

TRANSFORMERS 2

Treatment by

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ACT ONE

STARSCREAM'S RETURN

With the Allspark destroyed, CYBERTRON is destined to perish. Deprived of its life-giving surrogate, a new energy source is the only hope of survival for those who rule the planet, the Decepticons. *The fate of the Allspark will not be that of our own.* This is STARSCREAM's vow, his rallying cry, as his protoform screams past us, past the stars, rocketing toward Cybertron. His oration is met with thunderous fervor from the masses.

Starscream has returned to proclaim himself king in the wake of Megatron's death. A welcomed revolution for most, considering Megatron's reign of tyranny and oppression had worn down even the most allegiant Decepticons. A king, however, is only as powerful as his kingdom... and Starscream has inherited a kingdom that is slowly but surely decaying.

Having discovered evidence of a cryptic energy source on Earth – one powerful enough to supply them for a lifetime – Starscream rallies his disciples to return to Earth and seize the mysterious source. The Allspark may have been destroyed, but its energy still thrives on our planet. Just how is a mystery, at least for now.

From a POV high above – through the eyes of a lone AUTOBOT – we watch the proceedings... spying, listening. He's got what he needs. The figure sinks back into the shadows, transforms, and disappears among the lifeless moons of the orbiting abyss.

Among the multitude of Decepticons below, as with any shifting regime, the inevitability of a power struggle is at hand. A defiant group of Megatron loyalists believe the erratic Starscream to be incapable of leading such a vital mission for the future of their race. Their true ruler, the mighty Lord Megatron, is the only one capable of shepherding such a monumental assault. He must be resurrected.

Led by the devoted SOUNDWAVE, his brigade attempts to jettison for Earth. A vicious battle ensues as Soundwave's faction contends with Starscream's for possession of a resurgence ship called the *Nemesis*. With Soundwave's brigade ultimately claiming the *Nemesis* and scarcely escaping the planet, Starscream hastily assembles his troops; a handful of his most ruthless soldiers. They will pave the way for an eventual invasion of our planet, provided they seize the energy source on Earth before Megatron's faction can revive him and reach it themselves. The race is on.

THE DISTANCE

BACK ON EARTH – New York to be exact – SAM WITWICKY, with the help of his parents, is settling into dorm life. Welcome to his first day of college at NYU, a Witwicky legacy.

MIKAELA, however, is still back west. All Sam asked of Optimus Prime's life-debt is that he watch over her as she attends community college and attempts to restore a classic car to gift to her father. He'll be released from jail in just a few short weeks. Soon after, she'll be moving to New York to be with Sam. It's a long distance relationship for now, but a genuinely healthy one. Their shared experience is a bond not easily broken.

The government is keeping an even closer eye on Mikaela. The United States has become increasingly aware of extra terrestrial activity in light of the events of two years ago. A kind of Autobot INS service, they follow Mikaela with the objective of identifying and tracking any new Autobots she may come in contact with (of which there are only a couple so far). It's merely a precautionary move as a matter of national security – in case their alien enemies ever do return, which is presumed inevitable.

As for Sam and BUMBLEBEE, due to the nature of transportation in the nation's largest city, theirs is a strained relationship to say the least. With no open roads to run and traffic more like a parking lot, Bumblebee is as out of his element as Sam is. In fact, in a city like this, if Sam wants to fit in, his best way of doing so is to *not* have a car... often times opting to walk or take the subway, leaving Bumblebee behind.

As a transplant freshman, with none of his fellow students – or the world, for that matter – having any knowledge of his past heroic acts, Sam must also rely on his Witwicky wit to make his presence known. It doesn't help that he's continually shadowed by his Asian roommate, SHIGE, who's obsessed with American pop-culture and street racing, the kind of guy who "learned" English by watching *Baywatch* in closed caption.

MEGATRON

Further east, a U.S. Nimitz-class aircraft carrier stretches across the blue slate of the ATLANTIC OCEAN. Its radar registers an unidentified bogey – one roughly the size of the carrier itself – inbound on a trajectory straight for the ocean. A meteor? No. It's the *Nemesis*, followed by the protoforms of Soundwave and his brigade as they slam head-first into the ocean surface. The massive impact capsizes the nearby carrier.

Once fully submerged, brief flashes of light discharge from below the surface. A new carrier slowly emerges from the depths, the *Nemesis* having scanned and transformed into the sinking structure. Each Decepticon simultaneously transforms into its respective scanned military assault vehicle, most notable of which is the prototype for a large, military-grade *focused sound laser* – not the type of sound you hear, but the type you *feel* as in an explosion. This is Soundwave.

The U.S. MILITARY, confounded by the sudden loss and subsequent reemergence on radar of one of its carriers, places itself on high alert – even as the carrier continues routinely north along its projected course.

At last, as Soundwave's convoy arrives over the LAURENTIAN ABYSS, Megatron's body is retrieved from the depths. Crushed, cold and beaten, his lifeless frame is placed in a distinctive chamber below deck, the interior of which is more Cybertronian than anything man-made. This is where the resurrection begins.

Sound is a form of *energy* produced by vibrations in matter. Because both Autobots and Decepticons need energy to survive, this makes Soundwave exceptionally unique among them. His ability to produce varied super-frequencies of sound – of energy – and transfer that energy through waves, has made him a kind of mystic healer, a life-giver of sorts. As High Priest on Megatron's council, his ability to heal those in need has placed him in coveted regards, even considered a god by some.

It's through this tribal practice that Megatron is resurrected. Having absorbed the Allspark, his system went into shock and thus shut down; the equivalent of an overdose. What Soundwave is able to do, through pulses of sound energy, is harmonize Megatron's every particle, providing a frequency blueprint for each molecule to match. And though the process is embedded in science, this practice is a *spiritual* one reserved for only the most worthy, considering the amount of energy it requires Soundwave to harness (hence the Nemesis, which is part energy storage vessel).

Once a resurrection occurs, however, the body is still dependant on Soundwave's energy. This is yet another reason why resurrections are so rare. One final piece of the puzzle remains, but obtaining it cannot occur without first acquiring a bargaining chip. In an attempt to exploit Prime's compassion for the human race (*the boy*, in particular), members of Megatron's faction are dispersed to capture Sam, intent on using him as that very leverage.

THE ROGUE WARRIOR

Across the nation, just off the coast of MALIBU, a lone protoform collides into the break waters. Bearing witness, a *high-profile action movie director* whips his red FERRARI F430 to the side of the PCH. As the mechanoid emerges from the shore, scanning the Ferrari, the Autobot HOT ROD takes form and peels out across the highway.

Locating Prime and the others, Hot Rod delivers news of Starscream's imminent attack to seize a cryptic energy source on Earth. Though the mystery of the source remains, Hot Rod was able to intercept its coordinates (gathered during his reconnaissance from the opening scene). Having not only journeyed to Cybertron alone, but also as a spy, Hot Rod warrants a certain level of distrust from Prime. He's simply too dangerous.

It's time for action, not discipline. Because he can get to the coordinates faster than any of the Autobots, Prime sends Hot Rod ahead with Mikaela. They need her to confront an old friend. Prime's orders are not without warning, though. By virtue of his debt to Sam, Mikaela is priority number one. *Guard her life with your own.* As she eases into her seat, Hot Rod revs his engine. You've never seen anyone wear a car with the kind of sexiness Mikaela does this one. They hit the highway and Prime radios out among the city and the stars beyond. *Autobots, get to the coordinates at all costs.*

They're headed for Las Vegas, Nevada.

THE RACE TO LEAVE NEW YORK

Desperate to gain credibility in the world of street racing, Shige attends his first street race, inviting Sam to tag along. Upon their arrival, Sam is taunted by the other racers. Never ones to back down from a challenge, Sam and Bumblebee prove their worth in a quarter-mile showdown that leaves their challenger in the dust. *They're still a great team.*

Riding the wave of excitement, Shige enters a race for pink-slips with his Skyline GTR. Without the aid of an alien robot doubling as a car, however, Shige is no match for his rival. He loses the race *and* his car, forcing Sam to drive his sobbing roommate back to campus. It's on this commute that Bumblebee receives Prime's emergency order.

Mikaela follows up with a phone call, supplying details of the situation to Sam. He can hear a guy's voice in the background. *It's just Hot Rod.* The name sounds worse than it is. *He's an Autobot.* It's evident to Mikaela, though, that Sam is genuinely worried for her life, maybe even a little jealous. She finds it chivalrous and urges them to get there as fast as they can – not only for the sake of whatever's about to go down, but for her sake as well.

Now the next evolution of Sam and Bumblebee's relationship – of any man's relationship with his car – is finally realized. *Hold on tight...* they're taking the ultimate cross-country road trip. Little does Shige know, he's in for the ride of his life.

THE WIZARD OF ODDS

Relieved of his duties at Sector Seven, AGENT SIMMONS now patrols the floor of the LUXOR HOTEL AND CASINO on the Vegas strip. Mikaela watches him from a distance, then catches his eye. Her being here can mean only one thing. *They're here too.* Briefing him of the situation, Mikaela makes it clear; for a man who once protected the secrets of a nation, it's imperative he surrender any that may remain. Simmons' reaction is without hesitation. *Gather your robot friends. We're getting out of town.*

Their destination is a lone desert home on the distant outskirts of Vegas; a magic curtain to the years of shrouded secrets kept by LINUS ELLISON, descendant of one of the First Seven. Far too educated and knowledgeable, Ellison has become a liability in his old age. His vast intelligence relating to Vegas' ulterior dealings, combined with his reputation as a loose canon, resulted in his dismissal from Sector Seven. As an outcome, he exiled himself from the city. Now, on the brink of a war the likes of which even he's never seen... he has a chance to be its redeemer.

As Prime and the others arrive, transforming in grand fashion before Ellison's eyes, the old man simply smiles and shakes his head. *This is nothing to him.* Only because what he's about to tell them is far more unbelievable...

THE SEVEN SINS

Though it was theoretically dissolved by the U.S. government, Sector Seven goes much deeper than anyone imagined. At the urging of the First Seven, scientists eventually developed the means to harness viable energy from the infinitely abundant Allspark.

In the wake of the first World War, with yet another one looming, the decision was made to gradually implement the Allspark's energy as our nation's primary power source. To do so, the government needed to direct the energy from the Allspark to a *secondary source*; a unique pumping unit so powerful that it could distribute the Allspark's energy throughout the breadth of the United States.

Thus, the *City of Lights* was established.

Beneath the desert floor runs a 35-mile electrical conduit from the Hoover Dam to Las Vegas, a veneer to our bastard fortune, our ultimate power source. It was a city designed *specifically* to service the source, to subsidize the most expensive electrical bill in history.

Upon the discovery of such a resource, nations from all over the world would have come after its unlimited power. So the Allspark's existence, and most importantly, its purpose, became a secret buried as deep as the harnessed energy itself. *What happens in Vegas, stays in Vegas.*

Even without the Allspark, this orb – this battery beneath Vegas – has been charging for so many years that its power will last for generations to come. But now, with the blood of Cybertron running through Earth's veins, its donors are coming to reclaim what is rightfully theirs – to rip out America's heart, plainly masked in the *City of Sin*. The rest of the world, it seems, is now the least of the United States' worries.

With an impending attack on Vegas – specifically, the Luxor, which serves as the access point for the energy orb beneath it – Simmons (whose casino job was merely a cover) contacts the White House, leading to a mandatory evacuation of everyone within a 100-mile perimeter of the city. This is far worse than any imaginable terrorist attack over politics or even religion. This war, both literally and figuratively, is for the *power* of a nation, and in time, the world.

ACT TWO

THE HEARTLAND

As Shige sleeps in the passenger seat, Sam has Bumblebee take over driving duties, getting some much-needed shut-eye as well. Upon awakening, Shige is shocked to see Sam *sleeping* behind the driver's wheel. His yell startles Sam, whose explanation of the car's auto-pilot feature seems to suffice. Shige *has* to get an American car. *AWESOME!*

The break of day ushers in the wheat fields of the Midwest. Stopping for breakfast at a small, greasy-spoon diner, Sam and Shige are greeted by the resident waitress. When she asks, Sam tells her they're coming from New York. She points to a flickering television in the corner. *Looks like y'all got out just in time.* News footage plays of a building in lower Manhattan being destroyed by a *giant robot* – one of the Megatron loyalists. Not just any building, but Sam and Shige's dorm. Sam realizes he is a marked man. Shige realizes Sam just saved his life.

Between the attack on New York and the evacuation of Las Vegas, there's not only a buzz sweeping the diner, but the nation as well. Something significant is happening. Perhaps the rumors were true. Sam calls Mikaela to warn her of the news. It's only a matter of time before this group of Decepticons finds what they're looking for.

Solemnly, Prime looks to his chest...

THE CREATION MATRIX

If the Allspark is what gave the Transformers life, the Creation Matrix (which first appeared in the original animated movie, but is slightly modified for this version) is what gives them a *soul*, so to speak. Every Transformer has been brought forth by the power of the Allspark. It's only through the Matrix, however, that a Transformer can be absolute. It's *without* the Matrix that the Allspark produced only soulless, primal beasts (hence the cell phone, Xbox and Mountain Dew machine in the first film). Even Decepticons are absolute in their origin – to follow the path of evil is a choice made since.

From generation to generation, leader to leader, the Matrix has been passed down through the Order of Primes. Optimus is not only a leader of the Autobots, but a provider of essence as well. This is why Megatron needs the Matrix. Safely secured in Prime's chest, not only will the Matrix fully revive Megatron, but if taken from Prime and placed in his own chest, Megatron will become more formidable and dominant than ever.

So it is with severity that an army is being assembled. Not only from the U.S. Military, but with Autobot reinforcements soon approaching from the stars as well. Between the Megatron loyalists and Starscream's campaign, all roads lead to Vegas - even as 500,000 of its citizens, trying to evacuate the city, have turned I-40 and I-15 into parking lots.

ROADBLOCK

Traffic is gridlocked even further east, somewhere around METEOR CRATER, just west of Winslow, Arizona. Bumblebee, with Sam and Shige in tow, is the only car flying west. But there's a stop up ahead. As Bumblebee slows to an idle, there are no workers... just construction vehicles. Six of them. And they're *transforming*.

Spectators look on in terror as the trucks uncoil and rise, forming six separate monsters. But they aren't done. The six become one in a perfectly choreographed display of massive alien technology... DEVESTATOR. Screams of terror grow wilder as people run from their cars to escape the beast, but it only has eyes for one car.

Sam yells for Bumblebee to turn around and retreat, as Shige tries to process what exactly it is that he just saw. Bumblebee screams down I-40 West, but moving east as the giant tails him, smashing everything in its path. Suddenly, up ahead, a FREIGHTLINER approaches. Seeing Bumblebee, it brakes and slides into a fishtail. Cars fall off of its carrier trailer as it skids, but they don't hit the ground and roll... they transform. And so does the freightliner. ULTRA MAGNUS AND COMPANY to the rescue.

As Magnus rises with the others, he bounds toward Devastator, sending him crashing to the ground just before the beast can reach Bumblebee. Magnus is the best warrior in the Autobot army, and it's obvious. Sam wishes Shige was equally as fearless as he has just pissed his pants.

The Autobots battle their enemy together in a brutal display of alien brawn under the open sky of Northern Arizona. No props. No buildings. Just battle. A whole is only as good as the sum of its parts, and while not transforming into the super-robot like their Decepticon counterpart, the Autobots move just as fluidly as a team, if not more so. In a flawlessly executed tactic, the other Autobots occupy Devastator while Magnus takes aim with his right arm... a Cybertronian missile launcher. *BOOM!* A massive explosion sends shockwaves through the desert. The windows of nearby vehicles shatter, but luckily, so does the right leg of the enemy... the weak link. As Devastator is unable to function without all of the pieces intact, the Autobots have bought time enough to get the hell out of there.

In plain sight of the hundreds of stunned pedestrians who just watched their battle, it's obvious to these people, that among all the paranoia and animosity toward the alien invaders... these are the good ones. You can see it in the eyes of every onlooker, which all seem to say the same thing... *Get there. Help them.*

As the Autobots hit the road at this particular juncture, *Route 66* – a bygone symbol of the freedom to travel across the American West – is once again the epitome of hope. In the wake of annihilation it will be a rediscovered icon of all things Americana... of all things worth fighting for. It was a highway built to unite a nation. And now, through Sam and this group of Autobots, it will serve as a means to save it.

STARSCREAM'S APPROACH

Having formed a perimeter around the Luxor, both the Autobots and U.S. Military have established what is surely the largest defense hold ever assembled. The blockade extends to the rooftops of casinos and into the sky above, where fighter jets and Blackhawk helicopters patrol the evening sky.

A true general, Prime oversees every last detail of the defense. Finally, scanning the dark blue above, then further into the black that the human eye cannot yet see, he looks to the stars. Very faintly, yet very distinctly... a cluster of them are *moving*. Starscream's contingent is fast approaching.

Mikaela calls Sam. She can only hope this isn't the last time they ever speak. From Arizona, Sam gazes up to the already darkened night sky. With the naked eye, he can actually make out the moving cluster high above. It's an ominous moment shared over the phone, but a moment shared nonetheless.

At the **EDGE OF SPACE**, the protoforms of Starscream's contingent bear down toward Earth. With no intent to disguise themselves this time around, they are bent on a single destination... the Luxor, its beam of light visible from space, acting as an intergalactic lighthouse.

But just as they enter the highest reaches of our atmosphere – a **SECOND FACTION OF PROTOFORMS** comes careening towards them... the Autobot first line of defense. Intercepting their enemies, the Autobots transform into their mechanoid forms and collide with Starscream's faction in the exosphere. What follows is a skydiving wrestling match, as the two factions battle in a free-fall, plummeting to Earth.

Moments before impact, however, all quarrels cease as each mechanoid – both Autobot and Decepticon – transforms back into its protoform, bracing for collision with the Earth. As they hit the ground in rapid-fire succession, the Autobot faction has accomplished its initial task, having knocked Starscream's contingent off course and into the mountainside just west of Vegas. No sooner have they landed, than all are transformed back into their mechanoid forms and battling it out once again.

FROM THE CITY, Prime and the stronghold can see the gleam of metal and flares on the mountainside, slowly maneuvering their way toward the city. It's only a matter of minutes before this fight is right at their doorstep...

VIVA LAS VEGAS

And so the battle for Las Vegas has begun. With the blockade breached, the Autobot first line of defense has fallen back into the city, scanning and disguising themselves as abandoned cars on the street, attempting to ambush any approaching Decepticons.

To the military's surprise, their high-heat sabot rounds, once used so effectively against the Decepticons, are utterly useless against them this time around. Equipped now with upgraded, heat-blocking force fields, each member of Starscream's faction is impenetrable to anything the military has to offer.

While the Autobot weaponry is somewhat more effective, it's apparent this war will be one of close range, machine-to-machine combat. Good thing for Hot Rod, because this is where he excels. Among the bedlam and fury, Hot Rod is both fearless and reckless in his pursuit of each and every threat. Not one to be on the defensive, Hot Rod bounds from Decepticon to Decepticon, advancing and striking unlike anything seen before.

But even Hot Rod's tenacity is not enough. Starscream's faction attacks like a pack of wild dogs preying on raw meat, rampant in their assault on the Luxor. It's their ferocity that gives them the advantage, even as the military does what it can to bypass their force fields, which surround each Decepticon like invisible spheres. Military attempts are as futile as they are suicidal.

BUNKER

BENEATH THE CITY, throughout the massive labyrinth of hangars and command centers surrounding the orb, Mikaela, Simmons, Ellison and other military VIPs have taken refuge. From here, they're able to monitor the war through various camera-mounted choppers, heat signature displays and surveillance footage from around the city. One by one, they're losing visibility.

On one of the larger monitors is a diagram of the city. With the Decepticons closing in, Ellison gives Simmons a knowing glance. *If this gets much worse... you know what has to be done.* Mikaela observes the exchange. Even this far below the surface, secrets are still buried.

TURN OF THE TIDE

As night has fallen, so has a large portion of Vegas. Fatigued and battle worn, Prime and the Autobots struggle to hold their defense, having withdrawn so far as to be directly guarding each corner of the Luxor. Every Transformer is now within a 100-yard radius of the structure, with Starscream's faction chomping at the bit.

From the bunker — suddenly, on radar — a group of unidentified vehicles register as incoming across the terrain. If anyone, Mikaela doesn't need confirmation of their identity. One word says it all... *Sam.*

Ultra Magnus' crew comes barreling into Starscream's faction, driving them out to further expand the perimeter. Taking advantage of a brief opening created, Bumblebee unloads Sam and Shige at a remote entrance to the Luxor, where military personnel await to escort them below. In an instant, Bumblebee joins in the fight, eager to lay his claim.

Down below, Sam and Shige make their way through the breadth of the underground structure. Part rock wall, part industrial high-tech, these outer reaches aren't nearly as fortified as the area surrounding the orb. In fact, it's the segments of rock that allow a familiar foe to finally *drill* its way through. With Sam, Shige and their military escorts having long moved past this particular section, debris spills to the ground as SKORPONOK busts through and scurries down a remote tunnel.

ACT THREE

TRUE TO THEIR NAME

Though the Autobots have their reinforcements, the military still awaits aid from beyond the city. The offensive strategy is one long-abandoned, with support desperately needed to simply hold position. The U.S. has lost a majority of the armed forces, assembled from all over the western states. The backup coming from the east cannot arrive fast enough.

The anticipation is heightened by the detection of a foreign body in the bunker, navigating its way through the maze of hangars with calculated ferocity. The last line of defense lies within the corridors themselves, but the barricades only serve to delay the inevitable... Skorponok is coming to sever the orb. Just as by cutting off the pulmonary artery of the heart, severing the orb's main pumping unit will deny the world of its energy; its life-blood. Against the military's best efforts, Skorponok finally manages to fracture the main vessel. Confusion and fear will reign supreme over a crippled nation that already limps... giving the Decepticons a distinct advantage.

From above, inbound military aircraft zero in on their targets. The first wave of reinforcements has arrived. *We have missile lock. Fire in three, two...* as BLACKNESS sets in over the city. Flying blind is the least of the pilot's worries, though, as his aircraft begins to transform, crushing him in the process. *We've been compromised! I repeat, the military has been comp* - Various other fighter jets and incoming ground-based assault vehicles transform and follow suit. Flawless in their infiltration of the military, the MEGATRON LOYALISTS reveal themselves in a perfectly executed strategy, destroying the remaining reinforcements in the process.

As a king shepherds a war from afar, Megatron - a true *Decepticon* - observes regally from the Eastern hills. His faction gains the upper hand as it makes its final charge toward Prime and the Autobots. Though Soundwave still provides his life support, Megatron grants him the order as well. *Go. The time is now.*

For even the most optimistic of warriors, the outlook is bleak. With military back-up non-existent, and victory all but a foregone conclusion for the Decepticons, desperate times call for desperate measures...

STRATOSPHERE

Ellison has no choice. Despite Sam and Mikaela's protests, it's no longer a decision to make the call, but merely a matter of executing it and ending this war once and for all. Located atop the STRATOSPHERE TOWER is a Sector Seven-grade *electromagnetic pulse*, capable of decimating any electronic mechanism within a 50-mile radius... including every Transformer, taking out even the orb. Developed through studies of Megatron's system, the Stratosphere was constructed in the early-90s as a contingency weapon for this very scenario. Unfortunately, the bunker's remote detonator was fried in the power outage. They'll have to risk the surface and venture to the Stratosphere themselves... located at the opposite end of the strip.

Able to communicate with the Autobots through an encrypted frequency, it's with brevity and remorse that a plan is put into action. A suicide mission for the Autobots in every sense of the term, Prime knows it's the only hope of survival for the human race... and yet the end of theirs, at least here on Earth. At last, ready to clear a path the length of the strip, a faction of Autobots fall back. *No sacrifice, no victory.*

Intercepting Prime's orders, Soundwave must reprioritize his own. Whatever plight is cause for mobilization of the Autobot defense force is also one significant enough to counteract. Soundwave orders an orchestrated assault on the converging enemy.

Finding escort in the armada of Autobots at the surface, Ellison and a team of EMP specialists evacuate the bunker, while Sam and Mikaela (along with Shige) take harbor in Bumblebee one last time. A Sector Seven man to the end, Simmons stays back, volunteering to lead his team for a desperate last stand. Joined by Prime, Ultra Magnus and Hot Rod, they'll have to hold the Luxor as long it takes the team to reach the Stratosphere and manually detonate the EMP.

While it's obvious to Starscream that something is awry, such an opportunity to seize the orb is too much to pass up. With the Autobot defense at a minimum, Starscream readies his troops for a final ambush. His future as king is now.

A kamikaze group of Autobots with nothing to lose, the fleet plows down the strip, only to be met with significant resistance. Return fire is useless, with Megatron's faction possessing upgraded force-fields as well. One of their offerings, ultimately, is a barrage of firepower that annihilates not only two Autobots, but their military passengers as well... the tactical team of EMP specialists.

E M P

As they arrive at the base of the Stratosphere, once again, the fate of the world lies in the hands of Sam and Mikaela. Rocked from the blasts, Ellison is in no shape to ascend the structure. Neither is Shige, as he staves off a panic attack. It's Mikaela's limited experience hot-wiring cars that gives her at least the basic know-how to try and activate the EMP (via walkie-talkie with Ellison). And so, with Sam at her side, they attempt to ascend the structure, while Bumblebee and the remaining Autobots provide cover from below.

Bent on stopping the two humans, a member of Megatron's faction breaks through and scales the Stratosphere's exterior. Like an ice climber ascending the sheerest of cliffs - and Bumblebee hot on his trail - the Decepticon's brute force penetrates the concrete surface with each stab. His blows not only establish handholds, but ultimately sever the stairs between Sam and Mikaela, creating an insurmountable gap between them. To Sam's distress, Mikaela is left to go it alone.

Once atop the Stratosphere, Mikaela frantically executes the orders of Ellison. Bumblebee and the Decepticon battle just outside, suspended 1,000 feet above the ground. Swinging from the ledges as they exchange acrobatic blows, Bumblebee significantly maims the Decepticon.

Observing his soldier's inadequacy from afar, Megatron realizes he must take it upon himself to eliminate the threat. Summoning what strength he has, he slowly transforms and wages his attack.

But Megatron's hell-bent minion, even in his severely wounded state, manages to break through to the interior of the Stratosphere. Spark fly. Windows shatter. Bumblebee loses his grip, dangling from the Decepticon for dear life. Over the sounds of scrapping metal growing closer, Mikaela yells into the walkie. *It's ready!* In a brief moment of reverie - her trigger finger looming over the detonation switch - she takes one last look over Vegas, when suddenly...

BOOM!

... the Stratosphere *explodes* before the EMP can be detonated. Bumblebee is flung from the structure. Flying beneath him, having depleted what was left of his energy in a missile assault on the Stratosphere, Megatron involuntarily braces Bumblebee's fall and crash-lands on the strip.

Fiery debris rains down as Sam screams out from below. The horror is too much to process as the remaining Autobots shelter him, Shige and Ellison, pulling them away from the harrowing scene.

With the mission to detonate the EMP having failed, Prime now faces an insurmountable barrage from Starscream's faction. Issuing the order for all Autobots to retreat, he's met with resistance from Hot Rod. *Warriors don't retreat!* Hot Rod forges ahead, shadowed by an angered Prime. *The battle may be lost, but the war can still be won.*

As for Soundwave, only one mission remains. Harnessing his energy, he unleashes a sonic pulse that incapacitates Starscream's threatening faction. With his position compromised by Hot Rod's brash actions, the pulse broadsides Prime, sending him crashing through the black glass of the Luxor. Bounding in, Soundwave pins the rattled Autobot leader to the ground... prying open his chest and ripping the Matrix from its cavity.

At last, though battered and depleted, Megatron awaits his loyal servant. Bowing before him, Soundwave presents the Matrix to his Lord. As Megatron inserts the Matrix into his chest, the Order of Primes now finds itself within the venerable heart of a Decepticon. The resurrection is complete.

In the campaign for ultimate power, Megatron turns his attention to what is rightfully his... the undisputed supremacy of the Decepticons. With a blood-curdling battle cry, Megatron thirsts upon his vengeance for *Starscream*.

MEGATRON VS. STARSCREAM

The dawning of a new day brings a battle unlike anything ever seen before. As jets, Megatron and Starscream exchange endless blows among dogfight maneuvers, ultimately arriving at the GRAND CANYON. Through the massive ravines, it's a fierce display of once-bridled aggression, finally unleashed after millions of years of petty squabbles and constraint.

In the end, Starscream is overcome by the newly-revived Megatron. Though he doesn't dispose of him quite yet, Starscream is made an example. Dragging him by his circuitry through the rubble of Vegas, Megatron pins Starscream up for all to see. As if performing a crucifixion, Megatron sadistically tortures the challenger to his throne. Disemboweling him, Megatron asks Starscream for any last words...

And just as we opened with Starscream's voice-over to mirror Prime's from the first film, we close on Starscream's as well. Like Prime called out to any Autobots taking refuge among the stars, Starscream, with his spark all but distinguished, broadcasts a message to his devoted brethren on Cybertron. *I have prepared the way...*

His message echoes over glimpses of a powerless nation awakening to a darkness void of hope, while the Decepticons surround the orb, prepared to bleed America dry. However, with the lasting image of COUNTLESS STARSCREAM LOYALISTS jettisoning Cybertron, Megatron's victory may not last long... *and neither will Earth...* as the remaining Autobots, defeated and on the run, retreat to the barren mountains west of the city...

... NO VICTORY

Arriving at Ellison's compound, Ultra Magnus carries an ailing Prime on his trailer. Even so, Sam can't help but blame Prime for Mikaela's death, pounding on his metal frame with bloodied fists and tears. All Sam asked of Prime was that he protect her, yet all Prime can do now is look back to him with despair. Bumblebee tries to console Sam, but Sam shrugs him away, falling helplessly to his knees.

Hot Rod watches with regret. This is his alone to make right. Resolved, he makes his way past his fallen comrades, back toward the fallen city of Vegas. Bumblebee stops him, though not to try and reel him in like so many times before, but to remind him... *Prime is a father to us all.* This is as much their burden to bear as it is his. And so those who are able, though crippled and beaten, stand ready to join Hot Rod in his pursuit.

Sam lifts his head, even now staggered by their resiliency. If only he knew, that atop the remains of the STRATOSPHERE, his calling too is one that still cries out... *as Mikaela's eyes flicker open with life.* Gradually coming to, she discovers beneath her the mangled soldier of Megatron's faction, laid to waste among the debris. Along with his dying spark, his *force field* finally diminishes around her, having inadvertently saved her life.

From her vantage point high above, Mikaela looks out over the horizon. The sunrise offers the first view of what was once Las Vegas, demolished beyond recognition. Yet with the break of day, one thing is clear... the heroes' journey has only just begun.