

1 EXT. DEEP SPACE -- THE FUTURE -- ESTABLISHING 1

Stars and planets, nebula clouds and worn holes. A brilliant flash and the opening of a galactic portal. From it, emerges a STARSHIP.

This vessel resembles an oversized earthly LOCOMOTIVE pulling a high-tech train of six circus-like BOXCARS and a CABOOSE.

NARRATOR (V.O.)

In the not to distant future,  
across the Milky Way Galaxy, a  
starship keeps on schedule, with a  
show aliens were once eager to see.

(beat)

It's a rare Earthling carnival, one  
from long ago memory, but now the  
ringmaster parades four Mech-  
Animals, instead of the living  
creatures they used to be.

(beat)

Displaying heightened powers, to  
the sounds of the Calliope, they're  
little more than shadows -- of  
Earth animals that once roamed  
free.

Steam and steel rambles by with the sounds and lights of futuristic propulsion. Air brakes and steel on rails of the imagination -- the craft is slowing.

NARRATOR (cont'd)

Taken from Earth centuries before,  
the Mech-Animals are machine parts  
powered by plasma, and little more.

Under carbon scouring and meteor strikes, the name, "Starship Carnival."

CUT TO:

2 EXT. GREEN PLANT UPPER ATMOSPHERE -- CONTINUOUS 2

The Starship Carnival enters the atmosphere of a distant planet, transcends the greenish clouds and lands outside of an ALIEN CITY.

3 EXT. GREEN PLANET SURFACE -- CONTINUOUS 3

One of the boxcars opens automatically, and a metallic box thrusters out onto the nearby terrain.

(CONTINUED)

The box suddenly self assembles into a red and white big-top tent.

Of the remaining boxcars, the side panels retract revealing metal bars. Behind them are our CHARACTERS -- a variety of earth animals, a lion, an elephant, a giraffe, and a zebra -- except these creatures are different.

Part animal we recognize, and part bionic machine, they are merely "MECH-ANIMALS," seemingly doomed to a life of endless carnivals across the galaxy.

As the out-of-this-world show begins, LITTLE GREEN MEN from this alien planet begin arriving from their nearby city.

4 INT. UNDER THE BIG TOP TENT -- CONTINUOUS

4

We witness an Earthly performance under the big-top tent. The RINGMASTER, a robot resembling a human, with a moustache, top hat, red tails and a laser whip, takes the stage.

RINGMASTER is joined by GIMP a mechanical chimp, with a bell-boy cap and an organ grinder.

Surrounded by an ALIEN CROWD, every image is nostalgic 1930's Earth, including off key, eerie circus Calliope music.

And appearing more creepy than comedic, ROBO-CLOWNS perform circus side shows. White face paint and red frowns. A ROBO-CLOWN is fired from a cannon. There is no net. Upon landing, it smashes into a million pieces. The CROWD cheers wildly.

RINGMASTER

And now, my friends, our featured act. From the furthest corner of the galaxy, I present to you wild beasts from that savage planet, Earth.

RINGMASTER follows with a diabolical snapping of his laser whip. His skin appears grey-green. His eyes, piercing and remorseless.

One by one, and corralled by the powerful whip, our four MECH-ANIMALS are paraded before the audience. Fur and thick skin meets metallic joints and appendages.

RINGMASTER (cont'd)

Hear the lion's ferocious roar.

(CONTINUED)

The LION'S FOCUSED ROAR SHATTERS a passing ROBO-CLOWN on a Earth-like bicycle. Other ROBO-CLOWNS pick up the pieces.

ANGLE ON: LION AND THE DAMAGED ROBO-CLOWN

LION'S tone is gentlemanly and intellectual. There is no animosity between them.

LION  
(sympathetic)  
No hard feelings, old chum?

ROBO-CLOWN  
(shorting voice circuits)  
It's a living. . .

ANGLE ON: MAX AND PASSING ROBO-CLOWNS

RINGMASTER (O.C.)  
And witness the power of the  
elephant's trunk.

The MALE ELEPHANT blasts liquid from its trunk like a water cannon, shorting out another ROBO-CLOWN, stopping it in its tracks.

We are getting a sense of the MECH-ANIMALS' differing personalities. The ELEPHANT is the hypochondriac of the group.

ELEPHANT  
(under his breath)  
Oh, my sinuses. . .

RINGMASTER  
See for yourselves the length of  
the giraffe's neck.

The GIRAFFE extends its mechanical neck, lifting the shorted-out ROBO-CLOWN to the peak of the big top tent.

ANGLE ON: HIGH IN THE AIR, THE GIRAFFE BALANCES THE ROBO-CLOWN ON ITS HEAD.

The GIRAFFE is a lady with big eyelashes and a soft sensuous Southern accent.

GIRAFFE  
(concerned)  
Hold on. . .

(CONTINUED)

The steaming ROBO-CLOWN only crackles with shorted-circuits.

RINGMASTER

Witness the magic zebra strips that  
protect this beast in the eat or be  
eaten wilds of Earth.

Led into the ring by GIMP, the ZEBRA alternates its strips,  
rendering the MECH-ANIMAL invisible before the alien CROWD.

Like Romans in the Coliseum, THE AUDIENCE was entertained by  
the violent destruction of ROBO-CLOWNS. They were only mildly  
impressed by the MECH-ANIMALS.

CUT TO:

5 EXT. STARSHIP CARNIVAL LANDING SITE -- LATER

5

After the show, the animals have returned to their railcars,  
where FAMILIES of LITTLE GREEN MEN are able to get a closer  
look.

Each car is individually labeled: "LEON the Lion, *Leontius*";  
"GINA the Giraffe, *Giraffa Camelopardis*"; "MAX the Elephant,  
*Elepha Maximus*"; "ZELDA the Zebra, *Equus Zebra*".

A particular alien FATHER and SON get within earshot of the  
MECH-ANIMALS.

SON

(bratty)

Daddy, what are these?

FATHER

They're Earth animals, Son.

SON

No they're not! They're silly Mech-  
Animals.

LEON delivers a muted roar, meant to impress not harm.

FATHER

See, they're *just like* real Earth  
animals, Son.

SON

They're just crumby old machines. I  
wanna see some *real* Earth animals,  
Daddy.

(CONTINUED)

From where they are caged, we can see a collective sadness in the eyes of the MECH-ANIMALS.

Appearing anxious to entertain the CROWD, again the MECH-ANIMALS show off their special powers -- it is no longer convincing -- the CROWD begins to mingle away.

LEON to ZELDA in the next car. We see him as the group's intellectual mind, prone to pontificating.

LEON

I think I'm going to disconnect my universal translator.

Sporting her flashy stripes like bling, by contrast to LEON, ZELDA comes across like a sista-from-the-hood.

ZELDA

Hey, Leon, that little alien brat was lucky. If you were a *real lion* you could have eaten the kid.

CUT TO:

EXT. STARSHIP CARNIVAL LANDING SITE -- CONTINUOUS

As quickly as the starship set up the carnival, so to does the tent retract and the craft becomes airborne.

Through the upper atmosphere, the green planet's clouds yield to a brilliant star field. The engines surge to crescendo, steams wisps into space. A whistle sounds.

CUT TO:

INT. STARSHIP CARNIVAL RAILCARS -- AT THE SAME TIME

ANGLE ON: MAX APPEARING NAUSEOUS

MAX

Oh, my ulcers. . .where did I leave my Atomic Tums.

ANGLE ON: GINA GLANCING IN A COMPACT MIRROR

GINA

I swear this part gives me wrinkles. . .

(CONTINUED)

CONTINUED:

ANGLE ON: LEON STUDYING A NEWSPAPER

INSERT: *GALACTIC GAZETTE*

LEON  
(unaffected)  
Hmmm. . .Cosmic Cab Company, no  
experience necessary. . .

ANGLE ON: ZELDA BRACING HERSELF

ZELDA  
They don't pay me enough for this  
part of the job.  
(beat)  
Oh, yeah, that's right. They don't  
pay me at all.

Suddenly, the locomotive surges with a field of blue plasma  
and then bursts away with incredible speed.

CUT TO:

EXT. DEEP SPACE -- LATER

The Starship Carnival is at trans-light speed, off to another  
planet. Down the length of the train, ROBO-CLOWNS act like  
circus hands. They perform routine maintenance duties, inside  
and out, unaffected by the icy vacuum of space. We track down  
the length of the spacecraft, then through a window, into the  
caboose.

INT. STARSHIP CARNIVAL CABOOSE -- CONTINUOUS

We see the plush velvet comforts of a 1930's era rail car,  
though this one is very high-tech. Served by a ROBO-CLOWN  
dressed like a PORTER, RINGMASTER sits in luxury.

GIMP works a nearby control panel while RINGMASTER counts  
what appears to be shinny alien currency.

RINGMASTER  
Once again, profits are down. What  
to do, what to do. . .

(CONTINUED)

CONTINUED:

INSERT: A COMPLEX PANEL OF STARSHIP DIAGNOSTICS

From the control panel GIMP responds ONLY IN SCREECHES, as would a chimp in the wild.

RINGMASTER (cont'd)  
(sinister)  
As, yes, my old gimpy friend.  
Something new for the show. . .but  
what? Destroying more expendable  
Robo-Clowns, perhaps? I seem to be  
running short of those lately.

ANGLE ON: ROBO-CLOWN PORTER

The ROBO-CLOWN PORTER shutters. Could he be the next Robo-Clown fired from the cannon?

GIMP SCREECHES from the control panel once again.

RINGMASTER (cont'd)  
That's true. . .the crowds have  
been complaining about our Mech-  
Animals lately. All except for you,  
of course, my furry little friend.  
Maybe it is time to replace our  
main attraction. But with what?

GIMP has the answer with a series of SCREECHES.

RINGMASTER (cont'd)  
Of course. *Real Earth animals*. I'm  
glad I thought of it. First, we'll  
sell our Mech-Animals for scrap and  
then we'll set a course for Earth.

GIMP rolls his beady-eyes. Obviously, the suggestion was his.

CUT TO:

INT. STARSHIP CARNIVAL RAILCARS -- LATER

The doors are open between the cars and cages. It's feeding time -- together, the MECH-ANIMALS recharge their batteries. It's just more time to kill until the next show.

LEON  
Lately, these shows have been  
giving me real self-esteem issues.  
(MORE)

(CONTINUED)

CONTINUED:

LEON (cont'd)

I remember that Earth lions travel in prides. Can't say that I'm real proud right now.

ZELDA

Oh, what are you complaining about? The Ringmaster gives us three hot charges and a cot. And the only way you earth lions got your pride was from eating zebras, like me.

LEON

Oh, Zelda, please. Must you be so melodramatic? I've been mostly machine for so long, I wouldn't even know how to eat a zebra. Besides, knowing you, I don't think you'd agree with my delicate digestion.

ZELDA shakes her tail and posterior.

ZELDA

Oh, you'd be lucky to get a bite of this.

MAX

Oh, you two, enough already. Oi, where's my bottle of Astro-Advil, you're giving me a metoric-migraine.

GINA extends her neck between them and bats her eyelashes.

GINA

. . .and my crow's feet. You know, all this negativity is very bad for your complexion.

LEON sighs as arguing seems futile.

LEON

Listen to us. . .listen to what we've become over the decades. So many, I can't count. That alien brat was right. We may *think* we're still animals, but we're not.

ZELDA

Hey, speak for your self. I've got plenty of juice left in this ol' caboose.

(CONTINUED)

CONTINUED: (2)

LEON

Thanks, in part, to your carcass  
full of spare parts. . .

ZELDA

What part of me are you callin' a  
*carcass*, you mangy-maned old wind  
bag.

LEON

(snide)

I'll put it this way, the way  
you're looking lately, the whole  
invisible thing is working. . .

GINA

(stern voice of reason)

You two, please. All this bickering  
is getting us nowhere. Yes, we're  
all feeling our age. . .

MAX

(interrupts)

. . .ain't that the truth. . .

GINA

(above the sarcasm)

. . .and yes, over the years the  
carnival crowds have grown bored  
with us. But if it weren't for our  
robotic parts, none of us would  
have lived this long.

ANGLE ON: MAX PLUGGED INTO THE RE-CHARGE UNIT

MAX

You call this living. . .

GINA

I *am* alive, we all are. And now I  
need my beauty sleep. Tomorrow is  
another day.

LEON

(reflective)

Perhaps you're right.

(MORE)

(CONTINUED)

CONTINUED: (3)

LEON (cont'd)  
Still, I'd give anything to be in  
the wild once more. To roam free  
with our Earth ancestors. . .

The sentiment appears to be shared though none of the MECH-ANIMALS respond to LEON.

CUT TO:

EXT. STARSHIP CARNIVAL -- LATER

Like a ghost ship, the Starship Carnival is streaming across the galaxy on auto-pilot. Even the ROBO-CLOWNS are not to be seen until. . .

CUT TO:

EXT. CABOOSE COUPLER -- LATER

Several ROBO-CLOWNS are working to uncouple the caboose from the Starship Carnival and railcars. Sparks fly from blueish plasma torches.

CUT TO:

INT. STARSHIP CARNIVAL RAILCARS -- CONTINUOUS

The ROBO-CLOWN PORTER enters to dimly-lit railcars to find the MECH-ANIMALS in robotic sleep.

PORTER  
(energized)  
Wake up! Wake up! We're taking the  
ship!

His voice travels three cars down, rousing the four MECH-ANIMALS. Slow to become alert, the MECH-ANIMALS appear stunned.

GINA raises her beauty sleep mask, LEON yawns, MAX squints at a nearby ATOMIC-CLOCK RADIO, and ZELDA appearing panicked and confused, becomes only PARTIALLY INVISIBLE. We can still see her striped posterior.

LEON  
(becoming aware)  
What's that you say?

(CONTINUED)

CONTINUED:

PORTER  
(demanding)  
We've suffered enough and we're not gonna take it anymore. Are you with us?

ANGLE ON: GINA WITH HER BEAUTY SLEEP MASK ON HER FOREHEAD

GINA  
(objective)  
Do we have time to sit down and discuss this?

There follows a bright flash and the sound of grinding metal.

PORTER  
(blunt)  
No!

LEON stands tall. We see a glimmer of his lost pride as he replies to the PORTER.

LEON  
I'm with you. . .

ANGEL ON: ZELDA POINT HER TAIL TOWARD THE OTHERS

ZELDA  
Say what!?

It appears as though she's speaking from her rear end.

GINA  
Let's all take a deep breath and calm down. . .

PORTER  
There is no more time. The Ringmaster and Gimp will not lose this ship without a fight. We're rallying at the locomotive. Either help us or stay out of the way.

MAX  
(non-confrontational)  
The stay out of the way thing works for me.

ANGLE ON: PORTER APPEARING DISGUSTED.

As the PORTER turns to leave the MECH-ANIMALS, LEON follows.

(CONTINUED)

CONTINUED: (2)

LEON  
(boldly)  
Count us in. . .

ZELDA  
What's this us thing?

Another BRIGHT FLASH and LOUD BANG rocks the ship. GINA hesitantly follows LEON and the PORTER. It appears as though there is no choice.

GINA  
(her point seems moot)  
All I'm saying is that it's hard to make good decision without a decent nights sleep. . .

MAX also follows the GROUP.

MAX  
I think I'm going to be ill. . .

The railcar become unstable as though subjected to a sharp turn by the locomotive.

ANGLE ON: ZELDA TAIL FIRST

ZELDA  
So that's how it's gonna be, leave the sista behind. . .

LEON turns back to ZELDA.

LEON  
(compassionate)  
Come on, Zelda. This may be our last and only chance to be free.

ZELDA  
(beat)  
Alright, alright. . .I'm coming.

ZELDA moves toward them tail first. LEON makes a SPINNING MOTION with his paw.

LEON  
(delicate)  
You may want to get, ah, you know, get turned around a little.

(CONTINUED)

CONTINUED: (3)

ZELDA  
(scolding tone)  
Well, what do you expect, waking me  
up in the middle of the night. . .

As ZELDA follows, wagging her hoof, she becomes entirely visible. It takes a few seconds.

CUT TO:

EXT. STARSHIP CARNIVAL -- CONTINUOUS

With blue arcs and sparks at the coupler, the caboose floats away from the locomotive and railcars.

Suddenly, small wings extend from underneath the caboose. It appears to be an independent spacecraft.

ANGLE ON: AFT SECTION OF CABOOSE HAS THRUSTERS

With a burst of plasma energy, the caboose begins to maneuver back toward the fleeing Starship Carnival. Then, from a small turret on top of the caboose, a laser cannon is deployed. With the weapon firing, the caboose gives pursuit.

CUT TO:

INT. STARSHIP CARNIVAL CABOOSE -- AT THE SAME TIME

GIMP is at the controls with RINGMASTER clinging to his seat.

RINGMASTER  
Never trust a Robo-Clown. . .and  
after all I've done for them.

While executing a sharp, gut-wrenching turn, GIMP screeches a response. The sound is nearly drowned out by laser fire.

RINGMASTER (cont'd)  
No, I wouldn't like to be fired out  
of a cannon with no net.  
(beat)  
Well, it's not like we didn't  
repair them. . .

ANGLE ON: LASER CROSS HAIRS ON CONTROL PANEL

GIMP fires another series of laser blasts. The bursts rake along the line of railcars. Badly damaged, three railcars

(CONTINUED)

CONTINUED:

break away in a mass of twisted metal. Several ROBO-CLOWNS tumble into the vacuum of space.

RINGMASTER (cont'd)  
I said slow them down, not blow  
them up!

Clearly frustrated, GIMP throws up his hands and screeches.

CUT TO:

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

The MECH-ANIMALS, the PORTER and a few ROBO-CLOWNS have made their way through the three remaining railcars, forward, into the locomotive. Too large to fit into the locomotive, MAX is in the coal car, standing on a pile of glowing fuel crystals.

ANGLE ON: PORTER AND ROBO-CLOWNS AT LOCOMOTIVE CONTROLS

LEON, GINA and ZELDA are huddled behind the ROBO-CLOWNS.

LEON  
Exactly, what did you mean by  
saying *we have no weapons*.

PORTER  
After cloaking, we planned on  
outrunning them. . .

ZELDA  
Oh, that was a great plan. . .

GINA extends her long neck out into space for a better view.

ANGLE ON: THE CABOOSE CLOSING WITH GUNS BLAZING

The three remaining railcars are ripped open. More demolished ROBO-CLOWNS tumble away into space. There aren't many more mutineers left.

Dodging laser blasts, GINA pulls her head back into the ship.

GINA  
They're gaining on us. . .

PORTER is struggling to control the ship. He and the ROBO-CLOWN pilots appear panicked.

(CONTINUED)

CONTINUED:

PORTER  
(demanding)  
They knocked out the cloaking  
device?

LEON glances back at MAX where he's taking cover over the  
fuel crystals.

LEON  
I have an idea.

Suddenly, a bolt of LASER LIGHT rips through the locomotive.  
One of the ROBO-CLOWNS at the controls is incinerated.

ZELDA  
Me too. . . anyone gotta white flag?

Ignoring ZELDA'S comment, LEON turns to GINA.

LEON  
We have to lighten our load. Gina,  
I need you to uncouple the last  
three cars. They're slowing us  
down.

Not appearing happy to "stick her neck out" again, GINA  
extends her head out to the coupler behind the coal car.

ANGLE ON: GINA TWISTING THE COUPLER CONTROL WITH HER TEETH

As the last three mangled railcars drift away, LEON rushes  
back towards MAX. His elephant comrade is clearly panicked.

MAX  
Get me out of here!

LEON  
Max, you're the only one who can  
save us. . .

MAX  
Oh yeah? Who's going to save me?

With the railcars drifting away, the coal car is next in line  
for the furry of the attacking caboose.

LEON  
The fuel crystals Max! You have to  
fire fuel crystals at them with  
your trunk.

(CONTINUED)

CONTINUED: (2)

MAX

What's that gonna do?

LEON

If my theory is correct, they'll  
explode on impact. . .

MAX

Theory?

MAX has to duck away from more nearby laser strikes.

LEON

Just do it, Max!

Not appearing eager to lift his head into the open, MAX finally complies. He snorts in a glowing fuel crystal and then blasts it from his trunk.

The blue-hot rocks streaks towards the caboose. It clips one of the wings in a shower of sparks.

LEON (cont'd)

Aim for that laser, Max!

The caboose returns fire, barely missing them, but instead, hitting the locomotive. To what effect, we don't yet know.

MAX

(highly sarcastic)

You mean that laser?

Once again, MAX blasts out a crystal. His aim is dead on and the impact creates a fireworks show above the caboose. The inertial dampers are knocked out and the caboose begins to tumble out of control.

LEON

Max! Great shot! You did it.

MAX appears shocked by the outcome.

MAX

(cringes)

Opps. . .I hope I'm not going to  
have to pay for that.

CUT TO:

INT. STARSHIP CARNIVAL CABOOSE -- AT THE SAME TIME

Dangling upside down in the caboose, RINGMASTER is holding onto a table that is now on the ceiling. With the escaping Starship Carnival growing smaller in their view screen, GIMP struggles to regain control of the caboose.

RINGMASTER

Oh, just wait until I report *this*  
to the Robo-Clown union. . .

CUT TO:

INT. STARSHIP CARNIVAL LOCOMOTIVE -- MOMENTS LATER

Seemingly victorious, LEON reenters the locomotive with MAX still nearby in the coal car.

GINA

We have a little problem. . .

GINA and ZELDA don't appear happy, as the PORTER and the other ROBO-CLOWN had been destroyed in the last massive explosion.

LEON

Oh, this can't be good. . .

ANGLE ON: ZELDA IS COVERED WITH ROBO-CLOWN PARTS

ZELDA

Hey, you're not the one covered  
with Robo-Clown guts. . .

GINA

What are we going to do?

ZELDA wiggles her body, shaking off the mess.

ZELDA

Yeah, Mister Professor. Any bright  
ideas?

LEON studies the locomotive control panels. Although there's battle damage, the ship appears operable.

From the stars passing in the VIEW SCREEN, they appear to be at cruise speed.

(CONTINUED)

CONTINUED:

All eyes await LEON'S answer as he looks back at nervous MAX. From the coal car, he squeezes his HEAD AND TRUNK into the back of the locomotive.

LEON  
Maybe it's our destiny to be the  
sole survivors of the Starship  
Carnival.

Appearing in awe, GINA bats her eyelashes.

GINA  
(reflective)  
I like that. . .destiny.

ZELDA  
What do you mean, *sole survivors*?

LEON  
(blunt)  
All of the other Robo-Clowns have  
been blasted away into space or  
destroyed beyond repair.

GINA  
Oh my. . .

ZELDA  
Oh my? More like, *oh crap!* Who's  
gonna to fly this ship now.

LEON appears resolved.

LEON  
(firm confidence)  
We will. . .

ZELDA  
Who's we? So far as I know, you're  
not a starship pilot. . .same goes  
for the rest of us.

LEON  
We'll figure it out. Besides, how  
hard can it really be? The Robo-  
Clowns could pilot this ship, and  
none of them were particularly  
bright.

ANGLE ON: A PILE OF SPARKING ROBO-CLOWN PARTS.

(CONTINUED)

CONTINUED: (2)

GINA  
(diplomatic)  
That's true, they weren't too  
smart. . .

ZELDA  
Alright, say we figure out how to  
fly this thing. Where are we going  
to fly it to, exactly. . .

LEON  
(dead pan)  
. . .Earth. . .

GINA  
(optimistic)  
Hmm, that sounds nice.

LEON moves to a computer screen. With his paw, he brushes  
away debris and taps a few buttons with his claws.

ZELDA  
Nice? Ya'll better check the CPUs  
in your brains. It's been centuries  
since we were taken from Earth.  
What do we do when we get there?  
Far as I can remember, Earthlings  
weren't really kind to animals. And  
that's assuming we can actually  
find that tiny planet in the first  
place. . .

LEON  
. . .found it. . .

INSERT: COMPUTER SCREEN -- "GALACTIC GOOGLE SEARCH RESULTS"

LEON reads from the computer screen:

LEON (cont'd)  
Earth's solar system is 28,000  
light years from the center of the  
galaxy, and about 20 light years  
above the galaxy's equatorial  
plane. It is within the "Orion"  
spiral arm.  
(beat)  
A couple of days, tops. . .

INSERT: COMPUTER SCREEN -- "COSMIC MAPQUEST"

(CONTINUED)

CONTINUED: (3)

There is a star-chart showing their location with directions to Earth.

LEON (cont'd)

I will also download a copy of the Starship Carnival's owner's manual. From that, we'll be able to change course and navigate to Earth. Upon arrival, we will then seek out our animal ancestors. Any objections?

(beat)

Who's with me?

GINA appears agreeable.

GINA

I do remember Earth being a pretty planet.

ZELDA raises a hoof.

ZELDA

Heck, yeah, I have an objection! This plan is even more crazy than taking over the ship was.

Not responding to her pessimism, LEON turns towards MAX.

LEON

You haven't said much back there, Max. How do you feel about going back to Earth and finding our long-lost kinfolk?

MAX

(hesitant)

Well, I guess that will work. Can we make it fast though? It's getting a little drafty out here. I'm worried about my sinuses.

LEON to ZELDA.

LEON

I'd like this to be a unanimous vote, Zelda.

ZELDA

I think you're all nuts. No matter how pretty it *may have been*, Ringmaster didn't call Earth "that savage planet" for nothing.

(MORE)

(CONTINUED)

CONTINUED: (4)

ZELDA (cont'd)  
(sighful beat)  
But the four of us drifting around  
the galaxy in this ol' wreck  
doesn't sound much better.

All eyes are focused on ZELDA.

ZELDA (cont'd)  
(pressured)  
Alright, alright, I'll go, already.

LEON  
(eager confidence)  
Good. Then, as the Earthling saying  
goes, *Earth or Bust*.

ZELDA rolls her eyes. What has she gotten herself into?

LEON begins tapping computer controls. A nearby GLASS PANEL  
SPARKS.

LEON (cont'd)  
(humble)  
Don't worry, really. I'll have this  
all figured out and working in no  
time.

ANOTHER SPARK from the control panels sets a small electrical  
fire. LEON casually smothers it with his paw.

Hiding a PAINFUL GRIN, LEON blows on his SINGED HAIR.

DISSOLVE TO:

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- DAYS LATER

The ship appears to under control at high-speed. Stars light  
passes in winks and flashes. The locomotive chugs along with  
rapid pushing of the plasma pistons.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

Killing time, GINA buffs her hooves with an emery board, and  
ZELDA is sleeping with GINA'S beauty mask over her eyes.

Like an engineer, LEON is monitoring THE LOCOMOTIVE ENGINE.

LEON  
One more crystal should do it, Max.

(CONTINUED)

CONTINUED:

LEON opens what appears to be a high-tech FURNACE DOOR. In return, MAX uses his trunk to blow a fuel crystal into the BLUE PLASMA FIRE.

The supply of FUEL CRYSTALS has grown much smaller during their travels.

With her eyes still covered, ZELDA yawns.

ZELDA  
Are we there yet?

LEON  
(mildly sarcastic)  
Only a few hundred light years closer since the last time you asked.

LEON studies the COMPUTER SCREEN.

INSERT: COSMIC MAPQUEST -- WORM HOLE ENDS IN TWO LIGHT YEARS.

ANGLE ON: LEON READING

LEON (cont'd)  
. . .follow Oort Cloud to the Kuiper Belt. Turn third planet from the sun. Arrive at Earth.

GINA  
(patiently)  
Is it really much further?

LEON begins working the controls. Clearly he has gotten the hang of piloting.

LEON  
From the worm hole we take the Sun Exit. Earth is five planets down. I'm going to begin our sub-light transition.

GINA  
You've become pretty good at this star travel stuff. I'm impressed.

ZELDA  
Oh, don't make his head any bigger than it already is. . .  
(under her breath)  
Lions and their pride.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

A portal in the wormhole collapses and the Starship Carnival emerges. By contrast, it appears to have almost stopped as light streaks become a star field -- they have returned to Earth in the time of *Buck Rogers*.

Like exiting a freeway, they pass a few space stations floating near the portal entrance. In lights, one station advertises: "Pluto Pete's -- Last Fuel Crystals Before the Worm Hole." Another space station advertises: "Kuiper Belt Bonnie's 50's Diner -- Star Trucker's Welcome."

LEON  
Wake up, kids, we're almost home.

ZELDA lifts her beauty-sleep mask.

ZELDA  
About time. . .

GINA looks out of the locomotive window as they begin passing the gaseous giants. ZELDA looks out as well.

Orbiting Jupiter is a space station casino. In light's, *Red Storm Ranch: Biggest Payouts Under the Sun. Try Our Buffet.*

ZELDA (cont'd)  
(cynical)  
This system isn't quite the center  
of the galaxy, is it?

GINA  
(upbeat)  
We've seen worse. . .

LEON  
I'm sure Earth is a bit more  
(beat)  
highbrow. . .

They enter the asteroid belt. Orange roadwork signs and blinking lights: *Construction Zone -- Fines Double.*

SKY-CRUISERS, small space craft resembling police cars, hover in the area with flashing red and blue lights. They appear ready to pull over solar-system speeders.

Like potholes on a bad road, a few asteroids bump into locomotive hull. LEON lifts his hands from the controls.

(CONTINUED)

CONTINUED:

LEON (cont'd)  
Opps, sorry. . .my bad.

ZELDA floats up and hits her head on the upper bulkhead.

ZELDA  
Will you watch where you're going.

Passing Mars, there's an large orbiting space station with a Martian Outlet Mall billboard. Also, a sign for the Martian McDonald's Restaurant, next docking bay.

GINA  
Hmm, McDonald's. . .I wonder if that's Earthling food. If it is, I bet it's gourmet.

From the control panel, LEON peers out the side window as well.

LEON  
Look, look! Down on that small moon. Those are Earthlings in environmental suits. I wonder what they're doing.

Approaching Earth, they begin to slow. Over the moon, there is an eighteen hole GOLF COURSE with ASTRONAUTS playing on the long, gray fairways. The three strain their collective eyes at the odd behavior.

ZELDA  
Earthlings swinging long clubs at little defenseless balls. That's a good sign.

With WATERY RED EYES, it appears like MAX has caught a cold. His swollen head is stuck between the coal car and locomotive opening.

MAX  
Ah, guys? A little help here. . .

GINA extends her neck and gently pushes MAX back out to the coal car. His head pops from the narrow opening like a cork.

MAX (cont'd)  
(nasally)  
Thanks.

(CONTINUED)

CONTINUED: (2)

Earth is growing larger. In orbit is a space station with flashing lights. The billboard reads, *Earth Welcome Station and Gift Shop*.

LEON begins working the controls with more intention. He cracks his paw knuckles.

LEON  
We're set to enter Earth orbit. It  
should be a smooth approach.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

It is anything but -- once in the atmosphere, the locomotive nearly collides with a crowded sky freeway.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

ZELDA  
Look out!

Wheelless sky-cars and taxis honk, while sky truckers waive their angry fists. LEON makes an evasive maneuver. They are nearly upside down.

LEON  
(defensive)  
Hey, that guy cut me off.

GINA  
It must be rush hour.

ZELDA  
Will you stop sticking up for him.

GINA  
Must you always be so negative?

LEON  
Ladies, please. I'm trying to  
concentrate.

ANGLE ON: MAX THROUGH THE OPENING TO THE COAL CAR

MAX  
I think I'm gonna be sick. . .

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

As a flying machine, the Star Carnival doesn't look that much out of place. Merging with traffic, the ship begins to level.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

With the ship under control, LEON begins tapping computer buttons.

LEON  
Where to find *wild animals*. . .

INSERT: GALACTIC GOOGLE QUERY ON COMPUTER SCREEN

LEON  
(reading screen)  
When on Earth, visit the *Wild Animal Habitat Exhibit*, at the Bronx Zoo.  
(beat)  
Sounds like a good place to start.

ZELDA  
(suspicious)  
Zoo. . .something about that sounds familiar.

LEON  
If I remember correctly, I think a Zoo is a hotel for animals.

GINA  
(excited)  
Oh, room service. And I wonder if they have a lubricant spa? And I could really use an electron-massage.

ZELDA  
You fool. . .I remember what a zoo is. It's a prison for animals, and it ain't pretty. The mean warden, lock-downs, gettin' shanked in the yard.

GINA  
(prim and proper)  
Well, that's not acceptable.

(CONTINUED)

CONTINUED:

LEON  
Zelda, must you be so melodramatic?

ZELDA  
I'm just sayin'. . .

GINA  
Well, if a zoo *is* a prison, maybe  
our ancestors being held there need  
help escaping?  
(beat)  
Maybe they're political prisoners.  
It's so romantic.

ZELDA  
Romantic? New need to recharge your  
brain batteries. . .

LEON is studying a computer readout.

LEON  
I have the coordinates for the  
Bronx Zoo programmed in the  
navigation computer. According to  
my calculations, the location is  
now on the dark side of the planet  
in a place called New York City.  
(hesitant beat)  
There's more. . .

GINA  
What is it?

LEON  
(reading)  
Earth surface is known to be a  
hostile environment for many  
aliens. Suggest the use of a  
cloaking device.

ZELDA  
(outraged)  
Hostile to aliens? You just figured  
this out now? Not back across the  
galaxy before we started this trip?

GINA  
I'm glad we came. Our relatives  
need us.

LEON looks to ZELDA before changing course. She holds up her  
hooves in surrender.

(CONTINUED)

CONTINUED: (2)

ZELDA

This just gets better by the  
minute. Why stop now?

GINA extends her neck to study the CONTROL PANEL in front of LEON. Like ZELDA, now GINA appears slightly concerned about their plan.

GINA

(whisper)

Ah, I hate to be nosy, but, did you  
manage to fix that cloaking device,  
thing?

CUT TO:

EXT. EARTH'S LOWER ATMOSPHERE -- MOMENTS LATER

Crossing Earth's median into night, the Starship Carnival descends through thick clouds and smog, glowing from the urban sprawl below. Over America's North East, there are more surface lights than darkness. The planet appears to be teeming with overpopulation.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- LATER

Damaged from battle, the cloaking device flickers, as though barely working. After rendering the LOCOMOTIVE only partially invisible, LEON guides the spacecraft towards New York.

EXT. FUTURISTIC NYC -- CONTINUOUS

NYC is still vaguely familiar. Passing the Statue of Liberty, the monument has become mechanized. The torch is now a large flashlight pointing to her plaque that reads, "*parking all day, discounted show tickets, cheap oxygen.*"

Manhattan is a crowded metropolis of enormous skyscrapers, streams of sky-cars and countless lights. The air is soupy smog and glass skyways lead from building to building.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

The MECH-ANIMALS are glued to the flight deck view screen. Sky-cabs whiz around in all directions. Sky-cops fly by with flashing red and blue lights. Bad visibility and the heavy traffic makes for a white-knuckled approach.

EXT. FUTURISTIC NYC -- CONTINUOUS

(CONTINUED)

CONTINUED:

Suddenly, a spacecraft resembling a "747" roars by, with landing gear down, directly in their path.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

GINA  
(politely)  
Ah, Leon --

ZELDA  
-- Lookout!

From the view screen is seen a floating billboard in the sky, "*LaGuardia Spaceport, Departures and Arrivals, Descend Now.*"

ANGLE ON: LEON FRANTICALLY PUSHING CONTROL BUTTONS.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

The LOCOMOTIVE makes a sharp turn. Violent wake turbulence buffets the Starship Carnival. Sparks fly, metal creeks, the cloaking device flickers. They are becoming more visible.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

ALARMS BLARE from the control panel. RED LIGHTS FLASH as they descend too rapidly.

LEON  
(attempts casual)  
Sorry. . .a little over correction.

ANGLE ON: ZELDA, SPEECHLESS, POINTING HER HOOF.

Through the view screen, they are heading straight at another commercial SPACE-JET, this one taking off from LaGuardia.

After a gut-wrenching maneuver, LEON is able to barely avoid hitting the departing flight. A collective sigh of relief follows.

LEON (cont'd)  
(offended)  
You know, this is quite dangerous.

ZELDA  
(sharply)  
Ya think so, professor?

(CONTINUED)

CONTINUED:

GINA  
I think it's so exciting. . .

ZELDA  
I think you're all crazy.

ANGLE ON: MAX IN THE COAL CAR

MAX  
(clearly stressed)  
I think I'm going to lose my lunch.

EXT. FUTURISTIC NYC -- CONTINUOUS

Safely past LaGuardia, The Starship Carnival rapidly descends towards The Bronx Zoo.

Covered by large glass domes, there appears to be nothing "natural" about the natural animal habitats.

With the cloak flickering, the Starship Carnival is partially visible as it makes a hard landing near one of the zoo domes.

The flight has taken quite a toll on the LOCOMOTIVE. As the ENGINES slow to silence, steam and plasma-sparks LINGER.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

The FLIGHT DECK is in total disarray. With the exception of LEON at the controls, the other MECH-ANIMALS rise from CRASH POSITIONS.

LEON  
I told you I'd get you here safely.  
And you were all worried.

GINA  
Yay team. (beat) Group hug. . .

ZELDA  
Safely? Group hug? All right, I better find my Earth relatives soon, 'cause now *I know* you all are crazy.

CUT TO:

EXT. FUTURISTIC BRONX ZOO -- MOMENTS LATER

The FOUR MECH-ANIMALS are in a group outside the LOCOMOTIVE facing a ZOO DOME.

(CONTINUED)

CONTINUED:

LEON  
(glances back)  
Do you think the Earthlings will  
noticed our ship.

ZELDA  
Not unless their used to seeing a  
thousand ton locomotive parked on  
grass with no tracks in sight.

LEON  
Good point. We better make it fast.

Together, the cautiously walk toward what appears to be a  
dimly-lit entrance.

ANGLE ON: A BRONX ZOO BILLBOARD AT THE ENTRANCE.

The BILLBOARD displays a FEROCIOUS LION POUNCING ON A ZEBRA.  
The sign reads: "Experience Wild Africa. Eat or be Eaten."

The MECH-ANIMALS appeared stunned by the violent depiction.

ANGLE ON: ZELDA TO LEON

ZELDA  
(hoof wagging)  
Oh, so that's how it's gonna be?  
You lions eating us defenseless  
zebras. . .

LEON  
Oh, Zelda, please.

They continue walking, appearing more cautious.

ZELDA  
(in passing)  
I'm just sayin. . .

GINA is the first to reach the front entrance. The entire zoo  
appears closed and locked up for the night. There is a WATER  
FOUNTAIN and PLASTIC PLANTS. Everything appears man made and  
lifeless.

GINA  
How do we get inside this horrible  
prison?

(CONTINUED)

CONTINUED: (2)

LEON

I'm not sure, but I suggest we do it quietly and without being noticed. That leaves my roaring out.

ANGLE ON: LEON GESTURES TO THE FOUNTAIN

LEON (cont'd)

(beat)

I've got an idea. Max, see that water? Do your thing.

MAX

It looks filthy and smells even worse. After all, I do have my heightened nasal power, and at this moment, much to my chagrin. Do you want me to get a sinus infection?

The three OTHER MECH-ANIMALS return impatient glares.

MAX (cont'd)

All right, all right. . .

Drawing in a large trunk full of water, the others stand back as MAX spurts liquid at the ENTRANCE DOORS. The high pressure blows them off the hinges, causing a LOUD CRASHING OF METAL.

LEON

(harsh whisper)

Max, I said quietly.

MAX

(rhetorical)

And just what did you expect? Max, do this, Max do that. Max, drink the toxic Earthling water without dying. Max, blow the doors open, without making any noise.

LEON

I was just asking. . .

GINA

(interrupts)

At least those horrible zoo prison doors have been broken down.

(CONTINUED)

CONTINUED: (3)

ZELDA  
Remind me again. . .who actually  
breaks *into* a prison?

CUT TO:

INT. BRONX ZOO DOME -- MOMENTS LATER

In near darkness, the interior is SILENT and STILL.

ZELDA (cont'd)  
I don't know about the rest of you,  
but I'm creeped out.

LEON  
No signs of life at all. Maybe this  
Bronx Zoo place has been abandoned.

ZELDA is turning back toward the entrance.

ZELDA  
Works for me. . .let's go everyone.

GINA  
No, wait. I have an idea. . .

GINA extends her long mechanical neck high above them. She surveys the doom, and after a moment:

GINA spots a MASTER POWER SWITCH. With a nudge of her nose, she LIFTS THE HANDLE TO ON.

Instantly, the doom lights up. Finally, the EARTH ANIMALS are revealed.

GINA (cont'd)  
(from above them)  
Finally, our long-lost ancestors.

There is a moment of optimism, as the MECH-ANIMALS appear eager to make their long-awaited introductions.

Leaving the OTHERS BEHIND, LEON pounces toward a NEARBY PRIDE OF LIONS display. Closest to him is a LIONESS LYING ON GRASS. Standing behind her are a LION AND CUBS.

They look just like Earth animals, except:

LEON  
(proudly)  
Greetings, Madame.  
(MORE)

(CONTINUED)

CONTINUED: (4)

LEON (cont'd)  
I come to you in peace, as a  
distant relative, from far across  
the galaxy.

There is no response from the LIONS and no movement.

LEON (cont'd)  
I apologize, Madame. Perhaps it's  
the settings on my universal  
translator.

LEON blinks his eyes a few times, as if changing the settings  
on the internal device.

LEON (cont'd)  
(bashful)  
I'm hard-wired.  
(beat)  
Can you hear me now? Can you hear  
me now. . .

Still, there is no response and no movement.

LEON (cont'd)  
(whispers)  
. . .oh, I understand. The fellow  
behind you. You're husband, right?  
He's probably the jealous type, and  
I am rather dashing.

LEON to the LION standing guard over the CUBS.

LEON (cont'd)  
(proper announcement)  
I say, my good fellow. I am an  
ancestral emissary, here to make  
your acquittance, and to liberate  
you and your kin from this dreadful  
zoo prison, so that you can roam  
free.

And yet again, there is no response and no movement.

LEON (cont'd)  
(drops the formality)  
Well, you don't have to be rude  
about it. . .

At that moment, LEON notices a nearby CONTROL PANEL with a  
red button.

INSERT: Panel reads, PUSH BUTTON TO ACTIVATE DISPLAY.

(CONTINUED)

CONTINUED: (5)

LEON (cont'd)  
Ah, my apologies. This must be *your*  
universal translator. Of course,  
how silly of me. . .

LEON taps the BUTTON WITH HIS PAW. Suddenly, THE LIONS COME TO LIFE. The MALES ROARS, and THE LIONESS turns her head to watch the CUBS PLAYING.

Appearing shocked by the ANIMATION, LEON steps back when pre-recorded AUDIO PLAYS.

DISPLAY ANNOUNCER (V.O.)  
Here, in the wilds of Africa, the  
male lion watches over the pride.  
At dusk, the lioness will be off  
hunting prey on the grassy savanna.

Stunned and saddened, LEON watches as the AUDIO ENDS and the MOVEMENT STOPS.

LEON  
(realizing)  
They're just. . .

GINA to LEON, over his mane.

GINA  
(sympathetic)  
Mech-Animals, just like us. . .

LEON  
(offended)  
And not very good ones, at that.  
(beat)  
I mean, how can this be?

GINA gestures across the dome.

ANGLE ON: A HERD OF MOTIONLESS GIRAFFES standing underneath fake trees in another display.

GINA  
All of the Earth animals I've seen  
are like this.

LEON  
Do the others know?

From the direction of a small ELEPHANT HERD DISPLAY, MAX approaches GINA and LEON.

(CONTINUED)

CONTINUED: (6)

MAX

This is seriously depressing. What are all of these things? And where are the living Earth animals?

LEON

I'm afraid I can't answer any of those questions. . .

MAX

(to GINA and LEON)

So, what are we going to do now?

GINA shrugs. She and MAX await LEON'S answer.

LEON

First, we need to find Zelda. Have you seen her?

GINA

By the Zebras. . .

INT. ZOO ZEBRA DISPLAY -- CONTINUOUS

GINA, LEON and MAX approach ZELDA where she is standing in front of a MOTIONLESS ZEBRA HERD DISPLAY.

ZELDA'S lecturing the ZEBRAS and WAGING HER HOOF.

ZELDA

(highly offended)

Oh, so that's how it's gonna be. Fine, be like that. See if I care. I didn't want to be talking with you all anyway.

LEON

(hesitant)

Ah, Zelda. . .

ZELDA

(turns back sharply)

What!

LEON

(delicate)

They're, ah, not real. . .

ZELDA

Say what?

(CONTINUED)

CONTINUED: (7)

LEON  
They're just machines. . .a bit  
like us, but very primitive.

ZELDA  
(surveys the others)  
Machines?

GINA  
Machines.

ZELDA  
(beat then a realization)  
Oh. I feel pretty dumb right now.  
(angrily to Leon)  
You mean to tell me that you  
dragged us half way across the  
galaxy to meet our ancestors who  
can't even talk?

The focus of all of their frustration and disappointment,  
LEON doesn't have an immediate answer.

ZELDA (cont'd)  
(Zelda turns from them)  
That's it. . .I'm outta here. And  
I'm driving the locomotive this  
time. . .

(mumbles to herself)  
I mean, how hard can it be? Push a  
few buttons --

Suddenly, to the MECH-ANIMAL'S surprise:

MALE VOICE (O.C.)  
(authoritative)  
Stop right there!

MALE VOICE 2 (O.C.)  
(into a radio with static)  
Unit One responding to the break in  
at the Bronx Zoo complex. . .  
(beat)  
We have found the. . .*suspects?*

From the entrance, several POLICEMEN suited in riot gear, are  
cautiously approaching the MECH-ANIMALS. They look like NYPD  
spacemen sporting oxygen tanks, dark helmets, and lots of  
high-tech firepower.

(CONTINUED)

CONTINUED: (8)

ZELDA  
(panicked)  
The warden!

ZELDA activates her stripes and becomes invisible.

LEON, the diplomat, steps toward the NYPD.

LEON  
Greetings, Earthlings. We come to  
you in peace as alien ambassadors,  
and former natives of your planet --

In response, one of the NYPD OFFICERS fires a electrically  
charged net at LEON.

Before the device makes contact, GINA instantly extends her  
neck, and deflects the net with her stubby horns. It bounces  
into the ZEBRA DISPLAY causing one of the ZEBRAS to tumble  
over in sparks.

LEON (cont'd)  
(indignation)  
Well that wasn't very nice.

GINA  
I think it's time to go. . .

Another OFFICER motions to fire his weapon. LEON broadcasts a  
LOUD ROAR, knocking the GROUP OF OFFICERS off their feet. The  
MECH-ANIMALS make a hurried dash back toward to entrance.

EXT. BRONX ZOO DOME -- MOMENTS LATER

SKY-CRUISER cop cars are parked outside of the zoo dome near  
the LOCOMOTIVE. Several more NYPD OFFICERS have been deployed  
just beyond the WATER FOUNTAIN, cutting of the MECH-ANIMAL'S  
escape.

As the OFFICERS move in closer with WEAPONS DRAWN:

LEON  
(motions to fountain)  
All right, Max, one more time.

MAX  
Not that filthy water again.  
(hesitant beat)

MAX reacts to some invisible pain coming from his rear end.

(CONTINUED)

CONTINUED:

MAX (cont'd)  
Ow! What'd you kick me for?

Though Zelda's invisible, she's made her presence known.

ZELDA (V.O.)  
Come on, Jumbo Butt. . .what the  
heck are you waiting for?

MAX  
All right. . .all right. You didn't  
have to kick me, though. I'm sure  
that's going to leave a massive  
bruise on my --

GINA  
(kindly pleading)  
-- please, Max. . .

Extending his trunk, MAX draws in a massive amount of water  
and then fires his WATER CANNON at the NYPD OFFICERS.

Just before they can open fire, WATER SPRAY knocks them all  
to the ground in soaking puddles. With a clear path, the MECH-  
ANIMALS hurry back toward the LOCOMOTIVE.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- MOMENTS LATER

LEON starts activating the controls and GINA closes the  
HATCH. The OUTSIDE VIEW SCREEN shows the soaking-wet NYPD  
OFFICERS hurrying to their Sky-Cruisers.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

The LOCOMOTIVE begins to slowly rise from the ground with the  
CLOAK still flickering. The SKY-CRUISERS activate their spot  
lights, flashers and sirens.

One SKY CRUISER cuts directly in the path of the LOCOMOTIVE.  
A LOUDSPEAKER is activated.

POLICE LOUDSPEAKER  
Pull over immediately or we will  
open fire. This is your final  
warning.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

Although LEON tries to avoid the SKY-CRUISER, a collision is imminent. There is a loud band and the LOCOMOTIVE shutters.

Through the view screen, the MECH-ANIMALS watch the small SKY-CRUISER tumble away in sparks.

LEON  
(to the view screen)  
Sorry. . .

The SKY-CRUISER cockpit blasts away and then parachutes to the ground, saving the POLICE CREW from a fiery impact.

GINA  
I hope we won't have to pay for that.

ZELDA  
Good job, Leon. Make those heavily armed Earthlings even more angry.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

The LOCOMOTIVE picks up speed with the remaining SKY-CRUISERS in hot pursuit. One fires a plasma weapon. A tumbling ball of bluish gas strikes the LOCOMOTIVE. An electrical shock causes the CLOAK to completely fail. They are now fully visible.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- AT THE SAME TIME

INSERT: "CLOAK FAILURE" flashes in red on the computer screen.

LEON  
Oh, that's not good. . .

ZELDA is crouching under a control panel.

ZELDA  
So much for going unnoticed. Any more bright ideas?

GINA  
Honestly, Zelda, all the negativity isn't helping right now.

(CONTINUED)

CONTINUED:

Ignoring the comments, LEON turns back toward the COAL CAR where MAX is taking cover in front of a dwindling supply of FUEL CRYSTALS.

LEON  
(calls back to Max)  
How are we doing for fuel crystals  
back there?

ANGLE ON: MAX surveying the remaining crystals.

MAX  
(to himself)  
Not this again. . .  
(to Leon)  
Not too good. . .

LEON  
We don't have any choice, Max. I'll  
do my best to shake them off while  
you cover our six o'clock.

ZELDA  
Cover our six o'clock? You've  
already been on this violent planet  
way too long.

EXT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

Looming in the distance is the crowded MANHATTAN SKYLINE composed of countless LIGHTS and FLYING VEHICLES.

Behind the LOCOMOTIVE, a formation of FIVE small SKY-CRUISERS press their attack.

EXT. COAL CAR -- CONTINUOUS

MAX vacuums up a trunk full of FUEL CRYSTALS, and like firing a machine gun, he shoots out a pattern of GLOWING ROCKS.

EXT. MANHATTAN SKYLINE -- CONTINUOUS

One SKY-CRUISER suffers a direct hit. As it tumbles away in pieces toward the ground, the POLICE CREWMEN safely eject. Trying to avoid the defensive fire, a SECOND SKY-CRUISER collides with a THIRD. Those CREWMEN are also able to eject.

The FOURTH and FIFTH SKY-CRUISERS return fire but narrowly miss the LOCOMOTIVE.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

LEON  
(turns back to Max)  
Good work, Max! Just a couple more  
on our tail.

EXT. COAL CAR -- CONTINUOUS

MAX continues to fire. Near him, the supply of FUEL CRYSTALS has dwindled to none. After one last blast, he's out of ammo.

INT. STARSHIP CARNIVAL LOCOMOTIVE -- CONTINUOUS

The LOCOMOTIVE shutters when it's hit by the return fire from the tailing SKY-CRUISERS.

LEON  
(quickly looks back)  
Max?

ANGLE ON: MAX SHRUGGING INSIDE THE EMPTY COAL CAR

LEON (cont'd)  
That's not good. . .

GINA  
What are we going to do now?

LEON makes a hard maneuver, and through the VIEW SCREEN, the CROWDED CITY grows in size.

LEON  
Some sightseeing. . .

EXT. MANHATTAN SKYLINE -- CONTINUOUS

Dodging BUILDINGS, VEHICLES and PEDESTRIANS IN GAS MASKS, the chugging around the MANHATTAN STREETS. The two remaining SKY-CRUISERS follow close behind.

Down BROADWAY, they race past the THEATRES. SKY-CABS honk and PEDESTRIANS run for cover.

ANGLE ON: A "CATS" BILLBOARD -- "SEE THE LONGEST RUNNING SHOW ON BROADWAY."

(CONTINUED)

CONTINUED:

LEON  
(inappropriately casual)  
Cats? Oh, we'll have to get tickets  
for that. . .

A SKY-BUS rises from the street, directly in their path.

ZELDA  
Watch where you're going!

LEON returns his attention to the controls. More FIRE from the SKY-CRUISERS requires more evasive action.

EXT. COAL CAR -- CONTINUOUS

The resulting FIRE destroys half of the COAL CAR leaving MAX holding onto the remaining structure with his TRUNK.

MAX  
Heeeeeelp!

SFX: COCKPIT ALARM AND FLASHING RED LIGHTS

As the situation couldn't seem more desperate, something occurs to GINA.

GINA  
I have an idea. . .  
(back to Max)  
Grab onto the coupler with your  
trunk!

MAX  
What. . .you're not gonna --

GINA  
-- hold on. . .

With the SKY-CRUISERS directly behind then, GINA extends her neck out to the COUPLER and disconnects the SHATTERED COAL CAR.

It tumbles away under MAX and collides with the last two SKY-CRUISERS. A MIX of metal and MEN IN PARACHUTES rains down on the city streets.

CUT TO:

INT. STARSHIP CARNIVAL LOCOMOTIVE -- LATER

Safely back in Earth's upper atmosphere, LEON is studying the CONTROLS and COMPUTER SCREENS. Gina has extended her neck over his shoulder.

INSERT: COMPUTER SCREEN BLINKING "LOW FUEL WARNING"

LEON  
(quietly to Gina)  
We used up all of our fuel crystals escaping. And we don't have enough power left to leave Earth's atmosphere, let alone to travel back across the galaxy.

GINA  
What do you suggest we do?

LEON  
When we were at the Zoo, I saw a sign for this place called *Africa*.  
(points to screen)  
Maybe our last living relatives are there.

INSERT: COSMIC MAPQUEST AFRICA QUERY

GINA  
(whispers)  
It doesn't seem like we have much of a choice. It would be such a tragedy to have come all this way and then become stranded here for nothing.

LEON  
Then Africa it is. . .

ANGLE ON: MAX HAS MANAGED TO SQUEEZE INTO THE VERY BACK OF THE LOCOMOTIVE, CRUSHING ZELDA AGAINST A BULKHEAD.

ZELDA  
(to Max)  
Don't be thinking for one minute that we're traveling back across the galaxy like this. . .

CUT TO:

EXT. DESERT LIKE PLANET -- DAY

A hot, cloudless, desert world, somewhere across the galaxy. Surrounded by sand dunes and strange alien cactus plants is what looks like an OLD GAS STATION on Route 66.

The 1950's style sign reads: "Alien Al's Used UFOs." Behind the STATION is a fenced off SPACESHIP LOT.

A SPACECRAFT is tumbling down towards the surface. It is the CABOOSE from the Starship Carnival. It appears to be out of control until its THRUSTERS slow the descent just feet from the ground. It makes a HARD LANDING in the sand.

EXT. CABOOSE -- CONTINUOUS

The side hatch opens to reveal GIMP. The monkey makes a few wobbly steps outside the smouldering CABOOSE.

A green robotic hand slowly emerges from inside the dark CABOOSE. Trembling, it clutches the outside BULKHEAD. Next, a black UMBRELLA opens.

The RINGMASTER slowly steps down from the CABOOSE. Appearing seasick, he uses the umbrella to shade his sallow skin from the bright sunlight.

RINGMASTER  
(distressed to Gimp)  
Nice landing.  
(beat)  
When this is all over, remind me to  
fire you.

EXT. OLD GAS STATION -- CONTINUOUS

ALIEN AL, a chubby-blue lizard type creature, waddles out of the GAS STATION and approaches the CABOOSE.

ALIEN AL  
(eyeing the caboose)  
You folks seem to be having a  
little trouble.

ANGLE ON: ONE OF THE SMOKING CABOOSE THRUSTER PODS EXPLODES.

Burning debris sprinkles down on the RINGMASTER'S UMBRELLA. After it catches fire, he tosses the UMBRELLA into the sand.

(CONTINUED)

CONTINUED:

RINGMASTER

(beat)

Do you take trade-ins?

EXT. USED SPACESHIP LOT -- LATER

ALIEN AL leads RINGMASTER and GIMP down a ROW OF SPACESHIPS; there's an odd assortment of shapes, colors and sizes.

They stop near a sleek red TWO-SEATER. A sign in the window reads, "only one owner."

ALIEN AL

Now, this little beauty was owned by a little old lady from Alpha Centauri.

(beat)

Paint some pin strips, add some extra thruster pods. . .

(winks)

. . .she'd be great for picking up the *robot babes*.

Though GIMP appears excited by the prospect, RINGMASTER acts like a disinterested buyer.

RINGMASTER

Too small.

Next, they stop near a larger green SPACECRAFT that resembles a station wagon with wings. Its window sign reads, "low light years."

ALIEN AL

This is a classic family ship. A real gem. Great to take the misses shopping and the little robots to school. There's even extra room in the back for your pet monkey.

GIMP returns an offended SCREECH.

RINGMASTER

(ignores the comment)

Bigger. . .much bigger.

GIMP SCREECHES and POINTS towards the end of the lot.

ANGLE ON: A 1950's ERA FLYING SAUCER

(CONTINUED)

CONTINUED:

ALIEN AL  
(surprised)  
Oh, that big thing?  
(jokingly)  
What are you two going to do, go  
out and abduct some galactic  
specimens, or something. . .

RINGMASTER  
(sinister)  
Something like that.

ALIEN AL  
(sees dollar signs)  
Well, in that case. Right this way.

EXT. FLYING SAUCER -- CONTINUOUS

They are standing in front of a large UFO. It's a "Flying Saucer" pictured in 1950's science fiction magazines. With scrub brush and alien cactus surrounding the craft, it looks like the UFO has been parked there for a while.

ALIEN AL  
It's certainly a rare collector's  
item. Apparently, it was flown by  
Martians a few eons back, until, of  
course, their planet died and they  
had to relocate across the galaxy.  
Yup, they just don't make 'em like  
this one anymore.

They walk toward the OUTER HATCH. RINGMASTER appears bored with the history details.

ALIEN AL (cont'd)  
May need some TLC, but there's  
plenty of cargo space, trans-light  
speed, transporter beam. . .heck,  
I'll even throw in a robot crew for  
free.

RINGMASTER  
(blunt)  
Yes, yes, that's all good. . .but  
does it actually fly?

ALIEN AL pats the FLYING SAUCER BULKHEAD.

(CONTINUED)

CONTINUED:

ALIEN AL  
Would *Alien Al* have a ship on his  
lot that didn't fly? Of course this  
ship flies. . .

The sound of ALIEN AL patting the METALLIC BULKHEAD, causes a flock of BIRD-LIKE CREATURES to fly away from where they've been nesting on the UFO.

WHITE BIRD DROPPINGS land on RINGMASTER and GIMP. They are expressionless, DEADPAN.

ALIEN AL (cont'd)  
(hesitantly)  
. . .ah, how far did you say you  
have to go?

INT. FLYING SAUCER -- MOMENTS LATER

The UFO interior is dark and dusty. Only the light through the OUTSIDE HATCH gives them the ability to see anything.

Standing in the shadows, and appearing displeased, RINGMASTER and GIMP watch as ALIEN AL studies the control panel. He brushes away some dust and squints at a row of BUTTONS and KNOBS.

ANGLE ON: A SINGLE KEY ON THE CONTROL PANEL

ALIEN AL turns the KEY, as would someone starting a car. It sound like a CAR STARTING. Except the STARTER clicks like the BATTERY IS DEAD. After several turns, the UFO engines finally comes to life. At first SLOWLY, and the ENGINE BACKFIRES.

ALIEN AL  
(embarrassed)  
Just needs a little time to warm  
up.

Another loud BACKFIRE rocks the UFO. ALIEN AL pushes a few CONTROL BUTTONS and the UFO ENGINE REVS. No longer does it sound like an OLD FORD TRUCK, but instead, like an ALIEN SPACESHIP.

GIMP is curiously studying the MULTIPLE CONTROL PANELS. On his own, he PUSHES A FEW BUTTONS. SPARKS FLY and CIRCUITS CRACKLE.

With a NERVOUS GRIN, GIMP tries to pat out a SMALL FIRE on the PANEL. RINGMASTER reacts with a HEAVY SIGH.

(CONTINUED)

CONTINUED:

RINGMASTER  
(to Alien Al)  
You mentioned something about  
throwing in a *robot crew*?

In the BACKGROUND, GIMP is FRANTICALLY BLOWING on the PANEL FIRE.

Another BURST of SPARKS hits RINGMASTER'S coat. The fabric starts to BURN. RINGMASTER doesn't react until he turns and casually BLOWS OUT THE FLAME.

GIMP lets out a PANICKED SCREECH as his BELLMAN'S CAP is now burning.

RINGMASTER (cont'd)  
(dead pan)  
. . .and, perhaps. . .a fire  
extinguisher.

EXT. OLD GAS STATION -- MOMENTS LATER

ALIEN AL opens a GARAGE DOOR behind the building. The light from outside reveals a STORAGE ROOM FULL OF SPACE JUNK.

SEVERAL ROBOTS are in the SEATED POSITION, lined up against the wall. These PRIMITIVE ROBOTS resemble the TIN MAN from *The Wizard of Oz*.

ALIEN AL  
(points to the robots)  
They're not much to look at, but  
they'll fly you around the galaxy  
just fine.

CUT TO:

EXT.

Summoning the RINGMASTER, they haggle with a crusty old alien SALESMEN for trading in the caboose. The craft they have chosen, a 1950's era flying saucer, "great for the alien family, or abducting galactic specimens." Before giving up the caboose, GIMP makes sure to remove the "Galactic LoJack"

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CONTINUED:

device that has an exact fix on where their precious locomotive has gone. Not only will GIMP and RINGMASTER track down their Mech-Animals for scrap, but perhaps, find real-live earth animals for their new and improved Starship Carnival.

Dawn on the Serengeti -- this part of the planet appears much different -- there are leafy trees, grasslands and clean waters. Apparently, not all of planet earth has scummed to overpopulation and urban pollution. Earth animals appear to run free on an open plain. Now, with newfound hope, the CHARACTERS select a remote landing site within the lush jungle canopy inside the Ngorongoro Crater. Our odd group of CHARACTERS leave the relative safety of the Starship Carnival to find their long lost ancestors. Little do they know, that not far behind, the 1950's flying saucer is already following a course for Earth.

Trying to go unnoticed until they can make proper introductions to their wildlife kin, our CHARACTERS are surprised by an earthling, one quite unlike the others they've thus far encountered. ZELDA disappears, GINA uses her long neck to elevate herself into a tree, MAX stops still in his tracks in front of gray rocks, appearing silly, as though he hopes to blend-in unnoticed, leaving LEON with only his roar defense. Yet our CHARACTERS mean to do no harm. The earthling approaches LEON with what looks like a weapon. He fires an electronic pulse. "Ow!" LEON exclaims, obviously uninjured. "What did you do that for?" The Earthling appears stunned. "You can talk!"

We quickly discover through dialogue that the earthling is MOKOI, a young Masai warrior, "Lion Guardian," and tribal outcast. And the wildlife our CHARACTERS saw upon landing are anything but wild. As endangered specimens inside the

(CONTINUED)

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Serengeti National Park, they are all tagged, monitored and fed by the park service. Only the more clever monkeys have maintained their independence. Fascinated by his alien animal guests, MOKOI agrees to escort LEON, MAX, GINA and ZELDA inside the park.

The park boundaries have an invisible electric fence keeping the tagged wildlife inside, and occasionally, a hovercraft monorail carries Earthling tourists along the perimeter. Our CHARACTERS are losing hope, as it appears that they may never find their natural ancestors. Ducking for cover when ever a hovercraft passes, they finally start meeting the park animals.

First are the LIONS. LEON can converse with them and he's quite disappointed. The LIONS are lazy and apathetic; none can even remember what it was like when they roamed free. They sound like old folks reminiscing at the retirement home. ZEBRAS mingle among the LIONS with no fear of being attacked. They are a sleazy bunch that invite ZELDA to a craps game. Nearby, the GIRAFFES fed from precut leaves as they're too lazy to reach up into the trees. Sounding like hypochondriacs, they constantly complain about chronic neck aches. And MAX finds the ELEPHANTS lounging near the water as though at an African Club Med. Finally, the MONKEYS act like their human, yet they complain about still living in the park because they don't have opposing thumbs. MOKOI invites our CHARACTERS to stay in the park -- where else do they have to go -- they hesitantly accept.

Nightfall on the Serengeti. Over Lake Victoria a UFO slowly hovers over the placid water. GIMP and the RINGMASTER have arrived.