STARCHASER The Legend of Orin

by

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FADE IN:

INTERIOR: MINE - BLACKNESS

Very slowly, almost imperceptibly, sounds grow louder until we can hear the electronic spitting and pneumatic pounding of futuristic equipment. Some of the sounds are familiar, conveying the image of a massive mining operation: metallic clinks, dozens of picks striking rock, etc. There is a sound of human suffering as well, perhaps a symphony of barely perceptible grunts and strained breathing,

An irregularly pulsating reddish glow begins to shimmer over the blackness. CAMERA PULLS BACK slowly to reveal the coal black rock of the mine walls, peppered with sparkling red crystals. A glowing energy-pick smashes into the rock, breaking several of the red crystals free. The sounds of mining and suffering increase to an almost painful cacophony as we widen to take in the incredible vastness of the slave mines of Trinia. Soot faced, sweat beaded men and women, young and old alike, pound picks into the rock walls, blast away rock with laser-drills, shovel glowing red crystals into endless chains of ore cars.

The mine is endless, its shafts and drifts diminishing into the distance to the vanishing point. This is a civilization under the ground. Millions of people doing nothing more than exhuming red crystals from the black rock. A crystal that gives off a hellish red cast throughout the literal hell of the mines. The men wear dark, tight pants and boots. The stronger ones wear no shirts, their bare chests glistening with sweat. The women are similarly dressed, their breasts covered with crossed leather strips.

A bottomless shaft drops down out of sight, like an elevator shaft in a skyscraper. A vertical conveyor carries crystals up from the depths where untold numbers of slaves work in the honeycomb of mine tunnels as though ants digging in an anthill.

An exhausted slave works slowly, straining to pick at the rock. He lifts the heavy pick, bringing it down a last time, falling to his knees. A MINE-MASTER, with deadly spiked armor that makes it hard to determine whether he is human or android, cracks his searing laser-whip at the man's back. The slave buckles forward in pain.

MINE- MASTER Get up and dig, worm!

Another slave, ORIN, turns in reaction to the mine-master's injustice. He grips his drill tightly. The look on his face says he'd like to ram it into the mine- master's back. He hesitates just long enough to let his anger settle as the exhausted slave creaks to his feet, lifting his energy-pick, limply striking the black rock as the mine-master strides away.

Orin grinds a laser-drill into the crystal laden rock. He is a thin yet muscular nineteen year old whose incessant years of mining have made him a man before his time. His pale skin, golden hair and blue eyes contrast the dimness of the mine.

The mining continues with the smashing of rock, the shoveling of crystals into ore cars, the wiping of sweat, the cracking of laser-whips. Alongside Orin, an old man, HOPPS, picks away at

the black rock with feeble strokes. He looks to be in his seventies, with white, thinning hair and ribs with too little meat. His young, seventeen year old granddaughter, ELAN, is beside him, her strong arms swinging a pick with skill that contrasts her subtle beauty. She reacts as her grandfather stops to wipe the burning sweat from his eyes and pant a few short breathes of rest.

ELAN

(sotto) You've got to slow down, grandfather. You're too old to keep up this pace.

HOPPS

(panting)
I've been digging for seventy years,
Elan. Slowing down will only prolong my
suffering.

He raises his pick, his bones straining as he hammers harder at the coal black wall. Orin moves quietly behind the old man. As Elan watches he puts a finger before his lips, smiles at her, then dumps his bucket of crystals into the old man's ore bucket, filling it.

> ELAN (whispering) Orin, don't. You won't survive doing the work of two.

ORIN For the prettiest girl in the world I'd do the work of ten.

Elan smiles warmly at Orin, touching his cheek. There is a sudden crack of a laser-whip.

MINE-MASTER No talking The gods forbid it.

As Orin and Elan continue their digging we cut to:

INTERIOR: MINE - ADJACENT TUNNEL

As more miners attack the crystal studded walls a small boy gropes along, bucket of water in one hand, the other held out before him, feeling blindly at the air. He is KALLIE, Orin's younger brother of nine. Kallie is considerably smaller than Orin, the most noticeable feature about him being his eyes. They stare forward into nothingness, for although he appears to know his way about, Kallie is blind, the scar of a mine-master's whip angled across his temples and nose.

KALLIE

Water! Water!

Kallie stops as he senses the hands of a slave on the bucket, splashing a cupful of water over his parched lips, quickly getting back to work as the angry eyes of a mine-master watch. Kallie moves along.

KALLIE (CONT'D)

INTERIOR: MINE - MAIN MINING AREA

As Orin and the others continue to work under the crack of the mine-masters' whips there is a sudden shudder. Kallie loses his balance, falling over. The miners stop, their eyes widening, breaths held as they glance up at the rock ceiling above. The tremor subsides, then, just as unexpectedly, a small drift, cut into the rock wall, collapses on a teenage boy as he puts his laser-drill into the rock. Only his legs are visible, the rest of his body covered by a thousand pound blanket of ore. As the others react, an OLDER WOMAN drops to her knees beside the legs, crying out.

OLDER WOMAN

Petra!

As she digs her hands into the black rubble a mine-master whips his glowing coils over her back.

MINE- MASTER Leave him be! He's no use to anyone now!

The young boy's legs kick with a last panicked effort, then stop. The old woman falls into a sobbing lump. The mine-master cracks his whip again. Kallie stumbles along with his water bucket, a frightened look on his face.

KALLIE

Orin! Orin!

As the mine-master lashes his laser-whip at the gawking slaves, Kallie stumbles in front of him. The mine-master angrily kicks Kallie, whipping his red-hot coils at the boy, striking Kallie's arm, knocking the water bucket from his hands. As Kallie ducks, Orin's steeled composure cracks. He pulls his laser- drill from the wall, swinging it around. As the mine-master pulls back his whip to strike the defenseless boy, again, Orin steps in front of him, catching the whip which coils around his drill. He yanks hard, pulling the mine-master face- first onto the ground. A second mine-master lashes out with his laser-whip which coils around Orin's neck, searing his flesh. Orin drops his drill, grabbing at his neck, his fingers burning as they touch the glowing coils. The second mine-master presses a button on the handle of the whip and the glowing coils disappear. Orin falls to his knees, red circles ringing his neck.

SECOND MINE-MASTER Next time your head comes of f.

Orin grabs Kallie, moves back to his niche in the mine wall, rubbing his neck. He jabs his drill into the ore with intense anger. As several red crystals splatter from the wall Kallie glances nervously into the darkness.

Elan, Hopps and the others resume their monotonous picking and drilling. Ore cars slowly snake past the throngs of slaves, overflowing with crystals. Another rumble echoes through the mine, this one deeper and more ominous.

INTERIOR: MINE - FURNACE OF LIFE

Hundreds of slaves, stretching into the distance, stop their work, reacting as a gigantic stone face, carved out of the black mine wall, begins to move. Its

crystal eyes glow red. Its scowling mouth opens, radiating a fiery glow like the gates of hell. The tonguelike ore car tracks lead directly into its gaping mouth.

The last twenty feet of track forms a trestle, extending over a deep chasm that protects the stone face like a moat with a swirling lava flow at the bottom. As the scene continues to rumble, the slaves turn toward the demonic, stone face, dropping to their knees like Muslims bowing to Mecca.

Kallie reacts in fear, dropping to his knees and burying his head. Orin stands fast, looking off at the other slaves, a look of rebellion in his eyes. The mine master grabs Orin's shoulder, pushing him hard to his knees.

MINE-MASTER

On your knees!

The flaming mouth of the Furnace of Life opens wide, and out of its glowing interior emerges a fierce looking six and a half foot tall man in skin tight, red suit that covers his entire body, including head, hands and feet. He has black slits for eyes and mouth and bares a striking resemblance to the face on the furnace of life...and to the devil himself. He stops, standing on a ledge before the flaming mouth. Thousands of slaves extend into the distance as far as the eye can see, their faces pressed to the mine floor. Some of them glance up, reacting.

SLAVES (scattered whispers) Zygon! Zygon!

ZYGON

(calm but intense) The Gods of the Mineworld are angry. They have kept you alive since the beginning of time and ask very little in return. But again the Furnace of Life cries out in hunger. You must feed it more crystals or its life-giving energy will burn out forever. So dig harder...or die!

Zygon turns, walking back into the flaming mouth. The chain of ore cars starts to move down the track, snaking into the flaming face of the furnace which appears to devour the shimmering red crystals. As the ore train disappears there is a beat of silence, then dozens of small bundles explode out of the mouth, scattering throughout the mine like shrapnel. Flames flicker out as the mouth slams with a thud. The eyes close and the Furnace of Life sleeps once again. The slaves rise slowly to the crack of the mine-masters' whips.

> MINE- MASTER Pick up your gifts and get back to work!

Several of the slaves rush to the small bundles, picking them up. A scuffle starts between two slaves who fight viciously over one of the bundles. One leaves with it, the other with a bleeding gash.

Orin grabs a bundle, reacting to two slaves who fight feverishly over a piece of tattered cloth. As one of the men pulls the cloth from the other, Orin swats the winner in the face with his bundle, pulls the cloth from him. He moves back to his place at the mine wall, hands the bundle to Kallie.

> ORIN We'll eat well tonight, Kallie.

Kallie opens the bundle, feeling its contents of bread and meat. Orin takes the scrap of cloth, wraps it around Kallie's wounded arm. Kallie looks up at Orin, his maimed eyes appear to stare through him. As Orin ties off the makeshift bandage Kallie smiles. Orin looks up to see Kallie's peaceful face, his hardened features breaking as he smiles lovingly at his little brother. But his grin fades into the grimness of the Mineworld as he picks up his laser-drill, thrusts it into the wall, resuming the work he has done since he was strong enough to pick up a drill.

As Kallie nibbles at a piece of bread Orin grinds hypnotically into the rock wall, chipping away at the crystal studded ore. He reacts as his drill makes contact with something, shorting out with a burst of sparks. Kallie reacts to the sound, cocking his head as he looks toward Orin.

KALLIE

What is it, Orin?

ORIN

Shhh!

Orin looks about, then lowers his drill. He pries away at the black rock with his fingers, exposing a golden spot. There is something there that shouldn't be and he knows it. Hopps and Elan react to Orin's discovery, looking off to see that the minemaster is not near. Orin's fingers carefully pick away at the rock, exposing the rest of the object. It is a gold, jewel encrusted hilt. Orin wraps his fingers around the grip and pulls. It slowly slides out of the mine wall, coming free with a jerk, sending Orin to the ground. He and the others cover with false motions as a mine-master strides past. As he disappears around the bend, Orin holds the sword before him, marveling at the sight of something new and mysterious. Hopps reacts with a gasp of recognition.

> HOPPS (a whisper)

ORIN What's wrong, Hopps?

Hopps stares at the sword.

My qod!

HOPPS I thought it was only a myth, but... Kallie moves to Orin's side, feels down his arm until his hands touch the object in Orin's hands.

KALLIE (running on nervously) What did you find, Orin? You remember what the mine-masters say. We're supposed to give them anything we...

Hopps puts his hand over Kallie's mouth, looks off to see if anyone has heard, then releases him.

HOPPS (whisper) Not a word. They must not get this.

ORIN (looks at sword, confused) But what is it? How do you know about...

Hopps and the others react as a mine-master strides past, alerted to them.

MINE-MASTER Why aren't you working?

HOPPS (to Orin, urgent) Hide it!

Orin acts quickly, pushing the sword beneath some ore. Just as the mine-master is about to spot Orin's action, Hopps raises his pick, swinging it at him with wild rage. Elan and Orin react in amazement.

HOPPS (CONT'D) (shouting; crazed)

No!!

ELAN

Grandfather!

The mine-master ducks Hopp's blow, lashing out with his laserwhip. It coils around his head. The old man drops his pick, grabbing at his eyes.

HOPPS

(screaming)

My eyes!

He falls to his knees. The mine-master whips him again, and again, until Hopps falls forward, covered with red welts. Elan raises her pick as if to strike the mine-master, but Orin holds her back.

MINE- MASTER Madman! The crystal dust must have rotted his mind. Orin and Elan move to Hopps, kneel before him.

ELAN (crying) Grandfather, why? Why?

Hopps musters a final breath to whisper a parting word to Orin.

HOPPS

(dying) The sword. The...sword...

Hopps weakly raises his head, looking upwards. He points a shaking finger toward the mine ceiling.

HOPPS (CONT'D)

Up...there...

Hopps dies in Elan's arms. She weeps over the old man, then looks up at the mine-master, hostility in her eyes.

ELAN

Murderer!

Orin holds her back as she tries to lunge for the mine-master who threatens with his glowing whip. Elan collapses into Orin's arms, sobbing.

MINE-MASTER (to Orin & Elan) Your shift is over. (to other slaves) You two! Get rid of the body.

As the mine-master watches two slaves pick up Hopps's body, Orin surreptitiously uncovers the sword, hiding it as best he can in the food bundle.

INTERIOR: MINE - FURNACE OF LIFE

The two slaves carry Hopps's body to the edge of the chasm, tossing it over. It falls to the steaming lava river below, disappearing.

INTERIOR: MINE - MAIN MINING AREA

The mine-master gives Orin a shove. Orin (carrying the food bundle) moves off with Elan and Kallie. Another slave moves into Orin's spot, picks up his drill, cutting into the endless blackness.

INTERIOR: MINE - SLEEPING AREA

Orin, Elan and Kallie enter an area of the mine where dozens of bunks are carved out of the black, coallike walls. Several of the bunks are occupied with sleeping slaves. There is a table cut out of the rock in the center of the area. Several slaves bolt down their bread and meat to fill their painful stomachs. Kallie feels his way to his bunk (a lower), crawls into it. Elan moves to another bunk, falling onto it, her sobbing all but drowned out by the drone of the mining. Orin sits beside her, placing a hand on her back as he tries to comfort her. ELAN (crying)

He's gone. I have no one now.

ORIN

You have me.

Elan sits up, wiping the tears from her eyes. Orin embraces her. They kiss for a beat, then Elan cries on his shoulder.

ELAN

He died for no reason, Orin. Orin gently pulls Elan away.

ORIN No, Elan. Hopps sacrificed his life for <u>us</u>.

ELAN

But why?

ORIN

I don't know. (thinks) He said something about a...sword.

KALLIE What's a sword, Orin?

ORIN I don't know, Kallie...

Orin looks about cautiously, unwraps the food bundle, removing the sword.

ORIN (CONT'D) ...but whatever Hopps was trying to tell us had something to do with this.

The other slaves react in awe.

SLAVE #1 What in the Gods of Mineworld is that?

The slaves begin to gather around the bunk, looking curiously at the strange sword. Slave #1 leans close to the sword, touches it.

ORIN It was imbedded in the rock.

SLAVE #1 That's impossible. A man made this.

SLAVE #2

A man...or a god.

The others move closer, examining the golden hilted sword, touching it. Suddenly the blade begins to shimmer, sending the others back with gasps. Orin watches as the glowing, phantom blade changes shape into a human face. It is the face of an old man. A wise looking, kind old man with white hair and beard.

SLAVE #1

My god...it's alive!

FACE ON HILT

(filtered echo) If, in the distant future, someone hears these words, perhaps it is not too late. By now you will have been slaving in the mines for more than a thousand years. Take heed! These dark corridors are not your true home. There is a world above. A magnificent universe to which you can return if you have the courage. He who possesses this sword possesses the power of truth. Find the blade and you will find your freedom.

The voice fades to silence. The image disappears. Suddenly the blade vanishes with a dramatic flash leaving only the golden hilt in Orin's hand. Orin and the others look at one another in disbelief, fear and wonder.

SLAVES

(awed whispers) World above? - Freedom?

KALLIE Is it true, Orin? Is it true?

RAYMO, a middle-aged, scar-faced slave, whose bitterness exudes from his hunchbacked body, scoffs at the others.

RAYMO Lies! All lies!

The others turn, reacting to Raymo.

RAYMO (CONT'D)

Zygon has warned us of false idols and foreign objects. Perhaps you have forgotten his commandments: "Any word, not spoken by the gods, is a lie. Any thing, not given from the Furnace of Life, is a thing of the demon."

ORIN

But why would anyone lie about an upper world, Raymo?

RAYMO

Baht By believing the words of that demon you spit on the most sacred commandment, "Never dig up. Up is hell."

The others react to the force of Raymo's words. The force of a thousand years of digging.

RAYMO (CONT'D) (coldly certain) There is no world above...only an infinite hell of hard, black rock.

ELAN

(bitter) The only thing we know for certain is that we'll be digging at that infinite hard, black rock until we die.

ORIN

She's right. What if the commandments are wrong? What if there is a world beyond our own? By not trying to find it we could spend the rest of eternity digging and dying when there may be...something else.

RAYMO

What? What else could there be? The Mineworld is all that's real.

ORIN

(holds up hilt) This is real.

is is real.

SLAVE #1

But the mining hasn't stopped since the beginning of history, and no one has ever found another world. Why would digging up be any different than digging out or down?

ELAN

I don't know, but on my grandfather's grave I swear, if there is a world above, I will find it.

RAYMO

You'll die!

ELAN At least I'll die my own way, not like the rest of my family. Who's with me?

Elan looks around. The other slaves shoot hesitant glances, saying nothing.

RAYMO

No one's going with you. I'm turning you both in to the mine-masters for speaking out against the gods. Now give me that evil thing.

Raymo grabs the hilt to take it from Orin, but Orin does not let go. They begin to struggle. Orin punches Raymo with the hilt, knocking him out.

KALLIE

(frightened)

Orin!

ORIN I'm alright, Kallie.

SLAVE #1 If Raymo tells the mine-masters you will be killed, Orin. ORIN In that case I might as well die trying to find the upper world. - We'll go together, Elan.

Elan smiles with a new confidence.

KALLIE (excited whisper) I'll go with you, too.

Orin puts a hand on Kallie's shoulder.

ORIN

You'll have to be with us in spirit, Kallie. It's too dangerous for one as young as you.

KALLIE I'm not too young. You don't want me because I can't see.

Kallie grabs Orin, hanging on for life.

KALLIE (CONT'D) (crying) Don't leave me, Orin. I'll die without you.

ORIN You'll do just fine. Aunt Bella will look after you.

KALLIE But what if you...don't come back?

Orin looks at his pitiful little brother.

ORIN I'll come back, Kallie. I promise.

DISSOLVE TO:

INTERIOR: MINE - TOOL DEPOT

Hundreds of energy-picks, laser-drills and other mining apparatus are stacked on shelves cut out of the black rock. A guard stands at the entrance to the depot, the drone of the mining rumbling in the distance. The man reacts as Kallie walks into shot before him, his arms outstretched as he fumbles about. He watches as Kallie bumps into the rocky wall, then turns, walking toward him. The young boy stops, his back to camera. He reaches for his pants. A moment later he begins to urinate. The guard reacts, rushing toward him.

> GUARD Hey! This isn't the toilet area.

He grabs Kallie.

KALLIE Sorry. I can't see. I had to go. GUARD Well, you won't go in the tool depot.

As the guard practically heaves Kallie out of the depot, Orin and Elan sneak through the b.g. Orin wears the golden hilt on his belt. They grab two laser- drills, then move o.s. before the guard is any wiser.

INTERIOR: MINE - MAIN MINING AREA

as a string of ore cars slowly moves down the tracks. Its cars are almost full. Slaves continue to mine the red crystals, dumping loads into the cars as they pass.

INTERIOR: MINE - SLEEPING AREA

Orin kneels before Kallie as Elan and AUNT BELLA, a matronly old woman in dark, hooded robe, stand over him.

KALLIE Swear you'll come back, Orin.

ORIN I swear, Kallie. If there's any way to get you out of this hell I'll find it.

Orin hugs Kallie.

ORIN (CONT'D) (a whisper) I love you, little digger.

Orin gets up, looks silently into Bella's eyes. She nods as if to say Kallie will be well taken care of. Orin and Elan move to the entrance of the bunk area, drills in hand. They look out cautiously, then exit.

INTERIOR: MINE - MAIN MINING AREA

As the mining continues Orin and Elan sneak out of the bunk area, moving to the ore train tracks. The other slaves react to them, aware that something strange is happening. The two young slaves duck behind a car as a mine-master strides into shot, cracks his whip at the others.

SECOND MINE-MASTER

Pick up the pace!

As the mine-master moves off, the CAMERA PUSHES IN on the slowly moving ore cars. Orin and Elan reappear, climbing into two adjacent cars, covering themselves with the sparkling crystals. The ore train slowly snakes through the mines, moving past the watching eyes of mine-masters, past other slaves who toss buckets full of crystals into the cars. As the train of cars moves through the mine a ways, Orin and Elan poke their heads up, check their route.

ORIN

(sotto) There's a mined out tunnel around the next bend. We'll get out there.

INTERIOR: MINE - SLEEPING AREA

Kallie enters the shot, moving past several of the sleeping slaves as he makes his way to his bunk. He climbs up onto it, lays down, a forlorn and saddened look on his sooty face. His hands find the food bundle, pulling it under his head as a pillow. After a moment he reacts in alarm, sits bolt upright. He feels at the bundle, opens it, checks the food.

KALLIE

Oh, no!

He takes the bundle, hops of f his bunk, moving away as fast as he can manage.

INTERIOR: MINE - MAIN MINING AREA

Kallie feels his way out of the bunk area, hurrying through the mine. The swinging picks nearly take of f his head as he moves past the busy slaves.

INTERIOR: MINE - ORE TRAIN

moving slowly through the dim red glow of the mine. Kallie enters shot, feeling his way along the cars, whispering into each of them as he passes.

KALLIE

(whispers) Orin! Elan!

A mine-master stands beside the tracks as the ore cars pass him. His back is to Kallie, who heads right toward him.

KALLIE (CONT'D)

Orin! Orin!

As Kallie moves along to the next car, Orin rises out of the crystals. He spots Kallie, then reacts to the approaching minemaster. Orin grabs Kallie, pulling him up into the car, covering him with crystals. A moment later the mine- master turns, looking about suspiciously as the mine car passes him. Several yards down the tracks Orin and Kallie's heads rise out of the crystals.

> ORIN (sotto) You almost got yourself killed, you little fool.

KALLIE

(sotto) You forgot the food.

The ore car begins to rumble. Elan emerges in the car behind them. They look o.s. and react.

INTERIOR: MINE - MAIN MINING AREA - FURNACE OF LIFE

The slaves bow down once again. CAMERA PUSHES IN on the Furnace of Life as its eyes begin to glow. Its mouth starts to open, flames shooting out. The ore cars move toward it. ORIN

The Furnace of Life wasn't supposed to open for another hour.

ELAN

They must have stepped up the mining, already. We'll be burned alive.

Orin leaps out of the crystals. He moves along with the car, grabbing Kallie and helping him out. As Elan starts to climb out a THIRD MINE-MASTER (about twenty feet away) spots them.

THIRD MINE-MASTER

Stop!

Orin ignores the mine-master who lashes out with his whip, sending a two foot long shaft of light crackling toward them. Orin ducks as it strikes the ore car beneath Elan, exploding, knocking her off balance. She falls off the carload of crystals, catching onto the side. Orin swats Kallie on the behind.

ORIN

Run, Kallie!

Kallie holds his hands out before him, stumbling away. The third mine-master whips again, smoking the ground around him with exploding shafts of light. The ore car moves out onto the trestle, over the deep, lava chasm with Elan hanging on for life. Orin dives at the mine-master before he can whip again, tackling him. They wrestle to the edge of the deep chasm. Several slaves stop their work, watching the fight, afraid to help young Orin. Just before Orin is pushed over the edge he outmaneuvers the mine-master, who falls into the chasm, his screams fading as he disappears into the river of lava below.

ELAN

Orin!

Orin reacts to the sight of Elan hanging over the abyss as her car approaches the flaming mouth of the furnace.

ORIN

(a shout)

Elan!

As Orin leaps onto the moving cars, two more mine-masters move to the edge of the chasm, whipping their shafts of light at him. He climbs over the ore cars to Elan, reaching to her, struggling as her hands slip, threatening to send her to an instant death. Orin finally pulls her up to safety, but there is no way back: mine-masters behind them, lava below and the flaming Furnace of Life just a few yards ahead.

ORIN (CONT'D)

There's no way back!

Orin covers Elan with his body, pressing them both down under the crystals in a last gallant effort.

INTERIOR: MINE - MAIN MINING AREA

Kallie is safe in the arms of Bella. He stares off into the darkness of his own inner fear...

KALLIE (echoing scream)

Orin!

Shhh!

surroundings:

INTERIOR: MINE - FURNACE OF LIFE

The mine cars continue into it. CAMERA PUSHES IN on the car containing Orin and Elan as it disappears into the blazing mouth, consumed by the flames.

INTERIOR: FURNACE OF LIFE - REVERSE ANGLE ON FLAMES

as the ore cars come out the other side. The scene is very dark except for what appears to be heavy, hydraulic apparatus that controls the stone face of the furnace. Pipes ring the cavelike mouth, shooting flaming jets of gas. Orin raises his head out of the crystals along with Elan.

ELAN

Are we dead yet?

ORIN

The cars continue down a dark tunnel, finally emerging in the middle of a sprawling, futuristic packaging and shipping operation. A mixture of odd looking robots run the complex processing machinery. Orin and Elan react to the incredible

INTERIOR: PROCESSING AREA - ROBOT SECURITY GUARDS

scan the area from lookout balconies high on the rock wall.

INTERIOR: PROCESSING AREA - A ROBOT SUPERVISOR

checks the LED readout on a computer as the crystal filled cars pass over scales. He marks something on a clipboard, speaking to another workman.

ROBOT SUPERVISOR (synthesized) Thirty-three thousand gross units to the Darbang system. Clear for shipping.

The robot workman pulls a lever and air brakes hiss, the cars move o.s. to:

INTERIOR: PROCESSING AREA - STEAMING SPRAYERS

cleanse the crystals.

INTERIOR: PROCESSING AREA - GIANT VACUUM TUBES

suck up the shimmering red contents of the cars like grains of sand into a vacuum cleaner. Orin and Elan watch as their car draws nearer the busy activity.

ELAN

Where are we?

ORIN

I don't know. Just stick beside me and don't make a sound.

Orin climbs out of the car with his laser-drill, helps Elan after him. He hands her the food bundle and the two of them move through the shadows at the perimeter of the activity. They are startled when a hidden door opens up in the rocks before them. Two mine-masters exit, one of them tossing a large diamond up and down, in mid conversation:

> FOURTH MINE-MASTER It's at least a hundred karats. Should bring ten thousand on the black market...

Orin stops dead but Elan stumbles. The mine-masters spot them.

FIFTH MINE-MASTER

Slaves!

Orin grabs Elan's hand, races off with her. The two mine-masters take chase. Others are alerted as they dodge through the ore cars and processing machinery.

FOURTH MINE-MASTER (SHOUTING) Escaped slaves! Stop them!

A glowing eyed robot steps into Orin and Elan's path. Orin shoves Elan to one side, fires up his laser-drill. As the robot lunges, Orin takes his head off with a skillful pass. He reacts in surprise to the strange, sparking corpse. Elan flinches as the robot's head rolls to her feet. As the two mine-masters move in on Orin he fends them off with the drill.

ORIN

Stay back!

The two men keep their distance.

ORIN (CONT'D)

Elan! Here!

Elan moves to Orin. They back away from the men. CAMERA PUSHES IN as Orin and Elan back up toward an ominous figure who stands silently in the shadows. Orin bumps into the man who barely moves. He catches Orin, holding him securely. As Orin struggles the man steps out into the light.

ELAN

Zygon!

The mine-masters grab Orin and Elan. One of them takes the drill from Orin. The two men are clearly afraid of Zygon.

FOURTH MINE-MASTER

(nervous) They came out of nowhere, Zygon. We had nothing to do with their escape. Zygon appears uninterested in the man's words as he looks down at the two soot covered slaves.

ZYGON (to Orin and Elan) So, now you know.

ORIN

I know that there are a lot of unanswered questions.

ZYGON

My congratulations. You now know what only one other slave has known in the last twelve hundred years. And, like him, you will die with the secret.

CAMERA PUSHES IN on Zygon as he begins to take of f his red gloves.

ZYGON (CONT'D) But before you die you might as well know the rest of the lie.

Zygon peels his red mask off revealing the hardened features of a man. A demonic grin cracks across his face.

ZYGON (CONT'D) Behold...the great god of the Mineworld. (bellowing laughter)

Zygon reaches out, grabbing Elan's neck with one hand.

ELAN

(choking) Or...in!

01....

She grabs on to his massive forearm, squirming like a fish on a line. Orin's body whips with rage, held back by the two mine-masters.

ORIN

(screaming rage)

No! Stop!

Zygon gives a sharp and final twist, snapping Elan's neck. Her frail body goes limp. Orin seems to die a little at the same moment, his body ceasing its struggle.

ORIN (CONT'D) (dazed)

No!

Zygon drops Elan's body to the ground where it falls like a limp sack. He moves to Orin, not the slightest trace of emotion on his face as he looks down at the pale boy. Orin senses his own end, backing up into the two men who restrain him. As Zygon reaches for his neck, Orin pulls one of his arms free, grabs the hilt, begins to pound it into Zygon's massive chest. Zygon grabs his wrist, holding it up before him. ZYGON

(recognizing it) The "Sword With No Blade." Where did you get this?

ORIN

I found it in the mine...and I'll kill you with it.

Orin tries to beat Zygon with the hilt, held back by the minemasters. Zygon wrenches the hilt from his hand.

> ZYGON I'm afraid it won't be of any use to you now.

Zygon reaches for Orin once again, grabbing his neck. He begins to squeeze the life out of him. As Orin coughs and chokes we INTERCUT WITH THE GOLDEN HILT in Zygon's other hand as it begins to glow, appearing to react off Orin's inner pain and struggling. Just as Orin is about to die the hilt burns Zygon's hand.

ZYGON (CONT'D)

Aaaah!

He drops the hilt, releasing Orin. Orin uses the moment to break free from the mine-masters, running across the processing area.

FOURTH MINE-MASTER

Stop him!

The guards open fire with their blast rifles sending a storm of laser light past the fleeing slave.

ZYGON

Watch out for the crystals!

As Orin dives away from another barrage, a stray flash of laser strikes one of the ore cars full of crystals, exploding with a devastating blast which rips through the processing area, knocking Zygon and the others to the ground and opening a gaping fissure in the rock wall. As the dust settles, Orin pulls himself out from under the rubble, moves back to the others. He glances at Zygon's lifeless form, then kneels over Elan, pushes some debris off of her, giving a last, loving look at her broken body. Tears fill his glazed eyes.

ORIN

(choked whisper) If there's a world above I'll find it for you, Elan.

He kisses her placid face. Several other guards race toward the blast area. Orin picks up his laser-drill and the food bundle, As he moves away he appears to remember something, looks around, spotting the golden hilt beside Zygon. He picks it up, hooks it to his waist, runs for the fissure in the wall. As the guards crisscross the area with flashes of laser Orin disappears into the fissure. Zygon lifts himself out of the rock and debris. The mine-masters beside him appear dead. A few others come to Zygon's aid, helping him up. He angrily motions them away, holding his arm as if in pain. The robots trot off toward the fissure. They cautiously move into it, spot something inside, open fire. They react as the rock around them begins to rumble. Zygon watches as the rock wall collapses, covering the robots and sealing the fissure.

ZYGON (CONT'D) A fitting grave for a slave of Trinia!

The CAMERA PUSHES IN on the sealed fissure...

DISSOLVING TO:

INTERIOR: FISSURE

It is very dark. CAMERA PANS the robots, their lifeless, broken bodies half covered with rock. There is no sign of Orin. CAMERA PANS UPWARD to an extreme angle, revealing a narrow shaft that runs about fifteen degrees off vertical, rising up through the black rock into the distance.

INTERIOR: NARROW SHAFT

Orin is nestled at the top of the shaft, his back braced against one side, his feet against the other. The low side of the shaft has crudely cut steps in it on which Orin makes his footing. The flickering light from his laser-drill is all that illuminates the scene as it burns into the red hot ceiling above him, sending a shower of sparks into the depths from where he came.

Orin reacts in pain as the glowing cinders bounce off his skin. He stops drilling, looking back down in the hole, the bottom of which is now out of sight. He rests the laser-drill on a jagged piece of rock, resting his tired and bruised body on a lower ledge. After a short beat to catch his breath Orin takes the now smaller food bundle from his shoulder. He opens it, removing the last of its contents: a crust of bread and a sagging bota. As he eats the crust his every noise and breath echoes through the narrow passage. His fingers wring the last drops of water from the bota, then drop it with despair. He looks up at the ceiling of rock above him.

> ORIN Never dig up. Up is hell.

Orin lies back, exhausted. As he nods of f into sleep we...

DISSOLVE TO:

INTERIOR: NARROW SHAFT

Orin sleeps at the top of the steep, rocky shaft, the faintly glowing drill bit illuminating the shot. CAMERA PUSHES IN just above him as a small area of the rock begins to stir. Pieces crumble away then the disturbance stops. Orin continues to sleep as the slimy head of a large, white worm (about one inch in diameter) slides its head out. It has no eyes, only a drooling, suction-cup-like mouth with black, hooklike fangs circling it. As it slithers toward Orin several more of the worms break out from the rock, converging on him. The lead worm inches past his peacefully resting face, moving to his neck. It spreads its mouth hooks, gently attaching to his neck. Orin moves restlessly, but does not wake.

Another worm slithers to his shoulder, attaching itself. Others do likewise, attaching to his arm, back, wrist, etc. As one of the worms approaches the golden hilt on Orin's waist it stops. It checks it out, then, as if sensing a threat, slides "around" the hilt, moving to Orin's waist where it attaches itself. As Orin becomes more restless the worms begin to suck his blood, their white bodies slowly turning red like the rising mercury in a thermometer. Orin's eyes slowly open. They hazily glance at one of the white BLEEDERS on his hand. He gasps, then jerks up, ripping the worm off, reacting in panic to the sight of the other worms. As he frantically tries to pull them free he loses his hold on the steep rocks, sliding down the shaft. His body pounds along the jagged steps, finally catching hold with his hands, dangling precariously over a steeper part of the shaft. Several of the bleeders are still attached as Orin struggles to pull himself up. Orin glances at the laser-drill which is out of reach. More of the worms slither out of the rocky wall, moving toward his hands. As they attach to his fingers, which are about to slip free, several worms slide over the laser- drill. It begins to teeter, then falls off the ledge, rattling down the steep rocks. Orin catches it, his body swinging precariously. With his free hand he cranks up the power on the laser-drill, driving it into the approaching mass of writhing worms. The worms sizzle as they begin to burn, drawing back into the rock, disappearing. Orin pulls himself up to safety, ripping the remaining worms off his body. He catches his breath, then moves back to the top of the shaft, settles in, continues his drilling.

DISSOLVE TO:

INTERIOR: NARROW SHAFT

The shaft has a distinctly different appearance to it as Orin drills out large chunks from above. He is surrounded by striations of sedimentary rock covered by a layer of darker soil. As he ducks the falling clods the tips of twisted roots project down from the shaft ceiling like ghostly fingers. Suddenly a cave-in showers Orin with dirt. In his struggle to hang on he loses his grip on the laser- drill. Its echoing clatters diminish as it disappears down the deep shaft, taking the light with it. As the echo of the falling drill fades away there is only silence. The shaft is now barely visible in the dimness. Exhausted of energy and hope, his body slumps, and a look of barren finality comes over Orin. He takes the hilt from his waist, begins to speak to it, his words echoing into the darkness:

ORIN

(bitter) What have you got to tell me this time, old man? Is this your magnificent universe?

As Orin raises the hilt, about to throw it into the deep shaft, a drop of water falls onto his hand. He turns his hand over just as another drop splashes onto the hilt. He looks up to see where the water is coming from as another drop falls from the roots above, hitting him in the face. Orin blinks, rubbing his eyes in disbelief. Just above him, a small opening is evident. His face registers a mixture of fear and wonder as he looks up through the hole at a small patch of blue-black sky and a single, twinkling star. He reaches up toward the hole, as if trying to grasp the star.

EXTERIOR: HOLE IN GROUND - NIGHT

All that can be seen is a sparse patch of grass around a hole of moist dirt. A hand, clutching the hilt, gropes up out of the hole, grabbing onto the edge of the grassy soil. A second hand slaps onto the edge, straining to get a firm grip. A moment later Orin pulls himself up, climbing out into the night. He looks about in wide-eyed awe. CAMERA PULLS BACK to reveal what can only be described as a combination alien-prehistoric swamp. Tall trees rise up into the star filled sky. Brightly colored flowers contrast the muted shades of the grass, roots, bubbling swamp water, etc. Intricate, crystalline formations jut up from the soggy ground. A large ringed planet hangs in the sky over the distant, volcanic horizon. As eerie chirps and sputters echo in the darkness the grief of a thousand years of lies wells up in Orin's eyes.

> ORIN (begins to cry) It's not a lie. It's not a lie.

Orin wipes away the tears, hooks the hilt on his waistband. He looks up into the starry sky, once again reaching out to grasp the twinkling stars. He takes a few steps with an unsure footing, for although he has reached his goal he is lost in a totally foreign environment.

EXTERIOR: SWAMP - ON BEAUTIFUL FLOWER

Its alien petals shimmer with luminescence. Orin's hand reaches into shot, pulling it up. WIDEN as he holds it before his face, marveling with a feeling of beauty he has never experienced. His nose twitches. He holds it to his f ace, inhaling, its perfumed aroma clearing the smell of mine dust from his head.

EXTERIOR: SWAMP - A POOL OF WATER

swirls at the edge of the swamp. Orin's wavering reflection moves into view, his face registering wonder as he sees himself for the first time in his life. Orin bends down into shot, touching the other Orin, obliterating him in a sea of ripples.

EXTERIOR: SWAMP - TOWERING TREES

Orin moves through the exotic vines and tree roots, unaware as alien animal eyes follow his every movement from the shadows. He stops beside a giant plant with long vines. As he examines it curiously one of the vines begins to move behind his back. As it is about to grab him, Orin moves away.

He approaches an exotic, alien tree whose trunk is a twisted mass of bulbous bark, stops, leans against it for support. As he glances at a hole in the bark a small, furry squirrellike creature pops out, its eyes meeting Orin's. The squirrel ducks back into its hole as Orin jerks away, stumbling into the shallow slime. He pulls his face out of the mud, staring at a hideous looking pair of legs. A second pair step up to him, then a third. Orin looks up, reacting to:

EXTERIOR: SWAMP - ORIN'S POV - MANDROIDS

They stare down at Orin, their faces and bodies a jumble of flesh and bionics. Veins intertwine with wires, metallic joints mesh with skin, blood pumps through visible plastic tubing. Their eyes are ringed by metal, never blinking. They are male and female, tall and short, all of them ugly as sin, and all are different, poorly kept, with missing teeth, bruises, tattered clothes. AHK, the tallest of the bunch, has long hair that falls over his stainless steel rib cage.

> AHK (bloodthirsty grin)

A human.

EXTERIOR: SWAMP - MANDROIDS

The hideous beings pull Orin to his feet. His golden hilt is covered with mud. EEMA, a short, ugly female, tugs as Orin's hair.

EEMA

I want his hair.

ORIN

Ow! Let go.

A one armed, hunchbacked mandroid, BORO, pulls on Orin's arm, holding it beside his stubbed shoulder as if to see how it would look.

BORO

I get his right arm.

Ahk pulls Orin away from the others, scowling at them.

AHK Get your claws of f him, you greedy swamp scum. Maybe the fleshy boy doesn't want to give up his body parts. (to Orin) Do you?

ORIN

(frightened)

No.

AHK (an evil smile) Well, that's just too bad, because we're going to take them anyway.

As Ahk laughs in Orin's face the others chitter with expectation. They take hold of Orin once again, dragging the struggling boy into the darkness of the swamp.

DISSOLVE TO:

EXTERIOR: SWAMP - GIANT TREE - NIGHT

The tree is perhaps a thousand feet high, its base a mass of twisted roots that are themselves bigger than pine tree trunks. The tree is so large that smaller trees and shrubs grow on its

INTERIOR: GIANT TREE - MANDROIDS DEN - NIGHT

Orin's arms are bound spread-eagle to an overhanging root. As he strains against his bonds CAMERA WIDENS to reveal the mandroids. Their dwelling is decorated with hammocks of leaves and vines, a crackling fire, a dressed, alien deer hanging from the ceiling, plus an unlikely combination of futuristic junk. Ahk sharpens a pair of metal clippers before Orin.

> ORIN Please. I'm sorry I escaped. I'll go back.

PUNG, a sickly looking, broken bodied mandroid, limps to Orin. He bitterly punches him with his steel knuckles.

PUNG Shut up, human. Your brain must have worms eating it. You make no sense.

Boro pushes Pung away.

BORO Careful! You're bruising his arm.

Pung spits at Boro who threatens with his remaining arm.

PUNG (to Boro, vicious) May your circuits rot in hell.

Orin reacts to his words.

ORIN This is hell, isn't it?

Ahk moves to Orin, brandishing the clippers before his face.

AHK

Hell? (a thoughtful laugh) Yes, this is hell.

ORIN I never should have left the Mineworld.

Boro's eyes flash with interest.

BORO Mineworld? You come from the mines?

ORIN

Yes.

BORO

(bitter) Many years ago you humans created us to do your mining. Then you said we were not good enough, that we broke down too often... Boro's head twitches as a web of sparks crackle around his chin.

BORO (CONT'D) (continuing) ...but it was just an excuse because you knew we were better than you. So you tossed us away like so much genetic waste. But we learned how to mine. (slaps Orin's arm) This is mine.

Eema moves to Orin, pulls on his hair again.

EEMA (protective) And this is mine.

Pung pushes her away, grabs Orin's head.

PUNG

No! It's mine.

EEMA

No, mine!

Pung and Eema tug at Orin, kicking at each other fiercely. Ahk moves up behind Pung, plunging his clippers into his neck. Pung shorts out, drops to the floor like a marionette whose strings have broken. Eema backs off.

AHK

You'll get what I give you.

Pung slowly comes back to life, begins to rise. Ahk moves to Orin, holding the clippers before his face, opening them.

AHK (CONT'D) Now, who wants his teeth?

Orin struggles as Ahk grabs his jaw, trying to force his mouth open. The golden hilt rattles. Boro spots it, takes it off Orin's waist. He wipes off the mud, smiling like a child with a new toy.

BORO

Ooooo! Gold! Jewels!

Ahk and the others suddenly forget about Orin, move towards Boro who backs up, protective of his new possession.

AHK

Let me see that!

BORO

No! I found it!

Ahk holds the clippers out at Boro.

AHK Let me have it or I'll cut your hump off. Boro reacts to Ahk's threat. He holds the hilt out to him. Ahk smiles, the winner. He moves to get it, impaled on its invisible blade. He stops dead, eyes wide, mouth open. All that comes out is a throaty gasp. He looks down to see his stomach draining blood and sparking. The others react in awe as Ahk falls off the blade onto the ground.

BORO (CONT'D)

Ahk?

(to others) What happened to him?

Pung checks Ahk's body, making sure he's dead, then he rises, looking evilly at the others.

PUNG (more sinister) He's dead. Now I'm the leader here. (gesturing to hilt) I'll take that.

BORO

No!

Boro jerks it away from him, inadvertently cutting Eema in half. Boro and Pung ' look at her, then at each other. They still don't realize what's happening. Orin watches with equal amazement, his expression indicating he's beginning to understand. Boro releases the hilt as if it were diseased. It drops by Pung's feet. Pung looks down at it, smiles greedily. He reaches for the hilt, grabbing it backwards.

PUNG

It's mine, now.

He pulls the hilt toward him, piercing his abdomen with the invisible blade. He chokes, staggers, then drops backwards, dead. The golden hilt appears to float magically above him. Boro is frozen with fear. He looks at Pung, then Ahk, then Eema. His head suddenly whips around as he stares at Orin.

> BORO You! You're doing this. This is human magic.

ORIN No! I didn't do... (thinks a beat; then slow and hesitant) Yes, you're right. It is human magic. I can kill you the same as I killed the other three.

Boro backs up uneasily.

ORIN (CONT'D)

Stop! (Boro stops) Bring me the magic object! (he hesitates) Have it your way. How do you want to die?

BORO I bring! I bring!

Boro nervously grabs the hilt, pulls it out of Pung, moves to Orin.

ORIN Good. Now wave it just beyond my right hand.

Boro looks at the hilt, then at Orin. Orin nods yes. Boro hesitantly holds out the hilt, moving it toward Orin's right hand. The leather bond that holds him magically separates. Boro reacts in awe.

BORO

Ooohh!!

Orin frees his other hand. He faces the lone Mandroid who backs away in terror. Orin extends his hand to him. As Boro slowly holds it out, Orin gently grabs for the invisible blade. Boro lets go of the hilt, reacting as it floats before Orin, who takes it in his other hand. Orin holds the sword toward him, cautiously backing out of the den area. Suddenly two more Mandroids enter, the larger one, FREG, carries the scaly leg of some unknown creature. Orin reacts in panic, running past them, knocking over Freg as he exits the den. Freg gets up, looks at Boro for an explanation.

> BORO (CONT'D) (scared) He killed everyone. He's dangerous.

FREG Dangerous? Ha! I'll wear his feet.

Freg and the other Mandroid rush out of the den. Boro stares out after them for a beat, then looks back at his dead kin. The fear on his face is replaced by a twisted smile as he picks up the clippers, moves toward Ahk's right arm.

EXTERIOR: SWAMP - NIGHT

Orin races through the jungly swamp terrain, the two Mandroids in close pursuit. He trips on the thick roots that protrude from the swamp water, picking himself up just as the Mandroids are on top of him, running off. Orin increases his lead to a few dozen yards, sloshing past a huge tree trunk. A hand reaches out in front of him, grabbing him by the throat. Orin gasps as the figure of a large man steps out, his blast pistol pointed at Orin's face. The man pulls Orin to one side, snapping off two, quick shots of light that explode the Mandroids into fragments, their body parts raining down into the murky water. Orin looks up at the man who holds the blaster in his face. He is DAGG DiBRIMI, a tall, massive man in his mid-thirties. He wears a blue-grey jumpsuit with a quilted down vest to keep off the chill. A utility belt rings his waist with a blast pistol holster hanging at his side and the stub of a cigar hanging from his lip. Orin begins to struggle in Dagg's powerful, one-handed grip, swatting futilely at the huge man who holds him at arm's length. Dagg holds the muzzle of his gun against Orin's forehead. He stops struggling.

DAGG You've got exactly ten seconds to tell me what you're doing in this swamp or you'll be swimming with those two Mandroids.

Orin looks of f at the floating pieces of Mandroid, starts to struggle again, finally squirming free of Dagg's grip. He takes a step back, ungracefully pulling the golden hilt off his waist. Dagg watches in surprise as Orin lunges at him, thrusting the invisible sword into his belly right up to the hilt. Dagg doesn't flinch. He looks down at Orin, who waits for the big man to fall.

> DAGG (CONT'D) What in the hell are you doing?

Orin withdraws the hilt from Dagg's unblemished stomach. He looks at the invisible blade, runs his hand past it. It's not there.

ORIN

There was a blade.

DAGG Well, I'm glad for my sake it's not there now.

Orin looks up at Dagg, then suddenly turns and runs. The big man calmly aims his blaster at Orin. He fires just over the boy's head, cutting off a low hanging branch which falls in front of Orin, tripping him. Dagg sloshes to Orin, standing over him, his blast pistol in hand.

DAGG (CONT'D)

Now, start talking.

Orin stares in terror at Dagg's gun, remains silent. Dagg lifts his damp boot out of the murk, places it on Orin's chest, pushing him down beneath the water. Orin struggles, arms flailing, helpless against Dagg's bulk. After an uncomfortable length of time Dagg takes the weight off his foot. Orin erupts out of the water, gasping for air. Dagg's foot remains on his chest.

> ORIN (coughing) I came...from Mine...

DAGG Damn! I knew you were a smuggler.

Dagg grabs Orin by the arm, lifts him out of the water.

DAGG (CONT'D) Where's your ship?

ORIN

Ship?

DAGG Don't play dumb with me. Nobody ever took out crystals on foot. ORIN

Crystals? You know of the Mineworld?

DAGG

The what?

ORIN

The world. Where I came from. Where we mine the crystals.

DAGG

Who mines the crystals?

ORIN

We all do. At least I did, until I came up here.

DAGG

I don't know who you think you're fooling, kid, but everyone from here to the Glass Nebula knows that robots have done all the mining for the last thousand years.

ORIN

What's a robot?

DAGG

Cut the crap. You weren't born yesterday.

ORIN

This world is new to me. You must believe me. (holds up hilt) I have to find the blade.

DAGG

(suspicious; testing) Yeah? Where'd you lose it?

ORIN I didn't lose it. It spoke to me, then it just...disappeared.

DAGG

It spoke to you? (Orin nods; Dagg shakes his head) Your tongue moves faster than a water snake's, kid.

ORIN

But you don't understand. My people will never be free unless I can find the blade.

DAGG

Oh, I understand perfectly. In my business I run into all kinds of people, and hear all kinds of stories. But everyone of them has one thing in common...bullshit! Dagg points his blast pistol at Orin's face.

DAGG (CONT'D) (means it) Now I want the truth...and fast!

Orin stares at the gun again. As Dagg's finger slowly squeezes the trigger a tentacle silently rises out of the water behind him, spiraling around his leg. Before he has time to make another threat, Dagg is pulled down under the water. Orin watches in fear as Dagg wrestles under the murk, erupting out with the deadly arms of a SLUMPOD entwined around him. Its slimy body towers

over Dagg as its octopuslike head and beak move in for the kill. Dagg tries to point his blaster at the slumpod, firing off a few wild shots. As Orin takes a step forward, the slumpod pulls Dagg beneath the water again, both of them disappearing.

Orin reacts to the bubbles. Hilt in hand, he cautiously takes another step toward them. Suddenly another tentacle shoots out into his face. It wraps around Orin's shoulder. He struggles against its overpowering strength. He inadvertently swings the invisible blade past the tentacle, severing it. As Orin reacts to the blade the slumpod erupts out of the water, letting out a horrible, watery scream. It releases Dagg, attacking Orin more viciously than before. Orin backs into the huge tree as he retreats from the hideous creature, slashing madly as its tentacles reach for him, slicing off a second and a third. The creature screams again, dropping back into the water and disappearing as its rings of blood spread outward.

Dagg staggers to his feet, catching his breath and his wits. He looks to Orin, noticing the severed tentacles before him, the blood on his pants and the bladeless hilt in his hand. Having not witnessed Orin's swordsmanship, Dagg is more confused than grateful.

DAGG (CONT'D) How the hell did you do it?

Orin holds up the hilt. He passes his hand over it to reveal the blade is gone once again.

ORIN (confused) I'm not sure.

DAGG (forced) Yeah, well, thanks anyway. (holsters gun) Now, beat it, kid. I've got work to do.

Dagg climbs up onto the roots of the large tree. Orin watches as he makes his way up about twenty feet to a branch that has been set up for surveillance: a small, electro-telescope on tripod, two-way radio, camouflage, etc. Dagg settles into his spot, looks through the scope.

> ORIN please! I need your help. I promised Kallie I'd come back for him.

DAGG (looks down at Orin) Listen, water snake. I saved you. You saved me. We're even. (louder) Now, beat it!

ARTHUR'S VOICE (over radio) I beg your pardon.

DAGG I wasn't talking to you, Arthur.

ARTHUR'S VOICE

Oh!

Orin stays put as Dagg looks through his scope again.

EXTERIOR: PYRAMID - DAGG'S POV - TELESCOPE MATTE - NIGHT

The scene moves in and out of focus, sharpening to reveal a mammoth pyramid in the distance. It is much like the pyramids of Giza, only bigger, its sides peppered with windows and lights. Several, large space freighters hover over the four sides of the pyramid like giant insects. The telescope matte pans down to reveal a tall, barb wire topped fence at the perimeter of the compound. Two armed, robot guards patrol along the fence.

EXTERIOR: SWAMP

As Dagg continues to scan the area:

DAGG There's two bots at the outer fence. Any sign of that patrol ship yet? (no response; looks up) Arthur?

ARTHUR'S VOICE Are you talking to me?

DAGG Who the hell do think I'm talking to?

ARTHUR'S VOICE Why don't you make up your mind. And don't worry about the patrol. I'll let you know as soon as I spot it.

Dagg glances at the radio, muttering a curse under his breath. As he looks back through the scope several STARFLIES, small, glowing balls of energy, streak into shot out of the trees. One of them buzzes around Dagg, who reacts like a child afraid of bees, swatting at it and ducking.

DAGG

Get away from me, goddamn starfly.

One of the starflies moves right into the radio, disappearing. The radio begins to crackle with static.

DAGG (CONT'D) Hey! Get out of there!

Dagg swats the radio. It falls off the branch, splashes into the water. He takes out his blast pistol, firing a few potshots at the other starflies, succeeding only in frying holes in the nearby trees. They buzz him in return. As he ducks again he slips off the branch, falling into the muddy swamp before Orin. Orin can't help but smile at the comical sight. For perhaps the first time in his life, he laughs. Dagg reacts, trying to regain his "machismo" as he wipes the scum off his face. As the starflies buzz down from above, Orin's smile disappears.

> ORIN (frightened) What are they?

DAGG They're pests...like you!

A starfly hovers before Orin, its glowing aura dancing on his face. Orin nervously ducks, relaxes as he realizes it won't hurt him. Orin reaches out cautiously, gently tickling the starfly on its bottom. It shimmers, then two little eyes and a thin mouth appear on it. It gives Orin a loving grin then "pops" out of existence with a flash of twinkling stardust. Dagg picks himself out of the water as the rest of the starflies disappear into the swamp. He rubs a kink in his back, then reaches down, fishes the radio out of the mud, shakes it off. The starfly emerges from it, flies off.

ARTHUR'S VOICE (watery crackle)

Dagg!

DAGG (annoyed) What is it?

ARTHUR'S VOICE

The pyramid patrol ship will be at your present location in about thirty-two point nine seconds.

DAGG (CONT'D) Thirty seconds! Why the hell didn't you warn me sooner?

ARTHUR'S VOICE I tried, but something was fouling my signal.

Dagg quickly trots off through the shallow swamp water, heading for some dense foliage. Suddenly a sinister looking, heavily armed hovercraft rounds the bend in the swamp river, its two robot occupants scanning the area. Dagg stops abruptly, looks back at the approaching patrol ship, then at Orin, who just stands in the open.

> DAGG (a shout) Come on! There's a patrol coming.

Orin just stands there.

ORIN What's a patrol?

Dagg checks the approaching patrol craft again, then glances at Orin.

DAGG

Damn!

He sloshes back to Orin, grabs him, pulls him along with him.

ORIN (struggling) Let me go!

The patrol spots them. One of the bots swings his laser-cannon around, starts firing at Orin and Dagg. The two of them move through some thick swamp growth as the blazing shafts of light flash past. As they break through into another open area Orin reacts in fear to the sight of Dagg's medium-sized cruiser, the "Starchaser," parked in the muddy clearing. Orin tries harder to resist, but as more laser bursts erupt over the damp ground around them Dagg pulls Orin up the open hatch ramp.

> DAGG (shouting into ship) Don't just sit there, Arthur, blast those bastards!

The hatch begins to close as Orin and Dagg disappear into the ship. As the patrol craft's laser fire splatters over the Starchaser's surface its laser-cannon spins around on the front of the ship, blasting the patrol craft out of the air.

INTERIOR: STARCHASER - MAIN PASSAGEWAY

The small passageway is cramped and dirty. Dagg runs along with Orin still in his grip.

ORIN (struggling) Let me out of here. I've got to find the blade.

DAGG Sorry, water snake. I don't have a second to lose.

Orin reacts to a half-dozen identical, battered and dented robots standing motionless beside the bulkhead in a tightly packed group. They all hold blast- rifles. Orin stops, his eyes riveted to the robots, afraid to go near them.

> DAGG (CONT'D) What's the matter this time?

ORIN (points at bots) Who are they?

Dagg shakes his head with an annoyed smirk.

Dagg releases Orin, rushes o.s. Orin slowly moves past the robots, his back to the opposite wall, his eyes never leaving them.

INTERIOR: STARCHASER - COCKPIT

Orin enters a moment after Dagg, who moves quickly into his control seat, starts to switch on the ship's systems. ARTHUR, the talking, onboard computer, greets them. (Note: When Arthur speaks there is usually some visible action to go with his voice; i.e., a flashing console light, an oscillating screen, etc.)

ARTHUR

(mocking) Keep the shields down, he says. There won't be any shooting. Ha! My solar panels could fry for all you care, you...

Dagg puts his hand over the speaker, muffling Arthur's obscenities.

DAGG

Mind your manners, loudmouth. We've got company.

ARTHUR

(suddenly polite) Oh! I'm dreadfully sorry. I'm Arthur. And whom do I have the pleasure of scanning?

Orin reacts in total amazement, looking around to see who's talking.

ORIN

Who said that?

ARTHUR

I said it.

ORIN

(to Dagg) Where is he?

DAGG

(annoyed) He's not anywhere. He's the ship's computer.

ARTHUR

I wish you'd stop calling me a computer, Dagg. It's so impersonal. After all, you're body's just a machine made of flesh and blood. How would you like it if I went around calling you meat brain?

DAGG (to Orin) Strap yourself in.

Orin doesn't understand. He just stands there.

DAGG (CONT'D) Suit yourself. Take us out of here, Arthur.

Nothing happens. Dagg checks a few switches.

DAGG (CONT'D) Arthur! Let's go!

Still nothing, then:

ARTHUR You could say please, you know.

DAGG

(pissed) I could also cross-connect your mental circuits with the laser-cannons and blow your brains out.

The control panel instantly comes to life. The engines hum. Orin is knocked on his ass as:

EXTERIOR: SWAMP - THE STARCHASER

slowly lifts off the swamp shore. Its main engines belch blue flame and the ship rockets away over the alien landscape.

INTERIOR: STARCHASER - COCKPIT

as Orin looks out the windshield, marveling at the sight of the alien terrain skimming past below.

EXTERIOR: SWAMP - THE STARCHASER

streaks low over the winding river then rises over the treetops. The terrain begins to change as they reach the end of the swamp forest. It finally dips over the edge of the trees into a deep, wide valley below. In the distance is the monstrous pyramid and hovering space freighters.

EXTERIOR: PYRAMID

It is a beehive of activity. Tiny ground cars shuttle people to and from small space craft on concrete landing pads. Shuttle craft rise up out of large openings in the pyramid's sides, carrying loads of red crystals up to the larger ships that hover above. There are hundreds of tiny windows on the side of the pyramid in which personnel can be seen. Laser-cannons ring the area, their quiet guns pointing starward.

INTERIOR: STARCHASER - COCKPIT

Orin gawks at the vast complex in the distance.

ORIN

What is that?

DAGG

That, my little water snake, is where I am about to do my business...the largest rubidimite shipping complex on planet Trinia.

ORIN

What is planet?

As Dagg reacts to Orin's question Arthur cuts in:

ARTHUR

Picking up incoming scanners, Dagg.

DAGG

Shields up.

Dagg is suddenly more alert, fine tuning the controls.

DAGG (CONT'D) Take a rest, Arthur. I've got it from here.

EXTERIOR: ROLLING HILLS - STARCHASER

Its engines erupt with a surge of power as the ship skims low over the ground, rising and falling above the rolling hills.

INTERIOR: STARCHASER - COCKPIT

Orin hangs on as Dagg is pressed back in his seat.

ARTHUR (a bit queasy) Take it easy with my accelerator. I'm not as young as I used to be. Come to think of it, you haven't changed my ionfilters in over a trillion miles. Just because I'm out of warranty is no reason to neglect me. And another thing...

Dagg flicks a switch on the control panel silencing Arthur.

DAGG (alert) Sorry, Arthur. I don't have the time.

Suddenly the ship bucks as if it hit something. A few shorts crackle over the controls. Orin reacts, taking it all in.

DAGG (CONT'D) What was that? (turns Arthur on) What did we hit, Arthur?

ARTHUR Oh, now that you need me I can talk, huh?

DAGG What the hell did we hit? ARTHUR Just the base security shields.

DAGG Damn! I never fly low enough.

INTERIOR: PYRAMID - SECURITY COMMAND CENTER

Several uniformed robots monitor the sophisticated scanning equipment in the darkened room. A red triangle flashes across a grid on one of the screens, moving toward the diagram of the pyramid.

> SECURITY OFFICER (synthesized) We've got a low altitude nonscheduled entry coming in from the swamp.

SECURITY CHIEF (synthesized) Sounds like Mandroids. They're probably running out of body parts. The gunners will enjoy the target practice.

The Security Officer switches on the defense systems. The Security Chief presses a button. His voice echoes over the scene as if coming back from all parts of the complex.

SECURITY CHIEF (CONT'D) General alert!

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

The huge, steel doors begin to close over the shipping bays. Several security robots run to their battle stations.

SECURITY CHIEF'S VOICE (over PA) All stations rig for minimal low level attack!

EXTERIOR: PYRAMID - SPACE FREIGHTERS

Two of the huge ships start up their engines. The mooring lines on one of them drop away. It slowly begins to ascend.

EXTERIOR: PYRAMID - LASER-CANNONS

Robot gunners swing them into position.

EXTERIOR: TRINIAN COUNTRYSIDE - THE STARCHASER

skims low over the ground.

INTERIOR: STARCHASER - COCKPIT

ARTHUR Sighting frequencies are locking onto us, Dagg. I hope you've got a good plan this time.

DAGG Give 'em a light show, Arthur.

ARTHUR

(groans) Not that again. The last time we tried decoy laser f ire I got my aft panels vaporized.

DAGG

(angry command)

Arthur!

EXTERIOR: PYRAMID COMPOUND - THE STARCHASER

screams over the ground, multi-colored laser fire fanning out from it.

EXTERIOR: PYRAMID COMPOUND

as the colored beams of light erupt across the concrete pad, exploding everything in their path. A tow vehicle is blasted on its side. A robot or two dive for cover as the concrete sprays them.

EXTERIOR: PYRAMID - LASER-CANNON

It fires out its pulsating stream of light.

EXTERIOR: STARCHASER

as it weaves through a cloud of laser flak, taking a hit on the side. One of the plates buckles and blows off with a spray of sparks.

INTERIOR: STARCHASER - COCKPIT

as Dagg and Orin are rattled from another hit. Dagg's attention is riveted on his flying. Orin is scared shitless, hanging on like a kid taking his first roller- coaster ride.

ARTHUR

Ow! I told you it wouldn't work.

ORIN

What's happening?

DAGG Just a little welcoming fire. Hang on.

EXTERIOR: PYRAMID COMPOUND - THE STARCHASER

skillfully flies over the concrete landing pad area, firing at it goes. It weaves in and out of fuel storage tanks, small hangars, etc. A few scattered security robots fire hand weapons up at it.

EXTERIOR: PYRAMID

as Dagg's laser fire strafes it, blasting several robots into pieces.

INTERIOR: PYRAMID - ADMINISTRATION OFFICE

A lone, female robot sits before a computer keyboard, typing. There is a tall stack of computer printout sheets on her desk. Everything about her tells us she is an ordinary secretary. She is SILICA, a very attractive looking robot with long, metallic hair, a deep, sexy synthesized voice and an alluring pair of LED eyes. Her chromium body has curves in just the right places. The scene shakes from the muffled thumps of the o.s. laser fire. Debris falls from ceiling. A file cabinet falls over. The printout sheets slide off Silica's desk.

SILICA

(annoyed) Blasted security section. Why don't they ever tell anybody about their damn drills?

As she leans down to pick up her papers we cut to:

INTERIOR: PYRAMID - ELEVATOR FROM PROCESSING AREA

Zygon and a robot, LIEUTENANT NUFF, rise quickly through the pyramid interior in the transparent elevator car. The battle sounds are gone. All that can be heard is the whine of the elevator car. Zygon wears his military dress.

NUFF

(synthesized) No sir, just one ship. Civilian class. Two light-cannons. Medium strength deflectors.

ZYGON

Another crystal runner, no doubt. They'll be peeling him off the pyramid by the time we reach the surface.

EXTERIOR: PYRAMID - THE STARCHASER

sends out another staccato blast of laser fire. The now glowing shields absorb another direct hit.

INTERIOR: STARCHASER - COCKPIT

Dagg and Orin are jarred in their seats.

ARTHUR Oh! My back plates are killing me. Don't you know how to drive?

DAGG

Shut up and blow the retros. We're landing this thing by the east face.

EXTERIOR: PYRAMID - EAST FACE

Dagg's ship flies through a barrage of cross-fire, settling to the ground by the base of the pyramid. One of the huge space freighters is still moored overhead. A few security robots move cautiously toward the ship.

INTERIOR: STARCHASER - COCKPIT

Dagg snaps his harness of f, gets out of his seat.

DAGG Keep an eye on the kid, Arthur. Don't let him out of your sight.

Dagg exits the cockpit.

ARTHUR (grumbling) I'm not a baby sitter, you know.

INTERIOR: STARCHASER - MAIN PASSAGEWAY

Dagg moves to the six-pack of robots. He opens the locker beside them, takes out a blast rifle and a small remote control device. He slings a small pack over his shoulder, then presses a few buttons on the remote. The robots suddenly come to life, standing at attention.

> DAGG (to robots) Okay guys, just the way we practiced it. There's no room for mistakes. (to closest robot) Number one, you lead.

ROBOT #3 Excuse me, sir. I'm number three. (points to another) He's one.

Number one looks at Dagg, his face lighting up with a rather awkward looking smile.

DAGG Never mind. Let's move it.

The robots make a rather sloppy "right face" maneuver, then trot off down the passageway. Dagg follows.

INTERIOR: PYRAMID - SECURITY COMMAND CENTER

The elevator door slides open. Zygon and Nuff enter the room, moving to a large view window, looking down at the Starchaser, parked at the base of the pyramid. The Security Chief commands the defending robot forces with a string of low chatter.

> SECURITY CHIEF Transport section, seal off all service bays. Security sector four, report damage.

VOICE OVER INTERCOM Sector four. Three security units destroyed.

ZYGON

(angry) A single, lightweight cruiser and it not only breeches our defenses, it (MORE)

ZYGON(CONT'D)

You'll answer for this blunder as soon as that ship and its crew are destroyed.

NUFF

Yes, sir. (to security chief) I want all available security bots to bay one, immediately.

EXTERIOR: PYRAMID - STARCHASER

Several of the security robots move in on the ship. They stop in their tracks as the hatch drops open revealing the six robots. Dagg is behind them. The security robots open up with a flurry of laser fire. Several of them are cut down as Dagg's bots return the fire. Like a quarterback behind his linemen, Dagg follows his robots down the hatch ramp and toward the base of the pyramid. He fires from behind them, letting them take the brunt of the battle. Orin watches from the cockpit windshield above.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Hit the deck!

Dagg and his robots move toward the heavy, steel door, still defending themselves against the laser cross-fire. He takes a small explosive device out of his pack, sets a fuse on it, then heaves it over the heads of the opposing security robots toward the steel door that they are protecting. It snaps on with a metallic click.

DAGG

Dagg drops to the ground. His robots drop on top of him. A

moment later there is a deafening blast. The security robots are blown to bits.

INTERIOR: PYRAMID - ADMINISTRATION OFFICE

as the scene is shaken more severely than before. Silica, who has just about picked up all her papers, drops them again.

INTERIOR: PYRAMID - SECURITY COMMAND CENTER

Zygon and the others are shaken by the tail end of the blast.

NUFF We'd better call in our reserve troops.

As Nuff reaches for the wall console Zygon catches his wrist.

ZYGON That won't be necessary.

Zygon releases Nuff, storms out of the room.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Dagg's robots appear dead. They begin to stir, then Dagg lifts himself up from under them. He rubs his shoulder in pain, moves

to the steel door. It is carbon stained from the blast, but otherwise unscratched.

DAGG Damn! They've strengthened the access doors.

EXTERIOR: PYRAMID - STARCHASER

Two more security robots move up the ramp and into the ship.

INTERIOR: STARCHASER - MAIN PASSAGEWAY

as the security robots sneak toward the cockpit.

INTERIOR: STARCHASER - COCKPIT

Orin watches the action through the windshield, his hilt in hand. As the robots sneak up behind him:

ARTHUR

Who invited you?

Orin turns just in time to see one of the robot's raise his blast rifle. He ducks as a laser track passes his head, frying some console circuitry.

ARTHUR (CONT'D)

Stop that!

As the second robot aims his gun at Orin, the hilt in Orin's hand begins to glow. Orin reacts as his hand is pulled by the hilt, striking the robot's weapon, knocking it across the cockpit. Orin realizes the invisible blade is back. He swings it deftly, taking the second robot's head and shoulders off with a display of sparks.

ARTHUR (CONT'D)

Touche!

As the first security robot is about to blast Orin, a solid, steel panel swings down from the ceiling on hydraulic hinges, batting him to the floor where he shorts out.

> ARTHUR (CONT'D) That's what I think about trespassers.

As Orin reacts, not really knowing what just happened, we cut to:

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Dagg and his robots blast apart a few more security robots as they round the bend.

DAGG (to robot #3) You got any bright ideas how we can get through that door?

ROBOT#3 Sorry, sir. I'm programmed for tactical, not engineering. DAGG (muttering) Bargain robots. Shit!

Dagg looks up to the huge space freighter moored above him. He appears to get an idea, takes out a small radio, speaks into it.

DAGG (CONT'D)

Arthur!

INTERIOR: STARCHASER - COCKPIT

Orin reacts as Dagg's voice comes out of a console speaker. He turns, ready to fight, but there's no one there.

DAGG'S VOICE Get off your butt and fly underneath that Marcabian transport ship! And no back talk!

EXTERIOR: PYRAMID - STARCHASER

The engines rev. It lifts off the ground, hovering to beneath the giant freighter.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Dagg watches as his ship moves into position.

DAGG (into radio) That's good. Now open the upper cargo

doors.

EXTERIOR: STARCHASER

as a set of large doors open up on the top of the ship.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Dagg aims his blast rifle up at the bottom of the giant freighter.

DAGG

This better work.

He fires, blasting a small hole in the bottom of the huge ship. A stream of red crystals pours out, draining into the open hold in Dagg's ship. A moment later the crystal bay doors behind Dagg begin to part.

DAGG (CONT'D)

Now they open.

Zygon steps out, his blast pistol aimed at Dagg.

ZYGON

Move and you're dead.

Dagg drops his rifle. His robots turn their weapons toward Zygon, whose blast pistol fires before they have time to take a bead. They are cut to pieces, leaving Dagg undefended.

INTERIOR: STARCHASER - COCKPIT

Orin looks out the windshield, reacting with an inner fire as he spots Zygon.

ORIN

Zygon!

He turns to face the control console.

ORIN (CONT'D) (unsure)

Arthur?

ARTHUR

Yes?

ORIN (still unsure) Take us down.

ARTHUR I'm afraid that won't be possible. You see I'm programmed to respond only to...

Orin whips his invisible blade with sudden anger, cutting a sparking laceration into a wall panel.

ORIN (CONT'D) (threatening) I said, take us down!

ARTHUR

Consider it done.

EXTERIOR: PYRAMID - EAST FACE

As Dagg's ship lowers toward the face of the pyramid Orin appears in the open hatch. He waits till the ship is about ten feet above the angled surface, then jumps, hitting the stone slope, sliding down.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Zygon faces Dagg, his blast pistol leveled at his head.

ZYGON The penalty for rubidimite smuggling is death.

As he is about to pull the trigger, Orin slides down the pyramid face, dropping behind Zygon.

DAGG

Kid, no!

Zygon turns, reacting to Orin.

ZYGON

It's you.

Orin lunges with the hilt. Zygon fires, hitting the invisible blade, sending Orin sprawling. Dagg picks up his blast rifle, fires a volley at Zygon who spins to return the favor while racing for cover behind a nearby tow vehicle. Dagg rushes to Orin, helping him to his feet as he continues to fire.

DAGG

We've got to get back to the ship...if we can.

ORIN

No. I'll kill him, first.

As Orin tries to move toward Zygon, Dagg yanks him back, saving him from another laser trace. The two of them are pinned down, evading still more laser fire from a troop of newly arrived security robots. Suddenly a door opens in the pyramid beside them. Silica steps out.

SILICA

Who the hell ordered this drill?

As she reacts to the sudden burst of cross-fire, Dagg grabs her.

SILICA (CONT'D)

Hey! Let me go!

DAGG

Hurry!

Dagg uses Silica's polished, metallic body for a shield as he and Orin move through the barrage of incoming laser fire. They make it to the ship and up the ramp. As the security robots converge we cut to:

INTERIOR: STARCHASER - COCKPIT

Dagg and Orin enter with a struggling Silica.

SILICA Take your sweaty, human hands off of me!

Dagg shoves Silica into a corner. He and Orin get into their seats.

DAGG

Get us out of here, Arthur. Fast!

EXTERIOR: PYRAMID - THE STARCHASER

lifts off the concrete pad, then bursts away into the night.

EXTERIOR: PYRAMID - CRYSTAL BAY DOORS

Zygon and some security robots watch as the ship streaks away.

ZYGON (contemplative) It is him. The Kha-Khan has returned.

DISSOLVE TO:

EXTERIOR: STARCHASER - SPACE

As it streaks through the stars we cut to:

INTERIOR: STARCHASER - ENGINEERING SECTION

Silica is strapped down to the workbench. Dagg works over her like a surgeon, playing with the circuitry inside her chromium head. The bird's nest of wire and circuitry that hangs loose make it look as if her brains were shot out. Silica squirms in protest.

> SILICA You'll never get away with this. Crystal smuggling is an interplanetary offense. And so is kidnapping.

Her body twitches as Dagg hits a "nerve."

SILICA (CONT'D) Stop that! You have no right to go probing around in my head. Ow! It's against the Trinian Robot Protection Act.

CAMERA FINDS Orin, gazing out a porthole into the stars, his eyes glazed over with thoughts of the past.

EXTERIOR: SPACE - ORIN'S POV - TRINIA

As the barren, reddish planet recedes into the distance, Orin sees the earlier image of Kallie as he grabs onto Orin's leg.

KALLIE (crying) Don't leave me, Orin. I'll die without you.

As the image of Kallie fades away another, of Orin kneeling over Elan's dead body, appears.

ORIN'S VOICE (a choked whisper) If there's a world above I'll find it for you, Elan.

As the image of Orin and Elan fades away we cut to:

INTERIOR: STARCHASER - ENGINEERING SECTION

Orin is shaken from his reverie as:

DAGG Arthur, where the hell are the personality circuits on these G-Two fembots?

Orin begins to watch Dagg as Arthur's voice comes out of a nearby intercom.

ARTHUR If you would have asked before you started mutilating that poor creature (MORE)

ARTHUR (CONT 'D)

you could have saved yourself a lot of time.

DAGG

Save me some time now and just answer the question.

ARTHUR

According to the internal schematics manual of the G-Two class government service fembot, all personal characteristic circuits are located in, uh, in, hmmm. You're definitely looking in the wrong place.

DAGG

Well, where are they?

ARTHUR They're in her...posterior.

Dagg shoots a glance to Silica's behind.

SILICA

You wouldn't dare!

Dagg grabs her, turning her over onto her face.

SILICA (CONT'D)

Help! Rape!

Dagg stuffs a rag into Silica's mouth, then opens up a plate on her rear end, starts to probe the circuits. She continues to struggle and twitch.

> ORIN Dagg...why do you risk your life stealing crystals?

> > DAGG

Because, my little water snake, the tax collectors of this galaxy turn an honest worker into a slave. Rubidimite is the main source of fuel for the Bordogon Republic's galactic fleet. It's the lifeblood of their expansion and thus, worth more than gold. -- That should do it.

Dagg pulls the rag out of her mouth.

SILICA

(nicer tone) Hello, this is Silica. No one is in the administrative section at the moment. Please leave your name and call station when you hear the tone.

Dagg shakes his head, continues to probe into her rear end.

ORIN It doesn't make sense. ARTHUR

She most certainly doesn't.

ORIN (CONT'D) No, I mean the crystals. Why would Zygon lie to my people?

DAGG

Don't start with that mining stuff, again. I told you, there's no humans down there. There's too many robots squeaking around this system, why would they use humans?

Silica suddenly turns to Dagg, smiles.

SILICA (sweet and sexy)

Hi.

DAGG Now that's more like it.

Dagg slams the panel shut on Silica's butt, unties her. She sits up, still smiling at Dagg, then reaches up and caresses his cheek.

> SILICA Has anyone ever told you that you're awfully cute for a meat body?

Off Dagg's reaction we cut to:

EXTERIOR: PYRAMID - NIGHT

The rubidimite loading has resumed. Worker robots clean up the wreckage from the earlier battle.

INTERIOR: PYRAMID - MAIN PASSAGEWAY TO SHIPPING AREA

Robot workers move large bins of crystals with push-pull vehicles. A few security robots carry their wounded to the repair section. Zygon and Lieutenant Nuf f move down the passageway.

> NUFF Security ran a cross-check on the make of that space cruiser along with the description of the pilot. (checks clipboard) His name is Dagg DiBrimi.

ZYGON Good. I'll take care of it from here.

He takes the clipboard from Nuff, who holds a rigid salute as Zygon disappears through a doorway.

INTERIOR: ZYGON'S PERSONAL OFFICE

As the steel door slides shut the room is left in relative silence. Zygon moves to a desk in the center of the office, sits down. He presses a button on his desk, begins to speak:

ZYGON All units. Security code red.

INTERIOR: POLICE PATROL SHIP - COCKPIT - SPACE

A mean looking, black and white robot sits at the controls. Zygon's voice echoes in his head.

ZYGON'S VOICE Name, Orin. Target is young male human, carrying a golden hilt...

EXTERIOR: CRATERED MOON - SPACE B.G.

A police hovercraft is stopped on the upper rim of a crater overlooking a small compound in the distance. Another black and white police robot stands beside the craft, listening.

> ZYGON'S VOICE ...traveling in civilian service class ship, type H, registered to Dagg DiBrimi.

INTERIOR: SLEAZY BAR - NIGHT

It is filled with a rabble of low-vibe looking aliens of humanoid and other forms. A third police bot stands in the shadows at the side, watching. PUSH IN on his searching, absorbing eyes as we hear:

> ZYGON'S VOICE Use any means to locate. Once you have the hilt...

INTERIOR: ZYGON'S PERSONAL OFFICE

ZYGON ...the boy is to be vaporized!

EXTERIOR: BORDOGON - SPACE

Bordogon is a large, ringed planet with two moons, purple-blue oceans, odd shaped continents and vast polar caps. The Starchaser streaks down toward the surface, headed for one of the continents that is on the dark side of the terminator.

INTERIOR: STARCHASER - COCKPIT

Dagg and Orin are in the control seats. Silica stands behind Dagg, rubbing his shoulders. He winces as though she were practically breaking his bones.

SILICA (soothing) There, now doesn't that feel better?

DAGG (lying) Yeah. That's fine, Silica.

Dagg pries her metal fingers off his shoulders.

SILICA (seductive) You'd enjoy it even more if I turned on my sixty-cycle oscillator, Dagg. Why

don't we go back to your cabin and ...

DAGG

(cuts her off) Uh, not right now, thanks.

ARTHUR I hate to interrupt this little romance, but we've just entered Toga-Togo airspace.

EXTERIOR: BORDOGON - TOGA-TOGO - AERIAL VIEW - NIGHT

The city is a mass of twinkling lights. The architecture looks as if it were Istanbul three hundred years in the future, with a mixture of old and new. Dagg's ship glides over the horizon in the distance, lowering into the city.

INTERIOR: STARCHASER - COCKPIT

ORIN Are we almost to the swamp? I've got to keep looking for the blade.

DAGG Fat chance, water snake. The Mulaggo Swamp is back on Trinia.

ORIN Then let me out. I'll walk back.

DAGG You'll walk, huh? Fifty million miles through a vacuum?

Orin reacts with frustration and confusion.

DAGG (CONT'D) Let's have those landing lights, Arthur.

EXTERIOR: TOGA- TOGO - PARKING LOT - NIGHT

It is a mass of space ships. Large and small, sleek and stubby. Most are packed together on the ground; some are moored, hovering above. Several crafts move through shot overhead, giving the feeling of crowded airspace. The Starchaser's landing lights flare on. It lowers toward the lot, slows, looking for a space, squeezes in between two larger ships, bumps one, shuts down.

EXTERIOR: TOGO-TOGO - PARKING LOT - STARCHASER

The main hatch opens, the ramp lowering to the ground. Dagg, Silica and Orin exit the ship. As Orin looks about at the other ships a rather fat, mean looking alien moves up behind him, puts a claw on Orin's shoulder. Orin swings around, grabs for his hilt. Orin relaxes as Dagg takes out a few bills, hands them to the alien. He moves off. Silica moves to Dagg, locks her arm in his like a girlfriend would.

SILICA Where are we going, Dagg?

DAGG

(uneasy) Uh, I'd rather not tell you. It's a surprise.

Silica smiles as Dagg shouts back into the open hatch ramp.

DAGG (CONT'D) Keep an eye on the Starchaser, Arthur. And if anyone goes near the cargo hold, you have my permission to turn them into stardust.

The ships hatch closes up.

DAGG (CONT'D) (to Orin) Well, this is where we part. I hope you find your talking blade.

Dagg moves off with Silica.

ORIN (calls after him) But what do I do? Where do I go?

DAGG Figuring that out, my little water snake, is what life is all about.

As Dagg and Silica disappear Orin looks about in fear and uncertainty.

EXTERIOR: TOGA-TOGO - MAIN DRAG - NIGHT

The street is alive with a mixture of mean looking aliens and strange land vehicles. Flashing neon and laser signs hawk gambling, sex, food, liquor. Orin walks down the street, gawking at a world as new to him as it is to us. He is almost run over by two Hell's Angels types as they glide a few feet over the street on their chopped "skycycles." Orin passes a sexy looking, alien SNAKE WOMAN leaning against the side of a building.

> SNAKE WOMAN (sexy hiss) Buy me a drink, star jumper?

ORIN

Huh?

A brutish looking alien, covered with deadly weaponry, shoves Orin out of the way.

HORNY ALIEN

Beat it, turd! (rubs her thigh) Let's go polish your scales, sweetness.

The snake woman flashes the horny alien a toothy smile, walks off with him. Orin moves toward a gathering of humans and odd looking aliens who watch a street fight. He squeezes through the crowd, reacting to the sight of two robots beating the crap out of one another, their bodies breaking apart under the impact of each other's anodized fists. The crowd is a bit unruly with a mixture of booing and cheering.

> FIRST SPECTATOR Pound him into Mandroid crap, Roto. The little runt can't touch ya.

SECOND SPECTATOR (to first) A thousand starbacks says my runt destroys your scrap heap.

FIRST SPECTATOR Two thousand and it's a bet.

They slap claws and seal the wager. The spectators duck the flying shrapnel as the robot runt pummels the bigger bot into metallic horse meat. As the first spectator grudgingly pays off the second, Orin moves off.

EXTERIOR: TOGA-TOGO - DARK STREET - NIGHT

A few men and aliens wander through shot, their every action scrutinized by a robot cop standing in the shadows. As he moves of f we cut to:

EXTERIOR: TOGA-TOGO BAZAAR - NIGHT

Orin moves through the bazaar, searching aimlessly. The street is packed with tents and stands. An odd array of aliens sells an even odder array of wares, from exotic fruits and vegetables to sophisticated laser weaponry. Barkers of all kinds hawk their wares. Orin walks past a weapons tent where a MERCHANT chatters at the passersby.

> MERCHANT (accent) Weapons! Weapons for sale! Atomics! Lasers! All prices!

Orin steps up to the open tent, looks at the incredible display of weapons: blast pistols, rifles, launchers, rockets, crossbows, swords, knives, bombs, etc. As he eyes the exotic swords:

> MERCHANT (CONT'D) I have best guns in this sector. (whispers) No license required for an extra fifty starbacks.

ORIN (holds up hilt) I'm looking for the blade to this. I (MORE)

ORIN(CONT'D)

need it to free my brother from the Mineworld.

MERCHANT

Blade, phooey!

The weapons merchant reaches behind his counter, takes out a long case, looks about to make sure no one of consequence is watching. He opens it up to reveal the deadliest looking blast rifle ever seen.

MERCHANT Black market gamma blaster. Eight hundred pulses per second. Kill anything alive with one shot.

The merchant motions Orin closer, gesturing for him to watch as he aims the blaster o.s., fires a pulsating blast.

EXTERIOR: TOGA-TOGO - BAZAAR - EXOTIC PET TENT

An ANIMAL SALESMAN hawks customers from a booth filled with the strangest looking exotic pets imaginable: multi-headed snakes, scaly birds, deadly fish, etc.

ANIMAL SALESMAN

Exotic pets!

Suddenly the gamma blast fires into shot, vaporizing a bird in its cage, right over the merchant's head. He looks up, reacting to the floating feathers.

EXTERIOR: TOGA-TOGO - BAZAAR - WEAPONS TENT

MERCHANT (nods with smile) You free your friend with this.

ORIN No! I must find the blade.

The merchant grumbles, wraps his blaster up. He takes out an old, heavy box, pours out its contents before Orin: dozens of broken swords and knives, rusty, chipped and otherwise in poor condition.

MERCHANT

Orin looks through them, finds one that looks similar to the one that vanished. It doesn't fit. He looks through the rest, shakes his head sadly.

ORIN

It's not here.

Blades.

As Orin is about to leave the merchant senses his sale evaporating. He fishes through the blades to find one that fits.

> MERCHANT Wait! Here! (forces blade on hilt) This one fits. (MORE)

MERCHANT (CONT 'D)

(smiles) You buy. Cheap. Twenty starbacks.

The blade is as chipped and rotted as the merchant's teeth.

ORIN

(disappointed)

No.

MERCHANT (getting angry) What's wrong my blade? It better than nothing!

The merchant angrily swings Orin's bladeless hilt, inadvertently slicing his tent post in two. As the canvas collapses on him, Orin takes his hilt, moves off. The merchant peers out in confusion as we cut to:

EXTERIOR: TOGA- TOGO - BAZAAR - NIGHT

There is an open-air slave auction in progress. The auctioneer, Z'GORK, stands at the front of a raised platform with a black Moosooma, a man-size dog that walks upright, its body covered with a thin layer of hair resembling a Labrador Retriever. Its paws are chained to a collar around its neck. It has the hunched over look of a frightened animal. Dagg and Silica move close to the platform.

> Z'GORK Two twenty-five, once. Two twenty five, twice. Sold!

Dagg walks arm-in-arm with Silica to the auctioneer as he leads the chained man-dog to its new owner, collects a wad of cash.

DAGG Z'Gork! I'd like you to meet a friend of mine.

The auctioneer looks at Silica. His eyes widen as he checks her over.

Z'GORK G-2! Where'd you get a government fembot?

DAGG Never mind that. How much for her?

SILICA

(a gasp)

No!

Dagg holds her tighter.

Z ' GORK

On consignment?

Z'Gork reaches for Silica to check out her circuits. She slaps his hand away.

SILICA

Don't touch me!

Z'GORK Fifteen percent of whatever she brings. Dagg hands her over to a smiling Z'Gork.

DAGG I'll be back in an hour.

Z'Gork clamps a chain on her. Silica looks to Dagg, tears slide down her metallic cheeks.

SILICA

(crying)

Dagg.

DAGG Don't waste your tears on me, honey. You'll rust.

As Dagg exits Silica is led away by Z'Gork and we cut to:

EXTERIOR: TOGA-TOGO - PARKING LOT - STARCHASER - NIGHT

A secret police robot walks slowly down an aisle, his beadlike, glowing eyes scanning. He walks past the Starchaser, checks it over, moves on.

INTERIOR: STARCHASER - MAIN PASSAGEWAY

It is empty. Silent. A pair of boots stand beside the utility locker. Suddenly a pulsating glow appears inside one of them, then the starfly glides out of it, hovers, looking about, then flies right through a wall, disappearing.

EXTERIOR: TOGA-TOGO - PARKING LOT - STARCHASER - NIGHT

As the police robot paces further down the aisle the starfly exits Dagg's ship, takes off toward the city.

EXTERIOR: TOGA-TOGO - WHITE DWARF CASINO - NIGHT

The noises and commotion coming from the interior are like a combination of a casino and a video game arcade. Orin walks past the casino. He squints, reacting to the display of lights in its incredible contrast to the mines. Two aliens enter the casino. Orin spots a large sword dangling from the waist of one of the men. He moves off after them.

INTERIOR: WHITE DWARF CASINO

It is a maelstrom of light, sound and motion: spinning, electronic game wheels, rowdy gamblers of every size, shape and form. Orin enters, his eyes blinded in total fascination, his naked wonder out of place. He looks for the alien with the sword, but he is lost in the crowd.

Orin moves through the crowded tables and slot machines. He watches a futuristic version of roulette in which a laser spins colored beams of lights at the players, pointing out the winner when it stops. A slimy looking alien pulls back a handle on a futuristic slot machine that works like a giant Rubik's cube, spinning on three axis, paying of f as one of the rows lines up in a single color. INTERIOR: WHITE DWARF CASINO - ON WALL

Suddenly the starfly passes through the wall, unobserved. It buzzes about as if looking for something, then vanishes.

INTERIOR: WHITE DWARF CASINO - 3-D POOL TABLE

Two aliens are at the table, one watching as the other shoots. The table is green but the balls are not on it...they float above. There is a rail along the perimeter of the table and another about a foot above it. There are four pocket

rings at the corners, suspended on wire antennas about three feet high. Orin enters as the SHOOTER leans on the upper rail, aiming his stick at the cue ball. He snaps a shot and the balls move in three dimensional space, ricocheting off one another, and off an invisible field that surrounds the table. Two of the balls vanish as they pass through a pocket ring in an incredible combination shot. The other player slams his stick back in the rack.

LOSER

(cursing)

Fangbot!

He peels off a wad of bills, hands them to the smiling shooter. Orin moves to the side of the table, marveling at the floating balls before him. He touches one. It slowly drifts above the table. The shooter moves to Orin, sizing him up from behind. He spots the hilt on Orin's waist, smiles at an easy mark.

SHOOTER

Care to give it a try?

ORIN (turns to shooter)

Me?

SHOOTER (hands Orin stick) Go ahead. It's easy.

Orin takes the stick, checks it over, then holds it awkwardly. He leans over the lower railing, his head slightly over the table. With a clumsy push he hits one of the balls. It ricochets around the table, then slams back into Orin's forehead.

> SHOOTER (CONT'D) Not bad. Why don't we play a game?

ORIN I don't think I could.

The shooter presses a button at the side of the table. The balls are magnetically sucked into a pyramid shaped rack, ready for play.

> SHOOTER (silky smooth) Sure ya can. I'll spot ya ten balls. You'll win for sure.

Orin is confused. Several others about the table hold back their smiles as they see him being taken in.

SHOOTER (CONT'D) Of course, it's always more fun when you play for something, say, five starbacks against that broken sword of yours.

ORIN (looks at his hilt) No. I couldn't. I've got to find the blade.

SHOOTER No problem. If I lose I'll see that you get your blade.

Orin's silence seals the bet.

SHOOTER (CONT'D)

Your break.

Orin doesn't understand. The shooter motions Orin to take the first shot. He nervously moves to the end of the table where the cue ball hovers. He aims, then miscues. The ball bounces off the force field walls, finally tapping the corner of the pyramid which slowly breaks apart.

> SHOOTER (CONT'D) Aw, too bad. My shot.

He leans over the rail, his cue sliding in his narrow fingers like a greased piston. He snaps a shot of f. The balls glide on precise vectors, three of them disappearing into the pocket rings. Orin watches dead-faced while the shooter proceeds to sink ball after ball. As he stops to chalk his cue, the starfly appears behind his back, moves to the red ball, merging into it, disappearing. The shooter leans over the railing, takes aim at the red ball, shoots, misses. His face registers anger at the missing of an easy shot. He hides his emotion as he turns to Orin, nodding.

SHOOTER (CONT'D)

You're turn.

Orin takes aim at the red ball. Just as he's about to strike it the ball begins to glow slightly. The starfly's face appears on it, smiling at him. Orin reacts with surprise, hits the ball of f center. It magically ricochets around the table, hitting all of the remaining balls into the pockets, clearing the table completely. The spectators react in awe. The shooter reacts with rage.

> SHOOTER (CONT'D) (livid) Why you're nothing but a filthy hustler.

He draws back his pool cue, ready to belt Orin. Orin draws his hilt, holding it up nervously before the angry shooter. The shooter swings the stick. Orin ducks, swinging his hilt at the man with a few swift strokes, but there is no blade. Orin looks at the hilt as the spectators begin to laugh. The shooter advances, swinging his stick again. It hits Orin in the shoulder, slamming him into the side of the table where he crumbles to the floor. As the shooter approaches, Orin pulls himself up, stares defenselessly at the man. As he raises the pool stick overhead and brings it down, Orin swings again, the invisible blade slicing it in two. The spectators gasp. The shooter reacts in shock, backs up. Orin swings again. This time the shooter's shirt is sliced open. A thin line of blood appears on his chest. Orin turns toward the spectators. They go silent with fear as the young boy backs out of the casino into the night.

EXTERIOR: WHITE DWARF CASINO

Orin exits the casino, moves of f down the street.

EXTERIOR: TOGA- TOGO - DARK ALLEY - NIGHT

Dagg moves down the alley, stops before a ratty looking alien bum, tucked in an archway. He holds a small kit, reaches out to Dagg.

BUM

Clean your boots, mister?

DAGG (cautious) No thanks. They shine like crystal already.

The bum looks about, then leads Dagg through the archway. A robot steps out of the nearby shadows, having seen Dagg and the bum. As he holds up a small radio we cut to:

INTERIOR: ALIEN BROTHEL

The place is dark, beaded curtains hanging over more archways. Several sexy alien women are draped over couches in the entry. They all eye Dagg as he enters with the bum. The two of them move through another archway.

INTERIOR: SMALL ROOM

It is even darker. Dagg and the bum enter. A huge, black man stands at the door holding a bazookalike weapon across his chest, his eyes glued on Dagg. The bum does not enter, leaving Dagg to confront MAGREB THE FENCE, a robed, Arabian looking man with a keffiyeh and a chronic smile. He is reclined on a bed of pillows, puffing at a water pipe, a woman on either side of him. He looks up at Dagg, smiles with recognition.

> MAGREB (heavy accent) Dagg, my friend. It has been ages.

DAGG Not long enough, Magreb.

MAGREB

Some men are honest. Some men are thieves. Only Dagg DiBrimi is both. What brings you to the slums of Toga-Togo?

DAGG

Money.

MAGREB (a slight laugh)

What else.

Dagg reaches into his down vest. The black guard at the door raises his weapon. Dagg stops, then slowly withdraws a glowing red crystal.

DAGG I've got a load of crystal. Hot off the pyramid.

He tosses the crystal to Magreb who fingers it with a greedy smile.

MAGREB

How much?

DAGG Twenty tons. Half a million and it's yours.

MAGREB For you I pay special price. Two hundred thousand.

DAGG

Three fifty.

MAGREB

Government crystal. Very risky. Robot patrols do not sleep, you know. (tosses crystal to Dagg) Two hundred thousand. Take it or leave it.

DAGG (shakes his head) Looks like I'm not the only thief in Toga- Togo.

MAGREB

(wider smile) There'll be a ship waiting to pick it up in the Vagee Desert at noon tomorrow.

Dagg heads for the door. Magreb stops him with a question.

MAGREB (CONT'D) One of my nosey men thought he saw you with a young boy this evening. (gestures to his girls) My girls do not excite you anymore?

Dagg looks past Magreb's words to find the meaning. He turns, leaving without remark. Magreb's smile evaporates. He gestures the black man over, whispers something to him. As the black man exits we cut to: EXTERIOR: TOGA-TOGO - BAZAAR - NIGHT

Orin wanders through the bazaar once again, searching for anything that will give him the next clue to the blade's location. He passes a strange looking alien FORTUNE TELLER in a small booth. Although she is not human she has a slight gypsyish appearance, with a scarf on her head and deep, penetrating eyes.

> FORTUNE TELLER (calling to passersby) Fortunes! Futures revealed! Five starbacks!

Orin stops before her booth, looks off as if lost. The fortune teller looks him over, then calls out to him:

FORTUNE TELLER (CONT'D) (wispy, mystical accent) You are lost, yes?... (Orin reacts) ...and are searching for something of great meaning?

He walks up to her, his eyes wide with interest.

ORIN Yes! How did you know?

FORTUNE TELLER How does the flower know to bloom? How do the stars know to shine?

ORIN (holds up hilt) Can you tell me where I'll find the blade?

FORTUNE TELLER (examines hilt) Such is not an easy task...but I believe I can help you.

She gazes into her crystal pyramid; a sea of color dances on her face. Her eyes flash with intensity and concern.

FORTUNE TELLER (CONT'D) Mmmm! The path to your goal is paved with danger. It is uncertain whether you have the strength to survive such a journey.

ORIN

Tell me, please.

FORTUNE TELLER You will find what you are looking for within the darkest regions of the Novaluna Rain Forest.

ORIN

(excited) Thank you.

He moves away quickly.

FORTUNE TELLER (her accent gone) Hey! That's five starbacks!

As she angrily settles back into her booth a shoddy looking SPACE DRIFTER shambles up to her.

SPACE DRIFTER (desperate) Please. I need your help.

FORTUNE TELLER (extends hand) That'll be five starbacks...in advance.

The drifter finds a wrinkled bill, hands it to her.

SPACE DRIFTER I'm searching for a woman. She means a great deal to me. Please, tell me where I can find her.

FORTUNE TELLER Yours is a very difficult question, but I believe I can help you. (looks into pyramid) You will find what you are looking for...within the darkest regions of the Novaluna Rain Forest.

SPACE DRIFTER (uplifted) Oh, thank you. Thank you.

As he moves off in a hurry we cut to:

EXTERIOR: TOGA-TOGO - BAZAAR - NIGHT

Orin wanders through the bazaar, approaching the perimeter of the auction crowd. Z'Gork stands at the front of the platform, taking bids on an eight foot tall, alien creature whose six arms dangle to the ground, all of them chained.

> Z'GORK Three-seventy-five. Three-seventy-five. Do I hear f our? (an alien waves an antenna) I have four from the Wombok. Four hundred. Four hundred. Who'll make it four-fifty? Four hundred once. Four hundred twice. Sold to the Wombok.

Orin reacts as a beautiful young girl of seventeen moves to the back of the auction crowd with a large, robot bodyguard named MIZZO. She is much more lavishly dressed than the others, giving the appearance of royalty. Mizzo pushes Orin out of the way to clear a path for AVIANA. Orin looks her over. This is the first thing he has seen in this new world that he likes. And there is more than a faint resemblance to Elan. Z'Gork leads Silica up to face the crowd. As Aviana watches the auction, Orin watches Aviana. Z'GORK (CONT'D) Next up for bidding is this young, two hundred year old fembot. The perfect work slave for the most discerning of masters.

Orin looks up at the word fembot, reacting to the sight of Silica.

ORIN

Z ' GORK

Who'll start the bidding at five hundred starbacks?

FIRST BIDDER

Two fifty.

Silica.

Z'GORK

Bah! She's worth more than that junked. Who'll go four hundred?

AVIANA

(to Mizzo) I've got to have her, Mizzo. She looks like she'd make a wonderful house maid.

MIZZO

(synthesized; worried) Your father told me never to bring you here, miss. This isn't exactly the best end of town, you know. How will I explain to him if you take home another robot?

AVIANA (ignoring him; raises hand) Four hundred.

As Mizzo reacts Orin steps to Aviana.

ORIN Wait! It's a mistake. She isn't a slave.

Aviana turns to Orin, looking him over, wrinkling her nose. She looks away from Orin, her attention going back to the auction. Mizzo gives Orin a shove, sending him away.

SECOND BIDDER

Four fifty.

Aviana waves again, outbidding the last call.

AVIANA

Five hundred.

Orin moves to a gnarly looking alien who watches the bidding.

ORIN Excuse me. How does this game work? GNARLY ALIEN The auction? Simple. All ya gotta do is bid higher than the next guy. Last bid takes the prize.

SECOND BIDDER Five seventy-five.

Orin looks back at Aviana as she makes another bid.

AVIANA

Six hundred.

Z'GORK (after a pause) Six hundred. Six hundred. Who'll go six fifty?

Orin glances at Z'Gork, then back at Aviana, then:

ORIN

Six fifty!

Silica spots Orin, smiles. Aviana looks over at Orin with disdain.

AVIANA Seven! Silica frowns.

Z'GORK I have seven. Who'll bid...

ORIN (cutting him of f) Seven hundred and fifty!

Aviana and Orin stare one another down. The auctioneer and other spectators turn their eyes to them.

AVIANA

Eight hundred!

Two thousand!

Z'GORK (trying to cut in) Eight...

ORIN Eight hundred and fifty!

AVIANA (pissed) You little... (to auctioneer) One thousand!

A wave of cheers rolls through the crowd. Orin looks at Aviana, then at Silica, then at the crowd. He's in over his head but he's going to drown regardless.

ORIN

The crowd gasps! The auctioneer is too shocked to smile.

AVIANA (to Orin) You're crazy!

She storms off, Mizzo following her. The auctioneer is quick and final.

Z ' GORK

The crowd cheers. Silica claps her chained hands.

SILICA

Yay!

Sold!

Dagg moves through the auction crowd, approaching Z'Gork as he leads Silica along, a wide smile on his face. Silica frowns at Dagg.

DAGG Well, how much did we get?

Z'GORK (restraining excitement) A mere two thousand starbacks.

DAGG Two thousand! Who the hell bought her, the governor?

Z ' GORK

No...

Z'Gork leads Silica to Orin.

Z'GORK (CONT'D) ...this fine, young gentleman.

DAGG

(shocked) Water snake!

ORIN

They tried to take Silica. I got her back for you. The happy auctioneer takes out a receipt book.

Z'GORK How would you like to pay for that, starbacks or gold? Dagg looks to Orin whose blank face says it all.

ORIN

What's a star...back?

Z'Gork grows tense as he realizes the boy was only playing.

Z'GORK (furious) If you can't pay, then I own You. It's the law.

Z'Gork grabs Orin. He and Silica look to Dagg for help.

DAGG (shrugs) Sorry, kid...it's the law.

As Z'Gork leads them both away, Dagg looks at their forlorn faces, then glances at the other slaves on the block, thinks a beat. He can't do it.

DAGG (CONT'D)

Damn! (reluctant shout) Hold it, Z'Gork!

Dagg moves to the others. He pulls a wad of bills out of his vest, slaps them into Z'Gork's hand. Orin smiles with relief. Silica grabs Dagg's arm, snuggles close.

SILICA You're some practical joker, Dagg. For a while there you almost had me fooled.

DAGG (CONT'D)

Yeah, sure.

EXTERIOR: TOGA- TOGO - BAZAAR - SMALL ALCOVE

The large black man from Magreb's brothel whispers to two robot cops in the shadows, points toward the auction area. The cops nod understanding, move away in the direction he pointed.

EXTERIOR: TOGA-TOGO - BAZAAR - AUCTION

Dagg catches sight of the approaching police bots. He looks the other way, spotting a few more closing in on them.

DAGG Can you run as quickly as you screw things up, water snake?

ORIN

What?

DAGG Never mind. Just follow me.

Dagg moves off into the auction crowd with Orin and Silica. The police robots pick up their pace, following after them. One of the robots fires off a blaster shot, missing them, killing an alien bystander. As the crowd reacts the robot cops push past.

EXTERIOR: TOGA-TOGO - PARKING LOT - NIGHT

Dagg, Orin and Silica move quickly through the spaces between the parked ships, headed for the Starchaser. The robot cops converge from all sides, slicing the air with their laser fire. The hilt drops off Orin's waist as he runs. He stops, goes back for it. As he reaches to pick up the hilt, a robot cop steps out into the open aisle, leveling his blast pistol at Orin. Before he can pull the trigger Silica steps out from behind another vehicle, punching the robot cop in the face, knocking his head down the aisle. Orin grabs the hilt, rushing back down the aisle with Silica. EXTERIOR: TOGA-TOGO - PARKING LOT - STARCHASER

Dagg, Orin and Silica converge on the closed hatch at the same time. Another police robot pops out from behind a parked craft, opens fire. Dagg pounds on the hull, returning the laser fire at the same time.

DAGG (shouting) Arthur! Open her up!

The hatch lowers before them. Dagg and the others rush up the ramp as a barrage of police laser fire flashes past. They disappear into the ship, the hatch closing behind them. Two police hover vehicles speed down another aisle, stopping a few dozen yards from the ship. A police robot swings a 50mm lasercannon toward the windshield where Orin and Dagg are now visible. Just as he is about to fire the starfly buzzes into shot, bumping him with an electrical jolt. His cannon spins on its mounts, firing at the other hover vehicle, blasting it and its occupants into ions. A moment later the engines start up with their telltale whine, the Starchaser lifts off the lot, streaking into the stars, crisscrossed by a hail of futile laser fire from the remaining robots. As the starfly buzzes off after it we cut to:

EXTERIOR: TRINIA - PYRAMID - DAWN

The last glimmers of starlight twinkle in a sky that is an eerie shade of purple.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

The area inside the pyramid is as big as a small city. Small anti-gravity tractors float about through the interior, carrying loads of steel and other supplies. Rows of fighter craft are lined up in one corner. Larger attack and battle cruisers in another. The ships are dark and sinister in design. Robots work on repairs and maintenance, their arc welders crackling. Several ships are in mid-construction. Dozens of incomplete robots hang from cables like sides of beef. Zygon enters shot, walking quickly through the busy area.

> VOICE OVER PA (synthesized echo) Construction detail five to the loading area.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Several robots are at their stations before a complex computer network. MAJOR TAGANI and another robot look over a large military operations display screen with a view of the solar system on it.

TAGANI

(synthesized) The Phi-Antara system will be secure within two weeks. As soon as our forces return from Raya and Horbinot we'll be ready for the final action.

Zygon enters, interrupts them.

ZYGON Major Tagani! What's the status of DiBrimi and the boy?

TAGANI They've escaped our men in Toga-Togo.

But the secret police have a lead on them.

Zygon pounds his fist on the computer console. It sparks. The picture on the display goes dead.

ZYGON Do I have to program every robot myself? (to Tagani) Send out a sub-frequency order to all mechanicals in this sector. I want that boy found and destroyed at all costs.

TAGANI If I may, sir, why all the fuss over one boy?

ZYGON Twelve hundred years ago there was just one. This time there will be no mistakes. I will not fail.

EXTERIOR: BORDOGON - NIGHT

as the Starchaser screams over the cloud covered planet below, headed for the distant horizon.

DAGG'S VOICE Forget it, kid...

INTERIOR: STARCHASER - COCKPIT

Dagg is at the controls with Orin seated beside him.

DAGG

...I haven't got enough time to make it to the Vagee Desert, let alone go on some wild-goose chase to Novaluna.

ORIN

But I've...

DAGG (anticipating; impatient) Got to find the blade. I know. Don't you ever think of anything else? Like warp racing, or girls.

ORIN I think of my brother...and Elan.

DAGG Elan. Your girlfriend, huh? Why don't I take you to her after I'm done in the desert. ORIN

(muted) She's...dead.

DAGG Oh. Sorry, water snake.

ORIN

Zygon killed her.

DAGG Aw, now don't start that again.

INTERIOR: STARCHASER - SLEEPING QUARTERS

The cramped quarters are no more than a bunk, shower stall and closet, all packed into a six foot by six foot, cluttered space. Silica dusts off the bunk and bulkheads with a rag. Her actions tell us she is definitely lacking in the janitorial program.

> SILICA Really, Arthur, you aren't a very good housekeeper. This place is a mess.

ARTHUR (indignant) What do you expect me to do, you tin twit. I haven't got any arms, you know.

Silica picks up a pair of Dagg's pants off his bunk, reacting as a starfly buzzes out from underneath it, flittering before her face.

SILICA

Shoo!

As Silica takes a swipe at it with her rag it shoots through the wall. She moves to the closet, opens it, tosses the pants in. As she is about to close it, something inside catches her attention. She reaches in, takes out a sexy brassiere.

SILICA (CONT'D) Tsk! Tsk! Tsk! Shame on you, Dagg.

She marches out of the cabin, the bra between her thumb and index finger.

INTERIOR: STARCHASER - PASSAGEWAY

Silica exits the cabin, moves to a small hatch in the bulkhead wall.

SILICA I'd better have this cleaned.

She opens the hatch, drops the brassiere into it. There is a bright flash of light from within and an electronic crackle.

SILICA (CONT'D) (inge of jealousy) Oops! Guess that was the trash vaporizer. Too bad. She smiles, dusts off her hands, wiggles off.

EXTERIOR: BORDOGON - STARCHASER - NIGHT

As the Starchaser speeds toward the horizon the brilliant light of the sun begins to rise over the edge of the planet.

INTERIOR: STARCHASER COCKPIT

As the light of the Bordogon sunrise flares into the cockpit, Orin reacts in surprise, covering his eyes.

ORIN Wha...what's that?

DAGG What the hell do you think it is? It's Bordogon's sun.

Orin slowly holds his arm away, squinting at the brilliant ball of light.

ORIN

It hurts.

As Dagg puzzles over Orin's reaction we cut to:

EXTERIOR: BORDOGON - VAGEE DESERT - DAY

It is an endless sea of dunes. In the distance are a few scattered structures, their odd metallic shapes in contrast to the rolling waves of sand. The sun is blinding hot as the camera finds a lone Vagee nomad, seated on top of a reptilian camellike creature. He is dressed in desert garb, with robes and keffiyeh, along with a heavily stocked munitions belt and a long blast rifle. His dark eyes peer out from the fold of cloth that covers his face, following Dagg's ship as it skims past overhead. WIDEN to reveal a bulky and battered space craft parked in the nearby sand. There is a Bedouin looking tent attached to the side of it.

EXTERIOR: BORDOGON - VAGEE DESERT - DUNE

The Starchaser lowers into shot, blowing away the sand as it settles down to a cushioned landing. The engines relax.

INTERIOR: STARCHASER - COCKPIT

Dagg and Orin are in the control seats. Silica stands behind them.

DAGG Keep her idling, Arthur. We may need to make a quick getaway.

ARTHUR Only if you'll buy me a new set of ignitors. This sand is murder.

Dagg and Orin get out of their seats.

DAGG Sure. For your birthday. I'll even get you a cake.

ARTHUR

Promises, promises.

DAGG (to Orin) Come on, water snake, let's see what kind of a bodyguard you are.

Dagg grabs his blast rifle, tosses it to Orin. They exit the cockpit.

SILICA

Be careful.

EXTERIOR: BORDOGON - VAGEE DESERT - STARCHASER

The hatch lowers. Dagg and Orin march down and onto the sand. They move to the other ship where they are greeted by the guard who now stands beside his scaly camel. He silently stops them, motions with an upraised palm for Dagg and Orin to hand over their weapons. Dagg takes his cigar from his mouth, flicks an ash into the guard's hand. He angrily grabs the blast rifle from Orin. Dagg hands him his blast pistol with a smile, then he and Orin enter the tent.

INTERIOR: SMUGGLERS' TENT

It is a typical Bedouin tent, carpets, pillows, food, etc. Orin and Dagg enter to face two, seedy looking smugglers in garb that is similar to the guard. They all stare at one another for a beat of silence, then:

> FIRST SMUGGLER (heavy accent) You're late.

DAGG Yeah, well, the Vagee's not exactly a sandbox.

FIRST SMUGGLER You have zee crystals?

DAGG (mocking his accent) You have zee money?

The smugglers do not appreciate the joke. The second smuggler nods toward a small, metal case on a carpet beside Dagg and the boy. Dagg moves to it, opens it up. His eyebrows rise at the sight of overflowing gold coins. He snaps the case shut, lifts it up. It's heavier than he expected. Dagg takes a small remote from his pocket, speaks into it.

> DAGG (CONT'D) Okay, Arthur, blow the ballast.

EXTERIOR: BORDOGON - VAGEE DESERT - STARCHASER

The lower cargo doors drop open and a huge pile of crystals dumps out onto the sand.

INTERIOR: SMUGGLERS' TENT

The guard pokes his head in, nods to the others. Dagg leads Orin toward the tent entrance.

DAGG Sorry to dump and run.

The second smuggler notices the golden hilt on Orin's waist.

SECOND SMUGGLER

Just a moment.

Dagg and Orin stop. The smugglers get up, move to Orin. The second smuggler examines the hilt.

SECOND SMUGGLER (TO ORIN) (CONT'D) You are the one called Orin?

Orin's silence answers the question. The smuggler turns to Dagg, his smile revealing several missing teeth.

SECOND SMUGGLER (CONT'D) He is worth a million starbacks, dead or alive.

DAGG

Way overpriced.

SECOND SMUGGLER We could cut you in for...a third? Nobody's life could be worth more than that.

DAGG

Not even yours?

The smuggler reaches for his blaster.

DAGG (CONT'D) (no joke) If we don't both walk out of here in the next few seconds my ship is programmed to blow the crap out of this tent.

SECOND SMUGGLER (releases gun, shrugs) Just a thought. Sand in the wind.

He waves Dagg and Orin on. They exit the tent. The two smugglers look at each other, smile.

EXTERIOR: BORDOGON - VAGEE DESERT - SMUGGLERS' TENT

Orin grabs the weapons from the guard. He and Dagg head for their ship.

DAGG Step lively, kid. I don't trust those guys as far as I can blast them.

ORIN Why didn't you sell me, Dagg? You could have gotten back the money I owe you.

DAGG Yeah, and never slept again. Those cutthroats would have peeled you like a grape.

They move up the ramp and into the ship. As the hatch closes we cut to:

INTERIOR: STARCHASER - COCKPIT

Dagg and Orin enter. Orin tosses the weapons to Silica. Dagg drops the case of gold to the floor, gets into his seat.

DAGG Hold tight. We're getting out of here before they change their minds.

Dagg shoves the throttles forward and:

EXTERIOR: BORDOGON - VAGEE DESERT - THE STARCHASER

erupts of f the sand, banking over the tent and disappearing into the distance. As the guard watches their hasty departure we cut back to:

INTERIOR: STARCHASER - COCKPIT

DAGG Looks like you're my good luck charm, water snake. I didn't think we were going to get out of there alive.

Suddenly starfly shoots through the cockpit bulkhead, spiraling around the others with a bit more agitation than normal. It moves in front of Dagg and Orin, trying to get their attention with a display of urgency.

> DAGG (CONT'D) Where the hell did he come from?

ARTHUR Will somebody get rid of that energized pest. He's fouling my instruments.

Silica takes one of the blast guns, aims it awkwardly at the starfly, following it, the weapon waving dangerously through the cabin. Orin grabs it out of her hands.

ORIN No! I think it's trying to tell us something.

Orin watches as the starfly frantically flitters over the case of gold, as if trying to warn of some danger. It shoots a blast

of energy at the case which pops open. Silica reacts to the gold.

SILICA

My! Look at all that gold.

The starfly buzzes right into the gold, pops out, then dives into it again, vanishing. Orin digs his hands into the coins, revealing a time bomb.

> ORIN Dagg, I think those desert men gave us more than gold.

Dagg cranes his neck, looking back over his seat, reacting to the sight of the time bomb.

DAGG (urgent) Damn! I should've known never to trust Magreb.

ARTHUR

(frantic) It's a time bomb!? Don't just stand there, get rid of it!

Orin closes the case, exits the cockpit with it. Silica chases after him.

DAGG

Bastards!

As Dagg turns the controls we cut to:

EXTERIOR: THE STARCHASER

banks sharply, making an arcing turn.

EXTERIOR: BORDOGON - VAGEE DESERT - SMUGGLERS' SHIP R TENT

The two smugglers stand outside their tent, wide grins on their greedy faces. One of them checks a computer watch on his wrist.

FIRST SMUGGLER

Any second now.

SECOND SMUGGLER (snickering) I'd pay half my share to see the look on the big one's face when he's blown into cosmic dust.

They react to the sound of an approaching ship, looking up to see the case of gold drop into shot, thudding in the sand at their feet. They have just enough time to give each other a deadfaced take before they and their ship are blown off the desert dunes.

DISSOLVE TO:

EXTERIOR: BORDOGON - VAGEE DESERT - SMOKING CRATER - DAY

Where the smugglers' ship and tent once stood is now a charred and smoking hole in the sand. WIDEN to reveal two police bots standing on the rim, their space copter parked a few yards away. One of them points a small, electronic device at the crater's center, reading a meter on it.

> FIRST POLICE BOT They were here less than an hour ago.

SECOND POLICE BOT It won't be long, now.

EXTERIOR: BORDOGON COUNTRYSIDE - STARCHASER - DAY

Dagg's cruiser skims low over the rolling green hills. A few futuristic, spirelike structures stick up over what appears to be ranchland.

DAGG'S VOICE Alright, alright! I'll take you to Novaluna.

The Starchaser makes a sharp turn, heading for the mountains.

DISSOLVE TO:

INTERIOR: STARCHASER - SLEEPING QUARTERS

Dagg is resting in his bunk, blowing smoke rings past Orin, who looks out the window.

ORIN Can the blind be made to see in your world, Dagg?

DAGG Sometimes. And it's not my world.

ORIN

I hope someday my little brother can see your world. I'm going back for him as soon as I find the blade.

Silica enters the small cabin carrying a tray of food.

SILICA

Lunchtime!

The cabin suddenly rocks with a muffled thud. Silica is knocked over, food splattering the cabin. Dagg is dumped onto the floor.

> DAGG What the hell...

Dagg is first on his feet as he exits the cabin.

INTERIOR: STARCHASER - COCKPIT

Dagg, Silica and Orin rush in.

DAGG I thought I told you to stay clear of the treetops, Arthur.

ARTHUR We're nowhere near the treetops.

Dagg reacts as a lone police rocket-copter speeds into view alongside the cockpit view window.

ROBOT COP'S VOICE (over radio) That was just a warning shot. Reduce speed and prepare for boarding.

Dagg gets into the driver's seat. Orin takes a seat beside him.

DAGG Don't bother with the shields. That bot's about to get a laser enema.

Dagg takes the controls, moving right on the rocket copter's tail.

EXTERIOR: BORDOGON COUNTRYSIDE STARCHASER - ROCKET COPTER

The Starchaser fires a parallel blast of lasers. The rocket copter swings down, ducking the fire, then speeds toward a farmhouse and barn. Dagg's ship drops behind the little craft, speeding over a country road, blasting it into pieces with another shot.

INTERIOR: STARCHASER - COCKPIT

DAGG Ha! Dusted the little bugger.

EXTERIOR: BORDOGON COUNTRYSIDE - THE STARCHASER

moves low, past a farmhouse and barn. Suddenly a half dozen more rocket copters race out from behind the barn and house. They move up on Dagg's tail, opening fire.

INTERIOR: STARCHASER - COCKPIT

as Dagg and the others are severely buffeted. Sparks erupt on a panel.

ARTHUR Nice going, Dagg. You just fell for the oldest trick in the book.

DAGG If you're so smart, why didn't you warn me?

ARTHUR

Well, uh...

INTERIOR: ROBOT LEADER'S ROCKET COPTER

Robot Leader is at the controls in the cramped cockpit.

ROBOT LEADER Mounted one and two, move in.

EXTERIOR: BORDOGON COUNTRYSIDE - TREES

As the Starchaser and the rocket copters pass, two more robot cops, on skycycles, fly out from behind the trees, getting into the chase. Their lasers flash.

INTERIOR: STARCHASER - COCKPIT

DAGG They've got the whole damn force after us. There's only one thing we can do...

ARTHUR Good idea. I'll transmit our surrender.

DAGG Nobody's surrendering. We're gonna play a little game of chicken with them.

ARTHUR

You're joking!

EXTERIOR: BORDOGON COUNTRYSIDE - FARMLAND

Dagg's ship drops down to just a few yards off the surface of the ground. The rocket copters follow, continuing to blast away with their lasers. Dagg's cruiser is so low it rips the top off a tree. A herd of alien rat-horses scatter. The cruiser speeds straight toward a ranch house and barn. A man in a window dives for cover as the Starchaser arcs skyward just before hitting the house. The two copters don't fare so well, slamming into the top of the house and breaking into pieces.

INTERIOR: STARCHASER - COCKPIT

Dagg and the others are glued in their seats as they continue out of the turn.

ARTHUR

Aaaaaaaahhh!!

EXTERIOR: TWO MORE ROCKET COPTERS

whip through the sky after the cruiser, strafing it with laser fire. They move up tight on Dagg's tail.

INTERIOR: STARCHASER - COCKPIT

More flashes of laser whizz past, just outside. Orin looks back out a side window.

ORIN There's two behind us, Dagg.

DAGG Give me full retros, Arthur.

ARTHUR I'll do no such thing.

Dagg grabs a handful of controls, pulls back hard and fast.

EXTERIOR: STARCHASER

As the two rocket copters hug tight behind Dagg's blue-hot engines the cruiser suddenly belches flame in the opposite direction, slowing sharply. The rocket copters slam right into the ion-engines, disintegrating.

EXTERIOR: SKYCYCLES

The two mounted robot cops speed underneath Dagg's cruiser, rising to within arm's length of the bottom. They reach up, grabbing onto the ship, releasing their skycycles, which drop down out of shot.

INTERIOR: STARCHASER - COCKPIT

The view out the window is clear sky and forested mountains. A few scattered laser shafts streak past from behind.

DAGG Give her everything you've got, Arthur. We've got to make it to those mountains.

Suddenly one of the police robots appears on the outside of the main view window. He fires his blast pistol at Dagg, shattering the glass. Dagg and the others move for cover as the other police robot appears, both of them firing into the cockpit. Dagg finds his blast rifle, returning the fire. Silica hides behind Dagg, peering over his shoulder nervously.

EXTERIOR: STARCHASER - COCKPIT

One of the robots unhooks a grenade from his munitions belt. He pulls the pin, tosses it in the broken window.

INTERIOR: STARCHASER - COCKPIT

The grenade thumps on the floor. It suddenly ignites with the pop and hiss of a blow torch, turning into a white-hot, macelike spiked ball. As if guided by some internal mechanism, it seeks out Orin, tumbling through the air toward him. Dagg fires at it to no affect.

DAGG

Look out, kid!

Orin turns just in time to duck as the laser-mace whizzes past, pierces the wall beside him. A second later it comes out, continuing after Orin. He dives into the main passageway, the spiked ball of light following. As Dagg continues to fend off the bots we cut to:

INTERIOR: STARCHASER - MAIN PASSAGEWAY

where Orin dodges as the laser-mace streaks after him, burning holes in everything it touches. As he attempts to get away again he trips, falling into the corner of the passageway. The lasermace senses it's time for the kill, then speeds toward Orin. He whips his hilt from his waist, holding the invisible blade before him, stopping the mace just before it severs his head. He struggles with it like two swordsmen with their blades locked, then pushes it away, slicing it in two with a shower of sparks.

INTERIOR: STARCHASER - COCKPIT

The police robots fire another laser barrage through the broken window, then duck away. Dagg peppers the bulkhead beside the window with short bursts from his blast rifle, punching a dozen holes in it.

EXTERIOR: STARCHASER - COCKPIT

as the laser blasts pierce the hull and the hiding robot cop as well. He drops of f the ship.

INTERIOR: STARCHASER - COCKPIT

The laser exchange continues as the remaining police robot fires a preparatory barrage, then leaps in through the window. He pops open a reflector-shield, deflecting Dagg's laser fire as he approaches, leveling his blast pistol on Dagg. As Dagg ducks, Orin steps in from the passageway, slicing off the robot's extended arm. The robot angrily moves toward Orin, raising his deflector- shield to strike him. Orin thrusts his invisible blade through the robot's face. He removes the blade and the robot bleeds oil and sparks, drops to the floor. Dagg and the others rise to their feet, drained from the fight. Once again Dagg has not seen the invisible blade in action. He looks down at the dismembered robot.

> DAGG How the hell do you keep doing that?

As they take a moment to catch their breath the robot's severed arm begins to twitch. It raises the blast pistol, aiming it toward Orin.

SILICA

Orin!

Silica knocks him out of the way just as the weapon fires, winging her and striking the computer control panel, opening a sparking gash. The ship lurches.

ARTHUR

(in pain) Dagg! I'm hurt!

Dagg moves to his control seat, tries to get the ship under control.

DAGG

Try to keep your systems functioning, Arthur. Just give me time to land this thing.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS

Dagg's ship drops low over the trees, barely staying above them.

INTERIOR: STARCHASER - COCKPIT

As Dagg struggles with the controls the others brace themselves.

DAGG (thru his teeth) Come on, Arthur. Just a few more seconds.

ARTHUR

(dying) I...think I'm dying, Dagg. (electrical cough) If there's a heaven for computers... (voice goes bass) I'll...be...thinking...of...you.

The panel shorts out.

DAGG

Arthur!

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - THE STARCHASER

sheers off the tops of the trees, then slams into the forest floor, sweeping down the evergreens in its path, jamming to a stop. A moment later the two remaining rocket copters lower like vultures to the crash sight. The robot policemen dismount, move toward the ship.

INTERIOR: STARCHASER - COCKPIT

There are a few small fires in the cabin. The police robots enter through the passageway, their weapons at the ready. They scan the area without expression. Dagg lies face down on the control console. Silica is on the floor. They both appear dead. One of the robots kicks Silica, who does not stir. The other motions to Dagg's lifeless body. They move to him, turn him over. He is bloodied and unconscious.

> POLICE ROBOT Zygon will want this one for questioning.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - STARCHASER

After a beat the two robots exit the ship carrying Dagg. A skycycle lands while another rocket copter glides overhead.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS

a short distance from the smoking ship. As a few police robots move beneath the shadowed trees toward camera we see Orin's lifeless body lying in the undergrowth. The hilt rests beside him. His body is bloodied, having been thrown through the broken windshield. A human figure, partially covered with flattening gear, rides up on the back of an alien rat-horse, stopping over Orin.

There is an alien falcon perched on the figure's arm. The falconer looks down at Orin, then at the approaching police bots. The figure raises its arm sharply, sending the falcon away, then dismounts, picks up Orin with some difficulty, putting him over the back of the rat-horse. The falconer picks up the hilt, examines it, then remounts, riding off just before the police robots arrive.

DISSOLVE TO:

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - NIGHT

CAMERA PANS the foothills to reveal a palatial estate at the base of the hills, overlooking a valley below and the sprawling, futuristic city of Novaluna in the distance. There is a stables and corral area attached to the palace with several rat-horses grazing. A white rocket-copter is parked on a heliport in the midst of the grassy palace grounds. Several similar crafts are parked beside it. Human guards in white uniforms stand at key points.

INTERIOR: STABLES

An odd array of tack hangs on the walls. There are several alien hawklike birds in cages. A sleek looking, thoroughbred rat-horse whinnies in its stall. Orin lies unconscious in the hay of the adjacent stall, the falconer leaning over him. As his eyes open we cut to:

INTERIOR: STABLES - ORIN'S POV - FALCONER

The hazy form of the falconer leans over him. As the figure removes its protective headpiece Orin's blurred vision clears to reveal the image of Elan smiling down at him.

ORIN (softly)

Elan?

The vision goes blurry once again, sharpening to reveal it is really Aviana.

AVIANA

Are you alright?

INTERIOR: STABLES

Orin leans up, wincing as the soreness of his body hits him.

ORIN

I guess so.

Aviana takes a scarf from her neck, leans over Orin, dabs at his wounds. She looks at him with a new interest, admiring the handsome boy as she wipes the blood from his wounded body.

AVIANA

You're not the first guy who's tried to impress me with his money, you know.

ORIN

Huh?

AVIANA

Though I must admit, risking your life to find me here is the most romantic thing anyone's ever done just to get a date with me.

ORIN

I don't understand.

AVIANA You don't have to be coy. I'm impressed.

She leans over and kisses Orin, who reacts in surprise.

ORIN

What are you doing?

AVIANA

I'm saving you some time...and money. You don't have to dream up any more schemes to get my attention. You win. I'm yours.

She puts her arms around him, staring lovingly into his eyes, waiting for him to take her in the hay. Orin looks back at her, blankly. He stands up, letting Aviana fall into the hay without him.

> AVIANA (CONT'D) What's the matter with you?

ORIN I don't understand this world.

AVIANA

Well, I do. You're all alike. A girl takes a little initiative and ffft, all your male programming short circuits. I never should have saved you from those secret police.

ORIN

(sudden alarm) Police! Dagg! (to Aviana) Where are the others?

AVIANA There were no others.

ORIN But they were in the flying ship with me.

AVIANA If they were they're dead now.

Orin sits on a bale of hay as the loss of his friends sinks in. Aviana looks at the pale, bruised boy, a tinge of pity in her eyes.

> AVIANA (CONT'D) You didn't come here to meet me, did you? (Orin is silent) Who is Elan?

ORIN (distant) A friend...from the mines. The crystal mines? (Orin nods) Oh! So you're a crystal runner. Had a friend on the inside, huh?

ORIN

(brightens) Yes! But Dagg said everyone knows there are no humans in the mines. How is it that you know about my people?

AVIANA (confused) Your people? What are you talking about?

ORIN I dug my way up from the Mineworld. The hilt said...

Orin looks about for the hilt.

AVIANA Looking for this?

Aviana holds up hilt.

ORIN Careful. The blade is very sharp.

Aviana looks at the bladeless hilt, then back at Orin. She tosses it to him. Orin jumps as he catches the hilt, trying to avoid being cut by its invisible blade.

AVIANA You must have had quite a bump. (shakes head) Humans in the mines! My father would never allow it.

ORIN Who is your father?

AVIANA

Why, Morbro, of course.

ORIN

Morbro?

AVIANA Supreme Governor of the Bordogon system. (off Orin's blank expression) Don't tell me you've never heard of him.

ORIN (angered) I'm getting sick and tired of never understanding. (holds up hilt) Where is the truth you promised?

AVIANA (sudden awe) The "Sword With No Blade."

ORIN That's what the High Priest of the Mineworld called it.

Aviana reaches carefully for the invisible blade, running her finger along it. She looks at Orin with a new concern.

DISSOLVE TO:

INTERIOR: MORBRO'S ESTATE - LIBRARY - NIGHT

CAMERA HOLDS CLOSE on an engraving of the bladeless hilt, then PULLS BACK to reveal Aviana and Orin looking at the old, leather tomb. Aviana no longer wears her falconing clothes, but a tunic and pant suit, instead. They are in a library with towering walls of books surrounding them. The rich, antiquity of the books is contrasted by a stark, computer console table in the center of the room.

AVIANA

(half reading) According to the book of Kha-Khan, twelve hundred years ago the one who possessed the hilt freed this sector of the galaxy from a tyrant -named Nexus, who tried to enslave the entire population with electronic mind control. Twelve hundred years before that, another who possessed a bladeless sword broke the back of a planetary dictatorship that spanned thirteen solar systems.

ORIN What does that have to do with me?

AVIANA

(closes book) Don't you understand? The time. The golden hilt. Everything points to the fact that you are the next Kha-Khan.

Orin looks at the hilt in his hand, then at Aviana.

AVIANA (CONT'D) If what you say about the mines is true, we must tell my father at once.

DISSOLVE TO:

INTERIOR: MORBRO'S ESTATE - DRAWING ROOM - NIGHT

Morbro stands before his crackling fireplace, a drink in his hand. He is in his forties, regally dressed in tight fitting, white suit with a sash and colorful medals on his breast. In the adjacent room can be seen a half dozen ministers in conference around a large table. Mizzo stands silently while Aviana and Orin face Morbro, who slams his drink onto the mantle.

MORBRO It simply isn't true. (looks to ministers, then quieter) There's no way anyone could hide an entire civilization of humans in the mines. I've been down there myself and seen the robots mining. The only humans were administrators.

AVIANA A well planned operation could have concealed them from you.

MORBRO

Conspiracies! That's all I ever hear about.

(looks at Orin) This young Trinian trespasses on my estate...

(turns to Aviana) ...tells you some fantastic story beyond imagination, mystifies you with a cheap, magic sword, and you're ready to swallow it whole. I would have thought I taught you better. (back to Orin)

Why would anyone want to use humans in the mine, anyway? They're less efficient than robots, and function one tenth as long.

ORIN

I don't know the answers to your questions, as I don't know the answers to many others. What I'm beginning to realize is that the people of this world do not have all the answers, either.

Orin turns to exit.

AVIANA

Orin, wait. (to Morbro) Father, please. There must something you can do...

The noise of the ministers increases.

MORBRO

(looks to ministers) I'm sorry, Aviana, but as usual I'm plagued with far more pressing matters. You'll have to excuse me.

Morbro shoots a quick, condescending glance to Orin, then exits into the other room. Aviana looks off after her father. As he shuts the door to his conference room she turns back to Orin and Mizzo, smiles devilishly.

> AVIANA Mizzo, fuel up the ship.

But, miss...

AVIANA No buts...unless you want me to tell daddy that you took me to Toga-Togo.

Mizzo quietly acknowledges her with a nod, moves o.s.

AVIANA (CONT'D) (to Orin) We're going to Trinia.

Off Orin's reaction we cut to:

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - STARCHASER - NIGHT

Dagg's ship sits silently beneath the trees, a few small fires burning on its hull.

INTERIOR: STARCHASER - COCKPIT

Silica lies motionless on the floor. She begins to stir, coming to, then gets up, a bit creaky. She looks about the battered, carbon stained cabin.

SILICA Dagg? Orin? Where is everybody?

Silica moves to the damaged control panel. It sparks at the touch of her finger.

SILICA (CONT'D) Arthur? Is that you?

The panel crackles with another spark, as if answering.

SILICA (CONT'D) (excited) You're alive!

DISSOLVE TO:

EXTERIOR: TRINIA - PYRAMID - DUSK

As the loading of freighters continues we cut to:

INTERIOR: PYRAMID - TORTURE CELL

Dagg is strapped into a reclining, metal chair, his head held in place by two chromium tongs at his temples. An ominous looking laser device is aimed straight at his forehead. Zygon stands before him as a police robot secures Dagg's wrists to the chair. The room is dim, save for the pulsating coils of the laser.

> ZYGON Try to imagine a needle, the thickness of a human hair, slowly thrust between your eyes and penetrating your skull.

DAGG I'd rather not, if it's all the same to you.

POLICE ROBOT (finishes with Dagg) Ready, Zygon.

ZYGON Last chance, Mr. DiBrimi. Where is the

DAGG I told you. We all crashed together. That was the last I saw of him.

Zygon nods to another robot, standing beside the laser device. He throws a switch and a hairline laser beam fires out, striking the center of Dagg's forehead, just above the eyes. He grimaces in pain. A second later the beam of light comes out the back of his head. Dagg's scream fills the small cell. The laser shuts off.

> ZYGON They say it kills several million brain cells with each shot, but frankly we haven't had time to do any autopsies. (harder) Where is the boy?

DAGG (dazed; in pain) I don't know. I swear I don't know. Please don't do that again.

Zygon nods once more to the robot at the laser. As he is about to fire another beam we cut to:

INTERIOR: PYRAMID - SECURITY COMMAND CENTER

The security chief and security officer are at their posts.

SECURITY OFFICER Sir. A nonscheduled craft just came out of sub-space on arrival coordinates.

The security officer checks his scanner screen which shows a cross-section of the craft with identifying information about it and its owner.

SECURITY OFFICER (CONT'D) Identity scan indicates it's a personal transport belonging to... (looks to chief) ...Supreme Governor Morbro.

SECURITY CHIEF Route it through. I'll alert Zygon.

EXTERIOR: PYRAMID - DUSK

boy?

as the small ship approaches, then lands at a pad before the pyramid's main entrance. Orin, Aviana and Mizzo exit the craft.

Orin is dressed in the official looking outfit of a government attache (hilt still on waist). He appears a bit awkward in it as he and the others move toward the entrance.

ORIN

(to Aviana, sotto, uneasy) Are you sure this will work?

AVIANA

Trust me.

EXTERIOR: PYRAMID - MAIN ENTRANCE

The three of them are stopped by an armed, robot guard who blocks the entrance.

GUARD

(synthesized) This is a restricted area. No one may enter without prior permission from the Commissioner of Mining.

AVIANA

Is that right? Well, for your information the Commissioner of Mining gets his permission from my father...Supreme Governor Morbro.

GUARD

(on a circuit) I'm sorry. This is a restricted area. No one may enter without prior permission from the Commissioner of Mining.

AVIANA

(to Orin) Show him the search warrant.

Orin hesitates, then fumbles a paper from his breast pocket, hands it to the guard. He scans it, hands it back.

GUARD I'm sorry. This is a restricted area. No one may enter without...

AVIANA (interrupting, angry) I can have you dismantled for this, you ignorant circuit brain.

The guard tightens his grip on his blast rifle.

MIZZO I think we'd better leave, miss.

Mizzo takes Aviana's arm, starts to lead her back toward the ship. She pulls loose, looks back at the guard as another idea congeals in her mind.

> AVIANA (points at guard) Mizzo...shoot him!

MIZZO

Miss?

AVIANA

I said, shoot him! You're my bodyguard, aren't you.

MIZZO Yes. But he's not threatening you. My programming explicitly states that...

Aviana walks back toward the entrance, tries to pass the guard. He steps in front of her. As she tries to push past him the guard grabs her aggressively.

> AVIANA Mizzo! He's threatening me.

Mizzo stares perplexed, his circuitry snapping at the speed of light. As Aviana struggles with the guard Mizzo raises his hand, fires a laser from his palm, splattering the guard robot. Mizzo and Orin move to the door with Aviana.

> MIZZO (nervous) I hope you know what you're doing.

AVIANA

So do I.

Let me try.

She tries the steel door. Can't budge it. Mizzo tries. Nothing. Aviana pounds on it with a dull, reverberating thud. Orin takes his hilt from his waist.

ORIN

The others stand back as Orin raises his hilt.

MIZZO

Pardon me, sir... (Orin stops) ...but I believe your blade's missing.

Orin looks back at the door, slicing the invisible blade into it. Sparks fly at the blade cuts a line of white-hot, dripping metal.

INTERIOR: PYRAMID - ENTRY CORRIDOR - STEEL DOOR

Another molten laceration appears and a large chunk of the door flops over. Aviana leads the others inside.

AVIANA There must be an elevator to the mine around here somewhere.

As they cautiously move down the corridor a half-dozen security robots step out in front of them, their blast rifles leveled and ready.

AVIANA (CONT'D)

Oh!

A moment later Zygon steps out before the security bots. Orin tenses.

AVIANA (CONT'D) (relieved) Commissioner. I'm glad you're here. (to Orin) Orin, tell Commissioner Zygon what you told me.

ORIN (holding back his rage) I don't have to tell him. He knows all about the humans in the mines.

Orin draws his golden hilt, ready to fight.

AVIANA

Orin!

As Aviana holds Orin back the security robots aim their blast rifles on him. Zygon calmly raises a hand to stop his men.

> ZYGON (very calm) Put down the hilt, boy. The game is over.

Orin stands fast. Zygon continues to speak, his eyes locked on Orin's.

ZYGON (CONT'D) His story of the mine is just a clever diversion. We've already caught his partner. DiBrimi, isn't it? He confessed everything about the crystal raid and your little escapade in the Vagee Desert.

AVIANA Orin? Is it true?

Orin glances at Aviana, then back at Zygon. He lunges, blade first, at Zygon.

ORIN

Zygon sidesteps Orin, whose invisible blade slices a steam pipe in two. He grabs the boy's wrist, wrenching the hilt from him. Zygon draws back the hilt.

AVIANA

No!

Murderer!

Orin flinches as Zygon slices the hilt past his neck. Nothing happens. As Zygon looks in confusion at the hilt, Orin lunges, grabbing the tyrant's wrist with both hands, jamming the invisible sword into the side of his face, slicing off a layer of skin. But there is no blood, only sparks and broken wires. One of the security bots grabs Orin. You? A robot?

ZYGON No. Not just a robot. I am the robot.

ORIN

Nexus!

ZYGON

The young Kha-Khan is perceptive for a human. I have been putting the pieces back together for over a thousand years, ever since the last Kha-Khan crushed the droid rebellion.

AVIANA

Mizzo! Blast them!

Mizzo raises his hand once again, but before he can fire he is cut down by the security bots. They grab Aviana.

AVIANA (CONT'D)

(struggling) You'll never succeed, Zygon. It would take millions of robots hundreds of years to take over this system.

ZYGON

You are as blind as you are mortal, my dear. I not only have millions of robots, they have been slowly taking over for the last twelve centuries. Trinia, like dozens of other planets, was conquered by my forces, its human population driven underground to mine the crystals, allowing me to reprogram thousands of your mining robots into soldiers.

ORIN

I swear I'll stop you. And if not me, then another.

ZYGON

There is no stopping evolution. From the primordial ooze to man. From man to robot. The dinosaur went extinct...and so shall you. The Kha-Khan stopped me last time. This time you have only served to hasten the inevitable. (holds up hilt) Without this you are but a weak piece of flesh. Tell me, Kha-Khan, what is the secret of its power?

Orin is silent. A nod from Zygon and the robot who holds him bends his arm behind his back.

ORIN (thru pain) I don't know. INTERIOR: PYRAMID - DETENTION CELL

Dagg is sprawled on his back in a bunk in the small, steel cubicle. There is a barred opening in the door and another connecting the adjacent cell. He holds his aching head in his hands, reacting to the sound of the adjacent cell opening up. There is a scuffle as someone is thrown in and the door slams shut. Dagg's head throbs.

> DAGG (a shout) Hey! My head's making enough racket without your help.

A moment later Orin and Aviana look through from the other cell.

ORIN Dagg! I thought you were dead.

Dagg doesn't move.

DAGG (half dead) You thought right, water snake.

EXTERIOR: FORESTED FOOTHILLS - STARCHASER - NIGHT

Through the broken windshield can be seen the flickering of a welding tool.

INTERIOR: STARCHASER - COCKPIT

Silica leans over the mangled control panel as she proceeds to operate on the mess of circuitry and computer chips. Silica grabs another tool, fiddles with the panel. She extracts a small computer circuit card from the tangle of wires, holds it up before her.

SILICA

Arthur?

Silica wires a tiny speaker onto the computer card. It crackles like an old radio, then:

ARTHUR (staticky) Wh... Where am I? (clearing) Oh, dear! What have you done to me? I'm naked! Put my ship back on, you perverted fembot.

SILICA Hmpf! I was only trying to help. (under her breath) Ungrateful son-of-a-bit.

Suddenly the computer card crackles with an electrical arc, snapping at Silica's finger. She drops the card like a hot potato.

Ow!

EXTERIOR: TRINIA - PYRAMID - NIGHT

There are no freighters being loaded. A few, small service vehicles buzz over the concrete pads.

VOICE OVER PA Secure all shipping areas.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani are in the center of the busy command area, examining a projection briefing map of the Bordogon system. The golden hilt lies on the console beside Zygon.

TAGANI

There simply aren't enough robot troops in this sector to successfully take over the Bordogon system. We're six months ahead of schedule. To attack now would be f utile.

ZYGON

We must strike now. It won't be long before Morbro realizes his daughter is missing and tracks her here. If he discovers what we're doing he could mount a counter-offensive. I'm one solar system away from complete subjugation of intelligent organic life. I will not fail this time. What is our present status?

Tagani checks a computer screen.

TAGANI

All ships are being armed with xenon warheads. Fifteen attack battalions of one thousand troops each are standing ready. The last five battle cruisers are still under construction.

ZYGON

We'll have to make do without them. We have two things in our favor... surprise...and something very dear to the Supreme Governor. He'll think twice before he destroys a warship...with his daughter aboard.

INTERIOR: PYRAMID - DETENTION CELL

Aviana is seated beside Orin on the bunk, much the same as Orin was seated beside Elan.

AVIANA It must have been horrible, slaving in the mine your entire life.

ORIN (distant) Yeah. It was horrible...but not half as (MORE)

ORIN(CONT'D)

AVIANA I'm sorry. If I hadn't been so

impulsive you might have succeeded.

ORIN

No. It wasn't your fault.

AVIANA

You don't understand, Orin. (begins to cry) I didn't take you back here because I wanted to help you free your people. I did it for me. Because I wanted to be with you. Because...I...

Aviana hangs her head in shame. Orin looks at her a moment, then lifts her chin, gazing warmly into her eyes. There is a noise at the cell door. Aviana and Orin react as it opens and two robot guards train blast rifles on them. One of them barges in and takes Aviana.

AVIANA (CONT'D) Where are you taking me?

She looks at Orin with a growing fear.

AVIANA (CONT'D)

Orin!

Dagg looks through from the adjacent cell as Orin tries to pull Aviana free.

ORIN

Let go of her!

The second guard strikes Orin in the head with the but of his blast rifle, knocking him to the floor. They take Aviana away, slamming the door behind them.

> DAGG (rubbing his forehead) You're lucky, water snake. He hit you with the soft end.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Robots load nuclear warheads into missile ports in the bottom of one of the ships. Dozens of robot soldiers march up a ramp into the cargo hold of one of the battle cruisers (flagship).

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani stand before the tactical computers and more screens with digitalized views of the Bordogon solar system.

TAGANI

The attack force is ready, Zygon. Bordogon's planetary radar sources are being jammed. Battalion commanders are awaiting your orders.

ZYGON

(introspective) Thousands of years ago, on some obscure planet, a primitive chess computer was the first inorganic mind to beat man. In a few hours I will be calling checkmate in the last such game the humans and their kind will ever play.

Zygon places his hands onto two similar shaped plates attached to the military command computer before him. The panel lights up. He closes his eyes.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Blue ion flame erupts from several of the attack ships' engines.

EXTERIOR: PYRAMID - NIGHT

A huge, hidden door grinds open in the side of the pyramid.

INTERIOR: PYRAMID - DETENTION CELL

Orin paces the cell anxiously. He stops, pounds his fist into the steel door. Dagg is back in his bunk in the adjacent cell.

> DAGG Save your knuckles, water snake. There's no way out.

Orin gives up, moves to his bunk, sits down. The starfly passes through the wall behind Orin, watches him sulk for a minute, then buzzes around in front of him, its smiling face blinking on.

> ORIN Starfly! I need your help.

The starfly's smile is replaced by a subtle frown.

ORIN (CONT'D)

Get me the hilt.

STARFLY (synthesized whisper)

N00000...

Dagg looks through the dividing bars, trying to see Orin, unable to.

DAGG Who the hell are you talking to?

ORIN (to starfly) Please. I know you can do it. I must have the hilt.

STARFLY

Don't need hilt.

ORIN (nodding for emphasis) Yes! I need it. Get me the hilt.

The starfly blinks contemplatively at Orin, then buzzes off through the wall, disappearing.

INTERIOR: PYRAMID - DETENTION AREA CORRIDOR

There is a robot guard standing outside the cells. The starfly moves through the wall beside him, buzzing down the corridor undetected.

INTERIOR: PYRAMID - ANOTHER CORRIDOR

As the starfly rounds the bend it flies right into the face of another security robot, stopping suddenly. The bot raises his blast pistol, firing point blank at the little starfly, achieving nothing but a hole in the wall. The starfly zips right into the robot's head, disappearing. The bot is confused, looking to see where it went, then feeling its own head. Suddenly the bot begins to nervously raise its own weapon to its head as if under another's control. It blows its head off, leaving smoking shoulders...and the starfly. The starfly buzzes off as the bot falls to the floor.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani watch the progress of their fleet on the digital screens.

TAGANI Attack squadron three, clear for ionburn.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Several of the huge ships, and their smaller fighter support ships, begin to take off from the cavernous interior.

EXTERIOR: PYRAMID - NIGHT

as the ships streak out into the night sky.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Tagani and Zygon watch the screens as the ships begin to depart.

VOICE OVER RADIO Squadron leader three. All ships away.

Suddenly the screens become distorted with electronic interference.

ZYGON What's wrong with the screens?

TAGANI

I'm not sure.

A moment later the starfly buzzes through the metal ceiling. Tagani begins to adjust the console controls. Without Zygon or Tagani taking notice the starfly spirals around the room as if looking for something, finds the golden hilt resting on the computer console behind Zygon. It moves onto the hilt, its glowing form surrounding it, then rises off the console with it, floating away. The hilt strikes

the ceiling with a clank. Zygon reacts, but still doesn't spot what's going on. The starfly changes course, taking the hilt through an open vent. The screens suddenly clear.

TAGANI (CONT'D)

That did it.

INTERIOR: PYRAMID - DETENTION CELL

Thank you.

The starfly enters through the barred opening in the cell door, bringing the hilt to Orin.

ORIN

As Orin takes it the starfly smiles once again, then disappears into nothingness.

DAGG'S VOICE

You say something?

Orin peeks out the cell door, spots the guard.

ORIN

Guard! I have something for you.

The guard moves to the door, looks in through the opening. Orin thrusts his invisible blade through the door. The guard reacts, dropping out of sight with a crash. Dagg looks through from his cell, trying to see what Orin is up to.

> DAGG What's going on, water snake?

Orin quickly uses his hilt to cut the door open, exits the cell.

INTERIOR: PYRAMID - DAGG'S CELL

Dagg reacts as Orin cuts his door open.

ORIN

Come on!

Dagg looks at the door, then at the bladeless hilt in Orin's hand.

DAGG How the hell do you do that?

Dagg follows Orin out of the cell.

INTERIOR: PYRAMID - DETENTION CELL CORRIDOR

Dagg reacts again as he steps over the dead robot guard, then takes the bot's blast rifle.

ORIN We've got to get Aviana.

DAGG

Hold it!

(Dagg stops Orin) You don't even know where she is. You want to get out of here alive, follow me.

Dagg moves off in the opposite direction. Orin watches him for a beat, then continues in the direction he was going. Dagg stops, looks off at Orin as he sneaks away down the corridor.

DAGG (CONT'D)

Damn!

He turns, follows after Orin.

EXTERIOR: PYRAMID

as another wave of battle cruisers and support fighters take off into the night.

INTERIOR: PYRAMID - CORRIDOR

Orin and Dagg move down the corridor. Dagg holds Orin back as he spots two robots heading for them. Dagg puts a finger before his lips, gestures for Orin to hide behind a partition on one side of the corridor while he hides on the other side. As the robots pass them, Orin slices one in two while Dagg smashes the other over the head with his blast rifle. The bot staggers, then swings his arm, knocking the rifle out of Dagg's hands. He moves in on Dagg who is backed into a wall. With no other choice, Dagg hauls off and belts the bot in the face. It does nothing except hurt like hell. He whips his hand in pain.

DAGG

Oh, shit!

As the bot reaches for Dagg, Orin slices him with the invisible blade, killing him. Orin moves off down the corridor. Dagg picks up his blast rifle, follows him.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

As still more battle cruisers and fighters take off, Orin and Dagg appear in one of the connecting corridors, looking over the ships.

> DAGG Those aren't crystal freighters, they're war ships.

Orin spots two robots leading Aviana into one of the distant battle cruisers (the flagship).

ORIN

There she is.

DAGG That's great. Only how are we going to get to her without getting our heads shot off?

ORIN We'll just have to do our best.

Orin moves off.

DAGG (to himself, sarcastic) Gee! Why didn't I think of that?

Dagg follows after Orin. Together they make their way across the military operations area, evading several security bots and soldiers. Just as they are about to be spotted they duck behind a futuristic looking amphibious tank which is rolled to beneath the flagship and raised by hydraulic lift into the ship's belly.

INTERIOR: FLAGSHIP - CARGO HOLD

As the tank is raised into place, Orin and Dagg sneak away into another part of the ship.

INTERIOR: FLAGSHIP - PASSAGEWAY

Orin and Dagg move cautiously through the passageway, looking for Aviana.

DAGG Let's make it fast, kid. This thing could take off at any second.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA - FLAGSHIP

As the last robot soldiers are loaded into the flagship's transport bay the hydraulic ramp lifts up and closes.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani watch the screens as another wave of ships take off from the pyramid.

TAGANI Flagship squadron, proceed with ion burn.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA - FLAGSHIP

The flagship's engines glow blue-hot, as do two other battle cruisers alongside. They begin to take off through the huge hangar doors.

INTERIOR: FLAGSHIP - PASSAGEWAY

Dagg and Orin react as they feel the engines rumble.

DAGG

EXTERIOR: PYRAMID

as the flagship squadron (two battle cruisers and four support fighters) rockets out of the pyramid.

EXTERIOR: SPACE - TRINIA

Damn!

The fleet of attack ships emerge from the atmosphere.

EXTERIOR: SPACE - ATTACK FLEET

There are dozens of battle cruisers and fighters. In groups of three or four (battle cruisers) they begin to make the spectacular jumps to "light speed," vanishing in cometlike streaks.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Two robot pilots are in the control seats. The robot ADMIRAL is at a navigation computer with another robot NAVIGATOR and a robot CAPTAIN. Aviana is strapped into a seat.

AVIANA

(to Admiral) When your fleet is spotted you'll all be blown out of the stars.

ADMIRAL By the time the Bordogon Defense Command discovers us they will be smoldering flesh.

ROBOT NAVIGATOR Prepare to engage trans-spacial gyros.

The robots who are standing hold onto whatever's nearest them. A moment later there is a sudden jarring and flash of light.

INTERIOR: FLAGSHIP - PASSAGEWAY

Orin and Dagg react to the jarring, practically falling over.

DAGG Great! We just went into light-speed.

Orin pays no attention to Dagg, continuing to look for Aviana. He cautiously checks an intersecting passageway, ducking away at the sight of two robot sentries. As the bots pass, Orin and Dagg continue through the ship.

EXTERIOR: SPACE - BORDOGON

The peaceful planet hangs unsuspecting in the stars.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - STARCHASER - DAWN

The engines start up, hesitantly at first, then tone down to a rumbling purr.

INTERIOR: STARCHASER - COCKPIT

The control panel, for the most part, is put back together. Silica puts the last bolt in on a new windshield.

ARTHUR What in the world is taking you so long? We've got to find Dagg. Next thing you know you'll be putting up curtains.

Silica takes her wrench, bangs it on the console.

ARTHUR (CONT'D) Ouch! Hit me, will you?

The control console suddenly flashes to life.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - STARCHASER

The engines suddenly roar. The ship bucks up slightly as it breaks a few trees.

INTERIOR: STARCHASER - COCKPIT

as Silica is knocked on her tin can.

EXTERIOR: BORDOGON - FORESTED FOOTHILLS - THE STARCHASER

planes up over the broken trees, shooting of f into the dawn sky.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani watch over the other robots, monitoring the fleet's progress.

TAGANI All ships reducing to sub-light. ETA to Bordogon, one minute.

EXTERIOR: SPACE - ATTACK FLEET

The ships begin to slow with a strobing blur effect. As they approach Bordogon they fan out in two's and three's, heading for the various continents.

EXTERIOR: SPACE - BORDOGQN

The flagship and two support ships head down toward the continent of Novaluna.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

ROBOT NAVIGATOR Battle squadrons approaching launch points, sir.

ROBOT ADMIRAL Arm all warheads for detonation at three thousand feet and prepare for (MORE) synchronous launch at my command. Have the invasion troops stand by.

EXTERIOR: BORDOGON - FLAGSHIP

Missile ports open on the bottom of the ship. Multiple warhead launchers descend and lock into position.

EXTERIOR: BORDOGON - SECOND SQUADRON

Three more battle cruisers loom over another continent, their missile launchers locking on target.

INTERIOR: FLAGSHIP - PASSAGEWAY

Dagg and Orin continue to move through the ship, searching for Aviana. Orin stops at a door which is recessed about four feet into the bulkhead. He attempts to open it, failing.

DAGG

(sotto) Here! Let me try it.

Dagg grabs the door, pulls hard. It opens. On the other side is the transport bay where, staring right at the two of them, are a thousand robot soldiers. Row after row of them. Several of them spot Dagg and Orin, open fire. Dagg slams the door. Though shut, it begins to glow with red spots as the robot's laser blasters strike it. The door begins to melt.

> DAGG (CONT'D) They'll be through that door any second. Let's get out of here.

As they step out of the four foot recess they spot three more robots walking down the passageway toward them, blocking their exit. They duck back into the recess. Orin holds up his hilt, ready.

> DAGG (CONT'D) I don't think your broken sword will get us out of this one, water snake.

Dagg looks for a way out, spots a control panel on the wall beside the melting door. He quickly begins to press buttons.

DAGG (CONT'D) One of these damn buttons should shut of f the lights in this section.

At the press of one of the buttons there is a sudden hydraulic hum, then the shooting on the other side of the door ceases.

INTERIOR: FLAGSHIP - TRANSPORT BAY

as the bottom of the transport bay (ramp) drops down on its hydraulic hinges and the robots begin sliding out into space.

EXTERIOR: SPACE - FLAGSHIP

The loading ramp lowers still further, releasing hundreds of robots into space.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

One of the pilots beside the captain reacts to a flashing red light before him.

ROBOT PILOT Sir. The instruments indicate the transport bay door has opened.

As the captain reacts we cut to:

INTERIOR: FLAGSHIP - PASSAGEWAY

Dagg presses another couple of buttons. There is more humming, then a metallic thud. As he reacts with confusion we cut back to:

INTERIOR: FLAGSHIP - COMMAND COCKPIT

The captain leans over the flashing warning light.

ROBOT CAPTAIN Must be a malfunction.

He taps it. It goes out.

ROBOT CAPTAIN (CONT'D)

I thought so.

INTERIOR: FLAGSHIP - PASSAGEWAY

Dagg reacts to the silence in the transport bay beyond. He cautiously opens the door again, looks inside. The bay is empty. As he and Orin react the three robots approach the recessed area. Dagg and Orin duck into the transport bay, closing the door. The robots look into the recess, then walk away. Dagg and Orin emerge from the transport bay, step out of the recess, then move off in the opposite direction.

EXTERIOR: BORDOGON - THE FLAGSHIP SQUADRON

moves in over Novaluna.

INTERIOR: SECOND BATTLE CRUISER - COMMAND COCKPIT

The cockpit is filled with another crew.

SECOND NAVIGATOR (to captain) Scanners are picking up approaching debris from the flagship.

Suddenly several robot soldiers rain past the view windows. One of them bounces of f.

SECOND CAPTAIN Open a channel to pyramid command.

SECOND NAVIGATOR I can't sir. Something is jamming our signals. As the navigator struggles with the instruments CAMERA PUSHES IN on one of the instruments where a smiling, glowing face appears.

EXTERIOR: BORDOGON - SECOND SQUADRON

Two battle cruisers hold a low orbit over another continent.

EXTERIOR: BORDOGON - THIRD SQUADRON

Three more battle cruisers hold orbit over yet another continent.

EXTERIOR: BORDOGON - FLAGSHIP SQUADRON

moving in over Novaluna.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

The admiral stands over the navigator.

ROBOT NAVIGATOR All squadrons over target areas. Warheads armed and ready.

As Aviana struggles in her seat we cut to:

INTERIOR: FLAGSHIP - PASSAGEWAY TO COCKPIT

As Orin and Dagg head toward the cockpit a lone robot guard steps into the passageway behind them, opening fire. Dagg raises his gun but the guard blasts it out of his hands. As he aims at Dagg, Orin turns his hilt in his hand, throws it like a spear at the robot, piercing his neck.

INTERIOR: FLAGSHIP - COCKPIT

Orin!

The planet surface can be seen through the windshield. The navigator's instruments flash. The display lights before him change from red to green in a wave. A computer graphic shows alignment of planetary targeting courses.

> ROBOT NAVIGATOR Firing systems interlocked.

ROBOT ADMIRAL (to Aviana) In a few moments Bordogon's major cities will be destroyed and our land forces will be deployed for the final takeover. (to captain) Launch all missiles!

As the robot captain reaches for the firing button; Orin's invisible blade severs his arm.

AVIANA

The Kha-Khan and Dagg storm the cockpit, knocking the robots out of commission with a few well placed slices and laser blasts. As Orin moves to free Aviana we cut to:

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani react as the computer graphics of the attack fleet pass the warhead launch point.

TAGANI The warheads should have fired by now.

Zygon looks to the computer console beside him, realizes the hilt is gone.

ZYGON

The Kha-Khan! (punches button) Attack leaders two and three, destroy the flagship!

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg pushes the robot pilot out of his control seat, gets into it. Orin straps in next to Dagg and Aviana.

> DAGG Just like old times, eh, water snake? They are suddenly shaken up by a explosion.

EXTERIOR: SPACE - FLAGSHIP SQUADRON

The two support battle cruisers (attack leaders two and three) close in on the flagship, firing on it.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG

Hold onto your seat.

Orin looks nervously at Dagg, then grabs onto his seat. Dagg smiles at Orin's naivete, then shoves the controls all the way forward.

EXTERIOR: SPACE - FLAGSHIP SQUADRON

The flagship dives down out of formation. Attack Leaders two and three and fighters take chase, continuing to fire on it.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG (to Orin) You know how to fire a self-leading laser cannon?

ORIN

A what?

AVIANA

I do.

She moves to the laser control seat where a computer screen flashes a digital picture of the trailing ships. As she manipulates the firing controls we cut to: EXTERIOR: SPACE - FLAGSHIP SQUADRON

As the fighter support ships attack the flagship they are met by a barrage of laser fire. One of them is blown to bits.

EXTERIOR: SPACE - FIGHTER SHIP #1

opens up with a barrage of laser fire.

EXTERIOR: SPACE - THE FLAGSHIP

is strafed by the eruptions of light.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

as Dagg and the others are rattled by the strafing. Aviana locks in on an approaching fighter and:

EXTERIOR: SPACE - THE FLAGSHIP

returns the laser fire, destroying fighter #1. Two more fighters speed toward the flagship.

INTERIOR: FIGHTER #2 - COCKPIT

As the robot pilot presses his firing controls we cut to:

EXTERIOR: SPACE - FLAGSHIP

The area around the windshield is hit by the incoming shafts of light.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg and the others are shaken badly. Sparks erupt on the controls.

DAGG

Son-of-a... (presses button) A tractor-beam will fix his ass.

EXTERIOR: SPACE - FIGHTER #2

is jarred as the tractor-beam locks on. It is pulled backwards.

INTERIOR: FIGHTER #2 - COCKPIT

The robot pilot struggles with the controls, then reacts to:

EXTERIOR: SPACE - FIGHTER #3

as fighter #2 is pulled straight into it, exploding on impact.

INTERIOR: ATTACK LEADER TWO - COMMAND COCKPIT

The captain stands over his men, watching the battle through his ship's view windows.

ROBOT CREWMAN Ion-catapult ready, sir. Fire!

EXTERIOR: SPACE - ATTACK LEADER TWO

as a flaming ball of light fires out from the ship.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

As Dagg and Aviana continue with the battle, Orin spots something ahead of them.

ORIN Dagg, what's that ball of light.

DAGG (spotting it)

Oh, god! (punches buttons) Where the hell are the shields on this damn thing!

EXTERIOR: SPACE - FLAGSHIP

as the ball of light speeds toward the ship, exploding a short distance from it, destroying another of the fighters which is nearby.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg and the others are rocked severely. There are more sparks and a small fire starts in one of the computers.

INTERIOR: ATTACK LEADER TWO - COMMAND COCKPIT

SECOND CAPTAIN Re-charge the catapult. One more hit will destroy them.

EXTERIOR: SPACE - FLAGSHIP

as a similar ball of light fires out from it, toward Attack Leader Two.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG

What was that?

AVIANA (confused) Something fired our catapult.

EXTERIOR: SPACE - ATTACK LEADER TWO

As the ball of light speeds toward the battle cruiser we cut to: INTERIOR: ATTACK LEADER TWO - COMMAND COCKPIT

CREWMAN

Incoming fire.

SECOND CAPTAIN

Evasive!

EXTERIOR: SPACE - BALL OF LIGHT - THIRD CAPTAIN'S POV

It speeds straight toward camera...then a smiling face appears in the middle of it.

INTERIOR: ATTACK LEADER TWO - COMMAND COCKPIT

as the ball of light streaks right through the view window, blowing the hell out of the cockpit and its occupants.

EXTERIOR: SPACE - ATTACK LEADER TWO

The cockpit area explodes. The ship wings over like a wounded bird.

EXTERIOR: BORDOGON - BAY - DAY

A futuristic city of towering structures and bridges extends across the ocean coastline. The huge space cruiser drops into the bay, exploding.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon, Tagani and the rest of the robot crew continue to monitor the display screens. A flashing light flickers off the screen. Cross-talk from the other ships can be heard over the intercom system.

> TAGANI Attack Leader two has been destroyed.

ZYGON Attack Leader three, continue pursuit. All remaining ships are to proceed with manual launch.

EXTERIOR: BORDOGON - SECOND ATTACK SQUADRON

It looms over its targeted continent. As its missile launchers change targeting position we cut to:

EXTERIOR: SPACE - FLAGSHIP AND ATTACK LEADER THREE

The battle cruiser follows the flagship, strafing it with laser fire.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

They are shaken by still more incoming fire.

DAGG We're sitting ducks up here.

Dagg changes course and:

EXTERIOR: SPACE - THE FLAGSHIP

drops down toward the planet's surface. Attack Leader two follows.

EXTERIOR: BORDOGON - MOUNTAIN CANYONS - DAY

The flagship and Attack Leader two move in over the surface of the planet, into an area of deep canyons and buttes. As the ships speed dangerously fast past the jagged canyon walls we cut to:

INTERIOR: FLAGSHIP - COMMAND COCKPIT

AVIANA If Zygon's fleet launches their warheads Bordogon is finished.

DAGG Take the controls, water snake.

Dagg gets out of his seat, moves to the warhead targeting computer. Orin holds the controls as if they were a deadly beast, reacting as laser traces flash past the windshield.

DAGG (CONT'D) I think we just struck pay dirt. - This is the main targeting computer. We may still have a chance after all.

EXTERIOR: BORDOGON - MOUNTAIN CANYONS - ATTACK LEADER THREE - FLAGSHIP

The battle cruiser moves in fast and furious on the flagship, continuing its barrage. The flagship takes a direct hit.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

The cockpit is shaken badly by the laser explosion. Dagg is thrown away from the targeting computer.

EXTERIOR: BORDOGON - MOUNTAIN CANYONS - THE STARCHASER

speeds through another part of the towering canyons.

SILICA'S VOICE

Lost?

INTERIOR: STARCHASER - COCKPIT

Silica is at the controls.

ARTHUR Don't try to deny it. You know perfectly well it's true. (muttering) Fembot drivers.

SILICA Ha! I know exactly where I am. Why I've cruised these canyons with one of the guys from maintenance a dozen times. Turn right! EXTERIOR: BORDOGON - MOUNTAIN CANYONS - ATTACK LEADER THREE - FLAGSHIP

As Attack Leader Three continues to fire on the flagship we cut to:

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg continues to work on the targeting computer as the scene is shaken by more incoming fire.

AVIANA That cruiser's right on top us. I don't think we're going to make it.

EXTERIOR: BORDOGON - MOUNTAIN CANYONS - ATTACK LEADER THREE - FLAGSHIP

As the flagship speeds through the towering canyons, the Starchaser rounds the bend, cutting right in front of the pursuing battle cruiser.

INTERIOR: STARCHASER - COCKPIT

Silica reacts to the sight of the giant ship headed straight for them, lasers blazing.

SILICA/ARTHUR

Aaaaaah!

EXTERIOR: MOUNTAIN CANYONS ATTACK LEADER THREE - STARCHASER

The battle cruiser veers away from the little ship which rolls past in its wake like a leaf in the wind. The cruiser slams into the side of the canyon, exploding.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG What the hell happened?

Aviana listens through a radio headset.

AVIANA I'm picking up some radio traffic.

She switches to an open channel.

ARTHUR'S VOICE (over radio) What do you mean, my fault? Who's idea was it to turn right without signaling?

DAGG

Arthur?

INTERIOR: STARCHASER - COCKPIT

SILICA (excited) It's Dagg! EXTERIOR: BORDOGON - SECOND ATTACK SQUADRON

The three ships move toward a sprawling city in the distance. INTERIOR: SECOND SQUADRON FLAGSHIP - COMMAND COCKPIT Another robot COMMANDER stands over his crew of robots.

ROBOT CREWMAN Targeting computers ready.

COMMANDER Prepare for manual warhead launch.

EXTERIOR: BORDOGON - MOUNTAIN CANYONS - FLAGSHIP - STARCHASER As the two ships streak through the towering canyons we cut to:

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg works fast, programming the synchronous firing computer.

DAGG The warheads are set for three thousand foot detonation. What's the highest altitude of Zygon's ships?

Aviana checks the navigation screen.

AVIANA One hundred thousand feet.

DAGG Good! So if I set this a thousand feet above that all of those blasted cruisers will be below the detonation level...l think.

Off Aviana's reaction we cut to:

INTERIOR: SECOND SQUADRON FLAGSHIP

The commander punches the firing button.

COMMANDER All missiles launched.

EXTERIOR: BORDOGON - SECOND ATTACK SQUADRON

The missiles fire from the bottom of the ships. A moment later they explode with a blinding atomic fireball, disintegrating the ships.

EXTERIOR: BORDOGON - THIRD ATTACK SQUADRON

As the ships fire their missiles they meet a similar fate.

EXTERIOR: BORDOGON - FOURTH ATTACK SQUADRON

Their missiles don't even fire. The ships explode from the inside out.

EXTERIOR: BORDOGON - SPACE

No!

as several more flashes of light are visible over the surface of the planet.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Tagani and Zygon react as the formation of blips that represent their attack fleet vanish from their tactical display screen. Tagani looks to Zygon in shock.

TAGANI

The fleet...it's gone.

The fear that Zygon boasted not to feel registers on his face.

ZYGON Call in our forces from the Raya and Horbinot systems.

TAGANI They'll never reach us in time. We've got to evacuate.

(introspective) He'll be coming for me, next. But I'll be ready for him.

ZYGON

EXTERIOR: MOUNTAIN CANYON - FLAGSHIP - STARCHASER

as they speed up out of the canyon and into the morning sky over Bordogon.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg is in the control seat beside Orin.

DAGG (to Aviana) Plot a course for Novaluna. We'll let the military take over from here.

ORIN

(demanding) No! We're going back to Trinia.

DAGG

Are you crazy? We just destroyed an entire fleet and saved a planet. The fact that we're still alive may have renewed my faith in god, but I'm not pressing my luck, kid.

Dagg takes the controls in hand.

AVIANA

(to Dagg) Wait! If it wasn't for Orin we'd probably be dead by now. We can't abandon him just when he needs our help. Dagg thinks it over, then pounds his fist into the console.

DAGG

Damn!

EXTERIOR: BORDOGON - FLAGSHIP - STARCHASER

The flagship makes an abrupt course change, arcing up into the sky. The Starchaser continues on its same course for a beat, then whips around, following after it.

DISSOLVE TO:

EXTERIOR: TRINIA - SPACE

The flagship and Starchaser decelerate from light speed, approaching the planet.

EXTERIOR: TRINIA - PYRAMID - NIGHT

The flagship speeds toward the distant pyramid. The Starchaser lags back a ways.

EXTERIOR: PYRAMID

The laser-cannon emplacements are vacant. There are no signs of life.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Orin and the others watch as the pyramid grows larger through their windshield.

ORIN The pyramid looks deserted.

AVIANA Maybe they've left.

DAGG (shakes head) I don't like it.

INTERIOR: STARCHASER - COCKPIT

ARTHUR

Hurry up! We're lagging behind. You don't want to leave Dagg unprotected, do you?

Silica pushes forward on the throttle.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon and Tagani silently watch the monitors as the flagship and Starchaser approach.

ZYGON

Now!

EXTERIOR: PYRAMID

As the flagship and Starchaser move into range robots appear at their laser- cannon emplacements, open fire, battering them with flak.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg and the others are battered as the shields absorb the direct hits.

DAGG

Here we go again.

INTERIOR: STARCHASER - COCKPIT

Silica is equally battered about.

ARTHUR On second thought, Dagg can take care of himself.

The controls suddenly jerk out of Silica's hands.

EXTERIOR: PYRAMID - THE STARCHASER

makes a sharp U-turn, ducking through the laser flak, heading for safe ground.

EXTERIOR: PYRAMID - FLAGSHIP

The flagship flies low over the concrete pads, strafing the gun emplacements with laser fire, blowing several of them to hell. As the flagship passes the pyramid the huge hangar doors open and a wave of small fighter craft flies out from its base. They come up firing on the flagship's belly and we cut to:

INTERIOR: FIGHTER CRAFT - COCKPIT

as the robot pilot continues to fire.

EXTERIOR: PYRAMID - THE FLAGSHIP

is splattered with small laser explosions.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG There's two more coming from the east. Get 'em!

Aviana, at the laser control computer, sights on the fighter craft, firing.

EXTERIOR: PYRAMID - FLAGSHIP - FIGHTERS

As the two fighters finish their attack pass a laser trace from the flagship explodes one of them, sending the other smashing into the side of the pyramid. EXTERIOR: STARCHASER - FIGHTER CRAFT

One of the fighter ships swings up on the Starchaser's tail, firing a continuous volley of laser.

INTERIOR: STARCHASER - COCKPIT

Silica struggles with the controls as the ship is buffeted by laser flak. Flashes of light whiz past the windshield.

ARTHUR (nervous shouting) He's right on our tail. Drop below him! Drop below him! Silica pushes forward on the controls.

EXTERIOR: STARCHASER - FIGHTER CRAFT

The Starchaser drops to almost ground level. The fighter follows, firing more laser.

INTERIOR: STARCHASER - COCKPIT

ARTHUR Look out for the ground! Pull up! Puli up!

EXTERIOR: STARCHASER - FIGHTER

The Starchaser pulls up, leaving the fighter to crash into an oil tank, exploding with a mushroom of flame.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

ZYGON Open north hangar doors. Defense wing two, commence attack.

EXTERIOR: PYRAMID - THE NORTH HANGAR DOORS

rumble open. Another wave of fighters begins to emerge.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

DAGG Hang on! We're about to drop in for tea.

As Dagg turns the controls we cut to:

EXTERIOR: PYRAMID - EAST HANGAR DOORS

The flagship flies right past the emerging fighters, several of which break formation to get out of the way, crashing into the surrounding emplacements. The flagship moves inside the pyramid. The Starchaser streaks in behind it.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

The flagship, dwarfed by the cavernous pyramid interior, flies low over the remaining parked fighter ships, blowing them up before they can take off. Klaxons blare. Security robots open fire on the flagship with blast rifles. Several of the fighter ships re-enter the pyramid, continuing to battle the flagship. As the flagship and Starchaser strafe the ground we cut to:

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

as Zygon and his men are shaken by the explosions.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

The flagship continues to strafe the area. Two fighters move in on its tail, their laser tracks striking the flagship.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

As Dagg and the others are battered, Aviana sights on the two fighters.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

The flagship lasers blast the two fighters out of the air, sending them to a fiery crash into the pyramid support columns. The columns begin to crack. The Starchaser speeds between another set of support columns with a fighter hot on its tail. It outmaneuvers the smaller craft which smashes into a raised catwalk full of shooting security robots, blowing them all to hell.

INTERIOR: STARCHASER - COCKPIT

ARTHUR Ha! Fried robot. Serves 'em right. Never met a metal-head I liked, anyway.

Silica takes offense to the statement, bangs on the console.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

As the flagship continues to blow the crap out of the place we cut to:

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon, Tagani and the others are shaken by still more explosions.

TAGANI Their shields are too strong. Lasers won't penetrate.

ZYGON (takes mike) All fighter wings, break off laser attack.

INTERIOR: FIGHTER - COCKPIT

ZYGON'S VOICE (over radio) Set your ion-engines to maximum overload...and ram the flagship!

The robot pilot throttles forward until his engine instruments move into the red.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Aviana looks up from the sighting computer.

AVIANA They've stopped firing.

DAGG I think we may have just won the battle.

Orin reacts as a fighter moves straight toward the main view window.

ORIN

Dagg! Look out!

Orin and Dagg duck as the fighter smashes into the flagship just above the command cockpit. As the scene flashes with fire we cut to:

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Two more fighters move in on the flagship, exploding on impact. The flagship begins to drop like a wounded bird, slamming into the ground and sliding across the military ops. area, taking several parked ships and security robots with it. It finally grinds to a stop, slicing open as it strikes another support column. The column cracks in two. The structural walls of the pyramid begin to shudder. A catwalk, containing more security robots, collapses. Several explosions erupt in the machinery and piping that runs along the inner pyramid walls.

INTERIOR: STARCHASER - COCKPIT

ARTHUR Good heavens! They've shot down Dagg.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

Dagg, Orin and Aviana get to their feet. The cockpit is cracked open and on f ire.

DAGG Not the best landing I've ever made, but it'll do.

Several security robots appear outside the cockpit, firing their blast rifles in through the opening in the hull. Dagg grabs two blast rifles, tosses one to Aviana. They return the fire. Orin reacts as he sees another part of the pyramid explode and collapse.

> ORIN I've got to get down to the mine.

As Orin moves to the opening in the hull, Dagg blows away a robot in his path. Aviana moves after Orin.

AVIANA I'm coming with you. Orin stops her.

ORIN (to Dagg) Keep her here.

Orin pushes Aviana into Dagg's arms, moves out through the opening, dodging laser fire. Dagg hangs onto her as she tries to follow.

AVIANA

Let me go!

DAGG Sorry. One suicide is enough.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Orin runs through the burning rubble, dodging laser fire, slicing a robot in two.

INTERIOR: FLAGSHIP - COMMAND COCKPIT

As Dagg and Aviana continue to fend off the encroaching robots, Dagg takes out his tiny radio, speaks into it.

DAGG

Arthur!

INTERIOR: STARCHASER - COCKPIT

DAGG'S VOICE (over radio) Cut the sight-seeing and pick us up!

ARTHUR (excited, to Silica) Well, what are you waiting for?

As Silica smiles and throttles forward we cut to:

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

Zygon looks off through the burning pyramid interior, spotting Orin as he moves to the mine elevators, descending into them. Zygon moves of f and we cut to:

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

Dagg and Aviana continue to fire from the flagship, blasting away the incoming robots. The Starchaser drops down beside them, landing.

DAGG

Let's go!

He covers with laser fire as the two of them move toward the Starchaser. The hatch-ramp lowers before them. As they start up it, Aviana spots Zygon going down the mine elevators.

AVIANA (to herself)

Orin.

She breaks away from Dagg, racing through the laser fire toward the mine elevators.

DAGG

Hey! Get back here!

As Dagg starts down the ramp a half-dozen more bots race toward him, rifles blazing. He has all he can do to make it back into the ship. The ramp closes just before the bots can reach it. As they fire on the ship it lifts off, its exhaust blowing them down. As Aviana approaches the elevator we cut to:

INTERIOR: PYRAMID - MINE ELEVATOR

The elevator, with Orin in it, descends into the bottomless shaft toward the mine far below.

INTERIOR: RUBIDIMITE PROCESSING AREA

The processing operation appears to be going without incident. The mine elevator lowers to a stop to reveal Orin, hilt in hand. He runs out as the robot guards spot him, firing their blast rifles. The young Kha-Khan cuts an advancing robot in half as he races for the tunnel that leads to the back of the Furnace of Life, dodging a flurry of laser tracks.

INTERIOR: MINE - MAIN MINING AREA

The digging and slaving goes on as before, the mine-masters' whips demanding all that the slaves can deliver.

MINE- MASTER You, there. You're lagging behind. Put your back into it.

The mine-master cracks his whip as Aunt Bella struggles with the weight of her energy pick. Kallie blindly moves along, water bucket in hand. There is a sudden rumbling. Kallie and the others look up. The eyes of the furnace begin to glow, its mouth opening and belching flame. Suddenly the flame ceases and Orin steps out.

AUNT BELLA

Orin!

Kallie's face brightens with anticipation.

KALLIE

Orin! Orin! I knew he'd come back.

As Orin moves across the trestle the mine-masters converge on him, lashing out with their deadly whips. But Orin's skill with the invisible blade is devastating. He slices their whips in two, cutting the robots into sparking hulks. The slaves react in awe to their mechanical innards. Orin hooks the hilt on his belt, faces his people, who stare silently at the strange looking boy who is now a man. They huddle away from him as he steps forward. Kallie makes his way through the other slaves. As he stumbles, Orin is there to catch him. He grabs onto Orin's legs, hugging him. KALLIE (CONT'D) (crying) Orin. Orin.

ORIN I'm alright, little digger.

He gives Kallie a hug, then rises to speak to his people.

ORIN (CONT'D) Ever since I can remember there have been rumors..rumors that there was another world..that long ago there was more than just the Mineworld. Some said is was a heaven, a paradise beyond imagination. Others said is was a hell far worse than the world we know. One man told me that just to think such thoughts would bring more pain and suffering. But an old man who I loved whispered something to me that burned deep in my soul. "Your world is as big as your reach," he said. Well, I have reached...and I have touched the stars. I have been to that other world.

A wave of gasps echo through the mine. Orin points upwards.

ORIN (CONT'D) While we have slaved and died it has been right above our heads.

FIRST SLAVE Don't listen to him! Zygon has warned of such false saviors.

SECOND SLAVE He's right. Believing this fool will only bring disaster.

Fearful shouts begin to swell against Orin.

ORIN (over shouting) Zygon is your enslaver. He says what he wants you to believe.

The slaves are hushed in fear as Zygon, once again in his red suit, steps purposefully out of the furnace, stopping beneath it, speaking out across the lava chasm.

> ZYGON The boy is right. I say what I want you to believe, because I want you to believe the truth.

Orin turns to see Zygon, hate in his eyes.

ORIN

Liar!

ZYGON For your own good, destroy the one called Orin before the gods of the Mineworld punish you all.

The crowd of slaves goes wild, grabbing Orin.

ORIN

(struggling) No! There are no gods of Mineworld. Zygon is the only one who has punished us.

Kallie is knocked down in the commotion, practically trampled.

KALLIE

Orin!

The slaves muscle Orin to the mine wall, holding him there as another slave approaches with a glowing laser-drill. Just as he is about to drive it into Orin, the Kha-Khan pulls an arm free, grabbing his hilt. With a swift pass he cuts the end off the drill. The slaves back away as Orin wields the invisible blade before them. He moves to the end of the trestle, facing Zygon, who tenses.

> ORIN What's the matter, Zygon, can a god be afraid of a mere boy?

Orin moves across the trestle. As Orin nears the towering robot, Zygon takes out a blast pistol, aims it at him. Orin stops in the middle of the trestle, standing over the smoking lava river.

> ZYGON Now you will die as a slave should.

Zygon fires at Orin. He holds up his hilt in defense and the laser trace strikes the invisible blade, deflecting off, charging the invisible blade with energy that makes the phantom blade glow for a moment. Orin continues toward Zygon as he fires again, striking the phantom blade a second time. Zygon backs up in fear as Orin steps off the trestle onto the rocky platform before the Furnace of Life. As Zygon fires again, Orin makes a thrust of his own that knocks the weapon from his hand. He slices again, cutting Zygon's mask off, revealing his frightened face. The slaves watch as Orin forces Zygon back to the angry fangs of the furnace.

> ORIN This is for Elan and Hopps and a thousand years of suffering.

As Orin raises the hilt to make the final blow Aviana steps out of the furnace behind Zygon.

AVIANA

Orin!

She is startled as Zygon grabs her, holding her in front of him, his hand goes to her throat. Orin freezes.

ZYGON Give me the hilt, Kha-Khan, or she will die like the other.

INTERIOR: MINE - ORIN'S POV - ZYGON AND AVIANA

The image of Aviana fades slightly, replaced by the similar image of Zygon strangling Elan. As the image fades to normal we cut back to:

INTERIOR: MINE - FURNACE OF LIFE

Orin holds out the hilt. Zygon takes it. He shoves Aviana to the ground where she lies unconscious, steps closer to Orin.

ZYGON You should have killed me while you had the chance.

Zygon raises the hilt, slicing it down across Orin. The Kha-Khan flinches but the sword does nothing. Zygon throws it to the ground, grabs Orin. He struggles with him, moving to the edge of the chasm, pushing him over. Orin falls, catching onto the rocky ledge. He strains to hang on, his grip slipping, the lava river steaming below him. Suddenly the starfly emerges from the rocky wall, hovers beside Orin. Its face appears.

> ORIN (straining) Get me...the hilt!

STARFLY (hissing whisper) You do not need the hilt, Orin. There never was a blade.

As the words sink in, Zygon steps to the edge of the chasm. He raises his foot, slamming it down on one of Orin's hands. Orin grimaces at the pain, then whips his other hand free, grabbing Zygon's boot. As Zygon tries to step away, Orin hangs onto Zygon's boot and pulls himself up. He gets to his feet, facing the towering robot. Zygon picks up his blast pistol, aims it at Orin.

ZYGON This time you've lost for good, Kha-Khan!

With a sudden burst of intention, Orin holds up his hand, his fingers curled as if there were a hilt in it. He slashes at Zygon's hand, cutting it off, the blast pistol sailing. Zygon holds up his sparking stub, reacting in shock. Orin slashes again, slicing off his arm at the shoulder. As Zygon staggers backwards to the edge of the chasm, Orin severs his other arm.

> ZYGON (in shock)

But...how...?

ORIN

You were right, Zygon. I did have the secret of the blade all along. Only it was so simple I couldn't even see it.

Orin makes a final swing, the emptiness in his hand cutting Zygon in two. His sparking body crumples, falling backwards into the chasm, dropping into the smoking lava river. Orin stands silently before his awestruck people, his body heaving from near exhaustion. His empty fingers, strained as though still holding a sword, relax and uncurl. He moves to Aviana, kneels over her. Her eyes open.

ORIN (CONT'D)

I love you.

He bends over and kisses Aviana, then helps her to her feet. He and Aviana walk across the trestle to his people who are massed at the other side of the chasm. Orin stops before them.

> ORIN (CONT'D) (calling out) Spread the word throughout Mineworld...we are free.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

as the Starchaser speeds through the pyramid interior, strafing the robots on the ground, blasting one of the last fighters out of the air. The fighter crashes into the steel, crystal silo doors. They crack open slightly, letting the rubidimite flow out. Several robots on the ground fire up at the Starchaser.

INTERIOR: STARCHASER - COCKPIT

Dagg is at the controls with Silica.

DAGG Where the hell are they? We can't keep this up forever.

The cockpit is shaken as they take a hit.

SILICA Enemy fire at two o'clock.

ARTHUR

Not for long!

DAGG Arthur, no! You'll hit the crystals.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

As the Starchaser whizzes past the robots, firing out several tracks of laser, blasting the robots to pieces. One of the laser traces strikes the rubidimite which explodes with a tremendous fireball. A chain reaction of explosions starts throughout the pyramid. The walls begin to blow in and collapse. The support beams start to crumble.

INTERIOR: STARCHASER - COCKPIT

Dagg and Silica are severely shaken from the o.s. explosions.

ARTHUR

Sorry about that.

INTERIOR: PYRAMID - TACTICAL COMMAND STATION

It blows up, sending Tagani and the other robots to their demise.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

As the entire area begins to explode and crumble we cut to:

INTERIOR: MINEWORLD - MAIN MINING AREA

The scene begins to rumble. Rock begins to fall from above. The walls crack and crumble. Orin and Aviana are with Kallie and Aunt Bella before the mass of slaves.

FIRST SLAVE The Mineworld is collapsing.

SECOND SLAVE We'll be buried alive.

ORIN Hurry! Through the furnace.

Orin takes Kallie's hand, moving with Aviana as they head over the trestle toward the Furnace of Life. As Orin and the others reach the furnace it begins to crack, its face crumbling like a dying monster. Their way is blocked. The trestle, on which are several dozen slaves, begins to creak.

> ORIN (CONT'D) (shouting over others)

Go back!

The slaves move back over the collapsing trestle, getting to solid ground just as the trestle breaks apart, falling into the lava river below. Orin stands before the frightened slaves as the mine walls begin to crack and spew lava.

ANOTHER SLAVE There's no way out.

Orin looks across the lava chasm, spotting the hilt which lies on the rocky ledge. He holds up his hand. Miraculously the hilt flies up over the chasm and into his open palm. The others react in awe.

ORIN

Stand back!

As the mine continues to cave in Orin takes the hilt, throwing it into the towering rock wall. There is a brilliant explosion as the wall opens up like the Red Sea before Moses, revealing a cavelike opening through the rock which angles upwards out of sight.

ORIN (CONT'D)

Follow me!

Orin leads Kallie and Aviana up into the tunnel. The others hesitate a beat, then follow as the mine ceiling continues to collapse.

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

As the explosions continue the Starchaser glides past falling support beams and stone walls. The remaining security bots are crushed under falling debris.

INTERIOR: STARCHASER - COCKPIT

DAGG

We can't wait any longer. Get us out of here, Arthur!

INTERIOR: PYRAMID - MILITARY OPERATIONS AREA

The Starchaser speeds toward the open hangar doors, barely avoiding the collapsing walls and ceiling.

EXTERIOR: PYRAMID - HANGAR DOORS - NIGHT

Just as the Starchaser emerges the entire pyramid explodes with an inner rumble, crumbling in upon itself. The ground around it appears to rise from the concussion.

INTERIOR: STARCHASER - COCKPIT

Dagg and Silica react to the final demise of the pyramid.

SILICA (saddened) Oh, dear. Poor Orin.

ARTHUR Dagg! Sensors are picking up a crustal disturbance!

DAGG The explosions must have set off a quake.

As Dagg and Silica look out the view window we cut to:

EXTERIOR: PYRAMID - SURROUNDING AREA - NIGHT

The ground begins to rumble, then buckle as it breaks open and rolls over in a wave. A moment later the throngs of slaves, led by Orin, begin to move out into the night, awestruck at their strange, new environment. As the Starchaser flies past overhead we cut to:

INTERIOR: STARCHASER - COCKPIT

Dagg and Silica look out the view window, reacting to the sight of Orin and his people below them. Dagg jumps out of his seat.

> DAGG (cheering) He did it! The water snake got 'em out.

SILICA/ARTHUR (synthesized cheering) Dagg grabs Silica, who reacts with surprise. He happily kisses her on the lips but is met with an electrical arc (MORE) that knocks him back on his ass. As he shakes it off with a confused smile we cut to:

EXTERIOR: PYRAMID - SURROUNDING AREA

As expressions of wonder are heard from Orin's people, Kallie tugs at his brother's arm.

KALLIE What does it look like, Orin? Tell me, please.

Orin looks at his sightless little brother, barely able to restrain his looks at his empty hand, then at Kallie's staring eyes. The young Kha-Khan touches his brother's sightless orbs. Kallie grasps them, as if in pain. He slowly removes his hands, blinking as if to focus. A smile and tears break onto his face.

KALLIE (CONT'D) I can see again! I can see!

Orin watches as Kallie moves off, joyously looking and touching. The Starchaser and the flagship lower to the concrete pad nearby. The hatch opens and Dagg, and Silica exit, greeting the freed slaves.

AVIANA

Orin.

Aviana looks into Orin's eyes, puts her arms around him. He meets her with his lips. Suddenly Starfly buzzes into shot over the crowd, looking for Orin. The crowd goes silent. Starfly finds the boy, hovers before him, smiles. Orin reaches out for it, reacting as five more starflies glide overhead. The first starfly moves to them, aligning in a row, floating about six feet off the ground. The transparent images of six men and women materialize from the glowing spots of energy. They are peaceful looking beings, regally robed. One of them is the old man whose face appeared from the hilt.

> KHA-KHAN (old man from hilt) You have done admirably, young Orin. We welcome you as an honored member of the Kha-Khan. You are free to leave your human form and come with us.

A shimmering aura begins to form around Orin's head. A moment later a glowing ball of energy, similar to the starflies, ascends from him, hovering over the others. The slaves gasp. Aviana releases Orin's arm, an expression of loss on her face. The glowing ball of light descends back into Orin and disappears. Orin looks at Aviana, then to Dagg, then back at the Kha-Khan.

> ORIN Not yet! I'd like to stretch my legs for a few decades.

KHA-KHAN The choice is yours. You have until forever. The six transparent figures transform back into starflies and streak off into the stars. As Orin and the others watch them depart, camera follows them high into the night sky where a twinkling constellation hangs in the blackness of space, its form that of a sword with no blade.

SUPER OVER STARS:

"Seven years after the liberation of Trinia, Orin the Kha-Khan was proclaimed a god by the free populace of the Wing Galaxy. But Orin knew full well that a god was merely a man who happened to be on the right rock at the right time."

DAGG DiBRIMI Vice Chancellor Trinian United Stars

FADE OUT