

OUTLINE

ACT I:

- **Mumm-Ra Awakens:** The Fearmakers will boldly enter a lost and hidden pyramid deep below ground with the intention of looting it for any treasure. A few of the superstitious thieves are wary of trespassing in these parts of Plun-Darr. Some are clearly frightened by the spooky atmosphere of the Black Pyramid, but their merciless captains force them to push on with threats of death or torture. The Fearmakers come across giant statues of the Ancient Spirits of Evil, as well as a tomb. Believing they will find gold buried in the tomb, the pillagers break it open, only to revive the horrifying undead demon Mumm-Ra. He ominously thanks the Fearmakers for freeing him, and then proceeds to punish them with agonizing deaths for desecrating his home and trying to steal from him. The Fearmakers don't stand a chance as they are terrifyingly butchered even as they beg for mercy and try to escape the pyramid. Despite their pathetic pleas for forgiveness, Mumm-Ra only spares the leaders of the Fearmaker band. These are Slithe, Addicus, Kaynar, Voltaire and Ratar-O. Using surface-level telepathy on the captains, he recognizes that they may be useful to his plans. Keeping the mercenary captains restrained, Mumm-Ra will question them for updates on the current status of Third Earth and its civilizations. When the mummified monster learns that the Thunderan Empire currently rules supreme over the rest of the peoples of Third Earth, and that many are displeased with their rule, he then informs the Fearmaker captains that he is going to transform their lives for the better. He is going to fulfill their ambitions by elevating them from petty marauders to conquering warlords and beloved revolutionaries. No longer will they be lords over squabbling rabbles of thieves and outcasts. From here on out, they will become his vassals of vengeance. His harbingers of freedom. His weapons of retribution. Under the dark sorcerer Mumm-Ra's guidance, they will topple the Thunderan Empire, bring the ThunderCats to their knees, and liberate their individual species from Thunderan sovereignty. And in case they ever think of betraying him, Mumm-Ra promises that the grisly fate that the Fearmaker underlings met was just a *taste* of his power.
- **Jaga's Lesson on Hypocrisy:** Jaga will give Lion-O a lesson on history and ethics, explaining the origins of the Sword of Omens and the Thunderan philosophy on magic and science based on the Thunderans' previous experience as Mumm-Ra's underlings. Jaga will then ask Lion-O to define "hypocrisy", which the young prince attempts to, giving a semi-correct answer. Jaga will correct Lion-O on the true definition, and when Lion-O, intrigued by the current controversy over magic in the empire, asks his mentor about the pro-magic movement, Jaga will only give the prince vague answers. He warns Lion-O to keep such topics to himself, or else he will incur the wrath of his father and the rest of the royal court. Yet, he slyly beckons Lion-O to visit him at a later point in time. Lion-O does so, and it is here that Jaga reveals the truth about magic and that he himself is a secret supporter of the pro-magic movement. He becomes Lion-O's role model as he instills the idealistic vision of a brighter future for Thundera into the prince's mind, thereby becoming responsible for some of Lion-O's idealism. Thanks to Jaga's teachings, Lion-O becomes a strong

advocate for change in the empire, tearing down the walls of conservatism and embracing progress as he begins practicing revolutionary new decrees surrounding imperialism, the social class hierarchy, the laws surrounding magic, and even interspecies relations.

- **Grune's Return:** Grune will receive a warm welcome from his old friend Jaga, who embraces him and cordially jests with him upon first sight. When Grune returns to the imperial capital of Al-Kibria with a stranger named Pumm-Ra, this newcomer is welcomed as an honored guest as Grune professes that Pumm-Ra is a remarkable warrior and healer who saved his life while Grune was on his campaign. Pumm-Ra will explain to his royal audience in the throne room that he is a nomad who originally hails from one of the border settlements of Thundera's empire and that he came upon the battlefield where Grune's battalion had been decimated by the Fearmakers and he nursed the wounded general back to health. Since then, the two have braved many perils to ensure Grune's return to Thundera. Grune will advocate for Pumm-Ra to be nominated a ThunderCat for his valor. King Claudus thanks Pumm-Ra for his service, says he will consider the matter and in the meantime, invites Pumm-Ra to reside in the palace as his guest while he and his advisors revise their strategies against the rebel threat.
- **ThunderCat Council:** Tygra will share the alarming news that the Trollogs have recently joined the Fearmakers in their cause of open rebellion against the Empire. No doubt their confidence to defy the Empire has been bolstered by Grune's defeat at the border. Grune's pride takes offense to this comment, misinterpreting Tygra's report as a jab at his honor. Tygra will soothe everything over with a strategic choice of words, apologizing and complimenting Grune. Tygra reassures the general that his report was meant to highlight the threat of the rebellion. Not discredit Grune's capabilities as a soldier and commander. Grune will remark that Tygra has always had a way with words and admits that he is curious to see if Tygra's whip is as sharp as his tongue, insisting that they should have a friendly contest one of these days. Jaga will then intervene and redirect the topic back to the Trollogs, stating that for some time, the Trollogs have been displeased with the Thunderan's authority. For years they have been complaining about the Empire's heavy-handed rule and unfair taxes, going so far as to call it "oppression" This uprising doesn't come as a surprise to Jaga. "Traitors", barks King Claudus, "they will burn like all the others. The ungrateful rabble continue to entertain the notion that they can govern themselves. As if they could survive a decade without our guiding hand. It appears they need to be reminded who the true masters of Third Earth are." Jaga suggests that since the Empire seems to be making new enemies every day, perhaps it is time to review their policies and reconsider new methods of governing the other animals since so many species have become bitter and resentful towards Thunderan rule. If multiple folks are complaining about the same thing, then that indicates there is an infrastructural issue. But Jaga's proposal is dismissed. Grune proposes some movement or grand project that he's been advocating for years, imploring that his aggressive idea could help elevate the Empire's reign. But once again, Grune's proposal is also denied, which leaves Grune bristling.

- **Pumm-Ra's Tour:** During the ThunderCat council meeting, Pumm-Ra will take the time to study and survey the palace's interior (internally learning where all of the Treasures of Thundera are kept) while young Prince Lion-O acts as his tour guide. Pumm-Ra will be the audience surrogate as the viewers learn about Thundera and the Order of ThunderCats through his eyes as Lion-O shows their guest around the palace. He'll show Pumm-Ra a holographic video that plays on loop of the Thunderans leading the rest of the animals of Third Earth in a revolution against their master and creator, the dark sorcerer Mumm-Ra, and how the rest of the animals nominated the Thunderans to be their leaders due to their heroism and innovation. It was these Thunderan heroes who pioneered the idea that every species deserved to live as free creatures. "Indeed", muses Pumm-Ra darkly as he studies the hologram depicting a great battle between Mumm-Ra in his Everliving form against three Thunderan warriors. Lion-O will explain that these three ancestors are Leo, Tygus and Panthera, the founders of the ThunderCat Order, and he points to statues of the three heroes that are arranged around the historic chamber. Lion-O innocently explains that Leo was the first King of Thundera and the first Lord of the ThunderCats, and that the title gets passed down to each generation of Leo's bloodline, and that when the time comes for Lion-O to inherit his birthright, he will not only ascend the throne as a great king, but also as a mighty Lord of the ThunderCats, just like his father! "What a promising future", sneers Pumm-Ra.
- **Third Earth's Liberation Day Festival:** All of the folk of Third Earth who reside as subjects of the Thunderan Empire send dignitaries and emissaries to the capital city of Al-Kibria with their annual (and expensive) tributes to King Claudus for the holiday. This festival marks the anniversary of the animals' successful revolution against Mumm-Ra, hence the name of the national celebration being Liberation Day. These expensive gifts that the dignitaries deliver to the royal family includes offerings from the Bolkins, the Berbils, the Molemen, the Brutemen, the Tabbuts and the Wollos. The Trollog's regular tribute is missing since they have recently sided with the Fearmakers in open rebellion against the Empire. Jaga and the royal family will be receiving these tributes publicly before crowds of mostly Thunderan citizens, intermixed with groups of foreign visitors. But Lion-O will become bored and ask his mother if he can go to the marketplace, coming up with the excuse that he needs to buy a new collar for Snarf. Leona grants her son's request on the condition that he be accompanied by a royal escort. But King Claudus will interject and firmly tell Lion-O to stay, telling his wife that he disapproves of Leona's enablement of their son's immaturity. At his age, Lion-O should be taking his future role as king more seriously. He needs to get used to attending events and hosting ceremonies such as these. It's his duty. Leona reminds her husband that Lion-O is *still* a child, and it's normal for children to be immature. To which Claudus remarks solemnly that when he was 12 years old, he was already training with soldiers and preparing to become Lord of the ThunderCats. The path of honor was his first priority, and he didn't waste his time playing. Lion-O can't remain a child forever. He's inevitably going to have to grow up sooner or later. Lion-O pouts in disappointment and is about to resume his seat until Leona wears her husband down with a gentle look and with an aggravated sigh, he sternly tells Lion-O to behave himself. Reminding him that his

actions reflect on the rest of the royal family. Lion-O promises to do so, and we cut to the marketplace, where we see Lion-O and his bodyguards roaming the decorated Egyptian-esque streets where he gazes with wonder at the exotic foreigners who have travelled to the capital to celebrate the festival. Here we see multiple slightly alien-looking lions and tigers lumbering through the streets on all fours, drinking from public fountains, lounging about in the shade, gnawing on food given to them from bystanders, and being pet by children and adults alike. Apparently, great cats are revered and respected by the Thunderans, who honor them as their genetic forefathers. Lion-O will toss a candyfruit to a great tiger resting outside his favorite toy shop before eagerly running inside. The shop owner will have a pet Sandy-Tailed Hooji that will hiss and get into a cat fight with Snarf while Lion-O admires and plays with the toy guns and gaming consoles. Lion-O's bodyguards will break up the cat fight between the pets and Lion-O will pull Snarf away in embarrassment. But the shopkeeper, who is worried about offending the royal prince, allows Lion-O to choose whichever game he wants for free to make up for the incident. Ecstatic, Lion-O chooses a hoverboard and recklessly begins riding it through the streets, ignoring his guards' words of caution. While nobody is watching, Pumm-Ra will walk along the walls of the city, pretending to admire the craftsmanship of the artillery. But when nobody is watching, he traces a magical rune onto each of the guns.

- **The Sack of Al-Kibria:** Without warning, a series of portals will open before the gates of the capital city, and to the horror of the scouts along the wall, an army of Fearmakers emerge. The scouts will contact Panthro, who warns the royal family that the Fearmaker horde is attacking, interrupting the Thunderans in the middle of their Liberation Day festivities. Panic overtakes the crowds as their festive mood is dampened with fear. With the aid of her royal guard, Queen Leona will begin evacuating the frightened citizens into the royal palace for shelter. Slithe and the rest of the Fearmaker captains will be leading the main force at the front gate, parading the corpses of Grune's lost soldiers on poles as if they were banners. Meanwhile, King Claudus will proudly declare a call to arms, leading the charge out through the city gates with his pet saber-tooth tiger Kano at his side. Flanking the king and his pet will be Grune and the rest of his ThunderCats, followed by formidable squads of ThunderTanks and HoverCats. Claudus will then epically give out the ThunderCat war cry as he brandishes the Sword of Omens. The ensuing battle that takes place outside Al-Kibria will draw inspiration from the attack on the White House in *Olympus Has Fallen*. Where despite the ThunderCats' valor, resilience and ingenuity, the Fearmakers will be extremely competent in crippling the capital's defenses. Even though the Thunderans fight back with clever counterattacks and use out-of-the-box thinking with their technology, they are nonetheless defeated by the Fearmakers' unpredictable use of magic. Upon Pumm-Ra's command, the runes he placed upon each of the pieces of artillery along the city walls suddenly ignites and blows up all of the outer defenses. Devastating the city's long-range weapons and disabling the Thunderan army's cover. Disguising themselves as Thunderans with magic potions and elixirs, handfuls of Fearmakers manage to deceive the Thunderan soldiers on the battlefield and assassinate their commanding officers, leaving their forces in disarray. At no fault of their own, the Thunderans fall prey to a series of magical traps set for

them by the crafty invaders. Such as magic portals opening up before the Fearmaker's SkyCutters and NoseDivers, allowing them to fire upon the Thunderan ground troops at close range or physically mow them down at high speeds before they can even get a chance to dodge. Similar to the personal shields used by the Elites in *Halo*, every Thunderan soldier will have suits of armor equipped with Etherium-powered shields. Which does protect Thunderan troops longer than regular armor does, but even then, it is not enough to protect them from the barrages of SkyCutter blaster fire. Even though the ThunderCats and the rest of the military put up a good fight and manage to adapt on the spot, they don't stand a chance against this new foe wielding a combination of magic and science. Lion-O, carrying his hoverboard and Snarf on his shoulder, will defy orders and sneak onto the battlefield by riding on the back of a ThunderTank (covering his ears from the loud blasts of tank's guns) to fight alongside his father and earn himself some honor. King Claudus will find himself in a scenario where his loyal ThunderCats suddenly turn on him, taking him by surprise and wounding him. He continues to fight on, realizing that these are not his troops. These are Fearmakers in disguise. Their enchanted illusions fading once they are slain, and their appearance reverts back to its normal, hideous state. Pumm-Ra and Grune will coordinate their efforts as Pumm-Ra sabotages the city's defenses from the inside by destroying Al-Kibria's shield generator with blasts of enchanted red lightning. The Etherium shields around the capital city are disabled, and Pumm-Ra will drop his disguise to reveal himself as Mumm-Ra, the ancient nemesis of the ThunderCats reborn. Meanwhile, Grune will turn on his fellow ThunderCats in the middle of the battle and attack Tygra, grinning sinisterly as he tells the diplomat that it is time for them to have that friendly joust. The two will duel briefly before Grune completely decimates Tygra and leaves him for dead to go attack King Claudus. "Show me your true face, coward" challenges Claudus to Grune, mistaking him for a Fearmaker in disguise. "Haven't I already?", Grune replies with a chuckle. Claudus looks at his relative with horror, distraught at his champion's betrayal. Since he's about to die anyways, Grune divulges to his former king how he duped him and the rest of the Empire. Claudus had sent Grune to put down the growing rebellion. But it was on this mission that Grune came into contact with Mumm-Ra, and after a meeting with the ancient undead warlord, the agitated and unsatisfied Grune agreed to turn against the empire. Grune knew his troops were too short-sighted to understand the grand scope of his new vision, so Grune resolved to not giving them the chance to mutiny against him. Instead, he purposely led his garrison into a staged ambush where the Fearmakers overran and massacred the garrison, sparing Grune. Mumm-Ra then scoured the battlefield and used the DNA of the fallen Thunderian troops to concoct his potions that allowed him and his Fearmakers to disguise themselves as Thunderans. "Long live the king", sneers Grune as he brandishes his war club. Furious, Claudus will give out a lion's roar and use the pain from his injuries as personal drive (similar to Kylo Ren punching his gut wound during his duel with Rey in *The Force Awakens*) for him to battle his cousin. Grune will be the one to deliver the final blow that fells King Claudus before his son's very eyes. "You've done me a great favor in sparing me from having to hunt you down, cub! A two-for-one special", Grune raises his club to crush Lion-O's skull and Snarf will

suddenly turn feral and leap off of the prince's shoulder and onto Grune's face, clawing and tearing at him. Lion-O will desperately call out for help on the battlefield, grabbing the attention of a nearby officer and prompting one of the ThunderCat nobles (either Panthro or Lynx-O) to sound the retreat. The ThunderCat officer will remove the Claw and Sword of Omens from Claudus' limp corpse and place it on Lion-O. The Claw will automatically transform and resize itself to fit onto Lion-O's significantly smaller arm. "Hold on to this, my prince! Do not let go!", instructs the ThunderCat. Grune will hurl Snarf off of him and before he can retaliate the little critter scampers hurriedly back into Lion-O's arms as the prince is ferried back to the palace. Many brave Thunderan troops sacrifice their lives to desperately evacuate the young prince to safety (this scene will be similar to the scene of the loyal soldiers dying in a vain attempt to escort Snow White to safety in the beginning of *Snow White and the Huntsman*). At the last second, Jaga will come to the doomed escort's rescue by conjuring a magical portal for them to cross over into, teleporting Lion-O, Snarf and their ThunderCat guards to the interior of the royal palace. The ThunderCats are shocked to learn that Jaga is a practitioner of spells and incantations. But Jaga persists that he has no time to explain, and they must trust his words and hurry if they are to get the royal family to safety.

- **Act 1 Climax/Jaga vs Grune:** Jaga and the rest of the ThunderCats attempt to escort Queen Leona, Lion-O and Snarf to a secret bunker beneath the city. Queen Leona will insist that they must stay to help protect the citizens taking shelter in the palace. But Jaga insists that there is no time to waste. His first priority is the royal family. Leona will stand her ground and reply that *her* first priority as queen is the safety of her people. Jaga is able to convince the queen to comply when he convinces her that if she listens to him right now and does what he says, Leona will be helping her people. Otherwise, the future of Thundera will be lost. Jaga then takes the Sword of Omens from Lion-O and explains that he is about to cast an enchantment he has never attempted before on the blade. "What kind of spell are you going to make?", Lion-O will ask in awe. "An insurance policy, you could say", replies the tutor. "What's insurance?", Lion-O asks with a raised eyebrow. "Enough questions!", Jaga snaps as he clarifies that the spell he is going to try to cast is complex and requires deep concentration. If successful, the spell will be very powerful and irreversible. But Jaga needs Lion-O to stand guard and buy him time in case the invaders break through before the spell is complete. After tiring himself out, Jaga will take a moment to drink from an elixir while breathing heavily, stating "it is done" as he hands the Sword of Omens back to Lion-O, reassuring him that their legacy has been secured. The palace itself falls under attack as the Fearmakers come pouring in. Mumm-Ra will enter the throne room and bask in this moment of victory as he declares with a mixture of pride and relief how poetically ironic it is for the Thunderan Empire's fall to be on the anniversary of their liberation. Meanwhile, Jaga will slay handfuls of Fearmakers by dual-wielding the Sword of Omens with his staff as he calls out in a deep voice filled with rage, "You dare desecrate these halls with your foul odor, you beasts! Back, mongrels! Back I say! To Hell with you!". Once he realizes that they are cornered, Jaga makes a last stand to buy the others time. The Fearmakers surround Jaga in a circle but are continuously pushed back by the archmage's barrages, prompting Grune

to call his horde off and challenge Jaga alone in an epic duel. Grune will declare that if anyone interferes in this contest, he will skin their hides and use it to decorate his new throne. Jaga agrees to Grune's terms that neither of them will not use magic to settle this duel, but good old-fashioned steel. Grune tells Jaga that he is surprised to see his old friend commit treason against his king by taking up sorcery in secret. "Do not speak to me of treachery, malcontent serpent!", Jaga hollers, earning shrill cackles and smug chuckles from the surrounding Fearmaker onlookers. As Jaga and Grune exchange blows, Jaga will demand an explanation from his old friend for his actions. How could he turn on his country? His king? His family? His people? His best friend? They were everything to him. Grune may have been a cousin to the king, but Claudus treated him like a brother. Grune will counter that he was tired of always living in Claudus' shadow. *He* should've been Lord of the ThunderCats. Not Claudus. Jaga will point out the folly in Grune's pride. The only time the king does not inherit the leadership of the ThunderCats is when he fails the Anointment Trials. Claudus passed his Trials with honor. The ancestors deemed him worthy. But Grune doesn't care. He was better than Claudus. The king's blood on his war club is proof of that. Grune deserved to be Lord of the ThunderCats. Jaga highlights the irony in that Grune's jealous mission to be master of the ThunderCats, he violated everything the ThunderCats stood for. His faithlessness has spit all over the Code of Thundera. "Damn the Code and damn you Jaga!", Grune yells back. Lion-O, his mother Queen Leona and Snarf are placed in time capsules and Jaga defends the capsules with his life, regretfully taking Grune down and avenging his king. Wounded and fatigued from his battle with Grune, Jaga will place the Sword of Omens inside Lion-O's capsule with him. The royal advisor forces himself to fight on when Mumm-Ra appears and summons the Ancient Spirits of Evil to turn him into Mumm-Ra the Everliving. This following duel will be an homage to the duel between Gandalf and the Balrog on the Bridge of Khazad-Dum in *Fellowship of the Ring*. This leads to a climactic clash of wills as Jaga grievously wounds Mumm-Ra by ending his life with a heroic moment of suicide, hoping to take Mumm-Ra down with him. Jaga's final gambit causes a cataclysmic explosion and the collapse of the bunker. The time capsules become a part of the collateral damage, and while Lion-O's capsule is only slightly damaged, his mother's is completely obliterated. Slithe and the rest of the Fearmakers will triumphantly declare the fall of their mortal foes as they claim the throne room, and everyone breaks out into cheers and victory cries. The city is theirs. They then proceed to pillage and plunder the goods of Al-Kibria for themselves, feasting on the Thunderans' food and claiming their riches. Meanwhile, the survivors of the attack – Thunderan and foreigner alike – are rounded up and enslaved.

- **Fearmaker's Betrayal:** When the Fearmaker captains learn of the outcome from Mumm-Ra's duel with Jaga, they are not so inclined to treat their master's wounds now that they have what they want. They're enjoying the spoils of war too much to willingly submit themselves to Mumm-Ra's sovereignty once again. Knowing that Mumm-Ra can never truly be killed so long as evil exists in the world, they understand that they will never fully be rid of their master for good. But at the same time, Slithe points out that Mumm-Ra cannot heal unless he is placed inside his sarcophagus. So, the captains sabotage their lord and proceed to leave Mumm-Ra

imprisoned in a perpetual state of never-ending pain as they lock him away in a cell and deny him any opportunities to heal and recover his strength. They cackle and gloat in Mumm-Ra's face as they leave him to rot, with Slithe mockingly bowing and paying worship to Mumm-Ra as he leaves his master in such a miserable state.

- **8 Years Later:** Text on the screen will read "8 Years Later" and we follow a pair of 12-year-old Thunderian twins named Wilykit and Wilykat as they banter and bicker while picking and rummaging through the ruins of Al-Kibria, scavenging for anything useful or valuable. While digging, Wilykat will complain about how the Fearmakers practically picked the whole city clean, forcing the two scavengers to dig deeper and explore parts of the capital that have been buried in rubble ever since the attack. They discover the royal family's secret bunker and unearth a time capsule. To their surprise, there is someone still alive inside of it. They open the capsule, awaking Lion-O and Snarf, who had been sleeping within, safeguarding the Claw and Sword of Omens. Lion-O is stunned to see that he has become a fully-grown adult and that his child-sized clothes have been torn and shredded by his growth, leaving him dressed in rags. He may be taller and older, but he's still thin and childish in manner. The cubs explain that the time capsule may have been damaged by the falling rocks, which led to the system's malfunction as it kept Lion-O and Snarf in suspension but didn't slow down their aging. Lion-O will introduce himself to his saviors, but they don't believe him to truly be the prince since according to them, "everyone knows that the royal family died when the city was sacked". They think that Lion-O is delusional. Most likely a side effect of his damaged time capsule. That's when Lion-O suddenly remembers about his mother and begins feverishly digging through the rubble, only to find her remains within her crushed time capsule. Even though Leona is nothing but bones now, Lion-O is able to identify her by her tarnished crown. Lion-O will look away in shock, hugging himself as he processes the realization that he is all alone now. Only for his despair and his thoughts of loneliness to be interrupted by Snarf rubbing up against his leg, nuzzling him in an attempt to comfort him. Moved with pity, Wilykit and Wilykat offer to take Lion-O back to their home because they believe their parents can help the lost Lion-O find a place to stay.
- **Honoring the Dead:** When Wilykit and Wilykat walk in with their new guests, Tygra and Cheetara will be completely taken by surprise. The kittens express their doubts that Lion-O is truly the prince after introducing him. But after Tygra and Cheetara recognize Snarf, the Sword of Omens, and the fact that Lion-O calls them by name, confirms that he truly is their long-lost prince. The two nobles will quickly kneel in reverence before their prince. The twins bicker and blame each other for not recognizing Lion-O as the prince as they follow their parent's example and kneel. Lion-O expresses that he thought he saw Tygra die in the Sack of Al-Kibria. Tygra will explain to Lion-O that he had been left for dead on the battlefield by Grune but had used his cloaking device to help hide himself as he dragged his broken and battered body to safety. But he must've passed out and the battery on his cloaking device expired, making his unconscious form visible. Cheetara came upon him when she was scanning for survivors, and she helped nurse him back to health. Having also found Wilykit and Wilykat as helpless 4-year-old orphans after their parents had hidden them during the Sack, Cheetara ferried all 3 of her charges back to shelter on

her own. The four of them became a surrogate family as Cheetara and Tygra grew to love each other, and they adopted the orphaned kittens as their wards. They've done their best to raise the children, yet they continue to be mischievous troublemakers. Once Lion-O shares his story and his own experience, Tygra and Cheetara have the kittens guide them and Lion-O back to the bunker. They retrieve Queen Leona's remains and they put together a modest shrine with candles to pay their respects to their lost queen. Lion-O will be a mess as he desperately tries to hold back his tears, but it's no use. Her maternal instincts kicking in, Cheetara will comfort the prince as a mother would her own child. His face disfigured with grief, Lion-O shouts as he rages about being helpless and unable to even avenge his mother. There was nothing he could do for her then, and there's nothing he can do for her now. His chance to earn retribution for the slaying of his mother was robbed from him. Cheetara will hush Lion-O as she holds him close and enlightens him that there is still something he can do for his mother. There is still a way that he can honor her memory. Lion-O looks up at Cheetara with tear-stained cheeks, "tell me...please!" he begs. Cheetara then motivates Lion-O to honor what Queen Leona stood for by following in her footsteps and becoming a champion of the people. As their prince, Lion-O can restore hope to the Thunderians and help them liberate the cats imprisoned in the Fearmaker's labor camps. Who knows? With enough hope, faith, and strength, they may even be able to restore the Thunderan kingdom. Lion-O sobers up as he soaks in all of Cheetara's words, and Tygra watches with approval as the prince adamantly pledges his life to not only return freedom to their people, but also the return of their homes as well.

- **Hope Returns:** Cut to Tygra and Cheetara's hideout, where Tygra explains to the young prince the game plan he has come up with to take back Thundera and restore Lion-O to his throne. Tygra describes that if Lion-O can utilize the Sword of Omen's power by forging a strong connection with it, that power will enable their tiny resistance the strength to at least liberate the Thunderian slaves in the camps. Lion-O approves of this plan as he believes that freeing their people must be their first priority. After all, how can Lion-O become a king if he has no kingdom or people to lead? Tygra informs the young prince that despite being heir in line for the throne, Lion-O must pass the Anointment Trials if he is to be accepted as the true and tested leader of the ThunderCats. Lion-O argues that honoring tradition isn't a luxury they can really afford right now in the face of this crisis, but Tygra insists that sooner or later, Lion-O will have to face these Trials, whether he likes it or not. It's not just a matter of tradition. It is a matter of pride and proving one's worth as a leader. Thanks to Cheetara's soothing words of reason, Tygra agrees that Lion-O can serve as a temporary leader until the time comes for him to eventually perform the Trials. Tygra asks Lion-O if he is ready to begin his training and the young prince's expression hardens as he replies with a firm nod.

ACT 2:

- **Lion-O's Training:** We then cut to a montage of Lion-O getting in shape as Tygra and Cheetara coach him through a rigorous training routine that requires him to run, swim, climb and lift heavy objects. We also see Cheetara teaching Lion-O how to hunt, track his prey and cleanly kill it, Tygra instructing Lion-O in various combat

styles and swordsmanship, and the kittens showing him how to set traps. Intercut with Lion-O bonding with the kittens by playing games with them and Snarf. By the end of the sequence, Lion-O looks at his reflection with satisfaction, bearing the physique of an Olympic athlete. He'll draw out the Sword and pretend to be in a fight as he confidently practices some sword strokes but becomes completely embarrassed when he realizes he is being watched in amusement by the others.

- **Defending the Berbils:** A contingent of Fearmakers will arrive at a Berbil village and their chief will swagger to the front and smugly go on about how offended his masters were to not receive the Berbils' monthly tribute. Which is why they are here now. They've come to collect, and if the Berbils refuse to cooperate, then the Fearmakers will have to collect their corpses as well as their tribute. A Thundertank emerges from hiding and from the manhole, Panthro will shout out for the Fearmakers to disperse and leave the Berbils in peace. They stubbornly refuse, and an all-out skirmish is waged as Panthro pilots the Thundertank against a handful of NoseDivers and SkyCutters. Once the Thundertank is disabled, and the Fearmakers try to climb atop the tank and swarm the manhole, they are in for a surprise as Panthro opens the hatch and single-handedly fights off the enemy from the surface of his tank. As Panthro is coming to his senses, he sees a blurry red-maned figure battling the enemy before him. "Claudus?", Panthro groans to himself, but as his vision clears, he sees that the Thunderan before him is actually Lion-O. Yet, the young prince is unrecognizable to the war veteran.
- **Recruiting Panthro:** When Tygra and Cheetara introduce Lion-O to Panthro, the veteran will look at the prince in awe, "It really is you!". Panthro will drop down on one knee. "I fought for your father for many years, My Liege, and I swear to fight for you until my last breath", swears Panthro. "You don't need to say My Liege, Panthro. Just call me Lion-O", replies the prince casually, holding out his hand to the former general. Panthro stands and looks down at the prince's extended hand in surprise. He hesitates, but shakes it and turns with a bemused smile to Tygra and Cheetara, before looking back at his lord, "Not big on being orthodox, huh? Your father, ancestors rest his soul, used to love protocol almost as much as Tygra over there". "I'm...not my father", Lion-O will say with an unconfident shrug. Panthro raises an eyebrow and looks the inexperienced prince up and down, "I can see that. If you don't mind me asking, what kind of king do you plan on being, *Lion-O*?" "Well...Jaga always told me, or well...he *used* to tell me...that a good king is a servant to his people. No leader should see himself above his followers", states Lion-O, somewhat unsure of his answer. "Hmph...humble...and you're not afraid to break the rules...I like that", replies Panthro. He turns back to his old comrades, "You must *love* him, Tygra.". Tygra crosses his arms in amusement and gives his old comrade a cheeky smirk.
- **Planning the Counterstrike:** When the ThunderCats start talking logistics about how to launch their counterattack, Panthro will inquire about establishing a base of operations. Tygra's only suggestion is the hideout he and his family have been living in for the past 8 years. It's small but it's off the grid. Over the years, Tygra, Cheetara and the kittens have managed to scavenge and salvage some tech from the ruins of the capital. A few monitors, some medical supplies, and small batteries. Tygra has even managed to scrap together a makeshift generator. But Tygra points out that it would

be unwise to activate any of the computers for fear of their signal being tracked by the Fearmakers. "Then just mask our signatures with a shield", Panthro states simply. "We can't. We'd need a shield generator for that, and I don't have the hardware to build one". Wilykat speaks up, "Can't we ask the Berbils for help? They seem to be good at building stuff". They all collectively look at the small crew of Berbils tirelessly working on the rows of severely damaged generators. "Yeah, that's not going to happen anytime soon", quotes Tygra. Wilykit pipes in, "Can't we just stay with the Berbils? I'm sure they'll let us. They're nice!". Wilykat adds his two cents, "Yeah, they've let Panthro stay here for all this time". "The Berbils have sacrificed more than enough for me these past couple years. I can't ask any more from them after they've already done so much", replies Panthro. "This village isn't the most defensible space either, Wilykat. Just look", remarks Tygra as he motions to the small and unfortified cottages. Panthro rubs his jaw thoughtfully, "So we gotta build our own base of operations. But we can't use the computers because we don't have a shield. There's gotta be something we can use as a power source. Something we could trade or buy. Or maybe even find". Tygra taps a wrench into his hand as he thinks, "Our best bet is to steal a generator from the nearest Cat's Lair. But Mumm-Ra's mongrels have had years to defile the tower and turn it into one of their foul nests. Who knows if any of the equipment still works? Not to mention, they outnumber us five to one." Tygra states. "I like those odds", Panthro remarks with a wry smile. "Of course you do", Tygra teases. "We don't have to fight them all. We just need to get the parts. I have the best chance of going in undetected. Let me take point", Cheetara chimes in. "True enough. They'll never see her coming", Panthro says with a nod to Tygra, but the strategist shakes his head again. "No. Even if we we're lucky to sneak in undetected, we wouldn't make it out alive with the parts without setting off the alarm. There's just too many of them". "So, what are we supposed to do? Just give up?", Wilykit asks. "Hold on...", Lion-O interrupts from the corner. Everyone turns to look at him as he stands. "The Cat's Lairs belong to the Thunderan Empire by right. Our ancestors built them to help watch over these lands. Why should we settle for sneaking into our own property like common thieves? And why should we settle for scraps when we could take back what is rightfully ours?", Lion-O declares boldly as he looks around at everyone. "All of it. We're taking back all of it", he adds for dramatic effect. "Did you not hear what I said, Lion-O? They have us outnumbered!". Tygra argues. "Our people are the greatest warriors in Third Earth! It's because of our strength that the Thunderan dynasty lasted so long!", the prince declares passionately. "Yes, but that was when we *had* an army", interjects Tygra, "our enemy has the advantage now". "We have a *Thundertank*, Tygra! I'm not saying we have to take on the whole Fearmaker horde. I know we don't have the manpower for that! But we can definitely retake the Lair! We can do it with what we have. I know we can!", Lion-O raises his voice in protest as he gestures to where the mighty vehicle is parked. Tygra sighs and rubs his brow stressfully. "Just listen, Tygra. Cheetara's right. We don't have to fight all of them. We just need to find the leader and take him out. The Fearmakers are cowards. When they realize that we've defeated their chief and there's no one left to bully them, they'll run and hide like they always do", Lion-O instructs. There's a moment of silence as Tygra glances at Cheetara and considers this proposal.

A light goes off in Panthro's eyes as he glances at Tygra and Cheetara with a mischievous smirk. "I like where this is going", he says. He turns to the prince, "you got ambition, Lion-O, I'll give you that. The pride of your ancestors runs through your blood. But Tygra has a point. Even with the Thundertank, we can't just go in guns blazing. We need to be careful and we gotta play this smart. We can't risk trashing the Lair. We need that equipment". "I have an idea...", Tygra announces quietly as he walks over to the Berbil computer table and turns on a holographic projection of the Cat's Lair. The rest of the ThunderCats circle around him and join him at the table.

- **Retaking the Cat's Lair:** Shaking, Lion-O will tremble as he holds the bloody Sword of Omens in his paws. Panthro will come up beside the nervous prince, who jumps when Panthro calls him by name, and he softly yet firmly tells him, "Lion-O...clean your blade". "W-What?", the prince asks blinking with confusion, as if he has just been stirred out of a dream. "The blood. Wipe it off. It is tradition for a ThunderCat to always clean his weapons after battle. It symbolizes that the warrior is at peace with the resolved conflict and is ready to move on and leave it behind him.", Panthro explains as he kneels down on both knees like a samurai and begins to solemnly clean his nun chucks. Following his example, Lion-O copies Panthro's kneeling position and begins to wipe the blood off his blade on the grass. But it doesn't quite work all the way, forcing Lion-O to awkwardly conceal from Panthro that he wipes the rest of the blood off onto his own furry thigh.
- **Knighting the ThunderKittens:** Lion-O will use the Sword of Omens to knight Wilykit and Wilykat as official ThunderCats, much to the disapproval of Tygra. Even Cheetara sides with Tygra on this issue, telling Lion-O that it is irresponsible to willingly put children in harm's way, especially when it is unnecessary. Both Lion-O and the ThunderKittens insist that Wilykit and Wilykat both have skills that could be useful to their cause. It's not like Lion-O wants to put them on the frontlines. He's keeping them at a distance as tech support or as long-range cover. As far as he's concerned, he's being smart about how to allocate the ThunderKittens to where they are the most effective while also not being a hindrance to any of the other warriors. But Tygra loses his patience and snaps at Lion-O, chastising him for being an immature child who isn't ready to bear the responsibility that comes with being the Lord of the ThunderCats. The Code of Thundera dictates that it is a ThunderCat's duty to protect the weak and the innocent. *Not* to endanger them! Which is exactly what Lion-O did by naming the kittens - mere children - ThunderCats. They are not ready for this, and quite frankly, neither is Lion-O. Tygra tells the prince that until he can prove himself and start taking his duties seriously, Tygra will assume temporary command of the ThunderCats. He asks Lion-O to relinquish the Sword of Omens to him for safekeeping. When the time comes for Lion-O to be ready to properly wield the symbol of their people, Tygra will return the Sword to him. But Lion-O refuses and has an outburst of anger as he accuses Tygra of being a stubborn control freak who has to have everything *his* way. Tygra may be older than Lion-O, but he's *not* his father, and he's definitely not his superior. He reminds Tygra that as prince of the Thunderan Empire, Tygra is Lion-O's servant. Not the other way around. He is in no place to make demands to his prince. Cheetara tries to pull her husband away to end

the fight, but the argument gets ugly as Tygra calls Lion-O a spoiled brat who doesn't know any better and refuses to listen to anyone who actually knows what they're talking about. Lion-O doesn't know what it's like to work hard and earn something that you care about, only to have to fight for it every single day in order to keep it. Lion-O doesn't know what it is to struggle. Lion-O doesn't understand or appreciate self-discipline and patience because everything that he has in his life, every title, every station, every reward, was handed to him freely since birth. Lion-O will shout back that he's had *everything* taken away from him! "Exactly! You don't realize what you have until it is gone! You take *everything* for granted, Lion-O!", Tygra responds. When Tygra tries to snatch the Claw and Sword of Omens away from Lion-O, insisting that it is for his own good, the prince reactively swipes at Tygra's face, scratching him. Everyone freezes in fear and anticipation as Tygra stands completely still, his pride deeply wounded, as he feels the claw marks on his face and looks at the blood on his fingers. His face contorts with rage and hatred as he stares at the nervous but still impetuous young prince before him. Lion-O anxiously assumes a battle stance, ready to defend himself. But instead, Tygra furiously storms off without a word. Cheetara will follow after Tygra while Lion-O – shaking and breathing heavily – lowers his guard. "You shouldn't have done that, Lion-O" mutters Wilykat with a twinge of fear. "Why? He doesn't scare me", the prince replies haughtily. With guilt, Wilykat will apologize to Lion-O for getting him in trouble, to which Lion-O responds, "It's not your fault, Kit. Besides, I'm not in trouble. Tygra can't punish me. I'm not a child anymore". Lion-O will then also storm off.

- **The General's Advice:** Lion-O will be taking his anger out by exercising and working out in the woods near the Cat's Lair, and he'll stop once his instincts alert him to the presence of another being. He immediately draws out the Sword of Omens to defend himself, only to see Panthro before him. "Heard you and Tygra got into it", he says casually as he leans up against a tree with his arms crossed. Lion-O stands down and scoffs that he can't even be trusted to be left alone unsupervised for a few minutes before he moodily resumes his workout. Panthro will join Lion-O in exercising and will explain that they already lost their prince once, and that none of them want to lose Lion-O again. Regardless of what Lion-O might think, they all do care about him. "Even Tygra?", asks the prince sarcastically. Panthro will explain that Tygra is very hard on himself and holds himself up to the highest standards. He doesn't ask anyone to do anything he himself isn't willing to do. Tygra also hasn't forgiven himself for what happened at the Sack of Al-Kibria. Lion-O isn't the only one who is still carrying scars from that fateful day. "He was there when your father died, Lion-O. He feels just as guilty as you do. If not more so. At least you can say you were a child. What excuse does Tygra have?", Panthro shares. "But I've never accused him of that!", protests Lion-O defensively. "You may not have. But Tygra's conscience accuses him every day.", the engineer says. Lion-O pauses in his workout to ponder Panthro's words. His face falls as understanding – and with it shame – fills him.
- **The Prince's Reconciliation:** Lion-O will then sheepishly approach Tygra and Cheetara's quarters as she tends to the scratches on Tygra's face. The young prince will apologize for his actions, admitting that he still has a lot to learn and isn't sure how to be as strong, noble, or steadfast as the rest of them. The truth is that he feels

so underwhelmed by the rest of the ThunderCats. They're all so much better than he is, and he feels like a failure around them. Which is why he constantly tries to overcompensate by throwing himself at the nearest opportunity to prove himself. Cheetara looks inquisitively at her mate, and Tygra's expression will soften as he says, "No, Lion-O. You are not the one who failed. I did". Tygra will explain that he cannot look at Lion-O without being reminded of Claudus, and that he has already failed the royal family once. He couldn't live with himself if he dishonored the king and queen's memory by failing Lion-O twice. Lion-O then draws out the Sword of Omens and offers it back to Tygra, asking him to lead the ThunderCats until Lion-O is ready. Tygra accepts the blade and looks into his lord's eyes, before dropping down on one knee. He places the hilt of the sword back in Lion-O's hand, and supportively wraps his own hands around his prince's. Tygra swears to dedicate the rest of his life to helping Lion-O become the king and leader he knows he has the potential to be. Tygra refuses to take the easy road and assume command of the ThunderCats. Instead, he will take the hard road because he believes it to be the right one. Tygra will not lead the ThunderCats. Instead, he will *teach* Lion-O how to lead the ThunderCats himself. (This moment is an homage to Aragorn and Frodo's farewell in *Fellowship of the Ring*.)

- **The Midpoint:** Mumm-Ra breaks free and gets his revenge on the Fearmakers, becoming the Big Bad for the entirety of the story.
- **Dark Night of the Soul:** After the defeat, Lion-O will isolate himself by sitting alone and wrapping his elbows around his knees and stare off into the distance, brooding. He eventually breaks his silence and begins venting his emotions out loud to the ancestors, questioning his own worth and his ability to save the people he cares about. His frustration with himself begins to rise to the point where he starts shouting at the horizon, demanding answers on why his life is so unfair and why every time he tries to do something good, he's seemingly cursed as every good deed he does is seemingly punished. He gets so furious that he rejects the title of king as it has brought nothing but pain and misery to his life. It's nothing but a stupid burden, and he's done with it. What's the point of being a king anyways when there is no kingdom left to rule? There's just too much that is expected from Lion-O, and he mentally and emotionally shuts down. That is when Jaga's ghost emerges from the Sword of Omens to speak with Lion-O, startling the angry prince. "How can this be?", Lion-O asks in fear, believing Jaga to be a ghost that has come to haunt him. But Jaga calms the frightened warrior apprentice and reassures Lion-O that he means the boy no harm. He would never hurt his favorite student. Jaga explains that the spell he cast on the Sword of Omens during the Sack of Al-Kibria is what allows him to speak to Lion-O now. Through the incantation, Jaga had managed to transfer some of his essence into the Eye of Thundera, the jewel within the Sword. So long as the Eye lives, so does Jaga. At least in astral form. Jaga's body is gone, but his spirit endures. "Insurance", Lion-O muses to himself as understanding dawns on him. The royal advisor explains that this is the reason why he imbued his life force into the Sword. So that he could continue to guide and mentor the members of the royal family after his own death. Lion-O and Jaga have a conversation where Jaga comforts and counsels Lion-O in this moment of

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despair. This conversation will be similar to the one between Frodo and Gandalf in the Mines of Moria in *Fellowship of the Ring*.

ACT 3:

- **Lion-O vs Mumm-Ra:** While Lion-O and Mumm-Ra are having their own personal battle, Snarf will go toe-to-toe with Ma-Mutt in a somewhat comedic secondary duel alongside the main duel between their masters.
- **Resolution:** As they overlook the throngs of Thunderians from the control room of the Cat's Lair, the ThunderCats will reflect on their recent success with a mixture of pride and relief. There is hope for their people yet. Lion-O will tell the rest of the ThunderCats in a moment of sincere gratitude, "everything I am I owe to you".