

**THUNDERCATS**

Screenplay by Paul Sopocy .

Based on characters created by Rankin/Bass

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FADE IN:

SPACE

This is no cluttered star field, but deep, empty space, the outer edge of the universe.

We sit at the helm of some sort of space vehicle, traveling towards an old galaxy. At the center, a MEDIUM-SIZED SUN burns with the rust-orange desperation of a dying star.

PICKING UP SPEED

We lock in on the sun, and fearlessly cruise towards it, passing planets and moons until its burning image fills our entire field of vision. Closing in, we skim along its surface as JETS OF FIRE arc overhead. The star pulses and smolders with a beautiful intensity.

We roll a LOOP under a fire arc. Someone's having fun.

JAGA (V.O.)  
Careful, Lion-O.

SUDDENLY,

A dark patch -- a deep red that's almost black in contrast with the bright fires around it. This is a SUNSPOT big enough to cover half the star.

WE PULL BACK

Flying upwards, revealing the sunspot is actually the THUNDERCATS INSIGNIA -- a fierce panther caught in mid-roar -- displayed in all its glory.

It's like nothing we've ever seen, a sign from God, an awe-inspiring monument to the power of a majestic civilization. It's also completely inexplicable.

The ship SHUDDERS.

And for the first time, our hands (powerful, mature) come onto sight, grabbing the control deck of the ship. WARNING LIGHTS AND NOISES are set off, as the normal rules of gravitational pull suddenly assert themselves -- and the ship PLUNGES down into the inescapable inferno of the star.

JAGA (V.O.)  
Lion-O! LION-O!

THE VIEW SCREEN IMPLODES FROM THE HEAT.

SLAM CUT TO:



INT. ENVOY SHIP

Two EYES open -

and JAGA, a tall, lean, and muscled older man with close-cropped white hair, awakes.

Despite the slight blue cast to the skin, one could easily mistake Jaga for a human, were it not for his eyes, silver-flecked and slit by vertical pupils. The eyes of a cat.

The interior of the ship is cleaner and brighter than it was moments ago. And a safe distance from any star.

Jaga sits alone at the main console. He's captain of this ship and a veteran soldier, but first and foremost a THUNDERCAT, a proud race of creatures with the intelligence of man and the strength and reflexes of felines. Like both species, they also share a fondness for naps.

Jaga stretches.

JAGA  
(remembering his dream)  
Lion-o.

He looks over his shoulder, where SIX SUSPENSION PODS are secured to the wall. The pods are constructed of resin, and the six shadowy Thundercats within look like flies in amber, slumbering until they reach their destination.

A slight smile crosses Jaga's face. All is well.

CUT TO:

EXT. SPACE

A vast expanse of glittering galaxies no human has ever seen.

The THUNDERIAN ENVOY SHIP passes overhead. From this vantage point, we can see that this is a deluxe spaceship fit for a king -- or, more accurately, a young prince.

INT. ENVOY SHIP - LATER

Jaga watches the stars like a sentry, occasionally making notes in his log.

A small blinking dot on the screen catches Jaga's attention. He puts his finger to the screen, and image expands until we see a beautiful STAR CLUSTER -- still pushing in, we can make out thousands of individual stars.

COMPUTER  
*Cluster sweep completed. No  
suitable planets found.*

JAGA  
(quietly)  
No suitable planets.

He uses one hand to type a complicated pattern on the screen:  
the image recedes.

COMPUTER  
*Sending log to Thundera.*

Jaga looks at the silent pods pensively.

JAGA  
Where next, old friends?

We close in on Jaga's face.

MATCH CUT TO:

INT. THE PALACE OF WINDOWS - DAY - DECADES BEFORE

A sprawling PALACE built on the side of a mountain, this magnificent sandstone structure is one of the great achievements of Thunderian civilization.

It radiates serenity, but the trial now occurring within its walls is of utmost seriousness.

Jaga, now a man in his thirties, looks on uneasily. He's part of a silent crowd of witnesses, mostly nobles, dressed in mourning.

Nine hooded JUDGES sit behind a raised wall. What little we see of them suggests that each is a representative of a different race of Thundercats. One is jaguar-like, another has the spots of a leopard.

A battle-scarred man with the mane of a lion sits before them. He wears no hood to hide his dignified face. His name is CLAUDUS, and he is LORD OF THE THUNDERCATS.

A manacled prisoner is brought into the room by two sentries, and forced into a kneeling position at the center of the room. This is GRUNE, a handsome and sly member of the Royal Sentries. He wears scaled black gloves, has a chestnut mane to rival the King's, and the ambition to topple an empire.

CLAUDUS gives a signal. The two sets of doors are closed by guards. Grune smirks.

GRUNE

Afraid of what I might say?

CLAUDUS

You don't have to say anything, Grune. You've already admitted your crimes.

(beat)

Seeking forbidden knowledge. Conspiring to steal a royal treasure. Perhaps worst of all, defying the Code of Thundera and lying to those who trusted you.

GRUNE

A page from your book, Claudus.

CLAUDUS

Be silent.

Claudus stands, and walks close to the prisoner. Grune watches, hatred spitting from his eyes.

Nearing the prisoner, the king reveals a scabbard within his robe, and withdraws a short, rather unimpressive SWORD from it. Mounted in the hilt of the sword is the jeweled Thundercats insignia.

At the sight of this weapon, the onlookers visibly tense.

Claudus fingers the blade, eyeing Grune.

CLAUDUS

Two weeks ago, when you entered the castle under cover of darkness, you took something that was not yours.

(beat)

Do you realize what you stole?

GRUNE

A sword that makes its bearer the mightiest Thundercat of all.

CLAUDUS

(looks at sword)

I don't know the last time this sword was used as a weapon before your crime was witnessed by the Queen...

(beat)

You lashed out at her without remorse.

(growling)

(MORE)

CLAUDUS (cont'd)

Grune, you traitorous coward: You.  
Stole. My. Wife.

Grune is silent. Truly ashamed.

CLAUDUS

I WILL SHOW YOU WHAT THIS SWORD CAN  
DO!

And with that, Claudus is upon Grune, faster than any guard  
can hold him back.

He does not kill the defenseless traitor, instead HACKING at  
the creature's mane, THROWING chunks of hair to the ground as  
Grune howls in terror, until the proud head of hair has been  
destroyed -- along with the prisoner's dignity. It is a  
terrible act of vengeance.

CLAUDUS

You are not fit to call yourself a  
cat.

(stalking out of the room)

Proceed with deportation.

As he leaves, he CASTS ASIDE the Sword of Omens.

CLAUDUS

You would never have been able to  
control it anyway.

The ancient sword clatters on the floor near Jaga, briefly  
FLASHING with the promise of awesome power -- as if it were  
forged from lightning.

Jaga can't quite believe what he's just seen.

He looks around. No one else appears to have noticed...

Until his eyes meet Grune's.

CUT TO:

EXT. THUNDERA - DAY

Our first glimpse of this world, and it's breathtaking. The  
Palace, situated on the mountain, overlooks lush rain forest  
vegetation, terraced farm lands, and a sapphire ocean.

RACING OVER THE PLANET

We see a launchport adjacent to the ocean. Most of the  
vehicles using the base are small passenger planes designed  
for crossing the continent.

But one ebony PRISON SHIP is being readied for a much longer journey.

EXT. THUNDERIAN LAUNCHPORT - DAY

Three GUARDS lead the still-manacled Grune to a rudimentary version of the amber suspension pods that will later find a place on the envoy ship. Grune keeps his head down.

HEAT JETS flare on the prison ship as the engine fires up.

Two of the guards wince. The third is Jaga.

JAGA

I can take it from here.

The guards look at each other, then nod, stepping back to a safe distance. Jaga begins fastening Grune into the pod and hooking up a complicated series of support paraphernalia. He's obviously upset.

Grune bargains:

GRUNE

Loosen my bonds, I'll pretend to overpower you --

JAGA

Accept your banishment, Grune.

Jaga cannot bring himself to meet Grune's gaze.

GRUNE

I never told Claudus who it was that showed me where the sword was kept.

JAGA

I confessed. I'm the one who told him where to find you.

This comes as a shock to Grune, but he quickly recovers.

GRUNE

All the more reason to take my side. The sword gave me a vision, old friend. Someday the it will be mine again.

JAGA

Returning to Thundera would mean death.

GRUNE

Then perhaps the sword will come to me.

Jaga doesn't respond as he finishes securing Grune.

He closes the door, and flips a switch. The interior of the pod pulses with light, and Grune is frozen in mid-snarl.

The other two guards return and help Jaga lift the sarchopagus-like pod into the jail ship. Then the heat jets intensify, and the three hurry from the pad.

AT THE EDGE OF THE LAUNCHPORT

Claudus stands alone, watching. Only Jaga dares approach him.

JAGA

My Lord.

CLAUDUS

Be at peace, Jaga.

Jaga withdraws something inside his breastplate: it's the SWORD OF OMENS that the king dropped earlier.

Claudus accepts it sadly. Again, the weapon GLIMMERS as if it is alive.

Jaga lowers his gaze.

In the background, the prison ship LAUNCHES into space.

CUT TO:

INT. ENVOY SHIP - PRESENT DAY

Jaga sits at the console, checking data furiously. The computer responds to each of his commands.

COMPUTER

*Galaxy 5-567.23a, unlikely to support life. Galaxy 5-568.6x, cold star, unlikely to support life. Galaxy 5-568-polaris, scans inconclusive. Early data suggests unlikely to support life.*

Etc.

Jaga keeps at it. He's been doing this for a long time.

CUT TO:



## EXT. THE PALACE OF WINDOWS - FLASHBACK

Another memory of the world he left behind. We're on the palace grounds, at a horse track, around which a festival of some sort is taking place.

This time Jaga is in his late forties. He's still clad in his armor, but he now wears a helmet that signifies advanced rank. He FROWNS as a powerful, unsaddled steed runs by; moments later, a handsome young Thundercat catches up to the animal and skillfully SWINGS onto its bare back, bringing it around towards Jaga. The flaming RED MANE of this rider could only belong to the boy we saw at the trial earlier. His name, we will learn soon enough, is LION-O.

JAGA

It is not becoming for royalty to show off, young prince.

LION-O

As if Dad isn't doing it with this whole festival.

Jaga raises an eyebrow, a look Lion-O knows well. But before the older man can launch into a lecture, a horn BLARES.

LION-O

Fine, I get it, no showing off.  
(leaning close to Jaga)  
What did he say about teaching me how to use the Sword?

Jaga hesitates. Lion-O shakes his head, expecting this, yet still completely irritated.

AS THE HORN BLARES ONCE MORE

Lion-O leads his steed into the ring. The crowd goes wild.

He begins taking his steed through the paces of a difficult track, over barriers and around pillars. The festival crowd APPLAUDS at each hurdle successfully negotiated. Feeding off the adoration, he begins adding dangerous flourishes --

Jaga sighs. Lion-O is totally showing off.

WOMAN (O.S.)

Jaga.

A hand touches his shoulder. He turns and sees

JAGA

Lady Cheetara.

CHEETARA (28), a stunning blonde, radiates obvious fondness for the man. She has the strength of a sprinter, the grace of an dancer, and her smile is enough to make even an old soldier like Jaga blush.

CHEETARA

Do you have a moment?

INT. ROYAL SPECTATOR BOX - MOMENTS LATER

The best place to watch the festival. The private box has several plush seats, the largest of which is occupied by CLAUDUS. The passing years have taken their toll on the man; he looks much older. Besides Claudus, four other Thundercats sit around a large wooden table.

Cheetara enters with Jaga, who bows slightly to his king.

CLAUDUS

Be at peace, Jaga. You familiar with the Council of Thundera.

Jaga shakes his head no.

CHEETARA

We have not exactly sought publicity, Claudus.

She shuts the door behind her. Claudus waves his hand: a field seals the box, still allowing those inside to see out, but completely cutting off the festival noise.

CLAUDUS

You know Cheetara. This is Tygra, Panthro, Wiley Kat, and Wiley Kit.

As their names are spoken, each Thundercat stands.

TYGRA - the wise, reserved leader, who earned his smarts studying to become an architect, and his biceps from hands-on building experience. He's got classic good looks, and a champion's personality.

PANTHRO - a tank of a Thundercat, with huge arms, purple skin, and deep voice that rumbles like a brewing storm. Someone you wouldn't want to mess with.

WILEY KAT - a slender prankster who could be a teenager but for his impossibly knowing grin. He's equal parts acrobat and con artist, with a healthy dollop of troublemaker thrown in.

Last but not least,

WILEY KIT - like her twin brother, with added pixie-ish sex appeal. And she fills out her catsuit a hell of a lot better than he ever could. A real minx.

CLAUDUS  
(to the others)  
And my son's guardian and tutor...

TYGRA  
My Lord, all know of Jaga the Wise.

The others nod. Claudus motions for all the Thundercats to sit down. Panthro presses a button on the table, and a screen appears, displaying a view of the orange sun from space.

PANTHRO  
You've heard the rumors about  
Thundera's pending fate.

Jaga nods.

TYGRA  
They are only half right. Our sun is indeed entering a new phase, but it will not burn out. Instead, in less than a generation, it will begin emitting radiation waves - weak ones, at first, but building power over time.

The table screen flickers, then displays Thundera.

PANTHRO  
We've begun building underground shelters. But we can't shield the entire planet.

ON THE TABLE SCREEN: wireframe blueprints scroll by, wrapping themselves around the view of the planet.

WILEY KAT  
Most of the animals and vegetation on Thundera are doomed.

JAGA  
My Lord, if you knew this, why didn't you tell me? I should have been preparing the prince.

CLAUDUS  
Prepare him to hide underground? That is not to be his fate.

JAGA

But who knows what the future will  
bring?

Claudus looks at Jaga, sizing him up. Then:

CLAUDUS

Science can be wrong. Men can be  
fooled. But the Sword of Omens does  
not lie.

And with that, he draws the SWORD OF OMENS from his scabbard,  
and examines it sadly.

DISSOLVE TO:

EXT. PALACE OF WINDOWS - ATOP THE PALACE - THAT MORNING

A dark, pre-dawn world. Claudus stands on top of a lookout  
tower. The entire planet lays below him, but his full  
attention is on the Sword of Omens.

CLAUDUS (V.O.)

This morning I decided to consult  
the Eye... for the good of  
Thundera.

Lifting it high above his head, he shouts some words -- we  
don't get to hear them -- and the sword EXTENDS to twice its  
usual length, throwing off silver sparks as it does so.

Claudus holds the hilt of the sword to his face. The two iron  
spikes projecting from either side of the jeweled insignia  
now LENGTHEN and CURL, framing his eyes.

His eyes begin to GLOW with a VISION --

Turning now towards the distant launchport, Claudus sees  
DOZENS OF LARGE SHIPS rise up and shoot into the sky. They  
are faint, like ghosts from the future.

He lowers his sword, no longer uncertain which path he must  
choose.

DISSOLVE TO:

INT. ROYAL SPECTATOR BOX - THAT INSTANT

CLAUDUS

You six must lead our race to a new  
home on another planet. That is the  
only way.

Jaga is stunned. He glances around the room, unable to tell if the others were prepared for this directive or not.

CLAUDUS

You have two days to prepare. After you leave, the remainder of Thundera will begin building arks. Send word when you find our new world and we will follow. But remember, time waits for no cat.

Cheetara, Tygra, Panthro, and the Wileys wordlessly file out of the room. Jaga rises to follow, but Claudus stops him. He waits until the others are gone before speaking.

CLAUDUS

I am entrusting you with my two most treasured possessions. The first is the Sword of Omens.

He slides THE SWORD OF OMENS over to Jaga, then stands near the window, watching the young prince accept a trophy on the field below.

CLAUDUS

And the second... our only hope to tame it.

As if sensing his father's gaze, LION-O looks up at Claudus and waves, somewhat dutifully.

Lion-O rides out of the ring. Claudus forces a pained smile.

CLAUDUS

Does he still blame me for his mother's death?

JAGA

Of course not, my Lord.

But neither of them really believe this.

CUT TO:

INT. ENVOY SHIP - THE PRESENT

Jaga sits at a new section of the console, monitoring the Thundercats' vital signs. Bioscans of Lion-O, Cheetara, Tygra, Panthro, and the Wileys appear on screen.

COMPUTER

Incoming transmission.

Jaga doesn't pay attention, until a BEEP lets him know the message has arrived.

JAGA

Play message.

Another BEEP, and then STATIC. Despite the advanced state of Thunderian technology, sending messages to destinations light years away remains a tricky business.

CLAUDUS (V.O.)

Greetings, Jaga. I hope this finds you well. I send this on the twenty-seventh anniversary of your departure from Thundera.

Jaga checks at the date monitor on his computer.

JAGA

(to himself)

Three months ago. They must be having trouble tracking the beacon.

CLAUDUS (V.O.)

All Thundera honors your courage in seeking out our new home.

Jaga smiles ruefully. It's been a long journey.

CLAUDUS (V.O.)

But this is not merely a message of congratulations, for by the time this reaches you, the first of the Arks will have launched --

JAGA

No....

Now Claudus has Jaga's full attention.

CLAUDUS (V.O.)

-- following the homing beacon on your ship. When all eighty Arks have left the planet, an ion charge will be detonated, causing a solar meltdown. The explosion will push the Arks into hyperspace, allowing them to reach you within months.

JAGA

Not yet!

STATIC. Jaga hits the console with his fist. It works.

CLAUDUS (V.O.)

I must thank you now, Jaga, for I will not have the opportunity in the future. I love Thundera too much to leave her. Give the Thundercats my blessings, and Lion-O, my love. Farewell, friend.

BEEP. And more static. The message is over.

JAGA

(a muttered curse)  
Sightless Eye of Thundera.

He massages his temples.

Then:

COMPUTER

*Galaxy 5-574.20-1eo, two suitable planets found. Early data suggests -*

JAGA

Two?

COMPUTER

*- third earth populated with sentient beings, and a twin earth, a diametrically counter-orbital planet unpopulated by vertebrate life forms. Data confirmation approaching one hundred per cent.*

JAGA

(overlapping)  
Computer, set course to the unpopulated planet!

Stars STREAK by on the view screen.

BLUR TO:

INT. ENVOY SHIP - A FEW HOURS LATER

Jaga leans close to the view screen. He's donned his Thunderian armor again -- looking forward to disembarking on this strange new planet.

The ship SLOWS.

An image of the PLANET fills the screen: blue oceans, white mountains, green fields, red deserts. Truly spectacular.

JAGA

Third Earth. With any luck, the twin planet will be just as beautiful.

He glances back at the other Thundercats, who are still safe sleeping in their suspension pods. As he does so:

AN ALIEN SHIP COMES INTO FOCUS ON THE VIEW SCREEN.

It's small and battle-scarred, but still looks deadly. It flies ahead of the envoy ship, not yet close enough to be a hazard.

When Jaga turns back and sees the ship, he goes on high alert, immediately using the console to send a query:

JAGA

Hello? Hello?

STATIC. The alien ship flies up out of sight.

JAGA

Shields up. Screen to wide view.

The screen EXPANDS, giving Jaga a full 180 degree view of space, unenhanced by any technology.

A spherical FORCE SHIELD shimmers around the envoy ship, but it will do little good keeping the alien ship out: it's already inside, RACING alongside the Thunderan vessel.

From the helm, Jaga can just make out the alien pilot, a toad-skinned MUTANT with malevolent yellow eyes who sits in a cramped, low-tech cockpit.

This is SLITHE.

Jaga quickly runs scans on the alien ship --

JAGA

No energy weapons. What's he up to?

As if on cue, the starboard ship turns left sharply, SIDE-SWIPING the envoy ship. The force of this attack knocks Jaga to the floor.

LUNGING FOR THE CONTROLS,

Jaga throws all his weight in an attempt to keep the ship stable. The FORCE SHIELD flickers, then gives out, just as the alien ship races back towards the envoy ship, preparing to RAM it in a head-to-head collision.



Jaga PULLS UP on the controls, and the alien ship skims underneath, barely touching the Thunderian ship. But it quickly circles back around.

As Jaga fires up his reserve engines --

ANOTHER HIT to the side. And another. Slithe is using his small spacecraft to BATTER the envoy ship for all it's worth.

Then, a terrifying noise: METAL TEARING.

Air begins hissing out into the vacuum of space through a crack in the hull. The WARNING SYSTEM activates as the ship goes into a wild SPIN.

Jaga grits his teeth, PULLING at the controls --

The ship stabilizes. But the oxygen levels have fallen dangerously low, and JAGA is now gasping for breath -- and the chill of space causes a thin sheet ICE CRYSTALS to grow across any flat surface in the ship.

JAGA  
(to the computer)  
Where is he?

The VIEW SCREEN throws up an image of the envoy ship, which is now trailed by the THREE ALIEN SHIPS.

JAGA  
Twin planet's too far.

Jaga, noticing the proximity of the planet, steers the ship towards THIRD EARTH'S ATMOSPHERE.

COMPUTER  
*Auto-slow entry to prevent burn-up -*

JAGA  
Override!

The planet nears, and the view screen goes WHITE as the envoy ship penetrates the atmosphere.

Numbers FLASH on-screen: the temperature outside the ship. They're going up far too fast.

THE SHIP SHUDDERS.

Another awful noise: bursts like GUNFIRE.

Jaga knows these small EXPLOSIONS mean exterior sections of the ship are BURNING UP. And the sounds are getting closer.

Sweat pours down JAGA's forehead. He's gone from sub-zero to an inferno in under a minute.

BREAKING THROUGH THE CLOUD COVER

We glimpse an ocean, a wide blue expanse -- we're going far too fast to focus. And then a jungle, a smear of dark green. We're in the final moments of our approach.

Then, out of nowhere: A MOUNTAIN.

JAGA PULLS UP ON THE CONTROLS --

CUT TO:

EXT. THIRD EARTH - SPLIT MOUNTAIN - NIGHT

A FIREBALL. The envoy ship SMACKS INTO the mountain.

PULL BACK

THE SHIP SKIDS AND SLIDES OVER A PRECIPICE, kicking up a cloud of dust.

INT. SLITHE'S SHIP

Slithe watches the wreckage on his view screen, several kilometers above the accident. A FIRE rages on the mountain, sending animals running, and obscuring the image with smoke.

BZZZT. Slithe presses a button. The fuzzy image of JACKAL MAN, a dog-faced mutant, appears on his screen.

JACKAL MAN

The Ambassadors have just arrived  
at the Floating City.

SLITHE

As I wasn't invited to their little  
meeting, I'm sure I won't be  
missed.

He clicks the image off, and CIRCLES SPLIT MOUNTAIN, almost leering at the wrecked spacecraft below.

EXT. THIRD EARTH - THAT INSTANT

Our first good look at Third Earth. It's kind of amazing, a patchwork of grassy plains and dense jungles over a hilly landscape under low-lying clouds, heavy with a coming rainstorm.

The fire still burns on Split Mountain, the long-dormant volcano the envoy ship crashed into.

## TRAVELING OVER THE PRECIPICE

We encounter a narrow GORGE slicing through a sheer rock wall; TRAPPED in the gorge, perpendicular to the earth, is the battered envoy ship.

The metal is twisted and ripped, and contents of the cargo hold - ELECTRONICS, BROKEN GLASS, a STRONGBOX, various PERSONAL ITEMS - have spilled out onto the ground far below.

CUT TO:

## INT. THE ENVOY SHIP

The six SUSPENSION PODS still contain the frozen crew. A fire burns on the shattered control panel. Jaga is nowhere to be seen. We hold on LION-O's pod. We're only able to make out his silhouette, but he's face up and motionless in the darkening room.

AS THE SMOKE FILLS THE SHIP,

A dull alarm sounds, and JETS OF WATER spray on the suspension pods.

And the oddest thing happens: as each spray of water hits the pods, it leaves a shallow mark. Something like water on a bar of soap.

The pod resin is WASHING AWAY.

The sudden downpour causes the pod resin to liquefy and disappear into the earth, leaving the six THUNDERCATS exposed to the stars.

At last, a desperate GASP.

LION-O IS ALIVE.

Like a diver trapped underwater ten seconds too long, he's disoriented and desperate, with adrenaline pounding in his veins. Lion-O struggles to a standing position and immediately collapses, falling to his hands and knees.

He's spent his entire life training to be a leader. He's been taught to command respect, to face down enemies twice his size, to at all times be his own man.

But right now, he's as helpless as a cub. It's humbling.

Lion-O chokes back a sob.

A HAND EXTENDS -- he grabs it.

LION-O

Jaga?

It's Panthro.

PANTHRO

Let's get out of here.

The fire begins burning in earnest: there's no time to mess about. Lion-O stands, sees TYGRA, CHEETARA, WILEY KIT and WILEY KAT, all unharmed. The other cats are similarly confused as they CRAWL out of the ship.

Tygra grabs an EMERGENCY KIT as he leaves. He's first to reach the outside.

TYGRA (O.S.)

Be careful.

EXT. THE GORGE - CONTINUOUS

Tygra carefully steps out of the ship gaping hole in the ship, clinging to the sheer rock wall.

He looks up to see:

SLITHE'S SHIP, SPEEDING OVER THE PRECIPICE.

It buzzes them, close enough for Tygra to feel the vibrations from its engine.

THE ENVOY SHIP ROCKS UNSTEADILY: it's not going to stay in the gorge forever -- and the fall is a nasty one. Tygra grimaces, and reaches to help Wiley Kit out.

After Wiley Kit comes her brother, whose eyes widen when he realizes their predicament.

AS SLITHE BEGINS CIRCLING BACK AROUND --

TYGRA

Start looking for shelter!

The twin Thundercats climb the rock wall. A light rain begins to fall.

INT. SLITHE'S SHIP

Slithe peers at the CATS crawling out of the envoy ship.

SLITHE

And now for the fun part.

He narrows his eyes, and tilts the steering control downward.

EXT. THE GORGE

Cheetara makes the leap from the envoy ship to a nearby narrow ledge. Lion-O follows, helped by Panthro. The ship trembles with each movement.

A BURST OF THUNDER

almost drowns out Lion-O's desperate query:

LION-O  
Is Jaga inside?

Tygra shakes his head.

Eyes wide with horror, Lion-O looks DOWN to the wreckage far below them and begins SCRAMBLING down the walls. Panthro RESTRAINS him, but Lion-O slips out of the big cat's arms.

TYGRA  
Lion-O!

LION-O  
I have to help him!

But he pauses as SLITHE'S SHIP BEARS DOWN ON THEM.

Then, from a barely-visible FORTRESS on a distant mountain --

A MORTAR SHELL FIRES, and GRAZES THE WING OF THE WARSHIP.

SLITHE'S SHIP PULLS OUT OF ITS DIVE.

CUT TO:

INT. SLITHE'S SHIP

Slithe looks back over his shoulder: a small piece of his starboard wing is missing. Nothing too critical, but he's unsettled to realize that someone's firing at him.

He quickly surveys the Thundercats -- they're all too busy trying to keep a hold of the face of the mountain.

Then he spies the FORTRESS --

And frowns, yanking the controls left, so that the ship makes a sudden U-turn.

CUT TO:

EXT. SPLIT MOUNTAIN FORTRESS

GUNNER'S POV

We're behind a cannon that's taking careful aim at Slithe's ship as it turns around and heads towards us.

A fuse is lit, and HISSES --

BACK TO SCENE

Slithe's ship finds the armaments station on the fortress.

HE FIRES, BLASTING A HOLE IN THE WALL.

BUT THE CANNON FIRES BACK --

INT. SLITHE'S SHIP

The starboard wing has been hit again -- the warship goes into a barrel roll. Slithe hits his thrusters, and the ship jets back into the safety of the cloud cover.

As he turns it away from Split Mountain:

SLITHE

They're going to wish they never came near this planet.

CUT TO:

EXT. THE GORGE

Tygra, Panthro, and Cheetara watch in silent amazement as Slithe's ship disappears over the horizon.

LION-O CHOKES BACK A SOB, and begins heading down towards the canyon floor to search for any sign of Jaga.

Panthro and Tygra exchange wary glances, and then Panthro follows the young prince.

Tygra and Cheetara begin their climb up the rain-slicked walls.

INT. SPLIT MOUNTAIN CAVE - NIGHT

A fire burns in this large, dry cave. The four other Thundercats gathered here - CHEETARA, TYGRA, WILEY KIT and WILEY KAT - warm themselves by the fire, sipping bowls of protein tea.

Outside, it's raining hard.

CHEETARA

(to Tygra)

Perhaps we should have gone with them.

TYGRA

They shouldn't have gone at all.

WILEY KIT

I hope Lion-O's okay.

From the back of the cave:

WILEY KAT

Look at this.

He takes a POUCH from his side, and casually tosses a few BRIGHTLY COLORED GLASS BAUBLES at the ceiling. Just before they reach the walls, they expand into floating balls of light, illuminating the cave --

And revealing elaborate, primitive CAVE ART.

Cheetara and Tygra share a worried look.

CHEETARA

You should conserve your power stones, Wiley Kat.

WILEY KAT

We can always make more.

Wiley Kit traces the art with her finger.

WILEY KIT

I wonder what it means.

AS LIGHTNING FLASHES OUTSIDE, a shadow appears on the wall: one strong Thundercat carries the limp body of another.

Wiley Kit cries out in fear -- she, like the others, immediately assumes it is Panthro returning with a wounded Lion-O.

But when they look back towards the mouth of the cave, they see it's actually LION-O CARRYING JAGA.

The old Thundercat's body is broken and lifeless.

And Lion-O's eyes are bright with unshed tears.

EXT. SPLIT MOUNTAIN FOOTHILLS - A LITTLE LATER

It's still raining. Panthro is finishing digging a hole into the black mud.

Lion-O holds Jaga's body, protecting it from the rain as best he can. He can't look at his mentor, and he can't let go.

Behind them, Tygra and Cheetara stand with the Wileys, looking solemn. All are aware that Jaga sacrificed himself for their lives.

Panthro stands, lifts himself out of the hole.

Lion-O gently lowers Jaga's body into the open grave.

Looking up to the others:

LION-O

We need to find a stone to mark the grave. There are some over by the ship --

PANTHRO

Not tonight, Lion-O. We don't know anything about this planet.

LION-O

(growling)

I won't just leave him.

TYGRA

Show respect, young Prince.

A tense moment.

Then Lion-O backs down, and puts his head in his hands.

LION-O

You didn't know him. Jaga was my teacher... my best friend.

CHEETARA

He's gave his life for Thundera, Lion-O. He will never be gone.

These words provide scant comfort.

One by one, the Thundercats pay their respects and head back up the mountain.

AT THE CAVE



The Wileys perch on the rocks near the mouth of the cave, keeping watch over Third Earth with their GLITTERING EYES.

As the hours pass, a SECOND MOON rises in the sky.

OUTSIDE THE CAVE

Reeds rustle... despite the fact there's no wind.

A shimmering SPIRIT THREAD swims around the Wileys, twisting around their bodies like an ethereal snake. Following the path of the thread is like staring at a floater - it exists more behind your eyes than in front of them.

Neither of the cats notice that it's there.

VOICE  
(whispered)  
Cattssss...

The thread winds through the air, over the earth for miles and miles until it reaches

EXT. MUMM-RA'S PYRAMID - NIGHT

A dark, ancient PYRAMID built of obsidian, this unholy temple infects any living creature that comes near with dread. It exists solely to harness the powers of death and decay.

The SPIRIT THREAD snakes past the giant statues standing guard, through a deserted hall, down long winding staircases and tunnels that lead deeper and deeper underground, into

INT. MUMM-RA'S TOMB - NIGHT

Far more ancient than the palace, the tomb is a simple, if cavernous, room dug into limestone eons ago, and littered with the REMAINS of a variety of unfortunate creatures.

One of these stands inside an open sarcophagus standing upright against the far wall. What little of this corpse that is not wrapped in bandages is nightmarishly grotesque.

His name is MUMM-RA THE EVER-LIVING, but he is the embodiment of death.

The SPIRIT THREAD circles into this forehead, and we hear snatches of the Thundercat's conversation as it does so.

MUMM-RA'S EYES OPEN.

MUMM-RA  
It. Is. Time.

FADE TO BLACK.

EXT. THIRD EARTH - FOOTHILLS - MORNING

Sunrise. From this vantage point, Third Earth seems as if it could be a new Garden of Eden.

...Don't be fooled.

INT. SPLIT MOUNTAIN CAVE - NOON

Lion-O AWAKES.

The others are gone, except for Wiley Kit, who casually pretends like she hasn't been watching him.

LION-O  
How long was I asleep?

WILEY KIT  
Twenty-seven years.  
(at Lion-o's look)  
Kat found Jaga's log. They're all out there, trying to salvage whatever they can.

LION-O  
Twenty-seven years? Do you know what that means?

WILEY KIT  
(bitter)  
It means I'm fifty.

LION-O  
The best case scenario gave Thundera a little over two decades.

Wiley Kit puts her hand on Lion-O's shoulder.

WILEY KIT  
Panthro's working on the ship's data banks. We'll know more tonight. Come on.

CUT TO:

EXT. SPLIT MOUNTAIN - BELOW THE GORGE - DAY

The jungle valley, where most of their spilled supplies have landed. Panthro collects fragile microcircuitry from a heap of glass and silicon. Wiley Kat is using a crowbar to pry open a tightly-sealed strongbox. Above, the ENVOY SHIP still hangs precariously.

Tygra surveys the landscape with binoculars. Then, pointing at a rock formation half a mile away:

TYGRA

We're going to need more water.  
I'll check out that stream by those  
steppes.

Cheetara joins him.

CHEETARA

Race you.

Tygra smiles wryly, and Cheetara STREAKS OFF, faster than the eye can see. Tygra watches her go.

WILEY KAT

(bitter, to Panthro)  
I don't know what she sees in him.

The giant Thundercat shrugs.

Suddenly, the strongbox GIVES, and Wiley Kat tumbles back as an assortment of clothes, memorabilia, and other sundries spill out on the field.

WILEY KAT

Ugh. Lion-O's junk.

C/U

He picks up small TOY that's a goofy amalgamation of robot and teddy bear parts. The toy activates, kicking helplessly.

WILEY KAT

What is this?

A hand reaches in and takes it from him.

LION-O

An old friend.

BACK TO SCENE

Wiley Kit and Lion-O have arrived. The prince regards the toy with a tinge of nostalgia before switching it off. The bear's body goes slack.

OVERHEAD,

A MORTAR SHELL STREAKS through the sky, causing a distant explosion. When it lands, the ground SHAKES softly. All the Cats tense.

PANTHRO

I could be wrong... But I think we've got company.

Then a noisy EXPLOSION, somewhat closer. Rocks fall from near the envoy ship. Tygra, Panthro, and the Wileys brace themselves.

After a few seconds of silence, Tygra turns back to check on Lion-O, but all he sees is the toy, abandoned on the ground --

LION-O'S HALFWAY UP THE SLOPE, climbing in the direction of the missiles.

TYGRA

Lion-O!

The prince doesn't even look down.

LION-O

Don't worry! I'm just going to find out where those things are coming from.

Tygra frowns with irritation as Lion-O disappears over the mountain ridge.

TYGRA

Does anyone feel like keeping an eye on him?

The Wileys share a grin, nod, and follow Lion-O's trail.

Another MISSILE traverses the sky. Tygra and Panthro return their gaze to the trapped envoy ship.

PANTHRO

We've got to get the beacon out of there before the ship falls and destroys it.

CUT TO:

EXT. THE STEPPES - DAY

THROUGH BINOCULARS

Cheetara races along a crevasse that would be dangerous for anyone less sure-footed than she, finally stopping at the WINDING STREAM. Kneeling, she splashes the water on her face, enjoying the sensation.

She looks around - as if sensing a foreign presence - and refills her canteen and heads home.

LOWERING THE BINOCULARS

SLITHE, flanked by two other mutants (MONKIAN and JACKAL MAN), watches from deep cover. He smiles unpleasantly.

SLITHE

Keep the fast one alive.

CUT TO:

EXT. SPLIT MOUNTAIN FORTRESS - DAY

A castle built into side of the mountain. Its jagged lines mimic the dangerous terrain, and from a distance, the fortress easily blends into the landscape.

Near the base of the mountain, Lion-O CLIMBS towards the fortress.

A ROCKET bursts out of a cannon and arcs into the sky, more a show of noise and color than an actual threat.

LOOKING UP,

He sees a MAIDEN peering at him through one of the windows carved out of the granite walls: a beautiful, moon-pale girl. Her name is KAELI of the Nightfolk, and when her eyes meet Lion-O's, he gets the chills.

A brief -- but real -- connection has been made.

WILEY KAT (O.S.)

Lion-O!

He looks back. The Wileys have followed him, although they are far behind.

When Kaeli notices the others, she quickly withdraws into the fortress. Neither of the Wileys see her.

Lion-O redoubles his efforts to get up the mountain.

INT. THE ENVOY SHIP - DAY

Panthro leverages himself into the wrecked ship and begins carefully creeping towards the main console. The floor is slick with spilled oil, and pitched at a dangerous angle.

Underneath the pilot controls,

THE BEACON SLOWLY BLINKS ITS SIGNAL LIGHT.

It's shaped like an oversized capsule, big enough that Panthro needs both hands to pick it up, with a seam dividing the top half from the bottom.

As Panthro starts back towards the door, he looks around for any other salvageable items. He catches a glimpse of the mighty THUNDERTANK stowed away in the cargo hold.

Stepping towards the back hull causes the ship to TILT dangerously. Panthro FALLS, sliding into the pod area.

EXT. THE GORGE

THE SHIP SLIPS A SUDDEN TEN FEET, making a horrendous noise as the metal scrapes against the rock walls, before it relodges in the ravine.

Tygra PUSHES Cheetara backwards, though if the ship were to fall, neither of them could escape.

INT. THE ENVOY SHIP

The way back to the exit is now at such a steep angle that Panthro must use the computer console as a makeshift climbing surface to escape the precarious craft.

Tucking the beacon under one arm, Panthro curses and begins his climb.

One step at a time.

CUT TO:

EXT. SPLIT MOUNTAIN FORTRESS - DAY

Wiley Kit and Wiley Kat EDGE their way along a fortress wall, until they reach a window that allows them to peer inside.

The place appears to be empty.

WILEY KAT

I can't believe he went in there alone! Does he think he can win them over with his charm?

WILEY KIT

Well, he *is* a prince.

Kat looks over to see if she's joking. She's not.

WILEY KAT

Right.

They ENTER THE FORTRESS.

INT. SPLIT MOUNTAIN FORTRESS - CONTINUOUS

The Wileys move silently through the abandoned rooms.

It's not a grand palace by any means, more of a utilitarian outpost. A few tapestries show important moments in Third Earth history: the Wileys marvel over the SIX SPECIES represented. The Nightfolk depicted look like Kaeli -- which is to say, elfin with good hair.

A telescope is mounted on the jungle-facing window, and a stairway leads to the upper level.

Kit goes to the telescope.

WILEY KIT'S POV

A view of the magnificent FLOATING CITY, a proud metropolis situated in the center of a mighty river -- and if our eyes don't deceive us, POISED AT THE EDGE OF A WATERFALL.

WILEY KAT (O.S.)

Kit... come here.

BACK TO SCENE

Wiley Kit joins her brother in an adjacent room, a dining area littered with BROKEN CHAIRS and SHATTERED PLATES. Rat-like creatures nibble at HALF-EATEN MEALS strewn on the floor. In a few areas, the walls are splattered with blood.

A chilling sight.

WILEY KAT

This must have happened... recently.

Then: FOOTSTEPS.

SOMEONE IS COMING DOWN THE STAIRS.

The two Thundercats crouch, ready to spring into action, be it battle or retreat.

But it's only Lion-O.

LION-O

Did you see her?

WILEY KAT

Who, the person who tried to kill us?

LION-O

If they meant to kill us, those missiles would have come much closer.

He looks out the window at the expanse of jungle that fills the land below the mountains.

WILEY KAT

Maybe they were a warning.

WILEY KIT

Warning us about what?

Lion-O's eyes narrow. They follow his gaze.

ON THE HORIZON,

A MUTANT WARSHIP rises from the jungle cover. Slithe is back.

THE SHIP FLIES OVERHEAD --

The Thundercats crane their necks to see the ship, which overshoots the gorge, but then circles back.

WILEY KAT

They're looking for something.

WILEY KIT

The envoy ship.

CUT TO:

EXT. THE ENVOY SHIP - MOMENTS LATER

AS SLITHE'S SHIP BUZZES THE SKIES ABOVE,



Cheetara and Tygra climb the vine-covered walls of the gorge to offer assistance as fast as they can. Cheetara gets there first.

PANTHRO MANEUVERS HIMSELF HALFWAY OUT OF THE ENVOY SHIP.

PANTHRO

Think fast.

He TOSSES THE BEACON down to Cheetara and heaves himself out of the ship, leaping aside as SHIP slips another few feet.

AND THEN, A BLAST OF RED HEAT FROM THE SKY.

Slithe's mutant ship have found them.

THE CATS SCURRY FOR COVER.

ANOTHER BLAST, hitting the envoy ship.

Whatever last bit of stone and steel were holding it up GIVES OUT, and the SHIP PLUNGES TO THE BASIN BELOW. The impact causes multiple explosions and a huge cloud of dust. But the Cats are safe up on the rock wall.

Panthro grins at the near-miss.

PANTHRO

I've missed this stuff!

TYGRA

Let's get back to the cave. Are you okay with that beacon, Cheetara?

She's fiddling with it. Looking for a latch.

CHEETARA

Yeah. It's...

The BEACON pops open.

C/U CHEETARA'S FACE. Whatever's inside that beacon takes her breath away. She snaps it shut and looks up at the other two, somewhat shaken.

CHEETARA

Do you two know what's in here!?

ANOTHER DANGEROUSLY CLOSE BLAST.

Cheetara staggers.

EXT. SPLIT MOUNTAIN RIDGE - SIMULTANEOUS

We're at the edge of the mountain range, near the fortress.  
It offers an excellent view of the gorge.

LION-O RUNS TO THE PRECIPICE,

closely followed by the Wileys. They get there just in time  
to see the ground give way beneath Cheetara's feet.

SHE FALLS INTO THE JUNGLE, THE BEACON TUMBLING AFTER HER.

LION-O

Cheetara!

INT. JUNGLE FOLIAGE

CHEETARA CATCHES A BRANCH AS SHE FALLS, USING THE TORQUE TO  
PROPEL HERSELF INTO AN UPWARD ARC, LANDING SAFELY IN ANOTHER  
TREE.

She pauses. Takes a deep breath. AND REALIZES SHE'S LOST THE  
BEACON.

EXT. THE GORGE

Another round of fire from Slithe --

AND TYGRA AND PANTHRO FOLLOW CHEETARA. They're high enough  
that the fall could cause serious damage.

ACROSS THE VALLEY,

Lion-O scrambles over the precipice and down the mountain,  
RACING THROUGH THE JUNGLE FOLIAGE with a speed matched only  
by his ferocity.

The Wileys run down after him.

INT. SLITHE'S SHIP

Jackal Man and Monkian are manning rear-facing blasters while  
SLITHE WATCHES LION-O'S PROGRESS from the pilot's seat.

SLITHE

Goody.

He brings the ship in for a landing at the base of the  
valley.

EXT. VALLEY JUNGLE - A MINUTE LATER

Lion-O creeps along, ducking vines, eyes searching for any sign of Cheetara. Lion-O's nearly silent, but all it takes is one misstep, and a twig SNAPS -

SUDDENLY,

MONKIAN swings down from a tree and lands on Lion-O's back, pushing the young prince into a puddle, before hopping away and screeching with amusement.

Lion-O sputters. He's fallen right next to the BLINKING BEACON. But he doesn't give it a second glance: he's instantly on his feet, and THE CHASE IS ON.

Monkian swings from branches and vines, as Lion-O follows him on the ground, ZIGZAGGING through the brush.

LION-O  
(gritting his teeth)  
Come - back - and - fight!

THEN:

He picks up a stone and HURLS it at Monkian, knocking him out of his tree.

But he only gets a moment of peace before Monkian is upon him once more.

The two scuffle on the ground. Lion-O OVERPOWERS the ugly simian, only to have him slip out his grasp and clamber back up another tree.

Lion-O stands and brushes himself off.

A FIST CONNECTS WITH HIS JAW.

He goes back down. The fist belongs to SLITHE. Ten feet behind him, JACKAL MAN stands holding a rope.

SLITHE  
(to Monkian)  
This isn't the pretty one, stupid.  
(to Jackal Man)  
Tie him up.

Lion-O rubs his jaw and looks up.

HIGH IN THE TREES

WILEY KIT mimes squinting - *shut your eyes!* - then pulls a power stone from her pouch. As Jackal Man grabs Lion-0's arm, she THROWS her stone at his feet --

The stone EXPLODES in a dazzling display of pyrotechnics, temporarily blinding all those unfortunate enough to have seen it.

Lion-0 takes the opportunity to get back on his feet and SLUG Jackal Man. Multiple times.

Wiley Kit CRIES OUT. Monkian's grabbed her from behind. He kisses her cheek and laughs.

MONKIAN

Mine!

WILEY KAT appears out of the foliage and pounces on Monkian, and all three TUMBLE through the branches all the way to the ground.

Monkian scampers away. The Wileys land on their feet, near where PANTHRO LIES MOTIONLESS. Wiley Kit kneels to check his vital signs. At her touch, Panthro pushes himself up and shakes his head.

WILEY KIT

He's hurt. We gotta keep him out of the way of those creeps.

Kat nods, and the two awkwardly lift Panthro and begin carrying him towards the mountain.

ELSEWHERE,

TYGRA, relatively unscathed from the fall, joins the melee, his BOLO-WHIP in hand.

Lion-0 springs out of the way just as Slithe fires a small PULSE BLASTER at him.

Jackal Man pulls out his heavy artillery, too: a GRENADE that he hurls at Tygra.

But Tygra catches it easily and throws it back at him. Jackal Man and Slithe DIVE for cover. The BLAST fills the area with smoke. Monkian cackles wildly.

ON THE GROUND

Slithe grimaces.

SLITHE

Idiot.

But he brightens up as CHEETARA speeds by.

CHEETARA

Lion-O!

Slithe's hand whips out and grabs her ANKLE.

SLITHE

Hello, pussy.

CHEETARA

Charming.

She pulls out her trusty POWER STAFF, a short rod that expands into a ten foot pole, and CRACKS SLITHE ACROSS THE SKULL WITH IT. Repeatedly. As hard as she can.

When the he finally lets go, CHEETARA JOINS LION-O and TYGRA.

CHEETARA

I can't find the beacon.

TYGRA

We can always come back --

CHEETARA

It has the Sword in it.

(to Lion-O)

Your father's sword.

Lion-O blanches.

LION-O

I know where the beacon is. Can you hold off these guys?

Cheetara and Tygra share a rather knowing look, then nod. As Lion-O heads back into the brush to find the beacon, THE TWO THUNDERCATS BRANDISH THEIR WEAPONS.

But the Mutants are gone.

CHEETARA

Where...?

A DISTANT CRY FOR HELP.

TYGRA  
The Wileys!

CUT TO:

A SERIES OF SUPER QUICK, ANIME-LIKE CLOSE-UPS:

LION-O, brow furrowed, racing to the beacon -- WILEY KAT, looking over his shoulder -- WILEY KIT, eyes open wide with fear -- TYGRA, wielding his bolo-whip -- PANTHRO, grimacing in pain -- CHEETARA, streaking through the forest.

EXT. JUNGLE CLEARING - SIMULTANEOUS

The Wileys are holding their own against Jackal Man and Monkian when Tygra and Cheetara arrive. The four Thundercats could handle the Mutants easily --

EXCEPT SLITHE HAS A KNIFE TO PANTHRO'S NECK.

SLITHE  
Make one move, and... well, you'll see.

The Cats stand frozen.

UNTIL LION-O BURSTS ONTO THE SCENE.

He holds up his left arm, which is now shielded by a glove-like gold and leather BATTLE CLAW, and pulls from this sheath a SHORT SWORD -- the very one we last saw in Claudus' hand.

TYGRA  
Be careful, Lion-O.

Then:

Lion-O bares his teeth, unleashing a fearsome growl as his blood surges with raw power.

AS HE ROARS,

Everyone stops and looks up at him.

The three mutants have cornered Cheetara and Wiley Kit, but this seems of little importance now. Before Lion-O moves, Jackal Man and Monkian look ready to flee, and even Slithe seems to have lost his nerve.

Then Lion-O flies off the ship and CHARGES them, pulling the Sword of Omens out and holding it above his head, invoking powers that are his birthright:

LION-O  
*Thunder! Thunder! THUNDERCATS!*

The sky DARKENS, and sparks fly as the sword SLICES through the air, growing longer and deadlier with each motion. It's an awe-inspiring sight.

But something's wrong.

LIGHTNING COURSES FROM THE CLOUDS --

And white flame engulfs the sword as Lion-O screams in agony.

A SPLIT SECOND VISION:

- THUNDERA IS DESERTED, A DEAD PLANET
- THE THUNDERIAN SUN EXPLODES
- CLAUDUS WATCHES SOLAR FIRE RAIN FROM THE SKY

BACK TO SCENE

The mutants scatter, scared witless by this mighty weapon.

But Lion-O is frozen with the sword aloft, a conduit for a power far greater than any he can control.

CHEETARA  
 Drop the sword!

The sword falls out of his hand, and in an instant, becomes small and dagger-like once again.

Lion-O CRUMPLES backwards to the ground.

Cheetara and Wiley Kit rush to Lion-O's side. He stares at the sky as if he can see past the clouds and across the galaxy, and when he speaks, it is with a chilling certainty.

LION-O  
 Thundera... is gone.

FADE TO BLACK.

EXT. THE FLOATING CITY - OUTSKIRTS - DAY

This metropolis is anchored where the turbulent waters of Third Earth's mighty river, the Life-Bringer, becomes a mighty WATERFALL that plunges hundreds of feet.

Long and thin, the Floating City reminds us of a giant ship, poised at the edge of the falls.

Thousands of citizens from the planet's six races live here in relative harmony. Spires and minarets top the countless moss-covered buildings that surround the dominant structure at the city's center, the Grand Hall.

Strikingly, a grand AQUEDUCT frames the city, connecting the roofs of the buildings like a catwalk.

FROM OVER EAST BANK

Kaeli approaches the bridge to the island, skimming the tops of the trees on her SOLO-GLIDER, a lightweight flying device that gives her the appearance of having cottony moth wings.

She passes over the river to the metropolis, LANDING ON A LOW, FLAT BUILDING, and unharnessing herself from the glider, and collapsing it into a small, WIRE-RIMMED FABRIC DISC.

IN THE CITY

Tight groups of buildings sit upon six-sided islands, each connected to its neighbors by wooden bridges that cross the waters, which are much calmer than outside the city. The general impression is of a giant honeycomb. Small SKIFFS pass through the canals carrying merchants and their wares.

Inside the city, the cloaked Nightfolk easily blend in with the JACKALS, SIMIANS, and TOAD CREATURES, most of whom occupy themselves with everyday tasks. In addition, there are members of two other races: VULTURE MEN, and the RAT PEOPLE. Every once in a while, we will see other Nightfolk, but always indoors, away from the sun.

Kaeli quickly makes her way through winding alleys to a small inn on the North Shore, the Two Sisters Tavern. She's careful to stay in the shadows the entire time.

AS SHE ENTERS

We notice Slithe's WARSHIP quietly landing on an airstrip north of the city.

INT. FLOATING CITY - TWO SISTERS TAVERN - DAY

The small pub caters mainly to Nightfolk. Kaeli and her cousins quietly greet many of the people in the room, as a white-bearded Nightman ambles over, relying heavily on his staff. This is ELDER MADDIX.

KAELI

Greetings, Elder Maddix.

The two make themselves comfortable at a table. A BARMAID hastens over to attend to their needs.



ELDER MADDIX

Kaeli. You're late.

KAELI

Our Split Mountain exit was blocked  
by a foreign race of creatures.

ELDER MADDIX

Did they see you?

KAELI

I - I'm not sure.

Maddix leans in close, taking pains to not be overheard.

ELDER MADDIX

There are strange times, Kaeli. I  
believe one of the Warlords has  
sought out the powers of Mumm-Ra  
the Ever-living.

KAELI

Slithe?

The old man nods.

ELDER MADDIX

He has found the Pyramid. I will  
not rest easily until the Blood  
Pact is renewed tonight.

KAELI

But I should be there. My duty is  
to lead my people.

ELDER MADDIX

Which you will do best by staying  
out of sight.

A long look.

Then Kaeli nods in reluctant agreement.

CUT TO:

INT. SPLIT MOUNTAIN CAVE - EVENING

THE SWORD OF OMENS is carefully placed back into the BEACON,  
which already holds the Battle Claw. Two calloused hands shut  
the lid. The beacon shimmers and begins blinking slowly.

TYGRA

This is a very clever device. It acts like a prism, focusing the power of the Eye of Thundera. The beacon will continue working a few days without it, but...

For Lion-O's benefit:

TYGRA

We *must* be more careful. The sword must never fall into enemy hands.

The cats are all back in the cave. Lion-O cringes as Wiley Kit wraps his hands, which are burnt from the sword. Cheetara sits over a small salvaged VIEW SCREEN, attached to the circuitry cube by a mass of wires.

Kat rests by the fire, and Panthro studies a roll of paper that looks suspiciously like blueprints, crossing out plans and muttering to himself.

Cheetara's SIGH breaks the silence. She looks up:

CHEETARA

The final log entry contains a message from Claudus. The Arks are on their way.

PANTHRO

Then we must begin building the Cat's Lair at once.

CHEETARA

The problem is, we're on the wrong planet.

TYGRA

What do you mean?

CHEETARA

Jaga did locate an uninhabited planet. It's on the same orbit as this one, directly opposite us.

A moment of silence while this sinks in.

TYGRA

We need to get the beacon to the that planet before the Arks leave hyperspace. There's no way to relaunch them if they track the beacon to this planet.

WILEY KAT

And then we'll be stuck here  
forever.

He groans and rolls over.

LION-O

I saw a girl -- in the fortress --

TYGRA

And by going in there, you  
endangered not just yourself, but  
also the Wileys, and this entire  
mission.

A small but definite vote of no confidence. Cheetara and  
Panthro exchange glances. Lion-O is silent for a moment, then  
stands and leaves the cave, head down, spirit broken.

As he heads downhill, Wiley Kit turns to Tygra: *now what?*

TYGRA

Let him go.

CUT TO:

EXT. THE FLOATING CITY - GRAND HALL - NIGHT

The city sleeps, but for one room at the top of the Grand  
Hall, where the light shines out onto the balcony.

PUSHING THROUGH THE WINDOW

An important, if relaxed, meeting is in session. Things are  
obviously winding up; the candles will soon run out of wax.  
Seated around a polished stone table are six dignified  
AMBASSADORS, one from each race on Third Earth, including  
ELDER MADDIX of the Nightfolk, ELDER JESSAMMY of the Toad  
Creatures, and ELDER RATILLA of the Rat People.

Behind each ambassador, a cloaked WITNESS (of the  
ambassador's race) stands along the wall of the small  
hexagonal room.

The table is worth a closer look. It's a perfect circle, and  
concave, so that a pebble placed on it would roll to the  
middle. A dull black BLOODSTONE sits at the center of the  
table.

ELDER JESSAMMY

My fear is that if no race owns the  
Floating City, none will feel any  
responsibility towards it.

ELDER RATILLA

But you forget, before your people  
ever left the swamplands, the  
Nightfolk built this city alone.

ELDER JESSAMMY

(conceding the point)  
I will vote with Elder Maddix.

ELDER MADDIX

And I vote to ratify the peace  
accord. Let this great city belong  
to no man, and all men.

All six Ambassadors smile with relief. The talks are over, but for one last ritual to seal the promise. The stained-glass windows are closed, the candles are extinguished. The only light in the room is that of the moon.

Elder Maddix's Witness steps forward, and we realize that the person hidden below the heavy cloak is Kaeli. Maddix places one scarred arm on the table, and Kaeli takes a small silver KNIFE from her side and slices along his wrist.

ELDER MADDIX

The blood of my people.

His arm SNAPS against the table, held fast by some ancient magic, as his BLOOD runs down to the center of the table and is absorbed by the stone, which now HUMS with life.

One by one, each Ambassador repeats the ritual with his own Witness. Elder Jessammy is the last to ratify the agreement.

ELDER JESSAMMY

(pushing back his sleeve)  
I hate this part.

THE KNIFE FLASHES, AND JESSAMMY'S THROAT IS CUT.

Blood gushes onto the table as Jessammy slumps forward, convulsing as his life pours out. The other Ambassadors react with horror, unable to unbind their wrists.

The killer pushes back his hood. It's SLITHE.

SLITHE

Now.

The slaughter is brutal and efficient. Two of the cloaked figures -- MONKIAN and JACKAL MAN -- turn on the other Witnesses, as Slithe slits the throat of each Ambassador in turn.

ELDER MADDIX  
(to Kaeli)  
The Bloodstone!

Kaeli uses her knife to pry the STONE out of the table, breaking the binding spell. Maddix's hand is released. In the few seconds this takes, the three executioners finish with their other targets.

Elder Maddix and Kaeli now stand four paces from a window, their backs to the night sky. The Ambassador pushes Kaeli to take a step back. Slithe takes one threatening step forward.

Elder Maddix brandishes the BLOODSTONE.

ELDER MADDIX  
Even you must know that to destroy  
the stone would take this entire  
city with it.

SLITHE  
An old wives' tale.

ELDER MADDIX  
Are you certain?

This gives the mutants pause, and the two Nightfolk take another step back.

ELDER MADDIX  
There is another tale: that to  
commit murder during the Blood Pact  
is to ensure your soul's damnation.

Slithe smiles now and takes another step forward.

SLITHE  
Well, Elder, that is one fate I do  
not fear.

Kaeli and Maddix now have their backs against the window.

SLITHE  
I rid myself of my soul long ago.

With that, he ATTACKS --

And Maddix SHOVS Kaeli back through the window, which SHATTERS. Kaeli clings to the ledge, unable to leave her old friend. Slithe now has him by the throat.

ELDER MADDIX  
Go! Go!

Kaeli scampers up the stone wall.

#### ON THE ROOF

Kaeli is high above the city, with no easy means of escape. To make matters more difficult, the tiled roof is quite steep, save for the AQUEDUCT that runs along the peak, carrying water to the highest rooms in the Grand Hall.

About a hundred feet away, an ARCH provides a bridge to a lower tower; she runs along the aqueduct towards it.

JACKAL MAN reaches the roof. He's terrified of heights, but he begins crawling after her.

Every footfall sounds like a GUNSHOT in the hush of the night.

#### CLIMBING ALONG THE ARCH

Kaeli arrives at the lower tower. Looking back, she can see Slithe standing over Elder Maddix's fallen body through the broken window.

A door on this tower leads to a stairway. It's stuck, but Kaeli PULLS it open -- just as MONKIAN reaches the top of the stairs.

Kaeli SLAMS the door in his face and leaps to another aqueduct, and then another. But this one leads several stories up to a MAIN WATER TOWER. And once she reaches it, there's nowhere else to run.

#### LOOKING BACK,

Slithe is watching her from the balcony of the Council Room. He's got a blaster. It's pointing at her.

#### SLITHE FIRES HIS GUN.

Kaeli looks up at the moon and closes her eyes, then LEAPS OVER THE SIDE OF THE BUILDING.

A long, tense moment.

As the Mutants watch from the Grand Hall, she reappears, SOARING THROUGH THE NIGHT SKY beneath her glider, growing smaller and smaller as she heads east toward Split Mountain.

They watch her escape.

JACKAL MAN

I'll fire up the chase craft.

SLITHE

And alert the city? I think not. We  
have what we came for.

He holds the stone in his hand, which is still wet with the  
spilled blood of the Ambassadors.

SLITHE

Third Earth is ours.

As MONKIAN joins them:

SLITHE

Clean up this mess, and prepare the  
citizens for an important  
announcement tomorrow.

(pocketing the stone)  
I have work to do.

CUT TO:

EXT. SPLIT MOUNTAIN - NIGHT

A cold night. There's only one moon out, but it's bright.

Far from the cave, Lion-O climbs a sheer mountain wall. His  
actions are methodical; his face betrays no sign of emotion.  
He pauses for a breath.

PULL BACK TO REVEAL

Lion-O's eighty feet up a stone outcropping, with another  
fifteen feet left before he reaches the top. He winces.

HANGING BY HIS RIGHT HAND,

He pulls the BANDAGES from his left with his teeth. The hand  
looks tender.

LION-O

Stupid sword.

A SHADOW GLIDES over him for an instant; something has just  
blocked the moonlight.

Curious, he quickly climbs the rest of the way to the top.

AT THE PEAK OF SPLIT MOUNTAIN

Lion-O stands and stretches, surveying the sky. No sign of  
the flying machine. Or creature, if that's what it was.

But something's behind him. Watching him.

His hand goes to the DAGGER at this side.

HE TURNS

Just in time to see a pale figure -- KAEI -- disappear into a deep, softly glowing fissure: the split in Split Mountain.

LION-O

Hey!

He clammers down after her.

INSIDE THE MOUNTAIN

Kaeli descends into the dark heart of the mountain headfirst. She maintains a bit of a lead on Lion-O, who LEAPS from ledge to ledge, often plunging ten or twenty feet, always landing on his feet.

LION-O

Hello?

The moonlight quickly gives out, but the walls are covered with radiant lichens that range from red to indigo. The soft light casts no shadows.

They go deeper and deeper.

THEN:

Lion-O takes one final leap, landing in some sort of man-made mine carved out of the rock. Tunnels lead in many directions. There's no sign of Kaeli, but thin VEINS OF BLOODSTONES line the walls.

Lion-O touches one of the veins and lifts his fingers to his face. A smear of red colors his fingertips.

FROM ONE CORRIDOR

SHADOWS FLICKER ON THE WALL. Lion-O creeps closer, listening to their whispers:

KAEI (O.S.)

*I must learn if Slithe is truly in league with the Ever-living One.*

VOICE 1 (O.S.)

*No one's used Bloodstone in a hundred years --*

VOICE 2 (O.S.)

*We should go to the Dark Pyramid --*



VOICE 1 (O.S.)  
Or back to the city --

And then a hush.

We hear nothing. But Lion-O looks up, on the alert, and finds that he is surrounded by a dozen silent NIGHTFOLK.

Kaeli steps forward, beautiful and grave.

Lion-O raises his hands: *see, no weapons.*

LION-O  
(at a loss)  
I mean no harm. My ship crashed on  
this planet a few days ago, and I  
just wanted to find... friends...

He trails off as Kaeli comes close enough to touch him; indeed, she places her hands on his shoulders, staring into his eyes. She seems intrigued by the vertical pupils.

LION-O  
My name is Lion-O, Lord of the  
Thundercats.

KAELI  
My name is Kaeli.

And she KISSES him with an unexpected ferocity.

Lion-O resists for about half a second -- whatever reception he was expecting, it sure wasn't this -- then closes his eyes and gives himself over to her charms.

Lip-to-lip, Kaeli mutters a word we don't quite catch, and Lion-O GOES LIMP in her arms. She helps the unconscious young prince to the ground, and looks up at the others.

KAELI  
Return him to the surface. Gently.

We lose sight of Lion-O as the Nightfolk converge around him.

CUT TO:

EXT. MUMM-RA'S PYRAMID - NIGHT

Slithe's fighter ship flies low, avoiding the storm clouds. LIGHTNING snakes from the heavens as if trying to swat him from the sky. He dodges a bolt.

INT. SLITHE'S SHIP

Slithe scowls, white-knuckling the controls.

SLITHE

Quit that!

This is the first time we've seen him afraid. The THUNDER sounds just like laughter.

EXT. MUMM-RA'S PYRAMID - NIGHT

The fighter ship lands, none too gracefully.

INT. MUMM-RA'S PYRAMID - MAIN HALL - A MINUTE LATER

The cavernous entry way is dominated by four GIANT STATUES of ancient animal-headed gods that haven't walked on Third Earth for millennia. These four glare down with stony hatred.

Slithe doesn't take his eyes off them for a moment as he climbs the steps, gingerly proceeding over the flagstones towards the oversized THRONE at the far end of the hall. He takes great care to step around the round black flagstone inlaid in center of the floor.

The pyramid feels different than before. A bit cleaner, a bit grander. More alive. SPIRIT THREADS writhe through the air like escaped nightmares.

SLITHE

Mumm-Ra?

His voice echoes with no answer.

He's reached the throne now. Head bowed, he removes the BLOODSTONE from a pouch secured around his neck and places it on the throne.

A moment's pause. Nothing happens.

Slithe sighs in relief and quickly begins to back out of the room, keeping his eyes to the ground. He's about halfway to the door when a DRONE begins, quickly increasing in volume.

Now, the SPIRIT THREADS coalesce before the glowing bloodstone, knitting themselves together into a figure of a man... or something like it. The drone becomes DEAFENING.

Slithe falls to his knees, covering his eyes.

A WET FLASH OF DARKNESS -

And then MUMM-RA towers before the throne, an apparition out of Slithe's worst nightmares. In one gnarled hand, he clutches the bloodstone, which now BEATS LIKE A HEART.

Slithe takes one quick look, then puts his head back down.

SLITHE

Mumm-Ra! Your Ever-Livingness! I didn't wish to disturb your sleep. You understand, after tonight's events, I must hurry back to Three Waters to take control of the city, and... and...

(curiosity getting him)

How is that you are now able to leave your tomb?

Mumm-Ra remains silent. He wants something, and Slithe doesn't know what it is.

This is very, very scary for him.

SLITHE

Erm. I should probably thank you... The plan worked just as you said it would... Well, one of the Witnesses escaped. But she was just a girl, and of the Nightfolk at that.

MUMM-RA

Her name is Kaeli, and she guards the Bloodstone hidden in Split Mountain. If you let her escape again, you will pay with your life.

SLITHE

Yes, Sire.

MUMM-RA

Is there anything else you "forgot"?

Slithe perks up.

SLITHE

The Thundercats! Though they're no great concern. There are only a few of them.

MUMM-RA

But they persevered.

(a little amused)

They are resourceful creatures.

SLITHE

We would have eliminated them, but for the one who used his accursed sword to draw fire from the sky.

MUMM-RA

So the Sword of Omens has finally arrived.

Mumm-Ra turns from Slithe, his mind already on other things.

As Slithe grasps Mumm-Ra's interest in the Sword, a conniving sneer crosses his face. He wisely drops the look when Mumm-Ra turns back to dismiss him.

MUMM-RA

Go back to your city, Slithe... Strike fear into the hearts of the six races. Build a mighty war. And leave the Thundercats to me.

Slithe backs out of the hall until he reaches the steps -- then he turns tail and RUNS back to his ship.

MUMM-RA

Now the prophecy comes true.

He begins his incantation:

MUMM-RA

*Ancient Spirits of Evil, I command you to awaken! You who took my flesh must now give me a new form so that I may gain the trust of the Thundercats... and use their strength to reclaim my destiny!*

As he holds the BLOODSTONE aloft, the PYRAMID RUMBLES. A stone inlaid in the ceiling slides to one side, allowing moonlight to fall on Mumm-Ra. It's the first time he's seen the sky in many years.

Then TZUL, the dog-headed statue, speaks in a growl so low we can feel it in our throats.

TZUL

Take whatever form you wish... But do not return until our victory is assured.

The bloodstone shivers like a cold animal, before BREAKING INTO COUNTLESS TINY RED WORMS that crawl over Mumm-Ra's withered bones, building MUSCLES and TENDONS before our eyes.

MUMM-RA SHRIEKS IN PAIN AND FALLS TO THE FLOOR.

TZUL

And never forget, Mumm-Ra, that it  
is we who command you.

Mumm-Ra nods, still in terrible agony. His unholy  
regeneration continues.

FADE TO BLACK.

EXT. SPLIT MOUNTAIN - MORNING

The sun rises as PANTHRO heads out of the cave for his  
morning jog. The Wileys, still stationed at the mouth of the  
cave, nod sleepy greetings.

INT. SPLIT MOUNTAIN CAVE

Cheetara opens an eye. She and Tygra are sleeping near each  
other, wrapped in blankets from the survival kit. Tygra has  
one arm draped over her midsection. Cheetara discreetly  
removes it, and sits up.

CHEETARA

Where's Lion-O?

WILEY KAT

He didn't come back.

Wiley Kit glares at her brother, but the damage has been  
done: Tygra has overheard. He sits up and frowns.

FROM THE JUNGLE,

Panthro shouts for assistance. His voice echoes throughout  
the valley. The four Thundercats in the cave all stop what  
they're doing to join him.

EXT. JUNGLE SWAMP - CONTINUOUS

Cheetara and Tygra join the Wileys in the marshes.

PANTHRO is perched on what appears to be an old idol sunk in  
the middle of a murky swamp. But upon further inspection, the  
relic is actually the rusted-out hull of a BLACK SPACECRAFT.

PANTHRO

Here it is. Our ticket off this  
planet.

WILEY KIT

Some old ship?

Crouching, he pushes aside the vines that have grown over the ship to reveal a THUNDERCATS INSIGNIA etched on one side.

PANTHRO

Some old *Thunderan* ship.

Gasps of surprise from everyone except Tygra.

TYGRA

Looks like a Class-2 jail ship.  
They type they used to exile  
criminals.

WILEY KIT

Who do you think was on it?

TYGRA

There's only been one banishment in  
the past fifty years.

A sobering thought.

The Cats look around. Suddenly, the jungle seems much darker  
-- and full of watching eyes.

PANTHRO

Let's get this thing out of the  
swamp.

CUT TO:

EXT. SPLIT MOUNTAIN - DAY

An hour later.

Lion-0 sleeps in a swath of reeds beaten down to form a  
makeshift nest. The rising sun bathes him in warm light, and  
his eyes open. He's a bit grimy from the previous night.

He sits. Touches his lips. Tries to remember.

Looking around, he realizes that the portal he climbed into  
the night before has SEALED without a trace.

The VOICES of the other Thundercats carry from the jungle.  
Lion-0 gets on his feet, and looks down the mountain,  
searching for some sign of them.

He heads down the mountain, giving the vanished fissure one  
last glance.

EXT. JUNGLE SWAMP - DAY

STRONG METAL ROPES have been fastened to the downed ship, and all of the cats but Lion-0 are engaged in pushing, pulling, and generally using all their muscle to try to get the jail ship back onto solid land.

With one final heave, they're able to ROTATE the ship a quarter turn, so that the top hatch now rests about a foot above the murk.

PANTHRO HOPS ONTO THE SHIP.

PANTHRO

Stand back. This could get messy.

He lifts the hatch and disappears into the ship. Seconds later, an unhappy groan of ancient machinery kicks in, and the ship begins lifting itself out of the swamp. Mud splatters everywhere. The Thundercats cheer Panthro on.

He stops the ship near the shore and lifts himself out of the hatch. The ship sinks back down a bit, but not nearly so far as before.

As Lion-0 approaches:

LION-0

Hey guys, you won't believe what happened to me...

His voice trails off as he realizes the others aren't really listening -- instead, they're looking at Tygra, who's doing a slow burn. Then:

TYGRA

I need to talk to you. Alone.

CUT TO:

EXT. JUNGLE - MINUTES LATER

Lion-0 clenches and unclenches his fists as Tygra lays into him.

TYGRA

Your little disappearing act last night was completely irresponsible. You may have been able to get away with that on Thundera, but --

LION-O

Don't you even want to know where I went?

TYGRA

Does it matter?

LION-O

I followed that girl into the mountain. There's a whole civilization down there --

TYGRA

And you're lucky they didn't kill you!

SOME FIFTY FEET AWAY

Cheetara and Wiley Kit watch the argument. They can't quite make out the words, but the gist is clear: things are obviously heating up.

Tygra gets right in Lion-O's face.

Wiley Kit gasps. Cheetara rolls her eyes.

LION-O PUSHES TYGRA. One of those quick shoulder pushes guys do when they're about to come to blows. Tygra keeps his cool. So Lion-O pushes harder.

TYGRA PUSHES BACK.

LION-O TAKES A SWING --

Tygra grabs Lion-O's wrist. Lion-O twists, brings the arm down, forcing Tygra to let go.

THEN, LION-O LEAPS AT TYGRA --

Tygra dodges, and Lion-O rolls into a tree.

The scuffle is over quickly, but it still brings Cheetara and Wiley Kat running.

WILEY KIT

Lion-O! Are you okay?

Lion-O says nothing, but it's obvious the only thing injured is his pride. He gets back on his feet, and dusts himself off. To Tygra:



LION-O

If you have something to say to me,  
then say it.

TYGRA

This may be the jail ship that  
Grune was put on when he was  
banished from Thundera.

It takes a moment for this to register.

LION-O

The man who killed my mother?

TYGRA

For all we know, he could still be  
alive.

Lion-O takes a deep breath. This wasn't what he expected at  
all. Suddenly, all his anger for Tygra diffuses -- and  
refocuses on a new target: Grune.

LION-O

Then we must find him and bring him  
to justice.

TYGRA

We don't have any time. We have to  
get the beacon off this planet  
before the arks arrive. Jaga would  
say the same thing.

LION-O

Don't bring Jaga into this! You  
didn't even care enough to look for  
him when we crashed.

Lion-O stalks away.

CHEETARA

Yelling at him isn't going to solve  
anything.

TYGRA

Lion-O needs to be taught that he's  
part of a team!

Cheetara watches the young prince disappear into the forest.

CHEETARA

You're being one hell of a teacher.

CUT TO:

EXT. THE FLOATING CITY - DAY

Several dozen mutant warships, similar in design to Slithe's, now flank the west bank of the river, guarded by Toad Sentries.

INT. GRAND HALL - WAR ROOM - DAY

A small, dank room with a giant map of Third Earth is tacked to one wall. Eight of Slithe's most trusted Toad Creature brethren sit on chairs. Most prominent among these are FIBBER and SIDE-EYE.

A DOOR OPENS AND CLOSSES QUICKLY.

SLITHE has arrived.

SLITHE

Greetings, honorable warriors.

His audience murmurs a disinterested response.

SLITHE

As you are all well-aware of our mission, I will dispense with the preliminaries --

Side-Eye raises a hand.

SIDE-EYE

I don't know the mission.

Slithe stops, a little perturbed.

SLITHE

Kill the Ambassadors, steal the Bloodstone, and rule Third Earth under Mumm-Ra the Ever-Living?

SIDE-EYE

Oh, that mission.

SLITHE

Yes! Idiot.

(regaining his composure)

Well, the mission has changed.

As he launches into his speech, Slithe strides back and forth in front of the map, occasionally STRIKING it with his pointer for dramatic effect.

SLITHE

A new race has arrived on Third Earth. They are called Thundercats, and they possess the supreme weapon, the key to our ultimate dominance... The Sword of Omens.

FIBBER

A sword!?

SLITHE

Next to it, the Bloodstone is nothing.

Now the others are interested.

SLITHE

These cats have taken up residence in Split Mountain. Find them and defeat them. Once we have that sword, all creatures will bow to our power. Even Mumm-Ra.

A second of silence, and then his audience applauds appreciatively.

FIBBER

But what if the Ever-Living One finds out that we're doing this?

SLITHE

He'll commit unspeakably horrible acts on you, and I'll deny all knowledge of your existence.

As he's half out the door:

SLITHE

Now, if you'll excuse me, I have important business to attend to.

CUT TO:

INT. SPLIT MOUNTAIN CAVE - LATER

Lion-O sits alone, eating something like cereal from a bowl. From his vantage point, he can see down the hill, where the other Thundercats are engaged in carrying supplies to the JAIL SHIP. Tygra directs the action.

Lion-O narrows his eyes.

LION-O  
Tygra, Lord of Nothing.

He looks back towards the wall under the cave art, where the BEACON is safely tucked away. A quick internal debate, then he crosses to the beacon - which is still blinking softly - and OPENS THE BEACON.

Lion-O's breathing slows.

As if mesmerized, he dons the Claw and the proud spirit of Thundera fills him once more. Life surges through his body. He kneels now, his back towards the cave entrance.

LION-O  
Jaga. If you can hear me, tell me what I need to know. Teach me how to use the Eye of Thundera.

HE PLACES THE SWORD TO HIS EYES.

The Thundercats insignia in the sword pulses, but the blade itself remains dormant. Every muscle in Lion-O's body tenses.

TIGHT ON LION-O'S FACE:

LION-O  
(straining)  
Come on, Jaga. Come... on.

And the metal spikes on the hilt STRETCH and ENCIRCLE his eyes, bestowing a VISION:

Beyond the cave walls, the ghostly image of GRUNE CRAWLING OUT OF THE JAIL SHIP SO MANY YEARS AGO --

AN IMAGE OF GRUNE ARRIVING AT THE FLOATING CITY --

THEN THE DARK PYRAMID --

A FLASH OF THE ANCIENT SPIRITS OF EVIL --

TZUL  
*I smell your bloodlust... you  
belong to me.*

GRUNE, IN THE DARK PYRAMID, SCREAMS AS THE SPIRIT THREATS SOLIDIFY AND WRAP THEMSELVES AROUND HIM --

AND REALITY SNAPS BACK.

Lion-O blinks. Tries to comprehend what he's just seen.

SOMEONE APPROACHES. Lion-O places the sword and the battle claw back into the beacon.

The beacon clicks shut.

WILEY KIT

Are you okay?

LION-O

Yeah. It's just -- there's a lot to absorb.

He looks up at Wiley Kit, needing to discuss his vision, but at the same time, reluctant to admit his transgression.

LION-O

Grune went to the Floating City after he landed. I'm certain of it.

WILEY KIT

Lion-O, that was a really long time ago.

LION-O

Yeah, but doesn't it make sense? I mean, it's the only sign of a civilization around here.

WILEY KIT

What are you going to do?

The young prince stands, puts his hands on her shoulders. She melts a bit -- she can't help it.

LION-O

Can you cover for me? I can be back before nightfall.

Wiley Kit bites her lip.

CUT TO:

EXT. BELOW THE GORGE - AN HOUR LATER

Tygra and Wiley Kat search the remains of the ENVOY SHIP, occasionally setting aside usable parts in a separate pile.

Wiley Kit fills her satchel with the scavenged goods, and begins climbing the mountain.

## EXT. THE SWAMP

Panthro is testing the electronics on the JAIL SHIP. Cheetara hands him his diagnostic tools.

When Wiley Kit arrives with the spare parts, Panthro directs her where to set them down.

Then she heads back to retrieve more.

## EXT. SPLIT MOUNTAIN FORTRESS - LATER

The lookout room. Wiley Kat angles the TELESCOPE, searching for any sign of Lion-O in the jungle... with no luck.

She sighs, takes her eye away from the scope.

The FLOATING CITY glitters like a distant jewel.

Finally turning to leave, Wiley Kit misses the white blur of the SOLO-GLIDER launching from some nearby point.

CUT TO:

## EXT. JUNGLE TRIBUTARY

Trees part to allow a clear stream to make its way through the jungle.

Lion-O takes a few short steps to the river and kneels, splashing the cool water on his face. For an instant, his reflection looks oddly like Claudus.

## IN THE WATER

He notices a shape like a giant moth pass overhead.

## LOOKING UP INTO THE SKY

Lion-O sees a girl, travelling towards the Floating City on her solo-glider. She's far above ground, but Lion-O can tell that it's KAELI. Something like a grin crosses his face.

He begins to follow on foot. Walking through the forest --

AND THEN BREAKING INTO A RUN.

CUT TO:

INT. GRAND HALL - ROYAL SUITE - DAY

A deluxe bathroom. Pink marble walls, gold fixtures, crystal perfume bottles, the works. A clawfooted tub is filled with murky water.

Someone KNOCKS. No response.

A second later, JACKAL MAN enters, shutting the door behind him. He clears his throat.

SLITHE'S HEAD pops out of the tub, his eyes bulging with annoyance. Water splashes onto the floor.

SLITHE

What - What - is the meaning of this intrusion!?

JACKAL MAN

The citizens await your appearance.

SLITHE

Oh.

He begins to climb out of the tub. Jackal Man respectfully averts his eyes.

SLITHE

Ready my best battle armor... The suit we stole off that body in the Fire Dunes.

CUT TO:

EXT. GRAND HALL - BALCONY - DAY

This is the balcony outside the site of last night's executions. On it stand Jackal Man and Monkian, as well as a few thuggish guards, and a sad, pale old gentleman of the Rat People, THE REGENT.

A crowd of thousands stands below. They're too far away for us to make out individual faces, but the general impression is one of unease.

TRUMPETS BLARE --

And SLITHE steps out onto the balcony and raises his arms, a sign for the masses to cheer. They applaud halfheartedly, save for a few well-placed TOAD CREATURES, whose jobs seem to be to stir up enthusiasm.

Slithe's fur-lined armor is made of leather woven together with bronze chain mail. The general design directive seems to have been to make the wearer look as dignified as possible, and it works. Even on Slithe.

#### SLITHE

My dear Citizens. I bring you most grave news. Last night, under cover of darkness, the Ambassadors of our six races met in the Council Room to forge a new treaty, as they have every year since the Great Peace of Three Waters.

(a dramatic pause)

Little did any of us suspect that an assassin was in their midst.

This wakes the crowd up. Slithe can't help a tiny smirk.

#### FROM THE GROUND

Lion-O lurks at the back of the crowd, curious and alert. He wears a cloak that does little to disguise him. Luckily, all eyes are on Slithe.

As Slithe talks, Lion-O notices a pair of eyes watching Slithe from an upstairs window in the Two Sisters Tavern.

#### KAELI.

Lion-O instantly begins making his way over to the tavern.

His movements are noticed by JACKAL MAN.

#### INSIDE THE TAVERN

The room has been torn apart: tables are destroyed, glasses smashed. There's no sign of anyone living. Recently scrawled RUNES cover one the wall, looking much like the art inside the cave.

Chillingly, the stairs to the upper level are marked with blood, as if a body was dragged up them.

This trail leads him up two flights of stairs to an attic TRAP DOOR. A short ladder hangs down.

#### CLIMBING THE LADDER

As Lion-O's eyes adjust to the darkness, he breathes in sharply. The bruised and bloodied CORPSES OF THE AMBASSADORS are carefully laid out, as if for a funeral.



And then he sees Kaeli, grimly watching from a corner.

KAELI

Greetings, Lord of the Thundercats.

LION-O

Kaeli -- what happened?

KAELI

They were Ambassadors. Slithe killed them. And now he'll use their bodies to cast blame on my people.

LION-O

Why?

KAELI

Because we guard the Bloodstone from the Ever-living One. And Slithe wishes to bring him back to life.

LION-O

The Ever-living One?

Kaeli starts to speak, but is interrupted as,

THE SOUNDS OF A DOOR BEING KICKED IN FAR BELOW -- AND SOLDIERS CLOMPING UP STAIRS -- BRING THE TWO TO THEIR FEET.

Kaeli rushes to a wall fortified by what appears to be a long unused FIREPLACE, and places her hand on the runes that decorate it.

The CRISSCROSSED IRON BARS that form the back of the fireplace open like sharpened teeth, revealing a long, low tunnel. Lion-O looks doubtful.

But Kaeli is already halfway inside.

KAELI

The door closes quickly. There's no time to waste.

Lion-O frowns but hurries after her, just before the bars SNAP back into place.

EXT. GRAND HALL - BALCONY

Slithe continues spewing propaganda.

## SLITHE

The Ambassadors are dead! The Witnesses, silenced forever! When I found their bodies this morning, my heart broke, citizens, and I vowed that I would not rest until I found the one responsible!

He slams his fist down on the balcony wall.

The crowd SHOUTS encouragement. They're buying it.

## INT. NIGHT CRAWL - DAY

A long, claustrophobic tunnel paved with bricks, and dotted with small yellow windows that LOOK DOWN ON THE CITY. The sound of rushing water overhead tells us that we're inside one of the main aqueducts.

There is barely enough room for Kaeli to keep her head off the ground. She and Lion-O crawl upwards towards the Grand Hall.

## REACHING A HATCH

Kaeli pushes it outwards, and slides

INTO THE KEEP.

The Keep is hidden between the thick walls of the Grand Hall, which gives it the feeling of a secret passageway. A thin outline of a door can be made out in the inner wall.

## LION-O

How do I open this door?

## KAELI

(distracted)

Don't. It leads into the Council Room. We'll have to wait until everyone's asleep.

Punctuating the old outer walls are narrow open-air windows, no more than a few centimeters wide, built for archers to shoot arrows from. These provide fresh air -- and allow Slithe's voice to penetrate these walls.

Kaeli maneuvers far from the hidden door, and puts her eye to one of the windows.

## THROUGH THE SLIT

We see the BACK OF SLITHE'S HEAD, and below him, the cheering crowd. We realize the Keep must be located inside the thick stone walls fortifying the Council Room. Slithe continues his lies:

SLITHE

Citizens! What do the Nightfolk have to hide? I will not rest until we find their warrior queen... the one who calls herself Kaeli.

Lion-0 joins Kaeli in time to hear:

SLITHE

She must be brought to justice. She must be brought to me.

The crowd ROARS its approval. Slithe turns back to Monkian and Jackal Man with a sly smile -- and for half an instant, his EYES seem to meet Kaeli's.

But this is just an illusion; Slithe suspects nothing. However, as Kaeli turns her head, Jackal Man catches the movement.

SLITHE

And until she is... I'm afraid that none of you are going anywhere.

QUICK SHOTS:

*SLLT! SLLT! SLLT!* There are three exits that lead from the Floating City to the mainland, and now the three PORTCULLISES SLAM DOWN, the iron gates TRAPPING the inhabitants inside.

The crowd takes a moment to comprehend what's going on.

AND THEN SHOUTS WITH ANGER.

SLITHE

Citizens! Citizens!

Slithe gestures for them to calm down, but it's no use. SOMEONE PELTS HIM WITH A TOMATO. He shakes his fist angrily, and then heads back into the Council Room.

SLITHE

(to Monkian)

Okay. The one who did that must die.

As he passes Kaeli's window, he instructs Jackal Man:

## SLITHE

The city is our hostage. Wire the anchors with explosives, and make sure word gets back to Split Mountain. No Nightfolk Princess worth her Bloodstone would dare let the Floating City be destroyed.

## WITHIN THE KEEP

Kaeli pulls herself away from the window, her heart racing. Lion-O is at her side. In hushed tones:

## KAELI

He's going to send Floating City over the falls.

## THE SOUND OF METAL AGAINST STONE,

and the heavy inner door PUSHES open a crack.

## JACKAL MAN

Who's in there!?

Lion-O throws his weight against the door and DRAWS his short sword, SLIDING IT INTO TWO IRON BUCKLES, BARRING THE DOOR.

## KAELI

Oh, no.

## LION-O

Is there any other way out?

She shakes her head.

OUTSIDE, JACKAL MAN BEGINS RAMMING THE DOOR. The makeshift lock won't hold forever.

## LION-O

Then you'll have to go back.

## KAELI

But the guards in the tavern --

## LION-O

Just wait in the passageway. They know that someone's in here, but they don't know who.

ANOTHER VIOLENT POUNDING OF THE BARRED DOOR.

Lion-O helps Kaeli lift herself back into the Night Crawl from which they came.

In the hurry, neither of them notices when a fabric disc -- her compacted solo-glider -- slips out of her cloak and onto the floor.

KAELI LOOKS BACK AT LION-O,

who prepares to stand his ground as the door is battered from the other side.

She takes a faintly-glowing red PENDANT off her neck, and tosses it to him.

KAELI

My Bloodstone insignia. It glows when I'm close. Use it to find me back at Split Mountain. If you don't make it within two days, I'll come back for you.

THE DOOR SHUDDERS. The wood is about to burst into a million splinters.

LION-O

Go quick!

Kaeli nods, and disappears into the hole, closing the hatch behind her. Lion-O shoves the Bloodstone pendant into a pocket -- sees the glider, gets that too -- and braces himself against the door. A second later,

THE DOOR BURSTS OPEN,

throwing Lion-O to the ground. Jackal Man and Monkian leap on him, POUNDING him until he's unconscious.

Slithe watches from the doorway. When he glimpses Lion-O's face, he does a double-take, then turns the battered Thundercat over with his foot.

SLITHE

Do my eyes deceive me? Or have we just captured the mighty bearer of the Sword?

He grins, displaying a set of horrible yellow teeth.

CUT TO:

EXT. FLOATING CITY - CITADEL - NIGHT

A low-lying, thick-walled building, watched over by a few sleepy Toad Creatures. From here, we can see one of the bridges to the East Bank: the portcullis is still in place, and the bridge itself is heavily guarded.

The city streets are deserted.

INT. CITADEL - NIGHT

A small cell with a tiny window, and a wall with bars. Flickering light from torches make the shadows seem almost alive. Lion-O groans from where he lies on the floor.

AND THEN HE AWAKES.

Lion-O raises himself to a crouching position. Puts his hand to his pocket: the pendant's still there. He looks around.

AT THE END OF THE HALL

Monkian guards the only exit.

And then a deep, growling voice in his ear:

STRANGER

Greetings, son of Claudus.

Lion-O about jumps out of his skin: he didn't see anyone there a few seconds ago. But the shadows are dark, and the prisoner beside him has skin the color of burnt wood.

THE STRANGER PUSHES BACK HIS HOOD. Lion-O has a shock of recognition.

LION-O

How do you know who I am?

Now that Lion-O can see the him better, he notices the man's wide broad shoulders, and noble features. He's an old cat, but still formidable, with a mane braided over his head in tight rows that give him the air of a warrior.

STRANGER

I was once friends with one of the mightiest Thunderan sentries. The one called Jaga.

The stranger extends his hand.

STRANGER

You can call me Pumm-Ra.

Time and battles have scarred his face, but we recognize this cat as GRUNE... although Lion-O is none the wiser. The young prince greets him like a long lost friend.

## EXT. FLOATING CITY - AIRSTRIP

A night of strong winds. The eight Toad Warriors who sat in on Slithe's War Room diatribe now load themselves into a CARRIER SHIP, wearing PARACHUTE PACKS.

SLITHE approaches the pilot, a beak-nosed mutant known as VULTURE MAN.

SLITHE

Drop them near Split Mountain. Take care that no one sees you.

Vulture Man nods, and ignites the engines. The ship quietly rises into the air.

## INT. CITADEL - LATER

Lion-O sits behind the bars, seemingly alone, unless one looks closely at the shadows.

JACKAL MAN

Stand up and put your hands on the bars.

Lion-O glares at him, but complies.

As Jackal Man enters the cell,

PUMM-RA LEAPS OUT OF THE SHADOWS --

Punching Jackal Man so hard that he flies across the cell and lands on his back.

Lion-O only has a second to marvel at his new friend's strength before Pumm-Ra leaps out of the cell and speeds down the hall.

PUMM-RA

Come on!

As they barrel down the hall, they knock over another guard, and burst out into the chilly night air.

## OUTSIDE THE CITADEL

Lion-O follows Pumm-Ra through the winding alleyways until they reach the west bridge, which is still sealed shut by the portcullis.

LION-O

What now?

PUMM-RA

Can you swim?

Lion-O hesitates.

LION-O'S POV

The river's current is swift and treacherous, and the deadly waterfall lurks nearby.

PUMM-RA (O.S.)

I'll meet you on the other side.

BACK TO SCENE

Lion-O looks over his shoulder at the other Thundercat, but Pumm-Ra is gone -- as if he vanished. Lion-O locks eyes with a TOAD WARRIOR standing in the bridge's guardhouse.

The warrior pales, and raises his TRUMPET to his lips, sounding an alarm to wake the entire city.

Lion-O leaps up on a low wall, preparing to dive into the river.

AS HE DOES, THE TINY SOLO-GLIDER UNFURLS ITSELF.

A chance. He slips the kite-like apparatus on over his shoulders, leaps into the air --

AND HE'S FLYING.

A sigh of relief. The solo-glider's steering mechanism seems intuitive, and Lion-O begins charting his way to the western bank, leaving the cursing soldiers far behind him.

THEN --

Halfway across the river, a gust of wind carries Lion-O straight up in to the night sky -- and plunges him back down.

LION-O TAKES A DEEP BREATH AS HE GOES UNDERWATER.

A noisy, confusing world. Lion-O struggles with the glider, which retracts to a smaller form, but doesn't come off his shoulders. As the current pulls him towards the falls, he begins KICKING desperately.

REACHING THE FAR SHORE --

He pulls himself up on the bank, gasping for air. He's dangerously close to the waterfalls, but far enough downstream that the soldiers in the city don't see him.



Lion-O clammers on to the bank, completely exhausted.

LION-O

Pumm-Ra?

But the other Thundercat is nowhere to be seen.

CUT TO:

INT. CITADEL

Jackal Man opens his eyes to the unpleasant sight of Slithe glaring at him.

SLITHE

You let him escape?

Jackal Man mumbles his excuse:

JACKAL MAN

No one warned be about the second prisoner. The other Thundercat ambushed me.

Slithe leans close, grabs Jackal Man by his shirt, and shakes him within an inch of his life.

SLITHE

*There was no other Thundercat!!*

CUT TO:

EXT. JUNGLE - NIGHT

We follow the progress of a soggy, tired Lion-O as he makes his way through the forest.

EXT. FALLEN TEMPLE - NIGHT

An old shrine, covered with moss, hidden deep in the jungle. While its power has eroded like the four statues that guard the stone altar, it still echoes the chill of the dark pyramid.

Someone else is here. Lion-O draws his DAGGER, his last remaining weapon.

But it's only Pumm-Ra, cleaning a freshly-killed medium-sized mammal. Blood is everywhere. Pumm-Ra's left hand is covered by a black scaled leather glove. He ignores Lion-O.

PUMM-RA SAYS A FEW UNINTELLIGIBLE WORDS

The very air shimmers around them with eldritch power.

Lion-O takes a wary step back. Pumm-Ra finally looks up.

PUMM-RA

Third Earth magic. We can stay here tonight, and no one will find us.

Lion-O nods. Sits on a stone.

LIFTING KAELI'S PENDANT,

He examines the small Bloodstone for the first time. It's a deep red-purple, and possesses a dark beauty. No matter how long he looks at it, it's not glowing.

Lion-O quietly puts the pendant away when he notices Pumm-Ra watching him from across the temple.

CUT TO:

EXT. SPLIT MOUNTAIN - THE NEXT MORNING

Another dawn on Split Mountain.

This time, there's a difference: the DISCARDED PARACHUTES that litter the foothills.

EXT. THE SWAMP

Panthro opens his bag of tools, and prepares to continue repairing the jail ship. He's already made significant progress. As he tightens a bolt --

EIGHT TOAD WARRIORS RISE OUT OF THE DEPTHS OF THE SWAMP.

Panthro turns just in time to see them ATTACK.

HE CRIES OUT.

The Toad Warriors converge on Panthro.

CHEETARA arrives on the scene, followed by THE WILEYS and TYGRA. The two sides size each other up. It's still eight against five. Not great odds, but at least the Thundercats have a fighting chance.

AND THEN

Lion-O and Pumm-Ra burst through the clearing. Immediately, the tables are turned.

Pumm-Ra's a one man army, using his CLAWS to rip the flesh off any Toad Creature unfortunate enough to come near him.

The first one this happens to staggers back, shocked. Pumm-Ra follows through with a kick to the soldier's head that sends him back into the swamp. Pumm-Ra's heel leaves a dent on the Toad's skull.

Two others approach him from behind.

Three down, five left. Pumm-Ra smiles at the challenge, leaping into the trees, instantly hidden from sight.

The remaining Toad Creatures band together, forming a loose circle of defense, weapons at the ready.

PUMM-RA LEAPS --

The weight of his body breaks one of the soldier's neck with a sickening THHKK.

The others converge on him, a pile of flailing bodies, each warrior grabbing one of Pumm-Ra's limbs -- Side-Eye and Fibber on his legs.

Pumm-Ra turns his head and BITES a large chunk of the Toad holding his left arm. Blood gushes. The creature cries out in pain, and lets go.

Big mistake. Pumm-Ra's claws SWIPE THE THROAT of the Toad on his right arm, instantly removing the soldier's jugular.

Pumm-Ra kicks his legs free, and crouches, leaping onto the bitten Toad, and ripping his chest open with unabashed relish.

There are now FIVE SLAIN TOAD CREATURES littering the swamp.

Pumm-Ra sizes up the remaining two, Side-Eye and Fibber.

SIDE-EYE

No sword is worth this much  
trouble!

He and Fibber turn tail and run back into the jungle.

Pumm-Ra stands, and turns back to the other Thundercats.

All their eyes are on him -- they're impressed with his strength, and horrified by his ferocity.

PUMM-RA

Shall we finish them off?

TYGRA

No. I think we're okay.

A long moment of uncertainty.

PUMM-RA

Well, Lion-O. It's been a pleasure.  
I hope we meet again.

He wipes the blood off his face, then salutes the others. They nod in return. And then Pumm-Ra leaves just as suddenly as he arrives. The other Thundercats look to Lion-O.

WILEY KAT

Who was that?

LION-O

A friend of Jaga's.

There's only the faintest hint of doubt in his voice.

CUT TO:

INT. SPLIT MOUNTAIN CAVE - EVENING

Tygra and the others sit outside the cave, curled around a fire. Lion-O approaches.

A dense PURR emanates from within the cave, rumbling at the edge of our senses.

WILEY KIT

The beacon activated last night.  
It's giving us all headaches.

Lion-O sits at the fire, beside the others.

LION-O

So the Arks have left hyperspace.

TYGRA

They'll be locking in on us.  
(to Panthro)

How soon can we take the beacon to  
Twin Earth?

PANTHRO

Tomorrow. I don't think we can  
afford to stay any longer.

LION-O

Do we have room for Pumm-Ra on the jail ship?

A pause. The others exchange glances. Lion-O frowns.

LION-O

What?

TYGRA

I've never seen a Thundercat kill like that.

Cheetara and Panthro nod in somber agreement.

LION-O

He saved me. He saved all of us!

PANTHRO

A Thundercat appears out of nowhere, with no past, no proof of who he is...

LION-O

*He knew Jaga!*

CHEETARA

Or so he claims.

TYGRA

Did Jaga ever mention him?

Lion-O clenches his jaw, and then does something that goes against every instinct in his body.

He lies.

LION-O

Yes. Yes, he did.

(scornful)

Not much, I'll grant you. He failed to mention any identifying birthmarks or scars. But he told me all about Pumm-Ra.

We notice, for the first time, the SPIRIT THREADS that are wrapped around Lion-O. As he continues, he gains conviction, almost as if he's beginning to believe his own story.

LION-O

I'll bet that's why Jaga chose this planet -- he knew Pumm-Ra was here.

The others are quiet, not sure what to think.

TYGRA

(gently)

Would not it have been wiser to  
establish a base on the twin planet  
first, and then send for Pumm-Ra?

LION-O

Now you insult Jaga!?

The others are silent.

Lion-O stands and stalks away from the fire, furious -- until  
the silver moon reflects in his eyes, and he remembers Kaeli.

LION-O CHECKS KAEI'S PENDANT. It's still not glowing.

Then he looks over at the Fortress.

CUT TO:

EXT. SPLIT MOUNTAIN FORTRESS

Lion-O gazes through the telescope.

LION-O'S POV

The Floating City reveals no clues to Kaeli's whereabouts.

HE HEARS FOOTSTEPS BEHIND HIM.

PUMM-RA (O.S.)

What are you looking at?

Still peering through the scope:

LION-O

Before I was captured, a girl named  
Kaeli helped me in the Floating  
City.

BACK TO SCENE

Lion-O gives the false Thundercat a sad smile.

LION-O

I think she's still in there. I  
want to go back, but I can't take  
them on alone. Not unless I can  
figure out how to use the Sword.

PUMM-RA  
The Sword?

LION-O  
The Sword of Omens.

Pumm-Ra's eyes meet Lion-O's. He's been expecting this.

PUMM-RA  
I can help you. Meet me at the  
Temple at midnight. And bring the  
Sword of Omens.

INT. GRAND HALL - ROYAL CHAMBERS - NIGHT

Slithe lies in a lush, overstuffed bed, asleep and mumbling in his dreams. A broad-shouldered INTRUDER crouches in the window, silhouetted by the moonlight.

INTRUDER  
*Slithe...*

The Toad Warlord awakes with a start, pulling the blankets up around his neck.

SLITHE  
What - ? Who - ?

INTRUDER  
Who do you think?

The intruder turns a little so he can be seen. Mumm-Ra still appears as PUMM-RA, but Slithe recognizes the malevolence in those eyes.

PUMM-RA  
I know you've been after the sword,  
so I thought I'd save you the  
trouble. It is already mine.

Slithe nods, pulls up the covers a little more.

PUMM-RA  
If you wish to keep your skin  
intact, you will honor your  
promise. *Find the Nightfolk girl.*

SLITHE  
But we've looked all over Split  
Mountain!

PUMM-RA

Stupid swamp-dweller! She hides  
within the walls of this very  
building.

He raises one finger as a warning.

PUMM-RA

And next time you decide to  
disobey, remember this, Slithe. *The  
bloodlust in your heart means you  
already belong to me.*

Slithe blanches. Pumm-Ra leaps out of the window -- and heads  
straight upwards into the dark sky.

CUT TO:

EXT. SPLIT MOUNTAIN CAVE - NIGHT

AS THE FIRE BURNS LOW

Hours pass, and the Cats are wrapped in their blankets,  
SLEEPING outside to avoid the still-pulsing beacon.

Only Lion-O is awake.

He stands now, looking out towards the jungle, which is dark  
and full of secrets. He begins down the mountain, making no  
noise as he passes his slumbering companions.

As the moon peeks out from behind a cloud, something GLIMMERS  
on Lion-O's left arm.

He's wearing the BATTLE CLAW.

And mounted within its sheath: THE SWORD OF OMENS.

EXT. FALLEN TEMPLE - NIGHT

This night, the temple has reclaimed a bit of its faded  
menace. A cat's eyes flash in the darkness, and then Lion-O  
enters the clearing.

STEPPING ONTO THE ANCIENT FLAGSTONES,

Lion-O is silent as he approaches the altar.

Pumm-Ra awaits him.

The two great cats eye one another for a long moment, each  
seeking some sign of the other's intentions.



THEN,

With one swift motion, Lion-O holds out his left arm, and DRAWS the Sword of Omens from the Battle Claw, offering it to Pumm-Ra. The metallic ring of the unsheathing cuts through the night air.

Pumm-Ra takes the sword, fingering its sharp blade.

LION-O

It was my father's sword. When we left Thundera, he asked Jaga to give me the strength to tame it.

(looking up)

This ritual won't harm the sword, will it?

PUMM-RA

I would never do anything to harm this sword.

And he means it.

Pumm-Ra places the sword on the altar, then begins a low chant. He draws from within his cloak a pouch containing a powder like ground glass, which he tosses towards the perimeter of the temple.

BLUE FLAMES BLAZE

wherever the powder hits the ground.

It quickly builds to a real inferno, surrounding the temple with four walls of flame.

Lion-O looks up, aghast. He's trapped.

LION-O

What is this?

PUMM-RA

Take the sword!

Lion-O grabs the sword off the altar and holds it aloft. Around him, shadows dance in the burning light, and the four guardian statues seem almost alive.

PUMM-RA

Look into the Eye!

The jewel in the center of the sword is flickering like it's aflame as well. As Lion-O looks at it,

His eyes GLOW with a VISION --

And Lion-O's in space, traveling towards an a large red star. The Thunderian sun. It grows in size until it's blinding, and Lion-O is forced to avert his eyes.

PUMM-RA

Speak the name of the one you wish  
to see.

LION-O

Jaga!

Lion-O looks up to see a SILHOUETTED THUNDERCAT standing before the sun.

And though he sees nothing more than the man's silhouette, there is no doubt in Lion-O's mind that this is his beloved mentor.

When the figure speaks, it is with ten voices, as if a multitude of distorted Jagas are talking at once:

JAGA

*The Eye of Thundera is cursed.  
There will be no peace until you  
the destroy the Sword. I am on the  
twin planet. Your father is here.  
Your people are here. Do not  
abandon us now.*

And, as Lion-O puzzles over these words, light flickers, giving flashes of Pumm-Ra as

THE VISION ENDS ABRUPTLY.

The fire has spread to the jungle, and now a large tree CRASHES down between Lion-O and Pumm-Ra.

Lion-O jumps out of harm's way.

LION-O

Pumm-Ra!?

The heat from the fire is intense. Shielding his face with his arm, he LEAPS OVER THE ALTAR to where Pumm-Ra stood merely a moment ago.

The false Thundercat is nowhere to be seen. Lion-O is alone.

His shoulders sag as he stands, seemingly unconcerned by the fire that is now dying out around him.

To himself:

LION-O

Jaga... I wish you were here.

He looks at the Sword and Battle Claw in his hands. They seem dull and heavy. Even the Eye of Thundera appears to have lost its life.

LION-O SHEATHES THE SWORD IN THE CLAW...

TAKES THE CLAW OFF...

AND LEAVES IT ON THE ALTAR.

As Lion-O begins walking back towards Split Mountain, the sword glimmers, and we see the shape of the DARK PYRAMID looming behind him.

He never hears the low chuckling that echoes within.

FADE TO BLACK.

INT. SPLIT MOUNTAIN CAVE - DAY

The cave is empty, but for one weary figure at the entrance: Lion-O. He looks at the BEACON.

Its light is dimmer, but it continues to blink.

Looking outside, Lion-O can see all the way to the foothills, where the JAIL SHIP's engines ignite. It looks like it's set to take off for the twin planet.

Then, incredibly, it TAKES OFF. Without him.

Aghast, he SPEEDS down towards

THE LAUNCH SITE

The ship is far away by the time he gets there.

But to his relief, his shipmates haven't abandoned him: Tygra and Cheetara watch as Panthro monitors the ship from a hand-held module. Wiley Kat amuses Kit by walking on his hands.

As Lion-O slows, the ship begins to circle back towards the Thundercats.

LION-O

I thought for half a second you guys left without me.

PANTHRO

Just testing the auto-pilot.

The ship executes a neat landing.

PANTHRO

We're good to go.

TYGRA

Let's start loading up.

The other cats begin the trek up to the cave. As Tygra passes Lion-0, he notices the dark circles under the young prince's eyes.

TYGRA

Are you okay?

Lion-0 hesitates before answering; he can't meet Tygra's gaze.

LION-0

I'm fine.

INT. SPLIT MOUNTAIN CAVE - DAY

A clean sweep. Cheetara and Tygra work at packing up the supplies, rolling up the blankets, removing all trace of their presence.

Most of the equipment is already gone, and what's left is placed in an oversized flight case.

Wiley Kat comes inside, wiping sweat off his brow.

As Tygra leaves with the flight case:

CHEETARA

That should be the last of it.

LION-0

Almost.

He crosses to the BEACON, and picks it up, following Cheetara and the others down to the jail ship.

EXT. THE FOOTHILLS - THAT INSTANT

Panthro heaves a heavy box up into the jail ship's small cargo hold, then shuts the hatch.

PANTHRO

Start the auxiliary engines.

Wiley Kit nods, and lifts herself into the cockpit.

Low-level HEAT JETS flare up seconds later. Panthro works his way around the ship, checking to make sure all systems are working correctly.

The ENGINE ROAR is deafening.

Cheetara and Wiley Kat arrive first down from the cave first.

Kit exits the ship, carrying a pack of HELMETS and protective FLIGHT GEAR, which she tosses to each of the others. They eye the gear warily.

WILEY KAT

Panthro's orders! Just in case.

She has to shout to be heard over the engines.

Meanwhile, Lion-O and Tygra reach the ship, carrying their flight cases.

Cheetara and Wiley Kit join Kat in the ship, and begin strapping themselves in. Panthro takes his place in the cockpit.

Lion-O hands Tygra the BEACON to load it in the ship -- Tygra notices that its light is significantly dimmer and frowns.

He sets the beacon down, kneeling as he undoes the latch.

Once it's open, he inhales sharply and looks up at Lion-O.

TYGRA

I wanted you to use the Eye to check on the Arks.

LION-O

But the first time I used it --

TYGRA

The first time meant nothing. We'd just crashed on a hostile planet. But Jaga always told your father that you would master the Sword once you mastered yourself.

LION-O

Jaga said that?

TYGRA

Yes. And I believe that time has come.

Lion-O takes a deep breath.

TYGRA

You don't have the Sword, do you?

Lion-O shakes his head: no.

The others are all on board the ship now. Cheetara, holding the hatch open for Tygra and Lion-O, overhears this.

Tygra stands, glances at Cheetara. From the cockpit, Panthro indicates they can't wait much longer. Tygra steps into the jail ship.

LION-O

Go on without me!

(stalking away)

The Sword of Omens was stolen. I'm not leaving until I get it back.

CHEETARA

Lion-O...

LION-O

Go! Before the beacon runs out of power.

He RACES back up the mountain, faster than we've ever seen him go before. It only takes him a few seconds to near the cave.

He grabs the WIND GLIDER, easily sliding into place.

And without a moment's hesitation,

LION-O FLIES OFF TOWARDS THE FALLEN TEMPLE.

Below, at the jail ship, the other Thundercats exchange looks of confusion -- and worry.

CUT TO:

EXT. OVER THE JUNGLE - DAY

Clouds gather overhead as Lion-O soars towards over the jungle. From his vantage point, he sees mainly the tops of trees. It would be impossible to find the fallen temple, were it not for the Dark Pyramid that lurks behind it.

Looking back to Split Mountain, he sees the distant JAIL SHIP take off and head into space. Within moments, it has disappeared into space. And Lion-O is utterly alone.

The realization makes eyes water for half a second. Then he sets his jaw and steels his nerve.

As Lion-0 nears the pyramid, a shifting crosswind causes the glider to drop suddenly. He pulls it out of its dive, but realizes he'd better land soon.

TO HIS RIGHT,

A clearing in the jungle is visible.

Lion-0 steers the glider towards the clearing. Just in time. It's starting to rain.

LIGHTNING RUMBLES.

EXT. THE FALLEN TEMPLE - DAY

Lion-0 dismounts the glider. He's in the center of the temple he encountered Mumm-Ra the night before. He looks around in wonder.

The stones show signs of violence: several have been toppled, and all of them show deep hacks, as if someone attacked them with a powerful blade.

LION-0

(puzzled)

This is why he wanted the Sword?

Lion-0 examines one of the GASHES. Beneath the chalky exterior of the stone, a faint trace of reddish black that reflects the heat lightning lighting up the sky.

LION-0

The Bloodstone.

Glancing around him, e makes a quick internal calculation. If each of these rocks is filled with the Bloodstone...

LION-0

Then it's too late.

As the rain begins to turn into a downpour, Lion-0 seeks refuge under the jungle canopy.

JAGA (O.S.)

Wait, Thundercat.

Lion-0 turns, barely believing his ears.

A ghostly JAGA -- or someone who looks just like him -- stands in the center of the stones, sheltered from the rain by the raised stone.

Lion-O takes a tentative step towards his old tutor. Jaga raises a hand in warning: not too close.

LION-O

Jaga? Is it really you? How can I trust you?

JAGA

Trust nothing you see from this part of the journey out.

This certainly sounds like Jaga, but it's hardly the response Lion-O hoped for.

LION-O

I lost the Sword of Omens.

JAGA

Mumm-Ra tried to invoke its powers at this spot. It is the only reason I can appear before you now.

LION-O

Tell me what to do!

JAGA

What is the mark of a wise teacher?

Lion-O blushes like a scolded child. Humbled:

LION-O

He asks the questions so his student might find answers for himself.

JAGA

You have learned well, Lion-O.

(a pause)

Mumm-Ra took the Battle Claw. He stole the Sword. He left you alone and defenseless. So why are you still here?

Lion-O pauses for a brief moment -- a moment of shock as he realizes the truth.

LION-O

He needs me alive.



Jaga says nothing for a long moment, flickering like a candle about to burn out.

JAGA

Be at peace, young King.

And then he's gone.

Lion-O can't take his eyes from the spot, as if Jaga might reappear if he waits long enough. But the storm is worsening with each passing minute. And the sky will soon be black with clouds.

One last glance back, and then Lion-O resumes his trek towards the pyramid.

CUT TO:

EXT. MUMM-RA'S PYRAMID - NIGHT

Lion-O arrives at the entrance to the pyramid.

Fingers of LIGHTNING shoot down from the sky, then STREAK along the ground, and are absorbed by the pyramid.

Lion-O dodges the lightning as he climbs the rain-slicked stairs into the entryway.

STRIDING INTO THE MAIN HALL,

He glances up at the four silent statues, not paying attention to where he's walking as he crosses the massive chamber.

As his left foot hits the central flagstone, it descends a quarter an inch with a quiet, forbidding, CLICK.

Lion-O stops, instantly alert.

A moment of silence.

Next foot forward half a step --

And he BOUNDS INTO THE AIR, just as the flagstones begin FALLING, center stone first, then outward in a spiral, as if begin sucked into an abyss.

Lion-O leaps from stone to stone, but as soon as he lands on each, it begins to fall, too. Some plunge far below. Others, towards the edge of the spiral, seem to stop halfway down.

LION-O

(between gritted teeth)

I thought - you wanted me - alive!

He takes a mighty leap towards the last stone, just catching the edge with his hand. It falls, too: about ten feet, and then jerks to a halt abruptly, hanging in the air.

Lion-O pulls himself up onto the giant stone - four feet square, three feet deep - and wipes the sweat from his brow.

He looks up at the rim of the hole. And then down, at the various stones, punctuating the darkness of the abyss. They look solid.

And then, far below: a warm GOLDEN ILLUMINATION reveals an elaborate decorated floor.

Something about the floor intrigues him, but it's much too far to jump directly down. However, if the stones hold his weight --

He LEAPS to the nearest stone, another ten feet down, prepared to dive back to safety:

It holds.

So he cautiously proceeds down the makeshift stairway until he reaches the last flagstone, some twenty feet above the floor. Once he jumps from here, there's no going back up.

Then, in the center of the floor:

A giant THUNDERCATS INSIGNIA. Lion-O jumps, and looks around with a flash of recognition.

It's the Palace of Windows. He's home.

INT. PALACE OF WINDOWS - CONTINUOUS

The palace is exactly as it was when we first saw it, during the trial. A rough sandstone floor surrounds the tile insignia. Tall marble pillars arch over the doorways. And oversized windows are built into every outer wall, as if this palace has never known war.

It even sounds the same: faint conversations and footsteps can be heard, as if every room save this one bustles with life.

Lion-O walks to a window. A fresh breeze greets him.

Outside, it's nighttime on Thundera, and the Thunderan stars are visible in the moonless sky.

A shadowed FIGURE catches Lion-O's eye.

Someone's scaling the western LOOKOUT TOWER.

Lion-O turns west and quickly paces through the palace, passing dozens of grand rooms, all empty. These warrant not even a glance as he heads

INTO THE TOWER,

taking the stairs two, then three at a time, up three floor to a window that offers a stunning view of Thundera.

On the windowsill: MUDDY TRACKS leading into the top floor of the palace. The royal chambers.

A few lit scones cast flickering shadows. Lion-O follows the tracks into the main passageway, but the tracks soon lighten and disappear.

Lion-O looks around. There are about a dozen rooms visible from here; any could be hiding the intruder.

Then, a rich, regal voice sends shivers down his spine:

WOMAN (O.S.)

You shouldn't be in here.

Lion-O freezes.

Midway along the passage, a CHILD giggles and darts across the hallway into another room. Even the lack of light can't disguise his flame-colored hair.

Stepping into the hall,

The most beautiful THUNDERCAT we've seen, a tall woman with eyes the color of morning and long dark tresses that fall to her waist.

Her proud bearing leaves no question. This is the Queen of Thundera.

LION-O

Mother?

But his voice can't reach her.

The Queen ties a sash around her nightgown and begins walking away from us, checking the various chambers as she passes each door. After four or so empty rooms, she comes upon the room the child disappeared into and smiles.

THE QUEEN

Into bed, Lion-O. Tomorrow is  
closer than you think.

She smiles and closes the door.

LION-O

Mother!

From the far end of the corridor comes the unmistakable sound of SHATTERING GLASS.

The Queen turns, a sharp movement, and strides down the hall towards the noise. Lion-O follows, breaking into a run, but she disappears into the room seconds before he can reach her.

THE QUEEN (O.S.)

Don't - -!

REACHING THE ROOM

Lion-O is just in time to see GRUNE sheathe the bloody SWORD OF OMENS into the BATTLE CLAW. Both men stare aghast at the wounded Queen, who lies slumped on the floor in a growing pool of her blood.

Lion-O rushes to his gasping mother, kneeling at her side, gently cradling her as Grune edges out of the room and down the hall.

The queen's eyes are already glassy with pain, but she looks up at Lion-O, seeing him for the first time. A second of clarity. A half-smile of recognition.

Lion-O sobs a prayer of desperation:

LION-O

No. No. Please, Mother, please be  
okay, I love you, please, ANYONE.  
Oh god. Oh god, please.

But she's gone.

Lion-O places his head against hers and cries. But even as he holds her, she is fading.

Looking up, he sees the walls of the palace retreating into shadows, replaced by the obsidian walls of

INT. MUMM-RA'S PYRAMID - TUNNEL

A long tunnel filled with twist and turns. Footsteps echo as an unseen figure descends into the darkness.

Lion-O picks himself up. A new determination burns in his eyes: an animalistic rage.

He sprints down the tunnel into

INT. MUMM-RA'S TOMB

Not even the chilling sight of a giant room littered with ancient corpses can stop him now. The SARCOPHAGUS is open -- and empty.

Hiding in one corner:

GRUNE.

Now lacking the strength he had as PUMM-RA, Grune seems scared and feverish.

LION-O

Murderer.

Lion-O makes a fist and -- stops.

Grune is already defeated. He cowers behind his hands, like a shell -- a puppet.

LION-O

Where's the Sword?

Grune points.

The Sword and Battle Claw are mounted on the wall across the room. Lion-O grabs Grune by the scruff of the neck and drags him to the lost treasure.

Lion-O takes the Claw first, sliding it onto his left hand, mainlining the strength of his ancestors. Then the Sword.

THE BLADE IS STILL WET WITH BLOOD.

Lion-O snarls.

Grune whimpers, and begins backing away. As Lion-O advances, Grune falls back on his hands and cries out.

LION-O

Is this her blood?

Lion-O raises the sword high, preparing to strike.

LION-O  
Is this my mother's blood?

Grune's eyes go to the sword --

And something in his face makes Lion-O halt.

He looks at the sword. Now that he looks closer, the blade is clean. Still:

LION-O  
She was so young.

Grune closes his eyes. He's ready to die.

But Lion-O sheaths the sword AND TURNS TO LEAVE.

A voice like the dead awaking:

MUMM-RA  
Coward.

It is the old, BANDAGED-WRAPPED FORM OF MUMM-RA who speaks now, small and withered, the shape of pure evil. As he steps from his sarcophagus:

MUMM-RA  
Why do you let him live?

Lion-O is taken aback by this new figure, but answers.

LION-O  
His sentence was banishment. To kill him would make me the same as him.

MUMM-RA  
No... The same as me!

And, as Lion-O looks on, GRUNE's body transforms to ash, and is gone.

Mumm-Ra grimaces as his skin gains an unholy translucence, as if he has caught fire within.

Then, as a vortex of wind whips around the room, a thousand THIN RED WORMS burrow out of his body.

As his body reshapes itself, it takes several different aspects, briefly resembling both GRUNE and PUMM-RA.

Finally, the worms building themselves into the grotesquely-muscled form of MUMM-RA THE EVER-LIVING.

Mumm-Ra roars, exulting in his freedom.

Lion-O stumbles backwards, wielding the sword, which looks meek indeed. Mumm-Ra laughs.

MUMM-RA

Yet another cat with no claws.

He rises to the top of the chamber and looks down, gesturing at the skeletons on the floor.

MUMM-RA

ARISE, FALLEN WARRIORS.

A small, stunted skeleton stands three feet from Lion-O and LUNGES at him. Lion-O catches the creature with his sword and shatters it easily.

It falls in several pieces... which begin to rebuild themselves. Within moments, it attacks him again, grabbing hold of one leg. Lion-O kicks it off. And then it's back.

Lion-O grabs it and crushes it beneath one boot, reducing half the thing to powder. This seems to work.

Until he sees the twenty other CORPSE WARRIORS, some as big as he is, some much larger, now encircling him. Lion-O whirls around. He's trapped.

MUMM-RA

You could have joined my army,  
Thundercat. But it is no matter.  
For we have the key to Split  
Mountain.

He leaves, stalking up the tunnel, and raises one hand --

And the WARRIORS ATTACK.

Lion-O cries out, spinning and kicking, knocking the warriors every which way. They return, relentless.

The Thundercat springs on top of the altar and DRAWS THE SWORD OF OMENS. As the warriors claw their way up to him, he springs over their heads, and rushes after Mumm-Ra, shouting:

LION-O

What are you running from?

At the top of the sloped tunnel, Mumm-Ra turns back. He makes a fist and hurls a FIREBALL down the tunnel --

which Lion-O deftly DEFLECTS with the Battle Claw --

which then INCINERATES the SKELETAL WARRIORS clamoring after him.

The tunnel quakes as Lion-O bounds into

THE ANTECHAMBER.

A cavernous underground room, with several large doors, all sealed. In the ceiling, the large HOLE through which Lion-O descended into the palace mirage. The huge levitating flagstones remain staggered throughout the air. This treacherous path back to the Throne Room provides the only visible source of escape from the pyramid.

And MUMM-RA is not here.

Lion-O pauses to catch his breath --

Kneels --

And lifts the Sword. It seems much heavier than before as he holds it to his face so that the Thundercats insignia rests in middle of his forehead. The iron spikes EXTEND their reach, framing his eyes once more.

When he speaks, it is a reverent prayer:

LION-O

Sword of Omens, give me Sight-  
Beyond-Sight. Show me the key to  
Split Mountain so that I might keep  
it from falling into Mumm-Ra's  
hands.

His eyes GLOW with a VISION --

As if looking into another destination, Lion-O sees a shimmering image that makes his blood run cold: KAELI, huddled, almost naked, hands bound together. And Lion-O understands:

KAELI IS THE KEY.

She looks straight at Lion-O, as if they are in the same room, then lowers her head, ashamed.

And so the vision ends. Mumm-Ra steps out of the shadows.

MUMM-RA

Soon, the Key will be mine, body  
and soul.

(MORE)



MUMM-RA (cont'd)

And you will go to your grave  
knowing that you were the one who  
delivered her to me.

LION-O

She will never be yours.

Lion-O wastes not a second in RUSHING the monster.

LION-O

*Thunder! Thunder! THUNDERCATS!*

As he charges, he SWINGS the blade, which GROWS and SHARPENS,  
a conduit for the combined strength of countless generations  
of kings.

SILVER SPARKS fly from the sword as the entire pyramid  
shudders with its power. Large cracks form, creeping up the  
smooth stone walls.

And for the first time in centuries, Mumm-Ra the Ever-Living  
experiences something like fear.

MUMM-RA

Stop! You'll destroy the pyramid  
and trap us both.

The sword catches a bit of Mumm-Ra's tunic, ripping it. Mumm-  
Ra hollers as if Lion-O drew blood.

LION-O

Better that than for you to touch  
one hair on Kaeli's head.

The sword continues DRAWING POWER, throwing off waves of  
energy. Above, the floating stones begin to tremble.

MUMM-RA

Better for her, maybe. But far, far  
worse for you.

The two circle each other like hungry animals going in for  
the kill.

As MUMM-RA DIVES towards Lion-O --

The first of the LEVITATING STONES loses its power,  
PLUMMETING into the antechamber, two tons of lethal force.  
The ground shakes as it lands, not ten feet from the two  
warriors.

Mumm-Ra throws another fireball at Lion-O, who leaps to  
safety behind another FALLING STONE.

A moment of silence.

Lion-O leaps onto the boulder, and springs forward towards his opponent --

who flies to meet him in mid-air.

They collide, trading blows, then fall to the floor, continuing to GRAPPLE on the ground. At this range, Mumm-Ra is far too close for Lion-O to use the sword effectively.

The levitating stones keep POUNDING DOWN, one by one. And now, the walls begin falling inward. The pyramid is coming apart as Mumm-Ra turns all his strength on Lion-O.

With a forceful blow, Mumm-Ra sends Lion-O's sword SLIDING ACROSS THE FLOOR. Lion-O's hand goes for it, but Mumm-Ra is quicker.

HE WRAPS ONE HAND AROUND LION-O'S THROAT.

Another stone falls to earth, this time LANDING mere inches from the two.

In the split second of confusion that follows:

Mumm-Ra READIES the Sword for the final blow --

Lion-O SHIELDS himself with Battle Claw --

And, as time slows down, Mumm-Ra catches a glimpse of his REFLECTION in the polished surface of the Claw.

He stares, transfixed. Then,

MUMM-RA'S FLESH SEPARATES INTO THE FLESH WORMS.

He lets loose a shriek of tremendous pain.

And Lion-O rolls away, keeping his eyes on the enemy as the creature LIQUEFIES. It's a spectacular meltdown, flesh grinding itself into meat. Perhaps worst of all is Mumm-Ra's wailing voice, which curses his existence in some ancient, forbidden language.

HELLFIRE RAGES ON EVERY STONE SURFACE FOR AN INSTANT

And then Mumm-Ra is gone.

Lion-O shakes his head, barely believing his eyes, then picks up the sword, which has returned to its normal size.

He looks around. The place is about to self-destruct.

The CEILING BUCKLES -

And the massive STATUE OF TZUL plunges down from above, SCREAMING as it heads straight for Lion-O. The Thundercat braces himself for the worst.

EXT. MUMM-RA'S PYRAMID - SIMULTANEOUS

A cloud of dust rises into the dark sky. The pyramid has collapsed on itself.

And Lion-O has not escaped.

FADE TO BLACK.

EXT. THREE RIVERS - DUSK

We're on the banks overlooking the Floating City.

THROUGH BINOCULARS

On the far bank, an encampment of Toad Creatures prepare for war. Beyond the tents of the rank-and-file soldiers, BATTLE MACHINES stand at the ready, primitive and fearsome.

PULL FOCUS

To the Grand Hall of the Floating City. No signs of life, save through the windows of the Council Room, which is heavily guarded.

PANTHRO

No sign of Lion-O.

BACK TO SCENE

The senior Thundercats -- PANTHRO, CHEETARA, and TYGRA sit on the mighty Thundertank, surveying the situation.

TYGRA

(to Cheetara)

Can you sense his presence?

CHEETARA

He's been here recently. More than that, I don't know.

A rustling from nearby brush cover, and then Wiley Kit and Wiley Kat emerge and join the others.

WILEY KIT

We couldn't get close to the city. The bridge is too heavily guarded.

His sister shudders.

WILEY KAT

And there are a lot of them. I almost wish we stayed on the jail ship with the beacon.

WILEY KIT

We couldn't leave Lion-0!

TYGRA

Wiley Kit, are you sure he went to the Floating City?

WILEY KIT

He thought he could find Grune there.

Tygra looks at the city, considering their options.

PANTHRO

It's the only lead we have.

TYGRA

I agree. But if he's not here, we're putting the entire team in danger for nothing.

He raises his eyebrows.

PANTHRO

We must try.

WILEY KIT

I'm in.

WILEY KAT

Me too.

Cheetara nods in assent.

TYGRA

Then let's do this right.

CUT TO:

EXT. FLOATING CITY - OUTSKIRTS - NIGHT

We're following one of the THICK CABLES that are fastened to the banks, and keep the Floating City from tumbling over the falls. The cable is strong, but far too thin for any man to cross it safely. However, it is a different matter for a cat.

The Wileys lead the pack, tip-toeing along the wire. Panthro, Cheetara, and Tygra follow. All have weapons at the ready.

Midway along the cables, the Wileys are forced to step over a crude pack of WIRES and BLINKING LIGHTS.

PANTHRO

Explosives. Watch yourself.

They continue along their way.

COMING TO THE OUTER WALL,

Wiley Kat swings a small grappling HOOK, which catches atop the wall some twenty feet up, pulls the line firm, and begins the climb.

The others follow.

INT. FLOATING CITY - NIGHT

Inside the walls, the cats head towards the Grand Hall. The night sky provides enough light to see by, as well as dark shadows to hide in. Occasionally, the cats' eyes will catch the reflection of the moon, and FLASH white gold.

The five creep along the twisting alleyways of the quiet city until

A BRIEF SCREAM

Echoes through the streets. It came from the Grand Hall.

Then, not five seconds later, the sound of an argument from behind a nearby building.

The cats exchange worried glances. Tygra points Panthro and the Wileys towards the noisy bickering, and he and Cheetara hurry towards the Grand Hall.

FOLLOWING PANTHRO

We approach the noise cautiously.

Six drunken TOAD SOLDIERS, having finished the last of the Two Sisters Tavern's ale reserves, spill out into the street, still swilling booze from their flagons.

SIDE-EYE

We've got the city. I don't get why we need the mountain.

FIBBER

Something to do with those cat creatures, I'll bet.

Panthro narrows his eyes, and listens closer.

SIDE-EYE

I'll never forget the one with the claws.

He shudders. In the shadows, Panthro notices that Wiley Kit and Wiley Kat are on the other side of the Tavern, ready to get in on the action.

Panthro gives them the "go" signal.

Kit raises a small straw to her lips, and BLOWS. Something shoots out and hits Fibber in the temple.

FIBBER

Ouch!

He SMACKS Side-Eye.

SIDE-EYE

Son of a monkey!

He SLUGS Fibber back.

Any excuse for a fight: in a second, all six are going at it, swinging punches and clobbering each other with flagons. Side-Eye is the first to go down, slumping against a far wall.

Wiley Kat whips out another power stone, and throws it into the fray. A CLOUD OF GAS hisses out, and the five fighters fall into a heap on the street, sleeping like ugly babies.

As the cloud clears, Panthro and the Wileys step into the light.

PANTHRO

Let's find the others.

They head back towards the Grand Hall.

Side-Eye cracks open one yellow eye, WATCHING THEM GO.

CUT TO:

## EXT. THE GRAND HALL - SIMULTANEOUS

Two Toad Soldiers stand guard outside the hall. They seem bored. One of the two looks up. For half a second, CHEETARA is visible, running atop one wall.

SOLDIER ONE

You see that?

He nudges his friend and points up.

Soldier Two peers at the wall. Nothing.

SOLDIER TWO

See what?

He turns back to where his friend was -- where Tygra now stands, BOLO-WHIP in hand. The other soldier lies unconscious on the ground, a large bruise forming on his head.

TYGRA

Who's in the tower?

SOLDIER TWO

(stammering)

The Nightfolk girl. Don't hurt me!

From behind, Cheetara CRACKS him on the head with her POWER STAFF. The soldier goes down without a noise.

Retracting her weapon, Cheetara frowns.

CHEETARA

He got slime on my staff.

Tygra is already climbing the stairs within the building. Cheetara steps over the bodies and joins him.

## CLIMBING THE STAIRS

They quietly climb rise through the levels of the hall, stopping only to creep past the Royal Suite.

## INSIDE THE SUITE,

Slithe paces anxiously.

JACKAL MAN

The soldiers are nervous. They say one of those cats is a vicious killer.

SLITHE

Then we must be viscous too.

CUT TO:

INT. GRAND HALL - COUNCIL ROOM - NIGHT

The room is dark; we hear footsteps near the door. Kaeli stands behind door, ready to use her last reserves of strength to attack the intruders any way she can. Her hands are bound behind her back.

AS THE DOOR OPENS

Kaeli leaps out --

And catches her breath as she recognizes TYGRA and CHEETARA.

KAELI

Where's Lion-O?

CHEETARA

That's what we're trying to find out.

He quietly secures the door behind them. As Cheetara loosens Kaeli's bonds, she murmurs:

CHEETARA

(to Tygra)

I have a feeling that Grune wasn't the only one that Lion-O came here for.

Kaeli blushes.

TYGRA

Let's try to get her out of the city without attracting any attention...

An EXPLOSION rocks the room.

The three rush to the balcony, where PANTHRO and THE WILEYS are under attack. One of the Toad Creatures has an oversized smoking shoulder cannon.

IN THE COURTYARD,

The besieged Panthro holds off a phalanx of Toad Creatures.

To the Wileys:



PANTHRO  
Get out of here!

The younger cats hesitate for half a second, then begin scaling the walls towards the balcony.

ON THE BALCONY,

Tygra and Cheetara help them up.

BACK IN THE COUNCIL ROOM,

The door bursts open -- by JACKAL MAN and MONKIAN, followed by SLITHE. They're armed with blasters, and they're furious.

KAELI  
Follow me!

She starts up the side of the Grand Hall. Tygra motions for the Wileys to follow her; he and Cheetara stay behind to face Jackal Man and Monkian.

JACKAL MAN  
Say the word, Slithe.  
(a beat)  
Slithe?

But Slithe is gone. While Jackal Man and Monkian share a worried look, Tygra's BOLO WHIP blurs and knocks the blasters to the floor.

TYGRA  
(to Cheetara)  
Find that Toad.

MONKIAN SCREECHES

And leaps at Tygra, who ducks the attack. Cheetara uses the confusion to streak past Jackal Man, scooping up the blasters as she goes.

By the time Jackal Man steps into the hall to follow Cheetara, she's long gone. Turning back to the Council Room, he sees Tygra and Monkian wrestling on the floor. Jackal Man grabs a chair, breaking off a leg to form a CUDGEL.

CUT TO:

EXT. COURTYARD - SECONDS LATER

Here, Toad Warriors surround PANTHRO, whose battle-sticks do an able job of keeping them at bay.

He spins and kicks with finesse, and the bruised attackers quickly learn to keep out of his way.

It's a stand-off.

Side-Eye steps forward, putting up his fists: a challenge to settle this without weapons.

Panthro considers for half a second.

Then he slides his battle-sticks back into their case.

Side-Eye SWINGS wildly, a powerhouse punch that hits Panthro in the face. Panthro staggers, giving the spectators a reason cheer.

The muscle-bound Thundercat rubs his jaw, considering his options. He steps forward --

And Side-Eye comes at him again. Panthro feints, jabs Side-Eye twice, then KICKS him squarely in the jaw. The Toad Warrior flies backward, groans, and tries to pick himself back up before collapsing in a heap.

As Panthro enjoys this sight, the other Toad Warriors begin to shift and back away: the soldier with the SHOULDER CANNON is taking aim at him from behind the courtyard guardhouse.

Panthro tenses, sensing the danger --

A BLINDING FLASH.

The soldier shouts in pain, the cannon firing harmlessly into the dark sky before dropping to the ground.

Looking up, Panthro sees Wiley Kit waving from a mid-level balustrade.

Panthro ROLLS to safety --

And Kit throws another handful of POWER STONES down at the soldiers, scattering blinding explosions of color and smoke. The toad creatures fall to the ground and whimper.

CUT TO:

INT. GRAND HALL - THAT INSTANT

One, two, three weary guards are roused from their sleep -- only to be knocked back unconscious by Cheetara's staff as she RACES through the halls, searching for Slithe.

Finding no sign of the Warlord, she returns to the Council Room. It appears to be deserted, but the HIDDEN DOOR to the Keep -- the secret passage adjacent to the room -- is open.

Cheetara approaches the Keep. Inside, a dark form is sprawled on the floor: Tygra is knocked out.

AS SHE RUSHES TO HIS SIDE,

Jackal Man leaps out from behind the stone door, SLAMMING it shut with the two Thundercats trapped inside.

JACKAL MAN

Ha!

He grins, savoring this small victory.

CUT TO:

EXT. AQUEDUCT - MOMENTS LATER

This particular arm of the aqueduct leads from the Grand Hall to the anchor tower, which hangs over the mighty waterfall. Wiley Kat creeps along the arches, followed by Kaeli.

Far below, amid swirling smoke, Panthro battles the Toad Soldiers. Kit perches on the balustrade, throwing her power stones when they're needed.

FROM THE GRAND HALL,

Monkian leaps from a window, landing behind Kit, and grabbing her hand to prevent her from throwing any additional stones. Kit whacks Monkian, who flinches but doesn't let go.

WILEY KAT

Kit needs help! Will you be okay up here?

KAELI

Yes. Be careful.

Wiley Kat secures a grappling hook to the aqueduct, and RAPPELS down to his sister's aid.

Kneeling on the aqueduct, Kaeli watches as Kat lands on Monkian's head. Monkian hops to the safer footing of the courtyard; the Wileys follow him down.

ON THE GROUND,

Jackal Man reappears, arming himself with the discarded SHOULDER CANNON. Surrounded by fighting, he looks up -- and smiles at Kaeli.

He pulls the trigger --

And a small CANNON BALL flies straight at Kaeli. She rolls out of the way a split second before the blast shatters the aqueduct, cutting off her route back to the palace. Chunks of stone fall to the courtyard below.

Kaeli heads to the anchor tower. The sound of the deadly waterfall is deafening. She opens her cloak, looking for her small solo-glider --

But it's gone.

SLITHE steps out the shadows and grabs her, twisting her arms behind her back. His lips touch her ear:

SLITHE

You're not going anywhere.

And with that, he draws from his tunic a shiny DAGGER.

Kaeli struggles, but his brute strength is too much for her.

A SHADOW PASSES OVERHEAD --

The two look up. A dark shape is silhouetted against the full moon.

SLITHE

Mumm-Ra.

He couldn't be more wrong. As the shape nears, we see that it's LION-O, riding the WIND GLIDER.

KAELI

Lion-O!

FROM THE GLIDER

Lion-O looks down and sees Kaeli -- and UNHOOKS himself.

As he passes some twenty feet overhead, he JUMPS off the glider, landing easily on the thin AQUEDUCT. It's a hero's arrival. The unpiloted glider continues onward, eventually plunging into the waters of the Three Rivers.

Lion-O turns to Slithe. He's wearing the Battle Claw.

And he's got the Sword of Omens.

Slithe drops the scissors, which plunge into the raging waterfall. But his arm remains wrapped around Kaeli's throat.

He begins BACKING AWAY, pulling Kaeli with him.

As Lion-O watches:

Slithe pulls from his pocket an OVERSIZED BOX with six buttons on it. Seeing Lion-O's frown, Slithe grins.

SLITHE

It's a detonator.

CUT TO:

INT. THE KEEP - SIMULTANEOUS

Cheetara and Tygra pound the stone door in the dark. The reinforcements buckle, then break, freeing them. They race out onto

THE BALCONY

Below, Panthro and the Wileys battle the remaining Toad Soldiers. Tygra and Cheetara leap down to do their part.

AS THEY LAND

The Toad Soldiers realize they're fighting a losing battle, and begin heading for any exit they can find. The five Thundercats are left circling the battered Monkian and Jackal Man. The two captives raise their hands in surrender.

CUT TO:

EXT. THE RIVER - SIMULTANEOUS

The red light on the CABLE blinks rapidly, and then the bomb EXPLODES, cleaving the cable in two.

EXT. THE COURTYARD - MOMENTS LATER

We hear an echo of the explosion, the whip-sound of the cable snapping,

AND THE ENTIRE CITY SHAKES.

The Cats brace themselves as debris falls from the buildings.

WILEY KIT

Look!

She points up at the aqueduct with alarm, and they see, for the first time, Lion-O and Kaeli -- and Slithe.

EXT. THE AQUEDUCT - SIMULTANEOUS

SLITHE

For the past hundred years, the only thing that has kept the Floating City from going over the falls is six cables. Now there are only five. Don't make me press any more buttons, Thundercat.

Lion-O lowers the sword, returning it to the Battle Claw.

LION-O

Let her go.

He takes a step forward.

Slithe frowns and PRESSES A BUTTON.

CUT TO:

EXT. THE RIVER - FAR BANK - SIMULTANEOUS

From here, we can see how precariously the city hangs over the falls. Another small explosion, another cable SNAPS --

Again, the city SHUDDERS.

CUT TO:

EXT. THE AQUEDUCT - MOMENTS LATER

Lion-O steadies himself. There's a strange and terrible light in his eyes. A thirst for vengeance.

And he takes yet another step towards the Toad Creature.

Slithe angrily shakes the detonator at Lion-O.

SLITHE

How do you really think this is going to end!?

Lion-O betrays not one flicker of emotion when he speaks:

LION-O

I -- MUMM-RA THE EVER-LIVING --  
COMMAND YOU TO LET. HER. GO.

At these words, Kaeli gasps. It's too horrible to be true. And yet, with his tall, defiant stance, this is hardly the Thundercat she knew before.

Slithe falls to ground, prostrating himself. The detonator clatters a few feet away.

The creature who controls Lion-O's body BECKONS:

And Kaeli goes to him. She's too terrified to do anything else. Too terrified even to look at him.

He cups one strong hand beneath her chin --

Raises her head so her eyes meet his --

AND WINKS.

It's Lion-O! He only has half a second to appreciate Kaeli's look of surprise, because Slithe has caught sight of this wink as well, and immediately LUNGES for the detonator.

LION-O

Kaeli, get out of here!

As she leaps to safety, Lion-O DIVES on top of Slithe. The force of his weight causes Slithe to accidentally hit yet another button, triggering a third distant explosion.

The two grapple for the detonator --

From their perch on the tower, Lion-O notices that the buildings in the city all look slightly askew.

Slithe KICKS against Lion-O's stomach, knocking the wind out of him, and, in a surprise move, STEALS THE SWORD from the Battle Claw and rolls away.

SLITHE

Nice trick, Thundercat. Now, here's one I learned from you.

He bounds to the top of the Anchor Tower with the sword, with Lion-O following behind.

AT THE TOP,

Slithe raises the Sword of Omens high in the air.

SLITHE

Thunder! Thunder! THUNDER --

His words are drowned out by a sudden storm.

Clouds GATHER and sparks FLY as the ancient powers of Thundera are invoked by this unworthy creature.

LIGHTNING STRIKES FROM THE CLOUDS --

And engulfs the Slithe, who screeches with terrible pain. Rivers of WHITE FIRE run into the tower, and course through the entire city, threatening to smash it into a million pieces.

All the Cats look on in horror.

LION-O  
Drop the sword!

But Slithe cannot.

He's trapped by forces he had no right to awaken -- and no ability to control.

The tower GLOWS white --

Lion-O can scarcely believe his eyes. The lightning spreads like poison. Glass windows throughout the city shatter. Wood surfaces catch fire. Metal fixtures glow a dull red.

Slithe cries out -- though surrounded by the blinding light, we can see that his entire arm is blistering.

Lion-O stands --

Climbs the tower --

And takes the FLAMING SWORD from Slithe's hand. Though the lightning continues to course from the sky, it now streams INTO LION-O, who is unharmed by its power.

In a flash, the raw energy suffusing the city retracts back to its source, the Eye of Thundera.

LION-O  
THUNDERCATS!

As Lion-O lets loose a mighty ROAR of triumph, Slithe cowers, terrified by the sword, then narrows his eyes with one last burst of insane strength, STANDS, --

CHARGING LION-O.

Lion-O, still absorbing the influx of power, lowers the sword, not even conscious of Slithe

AS SLITHE RUNS HIMSELF INTO THE BLADE.

A scream of pain as



THE SWORD OF OMENS PIERCES SLITHE'S HEART.

And Lion-O opens his eyes in disbelief, pulling the sword out of Slithe's body. The creature staggers backwards, mortally wounded. The two foes' meet gazes one last time.

Then Slithe, at the edge of the wall, TUMBLES BACKWARDS OVER THE WATERFALL, plunging thousands of feet before his body vanishes into the raging white waters.

A long, quiet moment while the Thundercats realize what just happened.

Then the lightning subsides, and the storm clouds part, revealing the starry sky.

Lion-O lowers his arm.

ON THE AQUEDUCT

The other Thundercats -- Tygra, Cheetara, Panthro, and the Wileys -- watch him with a newfound admiration.

LION-O

Look!

Above their heads, DOZENS OF GLOWING OBJECTS -- like shooting stars, but bigger -- streak overhead.

Lion-O steps down from the tower, to where Kaeli awaits him.

KAELI

What are they?

LION-O

The Ark ships on their way to the Twin Earth. They made it.

He watches the brilliant-hued ships fade into the distance.

The site is truly beautiful.

When he turns back, he finds himself the object of Kaeli's intense gaze.

And then her lips meet his.

FADE TO BLACK.

EXT. THIRD EARTH - DAY

We're soaring far above the planet, passing through the cloud cover, looking down over the Floating City as teams of workers repair the two broken cables. Significant progress has been made -- at least two weeks have passed since the last battle.

Closing in, we see that one of the crews of workers is actually a CHAIN GANG -- and Slithe, Jackal Man, and Monkian are being put to work repairing the havoc they wreaked.

Continuing onward, we pass over the lush jungle foliage, circling the proud Six Hearts, only getting near enough to the Dark Pyramid to see that it remains in ruins.

Split Mountain looms in the distance.

We approach the mountain, racing along its surface, where TYGRA looks up at us with a shock of pleased recognition, then past him, into the Thundercats' cave, guarded by WILEY KIT and WILEY KAT, and finally past CHEETARA and PANTHRO --

INTO THE MOUNTAIN

Ever onward through the twisting passages, down crevasses, and around stalactites until we reach

THE HEART OF THE MOUNTAIN.

It's a large cavern which has an unexpected softness to it, partially from the lush mosses that cover the stone, and partially from the two lovebirds -- LION-O and KAELI -- who sleep entwined on a pile of furs.

A long, peaceful moment. Then:

WILEY KIT (O.S.)

Lion-O!

Her voice echoes from a nearby passage. Lion-O cracks open one eye.

WILEY KIT

Lion-O!

She arrives out of breath. Lion-O can barely disguise his irritation.

LION-O

What?

WILEY KIT

The transfer ship has arrived from  
New Thundera! Come on!

Lion-O sits up suddenly. As Wiley Kit leaves the room, he turns to Kaeli, who pushes her hair back and smiles sadly.

All good things must come to an end.

EXT. SPLIT MOUNTAIN CAVE - MINUTES LATER

A handsome ship, about the same size as the envoy ship, hovers some twenty feet above the ground. All the Thundercats save Lion-O stand outside the mouth of the cave, watching with obvious excitement.

Lion-O and Kaeli arrive, blinking at the sunlight. He whispers to her:

LION-O

I don't want to be a king.

KAELI

You must go where you are needed.

But she doesn't let go of his hand.

A door opens on the ship, and a RAMP slowly extends to the ground. Out steps a familiar figure --

CLAUDUS.

Much older than we the Thundercats left their home planet, but still a vital figure. Claudus is a surprise to all the Thundercats, but no more so than Lion-O, who steps forward towards his father's open arms.

LION-O

Father! We thought you stayed on  
Thundera.

CLAUDUS

I planned to. Then I felt the first  
time you used the sword... and  
realized that I could not miss you  
becoming a man.

The two men embrace. Then:

LION-O

I have so much to tell you!

Claudus claps his son on the back and the two head down to join up with the others.

WE BEGIN A SLOW PULL BACK

Claudus and Lion-O reach the ground. Kaeli steps forward, and Lion-O presents her to his father. Then, as the Thunderan king greets each of the Cats in turn, the ramp retracts, the portal closes, and the ship flies away, leaving the Cats alone on their new home --

Third Earth.

END