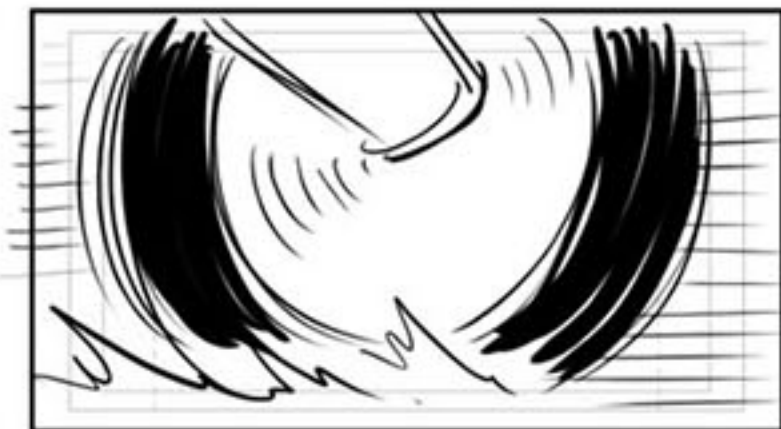


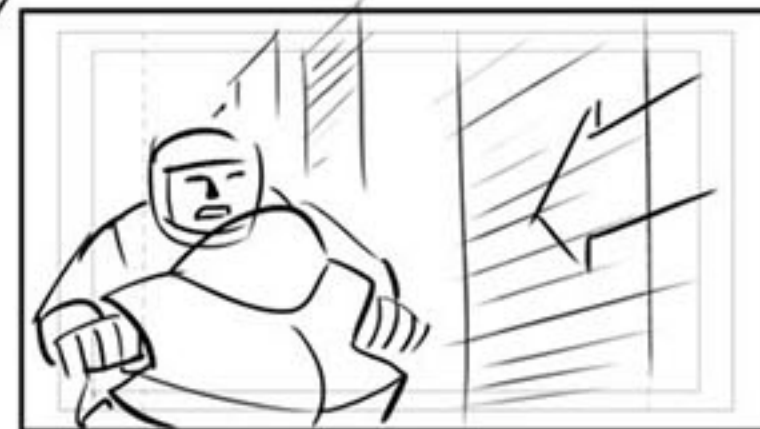
Hover bike/tanker
sequence



Start close on bike tire



POV FWD - approaching
bridge



Drivers emerge from cars



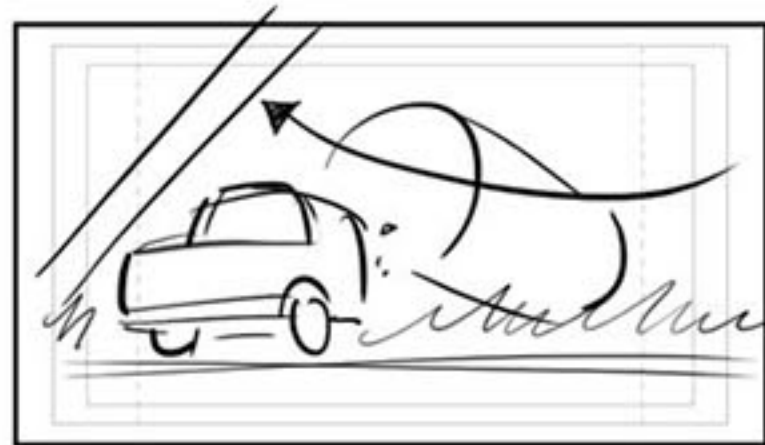
Smoke clears - reveal
other end of bridge



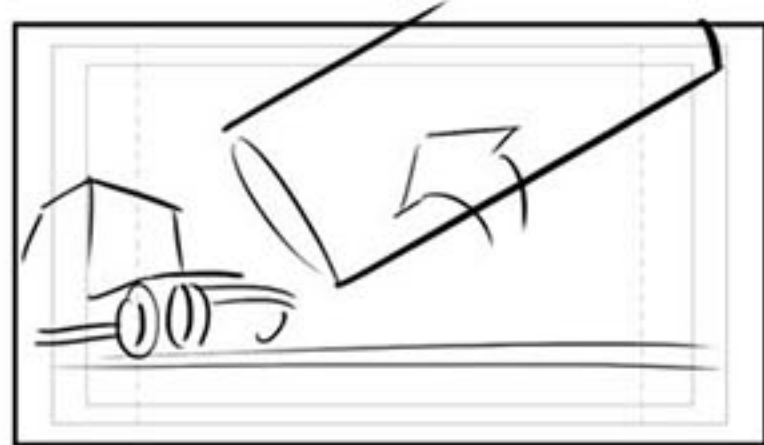
Cam push FWD



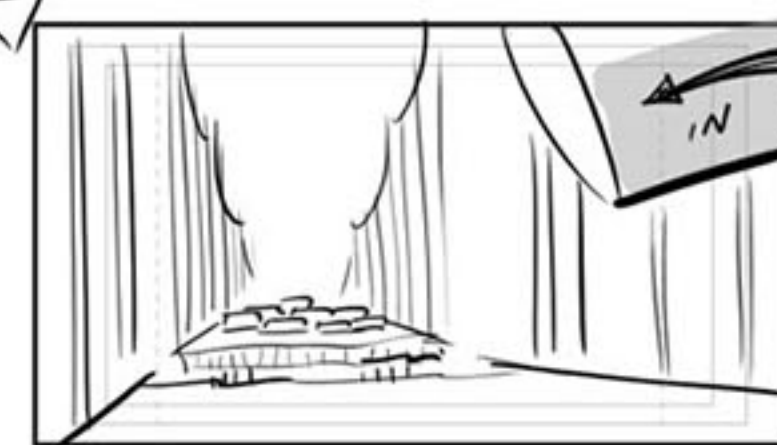
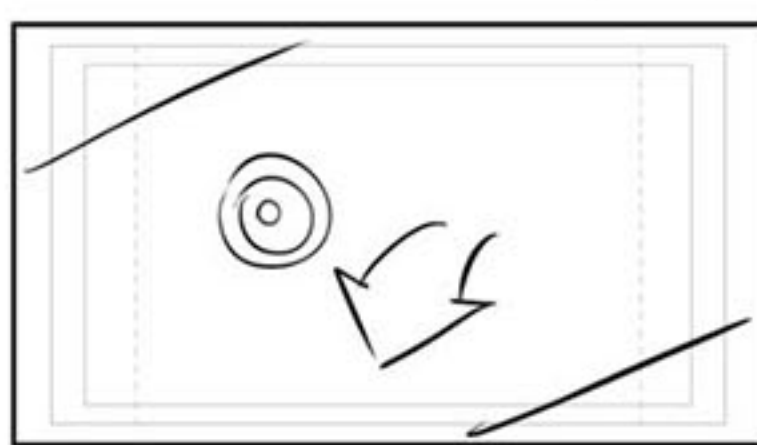
(EXISTING SHOT)



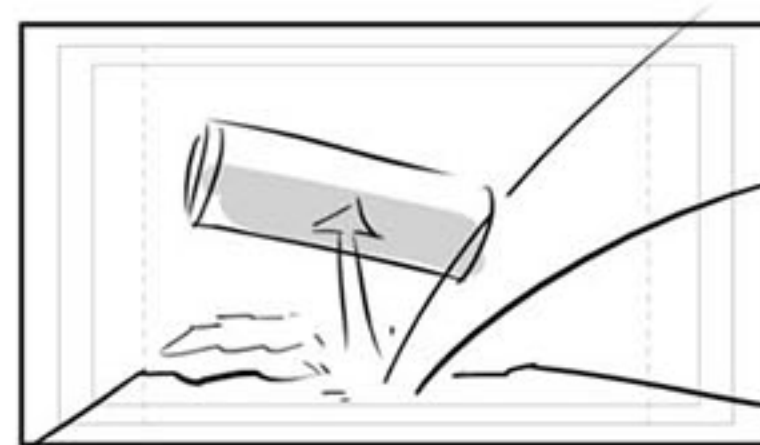
beam thru



Tank flies into cam



Tank bounces over the gap



Max accelerates



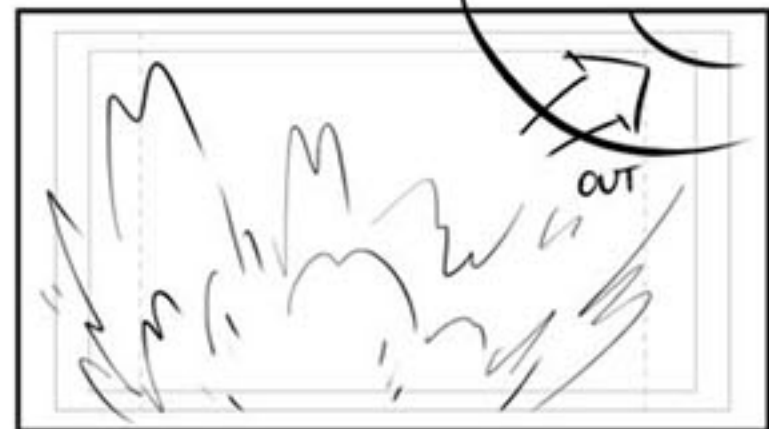
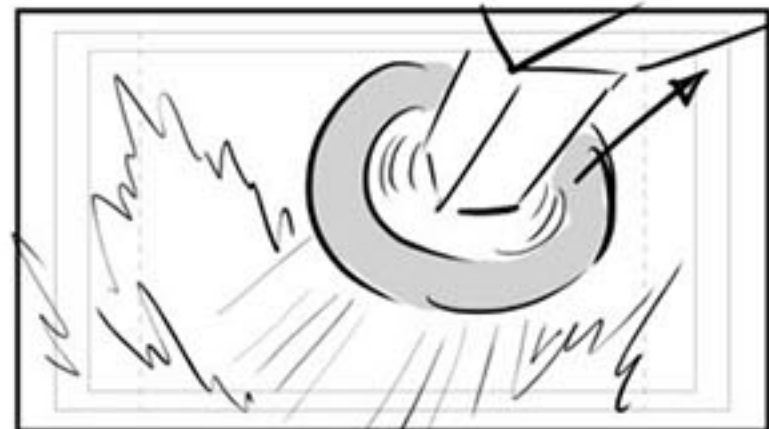
Tank flies SMO toward crowd



Back to Max



Pull bike back/up & transform



Back to
animatic -
Max launches
over cars





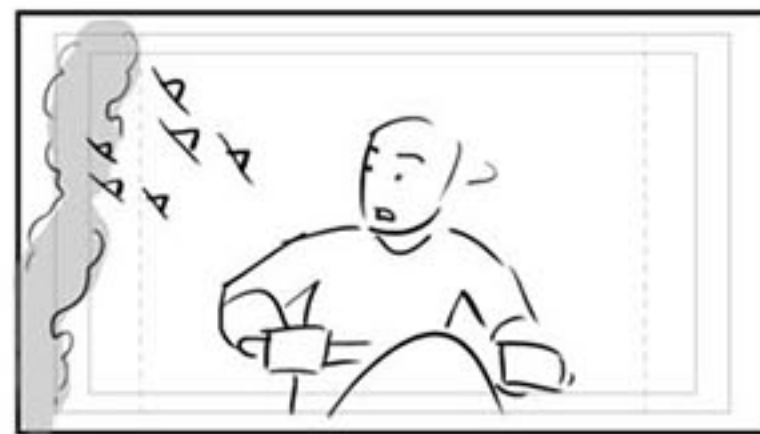
Picking up from this shot...



Sky BG - Max rises in FG
column of smoke recedes



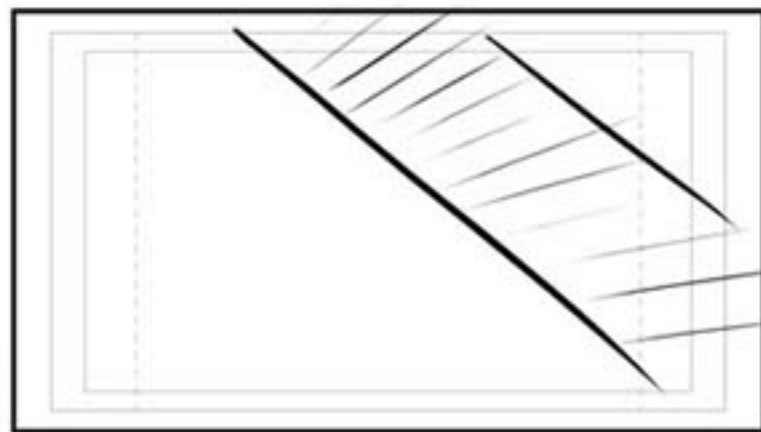
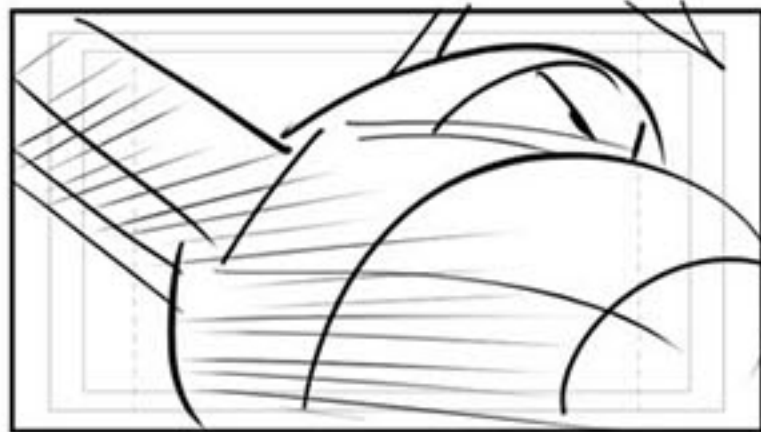
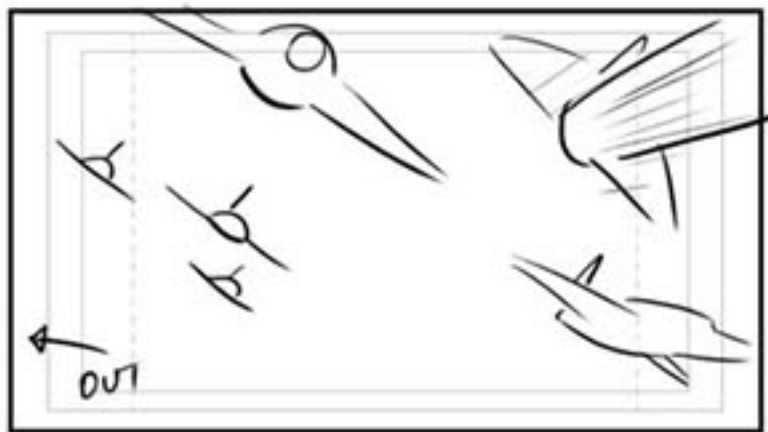
Jets approach from behind



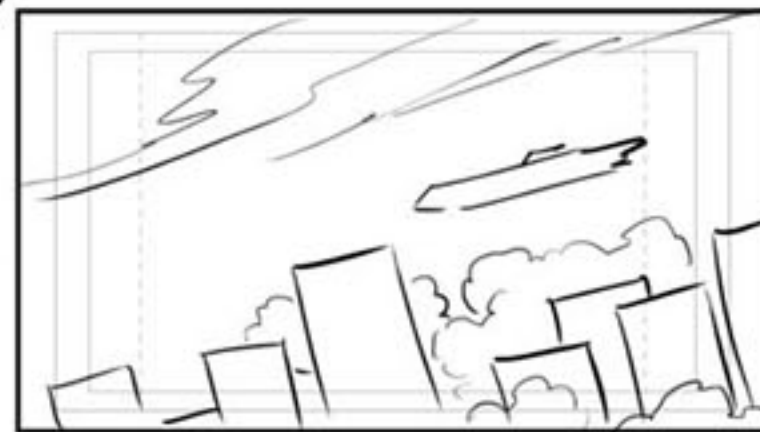
Max hears them



TRUCK OUT as he
peels off



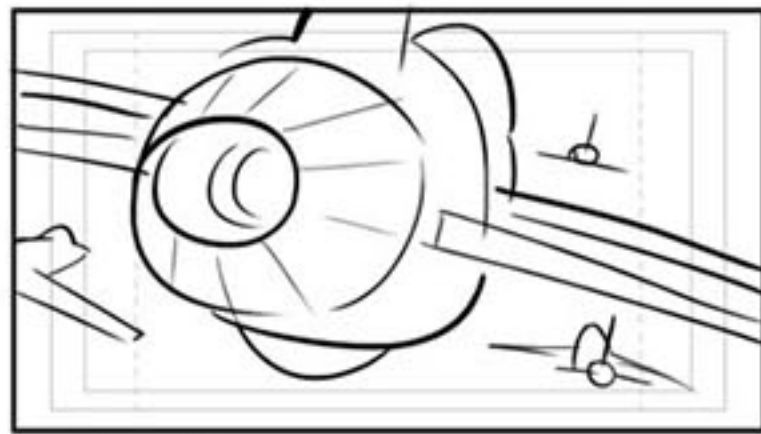
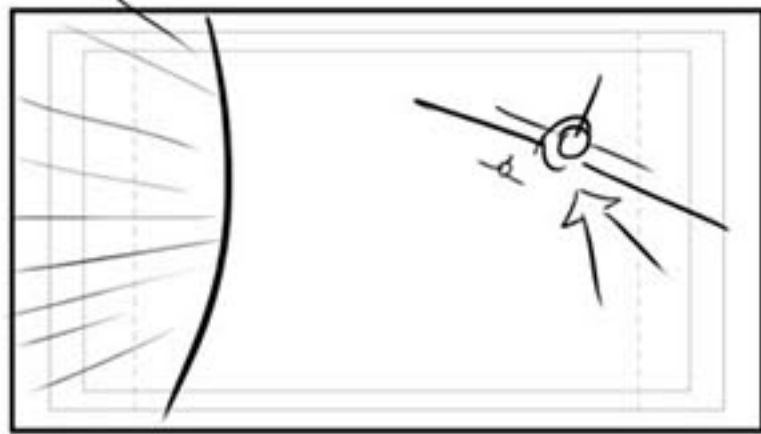
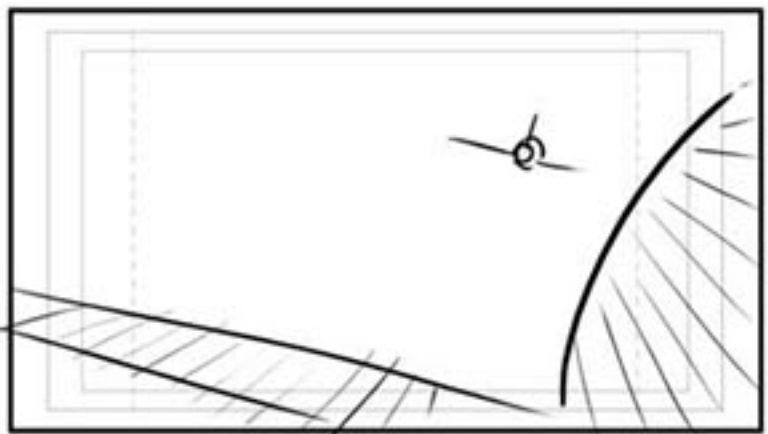
CAM SHAKE



cut to Warden hanging
over city, toxic clouds



Jets shoot past cam



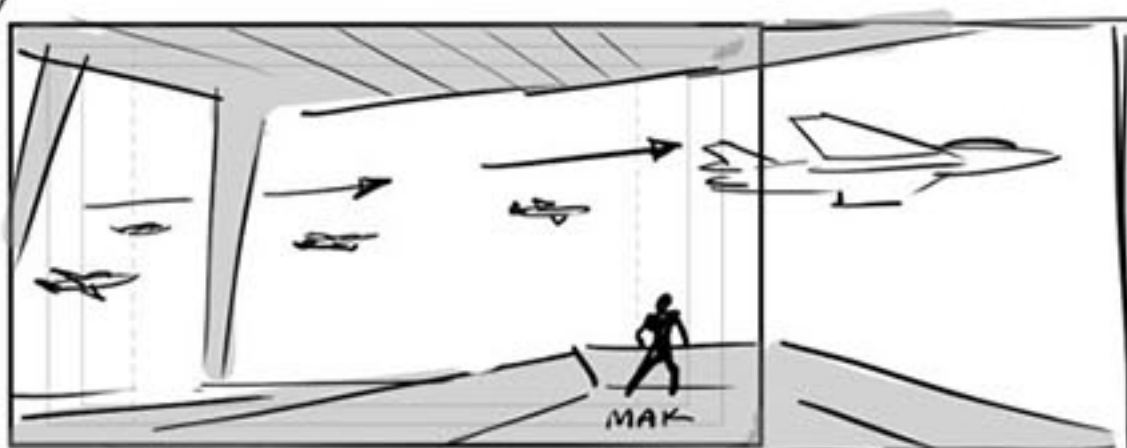
All 6 jets blast thru



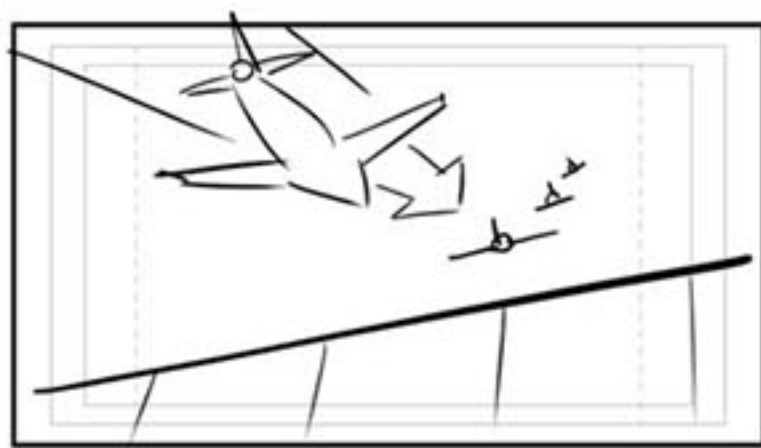
Move to attack



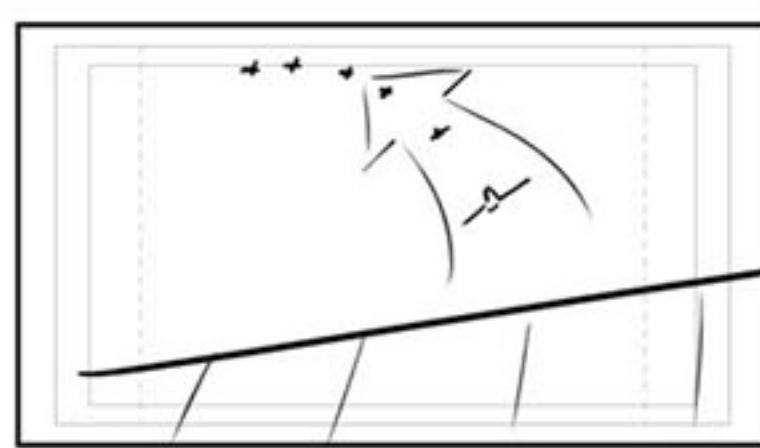
All on bridge turn to look



cut to reverse - pan with jets as
they do their first flyby



cut to ext



Jets go into a turn



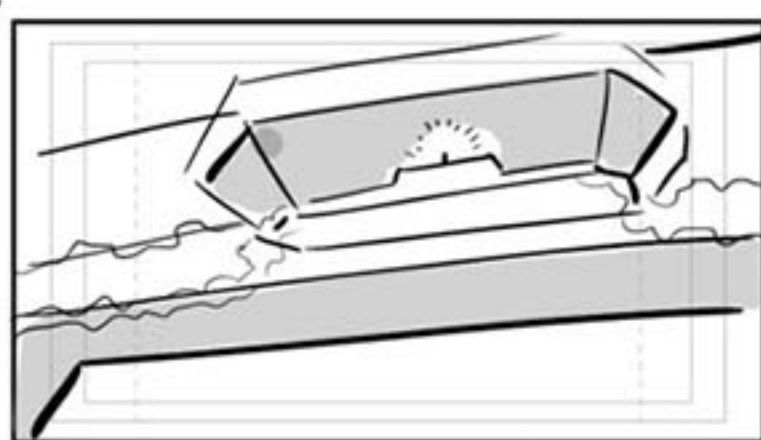
On Mak, smiling



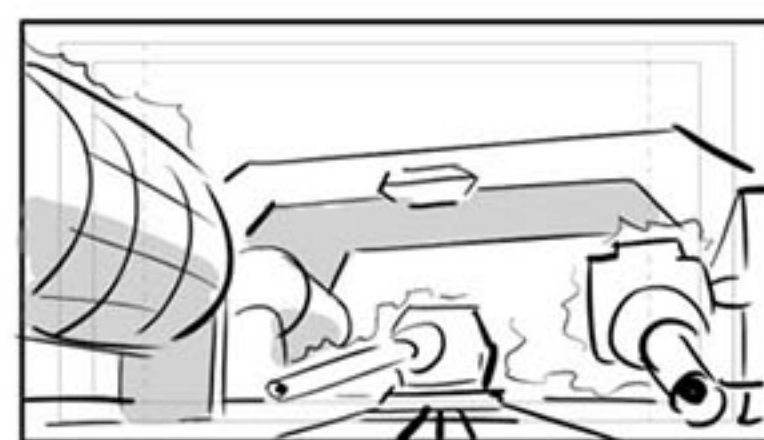
Cam swings around him as he builds up a charge



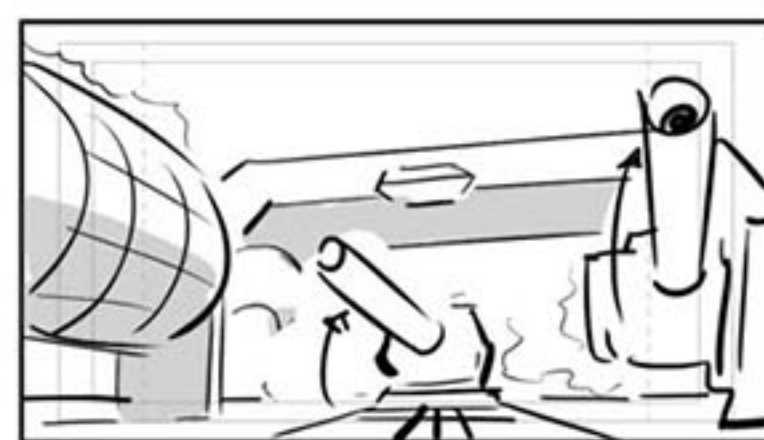
He leans back, raises hands



Cut to ext bridge - energy flows out



Truck out to deck - energy cascades over guns



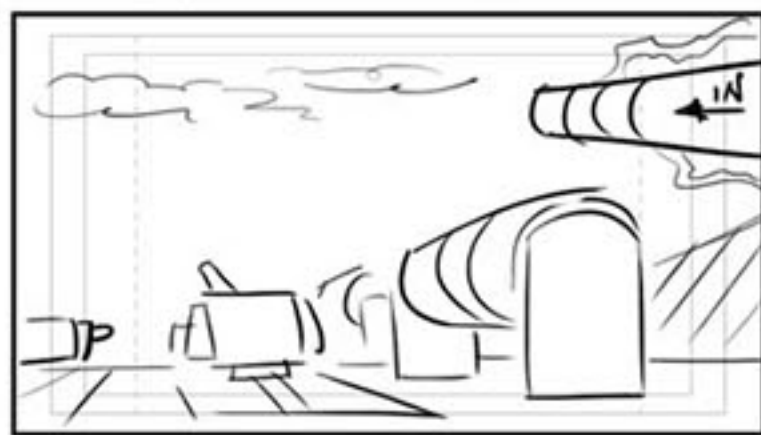
They "wake up"



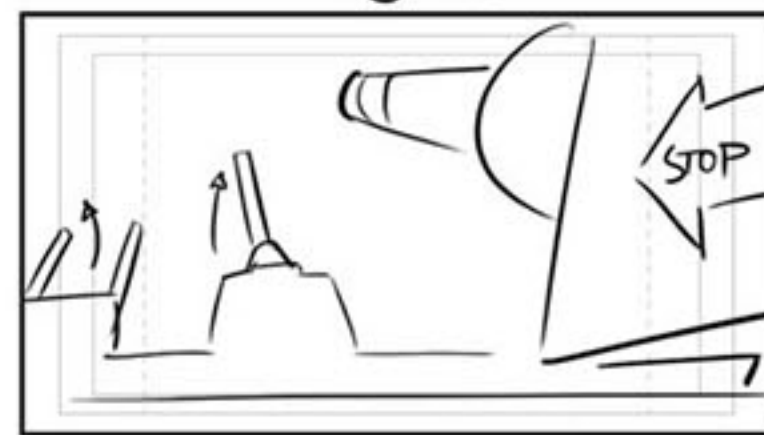
Center gun rolls FWD track



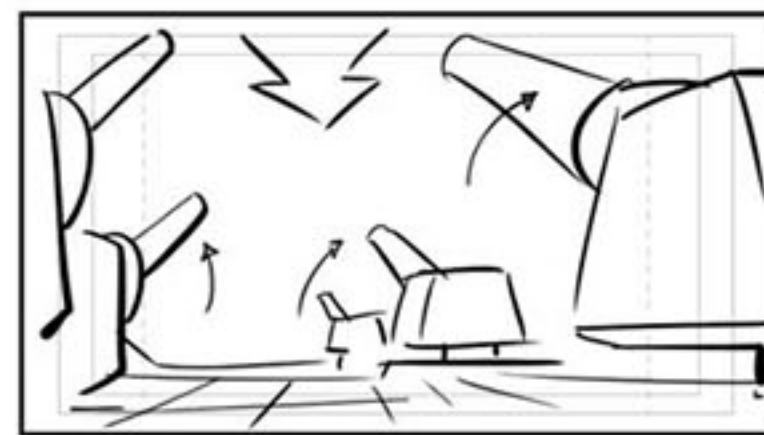
- fills frame



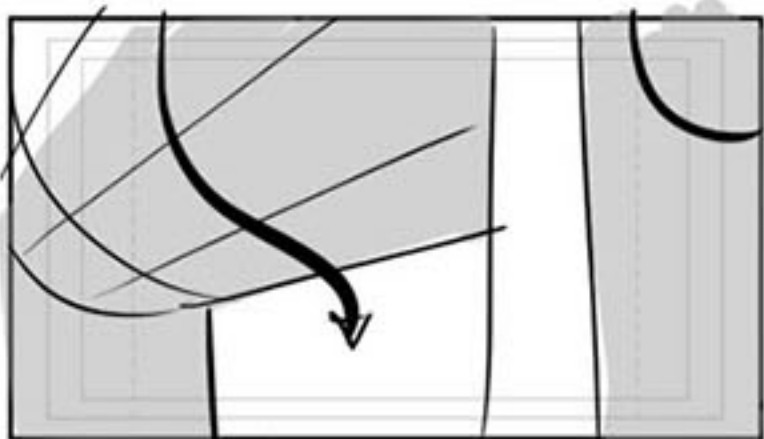
Cut to reverse - looking FWD



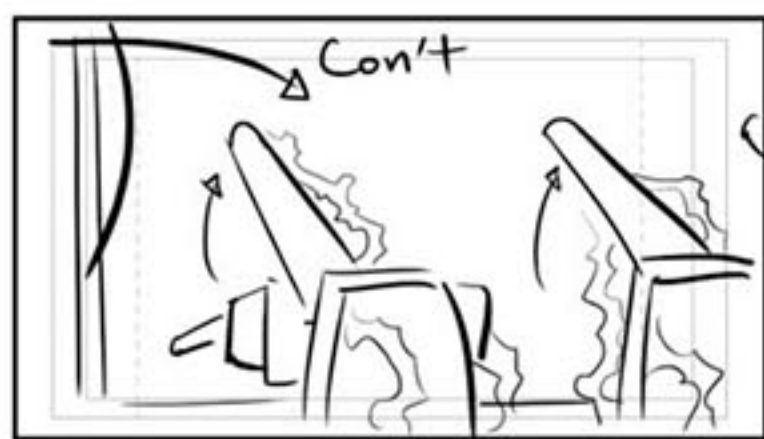
More guns activate



Start to dolly cam FWD



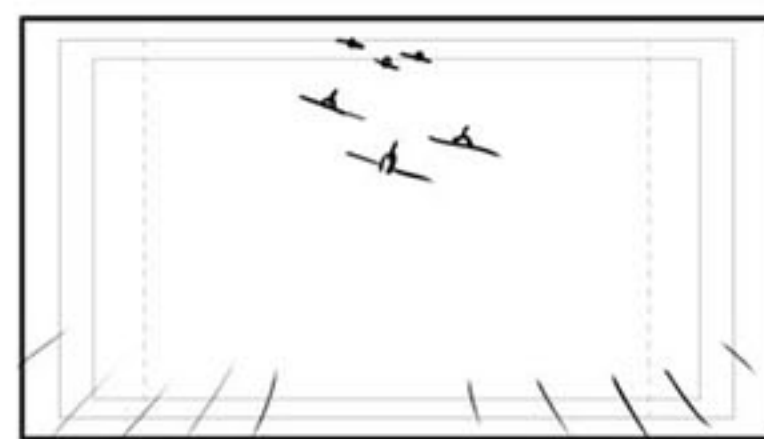
Cam shifts to opposite side of deck - slides under a cylinder to see more guns



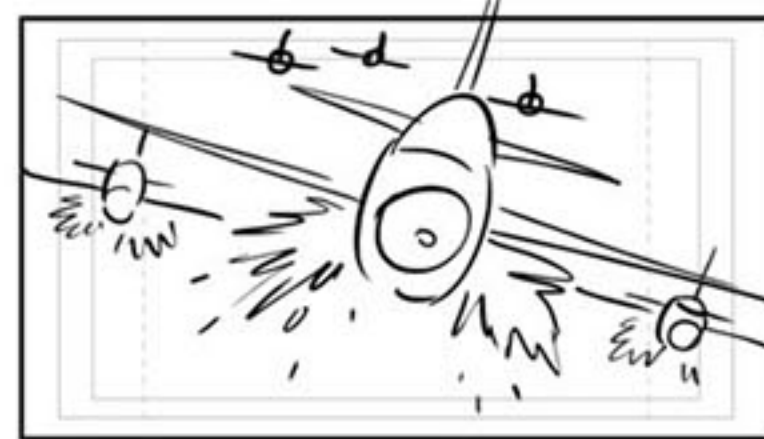
Con't



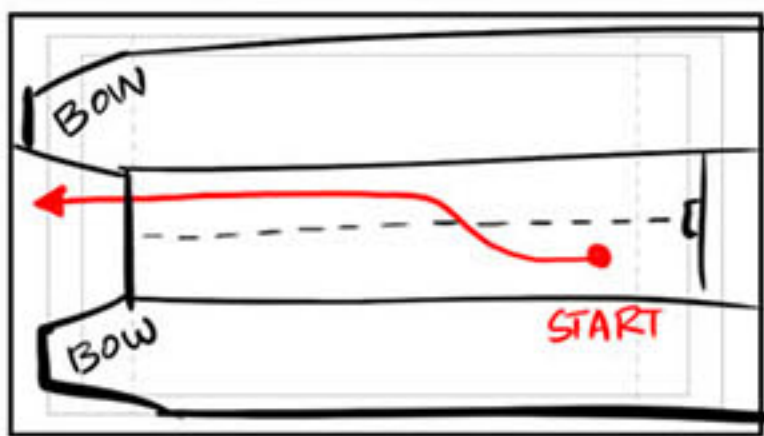
Crane up as cam approaches the bow



Push past bow toward jets



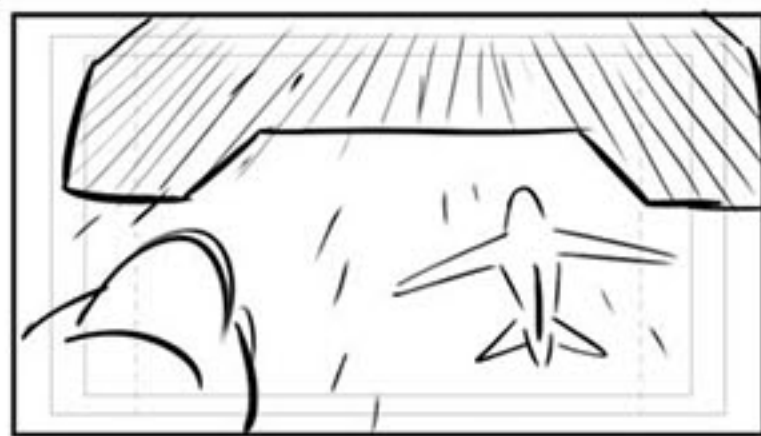
They open fire



CAM PATH ACROSS DECK - GUNS ACTIVATE AS CAM FINDS THEM

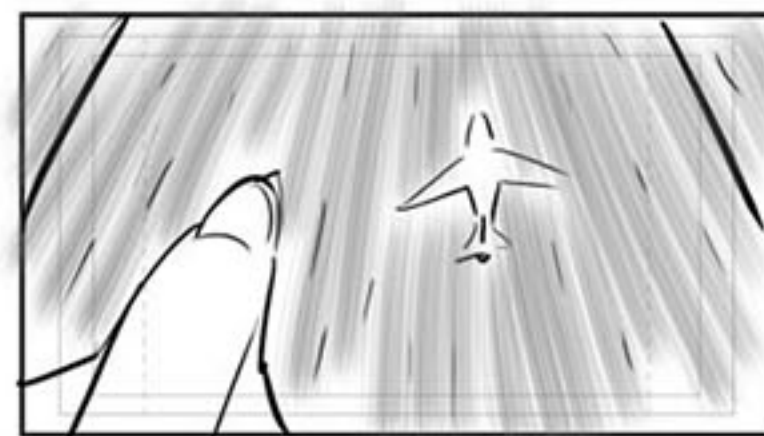


Warden's guns open fire



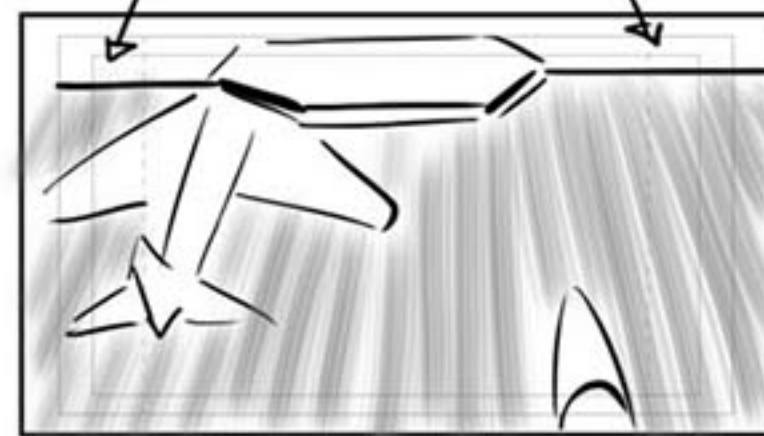
Fly with jets toward Warden

LINE 29

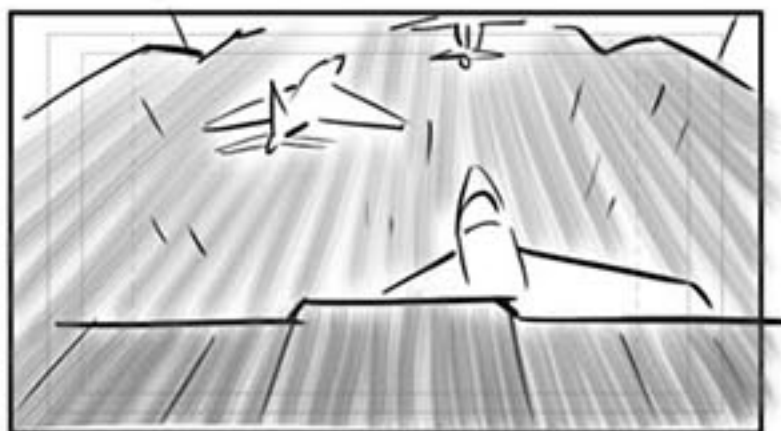


Pass over deck - bullets fly back & forth

LINE 30



Bridge into view - jets shoot under it



Cam continues to follow
Jets - bullets fly up at them



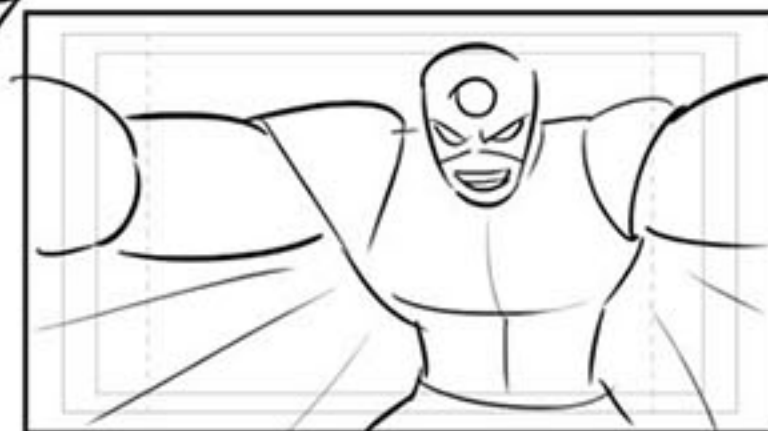
They pass over the stern
and peel off, unharmed



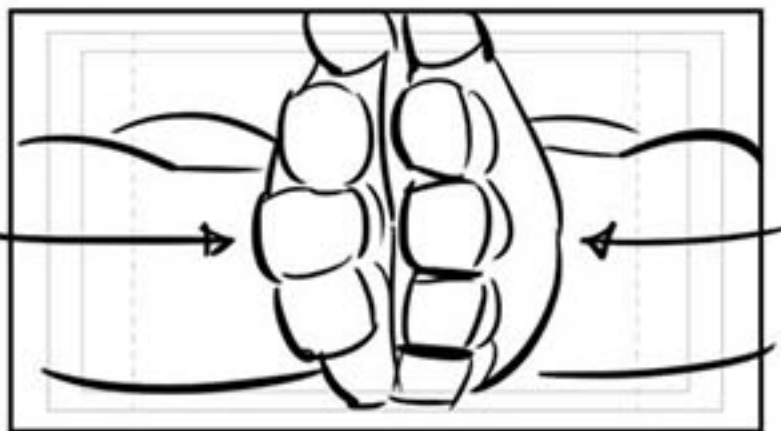
Cut to Mak on bridge -
3 more jets coming



Arms out



Cut to reverse



Slap hands together



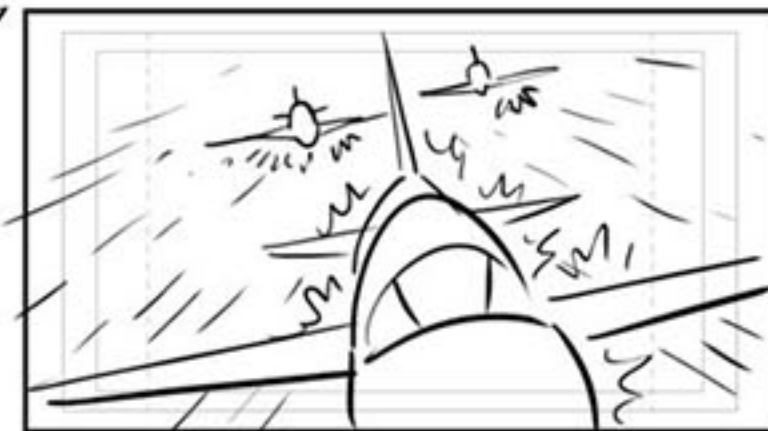
Blast of energy



Cut to ex't deck -
guns rotate INWARD



- and OPEN FIRE
as jet flies close overhead



Track with jets - pelted
by fire from sides



All 3 catch fire,
go into uncontrolled spins



Cam tracks past row
of guns firing continuously



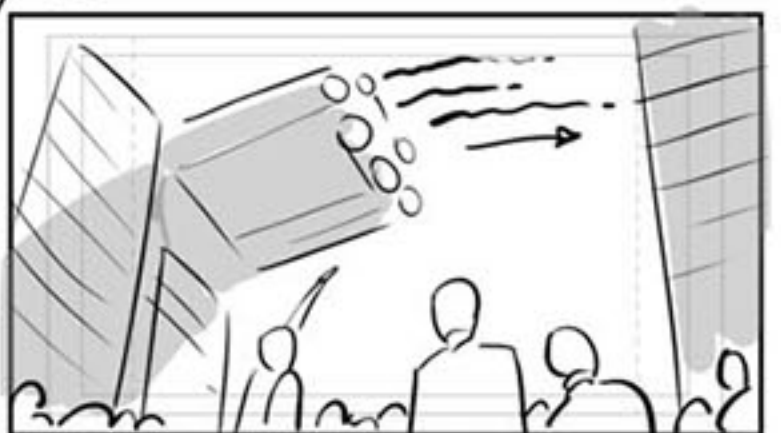
Upshot of bridge -
3 burning jets shoot past



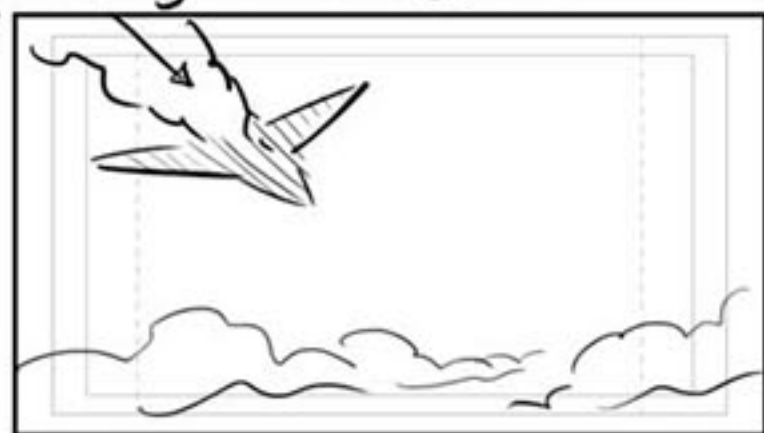
- trailing smoke



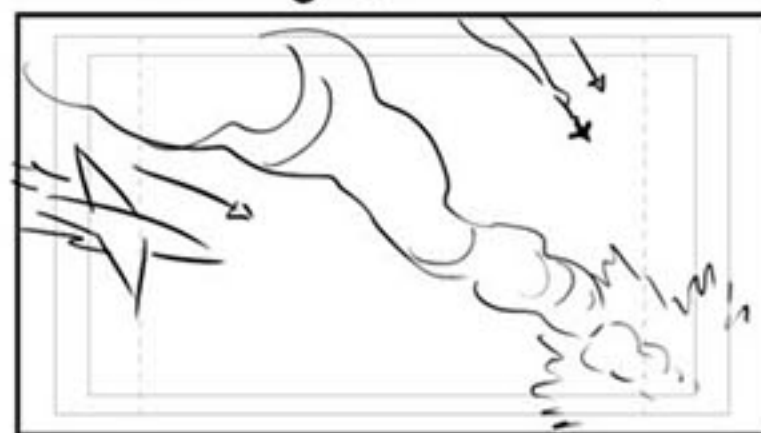
Forge & Berto trade looks
(worried)



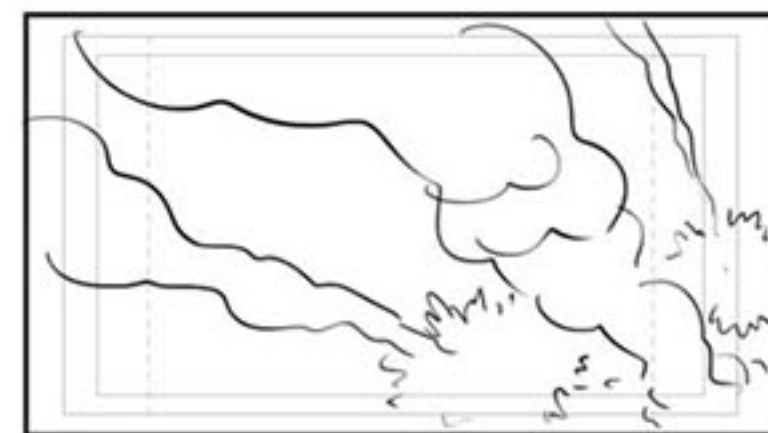
Street view - crowd reacts
to burning jets



Cut to sky BG -
first jet in



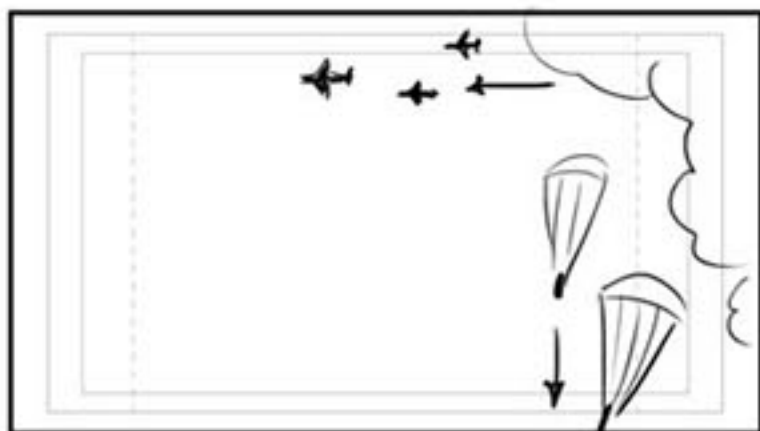
it explodes



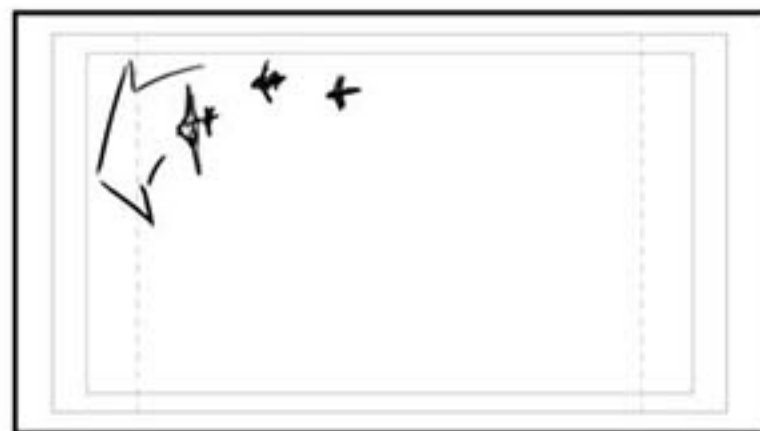
Then the others
explode



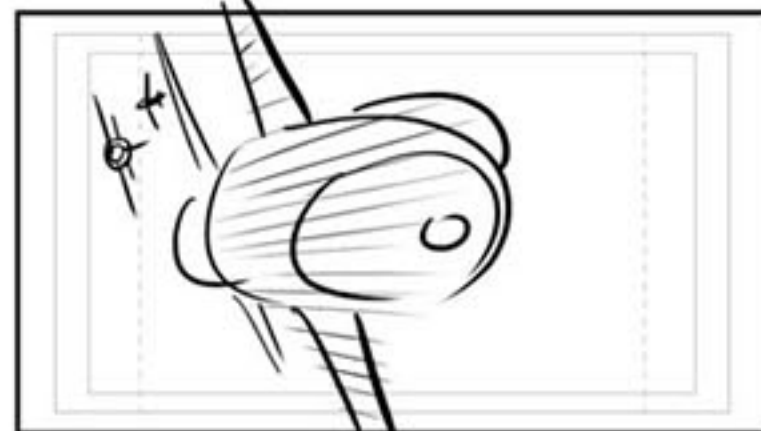
3 parachutes descend in



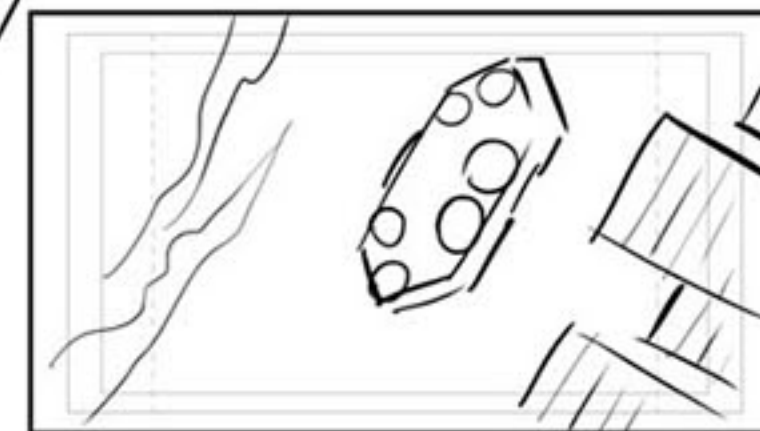
Cam tracks left with First three jets



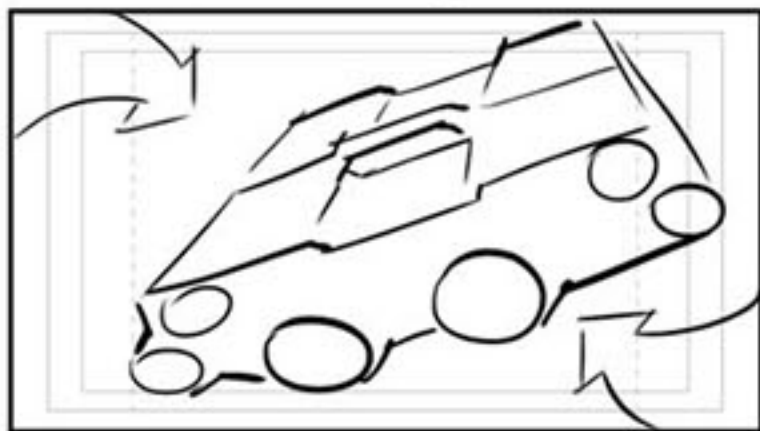
They bank toward cam



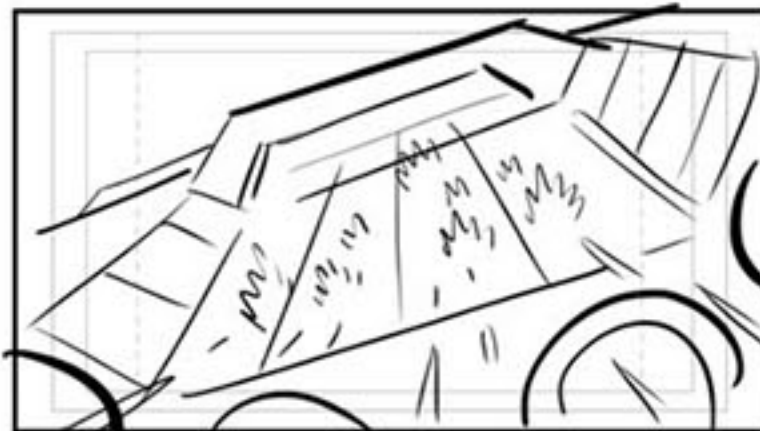
All three
OUT



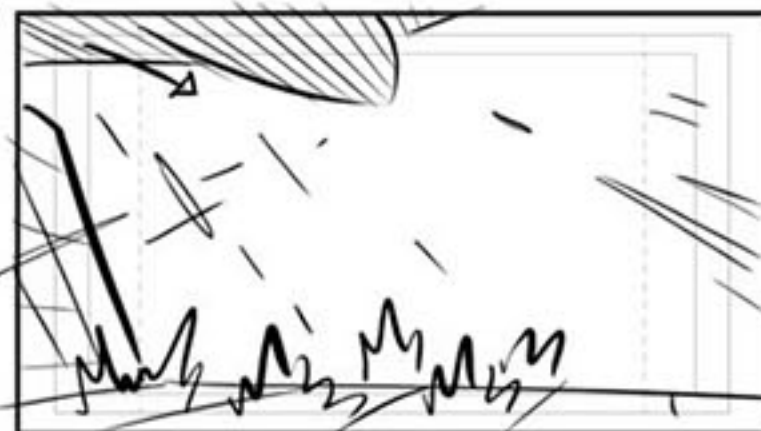
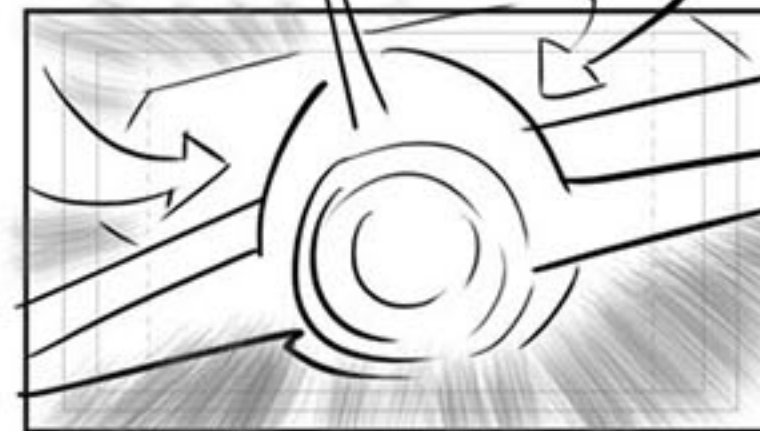
Pilot's POV of warden
(rear)



Start approach
from behind Warden



Open fire



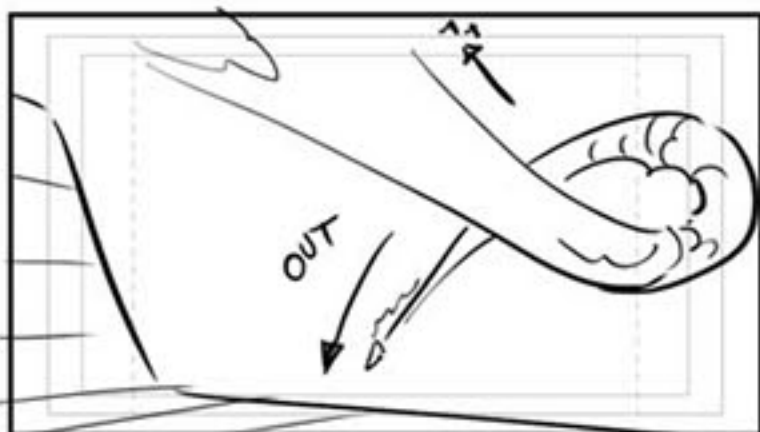
Cut to the bow-jet #1
rakes it with bullets



It gets clear along
with jet #2



Jet #3 gets hit



NEW LINES:
MAK - LAUGHING
TOX - STOP PLAYING AROUND!



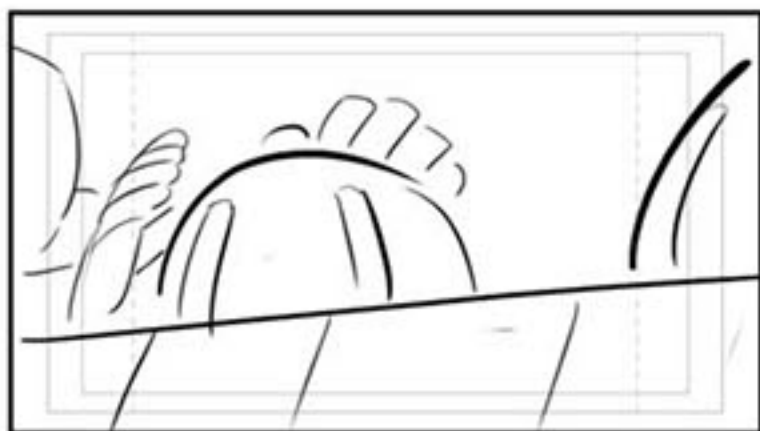
When the last two come
around again, finish them
off with the quantum lasers.



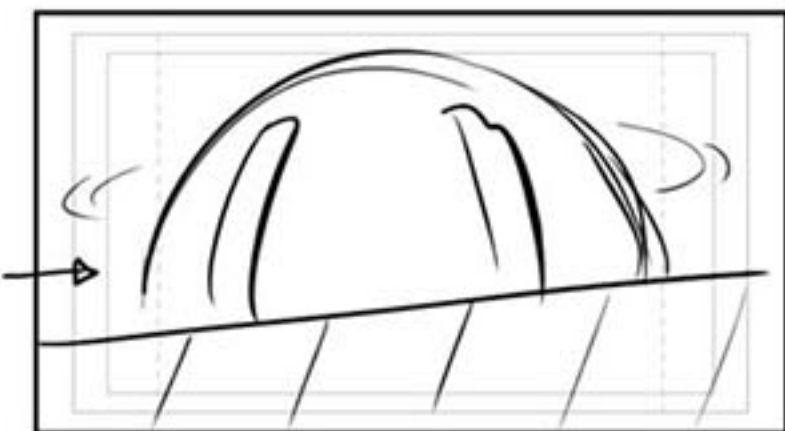
We've got a whole
world to pollute.



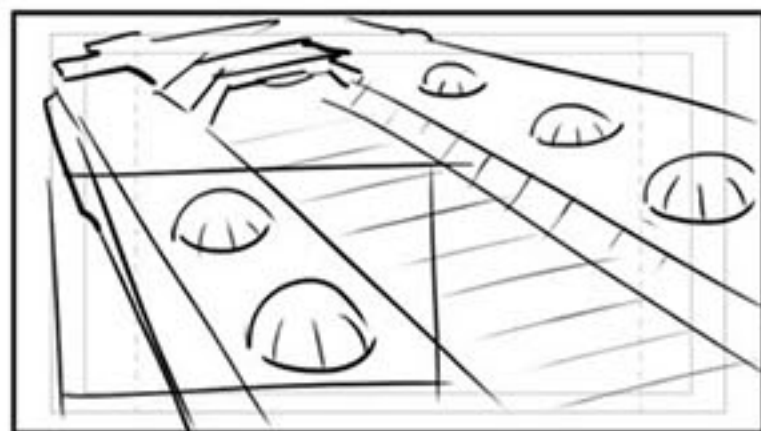
MAK (mocking): We've
got a whole world to pollute!



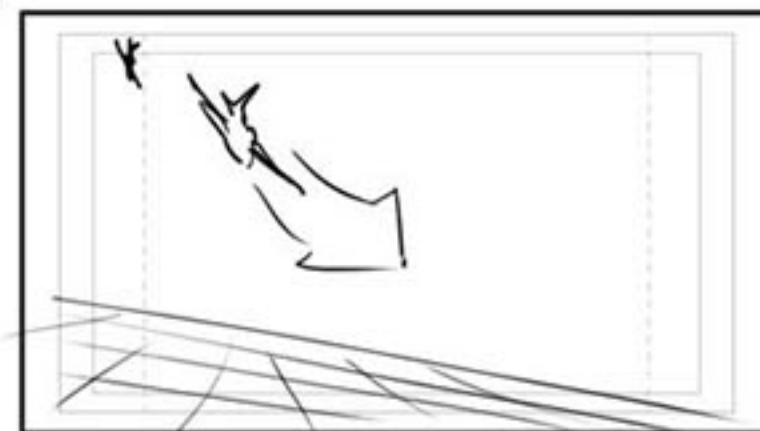
→ Can't pan, X diss to turrets



End pan - turret rotates & lights up



Truck cut - all laser turrets light up



Jets zoom FWD



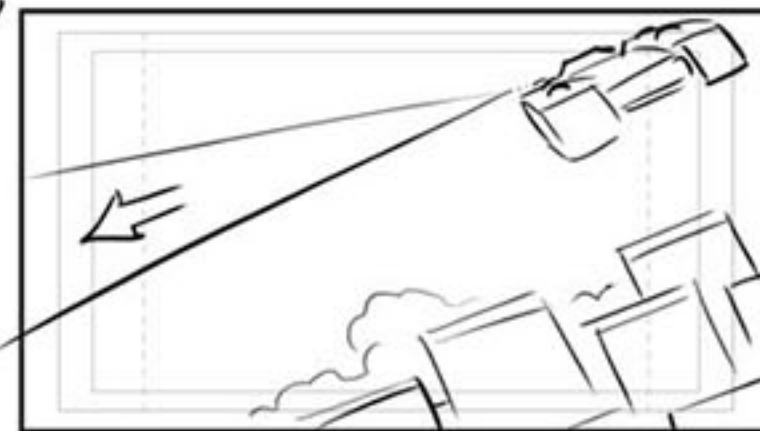
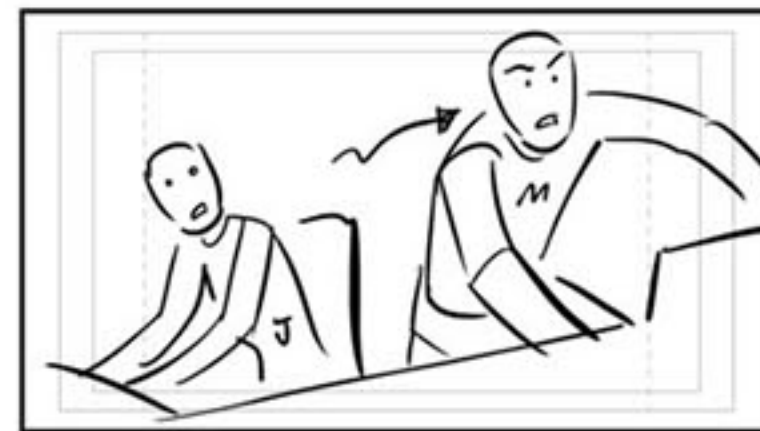
Tek Jet follows



Tek jet flies into cam



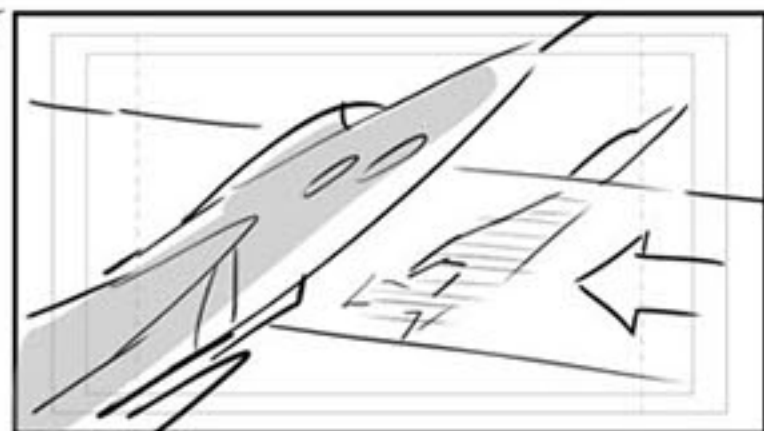
(31) M: How's it look?



Blast 1



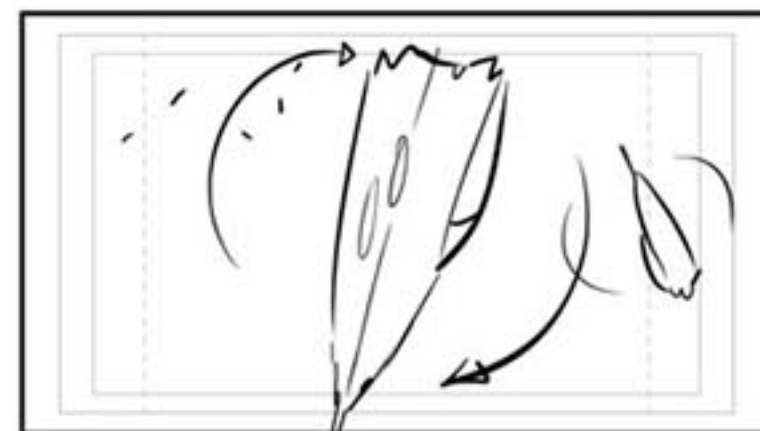
Blast 2



Jet 1 hit



Jet 2 hit



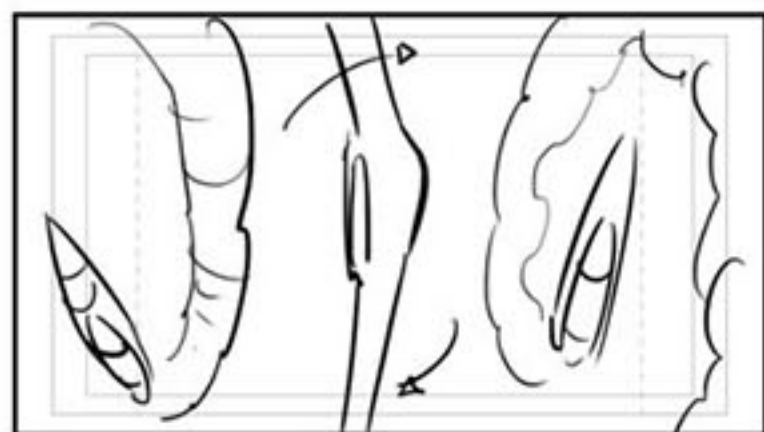
Nosecones tumble helplessly



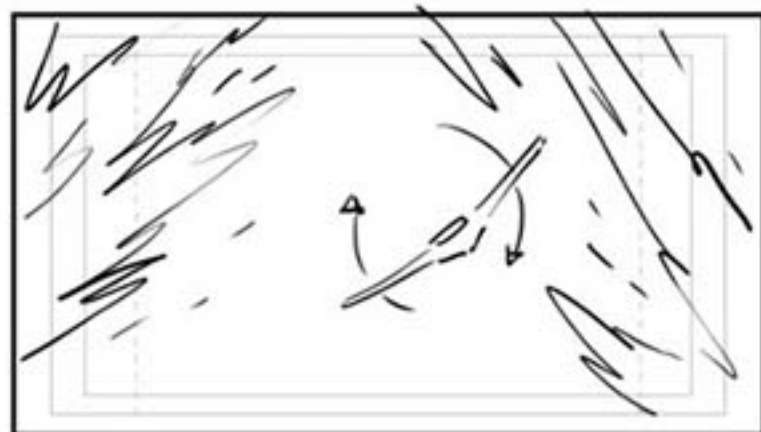
(32) J: Could be better.



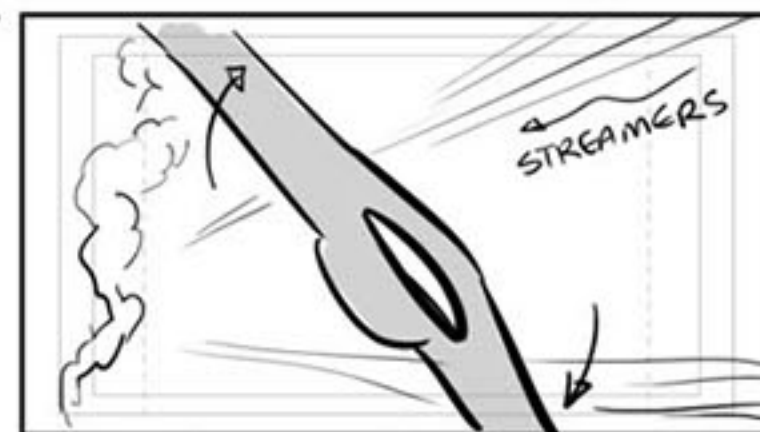
Tek Jet flies toward spinning nose cones



It banks sideways to slip between them - cam follows



Tek Jet gains ahead - nosecones pass OS and explode

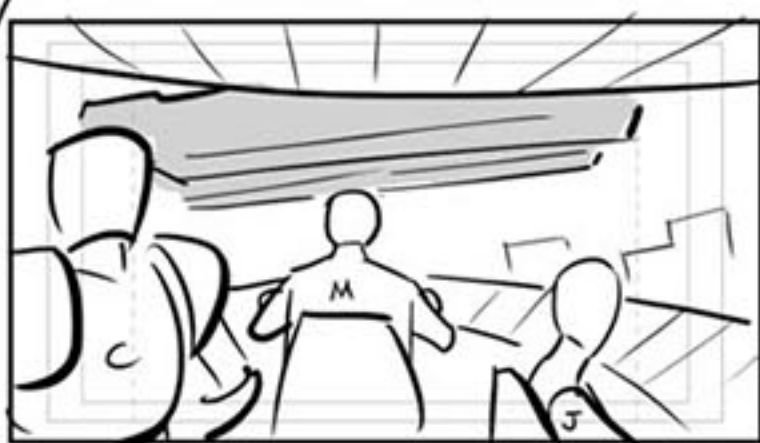


Cut to reverse

(33) M(ro): if we don't do something quick, Toxzon's gonna fry the entire city -



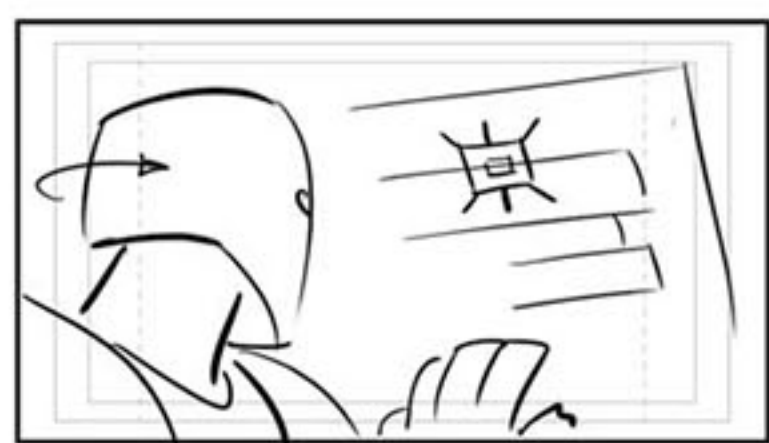
Finish roll



FLYING TOWARD WARDEN FROM BELOW
- with those quantum lasers!



34 C: Data indicates a
manual tech access panel-



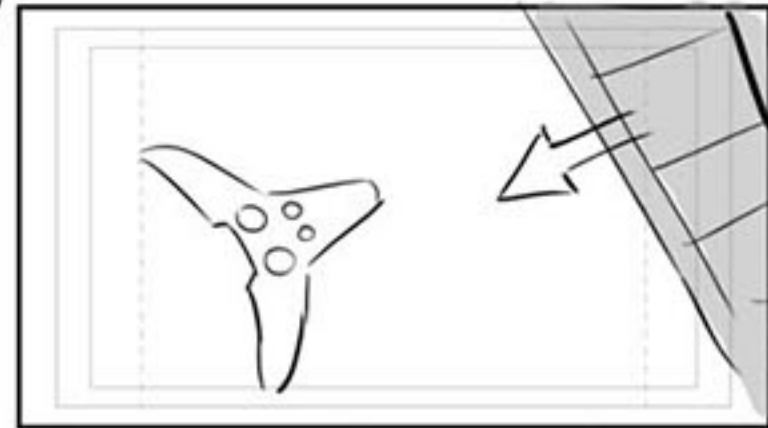
- on the port side.
A direct hit-



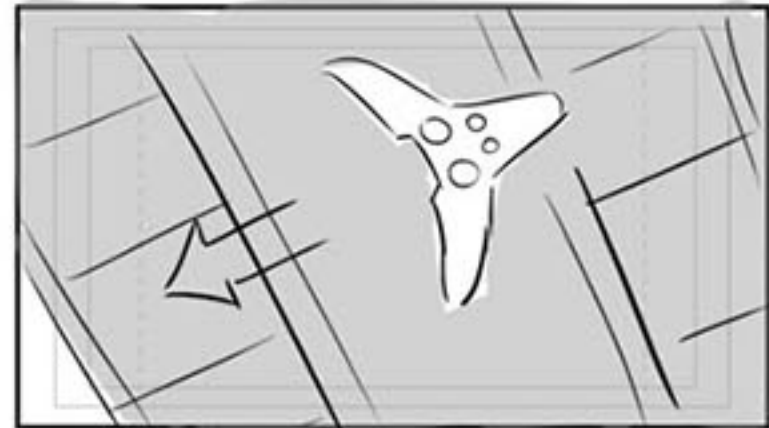
- should temporarily disable
the quantum lasers.



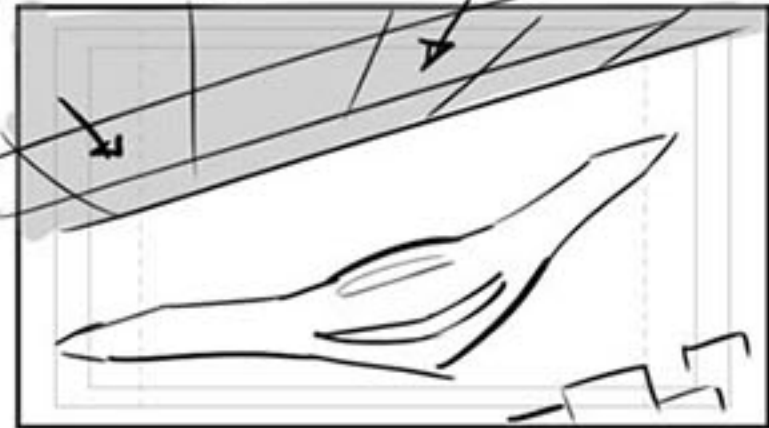
35 J: Looks like our
only chance!



Tek jet flies under Warden



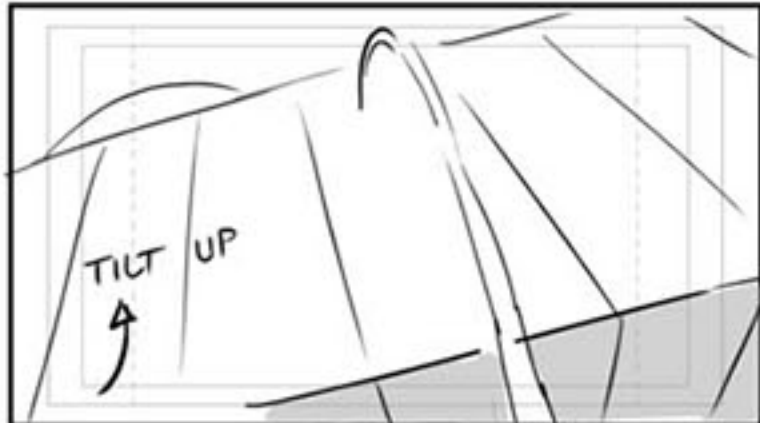
36 M: Almost
in range!



- And FIRE!



(missile shoots
straight up)



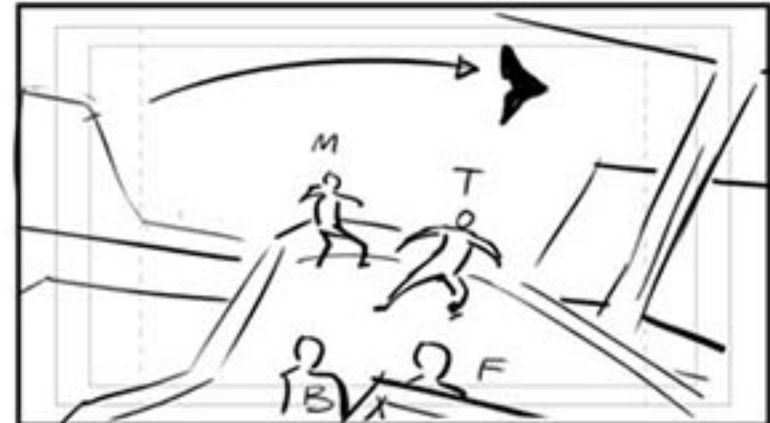
Can't to pull away with Tek Jet - missile HITS



Bridge tilts/shakes
37 Tox: What was that?



Tek Jet IN



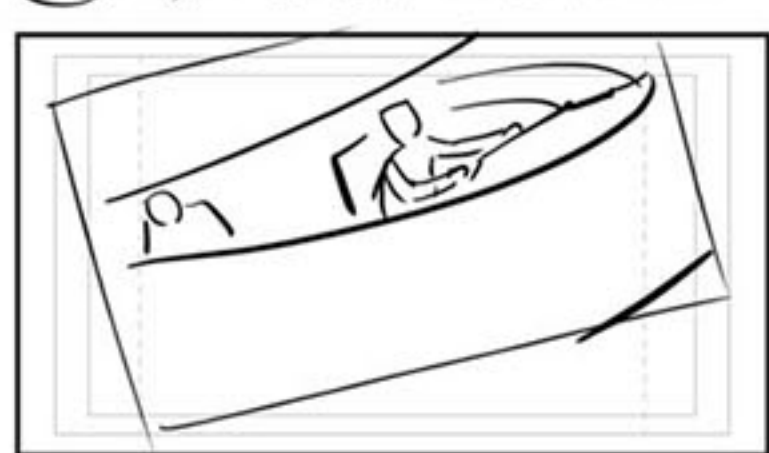
Bridge tilts back the
other way



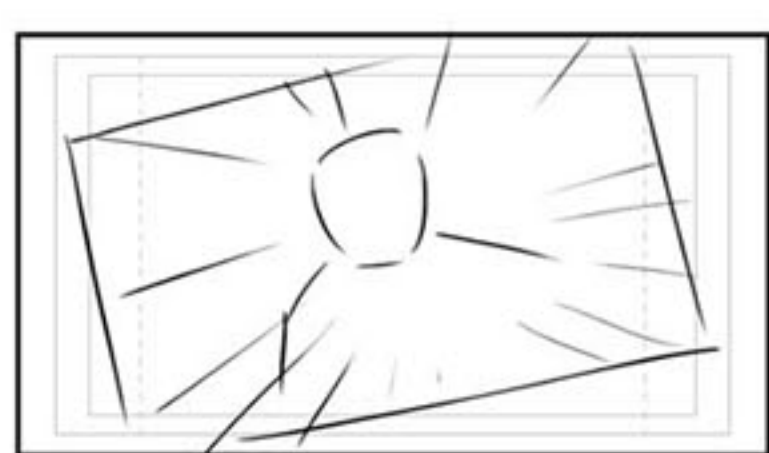
Close on a holo-screen
tracking the Tek Jet



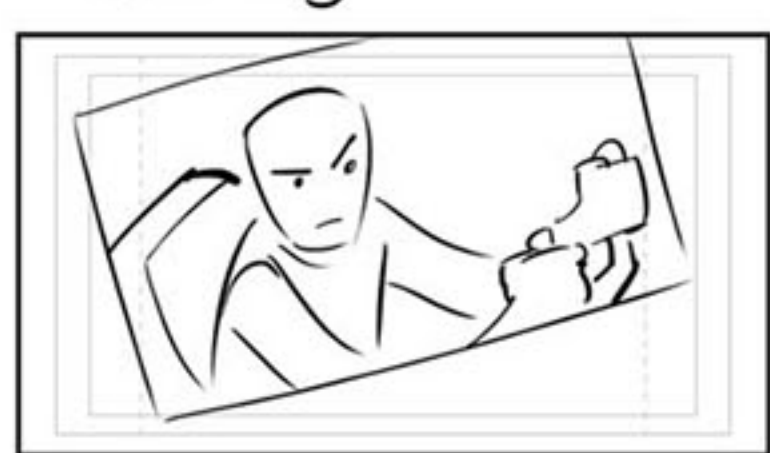
Zoom in on image as
the Tek Jet rotates



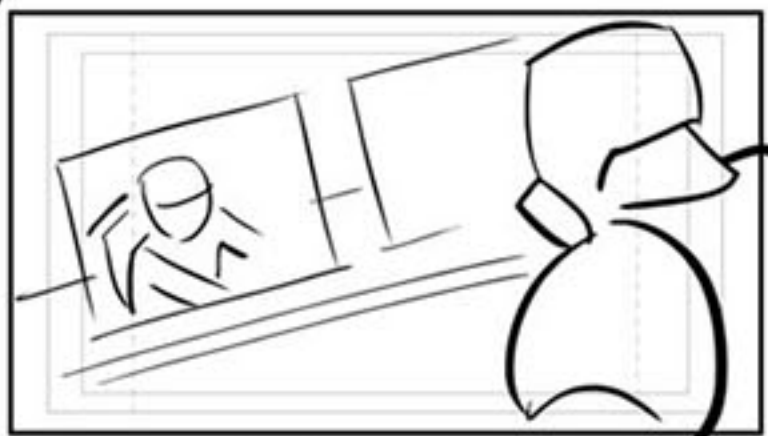
Can't in to see Max in
cockpit



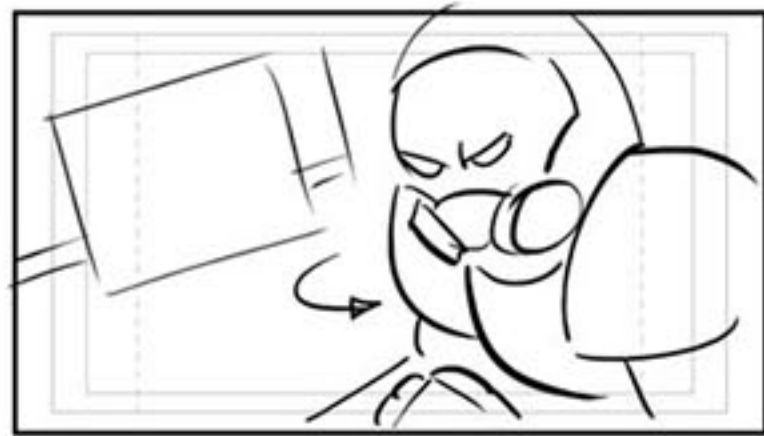
Blur zoom in - image
pixellates -



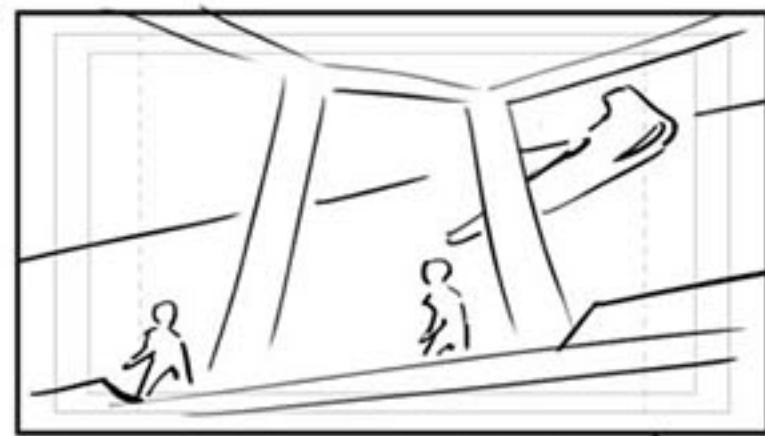
-Then resolves



Truck out to include Tox
(37) T: Arrr!



Steel!



Wide-Tek Jet thunders
thru scene outside bridge



Forge & Berto smile



(38) M(vo): Cyto, how long
before those-





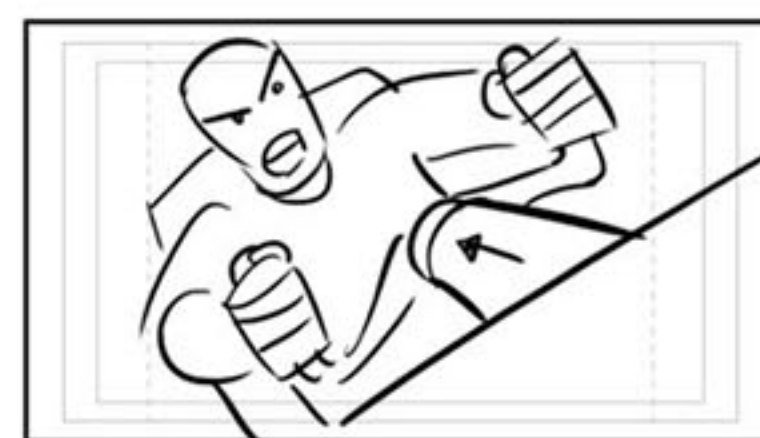
- quantum lasers come back online?



(39) C: Approximately 6 minutes!



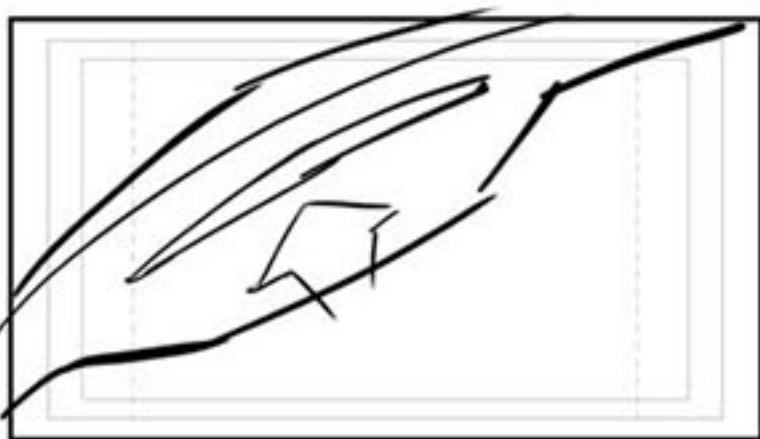
(40) M: Plenty of time to get what we came for—



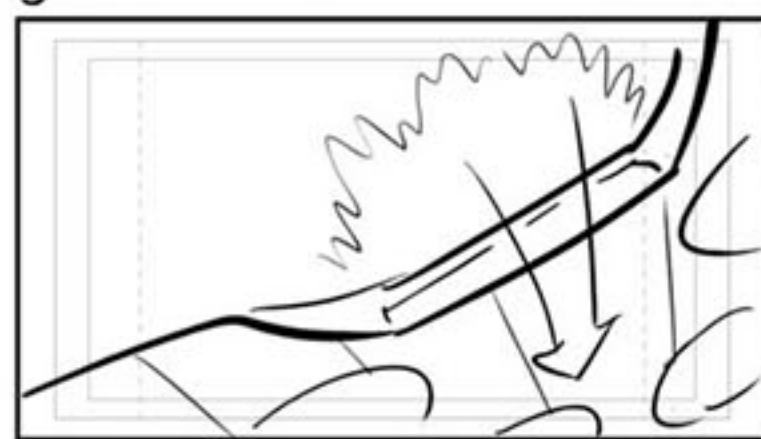
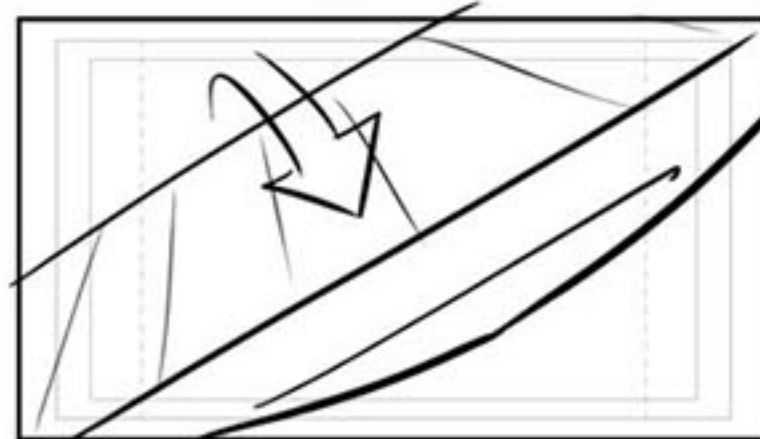
Toxzon!



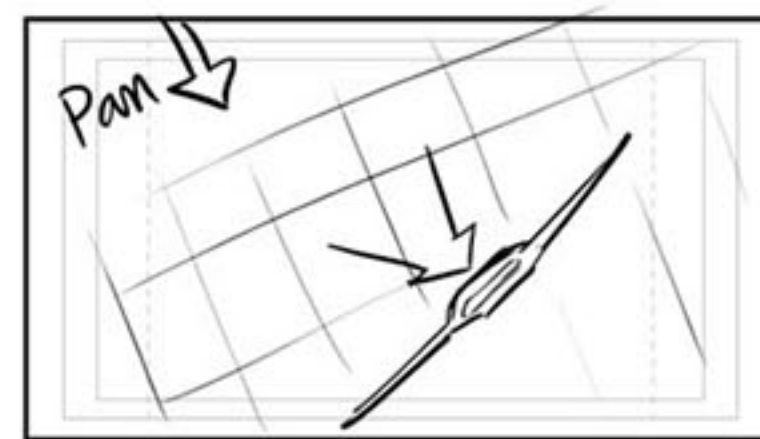
City below



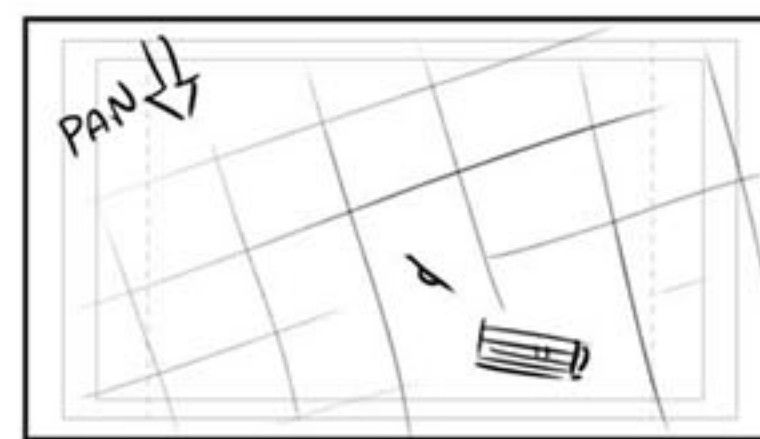
Tek Jet rises toward cam



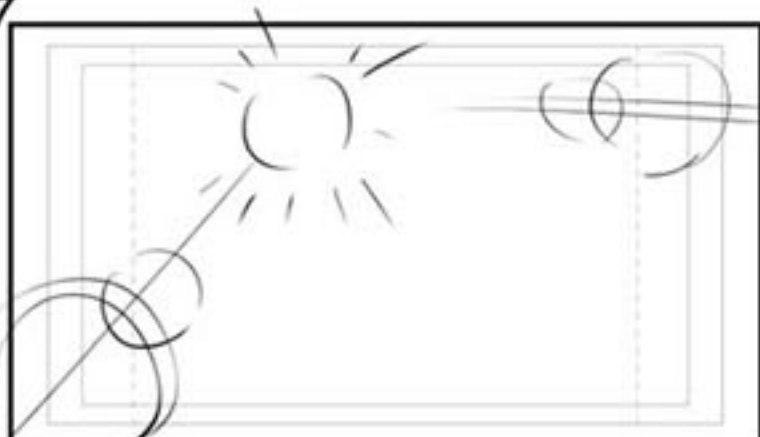
flips over (belly toward cam)



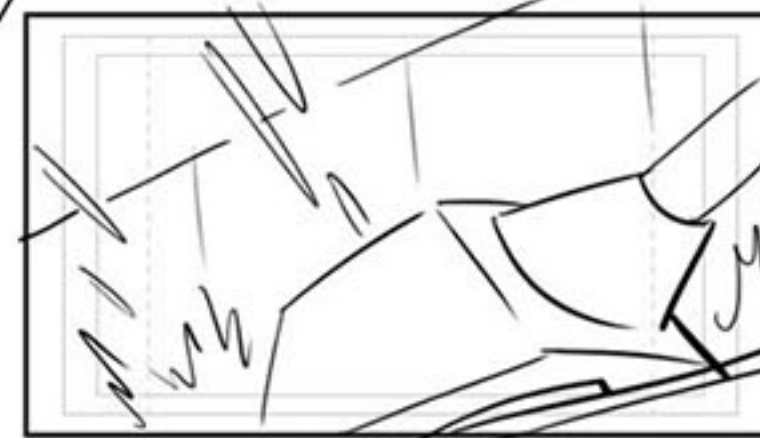
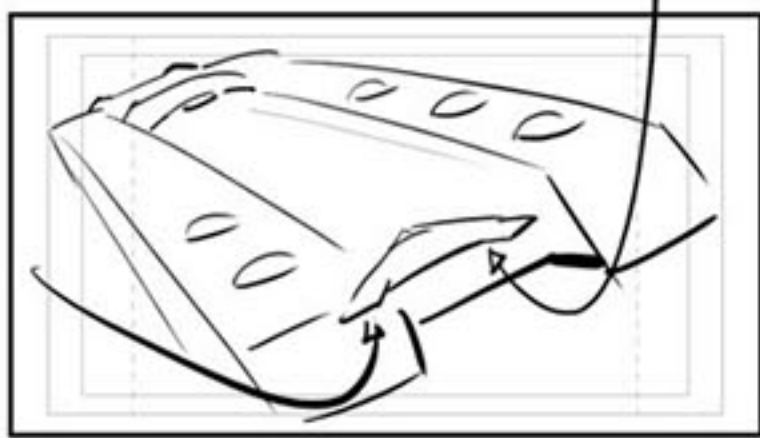
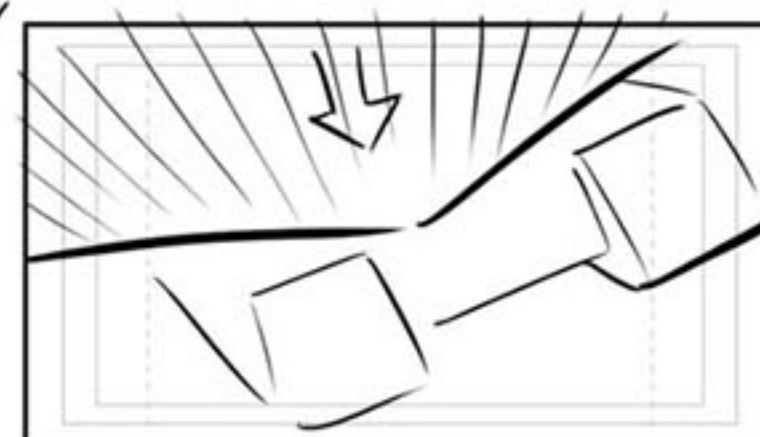
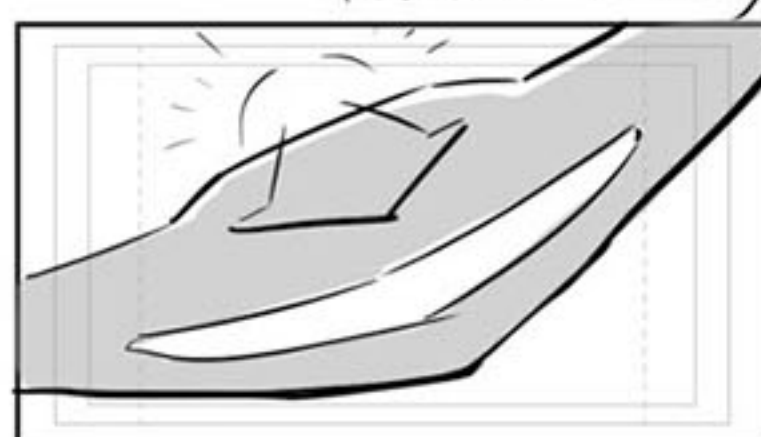
Goes into spiral dive



toward Warden



Upshot into sun





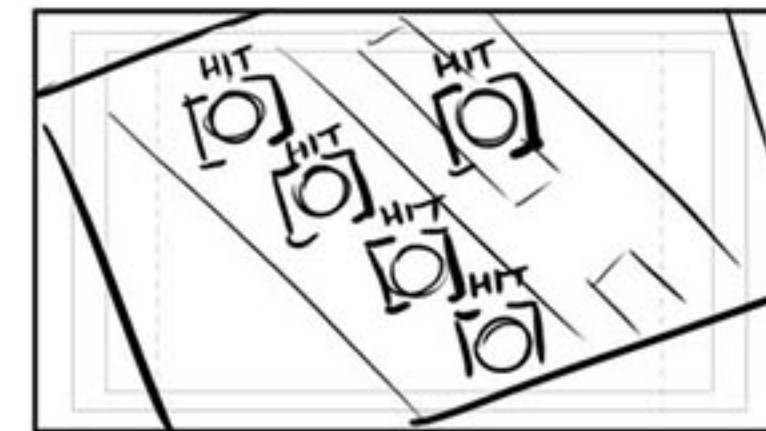
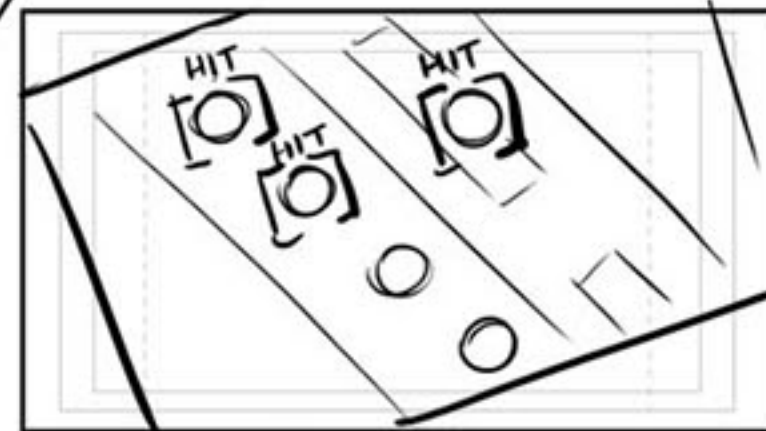
④ J: On the right!



Push in & rotate right
I've got it!

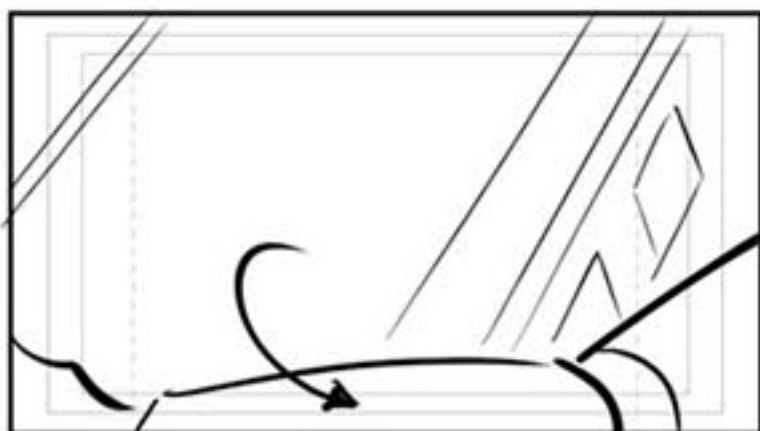


④ M: Nice shot!

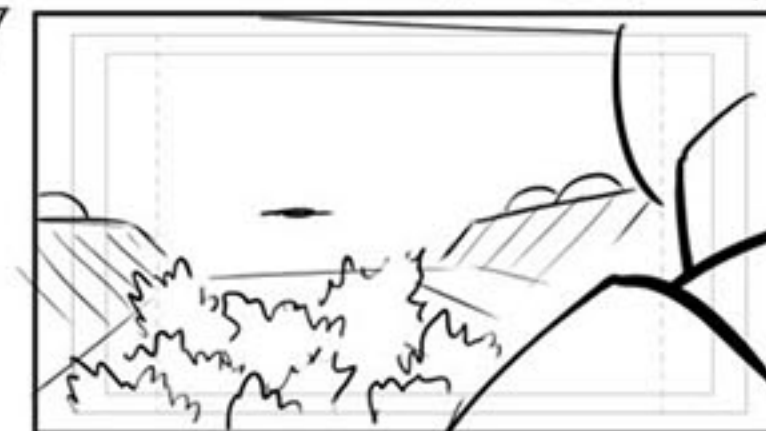


Goog showing gun
emplacements going down (on holoscreen) MAK:
BAH!

Mak waves his hand -
it fritzes out

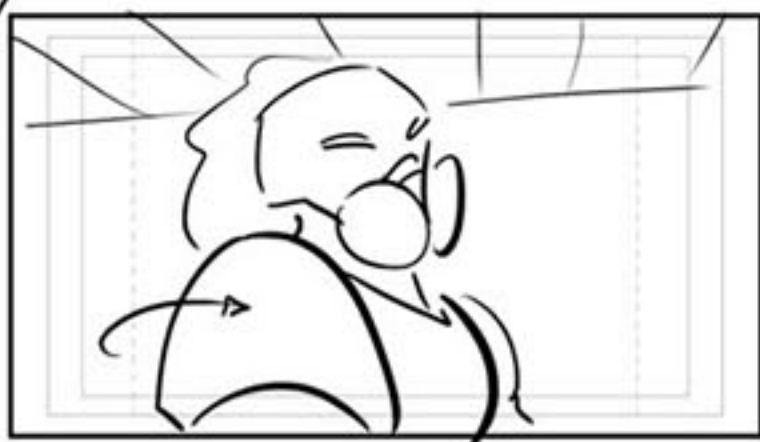


(follow thru)

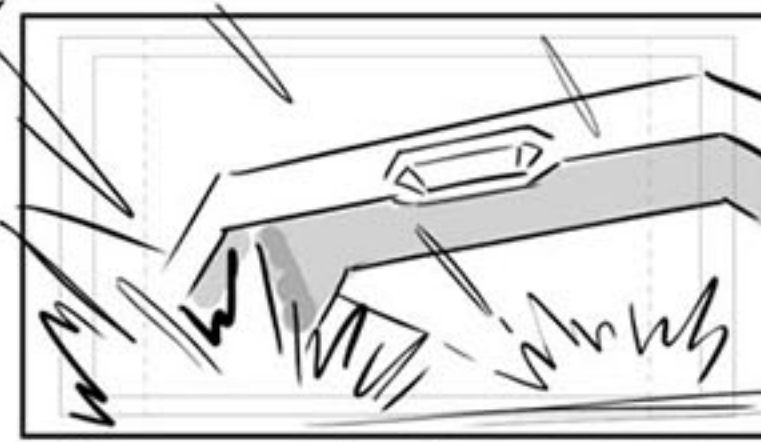
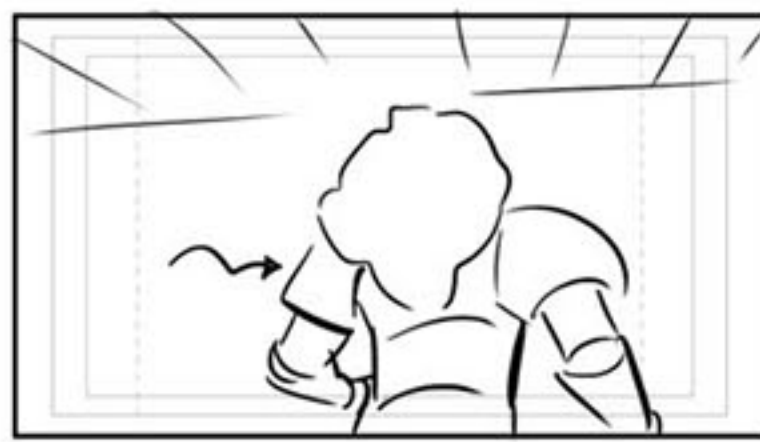


Tek Jet approaching





Tox turns, satisfied that Mak has it under control



Guns near bridge get hit



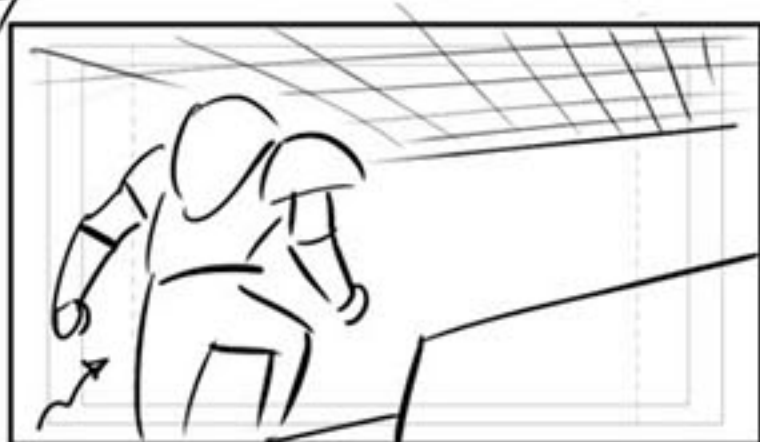
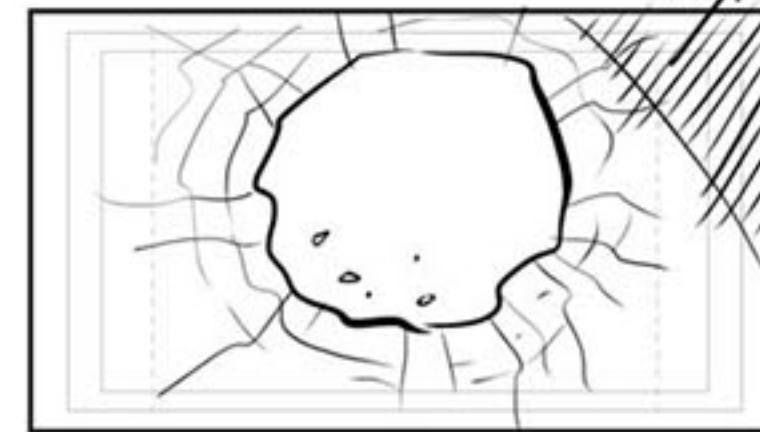
Tek Jet IN



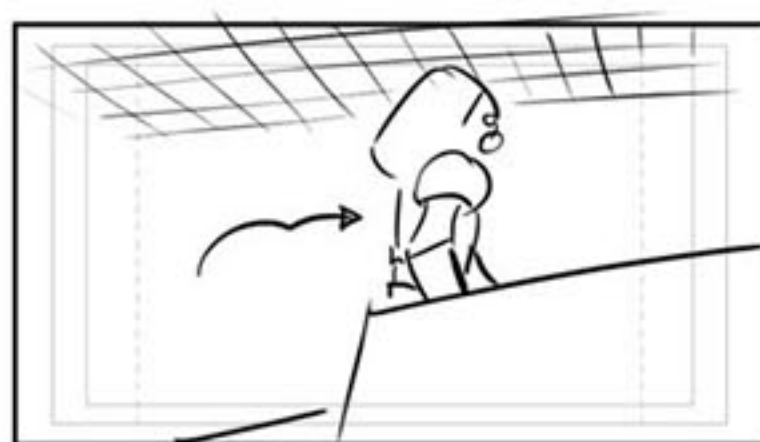
It angles UP



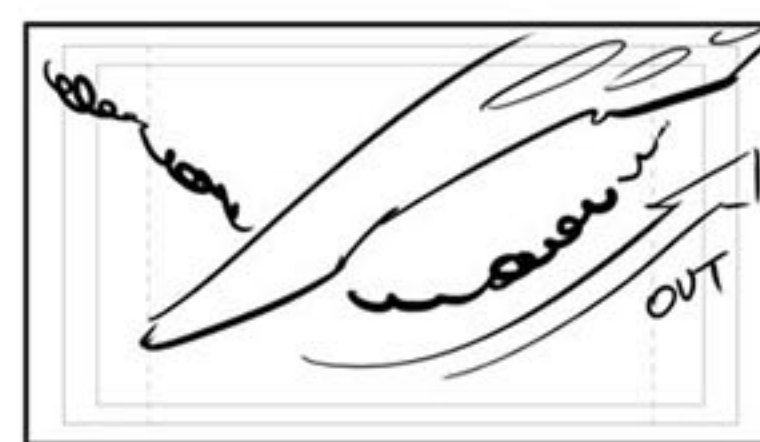
Mak blows hole in window to hit Tek Jet



Tox climbs stairs to command deck



Downshot over engines



Tek Jet trailing smoke

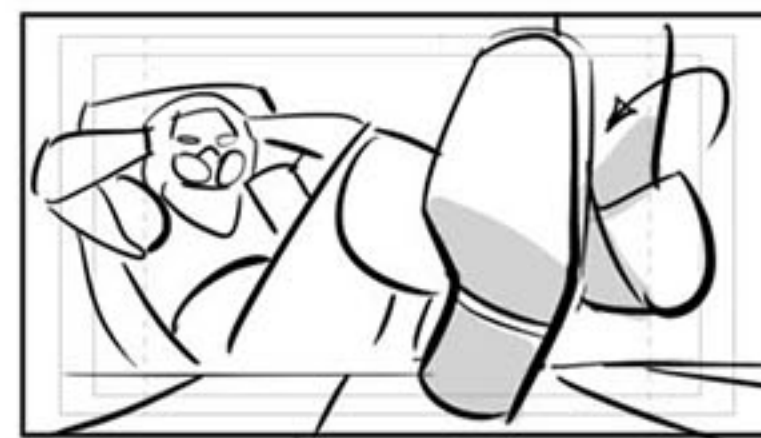
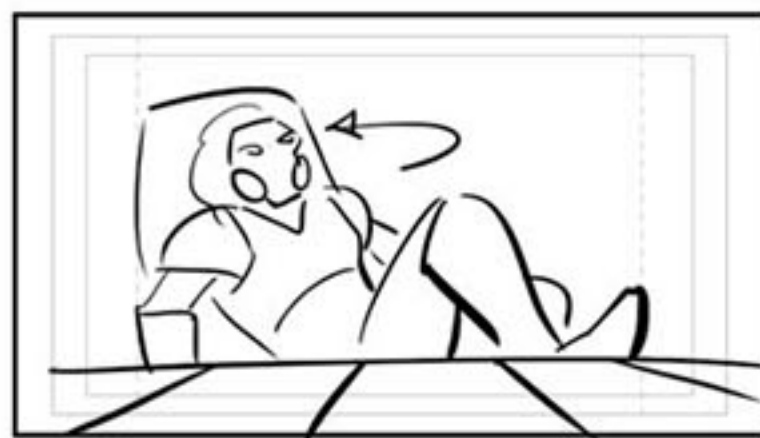


SHAKE

(A3) M: Clipped a fuel line!



Tox settles into Forge's chair



Tek Jet rises, sputtering — it wheels over

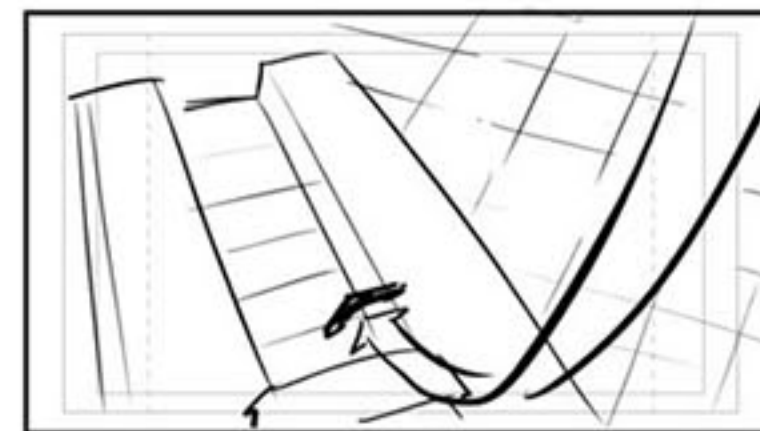
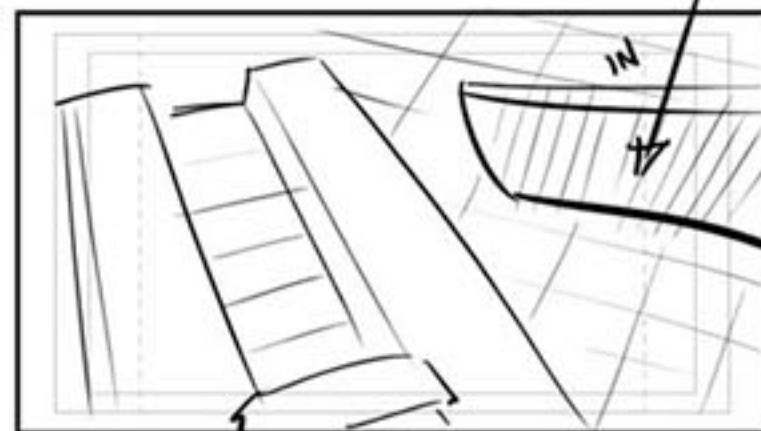




Starts to dive



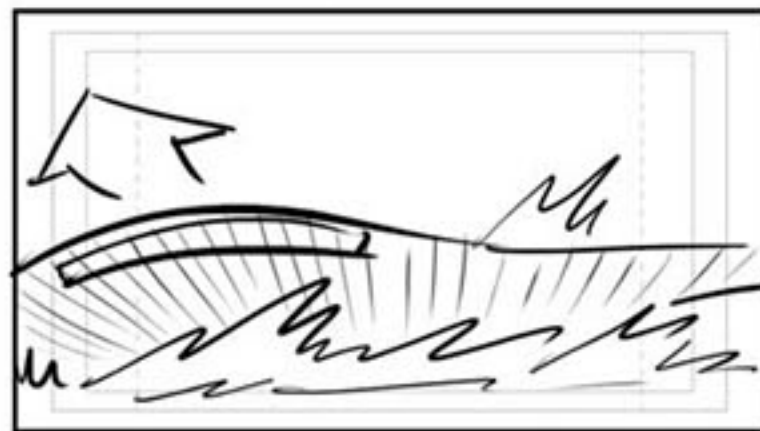
SHAKE
44 M: Everybody hold on!



Jet drops thru sc-
Makino cheers: YEAH!



Tek Jet comes
down on deck



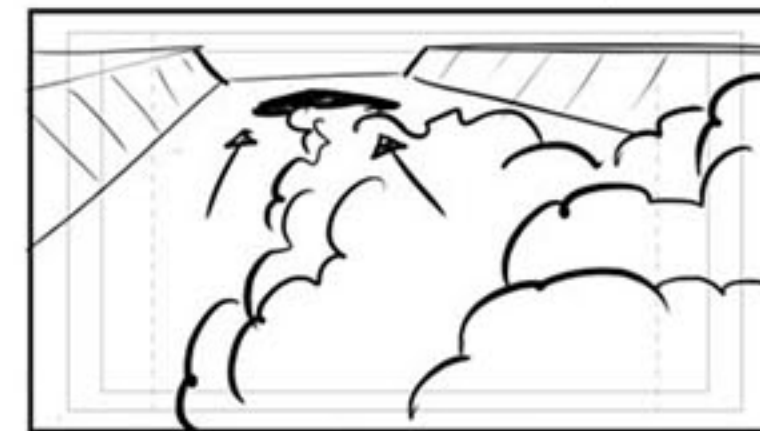
crash-lands



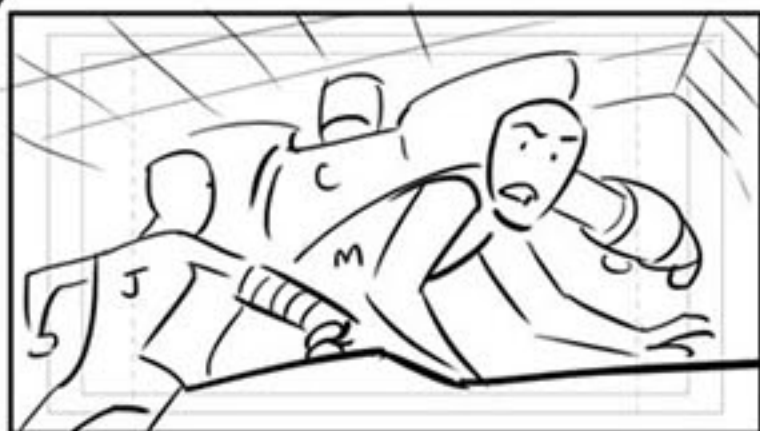
Wing passes over cam



It slides toward the bow



Note: obstacles have been
blown away by prev. attack



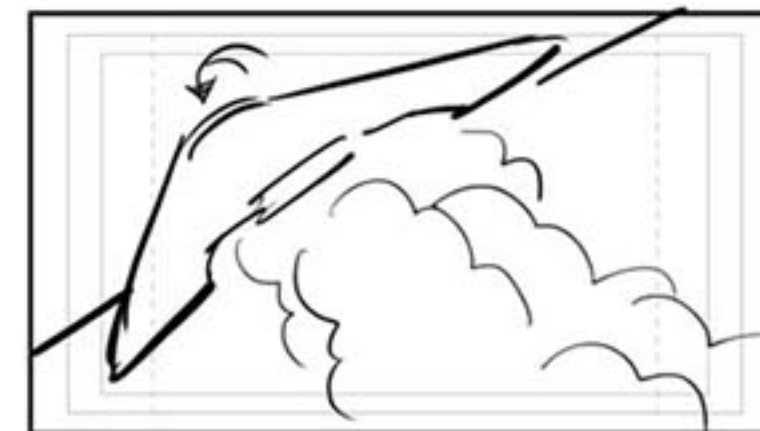
HEAVY SHAKE



All run out of cockpit



Truck out-edge of
deck appears



Tek Jet tips over it



Jet leaps out of hatch



- then Cytro

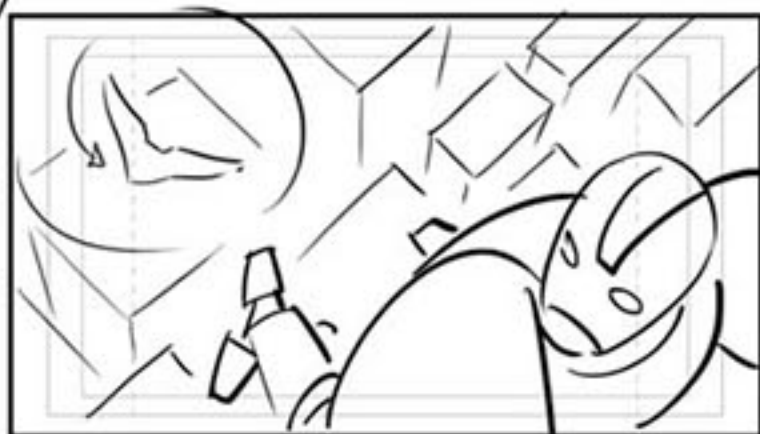


Tek Jet drops OS



Truck out-Cytro dangles from edge

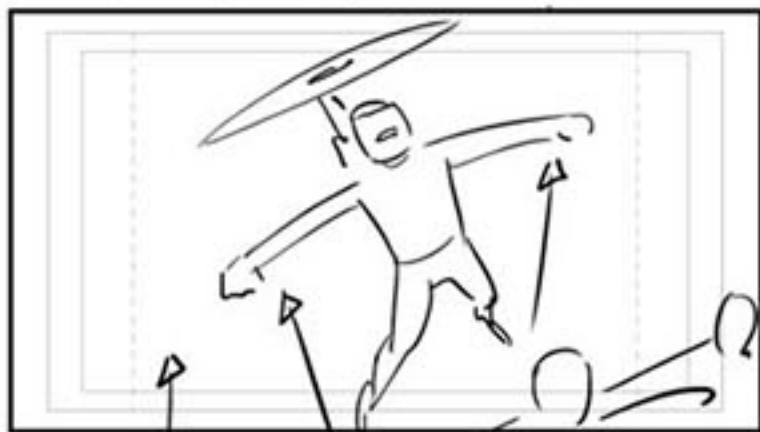
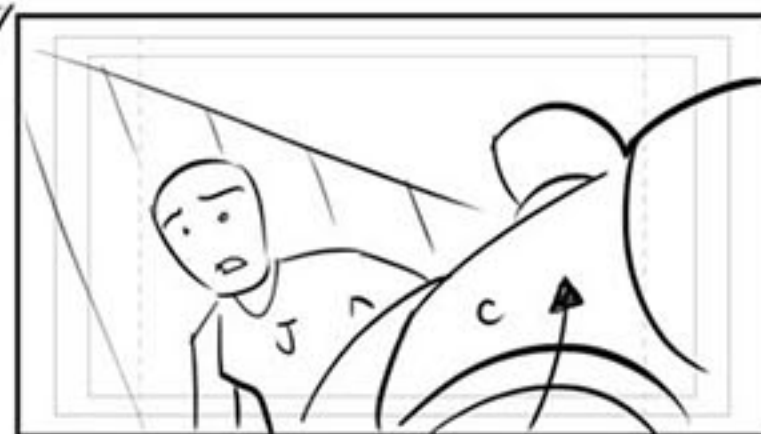




Cytro hanging above city-
Tek Jet spirals down



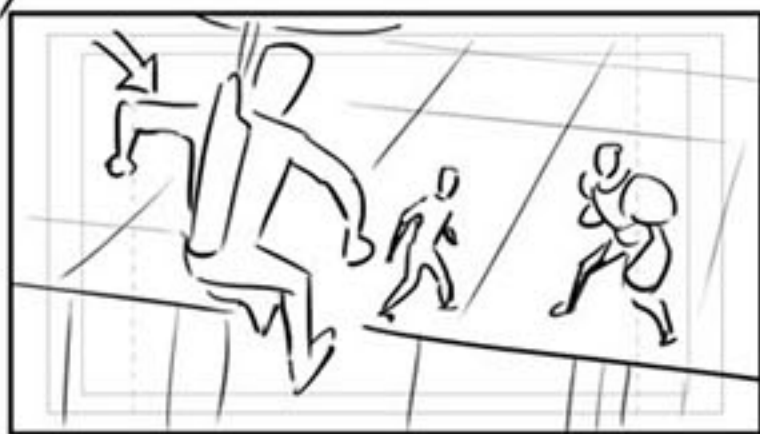
It lands on rooftop
and explodes



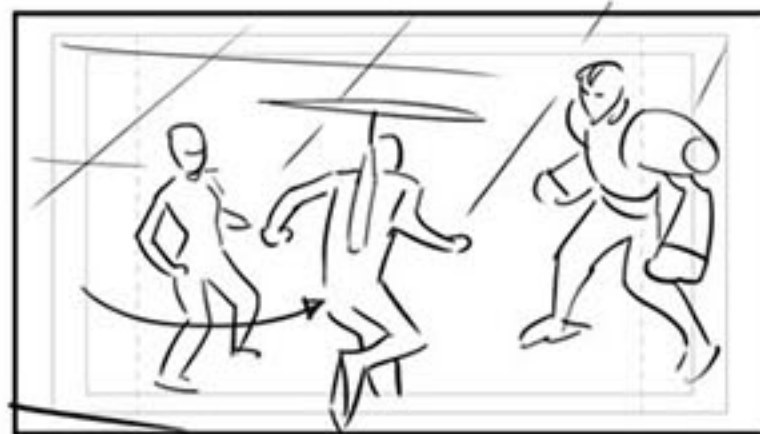
Prm



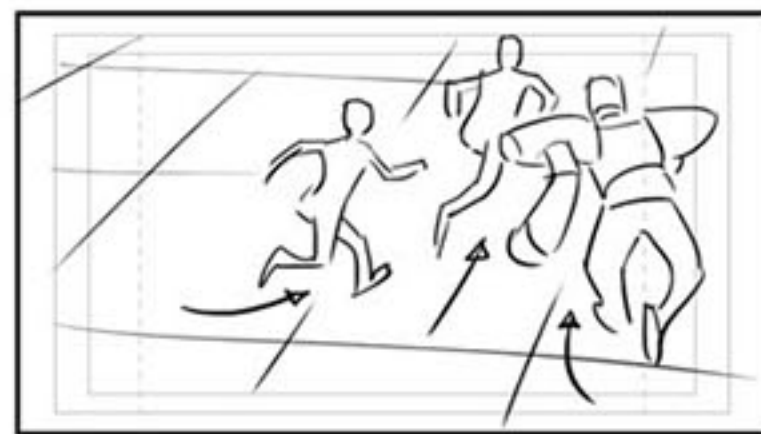
↑ look of relief



Cam follows Max to deck

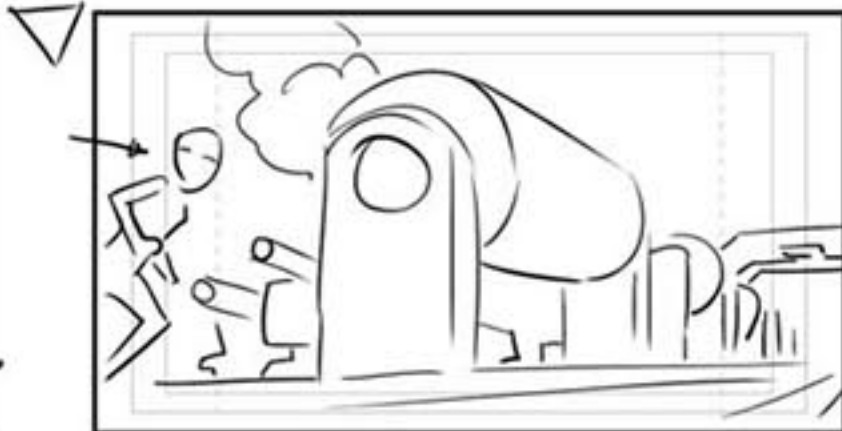


he lands



Cam stops, all break
into a run

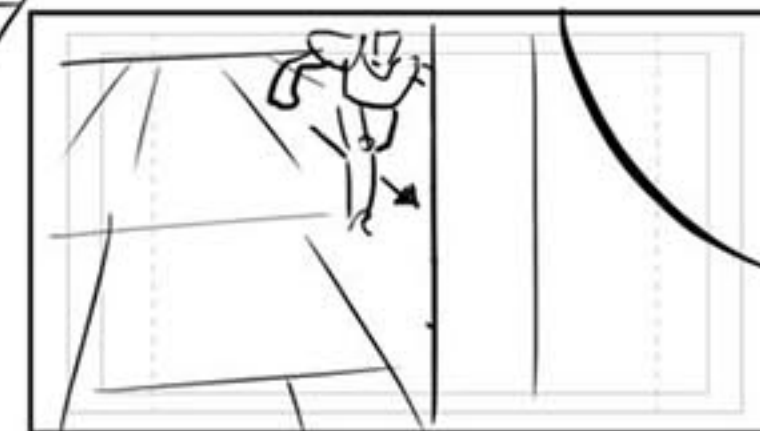




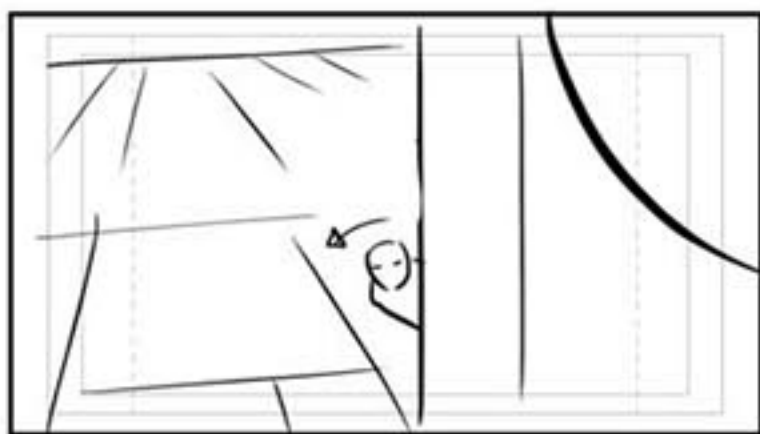
Jet IN (looking back)



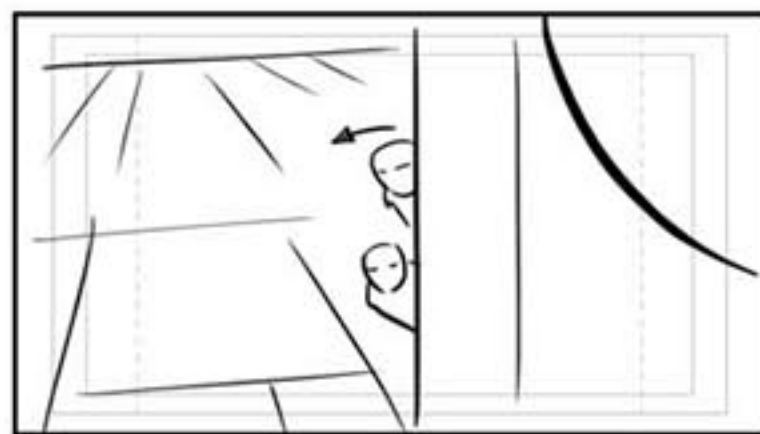
C & M follow her into hiding



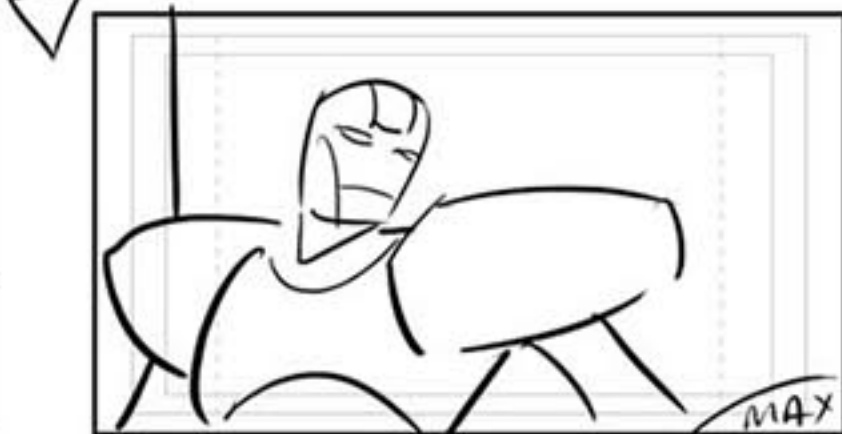
Cut to reverse



Jet peeks out



-then Max



(45) C: The bridge is 300 — meters directly ahead.
(Swing cam down/around)



cut to Max with binocs



(46) M: And looks who's at the controls.



Our old friend Makino.



01:05:36:18

Are we ready to do this?
JET: Oh, yeah.



01:05:37:01



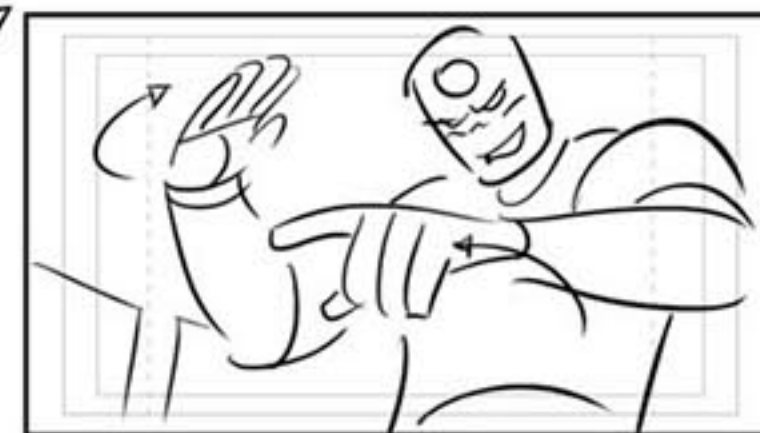
01:05:37:06



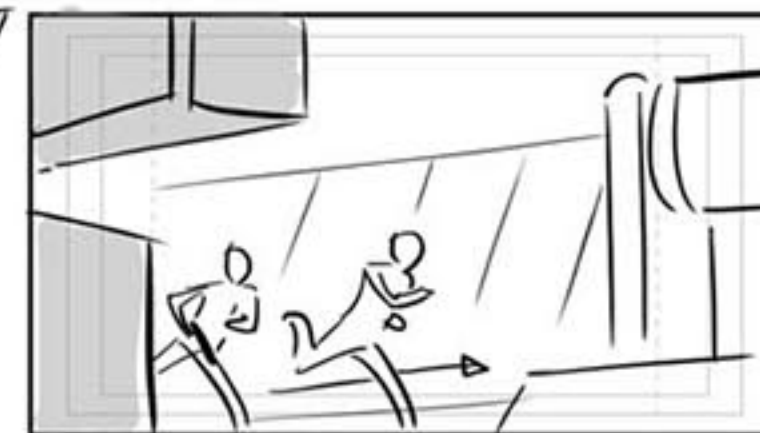
01:05:37:16

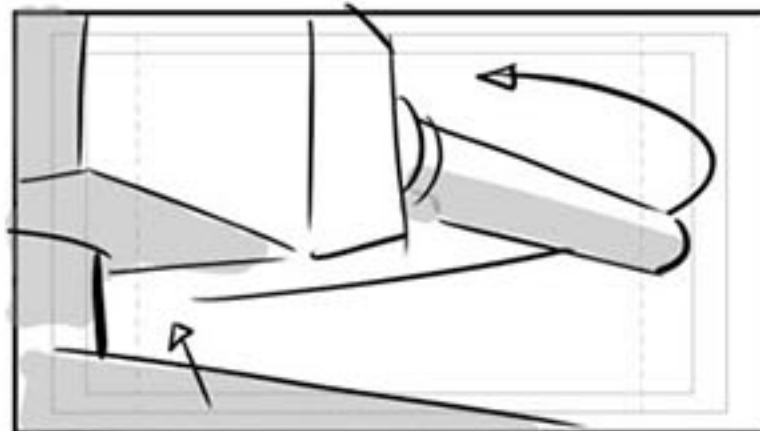
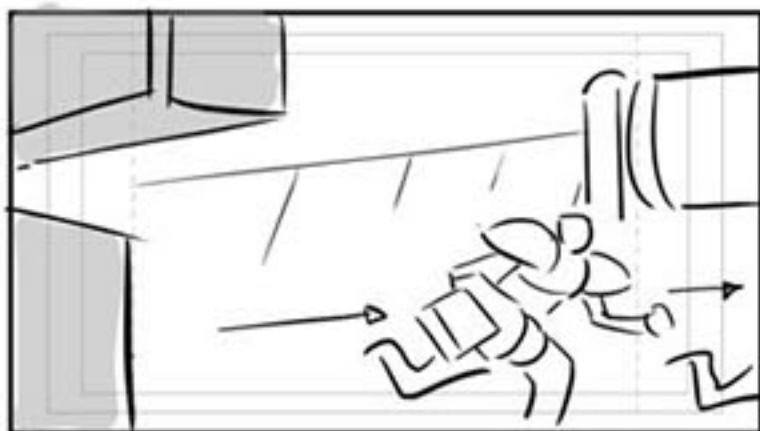


Mak watches them on screen

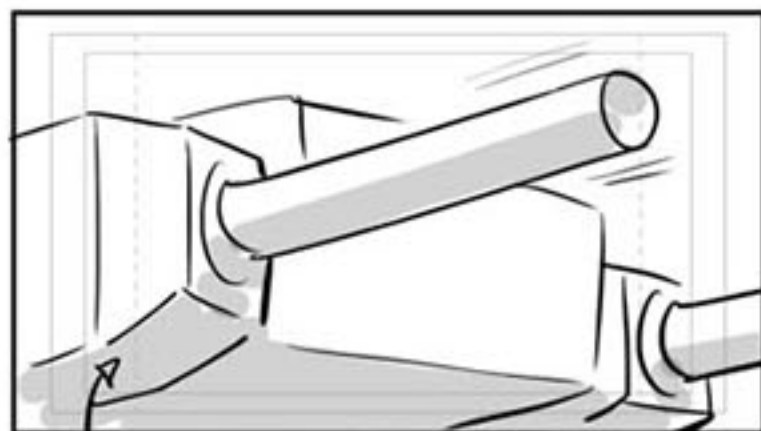


Hand movements - directing guns





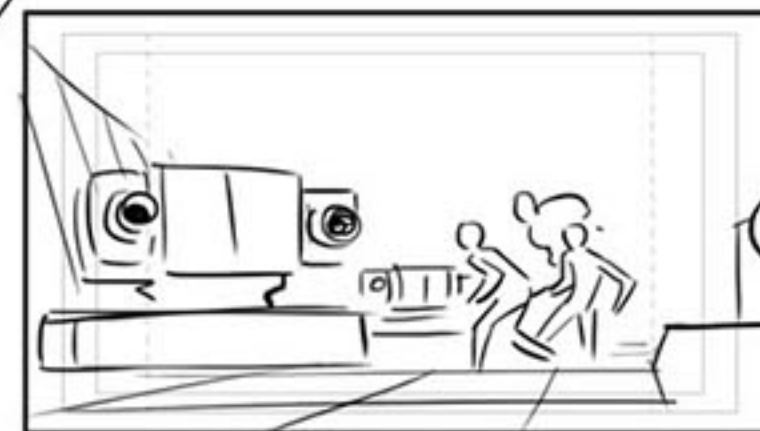
Pan up to see gun rotate



Can't pan up as barrels adjust



J & M stop



Guns take aim



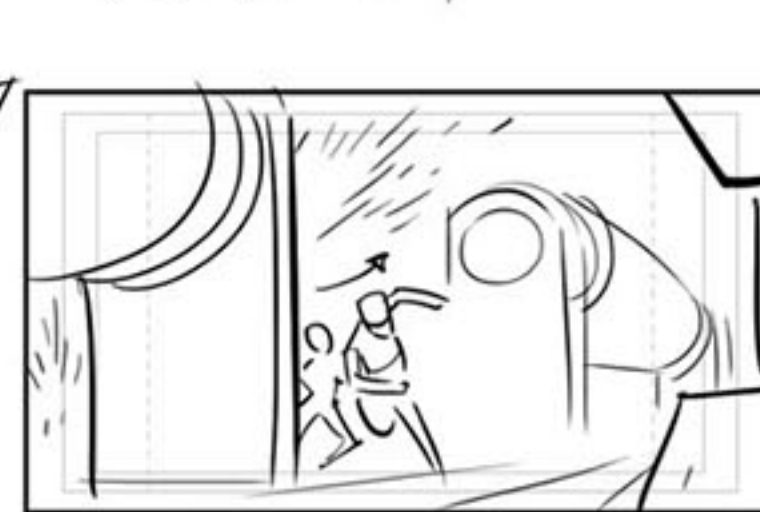
characters look to FG



Guns open fire



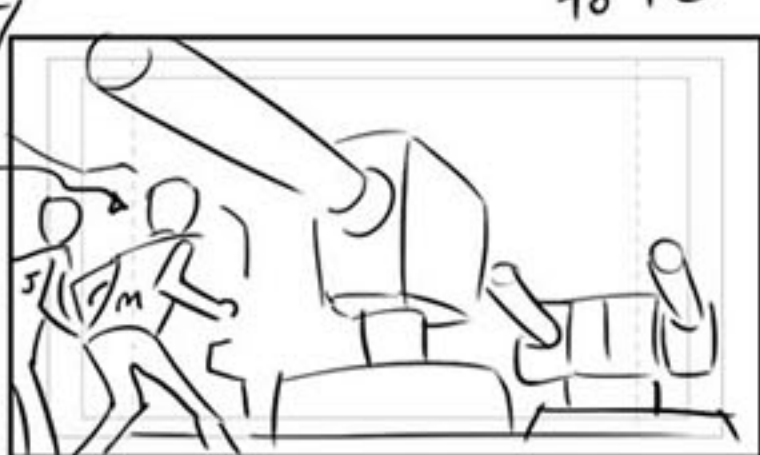
Flak fills FG
— SHAKE —



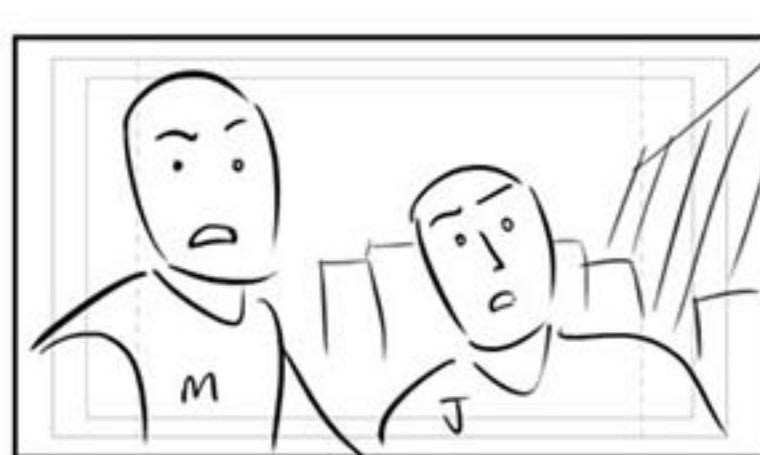
All run past cylinders to other side of deck



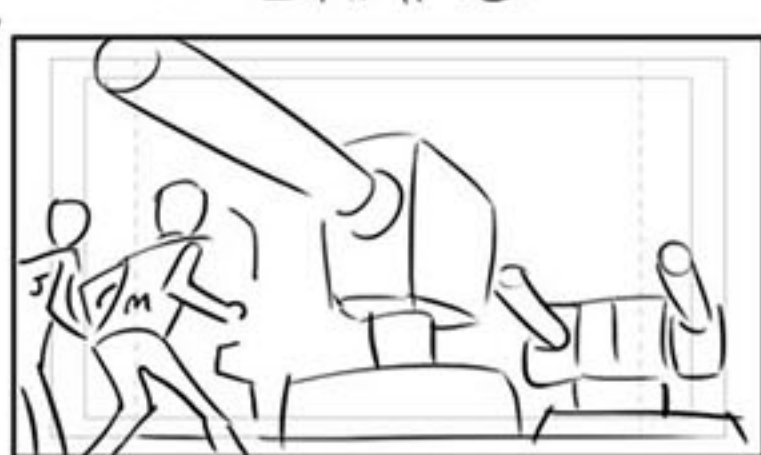
— react with surprise



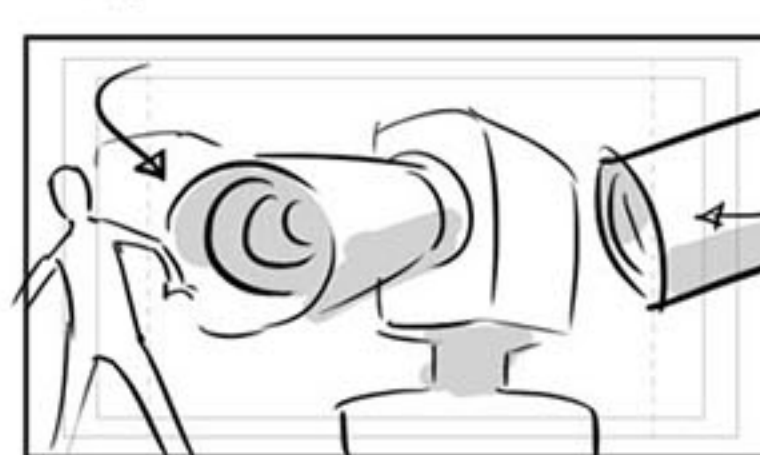
More guns!
(Not yet firing)



④⑦ J: Can Makino really control all these weapons?



Lights pop on, SFX
Spool up



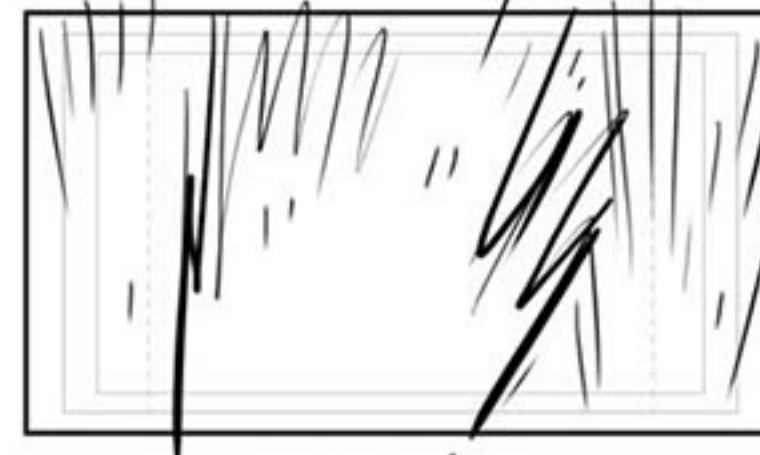
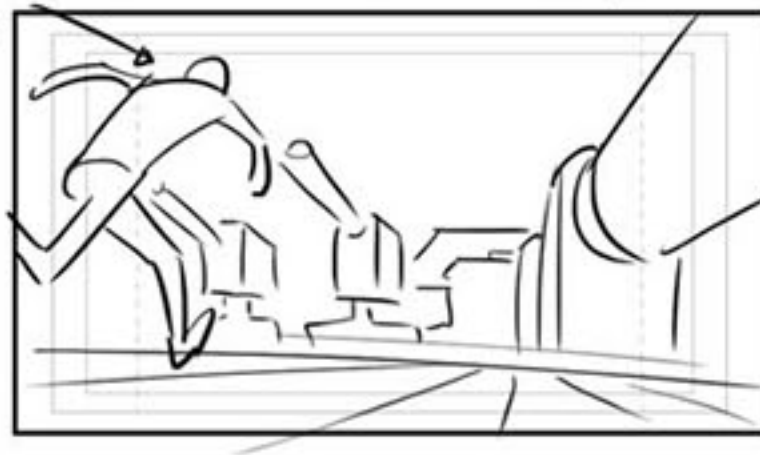
Barrels aim @ them



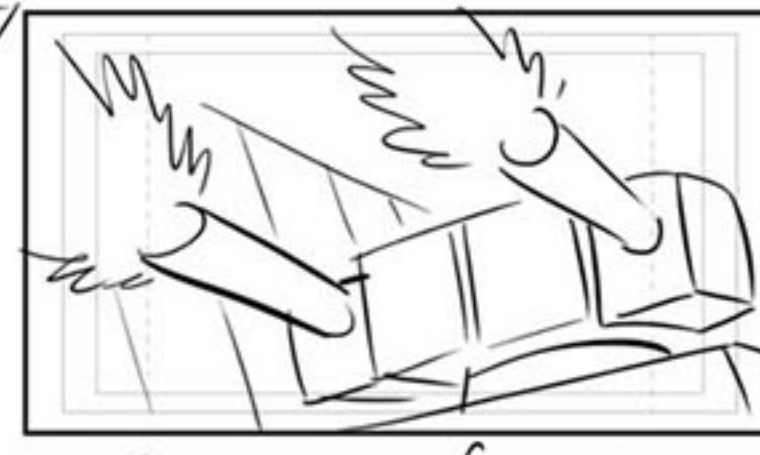
④⑧ M: I'm thinking... yes.



SHAKE
BOOM BOOM



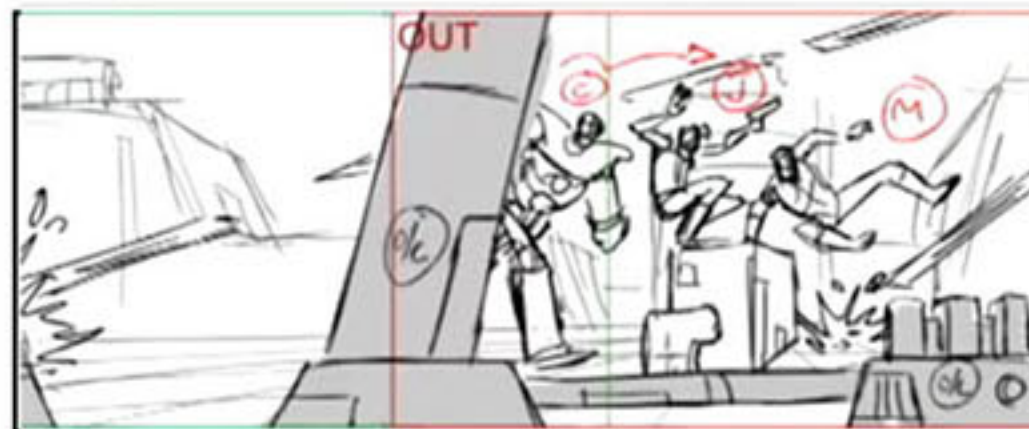
= SHAKE =



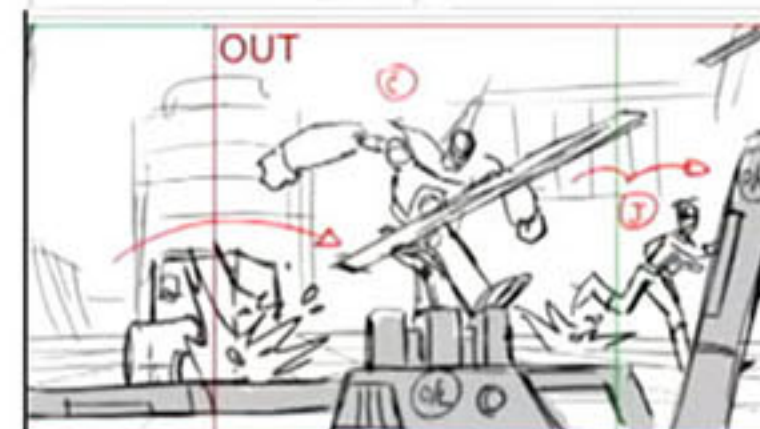
On cannon firing



01:05:41:13



01:05:42:08

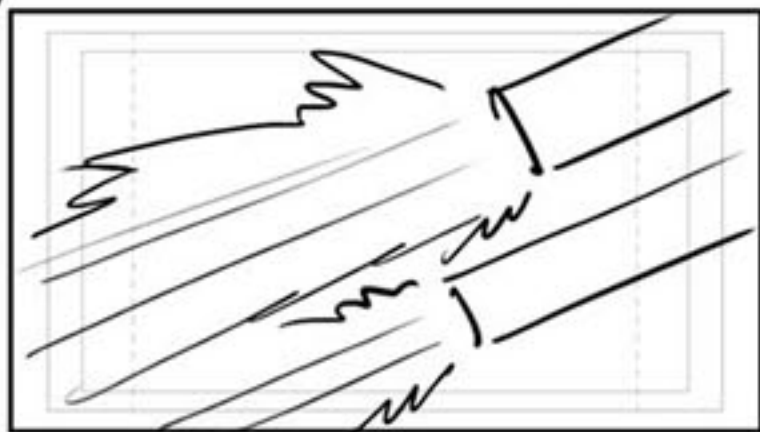


01:05:42:21



01:05:43:08

DRESS THIS SCENE UP WITH A LOT OF FG HITS - FLAK OBSCURES SOME ACTION



BOOM BOOM BOOM



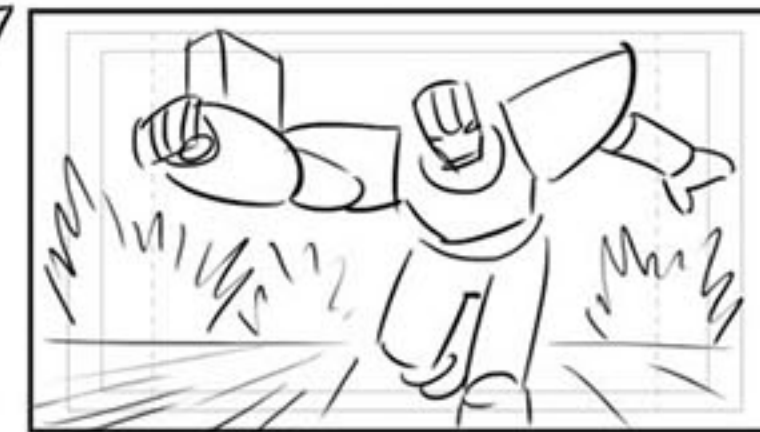
Track with Cytro running



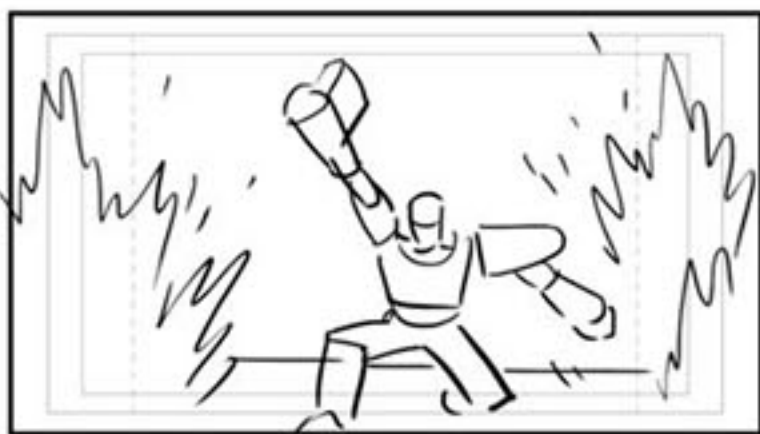
He brings up missile arm - it boots up & makes noise



Max hears it, looks back



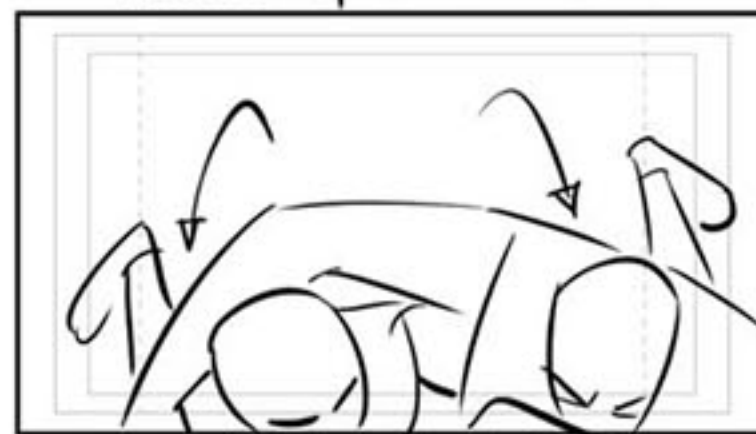
Max POV - Cytro slowing down



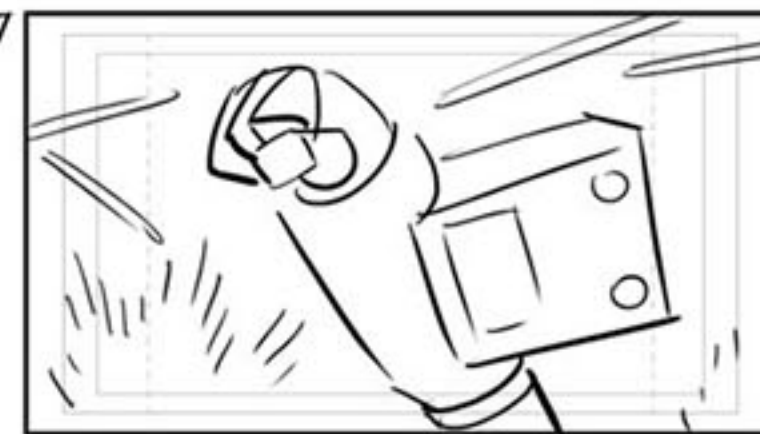
Cytro drops to his knee - flak bursts around him



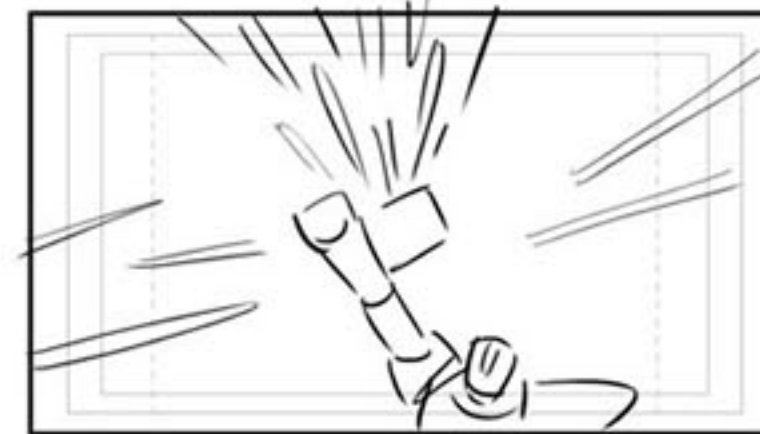
⑤ M: Get down!



M knocks J to the deck



On C's missile launcher - countdown reaches zero



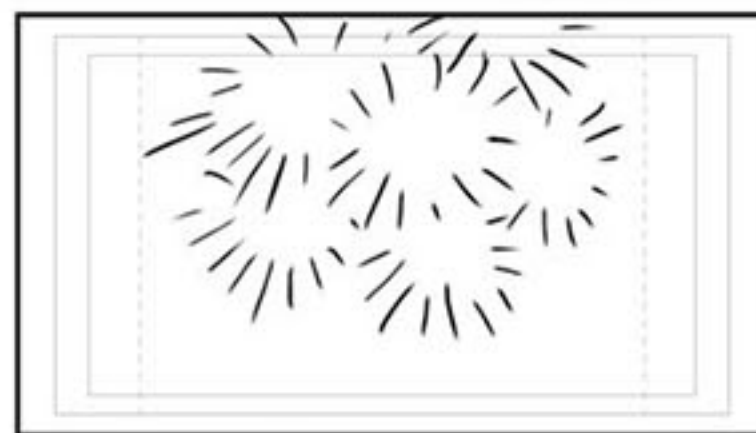
Truck out as it rapid-fires up



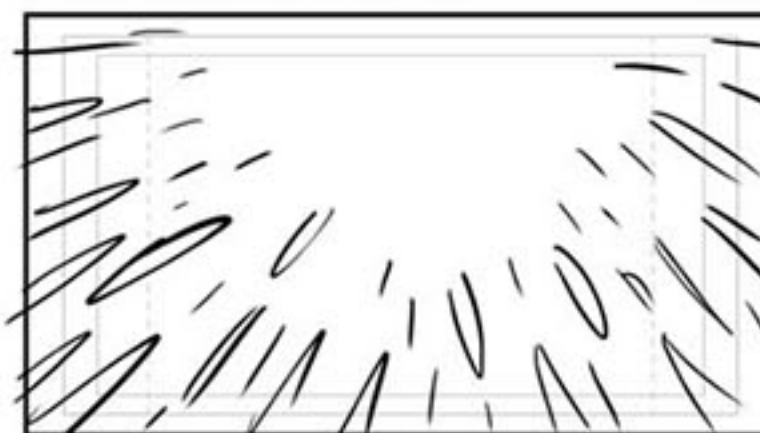
Upshot - shells fly up



Slow and STOP



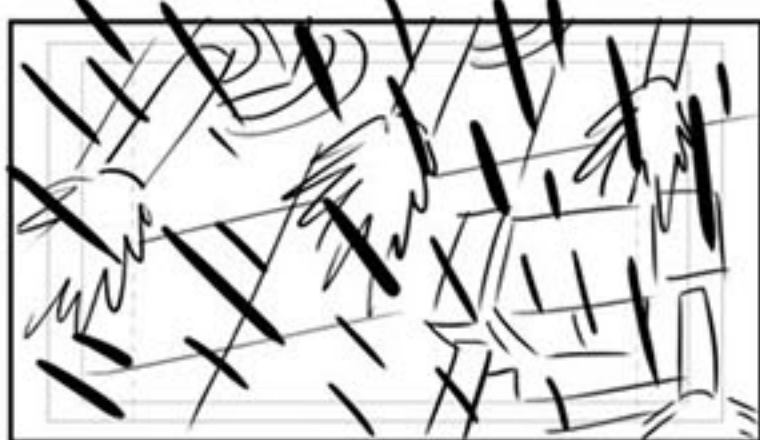
Burst into multi-warheads



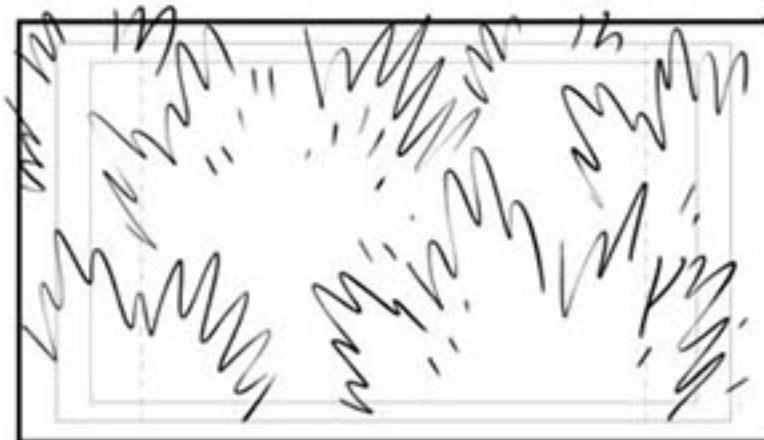
— and rain back down



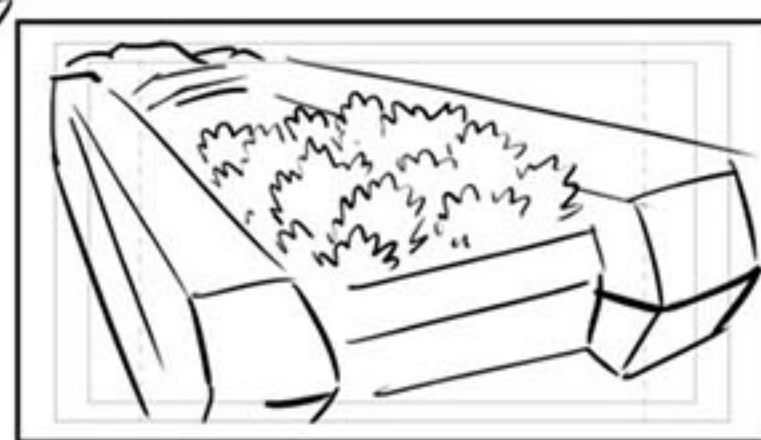
Downshot on guns



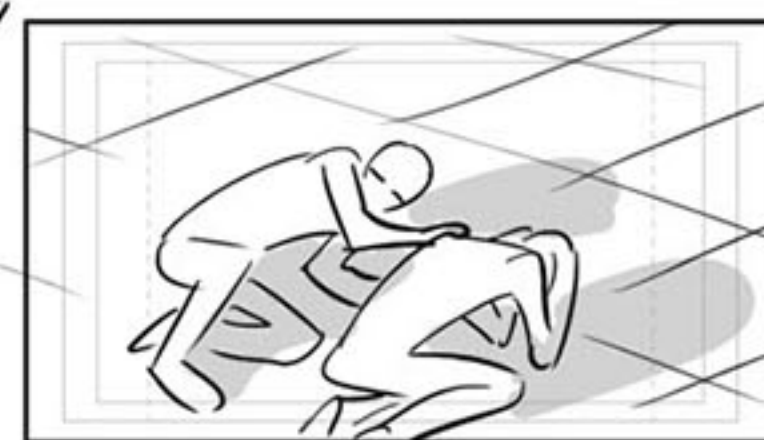
Rain of death!



Explodey!



Wide-entire foredeck covered in explosions



M & J hit by OS explosions



Max up



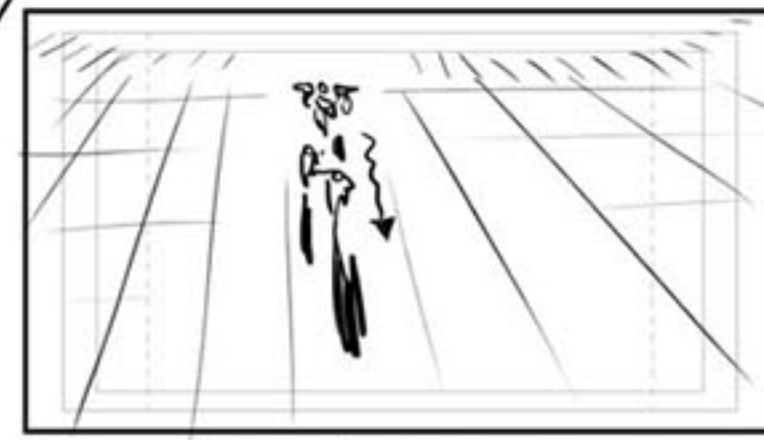
Jet up



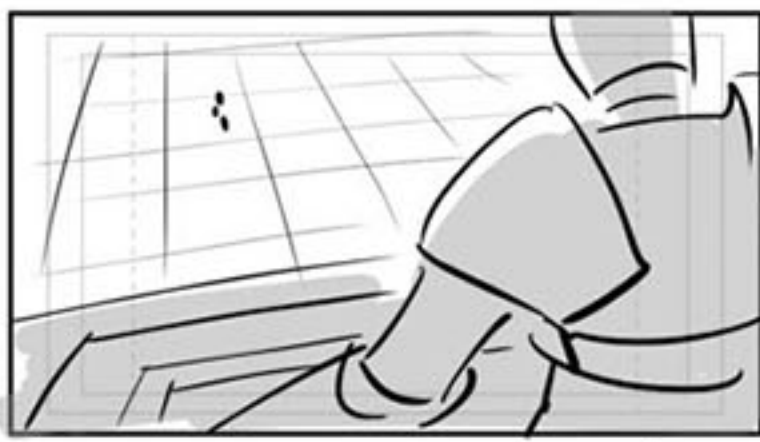
Cytro emerges



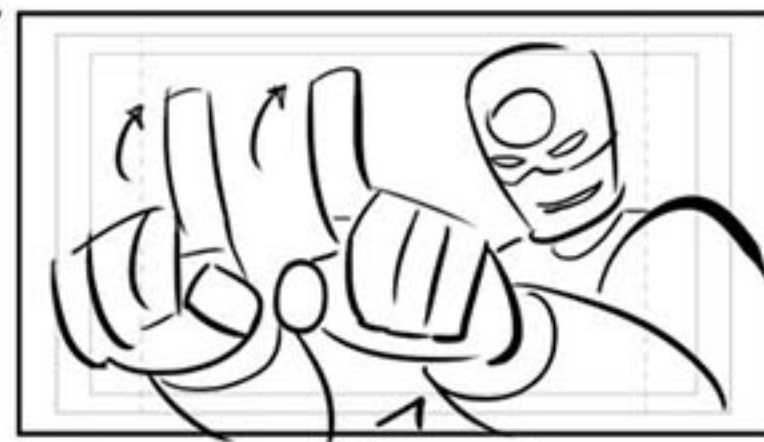
(he has dropped his launcher)



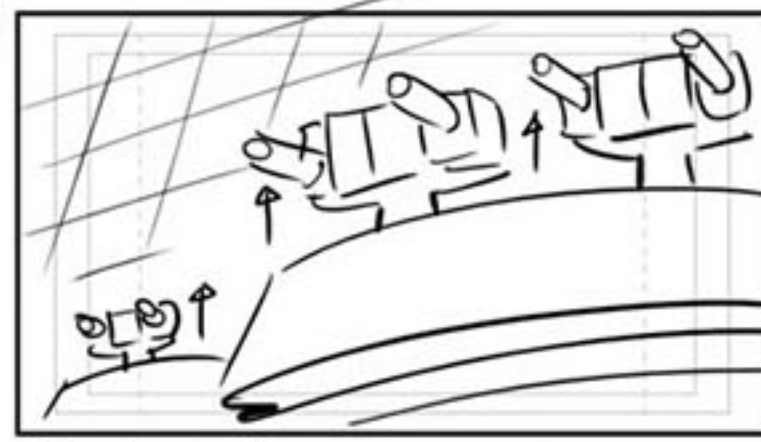
They run into an area with NO CANNONS



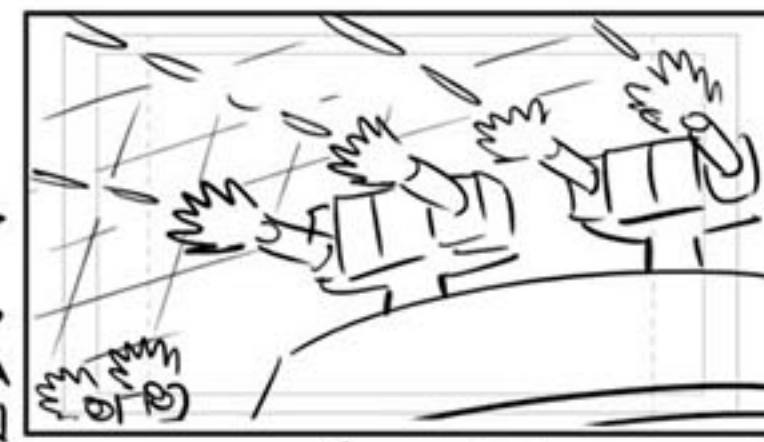
Truck out to include Makino



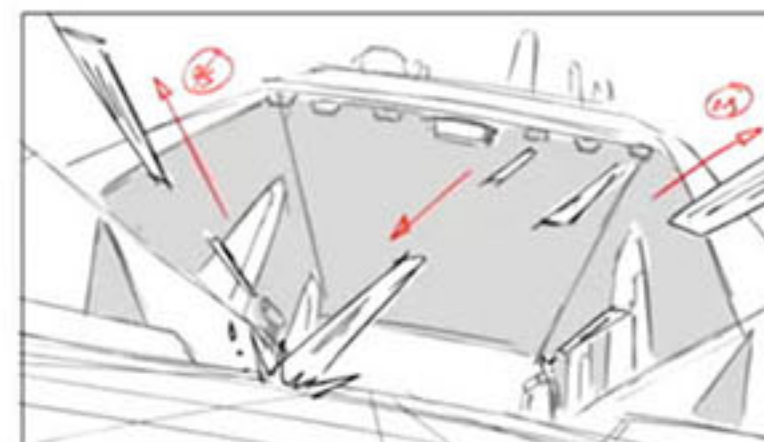
He raises his fingers



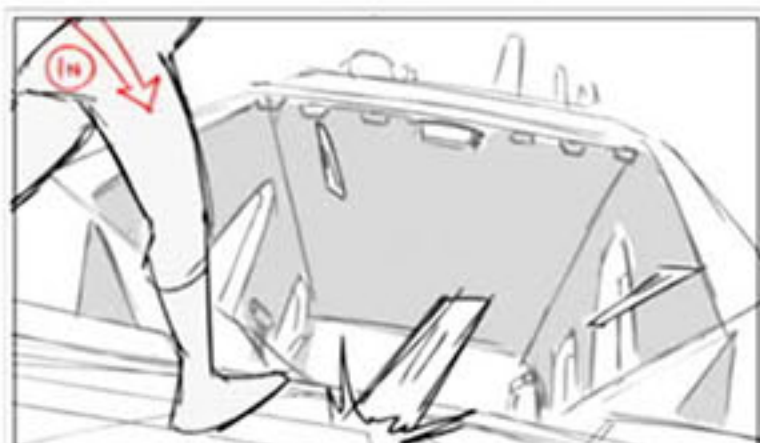
Scaled down versions of big guns pop up



Open fire (like Uzi's)



01:05:38:00



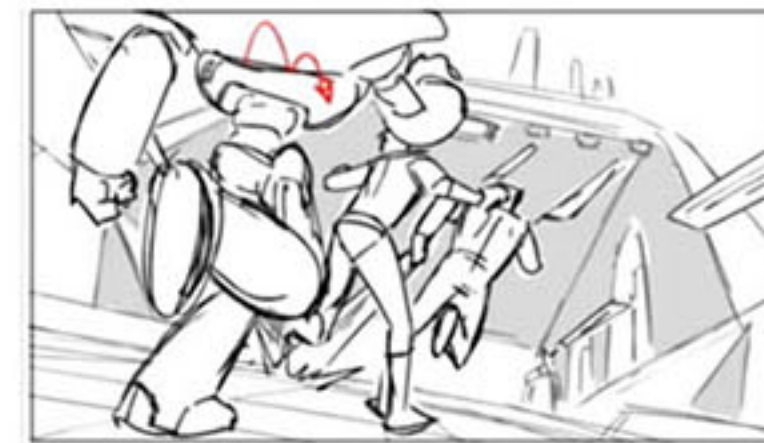
01:05:38:14



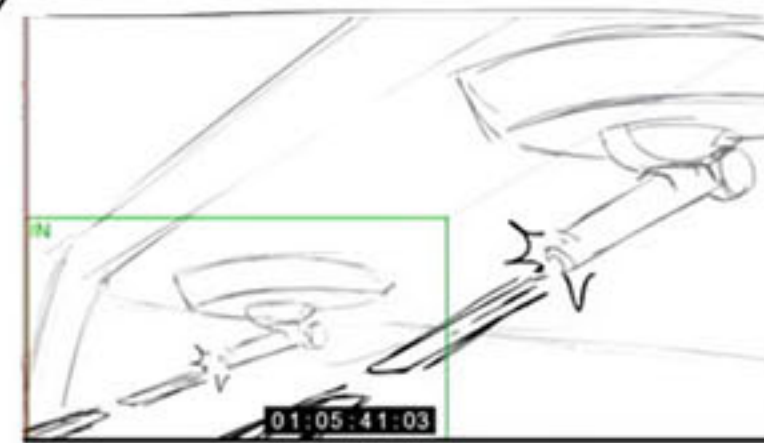
01:05:38:24



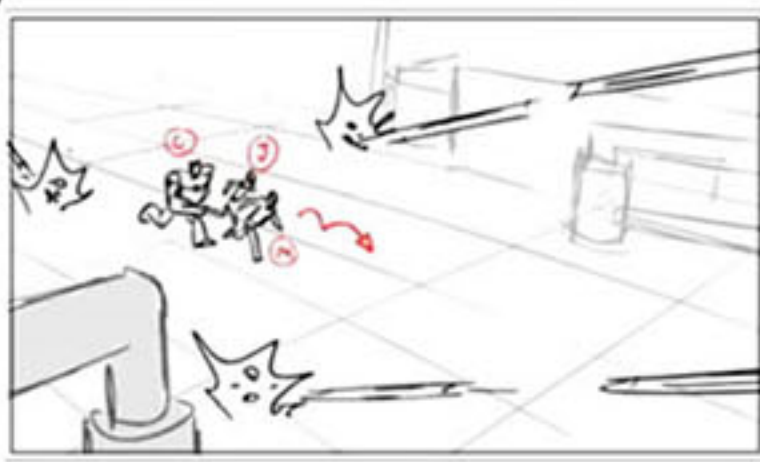
01:05:39:04



01:05:39:14



01:05:41:03



01:05:54:02



01:05:55:01



01:05:55:17



01:05:56:10



01:05:56:20

Track with group running

50 J: Over there!

49 M: Keep moving!



01:05:57:05



01:05:57:06



01:05:57:21



01:05:58:03



01:05:58:13

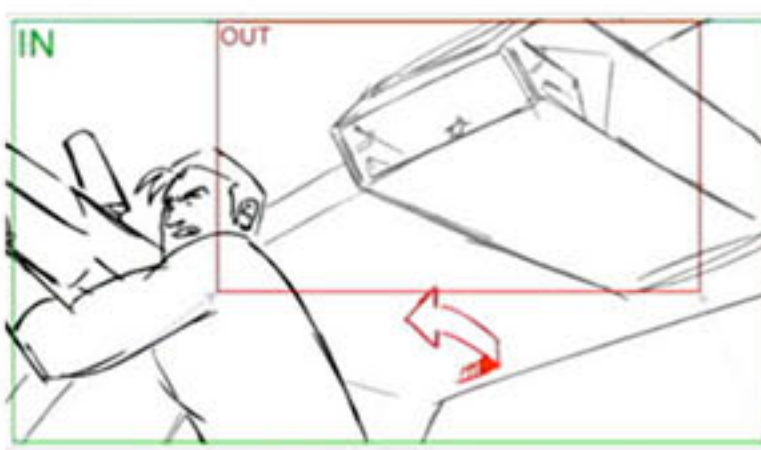
USE SCALED DOWN CANNON FOR ALL THESE GUNS



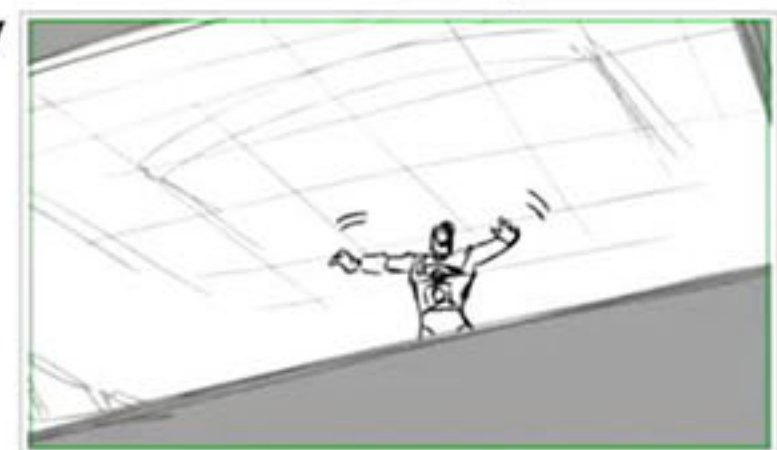
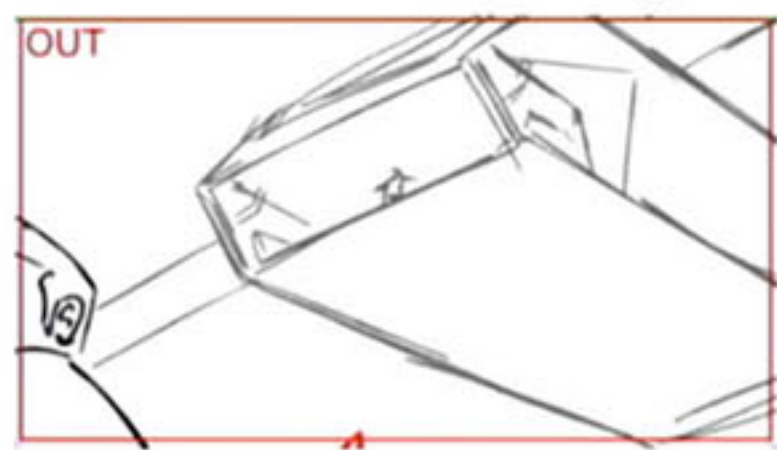
01:05:58:22



01:05:59:07

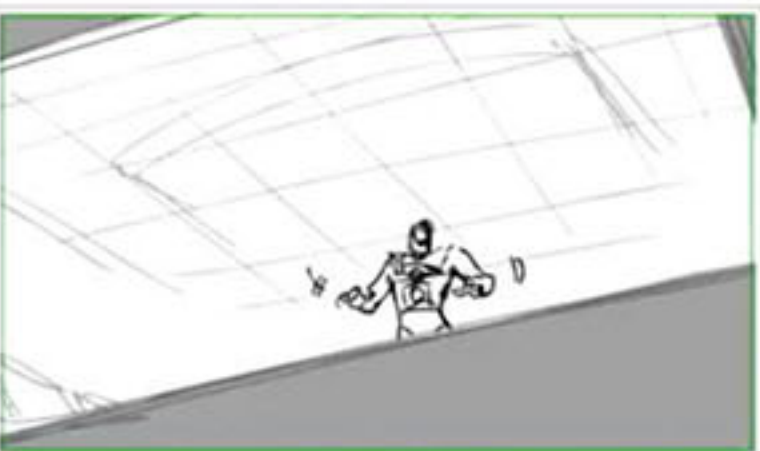


01:05:59:23



01:06:01:04

ADD MAKINO LAUGHTER



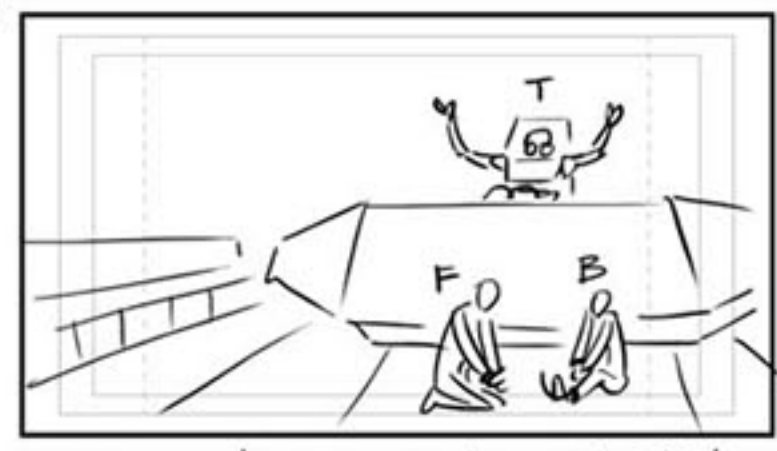
01:06:01:19



Camera POV of Max in trouble 52 T: Max Steel?



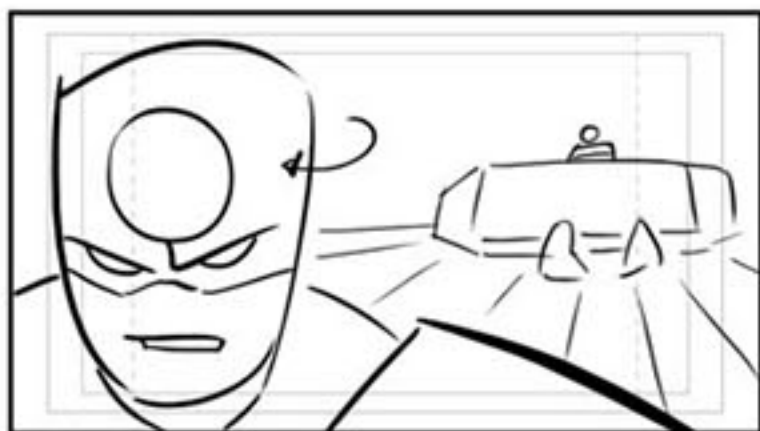
Trapped like a rat in a cage?



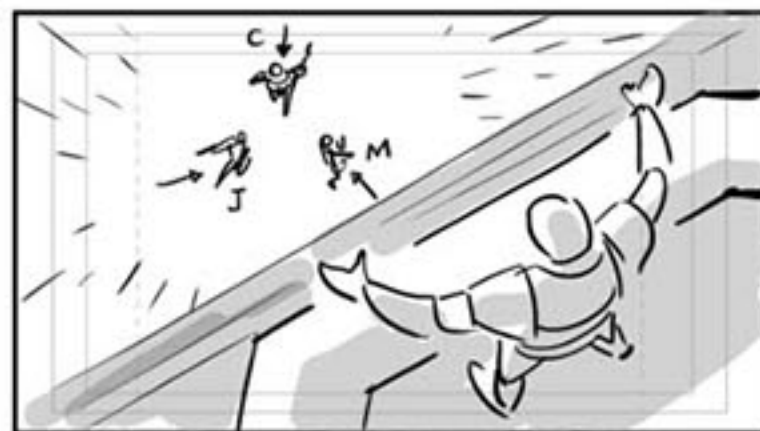
They don't make N-Tek agents like they used to!



MAK NEW LINE: Huh? 53 T: I'm talking about ME!



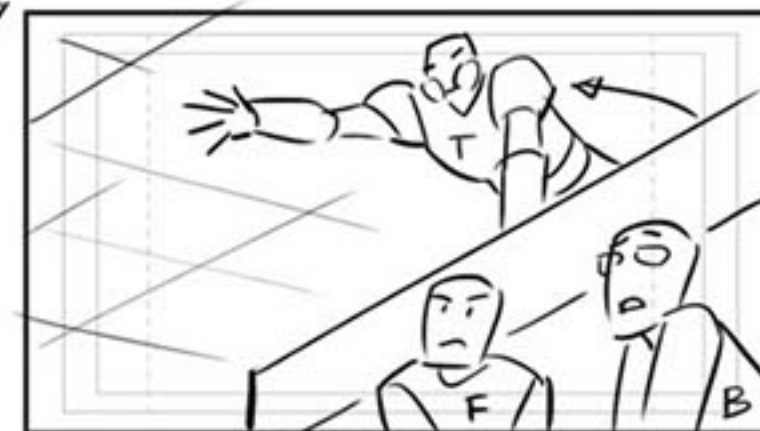
54 M: Why am I not surprised?



J, M, & C back toward each other from gunfire



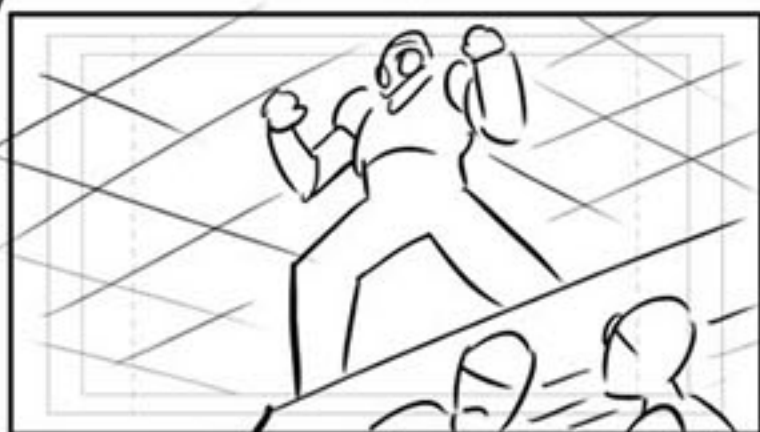
54 Time to dispose of our visitors!



55 T: WAIT!



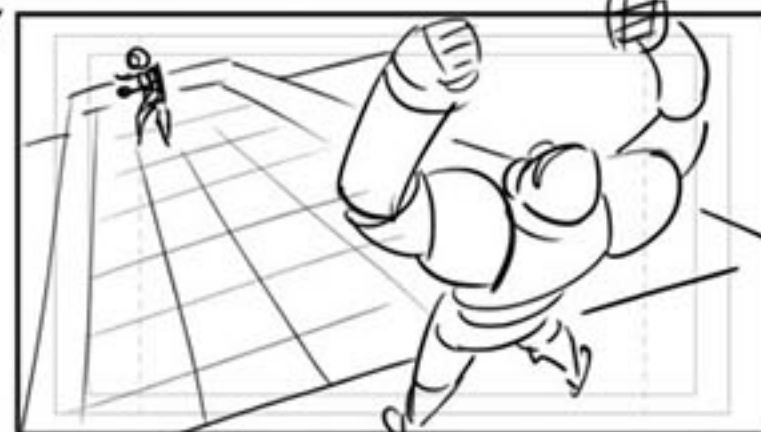
M turns head



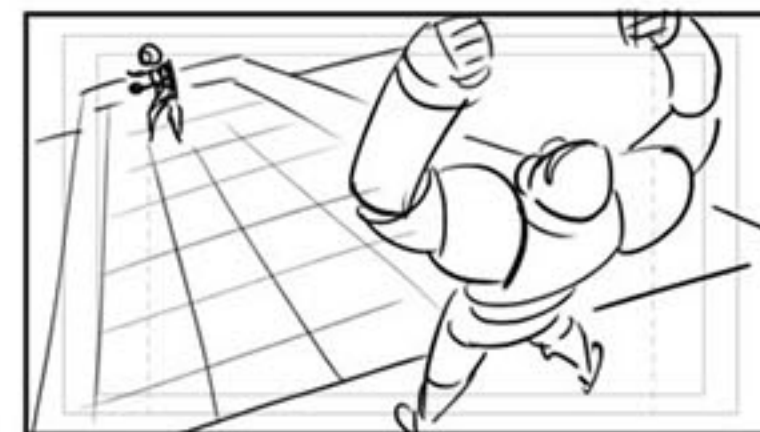
I want to savor the moment!



Bask in the glory!



Taste the sweet nectar of victory!



(pause)



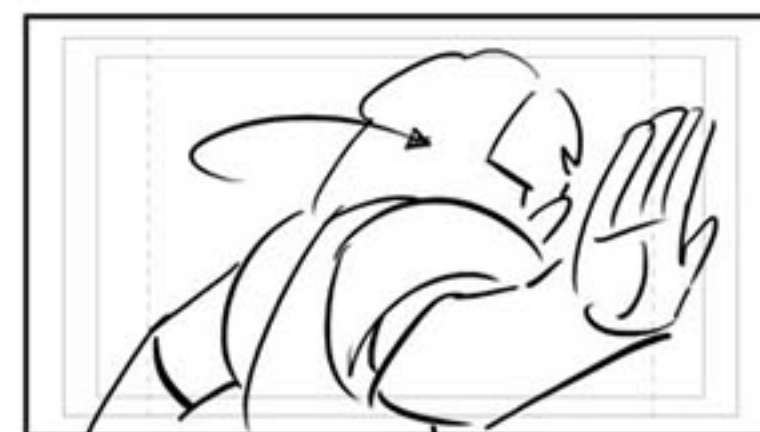
(waiting)



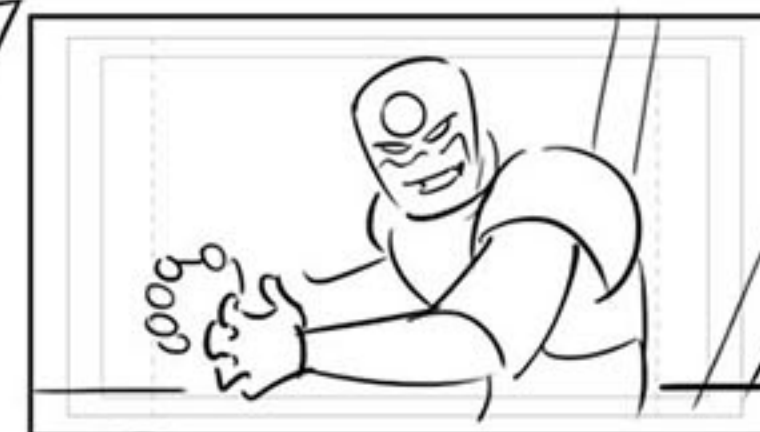
Hold 1 more beat



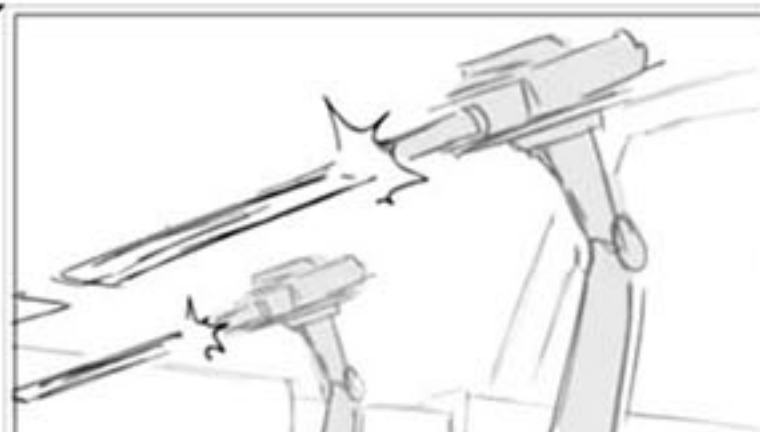
Okay, I'm good.



You can kill them now.

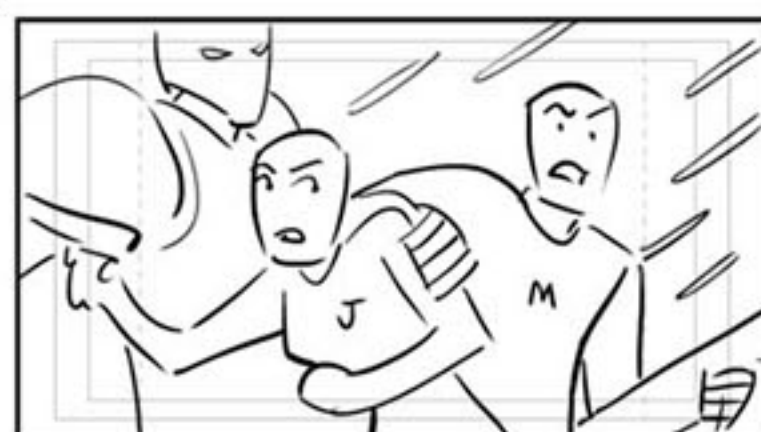


56 M: Oh, yeah!

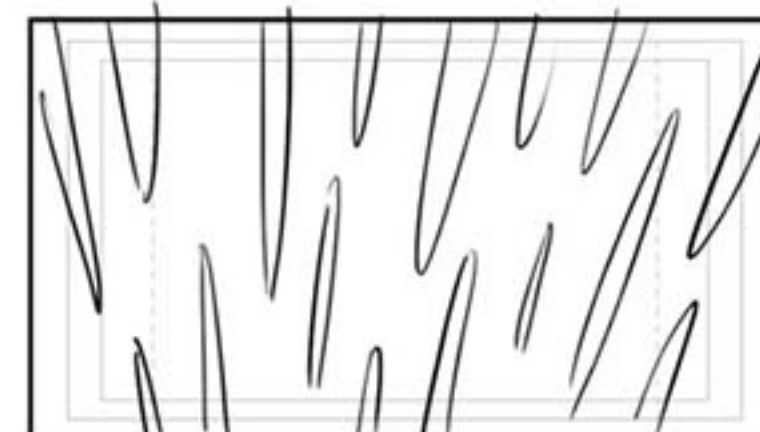


01:06:39:10

Fire intensifies



M pushes J OS left
M & C run OS right



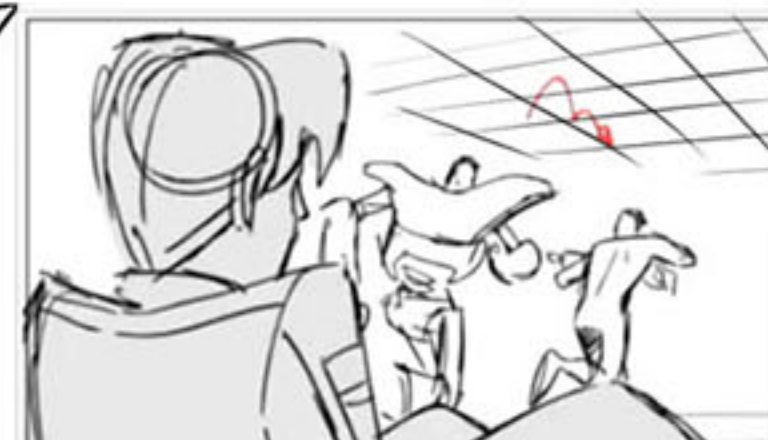
Fire rains down on where they were standing



01:06:42:11



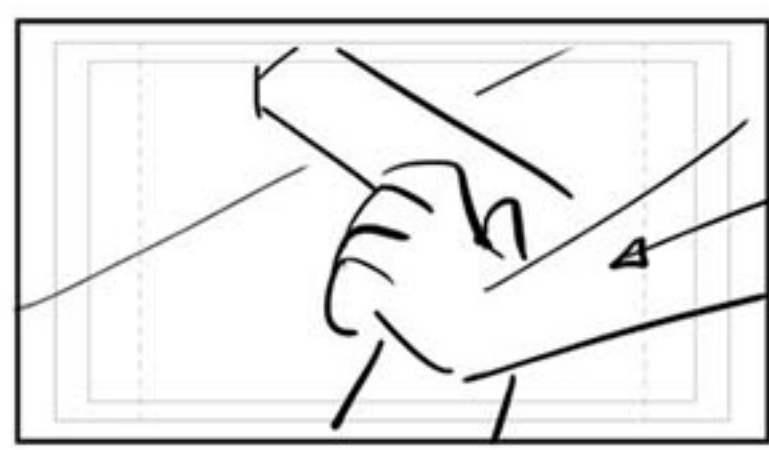
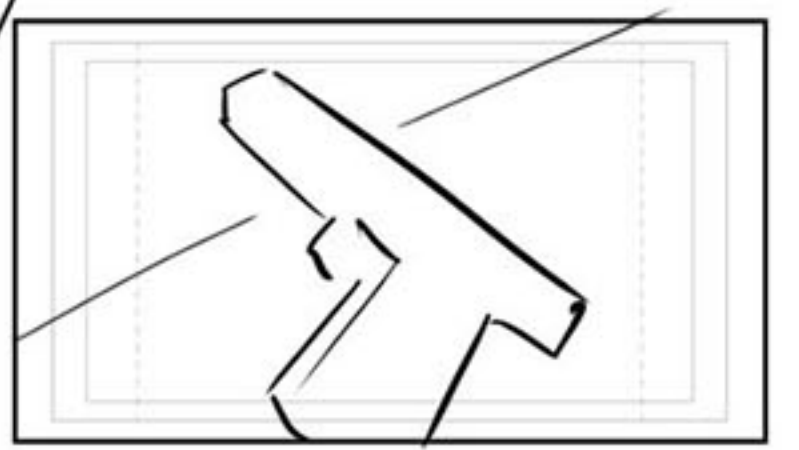
Dialogue 01:06:43:13



01:06:49:22



01:06:50:08



01:06:45:24



01:06:45:24



01:06:46:24



01:06:48:10



01:06:49:06



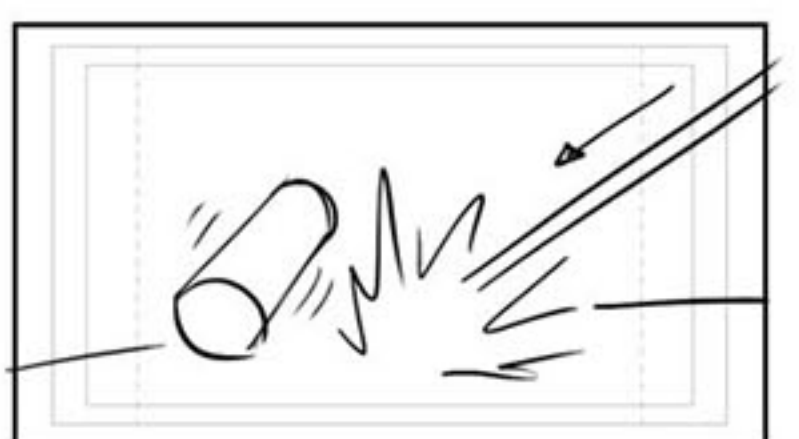
01:06:50:18



01:06:51:16



01:06:53:08



Stray shot nudges the vial



01:06:54:09

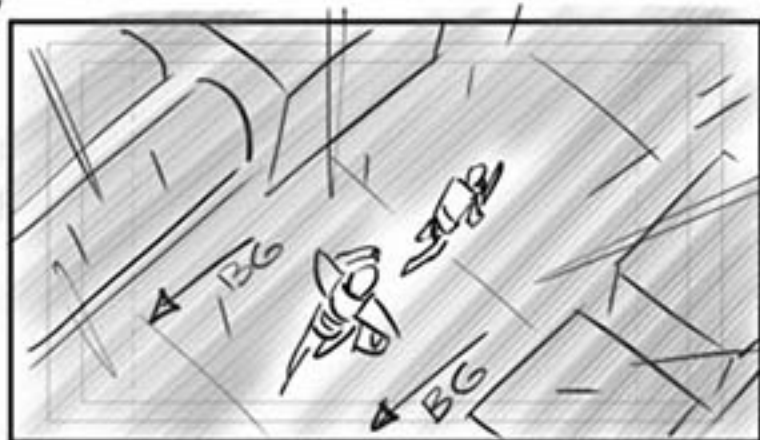


01:06:55:12

NO!



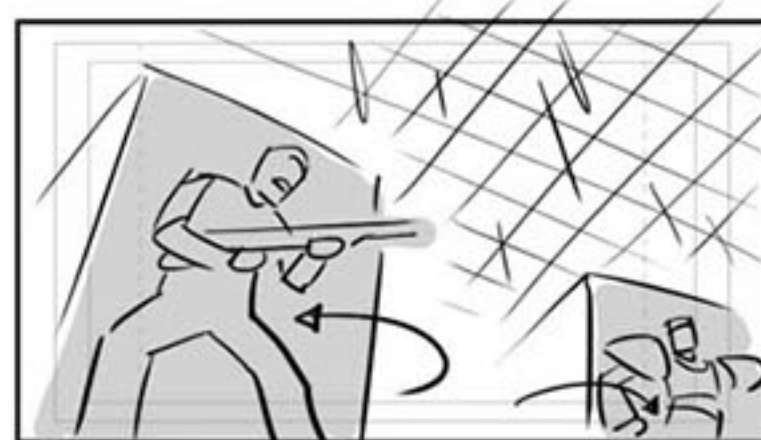
Upshot-M & C running beneath bridge structure, still under fire



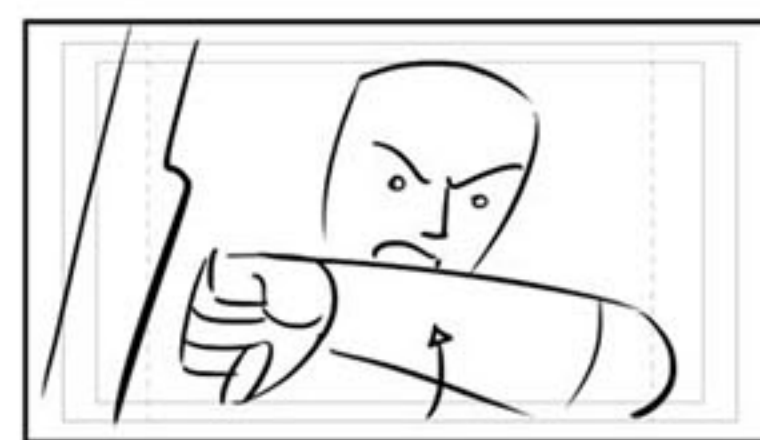
Downshot-Same action



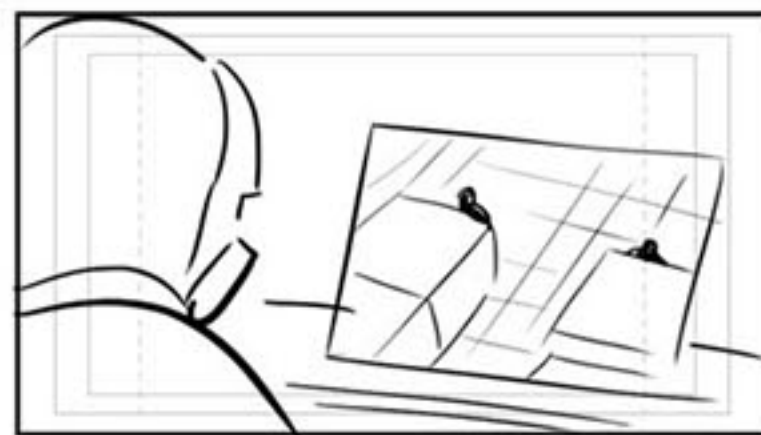
M & C take cover - gunfire continues



M: Jet, where are you?
(pause)



Jet, come in! (pause)



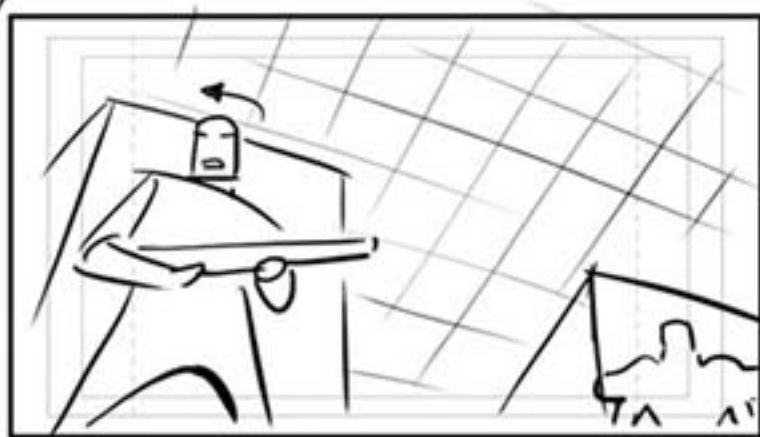
Tox sees cam POV of
C & M under cover



Cam cranes up with Tox
Tox: You've got this?



On Mak - sparks from fingers
Mak: Just watch.



Gunfire STOPS -
Makino laughing STARTS



M: Makino?



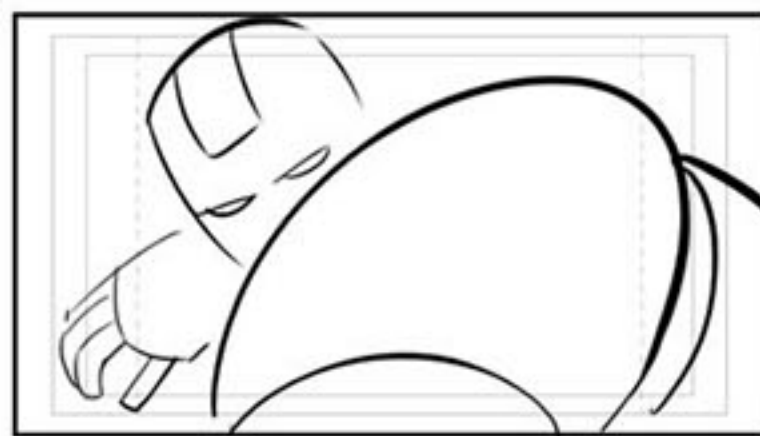
Floating holoscreens
pop on over Max's head



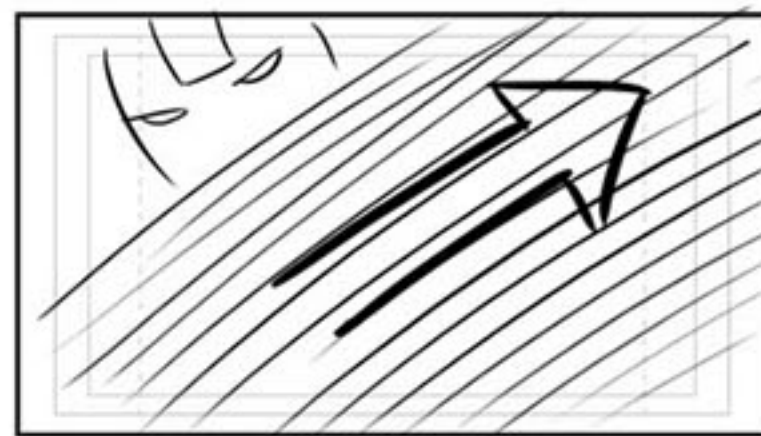
~ Laughter



Cytro in behind Max



Cytro swipes at cam



01:07:13:13

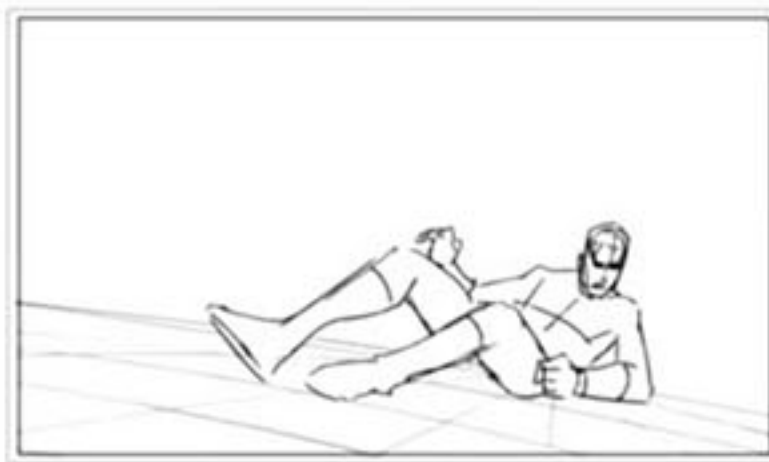
CONFORM BG TO
PROPER ENVIRONMENT



01:07:13:23



01:07:14:04



01:07:14:23



01:07:15:11

60 M: CYTRO?



01:07:15:11

Makino's energy crawls from floor up C's leg



Pan up body



Con't Pan ↑



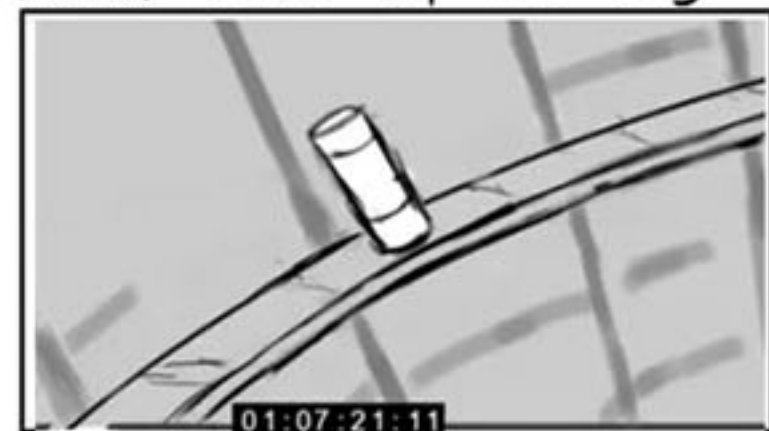
End Pan ↑

New screen pops on

like a puppet on a string!



C marches FWD

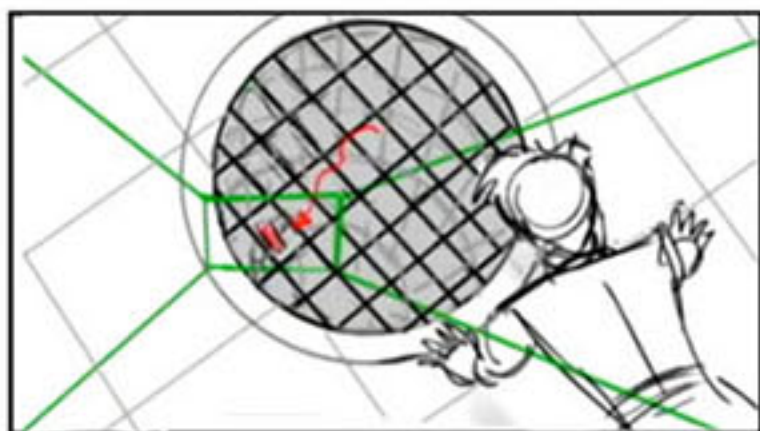


01:07:21:11



01:07:22:05

61 Mak: LAUGH



01:07:22:18



01:07:23:06



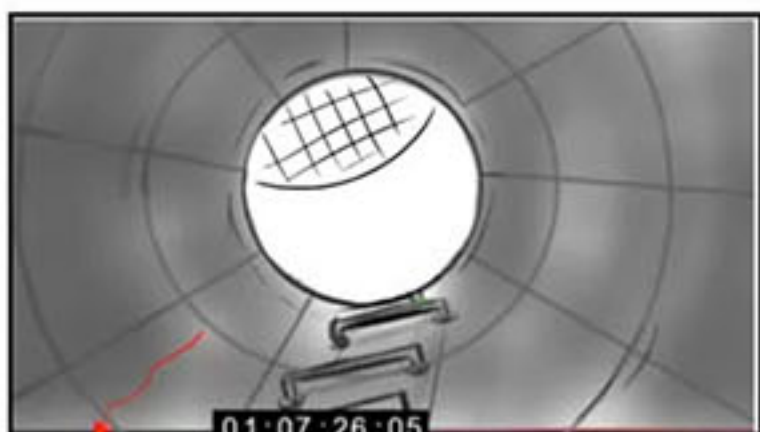
01:07:23:06



01:07:25:00



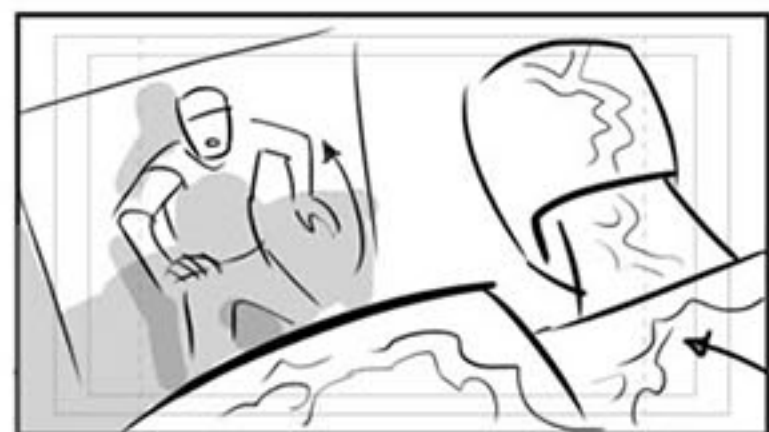
01:07:25:14



01:07:26:05



62 M: Dude, I know we've



TRUCK OUT

had our differences, but come on!

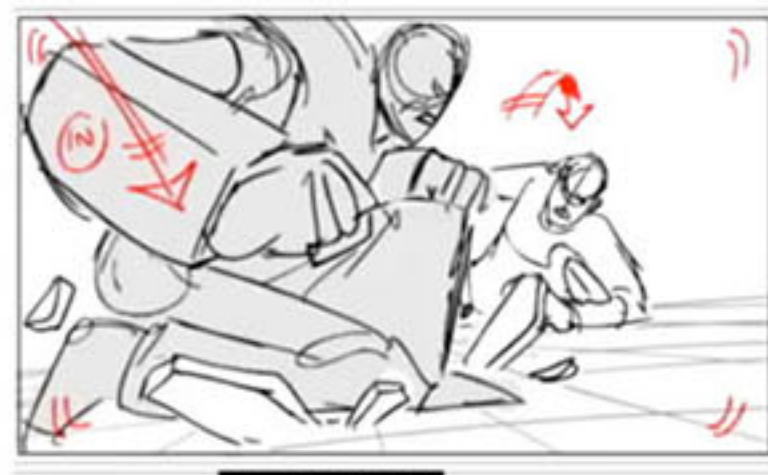


Cut to Makino—he antics to punch



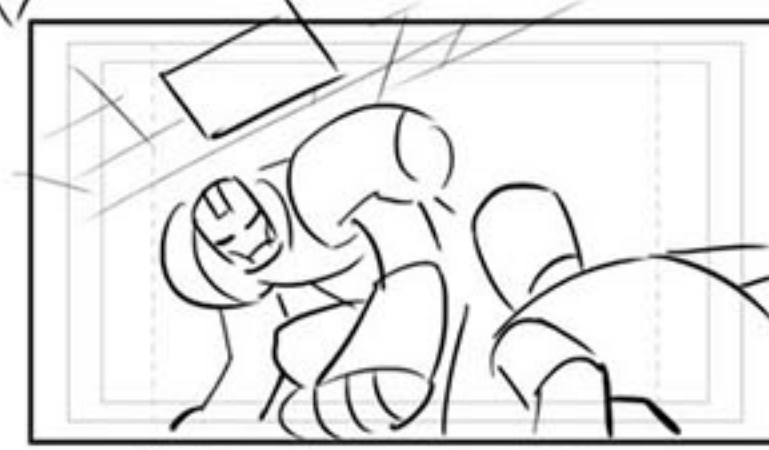
Cut to reverse-screen shows Cytro's POV

USE EXISTING
ANIMATIC FROM
7:30:18
(add Makino's screen
floating/traveling with C)



01:07:53:04

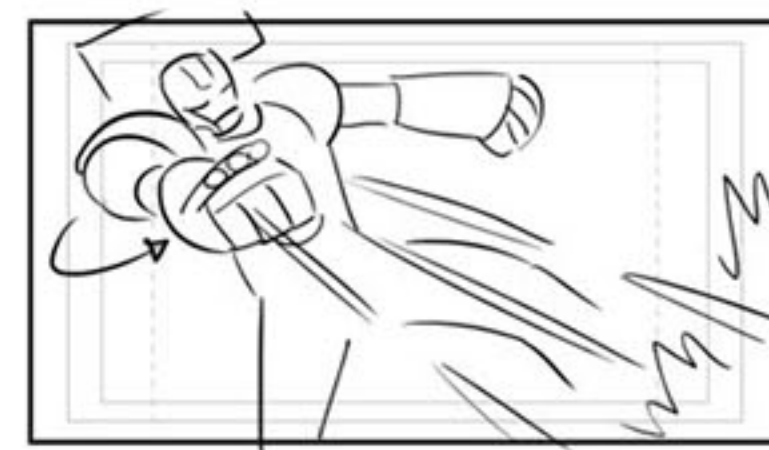
ANIMATIC IS GOOD THRU THIS SC.



Cut to reverse



pan as Cytro stands up
Max runs OS



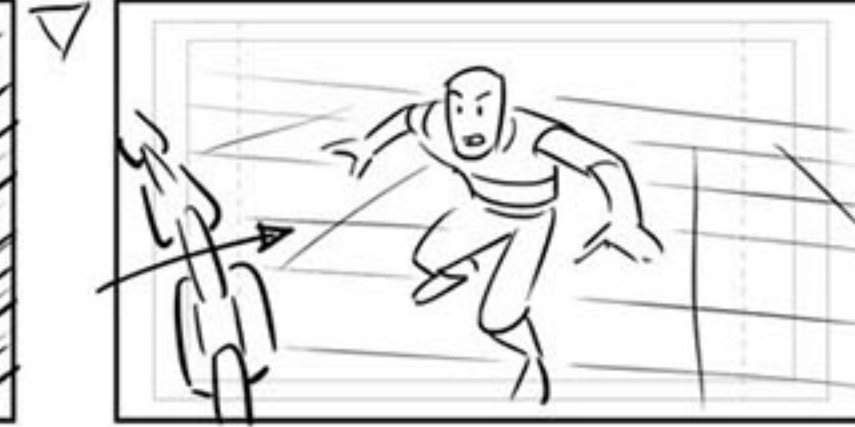
C: Sorry. hand up



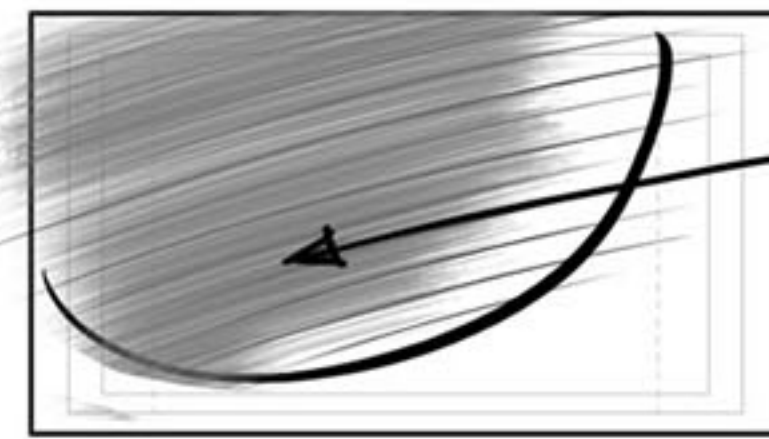
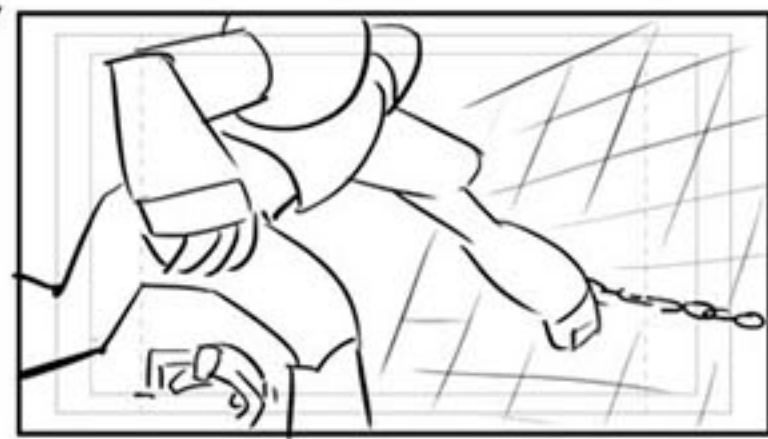
C: Duck.



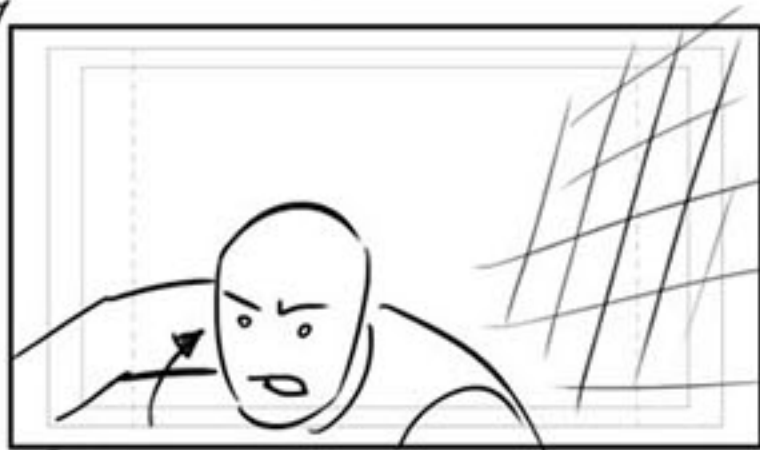
Fast Truck out



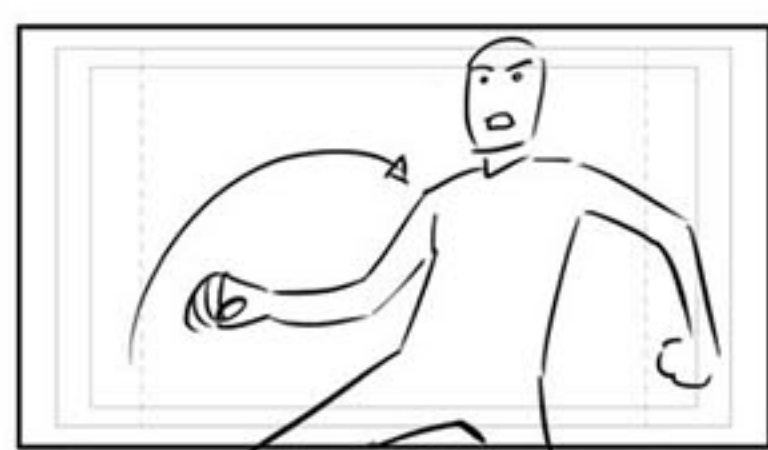
Ball swings thru



SHAKE as ball
hits ground



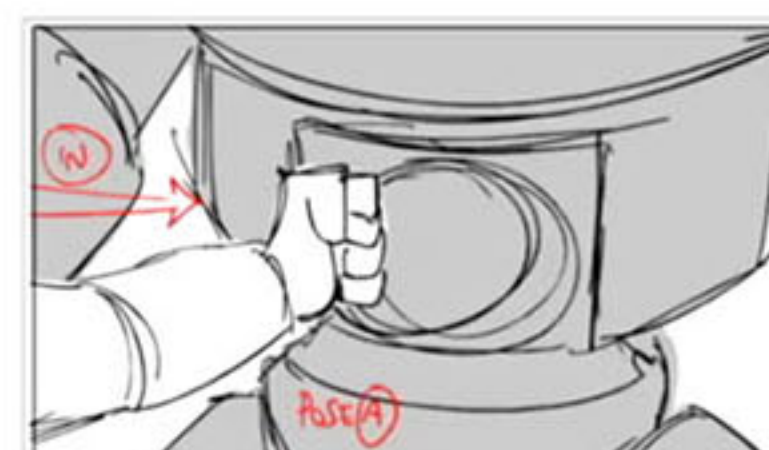
(68) M: Thanks for the tip.



You got any other bright
ideas?

REJOIN ANIMATIC
AT 8:01:06
(Add Makino's screen)

THRU HERE



01:08:10:21



01:08:11:19

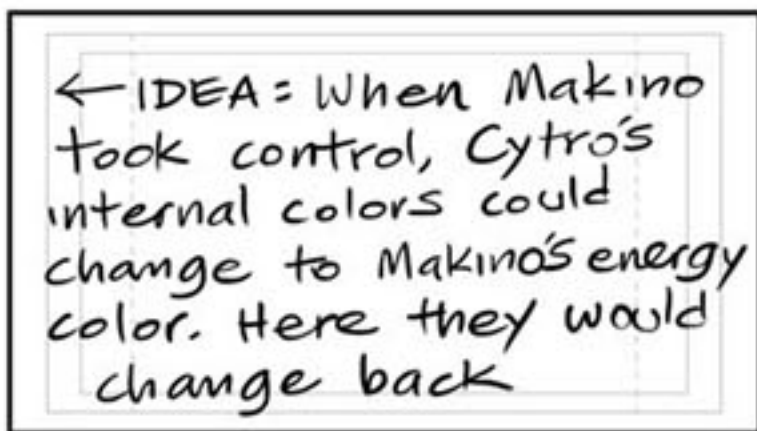
(Revised B pose)



ZORCH!



Up to C's face—more sparks



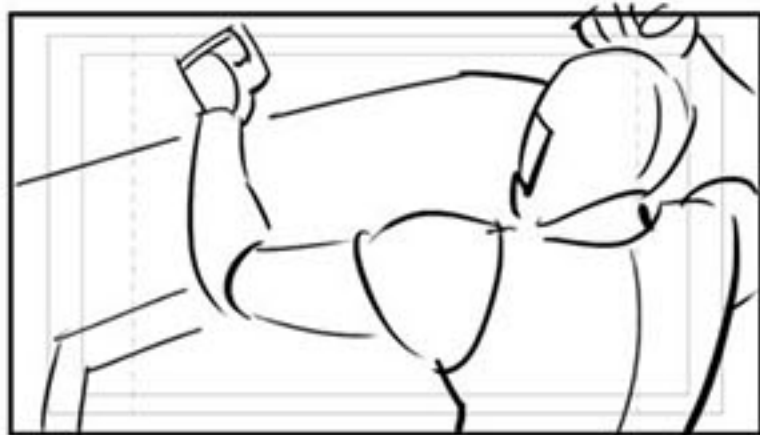
← IDEA: When Makino took control, Cytro's internal colors could change to Makino's energy color. Here they would change back



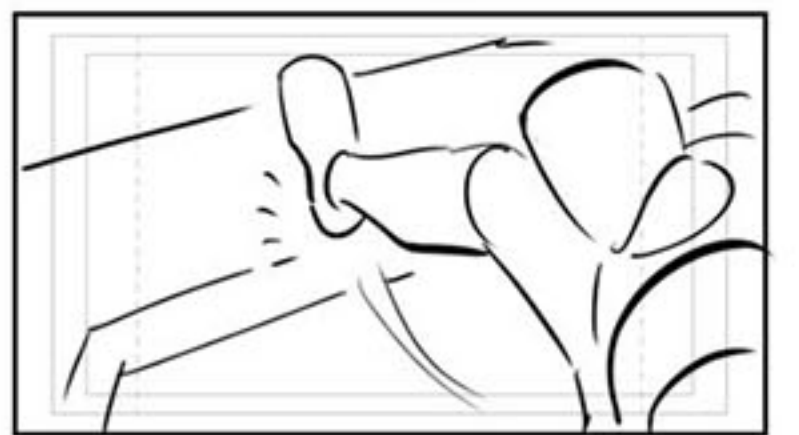
Pan up again—Mak's screen fritzing out



Go to Mak on bridge, punching the air. Max waves



Screen vanishes
Mak = RAAAAAGH!



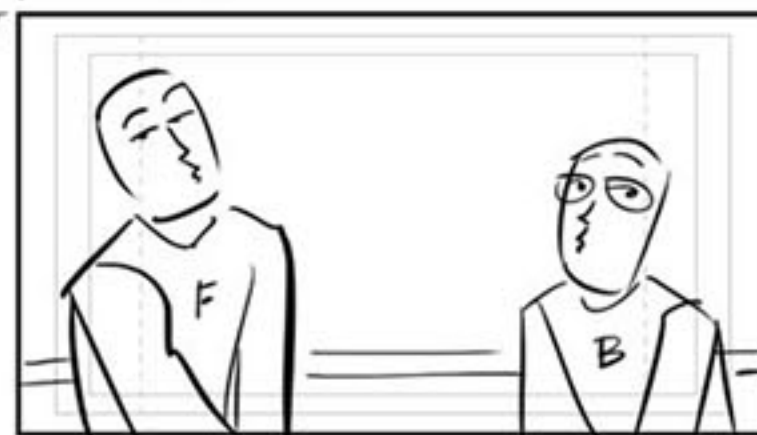
Kicks console



Turn



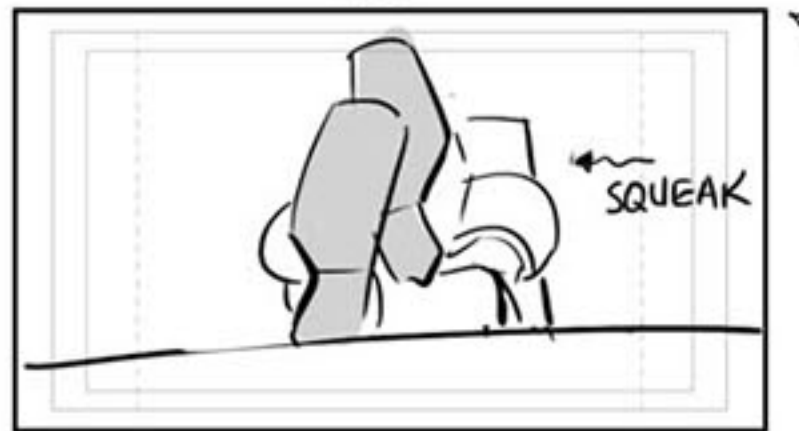
Look @ Tox for a beat



Forge & Berto whistle innocently

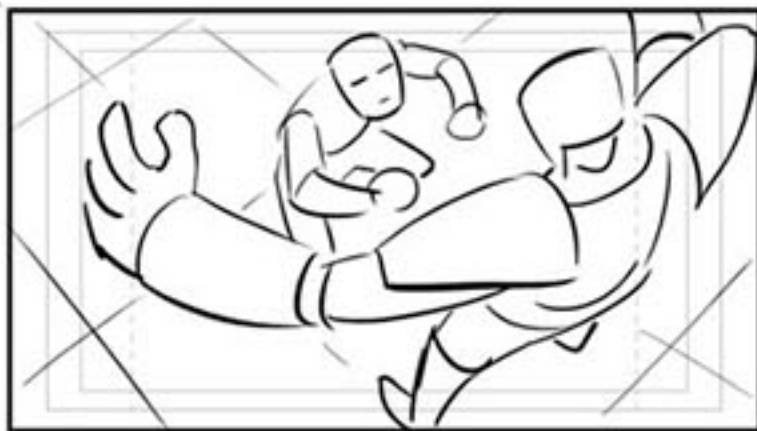


Pan up
Tox drums his fingers, slow burn

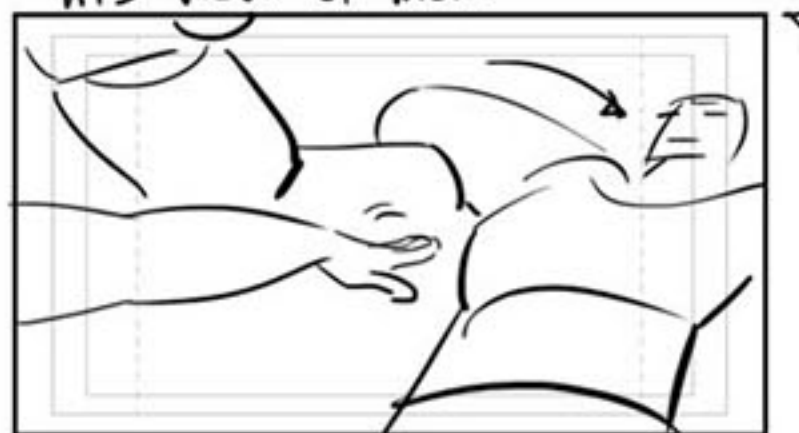
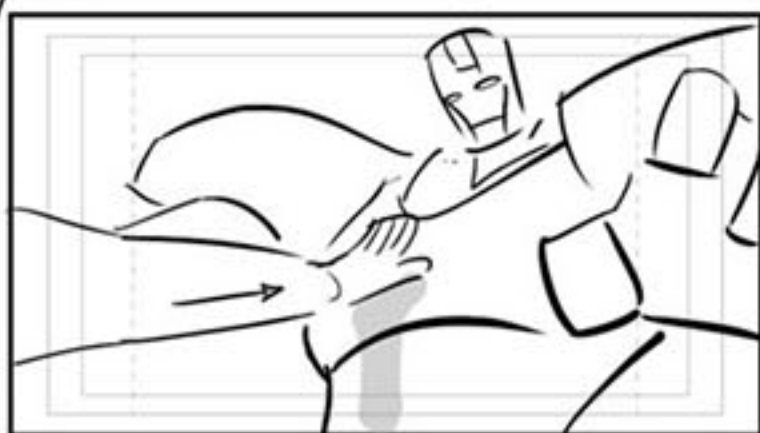
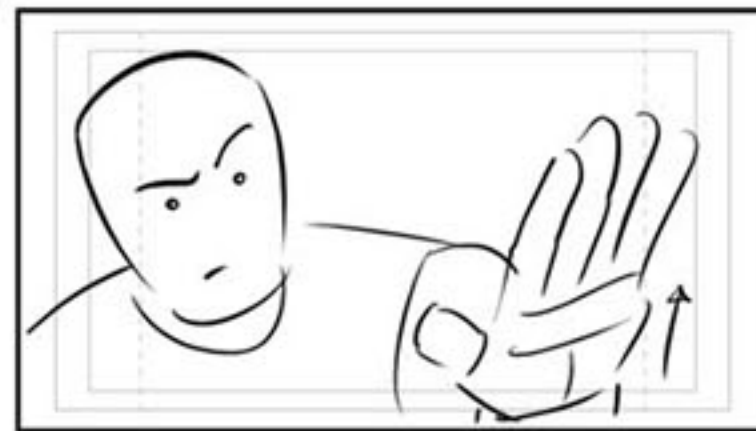


SQUEAK

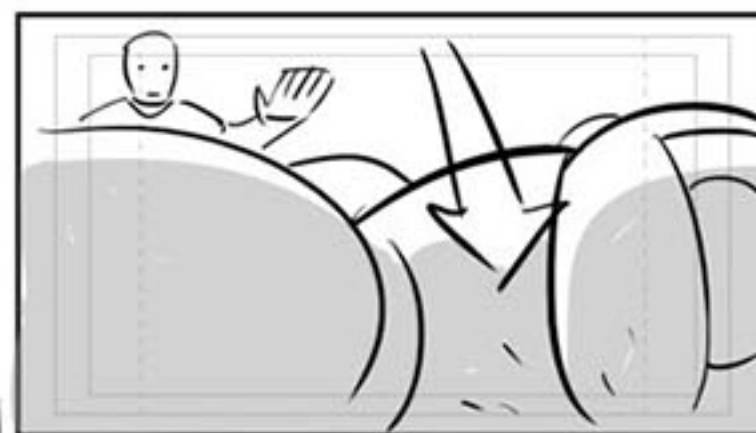
He nudges his chair sideways to intentionally block out his view of Mak



Cytro towers over Max



(push)



THUD! (SHAKE)





Max leans in-hits a switch behind C's neck



Head switches on-body stays still
(71) C: Thank you, Max Steel.



(72) M: That's what friends are for.



Jet, come in. (PAUSE)



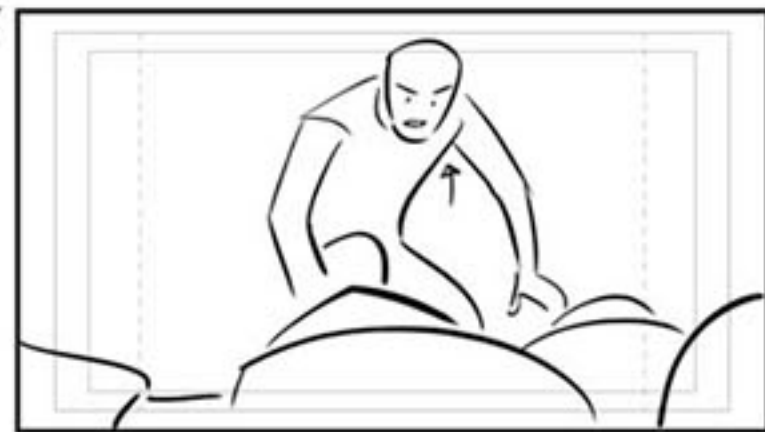
She's not answering.
C: My thermal—



—scanners indicate—



—a human presence in the main ventilation shaft.
TWITCHING, THINKING



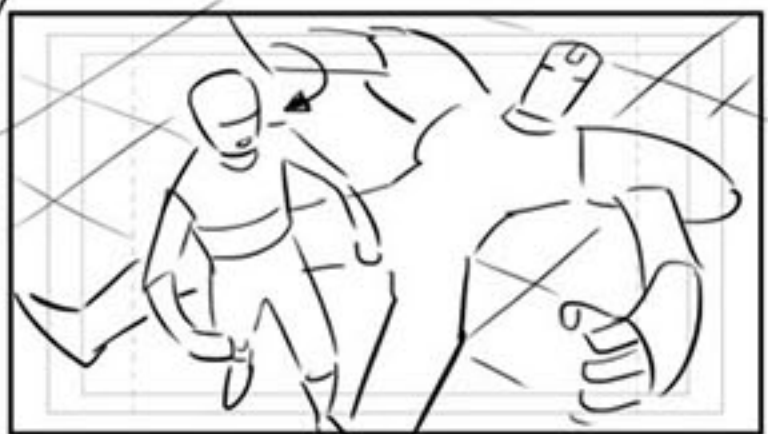
M: Huh. Taking a shortcut.



Sounds like her.
↑ CRANE UP WITH MAX AS HE STANDS



You just lay low, pal.



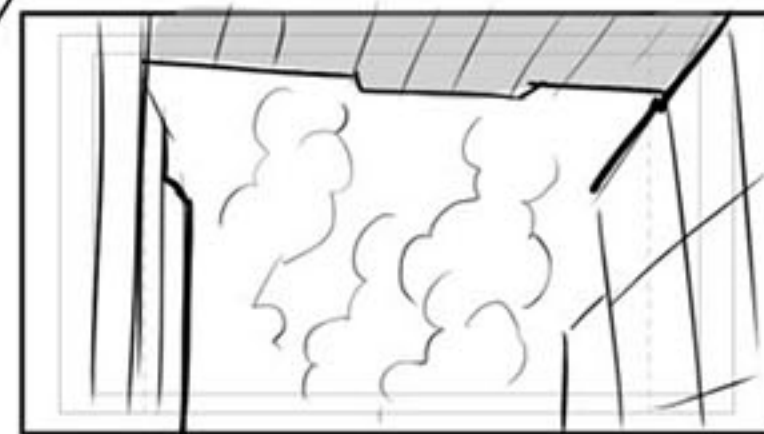
I'll be back



for ya.



C gives thumbs-up (sparks pop from hand)



View FWD—bridge overhang



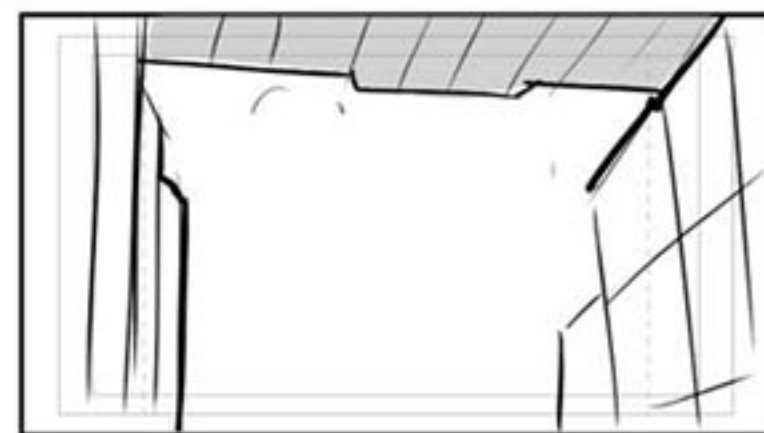
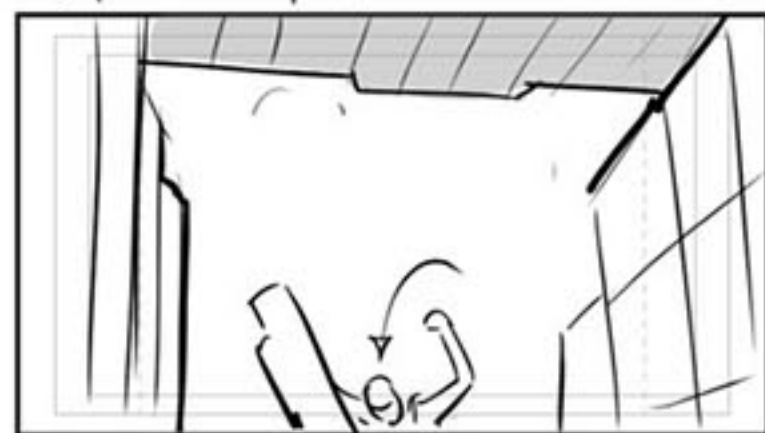
Max in-stealthy



He bends down



Lifts up a hatch cover (anchored below frame)



(hatch closes)



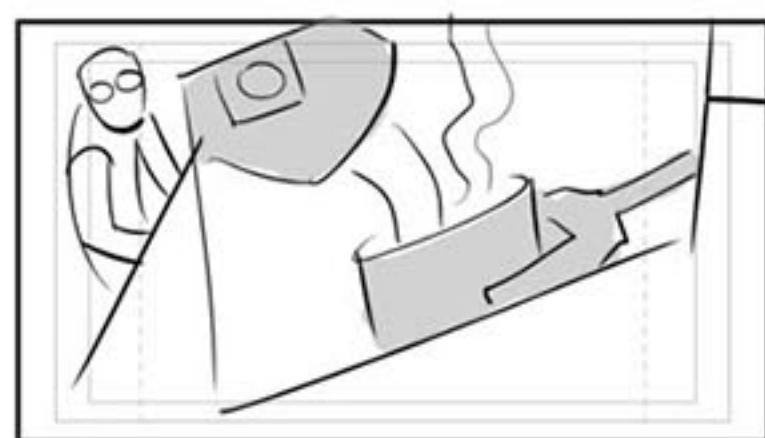
Cut to Mak on bridge, working controls



Pan down to Bertó, thinking



He looks up - pull cam up past Tox's console



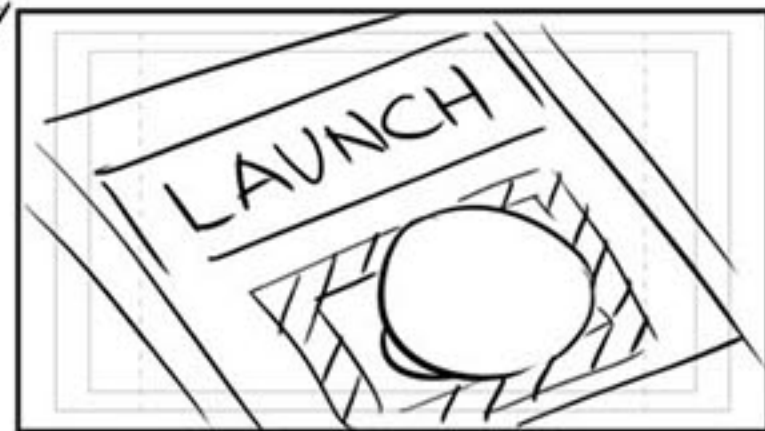
Bring holo-screen into view - show chemicals being mixed



Cut to reverse-Tox controlling process with joysticks



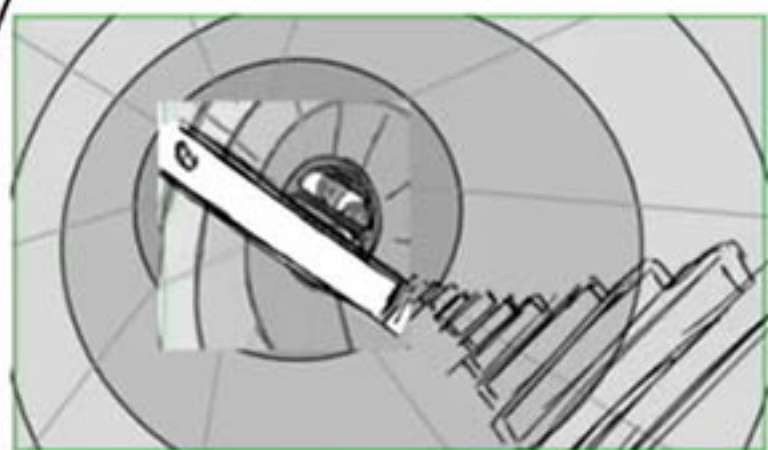
hand movements



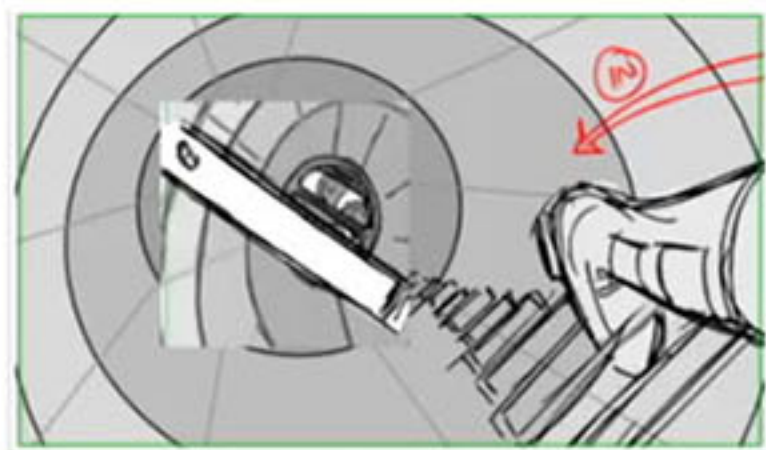
Cut to launch button



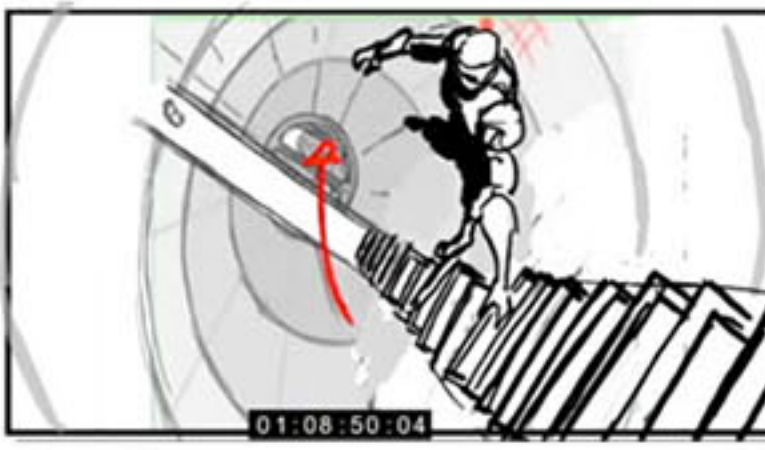
Tox hits it



Cut to shaft



Jet descends



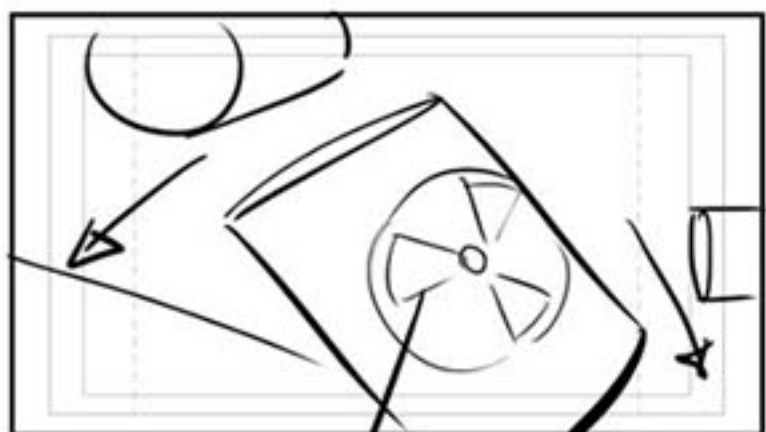
Shake - Jet almost dislodged



Cut to upshot of Warden - canisters launch



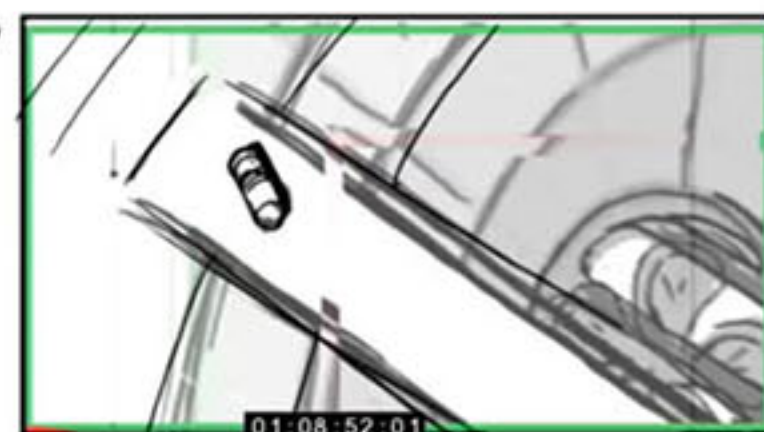
They fly up

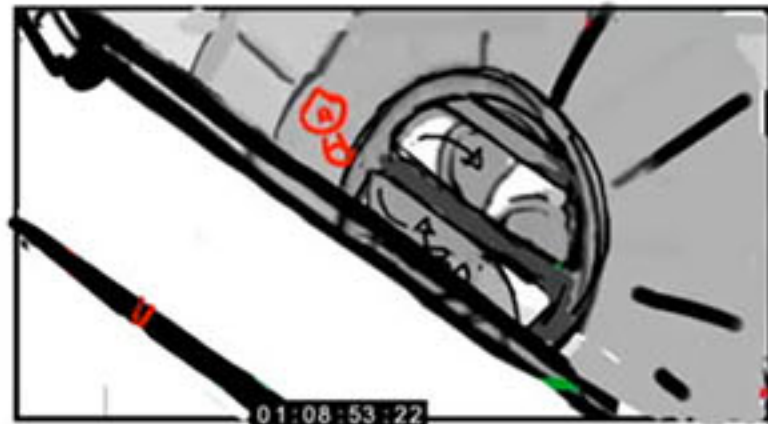
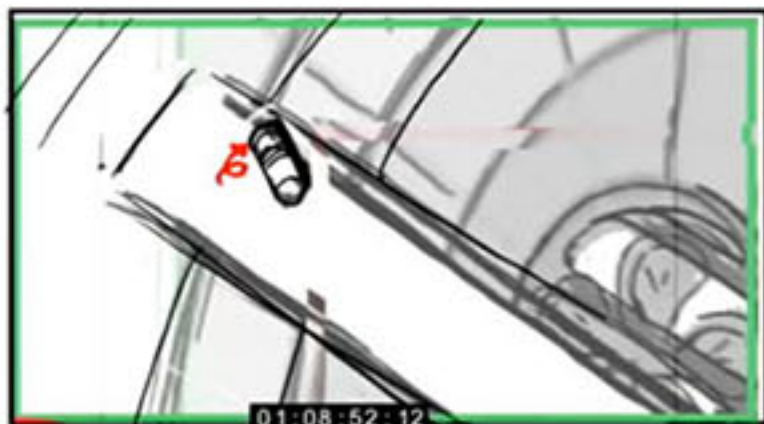


-then down past cam



Back to Jet - shaking subsides

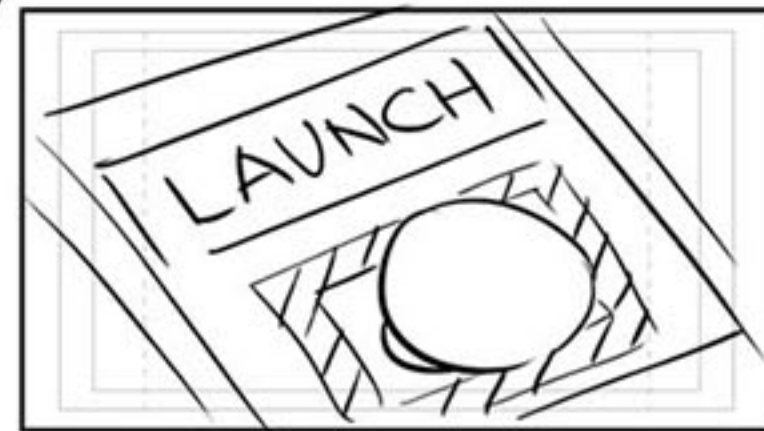
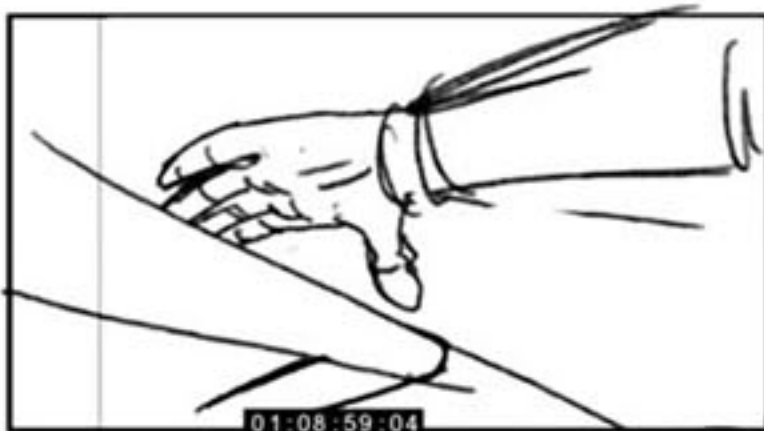




Adjust over to see
spinning fan



Continuous - cam cranes up
& angles over



Cut to launch button



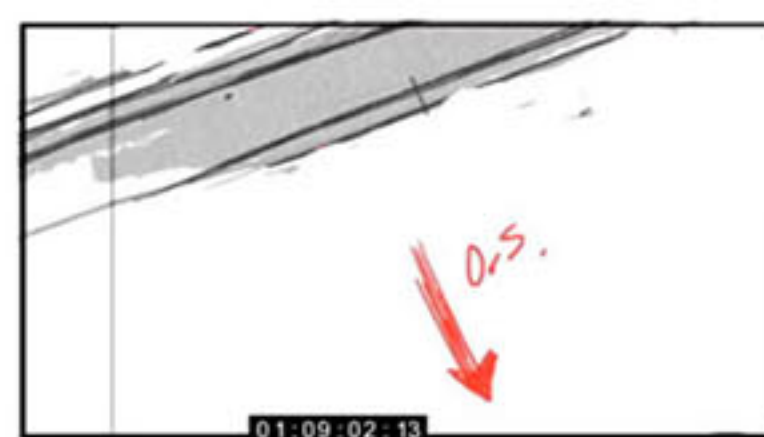
Tox hits it
AGAIN



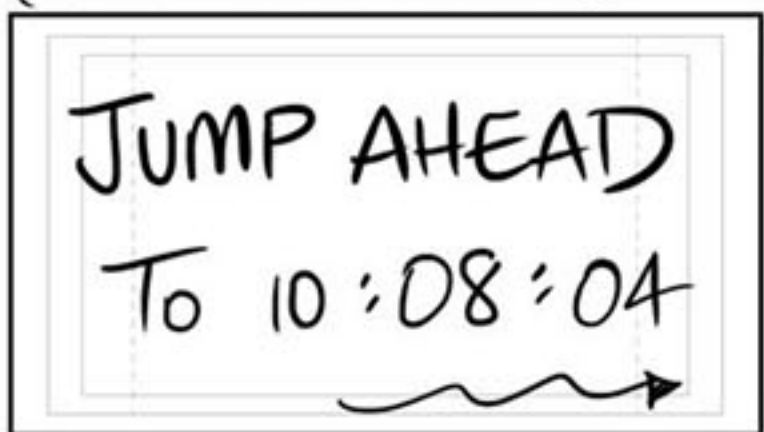
More canisters launch
(cut scene short)



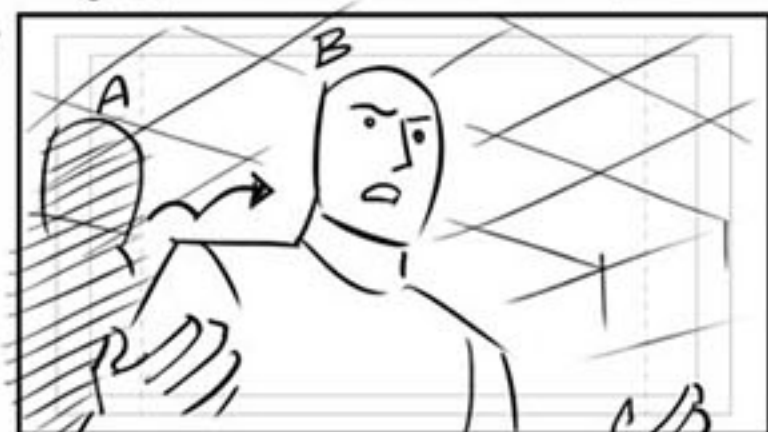
SHAKE
Jet GRABS the vial — then falls



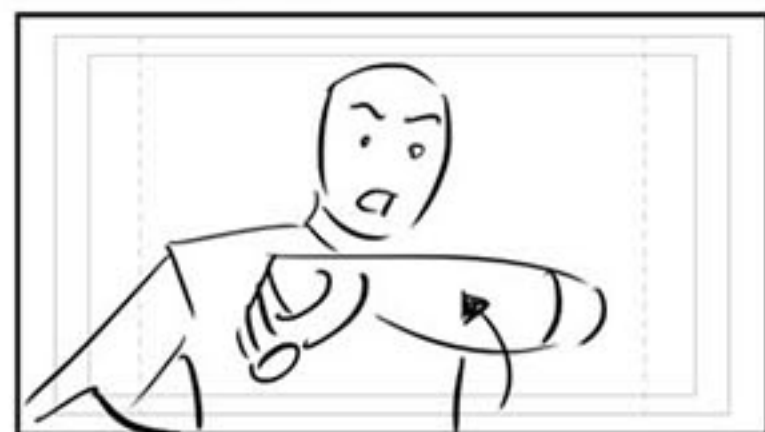
REJOIN
ANIMATIC
FROM HERE



JUMP AHEAD
To 10:08:04



(84) M: It goes from bad to worse. (85) B: MAX!



(86) M: Berto! Where are you?



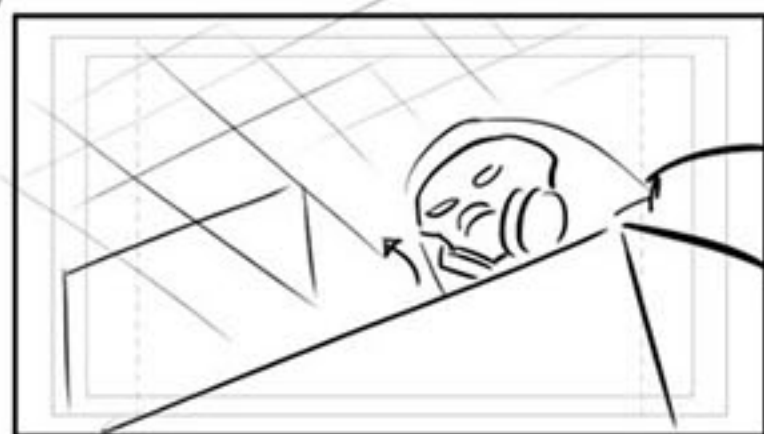
(87) B: It doesn't matter! Just listen!



There's an auxiliary shutdown switch —



-on level 3!



Tox peeks over his console
(vo) = You can still make it!



Tox lunges



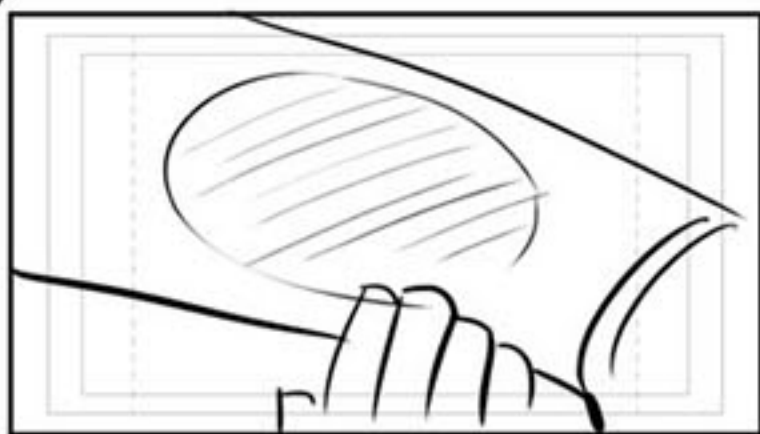
(88) M: Berto, can
you hear me?

CLOSED DOOR



Berto!

PUSH
IN



BG Swishes —



-SETTLES ON TOX
(89) T: Don't you just hate
this new technology?



TRUCK OUT FROM B'S WRISTS
Dropped calls can be SO
annoying.



(90) M: Doesn't matter,
Toxzon ...



Tox Glances over @ FG screen
(vo) Berto already told me how to-



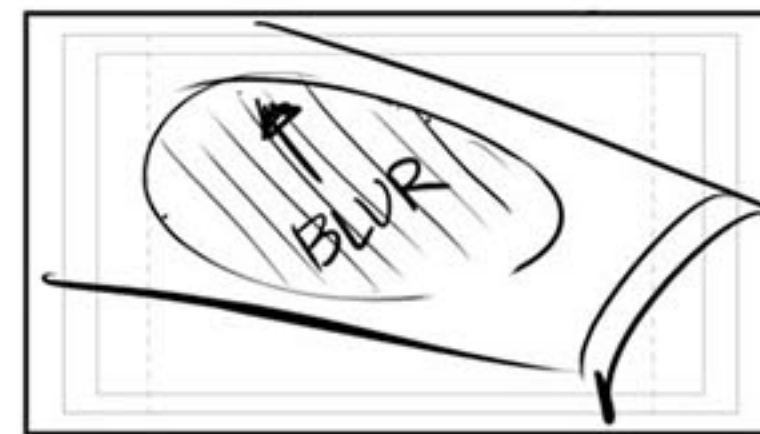
REPEAT SAME PROCESS SEEN BEFORE
(vo) - shut you down.
(91) T: And that's exactly -



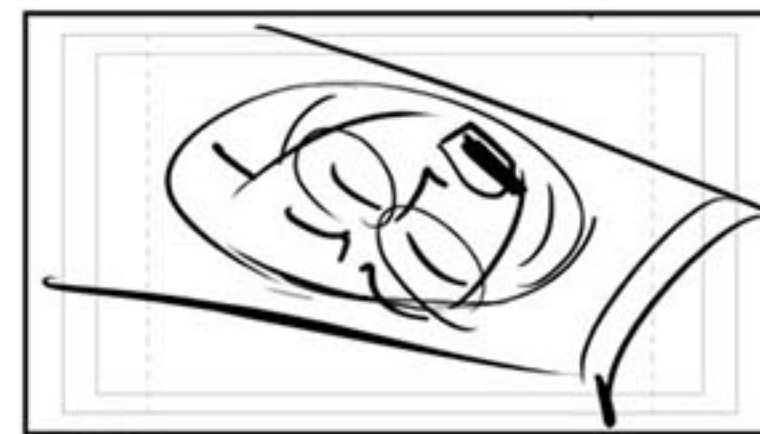
CANNISTERS ARE CAPPED
-what you should do.



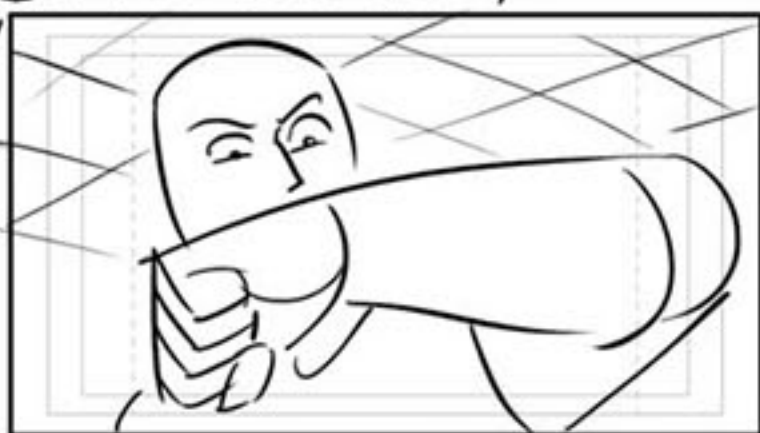
(92) T: Unless, of course,
you'd rather -



-say goodbye to
your friends!



(93) B: UH! Don't listen
to him, Max! It's a trap!



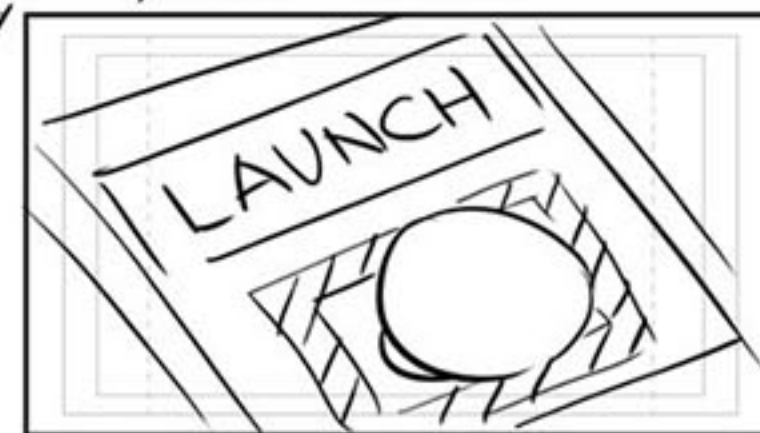
(94) T(vo): Maybe it is,
maybe it isn't.



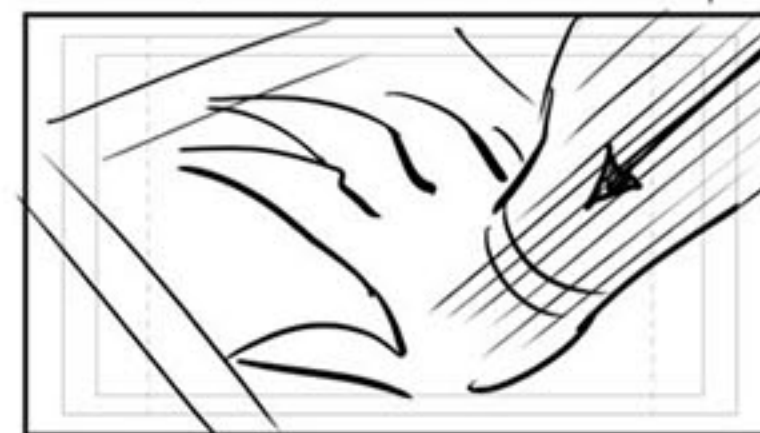
(CLOSER)
Only one way to find out.



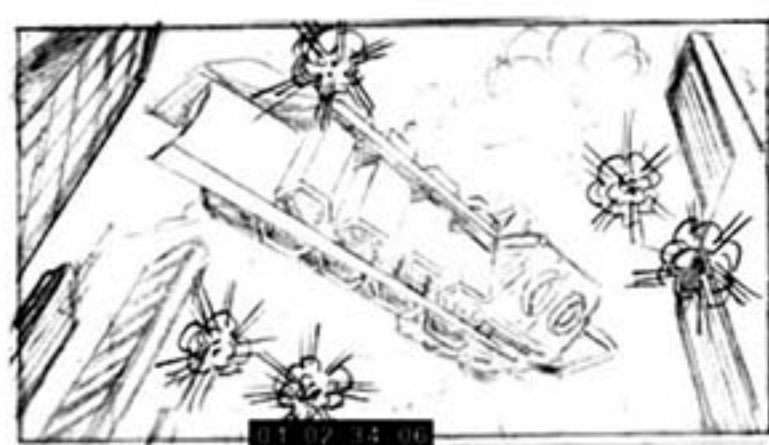
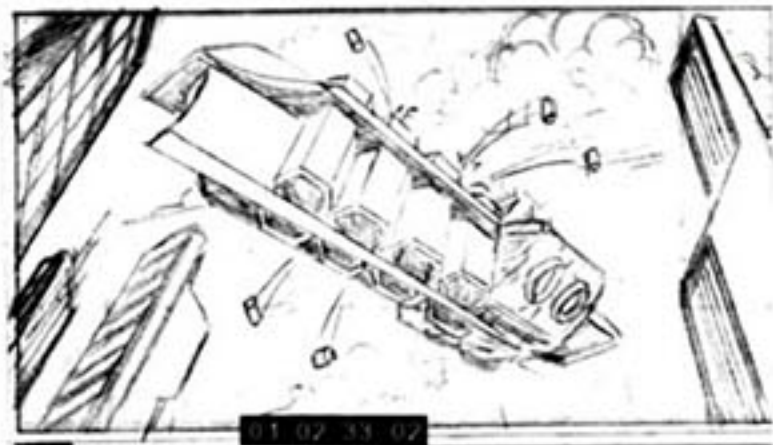
SIGNAL LOST



LAUNCH



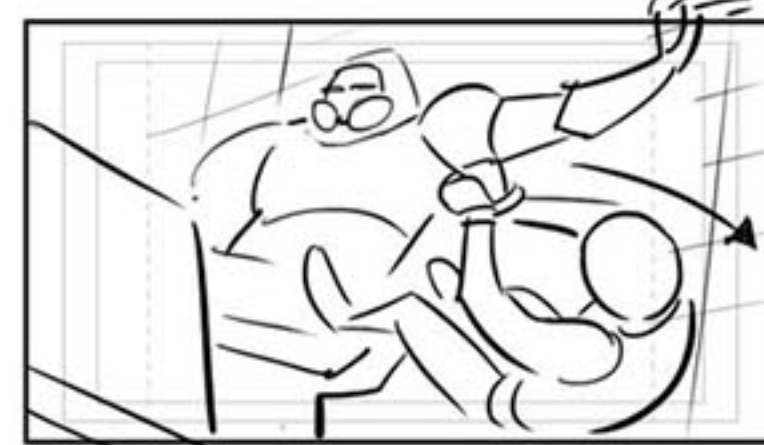
SLAM!



Reuse earlier shot here



TOX - LAUGHS



He flings Berto OS



Tox shoots out goop
to make Toxoids



B bounces & settles



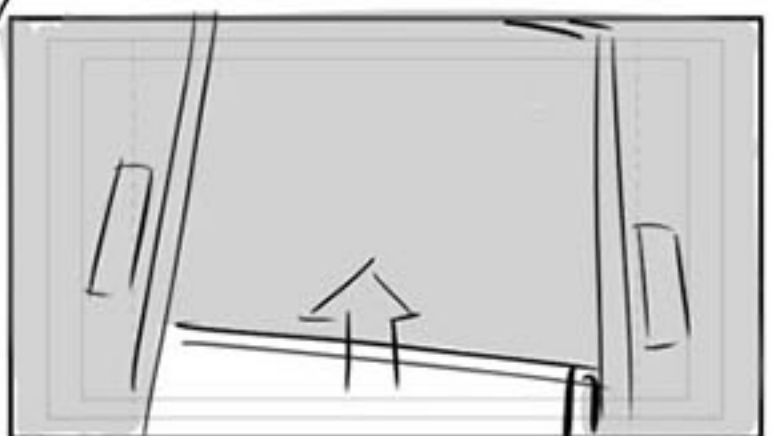
Toxoids form just below
frame



Tox points OS



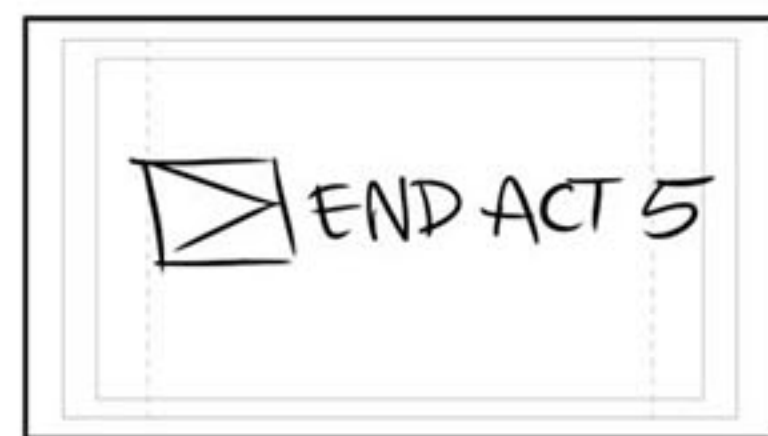
They run OS



Outside bridge-door opens



PUSH IN
(95) VO: Quantum laser reboot in 1 minute.



END ACT 5

