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SWAT KATS: The Radical Squadron

"Succubus!"

(22-Minute Script)

(H00586-94009)

LOGLINE: When an ancient female demon sets her sights on Feral, seeking to drain his lifeforce, it's up to his niece Felina and the Swat Kats to save the lovestruck Enforcer Commander.

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Written by: Glenn Leopold
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ACT ONE

FADE IN:

EXT. MEGAKAT CITY DOCKS - FOGGY NIGHT

A FOGHORN MOANS eerily as he PUSH IN on the docks. We see three DOCKWORKERS leaving a wooden building marked MEGAKAT SHIPYARDS. The trio carry lunchboxes.

DOCKWORKER 1
Sure you don't want to go bowling with us, Geno? The biggest of the three kats, GENO, shakes his head.

GENO
Nah, I'm kinda beat. Go on...

CLOSER - GENO AND OTHERS

They are standing underneath a street light at the end of the dock.

GENO (CONT)
I'll see you guys in the morning!

With a wave walks into the fog as the other two and head in the other direction.

PAN WITH GENO - WALKING THROUGH THE FOG

His footsteps ECHO SPOOKILY as he heads for his car, parked near the docks.

Suddenly he REACTS to the LOUD SOUND of FLAPPING WINGS. Geno stops and looks up.

GENO
What the...? GENO'S POV - ON THE FOG

As a startled SEAGULL FLAPS out of the fog, TOWARD CAMERA, SQUAWKING.

ANGLE - GENO

Who looks upward as the gull SQUAWKS THROUGH SHOT.

GENO
Crazy gull.

ANGLE - GENO'S CAR

As Geno reaches it, he REACTS to that LOUD o.s. FLAPPING again. He turns...

GENO (CONT) (GASPS)

GENO'S POV - ON THE FOG

As a winged, furry, gargoyle-type CREATURE FLAPS TOWARDS CAMERA, claws raised.

GENO (CONT) (SCREAMS) ANGLE - GENO'S CAR

The SCREAM ECHOES as Geno is pulled upward over the car and into the fog, as we...

DISSOLVE TO:

GENO'S CAR - DAY

We PULL BACK to see the car is now surrounded with ENFORCER 'Do Not Cross' BARRIERS. Inside the barriers, we see COMMANDER FERAL and FELINA on the scene, watching some FORENSIC SQUAD kats, dusting the car for prints. PULL BACK to see ANN GORA in the foreground, talking into her mike.

ANN (PARTIAL VO)
It's too early to tell, but the mysterious disappearance last night of Geno Furness, a Megakat Shipyards dockworker, could make him the sixth victim in a string of bizarre crimes...role file tape...

ANGLE - A CLOTHED MUMMIFIED KAT - (VIDEOCAM SHOTS)

PULL BACK to see it's another crime scene. Several PARAMEDICS carry a stretcher away from a trash filled alley. On the stretcher is a mummified, dessicated kat, still in his clothes and hard hat (marked: MEGAKAT POWER AND LIGHT).

CUT TO:

ANOTHER CRIME SCENE - VIDEOCAM SHOT

A clothed mummified kat still in his uniform (marked: MEGAKAT TRUCKING) in a weed filled vacant lot surrounded by broken wooded fencing. A jumpsuited CORONER approaches...

ANN (CONT) (VO)
Over the last two months, five large male kats were reported missing...until their mummified remains were found scattered in various parts of the city.

BACK TO ANN

Who REACTS as Feral and Felina move past the barriers. Ann sticks the mike in Feral's face, as he stops. Felina stops behind him.

ANN (CONT)
Commander Feral, what are the Enforcers doing about these terrible crimes?

FERAL
All we can, Ann.

CLOSER - FERAL

He looks grim.

FERAL (CONT)
I want to catch this sicko as much as you do.

WIDEN SHOT as Ann presses for more:

ANN
Do you have any solids clues as to...? FERAL
(cutting her off) I'm sorry, Ann, but I'm already late for a meeting with the Mayor. Feral stalks off as Felina follows THROUGH SHOT. Ann tries to nab her.

ANN
Lieutenant Feral, perhaps you...

FELINA (PARTIAL VO)
Sorry, I've got to get him there.

We HEAR a car door SLAM o.s.

DRAMATIC ANGLE - ENFORCER SQUAD CAR - AT THE DOCKS

With Felina at the wheel and Feral in the passenger seat, it SCREECHES away from the dogs, leaving rubber, as we...

DISSOLVE TO:

EXT. ENFORCER HEADQUARTERS - DAY

PULL BACK from the sign over the front door as we see Mayor Manx's LIMO at the curb. MANX and CALLIE BRIGGS are heading for another, Rolls-Royce-type limo, parked behind Manx's. Felina and Feral SCREECH up behind the second limo.

CLOSER - MANX

Who brights as Feral gets out of his car.

MANX
Ah, Feral! Just in time! I want you to meet...

Manx points.

DRAMATIC ANGLE - THE MOORKROFT LIMO

As an Erich Von Stroheim-type CHAUFFEUR, OTTO, opens the door as the mysteriously beautiful KATRINA MOORKROFT slinks out of the back seat. Around her neck, like a fur piece (but moving), is her pet FERRET.

KATRINA
Katrina Moorkroft.

ANGLE - FERAL, MANX AND KATRINA

Katrina dives a dazzling smile as she holds out her hand to Feral, who takes it and smiles back. With her other hand she strokes her ferret.

KATRINA (CONT) I've heard a lot about you, Commander. But you're far more imposing in person.

ON FELINA - STANDING NEXT TO CALLIE

Felina rolls her eyes. Callie just smiles pleasantly.

FERAL (VO)
The pleasure is mine, Ms. Moorkroft.

ON FERAL AND KATRINA

He's still holding her hand.

FERAL (CONT) I've read about your generous charitable donations to Megakat City.

Manx LEANS IN.

MANX
Yes, so be nice to her, Feral...she just might want to add a new wing to Enforcer Headquarters.

KATRINA
(with a dazzling smile)
I just might.

Feral lets go of Katrina's hand...but takes her arm.

FERAL
That's encouraging to hear. Let me show you around the facility, Ms. Moorkroft.

KATRINA

Please, call me Katrina.

ANGLE - FRONT DOOR OF ENFORCER HEADQUARTERS

As Feral leads Katrina toward the entrance (with Manx next to them), Feral stops her by Felina and Callie.

FERAL
Oh, by the way, this is my niece, Lieutenant Felina Feral.

Katrina shakes hands with Felina, who forces a smile.

KATRINA
(aloof) Charmed.

Katrina turns her back on Felina as Feral leads her off. PUSH IN as Felina leans towards Callie.

FELLINA
(sotto to Callie) What is her story? CALLIE
(casually) Rich heiress. Megabucks. She blew into town two months ago and started donating millions. New parks, libraries...even a new philharmonc hall.

ANGLE - FRONT DOOR OF HEADQUARTERS

As a grinning Manx hurries to open the door for Katrina, she takes Feral's arm and enters Enforcer Headquarters. As she walks, she tickles the ferret under his chin.

CALLIE (CONT) (VO) Mayor Manx thinks she's the greatest thing to ever happen to Megakat City.

ON FELINA

Not happy.

FELINA
And from the looks of it, so does my Uncle.

DISSOLVE TO:

EXT. ENFORCER HEADQUARTERS - DAY

PUSH IN on the rooftop landing pad. We see Feral and Katrina on the roof, surrounded by jets and choppers. Manx, Felina and Callie are nearby.

FERAL
This completes the tour, Ms. Moor...er, Katrina.

CLOSER - ON FERAL AND KATRINA

KATRINA
Very impressive. I'm sure my money will be well spent here, Commander. Do you have a first name?

FERAL
Ulysses.

PAN WITH KATRINA as she moves toward the rooftop door, Feral opens it for her. Manx follows from behind, beaming.

KATRINA
I like it. I was wondering...Ulysses, if you might accompany me to the opening of the Moorkroft Philharmonic Hall tonight? MANX An excellent idea!

CLOSER - ON THE DOORWAY

As Katrina passes by, Feral smiles.

FERAL
I'd be delighted, Katrina.

KATRINA
I look forward to it.

Feral follows Katrina through the doorway as we WIDEN SHOT to see the grinning Manx turn to Callie and an unhappy looking Felina.

MANX
What about you, Callie? Are you bringing a date tonight? CLOSE - CALLIE

CALLIE
A date? I don't even have my car!

DISSOLVE TO:

EXT. SALVAGE YARD/JAKE AND CHANCE'S GARAGE - DAY

PUSH IN on the garage as we hear: CHANCE (VO)
Hurry it up, Jake! We've gotta finish Callie's car...

INT. GARAGE - ON CALLIE'S CAR

It's up on the lift as we see JAKE and CHANCE busy with RIVET GUNS, installing dual mufflers.

CHANCE (CONT)
...then get back to fixing the Turbokat!

JAKE
Yeah, Callie's already upset...

ANGLE - A LIFT CONTROL

As Jake hits the PNEUMATIC CONTROL.

JAKE (CONT) (PARTIAL VO)
...that we've had her car for two days.

ON CALLIE'S CAR

As it descends on the lift, Chance throws open the door and leaps behind the driver's seat.

CHANCE
Hey, good things take time, buddy!

ANGLE - DASH OF CALLIE'S CAR

As Chance's HAND turns the key. ENGINE STARTS.

CLOSE - ACCELERATOR PEDAL

As Chance's FOOT presses it down. VA-ROOM!

EXT. REAR OF CALLIE'S CAR

We see the vibrating exhaust pipes as the VAR-ROOMS continue, we WIDEN SHOT to see Chance (still in the drivers seat), head turned, looking out the rear window with a big grin.

CHANCE
Yesss! Those new turbo exhausts sound radical!

We hear a LOUDER VA-ROOM as Chance floors the accelerator.

CLOSE - TAILPIPE

As it shoots o.s.

DRMATIC ANGLE - JAKE

Who REACTS and dives o.s. as the tailpipe CLANGS against the wall.

ON JAKE - LOOKING UP FROM THE FLOOR

JAKE
But I guess the tailpipes are gonna need a mega-rivet to stay on! CALLIE (VO) Hey, guys!

Jake turns.

HIS POV - ON CALLIE

As she enters the garage, approaching the car, where Chance grins at her.

CALLIE (CONT) Is my car ready yet? CHANCE
It will be, when Jakey gets off the floor and puts your tailpipe on! ON JAKE - GETTING UP

He picks up the tailpipe from the floor and grabs a nearby rivet gun.

JAKE
Sorry it's taken so long, Callie.

LOW ANGLE - JAKE

As Jake, on his back, rolls in under the car on a dolly and starts to RIVET the tailpipe on. We see Callie ENTER, followed by Chance.

CALLIE
No problem. But I'm going to the new Philharmonic Hall tonight and I might...

CHANCE
Philharmonic Hall? Isn't that where they play all that boring classical music? CALLIE
Well, I don't find it boring, Chance.

ON JAKE

As he shakes the tailpipe. It's on solid.

JAKE
Me either.

Jake slides out from beneath the car as Callie's HAND REACHES IN to help him up. We WIDEN SHOT to see Callie smiling at Jake.

CALLIE
Really, Jake? Because I just happen to have an extra ticket. Would you like to go? JAKE
Sure.

ON CHANCE

Arms folded across his chest, his mouth drops as we hear: CALLIE (VO)
Great. I'll pick you up...

OTS CHANCE - ON CALLIE IN HER CAR - JAKE NEXT TO IT

Callie REVS the engine, then zooms off as Jake waves.

CALLIE (CONT)
...at eight.

JAKE
It's a date.

Jake grins at Chance, who walks past him (TOWARD CAMERA), still holding the rivet gun, as Chance turns (TOWARD CAMERA) in shocked disbelief.

CHANCE
(groans) A date? What am I supposed to do?

Jake tosses the rivet gun over his shoulder to Chance...

JAKE
(Chuckles) Well, you could work on the Turbokat engine...

...who catches it. Chance REACTS miffed, as we...

DISSOLVE TO:

EXT. BANKS OF THE MEGAKAT RIVER - DAY

CLOSE ON the lunchbox (labelled: Geno) as we WIDEN SHOT to see its still held in the now mummified/dessicated hand of Geno, whose clothed body is in the reeds by the riverbank. Kneeling it is Felina as an ENFORCER SGT. points to the body.

ENFORCER SGT. (PARTIAL VO)
It's the dockworker, Lieutenant. Same as the others.

FELINA
(sighs) When is this all going to end?

DISSOLVE TO:

EXT. MOORKROFT PHILHAROMIC HALL - NIGHT

PUSH IN on the modernistic hall (marked: MOORKROFT PHILHAROMIC HALL) SPOTLIGHTS are in front of the building. Lots of parked limos...including Manx's and the Moorkroft Rolls. From inside we hear an ORCHESTRA TUNING UP.

RADIO ANNOUNCER (VO)
This is Megakat Public Radio bringing you the inaugural concert from the new Moorkroft Philharmonic Hall...

INT. MEGAKAT HALL

The orchestra tuning CONTINUES, but the curtain is down. PUSH IN on a balcony box where Katrina and Feral are seated. She has opera glasses and Feral is holding a program. Manx is seated behind them, beaming. (NOTE: Katrina has no ferret with her.) RADIO ANNOUNCER (CONT) VO)
...where tonight we will be hearing Purvaldi's "The Fur Seasons."

PAN DOWN to the front row of the hall, where we see Jake (wearing a suit) sitting with Callie Briggs. They look up as a CLASSICAL OVERTURE starts to play. The curtain starts to rise, and the duo applaud (along with the audience) as we...

DISSOLVE TO:

INT. HANGAR - NIGHT

The CLASSICAL OVERTURE PLAYS from a seaker as we PAN OVER to see T-Bone in SWAT Kat outfit, minus bandana and helmet, on the standing wing of the Turbokat. He's holding a rivet gun in one hand.

T-BONE
(grumbling) Hope you're enjoying yourself listening to that crud, buddy.

CLOSER - T-BONE

As he whips out a remote device and BEEPS it. The CLASSICAL MUSIC STOPS as we now hear the ENFORCER DISPATCHER.

T-BONE (CONT)
I'd rather listen to the Enforcer scanner!

ENFORCER DISPATCHER (VO)
...we have a 211 at the Buttermilk Lounge. Officers en route. (STATIC)
Domestic dispute at 3400 Katuenga Boulevard. Nearest unit please respond.

CLOSE - ENGINE

As T-Bone LEANS IN and jabs with the rivet gun a few times, then jabs it angrily to accent his angry dialog.

T-BONE
(calmy) No sweat. I'll just use this night off to fix the Turbokat. (getting angry as he punches harder) Can't believe...ge's got...a date...with Callie!

CUT TO:

EXT. HIGH RISE CONSTRUCTION SITE - NIGHT

PUSH IN on the steel girded 'skeleton' of the building under construction. A sign in front reads: COMING SOON -- SKYCOR TOWERS -- LUXURY LIVING AT AN AFFORDABLE PRICE. On an upper floor, we see a burly CONSTRUCTION FOREMAN, wearing a hard hat, making an inspection. He checks some blueprints, then rolls them up.

FOREMAN
(to himself) Looking good. Two days ahead of schedule.

Suddenly the foreman REACTS to o.s. FLAPPING wings. He looks up.

HIS POV - ON GARGOYLE

The creature is FLYING TOWARD CAMERA, claws outstretched.

BACK TO FOREMAN

He drops to the ground as the creature MISSES him and CLANGS into a steel girder, bouncing off, slightly dazed.

FOREMAN
(GASPS) What the...?

The foreman gets up and runs.

ANGLE - A CONSTRUCTION ELEVATOR

As the foreman jumps in and frantically presses the DOWN button. The elevator CREAKS and starts to descend. The foreman suddenly REACTS to FLAPPING. He whirls.

OTS FOREMAN - THROUGH ELEVATOR GRATING

We see another GARGOYLE FLAPPING TOWARD the elevator, claws outstretched. The creature starts to RIP at the elevator. There's more FLAPPING as the foreman whirls back TOWARD CAMERA and REACTS.

FOREMAN
Yaaaah!

HIS POV - ON GARGOYLE

The first (gazed) Gargoyle is FLAPPING TOWARD HIM, reaching for him.

WIDE - THE ELEVATOR

The first Gargoyle grabs the foreman and starts to FLAP AWAY, flanked by the other gargoyle, as we suddenly hear an APPROACHING CHOPPER.

FOREMAN
Arggh! Noooo!!!!

FELINA (VO) (OVER LOUDSPEAKER)
Hold it right there!

The creatures look up, caught in a SPOTLIGHT.

OTS GARGOYLES - ON FELINA'S CHOPPER.

The SPOTLIGHT shines toward the gargoyles, as the foreman struggles.

FOREMAN
Helllp!

The Gargoyles HISS at the chopper.

CLOSER - FELINA - IN CHOPPER

She REACTS.

FELINA
What the heck are those things?

ON THE GARGOYLES

They SNARL and one of the creatures' eyes GLOW red as it SENDS a LASER BLAST towards the chopper.

ANGLE - THE CHOPPER

It veers as the LASER burns through a girder of the building.

FELINA (VO) (OVER RADIO)
Attention Headquarters!

INT. SWAT KATS HANGAR - ON T-BONE (WEARING A WELDING HELMET)

He's now up on a metal ramp using a WELDING TORCH to work on a Turbokat engine. He flips up his helmet, turns off his blowtorch and REACTS to:

FELINA (CONT) (VO) (OVER RADIO)
This is Lieutenant Felina Feral at Skycor Towers. I've got flying monsters trying to abduct a construction worker...

T-Bone throws off the helmet and tosses the torch.

T-BONE
Looks like I've got a date, too...

T-Bone leaps from the scaffold.

ANGLE - T-BONE'S LOCKER

As reaches in to pull out his Swat Kats helmet and puts it on.

T-BONE (CONT)
...with some monsters! What a time for the Turbokat to be out of commission!

EXT. SALVAGE YARD/SECRET ENTRANCE - NIGHT

We hear o.s. RUMBLING as the secret doors open and the THUNDER-TRUCK (See '94 episode "Mutilor") ROARS out.

T-BONE (CONT) (PARTIAL VO)
Lucky I've got the Thunder Truck!

EXT. CONSTRUCTION SITE - NIGHT

The Gargoyls are BLASTING at Felina's chopper with their LASER EYES. She veers the chopper and goes behind the steel structure as the LASER BLASTS take out more girders.

ON FELINA - IN COCKPIT

She veers the joystick.

FELINA
Gotta stop those things...but I can't risk hitting that worker!

OTS THE CHOPPER - MOVE TOWARD A CONSTRUCTION CRANE

Felina blasts the crane with a LASER BOLT, swinging it around toward the flying Gargoyle with the foreman.

CLOSER - THE GARGOYLE WITH FOREMAN

The Gargoyle REACTS to the swinging crane. The Gargoyle GRUNTS and drops the foreman as the creature stops the crane with his claws.

FOREMAN
Yaaah!

ANGLE - PILE OF SAND - ON GROUND

The foreman LANDS with a THUMP in the sand and starts running. The other Gargoylr SWOOPS IN and heads for him, claws outsretched. (See Tremblays drawing.) FOREMAN
Oof!

OTS FELINA'S CHOPPER

As it ZOOMS toward the Gargoyle, LASERS blasting.

FELINA (VO)
Oh no you don't!

The Gargoyle veers to avoid the LASER BLASTS. But now the other Gargoyle SWOOPS IN toward the chopper.

ANGLE - OTHER GARGOYLE AND CHOPPER

As the other Gargoyle's eyes GLOW and send a BLAST OF ENERGY toward the chopper.

ON FELINA - IN CHOPPER

As the BEAM CRACKS the windshield!

FELINA
Crud!

Another BEAM ZAPS IN and sends the chopper controls up in smoke. The chopper starts to shake wildly and descend. Felina struggles with the joystick.

ANGLE - CHOPPER AND BUILDING

The chopper SMASHES into the building, just as Felina leaps out.

ANGLE - A HIGH GIRDER

Felina catches the girder and hangs by her hands. She REACTS to FLAPPING WINGS and looks over her shoulder.

HER POV - ON GARGOYLES - COMING TOWARD CAMERA

Both Gargoyles BLAST ENERGY BEAMS from their eyes.

ON FELINA'S GIRDER

Th BEAMS SEVER the girder on either side of Felina. She falls.

DRAMATIC DOWN (PERSPECTIVE/VERTIGO) SHOT - ON FELINA

As she falls, we see the ground far below (and no sand for a soft fall!) FELINA
Yaaaaaahhhh!

FADE OUT:

ACT TWO

FADE IN:

EXT. CONSTRUCTION SITE/ON FALLING FELINA

Dropping to her as suddenly, we hear a WHOOSH as a half dozen GRAPPLING HOOKS WITH BUNGEE CORDS TRAILING BEHIND WHOOSH INTO SHOT, hooking onto the girders beneath her...forming a bungee-cord hammock. Felina drops into it as PAN DOWN TO...

THE THUNDER TRUCK

With T-Bone at the controls. The bungee cables extend upward as Felina comes sliding down them like a commando. She lands in the truck with a THUMP.

FELINA
Thanks! What are you doing here? T-BONE
I got your distress call!

Felina grabs the mounted Thunder Truck as she REACTS to the o.s.: FOREMAN (VO)

Hellp!

FELINA
C'mon! We've gotta save that guy!

FELINA'S POV - ON CEMENT TRUCK

The foreman, fleeing from the Gargoyles, jumps into a jeep with a rag top and drives away from the site as the two Gargoyles FLAP IN from either side and pick up the jeep.

ON T-BONE AND FELINA - IN THUNDER TRUCK

T-Bone REACTS, looking behind him.

T-BONE
Better buckle up!

T-Bone pushes the THRUSTER forward.

EXT. REAR OF THUNDER TRUCK

As the ENGINES ignite with FLAMING EXHAUST, leaving rubber. We see the bungee cables disengaged as the vehicle peels off.

OTS GARGOYLES COMING TOWARD CAMERA AS THUNDER TRUCK FOLLOWS

Felina FIRES the LASER CANNON at the Gargoyles who are now airborne, dodging and firing back LASER BLASTS of their own. The Thunder-Truck SCREECHES and bounces from side to side as T-Bone veers away from the Gargoyles BLASTS.

FELINA
(yells) Can't you keep this thing steady! T-BONE (VO)
Cripes! She's been in the truck two seconds and she's already tellin' me how to drive!

DRAMATIC ANGLE - THE GARGOYLES

Dodging the LASER BLASTS, one turns back and fires a GLOWING ENERGY BOLT back at our heroes. The other RIPS his claws through the jeep's rag top and pulls the foreman out.

FOREMAN
Yiiiii!!!

DRAMATIC DOWN SHOT - ON THUNDER-TRUCK

As T-Bone swerves the truck to avoid the ENERGY BLAST, which takes out a nearby power pole. SFX: CRACKLING ELECTRICITY.

BACK TO GARGOYLES

As they drop the jeep toward the Thunder Truck which is gaining on them.

DRAMATIC DOWN SHOT - JEEP

Hurtling toward the Thunder-Truck as we see there's nothing but warehouse on either. T-Bone yanks the wheel.

T-BONE
Hang on!

The Thunder-Truck CRASHES through one of the warehouses just as the jeep SMASHES into the street, just missing it.

ANGLE - GARGOYLES

With a TRIUMPHANT HISS, they FLAP off into the fog with the foreman in tow.

EXT. OTHER SIDE OF WAREHOUSE

A BEAT and the Thunder-Truck CRASHES through. T-Bone looks up.

T-BONE
Crud! Where are they?

ANGLE - FELINA

As she hits some buttons on her console.

FELINA
You got radar in this jalopy? WIDEN SHOT as T-Bone looks out his window at her.

T-BONE
What do you think?

CLOSE - FELINA AND PANEL

She presses BEEPING buttons as the RADAR SCREEN comes to life with two BLIPS on it, heading in the Northeast direction.

FELINA
Got 'em! Head for the Northeast Quadrant! DRAMATIC ANGLE - T-BONE

He REACTS as he turns the wheel.

T-BONE
(grumbling)
Some date! Now she's givin' me orders!

WIDE - THUNDER TRUCK

As it SCREECHES into a U turn and ZOOMS off down the road.

ANGLE - A CHAIN LINK FENCE

As the Thunder-Truck ZOOMS INTO SHOT and over the fence (a la Rat Patrol), TEARING up a small rise and into the fog.

CLOSE - RADAR

As the BLIPS suddenly disappear. Felina LEANS in and REACTS.

FELINA
Darn! They're gone!

DRAMATIC ANGLE - THE THUNDER TRUCK

As it SCREECHES to a halt. Felina peers into the fog.

T-BONE
You lost 'em? FELINA
Maybe! CLOSER - FELINA

She pulls out a flashlight and CLICKS it on as the BEAM FLASHES TOWARD CAMERA.

HER POV - ON GROUND

We PAN OVER bushes and trees with the FLASHLIGHT BEAM until it hits the foreman's helmet.

FELINA (VO)
It's the construction worker's helmet!

CLOSE - ON HELMET

As Felina's hand REACHES in to pick it up.

FELINA (CONT) (PARTIAL VO)
Crud! We were so close!

PAN UP to see Felina with the helmet.

T-BONE
Hey...

OTS T-BONE

As he reaches a rise. Below him is the palatial estate (marked on the front gate: MOORKROFT MANOR) looking spooky in the fog. T-Bone points as Felina comes up behind him.

T-BONE (CONT)
...looks like we've ended up in the high rent district.

ON T-BONE AND FELINA - LOOKING DOWN

Felina REACTS

FELINA
Hmm, Moorkroft Manor. So this where the benefactor of Megakat City lives. Let's check it out.

DISSOLVE TO:

EXT. FRONT GATE OF MOORKROFT MANOR - NIGHT

PUSH IN on the open gate and beyond, where we see the Thunder-Truck parked in front of the Manor. T-Bone and Felina are talking to a stiff looking BUTLER at the foot of the front steps.

BUTLER
No, Lieutenant. I didn't hear anything...and madam is out for the evening.

FELINA
Yes, with my Uncle. Well, thanks for your help Laszlo.

Felina and T-Bone head back toward the truck.

ANGLE - THUNDER-TRUCK

T-Bone's at the wheel.

T-BONE
Well, Lieutenant? Where can I chauffeur you now? FELINA Enforcer Headquarters.

The truck ZOOMS off as we PUSH IN on the gates automatically closing with an EERIE CREAK.

DISSOLVE TO:

EXT. ENFORCER HEADQUARTERS - NIGHT

The Thunder-Truck SCREECHES to a halt as we PUSH IN on T-Bone and Felina as she hops out.

FELINA
Thanks for the lift, T-Bone. And for saving my tail.

T-BONE
Don't mention it. It was quite a date.

CLOSER - T-BONE

As he reaches into his flight suit for a Swat Kat beeper with a BLUE button.

T-BONE (CONT)
Listen, why don't you take this Swat Kat beeper...

T-BONE tosses the beeper.

WIDER - TO INCLUDE FELINA

As she catches it.

T-BONE (CONT)
...in case you ever need a little extra help.

FELINA
I can take care of myself.

T-Bone holds up his hands.

T-BONE
Roger that! Then just keep it for good luck.

T-Bone gives a little salute as he ZOOMS off. Felina puts the beeper in a reae pocket, as we...

CUT TO:

EXT. MOORKROFT PHILHARMONIC - NIGHT
PUSH IN on Commander Feral as Otto holds open the door for Katrina, who gets into her limo as Otto hands her the pet ferret. Otto closes the door.

FERAL
Thanks for the invitation, Katrina.

INT. LIMO - ON KATRINA

As Feral LEANS IN through the window to shake her hand.

FERAL (CONT) I've had a wonderful evening.

KATRINA
So have I. (whispers seductively) I know we'll meet again soon, Ulysses...(KISS) Katrina reaches up to brush his lips with a kiss.

OTS KATRINA - ON CHAUFFEUR (OTTO)

She taps him on the shoulder. We see Otto's eyes reflected in the rear view mirror.

KATRINA
Take me home, Otto.

OTTO
Yes, Ms. Moorkroft.

ON FERAL - AT THE CURB

As the limo ROARS away, Feral's still touching his lips. Mayor Manx approaches, grinning, and SLAPS him on the back.

MANX
Heh, heh! I think she likes you, Feral.

PAN OVER TO:

CALLIE'S CAR - AT THE CURB

Callie's at the wheel, with Jake in the passenger seat.

JAKE
(humming classical music strains) Radical concert, Callie! Callie starts the engine as the car SCREECHES away from the curb with VA-ROOMING SFX.

CALLIE (PARTIAL VO)
Radical tune up, Jake!

DRAMATIC ANGLE - REAR OF CALLIE'S CAR

VA-ROOMING FLAME from the tailpipes as the car leaves rubber, and we...

DISSOLVE TO:

THE REAR OF THE MOORKROFT LIMO - MOVING

As we WIDEN SHOT to see it approaching Moorkroft Manor, the spooking looking estate on the hill.

KATRINA (VO)
Faster, Otto!

DRAMATIC ANGLE - INTERIOR LIMO

Otto is in the FOREGROUND as we PUSH PAST HIM to see Katrina in the back seat, her face partially covered by her hair...which is now streaked with white!

OTTO
We're almost there!

CLOSE - ON KATRINA'S HANDS

They are starting to WRINKLE as she strokes the ferret. It CHITTERS nervously. PAN UP with her hand as she brushes away the white hair to reveal her once beautiful face is now hideously wrinkled!

KATRINA
(voice cracking) Faster!

LOW ANGLE - THE GATES OF MOORKROFT MANOR

As they CREAK open, the limo WHOOSHES IN, its tires RUNNING OVER CAMERA!

HIGH ANGLE - DOWN SHOT - DRIVEWAY IN FRONT OF MANOR

As the limo SCREECHES to a halt in a flurry of gravel, the white haired Katrina rushes out of the limo, toward the front stairs.

ANGLE - FRONT DOORWAY

As Laszlo opens the front door, Katrina hands him the ferret, then storms past him into the Manor.

LASZLO
All has been prepared, madam.

KATRINA
Good. These temporary solutions are so tiresome...

ANGLE - A WALL MIRROR

Katrina rushes past with a glance at her hideous face as we see her (in the mirror) start up a spiral staircase.

KATRINA (CONT)
...but I must be kept beautiful just a little while longer! Until tomorrow night's eclipse...

DRAMATIC DOWN SHOT - THE SPIRAL STAIRS

As Katrina hurries up, winding around the stairs and up TOWARD CAMERA.

KATRINA (CONT)
...and then I shall need only one more lifeforce to sustain me for the next hundred years.

DRAMATIC UP SHOT - OTS LASZLO AND OTTO - ON KATRINA

She's reached the top of the stairs and moves down a hallway, glancing down at her servants.

KATRINA (CONT)
The lifeforce of the one who's in love with me.

CLOSE - KATRINA

Old and ugly, she smiles evilly, revealing fangs.

KATRINA
And I have found him.

DOWN SHOT - ON LASZLO AND OTTO

Otto turns to Laszlo, with an evil grin.

OTTO
(dripping with menace) His name is Feral.

As Laszlo also smiles evilly, we CUT TO:

ANGLE - A HALLWAY DOOR

As Katrina throws it open.

OTS KATRINA - ON CONSTRUCTION FOREMAN - IN OBSERVATORY

Katrina moves into the observatory room, lit only by a shaft of moonlight

from the open skylight. The moonlight illuminates the worker, who's tid to a vertical stone pillar. He looks up and REACTS.

FOREMAN
(GASPS)

DRAMATIC ANGLE - KATRINA

As she moves TOWARD CAMERA, her eyes GLOWING evilly.

KATRINA
Sorry to keep you waiting!

EXT. MANOR HOUSE - NIGHT

The fog has moved away so the moon can bathe the Manor is eerie light. The stillness is broken by: FOREMAN (V0) Yaaaaaaah!

The SCREAM fades into...

EXT. JAKE AND CHANCE'S GARAGE - NIGHT

...the SCREECH OF TIRES as Callie's car peels away from the garage, with Jake waving.

JAKE
(calling) G'night, Callie! Thanks again!

Jake turns and REACTS as we PAN OVER TO:

THE GARAGE DOORWAY

Chance is leaning against it, arms folded.

CHANCE
(mimicking) "Thanks again!" Have a good time, buddy? Jake ENTERS SHOT with a grin.

JAKE
What's the matter? Jealous? CHANCE
Why should I be? I had a date of my own.

Jake stops and REACTS puzzled, as we...

WIPE TO:

INT. THE HANGAR - ON JAKE AT THUNDER-TRUCK

He points to the passenger side of the truck as we PUSH IN. Chance is lounging in the driver's side, feet up on the dash.

JAKE
I can't believe you let Felina Feral ride shotgun in our Thunder-Truck!

Chance grins...

CHANCE
That's not all. I gave her a beeper so if she wants to see me again, she knows how to reach me.

...then reaches into his pocket for a blue beeper. Jake REACTS.

JAKR
You gave her a beeper? CHANCE
Jealous?

DISSOLVE TO:

INT. ENFORCER HEADQUARTERS - DAY

PUSH IN as we hear:

FERAL (VO)
(irked) Felina, what were you doing out there last night? INT. FERAL'S OFFICE

Feral is at his desk as Felina stands in front. Feral now has a streak of gray that wasn't there before.

FERAL (CONT)
Do you really think Katrina Moorkroft could have anything to do with these hideous crimes? ON FELINA FELINA
I just wanted to...

Feral LEANS TOWARD her over the desk.

FERAL
Perhaps you're a little bit upset because Katrina is interested in me.

Felina REACTS.

FELINA
What intersts me, Uncle, is the fact that these crimes began two months ago.

OTS FELINA - ON FERAL

As he gets up and moves toward the window

FELINA (CONT)
Just about the time Ms. Moorkroft moved to Megakat City.

FERAL
Coincidence.

ON FERAL - LOOKING OUT THE WINDOW

Hands clasped behind his back, he looks out at the city.

FELINA (VO)
What do you really know about her, Uncle? FERAL
All I need to know, Felina. (dreamily) She's fascinating and exciting. I've never meet anyone quite like her.

Felina ENTERS to stand next to her Uncle. (NOTE: Profile shot.) FELINA
So you're not even going to check her out? FERAL
I certainly am. I'm meeting her for lunch.

Felina rolls her eyes, and stalks off.

EXT. FERAL'S OFFICE

Felina exits and SLAMS the door, as we...

DISSOLVE TO:

EXT. CITY HALL - DAY

PUSH IN as we see CALLIE BRIGGS at her window, on the phone.

CALLIE
I think you should contact the Enforcers about your theory, Dr. Sinian.

INT. MEGAKAT MUSEUM OF NATURAL HISTORY

DR. ABBY SINIAN is at her desk.

DR. SINIAN
I tried Commander Feral, but he took a long lunch. However, I did speak to his niece. She's on her way.

BACK TO CALLIE - IN HER OFFICE

CALLIE
So am I. If you've got an idea about who's terrorizing Megakat City...I want to hear it.

DISSOLVE TO:

EXT. MEGAKAT MUSEUM OF NATURAL HISTORY - DAY

Felina's car is parked in front of the museum with Callie's car parked behind it.

DR. SINIAN (VO)
This is a prehistoric carving...

DISSOLVE TO:

INT. MUSEUM/ON A HIDEOUS SUCCUBUS CARVING

It's an ancient stone carving of a hideous demon.

DR. SINIAN (CONT) (VO)
...of an ancient demon known as the succubus.

PULL BACK to reveal Dr. Sinian, Callie and Felina in front of the exhibit.

DR. SINIAN (CONT)
In her quest for eternal life, she drained the lifeforce of her male victims,

leaving behind...

PAN OVER to several MATRONLY MUSEUME-GOERS (WOMEN) who REACT to Dr. Sinian's words and hurry off, startled. In he BG, we see the back of another museum-goer (it's Otto, but we don't see his face) in front of another diorama.

DR. SINIAN (CONT) (VO)
...only parched, lifeless husks.

ON FELINA - AT CARVING

She runs her hand over the clawed bas-relief. Dr. Sinian looks on.

FELINA
Just like the remains we've been finding. So you think a succubus...

PAN OVER TO A SHADOWY CORNER - A STONE PILLAR

We see a silhouette, then Otto peers out from the shadows. He listens attentively. We see him holding the ferret.

FELINA (CONT) (VO)
...is loose in Megakat City?

DR. SINIAN (VO)
I'm not sure. But tonight is a centennial lunar eclipse...

WIDE - THE THREE WOMEN IN THE EMPTY GALLERY

DR. SINIAN (CONT)
The succubus was said to use such nights to renew her beauty...

PUSH IN on the hideous carving of the succubus.

DR. SINIAN (CONT) (PARTIAL VO)
...for another hundred years.

CALLIE (VO)
It's a pretty wild story.

Felina LEANS IN to point at the carving.

FELINA
Finding someone that looks like that shouldn't be very hard.

WIDER - TO INCLUDE DR. SINIAN AND CALLIE

DR. SINIAN
No, Lieutenant...a succubus always disguises herself...as a beautiful woman.

FELINA
(musing)
Really?

Suddenly our trio REACT and whirl as a shadow falls over them.

TRI-HEAD (VO)

(LOW GROWL)

THEIR POV

On a monstrous head. It's coming through a doorway, fanged mouth SNAPPING.

TRI-HEAD (CONT)
(MENACING GROWL)

DRAMATIC ANGLE - THE WOMEN

As Felina draws her sidearm, another head crashes through a wall near them. Felina FIRES a useless LASER BLAST at the creature.

FELINA
What the...? Run!

The trio race off as another head CRASHES through a diorama and almost bites Felina.

ON FELINA - RUNNING TOWARD CAMERA

She pulls out a walkie talkie and starts to talk into it.

FELINA
This is Lieutenant Feral. I need...

Suddenly the tail of the creature SMASHES INTO SHOT and WHAPS Felina.

ANGLE - A WALL

She goes skidding into a wall with a THUMP. The walkie talkie and sidearm are dropped on the floor as tail SMASHES IN to destroy them. Dr. Sinian and Callie RRACE and help Felina off, just as a head SMASHES IN and SMASHES into the wall where Felina was!

ANGLE - A HALLWAY NEAR FRONT DOOR

As Felina, Callie and Dr. Sinian run, the tri-head CRASHES THROUGH A WALL and blocks their path. Dr. Sinian points.

DR. SINIAN
This way!

OTS THE TRI-HEAD - AS IT CHASES THE WOMEN

They're moving toward a door marked: EXIT.

DR. SINIAN (CONT)
We'll get out through the garage!

TRI-HEAD
(HIDEOUS ROAR!)

ON CALLIE

Fumbling in her purse as she runs.

INT. PURSE

As Callie's hand finds the SWAT KAT COMMUNICATOR and presses the RED BUTTON.

DRAMATIC ANGLE/INT. STAIRWELL

As the women race in and start down the stairs a GROWLING HEAD CRASHES through the wall and SNAPS at them. They start up the stairs as the other two heads CRASH through, just missing them.

FELINA
Crud! Only one way to go...up!

EXT. ROOF OF MUSEUM

The women race onto the roof as the door SLAMS behind them. HOLD A BEAT as the three headed creature EXPLODES through the stairwall.

TRI-HEAD
(ANGRY ROAR)

OTS THE CREATURE - ON THE WOMEN

They back toward the wall, but there's no escape from the creature. It advances on them ominously, as we...

FADE OUT:

ACT THREE

FADE IN:

DRAMATIC DOWN SHOT - ROOF OF MUSEUM

The tri-head advances, its three heads cutting off any escape. The three women are pressed against the wall.

FELINA
We're trapped!

Suddenly there's the o.s. ROAR of the TURBOKAT. Everybody looks up. Including the three-headed critter, who looks to his left.

CREATURE'S POV - UP ANGLE - ON THE TURBOKAT

As it WHOOSHES TOWARD CAMERA, it LAUNCHES a MEGA-OCTOPUS MISSILE TOWARD CAMERA. The missile opens up its iron claws.

T-BONE
Good thing we got the Turbokat fixed in time! DRAMATIC ANGLE - THE TRI-HEAD

As the Mega-Octopus CRUNCHES around the creature's left shoulder, driving him to the right, CRASHING through the wall of the roof and over the side. The flailing tail WHIPS out...

ANGLE - THE WOMEN

The tail SMASHES them backwards over the roof (NOTE: See Davis' diagram.) FELINA/CALLIE/DR. SINIAN

Yaaah!!!!

ON T-BONE - IN COCKPIT

T-Bone REACTS as we WIDEN SHOT to see Razor sighting.

T-BONE
Razor! RAZOR
I see 'em!

ON THE FALLING WOMEN - THROUGH RAZOR'S MOVING GRID-SIGHT

They are LOCKED IN with BEEPING CALCULATIONS. The women are headed for impact.

RAZOR (CONT) (VO)
Air-bag missile...locked...

DRAMATIC ANGLE - BENEATH TURBOKAT

As the missile WHOOSES off.

RAZOR (CONT) (VO)
...launched!

OTS MISSILE - TRACKING DOWN

The missile hits the ground and opens into a GIANT AIRBAG, just in time for the three women to land safely in it with a THWAP.

DR. SINIAN/CALLIE/FELINA
Oof!

RAZOR (VO)
Bingo!

ANGLE - THE TURBOKAT - MOVING

As it WHOOSES up and veers around.

T-BONE
Nice save, buddy! Now let's make sure that three headed monstrosity is out of commission!

DRAMATIC ANGLE - STREET NEXT TO MUSEUM

The Mega-Octopus missile has crashed in the street, bending a streetlight into scrap, and landed on the sidewalk, claws still closed and intact. The tri-head, however, is gone! We see Feral's ENFORCER CAR SCREECH up, followed by the Moorkroft limo, with Otto at the wheel. The Turbokat HOVERS IN over the empty missile.

RAZOR

T-Bone! Our missile's still in one piece...

ANGLE - RAZOR - IN COCKPIT

He's looking down in disbelief.

RAZOR (CONT)
(in disbelief) ...but that monster's gone!

ANGLE - TURBOKAT HOVERING OVER THE STREET

We see the cockpit pop as Felina and Callie race up below with Dr. Sinian. T-Bone points o.s. Razor looks down at Callie.

RAZOR
Are you all right, Ms. Briggs? ANGLE - CALLIE

Looking up. Behind her we see the Moorkroft limo move off around the corner, with Otto at the wheel.

CALLIE
Fine. Thanks to you SWAT Kats.

EXT. THE MOORKROFT LIMO - MOVING

It roars down the city streets as we PUSH IN on it.

INT. LIMO/ON KATRINA AND FERRET

In the back seat, Katrina pets the creature, cooing to it.

KATRINA
You've failed my little pet.

PULL BACK to see Otto at the wheel (IN FOREGROUND) glowering.

OTTO
The niece knows too much.

KATRINA
It doesn't matter, Otto. Tonight it will all be over...

CLOSE - KATRINA'S FACE

She smiles evilly.

KATRINA (CONT)
Feral will be mine.

MATCH DISSOLVE TO:

KATRINA'S SMILING FACE/IN A PICTURE FRAME

We PULL BACK to see the frame's on Feral's desk in his office. He's holding, staring at it lovingly. Feral's hair has more gray in it now. (NOTE: This is Feral, Stage 2.)

FERAL
Is that the face of a succubus, Felina? WIDEN SHOT to see Felina standing over the desk, tapping a manila file folder in front of the seated Feral.

FELINA
You've read my report...including the incident at the museum.

Feral turns away, with difficulty, from the picture of Katrina, and faces his niece.

FERAL
I think you should take some time off, Felina. This case is getting to you.

OTS FERAL - ON FELINA

From behind, we can see the streaks in Feral's hair. The irked Felina points at Feral.

FELINA
No, it's getting to you. I'm going to have a little chat with Ms. Moorkroft.

Feral jumps to his feet, his back FILLING FRAME.

FERAL (VO)
You'll do no such thing.

DRAMATIC TWO SHOT - FELINA AND FERAL

Felina backs away slightly from her Uncle's displeasure.

FELINA
At least bring her in for questioning.

FERAL
Absolutely not.

Felina grabs the picture of Katrina from the desk.

FELINA
I don't know what spell she's put over you, Uncle...but you've aged ten years since you've met her.

FERAL
Nonsense, Felina. I've never felt more alive.

He grabs the picture away from Felina and puts it back on the desk.

CLOSE - FERAL AND PICTURE

He smiles at the picture.

FERAL (CONT)
But don't worry, I'll question Ms. Moorkroft myself. And the question I intend to ask is a more important one.

Feral goes into his breast pocket for a little box. He opens the lid and

turns the box to reveal a SPARKLING diamond engagement ring. We WIDEN SHOT to see FELINA react in shock.

FELINA
Uncle, no...

FERAL
Yes, Felina. Wish me luck. Tonight's the big night. I'm having dinner with Katrina at the manor...and then I'm going to ask her to be my bride.

Felina turns and walks away, shaking her head.

ANGLE - DOOR TO OFFICE - OTS FERAL

He's still looking at the picture as Felina exits, then looks back at him and mutters: FELINA
(mutters) They say love is blind...I just hope it's not fatal.

Feral doesn't even look up as she shuts the door.

DISSOLVE TO:

EXT. MOORKROFT MANOR - NIGHT/THROUGH INFRA RED BINOCULARS

There's a full moon as the binoculars focus on the house. We see Feral's car parked in front of the Manor. We ZOOM IN on the dining room windows where we see Feral (in a tux) and an elegantly dressed Katrina having dinner.

INT. DINING ROOM

We see a SERVANT hold a fish on a tray out to Feral and Katrina.

FELINA (VO)
I feel like a peeping tomkat. Everything looks normal. Maybe I'm wrong.

DRAMATIC ANGLE - FELINA - WITH MANOR BEYOND

She's on a hill above the manor, staking it out with INFRA-RED BINOCULARS. We see her put them down and rub her tired eyes.

FELINA (CONT)
...about the whole thing. (YAWNS) Maybe I should be worrying about what to wear to the wedding.

Suddenly there's the sound of an ENGINE STARTING UP. Felina puts the glasses to her eyes.

ON THE FRONT GATES OF MANOR - THROUGH BINOCULARS

We see Laszlo and Otto in the front seat, driving the limo through the open front gate, looking around suspiciously. The limo has no headlights on.

FELINA (CONT) (VO)
Where are those two going? Better follow them.

ANGLE - COUNTRY ROAD - NIGHT

The limo ZOOMS PAST CAMERA. We hold AB BEAT as Felina, in her Enforcer car, without lights, follows.

WIPE TO:

EXT. MEGAKAT MARSH - NIGHT

The limo is parked, lights off, nead to a reedy marsh. We see Otto and Laszlo at the open trunk, hauling out a big plastic bag. There's a THUMP and we ZOOM IN dramatically to see the construction foreman's boot BOOT has dropped onto the ground.

ANGLE - FELINA - NEXT TO BUSHES

Her car is parked behind some bushes as Felina peers around it and REACTS.

FELINA
(sotto) I knew it. I've got them red handed.

Felina draws her sidearm.

ANGLE - TWO SERVANTS MOVING TOWARD MARSH WITH BAG

Suddenly from FOREGROUND, Felina ENTERS, holding her weapon.

FELINA (CONT)
Hold it right there. You're under arrest.

CLOSER - SERVANTS

They turn and grin evilly.

OTTO
The mistress thought you might be watching the house.

The duo's eyes begin to GLOW as they fire LASER BEAMS o.s.

ON FELINA

As the beam ZAPS the sidearm out of her hand, she REACTS to o.s. CRUNCHING SOUNDS.

FELINA
Crud! (GASPS)

ON SERVANTS

They begin to TRANSFORM into the GARGOYLES! (Use varuious cuts.)

ON FELINA

As a Gargoyle charges in, she goes into a spinning kung fu move and WHAPS the Laszlo/Gargoyle into the marsh with a karate kick. SPLASH! She suddenly whirls as she hears o.s. FLAPPING. She turns, arms poised in a karate stance.

FELINA

Hyaaaah!

HER POV

The Otto/Gargoyle is airborne, his foot COMING TOWARD CAMERA. There's a THUD as the SCREEN GOES BLACK.

DISSOLVE TO:

EXT. MOORKROFT MANOR - NIGHT

The moon is starting to go into eclipse as we PUSH IN on the dining room windows. THROUGH THEM we see Katrina smiling as she holds up Feral's ring. (It's out of the box, which is on the table.) The Servant pours milk into a goblet that Feral is holding.

KATRINA
I'm flattered, Ulysses.

INT. DINING ROOM - CONTINUOUS

Feral looks eagerly at Katrina.

FERAL
Then the answer is yes, Katrina? Laszlo (now back to normal, of course) ENTERS SHOT.

LASZLO
The eclipse has begun, madam.

Katrina gets up, puts the ring in Feral's hand, then closes his palm over it. She then grabs his hand, tugging him away from the table.

KATRINA
Come, we should go to the observatory and watch the eclipse. I promise you it will be a sight you'll never see again.

Feral rises from the table and follows Katrina o.s.

FERAL
(LAUGHS) Katrina...I want an answer first.

EXT. DINING ROOM/INT. HALLWAY

As Katrina, smiling, leads Feral out of the doorway and into the hallway, where they start up the spiral staircase. Behind them, the three servants (including Laszlo and Otto) watch them with sinister looks. Otto is holding the ferret.

KATRINA
(SEXY LAUGH) All in good time.

INT. OBSERVATORY - EST. SHOT

We see lots of glass with the moon shining through the skylight. Lots of plants. We see Katrina lead Feral to a chair and push him gently into it.

EXT. OBSERVATORY - DRAMATIC DOWN SHOT - THROUGH SKYLIGHT

Katrina stands behind the chair and looks up (TOWARD CAMERA) her hands on Feral's shoulders. Feral holds up the GLITTERING RING.

FERAL
Well, Katrina? I'm waiting for your answer?

INT. OBSERVATORY - ON FERAL AND FELINA

Behind Feral, we see Katrina's face WRINKLING DRAMATICALLY as her hair as STREAKS OF WHITE shoot through her hair.

KATRINA (voice getting husky) All...in...good...time.

Her hands massage Feral's shoulders. Hands that are now WRINKLING hideously. Feral's eyes are closed. He's smiling.

DRAMATIC OTS SHOT - KATRINA LOOKING UP THROUGH SKYLIGHT

The moon is now half eclipsed as Katrina, shudders, then raises her hands from Feral's shoulders.

CLOSE - FERAL

He starts to turn, just as Katrina's hands grab his forehead. He GASPS as her long fingers get longer...GLOWING with an unholy aura as the fingers meld with Feral's forehead.

FERAL
Katrina, you're trembling...(GASPS!)

Feral's eyes go WIDE as he begins to twitch slightly, mouth agape. We WIDEN SHOT to see Katrina, draining Feral's lifeforce. Her wrinkled face starts to unline. Her white hair begins to regain its color. Feral's hair is getting whiter. Katrina's eyes are closed, enjoying the ecstatic surge of energy from her victim.

KATRINA (PARTIAL VO) (GASPING MOAN) My face will soon be eternally beautiful...thanks to you Commander!

She whirls and nods as we PAN OVER to Laszlo, Otto and the other Servant. Otto pushes a button as an observatory wall spins to reveal a groggy Felina, tied to a chair. She looks up and REACTS, struggling against her bonds.

KATRINA (CONT) (VO)
And your niece can witness my rejuvenation...before we destroy her! FELINA Uncle...no!!! Stop it!

ON KATRINA AND FERAL

More wrinkles disappear, as she clings to the twitching Feral.

CLOSE - FERAL'S HANDS

They start to SHRIVEL and WRINKLE, slumping as the diamond ring drops.

KATRINA
It's too late! He's mine!

LOW ANGLE - THE FLOOR

As the ring PINGS to the floor.

KATRINA (CONT) (VO) The power of love will keep me young...

DRAMATIC DOWN SHOT - ON KATRINA/FERAL - THROUGH OBSERVATORY SKYLIGHT

Katrina looks up triumphantly through the skylight.

KATRINA (CONT) ...and beautiful for the next century! (LAUGHS) INT. OBSERVATORY - CLOSE ON FERAL

His hair is now totally white. His cheeks are becoming sunken and wrinkled. PULL BACK to see Katrina, who now looks more youthful than ever. She's GLOWING with vitality. PAN OVER to Felina, struggling in her chair.

KATRINA
It won't be long now! FELINA You are the succubus!

OTS - ON KATRINA

The chair (its back is TO CAMERA, in the FOREGROUND) rocks back and forth as wee see that Felina's struggles have exposed the Swat Kat beeper in her back pocket.

KATRINA
Smart girl! But it won't save your uncle! By the end of the eclipse, he'll be totally drained!

ON FELINA

As she reacts, with a twist that sends her chair falling over backwards with a CRASH.

FELINA
Noooooo!!!

LOW ANGLE - FLOOR

As Felina sees the beeper and hits the button with her shoulder. The blue light begins to FLASH.

INT. OBSERVATORY - LOW ANGLE ON FELINA

She's in the FOREGROUND on the floor as Katrina points a GLOWING hand toward her. Next to Katrina, the three servants are bathed in a swirl of AURA ENERGY from her. They TRANSFORM DRAMATICALLY.

ANGLE GARGOYLES - (MULTIPLE CUTS) into three Gargoyles, glowing with evil energy.

KATRINA
I think she's seen enough! Destroy her!

OTS GARGOYLES

As they approach the fallen Felina, claws raised. Suddenly there's a CRASH of glass! They look up.

GARGOYLE'S POV - ON SWAT KATS

They've CRASHED through the skylight (we see the moon in total eclipse in the sky behind them), wearing DELTA-BAK PAKS. Their feet KICK TOWARD CAMERA.

T-BONE
Rock and roll!

ON TWO GARGOYLES (SERVANT AND LASZLO)

As they STAGGER BACKWARDS from the kicks of the Swat Kats. They CRASH INTO THE OBSERVATORY WALL and right through it.

SERVANT/LASZLO GARGOYLES
Oof!

ON THE THIRD (OTTO)

As Razor lands on top of him and the pair CRASH to the floor, struggling.

OTTO GARGOYLE
Ooof!

Razor flips the gargoyle out the window with a CRASH.

ANGLE - FELINA

As T-Bone lands next to her and quickly uses his claws to slice her free from the ropes.

T-BONE
Got your message! FELINA
Look out!

There's an o.s. CRASH as both dive to avoid BLASTING LASER BEAMS.

WIDER - TO INCLUDE TWO GARGOYLES (LASZLO AND SERVANT)

They've CRASHED through the wall of the hidden room and are using their GLOWING EYES yo fire at Felina and T-Bone. T-Bone points his Glovatrix and LAUNCHES a BUZZSAW BLADE upward.

DRAMATIC ANGLE - CHANDELIER

As the blade BUZZSAWS the chain, the chandelier falls downward and clobbers the two gargoyles.

ANGLE RAZOR

As the first Gargoyle FLAPS UP through the open window. Razor shoots a trio of Bolo Missiles and wraps the Gargoyle's wings up. He's thrown backwards out the open window.

ON KATRINA - STILL WITH FERAL

She REACTS angrily, pointing a GLOWING HAND and the ferret, on the floor next to her. The aura envelopes it as it TRANSFORMS into the tri-head creature from earlier!

KATRINA
Destroy them, my pet!

ANGLE - T-BONE, RAZOR AND FELINA

They dive away as the three heads SNAP INTO SHOT, almost taking their heads off. The spiked tail of the creature WHIPS OUT.

ON OUR TRIO

As the spiked tail SWINGS IN, imbedding in the wall, with Felina, T-Bone and Razor trapped between the spikes, wedged against the wall. They're trapped. The three heads SWING IN, jaws open, to finish the job.

RAZOR
T-Bone! Jettison Glovatrixes! T-BONE
Roger!

They duo LAUNCH their entire Glovatrixes into two of the mouths with a WHOOSH. The force drives the creature backwards o.s. The tail comes loose, freeing our trio. They shield their faces as we HEAR an o.s. MUFFLED EXPLOSION.

ANGLE - THE SMOKY OBSERVATORY

We see the fallen creature's tail sticking out of the smoke, as Katrina emerges from the smoke.

KATRINA (CONT) You may have stopped my creatures...but it's too late to stop me!

With dramatic SFX (See Tremblays drawing) Katrina transforms (like Maleficent in Sleeping Beauty) into the hideous succubus creature. Reaching into the smoke, she grabs Feral.

KATRINA
In a minute he'll be finished...

DRAMATIC ANGLE - DOWN SHOT - THROUGH SMOKY OBSERVATORY SKYLIGHT

As the succubus FLAPS out of the skylight, claws still draining Feral.

KATRINA
...and I will be rejuvenated!

FERAL

(GROANS)

INT. SMOKY OBSERVATORY

As Felina points through the smoke.

FELINA
Quick! Get my Uncle away from her before it's too late!

The Swat Kats fly upward in their Bak-Paks, looking back as a Gargoyle flies out of the smoke toward her, mouth open wide.

FELINA (CONT)
I'll handle these creeps! (to Gargoyle) Eat tear gas! Felina whirls and tosses a tear gas cannister (from her belt) into the Otto/Gargoyle/s mouth, which erupts into clouds of smoke. He CRASHES through a pillar, which collapses part of the ceiling onto him.

OTTO/GARGOYLE
(angry ROAR)

EXT. MANOR

As the Swat Kats JET out of the observatory, they dive away as huge LASER BOLTS BLAST INTO SHOT, taking off part of the observatory itself.

T-BONE
Crud!

ON THE SUCCUBUS
Sending another BLAST OF LASERS from her eyes, then FLAPPING of with a LAUGH, toward the still eclipsed moon. Feral's in tow.

SUCCUBUS
(LAUGHS)

ON THE SWAT KATS - MOVING

They ZOOM toward the Turbokat, which is parked next to the Manor.

T-BONE
We're gonna need the Turbokat to stop that thing! RAZOR
Yeah, along with a lot of luck!

CLOSE - THE GROANING FERAL

He's practically parchment now as the CLAWS of the Succubus are about to complete the draining.

FERAL
(WEAK MOAN) PULL BACK to see the Succubus, FLAPPING, through the sky.

SUCCUBUS
Another few moments and it will all be over...dearest! (EVIL LAUGH)

There's the SOUND OF THE TURBOKAT'S ENGINES as he Succubus looks up with a

SNARl, then her EYES send twin BLASTS OF LASER ENERGY.

OTS TURBOKAT - MOVING TOWARD THE SUCCUBUS

She's FIRING, as the Turbokat veers, but the BLASTS take out pieces of wing.

RAZOR (VO)
I can't fire without hitting Feral!

INT. COCKPIT - DRAMATIC ANGLE - T-BONE

Trying to hold the jet steady as LASER BEAMS BLAST around him.

T-BONE
There's no choice, buddy.

WIDEN SHOT to see Razor sighting through his target/goggles.

T-BONE (CONT)
If we don't get Feral away from that ugly she-demon...

ON FERAL AND SUCCUBUS - THROUGH GRID/SIGHT

Shaking as the CALIBRATING KEEPS LOCK on the claws holding Feral.

T-BONE (CONT) (VO)
...Feral's history.

RAZOR (VO) Launching turbo boomerangs!

OTS SUCCUBUS - ON TURBOKAT

She's FIRING LASER BLASTS as the jet launches several giant WHIZZING boomerangs toward her.

ON THE SUCCUBUS

As the BOOMERANGS WHIP IN and knock her claws away from Feral. He drops.

SUCCUBUS
Noooo!

She looks up.

HER POV - THE MOON

It's starting to move out from the eclipse...but just a small sliver.

SUCCUBUS (CONT) (VO)
He must be completely drained before the eclipse ends!

ON THE FALLING FERAL

The Succubus FLAPS toward him, but the Turbokat WHOOSHES between her and her victim.

T-BONE

Gotta keep her away from Feral!

SUCCUBUS You fools can't stop me!

The Succubus grabs onto the Turbokat as we PUSH IN to see her electrify it with her GLOWING aura. SIZZLING ELECTRICAL SFX.

SUCCUBUS (CONT) My power's too strong! (LAUGH)
The Succubus FLAPS off.

CLOSER - TURBOKAT

T-Bone struggles with the joystick, as the lights flicker and the jet starts to descend.

T-BONE
Crud! She's shorted out the generators!

WIDEN SHOT as we see Razor flipping some switches.

RAZOR
Switching to backup! Come on...come on!

DRAMATIC ANGLE - NIGHT SKIES

We see the Succubus FLAP toward the falling Feral, claws outstretched.

ON THE PLUNGING TURBOKAT - WITH THE MOON BEHIND

The moon comes out from behind the eclipse.

ON THE SUCCUBUS

As a sliver of MOONBEAM hits her face.

SUCCUBUS
Noooo!!!

WIDEN SHOT as we see more moonlight bathing her with pure white light. Her hair begins to whiten and her face wrinkles rapidly! She disintegrates into powder.

INT. OBSERVATORY - SAME MOMENT

Felina has the three gargoyles bound securely with ropes. She REACTS as they all disintegrate into powder.

FELINA
What the...? INT. FALLING TURBOKAT

With WHIRRING SFX, the controls come on. T-Bone yanks the joystick.

T-BONE
We've got power! WIDEN SHOT to see Razor sighting through his eyepiece.

RAZOR

But I've only got one shot!

OTS TURBOKAT - ZOOMING DOWNWARD

We see an AIRBAG MISSILE WHOOSH out.

DRAMATIC ANGLE - ON THE FALLING FERAL

Heading for the ground as the MISSILE WHOOSHES IN at the last minute to open up its airbag below the unconscious Commander. He hits with a WHOOMP as we...

DISSOLVE TO: EXT. MEGAKAT MEMORIAL HOSPITAL - NIGHT (STOCK) PUSH IN on the Hospital. We see Enforcer cars parked in front and the Turbokat is parked on the roof.

DOCTOR (VO) The prognosis is uncertain, Lieutenant Feral.

INT. HOSPITAL ROOM (STOCK) We see a DOCTOR standing at Feral's bedsode with a worried Felina. The drained, white haired Feral is hooked up to an IV.

DOCTOR (CONT)
He might be too far gone.

PUSH IN on Feral, who suddenly opens his eyes.

FERAL
(weakly) Felina? What...what happened? FELINA
Uncle, you're back!

Feral looks o.s. and REACTS, pointing weakly, as we PAN OVER to the Swat Kats, standing by the window.

FERAL
What are those two doing here? ANGLE - FERAL AND FELINA

She holds his hand and smiles as she sees normal color return to his face, his hair starting to get black again.

FELINA
(RELIEVED SIGH) It's a long story, Uncle.

The Swat Kats ENTER SHOT.

RAZOR
You might not believe this, Feral, but we're glad to see you back.

FELINA
The Swat Kats saved your life, Uncle.

T-BONE
But don't worry...we'll never tell.

The Swat Kats give a wave as they exit. Feral gives a puzzled look to Felina, who squeezes his hand lovingly, as we...

FADE OUT: THE END