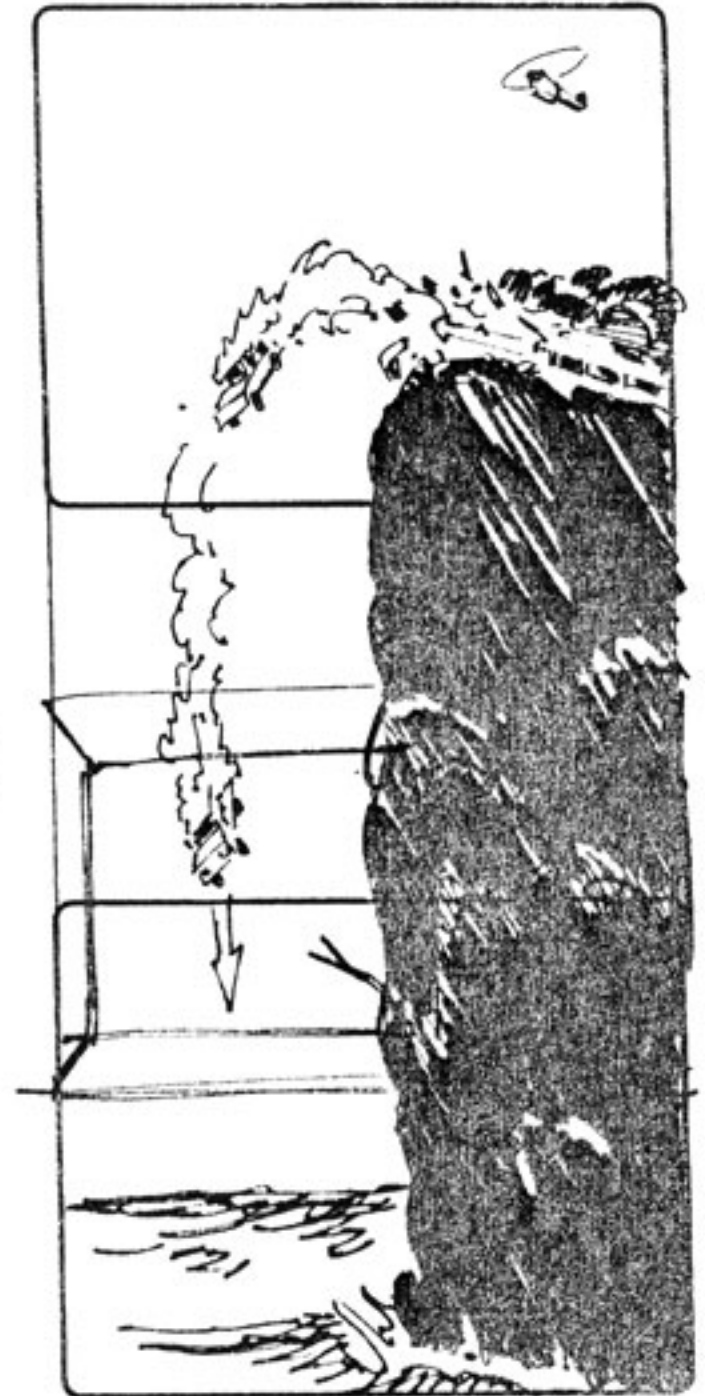
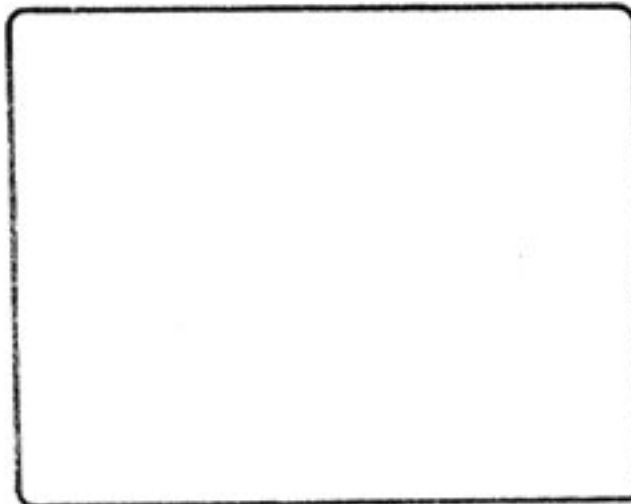
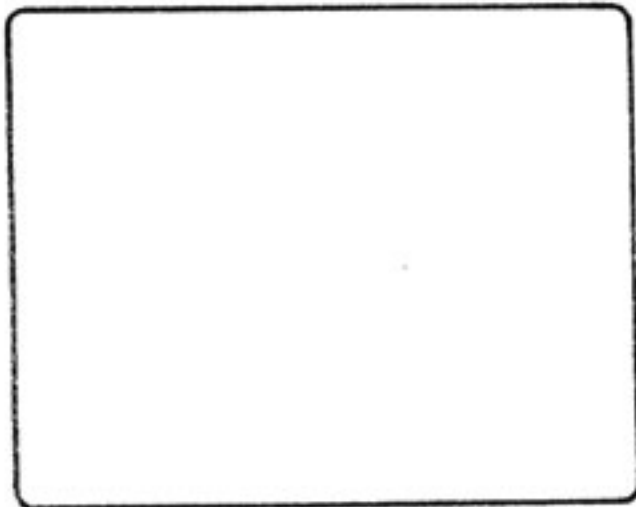


FADE IN:

SAME AS BEFORE: Flint's car bursts into FLAMES.

ANGLE ON FLINT

Lit by flames, he desperately tries to control his car, but no luck.



ANGLE ON THE ROAD

Flint's car crashes through a retaining wall and shoots towards the ocean like a meteor.



ANGLE ON PLINT

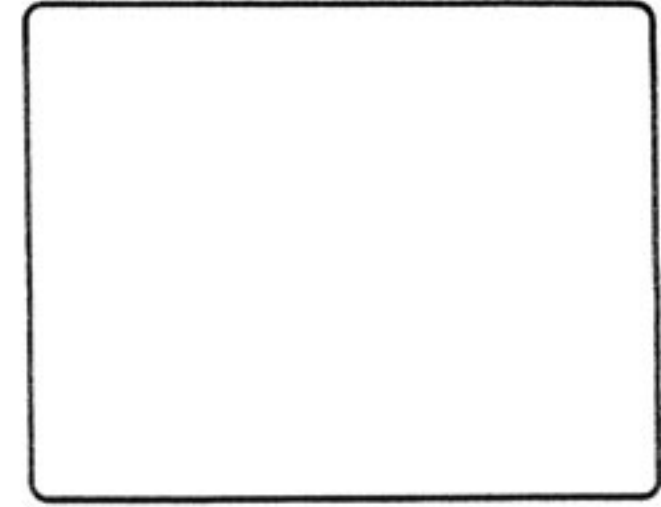
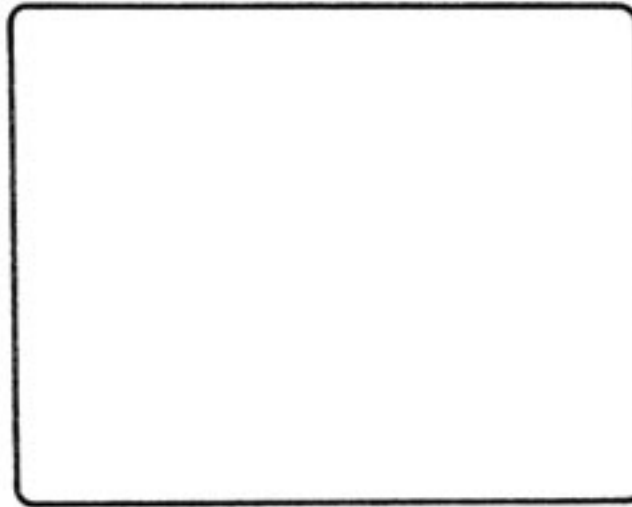
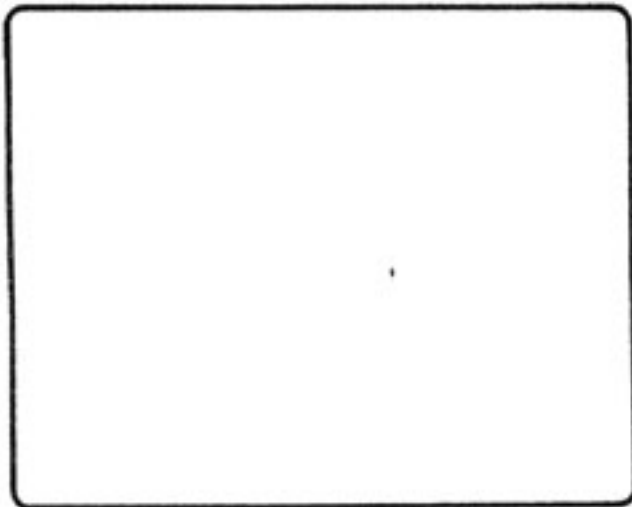
He jumps out of the car towards...



A scraggly tree at the edge of the cliff and...
PLINT AT THE SCRAGGLY TREE

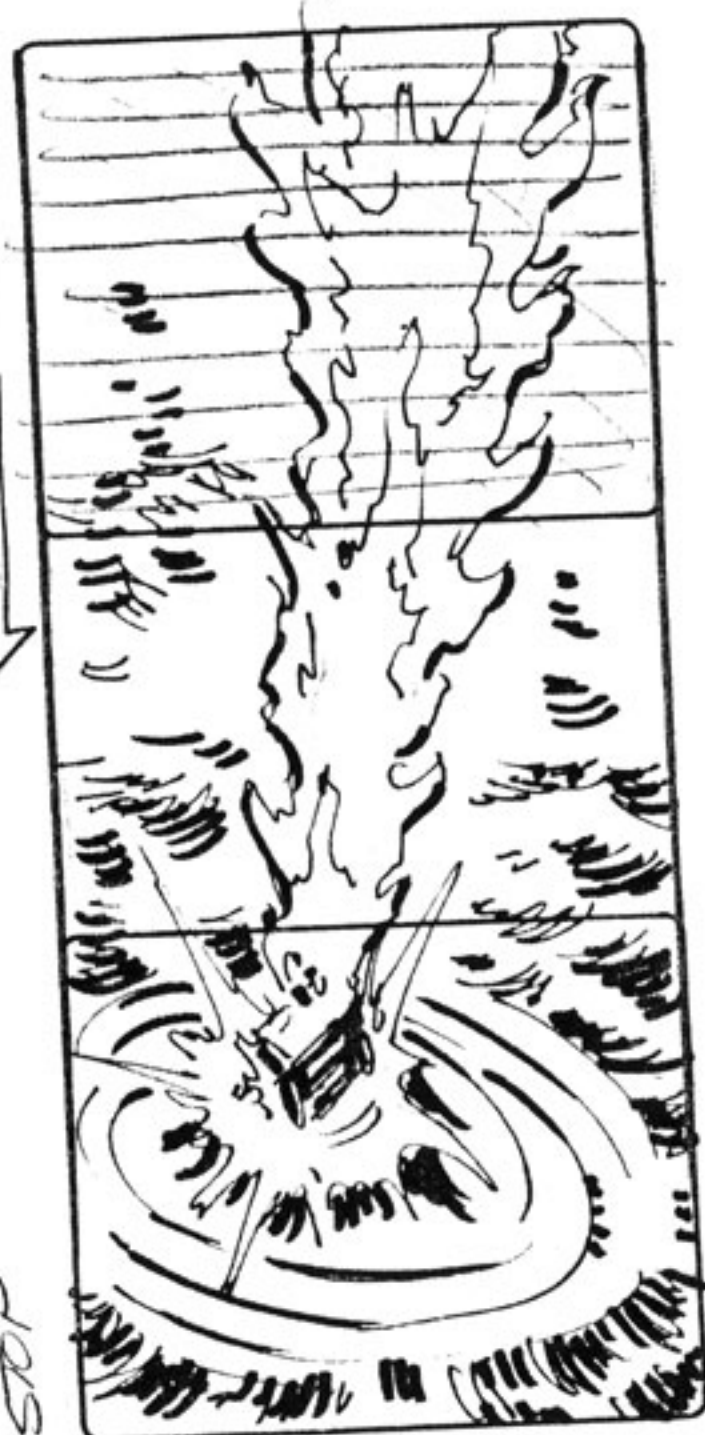


grabs it.



START
↓

STOP



FLINT'S CAR
hits the water and EXPLODES.

STOP

TRUCK OUT & PAN UP



START



ANGLE ON FLINT
He holds onto the tree, panting.



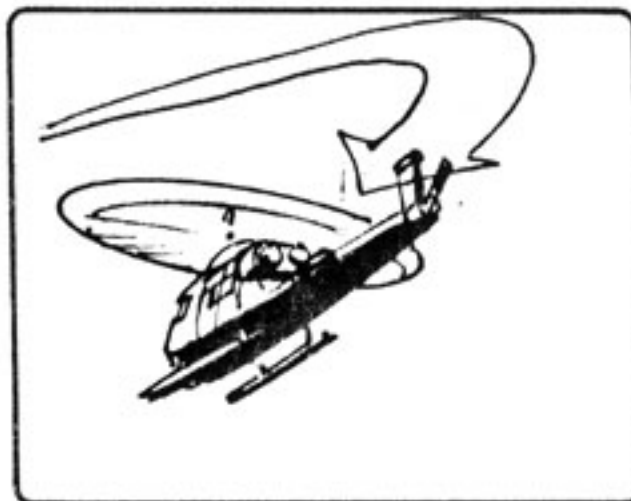
FLINT
(PANTING)
Hope they think I'm in there.



Start-Cobra Runs up to Chopper



ANGLE ON THE COBRA CHOPPER



It wheels around in mid-air and flies (o.s.) and away.

COBRA PILOT (O.S.)
Target destroyed.



TRUCK IN

ANGLE ON FLINT

He slowly scales the rocks up towards the road...



FLINT'S POV - REACHING THE ROAD



and sees ZARTAN looking down at him.



ZARTAN
Tragedy about your car. I was
looking forward to confiscating
it.

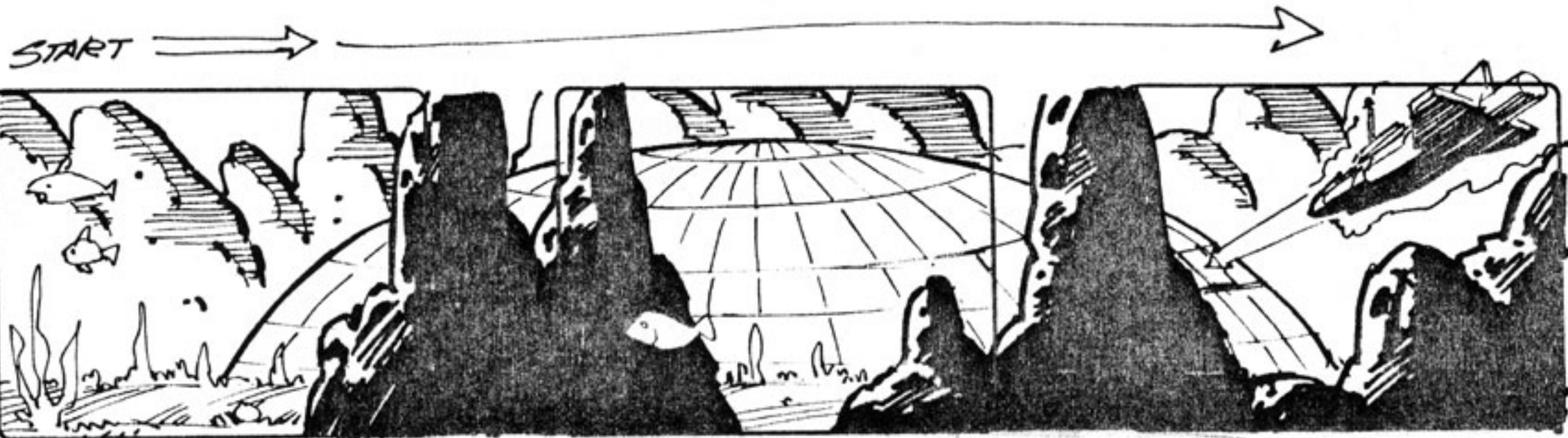
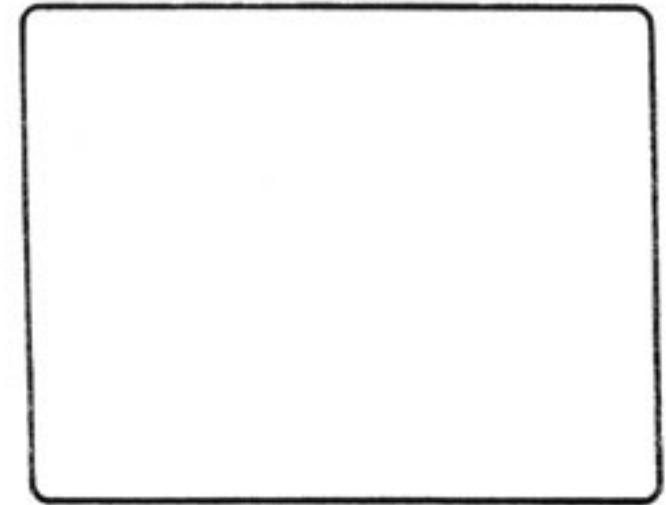
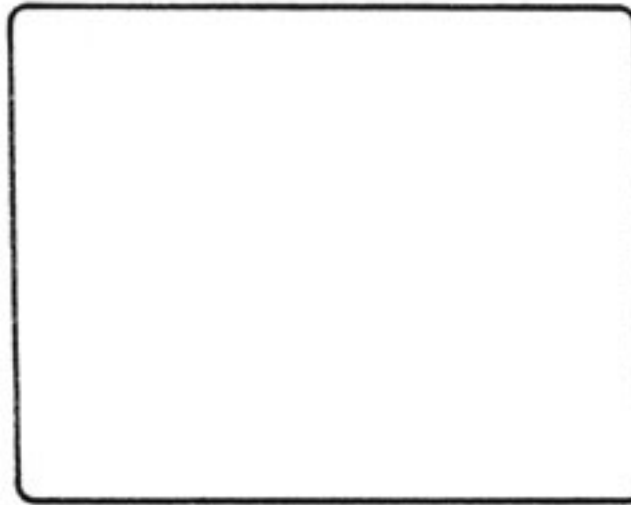
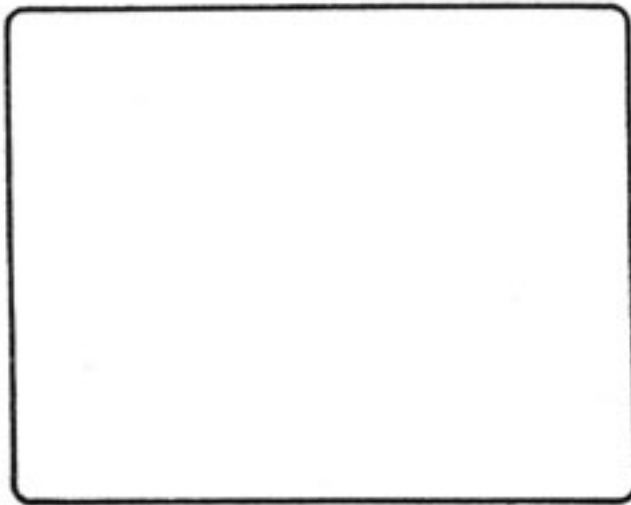


ANGLE ON PLINT

Plint climbs to the top of the cliff and puts his hands up as
Zartan and two Cobra Troopers have guns drawn on him.



PLINT
Nah, you wouldn't have wanted it -
It needed a tune up.



CUT TO:

EXT. UNDERWATER CITY - ESTABLISHING SHOT

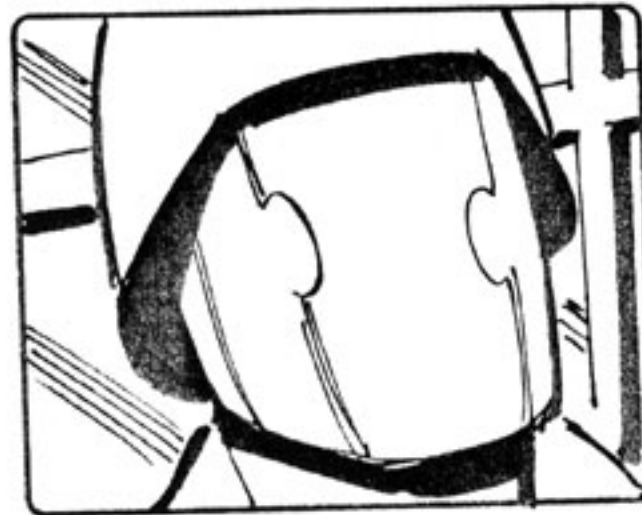
In the midst of the ocean, we see a large UNDERWATER GEODESIC DOME. As CAMERA PANS the width of the dome, we see that it is enormous. We also see that it is neatly tucked into a huge underwater canyon. DURING PAN a SUBMARINE ENTERS FRAME.



COBRA COMMANDER
Beautiful... Beautiful...



THE BARONESS
(sarcastic)
Nice garden. You have a real green thumb.



INT. UNDERWATER CITY - THE GARDEN

COBRA COMMANDER stands in a large "greenhouse" filled with dead plants and withered trees. The Baroness stands behind him.

COBRA COMMANDER
Your sarcasm is irritating.

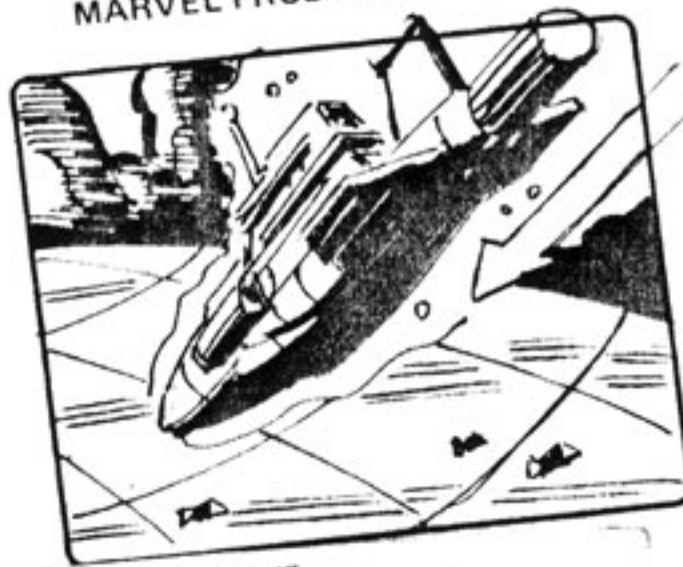


Suddenly, his watch starts BEEPING.

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COBRA COMMANDER
(speaking into his watch)
I'm busy, Zartan.



A COBRA SUBMARINE

Drifts towards the underwater city.

ZARTAN (V.O.)
Not too busy for this.
(MORE)

INT. THE SUBMARINE

Plint is handcuffed to the periscope with all three Dreadnox standing next to him, their weapons drawn, and Zartan on the communications screen.

ZARTAN
I have a new recruit...



ON COBRA COMMANDER

COBRA COMMANDER
Major Bludd handles recruiting.



ZARTAN (V.O.)
His name is Plint.



COBRA COMMANDER
Exssellent!! He is such a hard
worker.
(laughs)

STOP



SUB STOPS AT DOCK

CUT TO:

INT. COBRA'S UNDERWATER BASE

It is a huge industrial seaport. COBRA'S CITY is even more sterile than Pleasant Cove. It is lined with row after row of bleak, identical sheet metal buildings and warehouses. There is much activity IN THE B.G., but we do not see what it is yet.

ANGLE ON THE SUBMARINE



ANGLE ON FLINT

He exits the submarine, still handcuffed.

It pulls up to a dock. Standing on the dock are Cobra Commander and the Baroness. They are the "Greeting Committee" for Flint.



He is followed by Zartan and the Dreadnox. They are now out of their disguises.



He is followed by



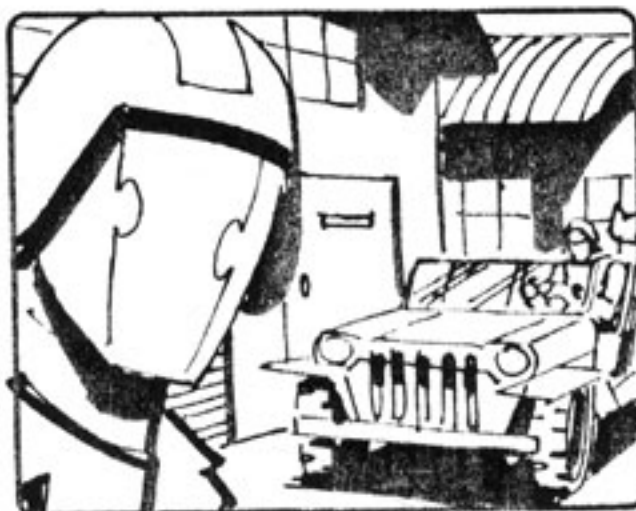
ON COBRA COMMANDER

COBRA COMMANDER
Welcome to our company, Flint. I am sure you will have a brilliant career here.



ON FLINT

FLINT
Yeah... In the demolition department.



CAMERA PULLS BACK to show a jeep that will transport them around the city.

ON COBRA COMMANDER

COBRA COMMANDER
(ignoring him)
The fringe benefits are quite good. If you work very hard, we let you sleep.
(laughs)



START →



THE JEEP - TRACKING

In the Jeep are Cobra Commander, Flint and the Baroness. Flint sits next to a driver. Cobra Commander and the Baroness are in the back seat. As they drive through, we PAN THE CITY with them, from the Jeep's POV.

WHAT WE SEE:

TRUCK IN AT END OF PAN

Masses of people busily slaving away for Cobra.

COBRA COMMANDER (V.O.)

Have you ever seen such happy employees? They like their jobs so much, we don't even need to pay them.
(MORE)



They are carting around heavy objects, such as beams, bags of cement, piping and such. A Cobra guard gives a lagging fellow a kick in the pants.



COBRA COMMANDER (CONT'D)
That is our incentive program.

REVERSE TR. ON THE SCENE TO SEE FLINT & BARONESS



ON FLINT AND THE JEEP

He sees something as they pass. He tries to stand up. The Baroness restrains him. He calls out.

FLINT
Ted! Over here.



ON TED

who is among the workers. Ted does not acknowledge Flint, as he continues SHOVELING DIRT into a hole in the ground.

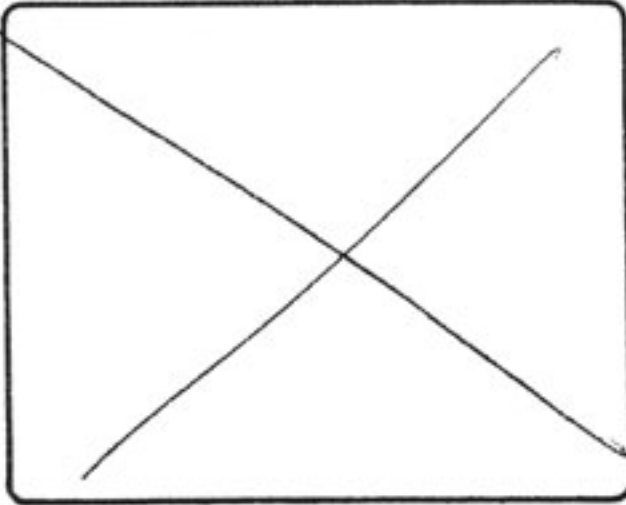


ON FLINT AND COBRA COMMANDER

COBRA COMMANDER
Now there's a man totally
absorbed in his work.



FLINT
You've turned them into slaves!!



The jeep stops in front of Major Bludd.



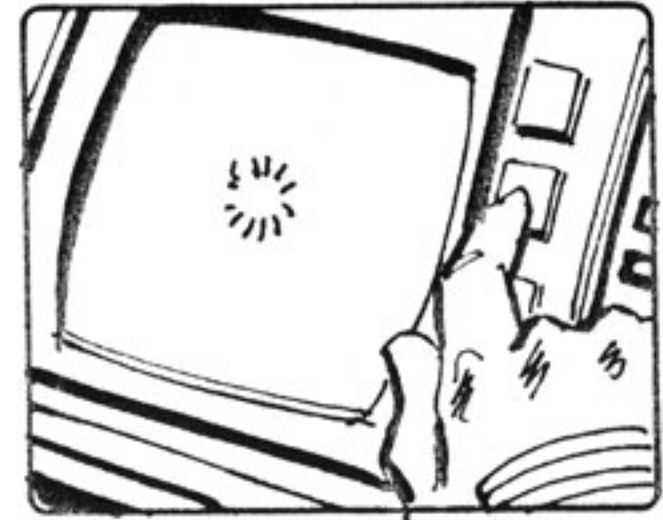
COBRA COMMANDER
Ah... Our personnell manager.
(to Major Bludd)
Please show our new employee the
virtues of Cobra Incorporated.



FLINT
There's only one... You'll be out
of business soon.



Major Bludd switches on a small television set built into the
dashboard.



COBRA COMMANDER
Tsk Tsk. You'll change your opinion
after you see our training film!



CLOSE ON THE SCREEN

It is a rebroadcast of that evening's Pleasant Cove News. The face on the screen is CHUCK, the white anchorman.

CHUCK THE ANCHORMAN
Good evening. Welcome to the Pleasant Cove seven o'clock news. In today's news, Fireman Dan Jenkins ...



CAMERA PANS BACK TO FLINT

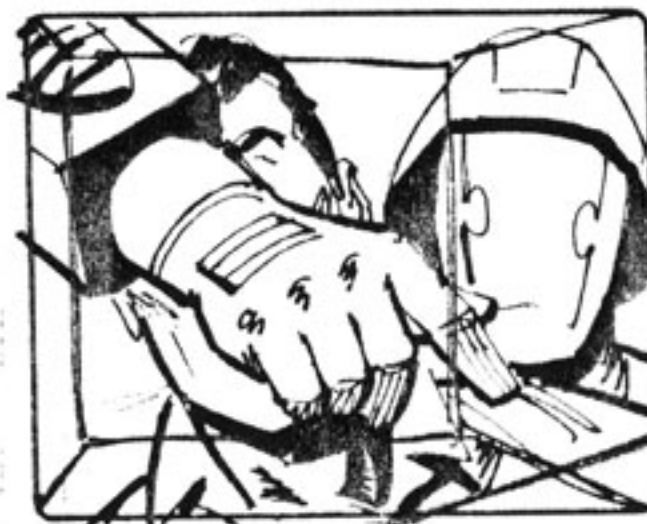
CHUCK (Cont.) (V.O.)
Risky life and limb to bravely rescue ...



ON FLINT

He watches the newscast

CHUCK (Cont.) (V.O.)
Mrs. Murphy's cat, Pluffy ...



ON THE COMMANDER

COBRA COMMANDER
I think he's seen enough.

MAJOR BLUDD shuts the set off.

Cobra Commander looks at Flint



COBRA COMMANDER
Yesss... Another happy employee.

EXTREME CLOSE UP - FLINT'S FACE

He is hypnotized.



DISSOLVE THROUGH
PLINT'S FACE TO:



A CLOSE UP OF BARBEQUE'S FACE

He looks to be in pain. As CAMERA PULLS BACK we see that someone has him in a tight headlock.

BARBEQUE

You're dreaming!

BARBEQUE flips the attacker over his head. SPX: THUMP!

AIRTIGHT (V.O.)

Give up, Barbeque?!

We still do not see who the assailant is.



CAMERA PULLS BACK even further, to reveal QUICK KICK standing behind AIRTIGHT AND BARBEQUE. It is Airtight who lies on the mat. Airtight rubs his head. Quick Kick is giving them a martial arts lesson. We are in the rec room at G.I. JOE HEADQUARTERS. A few days have passed.

ON QUICK KICK.



QUICK KICK

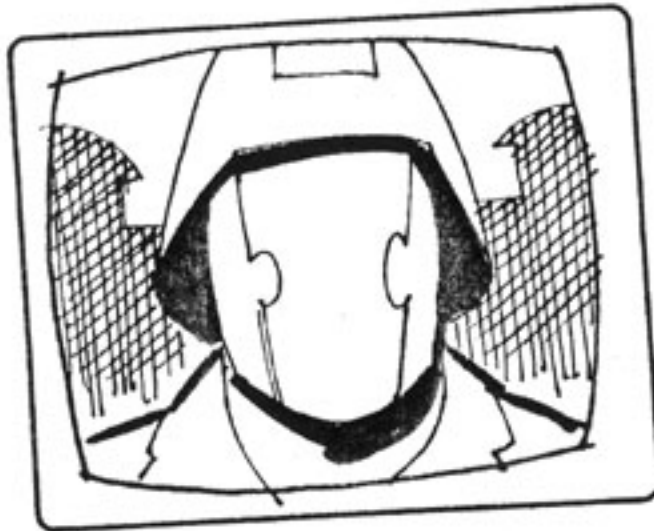
Enough lying down on the job.
We've got work to do.

ON BARBEQUE AND AIRTIGHT

Barbeque reaches down to help Airtight to his feet, when A SPECIAL ALERT BUZZER SOUNDS. As Airtight stands, we hear:

BREAKER (V.O.)

Attention. Cobra Commander has
jammed Worldcom. Expect a
broadcast



A TELEVISION SET - ANOTHER PART OF THE REC ROOM
COBRA COMMANDER'S FACE IS ON THE SCREEN



COBRA COMMANDER
Nations of the world. I am sure
you know who I am. Today, I speak
to you from my Underwater City,
which, if my demands are not met,
will be the only city.

IMAGE ON SCREEN CHANGES TO THE CITY.

It is not the same part of the city that we saw earlier. What we
see now is a large weapons room. In the center of the room is an
enormous missile. As WE TRUCK IN on the missile we hear:

COBRA COMMANDER (V.O.)
I have constructed a new weapon
capable of killing off Earth's
vegetation...

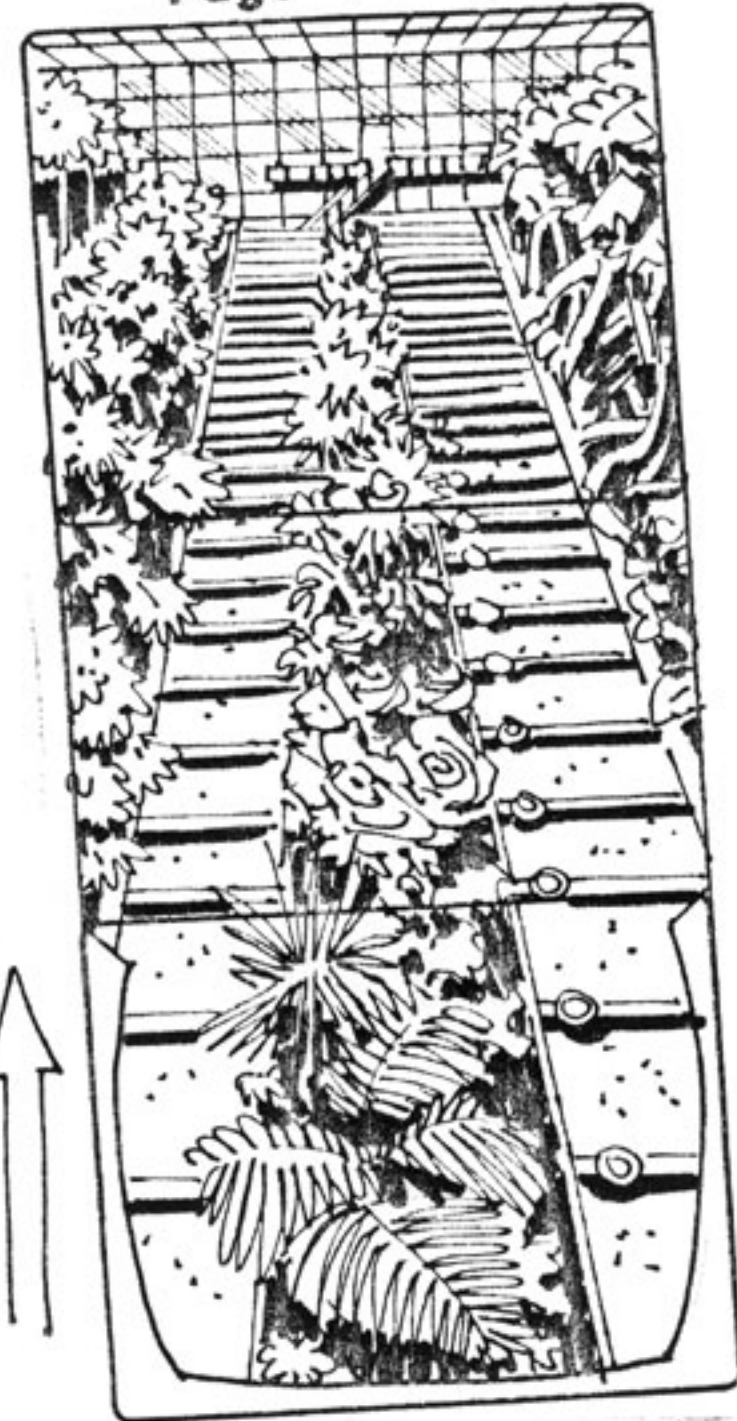


Image CHANGES to an THE ENORMOUS GREENHOUSE

The Greenhouse is huge -- the size of a forest. This is also
part of Cobra's City. In the Greenhouse are trees, shrubs,
jungle plant life, and farm crops.

As WE PAN the Greenhouse we hear:

COBRA COMMANDER (Cont.) (V.O.)
If you do not wish this disaster to
occur...



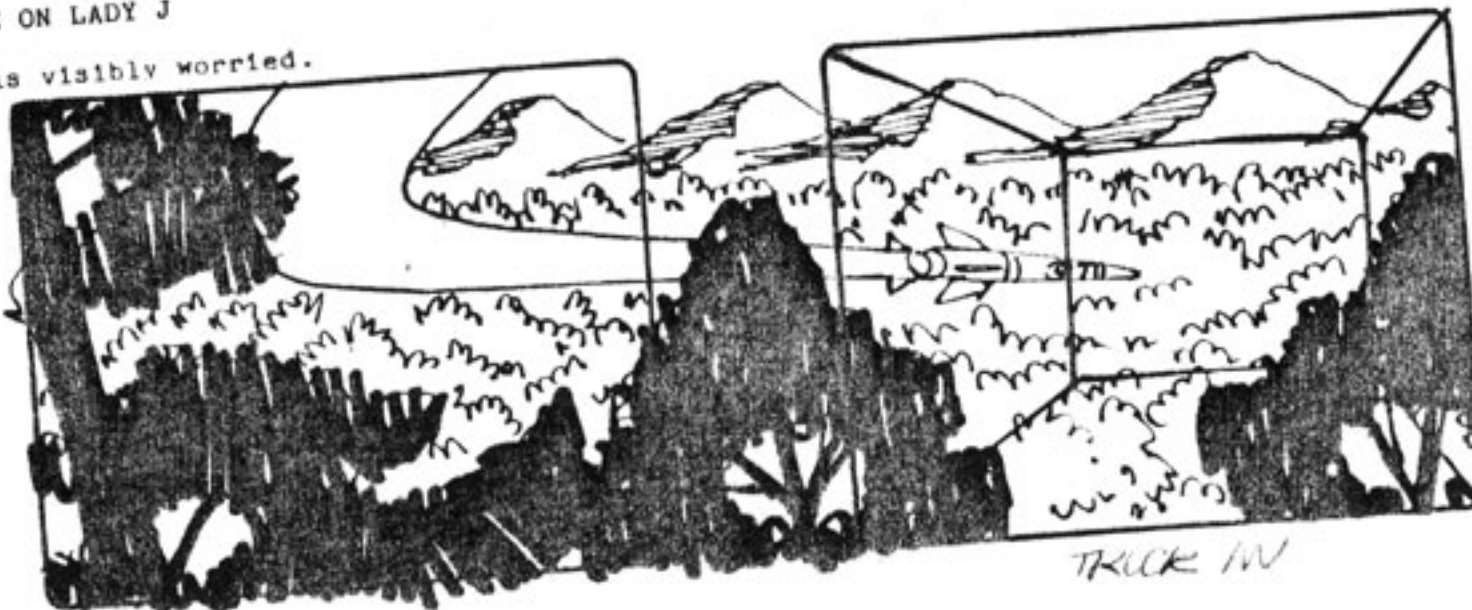
ON LADY J, BARBEQUE, AIRTIGHT AND QUICK KICK AND FOOTLOOSE
They are sitting in the foreground, watching the Broadcast. As
we PAN their faces, we hear:

COBRA COMMANDER (Cont.) (V.O.)
... you must agree to make me your
Supreme Leader. To speed up the usually
tedious debate process...

COBRA COMMANDER (Cont.) (V.O.)
...I have staged this special
demonstration.

CLOSE ON LADY J

She is visibly worried.

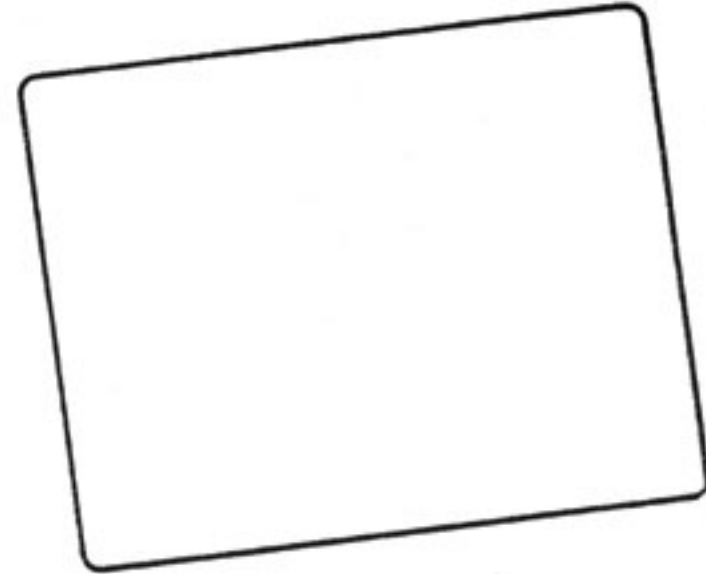
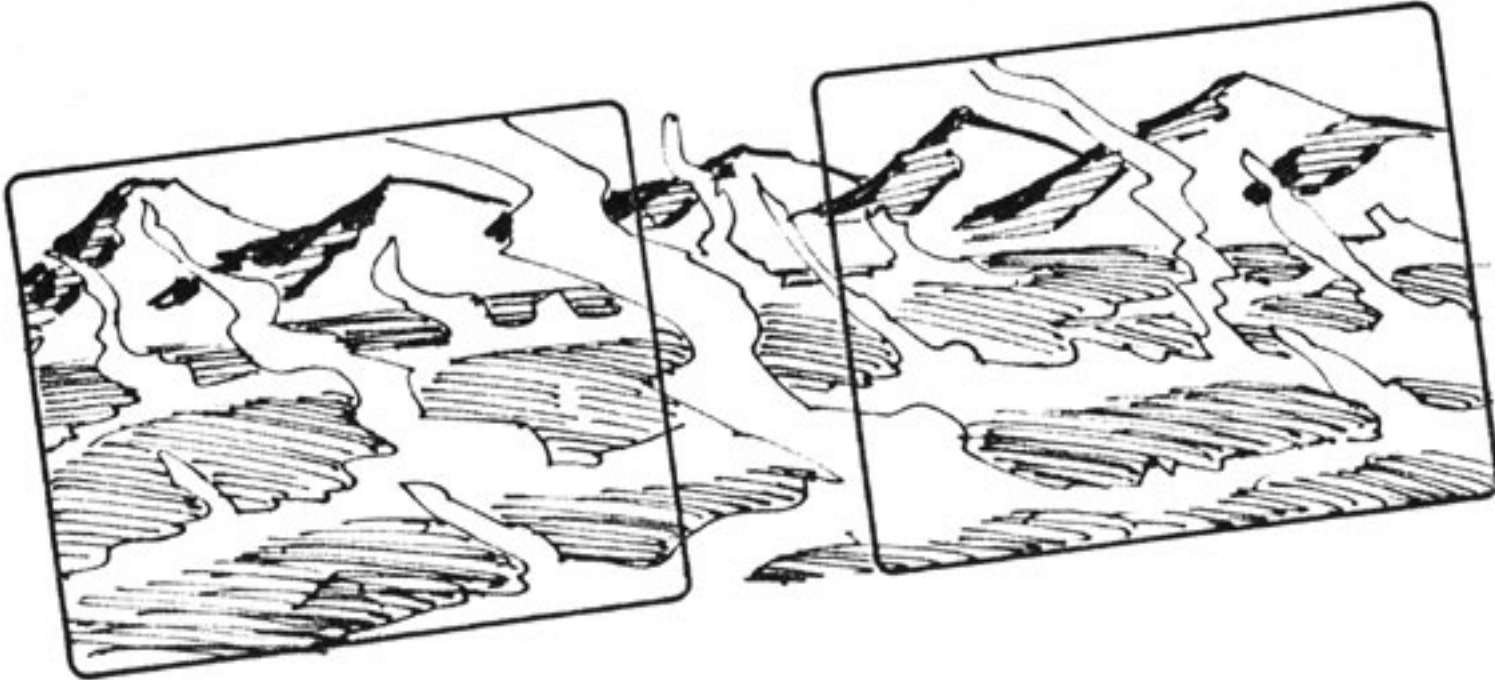
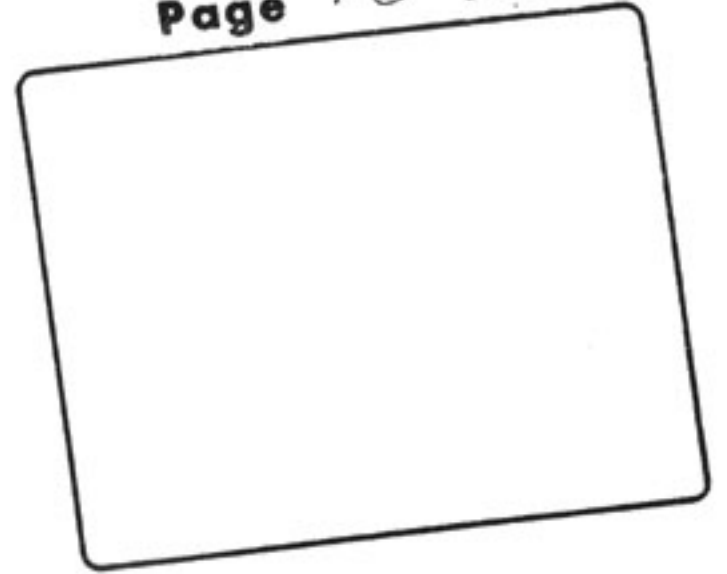


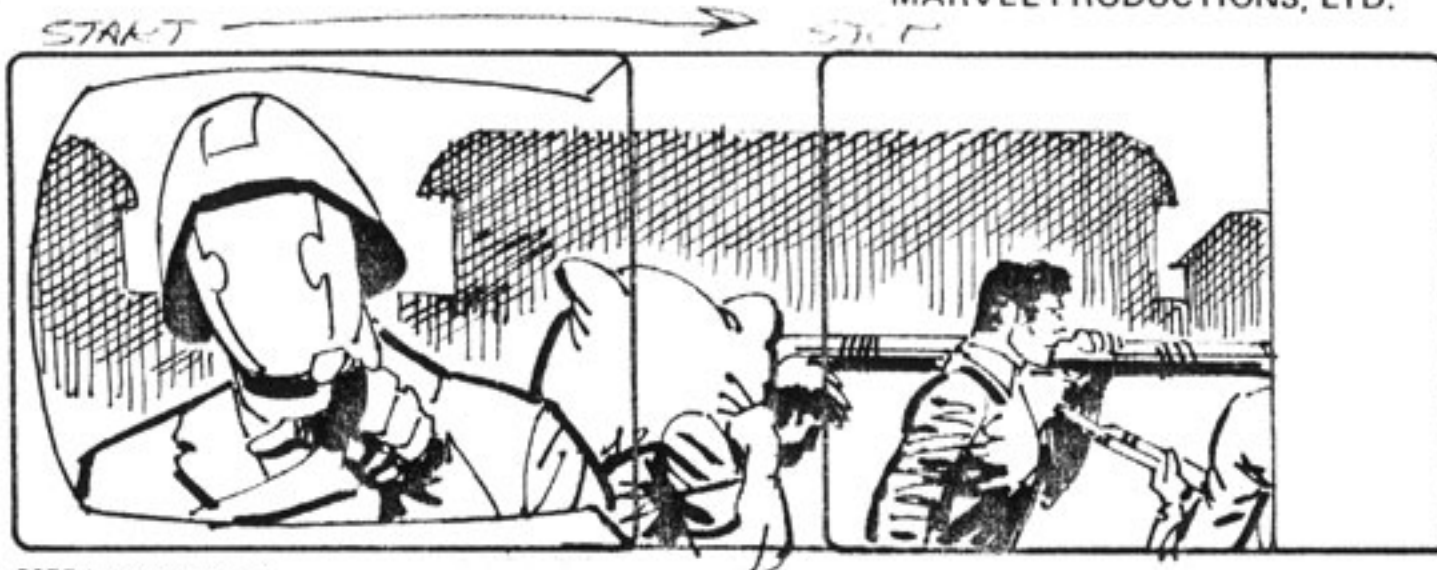
The image on the screen changes to a LARGE FOREST. A missile
(similar in design to the one Tripwire will activate later)
streaks into screen and hits the ground. There is a PLASH OF
LIGHT.

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a STRANGE GAS fills the air (as in an earlier scene), and immediately the ENTIRE FOREST CRUMBLES AND TURNS TO DUST.





ON COBRA COMMANDER

COBRA COMMANDER

Just think, your back yard might
look like that tomorrow...
(He laughs)

THE FINAL IMAGE

A brief pan of the Main Part of Cobra's City. This is the same
"industrial seaport" that Plint was originally brought to. Only
a few workers are in the B.G. Plint walks through scene.



AS CAMERA PANS we hear:

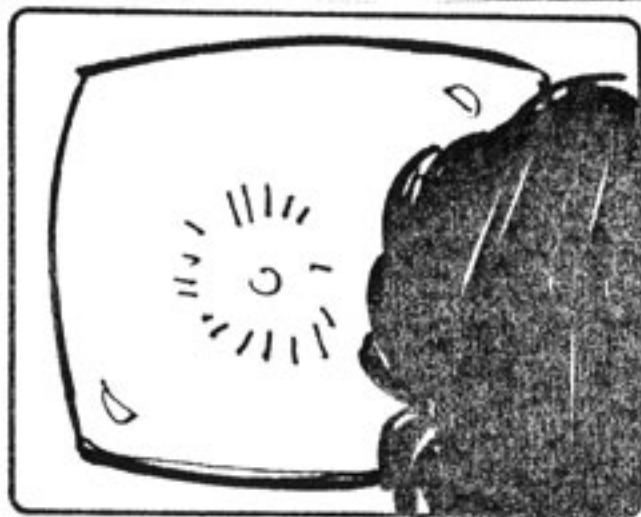
COBRA COMMANDER

Debate quickly, leaders... You
have eight hours ...

QUICK CUT TO LADY J

LADY J

There's Plint! In the background.
in Cobra's city!



QUICK CUT TO SCREEN

The Broadcast is over.



BREAKER, FOOTLOOSE, AND LADY J

BREAKER

Are you sure?

LADY J

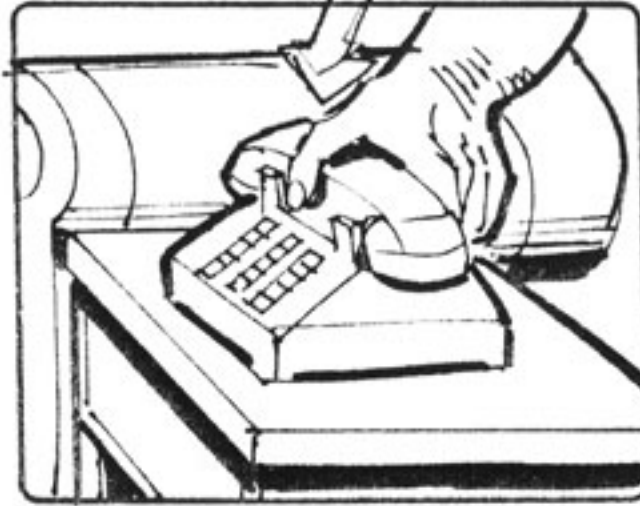
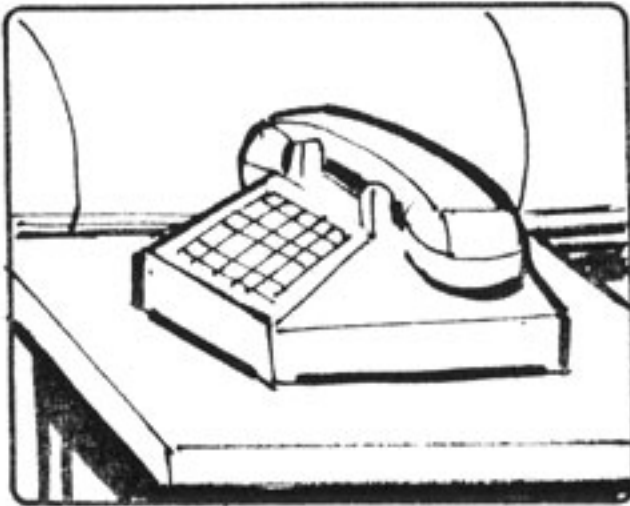
Absolutely! He was carrying
something around.



She steps out of shot, leaving Footloose somewhat baffled.

FOOTLOOSE

Doesn't sound like much of a vacation.



CUT TO:

INT. HARRIS HOUSE - SAME AFTERNOON - CLOSE ON TELEPHONE

It rings. A hand ENTERS FRAME and picks up the phone. We PULL BACK to see that it is Ted Harris. From this angle we see Natalie and the two children in the b.g. They are watching television.

TED
(in a slow-moving state)
Hello?



TRUCK IN ON WIFE

INT. JOE HEADQUARTERS

LADY J - on the phone.

LADY J
Hi. This is a friend of Flint's.
I was wondering if he is still
there?

ON TED

TED
We haven't spoken to Flint in over
a month.



CAMERA PANS to Natalie. She looks at Ted,
but doesn't react to the lie. Over this we hear

ON LADY J

LADY J (V.O.)
But that's impossible. He called
me from your house two days ago.



SFX: A PHONE HANGING UP. DIAL TONE.

ANOTHER ANGLE

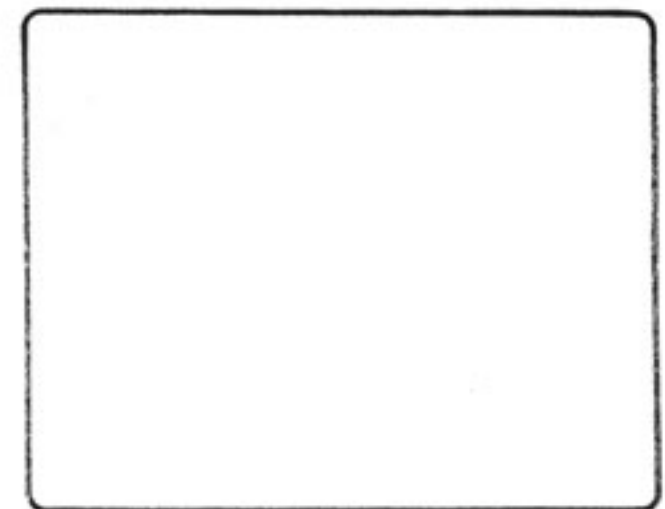
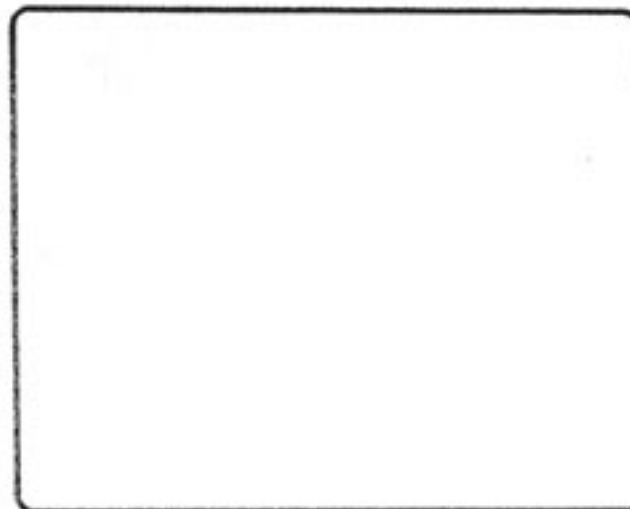
Including Lady J, Footloose and Breaker.

LADY J

He hung up! Alert Carrier Command.
I've got a feeling that the
underwater city is near Pleasant
Cove.



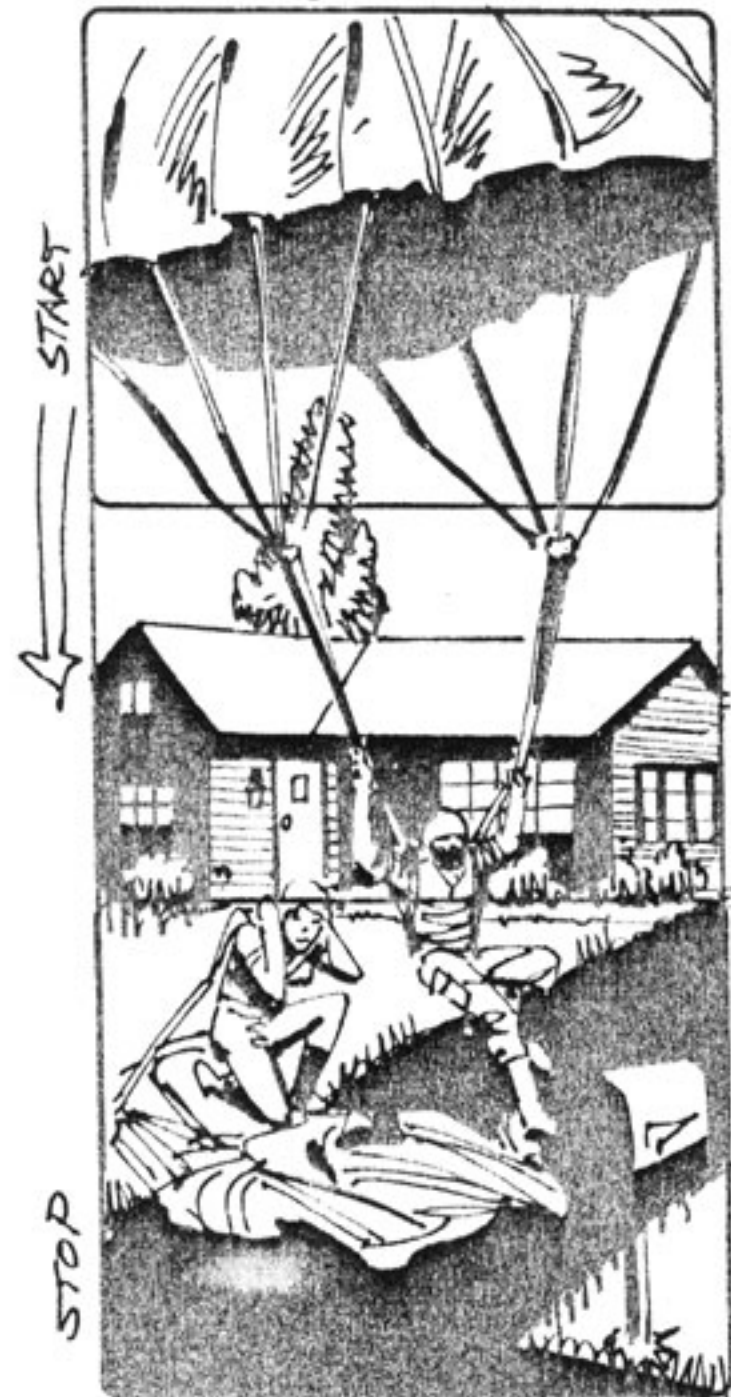
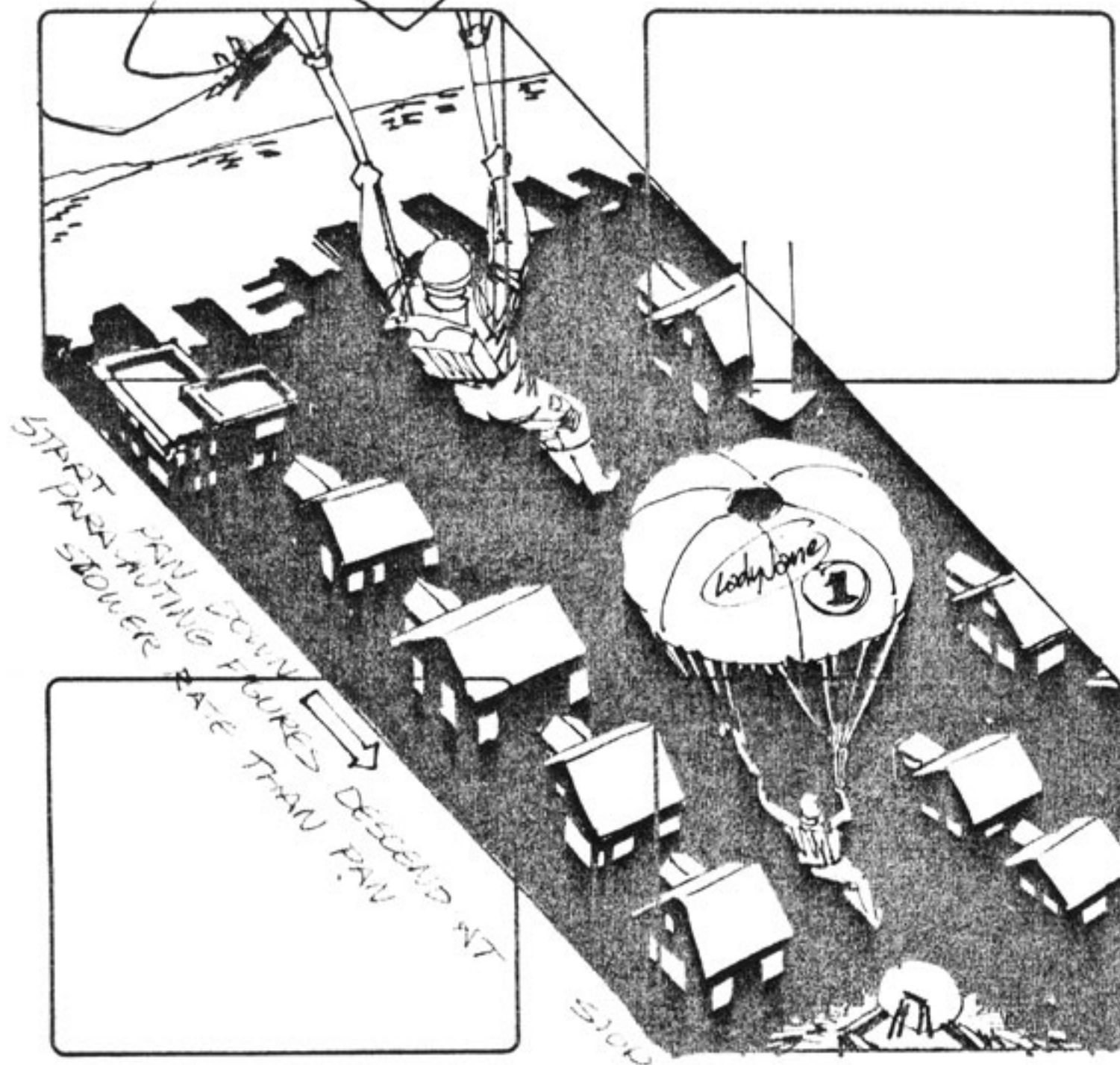
BREAKER
I say we drop in.



Breaker (2)

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ON THE GROUND

Breaker and Lady J. land in the front yard of THE HARRISES HOUSE.

WIPE TO:

EXT. PLEASANT COVE - NIGHT

Two parachutes drop through the moonlit sky towards the sleeping town.

LADY J (V.O.)
This is it ...



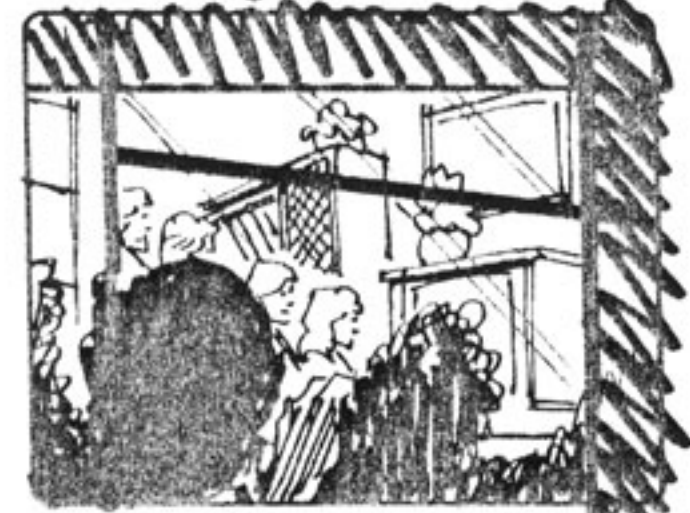
ANOTHER ANGLE

Lady J. and Breaker step towards the side of the house. Lady J looks in the Harrises' living room window. Breaker stands against the house "on the lookout." Breaker is chewing gum.



POV - LADY J AND BREAKER

The Harrises are sitting in their standard "television-watching positions," in zombie-like states. From this POV we cannot hear the television.



ON LADY J

LADY J
Breaker, will you stop popping your gum? They'll hear you!



PULL BACK to include Breaker.

BREAKER
Not likely, they look like they've been zombie-ized.

LADY J
You're right.



CLOSE ON BREAKER

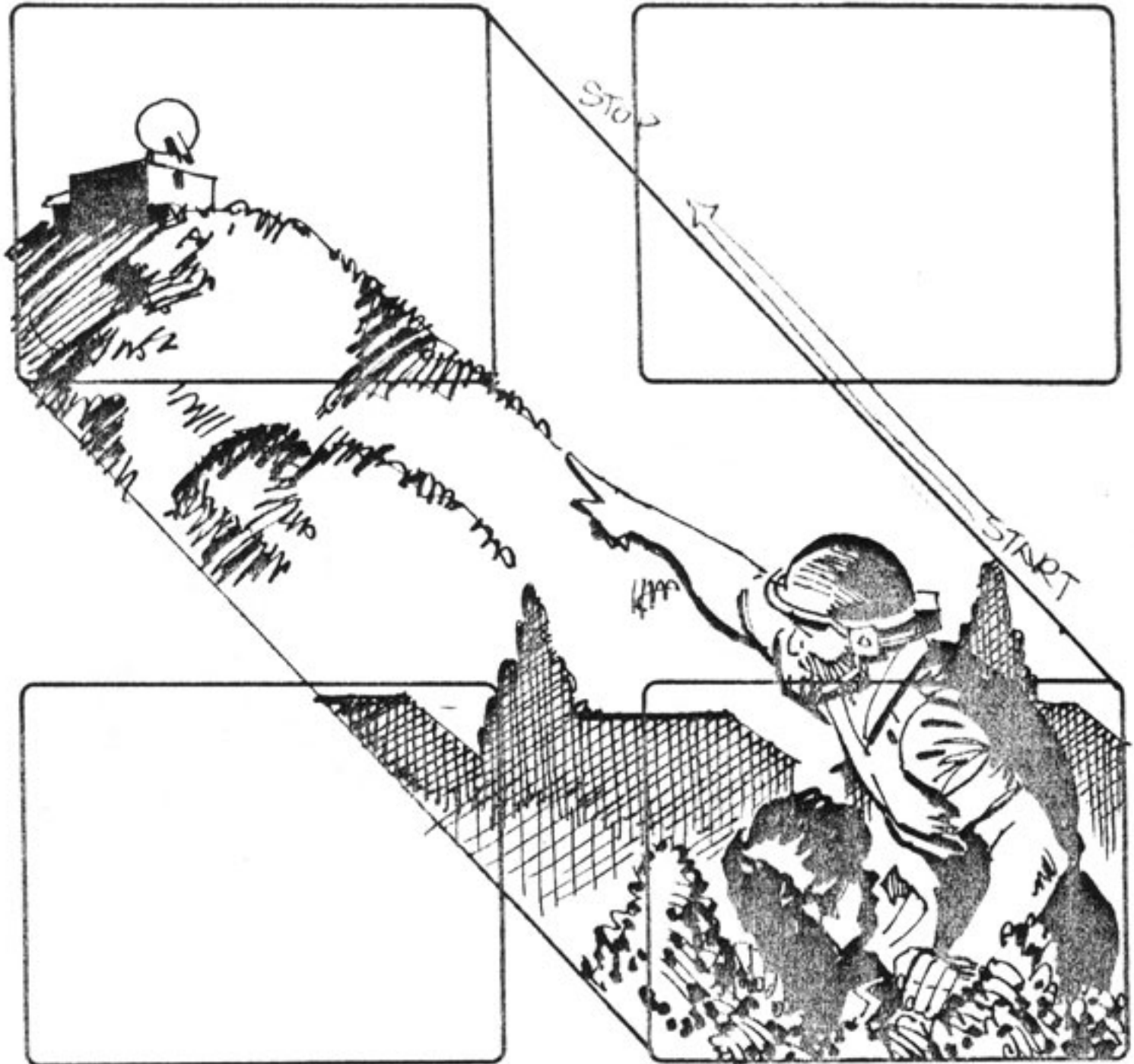
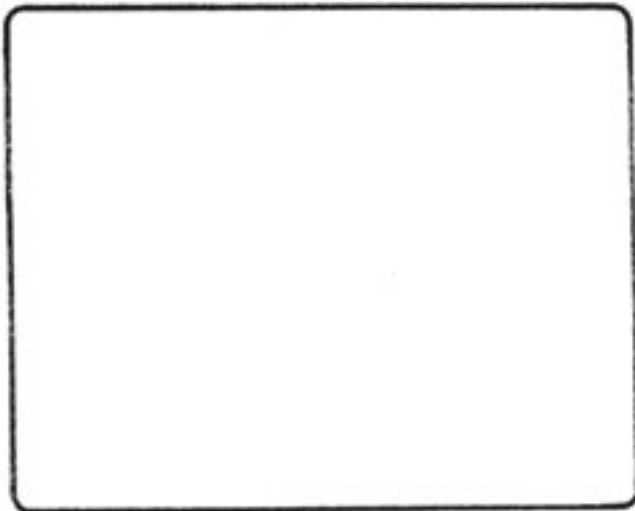
He hears something.

BREAKER
Hey, do you hear that hum?



ON LADY J who still looks in the window.

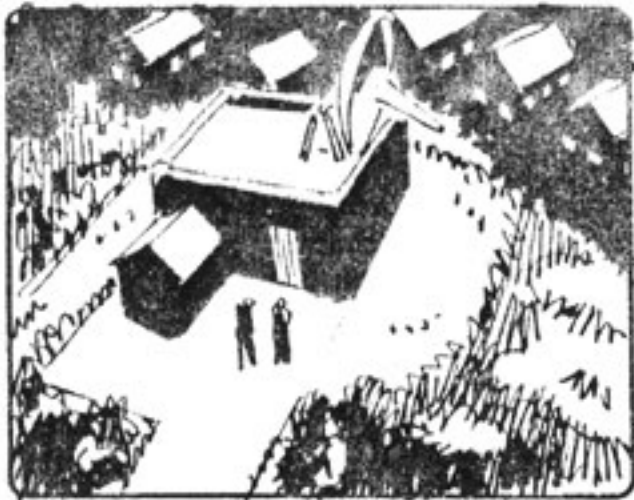
LADY J
What hum?



Breaker points. CAMERA PANS over the houses to the SATELLITE DISH. We HOLD on the dish, from Breaker's POV, below. Over this we hear:

BREAKER
Over there, the satellite dish.
(pause)
Satellite dishes are supposed to
point up... That one is pointing
down!

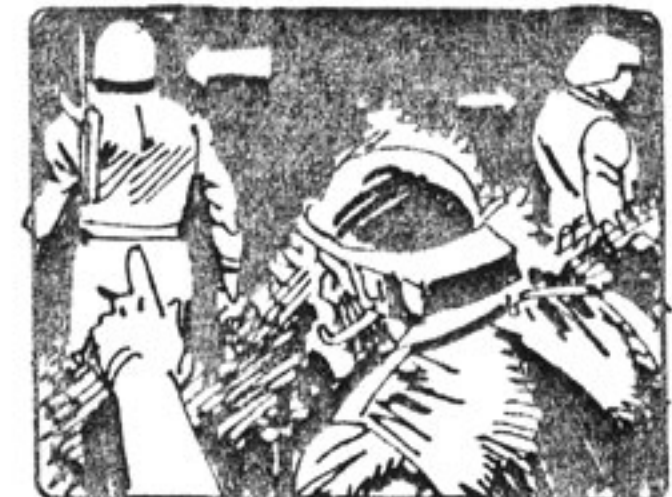
LADY J.



EXT. SATELLITE STATION

Two Cobra Guards are manning the entrance to the Station.
Lady J ENTERS FRAME from the left and Breaker ENTERS FRAME from the right.

They sneak up behind the two Cobra Guards.



BREAKER

signals Lady J to go first and we



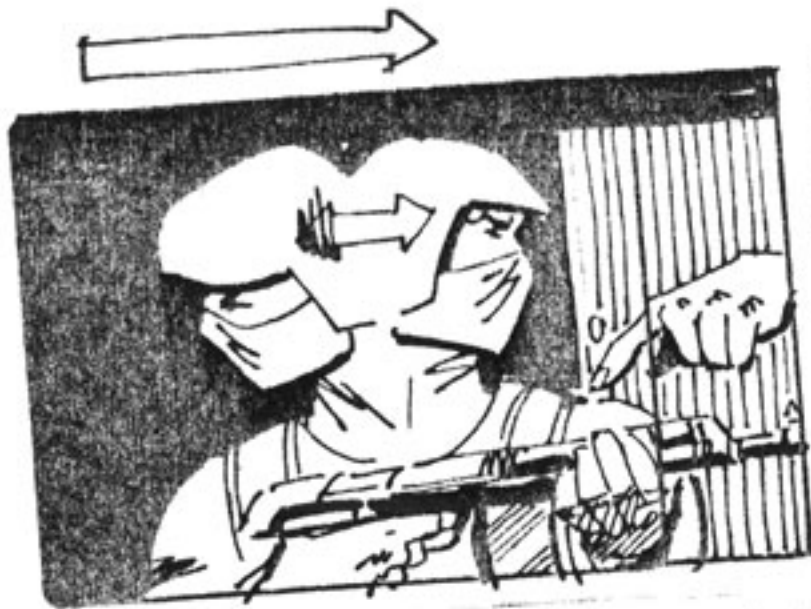
ZOOM IN on Lady J executing a karate chop.



As he falls:

QUICK CUT to the other guard, whose attention has been drawn by Lady J's action.





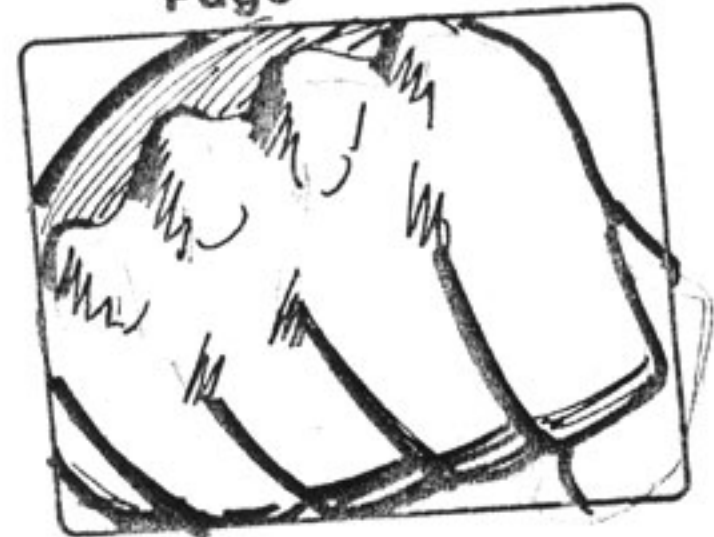
CLOSE SHOT ON GUARD. Suddenly a hand ENTERS FRAME and taps on the Guard's shoulder. The Guard turns and looks. What he sees:



EXTREME CLOSE UP - BREAKER - GUARD'S POV.

He throws a punch directly INTO CAMERA, filling the SCREEN.

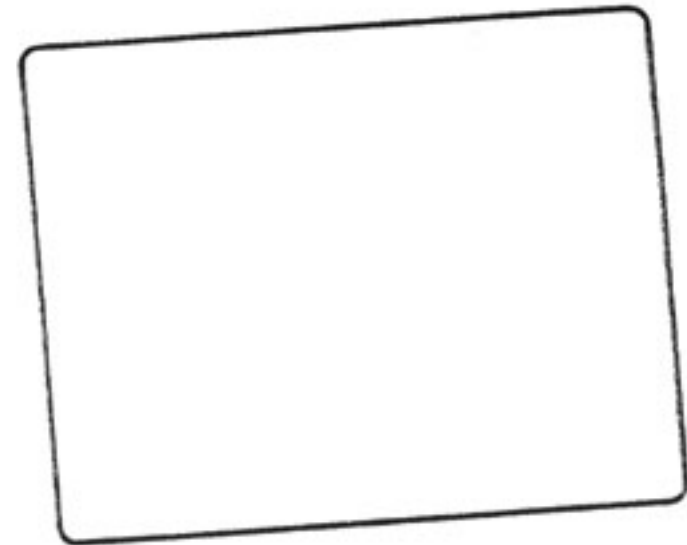
BREAKER
Over and out.



WIPE TO:

INT. SATELLITE STATION - ENTRANCE WAY

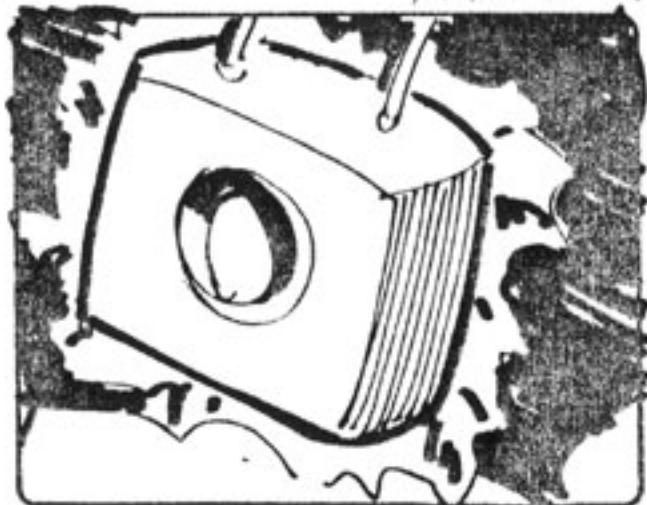
Lady J. and Breaker drag the two guards, whom they have bound and gagged, into a large utility closet.



CARPHONE WITH SOUNDPROOF
PAINTING?

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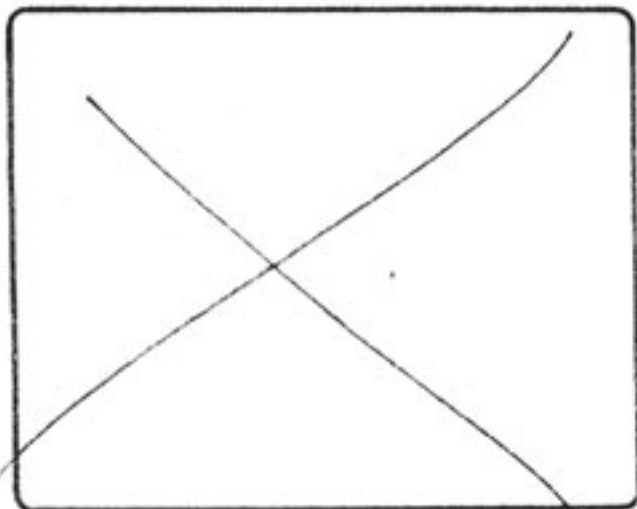


CUT TO:

INT. SOUND ENGINEERING ROOM

ON BREAKER

He sits at a large mixing console. He wears headphones and is adjusting various knobs. Lady J. looks over his shoulder.



BREAKER
Watch this, but plug your ears.

ANOTHER ANGLE
LADY J AND BREAKER
plug their ears.

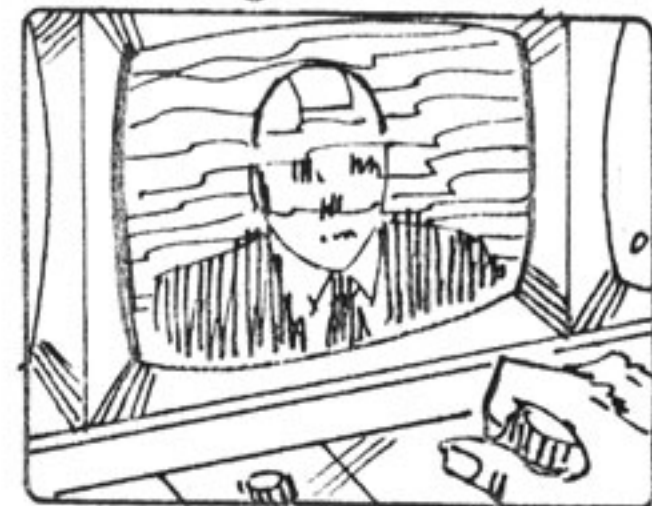
ON A MONITOR
He plays the nightly news. INSERT PREVIOUS DIALOGUE.



LADY J.
It's the nightly news. So what?



BREAKER
Things aren't always what they seem. Now I am only going to show every twentieth frame.

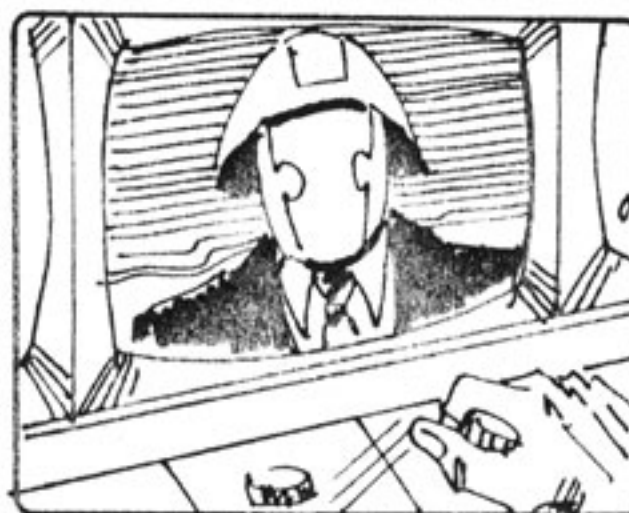


He turns a dial.



THE PICTURE

The image vibrates. Here and there we see Cobra Commander's face flash in, and as he turns the dial, we see more of the Commander and less of the newscaster. Finally, it settles on Cobra Commander.



COBRA COMMANDER

Good evening, employees, tonight we will be expecting you on the boarding docks at midnight, so go to bed early.





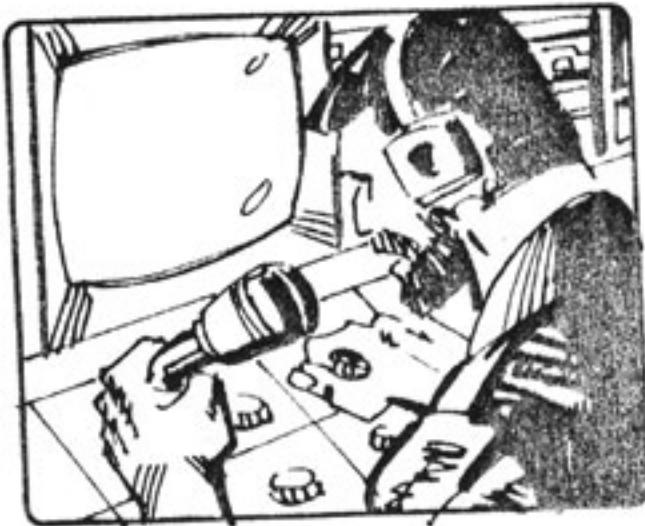
ON LADY J.
Wide eyed.

LADY J.
He's hypnotizing the whole town, through
subliminal suggestion.

BOTH OF THEM

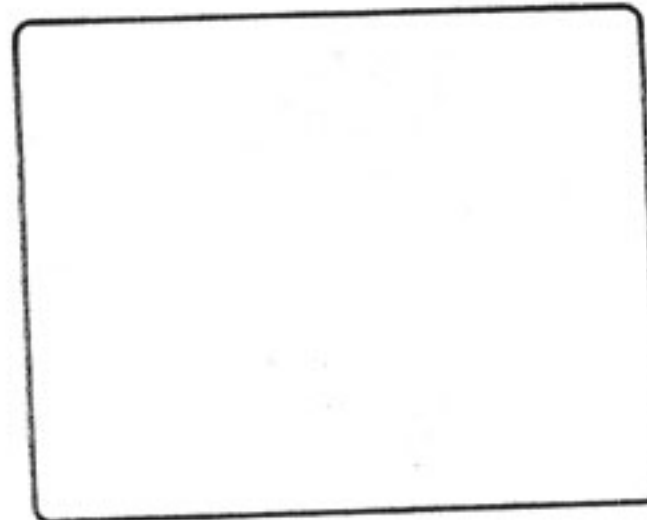
BREAKER
You've got it.

LADY J.
I'll head to the docks, you stay here and
try to reverse the process.



ON BREAKER

BREAKER
(popping a bubble)
Yeah. I might just be able to do
something.
(into microphone)
Breaker to Joe Headquarters...

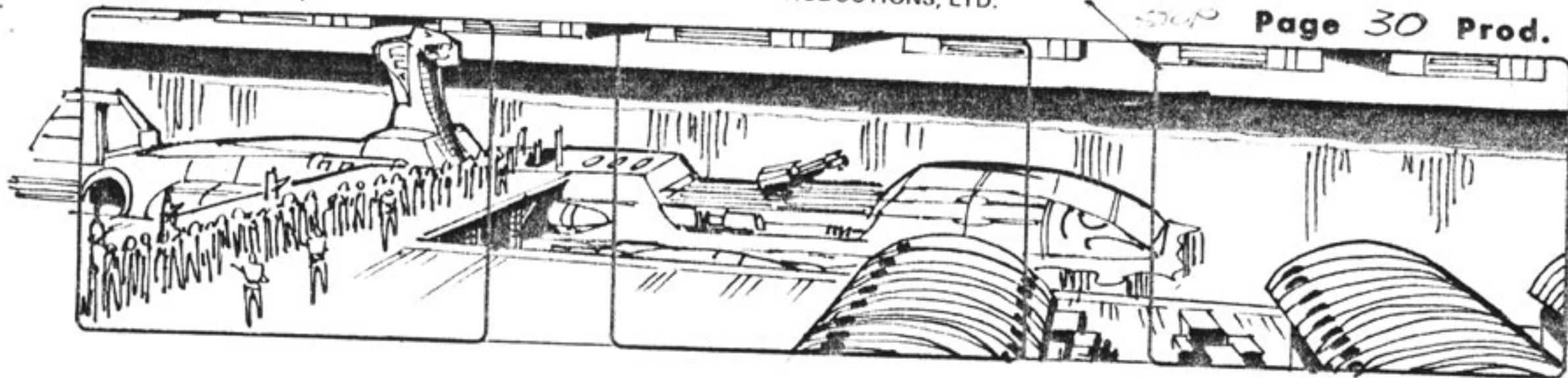


START →

MARVEL PRODUCTIONS, LTD.

STOP

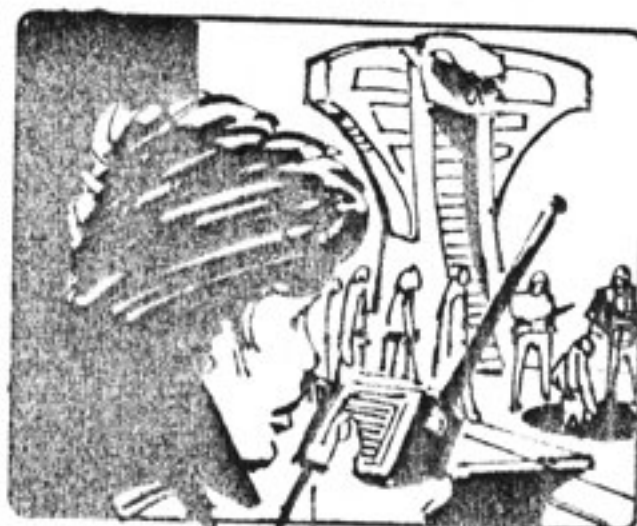
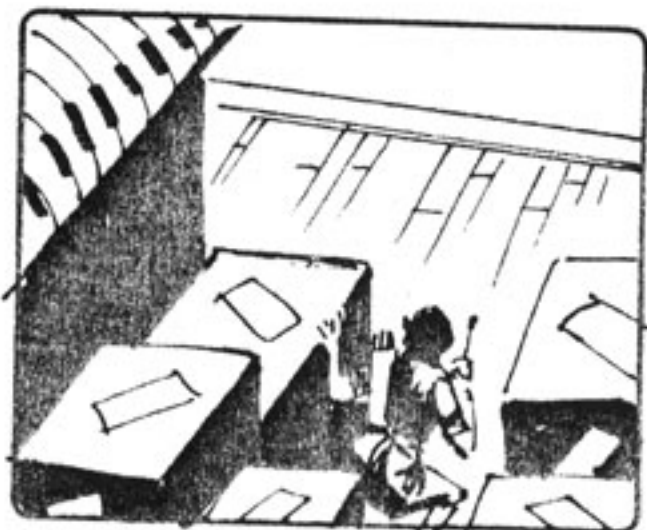
Page 30 Prod.



EXT. PLEASANT COVE HARBOR - MIDNIGHT

The Pleasant Cove citizens are in the process of boarding Cobra Submarines.

WE PAN across the Dock, to find Lady J hiding behind a DOCK HOUSE, watching the Cobra Guards board the citizens. Lady J pulls back behind the dock house to radio the other JOES.



She takes out a transmitter.

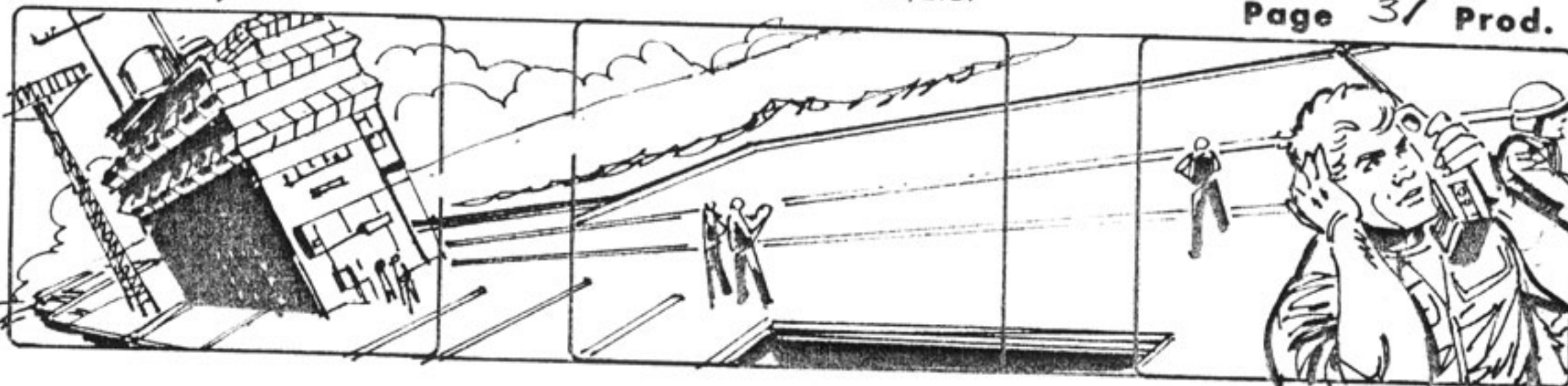
ON LADY J

LADY J
(into transmitter)
Lady J. to Carrier Command. The
citizens have boarded Cobra Subs.
Bring up the carrier.

START →

MARVEL PRODUCTIONS, LTD.

Page 31 Prod.



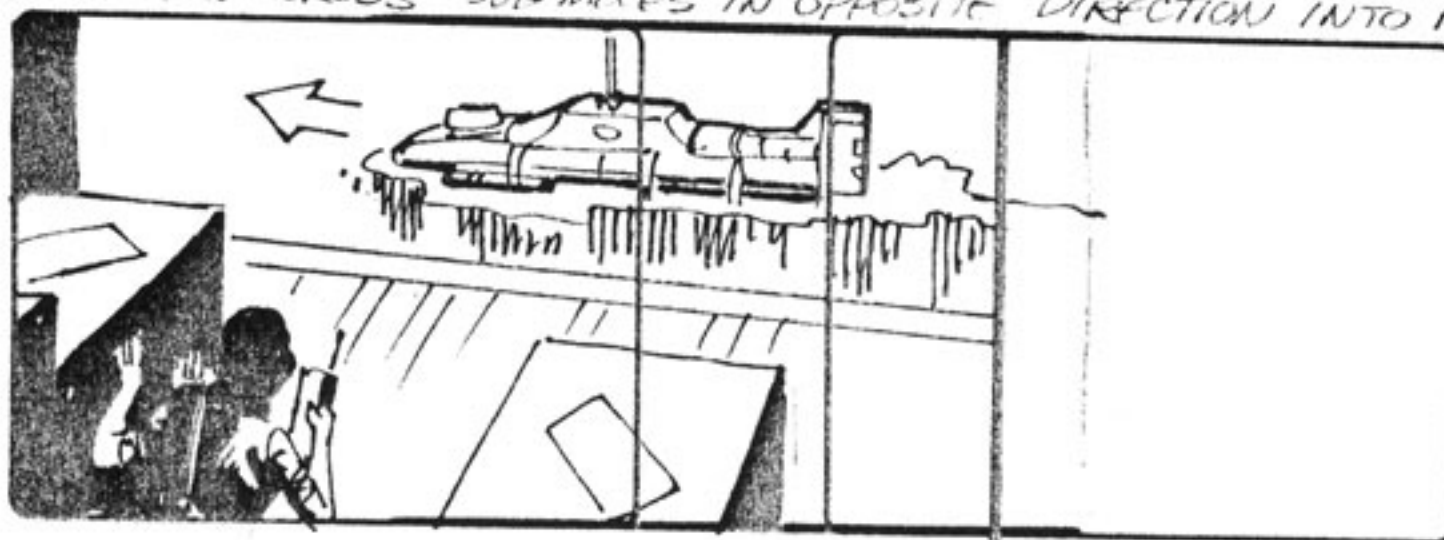
EXT. CARRIER BRIDGE

BARBEQUE speaks into his own transmitter.

BARBEQUE

We're moving into place, Lady J.

START →
START - PAN ACROSS SUB MAGES IN OPPOSITE DIRECTION INTO FRAME



EXT. THE DOCKS - LADY J.

She eyes a small Cobra sub.

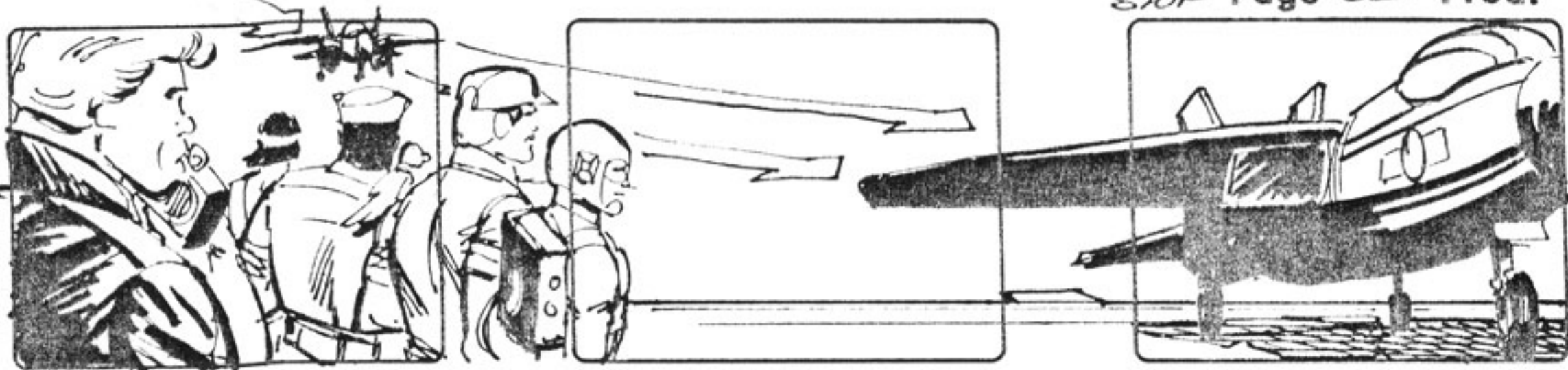
LADY J.

I'm gonna see what I can do about getting into the underwater fortress by myself.

START PAN

MARVEL PRODUCTIONS, LTD.

STOP Page 32 Prod.



His response is only STATIC.

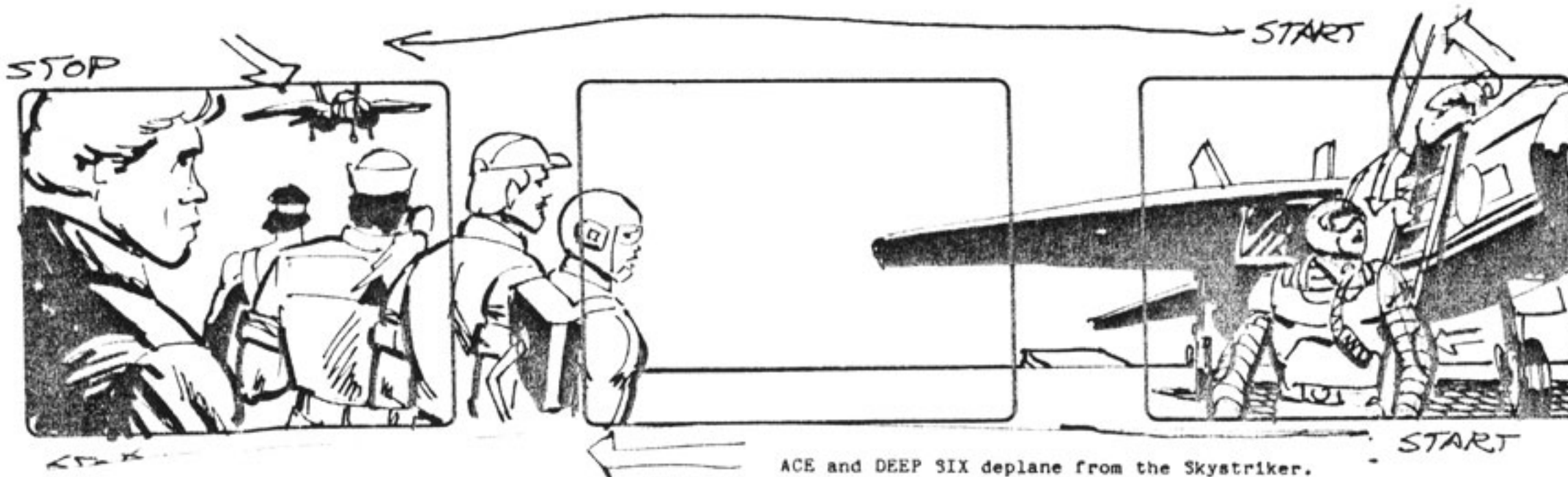
CAMERA PULLS BACK to show that Cutter, Tripwire, Quick Kick and Shipwreck (with his bird, Polly) are also on the Carrier. CAMERA PANS TO A SKYSTRIKER that is in the process of landing on the Carrier. Over this we hear:

PLANE LANDS
CUT TO
ACE & AIRTIGHT
EXITING -

THE CARRIER BRIDGE - BARBEQUE

BARBEQUE

Be careful, Lady J. We all want
Flint out as much as you do.



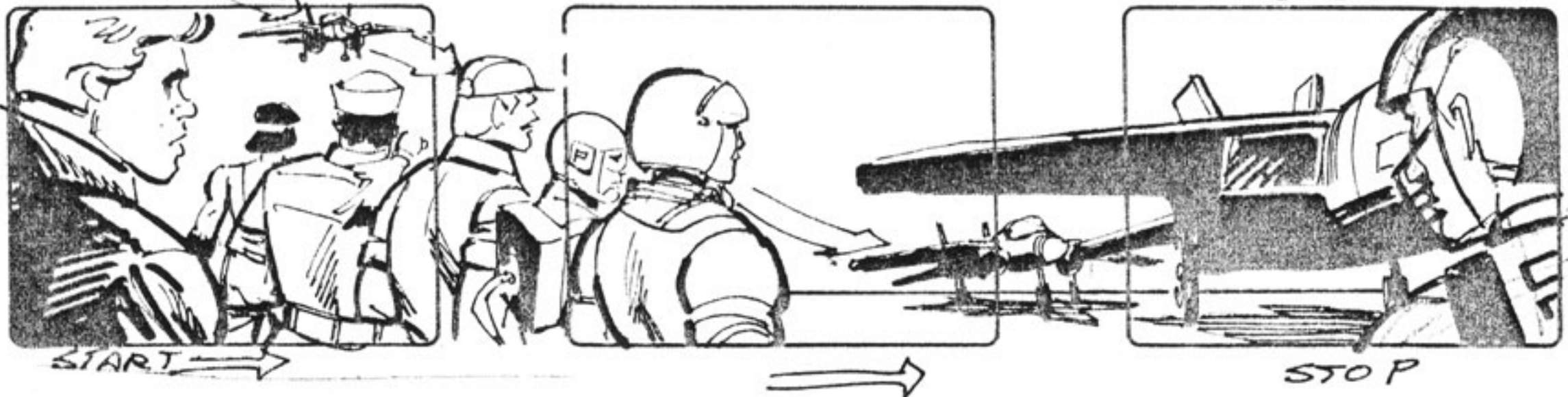
ACE (V.O.)
You want what, Breaker?

BREAKER (V.O.)
Don't hassle me, just drop in
the dart board.

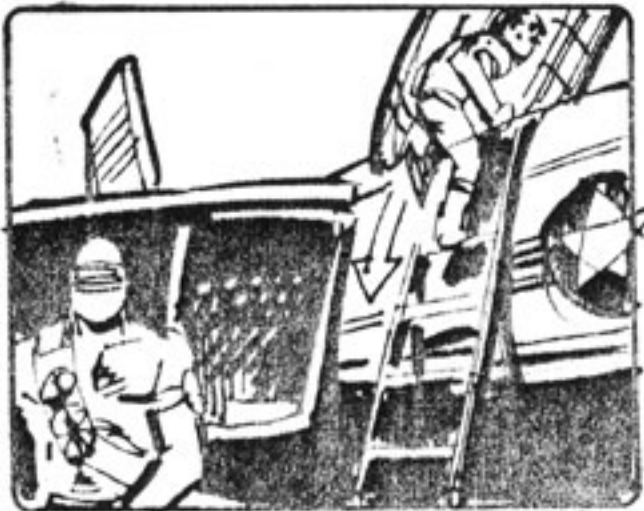
ACE and DEEP SIX deplane from the Skystriker.

ACE
Sometimes I think that guy is really
out to lunch.

DEEP SIX
No, he regularly eats at Headquarters.

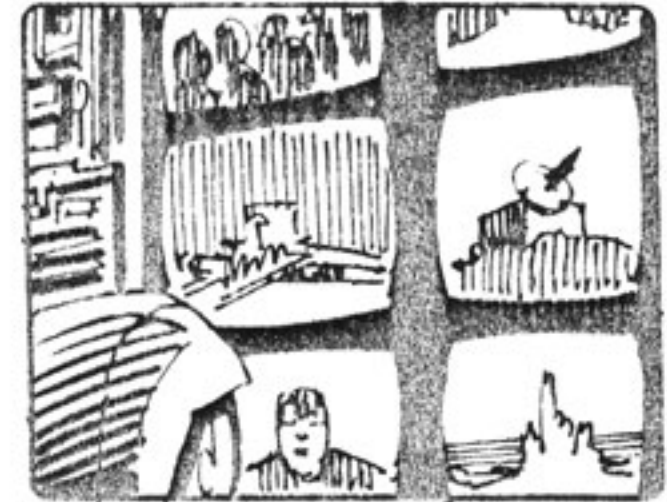
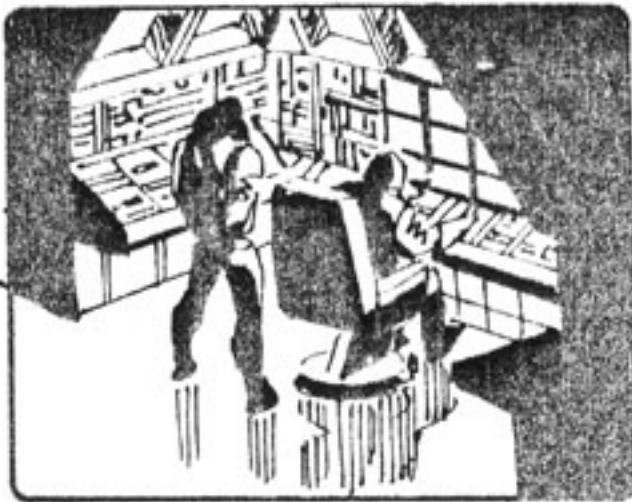


ON A SECOND SKYSTRIKER
It PULLS UP behind the first.



SNAKE EYES and AIRTIGHT deplane.

CUT TO:



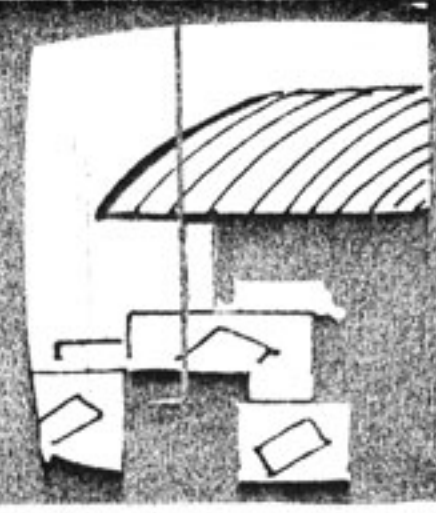
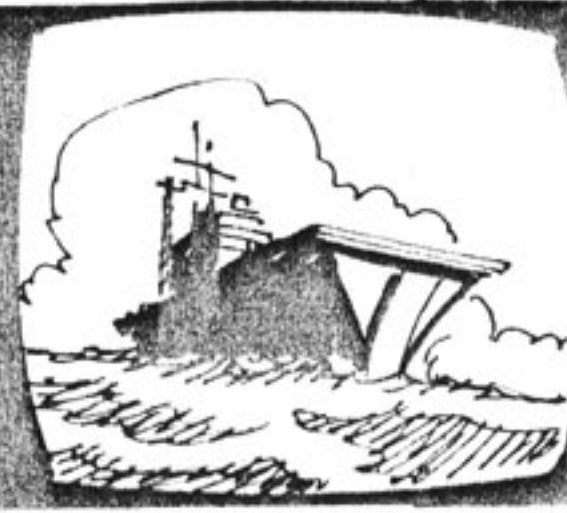
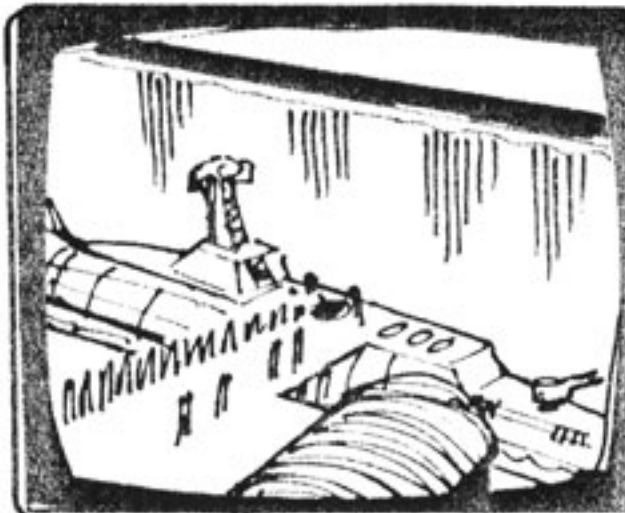
INTERIOR UNDERWATER CITY - COBRA COMMANDER'S CONTROL ROOM

ON COBRA COMMANDER AND DESTRO

They are sitting at the Video Monitor, watching the Pleasant Cove citizens board the submarines.

START → PAN ACROSS MONITORS

← STOP HERE AND PAN BACK



ON THE MONITOR

We PAN the monitor to see that each screen shows a different ANGLE of the PLEASANT COVE HARBOR. On one screen we see the Dock, on another the citizens boarding. Over this we hear:

COBRA COMMANDER (V.O.)
... Your fears were groundless,
Destro, everything is as planned.

STOP ON THIS FRAME

The next picture on the screen is the G.I. JOE AIRCRAFT CARRIER. The CAMERA starts to move to the next screen, when we do a QUICK back.

COBRA COMMANDER (V.O.)
What?!! A G.I. JOE carrier!!!



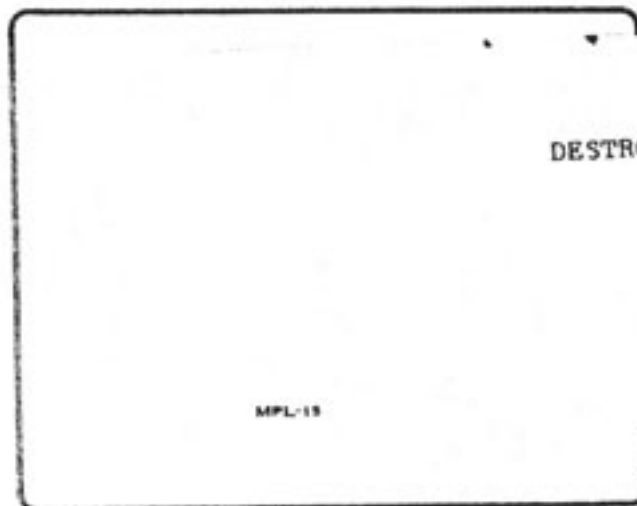
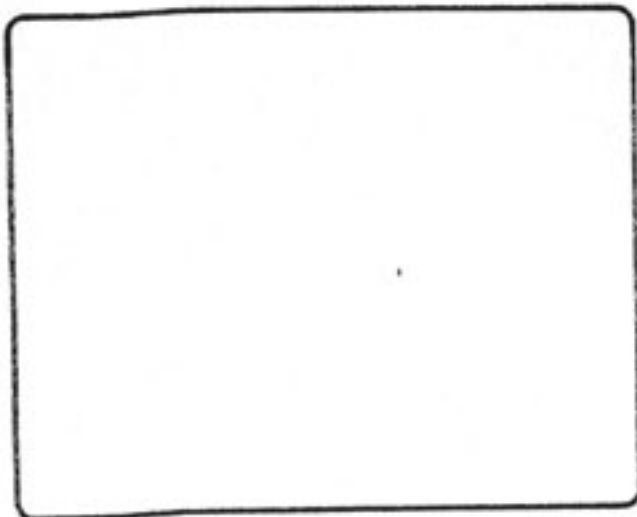
ON COBRA COMMANDER AND DESTRO

DESTRO

It was foolish to inform them that we are
in an underwater base.

COBRA COMMANDER

It is no mistake? I deliberately
set a trap for them.

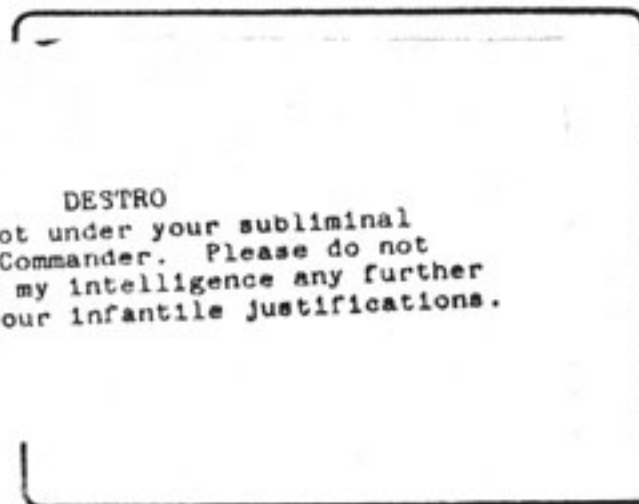


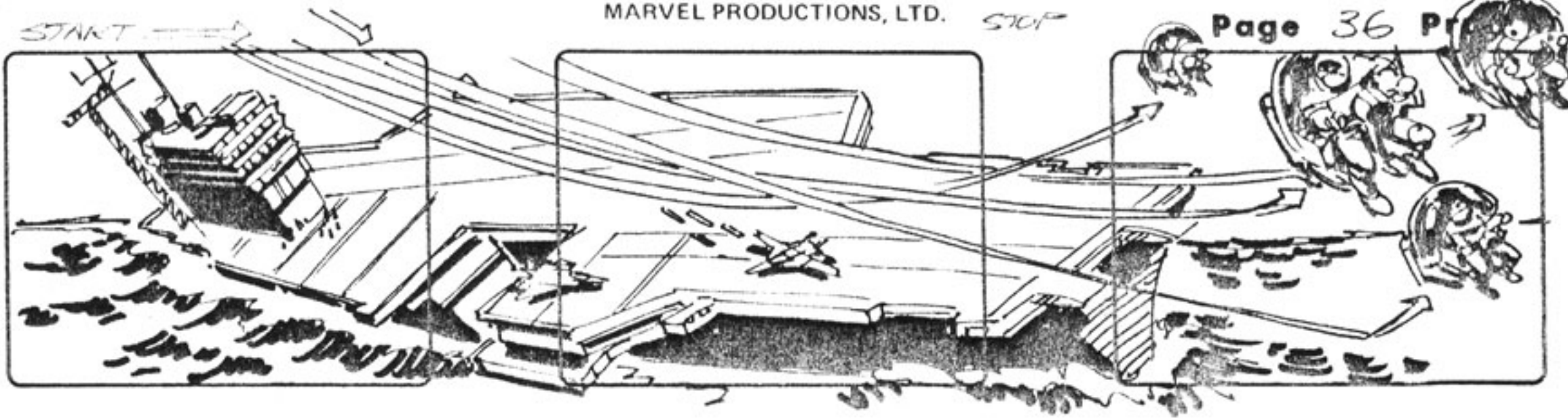
DESTRO

MPL-13

DESTRO

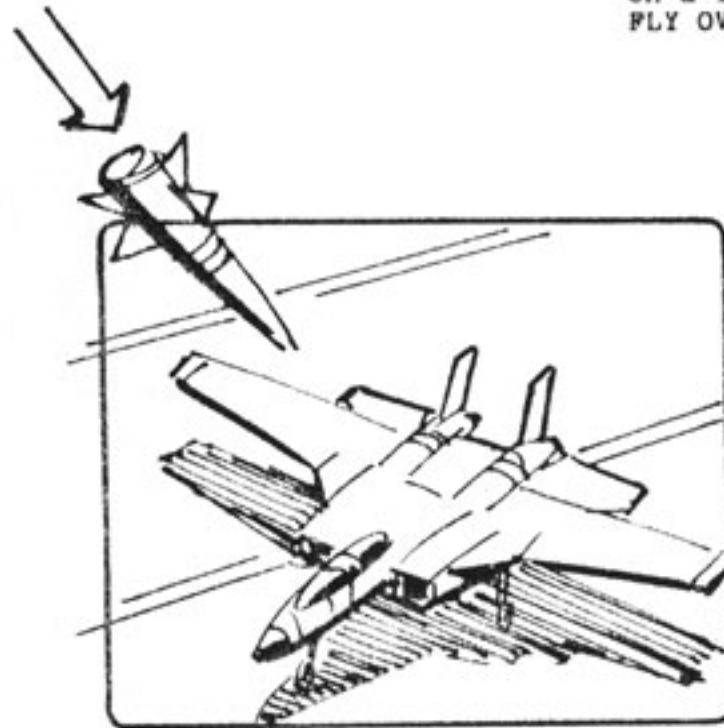
I am not under your subliminal
spell Commander. Please do not
insult my intelligence any further
with your infantile justifications.





THE BATTLE:

On a TEAM of COBRA AGENTS in FLIGHT PODS (four of them) as they FLY OVER the AIRCRAFT CARRIER dropping a series of MISSILES



AERIAL SHOT - FIGHT POD'S POV

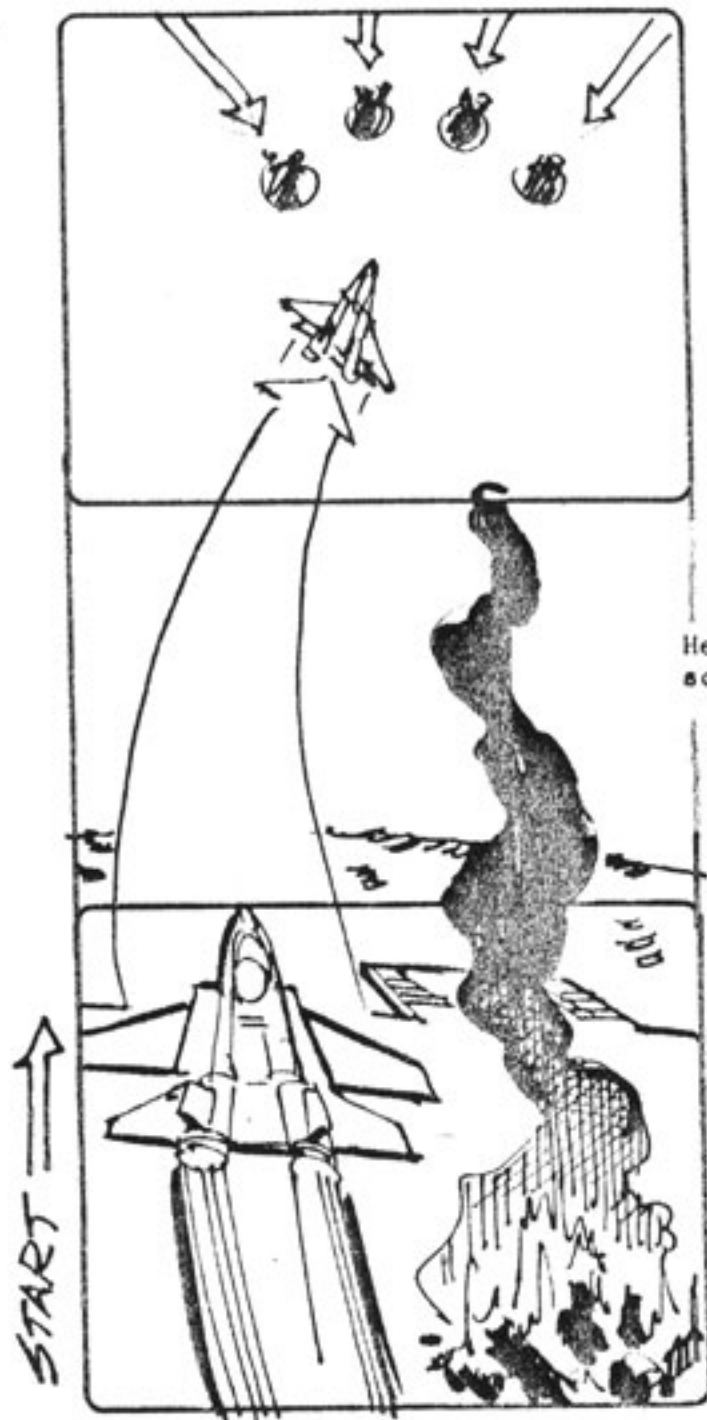


A Skystriker EXPLODES on the Aircraft Carrier

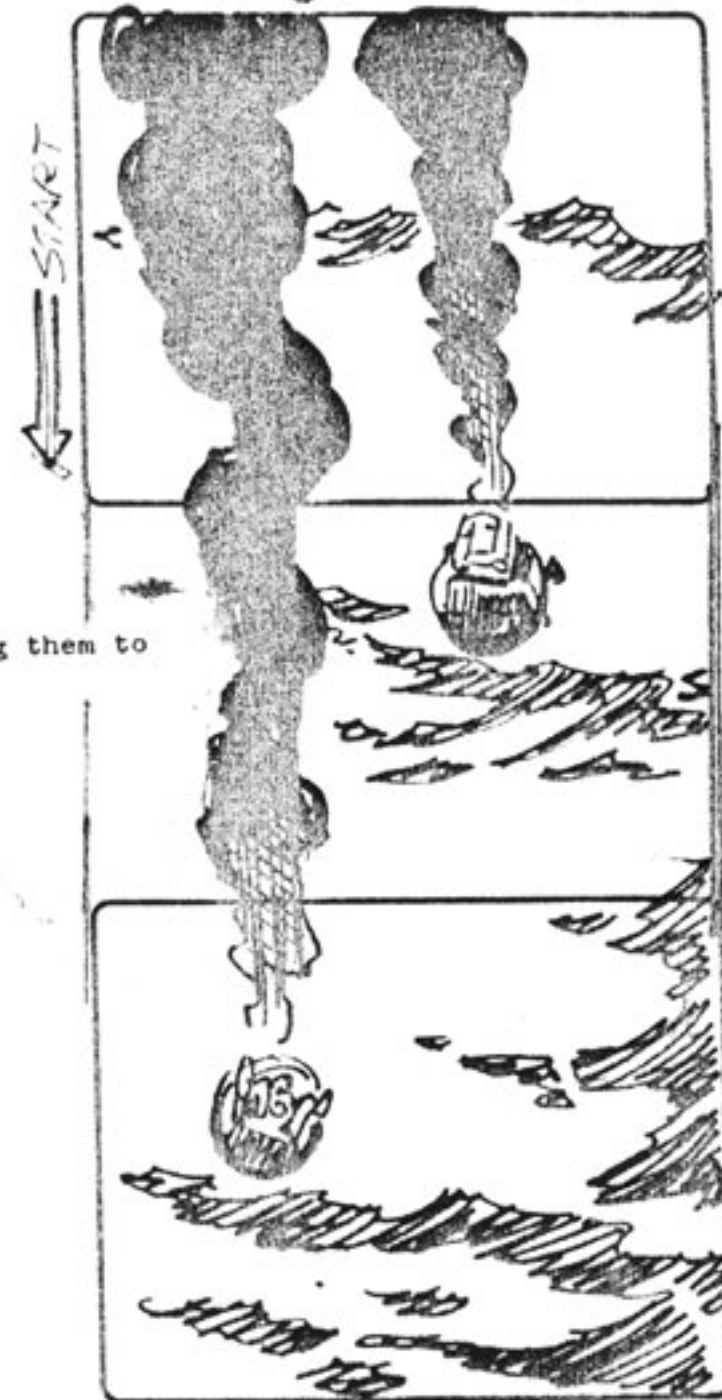
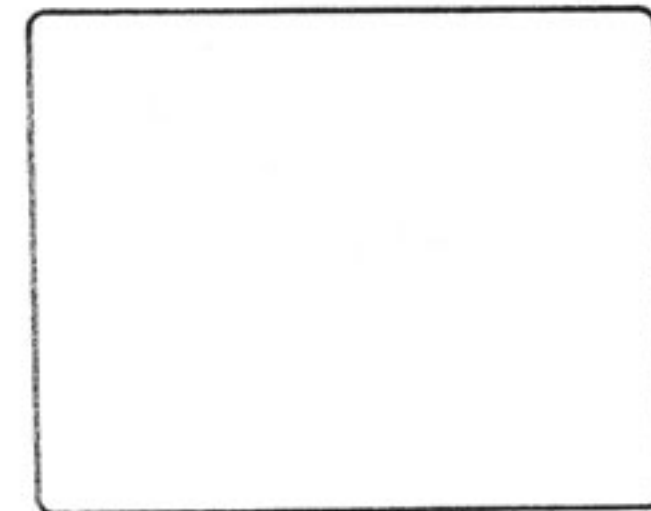


ON THE COBRA AGENT who hit the Skystriker.

COBRA AGENT
One down!!



He CRASHES THROUGH the Squadron of FLIGHT PODS, causing them to scatter in all directions.



TWO FLIGHT PODS

Spiral towards the ground with smoke billowing behind. Over this we hear ACE.

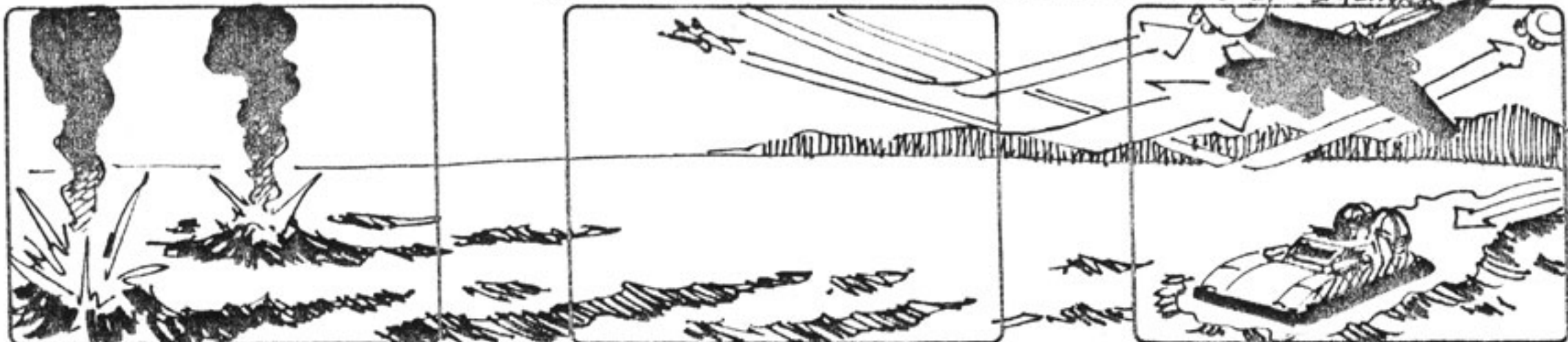
On ACE as he streaks upward in the SKYSTRIKER.

ACE (V.O.)
(as if responding to the Cobra
Agent's comment)
... and two to go.

START

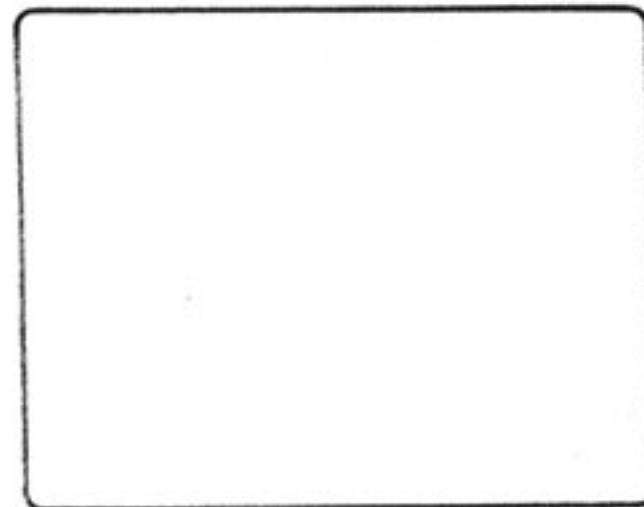
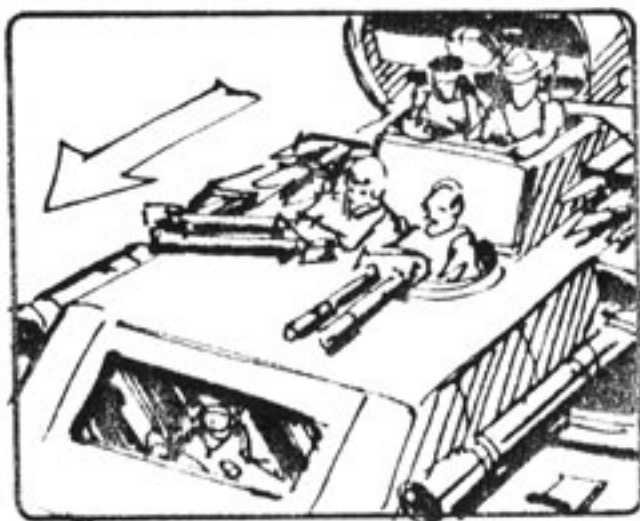
MARVEL PRODUCTIONS, LTD.
PODS SHOULD STAY A SHORT DISTANCE AHEAD OF SKYSTRIKER

Page 38 Prod.



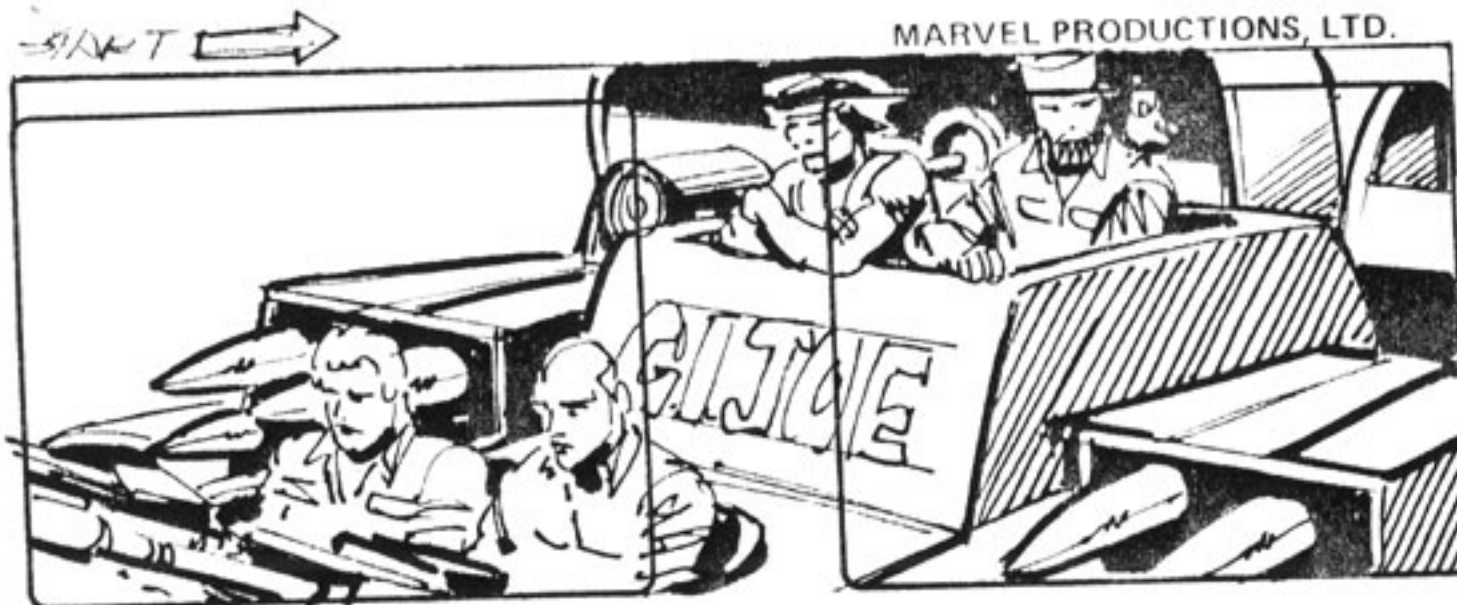
ON THE SKYSTRIKER - TRACKING

Ace takes off after the two remaining Flight Pods. As he flies over the water we PAN DOWN to see the G.I. JOE HOVERCRAFT. CAMERA CLOSES IN ON HOVERCRAFT.



INT. HOVERCRAFT

In the HOVERCRAFT are CUTTER (who is piloting),



BARBEQUE, AIRTIGHT AND QUICK KICK.

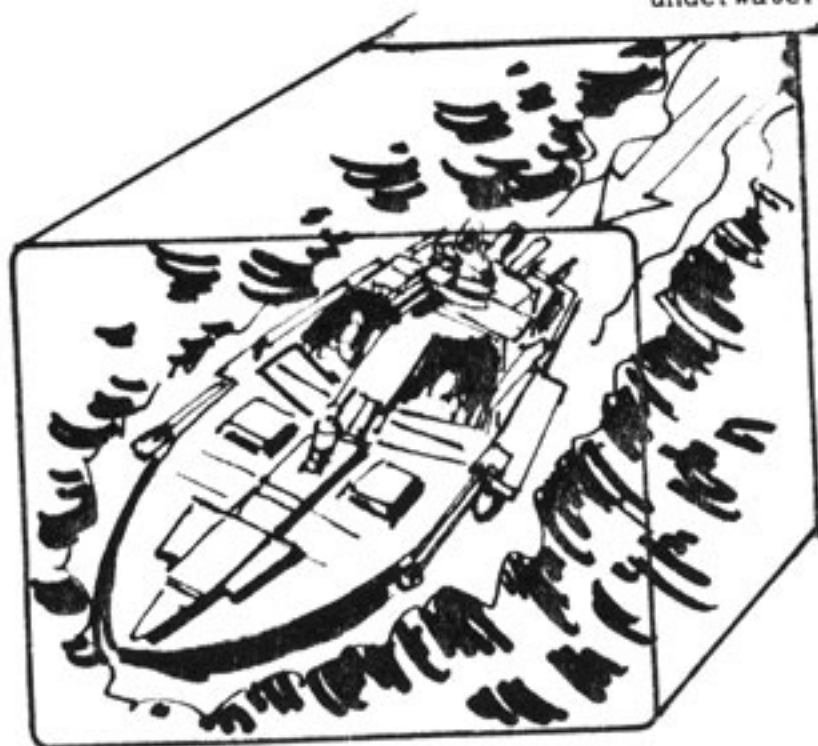
AIRTIGHT
Let's find a way into that
underwater snake pit!

ON SHIPWRECK

He looks behind the HOVERCRAFT at something O.S. His bird,
Polly, screeches.

POLLY
(loud screeching sounds)

SHIPWRECK
Oh, oh -- we're in trouble.



FROM SHIPWRECK'S POV
Is a COBRA MORAY APPROACHING quickly behind them.

QUICK CUT TO:



INT. COBRA MORAY

In this vehicle are ZARTAN and the DREADNOX and the MORAY PILOT.

ZARTAN
Dreadnox, arm the TORPEDOES.

ON THE DREADNOX

RIPPER



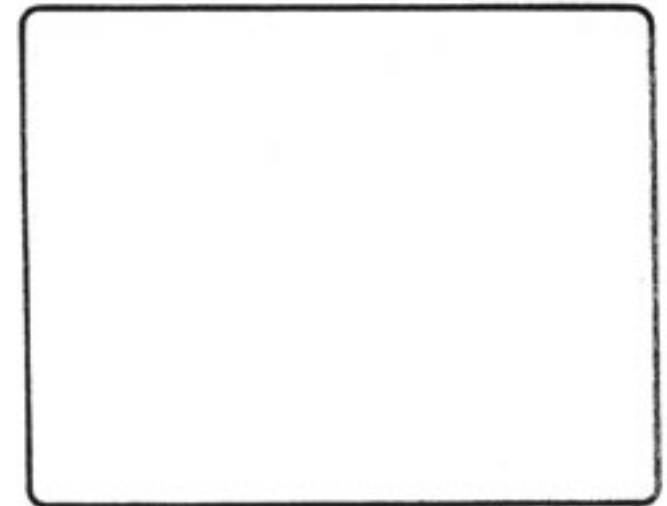
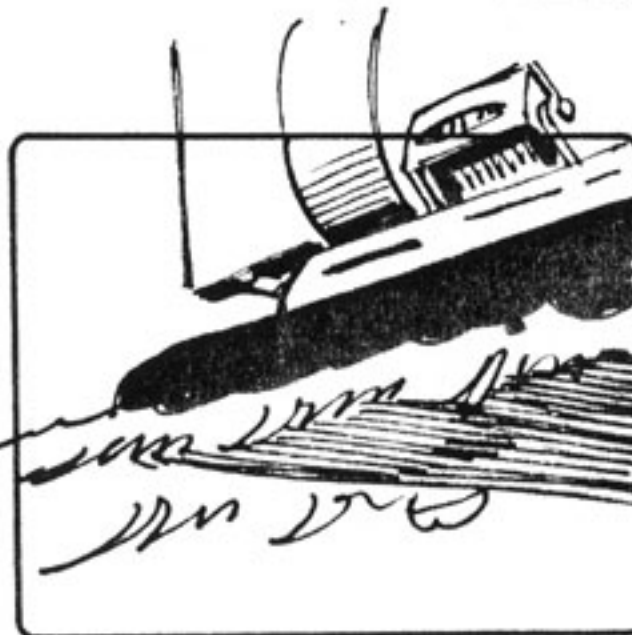
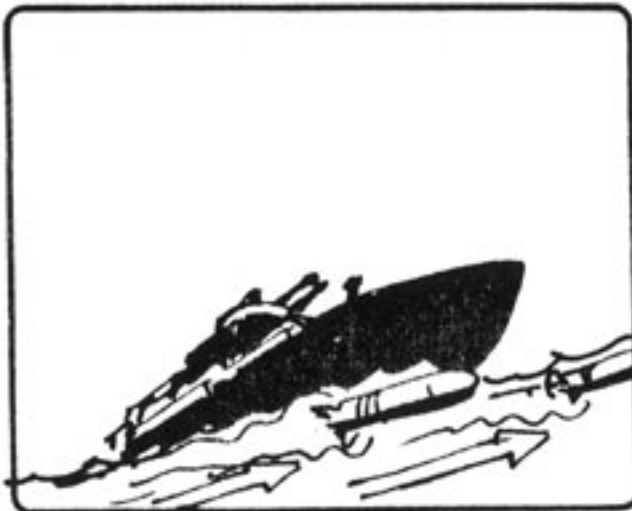


Fire!!! ZARTAN (V.O.)

BUZZER
We gotta aim the bloomin' things.

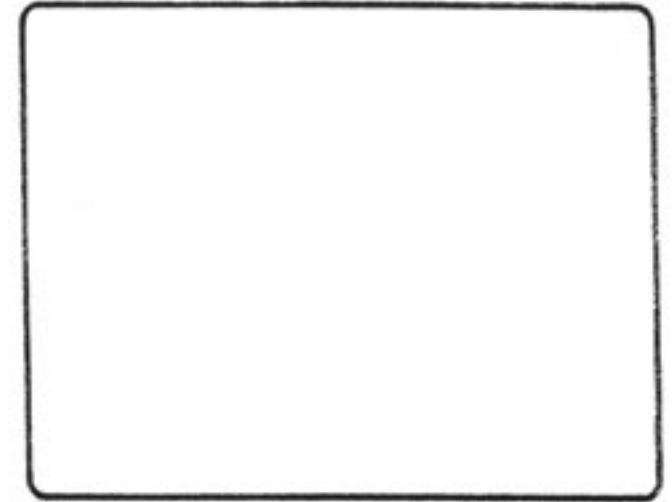
ZARTAN
(more insistant)
FIRE!!!

START →



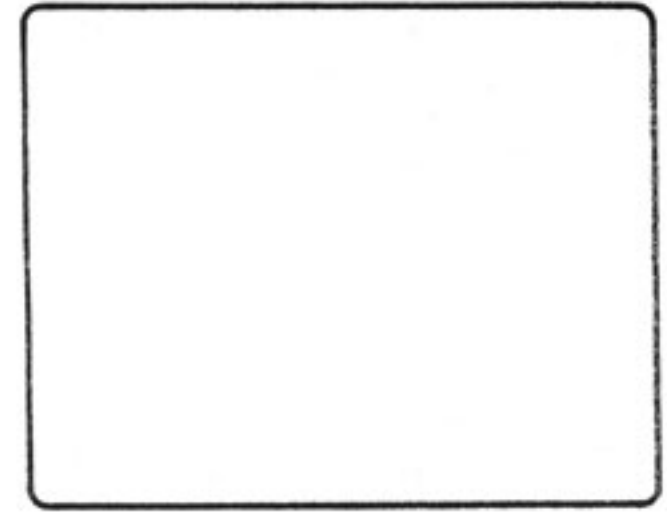
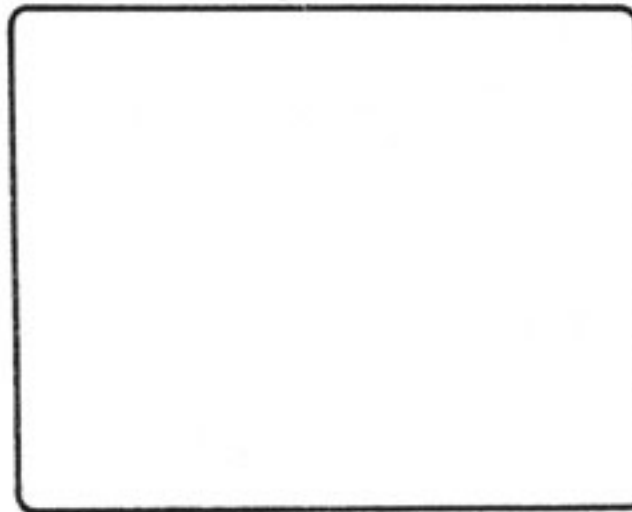
ANGLE ON MORAY

Two torpedoes shoot out PAN to show that they are streaking towards the Hovercraft.



SHIPWRECK
Evade em!

CUTTER
I can't they're homing torpedoes!



SHIPWRECK'S POV
A TORPEDO is headed TOWARD THE CAMERA. As it looks like they are
about to do the big bang...

FADE OUT

END ACT II

CREDITS

From the collection of storyboard artist Larry Houston

To learn more about Sunbow's G.I.Joe animated series or
view more production materials, please visit JoeGuide.com.