

TRANSFORMERS 3

DRAFT

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FADE IN:

EXT. TIMES SQUARE NEW YORK - DAY

A POLICE OFFICER is maneuvering his way down a crowded sidewalk at a brisk pace. Some pedestrians seeing him, tense up, others hurry away.

The officer comes to a group of THREE PARKED CARS and removes an INSPECTION MIRROR from his jacket pocket. Using the mirror he NERVOUSLY looks under the first car. He sees nothing unusual. The second car also passes inspection.

He peers under the third car, a WHITE LAMBORGHINI. RELIEF begins to sweep over his face, but then he notices something is out of place--

CABLES and WIRES

--are attached to the car running down a manhole. Fearful, he grabs for his RADIO.

EXT. TIMES SQUARE - CONTINUOUS

Before the officer can make a call the car rapidly TRANSFORMS. The officer is forced to the ground, people scream and scatter.

The DECEPTICON, BRAKEDOWN begins to reek havoc in Times Square. He FIRES randomly into the crowd, and the surrounding buildings, taking out several LARGE BILLBOARDS and the JUMBOTRON TELEVISION. Chaos erupts.

BRAKEDOWN
(to Officer)
Keep your optical sensors to
yourself!

Brakedown TRANSFORMS and speeds out of sight. OPTIMUS PRIME'S voice resonates over the scene.

OPTIMUS PRIME (V.O.)
Our war has become your war, and we
all have suffered. Our existence
is no longer a secret. We can no
longer hide in plain site. Our
disguises breed suspicion and fear
as humans struggle with the
uncertain world the Decepticons
have thrust upon them. Earth is
now a battleground, teetering on
the edge of chaos...

In a matter of seconds Times Square has been crippled. As emergency responders begin to sweep in from all sides the severity of the attack becomes apparent.

An AUTOBOT fire engine named INFERNO, TRANSFORMS and begins to put out the fires.

A group of DAZED SURVIVORS seeing this throws rubble at him in anger, despite his good deeds. Fire rages, smoke billows, the scene turns grey, dark.

CUT TO:

EXT. RACE TRACK - DAY

Television footage, a STOCK CAR takes the CHECKERED FLAG at a NASCAR event. It has a giant AUTOBOT SYMBOL on the hood. In Victory Lane it TRANSFORMS amid celebration--

EXPLOSIONS!

--rock the infield as a DECEPTICON swoops down from the sky, the television coverage abruptly ends.

OPTIMUS PRIME (V.O.)

...The Autobots have acted as ambassadors of goodwill during this trying time, but continued Decepticon interference has proven costly. The price has become too high for our knowledge or our friendship...

CUT TO:

INT. AEROSPACE RESEARCH HANGAR - DAY

Security cam footage.

An AUTOBOT is helping a group of AEROSPACE ENGINEERS with an EXPERIMENTAL JET ENGINE. A successful test fire has just completed, and as the group examines the engine...

A DECEPTICON TEARS through the roof of the facility and drops through crushing the engine and knocking everyone to the ground. The DECEPTICON fires twice.

Footage ends.

CUT TO:

EXT. CITY STREET - DAY

A large group of PROTESTORS have gathered to display their OUTRAGE over Earth's alien visitors.

OPTIMUS PRIME (V.O.)
...Our once resolute human allies
now waiver in their support,
fearful of continued escalation.
Leaders of the world demand our
retreat, however we are forced to
stay. The Decepticons see a planet
rich in resources, ripe for
conquest, we are the only thing
standing in their way...

CUT TO:

INT. UNITED NATIONS SECURITY COUNCIL

The United Nations REPRESENTATIVES are meeting to discuss the ever present alien threat.

CUT TO:

INT. TOP SECRET MILITARY FACILITY

A meeting is underway in an elaborate "war room" between all the branches of the US military. HIGH RANKING OFFICERS engage in heated debate on how best to handle the situation at hand.

CUT TO:

EXT. FRENCH COUNTRYSIDE - DUSK

The sun is setting over the mountains, in the distance a PETERBILT MODEL 379.

OPTIMUS PRIME

in vehicle mode drives over rolling hills and back country roads arriving at his destination.

OPTIMUS PRIME (V.O.)
...The eons this conflict has raged
between Autobot and Decepticon has
taken its toll. Both sides are
locked in a virtual stalemate, but
now humanity finds itself caught in
the middle.

(MORE)

OPTIMUS PRIME (V.O.) (CONT'D)

The Deceptions continue to scavenge the Earth, stockpiling energy to serve their ultimate goal. But even as the Earth hangs in the balance, there may be reason for hope on the horizon...

EXT. LARGE HADRON COLLIDER GENEVA, SWITZERLAND - NIGHT

Optimus pulls up to a massive high tech facility. A SECURITY GUARD watches anxiously as Optimus passes through the checkpoint. He proceeds down a ramp into an underground tunnel system.

INT. LARGE HADRON COLLIDER FACILITY - NIGHT

SAM WITWICKY waits at the end of a tunnel, dressed in a lab coat and hard hat, he looks wise beyond his years. He is standing in a hangar-like room full of massive and intricate technology.

He rocks nervously as Optimus Prime approaches. Optimus rolls alongside Sam and TRANSFORMS into robot mode.

SAM

I'm glad you made it, it's getting crazy out there.

OPTIMUS PRIME

Indeed, what the Decepticons lack in resources, they make up in cunning... This is where you work?

SAM

Intern... actually...

Optimus takes in his surroundings.

OPTIMUS PRIME

I must say I am proud of you Sam.

SAM

Well, see.. I didn't exactly get this gig solely on my academic merits... It's sort of the reason I asked you here.

OPTIMUS PRIME

Oh?

SAM
C'mon, this way, I have something
very important to show you.

INT. LARGE HADRON COLLIDER FACILITY - CONTINUOUS

Sam and Optimus walk across the large hangar-like room. An elevated walkway spans one side of the room with doors on either end.

COMPUTER EQUIPMENT has been moved onto the center of this walkway. Wires are running everywhere. A LARGE DISPLAY PANEL dominates the scene.

Sam takes a small SERVICE LIFT up and proceeds to the center of the walkway. He now stands eye to eye with Optimus.

SAM
(turning on equipment)
Give me a second to get everything
fired up here. Dr. Broussard
should be with us shortly.

At that moment A DOOR at the end of the walkway opens.

DR. IMMANUEL BROUSSARD

emerges, wearing a HARD HAT and a LAB COAT. He is the definition of an ASTROPHYSICIST, a buttoned up, no nonsense kind of guy. He rushes to the center of the walkway, oblivious to his surroundings--

DR. BROUSSARD
Sam! Don't touch that!

SAM
Ummm... Yeah, no, I thought I
heard something, it made a noise...

--powering up the rest of the equipment, checking to make sure Sam didn't harm anything. Midway through the process he is STARTLED as he realizes Optimus is standing there.

DR. BROUSSARD
Oh! Hello...

OPTIMUS PRIME
I am Optimus Prime, leader...

DR. BROUSSARD
Yes, yes, yes I know... I'm Dr.
Immanuel Broussard, and I'm about
to solve all your problems.

OPTIMUS PRIME

I see?

Dr. Broussard turns to a WORKSTATION and starts to bring up readings and schematics.

INT. LARGE HADRON COLLIDER FACILITY - CONTINUOUS

From the same door

LEO SPITZ

emerges at the end of the walkway. He too is wearing a lab coat, which is unbuttoned. He lacks a hard hat, and is jamming to music on his iPod. Seeing Optimus, he pulls out his ear buds--

LEO

Hey! What's up O.P.?

--pointing at Sam and Dr. Broussard.

LEO (CONT'D)

Are you down with O.P.? Yeah...
you... know... me...

Sam and Dr. Broussard stare blankly at Leo, who stops singing and clears his throat.

SAM

(to Optimus)

See... Little to do with academic merit...

LEO

Don't you start on me Spike!

SAM

C'mon, you of all people know that wasn't my fault.

LEO

(to Optimus)

His first week, he's helping the doc here calibrate magnets, somehow he caused a power surge that took down half of the collider.

SAM

If it weren't for me you wouldn't even be here!

LEO
Hey! I earned this spot fair and square!

DR. BROUSSARD
(shouting)
Enough!

SAM
(mouthing to Optimus)
I didn't do it...

INT. LARGE HADRON COLLIDER FACILITY - CONTINUOUS

Dr. Broussard has queued up the COLLIDER'S CONTROLS on the large display panel. He is ready to run a simulation. Leo studies the screen with a quiet intensity.

DR. BROUSSARD
Spi... er Sam, we're ready, he's your friend, you may do the honors.

SAM
We've got a surprise for you...

Sam gestures to the screen and the image changes. A somewhat familiar object appears on the screen.

AN ALL SPARK FRAGMENT.

SAM (CONT'D)
What you are looking at is the last known, and biggest All Spark fragment yet.

OPTIMUS PRIME
I thought the US Military had confiscated all the remaining fragments?

SAM
All except this one, it was found during reconstruction after the Mission City incident, by a French Aerospace firm, deep within the city sewer system. They kept it under wraps, and eventually it ended up here.

LEO
No one knows it even exists.

OPTIMUS PRIME

What possible purpose could it serve here?

SAM

Radiation. More specifically, it emitted a type of radiation humans had never seen before. The purpose of this place is to try and find out how the Universe works, and maybe this unique radiation will help them unlock some of those secrets. Further... given what the All Spark did to me...

OPTIMUS PRIME

Perhaps you could help them understand its true nature.

SAM

Exactly!

OPTIMUS PRIME

What have you found?

SAM

Get this, we placed this fragment in the collider and bombarded it with atoms, we wanted to see if we could break a portion of it into its component parts, see what makes it tick... And this happened...

The simulation runs on the screen, it shows a particle hitting the fragment. An energy reaction results from the impact and it is graphed.

OPTIMUS PRIME

(recognizing the pattern)

Energon!

SAM

Exactly, Energon... Doctor.

Dr. Broussard cues up another round of simulations and runs them as he speaks.

DR. BROUSSARD

(gesturing towards screen)

We further discovered that a constant bombardment at particular frequency will yield a constant Energon output of 30%.

(MORE)

DR. BROUSSARD (CONT'D)
It's not much but with a sustained reaction you would have Energon surpluses in a matter of months.

LEO
The crazy thing is, the fragment doesn't sustain any damage, theoretically energy production could be infinite.

Dr. Broussard and Sam stare at Leo with surprise.

LEO (CONT'D)
What? But if you ask me you guys moving too quickly on this one.

SAM
Desperate times...

OPTIMUS PRIME
(noticing another graph)
What is that other energy signature on the graph?

LEO
Prime sees my point.

DR. BROUSSARD
That's one of the unknowns, past the 30% reaction rate it begins to coalesce into some type of exotic energy wave, but as long as you remain at 30% and below it appears to be harmless.

SAM
Do you know what this means? You can take the fight to the Decepticons!

LEO
Run them off the planet!

CUT TO:

INT. LARGE HADRON COLLIDER FACILITY - CONTINUOUS

Perched within the vast complexity of the Collider's technology hidden from view, is the DECEPTICON LAZERBEAK. A sleek, birdlike creature, Lazerbeak watches the scene with a keen eye, and an even keener ear--

OPTIMUS PRIME

Indeed, This needs further study.
I believe we could accomplish the
same result within the star drive
of one of our ships known as The
Ark. I will have it brought here
along with a team of our
scientists.

DR. BROUSSARD

Excellent, I would be happy to
consult with them on their arrival.
I'll continue testing until then.

OPTIMUS PRIME

Sam, Leo, good seeing you again.
Dr. Broussard, I will contact you
when The Ark arrives. In the
meantime I will dispatch Bumblebee
to watch over your progress.

--witnessing enough, Lazerbeak quietly makes his escape from
the facility.

INT. LARGE HADRON COLLIDER FACILITY - CONTINUOUS

Dr. Broussard and Leo exit. Optimus Prime also turns to
leave. Sam watches his friend walk away. Clearly something
has Sam preoccupied, the wheels are turning in his head.

Suddenly a moment of realization. Just as Optimus is about
to transform and leave, Sam calls him back.

SAM

Optimus!

OPTIMUS PRIME

Yes Sam?

SAM

(smiling)

I was wondering if you could do me
a favor?

OPTIMUS PRIME

Name it.

EXT. STAR FILLED SKY - NIGHT

Lazerbeak cuts through the sky at an accelerated pace.

EXT. SPACE

High above the earth Lazerbeak sees his final target in site, a fellow Decepticon.

SOUNDWAVE

has linked himself into an orbiting COMMUNICATIONS SATELLITE.

Lazerbeak TRANSFORMS into a cylindrical object and docks with Soundwave. Moments later, Soundwave's eyes GLOW RED with intensity...

SOUNDWAVE

Autobots have secured Energon source. Move forces to intercept and destroy.

Soundwave unravels himself from the satellite and flies off into space.

EXT. MILITARY BASE - NIGHT

Optimus Prime drives through the night and arrives at a military base. NEST SOLDIERS greet him and allow him passage. He pulls into a hangar on the property and is greeted by another Autobot.

IRONHIDE

is working at LARGE CONTROL CONSOLE. Optimus Prime TRANSFORMS and walks toward Ironhide on his way to a LARGE COMMUNICATIONS SCREEN.

IRONHIDE

How was your trip?

OPTIMUS PRIME

Promising, but quiet, too quiet. Open a secure communications channel.

Ironhide works, the screen begins to CRACKLE to life.

OPTIMUS PRIME (CONT'D)

Optimus Prime to Silverbolt, come in Silverbolt.

The screen image comes into sharp focus, the Autobot SILVERBOLT looms on the screen. He is a large sleek robot, his shape communicates speed, power.

SILVERBOLT
Silverbolt here Prime!

OPTIMUS PRIME
Assemble your team, I'm sending for
the Ark. Bring Wheeljack and
Perceptor with you as well.

SILVERBOLT
Acknowledged.

OPTIMUS PRIME
Silverbolt... We need to be ready
for anything.

SILVERBOLT
Understood.

The screen goes blank, Optimus Prime turns to Ironhide:

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

INT. SAM'S APARTMENT - DAY

Sam's apartment is a small cramped place, resembling an IKEA ad gone wrong. He fumbles about looking for his phone amongst everything else that is crammed into his living space. Finding it, he places a call.

INT. MIKAELA BANES BEDROOM - NIGHT

MIKAELA BANES struggles to find her PHONE as she is awakened from a deep sleep.

INT. SAM'S APARTMENT - DAY

SAM
Hello?

MIKAELA (V.O.)
SAM!

Sam juggles the phone as Mikaela yells at him.

INTERCUT - TELEPHONE CONVERSATION

MIKAELA

You've been there a month and you
still haven't figured out the time
difference!?

SAM

Were you asleep?

Sam clears some papers hanging on the wall to reveal a clock.

Compared to his watch its two hours slower.

He shakes the wrist with the watch on it and holds it to his
ear.

SAM (CONT'D)

(to himself)

So much for Swiss Precision.

MIKAELA

What?

SAM

Nothing... Oh my, I'm sorry, but
I've got a great idea, don't make
me wait to tell you.

MIKAELA

Oh... OK?

SAM

How does this sound to you? I've
got just over a week left here, so
I figured why don't you come visit
me?

MIKAELA

What!?

SAM

The reservations made, you're set,
just take a few days off, fly out
here, we'll head up to Paris, we'll
have dinner at fancy restaurants,
it'll be great.

MIKAELA

Well... I have missed you...

SAM

Then you'll come?

MIKAELA

Sure, I should be able to get the time off.

SAM

Great! I'll e-mail you all the details, see you soon!

MIKAELA

I love you

SAM

I love you too.

Sam hangs up the phone.

Sam pulls a small box out of a desk drawer, and opens it revealing...

A DIAMOND ENGAGEMENT RING.

SAM (CONT'D)

I really love you...

INT. DECEPTICON SHIP - BRIDGE

MEGATRON sits on the bridge of the Decepticon ship. STARSCREAM and THUNDERCRACKER man the helm, they are of similar design, but THUNDERCRACKER has a blueish tinge.

SKYWARP also shares their design, black and imposing. He assists Soundwave in monitoring screens along the back wall.

The MAIN VIEW SCREEN at the front of the bridge shows the empty expanse of space.

ONSLAUGHT, a large and formidable robot, bristling with firepower, approaches Megatron.

ONSLAUGHT

You summoned me lord Megatron?

MEGATRON

Yes, Onslaught, have you had a chance to assess the situation

ONSLAUGHT

I have..

MEGATRON

And?

ONSLAUGHT

We should wait to see if the
Autobots are successful.

MEGATRON

Are you sure? We know where the
Energon source is.

ONSLAUGHT

A fair question my lord, but if we
attack now the humans will simply
destroy the site, it would be best
if we had more mobile... Target.

MEGATRON

(chuckling)

Of course... Starscream, listen to
him, do you hear what it sounds
like to think a plan through?

Starscream bristles with anger, he grips the ship's CONTROLS
a little tighter. Other Decepticons join in the LAUGHING.

INT. MILITARY BASE - DAY

There's activity everywhere inside the hangar. Optimus Prime
is working alongside IRONHIDE and the AUTOBOT, RATCHET at a
series of control panels. COLONEL LENNOX approaches the
group.

LENNOX

We're set!

OPTIMUS PRIME

Thank you Colonel Lennox, your help
is much appreciated.

LENNOX

Yeah, well, I had to call in quite
a few favors to get this operation
approved, I wish I knew exactly
what you were up to...

OPTIMUS PRIME

Trust me when I say it is for the
good of all mankind.

LENNOX

I do... We've got everything
covered, no Decepticon activity of
any kind has been reported, we'll
be watching everything from a
distance.

OPTIMUS PRIME
The landing?

LENNOX
Not a problem, the French are
pushovers anyway, any other
country, you might not have been so
lucky.

EXT. AIRPORT GENEVA, SWITZERLAND - DAY

Mikaela waits on the curb outside the airport, she looks up
and down the street searching... Finally she takes out her
PHONE and places a call.

INT. LARGE HADRON COLLIDER FACILITY - DAY

BUMBLEBEE is working alongside Sam to prepare the All Spark
fragment for transport. They are removing the chamber they
built for it from the collider. Sam's phone RINGS.

SAM
Hello? Mikaela

INTERCUT - PHONE CONVERSATION

MIKAELA
Where are you?

SAM
What, huh? I can barely hear you?

MIKAELA
(louder)
Where are you!?

SAM
(sarcastically)
Oh you know, doing important
science stuff.

MIKAELA
When are you going to pick me up?

SAM
What? You're here?

Sam looks at his watch shakes it again, and holds it up to
his ear.

SAM (CONT'D)
(to himself)
Stupid watch!
(to Mikaela)
Look, baby, I'm sorry, I got busy.
Can you take a cab?

MIKAELA
(frustrated)
I guess.

SAM
Great, again, sorry, I'll text you
the address, and I'll call the
landlord and let her know you're
coming.

MIKAELA
OK, I can't wait to see you

SAM
Same, oh be ready when I get there
we're going out for a very special
evening.

MIKAELA
What should I wear?

SAM
The nicest thing you've got!

MIKAELA
Nicest thing casual? Or nicest
thing formal?

SAM
Formal, definitely.

MIKAELA
OK, bye!

SAM
Bye!

Sam hangs up his phone and turns to Bumblebee:

SAM (CONT'D)
Have you got this from here?

BUMBLEBEE
Yes.

SAM

Great, tell Perceptor the latest round of tests were in line with first, I've got to go get everything ready for tonight. Are you clear on what you need to do?

BUMBLEBEE

Yes, and don't worry, you don't have anything to be nervous about.

Sam smiles and hurries off.

INT. LOCKER ROOM

Sam begins removing his lab coat and other work related clothing. He quickly hangs them up and then starts digging through his locker, searching for...

A CHECKLIST.

Another EMPLOYEE greets him as he walks by.

EMPLOYEE

What's up Spike!?

Sam halfheartedly smiles at him.

SAM

Let's see, what's left, what's left?

He looks at the checklist.

SAM (CONT'D)

Basket, check, wine, check, suit check, ring... ring?

Sam frantically digs through his locker, he emerges with a small box--

SAM (CONT'D)

OK, check, that just leaves food and shower. Which first?

--glancing at clock on the wall. He runs his fingers along a suit hanging in his locker.

SAM (CONT'D)

Two hours, I might actually pull this off.

EXT. URBAN ROAD - DAY

Sam is driving Bumblebee along the road wearing a smile ear to ear. He is dressed in a sharp suit and tie.

INT. BUMBLEBEE - DAY

SAM

It's been a month, I can't wait!

BUMBLEBEE (V.O.)

It will good to see her again sir.

Sam pulls up to his apartment building, he is shocked to see Mikaela standing on the curb, dressed to the nines in a black sequined evening gown.

EXT. URBAN STREET - DAY

Sam jumps out the car and quickly kisses Mikaela.

SAM

Look at you!

MIKAELA

Look at you! What kind of place are you taking me to?

SAM

Trust me, it's out of this world

MIKAELA

(noticing Bumblebee)

Hi B! I didn't know you were here..?

SAM

(staring at Mikaela)

Yeah well, I'm one of few people who has a car that can ship itself.

MIKAELA

Well... where is this place?

SAM

Oh, yeah... sorry, right this way.

Sam opens Bumblebee's passenger door and helps Mikaela in. Sam jumps behind the steering wheel and they drive off.

EXT. FRENCH COUNTRYSIDE - DAY

Sam and Mikaela ride over country roads until they arrive in a huge expanse of pasture. They drive out to the middle of it and park.

INT. BUMBLEBEE - DAY

Sam does a drum beat on the steering wheel, he seems a little nervous.

SAM

Here we are!

MIKAELA

This is it?

SAM

Yep, all we have to do now is wait.

MIKAELA

Wait for what?

SAM

(pointing)
That.

DRAFT

EXT. FRENCH COUNTRYSIDE - DAY - CONTINUOUS

The ground starts to RUMBLE, Mikaela looks scared, but Sam is calm, seeing this she settles down a little. The clouds in the sky suddenly start to sink as if something were pushing them down.

But as the clouds move down they begin to thin out until then they roll off the edges of a

MASSIVE SPACESHIP

that is descending before their eyes. Shaped like a rounded arrowhead, it moves with a gentleness that defies its MASS. As it touches down its landing skids sink DEEP into the ground.

INT. BUMBLEBEE - DAY - CONTINUOUS

SAM

Wow!

MIKAELA

What is it?

Bumblebee interjects, startling Sam and Mikaela.

BUMBLEBEE (V.O.)
It is The Ark, one of the last
relics of Cybertron. Home to us,
and our history.

SAM
It's.... Huge...

MIKAELA
(panicking)
This... This isn't what I was
expecting, this, this, this is too
much, why can't we...

Sam gently strokes Mikaela's hair, then her face...

SAM
Shhhh, Shhh... Calm down, it's OK.

MIKAELA
Why can't we just have a normal
life?

SAM
(smiling)
Don't worry after tonight,
everything is going to change.

Sam leans in and kisses her deeply, atoning for his quick
kiss earlier. Mikaela settles down, finally she breaks a
smile.

SAM (CONT'D)
C'mon lets get a better look.

Sam and Mikaela exit the car and stand in awe of the massive
ship.

EXT. FRENCH COUNTRYSIDE - DAY - CONTINUOUS

Ironhide and Ratchet roll up and TRANSFORM. Ironhide is now
holding the ALL SPARK CHAMBER. Optimus Prime brings up the
rear, he stops and Dr. Broussard and Leo exit his cab.

Optimus then TRANSFORMS. While this is going on a GIANT RAMP
begins to extend out of the ship towards the ground.
Bumblebee remains in vehicle mode.

SAM
Oh, almost forgot!

Sam runs around to Bumblebee's trunk and opens it. He removes an elaborate PICNIC BASKET. Bumblebee then TRANSFORMS. Mikaela gives Sam a strange look. Sam just smiles and hands the picnic basket to Bumblebee.

OPTIMUS PRIME

Welcome to the Ark. May today be
the dawn of a new era.

Sam noticing Leo:

SAM

What the hell are you doing here?

LEO

I know, it's crazy, but I thought,
when am I ever going to get a
chance to go into space again!?

SAM

Shhhh! Quiet!

Oh yeah, Mikaela, sorry
(to Mikaela, waving)
Hi Mikaela! You look hot!

Sam smacks Leo, Mikaela gives Leo a strange look. Everyone walks towards the ramp.

SAM

Psst, B

Bumblebee nods.

SAM (CONT'D)

OK, thanks...

Bumblebee runs ahead of the group and onto the ship.

INT. AUTOBOT ARK - DAY

Optimus Prime, Ironhide, Ratchet, Dr. Broussard, Leo, and Mikaela make their way onto the ship. The lower deck resembles the biggest of Earth's cathedrals. The humans are dwarfed by the scale. They are greeted by Silverbolt and

WHEELJACK

a wise, and wise-cracking old Autobot who is the chief engineer of The Ark.

SILVERBOLT
The area is secure Prime.

OPTIMUS PRIME
Excellent. Dismissed.

Silverbolt turns and leaves.

Ironhide hands Wheeljack the ALL SPARK CHAMBER.

WHEELJACK
Thanks, Perceptor can't wait to get a look at this, he's curious to see what you earthlings have rigged up. We've already constructed an adapter to house the chamber.

OPTIMUS PRIME
Dr. Brossard and his assistant will be glad to help you with the details. Doctor, Leo, please follow Wheeljack to the engine room. You may begin work immediately.

Ironhide and Ratchet leave the area. Sam and Mikaela are now alone with Optimus.

OPTIMUS PRIME (CONT'D)
I suppose you two want a tour?

The door to The Ark begins to close.

INT. AUTOBOT ARK - SURVEILLANCE ROOM

Silverbolt strolls into an expansive, yet darkened room. GLOWING CONSOLES are the primary source of light.

FOUR ROBOTS peer into these consoles.

They are FIREFLIGHT, SLINGSHOT, AIR RAID, and SKYDIVE. Similar in design and shape to Silverbolt, these five robots are known as the AERIALBOTS.

SILVERBOLT
Report.

AIR RAID
Not a peep.

SILVERBOLT
Have you seen any odd readings at all.

AIR RAID

No...

SILVERBOLT

Perfect.

AIR RAID

But that may be odd in itself...
Usually I'll get something, a stray
cosmic ray... Something.

SILVERBOLT

Stay sharp, we're about to bring
some type of new reactor on-line.

AIR RAID

Understood.

INT. DECEPTICON SHIP - BRIDGE

Megatron taps at his CONSOLE, he is on edge, ready to strike.

Starscream and Thundercracker man the helm, Soundwave and
Skywarp continue to monitor displays along the back wall.
Suddenly an ALARM goes off.

Thundercracker responds:

THUNDERCRACKER

(smiling)

Energon signature detected lord
Megatron... It's moving...

SOUNDWAVE

Confirmed!

MEGATRON

Move us into position...
(to self)
It's over Prime.

INT. AUTOBOT ARK - ENGINE ROOM

Massive conduits pulse with energy. Wheeljack stands at a
CONSOLE, while

PERCEPTOR

a curious looking AUTOBOT, with an equally curious
personality, monitors another CONSOLE. Dr. Broussard and Leo
look on with wonderment.

WHEELJACK

I'll be damned. That doohickey is working.

PERCEPTOR

Indeed. Humans are quite resourceful. Though these phantom energy signatures do bother me.

WHEELJACK

There's not much we can do out that now.... You heard the doc, we just keep the reaction rate down and we'll have nothing to worry about...

DR. BROUSSARD

I assure you it is quite safe.

PERCEPTOR

Perhaps.

Wheeljack turns to a DISPLAY SCREEN and punches up some schematics. BLUE PLASMA ENERGY can be seen filling a large vessel.

WHEELJACK

The Energon stores are already starting to fill. I say we sit back and enjoy the ride.

EXT. SPACE

The Ark makes its way into orbit.

INT. AUTOBOT ARK - BRIDGE

Optimus Prime enters with Mikaela and Sam in tow. The bridge is an expansive complex with Autobot sized CONSOLES all around the perimeter. VIEW SCREENS dominate the decor.

One especially large view screen resides at the rear of the bridge, it is surrounded by three smaller view screens on each side. Floor space is extensive, allowing the Autobots to get around comfortably in either their robot mode, or vehicle mode.

A COMMAND CONSOLE stands in the center, elevated above the area. In front of it, the pilot's seats. MASSIVE WINDOWS encircle the front of the room giving an expansive view of the earth.

Ironhide and Ratchet are flying the ship. The crew is rounded out by

HOUND

an Autobot who is rough around the edges. He mans a console while on the other side of the room

MIRAGE

tends to the ship's functions. Mirage is the exact counterpoint to Hound, smooth and refined. He feels he is the pinnacle of Autobot technology.

OPTIMUS PRIME

And here we have the control center of the ship.

SAM

Whoa!

MIKAELA

I can't believe this is real? Is that the Earth? Are we in space?

SAM

I didn't even feel us take off.

MIRAGE

(to Prime)

Why did you bring those things up here?

OPTIMUS PRIME

Quiet Mirage, these humans have served our cause heroically, they deserve your respect.

MIRAGE

Hmmmmph.

HOUND

(sarcastically)

Yeah Mirage, not everyone can be as perfect as you.

Bumblebee walks up and stands in front of Sam and Mikaela--

BUMBLEBEE

Your table awaits.

--gesturing towards one of the windows on the bridge. On the window sill stands a simple TABLE, complete with two CHAIRS, and a WHITE TABLECLOTH. The picnic basket now sits in the center of the table.

Bumblebee helps them both up to the window sill.

Sam opens the basket and sets up some CANDLES. He lights them and places the basket beside the table.

He offers Mikaela a chair. Mikaela gracefully accepts.

From the basket Sam begins to serve a GOURMET MEAL.

Outside the window the expanse of space and the beauty of Earth can be seen.

INT. AUTOBOT ARK - BRIDGE - CONTINUOUS

Mikaela is floored by the presentation, she's smiling and giggling over the elaborate setup.

MIKAELA
All this for me?

SAM
Nothing but the best, as I said...
Out of this world

The pair enjoys their meal. Optimus Prime and Bumblebee leave the bridge. The rest of the Autobots go about their business ignoring the happy couple.

INT. AUTOBOT ARK - ENGINE ROOM

Optimus Prime walks in. Wheeljack and Perceptor continue monitoring the situation. Dr. Broussard and Leo are giddy with excitement given the results of their work.

OPTIMUS PRIME
Wheeljack, status report

WHEELJACK
The modifications are working as expected. We're well on our way.

OPTIMUS PRIME
(to Dr. Broussard)
The Autobots and the Ark thank you for your noble efforts towards our cause. The people of Earth will no doubt be indebted to you as well.

Dr. Broussard looks flustered.

LEO

Hey no prob O.P. You know all in a days work.

An ALARM sounds--

PERCEPTOR

Energy levels are spiking!

WHEELJACK

(calmly)

I see it, I see it, its nothing, the extra component is just slowing down the intermix, adjusting.

--The ALARM ceases.

OPTIMUS PRIME

Stay sharp, we have no margin for error.

WHEELJACK

You got it.

PERCEPTOR

Yes sir.

LEO

(to Perceptor)

Can you show me how that drive system works?

INT. AUTOBOT ARK - BRIDGE

Sam and Mikaela continue their meal laughing and smiling.

Though Mikaela senses something is off.

MIKAELA

(laughing)

Something wrong? You've barely touched your food?

SAM

(swallows hard)

No, I think it's the whole zero gravity thing, its messing me up.

MIKAELA

I don't see anything floating around do you?

SAM

Umm, well see here's the thing. In the years I've known you, I've thought about this moment over and over again.

Mikaela's eyes lock on Sam.

SAM (CONT'D)

I've agonized over it, I wanted it to be amazing, because you are most amazing woman I've ever met. That's why I wanted to give you the world...

(gesturing towards window)

Mikaela ignores the view, she's hanging on Sam's every word.

Tears begin to well up in her eyes.

Sam too, is completely oblivious to anything but Mikaela, but SOMETHING can be seen in the distance approaching the ship, round, growing.

SAM (CONT'D)

...Look at all we've been through, everything we've experienced. It's been one crazy ride, but I can't imagine taking that ride with anyone else so...

Sam get's down on one knee, removing a small box from his pocket, opening the box...

A RING!

Mikaela is thrilled. But the object is looming closer... It's a

GLOWING ENERGY BALL!

It's headed for the ship!

SAM (CONT'D)

Will you marry...

The ship is ROCKED with a MASSIVE IMPACT, EXPLOSIONS erupt, Sam and Mikaela are knocked from their table by the window. They start to slide down a CONTROL CONSOLE.

Sam reaches out for Mikaela to keep her from falling, he grasps her arm in the nick of time. ALARMS sound.

Hound and Mirage SCRAMBLE to mount a counterattack.

Ratchet and Ironhide stay put, struggling for control of the ship.

Optimus Prime staggers on to the bridge and mans the command console.

OPTIMUS PRIME
What's going on!?

IRONHIDE
Decepticons!

OPTIMUS PRIME
Bring us about, ready weapons!

MIRAGE
Weapons are offline!

OPTIMUS PRIME
(pushing button)
Wheeljack! Perceptor! I need
weapons!

WHEELJACK (V.O.)
You don't say!

Sam and Mikaela make it down to the floor of the bridge, trying desperately to stay out of the Autobots way. Their joy overtaken by fear.

INT. AUTOBOT ARK - ENGINE ROOM

Wheeljack and Perceptor struggle with damage control. STEAM and SMOKE SPEW. Dr. Broussard and Leo scramble for cover. ALARMS sound.

WHEELJACK
Prime needs weapons now!

PERCEPTOR
Re-routing power, hang on! No...
Can't! If we do we'll exceed the
safeties of the All Spark reactor!

WHEELJACK
If we don't we're all dead. Your
choice.

PERCEPTOR
Let the record show I was
completely against this course of
action.

WHEELJACK
 Whatever. Do it!

INT. AUTOBOT ARK - BRIDGE

The Autobots continue to deal with the Decepticon crisis.
 Suddenly an INDICATOR on Mirage's console springs to life:

MIRAGE
 We have weapons!

OPTIMUS PRIME
 Charge and fire!

EXT. SPACE

The Autobot Ark FIRES a volley at the Decepticon ship
 damaging it slightly.

INT. DECEPTICON SHIP - BRIDGE

The Decepticons watch their prey on the main view screen.
 Megatron laughs as his ship is hit--

MEGATRON
 Pathetic, that relic is no match
 for us. Bring us alongside, I want
 that ship captured intact.

--pushing a BUTTON on his CONSOLE.

MEGATRON (CONT'D)
 Onslaught, are you and the
 Combaticons ready to board that
 ship?

ONSLAUGHT (V.O.)
 Yes my lord.

Megatron smiles wryly, tasting victory.

INT. DECEPTICON SHIP - WAR ROOM

Onslaught prepares his troops. BLAST OFF, VORTEX, BRAWL, and
 SWINDLE stand ready for attack. Each is a menacing robot in
 their own right.

ONSLAUGHT
 On my mark, launch the boarding
 tethers!

EXT. SPACE

The DECEPTICON SHIP pulls alongside The Ark. It's almost as big, sharp, jagged, angular in design--

--it LAUNCHES TETHERS that attach to the side of The Ark.

INT. AUTOBOT ARK - BRIDGE

OPTIMUS PRIME
Full power! Hit them with
everything we've got!

MIRAGE
Charging!

INDICATORS on Mirage's console display building energy levels.

INT. AUTOBOT ARK ENGINE ROOM

Wheeljack and Perceptor continue to monitor the situation.
Chaos erupting. ALARMS sounding.

PERCEPTOR
They're bringing weapons up to
full! There's some sort of energy
feedback wave building in the
reactor!

WHEELJACK
I see it! I see it!

PERCEPTOR
It's reaching critical!

INT. AUTOBOT ARK BRIDGE

OPTIMUS PRIME
Fire!

Mirage discharges the weapons.

EXT. SPACE

Both ships are LOCKED in COMBAT over Earth. The Decepticon ship is now tethered alongside the Autobot Ark. Suddenly the The Ark's WEAPONS GLOW, building to release a massive ENERGY DISCHARGE.

The energy from the Ark's weapons builds to a critical point, but before they fire another ENERGY DISCHARGE occurs in a BRILLIANT FLASH.

Both ships disappear.

EXT. SPACE

EARTH alone from a different angle. Peaceful. Tranquil.

Suddenly there is another FLASH.

Both ships appear! The BLAST from The Ark tears through the Decepticon ship.

The TETHERS break, both SHIPS are adrift. They are falling towards Earth.

Each ship begins to make contact with Earth's atmosphere, gravity has them now.

EXT. SKY - NIGHT

High in the atmosphere the TWO SHIPS begin to LIGHT UP like GIANT FIREBALLS screaming towards the Earth--

--the distance between the ships increases.

INT. AUTOBOT ARK - BRIDGE

HOT PLASMA washes out the view through the windows. MAYHEM rules the moment. Ironhide and Ratchet desperately struggle with flying the ship. Everyone else is just trying to hold on to something. ALARMS sound. Sam and Mikaela struggle against the G-forces.

IRONHIDE

I've got nothing! No engines, no power, no control!

RATCHET

Let me try something!

Ratchet works feverishly.

IRONHIDE

Nothing! Wait! Barely something!

The ship continues to PLUMMET towards Earth as a STREAKING FIREBALL.

INT. DECEPTICON SHIP - BRIDGE

The Decepticons struggle with their own ship, which also is plummeting out of control.

Starscream PANICS.

ALARMS sound.

STARSCREAM

We're going to crash! There's nothing left!

MEGATRON

Silence! Fly the ship! Otherwise if the crash doesn't kill you, I will.

THUNDERCRACKER

We have very little to work with here!

MEGATRON

You'll find a way, your life depends on it!

EXT. DESERT - MORNING

The Sun breaks over the desert landscape. The Ark roars across the sky. Its doom seems sealed.

INT. AUTOBOT ARK - BRIDGE

Ironhide and Ratchet struggle valiantly with the ship.

IRONHIDE

We're leveling out!

EXT. DESERT - MORNING

The Ark begins to level out over the desert wasteland, gliding in the shadows of dawn.

INT. AUTOBOT ARK - ENGINE ROOM

Wheeljack and Perceptor monitor the engine status. Everything is going wrong. ALARMS continue sounding.

PERCEPTOR

We must eject the reactor core!

WHEELJACK

Huh?

PERCEPTOR

To insure the safety of the humans!
We eject it, it bottles itself up,
it won't go critical!

WHEELJACK

If you say so!

Perceptor manipulates controls, the ENGINE CORE goes dark,
falls silent--

--continuing to work, the engine core falls out of site.

EXT. DESERT - DAY

As the Ark flies over the desert it a LARGE CHUNK of it falls
away and hits the ground.

INT. DECEPTICON SHIP - BRIDGE

The Decepticons are only having slightly better luck with
their ship.

MEGATRON

Status!

STARSCREAM

(arrogantly)

We're going down, nothing can stop
that, but my superior piloting
skills did manage to get us over
water.

THUNDERCRACKER

Can it Starscream! Brace for
impact!

EXT. OCEAN - NIGHT

The Decepticon ship comes at the water at a steep angle. It
crashes with a huge SPLASH.

Disappearing in the pre-dawn darkness.

INT. AUTOBOT ARK - BRIDGE

Things are about to go from bad to worse.

Ironhide and Ratchet have managed to level off the ship, and are flying low, too low.

Through the semi-charred windows a MOUNTAIN RANGE can be seen:

They're heading straight for it.

IRONHIDE

(struggling)

It's no use, we used everything we had left to level out.

OPTIMUS PRIME

Mirage, do we still have weapons?

MIRAGE

Just the emergency batteries, enough to squeeze off a shot

OPTIMUS PRIME

Target ahead and fire!

EXT. DESERT - DAY

The Ark fires an ENERGY BLAST at the MOUNTAIN RANGE. Direct hit, a hole opens in the side of a mountain in The Ark's flight path. The Ark speeds along to its fate--

INT. AUTOBOT ARK - BRIDGE

An eerie calm has fallen over the bridge as the ship glides along. Optimus Prime pushes a BUTTON on his COMMAND CONSOLE.

His voice ECHOES through the ship.

OPTIMUS PRIME

All hands, brace for impact, I repeat, brace for impact!

Sam and Mikaela crouch in a corner. Terror on their faces. Mikaela looks Sam in the eyes--

MIKAELA

Yes...

--overcome with emotion he hugs Mikaela and holds on for dear life.

EXT. DESERT - DAY

The Ark glides along in near silence, it IMPACTS the mountain precisely where the energy blast had been discharged. The DESTRUCTION is immense, DEBRIS everywhere.

Once the dust settles, The Ark finds itself embedded.

EXT. UNDERWATER - NIGHT

The Deception ship sits intact, resting on the ocean floor.

INT. DECEPTICON SHIP - BRIDGE

Everything is still. The bridge is in disarray. Control consoles SPARK and SIZZLE. Suddenly, MOVEMENT, Starscream emerges from a pile of DEBRIS--

--looking around he accounts for SOUNDWAVE, THUNDERCRACKER, and SKYWARP. All rendered unconscious. But where is Megatron?

Towards the front of the Bridge another pile of DEBRIS begins to move. MEGATRON'S ARM emerges from the pile. Starscream walks over to help, grinning madly--

--digging through the debris he uncovers Megatron. A large piece of METAL has pierced Megatron's lower torso.

STARSCREAM

How do you feel now? Mighty
Megatron?

Starscream drives the piece of metal deeper into Megatron--

--who writhes in pain:

MEGATRON

Wait Starscream, I still function!

STARSCREAM

Wanna bet?

Starscream picks up a large SHARD of metal, and pierces Megatron through the chest--

--eyes go dark, his head falls to the side, lifeless.

Starscream smiles and lets out a little chuckle.

STARSCREAM (CONT'D)
 Pompous fool... Now let's see
 what's working around here.

Starscream goes over to a control console and punches up data
 on its display--

STARSCREAM (CONT'D)
 (pushing buttons)
 Where are we? I'm not detecting
 the usual satellites? Where are
 they?

--continuing, attempting to find out where he is.

STARSCREAM (CONT'D)
 This isn't making any sense... Ah
 there they are, but they're not
 where they're supposed to be?

Starscream brings up one SATELLITE SCHEMATIC on his PANEL.
 He hacks the satellite. A WEATHER MAP appears on his screen.

STARSCREAM (CONT'D)
 Weather!? That's not right.

Starscream then notices something off about the SATELLITE
 IMAGE. In the bottom right of the screen along with the
 time, it says OCTOBER 22, 1982--

STARSCREAM (CONT'D)
 What!?

--quickly punching up every satellite he can find. Each
 satellite's time code confirms the same result--

STARSCREAM (CONT'D)
 How can this be? It's impossible.
 The battle?

--pausing, REALIZATION creeps over his face.

STARSCREAM (CONT'D)
 However, if this is true then...
 The All Spark! It's here! Now!
 I'll show...

Starscream is interrupted by an ALARM on another control
 console--

--walking over he brings up that display. Three F-15 FIGHTER
 JETS appear on the screen.

STARSCREAM (CONT'D)

It seems we have a welcoming party,
US Military, vehicle consistent to
the time period...

Starscream zooms in on one on the lead jet, revealing that it
is armed with NUCLEAR WEAPONS. He smiles at the sight:

STARSCREAM (CONT'D)

Well then... Who am I to
disappoint...

EXT. OCEAN - MORNING

The water's surface is broken by a LARGE CHAMBER rising from
below. It looks ominous in the pre-dawn light. The sides of
the chamber RETRACT, revealing a RECONFIGURED Starscream
standing on a PLATFORM.

Starscream admires his new look.

STARSCREAM

Primitive... with a certain style.

Starscream then JUMPS skyward, and TRANSFORMS into an F-15
FIGHTER with RED and BLUE accents. The disguise is complete
down to the last detail, from the HOLOGRAPHIC PILOT, to the
name inscribed under the cockpit. CAPT. CHRISTOPHER "COBRA"
COLLINS.

EXT. SKY - DAY

Three F-15 FIGHTER JETS zoom through the air in formation
over the ocean. They are looking for a large radar contact
that was detected in the area.

INT. COCKPIT - DAY

CAPTAIN ROBERT WEST contacts the other two planes over the
RADIO.

CAPT. WEST

Whatever it was, we should be
coming up on it soon. Assuming
there's anything left.

INT. COCKPIT - DAY

LIEUTENANT HENRY WOODS chimes in on the situation.

LT. WOODS
Probably just an asteroid or some
other piece of space junk. Nothing
to worry about...

INT. COCKPIT - DAY

Back in the lead plane the situation changes:

CAPT. WEST
Probably... wait...

Captain West glances down at his RADAR, another CONTACT is
approaching. It registers as a FRIENDLY target.

CAPT. WEST (CONT'D)
Maybe it is something, looks like
we've been sent some backup...

Captain West SWITCHES his RADIO settings.

CAPT. WEST (CONT'D)
This is Captain Robert West do you
copy?

STARSCREAM (V.O.)
This is Air Commander Starscream,
prepare to meet your doom.

CAPT. WEST
What?

EXT. SKY - DAY

Before the pilots can react, Starscream is on top of them.

Starscream flies towards the formation head on, playing
chicken with the lead plane. The lead plane waivers--

--Starscream TRANSFORMS into robot mode and floats over the
top of the lead plane--

--reaching out, he DRAGS his hands down one of the wings on
each of the two trailing planes, shredding them.

The two planes collide in a massive FIREBALL as a result.

Starscream TRANSFORMS back into jet mode and pursues the lead
plane. He zooms past it, and TRANSFORMS back to robot mode.
He lunges for the passing plane and puts a fist through the
cockpit--

--knocking the pilot and seat through the bottom of the plane.

While the plane remains aloft, Starscream robs the plane of its NUCLEAR WEAPONS--

STARSCREAM

I'll take these.

--affixing the weapons to himself he destroys the rest of the plane.

Starscream TRANSFORMS and speeds off, CACKLING.

EXT. DESERT - DAY

The AUTOBOT ARK embedded in the side of a mountain. Its ENGINES are the only thing sticking out.

INT. AUTOBOT ARK BRIDGE

DESTRUCTION dominates the scene. The ship is bad shape. Optimus Prime, Ironhide, Ratchet, Mirage, and Hound can be seen at or near their previous posts. They are all motionless.

Sam struggles his way out of some DEBRIS, his suit is in tatters. He pauses at the grim scene. Suddenly he realizes--

SAM

Mikaela!? Mikaela!

--In a panic Sam starts RUSHING around the bridge, looking for any sign of her--

SAM (CONT'D)

Mikaela! Mikaela?

--overcome with emotion he starts to break down--

--but then something on the floor starts to STIR. Sam rushes over to see what it is.

He moves some DEBRIS, nothing. He keeps going until he uncovers a HOLE in the side of one of the CONSOLES. He peers in and sees--

SAM (CONT'D)

Mikaela! Oh my God are you OK?

--Sam begins to help her out of the hole.

MIKAELA
 (groaning)
 I think so... I don't know...

SAM
 Careful, careful, careful.

Sam embraces Mikaela whose clothing is also in shambles.

SAM (CONT'D)
 (holding back tears)
 Oh my God I thought I had lost you!

They both survey the scene in complete disbelief.

MIKAELA
 What now?

SAM
 We try and get them back on-line.

EXT. DESERT - DAY

MILITARY VEHICLES are everywhere. Everyone is moving at a frenetic pace.

A GIANT POD sits in a crater on the desert floor.

SOLDIERS surround the area. SCIENTISTS are trying take readings on the object. CRANES are being constructed. The entire area is in lock down.

GENERAL THOMAS SAMUELSON steps from his JEEP. World wise and hardened, the General looks like he could handle anything thrown at him. He walks over to one of the scientists.

GEN. SAMUELSON
 What is it?

SCIENTIST
 We don't know yet...

GEN. SAMUELSON
 (looking around)
 The radar contact made it seem bigger, is this all of it?

SCIENTIST
 Looks that way.

GEN. SAMUELSON
 Does it pose a threat?

SCIENTIST

We don't know, we don't have the equipment to examine thoroughly here.

GEN. SAMUELSON

Well get it back to 51 ASAP.

SCIENTIST

Yes sir.

EXT. HOOVER DAM - DAY

TOURISTS bustle about, dwarfed by the giant structure. The dam is a regal monument, a true testament to man's ingenuity.

EXPLOSIONS!

The face of the dam is under attack! Giant CHUNKS of CONCRETE fall to the water below. The structure ROARS from stress, but remains intact.

PANIC ensues.

Starscream TRANSFORMS and swoops into one of the newly opened entrances.

DRAFT

INT. HOOVER DAM BUNKER - DAY - CONTINUOUS

LIGHT streams into the dimly lit bunker. The dam SCREAMS and MOANS, its structure compromised. ALARMS sound. Starscream pauses as he gets his bearings. He sees a tunnel through the dust. He TRANSFORMS into vehicle mode and flies down it.

INT. HOOVER DAM ALL SPARK CHAMBER - CONTINUOUS

Starscream flies into a large open space. He TRANSFORMS, and stands before, a GIANT CUBE, the ALL SPARK! The dam continues to SHRIEK under the weight of the water. ALARMS sounding, PIPES BURST, CEILINGS SHAKE. WORKERS scatter.

STARSCREAM

I'll be...

Starscream steps up to the CUBE and MANIPULATES it. Suddenly the cube begins to TRANSFORM, getting smaller and smaller. Finally Starscream holds the All-Spark in his hands.

STARSCREAM (CONT'D)

At last! Victory is mine!

(beat)

(MORE)

STARSCREAM (CONT'D)

After one last bit of unfinished
business...

Starscream places the cube in his cockpit and TRANSFORMS
rocketing down the tunnel system.

INT. HOOVER DAM SECONDARY BUNKER - DAY

Starscream flies into another large chamber and TRANSFORMS.
MEGATRON stands before him frozen, lifeless, preserved.
ALARMS sounding. The dam's structure continues to SCREECH.

STARSCREAM

(gloating)

What a rare treat indeed!

(drawing weapon)

I get to destroy you twice in one
day!

Starscream pauses, admiring his own ingenuity, when suddenly
a WALL TEARS ASUNDER.

WATER GUSHES in with incredible force.

Starscream TRANSFORMS and flies down a TUNNEL to escape.

EXT. HOOVER DAM - DAY

Starscream emerges from the dam in a nick of time. A MASSIVE
PLUME of WATER follows him out of the tunnel system.

Starscream TRANSFORMS hovering over the CHAOS he has created.

WATER spills from various VALVES and TUNNELS in a last ditch
effort to keep the dam from giving way completely.

One side of the dam's POWER PLANT COLLAPSES from erosion.
Things look very GRIM.

STARSCREAM

No matter... Blasted or crushed,
it makes no difference to me.
Onward to destiny.

Starscream TRANSFORMS and ROCKETS skyward at incredible
speed, disappearing out of site.

INT. AUTOBOT ARK - BRIDGE

Sam and Mikaela are trying to figure how to get the Autobots
back on-line.

SAM

What now?

Mikaela is climbing up Optimus to get to his CONSOLE. She makes it to the top, standing next to Optimus' head--

MIKAELA

I'm out ideas...

--leaning over Optimus she notices a faint RED LIGHT coming from under his ARM.

MIKAELA (CONT'D)

Sam! Get up here!

Sam climbs up the CONSOLE.

MIKAELA (CONT'D)

(pointing)

What's that?

SAM

I don't know, see if we can move his arm.

The pair struggle to get his arm to budge. With great effort they reveal a BUTTON, GLOWING RED.

MIKAELA

Push it.

SAM

You push it... What if it's a self destruct or something?

Mikaela looks around the bridge.

SAM (CONT'D)

Oh, yeah, OK here goes nothing!

Sam pushes the button, an energy PULSE washes over the bridge. The Autobots begin to come around.

SAM (CONT'D)

(relieved)

Yes, yes, OK, OK we're back in business, you OK there big bot?

OPTIMUS PRIME

I still function.

SAM

You had us scared there for awhile.

OPTIMUS PRIME

It was The Ark, it placed us in stasis to protect our sparks. You have awakened us... Once again we are in your debt.

SAM

(annoyed)

And once again, I've gotten the short end of the stick. Mikaela could have been killed!

The other Autobots have recovered now and are going about the business of checking on the ship.

OPTIMUS PRIME

I am sorry Sam... Long we have looked for an edge over the Decepticons, and I fear that we may have been blinded by that drive.

SAM

Leo warned... Leo!? Where is he?

OPTIMUS PRIME

(pushing button)

Optimus Prime to engine room, please respond.

INT. AUTOBOT ARK ENGINE ROOM - CONTINUOUS

The engine room is in SHAMBLES. Dr. Broussard lies dead on a pile of rubble. Leo is bloodied and bruised with a broken leg, but alive.

OPTIMUS PRIME (V.O.)

Optimus Prime to engine room, do you copy?

Perceptor and Wheeljack struggle to get up. Wheeljack makes it to the control console.

WHEELJACK

Wheeljack here, go ahead.

OPTIMUS PRIME (V.O.)

Is everyone OK down there?

WHEELJACK

Perceptor and I seem to be functioning. Leo is injured but not too bad...

LEO
Hey speak for yourself!

OPTIMUS PRIME (V.O.)
Dr. Broussard?

INT. AUTOBOT ARK - BRIDGE - CONTINUOUS

Activity continues in the background to get what systems they can operational again.

WHEELJACK (V.O.)
He... He... didn't make it...

Optimus, Sam, and Mikaela are crestfallen. Sam works hard to contain his emotions.

SAM
Where does all this end?

MIKAELA
Sam?

SAM
How come everything I touch turns
to disaster. Just when I thought
we would catch a break! That this
would all be over!

Mikaela attempts to calm Sam.

MIKAELA
We'll find a way, we always do..

EXT. HOOVER DAM - DAY

The dam superstructure is hanging on by a thread. Water slowly spills from the damage that Starscream inflicted.

One side of the POWER PLANT stands in ruins, caved in, water seeping from the rubble.

An ERUPTION, DEBRIS flies skyward.

Megatron has survived! He TRANSFORMS and flies away.

INT. HOOVER DAM - CONTROL CENTER

ALARMS sounding. WORKERS run in every direction. A TECHNICIAN responds to the ALERT. He runs over to a RED PHONE and picks it up:

TECHNICIAN

Mr. President, this is Sector 7.
NBE1 has escaped, advise all
branches of military to be on high
alert!

INT. AUTOBOT ARK - BRIDGE

Perceptor and Wheeljack have come up to the bridge to assist
in damage control. Leo sits in a corner, attended to by
Ratchet.

RATCHET

(to Leo)

I'm not used to working on your
physiology, but I'll do my best.
We do have basic first aid
supplies.

WHEELJACK

Well we're not going anywhere...

OPTIMUS PRIME

What's working?

WHEELJACK

Not much, the main computer is
online, but every system is buried
in rock... Sensors,
Communications...

PERCEPTOR

We could launch Telettraan One to
use as a relay, get the lay of the
land. Its sensor range is limited,
but better than nothing.

OPTIMUS PRIME

Yes, do so immediately.

EXT. DESERT - DAY

The sun blisters over the desert. The intense light washes
out the Autobot Ark making it hard to distinguish from the
surrounding rock.

From the middle of the engine array there is a FLASH. A
small satellite-like ROBOT emerges. TELETRAAN ONE flies
skyward. As it passes, an audible message can be heard.

TELETRAAN ONE

Explore, explore...

INT. AUTOBOT ARK BRIDGE

Every station is manned by an Autobot. They appear busy now, focused, with direction. A LARGE DISPLAY PANEL crackles to life. Various READINGS and TECHNICAL SCHEMATICS appear.

IRONHIDE

We're getting telemetry now...

PERCEPTOR

How can this be?

OPTIMUS PRIME

What Perceptor?

PERCEPTOR

The reactor core? I'm not showing it anywhere? It's gone?

OPTIMUS PRIME

Are you sure?

PERCEPTOR

I will attempt a wider sweep to locate it...

OPTIMUS PRIME

Wheeljack, where are we?

WHEELJACK

I'm trying to get a fix on that now, but its difficult, something is off.

OPTIMUS PRIME

What do you mean?

WHEELJACK

We had been granted access to U.S. satellites for intel, but now I'm not seeing them, and the ones I do see won't recognize our codes.

OPTIMUS PRIME

Is there another way?

WHEELJACK

Of course!

Wheeljack works his magic and instantly he's hacked into what appears to be a SPY SATELLITE.

The READOUTS appear primitive.

WHEELJACK (CONT'D)

Whoa, we've got a two cylinder when we're supposed to have a V-12.

Mikaela and Sam start to notice the odd things going on. Leo now with a split on his leg, perks up too...

SAM

That doesn't look right, I've got video games more advanced than that...

WHEELJACK

Agreed, wait... This can't be...

SAM

What is it?

WHEELJACK

The satellites time code... Not this one... But all of them... they all say... 1982?

Sam and Mikaela look at each other, and then Wheeljack.

SAM

Excuse me?

MIKAELA

Excuse me?

Wheeljack brings up some rather dated looking TELEVISION FOOTAGE.

PERCEPTOR

Temporal displacement, it must have been a side effect of Energon reactor.

LEO

I'm not even going to say it.

MIKAELA

Say what? Sam, what's going on here?

SAM

The energy we couldn't account for?

PERCEPTOR

Precisely. When the Decepticons attacked it overloaded the core, setting off a massive discharge of that energy.

SAM

Wait, Wait, do you mean to tell me,
we're on Earth in the year 1982?

WHEELJACK

I think the professor here hit the
nail on the head. October 22nd
1982 to be exact.

LEO

Anyone know where we can find a
clock tower?

MIKAELA

None of us have even been born?

SAM

(to Optimus)

Optimus do you know what this
means?

OPTIMUS PRIME

We've got to find a way to get
back...

SAM

No! The All Spark its here! Now!
Intact!

SOUNDS of disbelief wash over the rest of the crew.

SAM (CONT'D)

We can fix this! We can fix all of
this!

Leo catches onto Sam's reasoning.

LEO

Hold on Doc Brown that only works
in Star Trek.

OPTIMUS PRIME

How?

SAM

We get the All Spark, then go back!

WHEELJACK

Go back in what? I think this ship
is permanent part of a national
park now.

SAM

There's got to be a way... I mean the core is still intact right? It got us here it can get us back... Oh, oh, and that Sun Harvester thing too, we need to destroy it. My point is, if remove all traces of you guys now, maybe there won't be a need for you in the future. Earth will be at peace, and none the wiser.

OPTIMUS PRIME

A risky plan, but one that has merit... Everyone, begin making the necessary preparations.

SAM

Oh and Optimus, while you're here, you're going to need to something about your vehicle modes...

EXT. MARS - DAY

Starscream flies low over the Martian surface. He TRANSFORMS and drops to the ground CRUSHING a NASA PROBE.

He removes the All Spark from his cockpit section--

STARSCREAM

I've got the world in a box!

--manipulating the All Spark he SLAMS it into the ground.

--The All Spark SHUDDERS in place, and in an instant DISAPPEARS below the surface.

Starscream looks confused.

STARSCREAM (CONT'D)

Well that was rather anti-climatic.

Starscream then looks to the NUKES he has attached to his wings. He removes them both, holding them in his hands--

STARSCREAM (CONT'D)

(looking at the nukes)

Now for a little insurance...

--flying skyward in robot mode. After his departure the ground begins to PULSATE with ENERGY PATTERNS.

INT. AUTOBOT ARK - BRIDGE

The Autobots have gotten things in somewhat better order now. The bridge appears to be a functional operations center.

Wheeljack mans a console in front of a large display screen at the rear of the bridge. Mikaela helps Leo get around, Sam is pacing.

WHEELJACK

Teletaan one is reporting back with the sampling data. Receiving now.

Various VEHICLES flash across the screen in RAPID succession.

WHEELJACK (CONT'D)

(looking at screen)

Ugggh, we've definitely gone back in time.

Sam climbs to a place where he address everyone on the bridge.

DRAFT
Listen, guys, it is very important that you pick disguises that are as inconspicuous as possible. The people of this time, they know nothing of you, it is a very paranoid period in our history, so make sure you do nothing to draw attention to yourselves. Our goal is to escape 1982 unseen.

PERCEPTOR

Given that our reactor isn't showing up anywhere, It's a sound hypothesis that someone has seen something.

SAM

Which is all the more reason to minimize the damage. The more basic the better.

MIRAGE

If I have to go out there, there is only one form that is worthy of me...

Mirage works diligently at a console. A projector-like DEVICE drops from the ceiling and BATHES Mirage in its beam, reforming him as it passes over his body. When complete, Mirage TRANSFORMS into his new vehicle mode:

A FORMULA ONE RACING CAR.

SAM

Mirage, Mirage, no... You can't do that... Prime? He's not even street legal, not to mention we're in a desert!

LEO

Not cool...

OPTIMUS PRIME

Mirage, pick something more appropriate.

MIRAGE

How about I meet you halfway, through my holographic imaging systems.

Mirage is surrounded by a CUBE made of LIGHT for a split second. A WIRE FRAME of a car surrounds him, and then becomes solid. He now appears to be a BLUE 1982 PONTIAC TRANS AM.

SAM

Better, so long as your projectors don't malfunction.

MIRAGE

They won't, I am the pinnacle of engineering efficiency.

Mirage turns off his holographic projectors, and for a moment looks like a formula one race car before TRANSFORMING back to a robot.

SAM

(to Leo)

That's not the only thing he's the pinnacle of...

OPTIMUS PRIME

Excuse me Sam?

SAM

Nothing! How 'bout you Optimus, what have you found?

Optimus works the controls and the projector-like device BATHES him in a BEAM OF LIGHT, subtly changing and reforming his exterior. Optimus take on a cleaner, more regal stance.

SAM (CONT'D)

Nice...

Optimus Prime then TRANSFORMS into his new vehicle mode a RED 1982 FREIGHTLINER CAB OVER ENGINE SEMI. BLUE FLAMES decorate each side of the cab.

SAM (CONT'D)

Optimus?

OPTIMUS PRIME

Yes Sam?

SAM

Lose the flames...

The BEAM bathes Optimus in vehicle mode and the flames disappear. Mirage comes over to help.

MIRAGE

Something's missing, here let me outfit you with a holo-projector.

Mirage goes to work on the ~~WITCH~~ portion of Optimus. After a moment he backs away. A RECTANGULAR RHOMBUS appears, followed by a WIRE FRAME of a TRAILER, which then goes to SOLID.

MIRAGE (CONT'D)

There, that looks better.

Optimus Prime TRANSFORMS and the trailer DISAPPEARS.

OPTIMUS PRIME

Summon Silverbolt and his team, it's time we get this show on the road.

Sam and Leo watch with satisfaction as the rest of the Autobots take on their new vehicle modes.

Bumblebee a YELLOW 1982 CHEVY CAMARO

Hound a ARMY ISSUE JEEP WRANGLER

Wheeljack a WHITE 1969 FORD MUSTANG GT

Ratchet an AMBULANCE

Ironhide a 1982 RED CHEVY CK10

EXT. SKY - DAY

Megatron streaks across the sky.

INT. MILITARY FACILITY - DAY

A dimly lit room full of ARMY SOLDIERS, all staring into SCREENS. One TECHNICIAN in particular notices something peculiar on his RADAR. General Samuelson presides over the scene.

TECHNICIAN

General, I have a contact that does not match any known aircraft. It's movement is erratic, bordering on impossible.

GEN. SAMUELSON

Heading?

TECHNICIAN

It's current path will take it over White Sands.

GEN. SAMUELSON

Get White Sands on the horn.

TECHNICIAN

Yes, sir

INT. AUTOBOT ARK BRIDGE

Optimus Prime presides over the scene. Silverbolt and his team has joined everyone else on the bridge.

OPTIMUS PRIME

Silverbolt, Aerialbots, I need you to go to Egypt. You are to disable the Sun Harvester and bring back its power matrix. We may need it.

SILVERBOLT

Understood.

OPTIMUS PRIME

Mirage has donated some of his camouflage technology to help you if necessary. Take care not to be seen, but your primary goal is to render the harvester useless.

SILVERBOLT
My team is ready.

OPTIMUS PRIME
Sam, Bumblebee, I want you to go to Hoover Dam to gather recon, report back to me when you arrive. I have linked your portable communication device into Teltraan One.

MIKAELA
Can I come too?

SAM
Sure.

LEO
(favoring leg)
Me? I'll just hang out here, you know catch up on my reading.

SAM
Take it easy, we'll be back before you know it.

LEO
Be careful out there.

EXT. DESERT - DAY

The rear of The Ark PROTRUDES from the mountain. A RAMP lowers to the ground allowing Silverbolt and the Aerialbots a means of egress. They jump skyward and TRANSFORM.

Silverbolt a B1-B BOMBER

Skydive an F-16 FIGHTER JET

Firefly an F-4 PHANTOM JET

Slingshot an AV-8B HARRIER JUMP JET

Air Raid an F-15 JET

Bumblebee jumps down to smoother ground. He then helps Sam and Mikaela down from the rocky outcrops.

Bumblebee TRANSFORMS, Sam and Mikaela get in and he begins to make his way down the mountain.

EXT. WHITE SANDS MISSILE RANGE - DAY

The front gate is bustling with activity.

EXT. WHITE SANDS MISSILE RANGE - DAY

Out on the range, two teams of M1A1 ABRAMS tanks are engaged in war games. One team is GREY, the other team TAN. A RADAR TRUCK and other support vehicles are present as well.

INT. WHITE SANDS CONTROL ROOM - DAY

GENERAL DAVID WAINWRIGHT is talking on the phone. His control room is alive with activity:

GEN. WAINWRIGHT
I see... Understood.

He hangs up the phone with half a SMILE on his face. He gestures to a COMMUNICATIONS OFFICER.

GEN. WAINWRIGHT (CONT'D)
Patch me through to the tank commanders.

EXT. WHITE SANDS MISSILE RANGE - DAY

The tanks are conducting their drills when the RADIO CRACKLES to life.

GEN. WAINWRIGHT (V.O.)
Commander Richards, Commander Stevenson, We've got an unknown target inbound, coming in low, potentially dangerous, how bout some target practice?

COMMANDER RICHARDS (V.O.)
Yes sir!

COMMANDER STEVENSON (V.O.)
Yes sir!

GEN. WAINWRIGHT (V.O.) (CONT'D)
The use of live rounds is authorized.

COMMANDER RICHARDS (V.O.)
You heard the man, line up and lock and load.

The tanks form a unified line and raise their guns skyward.

EXT. DESERT - DAY

Megatron flies low over the desert.

Suddenly he is engulfed in EXPLOSIONS. Through nimble flying he is able to dodge most of the volleys, but the explosions are creating a lot of TURBULENCE. One round EXPLODES too close to him knocking him directly in the path of another projectile.

He's hit, and going down.

COMMANDER RICHARDS (V.O.)
Whatever it was, it's done now,
c'mon guys lets bat cleanup.

EXT. WHITE SANDS MISSILE RANGE - DAY - CONTINUOUS

Megatron CRASHES behind a small ridge.

The tank teams move to intercept.

As they approach another GREY M1A1 ABRAMS tanks rolls over the ridge and moves towards the advancing teams. The RADIO crackles to life again.

COMMANDER RICHARDS (V.O.)
Approaching tank do you have
confirmation on the downed target?

The tank continues to roll forward.

COMMANDER RICHARDS (CONT'D)
Approaching tank, do you copy?

The lone tank ERUPTS in activity. It TRANSFORMS into
Megatron!

Megatron JUMPS onto the nearest tank and RIPS its TURRET assembly off. He then WIELDS the turret like a giant wrecking ball smashing the surrounding tanks, rendering them useless.

What he can't damage with the turret, he dispatches with his own GUN mounted on his ARM.

SMOLDERING WRECKAGE is all that remains.

MEGATRON
(smiling)
Crudely effective weapons. I shall
enjoy conquering this planet.

Megatron then TRANSFORMS back into his new disguise and begins to move away from the scene.

INT. MEGATRON'S TURRET - DAY

Inside Megatron's tank turret we see a myriad of ADVANCED CONTROLS, SCANNERS and DISPLAYS.

MEGATRON (V.O.)
What's this...?

Five TARGETS show up on Megatron's SCANNER. The Aerialbots.

MEGATRON (V.O.) (CONT'D)
Autobots! If they're here...
Then...

Megatron SCANS through various frequencies, his COMPUTERS are attempting to LOCK on to something--

--a code transmission--

--finally a MATCH, a DECEPTICON LOGO appears on his screen.

MEGATRON (CONT'D)
It would seem I am no longer alone.
My army awaits.

The Decepticon logo is TRIANGULATED on a MAP that shows the symbol BLINKING over an area in the Pacific Ocean.

EXT. DESERT ROAD - DAY

Bumblebee, Sam, and Mikaela have reached a roadblock. The road to Hoover Dam is closed.

INT. BUMBLEBEE - DAY

MIKAELA
I wonder what's going on?

SAM
I've got a bad feeling about
this... We've got to get a closer
look. See what you can do B.

Bumblebee takes them off road.

EXT. HOOVER DAM HILLSIDE - DAY

Sam and Mikaela make their way down some rocky slopes eventually coming to a clear view of the aftermath of the dam attack.

SAM

Oh my God... No, no, no!

Mikaela looks RATTLED. Sam digs in his pocket for his PHONE. He calls Optimus.

SAM (CONT'D)

Optimus, yeah hey, we've got a big big problem... I don't think we're the only ones here... Looks like the Decepticons already beat us to the All Spark!

Sam notices a MAN further down the hillside wearing a lab coat.

OPTIMUS PRIME (V.O.)

I'll send others to patrol immediately. If they're here perhaps their ship fared better than ours...

SAM

Yeah, yeah that's a good idea, listen I've got to go, I may have found something, I'll keep you posted.

Sam is studying the man quite intently. He appears to be a SCIENTIST, carrying a strange MEASURING INSTRUMENT that does not look accurate with the time period.

He is examining some of the debris from the dam.

EXT. HOOVER DAM HILLSIDE - DAY - CONTINUOUS

Sam and Mikaela make their way down the hill.

SAM

Excuse me!

DR. HERBERT DAVIDSON appears STARTLED, nearly losing his footing. For a scientist, he's a fairly suave man, but he still can be awkward.

He makes a crude attempt to hide the device in his hand.

DR. DAVIDSON
You, you can't be down here!

Sam gets a good look at Dr. Davidson for the first time. The two stare awkwardly at each other.

SAM
What happened here?

DR. DAVIDSON
(clearing his throat)
We had a structural failure...

Dr. Davidson notices their tattered formal wear.

DR. DAVIDSON (CONT'D)
What happened to you?

SAM
(gesturing at Mikaela)
Well, see Mikaela, that's my...
fiance...

DR. DAVIDSON
Good get...

SAM
We were on our way to get hitched
in Vegas when we got caught in
this.

DR. DAVIDSON
Then you saw?

SAM
Yes, yes... it was horrible...
the... the... rushing water...
What's that in your hand?

DR. DAVIDSON
This, oh nothing, you know complex,
technical you wouldn't understand.

Dr. Davidson smiles at Mikaela. Sam pulls Mikaela aside--

SAM
Excuse us...

--placing his arm around her he whispers:

SAM (CONT'D)
I need to ask you something,
promise you won't get mad...

MIKAELA

OK...

SAM

There's something odd about this guy, I can't put my finger on it, do you think you could steal his wallet? You know, figure out who he is?

MIKAELA

What? Wait, are you assuming because I have a record, that I can pick a pocket?

Sam nods. Mikaela gives him a light SMACK.

SAM

Hey! You promised! Can you do it?

MIKAELA

I'll try.

The pair turns back to Dr. Davidson and greet him with a fake smile. Mikaela takes a couple of steps toward Dr. Davidson, walking past pretending to be taking in the damage.

Dr. Davidson grins smugly as she passes.

SAM

I'm really interested in this device...

Sam reaches for it, causing Dr. Davidson to recoil

DR. DAVIDSON

No, no you can't touch that, it's highly sensitive, fragile!

Mikaela take advantage of the confusion and makes a grab. She gets Dr. Davidson's wallet easily. Sam sees her prize and stops the struggle.

SAM

OK, OK, take it...

DR. DAVIDSON

If I were you, I would leave now, I could have you arrested for even being down here.

SAM

Come on Mikaela...

Dr. Davidson goes back to his work, Sam and Mikaela start back up the hill.

SAM (CONT'D)
Let me see it...

Mikaela hands Sam the WALLET, he opens it. Sam looks at the DRIVER'S LICENSE.

SAM (CONT'D)
OK, here we go...

Sam takes out his PHONE and takes a picture of the ID. He then looks for money--

SAM (CONT'D)
Damn, no cash... Oh well this will have to do.

--but settles for a CREDIT CARD. He removes it from the wallet and pockets it.

Dr. Davidson takes a spill on the rocks. Sam sees an opportunity and tosses the wallet near where Davidson fell.

SAM (CONT'D)
You OK?
DR. DAVIDSON
Yeah, I'm fine...

SAM
(pointing)
I think you dropped something there...

Dr. Davidson sees the wallet nearby.

DR. DAVIDSON
Oh.. Thanks!

Sam and Mikaela continue up the hill, pleased with themselves.

SAM
You know there was something familiar about that guy...

EXT. DESERT - DAY

Sam and Mikaela find their way back to Bumblebee and get inside.

INT. BUMBLEBEE - DAY

SAM

B, patch me through to Optimus.

A SCREEN UNFOLDS from Bumblebee's DASHBOARD. Optimus Prime appears.

OPTIMUS PRIME

Report.

SAM

We met a scientist at the dam, he was using some pretty advanced technology, maybe even alien, he could be Sector 7, either way, he might be able to help us, since we lost Dr. Broussard... We're still looking around.

OPTIMUS PRIME

We haven't picked up any additional Decepticon activity. If the Decepticons have the All Spark, they may have already fled the planet.

SAM

Let's hope that's not the case. We'll keep after our lead. We'll find it...

OPTIMUS PRIME

Good luck!

Sam takes out his PHONE and places it in a COMPARTMENT in Bumblebee's dash.

SAM

B, there's a picture of a drivers license in my phone, pull the address and see if you can locate it.

(looking at Mikaela)

If the Autobots are blending in, so should we...

Sam starts Bumblebee and drives off.

EXT. DESERT - DAY

A lone desert road, desolation surrounds it.

A custom DUNE BUGGY rips across the desert floor, eventually it drives up to the main road.

TWO MEN HOOT and HOLLER as they speed down the deserted road. JIMMY and BUBBA are on the loose.

INT. DUNE BUGGY - DAY

BUBBA
Man this thing is even faster than
you said it was!

JIMMY
Can you believe how it handles!?

As they speed along they come up on a BLUE 1982 TRANS AM.

BUBBA
Hey, watch this!

EXT. DESERT - DAY

The Dune Buggy comes roaring up on the Trans Am's bumper. Bubba begins to menace the Trans Am, driving circles around it, trying to run it off the road.

The DRIVER of the Trans Am is visibly upset.

INT. DUNE BUGGY - DAY

Bubba is enjoying himself immensely.

BUBBA
You're right! It does handle
great!

EXT. DESERT - DAY

The Dune Buggy continues to harass the Trans Am. Eventually the Trans Am falls back out of site.

INT. DUNE BUGGY

BUBBA
Ha! Ha! We sure showed him!

Bubba continues speeding down the road for several seconds. Then he catches something in his rear view mirror. A car, a cloud of dust behind it, closing FAST.

BUBBA (CONT'D)

What the?

EXT. DESERT - DAY

A BLUE and WHITE FORMULA-1 race car SCREAMS down the road. It heads toward the Dune Buggy like a missile.

Bubba runs off the road to avoid the collision, the Dune Buggy flips, enveloped in the passing car's dust cloud.

INT. DUNE BUGGY - DAY

Bubba and Jimmy are strapped in, upside down, covered in dirt.

BUBBA

Jimmy, I think we've been out here too long, we're starting to see things.

EXT. DESERT - DAY

The Formula 1 car streaks down the desert road.

A large formation of boulders is nearby. The car heads for them, TRANSFORMING just before it reaches them.

Mirage ducks behind the rocky cover, exasperated.

MIRAGE

(into arm)

Mirage to Optimus Prime.

(beat)

Do I really need to be out here?

EXT. DESERT - DUSK

The sun is setting as Hound rolls over the bleak landscape alongside Ironhide.

Hound spots a small MILITARY CONVOY on a road in the distance.

HOUND (V.O.)

If they've detected us, the military is likely involved, I'm going to follow them, see if anything turns up, you continue to patrol to the south.

IRONHIDE (V.O.)
Will do, Hound, be careful.

HOUND (V.O.)
We'll rendezvous back at The Ark.

A DRIVER appears in Hound's drivers seat in the appropriate military uniform. He drives off after the convoy.

EXT. MALL - NIGHT

Sam and Mikaela pull up to a local mall just after dusk. As they walk in several SHOPPERS give them strange looks.

INT. MALL - NIGHT

Sam and Mikaela enter an incredible testament to Reaganomics. The 80's are in full swing in this mall, the clothes, the stores, the people, and the hair.

MIKAELA
It's exactly like I Love the 80s!

Sam looks around bewildered. Their clothes don't look so odd anymore.

SAM
Yeah, who knew...

A MOVIE MARQUEE displays the current box office hits. It's finally beginning to sink in with Sam, they have actually traveled back in time.

An ELECTRONICS STORE displays state of the art TVs in the window. MTV can be seen on all the screens. TEENAGERS congregate around the store.

SAM (CONT'D)
Can you believe this place? I mean look, it's MTV... and they're playing videos!

MIKAELA
Sam, people are staring, c'mon..

EXT. SKY - NIGHT

Starscream tears his way through the night sky.

EXT. OCEAN - NIGHT

A LARGE CHAMBER rises from the ocean surface. The sides of the chamber RETRACT, revealing a LANDING PLATFORM. Starscream TRANSFORMS and touches down. The chamber CLOSES and RETRACTS

INT. DECEPTICON SHIP - HALLWAY

Starscream walks through the ship, no longer dark and quiet.

He knows his fellow Decepticons must have come back on-line by now--

--but as he approaches the bridge he is stopped cold.--

--A familiar VOICE echoes through the ship.

MEGATRON (O.S.)
Excellent Soundwave keep me
apprised.

Thundercracker enters.

THUNDERCRACKER
Starscream? You're back. You
better get up there, Megatron wants
a word with you.

Starscream WINCES, he turns to leave but Thundercracker blocks his escape.

Resigned he heads toward the voice.

INT. DECEPTICON SHIP - BRIDGE

Soundwave and Skywarp work at various control systems.

Starscream timidly walks onto the bridge. He notices that Megatron's configuration has changed. Megatron spots him immediately.

MEGATRON
(innocently)
Ah, Starscream, where have you
been?

Starscream takes a chance--

STARSCREAM
Why, I have been searching for you
lord Megatron.
(MORE)

STARSCREAM (CONT'D)

Seeing the misfortune that befell
us when we crashed...

(gesturing to future
Megatron's corpse)

I was compelled to seek you out
here, now, but alas when I arrived
I had found you had already managed
to escape.

MEGATRON

(leering at Starscream)

How is that I was the only
casualty?

STARSCREAM

A tragedy to be sure lord Megatron.

MEGATRON

To be sure... Where is the All
Spark?

STARSCREAM

(nervously)

I... I don't know... the humans
must have moved it.

Megatron studies Starscream's face... Starscream is nearly
ready to crack under Megatron's sheer will alone.

MEGATRON

There's still one thing that
bothers me... How is I came to be
here, now?

Starscream waffles, he can feel his web of deceit collapsing.

STARSCREAM

I... I have no idea, I was just as
confused as you are... Unless...
the Autobots are to blame? Perhaps
they have the All Spark?

MEGATRON

(relenting)

Ah. Yes. The Autobots.
Soundwave thinks they're the reason
you're here, some sort of Energon
reactor? Built on a fragment of
the All Spark?

STARSCREAM

Yes my lord.

MEGATRON

Soundwave is already searching for
the reactor, we find it, we find
the Autobots. Prepare for battle!

Megatron walks away, Starscream SMIRKS.

STARSCREAM

As you wish, lord Megatron.

INT. CLOTHING STORE - NIGHT

Sam and Mikaela have been shopping and are ready to make
their purchases. They go to the register and the CLERK rings
up their new clothing.

CLERK

That will be \$158.57 sir...

Sam hands her the CREDIT CARD. The clerk RUNS it through a
MANUAL IMPRINTER. Sam watches nervously.

The clerk hands Sam the imprinted SLIP.

Unsure of what to do next, he takes the slip and starts to
walk away--

SAM

Thank you...

CLERK

No sir! I need you to sign that!

SAM

Oh, OK sure...

--he signs the slip and gives it to the clerk.

CLERK

(tearing at slip)

Here is your receipt and here are
your carbons!

Sam takes the RECEIPT and the CARBONS. The pair turns and
walks away.

SAM

(to Mikaela)

What am I supposed to do with this
black stuff?

MIKAELA

I don't know, keep walking.

SAM

Let's get changed and get out of here.

EXT. MALL ENTRANCE - NIGHT

Sam and Mikaela exit the mall. Sam is now wearing jeans, a red dress shirt, and a black leather jacket. Mikaela sports a mini-skirt, stockings, leg warmers, and an oversized sweatshirt. Several PUNKS are hanging around SMOKING. WHISTLES and CAT CALLS ring out.

Sam looks uneasy.

PUNK #1

(to Sam)

Hey Knight Rider, where's your car?

Mikaela giggles and then stops herself.

PUNK #2

(to Mikaela)

What's up hot stuff? Would you like to see my new van?

One of the punks saunters over to Sam:

PUNK #1

The jackets nice... can I have it?

SAM

No, see umm... It gets kinda chilly around here at night, so...

PUNK #1 shoves Sam...

SAM (CONT'D)

Look I don't want any trouble, we just want to get to our car and go.

PUNK #1 pulls a KNIFE.

PUNK #1

Empty your pockets!

SAM

Well you see, I can't do that either.

PUNK #2

(to Mikaela)

What are you doing with this dweeb?

Sam is cornered. Additional punks begin to gather around Mikaela.

A ROAR!

Bumblebee rolls up and JUMPS the CURB. He CHARGES the punk harassing Sam, forcing him to back off.--

--Bumblebee stops uncomfortably close to the punk.--

--He throws open both his doors.

BUMBLEBEE (V.O)

Get in!

The punks are stunned by the driverless car, Sam and Mikaela use the moment to make their break. But Mikaela pauses before getting in:

MIKAELA

(to Punk #2)

He's got a cool car.

Bumblebee peels out in reverse, whisking them to safety.

PUNK #3

I thought Knight Rider was a Trans Am?

INT. BUMBLEBEE - NIGHT

Sam and Mikaela are a bit shaken from their ordeal. When they realize they're safe, they begin to LAUGH over the situation.

MIKAELA

(laughing)

Knight Rider!

SAM

(laughing)

Hey, don't hassle the Hoff!

MIKAELA

You do look kind of silly.

SAM

(stops laughing)

Hey, these were on sale, just because we stole the guys card, doesn't mean we should rob him blind. Speaking of which...

(MORE)

SAM (CONT'D)

B, can you get me the location of
his house?

BUMBLEBEE (V.O.)

(using a clip of KITT)
Right away Michael!

Mikaela bursts out laughing again, Sam rolls his eyes.

SAM

Not you too...

EXT. AIRPARK - NIGHT

Sam and Mikaela pull into a remote airpark called POWERGLIDE
ESTATES.

Houses and hangars dot the barren landscape.

Finally they arrive at a lone house on the outer edge of the
subdivision.

SAM

This is it
(beat)

Good, doesn't look like anyone is
home...

MIKAELA

What are we looking for?

SAM

I'm not sure, but I'll know it when
I see it.

The two get out of Bumblebee.

SAM (CONT'D)

B, stay out of site.

Bumblebee rolls away. The duo heads toward the house.

EXT. HOUSE - NIGHT

Sam and Mikaela are sneaking along the back of the house.
Sam tries a couple of WINDOWS to see if they are unlatched.

None of the windows budge.

He moves on to a sliding glass door, it too is locked.

Mikaela notices a BRICK and picks it up.

SAM
No, no, no...

MIKAELA
Relax...

SAM
Don't do it.

MIKAELA
(singing)
When you want to go to it.

SAM
Ha ha... You're two years too early.

MIKAELA
Watch this...

Mikaela takes the brick and BUMPS the bottom of the sliding glass door HANDLE while pulling on it... The door SLIDES open.

Sam is impressed.

INT. HOUSE - NIGHT

The house is DARK. Sam stumbles over something, Mikaela finds a light switch and flips it.

A very PLAIN room, MINIMALIST, just your basic furnishings. No knick knacks, no pictures, no personality.

SAM
Definitely a scientist... but with who... Look around and see if can find anything.

MIKAELA
That shouldn't take long.

Sam cases the room.

INT. AUTOBOT ARK - BRIDGE

Optimus Prime stands alone at his CONTROL CONSOLE. He manipulates it. A DISPLAY PANEL begins to glow.

OPTIMUS PRIME
Aerialbots report.

A DINGY NIGHT VISION-LIKE IMAGE appears on the SCREEN, JAGGED and not quite tuned in all the way.

SILVERBOLT
Silverbolt here Prime.

OPTIMUS PRIME
What is your status?

EXT. CAIRO EGYPT - NIGHT

Silverbolt stands at the base of the GREAT PYRAMID. In the background the Aerialbots are busy working at the pyramid's base.

A SANDSTORM RAGES

Silverbolt speaks to Optimus via a HOLOGRAPHIC PROJECTOR built into his WRIST.

SILVERBOLT
We're just about finished here
Prime, we've encountered no
Decepticon interference.

OPTIMUS PRIME
And the Sun Harvester?

SILVERBOLT
Useless... We have the power
matrix, and Skydive destroyed all
other subsystems.

INT. AUTOBOT ARK - BRIDGE

Optimus Prime continues to talk with Silverbolt.

OPTIMUS PRIME
Well done. Have you encountered
any other problems?

SILVERBOLT
Just this Sandstorm. On the
upside, it's the perfect cover, on
the downside it's murder on the
turbines.

OPTIMUS PRIME
Understood, when you're done take
the long way back, observe and
report any useful intel.

SILVERBOLT
Roger that, Silverbolt out!

INT. HANGAR - NIGHT

The ALL SPARK REACTOR sits in the middle of a hangar.

SCIENTISTS and TECHNICIANS rush about.

A myriad of CABLES, DATED COMPUTER EQUIPMENT, and POWER TRANSFORMERS surround the reactor.

General Samuelson presides over the scene. He is joined by DR. DEAN THALER, a cocky self assured scientist.

GEN. SAMUELSON
Are you sure this is safe?

DR. THALER
Nope...

GEN. SAMUELSON
(annoyed)
Then why are we doing this?

DR. THALER
We're at a standstill, we think we know what it is, but this is the only way we can confirm it...

GEN. SAMUELSON
Proceed.

Dr. Thaler GESTURES toward the TECHNICIANS who begin working frantically. Cables are hooked up, computers churn away.

A DISPLAY indicates a buildup of power.

A Technician throws a switch and releases a SURGE into the reactor.

The reactor reciprocates by generating a PULSE, which SHORTS OUT everything in the hangar.

EMERGENCY LIGHTS come on...

DR. THALER
(smiling)
What you got there is definitely some kind of power reactor.

General Samuelson looks at Dr. Thaler with disdain.

INT. AUTOBOT ARK - BRIDGE

Perceptor stands at Teletraan One's main output console. An ALARM sounds. Optimus Prime works nearby on other matters.

PERCEPTOR
Optimus Prime, I have detected the
All Spark reactor!

OPTIMUS PRIME
Good work Perceptor, begin
analyzing the best way to recover
it.

PERCEPTOR
Of course Prime.

EXT. SKY - NIGHT

Starscream, Megatron, and Soundwave, are gliding through the air in robot mode. They are on patrol, searching, waiting--

--suddenly INDICATORS on Soundwave begin to PULSATE.

SOUNDWAVE
Energon signature detected! All
Spark reactor located!

MEGATRON
Excellent, signal the others,
prepare to attack.

SOUNDWAVE
As you command Megatron.

INT. HOUSE - NIGHT

Sam and Mikaela have concluded the search of the house and have turned up nothing. ITEMS are scattered about, PAPERS lie in PILES.

SAM
There's got to be something here.

MIKAELA
We've already been over this place
twice.

Sam opens a closet. It is empty except for a RAINCOAT and an UMBRELLA. Sam picks up the Umbrella.

SAM

I mean even the closet is barren!
Everyone's got a closet full of
junk!

MIKAELA

Not this guy.

Sam TOSSES the Umbrella back into the corner of the closet.
It hits the floor with a HOLLOW THUD. Sam stops--

SAM

Wait a sec.

--dropping to his knees, he tosses the umbrella aside. He
reaches into the back corners of the closet and pulls the
CARPET back, revealing a small TRAP DOOR--

SAM (CONT'D)

Please don't be a porn stash.

--he opens the door, revealing an ORNATE WOODEN BOX, which he
removes from the hidden compartment. He places it on the
floor:

SAM (CONT'D)

Here goes nothing.

Sam OPENS the box and is greeted with OLD PICTURES. He picks
up a few and looks at them.

SAM (CONT'D)

Crap, it's just his family photos.

Sam tosses the photos back in the box and is about to close
the lid, but stops--

--he notices ONE PICTURE in particular. He picks it up and
STUDIES it.

Dr. Herbert Davidson stands in front of a JET FIGHTER posing
with distinction. Under the cockpit of the plane the pilot's
name is proudly displayed "CAPT. HERBERT "SPARKPLUG"
WITWICKY"

SAM (CONT'D)

Oh my God...

INT. HOUSE - CONTINUOUS

The front door FLIES OPEN VIOLENTLY!

Dr. Herbert Davidson rushes in BRANDISHING a GUN. An INTENSE look gripping his face.

DR. DAVIDSON

Freeze!

Mikaela remains motionless, SAM FREAKS OUT.

SAM

Wait, wait, no don't shoot! We're not robbers and you might be my grandfather!

The intensity on Dr. Davidson's face wanes giving way to CONFUSION. The gun is still pointed at Sam.

DR. DAVIDSON

You two... Wait... What?

SAM

My name is Sam Witwicky...

Dr. Davidson's eyes LOCK on Sam--

SAM (CONT'D)

...Yes, Witwicky... Does that name mean anything to you?

--lowering his gun--

DR. DAVIDSON

Go on.

SAM

We came here thinking you might be with Sector 7, see we know all about NBE1, but then I found your pictures. Is Witwicky your real name?

--neither confirming nor denying.

Sam looks STUNNED. Dr. Davidson puts his gun away.

SAM (CONT'D)

I never knew my grandfather... He was some sort of top secret government spook...

(beat)

Sector 7... Then you are with Sector 7?

Dr. Davidson smiles.

DR. DAVIDSON
 (offering hand, chuckling)
 Herbert Witwicky pleased to meet
 you, call me Herb. Though I must
 say this is a little unsettling,
 talk about your grandfather
 paradoxes.

Sam and Mikaela stare at him blankly.

SAM
 See we're from the future. There
 the Autobots and the Decepticons
 are at war. What you know as NBE1,
 aka Megatron, attacked an Autobot
 ship with an experimental reactor
 and there was an accident which
 shot us back in time. We had to
 eject the rea-

Herbert stares at Sam intently.

SAM (CONT'D)
 You're actually buying this?

HERB
 I've come to realize, where I work,
 anything is possible. Clearly
 you're not spies, or government, or
 anything that fits into any type of
 other category. That only leaves
 the improbable.

Sam takes out his WALLET.

SAM
 See here's my driver's license look
 at the date, and oh, yeah here's
 your credit card back, we had to
 borrow it to get some new clothes.
 But... Why Davidson?

Herbert takes the CREDIT CARD back, glaring at the pair, but
 the glare reverts back to a smile:

HERB
 (to Sam)
 Doesn't look like it cost me all
 that much...

Mikaela lets out a short burst of laughter. Sam shakes his
 head.

SAM
So... Davidson?

HERB
I work for an organization that doesn't exist, therefore the employees don't either. It's just a cover, we're supposed to get rid of all ties to our former lives, I did, for the most part.

SAM
How? Why?

HERB
Let's see... Grandad, well your great great grandfather... Archie, we'll say Archie to keep it simple, what do you know about him?

SAM
I know he accidentally discovered Megatron, got blinded by him, and then went crazy.

HERB
That's it?

SAM
In a nutshell...

HERB
What if I were to tell you that ol' Archie's discovery was no accident?

SAM
What?

HERB
Hold on... Let's start from the beginning, tell me everything you know.

EXT. DESERT - NIGHT

A FULL MOON casts an eerie light on the sand.

MILITARY VEHICLES drive slowly over the wasteland, looming large. An M1A1 ABRAMS TANK leads the group. A DECEPTICON EMBLEM reveals that is no ordinary tank, it is Megatron!

He is followed by a substantial ANTI-AIRCRAFT TRACTOR TRAILER, a FMC XR311 Jeep, and a M60 PATTON TANK.

The group stops, yet the desert floor is still being disturbed by something mechanical.

From behind, a vehicle resembling a BRADLEY M2A3 pulls ahead of the group and stops. DARK BLUE in color, it produces a menacing silhouette against the night sky. A RECTANGULAR RADAR DISH with a DECEPTICON EMBLEM turns slowly atop the TURRET. Soundwave has found a more Earthly form.

Megatron TRANSFORMS.

MEGATRON

Soundwave, how far are we from the target?

Soundwave SCANS the area. A DISPLAY PANEL appears on his side indicating the topography.

SOUNDWAVE (V.O.)

Ten miles southwest.

MEGATRON

Are you close enough to execute a full tactical scan?

SOUNDWAVE (V.O.)

Affirmative.

MEGATRON

Inform me when it is complete.

The display panel begins to fill with a variety of tactical readings. Megatron engages a COMMUNICATOR on his arm.

MEGATRON (CONT'D)

Starscream, report!

EXT. DESERT - NIGHT - CONTINUOUS

Starscream, Thundercracker, and Skywarp fly low through the mountain ranges.

Thundercracker and Skywarp now match Starscream's aeronautical configuration.

Blast-Off brings up the rear, disguised as an F-14 TOMCAT.

STARSCREAM (V.O.)

Awaiting your orders lord Megatron.

MEGATRON (V.O.)

Keep out of sight for now...

STARSCREAM

Of course, lord Megatron, I
wouldn't dream of interfering with
your brilliant plan.

EXT. DESERT - NIGHT - CONTINUOUS

Megatron continues his roll call over the communicator.

MEGATRON

Vortex, are you ready?

EXT. DESERT - NIGHT

On a STEEP ROCKY SLOPE a lone DECEPTICON sits in robot mode.
Long and lanky his vehicle mode appears to be some form of
helicopter.

VORTEX

Is ready to strike.

Whenever you are, just say the
word.

EXT. DESERT - NIGHT - CONTINUOUS

Megatron smiles as he considers his options:

MEGATRON

They'll never know what hit them.

INT. AIRPLANE HANGAR - NIGHT

A single engine AIRPLANE sits in the middle of a small dimly
lit hangar. WORKBENCHES and TOOL CHESTS neatly adorn the
walls. Nothing looks out of place, it is a flying
enthusiasts dream.

A DOOR opens. Herbert, Mikaela, and Sam enter. Herbert
flips on a light switch.

HERB

If you were looking for the good
stuff, you should have started in
here.

Sam and Mikaela take it all in. Herb walks over the airplane and opens a small hidden PANEL on the underside of its WING. Inside there is a KEYPAD. Herb quickly enters a code--

HERB (CONT'D)
Now for the fun stuff...

--and closes the panel, and as he does one of the tool chests is pushed toward the ceiling. An ELEVATOR CAR is revealed, once it rises fully, the doors open.

HERB (CONT'D)
(to Sam)
...I'm guessing that's the sort of
thing you were looking for?

Sam nods, still reeling from what is transpiring.

HERB (CONT'D)
Everybody in.

INT. ELEVATOR - NIGHT

The trio get into the elevator. Herb pushes a button.

HERB
Given everything you've told me it
seems they've nearly sanitized
Archie's story out of existence.

SAM
That's not what happened?

HERB
Oh, it happened, but I don't think
it happened the way they say it
happened.

MIKAELA
What?

HERB
Allow me to explain.

The doors OPEN, the trio steps out. FLORESCENT LIGHTS
illuminate, Sam and Mikaela blink rapidly.

INT. STORAGE ROOM - NIGHT

A rectangular table resides in the center of the room. It is
covered with PAPERS that contain ALIEN SYMBOLS.

FILE CABINETS line the walls. A large closet door resides at one end of the room.

HERB

See... I don't think Archie found Megatron by accident, and the part about him going crazy, that's not true... At least it wasn't at first.

SAM

You knew him?

HERB

No, but dad told me all about him, which inspired me to seek out Sector 7... The insanity though... That wasn't until the last couple of years of his life.

Mikaela starts opening file cabinets rummaging around while the two get acquainted.

SAM

What else do you know?

HERB

(smiling broadly)

Everything... Well... most everything.

Herb walks over the closet door, opens yet another hidden PANEL and enters another code on a KEYPAD.

HERB (CONT'D)

Tell me Sam, have you ever seen this?

Herb opens the door. Inside is a strange

ARTIFACT

approximately 8 feet tall. It is covered with ALIEN WRITING. Sam approaches it slowly, Mikaela pauses for a moment, then continues to rummage.

SAM

What is it?

HERB

This, according to his journals, is the first thing Archie ever found.

SAM

How did you get it?

HERB

Dad knew all of Archie's hiding places and when the government started snooping around after the Arctic, he gathered everything of note and hid it, including this. Everything of significance that was Archie's is here.

Mikaela makes a DISCOVERY. From one of the file cabinets she pulls out a pair of GLASSES.

MIKAELA

Sam...

Sam turns around and is dumbfounded. In Mikaela's hands are his great great Grandfather's glasses. He walks over for a closer look.

SAM

Here, it all started here... If I destroy those.

MIKAELA

Do you think these even matter anymore..?

Sam weighs his options. Herb clears his throat.

SAM

What? Oh sorry... Those, those glasses are important, were important, I don't know...

HERB

(to Mikaela)

I'm the confusing one?

SAM

(pointing toward closet)

What does that thing do?

HERB

What it does, I don't know, what it did... Is set Archie on a date with destiny.

SAM

How?

HERB

He wrote in his journal that when he first touched it, it started to glow brightly, it somehow energized him, invigorated him. I think it somehow imprinted on him. This object is beyond significant.

SAM

Have you been able to translate any of the symbols?

HERB

From Archie's notes and writings I've been able to decipher two key words. Vector. Sigma. They appear numerous times all over the artifact.

SAM

Anything else?

HERB

Just random allusions to power, creation, that sort of stuff.

SAM

How does this tie in with Megatron?

HERB

I believe this artifact needed Archie. It knew Archie himself could not use it, so it set him on the path to find someone, something... that could.

SAM

So you're saying this hunk of metal has intelligence?

HERB

There is evidence to that effect. Archie was a changed man after that incident, changed every way for the better. It's as if this artifact was somehow linked to him and it to a greater intelligence. Archie knew things well beyond his years. It also made him a more daring explorer. He knew the odds because he could calculate them in his head.

SAM
So he was suddenly smart?

HERB
Yes.

Sam contemplates his own experiences.

SAM
(to Mikaela)
Sound familiar to you?

Sam redirects his attention to Herbert.

SAM (CONT'D)
(pointing at artifact)
Wait, wait, wait... This explains
a lot. This is how Archie
accidentally activated Megatron!
Megatron must have sensed his
contact with this, and tried to
communicate with him.

HERB
Now you're getting it...

SAM
But Archie was overcome,
overloaded, blinded, and started
his downward spiral?

HERB
No, he was blinded that much was
true, but even then he still acted
as if he could see, like he had
another set of eyes guiding him,
whispering to him. Dad said he was
quite sane right after, he told
wonderful stories.

MIKAELA
Stories? About Autobots and
Decepticons?

HERB
Dad wasn't real clear on that. I
think he just meant in general.

SAM
Wait... wait, he died when again?

HERB
1938

SAM

Hoover Dam was completed in 1936...
He was crazy the last two years of
his life?

HERB

Yes...

SAM

I know why... That thing is
somehow linked to the Cube, the All
Spark, when the dam was completed
it severed that link. Cutting him
off from the masses of knowledge he
had come to know.

HERB

And his mind couldn't take it?

SAM

Now you're getting it...

Both SMILE. Sam walks up to the artifact to take a closer
look. He TOUCHES it. The symbols on it begin to GLOW BLUE.

Sam looks at Herb.

HERB

That's new...

SAM

There's someone here who should
know about this.

Sam heads for the elevator, the other two follow.

INT. HANGAR - NIGHT

The elevator door opens, Sam rushes out heading for the main
HANGAR DOOR. Suddenly something starts RINGING. Herb looks
around. Mikaela pretends not to notice. Sam removes his
PHONE from his pocket.

SAM

Uh... Hello?

INT. AUTOBOT ARK - BRIDGE

Optimus Prime is preparing for battle. The bridge is a
flurry of activity.

INTERCUT - TELEPHONE CONVERSATION

OPTIMUS PRIME

Sam where have you been I've been trying to reach you?

SAM

Busy, listen, I've sort of stumbled onto more than I bargained for here... Are you familiar with something called Vector Sigma?

OPTIMUS PRIME

Vector Sigma? You mean the Key to Vector Sigma?

SAM

OK, let's go with that...

OPTIMUS PRIME

Vector Sigma was legend amongst my people. It is said that Vector Sigma was the key to Cybertron's central computer core, forged by the All Spark itself, whoever controlled the key would control Cybertron.

SAM

It's no legend, it's here, now, I just touched it.

OPTIMUS PRIME

Alas nothing remains of Cybertron.

SAM

It's more than that... I think it's linked to the All Spark, you said it was forged from it? Heck the All Spark might even have crashed here because of it...

OPTIMUS PRIME

Indeed, if that is the case it may be able to lead us to the All Spark. Bring it back here at once

SAM

My thoughts exactly.

OPTIMUS PRIME

Hurry back, we have located the reactor, it is a place you call Area 51. If we detected it, it's a safe bet the Decepticons did too.

SAM

51 huh? That's going to be tricky, we'll be on our way shortly.

Sam hangs up, and opens the hangar door just enough to let a car pass under it. Bumblebee drives through and parks himself. Sam closes the hangar door.

HERB

It's just like that new TV show.

SAM

B, show him.

Bumblebee TRANSFORMS, for the first time Herb is actually astonished.

BUMBLEBEE

I've been monitoring the situation, please to meet you Mr. Witwicky, it is an honor.

HERB

Yes... Well...

SAM

Gran- umm, Herb, it seems a very important piece of their ship is held up at Area 51, you know anything about that place?

HERB

A thing or two.

SAM

Is it true they have alien bodies there?

HERB

Said the man with a giant alien robot.

EXT. DESERT - NIGHT

Soundwave rolls along alone. He comes to the base of mountain and parks.

MEGATRON (V.O.)
 Proceed when ready Soundwave.

SOUNDWAVE (V.O.)
 As you command...

The REAR HATCH on Soundwave slowly opens.

SOUNDWAVE (CONT'D)
 Rumble, Frenzy, Ravage, Ratbat
 eject, operation infiltration

Rectangular forms resembling CARGO CONTAINERS slide out the back of Soundwave. Suddenly each TRANSFORMS into a small robot.

RUMBLE a bruiser of a bot for his size, has PLASMA GENERATORS on his shoulders.

FRENZY now similar in design to Rumble but lacking the shoulder gear. Each stands at about eight feet tall.

RAVAGE a sleek cat-like creature

RATBAT, as the name implies appears to be a mechanical bat.

The four robots gather around a display panel on the side of Soundwave, studying the readouts.

SOUNDWAVE (CONT'D)
 Lazerbeak, Buzzsaw, eject,
 operation destruction.

Lazerbeak flies skyward, followed by his mirror image

BUZZSAW

Having received their orders the Mini-Cons set the plan into action. They begin to take the base apart piece by piece.

Rumble RETRACTS his fists, two ENERGY CONCENTRATORS emerge in their place. His shoulders begin to GLOW an INTENSE RED. He FIRES the energy into the ground in PULSES.

Moments later MUFFLED EXPLOSIONS, DEBRIS shoots back up the hole. RUMBLE repeats the process.

INT. AREA 51 CONTROL ROOM - NIGHT

A cavernous room is filled with COMPUTERS, READOUTS, DISPLAYS, the finest in early 80's technology. PEOPLE go about their business. General Samuelson is getting an update from a TECHNICIAN at his STATION.

The room SHAKES, LIGHTS FLICKER and SWAY. People GRASP the nearest thing to them.

GEN. SAMUELSON
What in blue blazes was that?

TECHNICIAN
Earthquake sir, 5.2 on the scale.

The room SHAKES again.

GEN. SAMUELSON
Don't like that one bit.

People SCRAMBLE for cover.

EXT. DESERT - NIGHT - CONTINUOUS

Ratbat swoops in, flying by the facilities' RADAR INSTALLATIONS, SHORTING them out as he passes.

Frenzy and Ravage JUMP the FENCE.

Buzzsaw and Lazerbeak fly overhead BLASTING the ground in front of Frenzy and Ravage causing LAND MINES to DETONATE.

With a clear PATH in front of them Frenzy and Ravage sprint further into the facility.

Buzzsaw and Lazerbeak DESTROY the control tower.

INT. BUILDINGS - NIGHT - CONTINUOUS

Buzzsaw and Lazerbeak SWOOP through various buildings GASSING the PEOPLE inside.

Frenzy and Ravage do the same.

The Mini-Cons run unopposed throughout the base. The EARTHQUAKES continue to keep the staff off balance, struggling to mount a counter offensive.

By the time they realize what's going on the Mini-Cons are on top of them.

Frenzy and Ravage RUN down a HALLWAY.

INT. AREA 51 CONTROL ROOM - NIGHT

General Samuelson is picking himself and others off the floor. Other begin to emerge from under their desks.

GEN. SAMUELSON

Rough night.

The DOOR to the room is BLOWN OFF the HINGES. Frenzy and Ravage emerge. Frenzy walks over to General Samuelson and places a GUN to his head.

FRENZY

Order this base closed or everyone dies. Don't even think about being heroic.

General Samuelson is paralyzed with fear.

Everyone else who can see what's going on is frozen, dumbfounded.

Ravage walks over to several COMPUTER SYSTEMS, METAL TENTACLES emerge from his body and begin to overtake the equipment.

FRENZY (CONT'D)

(to him)

Soundwaves further resistance is unlikely, base is secure.

INT. HANGAR - NIGHT

Sam and Herb struggle to get THE KEY TO VECTOR SIGMA out of the elevator.

They look like two guys attempting to move a couch into an apartment.

Mikaela giggles to herself as the two try and maneuver the object. At times the SYMBOLS on the key glow BLUE.

SAM

OK, OK, lower your end just a little.

HERB

Tilt to the left! No my left! Why is it glowing!?

Bumblebee comes over and lifts the OBJECT out with ease. He studies it a moment, and TOUCHES it. The KEY SHRINKS to a rectangle a third the size.

SAM

Oh, thanks B.

Bumblebee TRANSFORMS and POPS his TRUNK. Sam and Herb easily place the smaller key into his trunk and SHUT it. Mikaela heads for Bumblebee.

HERB

So 29 years back in time, and you can't even stay the night?

SAM

I wish I could, but there are greater things at stake.

HERB

Fate of the world kind of stuff?

SAM

Something like that. You've been a great help, more than you'll ever probably know, this is a game changer.

HERB

Glad I never sold it at garage sale.

SAM

It was amazing meeting you, knowing you, if only briefly.

HERB

Same here son, you've done Archie and all of us proud. Good luck!

SAM

Same to you. Take care off all that stuff!

The pair hug. Sam nods to Mikaela and they both get into Bumblebee and drive off.

EXT. AREA 51 - NIGHT

Megatron stands DEFIANT on the grounds of Area 51. The rest of his ARMY has gathered around him. Starscream, Skywarp, Blast-Off and Thundercracker fly toward the group in their vehicle modes. They TRANSFORM and join the crowd.

MEGATRON

Frenzy and his team are continuing to secure and subdue the humans. We have only one thing left to do... Wait...

STARSCREAM

We're just going to sit here? What if the humans send reinforcements?

MEGATRON

Silence Starscream! Soundwave is monitoring all communication. No one outside of this base even knows we're here.

STARSCREAM

(glaring at Soundwave)
Let's hope he's able to keep it that way...

Soundwave steps toward Starscream, Starscream takes a step back.

MEGATRON

Enough! Everyone, to your places.

EXT. AUTOBOT ARK - DAY

Dawn breaks over the desert. The SHADOWS partially conceal The Ark embedded in the terrain.

INT. AUTOBOT ARK - BRIDGE

Optimus Prime PRESIDES over a bridge consumed in activity. Wheeljack, Perceptor, Mirage, Ratchet, Ironhide and Hound are all making preparations. Leo still nursing his wounds sits atop a console.

Bumblebee drives onto the bridge. Sam and Mikaela get out of the car.

Leo hops down to greet them.

--He looks Sam up and down, placing his hand on Sam's shoulder--

--leaning in out of concern:

LEO

Look buddy, I hate to tell you this, but I think you're taking this whole robot car fantasy too far.

SAM

They were on sale!

BUMBLEBEE
 (in KITT's voice)
 Michael, I think we're in danger.

LEO
 You've forced him to participate
 too? You are sick.

SAM
 No, just... Pop the trunk.

BUMBLEBEE
 (in KITT's voice)
 Right away Michael!

An exasperated Sam helps a smiling Mikaela remove the key
 from the trunk. Bumblebee TRANSFORMS.

LEO
 Is that the All Spark?

SAM
 Here it is Optimus...

Optimus Prime walks over and picks up the key. He
 MANIPULATES it and it SPRINGS back to its original size.

OPTIMUS PRIME
 The Key to Vector Sigma.

The Key GLOWS briefly.

OPTIMUS PRIME (CONT'D)
 Never in the eons of my existence
 did I ever think I would hold this
 in my hand.

The other Autobots notice what's going on, and come over to
 look at it in awe.

MIRAGE
 It's beautiful, like looking at the
 spark of creation, Bumblebee how
 did you find this?

SAM
 Actually I found it, my family
 found it.

MIRAGE
 You?

SAM

Not bad for an inferior life form
huh?

LEO

What is it with your family anyway?

MIKAELA

(to Sam)

I've wondered about that myself, is
always going to be like this?

SAM

Hopefully when this is all over, it
will be over for good.

OPTIMUS PRIME

As important a moment this is, we
must not let ourselves get
distracted, we need to focus on our
main objective, recovering the All
Spark reactor. The key can wait.

Optimus Prime opens a HATCH, places the key inside closing it.
He then ACTIVATES a HOLOGRAPHIC PROJECTOR.

SAM

Sorry, what's the plan?

Various TACTICAL SCENARIOS are PROJECTED in front of the crew
as Optimus Prime lays out the plans.

OPTIMUS PRIME

Analysis of the situation leaves us
little choice, we must charge the
base and take the reactor by force
if necessary.

SAM

That's crazy, they'll blow you to
bits before you hit the main gate.

OPTIMUS PRIME

We are resilient, we will prevail.
Further intel provided by
Silverbolt and his team detected
the Decepticon cruiser. It crashed
into the Pacific. At this time it
is deserted. It is damaged, but
Silverbolt feels it is still space
worthy. This will be our exit
vehicle. Perceptor, you will be in
charge of repairing its engines.

(MORE)

OPTIMUS PRIME (CONT'D)

The power matrix Silverbolt captured should be enough to get it here.

SAM

This isn't getting any easier.
What about the Decepticons, the All Spark?

OPTIMUS PRIME

Those are questions we cannot answer until we have a viable means of transport. The first step will be to recover the reactor.

SAM

This is going to be a long day isn't it?

OPTIMUS PRIME

Perceptor, remain here with the key. Silverbolt should be here soon.

(beat)

Autobots! Transform and roll out!

The Autobots TRANSFORM into their vehicle modes, and drive off the bridge. Bumblebee is the last to convert to vehicle mode.

SAM

(to Mikaela)

You ready?

MIKAELA

I guess I'm going to have to be.

Sam and Mikaela get into Bumblebee and peel out, leaving Leo and Perceptor behind.

LEO

Can you go over the mass displacement ratios of your anti-gravity tractors again?

PERCEPTOR

Umm... Sure..?

EXT. AUTOBOT ARK - DAY

The Autobots drive out the back of The Ark, and on to the desert floor below. Lining up in formation they speed across the desert until they hit a PAVED road.

SINGLE FILE they speed onward to their destination.

INT. AUTOBOT ARK - BRIDGE

Perceptor is viewing some readings from a DISPLAY PANEL. Silverbolt and his team arrive on the bridge. Leo studies Perceptor's work.

SILVERBOLT
You the only one here?

PERCEPTOR
Yes, Prime thought it wise to keep me here, in case something goes wrong.

SILVERBOLT
Ready for pickup and delivery?
I've got the power matrix.

PERCEPTOR
Let me get my tools. We also need to make provisions to transport some very special cargo.

Perceptor opens a hatch and removes the Key to Vector Sigma.

SILVERBOLT
Is that?

PERCEPTOR
It is...

SILVERBOLT
How did it--

PERCEPTOR
We don't know... By the way, can you guys help me finish burying the ship? Auto-destruct would attract far too much attention.

LEO
OK, which one of you do I get to take for a spin.

EXT. DESERT - DAY

The convoy of Autobot vehicles lead by Optimus Prime arrives at a gated entrance to Area 51. The gate is deserted, no guards, no signs of any type of security.

Sam and Mikaela get out of Bumblebee and approach.

OPTIMUS PRIME (V.O.)
What do you make of this Sam?

SAM
I don't know... Everything I've
seen on this place tells me we
shouldn't have even gotten this
far.

OPTIMUS PRIME (V.O.)
Do you think they know we're
coming? That they've fallen back
to a defensive posture?

SAM
I couldn't tell you...

OPTIMUS PRIME (V.O.)
We will proceed with caution.

Sam and Mikaela head back to Bumblebee. Prime rolls through
the gate.

EXT. AREA 51 - DAY - CONTINUOUS

Optimus and the convoy roll further on to the base,
unopposed.

In the distance, the tarmac is peppered with military
vehicles, planes, tanks, etc.

OPTIMUS PRIME (V.O.)
Fall back I'll scout on ahead.

The convoy slows and the distance increases between Optimus
and his fellow Autobots.

Prime draws closer to the vehicles on the tarmac.

Suddenly several TRANSFORM!

Skywarp, Thundercracker, Soundwave, Brawl, and Swindle open
fire on Optimus.

Optimus Prime weathers the assault still rolling toward the
grouping.

--ROCKETS IGNITE from under Optimus shooting him skyward as
he TRANSFORMS--

--Optimus unleashes a hail of GUNFIRE as he glides through the air. He's a one robot fighting machine.

Optimus lands while still laying down heavy fire. His attackers fall back. Skywarp and Thundercracker escape skyward.

OPTIMUS PRIME (CONT'D)
Decepticons! Autobots, transform
and take them down!

Prime's convoy comes speeding up, Ratchet, Ironhide, Hound, Mirage, and Wheeljack TRANSFORM and join the fray. Bumblebee drops Sam and Mikaela off by a building before joining the fire fight.

EXT. AREA 51 - DAY - CONTINUOUS

Megatron watches the battle begin. He smiles as Optimus attacks.

Starscream approaches.

MEGATRON
(watching Prime)
He has no idea what he's in for...

STARSCREAM
Such bravery lord Megatron.
Fighting from a distance?

MEGATRON
Silence! Stick the plan, hem them
in and we'll mow them down.

STARSCREAM
As you command.

Starscream BLASTS skyward and TRANSFORMS.

EXT. SKY - DAY - CONTINUOUS

Starscream regroups with Thundercracker and Skywarp. The trio of jets form up and dive toward Wheeljack, Mirage, and Hound, laying heavy fire down on the Autobots.

WHEELJACK
I wasn't cut out for this!

HOUND
You'll get used to it in time.

WHEELJACK

I don't want to get used to it!

Wheeljack, Mirage, and Hound are forced into a retreat. But Starscream, Thundercracker, and Skywarp swoop down and TRANSFORM ahead of the Autobots, forcing a fight.

--A mass of gunfire erupts which gives way to hand to hand combat. The Autobots get the upper hand. Skywarp and Thundercracker are subdued.

Rather than attempting to save his comrades, Starscream blasts off and escapes.

EXT. AREA 51 - DAY - CONTINUOUS

Bumblebee, Ratchet, and Ironhide charge around a hangar. Standing alone in the open, Soundwave stands motionless in robot mode.

BUMBLEBEE

Three against one, doesn't seem fair does it?

IRONHIDE

I've never been concerned about things being... Fair.

Soundwave isn't alone anymore, one by one his Mini-Cons come out of hiding. Lazerbeak, Frenzy, Ratbat, Rumble, Ravage and Buzzsaw back up their master.

RATCHET

Apparently, you two have that in common.

The Decepticons pause, then STRIKE! The Mini-Cons move with great speed, overwhelming the Autobots. Soundwave backs the distraction with heavy fire.

BUMBLEBEE

Fall back!

The Autobots retreat to find better cover, however the nimble Mini-Cons are able to maneuver the terrain with ease--

--they attack and flee very quickly much to consternation of the Autobots.

RATCHET

What they lack in firepower, they make up for in annoyance!

Soundwave advances, cold, ruthless--

--his firepower has the Autobots pinned now.

They continue to struggle with the Mini-Cons, managing to defeat a few.

BUMBLEBEE

Take that! Now, go for Soundwave!

The Autobots start to mount an offensive, however they do not realize Soundwave is on top of them. He grabs Ratchet by the throat.

Bumblebee attempts to free him, but Soundwave throws him clear--

--Ironhide draws his weapon and squeezes off a shot just before Soundwave blasts him--

--Soundwave starts to tear off Ratchet's head--

--An AUTOBOT appears weapon drawn.

AUTOBOT

Freeze!

Just then several similar AUTOBOTS join him. A squadron of firepower is now aimed at Soundwave. His remaining Mini-Cons also cease their attacks.

AUTOBOT (CONT'D)

Drop him.

Soundwave considers his options, and releases Ratchet. Bumblebee, Ironhide, and Ratchet regain their weapons and cover Soundwave as the Autobot squadron approaches. Ironhide places his weapon to Soundwave's head.

IRONHIDE

Give me an excuse.

As the squadron nears, all but the lead robot DISAPPEARS!

The lead robot's facade also fades, revealing Mirage!

MIRAGE

That trick never gets old.

Soundwave's eyes glow intense red.

Mirage blasts him with an energy pulse. Soundwave and his remaining Mini-Cons collapse to the ground.

EXT. AREA 51 - DAY

The sounds of battle echo in the distance.

SCURRYING BETWEEN BUILDINGS

Sam and Mikaela are hiding, searching. Sam spots something unusual. A hole has been torn in a hangar door.

SAM
C'mon lets check it out...

INT. AREA 51 HANGAR - DAY

The pair enter the hangar, inside they see the All Spark reactor.

SAM
Let's find Optimus.

EXT. AREA 51 - DAY

Optimus and the Autobots chase the remaining Decepticons across the base. Their numbers thinned, it would appear the Autobots have achieved the upper hand.

Onslaught, Blast Off, Vortex, Swindle, and Brawl in their robot modes fire back at their Autobot pursuers. Starscream peppers the Autobots from the sky.

The Decepticons reach a dead end. They turn and face their pursuers.

Megatron drops from the sky. He stands atop a building, monitoring the situation. Starscream lands at his side.

OPTIMUS PRIME
Surrender now Megatron we have you surrounded.

MEGATRON
On the contrary Prime, you're the one who needs to surrender.

IRONHIDE
Give the word, we'll lay waste to them!

MEGATRON
Combaticons! Destroy the Autobots!

Onslaught, Blast Off, Vortex, Brawl, and Swindle begin to TRANSFORM, not into their vehicle modes, but instead into a GIANT ROBOT, BRUTICUS MAXIMUS.

The merging complete, Bruticus begins to lay waste to area. The Autobots scatter, but Prime has his eyes on Megatron.

EXT. SKY - DAY

Silverbolt, Air Raid, Fireflight, Sky Dive, and Slingshot rip through the sky in their vehicle modes.

SILVERBOLT (V.O.)
Looks like we arrived just in time.

EXT. AREA 51 - DAY

Bruticus begins targeted attacks on the remaining Autobots.

Optimus dodges weapons fire, and heads for Megatron.

Starscream sees Prime's impending attack and jets skyward to flee.

Air Raid and Fireflight swoop in and TRANSFORM--

AIR RAID
Not so fast Starscream!

--tackling Starscream and taking him down hard. A brief yet brutal battle ensues. Starscream manages a few good shots, but the odds against him, he is defeated.

Megatron watches the scuffle and is amused, so amused he doesn't see Prime who blind sides him with a crushing blow.

Megatron goes flying.

OPTIMUS PRIME
Aerialbots! Do your thing!

EXT. AREA 51 - DAY - CONTINUOUS

Air Raid and Fireflight leave Starscream motionless and blast skyward, TRANSFORMING to join the rest of their team. In formation, all five Aerialbots combine into another giant robot:

SUPERION!

Superion drops to the Earth and draws Bruticus' fire away from his fellow Autobots. Superion answers Bruticus with an equally impressive display of firepower. Superion uses that brute force to get an upper hand. He runs toward Bruticus and locks him in hand to hand combat.

EXT. AREA 51 - DAY - CONTINUOUS

BEHIND A HANGAR

Megatron is recovering from Optimus' attack just as Optimus is ready to strike again. Pretending to be dazed he lets Prime approach. He then brutally uppercuts Prime who goes down, but only for a moment.

The two are once again engaged in an epic battle for survival.

EXT. AREA 51 - DAY - CONTINUOUS

Superion and Bruticus continue their battle for supremacy. When possible Superion forces Bruticus into the line of fire of his fellow Autobots.

The combined attacks eventually weaken Bruticus to the point where Superion is able to dismember him.

First an arm, then a leg. The unstable Bruticus goes down, and the combined firepower of all the Autobots puts down the behemoth.

EXT. AREA 51 - DAY - CONTINUOUS

Prime and Megatron continue to exchange blows.

OPTIMUS PRIME

It's over Megatron, your forces are defeated, surrender, and I will show you mercy.

MEGATRON

I'm already dead, I have nothing to lose!

Megatron lashes out with a new found fury.

Optimus, confused, unleashes a series of counterattacks that finally subdue Megatron. As the battle winds down, Sam and Mikaela come running up. Some of the other Autobots trail behind.

SAM
Optimus, we found it!

OPTIMUS PRIME
Good work Sam. Hound, take them
around the base, find out what
happened to the humans who work
here.

HOUND
Right away Prime.

Hound TRANSFORMS. Sam and Mikaela get into Hound and drive
off.

OPTIMUS PRIME
Mirage, assemble our forces and
round up the Decepticons, its time
to clean up our mess.

MIRAGE
My pleasure.

INT. AREA 51 STORAGE AREA - DAY

Sam and Mikaela drive Hound into a storage area. FAINT NOISE
is coming from somewhere.

SAM
Shhh! Listen... You hear that?

MIKAELA
Yeah... Where is it...

They begin to search, they find a hidden locking mechanism.

SAM
Hound, a little help here.

Hound TRANSFORMS and shorts out the lock, a door opens.
PEOPLE pour out. One of them is General Samuelson.

GEN. SAMUELSON
Who are you, what are you doing
here? What is that!?

SAM
It's a long story, a very long
story.

EXT. SKY - DAY

The skies over Area 51 are tranquil once again, the sun hangs low in the sky. But something is off, something is coming, something is looming. The Decepticon ship! It dwarfs the surrounding buildings as it comes in for a landing.

INT. DECEPTICON SHIP - BRIDGE

Perceptor mans the helm, Leo sits with what appears to be his own set of controls.

LEO
Now if I reduce power output by...
twenty-one percent... Gravity
should do the rest?

PERCEPTOR
Indeed, now you've got it!

EXT. AREA 51 - DAY

The Decepticon ship sets down, however several small buildings are crushed in the process.

INT. DECEPTICON SHIP - BRIDGE

Leo sighs as the ship comes to rest:

LEO
Oh well, it was still better than
Ironhide's

Perceptor smiles.

INT. AREA 51 HAGAR - DAY

The Autobots are reclaiming the All Spark reactor to take to the Decepticon ship. Sam and Mikaela look on, General Samuelson also watches.

GEN. SAMUELSON
No one is going to believe this...

SAM
Then don't say anything...

GEN. SAMUELSON
I can't just let this go
undocumented.

SAM

Why not? It's not like anything that happens here ends up in the history books anyway.

The General waffles:

GEN. SAMUELSON

It would cut down on a lot of paperwork.

The Autobots get the reactor outside the hangar.

EXT. DESERT - DAY

The sun is setting. The Autobots are loading their prisoners onto the Decepticon ship. Optimus Prime and Ironhide watch from a distance.

OPTIMUS PRIME

Escort the prisoners to their brig... Bring Megatron and Starscream to the bridge.

IRONHIDE

But Prime, is that wise?

OPTIMUS PRIME

I want those two close, it's there ship, I want them standing by to disable any fail-safes.

IRONHIDE

They wouldn't do that voluntarily.

OPTIMUS PRIME

Then they'll die as well.

INT. DECEPTICON SHIP - BRIDGE

Sam, Leo, Perceptor, and Wheeljack are working on the ship's systems. They have several CONSOLES pulled apart, WIRE and CONDUIT are everywhere. The KEY TO VECTOR SIGMA sits nearby. Slingshot stands guard. Mikaela is clearly uneasy with the whole situation.

SAM

You sure you know what you guys are doing?

WHEELJACK
(covered with wires)
Sure I'm sure, I think...

PERCEPTOR
(holding a wiring bundle)
We just need to connect these leads
into the sensor array, then the key
should act like a compass.

WHEELJACK
In theory.

LEO
Don't forget to bypass the primary
calibration matrix.

Wheeljack and Perceptor look at each other and then Leo.

LEO (CONT'D)
What? I'm a quick study.

PERCEPTOR
(to Wheeljack)
He did land the ship.

Wheeljack looks impressed.

Sam runs his hand along the key, it GLOWS INTENSELY.

SAM
I still can't get used to that.

Wheeljack makes the final connections and suddenly the key
JUMPS to LIFE. SENSORS start to give READINGS.

WHEELJACK
Whoa ho! We're in business.

SAM
Where is it?

WHEELJACK
I can't get a precise fix, but I
can tell you one thing, it's not on
the planet anymore, we'll need to
get airborne and then I can give
you a more accurate reading.

INT. DECEPTICON SHIP - BRIDGE - CONTINUOUS

Optimus Prime walks onto the bridge. He is followed by Megatron and Starscream both in energy shackles. They are being guarded by Skydive, Fireflight, and Air Raid.

Megatron and Starscream look confused at the work going around them.

OPTIMUS PRIME

Wheeljack, you and Perceptor get down to the engine room and finish bringing the All Spark enhancements online.

PERCEPTOR

Right away Prime.

LEO

Mind if I tag along?

PERCEPTOR

Not at all.

Wheeljack and Perceptor exit, Slingshot joins his fellow Aerialbots guarding the prisoners. Optimus addresses Megatron:

OPTIMUS PRIME

What have you done with the All Spark?

MEGATRON

(smiling)

I don't know what you're talking about, I thought you took it.

Optimus Prime leans in and looks Megatron in the eye.

OPTIMUS PRIME

You're telling the truth.

MEGATRON

(turning to Starscream)

Starscream, is there anything you would like to add?

STARSCREAM

No lord Megatron, I don't know where the All Spark is either.

Megatron LEERS at Starscream.

OPTIMUS PRIME

(pointing)

No matter, we have recovered the Key to Vector Sigma, it will lead us to the All Spark.

Starscream shifts nervously. He now knows what he's staring at.

STARSCREAM

Vector Sigma? No... That's not possible.

OPTIMUS PRIME

At long last we know why the All Spark sought out this planet. Once we recover it we will finally be able to restore peace and prosperity. Your kind will become yesterdays model, vanquished forever.

Megatron SEETHES in place, his eyes DART about looking for an escape. His guards bow up ready to cover the slightest move. A quiet CALM settles over Starscream followed by a BEMUSED SMIRK.

Sam and Mikaela watch the exchange.

SAM

Today you lose everything Megatron, and the planet Earth will enjoy a quiet victory.

MEGATRON

Big words from such a tiny creature.

Sam stares at the pair of Decepticons, Starscream's quiet confidence is unnerving.

OPTIMUS PRIME

The sooner we leave this planet, the better for all.

Optimus PUSHES a button on a nearby CONSOLE.

OPTIMUS PRIME (CONT'D)

All hands to duty stations, prepare for departure.

The Aerialbots MOTION their captives into a corner. Ironhide and Ratchet come onto the bridge and take their stations at the helm. Mirage follows them handling the rest of bridge.

Sam smiles as at long last everything appears to be coming together. He comforts Mikaela

EXT. DESERT - DAY

ENGINES FIRE, the GROUND SHAKES. The Decepticon ship slowly lifts off the ground, its massive engines scorching the surrounding landscape. The mega spacecraft struggles against gravity and eventually heads skyward.

INT. DECEPTICON SHIP - ENGINE ROOM

Wheeljack and Perceptor are working with the All Spark reactor. They are completing the WELDING of several ENERGY conduits. The whole system looks beyond rigged. Leo observes.

WHEELJACK

Talk about your square pegs in your round holes.

LEO

Looks like my high school science project.

PERCEPTOR

Do you think it will work?

WHEELJACK

Only one way to find out.

Wheeljack manipulates some controls, the reactor POWERS UP. All indicators on a nearby DISPLAY PANEL read normal.

WHEELJACK (CONT'D)

That's encouraging, Now I'm sure this will work... Once at least. Start inputting the data from our first accid--

(beat)

er trip.

PERCEPTOR

Let's hope one shot is enough.

WHEELJACK

It has to be. I'm headed to the bride to assist with the new sensor array.

Wheeljack leaves Perceptor who is busy feeding the computer data. Leo assists.

INT. DECEPTICON SHIP - BRIDGE

On the MAIN VIEW SCREEN the ship can be seen breaking Earth's orbit. Ironhide and Ratchet level off the ship. Megatron and Starscream remain heavily guarded in the corner.

Optimus Prime occupies Megatron's command console. Sam waits, Mikaela by his side, each reassuring the other in silence.

STARSCREAM

What do you know, a medic can fly a ship.

Ratchet brandishes a PLASMA CUTTING TOOL.

RATCHET

I'm relatively sure you can function without a body.

OPTIMUS PRIME

Easy Ratchet. Remember what's at stake.

SAM

Nothing and everything.

Wheeljack walks onto the bridge. Everyone except the Decepticons are waiting for the news. They STARE at him intently as he enters.

WHEELJACK

What? Oh, the reactor is in place and functioning, we've got one shot to get it right, Perceptor is crunching the numbers.

Sam and Mikaela look RELIEVED, the rest of the crew isn't quite as assured.

Optimus Prime calls to the engine room from his console.

OPTIMUS PRIME

Optimus Prime to Perceptor, what's your status?

INT. DECEPTICON SHIP - ENGINE ROOM

Perceptor WORKS at the ENGINE CONTROL SYSTEM. Leo is watching everything Perceptor inputs.

PERCEPTOR

We're ready Prime, the reactor has been configured with and inverted energy matrix and programmed to subject itself to the stresses of the first event. All other things being equal it should take us back.

LEO

(whispering to Perceptor)

I think you neglected to account for the mass differential between the two vessels.

PERCEPTOR

(stammering)

Yes... Well... Compensating.

INT. DECEPTICON SHIP - BRIDGE

A button begins to FLASH RED on Prime's CONSOLE.

PERCEPTOR (V.O.)

I'm shutting control over to you, when you're ready, activate the flashing indicator, the temporal shift should be instantaneous.

WHEELJACK

(looking at the
Decepticons)

Now what's say we find the All Spark and finish cleaning up this mess.

STARSCREAM

Good luck...

Megatron GLARES at Starscream who ignores his gaze.

Wheeljack operates the new sensors. The key once again comes to life, GLOWING INTENSELY. COORDINATES appear on the main view screen, followed by PLANETARY DATA.

WHEELJACK

(looking at the
Decepticons)

Mars!?

OPTIMUS PRIME

Full speed to Mars.

Rachet and Ironhide lay in a course. On the main viewer, Mars begins to SLOWLY get BIGGER.

WHEELJACK
(to the Decepticons)
You put it on Mars?

STARSCREAM
Well, I didn't have time to put it on Jupiter.

MEGATRON
You! You took it! What deceit is this!?

STARSCREAM
I had a plan, one you could not possibly conceive of and with you out of the way, I took it upon myself to show my superiority once and for all.

As Megatron and Starscream argue, Starscream takes advantage of the distraction to SLIDE a SMALL PANEL OPEN on his arm.

Their guardians are too busy enjoying the infighting to notice.

MEGATRON
You! Superior... hardly. Wait... out of the way!? Then I wasn't part of your plan. I wasn't supposed to be here.

STARSCREAM
Not in the least, you were supposed to be eliminated, but now because of you, no one will know my brilliance.

Mars draws CLOSER on the main viewer. Close enough to begin to see DETAILS.

STARSCREAM (CONT'D)
For if I cannot control the All Spark, then nobody will!

Starscream presses the BUTTON on his ARM.

SAM
Lookout guys!

The Aerialbots raise their WEAPONS, Starscream surrenders.

SAM (CONT'D)
What was that? What just happened.

OPTIMUS PRIME
(pointing at screen)
Sam!

A GIANT MUSHROOM CLOUD emerges from the SURFACE of MARS.
Simultaneously The Key To Vector Sigma goes DARK. The SENSOR
ARRAY shorts out.

SAM
(to Starscream)
What... What have you done!?

WHEELJACK
I'm not reading anything, sensors
still work, but no All Spark.

STARSCREAM
(arrogantly)
Of course not, I destroyed the All
Spark.

MEGATRON
You are a fool! You've gone
insane!

Starscream remains silent, smirking. Air Raid PUNCHES
Starscream.

Optimus prevents him from hitting Starscream again.

Everyone else is in SHOCK. Sam and Mikaela stare at the
darkened key. Sam touches it... Nothing happens.

SAM
It's gone... It's all gone.
(smiling)
The future, it's clear!

OPTIMUS PRIME
Sam is correct, and we are exactly
where we started before this
journey. This victory is not a
hollow one, now we can leave Earth
in peace, they will never know our
existence, we have captured key
Decepticon leadership, surely now
the rest will retreat in fear.
Only one thing remains now, to
restore ourselves to our proper
era.

As Optimus gives his speech Sam thinks he sees something out of the corner of his eye.

Optimus reaches for the BUTTON that will send them back.

Sam approaches the key. It appears to FLICKER.

Prime pushes the button.

SAM
Prime! Wait!

It's too late.

EXT. SPACE

The Deception ship's engines GLOW brightly. There is a FLASH of light. The ship DISAPPEARS.

EXT. SPACE

Earth can be seen way off in the distance. A beautiful blue pearl. A FLASH! The Decepticon ship reappears.

INT. DECEPTICON SHIP - ENGINE ROOM

Perceptor is mired in a room full of SPARKS, FIRES, and small EXPLOSIONS. The reactor is in shambles. Leo limps for cover.

INT. DECEPTICON SHIP - BRIDGE

The Autobots regroup after the jump. Various CONSOLES are shorting out. The key now glows more intensely than ever before.

Starscream looks around, content.

SAM
(staring at the key)
Please tell me it didn't work.

WHEELJACK
It worked! We're back! Our
relative position is off, but we're
most definitely...
(beat)
When we're supposed to be!

OPTIMUS PRIME
Excellent work to both you and
Perceptor.

Sam remains staring at the Key, Mikaela comes over to see as well.

SAM
Anyone care to explain this?

The rest of the crew notices what Sam is staring at, silence falls over the bridge. Starscream begins to LAUGH.

STARSCREAM
Pathetic fools.

Optimus CHARGES Starscream and pins him to the wall.

OPTIMUS PRIME
What have you done!?

STARSCREAM
The All Spark was never destroyed!

OPTIMUS PRIME
What do you mean?

SAM
He used nukes... The
electromagnetic pulse! It blinded
our sensors... The effect was
temporary, it was starting to fade
when you hit the button.

STARSCREAM
(to Sam)
My you are the smart one, meanwhile
the All Spark was safely on the
other side of the planet!

The View Screen begins to CRACKLE to life. A blurry image appears. It's another robot. The image comes into focus, it is:

ULTRA MAGNUS!

ULTRA MAGNUS
Ultra Magnus to unidentified
Deception cruiser, you are in
violation of secure Earth space.
Leave immediately or you will be
destroyed.

Sam and Mikaela look at one another, concerned. The rest of the Autobots are dumbfounded as well. Optimus releases Starscream and steps forward. From his console he engages the COMMUNICATIONS ARRAY.

OPTIMUS PRIME
Optimus Prime to Ultra Magnus stand
down, I repeat, stand down.

INT. AUTOBOT BASE

Ultra Magnus stands before his view screen, he is in utter disbelief.

ULTRA MAGNUS
Prime... Prime... Is that you?

OPTIMUS PRIME
Affirmative, what are you doing on
Earth?

INT. DECEPTICON SHIP - BRIDGE

The rest of the Autobots stare at the view screen, transfixed by what they are seeing.

ULTRA MAGNUS
You don't know? If you don't
know... We have a base here,
Autobot city. How can this be?

OPTIMUS PRIME
I don't follow... Base? When did
that happen?

ULTRA MAGNUS
Not long after the founding of new
Cybertron.

Starscream interest is piqued. Megatron's eyes tighten on Starscream.

OPTIMUS PRIME
New Cybertron?

ULTRA MAGNUS
None of this is familiar?

OPTIMUS PRIME
No.

ULTRA MAGNUS

Twenty-seven years ago we detected a planet in this system, the humans used to call it Mars, it was emitting All Spark energy. When we investigated we discovered a new planet resembling the Cybertron of old.

Ultra Magnus' image is replaced on the screen by images of new Cybertron.

ULTRA MAGNUS (CONT'D)

it was deserted, unsettled. We colonized it and reached out to our new neighbors, the people of Earth.

The display reverts back to Ultra Magnus.

ULTRA MAGNUS (CONT'D)

However it didn't take long for the Decepticons to find out about this place, and they soon followed.

Sam and Mikaela are horrified.

OPTIMUS PRIME

Go on...

ULTRA MAGNUS

They forced a partial retreat of our forces, and we took refuge here on Earth, our home away from home so to speak...

(beat)

A home, Optimus, you died defending.

GASPS and MUMBLING echo around the bridge.

OPTIMUS PRIME

(sitting down)

Died?

ULTRA MAGNUS

Yes... Six years ago the Decepticons mounted a sneak attack in a last ditch effort to defeat us. However you and many other valiant Autobots gave their lives in defense of this city... Megatron and most of the Decepticon elite were destroyed, the tide was turned. We held our ground.

Megatron GRIMACES, Starscream SMIRKS.

MEGATRON

Imbecile, as much as I hate to admit it, that probably includes you.

ULTRA MAGNUS

Tell me Prime, how is it you have come back to us?

OPTIMUS PRIME

I... I don't know...

SAM

It was Starscream! He altered history!

STARSCREAM

(arrogantly)

For the better, it seems...

SAM

When he placed the All Spark on Mars it reformed the planet in its own image!

(to screen)

Mr. umm Magnus... When did you find new Cybertron again?

ULTRA MAGNUS

By the Earth calendar May 8th, 1984.

SAM

See two years after we... left... We've got to go back! Change it!

WHEELJACK

Sorry Sam, the reactor is fried. This ship isn't even going to move, much less back in time.

Starscream looks very pleased with himself. Megatron leans in to say something:

MEGATRON

Celebrate your victory now, but when we get out of this, you and I have some unfinished business.

Starscream cringes.

SAM

What do we do...? We were supposed
to get rid of the Decepticons, not
give them a new home!

Sam looks over at the key. It glows brighter than ever.

INT. CYBERTRONIAN CONTROL ROOM

A lone robot stands in the center of a dimly lit room. Wires
and control mechanisms hang from the ceiling, some interfaced
with this menacing looking creature. He is still, dormant.

SHOCKWAVE stirs, his lone glowing eye intensifies.

SHOCKWAVE

The Key!

INT. DECEPTICON SHIP - PRIME

Sam hovers over the key, the rest of the Autobots gathered
around him. The moment still awash in confusion, sadness,
rage. Finally...

SAM

The Key... Whoever controls the
key... Controls Cybertron.

Beat.

OPTIMUS PRIME

(to screen)

Ultra Magnus, prepare an invasion
force, we're taking back new
Cybertron!

CUT TO BLACK