

SCRIPT TITLE

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TEASER

EXT. HERO FACTORY - TO ESTABLISH - DAY

ROCKA (V.O.)
What's this doing down here?

INT. HERO FACTORY - VILLAIN STORAGE UNIT - DAY

A hangar-sized space, filled with CELLS and SECURITY ENCLOSURES. In some of the cells, we see familiar figures, like BRUTE FORCE, DEPTH CHARGE, PLAGUE REAPA, SPEEDA DEMON and KILL SWITCH, but we get the impression there are many, many more cells. FIND ROCKA, staring into a plexiglas-like enclosure housing the STAFF. FURNO approaches.

FURNO
Von Nebula's Black Hole Staff?
Well, we weren't sure where to put it, to tell you the truth. Down here, with all the security precautions, just made the most sense.

ROCKA
I hope you're right.

FURNO
Why wouldn't I be? Come on, we're ready for daily briefing.

They exit. The STAFF starts to GLOW, then PULSATE, energy building around it. The VILLAINS come to the front of their cells, looking out at the Staff.

DEPTH CHARGE
Is it happening?

PLAGUE REAPA
Can't you see it is, Depth Charge?
Or are your eyes too weak from swimming in all that dark water?

KILL SWITCH
Leave him alone, Plague Reapa...and look at all that beautiful energy!

SPEEDA DEMON
I wanna go now, Kill Switch! Now!

BRUTE FORCE
(mechanical)
I'm ready, too.
(MORE)

BRUTE FORCE (CONT'D)

I don't like it here.

(organic)

Are we sure this is a good idea? I
don't want to get beaten up again!

(mechanical)

Be quiet!

A PORTAL starts to appear before the Staff, large and swirling with dark energy -- a miniature BLACK HOLE! The CELL DOORS, even if they're made of energy, start to WOBBLE, then get SUCKED OUT toward the black hole! The entire room <SHAKES>!

SPEEDA DEMON looks up as the CEILING just outside his cell <CAVES IN>, letting in SUNLIGHT from the street level above!

THE VILLAINS start making their way carefully toward the black hole as <ALARMS> sound!

INT. HERO FACTORY - CORRIDOR - SIMULTANEOUS

Hearing the alarms, FURNO AND ROCKA stop, look at each other, then run back the way they came!

INT. VILLAIN STORAGE - SECONDS LATER

Rocka, Furno, STORMER and EVO enter together and, feeling the maelstrom, immediately grab onto nearby handholds to anchor themselves.

STORMER

How did that activate?!

Furno glances at Rocka.

ROCKA

Hate to say I told you so...

THE BLACK HOLE - PLAGUE REAPA disappears into it, leaving KILL SWITCH as the last villain there. He looks back smugly at the heroes.

KILL SWITCH

Sorry for the damage...Send us the
bill! <Cackles>

He leaps through the portal, disappearing.

EVO starts to let go of his grip, but STORMER grabs his wrist.

EVO

Heroes...Maximum pursuit!

STORMER

Evo, no! Those are your instincts talking, but think it through! We don't know where that portal goes or what's on the other side!

The portal <WINKS> closed.

STORMER (CONT'D)

(raising hand to ear)

Stormer to Mission Control. We've got a big problem...

ZIB (V.O.)

We know, Stormer. All heroes are being brought to Briefing Rooms for instruction prior to villain recovery missions!

Before the heroes turn to go --

STORMER

(to Evo)

Think, rookie. Don't just react.

EVO

Sorry, sir. I'm so used to trusting my instincts, it's hard to learn any other way.

STORMER

Well, you better learn quick.

Stormer exits. Furno pulls Evo aside.

FURNO

Hey, I know Stormer can be rough...if you ever want advice, ask anytime.

EVO

Thanks, Furno. Should we fix that hole in the ceiling?

FURNO

Automatic repair systems will handle it. C'mon.

The exit. HOLD on the ruined room for a moment, then a SHADOWY FIGURE (OVER-LORDE), with a SMALLER FIGURE on its shoulder, drops down from the hole in the ceiling and looks around, nodding.

OVER-LORDE
<Snicker!>

He dashes OUT OF FRAME!

END OF TEASER

ACT TWO

INT. MISSION BRIEFING ROOM - LATER

HEROES crowd the room, many more than just our core cast.
ZIB stands before them, DISPLAY SCREEN behind him.

ZIB

Normally Mr. Makuro would brief you, but he's away on a diplomatic mission, so as Senior Mission Manager, the job falls to me. You know the situation...
Every villain in our custody has escaped.

PAN our core cast, listening intently.

ZIB (O.S.) (CONT'D)

Fortunately, when a villain is brought to Hero Factory, we implant a tracking chip during their processing, so finding them won't be a problem. Finding them before they commit terrible crimes is the problem. Each of you will be sent to recapture a villain. This mission will be designated, "Catch 'Em and Cuff 'Em."

BACK ON THE mission manager, showing off a pair of super-cool high-tech CUFFS.

ZIB (CONT'D)

We've developed new cuffs for each of you to take. They can be applied manually...

He THROWS them and we FOLLOW THE CUFFS as they <WHIZ> through the air, tiny <JETS> firing to help propel them. They <CLANG> lock around surprised SURGE'S WRISTS!

SURGE

Huh?!/ <Struggle>

Surge struggles to get them off, but can't. Stormer and the rest of the heroes look on with amusement, then turn back to Zib.

ZIB (O.S.)

Or they can be thrown and will home in on your target. Once on, they will nullify the villain's powers.

SPLIT SCREEN X2 -- On the LEFT, we see individual TURNAROUND VIEWS of heroes and the villains against whom they'll be matched. On the right, we see the individual heroes in the HERO ASSEMBLY TOWER, receiving their augmentations.

First, we see STORMER and SPEEDA DEMON on the left, STORMER getting a special BACKPACK on the right.

Next, FURNO and DEPTH CHARGE on the left, FURNO on the right, having work done on his LEGS.

Next, EVO and PLAGUE REAPA on the left, EVO on the right, a BLUE BEAM running up and down his armor, like the light of a copy machine.

Next, SURGE and BRUTE FORCE on the left, SURGE on the right, a MECHANICAL ARM working near his EYES.

Finally, STRINGER on the left and KILL SWITCH on the right, STRINGER on the left having his arm outfitted with a COOL NEW BLASTER. UNDER the above cool sequence, we hear:

ZIB (V.O.)

Each of you will be outfitted with special equipment to aid you in your surroundings and against your particular enemy. Each hero will report back to Hero Factory and his or her regular mission manager. Heroes, these at-large villains pose the largest collective threat our galaxy has ever known. If left uncaptured, they could do incredible damage. It is of utmost importance that we catch 'em and cuff 'em as soon as possible.

INT. HERO FACTORY - CORRIDOR - MOMENTS LATER

END ON BEAUTY SHOT of our CORE CAST (except Rocka), dramatically posed, fists raised in the air.

ALL

Catch 'Em and Cuff 'Em!

STORMER

All right, let's get to launch positions!

The heroes break off an run down the corridor except for FURNO, who spots ROCKA watching nearby.

FURNO

Aren't you coming, Rocka?

ROCKA

I'm staying here, hot shot.
Someone needs to keep an eye on the
Black Hole Staff in case it
activates again!

FURNO

(good-natured)
Well, enjoy the vacation.

ROCKA

Clobber a villain for me, okay?

Furno runs off down the hall. Rocka watches him go.

EXT. HERO FACTORY - ENTRANCE - NEWS CAMERA POV - MOMENTS
LATER

DANIELLA CAPRICORN holds a hand to her ear, speaking into a
comm, irked and unaware that the camera is on.

DANIELLA

(into phone)
-- No, of course it's not cooked,
you need to pre-heat the oven or --

Realizing she's on, she quickly gets into character.

DANIELLA (CONT'D)

<Ahem> Daniella Capricorn here at
Hero Factory, where we're all
waiting to see how the heroes will
respond to the recent outbreak of
the galaxy's worst criminals!

PUSH PAST HER to show a REPAIR CREW fixing the HOLE ar ground
level made in the teaser.

DANIELLA (O.S.) (CONT'D)

Repair crews are working to fix the
damage done during the breakout and
re-seal the Factory --

The camera is FORCIBLY MOVED to focus on Daniella again.

DANIELLA (CONT'D)

-- But that's not very interesting
to watch. The question remains --
What will --

Suddenly, there's a repeated <POOM POOM POOM POOM>, and the
camera TILTS UP to show HERO LAUNCH PODS firing from the
Factory.

DANIELLA (O.S.) (CONT'D)
There's our answer! The Heroes are
launching to go after the villains!
I'm sure our cameras galaxy-wide
will bring you all the action --

The camera is FORCIBLY MOVED to focus on Daniella again. She smiles.

DANIELLA (CONT'D)
-- And I'll remain here to keep you
up to date. Daniella Capricorn.
Me.

EXT. KOLLIX IV (ICE PLANET) - DAY

STORMER stands next to his open HERO POD, surveying his surroundings -- white ice with CANYON-GROOVES cut irregularly into it. He <DROPS> his BACKPACK to the ice.

ON SCREEN TEXT: PLANET KOLLIX IV

ON SCREEN TEXT: STORMER VS. SPEEDA DEMON

STORMER
(into comm)
This is Stormer, reporting in to
Hero Factory. Tracking signal
indicates Speeda Demon to the
north.

<PRESSING> a BUTTON on the backpack, there's a BLINDING FLASH OF LIGHT. When it dims, instead of a backpack, there's a super-cool SPEEDER BIKE. Stormer mounts it, <REVS> it, and takes off with a <WHOOSH>. Stormer hunches over his controls, determined and cool.

STORMER (CONT'D)
In pursuit.

WIDEN to show a NEWS CAMERA pacing him. Annoyed, Stormer <SHIFTS>, and <SPEEDS AWAY>.

STORMER (CONT'D)
News cameras...

The CAMERA gives chase as best it can.

Up ahead, Stormer sees a tiny figure race circles around the top of a CRYSTAL MOUNTAIN, essentially carving it free.

STORMER (CONT'D)
(into comm)
I have a visual on Speeda Demon.
(MORE)

STORMER (CONT'D)

It appears he's trying to carve off the top of one of the mountains of this planet.

(realizing)

The pure crystal at the peaks of the mountains are extremely valuable...Getting one would give Speeda Demon the resources to buy any weapon he wants!

He <ACCELERATES> again, out of frame, and we HOLD on the snowy wastes for a beat before the CAMERA <SCOOTs> by, trying to keep up.

EXT. Z'CHAYA (HIVE PLANET) - DAY

Thick foliage (re-colored jungle from SAVAGE PLANET) dominates the view, then we hear <RUSTLING> as EVO struggles through into frame, looking around, hearing a pervasive <BUZZING>.

TEXT: PLANET Z'CHAYA

TEXT: EVO VS. PLAGUE REAPA

EVO

(into comm)

<Panting> No sign of Plague Reapa, although my trackers says I'm going in the right direction. Also, still no sign of what's causing that buzzing sound...Oh.

Turning, he spots -- a MASSIVE OPAQUE SAC OF A HIVE hanging from a nearby tree, SMALL CREATURES clearly writhing within.

EVO (CONT'D)

Check that. Uh, Furno, can you read my on a private frequency?

FURNO (V.O.)

Go ahead, Evo!

EVO

I'm going to take you up on that offer of advice...I'm on Plague Reapa's home planet, and I've found a cocoon filled with what I assume are younger versions of Plague Reapa's deadly species! My instincts say I should trash it...

FURNO (V.O.)

And ordinarily, that'd be the smart thing. But think it through: You've gotta leave 'em for now. Find Plague Reapa and cuff him before he finds that sac. Otherwise, he'll have an army!

EVO

Thanks, Furno...and thanks for not treating me like a kid. You're pretty good at this teaching stuff.

PLAGUE REAPA (O.S.)

And I'm pretty good at destroying stuff!

Evo SPINS to see PLAGUE REAPA behind him, trees to each side. Quick as lightning, Evo THROWS his CUFFS, which <HOME IN> on Plague Reapa, but REAPA jumps to the side, behind a tree and out of sight. The cuffs <SLAM> into the tree, hover, then return to EVO, who looks around warily. Reapa's VOICE seems to come from all around.

PLAGUE REAPA (O.S.) (CONT'D)

You think you can defeat me here, on my home turf? I'm leaving here with my little soldiers, hero...and you're not leaving at all!

Evo braces for combat.

EXT. PLANET SCYLLA - UNDERWATER - SIMULTANEOUS

FURNO swims through the CLEAR WATER, aided by LEG ATTACHMENTS that help propel him.

TEXT: PLANET SCYLLA

TEXT: FURNO VS. DEPTH CHARGE

FURNO

(into comm)

Furno reporting. My new propellers are functioning perfectly, and I'm on the trail of Depth Charge! And I just gave Evo some darn good advice, if I do say so myself, and -

-

He stops abruptly, seeing DEPTH CHARGE up ahead, swimming like a shark just over the ocean floor, among the BOULDERS, clearly looking for something.

FURNO (CONT'D)

Hey, Depth Charge! Did you lose your toothbrush or something?

DEPTH CHARGE

(looking up, smiling toothily)

No, hero, something much better that I buried a long time ago, something that will let me defeat any hero, anytime!

FURNO

(whipping cuffs free)

Well, I can't let you have that, can I?

He tosses the cuffs, and we FOLLOW THEM as their <JETS> kick in, but we can see the drag the water has on them.

DEPTH CHARGE

<Laughs> Are those supposed to scare me?

FURNO

Fantastic...The cuffs weren't altered like I was to be fast underwater! But at least I know they'll come back to me...

Depth Charge lunges powerfully towards Furno, coming at high speed!

DEPTH CHARGE

Not if I get to you first!

EXT. TANSARI VI (GAS PLANET) - DAY

All we see is MIST, like THICK FOG, punctuated by the occasional <BOLT OF BLUE LIGHTNING>.

TEXT: PLANET TANSARI VI

TEXT: STRINGER VS. KILL SWITCH

STRINGER appears through the mist, clearly having a difficult time seeing.

STRINGER

Stringer here...Not sure if you're receiving me with all the atmospheric stuff goin' on, but tracking puts Kill Switch near the Energy Collection Array, and -- Ow!

He <SMACKS> into the METAL SURFACE of the ENERGY COLLECTION ARRAY, now visible out of the mist. It's a flat plain studded with ANTENNAE. <LIGHTNING BOLTS> strike the antennae like they were lightning rods.

STRINGER (CONT'D)

Pretty obvious why Kill Switch would come here...If he could kill the power to this array, he could black out this whole solar system and take the whole thing over!

Hearing an <ELECTRIC CRACKLE>, he turns and follows the sound, the mists before him parting to reveal KILL SWITCH, reaching into an OPEN HATCH, pulling out one of the POWER STORAGE CELLS (a clear tube filled with <CRACKLING ENERGY>).

KILL SWITCH

Ahh...

STRINGER

(drawing his cuffs)

Put that right back with the other storage cells, Kill Switch! That's too much power for anybody to be puttin' their grubby little mitts on!

He throws the CUFFS, and we FOLLOW THEM as the <JETS> kick in, and they streak toward their target. But suddenly, <LIGHTNING> strikes them, and they fall with a <CLATTER> to the surface of the Array! KILL SWITCH turns at the sound, seeing the CUFFS...and STRINGER beyond them.

STRINGER (CONT'D)

Okay, let's try something else -- Sonic blast!

He raises his arm and <FIRES> his SONIC BLASTER, but KILL SWITCH <DETACHES> dodges, dropping the storage cell! Kill Switch floats into the mist, disappearing.

KILL SWITCH

Catch me if you can, hero...!

STRINGER

(looking around; dodging bolts)

Great...a villain who -- Whoa! -- could be anywhere -- Yow! -- and my cuffs didn't come back to me...Good times...

As he looks around warily...

EXT. SIGMA SIGMA COMMUNICATIONS SATELLITE - SIMULTANEOUS

CLOSE ON SURGE, with his new NAVIGATION APPARATUS (like night-vision goggles) down over his eyes, flying around the large satellite (the re-used EXPLOSIVES PLANT).

TEXT: SIGMA SIGMA COMMUNICATIONS SATELLITE, NEAR THE DEL TORO ASTEROID BELT

TEXT: SURGE VS. BRUTE FORCE

SURGE
(into comm)
Surge here...My new navigation
equipment is working
perfectly...and I look good.

He pauses to wave showily at CREW MEMBERS on the satellite watching him through a VIEWPORT, then comes over the edge of the satellite and sees the ASTEROID BELT, full of different-size ROCK CHUNKS, one especially large.

SURGE (CONT'D)
Wow, this satellite must have great
shields to keep those rocks away...

His navigation system <BEEPS> and he raises a hand to his temple.

SURGE (CONT'D)
Tracking places Brute Force
somewhere in the asteroid
belt...Getting audio as
well...Heading in for a closer
look...

He swings toward the GIANT ASTEROID, and as he gets closer he and we hear --

BRUTE FORCE (V.O.)
(mechanical)
I say we hit it here!
(organic)
And I'm telling you, if we hit it
over here, it'll crush the
satellite's shields...and the
satellite! Once the system's
communications are down, we can
attack anywhere and they won't be
ready for us!
(mechanica)
What do you know?

Surge rounds the asteroid and sees BRUTE FORCE hovering there, debating with himself.

SURGE

I know you guys need a vacation from each other...Too bad it'd require splitting you in half, so I'll have to settle for catching you and cuffing you!

BRUTE FORCE

(organic)

We can agree on one thing, hero...

(mechanical)

...that's not going to happen!

He <PUNCHES> an outcropping of ROCK, sending it flying toward Surge!

SURGE

Uh oh.

Surge can't dodge quickly enough and the rock <SMASHES> into him!

INT. HERO FACTORY - MISSION CONTROL - SIMULTANEOUS

ZIB, among the other mission managers, backs away from camera, looking as nervous as possible.

ZIB

How did you get in here? Who are you?

REVERSE to show MULTIPLE IDENTICAL, SMALL CREATURES jabbing SPEAR-LIKE WEAPONS at them menacingly. One of the creatures pushes a <BUTTON> on its weapon, and an <ENERGY CAGE> springs up around the mission managers. Then, a <FLASH> fills screen, and when it fades, there's just a SINGLE CREATURE. It LEAPS onto THE SHOULDER OF OVER-LORDE, smirking at camera.

OVER-LORDE

That is my pet. I am the Over-Lorde. And with all your heroes away on missions, Hero Factory belongs to me.

He moves to an unmanned CONTROL PANEL, <PRESSING> a button.

INT. HERO FACTORY - CORRIDOR

A DOOR marked "CALL CENTER" <SLAMS DOWN>.

INT. HERO FACTORY - CORRIDOR

A DOOR marked "RESEARCH AND DEVELOPMENT" <SLAMS> DOWN.

INT. HERO FACTORY - CORRIDOR

A DOOR marked "TRAINING SPHERES" <SLAMS DOWN>.

INT. HERO FACTORY - MISSION CONTROL

Over-Lorde smiles again, and <PUSHES> another BUTTON.

OVER-LORDE

Now that I've made sure any other
little service robots can't run
around freely, let's make sure no
one comes in from outside...

EXT. HERO FACTORY - ENTRANCE

A bright <ENERGY SHIELD> springs up around HERO FACTORY!
DANIELLA jumps, startled.

DANIELLA

<Gasp!> The Fail-Safe Shield!

INT. HERO FACTORY - VILLAIN STORAGE UNIT - CONTINUOUS

ROCKA stands at the SEALED DOOR to the area, marked "VILLAIN
STORAGE UNIT," the Black Hole Staff visible behind him. He
presses his hands to it, looking around with worry.

ROCKA

This can't be good.

END OF ACT ONE

ACT TWO

INT. HERO FACTORY - VILLAIN STORAGE UNIT - RESUME

ROCKA tries the DOOR CONTROLS next to the sealed exit, with no luck. Moving to a COMMUNICATIONS MONITOR, he <PUNCHES> controls, and ZIB appears on screen.

ZIB (ON SCREEN)
This is Zib, go ahead.

ROCKA
Zib, Rocka here. I'm in lockdown in the Villain Storage Unit. Is something up?

ZIB (ON SCREEN)
Oh, no, we've just had a...core breach alarm. Our internal systems are investigating it, and we've sealed the building as a matter of procedure. I'm sure there's nothing to worry about.

The screen suddenly <WINKS> out. ROCKA reacts.

ROCKA
Core breach? I don't think so.

INT. MISSION CONTROL - CONTINUOUS

Zib turns away from his monitor, and we reveal THE PET aiming its weapon at Zib, OVER-LORDE standing over them both. In the background, we can see more iterations of Pet menacing other mission managers as they communicate with their heroes.

ZIB
Was that all right?

OVER-LORDE
You better hope so. I don't like knowing there's even one hero still here...Even if he is stuck in the basement.

INT. VILLAIN STORAGE UNIT - CONTINUOUS

PAN from the COMMUNICATIONS MONITOR (now unmanned) and the SEALED DOOR to an OPENED VENTILATION SHAFT as ROCKA pulls himself up and into it.

INT. MISSION CONTROL ROOM - CONTINUOUS

OVER-LORDE <STABS> a button on a command console.

*

OVER-LORDE
Over-Lorde to Speeda
Demon...Situation report!

EXT. KOLLIX IV (ICE PLANET) - SIMULTANEOUS

STORMER races up the side of the mountain until he's alongside SPEEDA DEMON, the two of them racing side-by-side below the CRYSTAL PEAK.

SPEEDA DEMON
(into comm)
I'll have to get back to you,
boss...

STORMER
You ran a red light back there,
Speeda Demon! Pull over!

SPEEDA DEMON
Preston Stormer! You're nothing
but a distraction...One I'll deal
with -- fast!

He <ZOOMS> down and away from Stormer, who turns in pursuit. As SPEEDA dips down and out of sight into a narrow CANYON. A moment later, STORMER follows him down.

He <PUSHES> a button on his bike, which <FIRES> tiny <JET DRONES> out in front of him! FOLLOW THE DRONES as they <STREAK> in pursuit of Speeda, who looks back over his shoulder, seeing them coming! Speeda takes EVASIVE MANEUVERS as he twists and turns through the tight corners of the canyon! He's even more maneuverable than the jet drones, which smash into the canyon walls and <EXPLODE>!

SPEEDA DEMON (CONT'D)
(looking back)
Did you really think those would
stop me?

STORMER (O.S.)
No...

Speeda turns forward, startled by the voice, to see STORMER sitting astride his bike ahead of him!

STORMER (CONT'D)
...but I did think they'd slow you
down enough for me to jump out of
the canyon and get ahead of you!

Speeda, with a <SCREECH> turns his bike 180 degrees, and <ZOOMS> back the way he came! Stormer's in pursuit!

Speeda looks back over his shoulder as Stormer closes in! Abruptly, Speeda <SIDESWIPE> the canyon wall, sending ICE CHUNKS <CRASHING> down toward Stormer, who narrowly evades them!

In response, Stormer <SLAMS> SIDE-TO-SIDE against each of the walls, sending LOTS OF ICE CHUNKS <CRASHING> down! Stormer <SWERVES> and <VEERS>, but there's no way to avoid them all, and he's <BURIED> beneath ice!

SPEEDA DEMON
(into comms)
Stormer is down...

INT. MISSION CONTROL - SIMULTANEOUS

OVER-LORDE smiles.

OVER-LORDE
Excellent...I hope Kill Switch is
having similar success...

EXT. TANSARI VI (GAS PLANET) - CONTINUOUS

STRINGER lands carefully on the surface of the array, looking around warily.

STRINGER
Come on, cuffs, where'd you go...?
Can't see anything in this crazy
mist...

BEHIND HIM, as LIGHTNING FLASHES, we notice KILL SWITCH appearing from the mist, behind several ANTENNAE! He raises his BLASTER to fire a fatal shot...But Stringer, oblivious, ducks in and out of the cover of various antennae and PIECES OF EQUIPMENT! <BOLTS> strike antenna!

STRINGER sees something on the ground, and bends down to pick up his CUFFS, and as he does, a <LIGHTNING BOLT> strikes him! He keels over!

STRINGER (CONT'D)
<Pained groan>

KILL SWITCH leaps atop Stinger, and starts <PUMMELING> him!

NEWS CAMERA POV - Showing the beating from a different angle. Kill Switch looks up, notices the camera, then grins and pulls back a FIST.

KILL SWITCH
You don't want to see what I'm
going to do to this guy...

<CRASH!> His punch destroys the camera, leaving us with
<STATIC!>

EXT. HERO FACTORY - ENTRANCE - CONTINUOUS

NEWS CAMERA POV - DANIELLA reacts with a start at the sudden violence.

DANIELLA

Oh...Oh my! Well...Perhaps things
are going better out at the Sigma
Sigma Communications Satellite!

EXT. SIGMA SIGMA COMMUNICTATIONS SATELLITE - CONTINUOUS

SURGE <SMASHES> back into the SHIELD around the satellite,
pieces of ROCK drifting away from him. From a NEARBY
VIEWPORT, SATELLITE PERSONNEL watch with concern. Surge rubs
his head, then sees he has an audience and waves to them.

SURGE

<Pained groan>...It's okay! I'm
good!
(to himself; flying away)
Or I will be, once I take down
Brute Force!

AROUND THE ASTEROID - Surge finds Brute Force still fighting
with himself over where to strike the space rock and
approaches.

BRUTE FORCE

(organic)
Once and for all, let's hit it
here!
(mechanical)
No, here!

SURGE

You know what? I agree with you.

BRUTE FORCE

(puzzled; both voices)
Huh? Which one?

SURGE

(closing in)
Doesn't really matter.

<POW!> He delivers a terrific punch, then follows up with a
<BLAST> that sends Brute Force tumbling backwards end over
end! Surge flies forward to press his advantage...BRUTE
FORCE shakes off the attack.

BRUTE FORCE

(organic)

You know what? We're wasting time
fighting each other!

(mechanical)

Yeah! It'd be much more fun to
fight Surge!

Brute Force leaps forward and <COLLIDES> with Surge, grabbing him by an arm and a leg and pointing him at the asteroid!

BRUTE FORCE (CONT'D)

(mechanical)

I think you're right. Hitting the
asteroid right there should do it.

(organic)

Glad you see it my way!

Brute Force heaves Surge, who <SLAMS> into the asteroid with great force and bounces off, The giant rock starts drifting toward the SATELLITE!

EXT. Z'CHAYA (HIVE PLANET) - SIMULTANEOUS

EVO has his arms spread, trying as much as he can to protect the SAC OF MINI-REAPAS with no sign of PLAGUE REAPA among all the foliage. Suddenly, Plague Reapa leaps out from behind some bushes and <FIRES> DARTS in Evo's direction! Hearing the launch, Evo shifts position, and takes the <IMPACTS> against his armor!

EVO

(to himself)

<Impact pain!> Even with my
enhanced armor, that hurt!

PLAGUE REAPA

<Laughs> Either I hit you, or I
free my little cousins! Either
way, I win!

He dodges back into hiding. EVO raises one of his ARTILLERY WEAPONS, but doesn't know where to aim it.

EVO

This doesn't feel right...I'm
thinking too much...Don't know what
to do...

PLAGUE REAPA (O.S.)

Go ahead and waste your artillery!
You don't even know where I am!

DEPTH CHARGE

As it turns out, you kicked me
right to where I wanted to be...I
found what I was looking for!

He tosses a HANDFUL of POWDER at Furno, who tries to wave it
away.

FURNO

<Coughs> What -- ?!

DEPTH CHARGE

A fast-acting rusting agent with
which I can defeat any hero!

FURNO immediately starts to STIFFEN, just as his CUFFS return
to his largely-immobile hand.

FURNO

Great...NOW my cuffs come back...

NEWS CAMERA POV - Depth Charge makes the turn and streaks
back toward vulnerable Furno to deliver the fatal blows --

INT. HERO FACTORY - VENTILATION DUCTS/MISSION CONTROL -
INTERCUT

ROCKA crawls along the ventilation duct, making slow but
dogged progress. He pauses, and <PRESSES> a stud on his
GAUNTLET.

INSIDE MISSION CONTROL - ZIB, penned in with his fellow
mission managers, suddenly gives a start.

ZIB

What? What was that?

ROCKA (V.O.)

Zib, it's Rocka. Can you talk?

ZIB

Yes, but --

ROCKA

Keep quiet. Only you can hear me.

ZIB

(looking around)

Where are you? I didn't even know
I could receive signals on this
frequency!

ROCKA

Don't worry about that now. What's really happening in Mission Control?

ZIB hunches down, trying to talk quietly without being overheard.

ZIB

A villain named Over-Lorde has taken over! He seems to have had something to do with the breakout! He's raised the fail-safe shield around Hero Factory, and has been spending a lot of time studying the command console for the Hero Assembly Tower!

ROCKA

(unsurprised)

Okay. I'm going to need some help when the other heroes come back from their missions. Is there any way to lower the shield from somewhere other than Mission Control?

ZIB

Yes, there are override controls in Mister Makuro's quarters! To get there --

ROCKA

I know where they are.

Pressing on, he passes a HIDDEN ELECTRIC EYE.

IN MISSION CONTROL - a LIGHT BLINKS where OVER-LORDE can see it. His Pet looks on curiously.

OVER-LORDE

Eh? A motion-sensor alarm!...The ventilation ducts!

(checking monitor)

And the prison level is empty! Leave one hero alone, and he'll always cause trouble...Luckily, I've memorized the specifications of Hero Factory...

He <PUSHES> a button.

IN THE VENTILATION DUCTS - Rocka suddenly stops.

ROCKA

Whoa, Zib, I've got a temperature spike! Heading for armor melting levels! Call you back!

He <PUNCHES> his way through the bottom of the duct and FALLS into --

INT. TRAINING SPHERE - CONTINUOUS

-- landing with a hard <THUD> on the floor. TWO VEHICLES, one one-man ATV, and another MULTI-PERSON HUMVEE are there, left over from some earlier training exercise. ROCKA <blows> on his red-hot armor to cool it.

ROCKA

<Blowing> Okay, I think everything is...

Hearing a <WHIRRING> noise behind him, he turns to see the SPHERE'S MECHANICAL ARM swinging toward him, GRAPPLER END <SNAPPING> open and shut menacingly!

ROCKA (CONT'D)

...cool, now...

INT. MISSION CONTROL - CONTINUOUS

ZIB remains hunched,

ZIB

Rocka...Rocka?!

OVER-LORDE strides toward the caged mission managers, the Pet on his shoulder mimicking his smug expression.

OVER-LORDE

With that handled, I can move on to the next task...destroying the Hero Assembly Tower! And that means I no longer need any of you. In fact, I no longer need Mission Control...for anything!

At a nearby CONTROL CONSOLE, he flips <SEVERAL SWITCHES>, and the LIGHTS <SNAP> off, as do the MONITORS.

ZIB looks around as the EYES of his fellow mission managers FADE to dark as they power down, then looks to camera, frightened, as his OWN EYES GO DARK!

END OF ACT TWO

ACT THREE

INT. TRAINING SPHERE - RESUME

ROCKA DUCKS as the MECHANICAL ARM <WHOOSHES> over his head!

ROCKA

Rocka to Zib...I'm in the Training
Sphere. And I don't think Over-
Lorde asked it to train
me!...Zib...? Zib...?

The ARM folds back on Rocka, its attachments <SPARKING> with energy. Rocka gets his arm up to block <KTANNG!>, but is knocked backwards. The arm poises to come down like a SLEDGEHAMMER, but Rocka leaps at the last second into the nearby ONE-MAN VEHICLE.

ROCKA (CONT'D)

(to himself)

Please tell me this thing has some
useful weaponry...

He <TAKES> off as the ARM chases him, and he WEAVES around the sphere trying to avoid it as it <SWINGS> at him like a flyswatter! ROCKA examines the controls even as he flies. He <STABS> a button.

<FOOSH> GAS sprays in a cloud from the sides of the little craft!

ROCKA (CONT'D)

Not useful at all!

He <STABS> another button, and BLADE-ATTACHMENTS pop out and <WHIZ> to life!

ROCKA (CONT'D)

Aha!

The ARM folds in such a way as to appear to hem in Rocka against the side of the sphere, but he DOUBLES BACK and <SAWS> right through the ARM, the loose section dropping away, the remaining part <SPARKING> and falling still! ROCKA brings the little craft in for a landing, and sprints for the LARGER, ARMORED VEHICLE.

ROCKA (CONT'D)

Thanks, little guy, but I don't
think you have the oomph to help me
get through that armored door!

Rocka jumps in and <GUNS> the vehicle to life.

ROCKA (CONT'D)

Ohhhh yes...That sounds nice!

He points it to the REINFORCED SECURITY DOOR and goes <FULL THROTTLE> at it, <SLAMMING> into it with great force, <BUCKLING>, but not breaking, it! Rocka <SHIFTS> gears, and the engine <WHINES>!

ROCKA (CONT'D)

Come on, come on...

INT. HERO FACTORY - CORRIDOR - CONTINUOUS

Outside the Training Sphere, we see the BUCKLED DOOR continue to buckle outward, then finally Rocka <CRASHES> through in his vehicle, <SCREECHING> to a halt!

ROCKA

Mr. Makuro's quarters, here I come!

He <ZOOMS> off!

EXT. SIGMA SIGMA COMMUNICTATIONS SATELLITE - SIMULTANEOUS

SURGE watches the ASTEROID drift closer to the SATELLITE.

SURGE

Never used my power on something so big before, but if I hit it in just the right spot...

Aiming his blaster carefully, he <FIRES> and the electricity <STRIKES> the asteroid, splitting it into TWO PIECES, the larger of which drifts AWAY from the satellite, but the smaller continues tumbling toward it!

SURGE (CONT'D)

Even a rock that size could breach the satellite's shields...And it's too far away now for me to hit...

Suddenly, BRUTE FORCE leaps on him, and they grapple!

BRUTE FORCE

(organic)

But you're not too far away for me to hit!

(mechanical)

Or me!

SURGE

Guys...You're about to do the best thing you've ever done in your lives...

BRUTE FORCE
(both voices)
Huh?!

Surge SWINGS around, and THROWS Brute Force at the asteroid!
<CRASH>! He hits it, hard, and it breaks into smaller,
harmless pieces that <BOUNCE> off the satellite's shield!
SURGE flies toward where Brute Force floats, senseless,
tosses his <CUFFS> at Brute Force and they <LOCK> around his
wrists as Surge arrives to pose dramatically over him.
<DRAMATIC MUSIC STING!>

SURGE
Consider yourself caught and
cuffed!
(then)
Surge to Mission Control...I have
recaptured Brute Force! Mission
Control?
(to Brute Force)
Maybe they're out to lunch. But
they'll be back in time to see you
thrown in your cell!

Grabbing Brute Force, he flies away. INSERT DANIELLA.

DANIELLA
<Phew!> At least one part of the
galaxy can rest a little
easier...But what about the others?

EXT. PLANET SCYLLA (OCEAN PLANET)/PLANET Z'CHAYA (HIVE
PLANET) - SIMULTANEOUS

FURNO wrestles with DEPTH CHARGE, moving awkwardly as his
joints continue to STIFFEN.

EVO (O.S.)
Evo to Furno...

FURNO
Now's not the best time, Evo...!

PLANET Z'CHAYA - where EVO stands shakily as PLAGUE REAPA
<STOMPS> implacably toward him...

EVO
I'm just having trouble sorting
through my options...None of them
seem very good...

FURNO

(frustrated)

You've got to pick a direction and follow it, Evo! I know I told you I'd be nicer about this than Stormer was to me, but you've got to trust yourself, what you feel and what you know! That's what being a hero is all about!

EVO

(nodding; taking aim)

Okay. Okay, thanks.

Coolly, he <FIRES> an ARTILLERY SHELL, which <WHOOSHES> past PLAGUE REAPA and <EXPLODES> O.S. as he LEAPS behind more foliage.

Evo reacts, frustrated. But, zen-like, he relaxes, stands perfectly still, and lowers his head, listening. Suddenly, his ARM whips up, and he <FIRES> a shell to the side, and we FOLLOW IT as it <SLAMS> into Plague Reapa just as he's reaching for the squirming SAC! LIGHT FILLS THE SCREEN and we wonder if the SAC has been ruptured in the explosion...But when it clears, we see -- the sac INTACT, and PLAGUE REAPA lying dazed beneath it.

EVO looks up, smiles, takes the CUFFS from his belt, does some fun gunslinger-style TWIRLING of them, and <FIRES> them right on target around Plague Reapa's wrists! <CLANK!> <DRAMATIC MUSIC STING!>

EVO (CONT'D)

Amazing what you can accomplish when you trust yourself.

BACK TO FURNO - still struggling with DEPTH CHARGE, moving stiffly. He manages to SHOVE the villain off with great effort. As Furno watches Depth Charge recover...

FURNO

Come on, Furno, take your own advice...Relax...Think and feel...What do you have to work with...?

Depth Charge charges, and Furno wards him off with an armored arm. <CLANG>! Furno looks at his arm and smiles.

FURNO (CONT'D)

My armor!

He starts to GLOW, and <BUBBLES> rise from him!

FURNO (CONT'D)

Yes! Super-heating it did the
trick! Goodbye, rust!

As DEPTH CHARGE <WHOOSHES> in again, Furno whips free his CUFFS and <FIRES> at the last possible second! <CLACK!> They lock around one of Depth Charge's wrists, and one of his ankles, leaving him swimming in tight circles, like a dog chasing its tail!

DEPTH CHARGE

No! What did you do?

He looks up to see Furno floating before him, fist cocked.

FURNO

Caught you and cuffed you.

<DRAMATIC MUSIC STING!> Furno sends his fist flying forward.
CUT TO BLACK AT IMPACT!

ON FURNO - essentially dragging DEPTH CHARGE behind him by the cuffs, heading for the surface.

FURNO (CONT'D)

Furno to Hero Factory...I've got
Depth Charge in custody and I'm
heading in...

EVO (O.S.)

Furno, this is Evo...

FURNO

Evo! Did everything work out okay?
Sorry I got a little --

EVO (O.S.)

No, it was just what I needed to
hear, thanks. We better fire up
and get back to the Hero Factory!

He swims up and out of frame.

EXT. KOLLIX IV (ICE PLANET) - SIMULTANEOUS

ON THE ICE BLOCKS that buried STORMER. We hear <APPROACHING ENGINES>, and then SPEEDA comes to a stop, appreciating his handiwork.

SPEEDA DEMON

Thought you could keep up, Stormer?
Compared to me, you're frozen
stiff! <Cackles!>

There's a <MUFFLED ROAR> and Speeda, uncertain, backs up a bit, then the roar grows <LOUDER> as ICE <CRACKS>! SPEEDA reacts, shocked, and we hear the ice <CRACK APART>!

REVEAL STORMER, backing his cycle out of the ice, its EXHAUST SMOKING, having melted through to daylight!

STORMER

Actually, Speeda, thanks to my cycle's exhaust, I'm just warming up!

Speeda wheels his cycle around and takes off down the canyon and away with a <ROAR>! STORMER, cool as a cucumber, raises his CUFFS.

STORMER (CONT'D)

Sorry, Speedo, but you got too close...

He <FIRES>, and we FOLLOW THE CUFFS as their <JETS> kick in. SPEEDA looks back over his shoulder, seeing the cuffs in hot pursuit...The cuffs surge forward and <CLACK> around one of the villains' wrists, YANKING it off the handlebars! Speeda strains to keep it from reaching to his free wrist!

SPEEDA DEMON

(struggling)

Power fading...slowing down...

HIS CYCLE weaves according to his efforts, coming dangerously close to the canyon walls! SPEEDA finally has to move his free wrist to keep it from being captured, and the cuffs <CLANK> around the handlebar instead! The bike careens toward the CANYON WALL!

STORMER'S POV - Far up ahead, he can see the <IMPACT> of Speeda Demon's cycle! He nods, impressed.

STORMER

Catch 'em and cuff 'em...I like it.

FURNO (V.O.)

Stormer, can you hear me?

STORMER

Just finishing up, Furno. You need help?

FURNO (V.O.)

Negative, sir. None of us have been able to contact Hero Factory, so we're heading back.

Stormer <REVS> his cycle.

STORMER

Understood. I'll meet you at the rendezvous coordinates, and we'll proceed to Makuhero City as a squadron.

He <RACES> out of frame to pick up Speeda!

INT. HERO FACTORY - OUTSIDE MR. MAKURO'S QUARTERS - LATER

ROCKA <RUMBLES> up in his ARMORED VEHICLE, which is now SCORED and CHARRED. He pulls it to a stop.

ROCKA

<Phew> Boy, when this Factory defends itself, it defends itself!

He dismounts and <SHOULDERS> into the door, breaking it open and rushing in.

INT. HERO FACTORY - MR. MAKURO'S QUARTERS - CONTINUOUS

Mr. Makuro's quarters are distinctively decorated, neat and clean. Rocka walks directly to a WALL COLLAGE and tries to remove it, but it doesn't budge.

ROCKA

Rocka to Zib...The override controls are behind some piece of art, looks like it could be a puzzle of some sort. I don't want to destroy it and risk destroying the controls, too. What do you know about solving this puzzle?

No answer. Rocka cocks his head, studying the puzzle.

ROCKA (CONT'D)

Great. Looks like I'm on my own...

EXT. HERO FACTORY - ENTRANCE - LATER

NEWS CAMERA POV - DANIELLA continues her reporting.

DANIELLA

-- Still nothing from inside Hero Factory, and we can only wonder if -

-

Suddenly, CAMERA PANS to take in STORMER, EVO, FURNO and SURGE approaching on foot, their cuffed captives seated back-to-back in the background.

DANIELLA (O.S.) (CONT'D)
Oh! They're back!

CAMERA POV - is forcibly pulled back onto DANIELLA.

DANIELLA (CONT'D)
This is Daniella Capricorn with the exclusive scoop that the first heroes have returned from their missions!

ON THE HEROES - looking up at the Factory.

STORMER
Something's definitely wrong.
That's the fail-safe shield.

SURGE
We're not getting through that.

STORMER
Try reaching anyone you can inside the Factory to get that thing turned off...Try every known frequency!

INT. HERO FACTORY - MR. MAKURO'S QUARTERS - CONTINUOUS

Curious, ROCKA reaches out for the collage, finds a piece MOVES on a TRACK.

Concentrating, he <SLIDES> various pieces back and forth, reconfiguring them, then trying new patterns. Finally, he steps back and looks at the larger picture. The pieces almost form a giant "H." In fact, only one more piece needs to be moved. As Rocka moves it --

ROCKA
"H" for "hero." Nice, Mr. Makuro, nice...

The COLLAGE <SLIDES> to the side, revealing a SET OF CONTROLS and a MONITOR set into the wall! ROCKA pushes a <BUTTON> to warm up the console and surveys the controls. The MONITOR shows the other HEROES outside the shield.

ROCKA (CONT'D)
Be with you in just a sec, guys...

He goes back to the controls. Then, there's an <ALARM> from the monitor, and Rocka looks again to see --

ON THE MONITOR - OVER-LORDE in the ASSEMBLY TOWER, rising on a PLATFORM to its highest levels!

ROCKA (CONT'D)

Oh no...

Hastily, Rocka <PRESSES> a series of buttons.

ROCKA (CONT'D)

(into control panel comm)

Rocka to Stormer...I've lowered the
shield! Bring everyone you have
and meet me in the Hero Assembly
Tower -- fast!

He races away from the controls and O.S.!

END OF ACT THREE

ACT FOUR

INT HERO FACTORY - OUTSIDE HERO ASSEMBLY TOWER - RESUME

Outside the door to the tower, Rocka arrives from one direction, the other heroes sprinting in from the other. EVO goes for the door's controls, starts fiddling. *
*

EVO *
*

Going to take me a second to get
this unlocked... *

STORMER

What's the story, Rocka?

ROCKA

A villain called Over-Lorde is in there, sir. He engineered the villain breakout to lure all the heroes away so he could get inside, lock down the Hero Factory, and destroy the Assembly Tower!

FURNO

Are you telling us you stayed free, avoided the building's interior defenses and lowered the shield all by yourself? How?!

ROCKA

I'm part of the Hero Recon Team, sent undercover here, investigating info we had on a possible attack! *
*
*

EVO *
*

(turning from controls)
Lock deactivated! *

STORMER

Everyone ready?
(off their nods)
Hit 'em hard, heroes!

The door opens and they dash in --

INT. HERO FACTORY - HERO ASSEMBLY TOWER - CONTINUOUS

The interior of the Tower <HUMS> with ENERGY being released, seeming to flow UPWARD from below! All the heroes look UP to see OVER-LORDE looking down from high above, his PET on his shoulder! <BOLTS> of energy strike him, but do no damage! Over-Lorde is hooked to the platform he's on by CABLES that <CRACKLE> with energy!

OVER-LORDE
You're too late, heroes!

FURNO
(checking a gauge)
The power drain he's causing is
building to a chain reaction
that'll destroy the whole Hero
Factory!

SURGE
No more new heroes? Over-Lorde as
the most powerful villain around!
No thanks!

STORMER
Then let's cut his power...Go!

The heroes start climbing whatever's available -- LADDERS,
HANDHOLDS, etc. OVER-LORDE sees them coming, and dispatches
his PET.

OVER-LORDE
Keep them where they are!

There's a FLASH OF LIGHT, then CLONES OF THE PETS rain down
on the HEROES, keeping everyone busy! In a SERIES OF SHOTS,
we get glimpses of the battle royale, <ENERGY> surging around
the combatants all the while!

- STORMER blocks a <BLAST> from a PET'S weapon, but two more
Pets pounce on him, knocking him off his perch!
- SURGE, with both hands, uses his <BOLTS> to counter the
<BOLTS> thrown at him by TWO PETS.
- EVO <FIRES> an ARTILLERY SHELL at a PET, who nimbly dodges.
He looks up and SEES the CABLES connecting Over-Lorde to the
platform.
- FURNO struggles with THREE PETS clinging to him!
- ROCKA <KICKS> free of a PET, gathers himself, and LEAPS!

OVER-LORDE'S PLATFORM - ROCKA lands before Over-Lorde, who
scoffs:

OVER-LORDE (CONT'D)
Nice moves...You're no ordinary
hero, are you?

ROCKA
Just doing my job.

OVER-LORDE

Can't you feel the power all around
you? The power flowing into me?!
And you think you can challenge
me?!

*
*

ROCKA

I guess we'll find out!

He LAUNCHES himself at OVER-LORDE and they GRAPPLE! ROCKA
<BELTS> Over-Lorde, who barely flinches! Over-Lorde returns
the <PUNCH>, and Rocka staggers backwards!

Over-Lorde CHARGES, but Rocka deftly SIDESTEPS, and puts Over-
Lorde in a HOLD! But Over-Lorde is simply too strong, and
BREAKS the hold, heaving Rocka off, and Rocka nearly falls
all the way off the platform, clinging to the edge by his
FINGERTIPS.

OVER-LORDE steps forward, the CABLES attaching him to the
platform extending, and <STAMPS> his foot down on the hero's
hand!

OVER-LORDE

You don't have a chance...I'll
teleport out of here at the last
possible moment, and you'll watch
the Hero Factory crumble around
you...as it becomes your tomb!

Rocka uses his free hand to <CHOP> Over-Lorde in the KNEE,
but the villain only backs up a step.

OVER-LORDE (CONT'D)

(laughing)

I believe that tickled.

Still, that's all ROCKA needs to swing back onto the
platform, and DUCK/SIDESTEP Over-Lorde's punch, maneuvering
behind the bad guy to where the CABLES are anchored to the
platform.

STORMER, throwing off PETS, looks up.

STORMER

That's it! Unplug him, kid!

EVO - hurries up beside him.

EVO

No! He has to do the opposite,
sir! Increase the power to Over-
Lorde!

FURNO joins them.

FURNO

What are you talking about?! No way!

EVO

(to Stormer)

Please, sir, trust me! I know I'm right! I can feel it!

STORMER considers, then calls up to Rocka:

STORMER

Rocka! Keep those cables secure! Amp up the power flow!

ROCKA nods, and twists the CABLE MOUNTS.

OVER-LORDE practically VIBRATES with the surge of energy!

OVER-LORDE

Giving in to the inevitable, are you? Very smart...Ahhhh...It's like having a direct connection to the sun! I'll be leaving you now, heroes! Enjoy the...Enjoy the...N-No...NO!

Now he really does VIBRATE, jerking spasmodically, and suddenly <SPARKS> fly from every joint, and when the shower is over, he falls to his knees with a <CLANK>, unconscious.

ROCKA bends down and puts <CUFFS> on him.

ROCKA

How's this for inevitable? You're caught and cuffed, rust-breath!

FURNO looks at the glowing, pulsing walls, the ENERGY still building, and turns desperately to Stormer.

FURNO

What do we do?!

STORMER

We act like Evo: We don't panic.

He quickly, but calmly, turns to the CONTROL PANEL by the door, and <ADJUSTS CONTROLS>. The <ENERGY CRACKLE> subsides, and the glow fades.

STORMER (CONT'D)

Stabilized. Power output returning
to normal levels.

Gawking, Furno turns tot Evo.

FURNO

How'd you know to crank Over-Lorde
up instead of unplugging him?!

EVO

I figured uncoupling Over-Lorde
would just leave us with a mega-
powered villain who could still
find a way to destroy the Factory,
so I had a feeling if I increased
his power, he wouldn't be able to
handle it.

FURNO

You trusted what you knew and what
you felt.

EVO

Just like you taught me, sir. You
and Stormer.

Furno looks to Stormer.

FURNO

This is just how you wanted it,
isn't it, sir? You wanted Evo to
learn to combine knowledge and
instinct --

STORMER

-- and for you to learn that, as a
teacher, there's a time to be a
friend, and a time to be tough.

FURNO

I hope I met your expectations,
sir. *

STORMER

You're getting there. Slowly. *

Furno puffs up a little; a small compliment is better than
none.

SURGE

(panicked)
Wait...Wait!

(MORE)

SURGE (CONT'D)

I just realized -- Where's Stringer? Has he checked in?! Has anyone heard from him?!

STORMER

Settle down, hero. Now that we've got things under control here, we'll send out a search party to --

Suddenly, STRINGER bursts in, full of energy, KILL SWITCH in cuffs and thrown over his shoulder.

STRINGER

(pumped up)
Reporting for duty! What's the situation?

The heroes <CHUCKLE>

STORMER

Under control, Stringer, under control. What took you so long?

STRINGER

Oh, uh...Well, Kill Switch was giving me a pretty hard time out at that Energy Collection Array...

EXT. TANSARI VI (GAS PLANET) - FLASHBACK

STRINGER and KILL SWITCH wrestle among the ANTENNAE as <BOLTS> crash around them.

STRINGER (V.O.)

I was able to hold on long enough to time the strikes of the lightning bolts...

Suddenly, a <BOLT> hits Kill Switch, stunning him!

KILL SWITCH

G-g-g-g-g...

Seizing the opportunity, Stringer tosses KILL SWITCH into the OPEN HATCH, then rushes forward and grabs the hatch door.

STRINGER

You want a closer look at that power, Kill Switch? Here you go!

He <SLAMS> the hatch on Kill Switch, dazing him so he falls limply, half in, half out of the hatch.

CLOSE ON KILL SWITCH'S WRIST - as STRINGER locks a <CUFF> around it! PULL BACK to reveal Stringer standing triumphant!

INT. HERO FACTORY - HERO ASSEMBLY TOWER - RESUME

STORMER looks with amused skepticism at Stringer.

STORMER

You timed the lightning bolts, huh?
I've never known anyone to do that
before...Lightning bolts are
totally random...

STRINGER

(busted)
Well...

ALL

<Laugh>

DISSOLVE TO:

EXT. HERO FACTORY - ENTRANCE - LATER

NEWS CAMERA POV - DANIELLA stands before the Factory, in good cheer.

DANIELLA

Daniella Capricorn here once again,
and I'm pleased to report that all
of the heroes have now returned to
Hero Factory with their quarries,
and the Villain Holding Cells are
once again full! This has been a
terrible ordeal for me, but I coped
with the tension by --

The picture goes to <STATIC>, under which we hear --

DANIELLA (V.O.)

Hey! I wasn't finished!

INT. HERO FACTORY - MISSION CONTROL

Our core cast gathers around ROCKA as ZIB and QUADAL work their CONSOLES.

ROCKA

(to Stormer)

I apologize for the deception, sir.
Once I found out you'd confiscated
the Black Hole Staff, I was ordered
to keep an eye on it, and learn
more about what it could do.

(MORE)

ROCKA (CONT'D)

We were afraid of the possibility that some villain wanted it placed inside Hero Factory as part of some larger plan.

STORMER

We need to up our security on that thing in a big way.

FURNO

Why? Over-Lorde activated it before, and we've got him locked up!

MR. MAKURO enters, approaching them.

MR. MAKURO

It was all just a distraction to keep us occupied. There is some a larger plan at work here... It appears I returned at exactly the right time...and that I was correct in calling in the Hero Recon Team for support.

ZIB

I'm afraid I've determined part of the larger plan, sir.

MR. MAKURO

Explain.

ZIB

All systems in Hero Factory report normal following Over-Lorde's takeover. Everything's in place...Except records show one file was transmitted to an unknown destination.

EVO

What file?

ZIB

The plans for the Assembly Tower.

STRINGER

(grimly)

The breakout, Over-Lorde's power play...It was all just a distraction to keep us occupied while he sent the file...

STORMER

....and whoever he sent it to now
knows how to make his own army of
anti-heroes...an army that can
match or defeat us...

INT. MYSTERIOUS VILLAIN'S LAIR - LATER

We see only a DARK COMPUTER SCREEN and nothing else, no sense
of where we are. A SINISTER HAND reaches in and <TURNS ON>
the monitor. DATA <SCROLLS> through, and we see a DIAGRAM of
the ASSEMBLY TOWER.

MYSTERY VILLAIN

<Sinister chuckle>

THE END