

SWAT KATS

"Destructive Nature"

(22-MINUTE SCRIPT)

LOGLINE: Doctor Viper is back with an army of plant monsters!  
Only the Swat Kats from stop him from turning Megakat City into a  
Mega-Swamp!

Written by:  
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"DESTRUCTIVE NATURE"

GUEST CHARACTERS:

DOCTOR VIPER (from show one)

ANN GORA, news reporter (from show one)

HER CAMERAMAN, (no lines)

YOUNG, a (Siamese) businessman, polite and impeccable

YOUNG'S TWO ASSOCIATES, also Siamese, one tall, one built like a sumo. (no lines)

SGT. TALON, one of Feral's top Enforcers (from show three)

KING, Enforcer chopper pilot (from show three)

BURGE, Enforcer chopper pilot (from show three)

TWO M.A.S.A. TECHNICIANS

PLANTIMALS:

Monsters of Doctor Viper's creation! They are made of vegetable matter, but behave like animals! (without really looking like either.) Eyeless and grotesque, they obey Viper's every command. There are three types:

1) FLYERS: About the size of a hippo, but mostly resemble a flying squid. Three leafy wings and a squid-like air jet power them through the sky. Vine-like tendrils trail from the rear. (Misc. cries and squeals)

2) BEHEMOTHS: huge, slithering plant tanks with three "trunks" and misc. waving tendrils. These lumbering beasts are big as mammoths! (Misc. unearthly screams and roars)  
These first two types can spew a gooey, acid-like substance.

3) ROVERS: Smaller, dog sized, cabbage-looking things. They move very fast on three spiky, lobster-like legs. They can scurry along the floors, walls, or ceiling. (Misc. squeals and chitters)

MISCELLANEOUS CREATURES:

PLESIOSAUR PLANTIMAL, three headed and long necked. Only in one scene, so go for it!

ELEVATOR BEASTIE, Oversized mutated plant (Misc. Roars and snaps)

VOICES ONLY:

SPACE KAT VIDEO GAME

MEGAKAT TOWER FIRE CONTROL

MEGAKAT TOWER AIR CLIMATE CONTROL

M.A.S.A FLIGHT CONTROLLER (an authoritative air traffic officer)

"Destructive Nature"

ACT ONE

FADE IN:

EXT. DOWNTOWN MEGAKAT CITY - DAWN

PUSH IN on a dramatic upshot of MEGAKAT TOWER as the morning sun rises in the distance. YOUNG, a "Siamese businessman," speaks in v.o..

YOUNG (VO)

Mayor Manx, you say it's the largest building  
in the whole city?

CUT TO:

INT. MEGAKAT TOWER PENTHOUSE OFFICE - DAWN

WIDE to establish this spacious, modern room. Like a John Barry Goldfinger set, this office is tastefully wood-paneled with thick carpet and high ceilings. One wall affords a magnificent view of Megakat City from 150 stories up. The center of this room is dominated by a 7-foot tall architectural model of the tower. MAYOR MANX and CALLIE are wrapping up a sales pitch with YOUNG and two other SIAMESE INVESTORS. ANN GORA (from show one) and her CAMERAMAN are also in attendance.

MANX

(gesturing toward window)  
That's right! At 150 stories, Megakat  
Tower is the tallest, most modern  
office complex in the whole city.

ANGLE ON MANX featuring the spectacular view.

MANX (CONT)

It's the perfect place to house your corporate  
headquarters, Mr. Young.

WIDER - THE GROUP

YOUNG'S ASSOCIATES NOD excitedly. Young is cooler, more reserved.

YOUNG

Ah, perhaps.

ON CALLIE AND ANN GORA

The women exchange an exasperated look. Manx LEANS INTO FRAME.

MANX  
 (quietly to Callie)  
 How am I doing?

CALLIE  
 (all smiles)  
 Greed brings out the best in you,  
 Mr. Mayor.

Manx frowns a moment, then grins, shrugs his shoulders, and LEANS  
 BACK OS.

CALLIE  
 (quietly to Ann Gora)  
Actually, he's got a lot of the city's  
 money sunk into this place.

ANN GORA  
 Thanks for the exclusive, Ms. Briggs.

WIDE ON THE GROUP

MANX  
 Let's continue this meeting at Megakat golf  
 course.

Manx looks at his watch.

MANX (CONT)  
 We tee off in ten minutes.

This news puts some life in YOUNG. He grins.

YOUNG  
 This building is well located. Lucky  
 we brought our clubs!

ANOTHER ANGLE

MANX  
 Excellent! This way, gentlemen.

Young and Co. NOD politely to the women, and Manx ushers them out.

CUT TO:

INT. SWAT KAT HANGAR - DAY

OPEN CLOSE - VIDEO GAME - It shows an electronic "view" from a  
 SPACESHIP flying between the stars. CHANCE's grinning face is  
 reflected in the screen as he plays. The game moves at an exciting  
 pace. One of Chance's laser zaps destroys an ALIEN SAUCER. His

electronic score is in the millions, and climbing. This game is loud - deafening! Chance and Jake almost have to shout to be heard. Both cats are in Swat Kat Gear, but have no headgear on at this time.

CHANCE

Ha haa! Got 'im! Two million points.  
I'm goin' for a personal best, here!

JAKE (VO)

Don't you get enough of the real thing,  
Chance?

WIDE DOWN SHOT TO ESTABLISH - JAKE studies his pal, one hand on his hip, the other holding a watering can.

CHANCE

Are you kidding? This game's a blast!  
Thanks for wiring up these speakers.

ANGLE - THE PAIR - Jake crosses over to a crate next to the game, and jumps up on it to water a fern (in a hanging tire) above the game.

JAKE

(sarcastic)

They loud enough for you?

WIDER - GAME - Two booming speakers are wired to it, standing about 10 feet high!

CHANCE

Never loud enough, Jake!

JAKE

Got that, partner!

While watering, Jake accidentally dislodges a fern frond. It flops downward.

ON VIDEO SCREEN (same as before) - The frond flips down over part of the screen. ZAP! An enemy BLAST destroys Chance's "ship".

CHANCE (CONT)

Jaaake! You distracted me!

He angrily YANKS the plant part away.

VIDEO GAME

(mechanical sounding)

Game over. Thank you for playing "Space Kat".

CLOSE - POTTED PALM Chance shuts off game in BG - Jake's hand comes INTO FRAME with can and waters the plant.

CHANCE  
So, what's with the greenery?

JAKE  
(good natured)  
I wanted to do something to get rid of the smell of your sour milk!

MATCH CUT TO:

A CLAWED HAND is watering a lobby plant.

WIDER TO ESTABLISH - INT. MAIN LOBBY OF MEGAKAT TOWERS - DAY, where a LONE MAN in cap and overalls (reading "GREENERY") is tending to the last potted tree in a row of tasteful flora in the huge tower lobby. Behind him, the elevator DINGS upon reaching the ground floor. The greenery guy SNAPS UPRIGHT at the noise and SCURRIES off in a suspicious manner.

ON ELEVATOR - The doors open. Callie, Ann Gora, and the Cameraman step into the lobby. PAN WITH THEM as they walk toward the main glass lobby doors. Their steps echo hollowly in the big room.

ANN GORA  
It's so empty.

CALLIE  
Yes, today it is.

ON DARK CORNER - Two evil-looking yellow eyes watch in silence.

CALLIE (CONT) (VO)  
...But when Megakat Tower opens to the public tomorrow, it'll be a circus, believe me.

ON THE TRIO AS THEY REACH THE DOOR

CALLIE (CONT)  
A three ring cir...

Something catches her eye. Her head darts to the side. WHIP PAN TO - ANGLE ON SHADOWED DOORWAY We glimpse a striped lizard-like tail WHIP into the darkness.

CLOSE - CALLIE She looks quizzical, not sure what she saw.

ANN GORA (VO)

Something wrong?

WIDER ON THE TRIO

CALLIE

Just thought I saw something. You two go ahead. I want to check it out.

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

LOW ANGLE FEATURING GREENERY Ann Gora and the Camera guy are exiting the large, modern and lovely courtyard surrounding the building.

ON ANN GORA - She hears a weird noise behind her. She WHEELS about.

WIDER - The greenery practically EXPLODES with rapid growth! The ring of trees around the building perimeter SPROUTS fast and twisted.

ON ANN GORA AND THE CAMERAMAN - They LEAP free of the crazy area just as a thorny gnarled tree BURSTS from the concrete. PAN with ANN GORA as she ROLLS TO A STOP. The camera shatters on the ground next to her. She looks up in horror at the (O.S.) effect. As the shadow of the growing plant wipes up and over her, she SHRIEKS in terror.

ANN GORA

Eeeeeee!

CUT TO:

INT MEGAKAT TOWER SUB-BASEMENT - DAY

A dark green-lit chamber, covered in pipes, generators, whatever equipment one might find in the bowels of a big, complicated building. We CLOSE IN ON A FIGURE addressing an unseen audience. The now hatless maintenance man's face is rim-lit in green and is in silhouette. The only visible details are his glowing yellow eyes. (It's DOCTOR VIPER, but we don't know this, yet.)

VIPER

Friendss! Thiss building is impenetrable!  
But now you must protect me from...

WIDER - THE ROOM - We see Viper's "audience": a bunch of damnably weird plant creatures (see descriptions on pg.i.). They move a little, as if restless; they make little squeaking and rustling noises. It's pretty CREEPY! Viper continues to pontificate to his

army (about 30 in number.)

VIPER

Feral, hiss Enforccerss...and worsst  
of all...

ANGLE ON DOORWAY - At the top of the stairs, the door opens silently. CALLIE'S head peers cautiously around the corner. Her eyes WIDEN at the sight.

VIPER (VO)

...thosse meddling Sswat Katss!

CALLIE

Oh no! It's Doctor Viper!

ON VIPER - PAN WITH HIM over to a table with a few chemical vials and VENUS FLY TRAP. TRUCK IN as he picks up an EYE DROPPER full of glowing green liquid and holds it over the plant.

XCU ON FLYTRAP - A drop of liquid from the dropper plops into its open mouth. A BEAT, then in ERUPTS IN GROWTH!

WIDER - Viper JUMPS BACK as the plant SPRINGS UP from a few inches to eight feet tall in a heartbeat!

VIPER

Ssoon thiss foul ccity, will be  
one giant, gloriousss sswamp!!

XCU ON CALLIE - She's horrified, revolted.

CALLIE

(hushed)

I'd better call the Swat Kats!

PLANTIMALS (VO)

(chitter and squeal in vegetable glee!)

With a Dramatic MUSICAL STING we

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

The tiny figures of Ann Gora and the Cameraman get up from the ground and RUN O.S.. PULL BACK until we see a TEN STORY wall of TWISTED THORNY VEGETATION around the building! (See "Sleeping Beauty" for possible treatment.) Continue to PULL BACK.

VIPER (VO)  
 (echoey)  
 Ha ha ha ha HAAAA!!

WIPE TO:

INT. SWAT KATS HANGER - DAY

XCU ON RED LIGHT It FLASHES on and off (accompanied by the appropriate horn SFX)

WIDE TO ESTABLISH. PUSH IN - JAKE AND CHANCE (IN FULL SWAT KAT GEAR WITH HEADGEAR) activate the large wall speaker.

CALLIE (VO)  
 (hushed)  
 We've got problems....It's Doctor Viper!

DRAMATIC ANGLE ON RAZOR AND T-BONE

RAZOR/T-BONE  
 Viper?!

CUT TO:

INT. MAINTENANCE CLOSET. Callie is hiding, calling with her pocket signal device.

CALLIE  
 (hushed)  
 This time, he's got an army of plant monsters and he's going to ... hey!

WHIP PAN DOWN TO bottom of closet door. LIVING VINES WHIP UNDER to grab at her!

CLOSER - CALLIE

CALLIE  
 ...Hey!! Eee...!

The tendrils WHIP around her mouth, cutting off the scream.

WORM'S EYE VIEW of Callie as she struggles. Her communicator DROPS BIG toward camera and HITS the ground with a SHATTER.

CUT TO:

INT. SWAT KAT HANGAR

DRAMATIC ANGLE ON THE SWAT KATS

CHANCE

Callie!

JAKE

(tough as nails)

Let's kick some Viper tail!

FAST WIPE TO:

EXT. SALVAGE YARD - DAY

Hidden hangar doors SLIDE open. A BEAT, then the TURBOKAT ROARS into the sky at tremendous speed! WHIP PAN UP with jet as it diminishes to a flame-tailed dot in three seconds flat.

RAZOR/T-BONE (VO)

(battle cry)

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

WIDE ANGLE TO ESTABLISH - as before, we see the whole plaza enveloped in a wall of bramble. In response to the sudden barrier, ENFORCER VEHICLES have surrounded the "wall", lights flashing. Yellow barrier tape has been strung around the site and ENFORCER COMMANDOES have been stationed. Ann Gora has summoned her entire WKAT news crew (from show one) onto the scene. FERAL'S SEDAN SCREECHES up to the barrier big in FG.

ON THE SEDAN COMMANDER FERAL steps out, all spit and polish. PAN WITH HIM as he walks up to the thorny barrier. With a GRUNT, he BREAKS OFF a tough piece of bramble and contemplates it. SGT. TALON (from show three) steps up to him.

FERAL

What is this?!

TALON

Commander, according to witnesses, this wall just sprang up in minutes. It's gonna take a week to cut through!

FERAL

Then we'll burn our way in!

ANN GORA (VO)

Not a good idea, Commander.

WIDER TO TAKE IN THE TRIO. ANN GORA STEPS INTO THE SHOT and shoves a microphone at him, and identifies herself.

ANN GORA (CONT)

Ann Gora, Katwitness News. That's a ten story wall of dry brush. If your fire gets out of hand, it'll torch the whole city.

ANOTHER ANGLE

ANN GORA (CONT)

(knowing the answer)

Commander Feral, were you aware that the Deputy Mayor is trapped somewhere in that tower?

FERAL

(angry)

Briggs? That figures!

He barks to his Sergeant.

FERAL (CONT)

Get the choppers ready, we'll take the tower from above.

CUT TO:

EXT. SKIES ABOVE MEGAKAT CITY - DAY

ON TURBOKAT - WHIP PAN with it as it ROARS OVER CAMERA going flat out!

ON COCKPIT featuring T-Bone

RAZOR

Callie's signal triangulates from Megakat Tower, downtown.

T-BONE

Roger that. E.T.A. in t-minus two minutes.

ON TURBOKAT PROFILE - It makes a graceful roll-away manoeuver and bolts toward a distant collection of skyscrapers.

CUT TO:

EXT. MEGAKAT TOWER - DAY

WIDE TO TAKE IN THREE OF FERAL'S ENFORCER CHOPPERS as they fly toward the top.

INT. COMMAND COPTER

Feral is at the controls, flying and barking orders into his microphone.

FERAL  
 We're gonna do this by the numbers!  
 King, Burge.

CLOSE - FERAL'S FACE

FERAL (CONT)  
 I'm going in first! Cover me!

He looks up, not believing his eyes.

UP ANGLE THROUGH CANOPY GLASS - FERAL'S POV - A trio of FLYER PLANTIMALS dive off the roof edge above, TOWARD CAMERA, their three leafy wings spread wide for effect. They make a GHASTLY SOUND.

WIDER - TILT DOWN with the flyers as they attack, BUZZING from above. The flying monsters SPIT a thick yellow-green GOO onto the choppers. SPLAT!

INT. KING'S CHOPPER - The enforcer pilot is revolted by this assault. Fresh goo SPLATS onto the canopy window, nearly covering it. The craft begins to SIZZLE!

WIDE ON THE GROUP - The choppers HOVER, helpless and blinded by gobs of goo.

INT. BURGE'S COCKPIT

The stalled pilot starts to lose it.

BURGE  
 Cat's alive!...

INT. FERAL'S COCKPIT - As the Commander listens grimly.

BURGE (CONT)(VO)  
 (filtered)  
 ...This stuff's acid, eating through  
 my chopper!

KING (VO)  
 (filtered)  
 Mine too! Weapons system's are all  
 gummed up!

TRUCK IN - THE COMMANDER'S GRIMACE - He slams his fist down on the dash. WHAM!

FERAL  
 (through his teeth)  
 OK, OK. Fall back, before we have  
 total melt down!

UP ANGLE - TOWARD ROOF (FERAL'S POV) He can see the figure of Viper directing his flyers.

FERAL (VO)

Viper?!

ON FERAL'S CHOPPER - It SPUTTERS and SIZZLES, barely hanging in. The Commander can be seen through the canopy. Fuming, he shouts -

FERAL

This isn't over, you lizard!

The chopper turns and DROPS DOWN OS.

DOWN ANGLE FROM ROOF - OVER VIPER'S SHOULDER - Far below, the choppers DROP rapidly.

VIPER (VO)

Yess! Ha ha ha! Run, Feral, sstupid fool!

ANGLE ON MEGAKAT TOWER ROOF - Thanks to Viper, the roof complex is a garden of weird and ugly vegetation. A patio area surrounds a PENTHOUSE SUBSTRUCTURE, a "building on top of a building." (This is the penthouse in which Manx and Young conducted business, earlier.) Adjacent to this substructure is a large (30 foot square) AIR CONDITIONING SHACK. Viper is leaning over the rooftop's edge, looking down at the retreating choppers.

VIPER

This iss perfect! There'ss nothing you can do to sstop me! (laughs)

He turns and walks to the penthouse doors.

CUT TO:

INT. MEGAKAT TOWER PENTHOUSE OFFICE - DAY

This big room is not as we remember it; it's now overgrown with dangerous looking plants. (\* LAYOUT NOTE \* It's bad now but it will get worse, so please leave room for more creative plant growth for later scenes.) The most blatant "vegetable violation" is a huge green, red-veined pod. It is the SPORE POD. The gross pulsing thing is TEN FEET in diameter and makes a WATERY GURGLING SOUND. Nearby, Callie is held fast by a tough little ROVER.

CLOSER - ANOTHER ANGLE - featuring Callie as she struggles.

CALLIE

Let me go!

Ignoring her, Viper crosses to the pod.

CALLIE (CONT)  
(angry)  
What are these things?

VIPER  
(proudly)  
These "things" are my plantimalss, Miss  
Briggss! I created them to obey only me  
and I won't be letting you go! Why, you'd  
jusst run away and misss out on all the  
exccitement! Te he he!

ON VIPER

VIPER (CONT)  
The plantimals live to protect me and that.

He points. PAN FAST over to the spore pod. A "beauty shot". The thing pulses sickly. The three flyers wing into scene, and "perch" on the bomb.

VIPER (VO)  
My spore pod!

CALLIE (VO)  
(frightened)  
Wh..what does it do?

DOWN SHOT - THE PAIR

Viper jabs a huge syringe into the pod, injecting glowing green liquid, tosses the syringe, and lays his hands on the obscenity.

CLOSE - VIPER

He presses his ear to the bomb's side and listens to it GURGLING. He closes his eyes and smiles at the icky sound. Callie watches him distaste from the BG.

VIPER  
(sinister)  
Oh...you'll find out real ssoon!

A JET ROAR begins to build. Viper's eyes SNAP open.

CALLIE  
Maybe not, you twist-o. It's the Swat Kats!

DOWN SHOT - THE ROOF just above the Turbokat. PAN WITH THE JET as it makes a circling flyby on its side. Razor is looking through a

TARGETING SCOPE.

T-BONE

Looks like a farmer's market down there!

CLOSER DOWN SHOT THROUGH SKYLIGHT (RAZOR'S POV) A neat TARGETING GRAPHIC. We see Callie and Viper.

ON VIPER - He points up through the skylight with authority and gives the order.

VIPER

Attack them, my little petss!

Viper's "air force" POWERS UPWARDS on leafy wings. TILT UP with them through an open skylight panel as they make for the jet.

CUT TO:

INT. COCKPIT FEATURING T-BONE

RAZOR

It's Viper alright. And he's captured Callie!

T-BONE

Look alive, Razor, we got some plug-ugly company!

RAZOR

Acknowledged, T-Bone, I have 'em.

CLOSE ON RAZOR

RAZOR

Weapons systems ready!

RAZOR'S POV. The beasties RUSH AT CAMERA, spitting goo.

WIDER TO TAKE IN T-BONE AND MOST OF JET The goo SPLATS on one of the Turbokat's wings. It sizzles!

T-BONE

Hey! These things spit acid! I'm taking evasive action...hang on!

WIDER STILL - The jet spins between three streams of goo and goes into an ATTACK DIVE.

CUT TO:

INT. TURBOKAT - XCU ON WEAPONS PANEL

Razor's hands come into shot, lace together and crack knuckles.

RAZOR (VO)  
And now, sports fans, the moment  
you've all been waiting for. The  
Swat Kats bite back!

He TAPS three buttons labeled with a graphic of a missile sporting a toothy mechanical jaw.

RAZOR  
Piranha missiles away!

CUT TO:

EXT. SKIES OVER MEGAKAT CITY

ON THE TURBOKAT - as it pulls out of its dive, launching three PIRANHA MISSILES.

ON THE MISSILES - Metal teeth CHATTERING, they POWER TOWARD the flyers.

ON THE FLYERS - TRACK UP with them, racing upward toward the missiles. They fire goo. Tilt up as it HITS missiles. SPLAT! SPLAT! SPLAT!

CLOSER ON THE MISSILES - PAN WITH THEM until, coated in goo, they SIZZLE melt, and DROP uselessly OUT OF SCENE.

INT. COCKPIT FEATURING RAZOR

RAZOR  
No way! Those things melted my missiles!

T-BONE  
You thinking what I'm thinking?

RAZOR  
You know it! Let's take this weed welcome wagon from behind!

WIDE - THE TURBOKAT - TILT UP with it as the jet POWER CLIMBS straight up, the flyers in hot pursuit.

WIDE ANGLE - DOWN SHOT ON TURBOKAT - ANOTHER ANGLE FROM ABOVE - the jet, tower and city are far, far below. THE TURBOKAT starts its loop-d-loop, belly WHIPPING under camera. PAN WITH the undercarriage as it fires a trio of OCTOPUS MISSILES.

ON THE FLYERS - They "see" the threat and try to escape, but its no use.

CLOSER ON ONE FLYER - The octopus missile grabs the thing and POPS it like something on a teenager's face! Green and yellow plant sludge flies everywhere!

ON A SECOND MISSILE - It is hit by a GLOB of goo, and begins to melt, but grabs a second plantimal and gooshes it anyway! (These devices are industrial strength!) The combined carcasses DROP FAST out of frame.

ON THIRD OCTOPUS MISSILE - Still pursuing its prey, it is HIT with missile and flyer #2. SPLAT! The combined weight causes the whole mass to DROP toward the ground.

ON THE THIRD FLYER - It hovers a moment, CHITTERING in glee and DARTS OS to a loud SMACK sound. PAN OVER SLOWLY. It has absent-mindedly BLORCHED itself on the side of the building. The gooey carcass begins its big SLIDE down and OS.

ON THE TURBOKAT FEATURING COCKPIT

RAZOR

Octopus missiles! Don't leave base without 'em!

The boys HIGH FIVE.

CUT TO:

INT. MEGAKAT TOWER PENTHOUSE - ON DR. VIPER

VIPER  
(raving)

Nooo! Attack!  
Desstroy the Sswat Katss!

Three more flyers fly up past Viper up and OS.

CLOSER - VIPER

VIPER (CONT)

You ssee, Miss Briggss?! My armies are endless!!

He turns to gloat at her and reacts in surprise.

VIPER

She'ss gone!

WHIP PAN OVER TO the small rover which held Callie earlier. It's stunned form struggles to its "feet". Viper crosses over to it in a rage.

VIPER (CONT)

It's your fault! You let her essscape!

CLOSER - THE PAIR

Viper SMACKS the thing with his tail.

WIDER - PAN FAST with the rover. It CRASHES through a side penthouse window out of the room.

UP ANGLE OF THE TOWER - the SCREAMING blob FALLS toward camera, blacking it out. SFX of missile WHISTLING down.

REVERSE ANGLE - MATCH CUT - The blackness gives way as the rover DROPS AWAY from camera fast! - CONT. SFX of missile WHISTLING down.

ON TURBOKAT - INT. TURBOKAT OTS RAZOR - A fresh wave of flyers RUSH UP toward the Turbokat from the building below.

RAZOR

I'm fresh out of octopus missiles!

T-BONE

Try something else!

ON RAZOR - THINKING

RAZOR

I have an idea!

CUT TO:

EXT. MEGAKAT TOWER PLAZA - ON FERAL - He stands near his cruiser, fuming.

FERAL

The Swat Kats! I should have known!  
Whaaa!

He looks up at some OS sound. His eyes widen.

FERAL'S POV - ON ROVER - The creature (batted by Viper, remember?) falls toward camera.

WIDE ON FERAL - He dives out of the way as the thing hits the hood of his cruiser. KERSPLAT!! A big glob of the unfortunate critter KNOCKS Feral off his feet.

CLOSE ON FERAL - He rolls to a stop. His clothes begin to SIZZLE and smoke. FZZZZ!

FERAL

Yaaa!! Get it offa me!

WIDER - TALON RUSHES INTO SHOT, raising the butt of his assault rifle above a fire hydrant. The rifle butt CRASHES DOWN and BUSTS OPEN a side spout. Water ROARS. WHIP PAN with spout as in pins Feral against his car in a high pressure jet of water.

ON FERAL

FERAL

OK, OK! Turn if off!

Stream stops.

WIDER - PULL BACK TO REVEAL Feral's entire sedan. The engine compartment is SIZZLING. It's been melted through to the pavement!

FERAL

Enough of this.

XCU ON FERAL'S ANGRY FACE

FERAL (CONT)

It's time for military force!

CUT TO:

EXT. THE SKIES ABOVE MEGAKAT TOWERS - DAY

THE TURBOKAT circles the building. The three goo-spitting flyers keep between it and the tower.

T-BONE

Say again, Razor. You must be joking!

CLOSER - THE COCKPIT - AN ANGLE LOOKING BACK FROM THE TURBOKAT'S NOSE.

RAZOR

I say again! I'll penetrate the building and come up on Viper from underneath.

T-BONE

That's a negative, Razor.

He points a thumb toward the tower.

T-BONE'S POV OF THE SKYSCRAPER - PAN OVER THE STRUCTURE. Vines have erupted from the windows and begin to envelop it. (This is not animated, just noticeably worse than before.)

T-BONE (CONT)(VO)  
Plants are taking over the whole building,  
or haven't you noticed?

ON RAZOR

RAZOR  
Affirmative. And that snake's probably got  
a few surprises waiting inside, too.

ON T-BONE

RAZOR (CONT)(VO)  
But Callie's in there, T-Bone.

T-Bone's eyes widen in comprehension. PULL BACK to include Razor.

T-BONE  
Riiight!...We can't attack Viper...

RAZOR  
'Til I get her outta there.

WIDER - Razor's canopy OPENS upwards. TILT UP FAST WITH HIM as he  
JETS from the Turbokat in his EJECTOR SEAT (see Show Three). The  
seat works like a mini-helicopter.

TIGHTER ON RAZOR He steers toward the tower and pours on the speed.

INT. TURBOKAT - DOWN SHOT of T-Bone looking out canopy at Razor's  
flight.

T-BONE  
Maintain radio contact at all times. Do  
you copy?

RAZOR (VO)  
(filtered)  
Affirmative, T-Bone. I'm goin' in. Gentle  
as a baby.

ON RAZOR

His little ejector seat makes for a hundred story window at break-  
neck speed.

RAZOR (CONT)  
(battle cry)

He PUNCHES into the building with a huge CRASH! BUILD MUSIC.

FADE TO BLACK:

END OF ACT ONE

ACT TWO

EXT. VIPER'S VISION - TWILIGHT

A LONG SLOW PAN of the horribly transformed version of Megakat City. The city is a rotting swamp! Peppered with brackish bodies of water, it's a nightmare! Vines and tendrils are strung between the skyscrapers like spider webs. IMPORTANT! This is no flowery back-to-nature garden. It looks hideous, monstrous, and alien! Something even to sicken the most devout naturalist.

VIPER (VO)

I can sse it all now! A sspectacular  
new Megakat Cccity!!! No more ugly metal  
and plasstic...only beautiful ssswamp!!

CLOSER - ABOVE ONE OF THE "LAKES" - The unique shape and size of Megakat Tower is still recognizable under its total plant envelopment and looms in the distance. PUSH IN as Viper continues...

VIPER (VO)

My ssswamp ruled by me. Yess! Doctor  
Viper's Megaswamp City.

A handful of flyers SWOOP INTO SCENE over the lake. A gigantic PLESIASAURUS-LIKE PLANTIMAL BURSTS from the water and GULPS down the flyers with its triple head. CHOMP! CHOMP! CHOMP!

RIPPLE DISSOLVE TO:

INT. MEGAKAT TOWER PENTHOUSE - TIGHT ON VIPER - We were seeing Viper's sicko fantasy through his eyes.

VIPER

(grinning savagely)  
It'll be sso beautiful!

WIDER - TO TAKE IN THE SPORE POD - It has bloated to TWENTY FEET in diameter! A half-dozen flyers perch protectively on its top side.

CLOSER ON THE POD - THUMP. THUMP. Viper pats it lovingly.

VIPER

(crooning)  
Sssoon, my lovely, ssoon!

WIDEN - He circles the pulsing pod and pontificates.

VIPER (CONT)

In fifteen minutesss, you will exssplode,  
ssending beautiful sspores to transform  
the entire ccity!

His head snaps to the side by some OS EXPLOSIONS.

WIDER DOWN SHOT - DOWN THROUGH THE SKYLIGHT - PAN WITH VIPER as he  
scurries from the penthouse to the roof edge and peers over. Far,  
far below the FLASH of tank cannons can be seen.

UP SHOT ON VIPER PEERING DOWN AT US

VIPER

Foolsss! Go ahead, wassste your time!

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

UP ANGLE ON THE WALL OF THORNS - FERAL dramatically RISES INTO SHOT  
and addresses his OS forces. (Because of the acid goo, his long  
coat is burned off at the right shoulder, exposing one bare arm.)  
A loud mechanical RUMBLING can be heard OS.

FERAL

Fire again on my mark!... Ready...Aim...

He raises and points his swagger stick.

WIDE REVERSE ANGLE - We see Feral is commanding a squad of THREE  
HUGE ENFORCER COMBAT TANKS! (Let's call them PEACEKEEPERS!)

FERAL (VO)

Fire!

BOOM! BOOM! BOOM! The cannons BLAST! WHIP PAN with the shells  
over to the viney barrier. BLAM! CRASH! They explode mightily on  
an already cannon-blasted section of the wall. A BEAT. The smoke  
begins to clear.

ON FERAL AND TALON

TALON

That did it, Commander. We're through!

FERAL

(smiles tightly)

Let's move in.

CLOSER - THE HOLE AND FERAL AND TALON - CRASH! An enormous  
BEHEMOTH TYPE PLANTIMAL BURSTS from the hole, all bulk and teeth!  
Feral turns toward the tanks, shouting.

FERAL

Blast it!

ON THE TANKS - BOOM! BOOM! BOOM! Three fire in rapid succession.

CUT TO:

EXT. TURBOKAT - DOWN ANGLE FEATURING T-BONE -PAN WITH jet as it circles the tower. Far below, we see the flash of cannon fire.

T-BONE

What's that jerk up to now?

ON HIS INSTRUMENT PANEL - T-Bone flips some toggle switches. A graphic reading "SKY EYE" lights up.

T-BONE

Let's take a closer look.

WIDE ON TURBOKAT - It slows its flight and engines intakes, etc. point downward, allowing the craft to HOVER in place.

CLOSER - TURBOKAT BELLY - A tiny panel slides open and a fancy triple lens array (with radar microphone) CLICKS down into place.

CLOSE ON T-BONE

He leans over to look through a scope.

T-BONE

O.K., sky eye, let's see what you got for me.

DOWN ANGLE ON THE PLAZA - T-BONE'S LONG DISTANCE POV THROUGH SCOPE - A cool readout showing a frightening view. The behemoth is holding a defensive position in front of the barrier. The giant creature shrugs off a few huge shell bursts. It is immune to cannon fire!

T-BONE (VO)

Will you look at that!

MEDIUM ANGLE ON PLAZA - The defending behemoth sprays jets from its three trunks in a sweeping pattern to target the tanks.

ON ONE TANK - SPLATT! The acid goo lands and MELTS the front of the peacekeeper into slag. TWO CREWMEN jump out of the top hatch.

TANK CREWMEN

(yells of fear)

ANGLE ON FERAL AND TALON FAVORING TALON

TALON

The toughest tanks we have and that...thing melted 'em like butter! What's it gonna do next?!

FERAL

(curious)

Maybe nothing.

ON BEHEMOTH - Like a bizarre watchdog, it BACKS UP to block the wall breach with its bulk. It ROARS defensively.

FERAL (VO)

It's just sitting there!

CUT TO:

INTERIOR MEGAKAT TOWER CORRIDOR

ON RAZOR

Loaded for bear (including his GLOVATRIX device), he stalks the halls, looking for a way up to the roof. It's creepy in here. The plants in the building have enveloped the walls. It's a weird union of stone and vegetation. Limp VINES hang from the walls.

T-BONE (VO)

Razor come in. Give me your status. Over.

CLOSER - RAZOR - He stops and taps the side of his helmet (activating his radio communications device).

RAZOR

Looks like a swamp in here! But so far, so good. What's your situation?

CUT TO:

WIDE ANGLE ON TURBOKAT - STILL HOVERING NEAR TOWER FACE

T-BONE

It's weird, these flying cabbages don't attack me unless I'm close to the roof. There's a big brother plant keeping Feral out of the picture, too.

RAZOR (VO)

(laughs)

I guess they're not all bad!

CLOSER - T-BONE

T-BONE

Right! Keep in contact. When you find Callie, make for the top. Then I'll punch a hole through that flying salad bar and pick you up. Copy?

CUT TO:

INT. MEGAKAT TOWER CORRIDOR

CLOSE - RAZOR - Behind him, the vines slowly come to life, rising in a menacing fashion. Razor grins, unaware.

RAZOR

Affirmative, T-Bone. Then we can blast Viper and his garden to Kingdom Come! Out.

WIDER - The vines GRAB at him!

RAZOR

Yaaa!!

Razor LEAPS out of the way, and bolts down the corridor.

LOW ANGLE - RAZOR - He begins to run the gauntlet. PAN WITH HIM as he leaps and dives down the hallway, avoiding the strangling roots.

CUT TO:

INT. SOUTHWESTERN RECEPTION AREA - DAY

This room is wider, better lit, and decorated in a Santa Fe Motif. Big potted CACTUS PLANTS abound. Razor WHIPS around the corner INTO SCENE. We PULL OUT SLOWLY to establish the room. Razor freezes, contemplating the spiky plants.

CLOSE ON BATCH OF MUTATED CACTUS PLANTS - Several cactus "arms" rotate like radar dishes to point toward Razor.

RAZOR

Don't like the look of this!

CLOSER ANGLE ON RAZOR - There is a WEIRD NOISE behind him. He WHEELS about, facing camera. His eyes widen.

WORM'S EYE REVERSE ANGLE - (RAZOR'S POV) - Three rovers EXPLODE out of the darkness SHRIEKING MADLY.

ON RAZOR - A MEDIUM SHOT as he raises his glovatrix weapon gauntlet

and fires a barrage of mini missiles. BLAM! BLAM! BLAM!

RAZOR

Chew on this!

WIDER TO TAKE IN RAZOR AND THE ROVERS - BLAM! The missiles EXPLODE, staggering the monsters.

ON THE ROVERS - They get creepily to their "feet". The missiles only stunned the tough, fibrous things!

RAZOR (VO)

I don't believe it!

ON RAZOR - PAN WITH HIM as he runs into the Southwestern Room at full tilt, the Rovers in hot pursuit.

ANGLE ON A NUMBER OF MUTANT CACTUS PLANTS - Razor's shadow whips over them. The cacti FIRE a barrage of needles.

ON RAZOR - PAN FAST WITH HIM as he does a tuck and roll under the spray. The rovers aren't so lucky. They rush in and get NAILED by the poisonous darts! The Rovers SCREECH!

CLOSE ON RAZOR

He rolls to his feet and draws a heavy-duty FLAME THROWER in one smooth movement.

RAZOR

Time to redecorate!

CLOSE ON RAZOR'S GUNS (flame gun and glovatrix) - He BLASTS away! A jet of blue flame BURSTS from the sidearm; his glovatrix BLASTS cement blobs from a rotating cylinder, like a Gatling gun!

DOWN ANGLE - THE HALL AND ROVERS - SPLAT! The rovers are covered in hardening cement while the flame gun ignites the room into an inferno. A fire alarm begins to BLARE.

OTS ON RAZOR

Behind him, we can see the inferno of the room and the immobilized blobs of the rovers. He quickly tosses his spent flame gun toward the ceiling.

ANGLE - CEILING SPRINKLER - CLANG! The gun SMASHES into the plant-jammed FIRE SYSTEM, knocking away an inhibiting root. WHOOSH! The sprinkler JETS to life and the hi-tech building's FIRE ALARM SPEAKS! (in a pleasant female voice)

FIRE ALARM  
Fire control systems activated.

PREVIOUS SHOT

Razor watches the sprinklers douse the flame. The alarm ceases its howl.

FIRE ALARM  
Fire extinguished.

RAZOR  
So much for the fire...

CLOSER - RAZOR'S DETERMINED FACE

T-BONE (VO)  
(filtered)  
You got problems, Razor? I'm getting  
a lot of noise from in there.

RAZOR  
I can handle it. Still no sign of Callie,  
though. Continuing my sweep. Razor out.  
(to himself)  
Just hope my ammo lasts 'til I can get her  
out!

Razor looks OS (at the four blobs) with anger and surprise.

ON THE ROVERS (RAZOR'S POV) - They begin to CRACK their way out of the shells like a bird exiting its egg.

RAZOR (VO)  
I'm outta here.

CUT TO:

EXT. MEGAKAT COUNTRY CLUB - DAY

XCU - GOLF BALL - Manx's putter gently swings in and out of frame in anticipation, one, twice, then just as he TAPS the ball, his portable phone RINGS (OS), spoiling the putt.

WIDER - TO TAKE IN YOUNG AND HIS ASSOCIATES - Manx is wearing a ridiculous golf outfit. The others (still in suits!) stand behind him, beside the Mayor's stupid-looking golf cart. The putt goes off, missing by inches.

MANX  
Drat!

ON MANX - He sheepishly regains his composure and lifts the phone from his belt and presses it to his ear. Young is behind in BG. Manx politely addresses them over his shoulder.

MANX (CONT)  
 Heh heh. Excuse me, gentlemen.  
 (quieter into phone: he's burning)  
 Manx here, this better be important!

FERAL (VO)  
 (filtered)  
 Oh, don't worry, Mister Mayor, it is.

CUT TO:

EXT. MEGAKAT TOWER PLAZA

ON FERAL - The Commander is communicating to the Mayor on a military looking field phone.

FERAL  
 We have a situation here! Doctor Viper's turned your pet skyscraper into a giant geranium!

MANX (VO)  
 (filtered)  
 (gasps) Viper!

CUT TO:

EXT. MEGAKAT COUNTRY CLUB - CLOSE ON MANX - Young is behind and out of earshot.

MANX  
 (quiet but barely controlled)  
 Listen carefully, Feral The city has a billion dollars sunk in that tower. You get that wacko out of there fast, and don't level the building doing it!

FERAL (VO)  
 You don't underst..

MANX  
 (hissing through his teeth)  
You don't blow it! My eastern friends here are about to sign the deal! I have to go!

He racks the phone.

YOUNG  
Is there a problem, your honor?

MANX  
(smooth)  
Heh, heh. Not at all. Now where  
were we?

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

LOW ANGLE ON THE PAVEMENT - Feral's phone shatters on the concrete.  
SMASH! TILT UP to him.

FERAL  
That tears it!

WIDER ON FERAL

FERAL  
(mockingly)  
"You don't blow it!" Great! I can't  
burn, cut or blast. What does he expect  
me to do? Leave it to the Swat Kats?

T-BONE (VO)  
(filtered - cutting in on Feral's radio)  
Sound like a plan to me, Sour-puss!

WHOOSH! The Turbokat ROARS THROUGH FRAME ABOVE... Feral follows  
with his head.

FERAL  
(boiling)  
Things just keep getting better!

CUT TO:

INT. MEGAKAT TOWER - DAY

Razor runs full-tilt down a wide hallway. This one sports VENUS  
FLY TRAP PLANTS on darting stalks! Razor runs through them OS. A  
BEAT, then half a dozen rovers scurry after him! Some on the  
walls, some via the ceiling!

ANOTHER ANGLE - PULL BACK as Razor runs toward us. He cross-draws  
a pair of ELECTRICAL GRENADES from his jumpsuit.

ON RAZOR'S FACE - He bites on both grenade pins and yanks them  
free.

WIDER ON RAZOR RUNNING TOWARD CAMERA - As he runs, Razor tosses the weapons over his shoulder. He RUNS OVER CAMERA. A BEAT. The rovers reach the grenades. ZZAP! CRACKLE! The beasties twitch in an impressive display of blue and white electrical arcs.

ANOTHER ANGLE

RAZOR keeps moving and doesn't even look back. Bathed in flickering electrical light, he does a tuck and roll under a SNAPPING Venus fly trap and reaches for his ankle.

CU OF RAZOR'S ANKLE - He frees a MINI BUZZ SAW BAZOOKA from an ankle holster.

ANGLE FACING WALL AT DEAD END OF CORRIDOR - Razor ROLLS UP INTO SHOT and points the weapon at the distant wall.

CLOSE - BAZOOKA - CLACK! Ten barrels in a circle from the body of the long weapon. WHIRR! WHOOSH! Ten circular JET POWERED BUZZ SAW BLADES BLAST FORTH INTO CAMERA.

SIDE VIEW OF RAZOR SHOOTING BAZOOKA. WHIP PAN WITH PROJECTILES as they imbed themselves in a circular pattern in the wall. A BEAT. Then - BOOM! they EXPLODE!

CUT TO:

INT. MEGAKAT TOWER NEO-CLASSICAL LEGAL OFFICE - DAY

A circle of explosions ring the blank wall. A BEAT, then Razor BURSTS into the room, KNOCKING out the circular portion of the wall! Certificates reading "Katz, Katz, Katz and Katz" go FLYING!

WIDER - We see Razor has smashed his way into a tasteful LEGAL OFFICE DECORATED IN A NEO-CLASSICAL STYLE. The decor evokes the bloated time of Nero. Too bad the posh marble chamber has been damaged and violated by dangerous looking plants. It kind of looks like an alien Roman ruin now.

CLOSE ON RAZOR - He hears a slow CHITTERING NOISE behind him and WHEELS about to look back down the way he came.

ON HALLWAY - RAZOR'S POV through hole in wall - The "electrified" rovers get slowly to their feet. It's eerie.

RAZOR (VO)

(quiet)

How do you kill these things?

The rovers begin to RACE forward AT CAMERA with a horrifying SCREECH.



RAZOR (CONT)(VO)

Good thing my helmet's stronger than that.

ON THE PAIR

CALLIE

I'm so sorry. I thought you were one of them.

She points to the blocked bookshelf. WHIP PAN over to it. Another THUMP. Razor's barrier SHIFTS again. A rover BUSTS through and starts to TEAR away at the blocking rubble!

WIDE TO TAKE IN RAZOR, CALLIE AND THE BOOKSHELF - Razor grabs Callie's hand and they SPRINT over to an OVERGROWN WALL.

RAZOR

This way, hurry!

DOWN ANGLE ON WALL - It sports an AIR CONDITIONING DUCT. Callie is boosted up by Razor. She YANKS the duct cover open and climbs in.

OTS ON RAZOR - He hears an OS CRASH, and turns toward the bookcase. WHIP PAN over to the sight. The rovers have broken through, and CHARGE!

WIDE ON RAZOR - He leaps upwards, grabbing the lip of the duct.

RAZOR

Make room, Callie!

CLOSER ON RAZOR - scrambling for a foothold on the slimy wall. His foot catches on a paperback book-sized AIR CONDITIONING CONTROL. Giving him enough purchase to spring upwards and OS, his big clawed foot dislodges the air-control unit with a SNAP, and it hangs at a weird angle. The duct door SLAMS shut above and OS.

XCU ON AIR CONDITIONING CONTROL - It clearly reads: "TEMPERATURE CONTROL." A color readout CHANGES from red to blue and, like the building fire control, this thing talks, too! (in the same soothing voice)

AIR CONDITIONER

Attention. Sector climate controls have been damaged. Air conditioner is active at maximum coldness. One hundred and fortieth floor temperature fifty degrees and dropping.

CUT TO:

EXT. MEGAKAT TOWER COURTYARD - DAY

DOWN ANGLE ON FERAL OTS - Talon rushes up to him.

FERAL  
Status report, Sergeant!

TALON  
Copter one is on approach from the  
chemical factory.

FERAL  
GOOD!

AN UP ANGLE FAVORING Feral - He GRINS darkly at the first good news  
he's heard all day!

FERAL (CONT)  
Let's see how those cabbages like a  
hundred gallons of weed killer!

An Enforcer chopper ROARS overhead with a huge yellow and black  
canister attached to its belly by a big mechanical claw. Feral and  
Talon crane their necks to follow it. Feral lifts the radio phone  
to his ear.

FERAL  
King! Burge! Drop the package... on  
my mark.

CUT TO:

INT. ENFORCER CHOPPER - A DOWN ANGLE, FAVORING TARGETING SCOPE.  
King flies and Burge hunches over the scope which shows a PANNING  
aerial view of the PULSING behemoth.

KING  
Roger that, Commander.

TIGHT ON TARGETING SCOPE - We see the behemoth clearly. A  
TARGETING GRAPHIC SUPERIMPOSES itself over the creature with a  
PING.

BURGE  
We have target acquisition!

CUT TO:

WIDE ON COURTYARD OTS FERAL - We can see the wall, the defending  
behemoth and chopper one hovering fifty feet above it. Feral  
RAISES his swagger stick and SNAPS it downward.

FERAL  
Now!

CLOSE ON WEED KILLER CANISTER

CLACK! The claw SPRINGS open. The canister begins its DROP. TILT down with it. (It makes a WHISTLING missile sound during the fall.) SPLAT! The canister BURSTS open on impact with the behemoth, SPLATTERING bright orange steaming goop over the creature's surface.

WIDER ON BEHEMOTH - The poison OZZES over the beast. A BEAT of inactivity, then the behemoth SHUDDERS. The vicious orange chemical SIZZLES!

XCU ON FERAL

FERAL

(with quiet glee)

Got you!

His happy expression changes to surprise.

FERAL (CONT)

No!

ON BEHEMOTH - The weed killer is ABSORBED into the monster's skin! It smiles a ghastly, toothy grin and LICKS the last traces of chemical from its leafy lips. It BELCHES! A BEAT, then it SWELLS in size by fifty percent! SHATTERING a larger hole in the thorny wall with its expanded bulk (but still blocking it).

ON TALON AND FERAL - In a rage, the Commander SNAPS his swagger stick in two.

TALON

It ate the poison! It likes it!

FERAL

How do you kill these things?!

INT. MEGAKAT TOWERS - HORIZONTAL AIRSHAFT - Razor CRAWLS ahead of Callie in the dark shaft. Illumination floods up from evenly spaced gratings on the shaft's floor. Razor taps his helmet radio.

RAZOR

T-Bone. Come in.

T-BONE (VO)

(filtered)

T-Bone here. What's your status? Over.

ANOTHER ANGLE FAVORING CALLIE- Light from a grating floods up at her from below. She looks down in disgust!

RAZOR (VO)  
Callie's with me. We should reach the  
roof any time.

T-BONE (VO)  
Excellent!

OTS ON CALLIE - FAVORING GRATING. Below is the corner of an ART  
DECO STYLE OFFICE overgrown with bloated, spiky mushrooms.

RAZOR (VO)  
Stand by for pick-up.

CUT TO:

WIDE ON TURBOKAT - TRUCK IN FAST to favor T-Bone during dialogue.

T-BONE  
One more thing, Razor. I recommend  
you use best possible speed! I think  
Viper's about to do...

DOWN ANGLE ON ROOF (T-BONE'S PANNING POV) - The spore pod has  
swollen so large that it has partially burst from the penthouse  
substructure! It must be eighty feet wide, now!

T-BONE (CONT) (VO)  
...Whatever he's planning to do!

Hold on this ugly site a beat, then ...

CUT TO:

INT. MEGAKAT TOWER AIR SHAFT

CU ON RAZOR

RAZOR  
Will do, big buddy. Out.

He taps his radio off, then turns to look at Callie in the BG.

RAZOR  
(to Callie)  
Is it cold in here?

ON CALLIE - She stops her crawl and hugs herself, shivering.

CALLIE  
Freezing!

Behind her, the three tenacious rovers BURST from a grating below!

Callie turns.

CALLIE

Eeeee!!

CLOSER ON THE ROVERS - They approach slowly, hesitantly. The automatic climate control speaks up again.

AIR CONTROL

(echoey)

The climate control has been damaged.  
Temperature on this floor forty  
degrees and dropping.

PROFILE SHOT ON SHAFT - The rovers pass in front of a side duct which BLASTS them with frosty air. The monsters SCREAM in agony! PAN OVER to Callie and Razor.

CALLIE

Blast 'em, Razor!

RAZOR

I can't, Callie. I'm out of ammo, but...

TIGHT ON ROVERS - FROZEN IN PLACE LIKE STATUES

RAZOR (CONT) (VO)

I don't think they need blasting!

The creatures TWITCH eerily a moment, then SHATTER with a SQUEAL!

ON CALLIE AND RAZOR - Razor activates his helmet radio.

RAZOR

T-Bone, come in.

T-BONE (VO)

I copy, Razor.

TIGHT ON RAZOR - He's grinning like an idiot

RAZOR

I know how we can save the day, partner!  
You'll have to make a fast pick-up at  
the space center. We'll meet you on  
this roof in ten minutes!

BUILD MUSIC

FADE TO BLACK:

END OF ACT TWO

ACT THREE

FADE IN:

EXT. M.A.S.A SPACE CENTER - DAY

WIDE DOWN SHOT TO ESTABLISH the Megakat City version of Cape Kennedy. Lots of enormous launch gantries ring the vast base. They host an array of Megakat technology space shuttles, Saturn V's, and a few unusual spacecraft a little more advanced than we have. PAN WITH a tiny Turbokat over this impressive complex. The cape launch control speaks to T-Bone over his radio.

LAUNCH CONTROL (VO)  
Turbokat, I say again. This is Flight Control. You are not cleared for this area. Over.

CLOSER ON TURBOKAT - FAVORING T-BONE

T-BONE  
Understood, Flight Control, but I have an emergency situation here.

ON T-BONE

LAUNCH CONTROL (VO)  
Explain the nature of your emergency. Over.

T-BONE  
Here's the deal...

WIPE TO:

EXT. THE CAPE CHEMICAL STORAGE WAREHOUSE - DAY

UP ANGLE ON THE TURBOKAT AS IT VTOL'S UP AND AWAY. Hanging from its belly on a pair of cables is a missile shaped CANISTER about half the length of the jet. TILT DOWN to a PAIR OF jumpsuited TECHNICIANS looking up at the departing jet. A stylish round M.A.S.A logo adorns the back of the jumpsuits. Next to these technicians are a lot more canisters like the one attached to the Turbokat. They read: "N2." (The chemical designation of LIQUID NITROGEN) The techs turn to one another.

TECH ONE  
What's that Swat Kat want with a tank of super rocket coolant?

TECH TWO

Who cares, it's no skin off my tail.  
If the front office wants ta give freeze  
juice to a vigilante, who are we to argue?

ON TECH ONE - He shield his eyes against the sun and squints up at the jet.

TECH ONE

I guess you're right...but yikes! One  
barrel has enough coolant to freeze a  
whole city block!

CUT TO:

INT. MEGAKAT TOWER - VENTILATION SHAFT - DAY

ON CALLIE AND RAZOR - Still crawling along the duct. Razor stops and GRINS.

RAZOR

Aha! There it is!

CALLIE

There what is?

ON RAZOR OTS TOWARD CALLIE

RAZOR

Our shortcut to the roof. Come on!

WIPE TO:

MEGAKAT TOWER - ELEVATOR SHAFT

UP ANGLE ON THE DARK SHAFT - It too is unnaturally overgrown. Beanstalk-like vines twist about the elevator cables. SPANG! Above us, a side panel is kicked loose into the shaft. FAST TILT DOWN with it as it passes close with a WHOOSH and then drops away down the shaft. Dim and seemingly bottomless, the shaft bears a GRAPHIC on the wall telling us that we are on the 145th floor.

INT. VENTILATION SHAFT - ON RAZOR AND CALLIE

Razor turns toward the dark elevator shaft and barks a request.

RAZOR

Hang on tight!

Callie hesitantly grabs Razor's shoulder straps and jumps on, piggy-back style.

CALLIE  
I don't know about... Eeeeeee!

CUT TO:

UP ANGLE

The two tandem cats leap from the tiny duct into the dark shaft. Razor deftly grabs the now vine-like elevator cable.

CLOSE - RAZOR AND CALLIE

Razor is actually enjoying this. Callie keeps her eyes shut.

RAZOR  
This is easy.

CALLIE  
Yeah. Piece of cake!

They climb briskly up and OUT OF SHOT.

DOWN ANGLE

Straining, Razor climbs at a rapid clip. Far below them something ROARS. Razor stops. Callie looks down. A twitching shape comes up from below, filling the shaft!

CALLIE  
Razor!!! We have trouble!

ON ELEVATOR BEASTIE - (CALLIE'S POV)

It is a new type of GIANT PLANT THING, supported by green spidery legs on all four sides. The purple creature SCURRIES upwards fast. It's big, toothy, ugly mouth GNASHES and CHOMPS in a disgustingly wet manner. It RACES BIG toward camera.

RAZOR (VO)  
Big trouble!

CUT TO:

EXT. MEGAKAT TOWER ROOF - UP ANGLE ON VIPER - He walks toward the virtual WALL of his spore pod. The pod looks swollen and ready to burst. Inside the translucent skin of this abomination, we can see its rubbery plant "organs" OOZE and PUMP foul fluids. Some also DRIPS regularly from it. Viper gives one large round area a big hug. It GURGLES in response.

VIPER

It'ss jusst you and me, now ssweetness!  
Feral iss helplesss and the Sswat Katss  
have run away in their sstupid jet!

DOWN ANGLE ON PART OF THE POD AND VIPER - Viper steps back and puts his hand on his hips and gazes up at his master creation.

VIPER

(sighing contentedly)  
You're sso beautiful! It'ss almosst  
a shame you have to exxplode.

CLOSER ON VIPER - Appraising the pod's "condition" with an expert eye.

VIPER

I'd ssay in about sseven and a half  
minutess. Ha ha ha!!

CUT TO:

EXT. MEGAKAT TOWER PLAZA - WIDE ON FERAL - PAN WITH HIM as he struts toward Talon and two of his commando troops. Ann Gora and her cameraman run to keep up with him.

ANN

Commander Feral, why have your Enforcers  
been so helpless gaining entry into  
Megakat Tower?

Feral ignores her. He reaches his men.

FERAL

Get these two on the other side of the  
barrier...now!

DOWN SHOT - THE TWO COMMANDOS hustle Ann and her camera guys away bodily!

ANN GORA

(shouting)

The public has a right to know, Commander!

TIGHT ON FERAL'S FACE - He whips around to address Ann. He has officially lost his cool.

FERAL

Ms. Gora, the public can kiss my tail!!

Ann, the cameraman and the commandos cannot believe their ears!  
Their eyes bug and their jaws drop.

WIDE ON THE WHOLE GROUP - Feral's panting.

FERAL (CONT)

You news hounds are so quick to attack me like a pack of scavengers! Well let me ask you something, "Annie"...

DRAMATIC UPSHOT ON FERAL - Behind him is the tower.

FERAL (CONT)

Where are your precious Swat Kats?!  
...They ran away! And I'm still here!  
I'm here doing everything possible!

ON ANN GORA

FERAL (CONT) (VO)

So... back off!!

PREVIOUS SHOT

FERAL

Because I have to deal with that!

He points at the tower roof. The hundred foot tall spore pod is now visible from the ground!

ON ANN AND HER CAMERAMAN - She leans over to him.

ANN

(quietly)

Where are the Swat Kats?

EXT. THE SKIES OVER MEGAKAT CITY - DAY - The Turbokat ROARS toward a bat out of hell. WHIP PAN with it as it passes inches away. ROAR! It's afterburners bathe the screen in FLAMES for a moment. when our vision clears, the Turbokat is already a quarter mile away and accelerating!

ANGLE ON COCKPIT FAVORING T-BONE - He contacts Razor by radio.

T-BONE

Razor, do you copy? I should reach the tower in two minutes. Over.

RAZOR (VO)

(strained)

It's a date, pal! See you topside.

CUT TO:

INT. ELEVATOR SHAFT

SWATKATS.INFO

ON ELEVATOR CREATURE - It fills the camera, CHOMPING and SMACKING.

WIDER - Razor and Callie climb fast but not fast enough. The monster is ten feet away!

CLOSE - RAZOR AND CALLIE - The Swat Kat is sweating nervously. TILT WITH HIM as he climbs.

RAZOR  
(out of breath)  
Got my hands full, here. Gotta go.  
Razor out!

Callie  
(things look hopeless to her)  
Nice knowing you, Razor.

ON RAZOR - HE GRINS

RAZOR  
Thanks! And it still will be!...

PULL BACK - He points glovatrix up.

XCU ON GLOVATRIX - BLAM! It FIRES a multi-claw-like GRAPPLING HOOK OS.

UP ANGLE ON GRAPPLE - It FLIES up into the darkness, trailing a CABLE from the glovatrix.

TIGHT ON TOP ELEVATOR SHAFT - The grappler imbeds itself into the metal ceiling. CLANG!

PROFILE ANGLE ON RAZOR AND CALLIE

RAZOR  
Hang on!

The beastie makes one last lunge at them. Its snapping jaws miss by inches as the couple is YANKED up and OS. by the cable.

CALLIE  
Woaaa!!

CUT TO:

EXT. MEGAKAT TOWER - DAY

ROAR! The entire screen is bathed in jetwash! The Turbokat STREAKS away from us in a heartbeat. We are looking up the vine covered face of the tower. (Another reminder of just how tall this structure is!)

ON TURBOKAT - KEEP WITH IT as it flies straight up.

T-BONE

(battle cry)

ANGLE - THE ROOF - WIDE TO ESTABLISH

The roof is now entirely grown over, all wood and vegetation. The spore pod is impossible to ignore. Filling the penthouse and jutting 120 feet in diameter, it GLOWS a bright sickly green.

Three dozen flyers CLING protectively on its bloated mass. The Turbokat ROAR builds in the BG. Viper has moved his operations to the roof. Obviously, the spore pod has filled the penthouse with its horrific growth.

CLOSER - VIPER - He turns away from us to face the roof edge. ROAR! The jet explodes into view close to the building. The sudden backwash KNOCKS Viper off his feet!

CU ON VIPER - He stands nonchalantly, brushing the dirt from his lab coat. He ain't worried.

ON THE SPORE POD - The small air force of flyers SPRING upward. TILT UP to follow them as they try to catch the Turbokat.

DOWN ANGLE - TURBOKAT

It ROARS toward us FAST until T-Bone fills frame.

T-BONE

Time for some real flying.

ON T-BONE - A PROFILE VIEW of the tough cat opening the throttle all the way!

T-BONE

Eat my backwash, you lettuce heads!

WIDE - THE SKY

The Turbokat PUNCHES a hole through the center of a clump of the flyers. His jet FLAME washes over the three flyers.

ON T-BONE - A JET'S NOSE EYE VIEW as he looks over his shoulder at his work.

T-BONE

Ha ha! barbecued cabbage, my favorite!

He turns to look at camera. His smile fades.

T-BONE  
 (impressed in spite of himself)  
 Those things are tougher than I thought.

ON FLYERS - T-BONE'S POV

Obviously, not even the super-hot jet flames affect these critters. They come at him, SPITTING a wash of acid-goo.

WIDE ANGLE ON THE TURBOKAT - T-Bone maneuvers the jet between the squad of GOO SPITTING flyers.

CLOSER - TURBOKAT

T-BONE  
 Enough of this! Razor, where are you?

CUT TO:

EXT. MEGAKAT TOWER ROOF - MEDIUM ANGLE ON VIPER - His back to us, he is watching the distant fight.

VIPER  
 Fight away, foolsss! In less  
 than two minutesss it will all  
 be over!

RAZOR  
 You can "ssay" that again, snake-puss!

Viper whips about, not believing his eyes.

VIPER  
 It'sss not possssible!!

ON RAZOR - He stands in a heroic pose, his arms folded across his chest.

RAZOR  
 Anything's possible, Ugly.

WIDE ON RAZOR AND VIPER - With a ROAR, Viper leaps onto his foe. They roll to the ground.

VIPER  
 (panicked)  
 You can't sstop me now!!

CLOSER - Viper manages to pin the brave cat under him.

ANOTHER ANGLE - Viper's tail flicks up into scene, then down fast for three OS HITS. SMACK! SMACK! SMACK!

WIDER - Viper lifts the stunned hero over his head and tosses Razor over the building edge.

VIPER  
It'sss oblivion for you, Ssswat Kat!

WIDER TO TAKE IN CALLIE

CALLIE  
Razor! Noooo!

VIPER  
Yess!

DRAMATIC UP ANGLE ON VIPER

VIPER (CONT)  
(politely)  
Don't worry, Misss Briggss... You'll be joining him.

WIDER - TAKE IN VIPER, CALLIE THE ROOF EDGE AND THREE FRESH ROVERS  
Viper points at Callie and shouts an order to his creatures.

VIPER (CONT)  
Attaaack!

Callie backs toward the roof's edge. The ring of rovers move in slowly.

LONG DOWN SHOT - PANNING OVER THE ROOF (T-Bone's POV, but we don't know that.)

Three tiny green dots (the rovers) corner Callie at the roof's edge.

CLOSER - CALLIE AND THE ROVERS

The rovers LEAP! At the last moment Callie is YANKED UPWARDS by a safety harness! The monsters accidentally dive over the edge of the roof!

UP ANGLE -ON CALLIE

She wears a rescue harness which begins to WINCH the her up fast toward a pair of doors in the hovering Turbokat's belly! (set behind the harness holding the rocket coolant)

INT. COCKPIT FAVORING T-BONE

RAZOR

Nice flying, T-Bone. First you catch me, then you scoop her up!

T-BONE

Just call T-Bone, last minute life saving a specialty!

He looks up.

T-BONE (CONT)

Oh oh! Looks like I spoke to soon!

ON THREE FLYERS AS THEY RACE TOWARD CAMERA

T-BONE (CONT) (VO)

Get her in fast!

RAZOR

Roger that!

CLOSE ON TURBOKAT BELLY - Callie gets YANKED up into the jet. The doors just SLAM shut under her as a flyer WHIPS THROUGH FRAME with a SCREAM. (FYI - Callie is sort of stuffed in an empty weapons bay in the jet's belly.)

WIDER ON THE JET'S BOTTOM - It begins to move forward, gaining speed as it CONVERTS from VTOL (hover) mode to normal flight. PAN WITH IT as it really starts to move. The three flyers pursue at a distance.

WIPE TO:

EXT. MEGAKAT TOWER - MOMENTS LATER

DOWN ANGLE - TURBOKAT COCKPIT The jet circles Megakat Tower, keeping ahead of the flyers. Callie and Razor are scrunched into his seat.

CLOSER ON RAZOR AND CALLIE

Razor angrily FLIPS some switches on his weapons panel. Several green lights turn to red.

RAZOR

(sarcastic)

This is just great!

T-BONE (VO)

What's wrong?

RAZOR  
Weapons check. Negative!  
missile.

He frowns and taps the display panel.

RAZOR (CONT)  
The attack systems are all gummed up!

CLOSE ON T-BONE

T-BONE  
Gotta be that plant goo!

PULL BACK TO INCLUDE RAZOR AND CALLIE

RAZOR  
Gotta be...I'm gonna have to drop the  
package manually.

T-BONE turns to look at his pal. The pursuing flyers can be seen  
in the BG as the jet circles.

T-BONE  
Not this again! That means you'll  
have to climb down onto our freeze  
bomb!

RAZOR  
Don't have much choice, do we?

A DOWN ANGLE FEATURING RAZOR - He's serious (like near the end of  
Act One).

RAZOR (CONT)  
It's the only way and you know it!  
Just get us to the drop zone and keep  
that flying produce away from me.

He YANKS back a lever and the floor opens beneath him. Razor DROPS  
through with a...

RAZOR (CONT)  
Geronimeow...!

UP SHOT ON BELLY OF PLANE - FAVORING FREEZE BOMB - Razor slides  
down the cable and straddles the big canister with a THUMP.

ON SIDE VIEW OF THE TURBOKAT - PAN WITH THE JET as it ROARS along,

picking up speed. T-Bone looks serious, Callie looks terrified and Razor is having the time of his life!

RAZOR

Woouooooo! Get ready Viper! The Swat Kats are back!

The Turbokat begins to angle downward for its attack run and with a BURST of speed nearly blazes off screen. WHIP PAN with it until we are behind it, "eating flame." Below is the top of MegaKat Tower. The Spore Pod is ridiculously huge, covering half the rooftop (but not the air conditioning hutch). It PULSES fast, ready to erupt. A BEAT, then the pursuing flyers WHIP INTO FRAME from three sides (spitting goo, natch) and follow the now tiny Turbokat.

ON RAZOR - Looking anxiously at the roof. He taps helmet communicator.

RAZOR

T-Bone! Go for the big air conditioning hutch on the roof. We can frost the whole tower from there!

OTS ON T-BONE - The air conditioning hutch LOOMS in the center of T-Bone's sights and grows by the nano-second. Next to it, the spore pod begins to ERUPT!

T-BONE

Right on target! It's now or never!

CLOSE ON RAZOR - He attaches a magnetic baseball sized explosive detonator to the canister with a CLANG. A ten second digital countdown begins.

RAZOR

Detonator activated! T minus eight seconds!

WIDER ON RAZOR - As he pulls a release pin on the bomb cable and jumps upward toward the Turbokat's belly doors.

WIDER ON TURBOKAT - We are right on its tail as the freeze bomb DROPS toward the tower below, and Razor scrambles up into the jet!

ON THE BOMB - PAN FAST WITH IT as it picks up speed. A WHISTLING noise accompanies it's descent.

ON VIPER - His back to us, he looks up at the approaching weapon.

VIPER

Yaaaa!

REVERSE ANGLE - Viper DIVES out of the way. KABOOM! The missile SMASHES into a roof substructure of the air conditioning hutch and lodges there a beat.

WIDE ON TURBOKAT - The jet pulls up just as the N2 canister EXPLODES! A shock wave of sub zero temperature fans out from the blast, catching the three pursuing flyers in its wake! They freeze solid in an instant!

CUT TO:

EXT. MEGAKAT TOWER ROOF - WIDE ANGLE

Viper watches as the air conditioning hut EXPLODES in a second shower of snow and ice. WHAM!! The roof plantimals freeze in place! Viper is covered by an obscuring cloud of frost.

SERIES OF FAST CUTS

A blizzard-like frost ROARS down several plant covered passages, FREEZING greenery in its wake.

THE AIR CONDITIONING DUCT;

THE ELEVATOR SHAFT;

THE NEO-CLASSICAL LEGAL OFFICE;

THE SOUTHWESTERN "CACTUS ROOM";

THE VINEY CORRIDOR (where Razor arrived);

THE TOWER LOBBY;

THE SUB BASEMENT ... AND FINALLY...

CUT TO:

EXT. MEGAKAT TOWER PLAZA - DAY

Feral frantically leads his squad away from the viney wall.

FERAL

Get clear! On the double!

WHOOSH! An EXPLOSION of ice and snow frost the "fence" and behemoth.

TILT UP TO THE TOP OF THE TOWER

KRRRRAK! The vines begin to SHATTER and FALL in a wave, top to bottom, leaving a pretty damaged building in it's wake.

TILT BACK DOWN WITH THIS EFFECT AND HOLD ON GIANT VINEY WALL

A BEAT, then it SHATTERS! The barrier COLLAPSES in a SHOWER of frozen pieces! A BEAT, then the behemoth SHATTERS with an unearthly ROAR!

CUT TO:

EXT. TURBOKAT - CLOSE ON T-BONE

T-BONE  
Alriiight! You did it!

CALLIE (VO)  
Nope...

WIDER TO TAKE IN RAZOR AND CALLIE

CALLIE (CONT)  
You both did it!

RAZOR  
That's right, buddy, we're a team!

ANOTHER ANGLE ON THE TRIO

T-BONE  
(laughs)  
OK, OK, I copy!...Let's get you on the ground, Callie.

CALLIE  
Good idea, I think the Mayor is going to need sedation!

WIPE TO:

EXT. MEGAKAT TOWER PLAZA (A different side than that which Feral occupies). The Turbokat rests on the ground, canopy open. The Swat Kats are still seated in the jet. Callie is standing next to it.

CALLIE  
Thanks, boys, it was fun. We have to do it again some time!

RAZOR  
(laughs)  
Riiiiight! Take care, Miss Briggs.

T-BONE  
See ya, Callie. We have to get back.

CLOSER ON T-BONE AND RAZOR

T-BONE (CONT)  
(grinning)

Razor has to water his plants!

RAZOR

Oooh no! I'm through with gardening.  
I'm gonna turn in my green thumb for  
goo...

His line is cut off by the slamming canopy.

WIDER - Callie is buffeted by the strong VTOL lift off (just blowing air, not flame).

OTS UP ANGLE ON CALLIE - She looks up at the jet as it switches over from hover to jet mode, builds speed and RUSHES over and OS. HOLD ON the distant tower (too far to really make out any specific detail).

MATCH DISSOLVE TO:

ANOTHER ANGLE ON THE TOWER - TILT DOWN TO WIDE ANGLE ON MEGAKAT PLAZA - Mayor Manx's limo pulls up to the plaza curb. Manx addresses his guests, his back to the tower.

MANX

Excellent game, Mister YOUNG.

YOUNG

Thank you, Mayor Manx. It was our pleasure playing with you.

CLOSER ON MANX - Behind the grinning mayor, we get a good look at the substantial building damage. It looks like a total loss.

MANX

And my pleasure doing business with you!  
Yessir! I know you'll be happy here at  
Megakat Tower.

(off their look)

What is it?

OTS ANGLE ON MANX FAVORING YOUNG AND HIS ASSOCIATES

Young's associates are agape! Young simply points. Manx turns and freezes in horror, mid-word.

MANX

Is something wr...

ON TOWER - TILT DOWN SLOWLY FROM TOP TO THE PLAZA - A "beauty shot" of the damage. It's extensive. The courtyard is littered with plant parts and melted tanks.

DOWN ANGLE OF LIMO AND GROUP

PULL BACK SLOWLY as Manx starts talking fast.

MANX  
Oh, heh, heh, heh. Don't worry,  
we're...um...remodeling! Some new  
carpets, a fresh coat of paint,  
it'll be good as new.

The Mayor continues to babble as we...

FADE OUT:

END OF ACT THREE

THE END

