demolition derby!

["Hunger"]

(They transform, then start driving round and round the pool. The Sharkticons get carried by the current. The "funnel effect" of the current causes the water level to rise at the edges, until finally Kup and Hot Rod splash out, still in vehicular mode. The Sharkticons follow, and Hot Rod drives right through them)

HOT ROD: Didn't even bend a fender.

KUP: Yeah, but look! There are a lot more of those can-diggin', grill-crackin' things.

(Big fight as the two race around the room smashing Sharkticons)

HOT ROD: We can't hold out forever but we *can* give them one *humungous* repair bill!

(The Bailiff is running towards the exit, a pair of huge metal doors)

BAILIFF: Execute them!

(The door crashes down on top of him, kicked in by Grimlock. Wheelie is riding Grimlock's neck. Slag walks over the door and notices the Bailiff's tentacles wiggling from underneath)



SLAG: 'Scuse me!

GRIMLOCK: Me Grimlock want to munch metal!



(The Dinobots draw the Sharkticons off Hot Rod and Kup, and the cowardly Sharkticons start bowing to Grimlock after he shows them his teeth are bigger)

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

GRIMLOCK: Me Grimlock no bozo! Me *king*.



MAGISTRATE: Sharkticons! Execute them!

(The Sharkticons transform to their robot modes, and look up at Grimlock in a confused sort of way)

GRIMLOCK: Me Grimlock say execute *them*! (then stomps his foot, shaking the entire compound)

(The Sharkticons look at each other, then turn and go after the Magistrate and its guards, piling up like ants to climb the wall.)

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

HOT ROD: Yeah, but what about *our* problem? We need a ship.

WHEELIE: (climbs onto Grimlock's nose) You get ship if I get trip.

HOT ROD: Who are you?

GRIMLOCK: Him Wheelie. Him *friend*.



HOT ROD: He'll be mine too if he can find us a ship.

WHEELIE: Up stair, over there.

(They look at this big corkscrew-like thing on the lip of the fortress)

KUP: *That's* a *ship*?

HOT ROD: Who cares, as long as it flies.

-----{Scene 27}-----

(Back on Junkion - the Autobots drive up and find the pieces of Ultra Magnus)

ARCEE: Ultra Magnus...

BLURR: Without the Matrix there is no hope; no hope no hope no hope at all.

ARCEE: First Prime, now Ultra Magnus. What will we do?

DANIEL: LOOK!

["Dare to be Stupid"]

(The Junkions, all brown and red, with tires and spikes, transforming into motorcycles, pop up out of the junky surface, and attack.)



WRECK-GAR: Don't look behind Door Number Two, Monty, it's time to play end-of-the-line, my Valentine! Do runny do run run runny MOOO!

(high-speed fight between the Autobots and Junkions – the Junkions repair each other almost instantly after getting damaged)



SPRINGER: It's not hard to knock 'em down; it's gettin' 'em to stay down that's the trick!

ARCEE: They're indestructible!

DANIEL: And they're *everywhere*!

WRECK-GAR: You check in, but you don't check out.



(Fight. Springer has been cornered; Daniel bonks Wreck-gar with a girder. Then the Quintesson ship appears in the sky. They all pause. It lands, the hatch opens, and Hot Rod, Kup, Wheelie, and the Dinobots appear)

WRECK-GAR: Steady as she goes, Mob! Snoopy visitors get mud in the eye and bye-bye. Film at eleven!

ARCEE: It's Hot Rod!

DANIEL: And Kup and the Dinobots!

(Kup pulls his rifle on the Junkions)

HOT ROD: *Guns* aren't exactly friendly.

KUP: Neither are *they*, in case you haven't noticed.



HOT ROD: What was that Universal Greeting again? Never mind, I remember. (He pulls out an Energon Goody and extends it to Wreck-Gar) Ba Weep Gra-na Weep Ninny-Bong.

WRECK-GAR: Ba Weep Gra-na Weep Ninny-Bong?

HOT ROD: Ba Weep Gra-na Weep Ninny-Bong.

WRECK-GAR: (to Junkions) Ba Weep Gra-na Weep Ninny-Bong!

(Junkions, all together): Ba Weep Gra-na Weep Ninny-Bong!

["Dare to be Stupid" reprise]

(They all start dancing. One Junkion appears to kiss Grimlock on the nose)

GRIMLOCK: Me Grimlock not kisser; me Grimlock king!

WRECK-GAR: Have a nice day, (unintelligible) before striking, friends, (unintelligible) say the Junkions!

HOT ROD: Where'd you learn to talk like that?

(Wreck-Gar folds a miniature TV out of a compartment in his midriff)

WRECK-GAR: TV! We talk TV. You talk some TV?

KUP: I talk some TV. And now the news. Don't touch that dial.

(Junkions, singing): Ba Weep Gra-na Weep Ninny-Bong!

WRECK-GAR: By George, kemosabes, your smashed-up friend soon like brand new with ninety day warran-tee.

(Junkions rush in with pieces of Magnus; they plug them together, then pull out metal polish and spiffy him up. One of them presses a button and Magnus' eyes begin to glow again.)

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

DANIEL: Look, he's alive!

(Autobots, together): He's alive!

DANIEL: I don't believe it!



MAGNUS: You're... all alive.

HOT ROD: The Matrix... ?

MAGNUS: (looks down) It's gone.

KUP: And with it, all hope.

HOT ROD: NO!

ARCEE: Galvatron has it.

HOT ROD: Where's Galvatron?! Where *is* he?!

WRECK-GAR: And the answer is... Unicron.

HOT ROD: Then we've got to destroy Unicron!

WRECK-GAR: Yes friends, act now, destroy Unicron. Kill the Grand Poobah - eliminate even the toughest stains! No fuss, no muss!

(He opens a panel on a nearby piece of junk, presses some buttons, and a spaceship rears up out of the junk, as haphazardly-built as the Junkions themselves)

WRECK-GAR: Hurry hurry, sale must end, rush right down and test-drive latest model with no obligation. New improved Junkion planet is sleek, sexy import, with turbo-handling.

(Junkions, chanting): Yeah! Destroy Unicron, kill the Grand Poobah, eliminate even the toughest stains! Destroy Unicron, kill the Grand Poobah, eliminate even the toughest stains! Destroy Unicron, kill the Grand Poobah, eliminate even the toughest stains...

(Junkions stream into their ship. Then, both ships launch from the surface and arc away into the sky)

-----{Scene 28}-----

(Back at Unicron. Galvatron is standing on the rim around Unicron's yellow mouth-region. The Matrix is hanging from a chain around his neck)

GALVATRON: Unicron. UNICRON! See this? The *Matrix*! I now possess that which you most fear! You'll do my bidding, or taste my wrath!



UNICRON: You underestimate me, Galvatron.

(The "ground" beneath Galvatron's feet splits open, spilling light out. Galvatron tumbles along the surface until coming to a stop on a ledge. He then watches in utter shock as Unicron begins to transform into the largest robot ever seen. When Unicron is finished and in robot mode, Galvatron is only a tiny speck sitting on his chest)



UNICRON: For a time, I considered sparing your wretched little planet Cybertron, but now you shall witness -- ITS DISMEMBERMENT!

GALVATRON: NOOOOOOOOO -- !

(Unicron soars towards Cybertron, brings his arm back, and *smashes* it into the surface. The entire planet trembles.)



SHOCKWAVE: (On a tower balcony, pointing skyward) Decepticons, we're under attack! SCRAMBLE!

(Unicron chomps some jets, and swats others out of the sky. Back on Unicron's chest, Galvatron struggles with the Matrix but is unable to open it. Frustrated, he transforms into cannon mode and blasts at Unicron's face. Unicron, annoyed but unhurt, picks him up with his gigantic fingers and drops him down his throat. Galvatron spirals down into the darkness beyond)

-----{Scene 29}-----

(on board Quintesson space ship, the Autobots stare in utter shock as they view the scene before them - Unicron, fully as big as Cybertron itself, stands alongside the planet tearing into it)

SPRINGER: I don't believe it.

HOT ROD: Doesn't this *remind* you of anything, Kup?

KUP: Nope. Never seen *anything* like this before.

DANIEL: What's happened to Moonbase Two? Where's my dad?

HOT ROD: That's what we're gonna find out.

["Dare" reprise]



(Unicron notices them and attacks. He spits blue flame at the Junkion ship)

WRECK-GAR: (unintelligible) Now resists fire, rain, and corrosion for up to five years. Satisfaction, guaranteed.

(Junkions): OR YOUR MONEY BACK!

(Immense laser beams lance from Unicron's optics, blasting a hole through the Quintesson ship. Hot Rod grimly steers it right *through* Unicron's left optic window; they all spill out and fall into his guts. Hot Rod gets hung up on a spike, and is separated from the rest)

DANIEL: Where's Hot Rod?

SPRINGER: I don't know --

(Claws on tentacles -- some sort of "immune" system -- jump out of the walls and chase the Autobots)

SPRINGER: -- but I hope *they* didn't get him!

ARCEE: Quick, this way!

-----{Scene 30}-----

[Great sepulchral organ music that doesn't appear on the soundtrack]

(Hot Rod falls off his spike, even deeper into Unicron. He wanders around, then catches sight of some lights in the shadows -- one blue, the other two, above it, red)

HOT ROD: The *Matrix*!

GALVATRON: (stepping out of the shadows) It will do you no good, Autobot. It *cannot* be opened.

HOT ROD: Not by a *Decepticon*!

GALVATRON: Like it or not, we are allies now, against a common foe -- AARRGH! (screams as red light engulfs him in pain again)

UNICRON: Destroy him, Galvatron, NOW, or you *yourself* shall be *obliterated*!



GALVATRON: Of course, my master! (He fires. Hot Rod evades and runs) Puny Autobot! You lack even Prime's courage.

-----{Scene 31}-----

(Outside, the Dinobots have dropped out of the Junkion ship. They transform and attack)

GRIMLOCK: ME GRIMLOCK KICK BUTT!

(Grimlock comes down, feet-first, making a very small dent on Unicron's posterior. Slag melts a hole in some plating; Sludge pounds a wall with his tail. Unicron's fist comes down, scattering them)

GRIMLOCK: Me Grimlock need *new* strategy.

(They fly away)



-----{Scene 32}-----

(The other Autobots are running down a long conduit. Daniel falls and is attacked by the tentacled claws)

DANIEL: Help! Help!

ARCEE: DANIEL!

(She fires, severing the claws. She also ruptures a water pipe, and they're all swept away by the flood)

DANIEL: Arcee! Kup!

(Daniel washes "ashore" in a huge cavern with a huge vat in the middle. An aerial conveyor is dropping robots into the vat, where they melt down. Spike, Bumblebee, and Jazz are nearing the drop-off point)

DANIEL: DAD!

SPIKE: DANIEL!

DANIEL: DAD? WHAT CAN I DO?

SPIKE: KNOCK DOWN THE ACID COVER!



DANIEL: HOW?

SPIKE: BLAST IT, SON!

DANIEL: BUT I DON'T HAVE A GUN!

SPIKE: USE YOUR EXOSUIT! (Daniel fiddles with buttons) HURRY!

(Daniel finally fires a rocket blast, severing a cover strut. It falls -- slowly. Then the claw drops Spike...)

DANIEL: DAAAAD...!

SPIKE: (yelling from atop the newly closed lid) DANIEL! YOU DID IT!

DANIEL: YEAH! (in wonderment) I did it.

-----{Scene 33}-----

(Elsewhere in Unicron...)

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

HOT ROD: Not today, Galvatron!

(He punches him, drives away, rolls back and pounces. They fight. Galvatron throttles him)

GALVATRON: (grabbing Hot Rod by the throat) I will crush you with my *bare hands*. DIE, Autobot!

-----{Scene 34}-----

(Outside... Unicron catches the Junkion ship and crushes it in his fist. Inside the ship, Perceptor stands in the middle as the walls shrink, the Junkions desperately repairing damage. Back outside, the ship shatters, and Unicron tosses away the fragments)

-----{Scene 35}-----

(Back inside, Hot Rod is losing fast to the larger and stronger Galvatron)



GALVATRON: First Prime, then Ultra Magnus, and *now* -- you. It's a*pity* you Autobots die so easily, or I *might* have a sense of *satisfaction*, *now*...

["The Touch"]

(Light suddenly spills from the Matrix. Galvatron lets go of Hot Rod and looks down in shock; Hot Rod grabs the Matrix and rips it from his neck. It immediately starts radiating intense blue light)

OPTIMUS PRIME: (voiceover) Arise, Rodimus Prime.

HOT ROD: Optimus --

GALVATRON: NO!

(Hot Rod transforms into a larger robot. Galvatron fires, knocking the Matrix from Hot Rod/Rodimus' hands. The Autobot looks toward Galvatron with new understanding. His voice is now deeper, more mature)

RODIMUS PRIME: *This* is the *end of the road*, *Galvatron*!

(He grabs Galvatron bodily, and throws him at the wall. Galvatron crashes through into space and tumbles away. Rodimus then turns and picks up the Matrix)

RODIMUS PRIME: Now, light our *darkest hour*!

(Rodimus then takes the Matrix, and slips his fingers -- they fit perfectly -- into the holes in its "handles." He pulls; the shell splits apart; the dazzling sapphire gem in the center starts sparkling, and a coruscating globe of lightning grows around him. The tendrils of lightning start spreading throughout Unicron's body and Unicron's components start to self-destruct. From an outside view, Unicron looks down at himself in shock)

-----{Scene 36}-----

(Elsewhere, the Autobots are pinned down by the tentacled claws, when suddenly the claws all explode. Spike, Daniel, Bumblebee, Jazz, and Cliffjumper run up from another tunnel)

SPRINGER: Spike! Daniel!

SPIKE: Springer! What's going on?!



SPRINGER: No time to answer that now. Let's get outta here!

(Unicron's fingers tear into that compartment as he attempts to rip the Matrix out of himself. They all duck)

DANIEL: LOOK!

(Rodimus shows up, the corridor behind him starting to explode)

RODIMUS PRIME: Autobots! Transform, and Roll Out!

(He transforms, his new form sharing stylistic details with his old, but this time sporting a trailer. His canopy pops open, and Spike, Wheelie and Daniel climb in)

KUP: I knew you had potential, lad.

(The others transform. They drive out, and crash out through Unicron's right optic window, leaving him blinded. He screams in rage.)

(Unicron is now having serious problems. He's spewing blue light from a hundred fractures. His internal sensing monitors explode. He rips off his own leg in agony)

UNICRON: Destiny!... You cannot – destroy – my -- DESS-TI-NEE -- !

(His body explodes, sending his head and other parts flying in various directions)

-----{Scene 37}-----

(On Cybertron, Rodimus is on a balcony addressing the assembled Autobots in a courtyard below)

RODIMUS PRIME: Let this mark the end of the Cybertronian Wars, as we march forward to a new age of peace and happiness. Till All Are One!

(Autobots, cheering): Till All Are One!

(Camera pulls back, and then again, showing the ravaged surface of Cybertron. It pulls back further, until we see the entire planet.)



(Unicron's head floats into view, rotating slowly, orbiting the planet)



-----THE END-----

["Transformers theme"]

(End Credits)

A De Laurentis Entertainment Group release of a Sunbow Productions/Marvel film.



Executive Producers: Margaret Loesch
Lee Gunther



Producers: Joe Bacal
Tom Griffin

Director: Nelson Shin



Screenplay: Ron Friedman

Story Consultant: Flint Dille

Animation Photography: Masatoshi Fukui
Masaru Banzai
Yukio Katayama



Editor: David Hankins

Music: Vince Dicola

Music Editor: Mark Shiney

Sound: R.William
W.Howard Wilmarth
David Koelher
Jim Cook
A.Thiederman
Peter S. Reale
Bob Harman
Jacquie Freeman

Music: Tony Papa

Sound Editors: Jim Blodgett
Mike DePatie
Karen Doulac
Lenny Geschke
Alison Cobb
John Detra
Ron Fedele
Nicholas James

Warren Taylor
Peter Tomaszewicz
Ted Chapman

Michael Tomack
John Singleton
Jerry Jacobson

Art Directors:

Robert Schaefer
Takao Sawada
Dario Campanile

Special Effects:

Masayuki Kawachi
Shoji Sato

Narrator:

Victor Caroli

Voices:

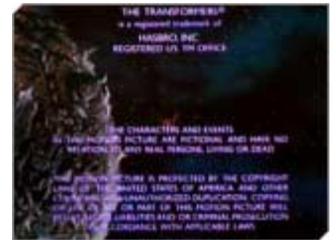
Eric Idle
Judd Nelson
Leonard Nimoy
Robert Stack
Lionel Stander
Orson Welles
John Moschitta

Wreck-Gar
Hot Rod/Rodimus Prime
Galvatron
Ultra Magnus
Kup
Unicron
Blurr

With:

Norm Alden
Jack Angel
Michael Bell
Gregg Berger
Susan Blu
Arthur Burghardt
Corey Burton
Roger C. Carmel
Victor Caroli
Rege Cordic
Peter Cullen
Scatman Crothers
Bud Davis
Walker Edmiston
Paul Eiding
Ed Gilbert
Dan Gilvezan
Buster Jones
Stan Jones
Casey Kasem

Kranix
Astrotrain
Prowl/Scrapper/Swoop/Junkion
Grimlock
Arcee
Devastator
Spike, Brawn, Shockwave
Cyclonus/Quintesson Leader
Narrator
Quintesson Judge (Magistrate)
Optimus Prime/Ironhide
Jazz
Dirge
Inferno
Perceptor
Blitzwing
Bumblebee
Blaster
Scourge
Cliffjumper



Chris Latta
David Mendenhall
Don Messick
Hal Rayle
Clive Revill
Neil Ross
Frank Welker

Starscream
Daniel
Gears
Shrapnel
Kickback
Bonecrusher/Hook/Springer/Slag
Soundwave/ Megatron/ Rumble/ Frenzy/
Wheelie/ Junkion

(Credits borrowed from "Film Review Annual 1986" as transcribed by
s9312763@pitvax.xx.rmit.edu.au)

Appendix A: Voice Actor Photo Gallery
(*unfortunately, photographs could not be found for all actors – but the majority is shown here in alphabetical order by first name for ease of lookup*)



Arthur Burghardt



Casey Kasem



Clive Revill



Corey Burton



Dan Gilvezan



David Mendenhall



Don Messick



Ed Gilbert



Eric Idle



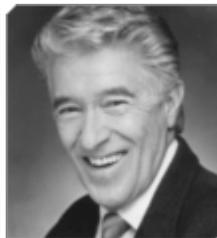
Frank Welker



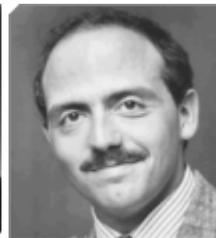
Gregg Berger



Hal Rayle



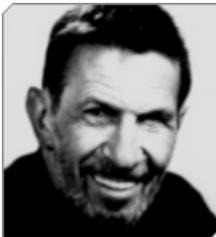
Jack Angel



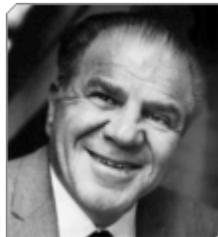
John Moschitta



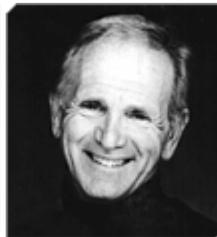
Judd Nelson



Leonard Nimoy



Lionel Stander



Michael Bell



Neil Ross



Norm Alden

Continued next page...

Appendix A: Voice Actor Gallery (continued)



Orson Welles



Paul Eiding



Peter Cullen



Robert Stack



Roger Carmel



Scatman Crothers



Susan Blu



Walker Edmiston

Appendix B: Listing of Original Characters Killed or Changed in the movie
(*this list was created for continuity buffs*)



Brawn: (Autobot Minibot)

Killed by Megatron during attack on the Autobot Shuttle. {Scene 4}



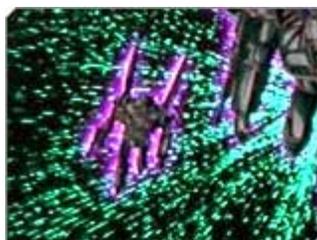
Bombshell: (Insecticon)

Severely damaged during battle at Autobot City and later changed into the warrior Cyclonus by Unicron. {Scene 12}



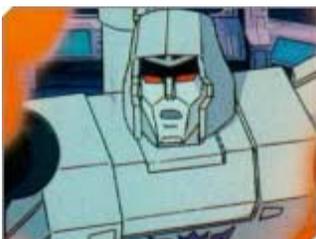
Ironhide: (Autobot)

Severely damaged during attack on Autobot shuttle and then shot point-blank by Megatron. {Scene 4}



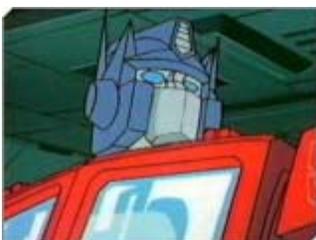
Kickback: (Insecticon)

Severely damaged during battle at Autobot City and later changed into one of the Sweeps by Unicron. {Scene 12}



Megatron: (Decepticon Leader)

Severely damaged during combat with Autobot Leader Optimus Prime. Later changed into Galvatron by Unicron.



Optimus Prime: (Autobot Leader)

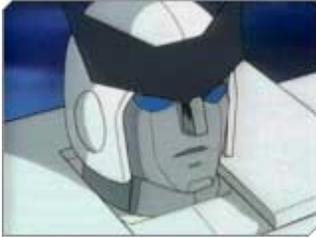
Severely damaged during combat with Decepticon Leader Megatron. Ceased to function several hours later due to excessive damage.

Appendix B: Listing of Original Characters Killed or Changed in the movie (continued)



Prowl: (Autobot)

Killed by Megatron during attack on the Autobot Shuttle. {Scene 4}



Ratchet: (Autobot)

Killed by Megatron during attack on the Autobot Shuttle. {Scene 4}



Shrapnel: (Insecticon)

Severely damaged during battle at Autobot City and later changed into one of the Sweeps by Unicron. {Scene 12}



Skywarp: (Decepticon)

Severely damaged during battle at Autobot City and later changed into one of Cyclonus' armada warriors by Unicron. {Scene 12}



Starscream: (Decepticon)

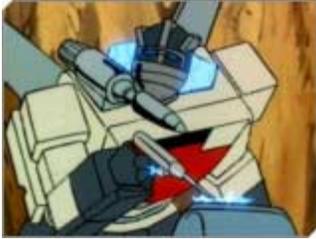
"Nullified" by Galvatron after assuming leadership of the Decepticons. {Scene 13}



Thundercracker: (Decepticon)

Severely damaged during battle at Autobot City and later changed into Scourge by Unicron. {Scene 12}

Appendix B: Listing of Original Characters Killed or Changed in the movie (continued)



Wheeljack: (Autobot)

Shown dead beside Windcharger during the assault on Autobot City. {Scene 7}



Windcharger: (Autobot Minibot)

Shown dead beside Wheeljack during the assault on Autobot City. {Scene 7}

Note: Several Transformers did not appear in the movie or appeared at one point and then disappeared for no apparent reason. Most of the robots that did not appear were Autobots. This may have been done to make the Autobots seem like a smaller resistance movement rather than an army with numbers approximately equal to the Decepticons. Also, the events of the movie take place in 2005, which is 20 years after the second season of the weekly cartoon series. It's possible that the missing robots were killed in action during that time.

Outside the cartoon continuity, however, this was probably done to increase market awareness of the new Autobots and Decepticons, which represented a new wave of toys for Hasbro. It's widely acknowledged that the movie was used as a marketing device for these new characters. That is why most of the movie contains only the new characters (well, okay, and the Dinobots).